

**INFORMATION AND DISCLOSURE STATEMENT  
YEAR END 2013**

**December 31, 2013**

**Ludwig Enterprises, Inc.**

1702 "A" Street # C-350  
Sparks, Nevada 89431  
Telephone 305-733-0178  
**HQ@LudwigEnt.com**

**Federal ID No.**

61-1133438

(Prior to March 5, 2012)  
Current CUSIP

**Cusip No.**

54973P 30 2  
54973P 40 1

**Trading Symbol**

LUDG:OTC

## INFORMATION AND DISCLOSURE STATEMENT

The information contained in this report has not been filed with, nor reviewed by, nor approved by the Securities and Exchange Commission, the National Association of Securities Dealers, nor any other regulatory body.

## TABLE OF CONTENTS

<b>INFORMATION AND DISCLOSURE STATEMENT</b> .....	7
<b>ITEM 1: EXACT NAME OF ISSUER AND ITS PREDECESSOR (IF ANY).</b> .....	8
<b>ITEM 2: ADDRESS OF ISSUER’S PRINCIPAL EXECUTIVE OFFICES.</b> .....	8
<b>ITEM 3: ISSUER’S STATE OF INCORPORATION.</b> .....	8
<b>ITEM 4: EXACT TITLE AND CLASS OF ISSUER’S SECURITIES TO BE QUOTED.</b> .....	8
<b>ITEM 5: PAR OR STATED VALUE OF ISSUER’S SECURITIES</b> .....	8
<b>ITEM 6:</b> .....	9
<b>NUMBER OF SHARES OR TOTAL AMOUNT OF ISSUER’S</b> .....	9
<b>SECURITIES OUTSTANDING AS OF DECEMBER 31, 2013</b> .....	9
<b>NUMBER OF SHARES OR TOTAL AMOUNT OF ISSUER’S</b> .....	9
<b>SECURITIES OUTSTANDING AS OF DECEMBER 31, 2012</b> .....	9
<b>NUMBER OF SHARES OR TOTAL AMOUNT OF ISSUER’S</b> .....	10
<b>SECURITIES OUTSTANDING AS OF DECEMBER 31, 2011</b> .....	10
Number of Shareholders: approximately 600 Recorded in Book Form at Transfer Agent .....	10
<b>RECENT OFFERINGS:</b> .....	10
<b>SECURITIES OR OPTIONS ISSUED FOR SERVICES:</b> .....	12
<b>ITEM 7: NAME AND ADDRESS OF ISSUER’S TRANSFER AGENT.</b> .....	12
<b>Item 8: NATURE OF ISSUER’S BUSINESS.</b> .....	13
<b>8A. BUSINESS DEVELOPMENT:</b> .....	14
<b>1. THE FORM OF THE ORGANIZATION OF THE ISSUER.</b> .....	14
<b>2. THE YEAR THE ISSUER (OR ANY PREDECESSOR) WAS ORGANIZED. .</b> ..	14
<b>3. THE ISSUER’S FISCAL YEAR END DATE.</b> .....	14
<b>4. WHETHER THE ISSUER (AND/OR ANY PREDECESSOR) HAS BEEN IN BANKRUPTCY, RECEIVERSHIP, OR ANY SIMILAR PROCEEDING.</b> .....	14
<b>5. ANY MATERIAL RECLASSIFICATION, MERGER, CONSOLIDATION, OR PURCHASE OR SALE OF A SIGNIFICANT AMOUNT OF ASSETS NOT IN</b>	

<b>THE ORDINARY COURSE OF BUSINESS.</b> .....	14
<b>6. ANY DEFAULT OF THE TERMS OF ANY NOTE, LOAN, LEASE, OR OTHER INDEBTEDNESS OR FINANCING ARRANGEMENT REQUIRING THE ISSUER TO MAKE PAYMENTS.</b> .....	17
<b>7. ANY CHANGE IN CONTROL.</b> .....	17
<b>8. ANY INCREASE IN 10% OR MORE OF THE SAME CLASS OF OUTSTANDING EQUITY SECURITIES.</b> .....	17
<b>9. DESCRIBE ANY PAST, PENDING OR ANTICIPATED STOCK SPLIT, STOCK DIVIDEND, RECAPITALIZATION, MERGER, ACQUISITION, SPIN-OFF, OR REORGANIZATION.</b> .....	18
<b>10. ANY DELISTING OF THE ISSUER’S SECURITIES BY ANY SECURITIES EXCHANGE OR NASDAQ.</b> .....	21
<b>11. ANY CURRENT, PAST, PENDING, OR THREATENED LEGAL PROCEEDINGS OR ADMINISTRATIVE ACTIONS EITHER BY OR AGAINST THE ISSUES THAT COULD HAVE A MATERIAL EFFECT ON THE ISSUER’S BUSINESS, FINANCIAL CONDITION, OR OPERATIONS.</b> .....	21
<b>8B. BUSINESS OF THE ISSUER.</b> .....	21
<b>1. THE ISSUER’S PRIMARY AND SECONDARY SIC CODES:</b> .....	22
<b>2. IF THE ISSUER HAS NEVER CONDUCTED OPERATION, IS IN THE DEVELOPMENT STAGE, OR IS CURRENTLY CONDUCTING OPERATIONS.</b> .....	22
<b>3. IS OR HAS THE COMPANY BEEN A SHELL COMPANY?</b> .....	22
<b>4. STATE THE NAMES OF ANY</b> .....	22
<b>5. THE EFFECT OF EXISTING OR PROBABLE GOVERNMENTAL REGULATIONS ON THE BUSINESS.</b> .....	23
<b>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 THE CUSTOMERS.</b> .....	23
<b>7. COSTS AND EFFECTS OF COMPLIANCE WITH ENVIRONMENTAL LAWS (FEDERAL, STATE AND LOCAL).</b> .....	23

<b>8. TOTAL NUMBER OF EMPLOYEES AND NUMBER OF FULL TIME EMPLOYEES.</b>	23
<b>ITEM 9. THE NATURE OF PRODUCTS OR SERVICES OFFERED.</b>	24
<b>PRODUCT APPLICATIONS:</b>	24
<b>A. PRINCIPAL PRODUCTS OR SERVICES AND THEIR MARKETS.</b>	24
<b>B. DISTRIBUTION METHODS OF THE PRODUCTS OR SERVICES.</b>	24
<b>C. STATUS OF ANY PUBLICLY ANNOUNCED NEW PRODUCT OR SERVICES.</b>	25
<b>D. COMPETITIVE BUSINESS CONDITIONS, THE ISSUER’S COMPETITIVE POSITION IN THE INDUSTRY, AND METHODS OF COMPETITION.</b>	25
<b>E. SOURCES AND AVAILABILITY OF RAW MATERIALS AND THE NAMES OF PRINCIPAL SUPPLIERS.</b>	26
<b>F. DEPENDENCE ON ONE OR FEW MAJOR CUSTOMERS.</b>	26
<b>G. PATENTS, TRADEMARKS, LICENSES, FRANCHISES, CONCESSIONS, ROYALTY AGREEMENTS, OR LABOR CONTRACTS, INCLUDING THEIR DURATION.</b>	26
<b>H. THE NEED FOR GOVERNMENTAL APPROVAL OF PRINCIPAL PRODUCTS OR SERVICES. DISCUSS THE STATUS OF ANY REQUESTED GOVERNMENTAL APPROVALS.</b>	27
<b>ITEM 10. THE NATURE AND EXTENT OF THE ISSUER’S FACILITIES.</b>	27
<b>ITEM 11 (A): OFFICERS DIRECTORS AND ADVISORS:</b>	27
<b>A1) EXECUTIVE OFFICERS:</b>	27
<b>OFFICERS AND DIRECTORS INFORMATION - DETAIL</b>	28
<b>*****</b>	30
<b>(B) LEGAL AND DISCIPLINARY HISTORY:</b>	30
<b>(C) DISCLOSURE OF CERTAIN RELATIONSHIPS:</b>	31
<b>(D) DISCLOSURE OF RELATED THIRD PARTY TRANSACTIONS:</b>	31
<b>(E) DISCLOSURE OF CONFLICTS OF INTEREST:</b>	31
<b>ITEM 12. THE ISSUER’S MOST RECENT BALANCE SHEET AND PROFIT AND LOSS AND RETAINED EARNINGS STATEMENTS.</b>	32
<b>ITEM 13. SIMILAR FINANCIAL INFORMATION FOR SUCH PART OF THE</b>	

<b>TWO PRECEEDING YEARS AS THE ISSUER OR ITS PREDECESSOR HAS BEEN IN EXISTENCE.....</b>	<b>32</b>
<b>1) INVESTMENT BANKER:.....</b>	<b>33</b>
<b>2) PROMOTERS:.....</b>	<b>33</b>
<b>3) COUNSEL:.....</b>	<b>33</b>
<b>4) ACCOUNTANT:.....</b>	<b>34</b>
<b>5) PUBLIC RELATIONS CONSULTANT:.....</b>	<b>34</b>
<b>7) OTHER ADVISOR(S).....</b>	<b>34</b>
<b>ITEM 16: MANAGEMENT DISCUSSION OF OPERATIONS:.....</b>	<b>34</b>
<b>A. PLAN OF OPERATIONS:.....</b>	<b>34</b>
<b>C) OFF BALANCE SHEET ARRANGEMENTS:.....</b>	<b>35</b>
<b>ITEM 17: SECURITY OFFERING AND SHARES ISSUED IN PAST TWO YEARS:.....</b>	<b>35</b>
<b>ITEM 18: MATERIAL CONTRACTS:.....</b>	<b>35</b>
<b>ITEM 19: ARTICLES OF INCORPORATION AND BY LAWS:.....</b>	<b>35</b>
<b>ITEM 20: PURCHASE OF EQUITY SECURITIES BY ISSURE AND AFILLIATED PURCHASERS:.....</b>	<b>35</b>
<b>ITEM 21: ISSUER’S CERTIFICATION:.....</b>	<b>36</b>

# Ludwig Enterprises, Inc.

## INFORMATION AND DISCLOSURE STATEMENT

DECEMBER 31, 2013

ALL INFORMATION FURNISHED HEREIN HAS BEEN PREPARED FROM THE BOOKS AND RECORDS OBTAINED FROM THE COMPANY IN ACCORDANCE WITH RULE 15c2-11 (a) (5) PROMULGATED UNDER THE SECURITIES AND EXCHANGE ACT OF 1934, AS AMENDED, AND IS INTENDED ONLY AS INFORMATION TO BE USED BY SECURITIES BROKER-DEALERS.

NO DEALER, SALESMAN OR OTHER PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR TO MAKE ANY REPRESENTATIONS NOT CONTAINED HEREIN IN CONNECTION WITH THE COMPANY. ANY REPRESENTATIONS NOT CONTAINED HEREIN MUST NOT BE RULED UPON AS HAVING BEEN MADE OR AUTHORIZED BY THE COMPANY.

The undersigned certifies that the information herein has been prepared and/or reviewed by the undersigned, is true and correct to the best of his knowledge and belief and is complete and presented fairly in all material respects.

February 04, 2014

Ludwig Enterprises, Inc.

A handwritten signature in black ink, appearing to read "Jean Cherubin". The signature is written in a cursive style with a large initial "J" and "C".

Jean Cherubin, COB

COPIES OF THIS INFORMATION AND DISCLOSURE STATEMENT ARE AVAILABLE FROM THE ISSUER UPON REQUEST.

# **LUDWIG ENTERPRISES, INC.**

December 31, 2013

## **ITEM 1: EXACT NAME OF ISSUER AND ITS PREDECESSOR (IF ANY).**

Ludwig Enterprises, Inc.

## **ITEM 2: ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES.**

1702 "A" Street # C  
*Sparks, Nevada 89431*  
Telephone 305-733-0178  
Fax 305-628-9082

## **ITEM 3: ISSUER'S STATE OF INCORPORATION.**

State of Nevada

## **ITEM 4: EXACT TITLE AND CLASS OF ISSUER'S SECURITIES TO BE QUOTED.**

Ludwig Enterprises, Inc.

CUSIP: 54973P 40 1

Trading Symbol: LUDG (OTC Markets)

The company currently has (1) one Class of Common Stock and no Preferred Stock Outstanding

Authorize Number of Shares: 500,000,000

Issued Number of Shares: 341,858,566

## **ITEM 5: PAR OR STATED VALUE OF ISSUER'S SECURITIES**

Par Value of Common Shares is \$0.001 per share.

**ITEM 6:**

**NUMBER OF SHARES OR TOTAL AMOUNT OF ISSUER'S  
SECURITIES OUTSTANDING AS OF DECEMBER 31, 2013**

The company currently had one class of Common stock and no Preferred Stock outstanding.

Total Stock Authorized: 500,000,000  
Total Shares Issued: 341,858,566

**FLOAT:**

Free Tradable share at CEDE	5,947,327
Free Tradable at Transfer Agent	129,337,390
Restricted or Control Shares – subject to SEC leak out rules at TA	171,556,800
Management and Officers Options (Un-issued)	35,000,000
Restricted Shares	17,049
Total:	341,858,566

Number of Shareholders: approximately 600 Recorded in Book Form at Transfer Agent

**NUMBER OF SHARES OR TOTAL AMOUNT OF ISSUER'S  
SECURITIES OUTSTANDING AS OF DECEMBER 31, 2012**

The company currently had one class of Common stock and no Preferred Stock outstanding.

Total Stock Authorized: 500,000,000  
Total Shares Issued: 341,858,566

**FLOAT:**

Free Tradable share at CEDE	5,947,327
Free Tradable at Transfer Agent	129,337,390

Restricted or Control Shares – subject to SEC leak out rules at TA	171,556,800
Management and Officers Options (Un-issued)	35,000,000
Restricted Shares	17,049
Total:	341,858,566

Number of Shareholders: approximately 600 Recorded in Book Form at Transfer Agent

**NUMBER OF SHARES OR TOTAL AMOUNT OF ISSUER'S  
SECURITIES OUTSTANDING AS OF DECEMBER 31, 2011**

The company currently had one class of Common stock and no Preferred Stock outstanding.

Total Stock Authorized: 500,000,000  
Total Shares Issued: 354,390,210

**FLOAT:**

Restricted Shares	211,933,444
Tradable Shares:	<u>142,456,766</u>
Total:	354,390,210

Number of Shareholders: approximately 600 Recorded in Book Form at Transfer Agent

**RECENT OFFERINGS:**

June 29, 2012 Worthington Financial Services, Inc. and Issuer terminated their joint Lock-up/Leak-out agreement with non-dilution protection.

June 29, 2012 Worthington Financial Services, Inc. exchanged \$100,000 of debt owed to it for Ludwig common shares at par being equal to 100,000,000 common shares.

June 29, 2012 Worthington Financial Services, Inc. exchanged \$100,000 of debt owed to it for its first license payment of the territory of Canada.

April 26, 2012 Debt for Equity Exchange \$20,000 for 2,000,000 common shares. This action triggered certain non-dilution rights.

March 5, 2012 Effective date of 350:1 reverse fully proportional split.

February 16, 2011 Ludwig Enterprises, Inc. Board of Directors recommended a Reverse Stock Split of one hundred to one (100:1) for its sole class of stock. The Board of Directors met (02/16/2012) and voted to recommend the action. A special shareholders meeting was held (02/16/2012) consisting of shareholders holding in excess of 50%+ of the company's stock, the action was voted on and approved. The effective date to be March 3<sup>rd</sup> or as approved by DTC.

The Reverse Split is proportional. No rights of any shareholder will be altered or diminished. All fractional shares resulting from the split will be rounded up to the nearest whole number. This action will result in a decrease of the issued number of 354,390,210 shares to approximately 1,012,543 common shares.

July 5, 2011 Board of Directors voted unanimously to exchange, after the effective date, \$62,500.00 of debt for common shares at par value. This action triggered non-dilution rights on 223,046,752 (pre split) shares due to lock-up leak-out agreements. The effective date of the reverse split to be July 6, 2011.

June 21, 2011 Ludwig Enterprises, Inc. Board of Directors announces a Reverse Stock Split of one hundred to one (100:1) for its sole class of stock. The Board of Directors met (06/20/2011) and voted to recommend the action. A special shareholders meeting was held (06/20/2011) consisting of shareholders holding in excess of 50%+ of the company's stock, the action was voted on and approved with the effective date to be July 5<sup>th</sup> 2011 at 12:01 AM.

The Reverse Split is proportional. No rights of any shareholder will be altered or diminished. All fractional shares resulting from the split will be rounded up to the nearest whole number. This action will result in a decrease of the issued number of shares from 271,254,396 to approximately 2,713,108 common shares.

April 28, 2010 The Board of Directors of Issuer and New World Global, Inc. entered into a "debt for equity exchange" of \$20,000.00 for 20,000,000 restricted common shares of Issuer. This action triggered Non dilution rights of Issuer's largest shareholder, Worthington Financial, Inc. resulting in 77,636,612 additional shares being issued to Worthington. Additionally, other shareholders with Non-Dilution rights received 99,196,785 shares. A total of 196,833,397 new common shares being issued.

September 30, 2009 the issuance of 7,500,000 shares below to retire debt triggered non-dilution protection. This action required the total issued share distribution to be increased to 74,420,999 common shares.

September 30, 2009 the company issued 7,500,000 restricted common shares from Treasury to retire a debt owing to Worthington Financial Services, Inc. in the amount of \$75,000. Each share was exchanged at the rate of \$0.01 per share.

May 1, 2009 MDI Corporate Actions at Nasdaq approved issuers request for a 100:1 reverse split. The split was effective this date. Issuer's trading symbol was changed to LUDG with CUSIP number 54973P 20 3.

Prior to December 31, 2008 the company had not sold or distributed any shares since 1998 other than listed below. Individual shareholders during the period 1998 to present have transferred shares in private transactions or via CEDE.

The company re-capitalized itself in 2006, the re-capitalization was proportional. The company has not diluted any shareholder's shares.

February 25, 2007 the company sold a total of 825,000 common shares (Restricted) at par value to 5 individuals.

#### **504, 505 or 506 OFFERINGS**

The company has not issued any 504,505, 506 or other offering shares from its inception to this date.

#### **SECURITIES OR OPTIONS ISSUED FOR SERVICES:**

**2012 OPTIONS AUTHORIZED.** June 29, 2012 Issuer's Board of Directors created a pool of 35,000,000 Ludwig common share to be issued as "Options" to management, officers, directors or others as management may deem necessary to entice new employees/ officers / or directors. Recipients will pay par value share of common stock at the time of the exchange. One option may be exchanged for one common share. Options are booked as "un-issued" common shares.

#### **OPTIONS ISSUED Year End 2011 ENDING December 31, 2011:**

NO OPTIONS WERE ISSUED.

#### **OPTIONS ISSUED Year End 2010 ENDING December 31, 2010:**

NO OPTIONS WERE ISSUED.

#### **ITEM 7: NAME AND ADDRESS OF ISSUER'S TRANSFER AGENT.**

Standard Registrar & Transfer Company, Inc.  
12528 South 1840 East  
Draper, Utah 84020  
Telephone: 801-571-8844

Facsimile: 801-571-2551

Standard Registrar & Transfer Company, Inc. is appropriately registered with the Securities and Exchange Commission under the Securities and Exchange Act of 1934.

### **Item 8: NATURE OF ISSUER'S BUSINESS.**

Target Marketing Broadcasting (TMB) in conjunction with broadcasting is the newest and most revolutionary concept in "Consumer Specific Broadcasting".

Ludwig Enterprises, Inc.'s ("Ludwig") technology is designed to insert (50) fifty new digital voice signals into existing broadcast spectrum. And before you ask, yes it requires the listener to utilize a new type of receiver.

Ludwig proposes to enter into agreements with multiple U.S. Broadcasting stations or networks with spectrum in the top 50 U.S. markets. With minor modifications to the existing transmitter site and no changes in FCC licensing this broadcasting network could allow Ludwig to broadcast non-competing formats over existing broadcast spectrum." Ludwig proposes to offer "Specialized Programming" such as 7/24 broadcasts in Chinese, Pakistani, Russian, and about forty other languages plus classical, jazz, new age music as well as old time radio serials and what has commonly come to be know as the "radio reader" – books being read over the radio.

The listener will be required to purchase a new receiver designed by Ludwig and its technology provider. This receiver will be unique in that it is designed to be two ways. The receiver, as currently designed will house a (GPS) global positioning system and a 2-way text transmitter. The listener's daily sections will be stored and once a day the GPS location and duration and channels listened to will be sent (similar to sending a short text message) to a national chain of transceivers for termination into Ludwig's centralized database.

Based upon an overlay of Census Tract Information listener profiles will be developed.

Any given advertiser, whether local or national, can send his or her message in the listener's native language to a targeted market of individual listeners' units. Within 24 hours the advertiser can be informed as to the exact market penetration of the advertisement including specific demographic information and number of listeners receiving their message.

Ludwig's technology provider is working on a receiver that will receive content based upon each individual receiver's (MAC) Machine Accessible address or receiver serial number. This enhancement could allow local advertisers to send messages to specific areas and even specific targeted listeners based upon the GPS locations of the receivers or other demographic information. In other words, Joe's Pizza could broadcast a targeted advertisement to all receivers within a 3-mile radius of his business and all other listeners would receive a different advertisement.

Ludwig is not attempting to gain a large market audience on any one channel but rather a small penetration in each of the 50+ markets on each of the 50 different channels simultaneously. Ludwig acknowledges that the listenership, for example, in Arabic may not be significant in Miami but it may be large in Dearborn, Michigan a suburb of Detroit. In aggregate the pooled Arabic listenership from 50+ stations will be significant. Ludwig expects to reach 1.25 Million listeners within two years.

## **8A. BUSINESS DEVELOPMENT:**

### **1. THE FORM OF THE ORGANIZATION OF THE ISSUER.**

Ludwig Enterprises, Inc. is a Nevada Corporation

### **2. THE YEAR THE ISSUER (OR ANY PREDECESSOR) WAS ORGANIZED.**

Ludwig Enterprises, Inc. was organized as a Kentucky corporation February 11, 1988. On February 8, 2006 the company formed a wholly owned subsidiary, Ludwig Enterprises, Inc., a Nevada corporation. On March 28, 2006 Ludwig Enterprises, Inc., a Kentucky corporation merged into Ludwig Enterprises, Inc., a Nevada corporation, Ludwig Enterprises, Inc. a Nevada corporation being the surviving entity.

### **3. THE ISSUER'S FISCAL YEAR END DATE.**

The company's fiscal year ends on December 31st.

### **4. WHETHER THE ISSUER (AND/OR ANY PREDECESSOR) HAS BEEN IN BANKRUPTCY, RECEIVERSHIP, OR ANY SIMILAR PROCEEDING.**

The company and its predecessors have never filed for protection under Bankruptcy, receivership or any similar proceedings.

### **5. ANY MATERIAL RECLASSIFICATION, MERGER, CONSOLIDATION, OR PURCHASE OR SALE OF A SIGNIFICANT AMOUNT OF ASSETS NOT IN THE ORDINARY COURSE OF BUSINESS.**

June 29, 2012 Issuer's Board of Directors created a pool of 35,000,000 Ludwig common share to be issued as "Options" to management, officers, directors or others as management may deem necessary to entice new employees/ officers / or directors. Recipients will pay par value share of common stock at the time of

the exchange. One option may be exchanged for one common share.

June 29, 2012 Worthington Financial Services, Inc. and Issuer terminated their join Lock-up/Leak-out agreement with non-dilution protection.

June 29, 2012 Worthington Financial Services, Inc. exchanged \$100,000 of debt owed to it for Ludwig common shares at par being equal to 100,000,000 common shares.

June 29, 2012 Worthington Financial Services, Inc. exchanged \$100,000 of debt owed to it for its first license payment of the territory of Canada.

April 26, 2012 Debt for Equity Exchange \$20,000 for 2,000,000 common shares. This action triggered certain non-dilution rights.

March 5, 2012 Effective date of 350:1 reverse fully proportional split.

February 16, 2011 Ludwig Enterprises, Inc. Board of Directors recommended a Reverse Stock Split of one hundred to one (100:1) for its sole class of stock. The Board of Directors met (02/16/2012) and voted to recommend the action. A special shareholders meeting was held (02/16/2012) consisting of shareholders holding in excess of 50%+ of the company's stock, the action was voted on and approved. The effective date to be March 3<sup>rd</sup> or as approved by DTC.

July 5, 2011 Board of Directors voted unanimously, after the effective date, to exchange \$62,500.00 of debt for common shares at par value. This action triggered non-dilution rights on 223,046,752 (pre split) shares due to lock-up leak-out agreements. The effective date of the reverse split to be July 6, 2011.

June 21, 2011 Ludwig Enterprises, Inc. Board of Directors announces a Reverse Stock Split of one hundred to one (100:1) for its sole class of stock. The Board of Directors met (06/20/2011) and voted to recommend the action. A special shareholders meeting was held (06/20/2011) consisting of shareholders holding in excess of 50%+ of the company's stock, the action was voted on and approved with the effective date to be July 5<sup>th</sup> 2011 at 12:01 AM.

The Reverse Split is proportional. No rights of any shareholder will be altered or diminished. All fractional shares resulting from

the split will be rounded up to the nearest whole number. This action will result in a decrease of the issued number of shares from 271,254,396 to approximately 2,713,108 common shares.

April 28, 2010 The Board of Directors of Issuer and New World Global, Inc. entered into a “debt for equity exchange” of \$20,000.00 for 20,000,000 restricted common shares of Issuer. This action triggered Non dilution rights of Issuer’s largest shareholder, Worthington Financial, Inc. resulting in 77,636,612 additional shares being issued to Worthington. Additionally, other shareholders with Non-Dilution rights received 99,196,785 shares. A total of 196,833,397 new common shares being issued.

September 30, 2009 the issuance of the shares below to retire debt triggered non-dilution protection. This action required the total issued share distribution to be increased to 74,420,999 common shares.

September 30, 2009 the company issued 7,500,000 restricted common shares from Treasury to retire a debt owing to Worthington Financial Services, Inc. in the amount of \$75,000. Each share was exchanged at the rate of \$0.01 per share.

May 1, 2009 MDI Corporate Actions at Nasdaq approved issuers request for a 100:1 reverse split. The split was effective May 1, 2009. Issuer’s trading symbol was changed to LUDG with CUSIP number 54973P 20 3.

February 8, 2006 Ludwig Enterprises, Inc. (a Kentucky corporation) incorporated Ludwig Enterprises, Inc. (a Nevada corporation) as a wholly owned subsidiary.

March 28, 2006 the company, through a Plan of Merger, merged the Kentucky corporation into its’ wholly owned Nevada Subsidiary, reversed the subsidiary to the parent and dissolved the Kentucky corporation.

March 28, 2006 the company increased its authorized shares to 75,000,000 and authorized a 60,000 to 1 forward split.

April 1, 2006 the company entered into an agreement with Compress Technologies, Inc. The company received certain license rights to deploy and utilize FM-SCA technology in the United States, Canada and Mexico. The agreement in part is a technology exchange between the parties.

**6. ANY DEFAULT OF THE TERMS OF ANY NOTE, LOAN, LEASE, OR OTHER INDEBTEDNESS OR FINANCING ARRANGEMENT REQUIRING THE ISSUER TO MAKE PAYMENTS.**

NONE

**7. ANY CHANGE IN CONTROL.**

From the company's inception to this date Worthington Financial Services, Inc. has held controlling interest in the company. Worthington Financial Services Inc owns approximately 50+% of the Issuer's issued shares. Worthington Financial Services, Inc. or its representatives do not hold any seat on the company's Board of Directors nor hold any position as a manager or officer.

**8. ANY INCREASE IN 10% OR MORE OF THE SAME CLASS OF OUTSTANDING EQUITY SECURITIES.**

June 29, 2012 Worthington Financial Services, Inc. and Issuer terminated their join Lock-up/Leak-out agreement with non-dilution protection.

June 29, 2012 Worthington Financial Services, Inc. exchanged \$100,000 of debt owed to it for Ludwig common shares at par being equal to 100,000,000 common shares.

March 5, 2012 The company executed a proportions 350:1 split. Worthington Financial Services, Inc. maintained it proportional ownership approximating 60% of the issued shares.

July 6, 2011 Effective Date of reverse split referenced below

July 5, 2011 Board of Directors voted unanimously, after the effective date, to exchange \$62,500.00 of Worthington Financial Service, Inc. debt for common shares at par value. With its acquisition of 62,500,000 common shares on July 5, 2011 Worthington Financial Services Inc currently owns 60% of the issued shares. Worthington Financial Services, Inc. or its representatives do not hold any seat on the company's Board of Directors nor hold any position as a manager or officer.

April 28, 2010 The Board of Directors of Issuer and New World Global, Inc. entered into a "debt for equity exchange" of \$20,000.00 for 20,000,000 restricted common shares of Issuer.

This action triggered Non dilution rights of Issuer's largest shareholder, Worthington Financial, Inc. resulting in 77,636,612 additional shares being issued to Worthington. Additionally, other shareholders with Non-Dilution rights received 99,196,785 shares. A total of 196,833,397 new common shares being issued.

September 30, 2009 the issuance of the shares below to retire debt triggered non-dilution protection on 546,650 common shares. This action required the total issued share distribution to be increased to 74,421,000.

September 30, 2009 the company issued 7,500,000 restricted common shares from Treasury to retire a debt owing to Worthington Financial Services, Inc. in the amount of \$75,000. Each share was exchanged at the rate of \$0.01 per share.

May 1, 2009 MDI Corporate Actions at Nasdaq approved issuers request for a 100:1 reverse split. The split was effective this date. Issuer's trading symbol was changed to LUDG with CUSIP number 54973P 20 3.

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During the Year Ending 2006 the company had (1) one stock split. Other than shares issued for splits no new shares were issued.

March 28, 2006 a proportional 60,000 to 1 reverse split increased issued shares from 1,000 to 60,000,000 issued shares. No shareholder experienced dilution.

\*\*\*\*\*

During the Year Ending December 31, 2008 and for the prior 10 years:

NO NEW SHARES WERE ISSUED – no change

\*\*\*\*\*

**9. DESCRIBE ANY PAST, PENDING OR ANTICIPATED STOCK SPLIT, STOCK DIVIDEND, RECAPITALIZATION, MERGER, ACQUISITION, SPIN-OFF, OR REORGANIZATION.**

June 29, 2012 Issuer's Board of Directors created a pool of 35,000,000 Ludwig common share to be issued as "Options" to management, officers, directors or others as management may

deem necessary to entice new employees/ officers / or directors. Recipients will pay par value share of common stock at the time of the exchange. One option may be exchanged for one common share.

June 29, 2012 Worthington Financial Services, Inc. and Issuer terminated their join Lock-up/Leak-out agreement with non-dilution protection.

June 29, 2012 Worthington Financial Services, Inc. exchanged \$100,000 of debt owed to it for Ludwig common shares at par being equal to 100,000,000 common shares.

June 29, 2012 Worthington Financial Services, Inc. exchanged \$100,000 of debt owed to it for its first license payment of the territory of Canada.

April 26, 2012 Debt for Equity Exchange \$20,000 for 2,000,000 common shares. This action triggered certain non-dilution rights.

The exchange of debt for equity does not require Standard and Poors (S&P) issuance of new CUSIP number and as such the Depository Trust Corporation (DTCC) has instructed Issuer that a debt for equity exchange would not constitute a corporate action. Worthington Financial Services, Inc., owned, prior to the time of the hoped for debt for equity exchange, a controlling position holding approximating 60% of the total issued shares. This percentage is expected to continue should the debt for equity exchange be completed.

March 5, 2012 Effective date of 350:1 reverse fully proportional split.

February 16, 2011 Ludwig Enterprises, Inc. Board of Directors recommended a Reverse Stock Split of one hundred to one (100:1) for its sole class of stock. The Board of Directors met (02/16/2012) and voted to recommend the action. A special shareholders meeting was held (02/16/2012) consisting of shareholders holding in excess of 50%+ of the company's stock, the action was voted on and approved. The effective date to be March 3<sup>rd</sup> or as approved by DTC.

July 5, 2011 Board of Directors voted unanimously, after the effective date, to exchange \$62,500.00 of debt for common shares at par value. This action triggered non-dilution rights on 223,046,752 (pre split) shares due to lock-up leak-out agreements.

The effective date of the reverse split to be July 6, 2011.

June 21, 2011 Ludwig Enterprises, Inc. Board of Directors announces a Reverse Stock Split of one hundred to one (100:1) for its sole class of stock. The Board of Directors met (06/20/2011) and voted to recommend the action. A special shareholders meeting was held (06/20/2011) consisting of shareholders holding in excess of 50%+ of the company's stock, the action was voted on and approved with the effective date to be July 5<sup>th</sup> 2011 at 12:01 AM.

The Reverse Split is proportional. No rights of any shareholder will be altered or diminished. All fractional shares resulting from the split will be rounded up to the nearest whole number. This action will result in a decrease of the issued number of shares from 271,254,396 to approximately 2,713,108 common shares.

April 28, 2010 The Board of Directors of Issuer and New World Global, Inc. entered into a "debt for equity exchange" of \$20,000.00 for 20,000,000 restricted common shares of Issuer. This action triggered Non dilution rights of Issuer's largest shareholder, Worthington Financial, Inc. resulting in 77,636,612 additional shares being issued to Worthington. Additionally, other shareholders with Non-Dilution rights received 99,196,785 shares. A total of 196,833,397 new common shares being issued.

April 26, 2010 The Secretary of State of Nevada approved Issuer's request to increase its authorized number of shares to 500,000,000.

March 1, 2010 - Shareholder at their 2010 Annual meeting voted to increase the number of authorized shares to 500,000,000 shares.

September 30, 2009 the issuance of the shares below to retire debt triggered non-dilution protection on 546,650 common shares. This action required the total issued share distribution to be increased to 74,421,000.

September 30, 2009 the company issued 7,500,000 restricted common shares from Treasury to retire a debt owing to Worthington Financial Services, Inc. in the amount of \$75,000. Each share was exchanged at the rate of \$0.01 per share.

May 1, 2009 MDI Corporate Actions at Nasdaq approved issuers request for a 100:1 reverse split. The split was effective this date. Issuer's trading symbol was changed to LUDG with CUSIP number 54973P 20 3.

The company as of the time of this Statement Issuer does not anticipate any further stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganizations.

March 28, 2006 a proportional 60,000 to 1 reverse split increased issued shares from 1,000 to 60,000,000. No shareholder experienced dilution.

**10. ANY DELISTING OF THE ISSUER'S SECURITIES BY ANY SECURITIES EXCHANGE OR NASDAQ.**

NONE

**11. ANY CURRENT, PAST, PENDING, OR THREATENED LEGAL PROCEEDINGS OR ADMINISTRATIVE ACTIONS EITHER BY OR AGAINST THE ISSUES THAT COULD HAVE A MATERIAL EFFECT ON THE ISSUER'S BUSINESS, FINANCIAL CONDITION, OR OPERATIONS.**

NONE

**8B. BUSINESS OF THE ISSUER.**

Target Marketing Broadcasting (TMB) in conjunction with digital broadcasting is the newest and most revolutionary concept in "Consumer Specific Broadcasting."

Ludwig Enterprises, Inc. ("Ludwig") can insert (50) fifty new digital voice signals into a broadcaster's spectrum. And before you ask, yes it requires the listener to utilize a new type of receiver.

Ludwig proposes to enter into agreements with multiple U.S. Broadcasting stations or networks with spectrum in as many markets as possible. For discussion, let us assume the top 50 U.S. markets. With minor modifications to the existing transmitter site and no changes in FCC licensing this existing new broadcasting network could allow Ludwig to broadcast non-competing formats in addition to a broadcaster's current content. Ludwig proposes to offer "Specialized Programming" such as 7/24 broadcasts in Chinese, Pakistani, Russian, and about forty other languages plus classical, jazz, new age music as well as old time radio serials and what has commonly come to be know as the "radio reader" – books being read over the radio.

The listener will be required to purchase a new receiver designed by Ludwig and its technology provider. The receiver is designed to be two ways. The receiver, as currently designed, will utilize a (GPS) global positioning system and a 2-way text transmitter. The listener's daily sections will be stored and once a day the GPS location and duration and channels listened to will be sent (similar to sending a short text message) to a national

chain of transceivers for termination into Ludwig's centralized database.

**1. THE ISSUER'S PRIMARY AND SECONDARY SIC CODES:**

Primary –COMPUTER INTEGRATED SYSTEM DESIGNS  
[7373]

Secondary – RADIOTELEPHONE COMMUNICATIONS  
[4812]

**2. IF THE ISSUER HAS NEVER CONDUCTED OPERATION, IS IN THE DEVELOPMENT STAGE, OR IS CURRENTLY CONDUCTING OPERATIONS.**

The company is and has been engaged in furtherance of its technologies for "The One" radio.

During the years 1988 to the mid 1990's the company was active in the Radio Paging and Broadcast Industry. Under "Generally Accepted Accounting Principles" the company has no prior year's history so it is therefore a "development stage company" but the company through its acquisition of a "Technology License" for FM-SCA is "currently conducting operations."

The assets of the company included, but are not limited to, acquisition of technology and license rights. The above assets are the foundation of the present and future for the company.

**3. IS OR HAS THE COMPANY BEEN A SHELL COMPANY?**

No

**4. STATE THE NAMES OF ANY**

- a) PARENT,**
- b) SUBSIDIARY, OR**
- c) AFFILIATE OF THE ISSUER, AND**
- d) DESCRIBE ITS BUSINESS PURPOSE,**
- e) ITS METHOD OF OPERATION,**
- f) ITS OWNERSHIP, AND**
- g) WHETHER IT IS INCLUDED IN THE FINANCIAL STATEMENTS ATTACHED TO THIS DISCLOSURE DOCUMENT.**

- a. The company has no parent
- b. The company has no subsidiaries.

- c. The company has no affiliates.
- d. Not Applicable
- e. Not Applicable
- f. Not Applicable
- g. Not Applicable

**5. THE EFFECT OF EXISTING OR PROBABLE  
GOVERNMENTAL REGULATIONS ON THE BUSINESS.**

The company currently has no governmental regulation of its business operations and does not expect any in the foreseeable future.

**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 THE  
CUSTOMERS.**

During 2011 management of the company has spent approximately 800 hours of time in development of products. The company had no customers.

During 2010 management of the company has spent approximately 1,200 hours of time assisting in the development of products. These efforts have resulted in issuance of a patent from the US Patent and Trademark Office

The above engineering costs are indirect costs and are not expected to directly influence costs to the Customer.

**7. COSTS AND EFFECTS OF COMPLIANCE WITH  
ENVIRONMENTAL LAWS (FEDERAL, STATE AND  
LOCAL).**

The company has not and does not expect to be impacted or affected in any manner by environmental laws or regulations.

**8. TOTAL NUMBER OF EMPLOYEES AND NUMBER OF FULL  
TIME EMPLOYEES.**

As of the date of this Statement the company has a staff of (3) three persons, Jean Cherubin, Patrick Greenish and Bohdan Stryzak.

Staffing is expected to grow over the next two years to approximately 25 persons.

**ITEM 9. THE NATURE OF PRODUCTS OR SERVICES OFFERED.**

**PRODUCT APPLICATIONS:**

Ludwig proposes to enter into agreements with multiple U.S. Broadcasting stations or networks with broadcast spectrum in as many markets as possible. For discussion, let us assume the top 50 U.S. markets. With minor modifications to the existing transmitter site and no changes in FCC licensing this existing broadcasting network could allow Ludwig to broadcast non-competing formats in their surplus spectrum. Ludwig proposes to offer “Specialized Programming” such as 7/24 broadcasts in Chinese, Pakistani, Russian, and about forty other languages plus classical, jazz, new age music as well as old time radio serials and what has commonly come to be know as the “radio reader” – books being read over the radio.

Ludwig is not attempting to gain a large market audience on any one channel but rather a small penetration in each of the 50+ markets on each of the 50 different channels simultaneously. Ludwig acknowledges that the listenership, for example, in Arabic may not be significant in Miami but it may be large in Dearborn, Michigan a suburb of Detroit. In aggregate the pooled Arabic listenership from 50+ stations will be significant. Multiply the number of pooled Arabic listeners nationwide with the pooled number of other ethnic listeners and **Ludwig expects to reach 1.25 Million receivers within two years.** A significantly higher number could be reached with additional funding.

**A. PRINCIPAL PRODUCTS OR SERVICES AND THEIR MARKETS.**

Ludwig proposes to offer “Specialized Programming” such as 7/24 broadcasts in Chinese, Pakistani, Russian, and about forty other languages plus classical, jazz, new age music as well as old time radio serials and what has commonly come to be know as the “radio reader” – books being read over the radio.

**B. DISTRIBUTION METHODS OF THE PRODUCTS OR SERVICES.**

The central distribution facility for Ludwig will be a large “Data

Based Operation.” All programming will be converted to “Internet Protocol” and transmitted to the proposed 50+ transmission sites over dedicated or “Virtual Private Networks” over the Internet. Large Internet servers will receive and store programs and advertisements at each transmitter site. It is envisioned because of time variations, i.e. India to the U.S. East Coast is almost 12 hours. Many Indian programs if aired when received would have little listenership. Some programming from countries on the other side of the world will be received and stored on the hard-drives of the servers throughout the U.S. for delayed broadcast at a time listenership is available. The Network Control Center will also house Studio space for advertising creation and some syndicated broadcasts.

The Network Control Center (NOC) will be, for the most part, a very large Data Facility. Multiple Internet Fiber Optic Cables will be connected for primary and redundant transmission. The NOC will also interconnect to the Market Research company that gathers daily listener information.

For redundancy, Ludwig will have (2) two NOCs. The primary NOC being in Miami, Florida. The secondary NOC location is proposed in Los Angeles, CA. The two locations will be connected by multiple high speed – high capacity fiber optic cables.

#### **C. STATUS OF ANY PUBLICLY ANNOUNCED NEW PRODUCT OR SERVICES.**

Ludwig Enterprises, Inc. is in the process of designing a new proprietary radio receiver to be utilized by the company’s listeners.

#### **D. COMPETITIVE BUSINESS CONDITIONS, THE ISSUER’S COMPETITIVE POSITION IN THE INDUSTRY, AND METHODS OF COMPETITION.**

The company does not believe it has any competition in its field. There are however (2) two companies that offer products that each in part offer some of Ludwig’s products. The companies are iBiquity Digital Corporation (a privately held corporation) and the unified Sirius Satellite Radio (NASD SIRI) and XM Satellite Radio Inc. (NASD XMSR) networks.

Sirius / XM Radio are subscriber or fee based radio networks; that is they charge a monthly fee to listen to their broadcasts. Ludwig

does not charge a monthly fee but creates revenue from advertising. Sirius / XM Radio do not target ethnic markets other than Spanish; Ludwig primarily targets non-English and non-Spanish speaking markets.

IBiquity Radio is “in essence an intellectual property company” (Washington Post.com February 28, 2005). Their thrust is not operations. Ludwig is both the developer and content provider or manager for long-term operations.

**E. SOURCES AND AVAILABILITY OF RAW MATERIALS AND THE NAMES OF PRINCIPAL SUPPLIERS.**

Initial license rights for the underlying technology were acquired from Compress Technologies Inc. Since that time the company has developed and patented its own proprietary technology. The base technology is a combination of software and hardware. In addition to the base technology the finished receiver units will include proprietary software and hardware designs from Servicio Digital S.A. de C.V. These technologies will allow Ludwig to provide its advertisers with near real time analysis of the number of listeners and a statistical demographic description of the typical listener. Because both of these suppliers are providing software and technology it appears that there should be unlimited supply of raw materials. The radio receivers themselves, upon final design, will be subcontracted to multiple manufacturers.

**F. DEPENDENCE ON ONE OR FEW MAJOR CUSTOMERS.**

The product will be marketed to a projected market of 1.25 million persons. No one person should have any impact or control as a customer.

**G. PATENTS, TRADEMARKS, LICENSES, FRANCHISES, CONCESSIONS, ROYALTY AGREEMENTS, OR LABOR CONTRACTS, INCLUDING THEIR DURATION.**

April 25, 2012 U.S. Patent and Trademark Office awarded Ludwig Enterprises patent # 8,166,190 Method and system for multiple data channel transfer using a single data stream.

July 15, 2009 filings were sent to the US Patent and Trademark Office as required.

The company filed US Provisional Application Serial Number 61/134/920 on July 15, 2008 regarding its proprietary technology.

The company received a Right to Use from Compress Technologies, Inc. including WPSK Patent application 10/062,030 pending, 3PRK US 6,445,737 Digital Modulation Device In a System and Method Using the same provisional patent filed September 3, 2002 and MSB Provisional Patent #60/420,239 filed May 19, 2002. The right to use the license for the above remains in effect during the life of each respective patent. The company also has a right to use agreement with Servicio Digital S.A. de C.V. for its technology which at this time is considered proprietary and secret for it remains underdevelopment and has not applied for nor been awarded U.S. or foreign patent protection and may not apply for such.

**H. THE NEED FOR GOVERNMENTAL APPROVAL OF PRINCIPAL PRODUCTS OR SERVICES. DISCUSS THE STATUS OF ANY REQUESTED GOVERNMENTAL APPROVALS.**

The Target Market Radio technologies while not appearing to be directly subject to regulation may be used on various transmission modes that are in fact regulated by the Federal Communications Commission.

**ITEM 10. THE NATURE AND EXTENT OF THE ISSUER'S FACILITIES.**

The company's mailing address is 1702 "A" Street # C, Sparks, Nevada 89431. The company owns no real estate. The company rents a small co-op engineering office in Miami, Florida for the sum of \$425/mo.

**ITEM 11 (A): OFFICERS DIRECTORS AND ADVISORS:**

**A1) EXECUTIVE OFFICERS:**

NOTE: September 30, 2012 Mr. John Guy Resigned his position as CFO for personal reason unrelated to the company.

<u>Name</u>	<u>Position</u>	<u>Other Affiliations</u>	<u>Compress Common Shares</u>
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Jean Cherubin	COB	President Choice One, Inc.	Options Awarded 4,000,000
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President WAVS Radio  
President Alliance Broadcasting Network

Patrick Greenish	CEO	Pres Bridge International, Inc.	Options Awarded 12,000,000
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Bohdan Stryzak	Engineering Project Manager		Options Awarded 2,000,000
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All Officers and Directors may be reached at Ludwig Enterprises, Inc., 1702 "A" Street # C-350, Sparks, NV., 89431

**A2) MEMBERS OF THE BOARD OF DIRECTORS:**

	Affiliations	Compensation	Options Held
Jean Cherubin, Chairman	See Above	\$1.00/yr.	See Above
Patrick Greenish, Director	See Above	\$1.00/yr.	Above
Frank Merklein, Director	Retired	\$1.00/yr	250,000

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Effective September 30, 2012 Mr. Jack Guy resigned his positions as Chief Financial Officer and Director for personal reasons unrelated to Issuer. The company accepted the resignation effective that date.

**OFFICERS AND DIRECTORS INFORMATION - DETAIL**

**Mr. Jean Cherubin**  
Chairman of the Board

Business Address: 1510 N.E. 162<sup>nd</sup> Street, Miami, Florida, 33162

Mr. Cherubin has ownership interest in various U.S. radio stations. He is president and chief operating officer of broadcast facilities specializing in Haitian and Jamaican broadcasting. In addition to his involvement with radio he has founded and operated several telecommunication companies providing voice and Internet

services.

2005- present	Owner/Manager WSRF Radio
2005-present	Owner/Manager Niche Radio, Inc.
2004-present	President Alliance Broadcasting, Inc.
2004-present	President WAVS Radio
1997-2004	President Haiti Antennas Plus
1997-present	President USA Telephone, Inc. aka Choice One Telephone
1994-1997	President Pan American Network Services, Inc.
1991-1994	President Tele-Pass Communications, Inc.

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**Mr. Patrick Greenish**

CEO / Director

Business Address: 1 Jane Appleton Way, Hampton, NH, 03842

**CONSULTANT, INTERNATIONAL BUSINESS**

Four direct reports – Director of Sales, Director of Operations, Director of Software Development, Manager of Finance, six indirect reports, \$2 million budget.

**PRESIDENT / FOUNDER**

Three direct reports – Vice President of Operations, Vice President of Sales, Chief Financial Officer, 35+ indirect reports.

Founded successful telecom business and concentrated on general business management, operations, strategic leadership, revenue development, and Profit & Loss management. Specific activities included operations, international sales and marketing, high-level sales negotiations, strategic and tactical planning, and new business development.

**VICE PRESIDENT, INTERNATIONAL FEDERAL EXPRESS**

- Accepted challenge to build a new international division to focus on implementing voice and data services in support of a mission to internationally expand the business. Built global division to 120 staff.
- Established a subsidiary organization with 35+ staff (FedEx ITC) that earned an FCC license to provide 214 international record carrier services. Team supported a new service (ZapMail) that promoted \$3.4 million.
- Negotiated operating agreements with 11 countries regarding the provisioning of high speed switched data and private line services. Effort triggered \$13M yearly revenues.
- Set up high-speed data switching services, EDI, and customs interface application products.

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Bohdan Stryzak  
Chief Engineer – Project Manager

Business Address: 1701 “A” Street, Sparks, NV., 89431

\*\*\*\*\*

Mr. Frank Merklein, retired (dob 1923) Director

Business Address 4519 Brandywine Dr., Boca Raton, Florida

During his career Mr. Merklein served as VP of Television Bureau Advertising (TV Trade Association), Director International TV projects for Time-Life Broadcasting (now Time Warner - NYSE:TWX), Director Cable TV for United Artist Theaters (now Regal Entertainment Group - NYSE:RGC) and vice president of 20<sup>th</sup> Century Fox for cable and satellite operations ( now part of NYSE:NWS). During Mr. Merklein’s 40+ years experience he has worked with the FCC to develop broadcast standards, created broadcast facilities for the US State Department in Western Europe, built broadcast facilities in Pakistan, Jordan, Saudi Arabia assisted with Time’s first station in Rio DeJaniero as well as other broadcast facilities in Guam, India, Holland, Algeria, Greece, American Samoa as well as the U.S. He started the cable television build out of Brookhaven, New York, which today is the centerpiece of one of the largest systems in the U.S.

In addition to his many other achievements he was issued a FCC First Class License, received a pilot’s license and was attached to the Flying Tigers Unit in India and China with numerous commendations.

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Effective September 30, 2012 Mr. Jack Guy resigned his positions as Chief Financial Officer and Director for personal reasons unrelated to Issuer. The company accepted the resignation effective that date.

**(B) LEGAL AND DISCIPLINARY HISTORY:**

IN THE PAST FIVE YEARS, TO THE BEST OF THE COMPANY’S KNOWLEDGE, NONE OF THE ABOVE REFERENCED PERSONS HAVE BEEN THE SUBJECT OF ANY OF THE FOLLOWING:

1. A CONVICTION IN A CRIMINAL PROCEEDING OR NAMED AS A

DEFENDANT IN A PENDING CRIMINAL PROCEEDING (EXCLUDING TRAFFIC VIOLATIONS AND OTHER MINOR OFFENSES);

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;

3. A FINDING OR JUDGMENT BY A COURT OF COMPETENT JURISDICTION (IN A CIVIL ACTION), THE SEC, THE CFTC, 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

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.

**(C) DISCLOSURE OF CERTAIN RELATIONSHIPS:**

There are no relationships existing among and between the issuer's officers, directors and shareholders.

There are no relationships or affiliations among or between the shareholders and the company, its present officers and directors, and other shareholders except as is stated herein.

**(D) DISCLOSURE OF RELATED THIRD PARTY TRANSACTIONS:**

Thomas Terwilliger is not and officer, director, affiliate, control party or underwriter of Issuer. Thomas Terwilliger individually or through one or more related company(s) holds loans approximating **\$130,000**. Such amount and terms being noted in the body and in footnotes of Issuer's financial documents attached hereto. Issuer has not and was not required to pay principal repayment during 2012. Interest has been accruing at 8.5% per annum. The note is secured solely by the good faith and credit of Issuer. Accrued interest payable is not shown on Issuer financial reports for those documents utilize a cash basis accounting method.

**(E) DISCLOSURE OF CONFLICTS OF INTEREST:**

None are known

**ITEM 12. THE ISSUER'S MOST RECENT BALANCE SHEET AND PROFIT AND LOSS AND RETAINED EARNINGS STATEMENTS.**

(A) The company's balance sheet and statement of income and expenses and other related statements including a statement of cash flow and a statement of changes in stock equity dated December 31, 2012 is included and attached hereto by reference and are set forth on Exhibit "A."

(A2) A Certification by the company's Chief Executive Officer relative to such balance sheet and statement of income and expenses and other related items is so stated on Exhibit "A."

The financial statements requested pursuant to this item shall be prepared in accordance with generally accepted accounting principals (GAAP) by persons with sufficient financial skills.

**ITEM 13. SIMILAR FINANCIAL INFORMATION FOR SUCH PART OF THE TWO PRECEDING YEARS AS THE ISSUER OR ITS PREDECESSOR HAS BEEN IN EXISTENCE.**

Financial Information for year ending December 31, 2011 is included and incorporated by reference and may be found at [www.otcmarts.com](http://www.otcmarts.com) under the tab labeled "filings" and designated by the file name Annual Report – 2011 Annual Financial Report.

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Financial Information for year ending December 31, 2010 is included and incorporated by reference and may be found at [www.otcmarts.com](http://www.otcmarts.com) under the tab labeled "filings" and designated by the file name Annual Report – 2010 Annual Financial Report.

The financial statements requested pursuant to this item shall be prepared in accordance with generally accepted accounting principals (GAAP) by persons with sufficient financial skills.

**ITEM 14. BENEFICIAL OWNERS:**

From the company's inception to current Worthington Financial Services, Inc. (Worthington) has held controlling interest in the company currently approximating 50+% of the issued shares.

March 5, 2012 Worthington's total shares issued were, as were all others, proportionately reduced by a reverse split. Worthington continues to own approximately 60% of the currently issued shares.

July 6, 2011 Worthington Financial Services, Inc exchanged \$62,500 of debt to 62,500,000 post 2011 reverse split common shares. Worthington Financial Services, Inc. had purchased prior shares restricted common shares that were subject to lock-up leak –out provisions and non-dilution rights. Post 2011 reverse split those shares equaled 149,580,100 post 2011 reverse split shares. Worthington Financial Services, Inc. or its representatives do not hold any seat on the company's Board of Directors nor hold any position as a manager or officer. Worthington Financial Services Shares are under a voluntary Lock Up Leak Out agreement. Worthington Financial Inc.'s registered agent is Emmerita Anderson, P.O. Box 971-350C, Reno, NV., 89504.

**ITEM 15. NAME, ADDRESS, TELEPHONE NUMBER AND E-MAIL ADDRESSES OF THE FOLLOWING:**

- 1) INVESTMENT BANKER,**
- 2) PROMOTERS,**
- 3) COUNSEL,**
- 4) ACCOUNTANT,**
- 5) PUBLIC RELATIONS CONSULTANT,**
- 6) INVESTMENT RELATIONS,**
- 7) ANY OTHER ADVISOR(S) THAT ASSISTED, ADVISED, PREPARED, OR PROVIDED INFORMATION WITH**

**1) INVESTMENT BANKER:**

NONE

**2) PROMOTERS:**

NONE

**3) COUNSEL:**

Frank Yates, Jr., Esq.  
4602 Southern Parkway  
Suite 2A  
Louisville, Kentucky 40214  
FrankYates@att.net  
Tel (502) 361 8422  
Fax (502) 361 8421

Cell (502) 797 6861

**4) ACCOUNTANT:**

Ronald La Duke, CPA  
1702 A Street # C-350  
Sparks, NV., 89431

**5) PUBLIC RELATIONS CONSULTANT:**

Warren White  
3346 Ronald St.  
Deltona, FL., 32738  
Telephone 407-682-2001  
e-mail: FEC2010@yahoo.com  
Tel (386) 216 5248  
Fax (321) 234 0292

**6) INVESTMENT RELATIONS:**

SAME AS PUBLIC RELATIONS;

**7) OTHER ADVISOR(S)**

NONE

**ITEM 16: MANAGEMENT DISCUSSION OF OPERATIONS:**

**A. PLAN OF OPERATIONS:**

Fiscal Year 2012: The nation and Issuer were together these past years. During this and last fiscal year Issuer received limited income. Debt in 2012 has been reduced through debt for equity exchanges.

Issuer has cut all possible costs. Directors are working for \$1.00 per year. Offices have been minimized to reduce non-engineering or non-financial expenses. The company intends on maintaining a staff of (2) two paid persons. All other technical or financial persons will be retained on an "as needed basis".

Based upon current expenses Issuer has sufficient funds to proceed through 2013 without additional funding. Issuer is actively seeking alternative sources of new capital to extend this time period.

The company does not plan on hiring or utilizing any other full time staff. The Company does not foresee any major expenses arising during 2013.

During fiscal year 2013 Issuer will continue to develop its radio receiver and digital

distribution network. Issuer believes a significant amount of the pre-deployment engineering and design will be accomplished in the second quarter.

**C) OFF BALANCE SHEET ARRANGEMENTS:**

NONE

**ITEM 17: SECURITY OFFERING AND SHARES ISSUED IN PAST TWO YEARS:**

Issuer has not offered either a private placement or public offering of any stock since 1998. The only shares issued in the past two years were A) debt to equity exchanges dated June 29, 2012, April 26, 2012, July 5, 2011, April 28, 2010 and September 30, 2009 for 62,500,000, 20,000,000 and 7,500,000 restricted post 2011 reverse split common shares respectively and B) during fiscal year 2007 825,000 (pre 100:1 split) shares were sold to officer, directors and consultants of Issuer. These shares were sold at \$0.001 par value. These shares are restricted. These amounts will remain proportional but will be changed to reflect the March 5<sup>th</sup> 2012 split. June 29, 2012 Worthington Financial Services, Inc. exchanged \$100,000 of debt owed to it for Ludwig common shares at par being equal to 100,000,000 common shares. April 26, 2012 Debt for Equity Exchange \$20,000 for 2,000,000 common shares. This action triggered certain non-dilution rights.

The above shares bear the legend stating that the shares have not been registered under the Securities Act and references the restriction on transferability and sale of the shares under the Securities Act.

The afore stated does not include shares required to be issued to cover non-dilution.

**ITEM 18: MATERIAL CONTRACTS:**

- A) Issuer has entered into no contracts that were outside the ordinary course of business.
- B) Issuer has entered into no management contracts which would result in any options, rights, warrants, pension or retirement benefits or profit sharing with anyone.

**ITEM 19: ARTICLES OF INCORPORATION AND BY LAWS:**

Issuer's By-Laws are attached by reference and are incorporated herein. The By-Laws may be found at [www.otcm Markets.com](http://www.otcm Markets.com) -- go to filings -- search for Corporate By-Laws.

**ITEM 20: PURCHASE OF EQUITY SECURITIES BY ISSURE AND AFILLIATED PURCHASERS:**

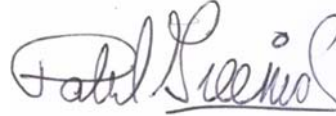
NONE

**ITEM 21: ISSUER'S CERTIFICATION:**

I, Patrick Greenish, certify that:

- 1) I have reviewed this Statement of Material Change and this statement does not contain any untrue statement of material fact or omit to state a material fact necessary to make the statements made, in the light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
- 2) Based upon 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 flow of the issuer as of, the periods presented in this disclosure statement.

Dated: February 04, 2014



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Patrick Greenish, CEO

LUDWIG ENTERPRISES, INC.  
(A Development Stage Company)  
BALANCE SHEET  
Year End  
December 31, 2013

*ASSETS:*

**Current Assets:**

Cash General Account	\$ 321.44	
Ready Access Account	\$ 4,642.05	
Total Current Assets:		<u>\$ 4,963.49</u>

**Fixed Assets:**

Total Fixed Assets:	\$0
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**Other Assets:**

Organizational cost	\$1,000.00	
Patents	\$14,785.00	
Total Other Assets:		<u>\$15,785.00</u>

**TOTAL ASSETS:** **\$ 20,748.49**

*LIABILITIES:*

**Current Liabilities:**

Short Term Note Payable	\$ 0.00	
Total Current Liabilities		<u>\$ 0.00</u>

**Long Term Liabilities**

Notes Payable New World Global	\$ 4,642.05	
Notes Payable Worthington Fin Srv	\$101,194.30	
Note Payable Patron, Corp.	\$ 50,732.58	
Total Long Term Liabilities:		<u>\$156,568.93</u>

**Total Liabilities:** \$156,568.93

**Stockholder's Equity:**

Retained Earnings	-\$468,005.17
Net Income	\$ -6,140.27

Paid in Capital	\$277,500.00
Opening Stock Par	\$ 1,000.00
Paid in Excess of Par	\$ 59,825.00

Reduction in Treasury Stock	-\$3,533.57
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**Total Capital:** -\$135,820.44

**TOTAL LIABILITIES AND STOCKHOLDER EQUITY:** **\$ 20,748.49**

LUDWIG ENTERPRISES, INC.  
(A Development Stage Company)  
INCOME AND RETAINED EARNINGS  
Year End  
December 31, 2013

**Income:**

Revenue: \$ 0.00

**Total Income** \$ .00

**Operating Expenses:**

Operational Expenses \$6,140.27

**Total Operating Expenses:** \$ 6,140.27

**Net Income** \$ 6,140.27

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LUDWIG ENTERPRISES, INC.  
(A Development Stage Company)  
STATEMENT OF CASH FLOW  
Year End  
December 31, 2013

Cash flows from operating activities

Net Income:

Net Cash from Operations:	\$ 0.00
Cash in Bank	\$ 321.44
Ready Access Account	<u>\$ 4,642.05</u>
Ending Net Cash Available for Operations	\$ 4,963.49
Starting Net Cash Available	\$ 4,963.49
Net Increase/Decrease Cash	\$ 0.00
<u>Cash or Cash Equivalent End of Period</u>	<u>\$4,963.49</u>

LUDWIG ENTERPRISES, INC.  
(A Development Stage Company)  
STATEMENT OF CHANGES IN SHAREHOLDER EQUITY  
Year End  
December 31, 2013

	<u>Capital Stock</u>	<u>Capital Surplus</u>	<u>Total Capital Stock &amp; Surplus</u>	<u>Treasury Stock</u>	<u>Retained Earnings</u>	<u>Shareholder's Equity</u>
Beginning Jan. 1, 2012 Starting						
Common Stock	\$1,000	\$337,325	\$338,325		-\$468,005	-\$129,680
Common Stock Issued (debt exchange)						
Shares Returned to Treasury						
Net Income					-\$ 6,140	
Debt/Equity Exchange						
Less Dividends						
Ending Common Stock	\$1,000	\$337,325	\$338,325		-\$474,145	-\$135,802

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LUDWIG ENTERPRISES, INC.  
(A Development Stage Company)  
NOTES TO FINANCIAL STATEMENTS  
Year End  
December 31, 2013

NOTE A – 1988 -Ludwig Enterprises was incorporated and issued 1,000 common shares at \$1.00 per share.

NOTE B – February 8, 2006 - Ludwig Enterprises, Inc. a Nevada corporation was formed and capitalized at 75,000,000 authorized shares with 1,000 shares issued.

NOTE C – March 28, 2006 - Ludwig Enterprises, Inc. of Kentucky merged with its wholly owned Nevada subsidiary, the subsidiary survived and becoming the parent. The Kentucky corporation was dissolved.

NOTE D - March 28, 2006 - Immediately following Ludwig Enterprise, Inc. of Kentucky's merger into its Nevada subsidiary the company issued a 60,000 to 1 reverse split changing the issued shares from 1,000 common shares to 60,000,000 common shares.

NOTE E – 1988 to February 25, 2007 - the Company had 544 shareholders. February 25, 2007 five (5) additional shareholders were added to the shareholder list for a total of 549 total shareholders of record.

NOTE F - February 25, 2007 - the company issued a total of 825,000 restricted shares to five individuals for services rendered.

NOTE G – September 30, 2009 7,500,000 treasury shares were sold at \$.01 per share

NOTE H - May 1, 2009 MDI Corporate Actions at Nasdaq approved issuers request for a 100:1 reverse split. The split was effective this date. Issuer's trading symbol was changed to LUDG with CUSIP number 54973P 20 3

NOTE I – September 30, 2009 the company issued 7,500,000 restricted common shares from Treasury to retire a debt owing to Worthington Financial Services, Inc. in the amount of \$75,000. Each share was exchanged at the rate of \$0.01 per share.

NOTE J - September 30, 2009 September 30, 2009 the issuance of the shares below to retire debt triggered non-dilution protection on 546,650 common shares. This action required the total issued share distribution to be increased to 74,421,000.

NOTE K - April 28, 2010 The Board of Directors of Issuer and New World Global, Inc. entered into a “debt for equity exchange” of \$20,000.00 for 20,000,000 restricted

common shares of Issuer. This action triggered Non dilution rights of Issuer's largest shareholder, Worthington Financial, Inc. resulting in 77,636,612 additional shares being issued to Worthington. Additionally, other shareholders with Non-Dilution rights received 99,196,785 shares. A total of 196,833,397 new common shares being issued.

NOTE L - June 21, 2011 Ludwig Enterprises, Inc. Board of Directors announces a Reverse Stock Split of one hundred to one (100:1) for its sole class of stock. The Board of Directors met (06/20/2011) and voted to recommend the action. A special shareholders meeting was held (06/20/2011) consisting of shareholders holding in excess of 50%+ of the company's stock, the action was voted on and approved with the effective date to be July 5<sup>th</sup> 2011 at 12:01 AM.

The Reverse Split is proportional. No rights of any shareholder will be altered or diminished. All fractional shares resulting from the split will be rounded up to the nearest whole number. This action will result in a decrease of the issued number of shares from 271,254,396 to approximately 2,713,108 common shares.

NOTE M - July 5, 2011 Board of Directors voted unanimously to exchange \$62,500.00 of debt for common shares at par value. This action triggered non-dilution rights on 223,046,752 (pre split) shares due to lock-up leak-out agreements. July 6, 2011 was the effective date of reverse split.

NOTE N – January 5, 2012 Issuer's \$73,500 Line of Credit was cancelled. Issuer was subsequently able to acquire up to \$25,000 of short term funding from an alternate source to meet day-to-day expenses that tend to accelerate during the 1<sup>st</sup> Quarter of each year. It is Issuer's position, as soon as possible, to convert the short-term obligation into a long-term instrument.

NOTE O - March 5, 2012 Board of Directors and a majority of the shareholders voted and affirmed a 350:1 reverse split. Future balance sheets will be adjusted to reflect a modification to the number of issued shares.

NOTE P - April 26, 2012 Debt for Equity Exchange \$20,000 for 2,000,000 common shares. This action triggered certain non-dilution rights.

NOTE Q - June 29, 2012 Worthington Financial Services, Inc. and Issuer terminated their joint Lock-up/Leak-out agreement with non-dilution protection.

June 29, 2012 Worthington Financial Services, Inc. exchanged \$100,000 of debt owed to it for Ludwig common shares at par being equal to 100,000,000 common shares.

NOTE R - June 29, 2012 Issuer's Board of Directors created a pool of 35,000,000 Ludwig common share to be issued as "Options" to management, officers, directors or others as management may deem necessary to entice new employees/ officers / or directors. Recipients will pay par value share of common stock at the time of the exchange. One option may be exchanged for one common share.

## Basis of Accounting

The Corporation's policy is to prepare its financial statements on the accrual basis of accounting in accordance with principles generally accepted in the United States of America.

## Financial Statements

The financial statements and notes are representations of the Corporation's management who is responsible for their integrity and objectivity. The accounting policies conform to the basis of accounting defined above and have been consistently applied in the preparation of the financial statements.

## Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

## Property and Equipment

The Company owns no real property or equipment.

Personal property items (equipment and furniture) acquired by the Company are or will be recorded at cost. The property will be depreciated over its estimated useful life using the straight-line method with an estimated zero salvage value.

## Intangible Assets

The company holds certain license rights for the use of technology formerly held by Compress Technologies, Inc.'s (CTI) technologies those rights have been transferred to Thomas E. Terwilliger. Ludwig paid no cash for these rights. Ludwig and CTI exchanged a right to use of CTI's technology for a Ludwig technology currently being developed.

### NOTE K – Current Liabilities

Contingent and Conditional Current liabilities include the following:

The company has acquired certain license rights for the countries of Haiti, Canada, Mexico and the Caribbean. These rights have been sold and transferred to a third parties without recourse to the company. Although the company collects the license fee it is not responsible should the third party purchaser default.

## Line of Credit

The company entered into an agreement for a Cash Access Account in the amount of \$25,000. \$20,357.95 of the Credit Line was expended during the 1<sup>st</sup> Quarter 2012. \$4,642.05 remains available for operations. The line of credit is collateralized by future revenues of the company as well as patents/patents pending owned by Issuer. The interest rate is 15% annualized on funds withdrawn from the credit line. Borrowed funds plus interest are to be repaid within 6 months of the first draw. \$20,000 of the \$25,000 of borrowed funds have been converted to common stock in a debt for equity exchange.

## Sufficient Cash for Operations

Issuer has \$4,963 of cash or cash equivalents available. Its' current expenditures for the remainder of 2014 approximate \$500 per month. Based upon the current rate of consumption issuer should be able to operate for approximately (10) ten months without need for additional funding. Negotiations are in process with an additional funding source.