

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

Modern Cinema Group, Inc.

2616 Willow Wren Dr.
Las Vegas, NV, 89084

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info@legendstorenewables.com
7812

Quarterly Report **For the Period Ending: September 30, 2021** **(the "Reporting Period")**

As of September 30, 2021, the number of shares outstanding of our Common Stock was:

34,748,005

As of June 30, 2021, the number of shares outstanding of our Common Stock was:

34,748,005

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

34,748,005

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 Control¹ of the company has occurred over this reporting period:

Yes: ☒ No: ☐

¹ "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.

Modern Cinema Group, Inc. was incorporated on February 9, 2005, in the State of Nevada. On February 7, 2022, the Company changed its name to Energy Holdings.

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):

State of Nevada. The Company is currently in good standing and is Active.

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

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:

None

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

2616 Willow Wren Dr., North Las Vegas, NV, 89084

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>MOCI</u>
Exact title and class of securities outstanding:	<u>Common Stock</u>
CUSIP:	<u>60754P106</u>
Par or stated value:	<u>\$0.0001</u>

Total shares authorized:	<u>450,000,000</u>	as of date: <u>9/30/2021</u>
Total shares outstanding:	<u>34,748,005</u>	as of date: <u>9/30/2021</u>

Number of shares in the Public Float²: 3,660,862 as of date: 9/30/2021
Total number of shareholders of record: 233 as of date: 9/30/2021

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

Trading symbol: _____
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: Securities Transfer Corporation
Phone: (469) 633-0101
Email: info@stctransfer.com
Address: 2901 N Dallas Parkway, Suite 380, Plano, TX 75093

Is the Transfer Agent registered under the Exchange Act?³ 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: <u>Opening Balance</u> Date <u>9/30/2021</u> Common: <u>34,748,005</u> 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	Individual/ Entity Shares were issued to (entities must have individual with voting / investment control	Reason for share issuance (e.g. for cash or debt conversion) -OR- Nature of Services	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.

² "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.

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

					issuance? (Yes/No)	disclosed).	Provided		
_____	_____	_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____	_____	_____
Shares Outstanding on Date of This Report:									
Ending Balance:									
Date <u>9/30/2021</u> Common: <u>34,748,005</u>									
Preferred: <u>None</u>									

Example: A company with a fiscal year end of December 31st, 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:

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)⁴:

Name: **Charles Mathews**

Title: **Consultant**

Relationship to Issuer: **Consultant**

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 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

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

Attached hereto

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")

No operations

Company has a number of products that it has developed that will allow it to provide video service around the world in emerging markets. The products include apps for mobile devices, hardware to allow users to receive and to allow channels to transmit to users.

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

None

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

Provider of photovoltaic solar, energy storage solutions, and electric vehicle charging stations for residential and commercial customers.

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.

As of September 30, 2021, the Company had no assets, properties or facilities.

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>CIS, Inc.</u> ⁽¹⁾	<u>>5% Owner</u>	<u>433 N. Camden Dr., Beverly Hills, CA 90210</u>	<u>30,000,000</u>	<u>Common</u>	<u>86.3%</u>	_____
_____	_____	_____	_____	_____	_____	_____

(1) Ross Cooper is the control person of CIS, Inc.

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

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

None

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

None

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

None

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

9) Third Party Providers

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

Securities Counsel

Name: _____
Firm: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

Accountant or Auditor

Name: _____
Firm: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

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

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) in each Quarterly Report or Annual Report.

The certifications shall follow the format below:

I, Chancellor Tiscareno certify that:

1. I have reviewed this quarterly disclosure statement of Modern Cinema Group, 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.

March 17, 2022

/s/Chancellor Tiscareno [CEO's Signature]

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

Principal Financial Officer:

I, Chancellor Tiscareno certify that:

1. I have reviewed this quarterly disclosure statement of Modern Cinema Group, 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.

March 17, 2022

/s/Chancellor Tiscareno [CEO's Signature]

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

MODERN CINEMA GROUP, INC.
OTC PINK BASIC DISCLOSURE
EXHIBIT “A”
FINANCIAL STATEMENTS

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MODERN CINEMA GROUP, INC.
BALANCE SHEETS
(UNAUDITED)

	<u>September 30, 2021</u>	<u>December 31, 2020</u>
ASSETS		
Current Assets:		
Cash	\$ 839	\$ -
Total assets	<u>\$ 839</u>	<u>\$ -</u>
LIABILITIES AND STOCKHOLDERS' DEFICIT		
Current liabilities:		
Notes payable	150,000	-
Total current liabilities	<u>150,000</u>	<u>-</u>
COMMITMENTS AND CONTINGENCIES		
STOCKHOLDERS' DEFICIT		
Common stock, \$0.0001 par value; 450,000,000 shares authorized; 34,748,005 shares outstanding as of September 30, 2021 and December 31, 2020, respectively.	3,475	3,475
Additional paid-in capital	292,409	292,409
Accumulated deficit	<u>(445,045)</u>	<u>(295,884)</u>
Total Stockholders' Deficit	<u>(149,161)</u>	<u>-</u>
Total Liabilities and Stockholders' Deficit	<u>\$ 839</u>	<u>\$ -</u>

See accompanying notes to these unaudited financial statements

MODERN CINEMA GROUP, INC.
STATEMENTS OF OPERATIONS
(UNAUDITED)

	For the Nine Months Ended September 30,	
	2021	2020
REVENUES	\$ -	\$ -
EXPENSES	149,161	
Total expenses	149,161	-
NET LOSS FROM OPERATIONS	(149,161)	-
NET LOSS	(149,161)	-
Basic and diluted loss per share, from continuing operations	\$ (0.00)	\$ -
Weighted average shares outstanding - basic and diluted	34,748,005	34,748,005

See accompanying notes to these unaudited financial statements

MODERN CINEMA GROUP, INC.
STATEMENTS OF CHANGES IN STOCKHOLDER'S DEFICIT
(UNAUDITED)

	Common Stock		Additional	Accumulated	Total
	Shares	Amount	Paid-in Capital	Deficit	Stockholders' Deficit
Balance – December 31, 2019	34,748,005	\$ 3,475	\$ 292,409	\$ (295,884)	\$ -
Net loss	-	-	-	-	-
Balance – December 31, 2020	34,748,005	\$ 3,475	\$ 292,409	\$ (295,884)	\$ -
Net loss	-	-	-	(149,161)	(149,161)
Balance – September 30, 2021	34,748,005	\$ 3,475	\$ 292,409	\$ (445,045)	\$ (149,161)

See accompanying notes to these unaudited financial statements

MODERN CINEMA GROUP, INC.
STATEMENT OF CASH FLOWS
(UNAUDITED)

	For the Nine Months Ended September 30,	
	2021	2020
Operating activities:		
Net loss	\$ (149,161)	\$ -
Changes in operating assets and liabilities:		
Notes payable	150,000	-
Net cash provided by (used in) operating activities	839	-
Investing activities:		
Net cash provided by (used in) investing activities	-	-
Financing activities:		
Cash provided		
Net cash provided by financing activities	-	-
Net increase (decrease) in cash	839	-
Cash, beginning of period	-	-
Cash, end of period	\$ 839	\$ -

See accompanying notes to these unaudited financial statements

MODERN CINEMA GROUP, INC.
NOTES TO FINANCIAL STATEMENTS
(UNAUDITED)

Note 1 – Nature of Operations and Basis of Presentation

Modern Cinema Group, Inc. (the “Company”) was incorporated in the State of Nevada on February 9, 2005. On June 26, 2016, the Company acquired an ownership interest in Modern Cinema Group, Inc., a Colorado Corporation. On February 7, 2022, the Company changed its name to Energy Holdings.

The Company is a Nevada corporation organized for the purpose of engaging in any lawful business. The Company intends to provide photovoltaic solar, energy storage solutions, and electric vehicle charging stations for residential and commercial customers and any other related business activities as of the date of these financial statements. It currently trades on the Pink Sheet under the symbol “MOCI”. The Company's fiscal year end is December 31st.

On December 17, 2020, the District Court of Clark County, issued a Court Order Granting Application for the Appointment of Bridgeview Capital Partners, LLC as Custodian of the Company (“Court Order”).

On April 12, 2021, the Company was reinstated and brought back to good standing with the State of Nevada, as required by the Court Order by its sole officer and director, Michael Dobbs.

On August 25, 2021, the Company appointed Chancellor Tiscareno as Chief Executive Officer and Chief Financial Officer, Chloe Tiscareno, Aidy Young, and Fangeng Meng as directors of the Company.

The accompanying unaudited financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (“GAAP”) The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America 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.

In the opinion of management, such statements include all adjustments (consisting only of normal recurring items) which are considered necessary for a fair presentation of our financial statements as of September 30, 2021, and for the nine months ended September 30, 2021, and 2020. The results of operations for the nine months ended September 30, 2021, are not necessarily indicative of the operating results for the full year ending December 31, 2021.

Management, Operations and Risk

As of September 30, 2021, the Company had no operations.

Note 2 - Summary of Significant Accounting Policies

Use of Estimates

The preparation of financial statements in conformity with GAAP 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 expenses during the reporting period.

Revenue Recognition

Revenue is recognized when performance obligations are satisfied through the transfer of control of promised goods to the Company's customers. Control transfers once a customer has the ability to direct the use of, and obtain substantially all of the benefits from, the product. This includes the transfer of legal title, physical possession, the risks and rewards of ownership, and customer acceptance.

During the nine months ended September 30, 2021, and 2020, the company had no revenue.

Reclassifications

Certain amounts from prior periods have been reclassified to conform to the current period presentation.

Income Taxes

The Company follows FASB ASC Subtopic 740, Income Taxes, for recording the provision for income taxes. Deferred tax assets and liabilities are computed based upon the difference between the financial statement and income tax basis of assets and liabilities using the enacted marginal tax rate applicable when the related asset or liability is expected to be realized or settled.

Deferred income tax expenses or benefits are based on the changes in the asset or liability each period. If available evidence suggests that it is more likely than not that some portion or all of the deferred tax assets will not be realized, a valuation allowance is required to reduce the deferred tax assets to the amount that is more likely than not to be realized. Future changes in such valuation allowance are included in the provision for deferred income taxes in the period of change.

Stock-based Compensation

The Company follows FASB ASC Subtopic 718, Stock Compensation, for accounting for stock-based compensation. The guidance requires that new, modified and unvested share-based payment transactions with employees, such as grants of stock options and restricted stock, be recognized in the consolidated financial statements based on their fair value at the grant date and recognized as compensation expense over their vesting periods. The Company also follows the guidance for equity instruments issued to consultants.

Basic Loss Per Share

FASB ASC Subtopic 260, Earnings Per Share, provides for the calculation of "Basic" and "Diluted" earnings per share. Basic earnings per share is computed by dividing net loss available to common shareholders by the weighted average number of common shares outstanding for the period. All potentially dilutive securities have been excluded from the computations since they would be antidilutive. However, these dilutive securities could potentially dilute earnings per share in the future.

Cash and Cash Equivalents

Cash equivalents consist of highly liquid investments with maturities of three months or less when purchased. Cash and cash equivalents are on deposit with financial institutions without any restrictions. At September 30, 2021 and December 31, 2020, cash and cash equivalents amounted to \$839 and \$0, respectively.

Note 3 – Going Concern

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern, which contemplates continuity of operations, realization of assets, and liquidation of liabilities in the normal course of business.

As reflected in the accompanying financial statements, the Company had an accumulated deficit at September 30, 2021 of \$445,045. These factors among others raise substantial doubt about the Company's ability to continue as a going concern.

The financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.

Note 4 – Stockholders' Deficit

Common Stock

As of September 30, 2021, there were 34,748,005 shares of common stock outstanding.

Note 5 – Subsequent Events

On October 1, 2021, the Company issued 280,000,000 shares of common stock to various shareholders as founder shares.

On February 7, 2022, the Company changed its name to Energy Holdings.