



Table of Contents

Part A General Company Information

Item I The exact name of the issuer and its predecessor (if any)	
Item II The address of the issuer's principal executive offices	
Item III The jurisdiction(s) and date of the issuer's incorporation or organization	

Part B Share Structure

Item IV The exact title and class of securities outstanding	
Item V Par or stated value and description of the security	
Item VI The number of shares or total amount of the securities outstanding for each class of securities authorized	

Part C Business Information

Item VII The name and address of the transfer agent	
Item VIII The nature of the issuer's business	
Item IX The nature of products or services offered	
Item X The nature and extent of the issuer's facilities	

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	
Item XII Financial information for the issuer's most recent fiscal period	
Item XIII Similar financial information for such part of the two preceding fiscal years as the predecessor has been in existence	
Item XIV Beneficial Owners	
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	
Item XVI Management's Discussion and Analysis or Plan of Operation	

Part E Issuance History

Item XVII List of securities offerings and shares issued for services in the past two years	
---	--

Part F Exhibits

Item XVIII Material Contracts	
Item XIX Articles of Incorporation and Bylaws	
Item XX Purchases of Equity Securities by the Issuer and Affiliated Purchasers	
Item XXI Issuer's Certifications	

Section Two: Issuers' Continuing Disclosure Obligations

Quarterly Reporting Obligations

Item 1 Exact name of the issuer and the address of its principal executive offices	
Item 2 Shares outstanding	
Item 3 Interim financial statements	
Item 4 Management's discussion and analysis or plan of operation	
Item 5 Legal proceedings	
Item 6 Defaults upon senior securities	
Item 7 Other information	
Item 8 Exhibits	
Item 9 Certifications	

Annual Reporting Obligations

Current Reporting Obligations

1. Entry into a Material Definitive Agreement	
2. Termination of a Material Definitive Agreement	
3. Completion of Acquisition or Disposition of Assets, Including but not Limited to Mergers	
4. Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of an Issuer	
5. Triggering Events That Accelerate or Increase a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement	
6. Costs Associated with Exit or Disposal Activities	
7. Material Impairments	
8. Sales of Equity Securities	
9. Material Modification to Rights of Security Holders	
10. Changes in Issuer's Certifying Accountant	
11. Non-Reliance on Previously Issued Financial Statements or a Related Audit Report or Completed Interim Review	
12. Changes in Control of Issuer	
13. Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers	
14. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year	
15. Amendments to the Issuer's Code of Ethics, or Waiver of a Provision of the Code of Ethics	

Part A General Company Information

Item I The exact name of the issuer and its predecessor. SUFFER

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

F/K/A	Envirotek	08/24/2009
F/K/A	Entech Products Group	03/10/2009
F/K/A	In Control Security Inc.	08/20/2008
F/K/A	Medical Institutional Services Inc.	12/12/2007
F/K/A	Atlantis Holding Corp	01/13/2005
F/K/A	OSO Enterprises Inc.	08/19/2004

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

4760 S. Pecos Road
Las Vegas, Nevada 89121
Phone: (866) 899-6377

Website: www.sufferapparel.com

Investor Relations: ir@sufferapparel.com

NOTE: All Investor Relations inquiries done by email only. We do not tolerate spam.

Name, title, and address of all officers of SUFFER

Joseph Lewis, Chairman of the Board and Acting CEO and President

Name and address of all members of the Board or Directors

Joseph Lewis, Chairman of the Board and Acting CEO and President

Address for all is 4760 S. Pecos Rd. Las Vegas, NV, 89121

SUFFER Investor Relations

Email ir@sufferapparel.com

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

A Nevada Corporation Originally incorporated: 08/19/2004

Item IV The exact title and class of securities outstanding. Common Shares, CUSIP #: 784853103 Symbol: SUFF, Preferred Series A and B, non-trading

Item V Par or stated value and description of the security. Common Stock: \$.001 Par Value

B. Common or Preferred Stock.

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.

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

Series A Preferred Non Trading - 1000-1 voting power 2-1 conversion. Full board approval required before conversion. No redemption or sinking fund provisions.

Series B Preferred - 1-1 voting power, and 1-1 conversion. Full board approval required before conversion. 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 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.

Material rights of common or preferred stockholders.

None

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.

• **Outstanding Shares**

315,813,119 as of June, 30th, 2012

• **Authorized Shares**

400,000,000 as of June, 30th, 2012

• **Float(shares)**

196,821,200 as of June 30th, 2012

• **Number of Shareholders of Record**

800 as of June 30th, 2012

As of Period end date December 31st information for Preferred Shares is:

Series A Preferred – Non Tradable Control Shares

100,000,000 Authorized – 80,000,000 Outstanding – 4 Shareholders of Record

Series B Preferred – Non Tradable Restricted Shares

50,000,000 Authorized – 20,000,000 Outstanding – 2 Shareholders of Record

Part C Business Information

Item VII The name and address of the transfer agent.

Holladay Stock Transfer Company - transfer agent is registered under the Exchange Act, and state of Arizona. (480) 481-3940 FAX (480) 481-3941 2939 North 67th Place, Scottsdale, AZ, 85251 Contact is Tom Laucks

Item VIII The nature of the issuer's business.

A. Business Development : Design and Manufacturer of Apparel and Training Gear related to Mixed Martial Arts. Expanding the Apparel line to appeal more to the mainstream. The Company also has interests in acquiring several technologies.

1. The form of organization of the issuer; Corporation
2. The year that the issuer was organized; 2004
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; No
8. Any increase of 10% or more of the same class of outstanding equity securities

Yes

9. Any past, pending or anticipated stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization;

We are considering a name change.

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; 5900 Retail-Miscellaneous

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

Currently Conducting Operations, and in Development Stage for some possible acquisitions

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 items listed below are subsidiaries of SUFFER and are run as separate business units... the financial statement below is inclusive of all separate business units listed:

A. SUFFER APPAREL

Suffer Apparel is the unit of SUFFER that designs and produces clothing for retail. Currently clothing is being produced catering to the MMA fanbase for both Men and Women since. Most sales come in from the website www.sufferapparel.com

The Division has decided to suspend its relationship with the UFC due to the large fees the UFC imposes for the right to sponsor its athletes. It has instead decided to produce only mainstream tee shirts and is working its way into Novelty tee shirts and other products featuring the wordmark Suffer.

B. Technology Acquisitions Division

This division pursues technology in various sectors including the Green Sector, Software Sector, and Web Tech.

5. The effect of existing or probable governmental regulations on the business; SUFFER could encounter regulations on its anticipated Green Technology as well as any division as anything is possible.

6. 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 \$245,000. No monies are borne directly from customers.

7. Costs and effects of compliance with environmental laws (federal, state and local); Currently SUFFER is not affected by any federal, state or local environmental laws and has no costs related to this. 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.

8. The number of total employees and number of full-time employee. Total employees - 4 Full time Employees – 2

Item IX The nature of products or services offered.

Products and services of the issuer:

Principal products or services, and their markets;

- SUFFER APPAREL - Facilitating the sale, either wholesale or retail of T-Shirts with unique designs related to SUFFER. The T-Shirt line is marketed worldwide via Internet



Projects in Process for SUFFER

a) Custom MMA Head Gear – SUFFER has come up with a design for headgear that is far more suited for the sport of MMA rather than using typical kickboxing or boxing headgear. The company is in the final stages of testing and anticipates filing its patent shortly.

b) Expansion of Products – SUFFER is negotiating with several groups for use of the wordmark Suffer on products outside apparel

c) SUFFER is evaluating several Technologies to acquire

B. Distribution methods of the products or services;

1) In-house Representatives 2) Authorized Distributors 3) Authorized Retailers

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

Robert Drysdale Instructional Video – Currently for sale in several stores, we are not pursuing other videos related to this due to poor ROI.

Frank Mir Book – Currently being written. Frank Mir is working with the author to write it and the Company will receive part of the proceeds.

Smart Phone Application – Terminated due to cost and poor ROI

UK Distribution and Tour – The Distributor and promotion Company in the UK failed to provide the required funds and the agreement was terminated

Canadian / Brazil MOU – Terminated.

Gold's Gym – Suffer products are for sale in several locations, but the Company is going to terminate its apparel business with Golds Gym as our products move more towards the mainstream.

Supplements – Negotiating with an undisclosed Company for name use.

Training Seminars – Terminated as the Company terminated funds towards the training center due to poor ROI.

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

Apparel Division - The production of Apparel for resale is one of the oldest industries that exists today, and it is extremely competitive. The Apparel industry is one that will always exist since it is a necessity for people to own clothing. The Division is marketing low cost mainstream apparel using the wordmark Suffer

Technology Acquisition Division – Technology is also an extremely competitive sector. We set ourselves apart by trying to only be involved in projects we consider proprietary.

D. Sources and availability of manufacture of hard assets and the names of principal suppliers; These are closely held company secrets and have great value

E. Dependence on one or a few major customers;

The Company has positioned itself and will continue to position itself so that it WILL NOT have a dependence on one or few major customers. Although the Company would never rule out a long term commitment with a single major customer providing the right terms because we feel the revenues would benefit the shareholders.

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

SUFFER has the rights to use the Trademarks for SUFFER related to but not limited to the following categories;

IC 025. US 022 039. G & S: Clothing, namely athletic underwear, athletic uniforms, boxer shorts, caps, headbands, hooded sweatshirts, hooded pullovers, pants, shirts, dress shirts, shorts, sweatshirts, sweatpants, t-shirts, warm-up suits, and protective clothing.

We anticipate filing and/or acquiring several additional patents

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

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 SUFFER has signed a lease for 4670 South Pecos in Las Vegas Nevada. This location has multiple offices and mainly serves as a place to hold board meetings to discuss company affairs. The majority of SUFFER's workforce are independent contractors that hold their own office and do not require SUFFER to provide them with a studio.

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. Joseph M. Lewis – Chairman of the Board, Acting CEO, President

Business Address: 4670 S. Pecos, Las Vegas, NV, 89121

Joseph Lewis spent most of his life in Las Vegas, NV. As a member of the Debate Team he earned a scholarship to McNeese State University to pursue a degree in Business. Mr. Lewis ended up back at The University of Nevada Las Vegas to finish his degree.

Mr. Lewis has made a career of starting up businesses from the ground up and overseeing their efforts. Most recently Mr. Lewis has helped to start a flooring supply company that he had been running.

Mr. Lewis's background in import/export buying and selling are some of the strengths he brings to the Company.

Mr. Lewis has an interest of 5 Million Preferred Shares Class A. and 30 Million Common Shares
Mr. Lewis does not receive compensation at this time.

Board Member Share Totals

Joseph Lewis 5,000,000 Series A Preferred
Joseph Lewis 30,000,000 Common Shares

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

1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses); None
2. The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities; None
3. A finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated; or None
4. The entry of an order by a self-regulatory organization that permanently or temporarily barred suspended or otherwise limited such person's involvement in any type of business or securities activities. None

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. None

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:

1. The name of the related person and the basis on which the person is related to the issuer; None
2. The related person's interest in the transaction; None
3. The approximate dollar value involved in the transaction (in the case of indebtedness, disclose the largest aggregate amount of principal outstanding during the time period for which disclosure is required, the amount thereof outstanding as of the latest practicable date, the amount of principal and interest paid during the time period for which disclosure is required, and the rate or amount of interest payable on the indebtedness); N/A
4. The approximate dollar value of the related person's interest in the transaction; and N/A
5. Any other information regarding the transaction or the related person in the context of the transaction that is material to investors in light of the circumstances of the particular transaction. None to all

E. 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 to all

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 the Company

- 1) Balance Sheet
- 2) Statement of Income
- 3) Statement of Cash Flow
- 4) Statement of changes in stockholders' equity;

**SUFFER
BALANCE SHEET
UNAUDITED
December 2010
Through
June 30, 2012**

	6/30/2012	3/31/12	12/31/11	12/30/10
ASSETS				
Current Assets				
Checking/Savings	\$ 1,000	\$ 1,000	\$ 5,280	\$ 29,200
Accounts Receivable-Trade	\$ -	\$ 500	\$ 1,212	\$ 75,051
Total Current Assets	\$ 1,000	\$ 1,500	\$ 6,492	\$ 104,251
Other Current Assets				
Inventory				
Fight Gear/Apparel	\$ 15,000	\$ 19,200	\$ 19,200	\$ 171,246
T-Shirt Blanks	\$ 10,000	\$ 10,000	\$ 10,000	\$ 129,356
Total Inventory	\$ 25,000	\$ 29,200	\$ 29,200	\$ 300,602
Total Other Current Assets	\$ 25,000	\$ 29,200	\$ 29,200	\$ 300,602
Total Current Assets	\$ 26,000	\$ 30,700	\$ 35,692	\$ 404,853
Fixed Assets				
Gym Equipment/Fixtures	\$ 25,000	\$ 25,000	\$ 25,000	\$ 165,000
Vehicles	\$ -	\$ -	\$ 10,000	\$ 10,000
Total Fixed Assets	\$ 25,000	\$ 25,000	\$ 35,000	\$ 175,000
Other Assets				
Athelete Representatives	\$ 100,000	\$ 100,000	\$ 500,000	\$ 3,000,000
Goodwill		\$ -	\$ 50,000	\$ 50,000
Patents		\$ -		
Trademarks	\$ 500,000	\$ 500,000	\$ 2,000,000	\$ 2,000,000
Domains	\$ 10,000	\$ 10,000	\$ 150,000	\$ 150,000
Websites	\$ 10,000	\$ 10,000	\$ 250,000	\$ 250,000
Total Other Assets	\$ 620,000	\$ 620,000	\$ 2,950,000	\$ 5,450,000
TOTAL ASSETS	\$ 671,000	\$ 675,700	\$ 3,020,692	\$ 6,029,853
LIABILITIES AND STOCKHOLDERS EQUITY				
CURRENT LIABILITIES				
Accounts Payable	\$ -	\$ -	\$ -	\$ 15,021
Tota Current Liabilities	\$ -	\$ -	\$ -	\$ 15,021
Liabilities				
Long Term Liabilities				
Notes Payable	\$ 30,000	\$ 30,000	\$ 159,000	\$ 582,984
Total Long Term Liabilities	\$ 30,000	\$ 30,000	\$ 159,000	\$ 582,984
Total Liabilities	\$ 30,000	\$ 30,000	\$ 159,000	\$ 598,005
Stockholde' Equity				
Capital	\$ 20,000	\$ 20,000	\$ 20,000	\$ 20,000
Common Stock	\$ 157,906	\$ 1,894,879	\$ 153,755	\$ 2,140,000
Preferred Stock, series A	\$ 10,000	\$ 10,000	\$ 10,000	\$ 10,000
Preferred Stock, series B	\$ 2,786,613	\$ 1,054,043	\$ 2,680,737	\$ 3,250,000
Retained Earnings	\$ (2,800)	\$ (2,800)	\$ 11,848	\$ (6,434)
Net Income/Loss	\$ (2,330,719)	\$ (2,330,422)	\$ (14,648)	\$ 18,282
Total Equity	\$ 641,000	\$ 645,700	\$ 2,861,692	\$ 5,431,848
TOTAL LIABILITIES AND STOCKHOLDERS EQUITY	\$ 671,000	\$ 675,700	\$ 3,020,692	\$ 6,029,853

SUFFER
PROFIT/LOSS UNAUDITED
Through
June 30, 2012

	Year to Date	2nd Quarter	1st Quarter	Year End	Year End
	Jan-Jun 2012	Apr-Jun 2012	Jan-Mar 2012	Jan-Dec 2011	Jan - Dec 2010
Ordinary Income/Expense					
Income					
Sales					
Online Sales			\$ -	\$ 75,496	\$ 70,125
Road Sales			\$ -	\$ 30,755	\$ 66,212
Wholesale	\$ 4,200	\$ 4,200	\$ -	\$ 59,880	\$ 63,980
Total Sales			\$ -	\$ 166,131	\$ 200,317
Total Income	\$ 4,200	\$ 4,200	\$ -	\$ 166,131	\$ 200,317
Cost of Goods Sold					
Freight Costs			\$ -	\$ 1,200	\$ 2,117
Purchases			\$ -		
Fight Gear/Apparel	\$ 4,200	\$ 4,200	\$ -	\$ 27,500	\$ 16,459
T Shirts Blank			\$ -	\$ 17,450	\$ 28,947
Total Purchases	\$ 4,200	\$ 4,200	\$ -	\$ 44,950	\$ 47,523
Total COGS	\$ 4,200	\$ 4,200	\$ -	\$ 46,150	\$ 49,640
Gross Profit	\$ -	\$ -	\$ -	\$ 119,981	\$ 150,677
Expense					
Advertising			\$ -	\$ 76,000	\$ 29,120
Independent Contractors			\$ -	\$ 2,000	\$ 32,558
Meals and Entertainment			\$ -	\$ 1,000	\$ 1,249
Miscellaneous			\$ -	\$ 1,350	\$ 2,580
Office Supplies	\$ 125		\$ 125	\$ 950	\$ 2,654
Photos			\$ -	\$ 1,050	\$ 2,000
Rent Expense	\$ 594	\$ 297	\$ 297	\$ 42,000	\$ 39,699
Utilities			\$ -	\$ 1,856	
Sponsorship Fees			\$ -	\$ 1,000	\$ 10,000
T Shirts - Samples			\$ -	\$ 5,000	\$ 12,257
Tickets - Fight			\$ -	\$ 2,423	\$ 278
Total Expense	\$ 719	\$ 297	\$ 422	\$ 134,629	\$ 132,395
Net Ordinary Income	\$ (719)	\$ (297)	\$ (422)	\$ (14,648)	\$ 18,282
Net Income (Loss) Operations	\$ (719)	\$ (297)	\$ (422)	\$ (14,648)	\$ 18,282
Other Income/Loss					
Goodwill Zuffa Expired	\$ (50,000)		\$ (50,000)		
Loss of Athlete/Trademark	\$ (2,280,000)		\$ (2,280,000)		
Net Income/Loss	\$ (2,330,719)	\$ (297)	\$ (2,330,422)	\$ (14,648)	\$ 18,282

SUFFER
STATEMENT OF CASH FLOW
UNAUDITED
Through June 30, 2012

	<u>6/30/12</u>	<u>3/31/12</u>	<u>12/31/11</u>	<u>12/31/10</u>
OPERATING ACTIVITIES				
Net Income	\$ (297)	\$ (2,330,422)	\$ (14,648)	\$ 18,282
Adjustments to reconcile Net Income to net cash provided by operations:				
Inventory:Fight Gear/Apparel	\$ 4,200	\$ -	\$ 152,046	\$ (159,146)
Inventory:T Shirts	\$ -	\$ -	\$ 119,386	\$ (113,406)
Net cash provided by Operating Activities	<u>\$ 3,903</u>	<u>\$ (2,330,422)</u>	<u>\$ 256,784</u>	<u>\$ (254,270)</u>
INVESTING ACTIVITIES				
Change in due from Affiliates	\$ 500	\$ 712	\$ 73,839	\$ (75,051)
Vehicles		\$ 10,000		
Gym Equipment/Fixtures			\$ 140,000	\$ (165,000)
Athlete Representatives		\$ 400,000	\$ 2,500,000	\$ (1,000,000)
Patents				\$ 350,000
Goodwill		\$ 50,000		\$ (50,000)
Trademarks		\$ 1,500,000		\$ (2,000,000)
Domains		\$ 140,000		\$ (50,000)
Websites		\$ 240,000		\$ (250,000)
Net cash provided by Investing Activities	<u>\$ 500</u>	<u>\$ 2,340,712</u>	<u>\$ 2,713,839</u>	<u>\$ (3,240,051)</u>
FINANCING ACTIVITIES				
Increase in Accounts Payable		\$ -	\$ (15,021)	\$ 15,021
Increase in Notes Payable		\$ (129,000)	\$ (423,984)	\$ 86,275
Increase in Notes Payable				
Increase in Capital				
Increase in Common Stock	\$ (1,736,973)	\$ 1,741,124	\$ (1,986,245)	\$ 1,616,531
Increase in Preferred Stock, Series A				
Increase in Preferred Stock, Series B	\$ 1,732,570	\$ (1,626,694)	\$ (569,263)	\$ 1,783,469
Net cash provided by Financing Activities	<u>\$ (4,403)</u>	<u>\$ (14,570)</u>	<u>\$ (2,994,513)</u>	<u>\$ 3,501,296</u>
Net cash increase for period	\$ -	\$ (4,280)	\$ (23,890)	\$ 6,975
Cash at beginning of period	\$ 1,000	\$ 5,280	\$ 29,200	\$ 22,225
Cash at end of period	<u>\$ 1,000</u>	<u>\$ 1,000</u>	<u>\$ 5,280</u>	<u>\$ 29,200</u>

Suffer		Statement of Stockholders' Equity (Deficit)				
	Capital	Common Stock	A & B Preferred Stock	Retained Earnings (Deficit)	Total	
Balance	Date of Inception	\$	\$	\$	\$	\$
Capital		20,000				20,000
Common Stock issued Year Ended December 31, 2008			245,000		0	245,000
Preferred Stock, series A issued Year Ended December 31, 2008				10,000		10,000
Preferred Stock, series B issued Year Ended December 31, 2008						
Balance January 1, 2009		\$ 20,000	\$ 245,000	\$ 10,000		\$ 275,000
Loss Twelve Months Ended December 31, 2009					-6,434	-6,434
Common Stock Year Ended December 31, 2009			278,469			278,469
Preferred Stock, series B Year Ended December 31, 2009				1,466,531		1,466,531
Balance January 1, 2010		\$ 20,000	\$ 523,469	\$ 1,476,531	\$ (6,434)	\$ 2,013,566
Profit Twelve Months Ended December 31, 2010					18,282	18,282
Common Stock Twelve Months Ended December 31, 2010			1,616,531			1,616,531
Preferred Stock, series B Year Ended December 31, 2010				1,783,469		1,783,469
Balance January 1, 2011		\$ 20,000	\$ 2,140,000	\$ 3,260,000	\$ 11,848	\$ 5,431,848
Profit Twelve Months Ended December 31, 2011					-14,648	-14,648
Common Stock Issued Twelve Months Ended December 31, 2011			-198,624			-1,986,245
Preferred Stock Issued Series B Twelve Months Ended December 31, 2011				-569,263		-569,263
Balance December 31, 2011		\$ 20,000	\$ 153,755	\$ 2,690,737	\$ (2,800)	\$ 2,861,692
Profit/(loss) Three Months Ended March 31, 2012					-2,330,422	-2,330,422
Common Stock Issued Three Months Ended March 31, 2012			1,741,124			1,741,124
Preferred Stock Issued Series B Three Months Ended March 31, 2012				-1,626,694		-1,626,694
Balance March 31, 2012		\$ 20,000	\$ 1,894,879	\$ 1,064,043	\$ (2,333,222)	\$ 645,700
Profit/(loss) June 30, 2012					(297)	(297)
Common Stock Issued Six Months Ended June 30, 2012			(1,736,973)			(1,736,973)
Preferred Stock Issued Series B Six Months Ended June 30, 2012				1,732,570		1,732,570
Balance June 30, 2012		\$ 20,000	\$ 157,906	\$ 2,796,613	\$ (2,333,519)	\$ 641,000

5) financial notes

SUFFER

Notes to Financial Statements 12/31/2011

NOTE 1 - ORGANIZATION AND DEVELOPMENT OF BUSINESS

SUFFER ("The Company") was originally formed in NEVADA in 2009. In 2010, the Company acquired ENVIROTEK, A Nevada Corporation. The resulting company changed its name to SUFFER, A Nevada Corporation trading on the over the counter or "Pink Sheets" market. The Company focused on manufacture of Apparel, and Trademark Licensing. Recently the Company is pursuing Technology Acquisitions. The company has rights to several registered trademarks and/or wordmarks. The Company is in the process of evaluating changing its name to properly identify to investors as a holdings company.

The Company is an operational and development state enterprise since it has not generated significant revenue from the sale of its products from its inception and has stake in several developing technologies. The Company has been devoted to following its business plan and increasing brand name awareness. 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 products via storefronts and online stores.

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 June 30 , 2012 management has not made any such investments.

NOTE 3 - NOTES PAYABLE

Notes payable consist of the following:

A non-interest bearing note for \$20,000 dated October 28, 2009 payable to a non-affiliated individual with a one year maturity convertible into shares of common stock. PAID

A non-interest bearing note for \$50,000 dated March 28, 2010 payable to a non-affiliated individual with a one year maturity convertible into shares of the common stock.

A non-interest bearing note for \$20,000 dated June 15, 2010 payable to a non-affiliate individual with a one year maturity convertible into shares of the common stock PAID

NOTE 4 - INCOME TAX

The Company is subject to Federal Corporate Income Tax.

6) audit letter, if audited N/A

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

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 Alex & Gaxiola, P.C. , 1717 East Bell Road, AZ, 85022

Accountant N/A

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 to nine 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 available to facilitate the following:

1) Product analysis (safety tests, redesign, demographic feedback as related to product specific objective{s})

2) New Fabrics ; Management has the qualified staff to research and locate new fabrics to be used for our products.

3) Demographic Market Testing ; Management has the resources to test specific demographics responses to particular products.

4) Management cannot disclose certain elements of R & D that will be occurring during the next twelve months as it feels such information could benefit the competition if public.

iv. any expected significant changes in the number of employees. No

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

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 rising price of cotton can affect the cost of our goods.

ii. Internal and external sources of liquidity; As of December 31st, 2011 the company is actively identifying new sources of debt and equity investments. The company is also seeing increasing revenues as it is expanding its distribution.

Management focus is to secure funding via:

- Bring in an outside investor for an equity share
- Complete and issue a PPM for an equity share through Series C Preferred Shares
- Increasing its distribution and sales of its products

iii. Any material commitments for capital expenditures and the expected sources of funds for such expenditures; no

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 price of cotton can affect income

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. n/a

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. N/A

Part E Issuance History Item XVII List of securities offerings and shares issued for services in the past two years. none

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
- 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 **NO**
- 4) Any material lease under which a part of the property described in the disclosure statement is held by the issuer. **NO**

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.

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

NONE AT THIS TIME

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://nvsos.gov/sosentitysearch/CorpDetails.aspx?lx8nvq=TjLt6LHiiEqtc6WJr2CS2A%253d%253d&nt7=0>

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://nvsos.gov/sosentitysearch/CorpDetails.aspx?lx8nvq=TjLt6LHiiEqtc6WJr2CS2A%253d%253d&nt7=0>

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

Additional Disclosures, Notes or Statements

Safe Harbor Statement: This release includes forward-looking statements intended to qualify for the safe harbor from liability established by the Private Securities Litigation Reform Act of 1995. These forward-looking statements generally can be identified by phrases such as SUFFER (SUFF) or its management "believes," "expects," "anticipates," "foresees," "forecasts," "estimates" or other words or phrases of similar import. Similarly, statements herein that describe the Company's business strategy, outlook, objectives, plans, intentions or goals also are forward-looking statements. All such forward-looking statements are subject to certain risks and uncertainties that could cause actual results to differ materially from those in forward-looking statements.

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, Joseph Lewis, Chairman of the Board of Directors certify that:

1. I have reviewed this annual disclosure statement of Suffer (SUFF):

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.

/S/ Joseph Lewis 8/28/2012

CEO - SUFFER