

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

U C, Inc. (formerly named “Symmetry Technologies, Inc.”)

One Financial Plaza, Suite 1000, Fort Lauderdale, Florida 33394

Former Address:

207 Jasmine Lane, Longwood, Florida 32779

954-715-5020

Company Website: uc.life

Email: info@uc.life

SIC Code 6719

Annual Report

For the Period Ending: December 31, 2021 (the “Reporting Period”)

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

14,739,627

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

14,739,627

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

14,739,627

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: ☒

History

On June 29, 2018, the Issuer entered into an acquisition agreement (“Acquisition Agreement”) with a privately-held company developing restaurants in the Orlando, Florida, area, Dixie Belle’s Restaurant Group, Inc., a Florida corporation, through its developer, RSB Partners, LLC (the “Acquisition”). Under the term of the share exchange in the Acquisition Agreement, RSB Partners, LLC, a Florida limited liability company, received 708,074,216 shares of common stock, and the DLJ Family Limited Partnership, a Florida partnership, received 74,186,157 shares of common stock. Therefore, post-Acquisition and through June 30, 2020, there were 797,000,000 shares of common stock issued and outstanding of which RSB Partners, LLC held 88.8% of the common stock share class.

Moreover, under the terms and conditions of the Acquisition Agreement, the DLJ Family Limited Partnership transferred 1,000,000 shares of super voting Series A Preferred Stock (100% of its shareclass) to RSB Partners, LLC. As a result, a “change of control” of the Company occurred as a result of the Acquisition.

On December 4, 2020, the Acquisition Agreement was unwound, *ab initio*, by the Issuer, and the control of the Issuer was returned to the DLJ Family Limited Partnership. Simultaneously, the prior President and CEO, Catherine Rambo, resigned and Donna Rayburn, managing member of the DLJ Family Limited Partnership, assumed the role of President and CEO.

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.

Current name of the Issuer is U C, Inc. (formerly named “Symmetry Technologies, Inc.”)

The Issuer was incorporated on October 30, 2001 as Symmetry Technologies, Inc.”. The name was changed on November 29, 2021 in the State of Nevada.

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 Incorporation: Nevada

Current Standing: 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:

One Financial Plaza, Suite 1000, Fort Lauderdale, Florida, 33394 (formerly 207 Jasmine Lane, Longwood, FL 32779)

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: ☒

One Financial Plaza, Suite 1000, Fort Lauderdale, Florida 33394 (formerly 207 Jasmine Lane, Longwood, FL 32779)

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.

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:

None

2) Security Information

Trading symbol:	<u>SMMR</u>	
Exact title and class of securities outstanding:	<u>Common</u>	
CUSIP:	<u>87155J108</u>	
Par or stated value:	<u>.0001</u>	
Total shares authorized:	<u>900,000,000</u>	as of date: <u>12/31/2021</u>
Total shares outstanding:	<u>14,739,627</u>	as of date: <u>12/31/2021</u>
Number of shares in the Public Float ² :	<u>2,752,064</u>	as of date: <u>12/31/2021</u>
Total number of shareholders of record:	<u>376</u>	as of date: <u>12/31/2021</u>

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

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

Transfer Agent

Name: Pacific Stock Transfer
Phone: (702) 361-3033
Email: luke@pacificstocktransfer.com
Address: 6725 Via Austi Pkwy, Suite 300, Las Vegas, Nevada 89119

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

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.

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: Opening Balance Date <u>12/31/19</u> Common: <u>797,000,000</u> Preferred: <u>1,100,000</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>1/25/2021</u>	<u>Share Cancellation</u>	<u>708,074,216</u>	<u>Common</u>	<u>\$70.807</u>	<u>Yes – at par value \$.0001</u>	<u>RSB Partners, LLC – Bryon Rambo, Mgr.</u>	<u>Subsidiary Acquisition</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>1/25/2021</u>	<u>Share Cancellation</u>	<u>74,186,157</u>	<u>Common</u>	<u>\$7.719</u>	<u>Yes – at Par value \$.0001</u>	<u>DLJ Family Limited Partnership – Donna Rayburn, Mgr.</u>	<u>Subsidiary Acquisition</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>3/1/2021</u>	<u>New Issuance</u>	<u>828,903</u>	<u>Series C Preferred Stock</u>	<u>\$828.903</u>	<u>N/A</u>	<u>Roy J. Meadows Revocable Trust – Donna Rayburn, Trustee</u>	<u>Exchange of Debt for Equity</u>	<u>Restricted</u>	<u>4(a)(2)</u>
Shares Outstanding on Date of This Report: Ending Balance: Date <u>12/31/21</u> Common: <u>14,739,627</u> Preferred: <u>1,928,903</u>									

Example: A company with a fiscal year end of December 31st, in addressing this item for its quarter ended September 30, 2020, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2018 through September 30, 2020 pursuant to the tabular format above.

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

The January 25, 2021 share cancellations per above, totaling 782,260,373 shares, were the result of the unwind *ab initio* of the Acquisition Agreement of June 30, 2018 under which the shares were issued, meaning the total quantity of shares issued and outstanding reverted to the pre-acquisition agreement quantity of 14,739,627.

The 828,903 shares of Series C Preferred Stock issued on March 1, 2021, were issued under an Exchange Agreement, dated February 5, 2021, between the Company and the Roy Meadows Revocable Trust (beneficiary of the estate of Roy Meadows deceased) wherein said Trust waived past and current interest and fees to date on the principal amount of \$828,903, advanced beginning in 2013, and due under the convertible prom note that it held, in exchange for the issuance of 828,903 shares of restricted Series C Preferred Stock.

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.)
None							

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

The prior debt of the Company, consisting solely of a single convertible promissory note held by Roy J. Meadows, who passed away in December 2019, was exchanged on February 5, 2021 by his trust (beneficiary of his estate) for shares of the Company's Series C Preferred Stock, as stated in the preceding table under "3. Issuance History".

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: Dennis Ruggeri
Title: Service Provider
Relationship to Issuer: None (outside contractor)

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;

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.

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.

The most recent information for the Issuer's applicable period ending December 31, 2021, is available on OTCMarkets.com as an "Annual Report – Financial Statements", is hereby incorporated herein by reference.

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")

In June 2018 the Company entered into an acquisition agreement with a privately-held company developing restaurants in the Orlando, Florida area and became the owner and operator of a restaurant development company. The business plan of the Company was the development of eat-in restaurants in the greater Orlando, Florida area. The acquisition was rescinded on December 4, 2020. As of December 4, 2020 the Company had no operations and continues not to have any operations as of December 31, 2021. The Company is in the development stage and focused on identifying and negotiating with merger and acquisition candidates.

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

DLJ Family Limited Partnership

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

In June 2018 the Company entered into an acquisition agreement with a privately-held company developing restaurants in the Orlando, Florida area and became the owner and operator of a restaurant development company. The business plan of the Company was the development of eat-in restaurants in the greater Orlando, Florida area. The acquisition was rescinded on December 4, 2020. As of December 4, 2020 the Company had no operations and continues not to have any operations as of December 31, 2021. The Company is in the development stage and focused on identifying and negotiating with merger and acquisition candidates.

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 February 1, 2022, the Company has a new headquarters location at One Financial Plaza, Suite 1000, Fort Lauderdale, Florida 33394. The Company's former address was 207 Jasmine Lane, Longwood, Florida 32779, which was provided by the controlling shareholder of the Company rent free. The new location is a high rise office building. The Company rents an office for \$1,000 per month.

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" Entities	Affiliation with Company	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Notation
Donna Rayburn	Director, Chairperson of the Board of Directors	207 Jasmine Lane, Longwood, Florida 32779	Through "Control Person" Entities below	Common and Series A, B and C Preferred via "Control Person" entities below	13.7% Common; 100% of Series A, B and C Preferred	President and CEO from December 4, 2020 until February 14, 2022; at which time Appointed Chairperson of the Board of Directors
David Reckles	President, Treasurer, CEO, Director		None	N/A	N/A	Appointed February 14, 2022
Michael Coner	Vice President, Secretary, Director		None	N/A	N/A	Appointed February 14, 2022
"Control Person" Entities	Owns more than 5% of a Class of Stock	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Notation

<u>DLJ Family Limited Partnership</u> (Donna Rayburn, Manager)	<u>Owner of more than 5%</u>	<u>Longwood, Florida</u>	<u>1,000,000</u>	<u>Series A Preferred</u>	<u>100</u>	<u>Restricted</u>
<u>DLJ Family Limited Partnership</u> (Donna Rayburn, Manager)	<u>Owner of more than 5%</u>	<u>Longwood, Florida</u>	<u>100,000</u>	<u>Series B Preferred</u>	<u>100</u>	<u>Restricted</u>
<u>Roy J. Meadows Revocable Trust</u> (Donna Rayburn, Trustee)	<u>Owner of more than 5%</u>	<u>Longwood, Florida</u>	<u>828,903</u>	<u>Series C Preferred</u>	<u>100</u>	<u>Restricted</u> Share exchange agreement
<u>DLJ Family Limited Partnership</u> (Donna Rayburn, Manager)	<u>Owner of more than 5%</u>	<u>Longwood, Florida</u>	<u>2,013,843</u>	<u>Common</u>	<u>13.7</u>	<u>Restricted</u>
<u>Donna Rayburn</u> (Manager of DLJ Family Limited Partnership)	<u>Sole Officer and Director (2021)</u>	<u>Longwood, Florida</u>	<u>-0-</u>	<u>(Any Class)</u>	<u>-0-</u>	<u>Restricted</u>

The DLJ Family Limited Partnership owns 100% of the issued and outstanding shares of Series A and B preferred stock of the Company, and 13.7% of the Company's issued and outstanding Common Stock. The Registered Agent of the DLJ Family Limited Partnership is Saddleback Management, LLC, 207 Jasmine Lane, Longwood, FL 32779. The Managing Member of Saddleback Management, LLC is Donna Rayburn, President and CEO of the Company.

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

7) Third Party Providers

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

Securities Counsel

Name: Jonathan Leinwand, Esq.
Firm: Jonathan D. Leinwand, P.A.
Address 1: 18305 Biscayne Blvd., Suite 200
Address 2: Aventura, Florida 33160
Phone: (954) 903-7856
Email: Jonathan@jdlpa.com

Accountant

Name: Byron Rambo, CPA
Firm: RSB Partners, LLC
Address 1: 6931 Tallow Tree Rd.
Address 2: Sanford, FL 32771
Phone: (407)792-0620
Email: byron.rambo@rsbpartners.com

Investor Relations

Name: None
Name: None
Firm: None
Address 1: None
Address 2: None
Phone: None
Email: None

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: None
Name: None
Firm: None

Address 1: None
Address 2: None
Phone: None
Email: None

8) 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.

I, David Reckles, certify that:

1. I have reviewed this Annual disclosure statement of U C, Inc. (formerly named Symmetry Technologies, 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.

3/28/2022

/s/David Reckles [CEO's Signature]

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

Principal Financial Officer:

I, David Reckles, certify that:

1. I have reviewed this Annual disclosure statement of U C, Inc. (formerly named Symmetry Technologies, 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.

3/28/2022

/s/David Reckles

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