

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

## **TOCCA Life Holdings, Inc.**

2701 N. Thanksgiving Way

Suite 100, Lehi, UT 84043

512-785-2450

No website

Jayvansickle40@gmail.com

SIC code: 4813

### **Annual Report**

**For the Period Ending: August 31, 2021**  
(the "Reporting Period")

As of August 31, 2021, the number of shares outstanding of our Common Stock was:

104,519,840

As of March 31, 2021, the number of shares outstanding of our Common Stock was:

100,019,840

As of March 31, 2020, the number of shares outstanding of our Common Stock was:

100,019,840

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: ☐

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

Yes: ☐ No: ☒

Indicate by check mark whether a Change in Control<sup>1</sup> of the company has occurred over this reporting period:

Yes: ☒ No: ☐

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<sup>1</sup> "Change in Control" shall mean any events resulting in:

- (i) Any "person" (as such term is used in Sections 13(d) and 14(d) of the Exchange Act) becoming the "beneficial owner" (as defined in Rule 13d-3 of the Exchange Act), directly or indirectly, of securities of the Company representing fifty percent (50%) or more of the total voting power represented by the Company's then outstanding voting securities;
- (ii) The consummation of the sale or disposition by the Company of all or substantially all of the Company's assets;
- (iii) A change in the composition of the Board occurring within a two (2)-year period, as a result of which fewer than a majority of the directors are directors immediately prior to such change; or
- (iv) The consummation of a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its parent) at least fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity or its parent outstanding immediately after such merger or consolidation.

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

In answering this item, provide the current name of the issuer any names used by predecessor entities, along with the dates of the name changes.

On June 23, 2021, G. Reed Petersen was appointed custodian of the corporation by the Nevada Eighth District Court, pursuant to NRS 78.347, in case number A-21-832258-P.

Following his appointment as director of the corporation, Mr. Petersen executed board resolutions authorizing the issuance of Series A Convertible Preferred Stock to Mr. Petersen, and the corporation's reorganization, including the redomicile to Oklahoma, the effectuation of a holding company reorganization, and the redomicile back to Nevada under the name Teliford, Inc.

On July 6, 2021, TOCCA Life holdings filed a Custodian Amendment reporting the appointment of Mr. Petersen as a court-appointed custodian. On July 6, 2021, TOCCA Life Holdings filed a Certificate of Designation to authorize the issuance of up to 1,000,000 shares of Series A Convertible Preferred Stock, each share of which is convertible into 10,000 shares of Common Stock and which has the voting rights per share equal to 100,000 shares of common Stock. The Preferred Stock was then issued to Mr. Petersen.

Following the issuance of the Series A Convertible Preferred Stock to Mr. Petersen, Mr. Petersen voted his shares to approve the corporate reorganization set forth in the June 23, 2021 board resolutions. TOCCA Life Holdings, Inc. then formed three Oklahoma subsidiaries: Tocca Life Interim, Inc. ("Interim") as a wholly-owned subsidiary; Teliford, Inc. ("Teliford"), as a wholly-owned subsidiary of Interim, and Tocca Life Merger, Inc. ("Merger") as a wholly-owned subsidiary of Teliford. Tocca Life Holdings, Inc. then redomiciled in Oklahoma via merger into Interim. This was accomplished in accordance with an Agreement of Merger. Pursuant to the Agreement of Merger, each 1,000 shares of Tocca Life Holdings was converted into 1 share of Tocca Interim Common Stock (approximately 100,620 shares in the aggregate), and the Tocca Life Holdings preferred stock was converted into 10,000,000 new shares of Interim Common Stock with the right to exchange those shares into a class of preferred shares convertible into a like number of shares of Common Stock but with ten votes per share. This merger was completed by the filing of Articles of Merger with the Nevada Secretary of State and a Certificate of Merger with the Oklahoma Secretary of State.

Following the holding company reorganization, Teliford filed an amendment to its Certificate of Incorporation on July 29, 2021 to provide for the issuance of Series A Convertible Preferred Stock, and enabling Mr. Petersen to exchange his 10,000,000 shares of Teliford Common Stock for 1,000,000 shares of Teliford Series A Convertible Preferred Stock. Teliford then formed a new Nevada corporation on August 10, 2020, under the name Teliford, with substantially the same provisions in its articles of Incorporation as the parent Oklahoma corporation. The Oklahoma parent then redomiciled in Nevada in accordance with an Agreement of Merger as effectuated with filings in Nevada and Oklahoma.

Pursuant to this final transaction, on August 10, 2021 the name of the Nevada corporation was changed to "Teliford, Inc.," the 1-for-1000 reverse stock split effected by the redomicile into Oklahoma was unwound, resulting in there being once again 100,019,840 outstanding shares of Common Stock, and 1,000,000 shares of Series A Convertible Preferred Stock owned by Mr. Petersen. Also, on August 10, 2021, the Company changed its year end to 8/31. The remaining subsidiary, Merger, was disposed of to an unaffiliated party.

On August 10, 2021, Mr. Petersen agreed to sell 500,000 shares of the Preferred to each of Real Transition Capital, LLC and Altus Advisors, LLC, and the corporation sold 4.5 million new shares of common stock to 4 persons, including Mr. Petersen, for par value.

The state of incorporation or registration of the issuer and of each of its predecessors (if any) during the past five years; Please also include the issuer's current standing in its state of incorporation (e.g. active, default, inactive):

The Issuer is a Nevada corporation and in good standing in such jurisdiction. The corporate history is provided in the previous section.

Describe any trading suspension orders issued by the SEC concerning the issuer or its predecessors since inception:

Not aware of any trading suspension orders.

List any stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization either currently anticipated or that occurred within the past 12 months:

On June 23, 2021, an investor (the "Investor") was appointed custodian of the corporation by the Nevada Eighth District Court. Through a series of mergers, spin-offs and creation of a Series A preferred stock granting 51% voting rights, the Investor sold the reorganized corporation, Teliford, Inc. on August 10, 2021 to a third party. Further details are noted in a previous section.

The address(es) of the issuer's principal executive office:

2701 Thanksgiving Way, Suite 100, Lehi, UT 84043

The address(es) of the issuer's principal place of business:

Check box if principal executive office and principal place of business are the same address: ☒

\_\_\_\_\_

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

Yes: ☐ No: ☒

If this issuer or any of its predecessors have been the subject of such proceedings, please provide additional details in the space below:

\_\_\_\_\_

## 2) Security Information

Trading symbol:	<u>TLIF</u>
Exact title and class of securities outstanding:	<u>Common Stock</u>
CUSIP:	<u>888847101</u>
Par or stated value:	<u>\$0.0001</u>

Total shares authorized:	<u>300,000,000</u>	as of date: <u>August 31, 2021</u>
Total shares outstanding:	<u>104,519,840</u>	as of date: <u>August 31, 2021</u>
Number of shares in the Public Float <sup>2</sup> :	<u>48,113,898</u>	as of date: <u>August 31, 2021</u>
Total number of shareholders of record:	<u>336</u>	as of date: <u>August 31, 2021</u>

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

Trading symbol:	<u>n/a</u>
Exact title and class of securities outstanding:	_____

<sup>2</sup> "Public Float" shall mean the total number of unrestricted shares not held directly or indirectly by an officer, director, any person who is the beneficial owner of more than 10 percent of the total shares outstanding (a "control person"), or any affiliates thereof, or any immediate family members of officers, directors and control persons.

CUSIP: \_\_\_\_\_  
 Par or stated value: \_\_\_\_\_  
 Total shares authorized: \_\_\_\_\_ as of date: \_\_\_\_\_  
 Total shares outstanding: \_\_\_\_\_ as of date: \_\_\_\_\_

### Transfer Agent

Name: Pacific Stock Transfer Company  
 Phone: 702-361-3033  
 Email: paul@pacificstocktransfer.com  
 Address: 6725 Via Austi Pkwy, Ste 300, Las Vegas, NV 89119

Is the Transfer Agent registered under the Exchange Act?<sup>3</sup> Yes: ☒ No: ☐

### 3) Issuance History

The goal of this section is to provide disclosure with respect to each event that resulted in any direct changes to the total shares outstanding of any class of the issuer's securities **in the past two completed fiscal years and any subsequent interim period**.

Disclosure under this item shall include, in chronological order, all offerings and issuances of securities, including debt convertible into equity securities, whether private or public, and all shares, or any other securities or options to acquire such securities, issued for services. Using the tabular format below, please describe these events.

#### A. 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: ☐

Shares Outstanding as of Second Most Recent Fiscal Year End: <div>Opening Balance</div>			*Right-click the rows below and select "Insert" to add rows as needed.						
Date <u>04/1/21</u>	Common: <u>100,019,840</u> Preferred: <u>0</u>								
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>7-29-21</u>	<u>New Issuance</u>	<u>1,000,000</u>	<u>Preferred</u>	<u>\$ .0001</u>	<u>Yes</u>	<u>G. Reed Retersen, trustee of the g. reed petersen</u>	<u>Services</u>	<u>Restricted</u>	

<sup>3</sup> To be included in the Pink Current Information tier, the transfer agent must be registered under the Exchange Act.

						<u>revocable</u> <u>trust uad</u> <u>04/02/2060</u>			
<u>8-10-21</u>	<u>New</u> <u>Issuance</u>	<u>1,000,000</u>	<u>Common</u>	<u>\$ .0001</u>	<u>Yes</u>	<u>Kelly Trimble</u>	<u>Services</u>	<u>Restricted</u>	<u>_____</u>
<u>8-10-21</u>	<u>New</u> <u>Issuance</u>	<u>500,000</u>	<u>Common</u>	<u>\$ .0001</u>	<u>Yes</u>	<u>Calvin Jones</u>	<u>Services</u>	<u>Restricted</u>	<u>_____</u>
<u>8-10-21</u>	<u>New</u> <u>Issuance</u>	<u>1,500,000</u>	<u>Common</u>	<u>\$ .0001</u>	<u>Yes</u>	<u>G. Reed Petersen,</u> <u>Trustee of the G.</u> <u>Reed</u>  <u>Petersen</u> <u>Revocable Trust</u> <u>UAD 04/02/2060</u>	<u>Services</u>	<u>Restricted</u>	<u>_____</u>
<u>8-10-21</u>	<u>New</u> <u>Issuance</u>	<u>1,500,000</u>	<u>Common</u>	<u>\$ .0001</u>	<u>Yes</u>	<u>Elkhorn</u> <u>Commercial,</u> <u>LLC</u>	<u>Services</u>	<u>Restricted</u>	<u>_____</u>
Shares Outstanding on Date of This Report:									
	<u>Ending</u>	<u>Balance</u>							
<u>Ending Balance:</u>									
<u>Date 8/31/21</u>	<u>Common:</u>	<u>104,519,840</u>							
	<u>Preferred:</u>	<u>1,000,000</u>							

**Example:** A company with a fiscal year end of December 31<sup>st</sup>, in addressing this item for its quarter ended June 30, 2021, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2019 through June 30, 2021 pursuant to the tabular format above.

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

Note that these numbers give effect to a one-for one thousand reverse stock split declared by the Board of Directors, to be effective upon FINRA clearance, and (a) the exchange by the control shareholder and officer of his 1,000,000 shares of Series A Convertible Preferred Stock, (b) the issuance of 4,500,000 new shares of restricted common stock in August 2021 to four persons. Mr. Petersen's Series A Convertible Preferred Stock was transferred on August 10, 2021 to Real Transition Capital, LLC a limited liability company controlled by Andrew Van Noy as to 500,000 shares, and Altus Advisors, LLC, a limited liability company controlled by Greg Boden, as to 500,000 shares.

## B. 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: ☒

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

A. The following financial statements were prepared in accordance with:

- ☒ U.S. GAAP  
☐ IFRS

B. The financial statements for this reporting period were prepared by (name of individual)<sup>4</sup>:

Name: Jay Van Sickle  
Title: CEO, CFO, Director  
Relationship to Issuer: Officer of the company

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 Retained Earnings (Statement of Changes in Stockholders' 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

<sup>4</sup> The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS by persons with sufficient financial skills.

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.

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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 purpose of this section is to provide a clear description of the issuer's current operations. In answering this item, please include the following:

- A. Summarize the issuer's business operations (If the issuer does not have current operations, state "no operations")

Teliford, Inc. is a technology and software driven company seeking strategic acquisitions in the Fintech, Insurtech and Healthtech industries. We seek to add operating companies with revenues and profits who have strong management teams currently in place.

- B. Please list any subsidiaries, parents, or affiliated companies.

None

- C. Describe the issuers' principal products or services.

None

## **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 and the extent in which the facilities are utilized.

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.

Due to Covid-19, the Company leases office space in a shared work space, providing flexibility to the Company to scale up or down, without long-term leases.

## **7) Company Insiders (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,

or any person that performs a similar function, regardless of the number of shares they own. **If any insiders 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 (City, State) 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 Title /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>Altus Advisors, LLC- Greg Boden</u>	<u>&gt;5% owner</u>	<u>9567 N. 6560 W. Highland, UT 84003</u>	<u>500,000</u>	<u>Preferred</u>	<u>50%</u>	<u>Purchase of control block</u>
<u>Real Transition Capital, LLC- Andrew Van Noy</u>	<u>&gt;5% owner</u>	<u>2724 W. 275 N. Lehi, UT 84043</u>	<u>500,000</u>	<u>Preferred</u>	<u>50%</u>	<u>Purchase of control block</u>
<u>Tyler Cornell</u>	<u>&gt;5% owner</u>	<u>Lake Worth, FL</u>	<u>51,405,125</u>	<u>Common</u>	<u>51.4%</u>	<u>Former officer and director of the company.</u>
<u>Emma Heffernan</u>	<u>&gt;5% owner</u>	<u>Singapore</u>	<u>8,010,000</u>	<u>Common</u>	<u>8.0%</u>	<u>_____</u>
<u>Robert Duncan</u>	<u>&gt;5% owner</u>	<u>NY</u>	<u>7,000,000</u>	<u>Common</u>	<u>7.0%</u>	<u>_____</u>
<u>Patrick Murphy</u>	<u>&gt;5% owner</u>	<u>NY</u>	<u>7,000,000</u>	<u>Common</u>	<u>7.0%</u>	<u>_____</u>
<u>International Monetary</u>	<u>&gt;5% owner</u>	<u>NY</u>	<u>5,500,000</u>	<u>Common</u>	<u>5.5%</u>	<u>_____</u>

## 8) Legal/Disciplinary History

A. Please identify whether any of the persons or entities listed above have, in the past 10 years, been the subject of:

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



None noted

2. The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities;

None noted

3. A finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated; or

None noted

4. The entry of an order by a self-regulatory organization that permanently or temporarily barred, suspended, or otherwise limited such person's involvement in any type of business or securities activities.

None noted

- B. 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 noted

## 9) Third Party Providers

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

### Securities Counsel

Name: Robert Flynn  
Firm: The Law Office of Robert J. Flynn Jr., PLLC  
Address 1: 1629 K Street N. W. suite 300  
Address 2: Washington, DC 20006  
Phone: 703-217-6419  
Email: rojynn@comcast.net

### Accountant or Auditor

Name: Kristofer Heaton  
Firm: Pinnacle Accountancy Group of Utah  
Address 1: 1438 North Hwy 89  
Address 2: Suite 120, Farmington, UT 84025  
Phone: 801-447-9572  
Email: kris@heatoncpas.com

### Investor Relations

Name: na

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, broker-dealer(s), advisor(s) or consultant(s) or provided assistance or services to the issuer during the reporting period.

Name: na  
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) in each Quarterly Report or Annual Report.

The certifications shall follow the format below:

I, Jay Van Sickle certify that:

1. I have reviewed this quarterly disclosure statement of TOCCA Life 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.

September 16, 2021 [Date]

/s/ Jay Van Sickle [CEO's Signature]

*Principal Financial Officer:*

I, Jay Van Sickle certify that:

1. I have reviewed this quarterly disclosure statement of TOCCA Life 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.

September 16, 2021 [Date]

/s/ Jay Van Sickle [CFO's Signature]

**Teliford, Inc. (formerly TOCCA Life Holdings, Inc.)**  
Consolidated Balance Sheet

	August 31, 2021	March 31, 2021	March 31, 2020	March 31, 2019
<b>ASSETS</b>				
CURRENT ASSETS				
Cash	\$ -	\$ -	\$ -	\$ -
Trade and other receivables				-
Other current assets				-
Prepaid expenses - claims				-
Mining equipment				-
Deposit on mining rights				-
Mining equipment awaiting shipment				-
TOTAL CURRENT ASSETS	-	-	-	-
<b>TOTAL ASSETS</b>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>
<b>LIABILITIES AND SHAREHOLDERS' EQUITY (DEFICIT)</b>				
CURRENT LIABILITIES				
Credit cards	\$ -	\$ -	\$ -	\$ -
Accrued expenses	-	-	-	-
Other current liabilities	-	-	-	-
TOTAL CURRENT LIABILITIES	-	-	-	-
<b>TOTAL LIABILITIES</b>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>
<b>SHAREHOLDERS' EQUITY (DEFICIT)</b>				
Preferred stock, \$0.001 par value; 100,000,000 Authorized shares: zero outstanding	\$ 1,000	\$ -	\$ -	\$ -
Common stock, \$0.001 par value; 300,000,000 authorized shares; 100,019,840 shares issued and outstanding, respectively	100,020	100,020	100,020	100,020
Additional paid in capital	398,980	(100,020)	(100,020)	(100,020)
Accumulated deficit	(500,000)	-	-	-
<b>TOTAL SHAREHOLDERS' EQUITY (DEFICIT)</b>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
<b>TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY (DEFICIT)</b>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>

**Teliford, Inc. (formerly TOCCA Life Holdings, Inc.)**  
Consolidated Income Statement

	Five Months Ended June 30, 2021	March 31, 2021	Year Ended March 31, 2020	March 31, 2019
REVENUE	\$ -	\$ -	\$ -	\$ -
COST OF REVENUE	-	-	-	-
Gross Profit	-	-	-	-
OPERATING EXPENSES				
Salaries and outside services	-	-	-	-
Selling, general and administrative expenses	-	-	-	-
Depreciation and amortization	-	-	-	-
TOTAL OPERATING EXPENSES	-	-	-	-
INCOME (LOSS) FROM OPERATIONS BEFORE OTHER INCOME AND TAXES	-	-	-	-
OTHER INCOME (EXPENSE)				
Other expense	(500,000)	-	-	-
Gain on extinguishment of debt	-	-	-	-
Interest expense	-	-	-	-
TOTAL OTHER INCOME (EXPENSE)	(500,000)	-	-	-
INCOME/(LOSS) FROM OPERATIONS BEFORE PROVISION FOR TAXES	(500,000)	-	-	-
PROVISION (BENEFIT) FOR INCOME TAXES	-	-	-	-
NET INCOME/(LOSS)	(500,000)	-	-	-
NET INCOME/(LOSS) ATTRIBUTABLE TO COMMON SHAREHOLDERS	\$ (500,000)	\$ -	\$ -	\$ -
NET LOSS PER SHARE				
BASIC	\$ -	\$ -	\$ -	\$ -
DILUTED	\$ -	\$ -	\$ -	\$ -
WEIGHTED-AVERAGE COMMON SHARES OUTSTANDING				
BASIC	100,019,840	100,019,840	100,019,840	100,019,840
DILUTED	100,019,840	100,019,840	100,019,840	100,019,840

**Teliford, Inc. (formerly TOCCA Life Holdings, Inc.)**  
Consolidated Statement of Stockholders' Equity

	Preferred Stock		Common Stock		Additional	Accumulated	Total
	Shares	Amount	Shares	Amount	Paid-in Capital	Deficit	
<b>Balance, March 31, 2019</b>	-	\$ -	100,019,840	\$ 100,020	\$ (100,020)	\$ -	\$ -
Net loss	-	-	-	-	-	-	-
<b>Balance, June 30, 2019</b>	-	-	100,019,840	100,020	(100,020)	-	-
Net loss	-	-	-	-	-	-	-
<b>Balance, September 30, 2019</b>	-	-	100,019,840	100,020	(100,020)	-	-
Net loss	-	-	-	-	-	-	-
<b>Balance, December 31, 2019</b>	-	-	100,019,840	100,020	(100,020)	-	-
Net loss	-	-	-	-	-	-	-
<b>Balance, March 31, 2020</b>	-	\$ -	100,019,840	\$ 100,020	\$ (100,020)	\$ -	\$ -
Net loss	-	-	-	-	-	-	-
<b>Balance, June 30, 2020</b>	-	-	100,019,840	100,020	(100,020)	-	-
Net loss	-	-	-	-	-	-	-
<b>Balance, September 30, 2020</b>	-	-	100,019,840	100,020	(100,020)	-	-
Net loss	-	-	-	-	-	-	-
<b>Balance, December 31, 2020</b>	-	-	100,019,840	100,020	(100,020)	-	-
Net loss	-	-	-	-	-	-	-
<b>Balance, March 31, 2021</b>	-	\$ -	100,019,840	\$ 100,020	\$ (100,020)	\$ -	\$ -
Issuance of Series A Preferred stock	-	-	-	-	-	-	-
Net loss	-	-	-	-	-	-	-
<b>Balance, June 30, 2021</b>	-	-	100,019,840	100,020	(100,020)	-	-
Issuance of Series A Preferred stock	1,000,000	1,000	-	-	499,000	-	500,000
Net loss	-	-	-	-	-	(500,000)	(500,000)
<b>Balance, August 31, 2021</b>	<u>1,000,000</u>	<u>\$ 1,000</u>	<u>100,019,840</u>	<u>\$ 100,020</u>	<u>\$ 398,980</u>	<u>\$ (500,000)</u>	<u>\$ -</u>

**Teliford, Inc. (formerly TOCCA Life Holdings, Inc.)**  
Consolidated Statement of Cash Flows

	Five Months Ended August 31, 2021	Year Ended March 31, 2021	March 31, 2020
CASH FLOWS FROM OPERATING ACTIVITIES:			
Net income / (loss)	\$ (500,000)	\$ -	\$ -
Adjustment to reconcile net loss to net cash (used in) operating activities			
Non-cash compensation expense			
Non-cash service expense			
Change in assets and liabilities:			
(Increase) Decrease in:			
Accrued expenses	-	-	-
NET CASH USED IN OPERATING ACTIVITIES	(500,000)	-	-
CASH FLOWS FROM INVESTING ACTIVITIES:			
Cash paid for purchase of fixed assets			
Proceeds from the sale of discontinued operations			
NET CASH PROVIDED BY INVESTING ACTIVITIES	-	-	-
CASH FLOWS FROM FINANCING ACTIVITIES:			
Issuance of Series A Preferred shares	500,000	-	
Proceeds from issuance of term loan			
NET CASH PROVIDED BY FINANCING ACTIVITIES	500,000	-	-
NET INCREASE / (DECREASE) IN CASH	-	-	-
CASH, BEGINNING OF PERIOD	-	-	-
CASH, END OF PERIOD	\$ -	\$ -	\$ -
SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION			
Interest paid	\$ -	\$ -	\$ -
Taxes paid	\$ -	\$ -	\$ -

**TELIFORD, INC.**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS - UNAUDITED**

**AUGUST 31, 2021**

**1. ORGANIZATION AND LINE OF BUSINESS**

Organization

Teliford, Inc. (“we”, “us”, “our”, “Teliford”, or the “Company”) is a Nevada corporation formerly known as TOOCA Life Holdings, Inc., T-Bay Holdings, Inc., and Golden Quest, Inc. In approximately 2015, the Company ceased operations and was designated as a shell company until 2021. On June 23, 2021, the Nevada Eighth District Court appointed a Custodian to revive the Company. For additional disclosures of the Company see Note 12 “Subsequent Events”.

Going Concern

The accompanying consolidated financial statements have been prepared on a going concern basis of accounting, which contemplates continuity of operations, realization of assets and liabilities and commitments in the normal course of business. The accompanying financial statements do not reflect any adjustments that might result if the Company is unable to continue as a going concern. As of August 31, 2021, the Company had no assets, liabilities or revenue and has historically reported net losses, and no operations, which raise substantial doubt about the Company’s ability to continue as a going concern. The ability of the Company to continue as a going concern and appropriateness of using the going concern basis is dependent upon, among other things, an additional cash infusion. The Company has obtained funds from its lenders and investors since its inception through August 31, 2021. It is management’s plan to generate additional working capital from increasing sales from the Company’s service offerings, in addition to acquiring profitable companies.

**2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

This summary of significant accounting policies of Teliford is presented to assist in understanding the Company’s Consolidated Financial Statements. The Consolidated Financial Statements and notes are representations of the Company’s management, which is responsible for their integrity and objectivity. These accounting policies conform to accounting principles generally accepted in the United States of America and have been consistently applied in the preparation of the Consolidated Financial Statements.

Accounts Receivable

The Company has not yet extended credit to its customers. Accounts receivable are customer obligations due under normal trade terms. Once the Company resumes offering credit to its customers, we will perform continuing credit evaluations of our customers’ financial condition. Management will review accounts receivable on a regular basis, based on contractual terms and how recently payments have been received to determine if any such amounts will potentially be uncollected. The Company will include any balances that are determined to be uncollectible in its allowance for doubtful accounts. After all attempts to collect a receivable have failed, the receivable would be written off. The balance of the allowance account at August 31, 2021 and March 31, 2021 were both zero.

Use of Estimates

The preparation of financial statements in conformity with GAAP requires the use of estimates and assumptions by management in determining the reported amounts of assets and liabilities, disclosures of contingent 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. Since the Company has limited operations, estimates are primarily used in measuring liabilities, fair value assumptions in accounting for business combinations and analyzing goodwill, intangible assets, and long-lived asset impairments and adjustments.



### Cash and Cash Equivalents

The Company considers all highly liquid investments with an original maturity of two months or less to be cash equivalents. As of August 31, 2021, the Company had a cash balance of zero.

### Property and Equipment

Property and equipment are stated at cost, and are depreciated or amortized using the straight-line method over the following estimated useful lives:

Furniture, fixtures & equipment	7 Years
Computer equipment	5 Years
Commerce server	5 Years
Computer software	3 - 5 Years
Leasehold improvements	Length of the lease

Since the Company had no depreciable assets, depreciation expense was zero for the two months ended August 31, 2021.

### Revenue Recognition

During the period, the Company had no revenue. However, when we do record revenue, it will be in accordance with ASC 606. The deferred revenue and customer deposits as of August 31, 2021, and March 31, 2021 were both zero.

### Research and Development

Research and development costs are expensed as incurred. Total research and development costs were zero for the two months ended August 31, 2021.

### Advertising Costs

The Company expenses the cost of advertising and promotional materials when incurred. Total advertising cost was zero for the two months ended August 31, 2021.

### Fair value of financial instruments

Fair value is defined as the price to sell an asset or transfer a liability, between market participants at the measurement date. Fair value measurements assume that the asset or liability is (1) exchanged in an orderly manner, (2) the exchange is in the principal market for that asset or liability, and (3) the market participants are independent, knowledgeable, able and willing to transact an exchange. Fair value accounting and reporting establishes a framework for measuring fair value by creating a hierarchy for observable independent market inputs and unobservable market assumptions and expands disclosures about fair value measurements. Considerable judgment is required to interpret the market data used to develop fair value estimates. As such, the estimates presented herein are not necessarily indicative of the amounts that could be realized in a current exchange. The use of different market assumptions and/or estimation methods could have a material effect on the estimated fair value.

ASC Topic 820 established a nine-tier fair value hierarchy which prioritizes the inputs used in measuring fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). These tiers include:

- Level 1, defined as observable inputs such as quoted prices for identical instruments in active markets;

- Level 2, defined as inputs other than quoted prices in active markets that are either directly or indirectly observable such as quoted prices for similar instruments in active markets or quoted prices for identical or similar instruments in markets that are not active; and
- Level 3, defined as unobservable inputs in which little or no market data exists, therefore requiring an entity to develop its own assumptions, such as valuations derived from valuation techniques in which one or more significant inputs or significant value drivers are unobservable

#### Stock-Based Compensation

As of August 31, 2021, the Company had no stock-based compensation arrangements. However, if issued, the Company will address the accounting for share-based payment transactions in which an enterprise receives employee services in exchange for either equity instruments of the enterprise or liabilities that are based on the fair value of the enterprise's equity instruments or that may be settled by the issuance of such equity instruments. The transactions will be accounted for using a fair-value-based method and recognized as expenses in our statement of operations.

Stock-based compensation expense recognized during the period will be based on the value of the portion of stock-based payment awards that is ultimately expected to vest. The stock-based compensation expense recognized in the consolidated statements of operations during the two months ended August 31, 2021 was zero.

#### Basic and Diluted Net Income (Loss) per Share Calculations

Income (Loss) per Share dictates the calculation of basic earnings per share and diluted earnings per share. Basic earnings per share are computed by dividing income available to common shareholders by the weighted-average number of common shares available. Diluted earnings per share is computed similar to basic earnings per share except that the denominator is increased to include the number of additional common shares that would have been outstanding if the potential common shares had been issued and if the additional common shares were dilutive.

For the Two months ended August 31, 2021, the Company did not exclude any shares from the calculation of earnings per share.

Dilutive per share amounts are computed using the weighted-average number of common shares outstanding and potentially dilutive securities, using the treasury stock method if their effect would be dilutive.

#### Recently Adopted Accounting Pronouncements

The Company does not elect to delay complying with any new or revised accounting standards, but to apply all standards required of public companies, according to those required application dates.

Management reviewed accounting pronouncements issued during the two months ended August 31, 2021, and no pronouncements were adopted during the period.

#### Recently Issued Accounting Pronouncements Not Yet Adopted

In June 2016, the FASB issued Accounting Standards Update No. 2016-13 (ASU 2016-13) "Financial Instruments-Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments" which requires the measurement and recognition of expected credit losses for financial assets held at amortized cost. ASU 2016-13 replaces the existing incurred loss impairment model with an expected loss methodology, which will result in more timely recognition of credit losses. ASU 2016-13 is effective for annual reporting periods, and interim periods within those years, beginning after December 15, 2022. We are currently in the process of evaluating the impact of the adoption of ASU 2016-13 on our consolidated financial statements.

In January 2017, the FASB issued 2017-04, Intangibles - Goodwill and Other (Topic 350): Simplifying the Test for Goodwill Impairment. The amendments in this ASU simplify the subsequent measurement of goodwill by eliminating Step 2 from the goodwill impairment test and eliminating the requirement for a reporting unit with a zero or negative carrying amount to perform

a qualitative assessment. Instead, under this pronouncement, an entity would perform its annual, or interim, goodwill impairment test by comparing the fair value of a reporting unit with its carrying amount and would recognize an impairment change for the amount by which the carrying amount exceeds the reporting unit's fair value; however, the loss recognized is not to exceed the total amount of goodwill allocated to that reporting unit. In addition, income tax effects will be considered, if applicable. This ASU is effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2022. Early adoption is permitted. The Company is currently evaluating the impact of this ASU on its consolidated financial statements and related disclosures.

#### Income Taxes

The Company uses the asset and liability method of accounting for income taxes. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to financial statements carrying amounts of existing assets and liabilities and their respective tax bases and operating loss and tax credit carry-forwards. The measurement of deferred tax assets and liabilities is based on provisions of applicable tax law. The measurement of deferred tax assets is reduced, if necessary, by a valuation allowance based on the amount of tax benefits that, based on available evidence, is not expected to be realized. For the two months ended August 31, 2021, we used the federal tax rate of 21% in our determination of the deferred tax assets and liabilities balances.

Two months Ended

August 31, 2021

#### Current tax provision:

##### Federal

Taxable income	\$	-
Total current tax provision	\$	-

#### Deferred tax provision:

##### Federal

Loss carryforwards	\$	-
Change in valuation allowance	\$	-
Total deferred tax provision	\$	-

### 3. REVENUE RECOGNITION

Although the Company currently does not have any revenue, when revenue recognition resumes, the Company will record the transactions in accordance with ASU 2014-09 *Revenue from Contracts with Customers* and all subsequent amendments to the ASU (collectively, "ASC 606"). In accordance with ASC 606, revenues are recognized when control of the promised goods or services is transferred to our customers, in an amount that reflects the consideration we expect to be entitled to in exchange for those goods or services.

The core principles of revenue recognition under ASC 606 includes the following five criteria:

**1. Identify the contract with the customer**

Contract with our customers may be oral, written, or implied. A written and signed contract stating the terms and conditions is the preferred method and is consistent with most customers. The terms of a written contract may be contained within the body of an email, during which proposals are made and campaign plans are outlined, or it may be a stand-alone document signed by both parties. Contracts that are oral in nature are consummated in status and pitch meetings and may be later followed up with an email detailing the terms of the arrangement, along with a proposal document. No work is commenced without an understanding between the Company and our customers, that a valid contract exists.

**2. Identify the performance obligations in the contract**

Our sales and account management teams define the scope of services to be offered, to ensure all parties are in agreement and obligations are being delivered to the customer as promised. The performance obligation may not be fully identified in a mutually signed contract, but may be outlined in email correspondence, face-to-face meetings, additional proposals or scopes of work, or phone conversations.

**3. Determine the transaction price**

Pricing is discussed and identified by the operations team prior to submitting a proposal to the customer. Based on the obligation presented, third-party service pricing is established, and time and labor are estimated, to determine the most accurate transaction pricing for our customer. Price is subject to change upon agreed parties, and could be fixed or variable, milestone focused or time and materials.

**4. Allocate the transaction price to the performance obligations in the contract**

If a contract involves multiple obligations, the transaction pricing is allocated accordingly, during the performance obligation phase (criteria 2 above).

**5. Recognize revenue when (or as) we satisfy a performance obligation**

The Company will evaluate the performance obligations as revenue recognition materializes.

**4. LIQUIDITY AND OPERATIONS**

The Company had a net loss of zero for the two months ended August 31, 2021, and net cash used in operating activities of zero.

As of August 31, 2021, the Company did not have short-term borrowing relationship with any lenders.

While the Company hopes that its capital needs in the foreseeable future may be met by operations, there is no assurance that the Company will be able to generate enough positive cash flow to finance its growth and business operations in which event, the Company may need to seek outside sources of capital. There can be no assurance that such capital will be available on terms that are favorable to the Company or at all.

**5. INTANGIBLE ASSETS**

As of August 31, 2021, the Company had no goodwill or intangible assets.

**6. CAPITAL STOCK**

At August 31, 2021 and March 31, 2021, the Company's authorized stock consists of 300,000,000 shares of common stock, par value \$0.001 per share, and 100,000,000 shares of preferred stock, par value of \$0.001 per share. The rights, preferences and privileges of the holders of the preferred stock will be determined by the Board of Directors prior to issuance of such shares. The conversion of certain outstanding preferred stock could have a significant impact on our common stockholders.

### Common Stock

As of August 31, 2021, there were 104,519,840 shares of common stock outstanding.

### Preferred Stock

On July 6, 2021, the Custodian created 1,000,000 shares of Series A Preferred stock, which allows the holder to convert to common stock at a rate of 10,000 shares of common per share of preferred, and vote at a rate of 100,000 shares of common per share of preferred. On August 10, 2021, the Custodian sold 1,000,000 shares of Series A Preferred stock to two investors.

## 7. STOCK OPTIONS AND WARRANTS

As of August 31, 2021, no stock options or warrants were outstanding.

## 8. RELATED PARTIES

None noted

## 9. CONCENTRATIONS

None noted

## 10. COMMITMENTS AND CONTINGENCIES

### Leases

In February 2016, the FASB issued ASU 2016-02, "Leases" Topic 842, which amends the guidance in former ASC Topic 840, *Leases* ("ASC 840"). The new standard increases transparency and comparability most significantly by requiring the recognition by lessees of right-of-use ("ROU") assets and lease liabilities on the balance sheet for all leases longer than 12 months. Under the standard, disclosures are required to meet the objective of enabling users of financial statements to assess the amount, timing, and uncertainty of cash flows arising from leases. For lessees, leases will be classified as finance or operating, with classification affecting the pattern and classification of expense recognition in the income statement, over the expected term on a straight-line basis. Operating leases are recognized on the balance sheet as right-of-use assets, current operating lease liabilities and non-current operating lease liabilities. We determine if an arrangement is a lease at inception. Operating leases are included in operating lease right-of-use ("ROU") assets and operating lease liabilities on our consolidated balance sheets. Finance leases are included in property and equipment, current liabilities, and long-term liabilities on our consolidated balance sheets.

When the Company initiates a lease, we will record the transaction in accordance with ASC 840.

### Legal Matters

The Company may be involved in legal actions and claims arising in the ordinary course of business, from time to time, none of which at this time the Company considers to be material to the Company's business or financial condition.

## 11. SUPPLEMENTAL STATEMENT OF CASH FLOWS INFORMATION

During the two months ended August 31, 2021, there were no non-cash activities.

## 12. SUBSEQUENT EVENTS

Management has evaluated subsequent events according to ASC TOPIC 855 as of the date of the financial statements and has determined that the following subsequent events are reportable.

- On September 1, 2021, the Company issued 10,000,000 shares of common stock to its current Chief Executive Officer, Jay Van Sickle, as compensation for his service to the Company.

On September 3, 2021, the Company borrowed \$10,000.00 from a lender, in the form of an unsecured promissory note, which accrues interest at a rate of 5% per year and has a maturity date of September 3, 2022. The note balance can be prepa