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

**Bell Buckle Holdings, Inc**

5660 Strand Court. Unit #107

Naples, FL 34110

[360-631-6022]

[www.bellbuckleholdings.com]

[info@bellbuckleholdings.com]

[SIC Code: 2033]

**Annual Report**

**For the Period Ending: December 31, 2019**  
(the "Reporting Period")

As of 10 /14/2020, the number of shares outstanding of our Common Stock was:

719,023,254

As of December 31, 2019, the number of shares outstanding of our Common Stock was:

719,023,254

As of December 31, 2018, the number of shares outstanding of our Common Stock was:

719,023,254

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

Yes:                      No: ☒ X

Indicate by check mark whether the company's shell status has changed since the previous reporting period:

Yes:                      No: ☒ X

Indicate by check mark whether a Change in Control of the company has occurred over this reporting period:

Yes                      No: ☒ X

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

In answering this item, please also provide any names used by predecessor entities and the dates of the name changes.

Bell Buckle Holdings, Inc. Incorporated on October 11, 2000 in the State of Delaware. On June 7, 2007 the Company filed to move the Certificate of Domestication and Articles of Incorporation to the State of Florida. The Company is Current and in Good Standing with the State of Florida. All the annual listings of current officers and directors for the company have been updated at the Florida Secretary of State.

Date of Incorporation: 10/11/2000

State of Delaware

The Corporation is in Good Standing with the State of Florida

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

Yes: No: X

If this issuer or any of its predecessors have been the subject of such proceedings, please provide additional details in the space below: None

## 2) Security Information

Trading symbol: BLLB  
Exact title and class of securities outstanding: Class A Common  
CUSIP: 077867109  
Par or stated value: .001

Total shares authorized: 5,000,000,000 as of date: 10/14/2020  
Total shares outstanding: 719,023,254 as of date: 10/14/2020  
Number of shares in the Public Float: 8,597,883 as of date: 10/14/2020  
Total number of shareholders of record: 127 as of date: 10/14/2020

*All additional class(es) of publicly traded securities (if any):*

Trading symbol: NONE\_\_\_\_  
Exact title and class of securities outstanding: \_\_\_\_\_  
CUSIP: \_\_\_\_\_  
Par or stated value: \_\_\_\_\_  
Total shares authorized: \_\_\_\_\_ as of date: \_\_\_\_\_  
Total shares outstanding: \_\_\_\_\_ as of date: \_\_\_\_\_

### Transfer Agent

Name: Transfer Online  
Contact: Carolyn Hall  
Phone: 503-227-2950 Email: [carolyn@transferonline.com](mailto:carolyn@transferonline.com), [info@transferonline.com](mailto:info@transferonline.com)

Is the Transfer Agent registered under the Exchange Act? Yes: X No:

Describe any trading suspension orders issued by the SEC concerning the issuer or its predecessors:  
**None.**

List any stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization either currently anticipated or that occurred within the past 12 months: We are currently looking at all opportunities in the future. We believe finding and good operating company in good standing would be in the best interests of our shareholders. The Board of Directors is currently looking at all options.

None

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### **3) Issuance History**

On June 7, 2007, Bell Buckle Holdings, Inc. filed its Articles of Domestication and Articles of Incorporation with the Florida Division of Corporations. The previous issuer; the predecessor corporation, Digital Color Print, Inc. (DCPI) was organized in 2000 as a Delaware Corporation. In June 2007, DCPI filed its Articles of Domestication with the State of Florida, changing its name to Bell Buckle Holdings, Inc. in addition to dissolving the Delaware corporation. Bell Buckle Holdings, Inc. then effectuated a 100 to 1 reverse stock split there was a control from the Board of Directors of DCPI to a new Board of Directors for Bell Buckle Holdings, Inc. In June 2006 did a 100 to 1 reverse when merged into Digital Color Print, Inc. As of Year, End 2018, 2019 and as of 10/14/2020 there are 127 shareholders of Record with 5,000,000,000 Authorized and 719,023,254 shares issued and outstanding.

The company has been dormant for several years and no material changes to the share issuance occurred and is documented and has been verified by the Transfer Agent for the Calendar Years 2018 and 2019 and as of the date of this information statement.

- **Changes to the Number of Outstanding Shares**

Check this box to indicate there were no changes to the number of outstanding shares within the past two completed fiscal years and any subsequent periods: NONE

Shares Outstanding as of Second Most Recent Fiscal Year End: <div style="text-align: right; margin-right: 50px;"><u>Opening Balance</u></div> Date <u>12/31/2017</u> Common: 719,023,254 Preferred: <u>None</u>			*Right-click the rows below and select "Insert" to add rows as needed.						
Date of Transaction	Transaction type (e.g. new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to (entities must have individual with voting / investment control disclosed).	Reason for share issuance (e.g. for cash or debt conversion) -OR- Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type
<u>None</u>	None								
_____	_____	_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____	_____	_____
Shares Outstanding on Date of This Report: <div style="text-align: right; margin-right: 50px;"><u>Ending Balance</u></div> <u>Ending Balance:</u> Date <u>12/31/2019</u> Common: <u>719,023,254</u> Preferred: <u>None</u>									

**Example:** A company with a fiscal year end of December 31<sup>st</sup>, in addressing this item for its quarter ended September 30, 2019, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2017 through September 30, 2019 pursuant to the tabular format above.

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

**No Changes to the Share Structure of the Company.**

• **Debt Securities, Including Promissory and Convertible Notes**

Use the chart and additional space below to list and describe all outstanding promissory notes, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer's equity securities.

Check this box if there are no outstanding promissory, convertible notes or debt arrangements: **None Due to the Statue of Limitations on Debt Obligations in the State of Florida, there are not any outstanding promissory, convertible notes and or debt arrangements.**

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g. Loan, Services, etc.)
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____

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

\_\_\_\_\_

#### 4) Financial Statements

- The following financial statements were prepared in accordance with:

U.S. GAAP  
IFRS

- The financial statements for this reporting period were prepared by (name of individual):

Name: Rachel Boulds, CPA  
Title: Independent CPA  
Relationship to Issuer: Corporate Bookkeeping and CPA

Provide the financial statements described below for the most recent fiscal year or quarter. For the initial disclosure statement (qualifying for Pink Current Information for the first time) please provide reports for the two previous fiscal years and any subsequent interim periods.

- C. Balance sheet;
- D. Statement of income;
- E. Statement of cash flows;
- F. Statement of Changes in Shareholders' Equity
- G. Financial notes; and
- H. Audit letter, if audited

You may either (i) attach/append the financial statements to this disclosure statement or (ii) file the financial statements through OTCIQ as a separate report using the appropriate report name for the applicable period end. ("Annual Report," "Quarterly Report" or "Interim Report").

If you choose to publish the financial statements in a separate report as described above, you must state in the accompanying disclosure statement that such financial statements are incorporated by reference. You may reference the document(s) containing the required financial statements by indicating the document name, period end date, and the date that it was posted to OTCIQ in the field below. Financial Statements must be compiled in one document.

\_\_\_\_\_

Financial statement information is considered current until the due date for the subsequent report (as set

forth in the qualifications section above). To remain qualified for Current Information, a company must post its Annual Report within 90 days from its fiscal year-end date and Quarterly Reports within 45 days of each fiscal quarter-end date.

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

The Company has operated an online retail website and sold its products in its Retail Store location in Tennessee. The company website has marketed over 200 products under five brands. The Company is currently looking at all avenues business to maximize shareholder value. In addition, the company is pivoting to work with potential merger candidates and or investment capital to ensure ongoing operations for the company.

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- Describe any subsidiaries, parents, or affiliated companies, if applicable, and a description of such entity's business, contact information for the business, officers, directors, managers or control persons. Subsidiary information may be included by reference

NONE

- Describe the issuers' principal products or services, and their markets

Its services include all aspects of retail online website to include its exclusive and proprietary formulations in the United States Specialty Food Market. This also includes a small retail storefront.

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## 6) 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.

If the issuer leases any assets, properties or facilities, clearly describe them as above and the terms of their leases.

The company has NO property or facilities owned or leased by the issuer.

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## 7) Officers, Directors, and 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 or beneficial shareholders.

Using the tabular format below, please provide information, as of the period end date of this report, regarding any person or entity owning 5% or more of any class of the issuer's securities, as well as any officer, and any director of the company, regardless of the number of shares they own. **If any listed are corporate shareholders or entities, provide the name and address of the person(s) beneficially owning or controlling such corporate shareholders, or the name and contact information of an individual representing the corporation or entity in the note section.**

Name of Officer/Director or Control Person	Affiliation with Company (e.g. Officer/Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Note
<u>Kim Halvorson</u>	<u>CEO, CFO and Director</u>	<u>Marysville, WA</u>	<u>N/A</u>	<u>N/A</u>	<u>0%</u>	<u>Control Person</u>
Richard Tang	Director and Secretary	Point Roberts, WA	N/A	N/A	0%	Control Person
		<u>          </u>		<u>          </u>	<u>          </u>	<u>          </u>

## 8) Legal/Disciplinary History

- Please identify whether any of the persons listed above have, in the past 10 years, been the subject of:

- A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);

NONE

- 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

- 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

- 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

- Describe briefly any material pending legal proceedings, other than ordinary routine litigation incidental to the business, to which the issuer or any of its subsidiaries is a party or of which any of their property is the subject. Include the name of the court or agency in which the proceedings are pending, the date instituted, the principal parties thereto, a description of the factual basis alleged to underlie the proceeding and the relief sought. Include similar information as to any such proceedings known to be contemplated by governmental authorities.

NONE

## 9) Third Party Providers

Please provide the name, address, telephone number and email address of each of the following outside providers:

### Securities Counsel

Name: Jackson Morris, Esquire, Attorney at Law  
Firm: Jackson Morris,  
Address 1: 126 21<sup>st</sup> Avenue, SE  
Address 2: St. Petersburg, FL 33705  
Phone: 813-874-8854  
Email: [jackson.morris@144solution.com](mailto:jackson.morris@144solution.com)

### Accountant or Auditor

Name: Michael Gillespie  
Firm: Michael Gillespie and Associates, PLLC  
Address 1: 105 Alton Avenue, NE  
Address 2: Seattle, WA 98125  
Phone: 206-353-5736  
Email: [MgillespieCPA@outlook.com](mailto:MgillespieCPA@outlook.com)

### Investor Relations

Name: \_\_\_\_\_  
Firm: \_\_\_\_\_  
Address 1: \_\_\_\_\_  
Address 2: \_\_\_\_\_  
Phone: \_\_\_\_\_  
Email: \_\_\_\_\_

### Other Service Providers

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

Name: \_\_\_\_\_  
Firm: Triage Microcap Advisers, LLC  
Nature of Services: Consulting and Compliance  
Address 1: 24 Priest Point Drive, NE  
Address 2: Marysville, WA  
Phone: 360-631-6022  
Email: [kimhalvorson@gmail.com](mailto:kimhalvorson@gmail.com)

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



## 10) Issuer Certification

### *Principal Executive Officer:*

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

The certifications shall follow the format below:

I, Kim Halvorson certify that:

1. I have reviewed this annual disclosure statement of Bell Buckle Holdings, Inc.
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

10/21/2020 [Date]



Kim Halvorson, CEO

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

### *Principal Financial Officer:*

I, Kim Halvorson certify that:

1. I have reviewed this annual disclosure statement of Bell Buckle Holdings, Inc
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

10/21/2020 [Date]



Kim Halvorson, CFO

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



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**MICHAEL GILLESPIE & ASSOCIATES, PLLC**  
**CERTIFIED PUBLIC ACCOUNTANTS**  
**10544 ALTON AVE NE**  
**SEATTLE, WA 98125**  
**206.353.5736**

**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Board of Directors & Stockholders'  
Bell Buckle Holdings, Inc.

**Opinion on the Financial Statements**

We have audited the accompanying balance sheet of Bell Buckle Holdings, Inc. as of December 31, 2019 and 2018 and the related statements of operations, changes in stockholders' deficit and cash flows for the years then ended and the related notes (collectively referred to as "financial statements"). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2019 and 2018 and the results of its operations and its cash flows for the years then ended, in conformity with accounting principles generally accepted in the United States of America.

**Going Concern**

The accompanying financial statements have been prepared assuming the Company will continue as a going concern. As discussed in Note #3 to the financial statements, although the Company has limited operations it has yet to attain profitability. This raises substantial doubt about its ability to continue as a going concern. Management's plan in regard to these matters is also described in Note #3. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

**Basis for Opinion**

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audit. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audit, we are required to obtain an understanding of internal control over financial reporting, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion.

Our audit included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audit also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audit provides a reasonable basis for our opinion.

/S/ MICHAEL GILLESPIE & ASSOCIATES, PLLC  
We have served as the Company's auditor since 2020.

Seattle, Washington  
October 13, 2020

**BELL BUCKLE HOLDINGS, INC.**  
**BALANCE SHEETS**

	December 31,	
	2019	2018
<b><u>ASSETS</u></b>		
Current assets:		
Cash	\$ —	\$ —
Total Assets	<u>\$ —</u>	<u>\$ —</u>
<b><u>LIABILITIES AND STOCKHOLDERS' DEFICIT</u></b>		
Current liabilities:		
Accounts payable	\$ —	\$ —
Total Liabilities	<u>—</u>	<u>—</u>
Commitments and contingencies		
Stockholders' deficit:		
Common stock, \$0.0001 par value; 5,000,000,000 shares authorized, 719,023,254 shares issued and outstanding	71,902	71,902
Additional paid in capital	70,418	70,418
Accumulated deficit	<u>(142,320)</u>	<u>(142,320)</u>
Total Stockholders' deficit	<u>—</u>	<u>—</u>
Total Liabilities and Stockholders' deficit	<u>\$ —</u>	<u>\$ —</u>

*See the accompanying notes to these financial statements.*

**BELL BUCKLE HOLDINGS, INC.**  
**STATEMENTS OF OPERATIONS**

	For the Years Ended December 31,	
	2019	2018
Operating expenses:		
General and administrative expenses	\$ —	\$ —
Total operating expenses	—	—
Loss from operations	—	—
Loss before provision for income tax	—	—
Provision for income tax	—	—
Net loss	\$ —	\$ —
Loss per share, basic and diluted	\$ —	\$ —
Weighted average number of shares outstanding, basic and diluted	719,023,254	719,023,254

*See the accompanying notes to these financial statements.*

**BELL BUCKLE HOLDINGS, INC.**  
**STATEMENT OF STOCKHOLDERS' DEFICIT**

	Common Stock		Additional	Accumulated	
	Shares	Amount	Paid in Capital	Deficit	Total
Balance at December 31, 2017	719,023,254	\$ 71,902	\$ 70,418	\$ (142,320)	\$ —
Net loss	—	—	—	—	—
Balance at December 31, 2018	719,023,254	71,902	70,418	(142,320)	—
Net loss	—	—	—	—	—
Balance at December 31, 2019	<u>719,023,254</u>	<u>\$ 71,902</u>	<u>\$ 70,418</u>	<u>\$ (142,320)</u>	<u>\$ —</u>

*See the accompanying notes to these financial statements.*

**BELL BUCKLE HOLDINGS, INC.**  
**STATEMENTS OF CASHFLOWS**

	For the Years Ended December 31,	
	2019	2018
Cash flows from operating activities:		
Net loss	\$ —	\$ —
Changes in assets and liabilities:		
Net cash used in operating activities	—	—
Net decrease in cash	—	—
Cash – beginning of year	—	—
Cash – end of year	<u>\$ —</u>	<u>\$ —</u>
Supplementary cash flow information:		
Interest paid	<u>\$ —</u>	<u>\$ —</u>
Income tax paid	<u>\$ —</u>	<u>\$ —</u>

*See the accompanying notes to these financial statements.*



**BELL BUCKLE HOLDINGS, INC.**  
**Notes to Financial Statements**  
**December 31, 2019**

**NOTE 1 - BUSINESS**

Bell Buckle Holdings, Inc. (the “Company”), was incorporated under the laws of the State of Florida on June 7, 2000. The Company was formally known as Digital Color Print, Inc., which was formerly Mediatelevision.tv, Inc., which was formed on October 11, 2000 under the laws of the State of Delaware.

The Company has been dormant since it filed a Form 15 in August 2007. It is currently pursuing a revenue generating business and/or a possible merger acquisition with a company with existing operations.

**NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

*Basis of presentation*

The Company’s financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (“U.S. GAAP”).

*Use of estimates*

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

*Cash and cash equivalents*

The Company considers all highly liquid investments purchased with original maturities of three months or less to be cash equivalents.

*Income taxes*

The Company follows Section 740-10-30 of the FASB Accounting Standards Codification, which requires recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the financial statements or tax returns. Under this method, deferred tax assets and liabilities are based on the differences between the financial statement and tax bases of assets and liabilities using enacted tax rates in effect for the fiscal year in which the differences are expected to reverse. Deferred tax assets are reduced by a valuation allowance to the extent management concludes it is more likely than not that the assets will not be realized. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the fiscal years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in the Statements of Income in the period that includes the enactment date.

The Company adopted section 740-10-25 of the FASB Accounting Standards Codification (“Section 740-10-25”) with regards to uncertainty income taxes. Section 740-10-25 addresses the determination of whether tax benefits claimed or expected to be claimed on a tax return should be recorded in the financial statements. Under Section 740-10-25, the Company may recognize the tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be sustained on examination by the taxing authorities, based on the technical merits of the position. The tax benefits recognized in the financial statements from such a position should be measured based on the largest benefit that has a greater than fifty percent (50%) likelihood of being realized upon ultimate settlement. Section 740-10-25 also provides guidance on de-recognition, classification, interest and penalties on income taxes, accounting in interim periods and requires increased disclosures. The Company had no material adjustments to its liabilities for unrecognized income tax benefits according to the provisions of Section 740-10-25.

*Stock-based Compensation*

We account for equity-based transactions with nonemployees under the provisions of ASC Topic No. 505-50, *Equity-Based Payments to Non-Employees* (“ASC 505-50”). ASC 505-50 establishes that equity-based payment transactions with nonemployees shall be measured at the fair value of the consideration received or the fair value of the equity instruments issued, whichever is more reliably measurable. The fair value of common stock issued for

payments to nonemployees is measured at the market price on the date of grant. The fair value of equity instruments, other than common stock, is estimated using the Black-Scholes option valuation model. In general, we recognize the fair value of the equity instruments issued as deferred stock compensation and amortize the cost over the term of the contract.

We account for employee stock-based compensation in accordance with the guidance of FASB ASC Topic 718, *Compensation—Stock Compensation*, which requires all share-based payments to employees, including grants of employee stock options, to be recognized in the financial statements based on their fair values. The fair value of the equity instrument is charged directly to compensation expense and credited to additional paid-in capital over the period during which services are rendered.

#### Net loss per common share

Net income (loss) per common share is computed pursuant to section 260-10-45 of the FASB Accounting Standards Codification. Basic net income (loss) per common share is computed by dividing net income (loss) by the weighted average number of shares of common stock outstanding during the period. Diluted net income (loss) per common share is computed by dividing net income (loss) by the weighted average number of shares of common stock and potentially outstanding shares of common stock during the period. The weighted average number of common shares outstanding and potentially outstanding common shares assumes that the Company incorporated as of the beginning of the first period presented.

#### Fair value of financial instruments

The Company follows paragraph 825-10-50-10 of the FASB Accounting Standards Codification for disclosures about fair value of its financial instruments and paragraph 820-10-35-37 of the FASB Accounting Standards Codification (“Paragraph 820-10-35-37”) to measure the fair value of its financial instruments. Paragraph 820-10-35-37 establishes a framework for measuring fair value in accounting principles generally accepted in the United States of America (U.S. GAAP), and expands disclosures about fair value measurements. To increase consistency and comparability in fair value measurements and related disclosures, Paragraph 820-10-35-37 establishes a fair value hierarchy which prioritizes the inputs to valuation techniques used to measure fair value into three (3) broad levels. The fair value hierarchy gives the highest priority to quoted prices (unadjusted) in active markets for identical assets or liabilities and the lowest priority to unobservable inputs. The three (3) levels of fair value hierarchy defined by Paragraph 820-10-35-37 are described below:

Level 1: Quoted market prices available in active markets for identical assets or liabilities as of the reporting date.

Level 2: Pricing inputs other than quoted prices in active markets included in Level 1, which are either directly or indirectly observable as of the reporting date.

Level 3: Pricing inputs that are generally unobservable inputs and not corroborated by market data.

The carrying amount of the Company’s financial assets and liabilities, such as cash, prepaid expenses and accrued expenses approximate their fair value because of the short maturity of those instruments. The Company’s notes payable approximates the fair value of such instruments based upon management’s best estimate of interest rates that would be available to the Company for similar financial arrangements at December 31, 2019.

#### Recently issued accounting pronouncements

In February 2016, the FASB issued ASU 2016-02, *Leases (Topic 842)*. ASU 2016-02 requires lessees to recognize lease assets and lease liabilities on the balance sheet and requires expanded disclosures about leasing arrangements. ASU 2016-02 is effective for fiscal years beginning after December 15, 2018 and interim periods in fiscal years beginning after December 15, 2018, with early adoption permitted. The Company has adopted this accounting standard update.

On June 20, 2018, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2018-07, *Compensation—Stock Compensation (Topic 718): Improvements to Nonemployee Share-Based Payment Accounting*. ASU 2018-07 is intended to reduce cost and complexity and to improve financial reporting for share-based payments to nonemployees (for example, service providers, external legal counsel, suppliers, etc.). Under the new standard, companies will no longer be required to value non-employee awards differently from employee awards. Meaning that companies will value all equity classified awards at their grant-date under ASC 718 and forgo revaluing the award after this date. The guidance is effective for interim and annual periods beginning after December 15, 2018.

In November 2019, the FASB issued ASU 2019-10, Financial Instruments—Credit Losses (Topic 326), Derivative and Hedging (Topic 815, and Leases (Topic 841). This new guidance will be effective for annual reporting periods beginning after December 15, 2019, including interim periods within those annual reporting periods. While the Company is continuing to assess the potential impacts of ASU 2019-10, it does not expect ASU 2019-10 to have a material effect on its financial statements.

The Company has implemented all new accounting pronouncements that are in effect. These pronouncements did not have any material impact on the financial statements unless otherwise disclosed, and the Company does not believe that there are any other new accounting pronouncements that have been issued that might have a material impact on its financial position or results of operations.

### NOTE 3 - GOING CONCERN

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern, which contemplates the realization of assets and the discharge of liabilities in the normal course of business for the foreseeable future. As of December 31, 2019, the Company has no revenue generating operation, no assets and an accumulated deficit of \$142,320. The Company's ability to raise additional capital through the future issuances of common stock and/or debt financing is unknown. The obtainment of additional financing, the successful development of the Company's contemplated plan of operations, and its transition, ultimately, to the attainment of profitable operations are necessary for the Company to continue operations. These conditions and the ability to successfully resolve these factors raise substantial doubt about the Company's ability to continue as a going concern. The financial statements of the Company do not include any adjustments that may result from the outcome of these aforementioned uncertainties.

### NOTE 4 – INCOME TAXES

Deferred taxes are provided on a liability method whereby deferred tax assets are recognized for deductible temporary differences and operating loss, and tax credit carryforwards and deferred tax liabilities are recognized for taxable temporary differences. Temporary differences are the differences between the reported amounts of assets and liabilities and their tax bases. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or all of the deferred tax assets will not be realized. Deferred tax assets and liabilities are adjusted for the effects of changes in tax laws and rates on the date of enactment. The U.S. federal income tax rate of 21% is being used.

Net deferred tax assets consist of the following components as of December 31:

	2019	2018
Federal income tax benefit attributable to:		
Current Operations	\$ —	\$ —
Less: valuation allowance	—	—
Net provision for Federal income taxes	<u>\$ —</u>	<u>\$ —</u>

The income tax provision differs from the amount of income tax determined by applying the U.S. federal income tax rate to pretax income from continuing operations for the fiscal years ending, due to the following:

	2019	2018
Deferred tax asset attributable to:		
Net operating loss carryover	\$ 29,900	\$ 29,900
Less: valuation allowance	(29,900)	(29,900)
Net deferred tax asset	<u>\$ —</u>	<u>\$ —</u>

At December 31, 2019, the Company had net operating loss carry forwards of approximately \$142,000 that may be offset against future taxable income from the year 2020 to 2039. No tax benefit has been reported in the December 31, 2019 financial statements since the potential tax benefit is offset by a valuation allowance of the same amount.

Due to the change in ownership provisions of the Tax Reform Act of 1986, net operating loss carry forwards for Federal Income tax reporting purposes are subject to annual limitations. Should a change in ownership occur, net operating loss carry forwards may be limited as to use in future years. With few exceptions, the Company is no longer subject to U.S. federal, state and local income tax examinations by tax authorities for years before 2015.

## **NOTE 5 - SUBSEQUENT EVENTS**

Management has evaluated subsequent events pursuant to the requirements of ASC Topic 855, from the balance sheet date through the date the financial statements were available to be issued and has determined that there are no material subsequent events to disclose other than the following.

On August 14, 2020, the Company authorized a class of Series A Preferred Stock. Holders of the Series A are entitled to vote on all matters along with the holders of the common stock. Series A holders are entitled to dividends, if determined by the Board, and are not redeemable unless prior written consent is provided by the holder. The Series A are convertible at the option of the holder into common stock equal to the numbers of shares that would constitute 51% of shares of common stock outstanding after conversion. No shares of Series A have been issued to date.