



EVCI Career Colleges Holding Corp.

Colorado
30 N Gould Street Suite
5835 Sheridan, WY 82801

307-278-1360
www.evcicorp.com
info@synergymgtgroup.com

SIC Code: 8200

Quarterly Report **For the period ending September 30, 2022** (the "Reporting Period")

The number of shares outstanding of our Common Stock is 5,159,926 as of September 30, 2022

The number of shares outstanding of our Common Stock was 5,159,926 as of September 30, 2022

The number of shares outstanding of our Common Stock was 5,159,926 as of December 31, 2021

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 Control⁴ of the company has occurred over this reporting period:

Yes: ☐ No: ☒

The company is currently considered a shell company, therefore the exemption offered pursuant to Rule 144 is not available. Anyone who purchased securities directly or indirectly from us or any of our affiliates in a transaction or chain of transactions not involving a public offering cannot sell such securities in an open market transaction.

⁴ "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.

Part A General Company Information

Item 1 The exact name of the issuer and its predecessor (if any).

EVCI Career Colleges Holding Corp. (the “Company” or “EVCI”) was originally incorporated as Educational Video Conferencing, Inc., under the laws of the State of Delaware on October 24, 1997. The Company completed a name change to EVCI Career Colleges, Inc. effective May 23rd, 2002. On August 9th, 2004 the name was changed again to EVCI Career Colleges Holding Corp. On September 20th, 2021 EVCI Career Colleges Holding Corp. was converted into a Colorado Corporation.

Item 2 The address of the issuer’s principal executive offices and address(es) of the issuer’s principal place of business:

30 N Gould Street Suite 5835
Sheridan, WY 82801

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

Item 3 The jurisdiction(s) and date of the issuer’s incorporation or organization.

Delaware, Active Status until 09/20/2021

*Colorado, Active Status

*On September 20th, 2021 EVCI Career Colleges Holding Corp. was converted into a Colorado Corporation.

Part B Share Structure

Item 4 The exact title and class of securities outstanding.

Trading symbol:	<u>EVCI</u>	
Exact title and class of securities outstanding:	<u>Common</u>	
CUSIP:	<u>26926P308</u>	
Par or stated value:	<u>\$0.0001</u>	
Total shares authorized:	<u>36,666,666</u>	as of date: <u>09/30/2022</u>
Total shares outstanding:	<u>5,159,926</u>	as of date: <u>09/30/2022</u>
Number of shares in the Public Float ² :	<u>3,961,076</u>	as of date: <u>09/30/2022</u>
Total number of shareholders of record:	<u>315</u>	as of date: <u>09/30/2022</u>

Trading symbol: NA
 Exact title and class of securities outstanding: Preferred Series A
 CUSIP: NA
 Par or stated value: \$0.0001
 Total shares authorized: 12,875 as of date: 09/30/2022
 Total shares outstanding: 12,875 as of date: 09/30/2022

Trading symbol: NA
 Exact title and class of securities outstanding: Preferred Series B
 CUSIP: NA
 Par or stated value: \$0.0001
 Total shares authorized: 6,457 as of date: 09/30/2022
 Total shares outstanding: 6,299 as of date: 09/30/2022

Trading symbol: NA
 Exact title and class of securities outstanding: Preferred Series C
 CUSIP: NA
 Par or stated value: \$0.0001
 Total shares authorized: 8,124 as of date: 09/30/2022
 Total shares outstanding: 8,124 as of date: 09/30/2022

Trading symbol: NA
 Exact title and class of securities outstanding: Preferred Series D
 CUSIP: NA
 Par or stated value: \$0.0001
 Total shares authorized: 7000 as of date: 09/30/2022
 Total shares outstanding: 0 as of date: 09/30/2022

Trading symbol: NA
 Exact title and class of securities outstanding: 2021 Special Series A Preferred Stock
 CUSIP: NA
 Par or stated value: \$0.0001
 Total shares authorized: 10 as of date: 09/30/2022
 Total shares outstanding: 10 as of date: 09/30/2022

Item 5 Par or stated value and description of the security.

<u>Security</u>	<u>Authorized</u>	<u>Issued and Outstanding</u>
Common Stock	36,666,666	5,159,926
Preferred A	12,875	12,875
Preferred B	6,299	6,457
Preferred C	8,124	8,124
Preferred D	7000	0
2021 Special Series A Preferred Stock	10	10

A. *Par or Stated Value.* Provide the par or stated value for each class of outstanding securities.

Common Shares	Par value: .0001
Preferred A	Par value: .0001
Preferred B	Par value: .0001
Preferred C	Par value: .0001
Preferred D	Par value: .0001
Preferred Special Series A	Par value: .0001

B. *Common or Preferred Stock.*

A. Common or Preferred Stock

1. Common Shares are not eligible to receive a dividend. Common shareholders have the right to one vote common share.
2. Preferred A converts on a one into two thousand common shares and votes on a fully converted basis with all other classes of shares. Preferred B converts on a one into five thousand common stock basis and votes on a fully converted basis with all other classes of shares. Preferred C converts on a one into one thousand common stock basis and votes on a fully converted basis with all other classes of shares. The holders of Series A Preferred Stock, Series B Preferred Stock, and Series C Preferred Stock have the same liquidation rights as the holders of the Company's Common Stock. The holder of each share of Series A Preferred Stock, Series B Preferred Stock Series C Preferred Stock shall have the right to one vote for each share of Common Stock into which such Preferred Stock could then be converted, on an as-converted basis, and with respect to such vote, such holder shall have full voting rights and powers equal to the voting rights and powers of the holders of Common Stock, and shall be entitled to notice of any stockholders' meeting in accordance with the bylaws of the Corporation, and shall be entitled to vote, together with holders of Common Stock, with respect to any question upon which holders of Common Stock have the right to vote.
3. Preferred D Stock shall not be entitled to vote upon or give written consents to any matters of submitted or required to be submitted for the vote or approval of the stockholders of the company. The company shall be required to redeem outstanding shares of Series D Preferred Stock within one hundred twenty days after the close of each fiscal year of the company if the company achieves consolidated EBITDA during such fiscal year in an amount of greater than six million five hundred thousand dollars.
4. Special Series A Preferred Stock converts on a one into ten million common shares and has super voting rights. The holder of this Series of Preferred Stock shall be entitled to vote representing 60% of the votes eligible to be cast in the matter to be voted upon.
5. There are no other material rights of common or preferred shareholders.
6. There are no provisions in the issuer's charter or by-laws that would delay, defer or prevent a change in control of the issuer.

Item 6 The number of shares or total amount of the securities outstanding for each class of securities authorized.

In answering this item, provide the information below for each class of securities authorized. Please provide this information (i) as of the end of the issuer's most recent fiscal quarter and (ii) as of the end of the issuer's last two fiscal years.

Common Shares

(i)	Period Ending 09/30/2022	
(ii)	Common Shares Authorized:	36,666,666 (as of 09/30/2022)
(iii)	Common Shares Outstanding:	5,159,926 (as of 09/30/2022)
(iv)	Freely tradable shares (public float)	3,961,076 (as of 09/30/2022)
(v)	Number of beneficial shareholders owning at least 100 shares:	315
(vi)	Total number of beneficial shareholders of record:	315

Preferred Series A Shares

(i)	Period Ending 09/30/2022	
(ii)	Preferred A Shares Authorized:	12,875 (as of 09/30/2022)
(iii)	Preferred A Shares Outstanding:	12,875 (as of 09/30/2022)
(iv)	Freely tradable shares (public float):	N/A
(v)	Number of beneficial shareholders owning at least 100 shares:	1
(vi)	Total number of beneficial shareholders of record:	1

Preferred Series B Shares

(vii)	Period Ending 09/30/2022	
(viii)	Preferred B Shares Authorized:	6,457 (as of 09/30/2022)
(ix)	Preferred B Shares Outstanding:	6,299 (as of 09/30/2022)
(x)	Freely tradable shares (public float):	N/A
(xi)	Number of beneficial shareholders owning at least 100 shares:	1
(xii)	Total number of beneficial shareholders of record:	1

Preferred Series C Shares

(xiii)	Period Ending 09/30/2022	
(xiv)	Preferred B Shares Authorized:	8,124 (as of 09/30/2022)
(xv)	Preferred B Shares Outstanding:	8,124 (as of 09/30/2022)
(xvi)	Freely tradable shares (public float)	
(xvii)	Number of beneficial shareholders owning at least 100 shares:	0
(xviii)	Total number of beneficial shareholders of record:	0

(xix) Period Ending 09/30/2022

(xx) Preferred D Shares Authorized: 7000 (as of 09/30/2022)

(xxi) Preferred D Shares Outstanding: 0 (as of 09/30/2022)

(xxii) Freely tradable shares (public float): N/A

(xxiii) Number of beneficial shareholders owning at least 100 shares: 0

(xxiv) Total number of beneficial shareholders of record: 0

Preferred 2021 Special Series A Shares

(xxv) Period Ending 09/30/2022

(xxvi) Special Series A Shares Authorized: 10 (as of 09/30/2022)

(xxvii) Special Series A Shares Outstanding: 10 (as of 09/30/2022)

(xxviii) Freely tradable shares (public float): N/A

(xxix) Number of beneficial shareholders owning at least 100 shares: N/A

(xxx) Total number of beneficial shareholders of record: 1

Item 7 The name and address of the transfer agent*.

Transfer Agent

Name: ISSUER DIRECT CORPORATION

Phone: 919-481-4000

Email: info@issuerdirect.com

Address: One Glenwood Avenue #1001

Raleigh, NC 27603

Issuer Direct Corporation is registered under the Exchange Act. There are no restrictions on the transfer of security

There were no trading suspension orders issued by the SEC in the past 12 months.

Part C Business Information

Item 8 The nature of the issuer's business.

In describing the issuer's business, please provide the following information:

A. Business Development. EVCI Career Colleges Holding Corp. (the "Company" or "EVCI") was originally incorporated as Educational Video Conferencing, Inc., under the laws of the State of Delaware on October 24, 1997. The Company completed a name change to EVCI Career Colleges, Inc. effective May 23rd, 2002. On August 9th, 2004, the name was changed again to EVCI Career Colleges Holding Corp. EVCI Career Colleges Holding Corp was a for-profit provider of career-oriented, post-secondary education. EVCI owned Technical Career Institute ("TCI"), which was based in New York City and offered programs leading to associate degrees and certificates. On November 13th, 2017, EVCI Career Colleges Holding Corp. entered bankruptcy in the New York Southern Bankruptcy Court under case number 1:2017bk13233. The bankruptcy was closed September 18th, 2020. On July 22nd, 2021, Synergy Management Group LLC controlled by Benjamin Berry purchased 791,641 Common Stock, 12,875 Preferred A Stock, 6,299 Series B Preferred Stock, and 8,124 Series C Preferred Stock from GEMPH Development LLC controlled by Chairman of the Board Philip M Getter as part of a change in control. Also on July 22nd, 2021, Mr. Getter resigned as Chairman of the Board. By Board resolution Mr. Benjamin Berry was

elected and agreed to serve as Chief Executive Officer and sole Board Member. Subsequently by board resolution on July 22nd, 2021, Benjamin Berry was appointed President, Treasurer, Secretary, and CFO of the company. The Company is now evaluating business direction and potential acquisitions with decisions and strategy being announced in 2022.

1. EVCI Career Colleges Holding Corp. is a corporation. It is incorporated in the state of Colorado.
2. Year of incorporation was 1997 in Delaware.
3. The Company's fiscal year end is December 31.
4. On November 13th, 2017, EVCI Career Colleges Holding Corp. entered bankruptcy in the New York Southern Bankruptcy Court under case number 1:2017bk13233. The bankruptcy was closed September 18th, 2020.
5. The Company doesn't have any material reclassification, merger, consolidation, or purchase or sale of a significant amount of assets.
6. The Company hasn't had any default of the terms of any note, loan, lease, or other indebtedness or financing arrangement requiring the issuer to make payments.
7. There has been no change in control throughout 2022.
8. There has been no increase of 10% or more of the same class of outstanding equity securities.
9. The Company conducted a reverse stock split on August 28, 2007 decreasing shares by 1 for 3. The company plans to conduct an acquisition or merger in 2022.
10. The company was deleted from NASDAQ on 03/27/08
11. The Company does not have any current, past, pending or threatened legal proceedings or administrative actions either by or against the issuer that could have a material effect on the issuer's business, financial condition, or operations and any current, past or pending trading suspensions by a securities regulator.

B. Business of Issuer. Describe the issuer's business so a potential investor can clearly understand it. To the extent material to an understanding of the issuer, please also include the following:

1. The Company's primary SIC code is 8200
2. The issuer has limited operations and is intending to act as an acquisition or merger vehicle in 2022.
3. The issuer is currently considered a shell company with limited operations.
4. There are currently no parent, subsidiary or affiliates of the issuer.
5. The Company has no cost associated to environmental laws.
6. The company is not currently conducting any research or development activities.

7. There are no costs of compliance with any environmental laws.
8. The company currently has one employee and two paid independent directors.

Item 9 The nature of products or services offered.

In responding to this item, please describe the following so that a potential investor can clearly understand the products and services of the issuer:

- A. The company currently doesn't have any products for sale.
- B. There are no distributions methods for any products or services.
- C. The company exists to be used as an acquisition or merger vehicle.
- D. Management is currently in discussions and vetting of multiple private companies in different industries to potentially conduct a business combination through a merger or acquisition. sources and availability of raw materials and the names of principal suppliers;
- E. The company does not rely on any raw materials and does not currently utilize any suppliers.
- F. The company does not depend on any customers.
- G. The company has no patents, trademarks, licenses, franchises, concessions, royalty agreements or labor contracts
- H. The company does not need any government approval of principal products or services.

Item 10 The nature and extent of the issuer's facilities.

The company maintains a shared leased office 30 N Gould Street Suite 5835 Sheridan, WY 82801.

Part D Management Structure and Financial Information

Item 11 Company Insiders (Officers, Directors, and Control Persons).

Please give 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 shareholders.

On July 11, 2022 Henry Varga, and David Breen resigned as Independent Directors of the company.

OTC Markets Group Inc. Officers and Directors. In responding to this item, please provide the following information for each of the issuer's executive officers, directors, general partners, as of the

date of this information statement:

Number and class of the issuer's securities beneficially owned by each such person.

1. Benjamin Berry
2. Officer/Director Title: CEO, CFO, President, Treasurer, Secretary, Director, Audit Committee Chair
3. 30 N Gould Street Suite 5835 Sheridan, WY 82801
4. Employment History
 - COO of Trellis Hospitality since 2010 (current position)
 - CEO of Synergy Management since 2018 (current position)Independent Director, Audit Committee Member
5. Board memberships and other affiliations; Currently the CEO and Board Member of Hinto Energy, Inc., Broadcast Marketing Group, Inc, 3Dshopping.com, and Atlantic Energy Solutions, Inc.
6. Compensation - Benjamin Berry was compensated by the issuance of the company's Special Series A Preferred shares for his role as officer and director.
7. Benjamin Berry holds 308,655 shares of common stock purchased on the open market. Synergy Management controlled by Benjamin Berry holds 791,641 shares of common stock, 12,875 Series A Preferred Stock, 6,299 Series B Preferred Stock, 8,124 Series C Preferred Stock, and 10 2021 Series A Preferred Stock.

B. Other Control Persons. In responding to this item, please provide the following information for all persons beneficially owning more than five percent (5%) of any class of the issuer's equity securities as of the date of this information statement. Do not include Officers or Directors previously listed.

1. Full name; Jesse Barton
2. River Falls, Wisconsin
3. 400,145 Common Stock. 7.75% of the outstanding common stock.

1. Full name; Avenu SLS Holdings, LLC (CEO Paul Colangelo)
2. Centreville, VA
3. 299,205 Common Stock. 5.7% of the outstanding common stock.
4. Registered agent: Corporation Service Company, 84 State St, Boston, MA 02109

B. Legal/Disciplinary History.

None of these persons have, in the last five years, been subject to any legal or disciplinary action by any legal authority or jurisdiction, including the SEC.

C. Disclosure of Family Relationships. None of the persons are of any family relations.

D. Disclosure of Related Party Transactions. There have been no related party transactions.

E. Disclosure of Conflicts of Interest. The Company's executive officers and directors have no known conflicts of interest.

EVCI CAREER COLLEGES HOLDING CORP
FOR THE SIX MONTHS ENDED SEPTEMBER 30, 2022 AND 2021
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EVC CAREER COLLEGES HOLDING CORP
BALANCE SHEETS
UNAUDITED

	September 30, 2022	December 31, 2021
ASSETS		
Current assets		
Cash	\$ -	\$ -
Prepaid expenses	-	-
Total current assets	-	-
Property and equipment, net	-	-
Total assets	\$ -	\$ -
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	\$ -	\$ -
Other current liabilities	-	-
Total current liabilities	-	-
Notes payable	-	-
Other miscellaneous liabilities	-	-
Total Liabilities	-	-
Commitments and contingencies		
Stockholder's deficit		
Preferred stock, \$0.0001 par value, 1,000,000 shares authorized;		
Preferred stock: 1,000,000 shares authorized; 27,308 shares issued and outstanding	3	3
Common stock, \$0.0001 par value; 500,000,000 shares authorized		
5,159,926 issued and outstanding	516	516
Additional paid in capital	60,724,434	60,724,434
Accumulated deficit	(60,724,953)	(60,724,953)
Total stockholders' equity	-	-
Total liabilities and stockholders' equity	\$ -	\$ -

The accompanying notes are an integral part of these unaudited financial statements
F-1

EVCI CAREER COLLEGES HOLDING CORP
STATEMENTS OF OPERATIONS
UNAUDITED

	For the six months ended June 30,		For the nine months ended September 30,	
	2022	2021	2022	2021
Revenues	\$ -	\$ -	\$ -	\$ -
Cost of goods sold	-	-	-	-
Gross profit	-	-	-	-
Operating expenses:				
Professional fees	-	-	-	-
Management fees, related party	-	-	-	-
General and administrative expenses	-	-	-	-
Total operating expenses	-	-	-	-
Income tax benefit (expense)	-	-	-	-
Basic and diluted loss per share	<u>\$ 0.00</u>	<u>\$ 0.00</u>	<u>\$ 0.00</u>	<u>\$ 0.00</u>
Weighted average number of shares outstanding, basic and diluted	<u>5,159,926</u>	<u>5,159,926</u>	<u>5,159,926</u>	<u>5,159,926</u>

The accompanying notes are an integral part of these unaudited financial statements
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EVCI CAREER COLLEGES HOLDING CORP
STATEMENTS OF STOCKHOLDERS' EQUITY (DEFICIT)
FOR THE SIX AND NINE MONTHS ENDED SEPTEMBER 30, 2022
UNAUDITED

	<u>Preferred Stock</u>		<u>Common Stock</u>		<u>Additional Paid-In</u>	<u>Accumulated</u>	<u>Total</u>
	<u>Shares</u>	<u>Amount</u>	<u>Shares</u>	<u>Amount</u>	<u>Capital</u>	<u>Deficit</u>	
Balance, December 31, 2021	27,308	\$ 3	5,159,926	\$ 516	\$ 60,724,434	\$ (60,724,953)	\$ -
Net income (loss)	-	-	-	-	-	-	-
Balance, June 30, 2022	27,308	3	5,159,926	516	60,724,434	(60,724,953)	-
Net income (loss)	-	-	-	-	-	-	-
Balance, September 30, 2022	<u>27,308</u>	<u>\$ 3</u>	<u>5,159,926</u>	<u>\$ 516</u>	<u>\$ 60,724,434</u>	<u>\$ (60,724,953)</u>	<u>\$ -</u>

The accompanying notes are an integral part of these financial statements

EVCI CAREER COLLEGES HOLDING CORP
STATEMENTS OF STOCKHOLDERS' EQUITY
FOR THE SIX AND NINE MONTHS ENDED SEPTEMBER 30, 2021
UNAUDITED

	<u>Preferred Stock</u>		<u>Common Stock</u>		<u>Additional Paid-In</u>	<u>Accumulated</u>	<u>Total</u>
	<u>Shares</u>	<u>Amount</u>	<u>Shares</u>	<u>Amount</u>	<u>Capital</u>	<u>Deficit</u>	
Balance, December 31, 2020	27,298	\$ 3	5,159,926	\$ 516	\$ 60,674,434	\$ (60,674,953)	\$ -
Net income (loss)	-	-	-	-	-	-	-
Balance, June 30, 2021	27,298	3	5,159,926	516	60,674,434	(60,674,953)	-
Net income (loss)	-	-	-	-	-	-	-
Balance, September 30, 2021	<u>27,298</u>	<u>\$ 3</u>	<u>5,159,926</u>	<u>\$ 516</u>	<u>\$ 60,674,434</u>	<u>\$ (60,674,953)</u>	<u>\$ -</u>

The accompanying notes are an integral part of these unaudited financial statements
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EVCI CAREER COLLEGES HOLDING CORP
STATEMENTS OF CASH FLOWS
UNAUDITED

	For the Nine months ended September 30,	
	2022	2021
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net loss	\$ -	\$ -
Adjustments to reconcile net loss to net cash used by operating activities:		
Stock issued for board services	-	-
Net cash used in operating activities	-	-
NET INCREASE IN CASH	-	-
CASH, BEGINNING OF PERIOD	-	-
CASH, END OF PERIOD	<u>\$ -</u>	<u>\$ -</u>
Supplemental disclosure of cash flow information		
Cash paid for interest expense	<u>\$ -</u>	<u>\$ -</u>
Cash paid for income taxes	<u>\$ -</u>	<u>\$ -</u>
Non-cash operating and financing activities		
Preferred stock issued for prepaid expenses	<u>\$ -</u>	<u>\$ -</u>

The accompanying notes are an integral part of these financial statements
F-5

EVCI CAREER COLLEGES HOLDING CORP
NOTES TO UNAUDITED FINANCIAL STATEMENTS
FOR THE SIX MONTHS ENDED SEPTEMBER 30, 2022

1. Nature of operations

EVCI Career Colleges Holding Corp. (the “Company” or “EVCI”) was originally incorporated as Educational Video Conferencing, Inc., under the laws of the State of Delaware on October 24, 1997. The Company completed a name change to EVCI Career Colleges, Inc. effective May 23rd, 2002. On August 9th, 2004, the name was changed again to EVCI Career Colleges Holding Corp. EVCI Career Colleges Holding Corp was a for-profit provider of career-oriented, post-secondary education. EVCI owns Technical Career Institute (“TCI”), which was based in New York City and offered programs leading to associate degrees and certificates. The Company is now evaluating business direction and potential acquisitions with decisions and strategy being announced in 2022.

2. Summary of significant accounting policies

Basis of Presentation

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

Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. The most significant assumptions and estimates relate to the valuation of equity issued for services. Actual results could differ from these estimates.

Revenue Recognition

The Company recognizes revenue in accordance with Accounting Standards Update (“ASU”) 2014-09, “*Revenue from contracts with customers*,” (Topic 606). Revenue is recognized when a customer obtains control of promised goods or services. In addition, the standard requires disclosure of the nature, amount, timing, and uncertainty of revenue and cash flows arising from contracts with customers. The amount of revenue that is recorded reflects the consideration that the Company expects to receive in exchange for those goods. The Company applies the following five-step model in order to determine this amount: (i) identification of the promised goods in the contract; (ii) determination of whether the promised goods are performance obligations, including whether they are distinct in the context of the contract; (iii) measurement of the transaction price, including the constraint on variable consideration; (iv) allocation of the transaction price to the performance obligations; and (v) recognition of revenue when (or as) the Company satisfies each performance obligation.

The Company only applies the five-step model to contracts when it is probable that the entity will collect the consideration it is entitled to in exchange for the goods or services it transfers to the customer. Once a contract is determined to be within the scope of Financial Accounting Standards Board (“FASB”) Accounting Standards Codification (“ASC”) 606 at contract inception, the Company reviews the contract to determine which performance obligations the Company must deliver and which of these performance obligations are distinct. The Company expects to recognize revenues as the amount of the transaction price that is allocated to the respective performance obligation when the performance obligation is satisfied or as it is satisfied.

Fair Value Measurements and Fair Value of Financial Instruments

The Company adopted ASC Topic 820, *Fair Value Measurements*. ASC Topic 820 clarifies the definition of fair value, prescribes methods for measuring fair value, and establishes a fair value hierarchy to classify the inputs used in measuring fair value as follows:

Level 1: Inputs are unadjusted quoted prices in active markets for identical assets or liabilities available at the measurement date.

Level 2: Inputs are unadjusted quoted prices for similar assets and liabilities in active markets, quoted prices for identical or similar assets and liabilities in markets that are not active, inputs other than quoted prices that are observable, and inputs derived from or corroborated by observable market data.

Level 3: Inputs are unobservable inputs which reflect the reporting entity's own assumptions on what assumptions the market participants would use in pricing the asset or liability based on the best available information.

The estimated fair value of certain financial instruments, including all current liabilities are carried at historical cost basis, which approximates their fair values because of the short-term nature of these instruments.

Fair Value of Financial Instruments

ASC subtopic 825-10, *Financial Instruments* ("ASC 825-10") requires disclosure of the fair value of certain financial instruments. The carrying value of cash and cash equivalents, accounts payable and accrued liabilities when reflected in the balance sheets, approximate fair value because of the short-term maturity of these instruments. All other significant financial assets, financial liabilities and equity instruments of the Company are either recognized or disclosed in the financial statements together with other information relevant for making a reasonable assessment of future cash flows, interest rate risk and credit risk. Where practicable the fair values of financial assets and financial liabilities have been determined and disclosed; otherwise only available information pertinent to fair value has been disclosed. The Company follows ASC subtopic 820-10, *Fair Value Measurements and Disclosures* ("ASC 820-10") and ASC 825-10, which permits entities to choose to measure many financial instruments and certain other items at fair value.

Cash and Cash Equivalents

For purposes of the Statements of Cash Flows, the Company considers highly liquid investments with an original maturity of three months or less to be cash equivalents.

Income Taxes

Income taxes are accounted for under the asset and liability method. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and operating loss, capital loss and tax credit carryforwards. Deferred tax assets and liabilities are measured using enacted tax 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 income in the period that includes the enactment date.

The Company recognizes the effect of income tax positions only if those positions are more likely than not of being sustained. Recognized income tax positions are measured at the largest amount that is greater than 50% likely of being realized. Changes in recognition or measurement are reflected in the period in which the change in judgment occurs. The Company records interest and penalties related to unrecognized tax benefits as a component of general and administrative expenses. Our federal tax return and any state tax returns are not currently under examination.

The Company has adopted FASB ASC 740-10, *Accounting for Income Taxes*, which requires an asset and liability approach to financial accounting and reporting for income taxes. Deferred income tax assets and liabilities are computed annually from differences between the financial statement and tax basis of assets and liabilities that will result in taxable or deductible amounts in the future based on enacted tax laws and rates applicable to the periods in which the differences are expected to affect taxable income. Valuation allowances are established when necessary to reduce deferred tax assets to the amount expected to be realized.

Net Income (Loss) Per Common Share

The Company computes loss per common share, in accordance with FASB ASC Topic 260, *Earnings Per Share*, which requires dual presentation of basic and diluted earnings per share. Basic income or loss per common share is computed by dividing net income or loss by the weighted average number of common shares outstanding during the period. Diluted income or loss per common share is computed by dividing net income or loss by the weighted average number of common shares outstanding, plus the issuance of common shares, if dilutive, that could result from the exercise of outstanding stock options and warrants.

Recent Accounting Pronouncements

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

3. Going concern

The accompanying financial statements have been prepared on a going concern basis. For the nine months ended September 30, 2022, the Company had a net loss of \$0, had \$0 in working capital, accumulated deficit of \$60,724,953 and stockholders' equity of \$0. These matters raise substantial doubt about the Company's ability to continue as a going concern for a period of one year from the date of this filing. The Company's ability to continue as a going concern is dependent upon its ability to obtain the necessary financing to meet its obligations and repay its liabilities arising from normal business operations when they come due, to fund possible future acquisitions, and to generate profitable operations in the future. Management plans to provide for the Company's capital requirements by continuing to issue additional equity and debt securities. The outcome of these matters cannot be predicted at this time and there are no assurances that, if achieved, the Company will have sufficient funds to execute its business plan or generate positive operating results. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

4. Commitments and contingencies

During the normal course of business, the Company may be exposed to litigation. When the Company becomes aware of potential litigation, it evaluates the merits of the case in accordance with FASB ASC 450-20-50, *Contingencies*. The Company evaluates its exposure to the matter, possible legal or settlement strategies and the likelihood of an unfavorable outcome. If the Company determines that an unfavorable outcome is probable and can be reasonably estimated, it establishes the necessary accruals. As of December 31, 2020 and 2021, the Company is not aware of any contingent liabilities that should be reflected in the financial statements.

5. Change in control

On July 22nd, 2021, Synergy Management Group LLC controlled by Benjamin Berry purchased 12,875 Preferred A Shares, 6,299 Series B Preferred Stock, and 8,124 Series C Preferred Stock from GEMPH Development LLC controlled by Philip M Getter as part of a change in control. Also on July 22nd, 2021, Mr. Getter resigned as Chairman of the Board. By Board resolution Mr. Benjamin Berry was elected and agreed to serve as Chief Executive Officer and sole Board Member. Subsequently by board resolution on July 22nd, 2021, Benjamin Berry was appointed President, Treasurer, Secretary, and CFO of the company.

On September 24th, 2021 a Board Resolution authorized the creation of 10 shares of '2021 Series A Preferred Stock'. The 2021 Series A was issued to Synergy Management Group, LLC controlled by Benjamin Berry for prepaid expenses and services rendered.

6. Equity

Preferred Stock

The Company has 1,000,000 Shares of Preferred Stock authorized, and 27,308 issued and outstanding with a par value of \$0.001.

2021 Special Series A — 10 shares authorized, issued and outstanding.

The Series A Preferred has the following designations:

- Each share of preferred stock is convertible into 10,000,000 shares of common stock.
- The holders are not entitled to receive dividends
- Voting: The holder of this Series of Preferred shall be entitled to vote representing 60% of the votes eligible to be cast in the matter.

On September 24, 2021, the Company issued 10 shares of special Series A Preferred in exchange for \$50,000 in board services.

Series A — The Series A Preferred has the following designations:

- As of June 30, 2022 and December 31, 2022 there were 12,875 shares outstanding
- Each share of preferred stock is convertible into 2,000 shares of common stock.
- The holders are not entitled to receive dividends
- Voting: The holder votes with all other classes of shares on a fully converted basis.

On July 22, 2021, Synergy Management Group LLC controlled by Benjamin Berry purchased 12,875 shares from GEMPH Development LLC controlled by Philip M Getter as part of a change in control.

Series B — The Series B Preferred has the following designations:

- As of June 30, 2022 and December 31, 2022 there were 6,299 shares outstanding
- Each share of preferred stock is convertible into 1,000 shares of common stock.
- The holders are not entitled to receive dividends
- Voting: The holder votes with all other classes of shares on a fully converted basis.

On July 22, 2021, Synergy Management Group LLC controlled by Benjamin Berry purchased 6,299 shares from GEMPH Development LLC controlled by Philip M Getter as part of a change in control.

Series C — The Series C Preferred has the following designations:

- As of June 30, 2022 and December 31, 2022 there were 8,124 shares outstanding
- Each share of preferred stock is convertible into 1,000 shares of common stock.
- The holders are not entitled to receive dividends
- Voting: The holder votes with all other classes of shares on a fully converted basis.

On July 22, 2021, Synergy Management Group LLC controlled by Benjamin Berry purchased 6,299 shares from GEMPH Development LLC controlled by Philip M Getter as part of a change in control.

Series D — The Series D Preferred has the following designations:

- As of June 30, 2022 and December 31, 2022 there were no shares outstanding
- There are no conversion rights.
- The holders are not entitled to receive dividends
- Voting: There are no voting rights.

Item 14 The name, address, telephone number, and email address of each of the following outside providers that advise the issuer on matters relating to operations, business development and disclosure:

1. Investment Banker. The Company does not utilize an investment banker.
2. Promoter. The Company does not utilize a promoter.
3. Securities Counsel
Name: Jonathan D. Leinwand
Firm: Jonathan D. Leinwand, P. A.
Address 1: 18305 Biscayne Blvd.
Address 2: Suite 200
Phone: 954-903-7856
Email: jonathan@jdlpa.com
4. Accountant or Auditor - the information shall clearly (i) describe if an outside accountant provides audit or review services, (ii) state the work done by the outside accountant and (iii) describe the responsibilities of the accountant and the responsibilities of management (i.e. who audits, prepares or reviews the issuer's financial statements, etc.). The information shall include the accountant's phone number and email address and a description of the accountant's licensing and qualifications to perform such duties on behalf of the issuer.

BF Borgers conducted pcaob audits annual reports for years 2020 and 2021.

Firm: BF Borgers CPA PC
Contact: Ben Borgers
Address 1: 5400 West Cedar Avenue
Address 2: Lakewood, CO 80226
Phone: (303) 953-1454
Email: contact@bfbcpa.us

A-Frame Accounting helps to review and format financials before they are submitted.

Firm: A-Frame Accounting & Advisory, Inc.
Contact: William Griffin Thomas ("Trip"), CPA
Phone: 813-928-6237
Email: tripthomas@aframeaccounting.com

5. Public Relations Consultant. The company does not use a public relations consultant.
6. Investor Relations Consultant. The company does not use a investor relations consultant.
7. Any other advisor(s) that assisted, advised, prepared or provided information with respect to this disclosure statement - the information shall include the name, address, telephone number and email address of each advisor.

Item 15 Management's Discussion and Analysis or Plan of Operation.

The discussion and analysis shall focus specifically on material events and uncertainties known to management that would cause reported financial information not to be necessarily indicative of future operating results or of future financial condition.

Issuers are not required to supply forward-looking information. This is distinguished from presently known data that will impact upon future operating results, such as known future increases in costs of labor or materials. This latter data may be required to be disclosed.

A. Plan of Operation.

1. The company has no current commercial operations and is acting as an acquisition vehicle for a merger or acquisition. Management is currently evaluating and vetting multiple companies towards this end.

- i. The company has limited financial obligations and does not foresee any issues continuing the business in the limited current state until acquiring or merging with an existing company.
- ii. Management plans to research and vet any private company and its officers/control persons to the best of its ability.
- iii. There are no expected sales or purchases of equipment.
- iv. There are no expected changes in the number of employees.

B. Off-Balance Sheet Arrangements.

1. The company has no off-balance sheet arrangements.

Part E Issuance History

Item 16 List of securities offerings and shares issued for services in the past two years.

- A. The company has not had any securities offerings in the past two years.
- B. The company does not have any promissory notes, convertible notes or convertible debentures.
 - (i) The company currently has one (1) common stock purchase warrant outstanding held by GEMPH Development, LLC controlled by Philip Getter the previous Chairman of the Board. The Warrant give the holder the right to purchase the number of shares of Common Stock of the Company as equals four and 99/100 percent (4.99%) of the equity securities of the Company that are then outstanding at the time of, and after giving effect to, the exercise of this Warrant on a Fully Diluted Basis (as defined below), at a purchase price of \$0.01 per Share. The warrant was issued on July 22, 2021 and was part of the

change of control in which Philip Getter elected Benjamin Berry and resigned his positions with the company.

Part F Exhibits

The following exhibits must be either described in or attached to the disclosure statement:

Item 17 Material Contracts.

- A. The Company shares leased office space located at 30 N Gould St Ste 5835 Sheridan, WY 82801 with Synergy Management Group. There are currently no fees for this arrangement.
- B. The Company had independent director contracts with Henry Varga (April 12, 2022) and David Breen (April 6, 2022). Both directors were compensated \$1000 per quarter and were both awarded Common Stock Purchase Warrants for 25,000 shares at a purchase price of .01. Both Directors resigned as of July 11, 2022.
- C. Benjamin Berry signed a Director Agreement with the company on March 15, 2022. The agreement compensated the director a one time payment of \$50,000. Benjamin Berry exchanged the accrued consideration in exchange of 10 shares of 2021 Special Series A Preferred shares.

Item 18 Articles of Incorporation and Bylaws.

- A. [Articles of Incorporation](#)
- B. [Corporate Bylaws](#)

Item 19 Purchases of Equity Securities by the Issuer and Affiliated Purchasers.

- A. There have been no purchases of Equity Securities.

Item 20 Issuer's Certifications.

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

The certifications shall follow the format below:

I, Benjamin Berry, certify that:

1. I have reviewed this Quarterly Disclosure Statement of EVCI Career Colleges Holding Corp.;
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.

Date: 11/09/2022



Benjamin Berry
Chief Executive Officer and Chairman