

Bell Buckle Holdings, Inc.

Amendment to Management Certification for 12/31/2024 originally published through the OTC Disclosure & News Service on [04/24/2025](#)

Explanatory Note:
Amended Management Certification

***This coversheet was automatically generated by OTC Markets Group based on the information provided by the Company. OTC Markets Group has not reviewed the contents of this amendment and disclaims all responsibility for the information contained herein.*

Management Certification

The undersigned, on behalf of Bell Buckle Holdings, Inc. ("the Company"), certifies that the information provided herein is accurate and complete to the best of the Company's knowledge.

1. The Company publishes disclosure pursuant to the following obligation:

SEC REPORTING OBLIGATION:

- ☐ The Company has a reporting obligation under Section 13 of the Exchange Act
- ☐ The Company has a reporting obligation under Section 15(d) of the Exchange Act
- ☐ The Company has a reporting obligation under Regulation A (Tier 2)
- ☐ The Company has a reporting obligation under Regulation Crowdfunding (CF)
- ☐ Other (describe) _____

EXEMPT FROM SEC REGISTRATION/NO SEC REPORTING OBLIGATION:

- ☐ The Company has a reporting obligation to a U.S. Bank Regulator
- ☒ The Company is reporting under the Alternative Reporting Standard and is otherwise exempt from registration and not required to file periodic reports with the SEC

2. The Company is current in its reporting obligation as indicated above.
3. Indicate below 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: ☒

4. Indicate below whether the Company is subject to Bankruptcy or reorganization proceedings.

Yes: ☐ No: ☒

5. The Company has a Verified Company Profile on OTCMarkets.com.
6. The Company is duly organized and in good standing under the laws of the state or jurisdiction in which the Company is organized or does business.
7. The Company understands and acknowledges its obligations to report company-related actions pursuant to Exchange Act Rule 10b-17 and FINRA Rule 6490.
8. The Company understands and acknowledges its obligations to publicly disclose material information in a timely manner in accordance with applicable U.S. federal securities laws, including but not limited to Section 10(b) of the Exchange Act and Rule 10b-5 thereunder.
9. The Company's most recent Annual Report was prepared by:

Below is a list all law firm(s) and attorney(s) (including internal counsel) that acted as the Company's primary legal counsel in preparing its most recent annual report or, if no attorney assisted in preparing the disclosure, the person(s) who prepared the disclosure and their relationship to the Company.

Roger S. Hood CEO Board Member

10. The Company's Officers, Directors and 5% Control Persons are listed below:

OTC Markets Group Inc.

Management Certification (Version 1.0 November 2024)

The table below provides information regarding all officers and directors of the Company, or any person that performs a similar function, regardless of the number of shares they own. To the best of the Company's knowledge, it includes all individuals or entities beneficially owning 5% or more of any class of the issuer's equity securities..

As of (latest practicable date): 12/31/2024

Any additional material details, including conversion terms of any class of the issuer's equity securities, are below:

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)
<u>Co-Owners: Roger Stevenson Hood, CEO & Board Member & Reginald Kelley</u>	<u>5% owner</u>	<u>West Bloomfield, MI & Farmington Hills, MI, respectively</u>	<u>1</u>	<u>Series A Voting Preferred</u>	<u>100%</u>
<u>Roger Stevenson Hood, CEO & Board Member</u>	<u>5% owner</u>	<u>West Bloomfield, MI</u>	<u>37.5</u>	<u>Series B Preferred</u>	<u>37.88%</u>
<u>Reginald Kelley</u>	<u>5% owner</u>	<u>Farmington Hills, MI</u>	<u>37.5</u>	<u>Series B Preferred</u>	<u>37.88%</u>
<u>RG Barron Funds Ltd. Lily A. Rhodehamel</u>	<u>5% owner</u>	<u>New York City, NY</u>	<u>24</u>	<u>Series B Preferred</u>	<u>24.24%</u>
<u>Roger Stevenson Hood,</u>	<u>CEO & Board Member</u>	<u>West Bloomfield, MI</u>			
<u>Avenu SLS Holdings, LLC Paul Colangelo</u>	<u>5% owner</u>	<u>Centreville, Virginia</u>	<u>48,705,000</u>	<u>Common</u>	<u>5.5%</u>
Patrick Ong	Board Member	Bloomfield Hills, Mi			
Tim Gargaro	Board Member	Bloomfield Hills, MI			
Tobias Felder	CFO	Norcross, GA			

11. The Company has Convertible Debt as detailed below:

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	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g., Loan, Services, etc.)
March 7, 2022 and July 26, 2024	\$1,375,000	\$1,043,167	See Conversion Terms (next column)	Until EROP's total gross sales of common stock equals \$1,375,000 plus 598,000 shares of common stock for Certain fees/expenses	181,000,000	See NOTE below	EROP Enterprises, LLC Vince Sbarra	Services
Total Outstanding Balance:		\$1,043,167	Total Shares:		181,000,000			

Any additional material details, including footnotes to the table are below :

NOTE: On 5/25/2022, a Florida Court approved Issuance and exchange of securities for a debt settlement of \$1,375,000. On November 17, 2023, the Company, Bell Buckle Holdings, Inc. was authorized and instructed by the Court to reserve 750,000,000 shares for this transaction. EROP has sold 181,000,000 shares on 07/26/24 leaving 569,000,000 shares as a remaining reserve balance. The 750,000,000 shares of common stock were reserved pursuant to a court-approved settlement agreement to resolve outstanding claims. While this is not a typical conversion of a debt instrument, this reservation represented the full **potential number of shares to be issued** under the terms of the settlement. As of 12/31/2024, date of balance sheet, 181,000,000 of these shares had been sold by the plaintiff, leaving **569,000,000 shares as the remaining potential shares** from the original settlement allocation that could still be transacted by the plaintiff.

Signature:

Name of Principal Executive Officer or Principal Financial Officer: Roger Stevenson Hood

Title: CEO

Date: 04/24/2025

Signature: /s/ Roger Stevenson Hood

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