

# FBC Holding, Inc.

Amendment to Management Certification for 12/31/2024 originally published through the OTC Disclosure & News Service on [04/23/2025](#)

Explanatory Note:  
Amendment 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 **FBC Holding, Inc.** ("the Company"), certifies that the information provided herein is accurate and complete to the best of the Company's knowledge.

1. The Company is current in its disclosure obligations pursuant to the following reporting standard:

### SEC Reporting Obligations

- ☐ The Company has a reporting obligation under Section 13 or 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 (please describe)

### Other Reporting Obligations

- ☐ The Company is a U.S. bank, bank holding company, or similar financial institution exempt from SEC registration, has a reporting obligation to a U.S. Bank Regulator and follows OTC Markets' Bank Reporting requirements.
- ☒ The Company is exempt from SEC registration and is reporting under the Alternative Reporting Standard

2. 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: ☒

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

Yes: ☐ No: ☒

4. The Company has a Verified Company Profile on OTCMarkets.com.
5. 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.
6. The Company understands and acknowledges its obligations to report company-related actions pursuant to Exchange Act Rule 10b-17 and FINRA Rule 6490.
7. 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.
8. The Company's transfer agent and its address are listed below. If the Company acts as its own transfer agent, indicate that by listing the Company and its information in the fields provided.<sup>1</sup>

Transfer Agent: Legacy Stock Transfer, Inc.  
Address: 14673 Midway Road, Suite 220, Addison, Texas 75001

<sup>1</sup> OTCQX, OTCQB, and OTCID companies are required to retain a transfer agent that participates in the Transfer Agent Verified Shares Program. OTCID companies that act as their own transfer agent may submit data directly to OTC Markets.

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.

Eric Newlan, Esquire, Newlan Law Firm, PLLC, Outside Counsel of the Company.

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

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. To identify holders of 5% or more, companies may obtain a recent copy of their shareholder list that includes Non-Objecting Beneficial Owners or "NOBOs." SEC Reporting companies may also research their beneficial ownership and insider transaction filings such as on Schedules 13G or 13D or on Forms 3, 4, and 5.

As of (latest practicable date): April 23, 2025.

<b>Individual Name (First, Last) or Entity Name (Include names of control person(s) if a corporate entity)</b>	<b>Position/Company Affiliation (ex: CEO, 5% Control person)</b>	<b>City and State (Include Country if outside U.S.)</b>	<b>Number of Shares Owned (List common, preferred, warrants and options separately)</b>	<b>Class of Shares Owned</b>	<b>Percentage of Class of Shares Owned (undiluted)</b>
Lisa Nelson	CEO, Director, 5% Control Person	Scottsdale, Arizona	100,000,000	Common Stock	1.97%
			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 Carringola	Chief Marketing Officer, Director	Scottsdale, Arizona	0	Common Stock	0%
Mitchell S. Levine	5% Control Person	San Francisco, California	2,500,000	Series A Preferred Stock	100%

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

**Mitchell S. Levine**

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.

**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.

#### **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 <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: \$

Total Shares:

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

None.

#### **Signature:**

Name of Principal Executive Officer or Principal Financial Officer: **Lisa Nelson**

Title: **CEO**

Date: **April 28, 2025**

Signature: **/s/ Lisa Nelson**

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

<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.