

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

## **FBC HOLDING, INC.**

3111 West Chandler Boulevard, Unit 2120  
Chandler, Arizona 85226

480-953-2100

www.formrunnerapparel.com

info@formrunnerapparel.com

SIC Code: 5651

### **Annual Report**

**For the period ending December 31, 2024 (the “Reporting Period”)**

#### **Outstanding Shares**

The number of shares outstanding of our Common Stock was:

5,074,627,869 shares of common stock as of December 31, 2024, and 5,074,627,869 shares of common stock as of April 23, 2025, respectively.

5,074,627,869 shares of common stock as of December 31, 2023.

3,038,928,526 shares of common stock as of December 31, 2022.

#### **Shell Status**

Indicate by check mark whether the company is a shell company (as defined in Rule 405 of the Securities Act of 1933, Rule 12b-2 of the Exchange Act of 1934 and Rule 15c2-11 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:

#### **Change in Control**

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

Yes:  No:

---

<sup>1</sup> “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.

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

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

**The current name of the Issuer is FBC Holding, Inc.**

**Prior names used: From June 2007 to September 2009, the name was Wave Uranium Holding; From inception to June 2007, the name of the Issuer was: Iron Link Ltd., Inc.**

Current State and Date of Incorporation or Registration: **Incorporated in the State of Nevada on February 21, 2006.**

Standing in this jurisdiction: (e.g. active, default, inactive): **Active**

Describe any trading suspension orders issued by the SEC or FINRA 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:

**In October 2023, the Board of Directors and Majority Shareholder authorized a 1:300 reverse split of the Company's common stock.**

Address of the issuer's principal executive office:

**3111 West Chandler Boulevard, Unit 2120, Chandler, Arizona 85226**

Address of the issuer's principal place of business:

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

**N/A**

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

No:  Yes:  If Yes, provide additional details below:

**On April 22, 2021, the District Court of Clark County, Nevada, case number A21-829359-C, entered an Order Granting Application for Appointment (the "Order") of SSM Monopoly Corporation as Custodian of the Company. Pursuant to the Order, SSM Monopoly Corporation (the "Custodian") had the authority to take any actions on behalf of the Company, that were reasonable, prudent or for the benefit of the Company, including, but not limited to, issuing shares of stock, and issuing new classes of stock, as well as entering contracts on behalf of the Company. In addition, the Custodian, pursuant to the Order, was required to meet the requirements under the Nevada charter.**

## 2) Security Information

### Transfer Agent

Name: Legacy Stock Transfer, Inc.

Phone: 972-612-4120

Email: info@legacystocktransfer.com

Address: 14673 Midway Road, Suite 220, Addison, Texas 75001

### Publicly Quoted or Traded Securities

*The goal of this section is to provide a clear understanding of the share information for its publicly quoted or traded equity securities. Use the fields below to provide the information, as applicable, for all outstanding classes of securities that are publicly traded/quoted.*

Trading symbol:	<b>FBCD</b>
Exact title and class of securities outstanding:	<b>Common Stock</b>
CUSIP:	<b>30250C206</b>
Par or stated value:	<b>\$.0001</b>
Total shares authorized:	<b>40,000,000,000</b> as of date: April 23, 2025
Total shares outstanding:	<b>5,074,627,869</b> as of date: April 23, 2025
Total number of shareholders of record:	<b>68</b> as of date: April 23, 2025

### Other classes of authorized or outstanding equity securities:

*The goal of this section is to provide a clear understanding of the share information for its other classes of authorized or outstanding equity securities (e.g. preferred shares). Use the fields below to provide the information, as applicable, for all other authorized or outstanding equity securities.*

Exact title and class of the security:	<b>Special 2021 Series A Preferred Stock</b>
CUSIP (if applicable):	<b>N/A</b>
Par or stated value:	<b>\$.0001</b>
Total shares authorized:	<b>One (1)</b> as of date: April 23, 2025
Total shares outstanding (if applicable):	<b>One (1)</b> as of date: April 23, 2025
Total number of shareholders of record:	<b>One (1)</b> as of date: April 23, 2025

Exact title and class of the security:	<b>Series A Preferred Stock</b>
CUSIP (if applicable):	<b>N/A</b>
Par or stated value:	<b>\$.0001</b>
Total shares authorized:	<b>2,500,000</b> as of date: April 23, 2025
Total shares outstanding (if applicable):	<b>2,500,000</b> as of date: April 23, 2025
Total number of shareholders of record:	<b>One (1)</b> as of date: April 23, 2025

## **Security Description:**

*The goal of this section is to provide a clear understanding of the material rights and privileges of the securities issued by the company. Please provide the below information for each class of the company's equity securities, as applicable:*

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

The holders of the Company's common stock are entitled to one vote per share on all matters submitted to a vote of the shareholders, including the election of directors. Generally, all matters to be voted on by shareholders must be approved by a majority (or, in the case of election of directors, by a plurality) of the votes entitled to be cast by all shares of our common stock that are present in person or represented by proxy. Except as otherwise provided by law, amendments to the Company's Articles of Incorporation generally must be approved by a majority of the votes entitled to be cast by all outstanding shares of the Company's common stock. The Company's Article of Incorporation does not provide for cumulative voting in the election of directors. Holders of the Company's common stock will be entitled to such cash dividends as may be declared from time to time by the Board from funds available. Holders of the Company's common stock have no preemptive rights to purchase shares of the Company's common stock. The issued and outstanding shares of the Company's common stock are not subject to any redemption provisions and are not convertible into any other shares of the Company's capital stock. Upon liquidation, dissolution or winding up, the holders of the Company's common stock will be entitled to receive pro rata all assets available for distribution to such holders.

The Company has never declared or paid any cash dividends on its common stock.

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

*Special 2021 Series A Preferred Stock.* The Special 2021 Series A Preferred Stock has the following voting rights: each share of the Special 2021 Series A Preferred Stock shall be entitled to 3,000,000,000 votes. The Special 2021 Series A Preferred Stock is not entitled to receive any dividends. In the event of any liquidation, dissolution or winding up of the Company, either voluntary or involuntary, after setting apart or paying in full the preferential amounts due to holders of senior capital stock, if any, the holders of Special 2021 Series A Preferred Stock and parity capital stock, if any, shall be entitled to receive, prior and in preference to any distribution of any of the assets or surplus funds of the Company to the holders of junior capital stock, including the Series A Preferred Stock and our common stock, an amount equal to \$.0001 per share. If upon such liquidation, dissolution or winding up of the Company, our assets available for distribution to the holders of the Special 2021 Series A Preferred Stock and parity capital stock, if any, shall be insufficient to permit in full the payment of the Special 2021 Series A Preferred Stock, then all such assets of the Company shall be distributed ratably among the holders of the Special 2021 Series A Preferred Stock and parity capital stock, if any. Each share of Special 2021 Series A Preferred Stock is convertible, at any time, into three billion shares of the Company's common stock, subject to a 9.9% ownership limitation on the converting party.

*Series A Preferred Stock.* The Series A Preferred Stock does not possess voting rights. The Series A Preferred Stock is not entitled to receive any dividends. In the event of any liquidation, dissolution or winding up of the Company, either voluntary or involuntary, after setting apart or paying in full the preferential amounts due to holders of senior capital stock, the holders of Series A Preferred Stock and parity capital stock, if any, shall be entitled to receive, prior and in preference to any distribution of any of the assets or surplus funds of the Company to the holders of junior capital stock, including the Company's common stock, an amount equal to \$.0001 per

share. If upon such liquidation, dissolution or winding up of the Company, its assets available for distribution to the holders of the Series A Preferred Stock and parity capital stock, if any, shall be insufficient to permit in full the payment of the Series A Liquidation Preference, then all such assets of the Company shall be distributed ratably among the holders of the Series A Preferred Stock and parity capital stock, if any. The shares of Series A Preferred Stock are convertible at any time into shares of our common stock at the rate of one (1) share of our common stock for each share of Series A Preferred Stock converted.

**3. Describe any other material rights of common or preferred stockholders.**

None.

**4. Describe any material modifications to rights of holders of the company’s securities that have occurred over**

**The reporting period covered by this report.**

There have been no material modifications to rights of holders of the company’s securities that occurred over the reporting period covered by this report.

**3) Issuance History**

The goal of this section is to provide disclosure with respect to each event that resulted in any 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 for the Two Most Recently Completed Fiscal Years and Any Subsequent Period.**

Indicate by check mark whether there were any changes to the number of outstanding shares within the past two completed fiscal years: No:  Yes:  (If yes, you must complete the table below)

Number of Shares outstanding as of January 1, 2021		<p><b>Opening Balances:</b></p> <p><b>Common:</b> 2,449,627,869</p> <p><b>Preferred:</b></p> <p><b>Series A:</b> 2,500,000</p>							
Date of Transaction	Transaction type (e.g., new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to. *You must disclose the control person(s) for any entities listed.	Reason for share issuance (e.g., for cash or debt conversion) -OR- Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
4/22/2021	New Issue	1	Special 2021 Series A Preferred Stock	150,000	See Note 1	SSM Monopoly Corp. (Note 1)	Custodian Services	Restricted	Sec. 4(a)(2)

5/6/2022	New Issue	100,000,000	Common	0.001	See Note 2	Lisa Nelson	Acquisition	Restricted	Sec. 4(a)(2)
6/9/2022	New Issue	50,000,000	Common	0.0002	yes	Darling Capital LLC (A)	Stock Offering	Unrestricted	Reg A
6/22/2022	New Issue	75,000,000	Common	0.0002	yes	Leonite Capital LLC (B)	Stock Offering	Unrestricted	Reg A
6/30/2022	New Issue	75,000,000	Common	0.0002	yes	Leonite Capital LLC (B)	Stock Offering	Unrestricted	Reg A
7/15/2022	New Issue	75,000,000	Common	0.0002	yes	Leonite Capital LLC (B)	Stock Offering	Unrestricted	Reg A
8/22/2022	New Issue	100,000,000	Common	0.0002	yes	Leonite Capital LLC (B)	Stock Offering	Unrestricted	Reg A
9/8/2022	New Issue	114,300,663	Common	0.0002	Yes	Leonite Capital LLC (B)	Stock Offering	Unrestricted	Reg A
1/20/2023	New Issued	1,800,000,000	Common	0.0001	Yes	Brian McLain	Consulting Agreement	Restricted	Sec. 4(a)(2)
3/22/2023	New Issue	250,000,000	Common	0.0001	No	Pacific Capital Markets LLC (C)	Consulting Agreement	Restricted	Sec. 4(a)(2)
9/15/2023	Cancellation	(250,000,000)	Common	N/A	N/A	Pacific Capital Markets LLC (C)	N/A	N/A	N/A
Shares Outstanding as of: April 23, 2025	<b>Ending Balances:</b> <b>Common:</b> 5,074,627,869 <b>Preferred:</b> 2,500,001 <b>Special 2021 Series A:</b> 1 <b>Series A:</b> 2,500,000								

**Example:** A company with a fiscal year end of December 31st, in addressing this item for its Annual Report, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2021 through December 31, 2022 pursuant to the tabular format above.

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

- (A) Darling Capital LLC is controlled by Yehuva Marrus.
- (B) Leonite Capital LLC is controlled by Avi Geller.
- (C) Pacific Capital Markets LLC is controlled by Zach Logan.

**Note 1:** SSM Monopoly Corporation, "SSM", was controlled by Kareem Mansour and was the acting Custodian of the Company until April 23, 2021. On April 22, 2021, SSM was issued one share of the Special 2021 Series A Preferred Stock that has a fixed non-dilutable 60% voting control of the Company and is convertible into a total of 3 billion shares of common stock. Prior financial statement filings assigned the value of the controlling share as \$.001 because there was no trading market for the preferred share. On April 23, 2021, in a private transaction, the Custodian sold the controlling preferred share to Krisa Management LLC that was controlled by Carey Cooley for \$32,300. On December 15, 2021, in a private transaction, Lisa Nelson purchased the controlling preferred share from Krisa Management LLC for \$150,000. The value of the initial issuance on April 22, 2021, of the Special 2021 Series A Preferred has been recorded in the financial statement presentation at its most ascertainable fair value of \$150,000.

**Note 2:** The acquisition of Formrunner Apparel Inc valued at \$100,000 was agreed to be issued on December 20, 2021, for 100,000,000 restricted common shares to Lisa Nelson. The value of the common shares was determined based upon the closing price of the common on December 20, 2021.

## B. Convertible Debt

The following is a complete list of the Company's Convertible Debt which includes all promissory notes, convertible notes, convertible debentures, or any other debt instruments convertible into a class of the issuer's equity securities. The table includes all issued or outstanding convertible debt at any time during the last complete fiscal year and any interim period between the last fiscal year end and the date of this Certification.

Check this box to confirm the Company had no Convertible Debt issued or outstanding at any point during this period.

Date of Note Issuance	Principal Amount at Issuance (\$)	Outstanding Balance (\$) (include accrued interest)	Maturity Date	Conversion Terms (e.g., pricing mechanism for determining conversion of instrument to shares)	# Shares Converted to Date	# of Potential Shares to be Issued Upon Conversion <sup>5</sup>	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g., Loan, Services, etc.)

Total Outstanding Balance: \$-0-

Total Shares: -0- -0-

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

#### 4) Issuer's Business, Products and Services

The purpose of this section is to provide a clear description of the issuer's current operations. (Ensure that these descriptions are updated on the Company's Profile on [www.otcm Markets.com](http://www.otcm Markets.com)).

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

##### History

Our company was incorporated on May 2006 under the laws of the State of Florida as Iron Link Ltd. In June 2007, our corporate name changed to Wave Uranium Holding. In September 2009, our corporate name changed to FBC Holding, Inc., in conjunction with a merger transaction.

On April 22, 2021, the District Court of Clark County, Nevada, case number A21-829359-C, entered an Order Granting Application for Appointment (the "Order") of SSM Monopoly Corporation as custodian (the "Custodian") of our company. In connection with a change-in-control transaction, on April 23, 2021, Kareem Monsour, principal of the Custodian, resigned as our sole officer and director and appointed Carey W. Cooley as our new sole officer and director. On November 30, 2021, the custodianship was terminated.

On December 15, 2021, our current sole officer and director, Lisa Nelson, acquired control of our company from Mr. Cooley, for a cash payment in the amount of \$150,000. Effective December 20, 2021, we acquired FormRunner Apparel, Inc., a company owned by Mrs. Nelson.

We have submitted an application to FINRA for approval of a 1-for-300 reverse split of our common stock. We are unable to predict if and when such approval will be obtained. If such approval is obtained, we will file an amendment to the Information Statement on Form 1-A of which this Offering Circular forms a part. (See "Risk Factors—Risks Related to a Purchase of the Offered Shares").

##### Overview

Since 2019, our company has marketed and sold FormRunner Apparel, a brand dedicated to Christian Nelson, who was taken too soon. We strive to provide clothing that is different from the mainstream and that

<sup>5</sup> The total number of shares that can be issued upon full conversion of the Outstanding Balance. The number should not factor any "blockers" or limitations on the percentage of outstanding shares that can be owned by the Noteholder at a particular time. For purposes of this calculation, please use the current market pricing (e.g. most recent closing price, bid, etc.) of the security if conversion is based on a variable market rate.

embodies what Christian stood for: individuality and making a difference in this world. Our goal is for you to not only love the clothes but to live life with the mindset of making a difference.

## **Retail Locations**

We have two retail locations in Arizona: (1) 3111 W. Chandler Boulevard, Suite 2142, Chandler, Arizona 85226; and (2) 2218 E. Williams Field Road, Suite 235, Gilbert, Arizona 85295. We refer to these stores collectively as the “Retail Locations.”



*Gilbert, Arizona Location*

## **Online Store**

We have an online store located at: [FormRunnerApparel.com](http://FormRunnerApparel.com). All merchandise that is available in the Retail Locations is available through our website.

## **Plan of Business**

Our mission embodied in the Formunner brand is to emphasize the way life should be lived: to honor and develop personal connections, to stand out from the crowd, and to be THAT person everyone talks about; to live your life with love, compassion, life and energy; to stray away from the mediocre, to embrace individuality and, ultimately, to make a difference and leave your mark on this world.

We deliver high quality street-wear up to date with the latest fashion. In our clothing, we not only want designs different from other brands, but, in connection to the things our brand represents and what Christian stood for, we want our customers to not only love the clothes and their look, but to be inspired by them to live life with the mindset of making a difference.

Our brand is dedicated to Christian Nelson, a truly unique and special individual whose life was taken too soon. Everywhere he went he radiated a special energy and anyone he talked to learned what a special soul he was. He was there for his friends, his family, for everyone, and always lived to help others. He carried with him a vision, and a certain perception of the world until the end, “make your time count”. He made an impact with everything he did. He had a vision of living life to the fullest with the time he had and that vision made him such a figure. Until his very last moment, he knew who he was and what he stood for and never failed to stay true to himself. FormRunner is the embodiment of Christian’s spirit.

With the proceeds of this offering, we intend to establish additional locations, first, in the Scottsdale, Arizona, area, and, thereafter, in as-yet determined markets in Arizona and neighboring states. While we have identified areas of interest in the Scottsdale area, we have not formally selected any particular location at which to establish a new retail location.

In addition, to expand sales and brand awareness, we intend to: capitalize on collaborations with other local brands for cross promotions; offer incentives in order to gain more Google reviews and feedback; create a HyperViolent website to generate additional product sales and to keep customers updated with our latest apparel offerings; expand on existing brand deals with micro-influencers or larger social media influencers, as funds are available to us; increase our online presence and drive traffic to our websites in an effort to increase online sales; create brand awareness in the local community; increase specifically our presence on Tik Tok, to capitalize on trends that emerge on that platform; and we will continue to employ SEO (Search Engine Optimization) strategies to gain online traction.

Further, we intend that FormRunner will continue to uphold the tradition of hosting events and raising money for the National Foundation for Teen Safe Driving along with the Christian Nelson Memorial Scholarship to honor Christian's life and rally the community.

## **Our Apparel Style**

FormRunner specializes in streetwear-style apparel, including shirts, jackets, hoodies, crewnecks, sweatpants, hats and beanies.

## **Our Market**

Our target market consists of middle-upper class high school students, who generally rely on their parents to purchase their apparel. In our approach to attracting customers, we consider that, in apparel sales: women between the ages of 35 and 55 spend the most, on average, annually on clothes; women and girls tend to spend twice as much on apparel annually; social media trends tend to influence girls ages 12-17 23% more in comparison to boys of the same age; apparel makes up approximately 3.3% of household spending yearly in the Greater Phoenix area; nearly \$80 billion is spent in the United States each year on "urban streetwear," like our FormRunner line, which is the preferred fashion for those in skateboarding culture.

## **Marketing Strategy**

We advertise with a focus on: high school students that have buying power and are heavily influenced by trends; and parents of high school students who support their children's interests and have larger buying power and spend a median \$4,000 yearly on apparel). We attempt to gain increased per-sale levels, by offering accessories, including chains, jewelry, sunglasses, hats, masks and socks, vintage clothing, including shirts, jackets, hoodies, and sweaters, "Hypebeast" designer fashion brand clothing, such as Off-White, Chrome Hearts, Vlone, A Bathing Ape, and Pleasures.

Currently, we advertise through Google pop-ups on maps and searches, customer reviews on Yelp, Google Reviews and similar apps, and on social media, including Facebook, Instagram, TikTok and Twitter.

## **Product Development**

We have developed the FormRunner brand and intend to create additional apparel brands, in the future. Over time, we believe this strategy will allow us to create an array of exclusive merchandise under our proprietary

brands, while bringing our products to market expediently. Additionally, because our FormRunner (and future brands) is sold exclusively in the Chandler Location, we are able to control the presentation and pricing of our merchandise and provide a high level of customer service.

## **Sourcing**

We source our clothing from United States-based suppliers and manufacture our FormRunner line in-house.

## **Inventory Management**

Our approach to inventory management emphasizes rapid turnover of our merchandise and taking markdowns to keep merchandise fresh and current with fashion trends. Our policy is to maintain sufficient quantities of inventory on hand in our retail stores, so that we can offer customers a full selection of current merchandise.

## **Seasonality**

We view the retail apparel market as having two principal selling seasons, Spring and Fall. As is generally the case, in the apparel industry, we experience our peak sales activity during the Fall season. This seasonal sales pattern results in increased inventory during the back-to-school and holiday selling periods.

## **Trademark**

We own the “FormRunner” trademark registered with the U.S. Patent and Trademark Office. This mark is important to us, and we intend to, directly or indirectly, maintain and protect this and any future marks we develop and their respective registrations.

## **Competition**

The sale of apparel and related accessories through retail stores and online stores is a highly competitive business, with numerous participants, including individual and chain fashion specialty stores, department stores, discount retailers and direct marketers. Depth of selection, colors and styles of merchandise, merchandise procurement and pricing, ability to anticipate fashion trends and customer preferences, inventory control, reputation, quality of merchandise, store design, store location, advertising and customer services are all important factors in competing successfully in the retail apparel industry. Additionally, factors affecting consumer spending, such as interest rates, employment levels, taxation and overall economic conditions, could have a material effect on our results of operations and financial condition.

## **Properties**

We have two Retail Locations: (1) 3111 W. Chandler Boulevard, Suite 2142, Chandler, Arizona 85226; and (2) 2218 E. Williams Field Road, Suite 235, Gilbert, Arizona 85295.

## **Employees**

In addition to our sole officer and director, we currently have no full-time employees and four part-time employees. Upon our obtaining additional funding, including through this offering, we expect that we would hire

a small number of additional employees. We have used, and, in the future, expect to use, the services of certain outside consultants and advisors as needed on a consulting basis.

**B. List any subsidiaries, parent company, or affiliated companies.**

Formrunner Apparel Inc. is a wholly owned subsidiary of FBC Holding, Inc. and is registered in the State of Arizona.

**C. Describe the issuer's principal products or services.**

Principal Products of the Company is an array of quality clothing items. A listing of products follows:

- T-shirts
- Sweatshirts
- Hoodies
- Sweatpants
- Hats and Beanies
- Belts
- Jeans
- Shoes
- Jewelry
- Socks

**5) 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.

**We have two Retail Locations: (1) 3111 W. Chandler Boulevard, Suite 2142, Chandler, Arizona 85226; and (2) 2218 E. Williams Field Road, Suite 235, Gilbert, Arizona 85295. Monthly rental payments total \$6,000; both premises are leased through the end of 2025.**

**6) Officers, Directors, and Control Persons**

Using the table below, please provide information, as of the period end date of this report, regarding all officers and directors of the company, or any person that performs a similar function, regardless of the number of shares they own.

In addition, list all individuals or entities controlling 5% or more of any class of the issuer's securities.

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. Include Company Insiders who own any outstanding units or shares of any class of any equity security of the issuer.

*The goal of this section is to provide investors 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 owners.*

Individual Name (First, Last) or Entity Name (Include names of control person(s) if a corporate entity)	Position/Company Affiliation (ex: CEO, 5% Control person)	City and State (include Country if outside U.S.)	Number of Shares Owned (List common, preferred, warrants and options separately)	Class of Shares Owned	Percentage of Class of Shares Owned (undiluted) <sup>(1)</sup>	Note
Lisa Nelson	Director, Chief Executive Officer, Chief Financial Officer and Secretary; 5% Owner	Scottsdale, Arizona	100,000,000	Common Stock	5.80%	See Note A below.
			1	Special 2021 Series A Preferred Stock	100%	
Matthew McGee	Director	Scottsdale, Arizona	0	Common Stock	0%	
Brianna Nelson	Director	Scottsdale, Arizona	0	Common Stock	0%	
Alexandra Caringola	Chief Marketing Officer, Director	Scottsdale, Arizona	0	Common Stock	0%	
Mitchell S. Levine	5% Owner	San Francisco, California	2,500,000	Series A Preferred Stock	100%	See Note B below.
(1)	Based on 5,074,627,869 shares outstanding as of April 23, 2025.					
Note A	The Special 2021 Series A Preferred Stock has the following voting rights: each share of the Special 2021 Series A Preferred Stock shall be entitled to 3,000,000,000 votes. The Special 2021 Series A Preferred Stock is not entitled to receive any dividends. In the event of any liquidation, dissolution or winding up of the Company, either voluntary or involuntary, after setting apart or paying in full the preferential amounts due to holders of senior capital stock, if any, the holders of Special 2021 Series A Preferred Stock and parity capital stock, if any, shall be entitled to receive, prior and in preference to any distribution of any of the assets or surplus funds of the Company to the holders of junior capital stock, including the Series A Preferred Stock and our common stock, an amount equal to \$.0001 per share. If upon such liquidation, dissolution or winding up of the Company, our assets available for distribution to the holders of the Special 2021 Series A Preferred Stock and parity capital stock, if any, shall be insufficient to permit in full the payment of the Special 2021 Series A Preferred Stock, then all such assets of the Company shall be distributed ratably among the holders of the Special 2021 Series A Preferred Stock and parity capital stock, if any. Each share of Special 2021 Series A Preferred Stock is convertible, at any time, into three billion shares of the Company's common stock, subject to a 9.9% ownership limitation on the converting party.					
Note B	The Series A Preferred Stock does not possess voting rights. The Series A Preferred Stock is not entitled to receive any dividends. In the event of any liquidation, dissolution or winding up of the Company, either voluntary or involuntary, after setting apart or paying in full the preferential amounts due to holders of senior capital stock, the holders of Series A Preferred Stock and parity capital stock, if any, shall be entitled to receive, prior and in preference to any distribution of any of the assets or surplus funds of the Company to the holders of junior capital stock, including the Company's common stock, an amount equal to \$.0001 per share. If upon such liquidation, dissolution or winding up of the Company, its assets available for distribution to the holders of the Series A Preferred Stock and parity capital stock, if any, shall be insufficient to permit in full the payment of the Series A Liquidation Preference, then all such assets of the Company shall be distributed ratably among the holders of the Series A Preferred Stock and parity capital stock, if any. The shares of Series A Preferred Stock are convertible at any time into shares of our common stock at the rate of one (1) share of our common stock for each share of Series A Preferred Stock converted. Mitchell S. Levine is the control person of Enable Growth Partners LP, Enable Opportunity Partners LP and Pierce Diversified Strategies Series ENA, the owners of record of the indicated shares.					

Confirm that the information in this table matches your public company profile on [www.OTCMarkets.com](http://www.OTCMarkets.com). If any updates are needed to your public company profile, log in to [www.OTCIQ.com](http://www.OTCIQ.com) to update your company profile.

7) **Legal/Disciplinary History**

A. Identify and provide a brief explanation as to whether any of the persons or entities listed above in Section 6 have, in the past 10 years:

1. Been the subject of an indictment or conviction in a criminal proceeding or plea agreement or named as a defendant in a pending criminal proceeding (excluding minor traffic violations);

**None**

2. Been the subject of 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, financial- or investment-related, insurance or banking activities;

**None**

3. Been the subject of a finding, disciplinary order or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, a state securities regulator of a violation of federal or state securities or commodities law, or a foreign regulatory body or court, which finding or judgment has not been reversed, suspended, or vacated;

**None**

4. Named as a defendant or a respondent in a regulatory complaint or proceeding that could result in a "yes" answer to part 3 above;

**None**

5. Been the subject 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**

6. Been the subject of a U.S Postal Service false representation order, or a temporary restraining order, or preliminary injunction with respect to conduct alleged to have violated the false representation statute that applies to U.S mail.

**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.

### 8) Third Party Service Providers

Provide the name, address, telephone number and email address of each of the following outside providers. You may add additional space as needed.

Confirm that the information in this table matches your public company profile on [www.OTCMarkets.com](http://www.OTCMarkets.com). If any updates are needed to your public company profile, update your company profile.

#### Securities Counsel

Name: Eric Newlan, Esq.  
Firm: Newlan Law Firm, PLLC  
Address 1: 2201 Long Prairie Road, Suite 107-762  
Address 2: Flower Mound, Texas 75022  
Phone: 940-367-6154  
Email: [eric@newlanpllc.com](mailto:eric@newlanpllc.com)

#### Accountant or Auditor

Name: William E. Sluss  
Address 1: 1029 Sussex Drive  
Address 2: Kingsport, Tennessee 37660  
Phone: 423-416-7921  
Email: [billsluss73@gmail.com](mailto:billsluss73@gmail.com)

#### Investor Relations

Name: Thomas Nelson  
Firm: Ten Associates LLC  
Address 1: Scottsdale, Arizona 85259  
Phone: 480-326-8577  
Email: [tenassociates33@gmail.com](mailto:tenassociates33@gmail.com)

#### *All other means of Investor Communication:*

Twitter: @FBCHolding\_inc  
Discord: N/A  
LinkedIn: N/A  
Facebook: FBC Holding  
Instagram: @FBCHoldinginc

Other Service Providers

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

Name: \_\_\_\_\_  
Firm: \_\_\_\_\_  
Nature of Services: \_\_\_\_\_  
Address 1: \_\_\_\_\_  
Address 2: \_\_\_\_\_  
Phone: \_\_\_\_\_  
Email: \_\_\_\_\_

**9) Disclosure & Financial Information**

A. This Disclosure Statement was prepared by (name of individual):

Name: **Eric Newlan**  
Title: **Managing Member, Newlan Law Firm, PLLC**  
Relationship to Issuer: **Outside Counsel**

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

- IFRS
- U.S. GAAP

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

Name: **William E. Sluss**  
Title: **Financial Consultant**  
Relationship to Issuer: **Outside Accountant**

Describe the qualifications of the person or persons who prepared the financial statements<sup>(6)</sup>: **Mr. Sluss is a CPA licensed in the State of Virginia with extensive experience in the preparation of financial statements.**

Provide the following qualifying financial statements:

- Audit letter, if audited;
- Balance Sheet;
- Statement of Income;
- Statement of Cash Flows;
- Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
- Financial Notes

**Financial Statement Requirements:**

- Financial statements must be published together with this disclosure statement as one document.
- Financial statements must be “machine readable”. Do not publish images/scans of financial statements.
- Financial statements must be presented with comparative financials against the prior FYE or period, as applicable.
- Financial statements must be prepared in accordance with U.S. GAAP or International Financial Reporting Standards (IFRS) but are not required to be audited.

**[ CERTIFICATION PAGE FOLLOWS ]**

---

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

## 10) Issuer Certification

*Principal Executive Officer:*

The issuer shall include certifications by the chief executive officer and chief financial officer of the issuer (or any other persons with different titles but having the same responsibilities) in each Quarterly Report or Annual Report.

The certifications shall follow the format below:

I, Lisa Nelson, certify that:

1. I have reviewed this Disclosure Statement for **FBC Holding, 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.

Dated: April 23, 2025

/s/ Lisa Nelson

Chief Executive Officer

*Principal Financial Officer:*

I, Lisa Nelson, certify that:

1. I have reviewed this Disclosure Statement for **FBC Holding, 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.

Dated: April 23, 2025

/s/ Lisa Nelson

Chief Financial Officer

# FBC Holding, Inc.

Condensed Balance Sheets

As of December 31, 2024

(Unaudited)

	December 31, 2024	December 31, 2023
<b>Assets</b>		
Current Assets:		
Cash and cash equivalents	\$ 505	\$ 2,440
Inventory	\$ 26,435	\$ 25,113
Prepaid expense	\$ 183,595	\$ 230,000
Total current assets	<u>210,535</u>	<u>257,553</u>
Other Assets:		
Leasehold Improvements	\$ 20,638	\$ 20,638
Less amortization	\$ (20,638)	\$ (15,890)
Total Other Assets	<u>\$ 0</u>	<u>\$ 4,748</u>
<b>Total Assets</b>	<b><u>\$ 210,535</u></b>	<b><u>\$ 262,301</u></b>
<b>Liabilities and Stockholders' Equity (Deficit)</b>		
Current Liabilities:		
Accounts Payable	95,887	18,068
Short-term business loans	-	-
Line of Credit	-	-
Loans from Director	923,849	898,928
Convertible Notes Payable	112,500	112,500
Total Current Liabilities	<u>1,132,236</u>	<u>1,029,496</u>
Total Liabilities	\$ 1,132,236	\$ 1,029,496
<b>Stockholders' Equity (deficit):</b>		
Preferred Stock	2,500	2,500
Common Stock	2,856,605	2,856,605
Paid in Capital	25,263,138	25,263,138
Acumulated deficit	(29,043,944)	(28,889,438)
Stockholders' Equity (deficit)	<u>(921,701)</u>	<u>(767,195)</u>
<b>Total Liabilities and Stockholders' Equity (deficit)</b>	<b><u>\$ 210,535</u></b>	<b><u>\$ 262,301</u></b>

*See accompanying notes to these unaudited consolidated financial statements.*

# FBC Holding, Inc.

Condensed Statement of Operations

As of December 31, 2024

(Unaudited)

	For the Twelve Months Ended December 31,	
	2024	2023
<b>Revenue</b>	\$ 220,839	253,669
Cost of Goods Sold	(110,230)	(134,445)
<b>Gross Profit</b>	110,609	119,224
<b>Operating Expenses:</b>		
General and Administrative expenses	264,955	362,677
Total Operating Expenses	264,955	362,677
<b>Operating Profit (loss)</b>	(154,346)	(243,453)
Other income	34	-
Other expense	(194)	-
Total Other Income (expense)	(160)	-
<b>Net Income (loss)</b>	\$ (154,506)	\$ (243,453)
Net loss per share attributable to common shareholders:		
Basic and diluted	\$ -	\$ -
Weighted average shares outstanding	5,074,627,869	5,074,627,869

*See accompanying notes to these unaudited consolidated financial statements.*

# FBC Holding, Inc.

Condensed Statement of Cash Flows  
For the Twelve Months ended, December 31, 2024  
(Unaudited)

	For the Twelve Months ended December 31,	
	2024	2023
Cash flows from operating activities:		
Net loss	\$ (154,506)	(243,453)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation	5,456	6,191
Accounts Payable / Accrued Expenses	114,671	44,748
Short-term business loans	100	
Inventory	(2,192)	22,223
Security Deposits		
Due to related party		
Accounts Payable		
Prepaid expenses		(230,000)
Loans from directors	24,921	202,297
Lines of credit	3,515	
Net cash used in operating activities	(8,035)	(197,994)
Cash flows from investing activities:		
Net cash from investing activities		-
Cash flows from financing activities:		
Owner draws	(2,516)	-
Other investments	6,100	-
Common shares issued		200,000
		-
Net cash provided by financing activities	6,100	200,000
Non-Cash Transactions		
Net Non-Cash Transactions	-	-
Net increase (decrease), cash and cash equivalents	(1,935)	2,006
Cash and cash equivalents, beginning of year	2,440	434
Cash and cash equivalents, end of period	\$ 505	\$ 2,440

*See accompanying notes to these unaudited consolidated financial statements.*

# FBC Holding, Inc.

## Condensed Statement of Changes

### In Stockholders Equity (deficit)

As of September 30, 2024

(Unaudited)

	Preferred Stock		Common Stock		Additional Paid-in Capital (\$)	Accumulated (Deficit) (\$)	Stockholders' (Deficit) (\$)
	Shares	Amount	Shares	Amount			
		(\$)		(\$)			
<b>Balance, December 31, 2021</b>	<b>2,500,001</b>	<b>2,500</b>	<b>2,597,650,869</b>	<b>\$ 2,449,628</b>	<b>\$ 25,243,138</b>	<b>(28,159,567)</b>	<b>(464,301)</b>
Stock issued for acquisition	-	-	100,000,000	100,000.00	-	-	100,000
Stock issued - Reg A	-	-	76,977,000	76,977.00	20,000.00		96,977
Net income (loss)						(486,418)	(486,418)
<b>Balance, December 31, 2022</b>	<b>2,500,001</b>	<b>\$ 2,500</b>	<b>2,774,627,869</b>	<b>2,626,605</b>	<b>25,263,138</b>	<b>(28,645,985)</b>	<b>(753,742)</b>
Stock Issued - Rule 144	-	-	2,300,000,000	230,000	-	-	230,000
Net Income (loss)	-	-	-	-	-	(60,625)	(60,625)
<b>Balance, March 31, 2023</b>	<b>2,500,001</b>	<b>2,500</b>	<b>5,074,627,869</b>	<b>2,856,605</b>	<b>25,263,138</b>	<b>(28,706,610)</b>	<b>(584,367)</b>
Net Income (loss)						\$ (77,303)	\$ (77,303)
<b>Balance, June 30, 2023</b>	<b>2,500,001</b>	<b>2,500</b>	<b>5,074,627,869</b>	<b>2,856,605</b>	<b>25,263,138</b>	<b>(28,783,913)</b>	<b>(661,670)</b>
Net Income (loss)						\$ (79,464)	\$ (79,464)
<b>Balance, September 30, 2023</b>	<b>2,500,001</b>	<b>2,500</b>	<b>5,074,627,869</b>	<b>2,856,605</b>	<b>25,263,138</b>	<b>(28,863,377)</b>	<b>(741,134)</b>
<b>Balance, December 31, 2022</b>	<b>2,500,001</b>	<b>2,500</b>	<b>2,774,627,869</b>	<b>2,626,605</b>	<b>25,263,138</b>	<b>(28,645,985)</b>	<b>(753,742)</b>
Common Stock Issued - Rule 144	-	-	2,300,000,000	230,000	-		230,000
Net Income (loss)						(243,453)	(243,453)
<b>Balance, December 31, 2023</b>	<b>2,500,001</b>	<b>2,500</b>	<b>5,074,627,869</b>	<b>2,856,605</b>	<b>25,263,138</b>	<b>(28,889,438)</b>	<b>(767,195)</b>
Stock issued			-	-			-
Net Income (loss)	-	-	-	-	-	(50,270)	(50,270)
<b>Balance, March 31, 2024</b>	<b>2,500,001</b>	<b>2,500</b>	<b>5,074,627,869</b>	<b>2,856,605</b>	<b>25,263,138</b>	<b>(28,939,708)</b>	<b>(817,465)</b>
Net income (loss)						(35,097)	(35,097)
<b>Balance, June 30, 2024</b>	<b>2,500,001</b>	<b>2,500</b>	<b>5,074,627,869</b>	<b>2,856,605</b>	<b>25,263,138</b>	<b>(28,974,805)</b>	<b>(852,562)</b>
Net income (loss)						(27,791)	(27,791)
<b>Balance, September 30, 2024</b>	<b>2,500,001</b>	<b>2,500</b>	<b>5,074,627,869</b>	<b>2,856,605</b>	<b>25,263,138</b>	<b>(29,002,596)</b>	<b>(880,353)</b>
Net income (loss)						(41,348)	(41,348)
<b>Balance, December 31, 2024</b>	<b>2,500,001</b>	<b>2,500</b>	<b>5,074,627,869</b>	<b>2,856,605</b>	<b>25,263,138</b>	<b>(29,043,944)</b>	<b>(921,701)</b>

See accompanying notes to these unaudited consolidated financial statements.

## **FBC HOLDING, INC.**

### **Notes to Unaudited Financial Statements For the Years Ended December 31, 2024 and 2023**

#### **NOTE 1. ORGANIZATION AND BUSINESS**

The Company, through its subsidiary, Formrunner Apparel Inc., is a retailer of streetwear clothing, headwear, and accessories.

##### **History**

The Company was incorporated in May 2006 in the State of Nevada as Iron Link Ltd. In June 2007, the Company merged with Wave Uranium, a Nevada corporation, and changed its name to Wave Uranium Holding. In September 2009, the Company merged with FBC Holding Inc. and changed its name to FBC Holding Inc.

On April 9, 2021, the Company filed a Certificate of Revival with the Secretary State of the State of Nevada, which reinstated the Company's charter and appointed a new Resident Agent in Nevada.

On April 22, 2021, the District Court of Clark County, Nevada entered an Order Granting Application for Appointment of

SSM Monopoly Corporation (the "Order"), as Custodian of the Company. Pursuant to the Order, the SSM Monopoly Corporation (the "Custodian") had the authority to take any actions on behalf of the Company, that were reasonable, prudent or for the benefit of pursuant to, including, but not limited to, issuing shares of stock, and issuing new classes of stock, as well as entering in contracts on behalf of the Company. In addition, the Custodian, pursuant to the Order, was required to meet the requirements under the Nevada charter.

On April 22, 2021, the Custodian granted to itself, one share of preferred stock, Special 2021 Series A Preferred Stock ("2021 Series A Preferred") at par value of \$0.001 (see Notes 2 and 5). The 2021 Series A Preferred has a fixed nondepletable 60% voting right over all classes of stock and convertible into 3,000,000,000 shares of the Company's common stock.

On April 22, 2021, the Custodian appointed Kareem Mansour as the Company's sole officer and director.

On April 23, 2021, in a private transaction, the Custodian entered into a Securities Purchase Agreement (the "SPA") with Krisa Management LLC, a Texas limited liability company, to sell the 2021 Series A Preferred. Upon closing of the SPA on April 23, 2021, Krisa Management LLC acquired 60% control of the Company. However, the court appointed control remained with the Custodian until the Custodian filed a petition with the District Court of Clark County, Nevada to relinquish custodianship and control of the Company.

On April 23, 2021, the Custodian appointed Carey W. Cooley as the Company's sole officer and director. On April 23, 2021, Kareem Mansour resigned as an officer and director of the Company. On December 16, 2021, Carey W. Cooley resigned as an officer and director of the Company.

##### **Change of Control**

On December 15, 2021, in a private transaction, Lisa Nelson entered into a Securities Purchase Agreement (the "SPA") with Krisa Management LLC, a Texas limited liability company, to purchase a fixed controlling voting interest of 60% in the Company regardless of the number of votes held by all other classes of voting shares. Lisa Nelson was the Buyer. Krisa Management LLC, controlled by Carey W. Cooley, was the Seller. Lisa Nelson acquired the one (1) share of 2021 Series A Preferred, representing 100% of the total outstanding shares of the Special 2021 Series A Preferred stock. At the time of the transaction FBC Holding Inc. was a shell corporation and had no assets or liabilities.

On December 16, 2021, Lisa Nelson became an officer and director, and three additional directors were added; subsequently, Carey W. Cooley resigned. At that time the new board approved increasing the authorized preferred and common shares. The board also approved acquiring Formrunner Apparel from Lisa Nelson for common shares that would increase her controlling voting interest to approximately 61.6% in the Company.

## **Acquisition of Formrunner Apparel Inc.**

On December 20, 2021, the Company signed an Agreement in a non-arm's length transaction to acquire 100% of Formrunner Apparel Inc. in exchange for 100,000,000 common shares. Lisa Nelson owned a fixed controlling voting interest of 60% in the Company regardless of the number of votes held by all other classes of voting shares before the acquisition and approximately 61-6% of the Company after the acquisition. As a result of the controlling financial interest of Lisa Nelson, for financial statement reporting purposes, the merger between the Company and Formrunner has been treated as a reverse acquisition with Formrunner deemed the accounting acquirer and the Company deemed the accounting acquiree under the acquisition method of accounting in accordance with section 805-10-55 of the FASB Accounting Standards Codification. The reverse acquisition is deemed a capital transaction and the net assets of Formrunner (the accounting acquirer) are carried forward to the Company (the legal acquirer and the reporting entity) at their carrying value before the acquisition. The acquisition process utilizes the capital structure of the Company and the assets and liabilities of Formrunner which are recorded at their historical cost.

## **Change in Fiscal Year**

The legal acquirer had a July 31 year-end, and the accounting acquirer had a December 31 year-end. The legal acquirer changed its year end to December 31 in conjunction with the reverse acquisition (see Note 2).

## **NOTE 2. SUMMARY OF ACCOUNTING POLICIES**

### **Basis of Presentation and Going Concern Uncertainty**

The unaudited financial statements included herein were prepared from the records of the Company in accordance with Generally Accepted Accounting Principles. These financial statements reflect all adjustments that are, in the opinion of management, necessary to provide a fair statement of the results of operations and financial position for the periods presented. Significant adjustments may be required upon the financial statements being audited to be in conformity with Generally Accepted Accounting Principles.

The Company's operations will be subject to significant risk and uncertainties including financial, operational, technological, and other risks, including the potential risk of business failure.

The ability of the Company to continue as a going concern is dependent on the successful execution of Management's plans, which include the expansion of its operating business to develop positive cash flow and profitability. The Company will likely need to rely upon debt or equity financing in order to ensure the continuing existence of the business.

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.

### **Use of Estimates**

The Company's financial statements have been prepared in accordance with U.S. GAAP. The preparation of these financial statements requires management to make significant estimates and judgments that affect the reported amounts of assets, liabilities, revenues, expenses and related disclosure of contingent assets and liabilities. Management evaluates estimates, including those related to contingencies, on an ongoing basis. Estimates are based upon historical experience and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions.

### **Income taxes**

The Company records its federal and state income tax liability as it is incurred. The company does not have any outstanding income tax liabilities.

### **Loss Per Share**

ASC 260-10 "Earnings Per Share" requires the Company to calculate its net income (loss) per share based on basic and diluted net income (loss) per share, as defined. Basic EPS excludes dilution and is computed by dividing net income (loss) by the weighted average number of shares outstanding for the period. Diluted EPS reflects the potential dilution that could occur if securities or other contracts to issue common stock were exercised or converted into common stock.

The diluted effect of outstanding options and warrants issued by the Company are reflected in diluted EPS using the treasury stock method. Under the treasury stock method, options and warrants will generally have a dilutive effect when the average market price of common stock during the period exceeds their exercise price. The diluted effect of outstanding convertible debt issued by the Company is reflected in diluted EPS using the if-converted method. For periods of net loss, basic and diluted EPS are the same as the assumed exercise of stock options and warrants and the conversion of convertible debt are anti-dilutive. Unissued common shares and convertible instruments are not included in the calculation of EPS because they would be anti-dilutive because of the loss per share,

### **NOTE 3. DUE TO DIRECTOR AND OFFICER**

Some of the amounts due to Lisa Nelson were prior advances to Formrunner Apparel Inc for its operations that the Company acquired as part of the acquisition of Formrunner. As of December 31, 2024, the Company owed Lisa Nelson \$923,849.

### **NOTE 4. UNISSUED STOCK LIABILITY**

As of December 31, 2024, 25,000,000 restricted shares of common stock had not been issued to a prior consultant valued at \$112,500. The shares were agreed to be issued on December 15, 2021, when the trading price of the common stock closed at \$.009 per share. A 50% discount was applied to the value of the closing price of the stock based upon the restricted status and thinly traded market in the common stock.

### **NOTE 5. STOCKHOLDERS EQUITY**

#### **Preferred Stock**

On March 31, 2011, the Company issued 2,500,000 shares of Series A Preferred Stock, representing 100% of the Series.

A Preferred Stock outstanding, to Enable Growth Partners LP, Enable Opportunity Partners LP, and Pierce Diversified Strategies Series ENA, all controlled by Mitch Levine, in exchange for the surrender of certain Senior Secured Convertible Debentures. The Series A Preferred Stock is convertible to Common Stock on a 1: 1 basis.

On December 31, 2024, the Company had 50,000,000 authorized preferred shares and 2,500,000 issued shares of Series A Preferred Stock outstanding and 1 outstanding share of the Special 2021 Series A Preferred stock that has voting control.

The Company had authorized 50,000,000 preferred shares and had 2,500,001 common shares issued and outstanding as of December 31, 2024.

#### **Common Stock**

In October 2023, the Board of Directors and Majority Shareholder authorized a 1:300 reverse split of the Company's common stock.

The Company had authorized 40,000,000,000 common shares and had common shares issued and outstanding of 5,074,627,868 as of December 31, 2024.

### **NOTE 6. SUBSEQUENT EVENTS**

Management surveyed all subsequent transactions and found none that needed to be reported.

**\* \* \* End of Report \* \* \***