Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

Pacific Software, Inc.

431 SW Heath St
McMinnville, OR 97128
908-803-1467
www.pacificsoftwareinc.com
info@pacificsoftwareinc.com
SIC: 7372

Quarterly Report
For the Period Ending: June 30, 2022
(the "Reporting Period")

As of June 30, 2022, the number of shares outstanding of our Common Stock was: 19,437,299

As of March 31, 2022, the number of shares outstanding of our Common Stock was: 19,187,299

As of September 30, 2021, the number of shares outstanding of our Common Stock was: 19,187,299

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[1] 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.

Incorporated as Pacific Mining, Inc., on October 12, 2005; changed to Pacific Software, Inc. as of November 28, 2006

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):

Pacific Software, Inc. was incorporated in the state of Nevada on October 12, 2005 and is currently in active status.

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:

431 SW Heath St
McMinnville, OR 97128

The address(es) of the issuer's principal places of business:
Check box if principal executive office and principal place of business are the same address: ☐

World of Beer located in Blue Black Square, 73 Isham Rd #B-30, West Hartford, CT 06107
World of Beer located in Cambridge Side, 100 Cambridge Pl, Cambridge, MA 02141 (closed February 2022)
Good Wurst Company, 3001 Central Avenue, Charlotte NC 28205
Gallo Express Danbury LLC,116 Newton Road, Danbury, CT 06810
Gallo Express Westport LLC, 793 Post Road East, Westport, CT 06880
Gallo Express Stamford, LLC High Ridge Center, Stamford, CT 06905
Torino Port Chester LLC, 20 Abendroth Avenue, Port Chester, NY 10573
Torino Omni New Haven LLC, 179 Crown Street, New Haven, CT
Good Wurst Atlanta 1 LLC 2640 Harrington Drive, Decatur GA 30305
Gran Gusto New Haven LLC 278 Park Ave, New Haven CT 06503

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

Yes: ☐ No: ☒

2) Security Information

Trading symbol:	PFSF	
Exact title and class of securities outstanding:	Common Stock	
CUSIP:	69482P 205	
Par or stated value:	$0.001	
Total shares authorized:	100,000,000	as of date: 6.30.22
Total shares outstanding:	19,437,299	as of date: 6.30.22
Number of shares in the Public Float[2]:	165,899	as of date: 6.30.22

[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.

Total number of shareholders of record: 151 as of date: 6.30.22
All additional class(es) of publicly traded securities (if any):

Trading symbol: N/A
Exact title and class of securities outstanding: Preferred Stock – Series A
CUSIP: N/A
Par or stated value: $0.001
Total shares authorized: 3,000,000 as of date: 6.30.22
Total shares outstanding: 500,000 as of date: 6.30.22

Trading symbol: N/A
Exact title and class of securities outstanding: Preferred Stock – Series B
CUSIP: N/A
Par or stated value: $0.10
Total shares authorized: 22,000 as of date: 6.30.22
Total shares outstanding: 22,000 as of date: 6.30.22

Trading symbol: N/A
Exact title and class of securities outstanding: Preferred Stock – Series C
CUSIP: N/A
Par or stated value: $0.001
Total shares authorized: 101 as of date: 6.30.22
Total shares outstanding: 101 as of date: 6.30.22

Trading symbol: N/A
Exact title and class of securities outstanding: Preferred Stock – Series D
CUSIP: N/A
Par or stated value: $0.001
Total shares authorized: 1,600 as of date: 6.30.22
Total shares outstanding: 1,600 as of date: 6.30.22

Transfer Agent

Name: Action Stock Transfer
Phone: (801) 274.1088
Email: jb@ActionStockTransfer.com
Address: 2469 E. Fort Union Blvd., Suite 214, Salt Lake City, UT 84121

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: ☐

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

Shares Outstanding as of Second Most Recent Fiscal Year End: Opening Balance Date 9.30.19 Common: 19,132,299 Preferred: 733,000	*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.**
10/31/2019	New Issuance	25,000	Common	$4.50	Yes	Peter Pizzino	Services as Officer	Restricted	4(a)(2)
10/31/2019	New Issuance	30,000	Common	$4.50	Yes	Harrysen Mittler	Services as Officer	Restricted	4(a)(2)
9/28/2020	Cancellation	494,000	Series A Preferred	N/A	N/A	Harrysen Mittler	Services as Officer	N/A	N/A
9/28/2020	Cancellation	239,000	Series A Preferred	N/A	N/A	Peter Pizzino	Services as Officer	N/A	N/A
9/28/2020	New issuance	12,866	Series B Preferred	N/A	N/A	Alpha Capital Anstalt- Konrad Ackermann	Asset sale	N/A	4(a)(2)
9/28/2020	New issuance	6,480	Series B Preferred	N/A	N/A	Frondeur Partners LLC- William Gonyer	Asset sale	N/A	4(a)(2)
9/28/2020	New issuance	654	Series B Preferred	N/A	N/A	EMA FinancialLLC- Felicia Preston	Asset sale	N/A	4(a)(2)
9/28/2020	New issuance	1,000	Series B Preferred	N/A	N/A	Harrysen Mittler	Services as Officer	N/A	N/A
9/28/2020	New issuance	1,000	Series B Preferred	N/A	N/A	Peter Pizzino	Services as Officer	N/A	N/A
4/30/21	New issuance	50	Series C Preferred	N/A	N/A	Izak On	Control block issuance	N/A	N/A
4/30/21	New issuance	51	Series C Preferred	N/A	N/A	Michael Finklestein	Control block issuance	N/A	N/A
11/12/21	New issuance	750	Series D Preferred	N/A	N/A	Michael Finklestein	Services as Officer	N/A	N/A
11/12/21	New issuance	500	Series D Preferred	N/A	N/A	Izak On	Services as Officer	N/A	N/A
11/12/21	New issuance	350	Series D Preferred	N/A	N/A	Todd Sherman	Consulting Services	N/A	N/A
2/23/22	Cancellation	157,029	Series A Preferred	N/A	N/A	Harrysen Mittler	Cancellation/Settlement agreement	N/A	N/A
2/23/22	Cancellation	75,971	Series A Preferred	N/A	N/A	Peter Pizzino	Cancellation/Settlement agreement	N/A	N/A
4/25/22	New Issuance	250,000	Common	$0.20	Yes	J.P. Carey Limited Partners LP – Joseph Canouse	Cash	Unrestricted	4(a)(2)
6/24/2022	Cancellation	51	Series C Preferred	N/A	N/A	Michael Finkelstein	Control block cancellation	N/A	N/A
6/24/2022	New Issuance	51	Series C Preferred	N/A	N/A	Ryan Sherman	Control block issuance	Restricted	4(a)(2)
Shares Outstanding: Balance sheet date: Date 6.30.22. Common: 19,437,299 Preferred Stock Series A: 500,000									

B: 22,000 C: 101 D: 1,600	

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.)**
9/20/20	7,000	7,000	1,243	8/31/23**	Convertible at fixed price of $0.02 per common share**	Trillium Partners LLC- Stephen Hicks	Loan
9/21/20	26,600	26,600	4,037	9/21/21	Non-convertible	Alpha Capital Anstalt- Konrad Ackermann	Loan
9/21/20	13,400	13,400	1,900	9/21/21	Non-convertible	Oscaleta Partners LLC- Stephen Hicks	Loan
9/24/20	1,929,900	1,929,900	291,653	9/24/21	Convertible at fixed price of $0.02 per common share**	Alpha Capital Anstalt- Konrad Ackermann	Purchase financing
9/24/20	972,000	972,000	171,498	8/31/23**	Convertible at fixed price of $0.02 per common share**	Oscaleta Partners LLC - Stephen Hicks***	Purchase financing
9/24/20	98,100	98,100	17,309	9/24/21	25% of lowest closing bid price over the 20 days prior to conversion	EMA Financial, LLC- Felicia Preston	Purchase financing
2/17/21	33,000	33,000	4,475	8/31/23**	Convertible at fixed price of $0.02 per common share**	Trillium Partners LLC- Stephen Hicks	Loan
3/2/21	33,000	33,000	4,385	3/2/22	Convertible at fixed price of $0.02 per common share**	Alpha Capital Anstalt- Konrad Ackermann	Loan
5/12/21	28,000	28,000	3,107	8/31/23**	Convertible at fixed price of $0.02 per common share**	Trillium Partners LLC- Stephen Hicks	Loan
5/21/21	28,000	28,000	3,107	1/31/22	Convertible at fixed price of $0.02 per common share**	Alpha Capital Anstalt- Konrad Ackermann	Loan
6/15/21	39,000	39,000	3,996	8/31/23**	Convertible at fixed price of $0.02 per common share**	Trillium Partners LLC- Stephen Hicks	Loan
6/28/21	39,000	39,000	3,921	1/31/22	Convertible at fixed price of $0.02 per common share**	Alpha Capital Anstalt- Konrad Ackermann	Loan
8/11/21	400,000	400,000	35,397	3/3/23	Convertible at fixed price of $0.02 per common share	Oscaleta Partners LLC Stephen Hicks	Loan
9/3/21	425,000	425,000	34,932	3/3/23	Convertible at fixed price of $0.02 per common share	Oscaleta Partners LLC Stephen Hicks	Loan

9/3/21	825,000	825,000	67,808	3/3/23	Convertible at fixed price of $0.02 per common share	Alpha Capital Anstalt-Konrad Ackermann	Loan
1/21/22	50,000	50,000	2,192	8/31/23**	Convertible at fixed price of $0.02 per common share	Trillium Partners LLC-Stephen Hicks	Loan
1/21/22	50,000	50,000	2,192	8/31/23**	Convertible at fixed price of $0.02 per common share	Alpha Capital Anstalt-Konrad Ackermann	Loan
2/1/22	294,444	294,444	12,020	8/31/23**	Convertible at fixed price of $0.02 per common share	Trillium Partners LLC-Stephen Hicks	Loan
3/4/22	394,444	394,444	12,752	8/1/22	Convertible at fixed price of $0.02 per common share	Trillium Partners LLC-Stephen Hicks	Loan
3/4/22	400,000	400,000	12,932	8/1/22	Convertible at fixed price of $0.02 per common share	Alpha Capital Anstalt-Konrad Ackermann	Loan
5/16/22	110,000	110,000	1,526	10/1/22	Convertible at fixed price of $0.001 per common share**	Trillium Partners LLC-Stephen Hicks	Loan
5/18/22	110,000	110,000	1,458	10/1/22	Convertible at fixed price of $0.001 per common share**	Alpha Capital Anstalt-Konrad Ackermann	Loan
6/9/22	165,000	165,000	1,068	11/1/22	Convertible at fixed price of $0.001 per common share**	Trillium Partners LLC-Stephen Hicks	Loan

* Amended September 1, 2021
** Amended February 25, 2022
******* Assigned November 1, 2021

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: **William Gonyer**
Title: **Managing Member – Will Stephenson Advisory LLC**
Relationship to Issuer: **Contract Service Provider**

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

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

[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.

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.

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")

Pacific Software, Inc. is focusing on the accumulation of both mini and medium sized fast casual and casual restaurant chains throughout the United States

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

On September 18, 2020, the Company entered into a Stock Purchase Agreement for the acquisition of all of the issued and outstanding shares of common stock of Pacific Acquisition Assets, Inc., a Nevada corporation ("PAA"). PAA has a fifty-one (51) percent membership interest in the LLCs of the West Hartford World of Beer and Cambridge Craft (ceased operations in February 2022) restaurants as well as the associated assets and liabilities, from Attitude Beer Holding, Inc.

The Company began the organizational phase of expansion on May 24, 2021 with the formation of Gallo Group ("Gallo"). Gallo is a corporation registered in Wyoming. The Company owns 2,505,000 (50.1%) of the shares of Gallo.

On May 21, 2021, LC57 Holdings, Inc. ("LC57") was incorporated under the laws of the state of Wyoming, with the authorized capitalization consisting of 5,000,000 shares of common stock, par value $0.001. The Company owns 3,500,000 shares or 70% of LC57.

On July 6, 2021, Gallo Express Westport LLC ("Westport") was organized under the laws of the state of Wyoming. Gallo is the sole member.

On July 6, 2021, Torino New Haven LLC ("New Haven") was organized under the laws of the state of Wyoming. Gallo is the sole member.

On July 6, 2021, Torino Port Chester LLC ("Port Chester") was organized under the laws of the state of Wyoming. Gallo is the sole member.

On September 17, 2021, Good Wurst Charlotte 1, LLC ("GW1") was organized under the laws of the state of Wyoming. LC57 is the sole member.

On September 17, 2021, Good Wurst Charlotte 2, LLC ("GW1") was organized under the laws of the state of Wyoming. LC57 is the sole member.

On September 28, 2021, Good Wurst Charlotte 3, LLC ("GW3") was organized under the laws of the state of Wyoming. LC57 is the sole member.

On September 29, 2021, Gallo Express Danbury LLC ("Danbury") was organized under the laws of the state of Wyoming. Gallo is the sole member.

On September 30 2021, GW3 and LC57 (the "buyers") completed an asset purchase agreement whereby the buyers acquired certain assets and assumed certain liabilities of Wiener Wunderstand, Inc. a North Carolina domestic corporation with an operating fast-food venue in Charlotte, NC.

On November 10, 2021, LLR Holdings, Inc. ("LLR") was incorporated under the laws of the state of Wyoming, with the authorized capitalization consisting of 5,000,000 shares of common stock, par value $0.001. The Company owns 2,505,000 shares or 50.1% of LLR.

On January 25, 2022, Gran Gusto New Haven, LLC ("Gran Gusto NH") was organized under the laws of the state of Wyoming, with the intent of creating a concept restaurant. Gallo is the sole member.

On February 23, 2022, Gallo Express Stamford, LLC ("Stamford") was organized under the laws of the state of Wyoming. Gallo is the sole member.

On March 11, 2022, Good Wurst Atlanta 1, LLC ("Atlanta") was organized under the laws of the state of Wyoming, with the intent of creating a concept restaurant. LLR is the sole member.

On March 29, 2022, Gran Gusto West Hartford LLC ("West Hartford") was organized under the laws of the state of Wyoming, with the intent of creating a concept restaurant. Gallo is the sole member.

On March 29, 2022, Good Wurst Huntersville, LLC ("GW3") was organized under the laws of the state of Wyoming, with the intent of creating a fast casual restaurant, for pick-up and delivery. LC57 is the sole member.

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

The Company is the majority owner of two restaurants in New England which concentrate on selling craft beer in a pressure-free and fun setting.

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 to 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.

Our offices are currently located at 9905 Pin Oak Acres Way, #622, Charlotte, North Carolina 28277. The office facility is provided by a board member at no cost to the Company. Management believes that its current facilities are adequate for its needs through the next twelve months, and that, should it be needed, suitable additional space will be available to accommodate expansion of the Company's operations on commercially reasonable terms, although there can be no assurance in this regard.

The Company's operating facilities as of June 30, 2022 are as follows:

World of Beer Tavern- West Hartford CT
73 Isham Road, # B-30
West Hartford CT 06107

Our facility is a 4,163 square foot bar restaurant located in a commercial mall. Included in the property are inventory which is comprised mostly of bottled beer. Fixed assets are comprised of ovens for cooking, freezers and refrigerators for food and beverages, bar equipment and an audio/visual system. The menu includes an assorted portion of sides such as wings, burgers and fries and other food to be found at casual dining establishments.

World of Beer Tavern- Cambridge MA – Operations ceased in February 2022
100 Cambridge Side Place
Cambridge MA 02141

Our facility is located near the Charles River. The establishment is slightly smaller than our West Hartford facility but the assets and menu are almost identical (ceased operations in February 2022)

Good Wurst Company
3001 Central Avenue
Charlotte NC 28205

Our facility is a .275 acre (approximately 11,980 square foot) a butcher, baker, sausage maker, free standing, bar restaurant. Fixed assets are comprised of ovens for baking and cooking, freezers and refrigerators for food and beverages. The menu includes an assorted portion of wursts, burgers, sandwiches, bagels and other breakfast sandwiches, and other food to be found at casual dining establishments.

The Company has leased the following operating facilities that have yet to commence operations, awaiting landlord construction and renovations:

Gallo Express Danbury LLC
116 Newton Road
Danbury, CT 06810

Our facility is 7,281 square feet with operations to commence around June 1, 2022. These premises are intended to be used as a bar/restaurant.

Gallo Express Westport LLC
793 Post Road East
Westport, CT 06880

These premises are intended to be used as a bar/restaurant.

Gallo Express Stamford, LLC
High Ridge Center
Stamford, CT 06905

Our facility is a 1,300 square foot fast, casual Italian restaurant located in a shopping center. Included in the property are inventory which is comprised mostly of bottled beer

Torino Port Chester LLC
20 Abendroth Avenue
Port Chester, NY 10573

Our facility is 5,646 square feet with operations to commence after landlord completes his work; which he estimates to be up to 30 months from our year end. These premises are intended to be used as a bar/restaurant.

Torino Omni New Haven LLC
179 Crown Street
New Haven, CT

Our facility is 5,029 square feet with operations to commence after landlord completes his work. These premises are intended to be used as a bar/restaurant.

Good Wurst Atlanta 1, LLC
2640 Harrington Drive
Decatur, GA 30033

Our facility is a 2,432 square foot bar restaurant located in a shopping center. Included in the property are inventory which is comprised mostly of bottled beer

Gran Gusto West Hartford LLC
Blue Black Square
65 Memorial Road
West Hartford, CT 06107

Our facility will be an Italian bar/restaurant located in a shopping center. Included in the property will be inventory which is comprised mostly of bottled beer and alcohol.

Good Wurst Huntersville, LLC
Birkdale Village
Huntersville, NC 28205

Our facility is a 1,760 square foot bar restaurant located in a shopping center. Included in the property will be inventory which is comprised mostly of food.

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% of 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
Izak On	CEO, CFO, Director	Tel-Aviv, Israel	50 500	Series C Preferred Series D Preferred	49.5% 31.25%	Appointed September 28, 2020
Michael Finkelstein (footnote 1)	Former Officer/Director	Charlotte, N.C.	750	Series D Preferred	46.875%	Resigned as officer/director in June 2022
Ryan Sherman	COO	McMinnville, OR	51	Series C Preferred	51.0%	Appointed as COO June 14, 2022
Harrysen Mittler	>5%	Toronto, ON	10,455,000 336,971 1,000	Common Stock Series A Preferred Stock Series B Preferred Stock	54.5% 19% 4.5%	Former officer
Peter Pizzino	>5%	New York, NY	5,278,500 163,029 1,000	Common Stock Series A Preferred Series B Preferred Stock	27.5% 19% 4.5%	Former officer
Alpha Capital Anstalt	>5%	Konrad Ackermann NY, NY	12,866	Series B Preferred Stock	59%	
Frondeur Partners	>5%	William Gonyer Ridgefield, CT	6,480	Series B Preferred Stock	30%	

Footnote 1 – Michael Finkelstein's Series C Preferred stock was converted into 6,000,000 shares of common stock s subsequent to June 30, 2022.

8) Legal/Disciplinary History

A. Please identify whether any of the persons 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:	Jeff Turner
Firm:	JDT Legal PLLC
Address 1:	897 W Baxter Dr
Address 2:	South Jordan, Utah 84095
Phone:	801.810.4465
Email:	jeff@jdt-legal.com

Accountant or Auditor

Name:	William Gonyer
Firm:	Will Stephenson Advisory LLC
Address 1:	697 Sport Hill Road
Address 2:	Easton, CT 06612
Phone:	203.702.1820
Email:	_____

Investor Relations
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, advisor(s) or consultant(s) or provided assistance or services to the issuer during the reporting period.

Accountant for subsidiaries:

Name:	Vadim Mats_____
Firm:	BespokeCFO
Nature of Services:	Accounting_____
Address 1:	494 Mountain Ave_____
Address 2:	North Caldwell, NJ 7006
Phone:	973.490.4300_____
Email:	help@bespokecfo.com _____

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, Izak On certify that:

1. I have reviewed this Quarterly Disclosure Statement of Pacific Software, 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.

August 30, 2022 [Date]

/s/ Izak On [CEO's Signature]

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

Principal Financial Officer:

I, Izak On certify that:

1. I have reviewed this Quarterly Disclosure Statement of Pacific Software 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.

August 30, 2022 [Date]

/s/ Izak On [CFO's Signature]

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

FINANCIAL STATEMENTS

Index to the Condensed Consolidated Financial Statements

PACIFIC SOFTWARE, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS
(Unaudited)

ASSETS		**June 30, 2022**		**September 30, 2021**
Current assets				
Cash	$	207,625	$	690,790
Accounts receivable		7,740		-
Inventories		75,832		84,589
Prepaid expenses		150,427		170,151
Total Current assets		441,624		945,530
Fixed assets, net		2,219,887		877,311
Other assets		54,275		53,367
Deposits		749,750		497,824
ROU asset		1,880,717		1,036,218
TOTAL ASSETS	**$**	5,346,253	**$**	3,410,250
LIABILITIES AND EQUITY				
Current liabilities				
Accounts payable and accrued expenses	$	1,994,248	$	851,521
Convertible notes payable		4,863,300		17,228,089
Notes payable		40,000		217,181
Derivative liabilities		98,396		6,582,408
Deferred rent		77,857		89,736
Lease liability, current portion		449,270		300,149
Total Current liabilities		7,523,071		25,269,084
Convertible notes payable – long term		1,211,526		1,207,995
Lease liability – long term		1,438,581		646,333
TOTAL LIABILITIES		10,173,178		27,123,412
Commitments and contingencies				
MEZZZANINE EQUITY				
Series B, preferred stock, 22,000 shares authorized, par value $0.10, 22,000 shares issued and outstanding at June 30, 2022 and, September 30, 2021, respectively		2,200		2,200
EQUITY				
Preferred stock, 50,000,000 shares authorized, $0.001 par value				
Series A, 3,000,000 shares authorized, par value $.001 500,000 issued and outstanding, at June 30, 2022 and September 30, 2021, respectively		500		733
Series C, 101 shares authorized, $0.001 par value 101 issued and outstanding at June 30, 2022 and September 30, 2021, respectively		-		-
Series D, 1,600 shares authorized, $0.001 par value 1,600 issued and outstanding at June 30, 2022 and 0 at September 30, 2021, respectively		2		-
Common stock, 950,000,000 shares authorized, par value $0.001, 19,437,299 shares issued and outstanding at June 30, 2022 and September 30, 2021, respectively		19,437		19,187
Additional paid in capital		28,936,443		27,771,247
Accumulated deficit		(34,053,476)		(51,996,290)
Total Pacific Software, Inc. equity (deficit)		(5,097,094)		(24,205,123)
Non-controlling interest		267,969		489,761
Total Equity		(4,829,125)		(23,715,362)
TOTAL LIABILITIES AND EQUITY (DEFICIT)	**$**	5,346,253	**$**	3,410,250

The accompanying notes are an integral part of these consolidated financial statements

PACIFIC SOFTWARE, INC.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
FOR THE THREE AND SIX MONTHS ENDED JUNE 30, 2022 AND 2021
(Unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2022	2021	2022	2021
Sales	$ 913,562	$ 980,671	$ 3,032,639	$ 2,383,676
Cost of goods sold	437,152	244,868	1,674,842	635,191
Gross profit	476,410	735,803	1,357,797	1,748,485
Operating expenses:				
Compensation	127,891	285,212	2,830,159	758,064
General and administrative	527,318	507,523	2,718,454	1,139,504
Total expenses	655,209	792,735	5,548,613	1,897,568
Income (loss) from operations	(178,799)	(56,932)	(4,190,816)	(149,083)
Other income (expenses):				
Gain on debt extinguishment	-	-	14,008,356	-
Change in fair market of derivatives	2,827,258	-	9,547,262	-
Other income	(48,573)	4,705	(90,369)	4,705
Interest expense	(822,088)	(105,199)	(1,543,727)	(270,695)
	1,956,597	(100,494)	21,921,522	(265,990)
Income (loss) before federal income taxes	1,777,798	(157,426)	17,730,706	(415,073)
Federal income taxes	-	-	-	-
Net income (loss)	1,777,798	(157,426)	17,730,706	(415,073)
Net income attributable to non-controlling interest	(8,755)	30,699	(221,792)	133,850
Net income (loss) attributable to Pacific Software, Inc.	$ 1,786,553	$ (188,125)	$ 17,952,498	$ (548,923)
Income (loss) per share, basic	$ 0.09	(0.00)	$ 0.93	$ (0.02)
Income (loss) per share, diluted	$ 0.00	(0.00)	$ 0.00	$ (0.02)
Weighted average shares outstanding - basic	19,368,618	19,187,299	19,247,739	19,187,299
Weighted average shares outstanding - diluted	5,880,550,138	19,187,299	5,880,429,259	19,187,299

The accompanying notes are an integral part of these consolidated financial statements

PACIFIC SOFTWARE, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' DEFICIT
FOR THE THREE AND NINE MONTHS ENDED JUNE 30, 2022 AND 2021
(Unaudited)

Three and nine months ended June 30, 2022 and 2021

	Mezzanine Equity											
	Series B		Series A		Series C and D							
	Preferred Stock, par value $0.010		Preferred Stock, par value $0.001		Preferred Stock par value $0.001		Common Stock par value $0.001		Additional Paid-in	Accumulated	Non - Controlling	Total
	Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount	Capital	Deficit	Interest	Equity
Balance September 30, 2021	22,000	$ 2,200	733,000	$ 733	101	$ -	19,187,299	$ 19,187	$ 27,771,247	$ (51,996,290)	$ 489,761	$ (23,715,362)
Cancellation of Series A			(233,000)	(233)					233			-
Accrued dividend on Series B									(49,500)			(49,500)
Issuance of Series D Preferred stock for services					1,600	2						2
Issuance of common stock for cash							250,000	250	39,750			40,000
Value of warrants issued with convertible debt									1,174,713			1,174,713
Net income (loss)										17,952,498	(221,792)	17,730,706
Balance June 30, 2022	22,000	$ 2,200	500,000	$ 500	1,701	$ 2	19,437,299	$ 19,437	$ 28,936,443	$ (34,043,792)	$ 267,969	$ $(4,819,441)

	Mezzanine Equity											
	Series B		Series A		Series C and D							
	Preferred Stock, par value $0.010		Preferred Stock, par value $0.001		Preferred Stock par value $0.001		Common Stock par value $0.001		Additional Paid-in	Accumulated	Non - Controlling	Total
	Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount	Capital	Deficit	Interest	Equity
Balance March 31, 2022	22,000	$ 2,200	500,000	$ 500	1,701	$ 2	19,187,299	$ 19,187	$ 28,913,193	$ (35,830,345)	$ 276,724	$ (6,620,739)
Accrued dividend on Series B									(16,500)			(16,500)
Issuance of common stock for cash							250,000	250	39,750			40,000
Net income (loss)										1,786,553	(8,755)	1,777,798
Balance June 30, 2022	22,000	$ 2,200	500,000	$ 500	1,701	$ 2	19,437,299	$ 19,437	$ 28,936,443	$ (34,043,792)	$ 267,969	$ $(4,819,441)

	Mezzanine Equity											
	Series B		Series A		Series C and D							
	Preferred Stock, par value $0.010		Preferred Stock, par value $0.001		Preferred Stock par value $0.001		Common Stock par value $0.001		Additional Paid-in	Accumulated	Non - Controlling	Total
	Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount	Capital	Deficit	Interest	Equity
Balance September 30, 2020	22,000	$ 2,200	733,000	$ 733	101	$ -	19,187,299	$ 19,187	$ 27,522,247	$ (47,824,641)	$ 549,695	$ (19,732,779)
Net income, (loss)										(548,923)	138,850	(415,073)
Balance June 30, 2021	22,000	$ 2,200	733,000	$ 733	101	$ -	19,187,299	$ 19,187	$ 27,771,247	$ (48,373,564)	$ 683,545	$ (20,147,852)

	Mezzanine Equity											
	Series B		Series A		Series C and D							
	Preferred Stock, par value $0.010		Preferred Stock, par value $0.001		Preferred Stock par value $0.001		Common Stock par value $0.001		Additional Paid-in	Accumulated	Non - Controlling	Total
	Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount	Capital	Deficit	Interest	Equity
Balance March 31, 2021	22,000	$ 2,200	733,000	$ 733	101	$ -	19,187,299	$ 19,187	$ 27,522,247	$ (18,185,439)	$ 652,846	$ (19,990,426)
Net income, (loss)										(188,125)	30,6990	(157,426)
Balance June 30, 2021	22,000	$ 2,200	733,000	$ 733	101	$ -	19,187,299	$ 19,187	$ 27,771,247	$ (48,373,564)	$ 683,545	$ (20,147,852)

The accompanying notes are an integral part of these consolidated financial statements

PACIFIC SOFTWARE, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

		Nine Months Ended June 30, 2022		Nine Months Ended June 30, 2021
Cash flows from operating activities				
Net income (loss)	$	17,730,706	$	(415,073)
Adjustments to reconcile net (loss) to net cash (used in) operating activities:				
Depreciation		338,716		117,969
Gain on extinguishment of debt		(14,078,593		-
Change in fair market value of derivatives		(9,547,262)		-
Amortization of debt discount		1,023,330		3,841
Warrants issued for interest		104,713		-
Accretion of premium		-		4,686
Preferred stock issued for services		3,063,252		-
Note payable issued for services		13,400		-
Change in working capital items:				
Accounts receivable		(7,740)		20,000
Inventory		8,757		(5,117)
Prepaid expenses and other assets		58,236		(4,598)
Deposits		(251,926)		-
Other assets		82		-
Accounts payable and accrued expenses		1,283,446		30,485
Net cash provided by (used in) operating activities		(261,873)		(247,807)
Cash flows from investing activities:				
Purchase of property and equipment		(1,681,292)		-
Cash flows (used in) from investing activities:		(1,681,292)		-
Cash flows from financing activities:				
Proceeds from convertible notes payable		1,420,000		180,000
Proceeds from notes payable		40,000		224,401
Net cash provided by (used in) financing activities		1,460,000		404,401
Net increase (decrease) in cash		(483,165)		156,594
Cash at beginning of period		690,790		80,550
Cash end of period	$	207,625	$	237,144
Supplemental Cash Flow Information				
Cash paid during the period for:				
Interest paid	$	-	$	-
Taxes paid	$	-	$	-
Supplemental Disclosure of Non-Cash Investing and Financing Activities				
Dividends accrued on Series B Preferred stock	$	49,500	$	-

The accompanying notes are an integral part of these consolidated financial statements

NOTE 1 – ORGANIZATION

Pacific Software, Inc. (the "Company") was incorporated in the State of Nevada on October 12, 2005. The Company was in the development stage and was engaged in developing, producing, and marketing online internet sales portals to facilitate ecommerce between countries.

Acquisition of Pacific Acquisition Assets, Inc.

On September 18, 2020, the Company entered into a Stock Purchase Agreement for the acquisition of all of the issued and outstanding shares of common stock of Pacific Acquisition Assets, Inc., a Nevada corporation ("PAA"). PAA has a fifty-one (51) percent membership interest in the LLCs of the West Hartford World of Beer and Cambridge Craft restaurants as well as the associated assets and liabilities, from Attitude Beer Holding, Inc. As payment for the acquisition the Company issued 22,000 shares of Series B Convertible Preferred Stock, convertible notes aggregating $4,255,472 with interest ranging from 10% to 12.5%, per annum.

Formation Of LC57 Holdings, Inc.

On May 21, 2021, LC57 Holdings, Inc. ("LC57") was incorporated under the laws of the state of Wyoming, with the authorized capitalization consisting of 5,000,000 shares of common stock, par value $0.001. The Company owns 3,500,000 shares or 70% of LC57.

On September 17, 2021, Good Wurst Charlotte 1, LLC ("GW1") was organized under the laws of the state of Wyoming. LC57 is the sole member.

On September 17, 2021, Good Wurst Charlotte 2, LLC ("GW2") was organized under the laws of the state of Wyoming. LC57 is the sole member.

On September 28, 2021, Good Wurst Charlotte 3, LLC ("GW3") was organized under the laws of the state of Wyoming. LC57 is the sole member.

On March 29, 2022, Good Wurst Huntersville, LLC ("GW3") was organized under the laws of the state of Wyoming. LC57 is the sole member.

LC57 Acquisition of Good Wurst Charlotte 3, LLC

On September 30 2021, GW3 and LC57 (the "buyers") completed an asset purchase agreement whereby the buyers acquired certain assets and assumed certain liabilities of Good Wurst Charlotte 3, LLC ("GW3"), Wiener Wunderstand, Inc. a North Carolina domestic corporation with an operating fast-food venue in Charlotte, NC. Wiener is owned by a Company that is owned by the 30% shareholder of LC57. The assets were recorded at their historical basis at the date of acquisition.

Acquisition of Gallo Group

The Company began the organizational phase of expansion on May 24, 2021 with the execution of a shareholder agreement for the formation of Gallo Group ("Gallo"). Gallo is a corporation registered in Wyoming. Under the shareholder agreement the Company received 2,505,000 (50.1%) of the shares of Gallo. On July 20, 2022 the shareholder agreement was amended to increase Company ownership to 65%.

On July 6, 2021, Gallo Express Westport LLC ("Westport") was organized under the laws of the state of Wyoming, with the intent of creating a concept restaurant. Gallo is the sole member.

On July 6, 2021, Torino New Haven LLC ("New Haven") was organized under the laws of the state of Wyoming, with the intent of creating a concept restaurant. Gallo is the sole member.

On July 6, 2021, Torino Port Chester LLC ("Port Chester") was organized under the laws of the state of Wyoming, with the intent of creating a concept restaurant. Gallo is the sole member.

On September 29, 2021, Gallo Express Danbury LLC ("Danbury") was organized under the laws of the state of Wyoming, with the intent of creating a concept restaurant. Gallo is the sole member.

On January 25, 2022, Gran Gusto New Haven LLC ("Gran Gusto") was organized under the laws of the state of Wyoming, with the intent of creating a concept restaurant. Gallo is the sole member.

On February 23, 2022, Gallo Express Stamford, LLC ("Stamford") was organized under the laws of the state of Wyoming. Gallo is the sole member.

On March 29, 2022, Gran Gusto West Hartford LLC ("West Hartford") was organized under the laws of the state of Wyoming, with the intent of creating a concept restaurant. Gallo is the sole member.

Formation Of LLR Holdings, Inc.

On November 10, 2021, LLR Holdings, Inc. ("LLR") was incorporated under the laws of the state of Wyoming, with the authorized capitalization consisting of 5,000,000 shares of common stock, par value $0.001. The Company owns 2,505,000 shares or 50.1% of LLR.

On March 11, 2022, Good Wurst Atlanta 1, LLC ("Atlanta") was organized under the laws of the state of Wyoming, with the intent of creating a concept restaurant. LLR is the sole member.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Management of the Company is responsible for the selection and use of appropriate accounting policies and their application. Critical accounting policies and practices are those that are both most important to the portrayal of the Company's financial condition and results and require management's most difficult, subjective, or complex judgments, often as a result of the need to make estimates about the effects of matters that are inherently uncertain. The Company's significant and critical accounting policies and practices are disclosed below as required by the accounting principles generally accepted in the United States of America.

Basis of Presentation/Principles of Consolidation

The consolidated financial statements and related notes have been prepared in accordance with accounting principles generally accepted in the United States of America ("US GAAP") and include the accounts of the Company and its wholly and majority-owned subsidiaries. PAA – 100%; Gallo – 65%; LC57 – 70%. All material intercompany balances and transactions have been eliminated in consolidation.

Management use of estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. The Company considered COVID-19 related impacts to its estimates, as appropriate, within its consolidated financial statements and there may be changes to those estimates in future periods. The Company believes that the accounting estimates are appropriate after giving considerations to the increased uncertainties surrounding the severity and duration of the COVID-19 pandemic. Such estimates and assumptions are subject to inherent uncertainties, actual results could differ materially from those estimates.

Reclassification

Labor costs have been reclassified from compensation to cost of goods sold to properly reflect gross profit. These reclassifications had no effect on the reported results of operations.

Cash and cash equivalents

Cash includes demand deposits, time deposits, certificates of deposit and short-term liquid investments with an original maturity of three months or less when purchased. The Company maintains deposits in a financial institution. None of the Company's cash and cash equivalents was in excess of federally insured limits.

Concentration of credit risk

Financial instruments that potentially subject the Company to concentration of credit risk consist of cash accounts in a financial institution which, at times, may exceed the Federal depository insurance coverage of $250,000. The Company has not experienced losses on these accounts and management believes the Company is not exposed to significant risks on such accounts.

Accounts receivable and allowance for doubtful accounts

Accounts receivable are stated at the amount management expects to collect from outstanding balances. The Company generally does not require collateral to support customer receivables. The Company provides an allowance for doubtful accounts based upon a review of the outstanding accounts receivable, historical collection information and existing economic conditions. The Company determines if receivables are past due based on days outstanding, and amounts are written off when determined to be uncollectible by management. The maximum accounting loss from the credit risk associated with accounts receivable is the amount of the receivable recorded, which is the face amount of the receivable net of the allowance for doubtful accounts.

Inventories

Inventories are stated at the lower of cost or net realizable value with cost determined on a first-in, first-out ("FIFO") basis. Management regularly reviews inventory quantities on hand and records a provision for excess and obsolete inventory based primarily on the estimated forecast of product demand and the ability to sell the product(s) concerned. Demand for products can fluctuate significantly. Additionally, management's estimates of future product demand may be inaccurate, which could result in an understated or overstated provision required for excess and obsolete inventory. At June 30, 2022 and September 30, 2021, no such reserves were established.

Property and equipment

Property and equipment are stated at cost less accumulated depreciation. Depreciation of property and equipment is currently being provided using the straight-line method for financial reporting purposes over an estimated useful life of three to twenty years. Expenditures for normal maintenance and repairs are expensed as incurred. The cost of assets sold or abandoned, and the related accumulated depreciation are eliminated from the accounts and any gains or losses are credited or charged to operations in the respective periods. For the nine months ended June 30, 2022 and 2021, depreciation expense of $338,716 and $39,323 was recognized, respectively.

Long-lived assets

In accordance with Accounting Standards Codification (ASC) Topic 360, Property, Plant, and Equipment, the Company periodically reviews for the impairment of long-lived assets whenever events or changes in circumstances indicate that the carrying amount of an asset may not be realizable. An impairment loss would be recognized when estimated future cash flows expected to result from the use of the asset and its eventual disposition is less than its carrying amount.

Operating Leases

The Company leases its locations, under operating leases. The leases include an option that allows the Company to extend the lease term beyond the initial commitment period, subject to terms agreed at lease inception. The Company adopted ASC 842 using the modified retrospective transition method. In accordance with ASC 842, lease right-of-use assets and lease liabilities are recognized based on the present value of the future minimum lease payments over the lease term. The Company's lease does not provide an implicit rate and therefore, the Company uses an incremental borrowing rate based on the information available at the commencement date, including implied traded debt yield and seniority adjustments, to determine the present value of future payments. Lease expense for the minimum lease payments is recognized on a straight-line basis over the lease term. Variable lease payments are expensed as incurred.

Fair Value Measurements

The Company follows the FASB *Fair Value Measurements* standard, as they apply to its financial instruments. This standard defines fair value, outlines a framework for measuring fair value, and details the required disclosures about fair value measurements.

Level 1 inputs are quoted market prices available in an active market that the Company has the ability to access at the measurement date. Level 2 inputs are market data, other than Level 1, that are observable either directly or indirectly. Level 3 inputs are pricing inputs that are generally observable inputs and not corroborated by market data. Fair value is defined as the price that would be received to sell an asset, or paid to transfer a liability, in an orderly transaction between market participants at the measurement date. The standard establishes a hierarchy in determining the fair value of an asset or liability. The fair value hierarchy has three levels of inputs, both observable and unobservable. Level 1 inputs include quoted market prices for identical assets or liabilities an inactive market, and other observable information that can be corroborated by market data. Level 3 inputs are unobservable and corroborated by little or no market data. The standard requires the utilization of the lowest possible level of input to determine fair value and carrying amounts of current liabilities approximate fair value due to their short-term nature. The Company accounts for certain instruments at fair value using level 3 valuation.

	At June 30, 2022			At September 30, 2021		
Description	**Level 1**	**Level 2**	**Level 3**	**Level 1**	**Level 2**	**Level 3**
Derivative Liability	—	—	$ 98,396	—	—	$ 6,582,408

A rollforward of the level 3 valuation financial instruments is as follows:

	Derivative Liabilities
Balance at September 30, 2021	$ 6,582,408
Change in fair market value	(9,547,262)
Derivative effect on the issuance of Series D Preferred stock	3,063,250
Balance at March 31, 2022	$ 98,396

The fair market value of the derivative is based on the stated value of the preferred series B and D shares, market value of the common shares and annualized volatility of daily returns, and the conversion price as calculated using a binomial model.

Derivative Liabilities

The Company has certain financial instruments that are derivatives or contain embedded derivatives. The Company evaluates all its financial instruments to determine if those contracts or any potential embedded components of those contracts qualify as derivatives to be separately accounted for in accordance with ASC 810-10-05-4 and 815-40. This accounting treatment requires that the carrying amount of any derivatives be recorded at fair value at issuance and marked-to-market at each balance sheet date. In the event that the fair value is recorded as a liability, as is the case with the Company, the change in the fair value during the period is recorded as either other income or expense. Upon conversion, exercise or repayment, the respective derivative liability is marked to fair value at the conversion, repayment or exercise date and then the related fair value amount is reclassified to other income or expense as part of gain or loss on extinguishment.

The Company points out that in general for notes that have matured the Company will no longer calculate a derivative value. However, should current information about stock price, or volatility of note holder conversion terms change an assessment will be made and any material change in fair market value will be recognized.

The Company determined that the conversion feature of the Series B preferred stock, issued in the acquisition of PAA is an embedded derivative since the Series B is convertible into a variable number of common shares upon conversion. The fair value of the Series B embedded conversion feature of $6,582,408 was bifurcated from the stock and accounted for as a derivative liability on the balance sheet.

The Company determined that the conversion feature of the Series D preferred stock, issued to officers and consultant on November 12, 2021 is an embedded derivative since the Series D is convertible into a variable number of common shares upon conversion. The fair value of the Series D embedded conversion feature of $3,063,250 was bifurcated from the stock and accounted for as a derivative liability on the balance sheet.

Convertible Notes with Fixed Rate Conversion Options

The Company may enter into convertible notes, some of which contain, predominantly, fixed rate conversion features, whereby the outstanding principal and accrued interest may be converted by the holder, into common shares at a fixed discount to the market price of the common stock at the time of conversion. This results in a fair value of the convertible note being equal to a fixed monetary amount. The Company records the convertible note liability at its fixed monetary amount by measuring and recording a premium, as applicable, on the note issuance date with a charge to interest expense in accordance with ASC 480 – "Distinguishing Liabilities from Equity".

Recognition of Revenues

The Company recognizes revenue pursuant to Accounting Standards Codification ("ASC") 606, Revenue From Contracts With Customers. This new revenue recognition standard (new guidance) has a five-step process: a) Determine whether a contract exists; b) Identify the performance obligations; c) Determine the transaction price; d) Allocate the transaction price; and e) Recognize revenue when (or as) performance obligations are satisfied. The impact of the Company's initial application of ASC 606 did not have a material impact on its financial statements and disclosures and there was no cumulative effect of the adoption of ASC 606.

Our revenues are comprised of food and beverage sales. Revenues from sales are recognized when payment is tendered. Amounts paid with a credit card are recorded in accounts and other receivables until payment is collected from the credit card processor.

Income Taxes.

The Company accounts for income taxes under Section 740-10-30 of the FASB Accounting Standards Codification. Deferred income tax assets and liabilities are determined based upon differences between the financial reporting and tax bases of assets and liabilities and are measured using the enacted tax rates and laws that will be in effect when the differences are expected to reverse. Deferred tax assets are reduced by a valuation allowance to the extent management concludes it is more likely than not that the assets will not be realized. Deferred tax assets and liabilities are measured using enacted rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in the statements of operations in the period that includes the enactment date.

ASC 740, Income Taxes, requires a company to first determine whether it is more likely than not (which is defined as a likelihood of more than fifty percent) that a tax position will be sustained based on its technical merits as of the reporting date, assuming that taxing authorities will examine the position and have full knowledge of all relevant information. A tax position that meets this more likely than not threshold is then measured and recognized at the largest amount of benefit that is greater than fifty percent likely to be realized upon effective settlement with a taxing authority.

Commitments and Contingencies

The Company follows subtopic 450-20 of the FASB Accounting Standards Codification to report accounting for contingencies. Certain conditions may exist as of the date the financial statements are issued, which may result in a loss to the Company but which will only be resolved when one or more future events occur or fail to occur. The Company assesses such contingent liabilities, and such assessment inherently involves an exercise of judgment. In assessing loss contingencies related to legal proceedings that are pending against the Company or unasserted claims that may result in such proceedings, the Company evaluates the perceived merits of any legal proceedings or unasserted claims as well as the perceived merits of the amount of relief sought or expected to be sought therein.

If the assessment of a contingency indicates that it is probable that a material loss has been incurred and the amount of the liability can be estimated, then the estimated liability would be accrued in the Company's financial statements. If the assessment indicates that a potentially material loss contingency is not probable but is reasonably possible, or is probable but cannot be estimated, then the nature of the contingent liability, and an estimate of the range of possible losses, if determinable and material, would be disclosed. Loss contingencies considered remote are generally not disclosed unless they involve guarantees, in which case the guarantees would be disclosed. Management does not believe, based upon information available at this time that these matters will have a material adverse effect on the Company's financial position, results of operations or cash flows. However, there is no assurance that such matters will not materially and adversely affect the Company's business, financial position, and results of operations or cash flows.

Stock-based compensation

The Company measures and recognizes compensation expense for all share-based payment awards made to employees and directors, including employee stock options and compensatory stock warrants, based on estimated fair values equaling either the fair value of the shares issued or the value of consideration received, whichever is more readily determinable. Non-cash consideration pertains to services rendered by consultants and others and has been valued at the fair value of the Company's common stock at the date of the agreement.

The Company values the stock issued for compensation at the lower of the market price on the date of issuance or the value of the service provided. The Company's accounting policy for equity instruments issued to consultants and vendors in exchange for goods and services follows the provisions of ASC Topic 505-50, "Equity-Based Payments to Non-Employees." The measurement date for the fair value of the equity instruments issued is determined at the earlier of (i) the date at which a commitment for performance by the consultant or vendor is reached or (ii) the date at which the consultant or vendor's performance is complete.

The Company has not adopted a stock option plan.

Net Income (Loss) Per Share

Basic loss per share is calculated by dividing the loss attributable to stockholders by the weighted-average number of shares outstanding for the period. Diluted loss per share reflects the potential dilution that could occur if securities or other contracts to issue common stock were exercised or converted into common stock or resulted in the issuance of common stock that shared in the earnings (loss) of the Company. Diluted loss per share is computed by dividing the loss available to stockholders by the weighted average number of shares outstanding for the period and dilutive potential shares outstanding unless such dilutive potential shares would result in anti-dilution. As of June 30, 2022, 500,000 shares of Series A preferred stock are outstanding and exercisable into 5,000,000,000 shares of common stock, 22,000 shares of Series B preferred stock are outstanding and exercisable, into 2,934,375,000 shares of common stock, 1,600 shares of Series D preferred stock are outstanding and exercisable, into 3,109,968 shares of common stock and warrants outstanding and exercisable into 149,444,400 shares of common stock. As of June 30, 2022, the outstanding principal balance, including accrued interest of the third-party convertible debt, totaled $7,056,507 and was convertible into 2,769,252,152 shares of common stock.

As of June 30, 2022 and 2021, potentially dilutive securities consisted of the following:

	June 30, 2022	June 30, 2021
Series A Preferred stock	5,000,000	7,330,000
Series B Preferred stock	2,934,375,000	2,200,000
Series D Preferred stock	3,109,968	-
Warrants	149,444,400	-
Third party convertible debt (including senior debt)	2,769,252,152	3,519,836
Total	5,861,181,520	13,049,836

Recent Accounting Pronouncements

Management does not believe that any recently issued, but not yet effective accounting pronouncements, when adopted, will have a material effect on the accompanying consolidated financial statements.

NOTE 3 – GOING CONCERN

The accompanying financial statements have been prepared assuming the Company will continue as a going concern, which contemplates the recoverability of assets and the satisfaction of liabilities in the normal course of business. For the nine months ended June 30, 2022, the Company has incurred a net operating loss of $4,190,816. The working capital deficit, deficit and accumulated deficit was $7,071,763, $4,819,441 and $34,043,792, respectively, at June 30, 2022. It is management's opinion that these matters raise substantial doubt about the Company's ability to continue as a going concern for a period of twelve months from the issuance date of this report. The ability of the Company to continue as a going concern is dependent upon management's ability to further implement its business plan and raise additional capital as needed from the sales of stock or issuance of debt. The Company has been implementing cost-cutting measures and restructuring. The accompanying financial statements do not include any adjustments that might be required should the Company be unable to continue as a going concern.

NOTE 4 – INVENTORIES

Inventories, as estimated by management, currently consist of inventory for our World of Beer franchise locations in West Hartford, and inventory purchased from GW3. Inventories are stated at the lower of cost on the first in, first-out method or market. The inventory is comprised of the beverages and food and other items needed for the preparation of meals and spirits to our customers. Balances at June 30, 2022 and September 30, 2021 were $75,832 and $84,589, respectively,

NOTE 5 – PROPERTY PLANT AND EQUIPMENT

Property, plant and equipment at June 30, 2022 and September 31, 2021 consist of the following:

	June 30, 2022	**September 30, 2021**
Restaurant Equipment	$ 842,860	$ 273,490
Computer Equipment	114,703	114,703
Bar Equipment	265,935	265,935
Leasehold Improvements	1,407,346	386,292
Furniture and fixtures	156,684	104,005
Construction in progress	62,368	62,368
	2,849,896	1,206,793

Less: Accumulated depreciation	(630,009)	(329,482)
	$ 2,219,887	$ 877,311

NOTE 6 -RELATED PARTY

On September 30 2021, LC57 completed an asset purchase agreement whereby LC57 acquired the assets of GW3. GW3 was owned by a Company that is owned by the 30% shareholder of LC57.

The historic prices of the assets purchased was:

Inventory	$	13,000
Computer and phone equipment		6,000
Kitchen equipment		88,000
Total	$	107,000

NOTE 7 -NOTES PAYABLE

Notes payable principal balances were as follows:

	June 30, 2022	September 30, 2021
Promissory note	$ 26,600	$ 26,600
Promissory note	13,400	-
Paycheck protection program notes payable	-	190,581
	$ 40,000	$ 217,181

On September 21, 2020, the Company issued a note payable to Alpha Capital Anstalt ("Alpha") for $26,600. The note includes: $26,600 cash, has 8% annual interest, matured on September 21, 2021. The note principal, and accrued interest were $26,600 and $4,037 respectively, at June 30, 2022.

On September 21, 2020, the Company issued a note payable to Tarpon Bay Partners LLC ("Tarpon") for $13,400 for services. The note has 8% annual interest and matured on September 21, 2021. The note was assigned to Frondeur Partners LLC during the nine months ended June 30, 2022. The note principal, and accrued interest were $13,400 and $1,900 respectively, at June 30, 2022.

NOTE 8 – CONVERTIBLE NOTES PAYABLE

Convertible notes payable balances were as follows:

	June 30, 2022	September 30, 2021
Principal (notes classified as stocked settled debt)	$ 98,100	$ 4,262,472
Premiums (related to stock settled debt)	294,300	12,773,416
Principal (fixed price notes)	6,332,788	1,850,000
Discounts	(650,362)	(449,804)
	6,074,826	18,436,084
Less current portion, net of discounts	(4,863,300)	(17,228,089
Convertible notes payable – long term, net of discounts	$ 1,121,526	$ 1,207,995

Convertible Notes with Fixed Percentage Conversion Terms Treated as Stock Settled Debt

On September 24, 2020, the Company issued a convertible note payable to EMA Financial LLC for $98,100 for the acquisition of PAA. The note has 10% annual interest, matured on September 24, 2021 and is convertible at 25% of the lowest closing bid price during the 20 days prior to conversion. The holder has waived all defaults through March 31, 2023. The note principal, accrued interest and put premiums balances were $98,100, $17,309, and $294,300 respectively, at June 30, 2022.

On September 28, 2020, the Company issued a convertible note payable to Southridge Fund Management Financial Services for $1,255,472 for the acquisition of PAA. The note has 10% annual interest, with an amended maturity date, effective September 1, 2021, of March 24, 2023, and is convertible at 25% of the lowest closing bid price during the 20 days prior to conversion. The note principal, accrued interest and put premiums balances of $1,255,472, $99,536 and $3,766,416 were forgiven during the quarter ended March 31, 2022. The total of $5,121,424 was recorded as a gain on extinguishment of debt.

Convertible Notes with Fixed Prices

On September 20, 2020, the Company issued a convertible note payable to Trillium Partners LP ('Trillium") for $7,000. The note includes expenses paid on behalf of the Company totaling $6,775, and OID of $225, has 10% annual interest, matured on March 20, 2021 and is convertible at 50% of the lowest closing bid price during the 30 days prior to conversion. On February 25, 2022, the note was amended with the maturity date extended to August 31, 2023 and the conversion terms changed to a fixed conversion price of $0.02 per share. With the amendment of the conversion price from a variable to a fixed price conversion rate, the put premium of $7,000 was eliminated and recorded as a gain on extinguishment of debt. The note principal and accrued interest balances were $7,000 and $1,243 respectively, at June 30, 2022.

On September 24, 2020, the Company issued a convertible note payable to Alpha for $1,929,900 for the acquisition of PAA. The note has 8% annual interest, matured on September 24, 2021 and is convertible at 25% of the lowest closing bid price during the 20 days prior to conversion. The holder has waived all defaults through March 31, 2023, and amended the conversion terms to a fixed price of $.02. The note principal and accrued interest were $1,929,900 and $291,653 respectively, at June 30, 2022. The put premium of $5,789,700 was eliminated during the quarter ended March 31, 2022, and shown as a gain on extinguishment of debt.

On September 24, 2020, the Company issued a convertible note payable to Tarpon Bay Partners LLC for $972,000 for the acquisition of PAA. The note has 10% annual interest, matured on September 24, 2021 and is convertible at 25% of the lowest closing bid price during the 20 days prior to conversion. On November 1, 2021, the note was assigned to Oscaleta Partners LLC ("Oscaleta"). On February 25, 2022, the note was amended with the maturity date extended to August 31, 2023 and the conversion terms changed to a fixed conversion price of $0.02 per share. With the amendment of the conversion price from a variable to a fixed price conversion rate, the put premium of $2,916,000 was eliminated and recorded as a gain on extinguishment of debt. The note principal and accrued interest balances were $972,000 and $171,498 respectively, at June 30, 2022.

On February 17, 2021, the Company issued a convertible note payable to Trillium for $33,000. The note includes: $30,000 cash, with a $3,000 OID, has 10% annual interest, matured on February 28, 2022 and is convertible at $0.10 per share. On February 25, 2022, the note was amended with the maturity date extended to August 31, 2023 and the conversion terms changed to a fixed conversion price of $0.02 per share. The note principal and accrued interest balances were $33,000 and $4,475 respectively, at June 30, 2022.

On March 2, 2021, the Company issued a convertible note payable to Alpha for $33,000. The note includes: $30,020 cash, with a $2.980 OID, has 10% annual interest, matured on October 31, 2021 and is convertible at $0.10 per share. On February 25, 2022, the note was amended with the maturity date extended to August 31, 2023 and the conversion terms changed to a fixed conversion price of $0.02 per share. The note principal and accrued interest balances were $33,000 and $4,385 respectively, at June 30, 2022.

On May 21, 2021, the Company issued a convertible note payable to Trillium for $28,000. The note includes: $25,000 cash, with a $3,000 OID, has 10% annual interest, matured on October 31, 2021 and is convertible at $0.10 per share. On February 25, 2022, the note was amended with the maturity date extended to August 31, 2023 and the conversion terms changed to a fixed conversion price of $0.02 per share. The note principal and accrued interest balances were $28,000 and $3,107 respectively, at June 30, 2022.

On May 21, 2021, the Company issued a convertible note payable to Alpha for $28,000. The note includes: $25,000 cash, with a $3,000 OID, has 10% annual interest, matured on January 31, 2022 and is convertible at $0.10 per share. On February 25, 2022, the note was amended with the maturity date extended to August 31, 2023 and the conversion terms changed to a fixed conversion price of $0.02 per share. The note principal and accrued interest balances were $28,000 and $3,107 respectively, at June 30, 2022.

On June 15, 2021, the Company issued a convertible note payable to Trillium for $39,000. The note includes: $35,000 cash, with an OID of $4,000, has 10% annual interest, matured on December 31, 2021 and is convertible at $0.10 per share. On February 25, 2022, the note was amended with the maturity date extended to August 31, 2023 and the conversion terms changed to a fixed conversion price of $0.02 per share. The note principal and accrued interest balances were $39,000 and $3,996 respectively, at June 30, 2022.

On June 28, 2021, the Company issued a convertible note payable to Alpha for $39,000. The note includes: $35,000 cash, with a $4,000 OID, has 10% annual interest, matured on January 31, 2022 and is convertible at $0.10 per share. On February 25, 2022, the note was amended with the maturity date extended to August 31, 2023 and the conversion terms changed to a fixed conversion price of $0.02 per share. The note principal and accrued interest balances were $39,000 and $3,921 respectively, at June 30, 2022.

On September 3, 2021, the Company entered into a Securities Purchase Agreement (the "Purchase Agreement") with Oscaleta and Alpha (the "Purchasers"), pursuant to which the Company issued to the Purchasers, on September 3, 2021, Secured Convertible Notes in an aggregate principal amount of $1,650,000 (the "Notes"), consisting of cash proceeds of $1,500,000, which Notes shall be convertible at any time after issuance into shares of the Company's common stock, at a conversion price of $0.02 per share (the "Conversion Price"), subject to adjustment as defined in the Purchase Agreement. The Notes accrue interest at the rate of 10% per annum and mature on March 3, 2023. Upon the occurrence of an event of default, interest accrues at 18% per annum. Interest on the Notes is payable in cash or, at Purchaser's option, in shares of Common Stock at the Conversion Price. The Conversion Price is subject to adjustment due to certain events, including stock dividends and stock splits, and is subject to reduction in certain circumstances if the Company issues Common Stock or Common Stock equivalents at an effective price per share that is lower than the Conversion Price then in effect. The Company may only prepay the Notes with the prior written consent of the respective Purchasers thereof. The Company issued notes reflecting the Purchase agreement as follows:

Of the above $1,650,000, secured convertible notes were issued payable to Oscaleta for $825,000, $750,000 of which was cash and $75,000 as original issue discount (OID). The discount will be amortized to interest expense over the term of the loan. The note principal, OID and accrued interest balances were $825,000, $33,791, and $70,329 respectively, at June 30, 2022.

The remaining balance of the $1,650,000, secured convertible notes were issued payable to Alpha for $825,000. The note includes: $750,000, cash, and OID of $75,000 The discount will be amortized to interest expense over the term of the loan. The note principal, OID and accrued interest balances were $825,000, $33,791, and $67,808 respectively, at June 30, 2022.

The Purchasers also received warrants to purchase up to 82,500,000 shares of the Company's common stock. The warrants are exercisable at any time on or after the date of the issuance of the warrants and entitle the investors to purchase shares of the Company's common stock for a period of seven years from the initial date the warrants become exercisable. The warrants are exercisable at a price per share of $0.02, subject to adjustment as defined in the Purchase Agreement. The warrants can be exercised on a cashless basis only if the shares of common stock underlying the warrants are not registered under an effective registration statement. (See Note 10).

On January 21, 2022, the Company issued a convertible note payable to Trillium for $50,000. The note includes: $45,000, cash, with an OID of $5,000, has 10% annual interest, matures on July 21, 2022 and is convertible at $0.10 per share. On February 25, 2022, the note was amended with the maturity date extended to August 31, 2023 and the conversion terms changed to a fixed conversion price of $0.02 per share. The note principal, and accrued interest balances were $50,000, and $2,192 respectively, at June 30, 2022. The note also included warrants to purchase 2,500,000 shares of the Company's common stock. The warrants are exercisable at any time on or after the date of the issuance of the warrants and entitle the investors to purchase shares of the Company's common stock for a period of five years from the initial date the warrants become exercisable. The warrants are exercisable at a price per share of $0.02, subject to adjustment as defined in the Purchase Agreement. The warrants can be exercised on a cashless basis only if the shares of common stock underlying the warrants are not registered under an effective registration statement. (See Note 10).

On January 21, 2022, the Company issued a convertible note payable to Alpha for $50,000. The note includes: $45,000 cash, with an OID of $5,000, has 10% annual interest, matures on July 21, 2022 and is convertible at $0.10 per share. On February 25, 2022, the note was amended with the maturity date extended to August 31, 2023 and the conversion terms changed to a fixed conversion price of $0.02 per share. The note principal, and accrued interest balances were $50,000, and $2,192, respectively, at June 30, 2022. The note also included warrants to purchase 2,500,000 shares of the Company's common stock. The warrants are exercisable at any time on or after the date of the issuance of the warrants and entitle the investors to purchase shares of the Company's common stock for a period of five years from the initial date the warrants become exercisable. The warrants are exercisable at a price per share of $0.02, subject to adjustment as defined in the Purchase Agreement. The warrants can be exercised on a cashless basis only if the shares of common stock underlying the warrants are not registered under an effective registration statement. (See Note 10).

On February 1, 2022, the Company issued a convertible note payable to Trillium for $294,444. The note includes: $265,000 cash, with an OID of $29,444, has 10% annual interest, matures on August 1, 2022 and is convertible at $0.02 per share (amendment. On February 25, 2022, the note was amended with the maturity date extended to August 31, 2023 and the conversion terms changed to a fixed conversion price of $0.02 per share. The note principal, and accrued interest balances were $294,444, and $12,020, respectively, at June 30, 2022. The note also included warrants to purchase 14,722,200 shares of the Company's common stock. The warrants are exercisable at any time on or after the date of the issuance of the warrants and entitle the investors to purchase shares of the Company's common stock for a period of five years from the initial date the warrants become exercisable. The warrants are exercisable at a price per share of $0.02, subject to adjustment as defined in the Purchase Agreement. The warrants can be exercised on a cashless basis only if the shares of common stock underlying the warrants are not registered under an effective registration statement. (See Note 10).

On March 4, 2022, the Company issued a convertible note payable to Trillium for $394,444. The note includes: $355,000 cash, with an OID of $39,444, has 10% annual interest, matures on August 1, 2022 and is convertible at $0.02 per share. The note principal, and accrued interest balances were $394,444, and $12,752, respectively, at June 30, 2022. The note also included warrants to purchase 19,722,200 shares of the Company's common stock. The warrants are exercisable at any time on or after the date of the issuance of the warrants and entitle the investors to purchase shares of the Company's common stock for a period of five years from the initial date the warrants become exercisable. The warrants are exercisable at a price per share of $0.02, subject to adjustment as defined in the Purchase Agreement. The warrants can be exercised on a cashless basis only if the shares of common stock underlying the warrants are not registered under an effective registration statement. (See Note 10).

On March 4, 2022, the Company issued a convertible note payable to Alpha for $400,000. The note includes: $360,000 cash, with an OID of $40,000, has 10% annual interest, matures on August 1, 2022 and is convertible at $0.02 per share. The note principal, and accrued interest balances were $400,000, and $12,932, respectively, at June 30, 2022. The note also included warrants to purchase 20,000,000 shares of the Company's common stock. The warrants are exercisable at any time on or after the date of the issuance of the warrants and entitle the investors to purchase shares of the Company's common stock for a period of five years from the initial date the warrants become exercisable. The warrants are exercisable at a price per share of $0.02, subject to adjustment as defined in the Purchase Agreement. The warrants can be exercised on a cashless basis only if the shares of common stock underlying the warrants are not registered under an effective registration statement. (See Note 10).

On May 16, 2022, the Company issued a convertible note payable to Trillium for $110,000. The note includes: $100,000 cash, with an OID of $10,000, has 10% annual interest, matures on October 1, 2022 and is convertible at $0.001 per share. The note principal, OID and accrued interest balances were $110,000, $6,739, and $1,526, respectively, at June 30, 2022. The note also included warrants to purchase 1,000,000 shares of the Company's common stock. The warrants are exercisable at any time on or after the date of the issuance of the warrants and entitle the investors to purchase shares of the Company's common stock for a period of five years from the initial date the warrants become exercisable. The warrants are exercisable at a price per share of $0.001, subject to adjustment as defined in the Purchase Agreement. The warrants can be exercised on a cashless basis only if the shares of common stock underlying the warrants are not registered under an effective registration statement. (See Note 10).

On May 18, 2022, the Company issued a convertible note payable to Alpha for $110,000. The note includes: $100,000 cash, with an OID of $10,000, has 10% annual interest, matures on October 1, 2022 and is convertible at $0.001 per share. The note principal, OID and accrued interest balances were $110,000, $6,838, and $1,458, respectively, at June 30, 2022. The note also included warrants to purchase 5,000,000 shares of the Company's common stock. The warrants are exercisable at any time on or after the date of the issuance of the warrants and entitle the investors to purchase shares of the Company's common stock for a period of five years from the initial date the warrants become exercisable. The warrants are exercisable at a price per share of $0.001, subject to adjustment as defined in the Purchase Agreement. The warrants can be exercised on a cashless basis only if the shares of common stock underlying the warrants are not registered under an effective registration statement. (See Note 10).

On June 9, 2022, the Company issued a convertible note payable to Trillium for $165,000. The note includes: $150,000 cash, with an OID of $15,000, has 10% annual interest, matures on October 1, 2022 and is convertible at $0.001 per share. The note principal, OID and accrued interest balances were $165,000, $12,828 and $1,068, respectively, at June 30, 2022. The note also included warrants to purchase 1,500,000 shares of the Company's common stock. The warrants are exercisable at any time on or after the date of the issuance of the warrants and entitle the investors to purchase shares of the Company's common stock for a period of five years from the initial date the warrants become exercisable. The warrants are exercisable at a price per share of $0.001, subject to adjustment as defined in the Purchase Agreement. The warrants can be exercised on a cashless basis only if the shares of common stock underlying the warrants are not registered under an effective registration statement. (See Note 10).

NOTE 9 – MEZZANINE EQUITY

The preferred series B shares have been determined, by the Company, to be conditionally redeemable upon the occurrence of certain events that are not solely within the control of the Company; but upon such occurrence, redeemable at the option of the holders. They are therefore classified as 'mezzanine equity' (temporary equity). The purpose of this classification is to convey that such a security may not be permanently part of equity and could result in a demand for cash, securities, or other assets of the entity in the future. The shares as valued have been classified as mezzanine equity and presented as such on the consolidated balance sheet and statement of shareholders deficit, as single line items due to the immaterial par value. The mezzanine equity value is not included in shareholders' deficit.

Series B Preferred Stock

On August 5, 2020, the Company authorized 22,000 shares of Series B Convertible Preferred Stock, par value $0.10, stated value $100, 3% annual dividends on stated value, payable upon anniversary date or conversion date. These shares shall rank senior to all common stock issuances and below Series A Convertible Preferred Shares. The shares shall be convertible at a substantial discount to market.

On March 31, 2022 and September 30, 2021, there were 22,000 Series B Preferred shares of stock outstanding.

On August 7, 2020, with the approval of the majority of the shareholders and the board of directors, the Company designated 22,000 shares of preferred stock as Series B Convertible Preferred Stock ("Series B Preferred"). The Series B Preferred stock is convertible at the lower of (i) the 25% lowest closing bid price for the 20 trading days prior to the conversion or (ii) the fixed price, which is set at $1.00 both of which are subject to adjustment as provided in the Series B Preferred certificate of designation. The stated value of the shares is $100 per share. The Series B Preferred shares have no voting rights and there is a limit on beneficial ownership of 9.99%.

On September 18, 2020, the Company entered into a Stock Purchase Agreement ("Purchase Agreement") by and between the Company and certain stockholders The Company issued 22,000 shares of its Series B Preferred Stock, promissory notes, option agreement, conveyance agreement and a convertible note as consideration for the purchase and acquisition of PAA. See Item 3A. Issuance history for the list of the recipients of the Series B Preferred stock.

The shares issued were valued based on the conversion number of common shares at the market price on the date of issuance. The shares were valued at $14,657,800 and were charged to investment in subsidiary.

As of June 30, 2022, $115,500 has been accrued for dividends on the Series B.

NOTE 10 – DEFICIT

Preferred Stock

The Company is currently authorized to issue 50,000,000 shares of preferred stock.

Series A Preferred Stock

The Company authorized 3,000,000 shares of Series A Convertible Preferred stock ($0.001 par or stated value) on October 1, 2018. And issued 1,000,000 shares of preferred stock during the year ended September 30, 2019 to the former CEO and the president of the Company, The Series A Convertible Preferred stock can be converted into common stock for one preferred share for ten common shares. The Series A Convertible preferred shares have voting rights equal to ten votes per share.

On February 23, 2022, 233,000 shares of Series A were cancelled with two former officers.

Series C Preferred Stock

On April 27, 2021, the Secretary of the State of Nevada authorized 101 shares of the Company's new non-convertible preferred stock having a par or stated value of $0.001. The shares have voting rights equal to the following formula: total common stock eligible votes divided by .049. The shares have a term of the earlier of: 36 months for the authorization date or upon receipt of an investment of at least $10,000,000. During the three months ended June 30, 2021, 51 shares were issued to Michael Finkelstein (former Chief Operating Officer) and issued to Ryan Sherman (new COO). There were 50 shares were issued to the CEO as of April 30, 2021.

On June 30, 2022 and September 30, 2021, there were 101 and 101, Series C preferred shares of stock outstanding, respectively.

Series D Preferred Stock

On November 12, 2021, the Board of Directors, by unanimous written consent, authorized the creation of a new class of Preferred Stock, Series D Preferred ("Series D"). The number of shares of Series D authorized shall be 1,600 shares. Each share of Series D shall have a stated value equal to $0.001 (as may be adjusted for any stock dividends, combinations, or splits with respect to such shares. The Series D is not entitled to receive dividends, nor has any liquidation rights. Each share of Series D shall be convertible, at the option of the holder thereof, without the payment of additional consideration, into that number of fully paid and nonassessable shares of Common Stock equal to 0.01% of the total number of shares of Common Stock outstanding at the Conversion Time. The Series D shall rank junior to the already-existing classes of the Corporation's Series Preferred stock and pari-passu with the Corporation's Common Stock. And any class or series of capital stock of the Corporation hereafter created and has no voting rights.

On November 12, 2021, the Board of Directors, by unanimous written consent, authorized the issuance of 750 shares of Series D to its Chief Operating Officer ("COO"), Michael Finkelstein, 500 shares of Series D to Todd Sherman, and 350 shares of Series D to its CEO/CFO, Izak On, in consideration of services rendered to the Corporation.

On June 30, 2022 and September 30, 2021, there were 1,600 and 0, Series D preferred shares of stock outstanding, respectively.

Common Stock and Warrants

The Company is currently authorized to issue 950,000,000 shares of common stock, par value $0.001 per share.

Offering Under Regulation 1-A

The Company summitted a registration to offer common stock under Regulation 1-A (Post Effectively amended on March 7, 2022 and Qualified by the SEC on March 18, 2022 to offer 90,278,500 shares at $0.20 per share. The offering includes 15,278,500 from selling shareholders.

In the third quarter of 2022, the Company issued 250,000 shares of common stock for cash under the terms of the Reg. A offering.

Warrants Issued

On September 3, 2021, the Company entered into a Securities Purchase Agreement (the “Purchase Agreement”) with Oscaleta Partners LLC (“Oscaleta”) and Alpha (the “Purchasers”), pursuant to which the Company issued to the Purchasers, convertible notes in an aggregate principal amount of $1,650,000, and 82,500,000 warrants for the Company’s common stock. The warrants may be exercised into 82,500,000 shares of common stock at a price of $0.02 per share. The Company treated the warrants in accordance with ASC 470-20-25-2. The warrants were valued based on the relative value of the proceeds of the notes resulting in a credit to additional paid in capital totaling $346,000, charged to warrant discount. The discount will be amortized to interest expense over the term of the related notes.

On January 21, 2022, the Company, in association with a Securities Purchase Agreement with Trillium and Alpha, issued each company 50,000 warrants for the Company’s common stock. Each Company’s warrants may be exercised into 2,500,000 shares of common stock at a price of $0.02 per share. The Company treated the warrants in accordance with ASC 470-20-25-2. The warrants were valued based on the relative value of the proceeds of the notes resulting in a credit to additional paid in capital totaling $100,144, charged to warrant discount with the excess charged to interest expense. The discount will be amortized to interest expense over the term of the related notes.

On February 1, 2022, the Company, in association with a Securities Purchase Agreement with Trillium, issued 14,722,200 warrants for the Company’s common stock. The warrants may be exercised into 14,722,200 shares of common stock at a price of $0.02 per share. The Company treated the warrants in accordance with ASC 470-20-25-2. The warrants were valued based on the relative value of the proceeds of the notes resulting in a credit to additional paid in capital totaling $294,868, charged to warrant discount with the excess charged to interest expense. The discount will be amortized to interest expense over the term of the related notes.

On March 4, 2022, the Company, in association with a Securities Purchase Agreement with Trillium, issued 19,722,200 warrants for the Company’s common stock. The warrants may be exercised into 19,722,200 shares of common stock at a price of $0.02 per share. The Company treated the warrants in accordance with ASC 470-20-25-2. The warrants were valued based on the relative value of the proceeds of the notes resulting in a credit to additional paid in capital totaling $387,124, charged to warrant discount with the excess charged to interest expense. The discount will be amortized to interest expense over the term of the related notes.

On March 4, 2022, the Company, in association with a Securities Purchase Agreement with Alpha, issued 20,000,000 warrants for the Company’s common stock. The warrants may be exercised into 20,000,000 shares of common stock at a price of $0.02 per share. The Company treated the warrants in accordance with ASC 470-20-25-2. The warrants were valued based on the relative value of the proceeds of the notes resulting in a credit to additional paid in capital totaling $392,577, charged to warrant discount with the excess charged to interest expense. The discount will be amortized to interest expense over the term of the related notes.

On May 16, 2022, the Company, in association with a Securities Purchase Agreement with Trillium, issued 1,000,000 warrants for the Company’s common stock. The warrants may be exercised into 1,000,000 shares of common stock at a price of $0.001 per share. The Company treated the warrants in accordance with ASC 470-20-25-2. The warrants were valued based on the relative value of the proceeds of the notes resulting in a credit to additional paid in capital totaling $0, charged to warrant discount with the excess charged to interest expense. The discount will be amortized to interest expense over the term of the related notes.

On May 18, 2022, the Company, in association with a Securities Purchase Agreement with Alpha, issued 5,000,000 warrants for the Company’s common stock. The warrants may be exercised into 5,000,000 shares of common stock at a price of $0.001 per share. The Company treated the warrants in accordance with ASC 470-20-25-2. The warrants were valued based on the relative value of the proceeds of the notes resulting in a credit to additional paid in capital totaling $0, charged to warrant discount with the excess charged to interest expense. The discount will be amortized to interest expense over the term of the related notes.

On June 9, 2022, the Company, in association with a Securities Purchase Agreement with Trillium, issued 1,500,000 warrants for the Company’s common stock. The warrants may be exercised into 1,500,000 shares of common stock at a price of $0.001 per share. The Company treated the warrants in accordance with ASC 470-20-25-2. The warrants were valued based on the relative value of the proceeds of the notes resulting in a credit to additional paid in capital totaling $0, charged to warrant discount with the excess charged to interest expense. The discount will be amortized to interest expense over the term of the related notes.

As of June 30, 2022 and September 31, 2021, the Company has 19,237,299 and 19,187,299 shares of common stock issued and outstanding, respectively.

NOTE 11 – CONTINGENCIES AND COMMITMENTS

Contingencies

COVID-19 Pandemic

The COVID-19 pandemic had a significant adverse impact on the Company's business, results of operations, financial condition and cash flows from operations during the year ended December 31, 2020 and is expected to continue to have an adverse impact on its performance in 2021. The Company's wholesale and retail customers also have experienced significant business disruptions as a result of the pandemic. In addition, the pandemic has impacted the Company's supply chain partners, including third-party manufacturers, logistics providers and other vendors. These supply chains may experience future disruptions as a result of either closed factories or factories operating with reduced workforces due to the impact of the pandemic.

Given the uncertainties surrounding the ongoing effects of the COVID-19 pandemic on the Company's future financial condition and results of operations, the Company took certain actions to preserve its liquidity and strengthen its financial flexibility. The Company took certain actions starting in March 2020, some of which are ongoing, to (i) reduce payroll costs, through temporary furloughs, salary and incentive compensation reductions, decreased working hours and hiring freezes, as well as taking advantage of COVID-related government payroll subsidy programs, (ii) eliminate or reduce expenses in all discretionary spending categories, (iii) reduce working capital, with a particular focus on tightly managing its inventories, including reducing and cancelling inventory commitments, redeploying basic inventory items to subsequent seasons and consolidating future seasonal collections, and (iv) reduce capital expenditures.

Commitments

Leases

Our lease agreements generally do not provide an implicit borrowing rate; therefore, an internal incremental borrowing rate is determined based on information available at lease commencement date for purposes of determining the present value of lease payments. We used the incremental borrowing rate on September 30, 2020 for all leases that commenced prior to that date. In determining this rate, which is used to determine the present value of future lease payments, we estimate the rate of interest we would pay on a collateralized basis, with similar payment terms as the lease and in a similar economic environment.

Lease costs associated with new facilities are negligible due to the fact that the company associated with the leases was acquired two days before year end

Lease Positions as of June 30, 2022 and September 30, 2021

ROU lease assets and lease liabilities for our operating leases are presented on the balance sheets as follows:

	June 30, 2022	September 30, 2021
ROU assets	$ 1,880,717	$ 1,036,218

Operating lease liability related to the ROU assets is summarized below:

Total lease liabilities	$ 1,887,851	$ 946,482
Less: current portion	(449,270)	(300,149)
Lease liabilities, non-current	$ 1,438,581	$ 646,333

Non-cancellable operating lease total future payments at June 30, 2022 and September 30, 2021 are summarized below:

Total minimum operating lease payments	$ 1,980,754	$ 1,041,130
Less discount to fair value	(92,903)	(94,648)
Total lease liability	$ 1,887,851	$ 946,482

Lease Terms and Discount Rate

Weighted average remaining lease term (in years) – operating leases	12.5
Weighted average discount rate – operating leases	10.00%

The future annual minimum lease payments as of June 30, 2022 are as follows:

2022	$ 338,441
2023	546,795
2024	453,191
2025	202,998
Thereafter	439,329
Total future minimum lease payments	1,980,754
Less: Lease imputed interest	92,903
Total	$ 1,887,851

Employment Agreement

On August 18, 2021, the Company entered into an employment agreement with Michael Finkelstein. The term of the agreement shall be from August 18, 2021 through December 31, 2022, with automatic extension periods of one year, unless written notice is received from either party within 90 days of the end of the term. The agreement designates Mr. Finkelstein as the Company's Chief Operating Office ("COO"). The base annual salary shall be $84,000. In addition, the Company created a Series D class of convertible preferred stock (Note 13), that gave the COO a 6% interest in the Company with anti-dilutive protection for the initial 18 months, as defined in the agreement. The COO is also entitled to an incentive bonus, based on performance hurdles, as defined in the agreement. On June 8, 2022, the agreement with Michael Finkelstein was terminated upon his resignation.

On August 18, 2021, the Company entered into an employment agreement with Izak On. The term of the agreement shall be from August 18, 2021 through December 31, 2022, with automatic extension periods of one year, unless written notice is received from either party within 90 days of the end of the term. Th agreement designates Mr. Finkelstein as the Company's Chief Executive Office ("CEO"). The base annual salary shall be $42,000. In addition, the Company created a Series D class of convertible preferred stock (Note 13), that gave the CEO a 3% interest in the Company with anti-dilutive protection for the initial 18 months, as defined in the agreement. The CEO is also entitled to an incentive bonus, based on performance hurdles, as defined in the agreement.

Consulting Agreement

On September 1, 2021, LC57 entered into a consulting agreement with BespokeCFO ("Bespoke"). The agreement calls for the preparation of monthly consolidated and stand-alone financial statements for Gallo and LC57 and each entity that they own. The agreement remains in full force until terminated by either party. LC57 will pay Bespoke $2,000 per entity per month.

NOTE 12 – SUBSEQUENT EVENTS

Since June 30, 2022, Michael Finkelstein exchanged 750 Series D Preferred stock for 6,000,000 shares of common stock.

On July 8, 2022, the Company issued a convertible note payable to Alpha for $825,000. The note includes: $750,000 cash, with an OID of $75,000, has 11.25% annual interest, matures on July 8, 2023 and is convertible at $0.01 per share. The note also included warrants to purchase 41,250,000 shares of the Company's common stock. The warrants are exercisable at any time on or after the date of the issuance of the warrants and entitle the investors to purchase shares of the Company's common stock for a period of five years from the initial date the warrants become exercisable. The warrants are exercisable at a price per share of $0.01, subject to adjustment as defined in the Purchase Agreement. The warrants can be exercised on a cashless basis only if the shares of common stock underlying the warrants are not registered under an effective registration statement.

On July 25, 2022, the Company issued a convertible note payable to Trillium for $605,000. The note includes: $550,000 cash, with an OID of $55,000, has 11.25% annual interest, matures on July 25, 2023 and is convertible at $0.001 per share. The note also included warrants to purchase 30,250,000 shares of the Company's common stock. The warrants are exercisable at any time on or after the date of the issuance of the warrants and entitle the investors to purchase shares of the Company's common stock for a period of five years from the initial date the warrants become exercisable. The warrants are exercisable at a price per share of $0.001, subject to adjustment as defined in the Purchase Agreement. The warrants can be exercised on a cashless basis only if the shares of common stock underlying the warrants are not registered under an effective registration statement.

On August 9, 2022, the Company issued a convertible note payable to Alpha for $781,000. The note includes: $710,000 cash, with an OID of $71,000, has 11.25% annual interest, matures on August 9, 2023 and is convertible at $0.001 per share The note also included warrants to purchase 39,050,000 shares of the Company's common stock. The warrants are exercisable at any time on or after the date of the issuance of the warrants and entitle the investors to purchase shares of the Company's common stock for a period of five years from the initial date the warrants become exercisable. The warrants are exercisable at a price per share of $0.001, subject to adjustment as defined in the Purchase Agreement. The warrants can be exercised on a cashless basis only if the shares of common stock underlying the warrants are not registered under an effective registration statement.