

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

ADSOUTH PARTNERS, INC.

A Nevada Corporation
PO Box 26496
Scottsdale, AZ 85255
Company Telephone: 602 793 8058
Company Email: rhonda@smallcapcompliance.com
SIC Code: 3679

Quarterly Report

For the Period Ending: September 30, 2024

(the "Reporting Period")

As of September 30, 2024, the number of shares outstanding of our Common Stock was: 141,830,740

As of December 31, 2023, the number of shares outstanding of our Common Stock was: 141,830,740

Indicate by check mark whether the company is a shell company (as defined in Rule 405 of the Securities Act of 1933 and Rule 12b-2 of the Exchange Act of 1934):

Yes: No:

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

Yes: No:

Indicate by check mark whether a Change in Control¹ of the company has occurred over this reporting period:

Yes: No:

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

The current name of the issuer is Adsouth Partners, Inc., listed below are the dates of any predecessor entities for the past five years and their names:

| | |
|-------------------------------------|-----------------------------|
| January 8, 2004 to Present | Adsouth Partners, Inc. |
| December 2, 1998 to January 8, 2004 | Zenith Transportation, Inc. |

Current State and Date of Incorporation or Registration: Nevada, December 1998
Standing in this jurisdiction: (e.g. active, default, inactive): Active

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

On April 23, 2010, The SEC temporarily suspended trading in the issuer's securities due to a lack of current and accurate information about the company.

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

N/A

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

7339 E. Williams Drive
Unit 26496
Scottsdale, AZ 85255

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

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

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

Yes: No:

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

On June 21, 2023, the District Court for Clark County, Nevada, entered an order appointing a custodian for ASPR. On June 22, 2023, the Custodian appointed a new interim officer and a sole director, Rhonda Keaveney. The custodianship was terminated on September 5, 2023.

2) Security Information

Transfer Agent

Name: Mountain Share Transfer, LLC
Phone: 404.474.3110
Email: cmoore@mountainsharetransfer.com
Address: 2030 Powers Ferry Road SE, Suite 212
Atlanta, GA 30339

Is the Transfer Agent registered under the Exchange Act?² Yes: No:

Publicly Quoted or Traded Securities

Trading symbol: ASPR
Exact title and class of securities outstanding: Common Stock
CUSIP: 46124F209
Par or stated value: \$0.0001

| | | |
|---|-------------|--------------------------------|
| Total shares authorized: | 500,000,000 | as of date: September 30, 2024 |
| Total shares outstanding: | 141,830,740 | as of date: September 30, 2024 |
| Number of shares in the Public Float ³ : | 10,442,039 | as of date: September 30, 2024 |
| Total number of shareholders of record: | 253 | as of date: September 30, 2024 |

Other classes of authorized or outstanding equity securities:

Trading symbol: ASPR

² To be included in the Pink Current Information tier, the transfer agent must be registered under the Exchange Act.

³ "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.

| | | |
|--|--------------------------------------|--------------------------------|
| Exact title and class of securities outstanding: | Series D Convertible Preferred Stock | |
| Par or stated value: | \$0.001 | |
| Total shares authorized: | 5,000,000 | as of date: September 30, 2024 |
| Total shares outstanding: | 500,000 | as of date: September 30, 2024 |
| Total number of shareholders of record: | 1 | as of date: September 30, 2024 |

Security Description:

The goal of this section is to provide a clear understanding of the material rights and privileges of the securities issued by the company. Please provide the below information for each class of the company's equity securities, as applicable:

1. For common equity, describe any dividend, voting and preemption rights.

All outstanding shares of Common Stock are of the same class and have equal rights and attributes. The holders of Common Stock are entitled to one vote per share on all matter submitted to a vote of stockholders of the Company. All stockholders are entitled to share equally dividends, if any, as may be declared from time to time by the Board of Directors out of funds legally available. In the event of liquidation, the holders of Common Stock are entitled to share ratably in all assets remaining after payment of all liabilities. The stockholders do not have cumulative or preemptive rights.

2. For preferred stock, describe the dividend, voting, conversion, and liquidation rights as well as redemption or sinking fund provisions.

Dividends. The Series D Stock is not entitled to receive any dividends in any amount during which such shares are outstanding.

Conversion Rights. Each share of Series D Stock shall be convertible, at the option of the Holder, into 1,000 (One Thousand) fully paid and non-assessable shares of the Corporation's Common Stock.

Voting Rights. Except as otherwise expressly provided herein or as required by law, the Holders of shares of Series D Stock shall be entitled to vote on any and all matters considered and voted upon by the Corporation's Common Stock. The Holders of the Series D Stock shall be entitled to 1,000 (One Thousand) votes per share of Series D Stock.

3. Describe any other material rights of common or preferred stockholders.

Section 13 of our By-laws state the following;

Section 13 Super Majority Votes: Motions on the following issues shall require the vote of at least sixty-five percent (65%) of the Stockholders to carry:

- A. Amending these By-Laws;
- B. Capital Contributions;
- C. Removal of the Director or any Officer;
- D. Issuing New Shares of stock;
- E. Issuing New Classes of Shares;
- F. Terminating or rejecting the defense or indemnity of any Director, Officer, agent, or employee; and
- G. Terminating, Dissolving, or winding down the business affairs of the Corporation or liquidating more than half of the assets and property of the Corporation.

Our Preferred A shareholder has over 65% of the voting shares and will carry the necessary votes to determine the outcome for all of the above-mentioned actions.

Section 15 of our By-laws state the following;

Section 15 Stock Transfer Restrictions. A Stockholder contemplating a sale or transfer of any shares of Stock in the Corporation to any third party shall first provide written Notice of Intent to Sell Stock to the Board and all the other Stockholders which shall include the name of the proposed purchaser and the full terms and conditions of the proposed sale. The other Stockholders shall have thirty (30) days from Notice of Intent To Sell Stock to give written Notice of Intent to Purchase Stock on the same terms and conditions as set forth in the Notice of Intent to Sell Stock.

If no Stockholder gives Notice of Intent to Purchase Stock within thirty (30) days, then the Stockholder may sell as set forth in the Notice of Intent to Sell Stock provided that a majority of the remaining Stockholders approve the sale or transfer to the proposed third-party purchaser.

Any purported sale or transfer of shares of Stock in the Corporation undertaken without compliance with all the provisions of Section 15 shall be void and without effect.

Any potential purchaser of shares of Stock in the Corporation Buyer shall be advised of the restrictions imposed by these By-Laws and Nevada law, including but not limited to Chapters 78, 78A, and 90 of the Nevada Revised Statutes.

Under Section 78.242 of the Nevada Revised Statutes, this provision applies to the holders of restricted stock that has not been registered in is being sold or transferred in a private sale. It is the policy of our Board to review the private sale and approve the sale if all required documentation is in order. The majority stockholder must also approve the sale. In this case, it is our Preferred A Stock shareholder, who is also our sole officer and director.

4. Describe any material modifications to rights of holders of the company's securities that have occurred over the reporting period covered by this report.

The Company has not made any material modifications to rights of holders of the Company's securities during this reporting period.

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

Indicate by check mark whether there were any changes to the number of outstanding shares within the past two completed fiscal years

| | |
|---|--|
| Shares Outstanding as of Second Most Recent Fiscal Year End:12/31 Opening Balance Date 12/31/2021 | *Right-click the rows below and select "Insert" to add rows as needed. |
|---|--|

| Common: 141,830,740 Preferred: 1,159,924 | | | | | | | | | |
|---|---|--|---------------------|---|--|--|---|---|---------------------------------|
| 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. |
| 07/21/2023 | New Issuance | 500,000 | Preferred D Shares | \$.001 | No | Small Cap Compliance, LLC/Rhonda Keaveney, owner | Custodian services and debt paid on behalf of the company | Restricted | 144 |
| 7/21/2023 | Cancel | 666,889 | Preferred B Shares | \$.001 | No | JohnKara LLC/John Kara owner | | Restricted | 144 |
| 7/21/2023 | Cancel | 240,121 | Preferred B Shares | \$.001 | No | Vestal Venture Capital/Allan Lyons | | Restricted | 144 |
| 7/21/2023 | Cancel | 232,357 | Preferred B Shares | \$.001 | No | Max Communications/ Richard Molinsky | | Restricted | 144 |
| 7/21/2023 | Cancel | 20,557 | Preferred B Shares | \$.001 | No | Richard Molinsky | | Restricted | 144 |
| Shares Outstanding on Date of This Report: Ending Balance Date: September 30, 2024 Common: 141,830,740 Preferred: 500,000 | | | | | | | | | |

No: Yes: (If yes, you must complete the table below)

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. describe these events.

B. 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.

Indicate by check mark whether there are any outstanding promissory, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer’s equity securities:

No: Yes: (If yes, you must complete the table below)

| Date of Note Issuance | Outstanding Balance (\$) | Principal Amount at Issuance (\$) | Interest Accrued (\$) | Maturity Date | Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares) | Name of Noteholder (entities must have individual with voting / investment control disclosed). | Reason for Issuance (e.g. Loan, Services, etc.) |
|-----------------------|--------------------------|-----------------------------------|-----------------------|---------------|--|--|---|
| | | | | | | | |
| | | | | | | | |

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

4) 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”)

The Company does not currently have operations.

Corporate History:

On June 21, 2023, the District Court for Clark County, Nevada, entered an order appointing a custodian for ASPR. On June 22, 2023, the Custodian appointed a new interim officer and a sole director, Rhonda Keaveney. The Custodianship was terminated on September 5, 2023

On July 19, 2023, the Custodian revived the Company and on July 21, 2023 filed a Certificate of Designation with the Nevada Secretary of State to authorize 10,000,000 shares of Preferred Stock and 5,000,000 of those shares were designated as Convertible Preferred Series D Stock.

At that time the Custodian issued 500,000 shares of the Convertible Preferred Series D Stock to Small Cap Compliance, LLC, in accordance with the court order for custodian service and debts paid on behalf of the

Company. These shares represent a majority of the voting power of the Company, each share of Preferred D Stock is convertible into 1,000, shares of Common Stock and has voting privileges of 1,000 votes of for every 1 share of Common Stock.

On July 21, 2023 all 1,159,924 Preferred B Stock was cancelled and converted into Common Stock.

On July 25, 2023, the Custodian filed a Certificate of Withdrawal for the designation of Series, A Preferred Stock, Series B Preferred Stock, and Series C Preferred Stock. There were no shares issued or outstanding at the time of withdrawal of each class of stock.

B. List any subsidiaries, parent company, or affiliated companies

None

C. Describe the issuers' principal products or services.

The Company has no products or services.

5) Issuer's Facilities

The goal of this section is to provide investors with a clear understanding of all assets, properties or facilities owned, used or leased by the issuer and the extent in which the facilities are utilized

The company does not have facilities.

6) Company Insiders (Officers, Directors, and Control Persons)

Using the table below, please provide information, as of the period end date of this report, regarding all officers and directors of the company, or any person that performs a similar function, regardless of the number of shares they own.

In addition, list all individuals or entities controlling 5% or more of any class of the issuer's securities. 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. Include Company Insiders who own any outstanding units or shares of any class of any equity security of the issuer.

The goal of this section is to provide investors 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 owners.

| 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 | Control Person |
|---|--|--|-------------------------------|-------------------------|--|-----------------------|
| Vestal Venture Capital | 5% | Binghamton, NY | 24,437,350 | Common Stock | 17% | Allan Lyons |
| Johnkara, LLC | 5% | Boynton Beach, FL | 67,174,900 | Common Stock | 47% | John Kara |

| | | | | | | |
|---------------------------|--------------------------|----------------|-----------------------|-------------------------------------|------------|------------------|
| Max Communications | 5% | Weston, CT | 23,235,700 | Common Shares | 16.4% | Richard Molinsky |
| Richard Molinsky | | | 2,055,700 | Common Shares | .014% | |
| Small Cap Compliance, LLC | 5%, Officer and Director | Scottsdale, AZ | 10,000,000 500,000 | Common Shares Preferred D Shares | 7% 100% | Rhonda Keaveney |

7) Legal/Disciplinary History

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

1. Been the subject of an indictment or conviction in a criminal proceeding or plea agreement or named as a defendant in a pending criminal proceeding (excluding minor traffic violations);

N/A

2. Been the subject of 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, financial- or investment-related, insurance or banking activities

N/A

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

N/A

4. Named as a defendant or a respondent in a regulatory complaint or proceeding that could result in a "yes" answer to part 3 above; or

N/A

5. Been the subject 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

N/A

6. Been the subject of a U.S Postal Service false representation order, or a temporary restraining order, or preliminary injunction with respect to conduct alleged to have violated the false representation statute that applies to U.S mail.

N/A

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 to 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.

N/A

8) Third Party Providers

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

Securities Counsel

Name: Allen Tucci
Firm: McNees Wallace & Nurick, LLC
Address 1: 426 W. Lancaster Ave
Address 2: Suite 110
Philadelphia, PA 19333
Phone: 484.329.8046
Email: atucci@mcneeslaw.com

Accountant or Auditor

Name: Rachel Boulds, CPA
Firm:
Address 1: 6371 S. Glenoaks Street
Address 2: Murray, UT 84107
Phone: 801-230-3945
Email: rachelbouldscpa@hotmail.com

Investor Relations

Name: N/A
Firm:
Address 1:
Address 2:
Phone:
Email:

All other means of Investor Communication:

X (Twitter): N/A
Discord: N/A
LinkedIn: N/A
Facebook: N/A
[Other] N/A

Other Service Providers

Provide the name of any other service provider(s) that **that assisted, advised, prepared, or provided information with respect to this disclosure statement**. This includes counsel, broker-dealer(s), advisor(s), consultant(s) or any entity/individual that provided assistance or services to the issuer during the reporting period.

Name: N/A
Firm:
Nature of Services:
Address 1:
Address 2:

Phone:

Email:

9) Disclosure & Financial Information

A. This Disclosure Statement was prepared by (name of individual)

Name: Rhonda Keaveney

Title: CEO

Relationship to Issuer: Affiliate

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

IFRS

U.S. GAAP

C. The following financial statements were prepared by (name of individual):

Name: Rachel Boulds, CPA

Title: CPA

Relationship to Issuer: Consultant

Describe the qualifications of the person or persons who prepared the financial statements: CPA

Provide the following financial statements 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.

Audit letter, if audited;

Balance Sheet;

Statement of Income;

Statement of Cash Flows;

Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)

Financial Notes

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.

I, Rhonda Keaveney, certify that:

1. I have reviewed this 2024 Q3 Disclosure Statement for Adsouth Partners, 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.

October 15, 2024

/s/ Rhonda Keaveney

Principal Financial Officer:

I, Rhonda Keaveney, certify that:

1. I have reviewed this 2024 Q3 Disclosure Statement for Adsouth Partners, 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.

October 15, 2024

/s/ Rhonda Keaveney

ADSOUTH PARTNERS, INC.
BALANCE SHEETS
(Unaudited)

| | September 30, 2024 | December 31, 2023 |
|---|-----------------------|----------------------|
| <u>ASSETS</u> | | |
| Current Assets: | | |
| Prepays | \$ 4,950 | \$ — |
| Total Assets | \$ 4,950 | \$ — |
| <u>LIABILITIES AND STOCKHOLDERS' DEFICIT</u> | | |
| Current Liabilities: | | |
| Due to related party | \$ 11,359 | \$ 1,423 |
| Total Liabilities | 11,359 | 1,423 |
| <u>Stockholders' Deficit:</u> | | |
| Series B Preferred stock, \$0.001 par value; 1,500,000 shares authorized; no shares issued and outstanding | — | — |
| Series D Preferred stock, \$0.001 par value; 5,000,000 shares authorized; 500,000 shares issued and outstanding | 500 | 500 |
| Common stock, \$0.0001 par value; 500,000,000 shares authorized, 141,830,740 shares issued and outstanding | 14,183 | 14,183 |
| Additional paid-in capital | 9,545,750 | 9,545,750 |
| Accumulated deficit | (9,566,842) | (9,561,856) |
| Total Stockholders' Deficit | (6,409) | (1,423) |
| Total Liabilities and Stockholders' Deficit | \$ 4,950 | \$ — |

The accompanying notes are an integral part of these unaudited financial statements.

ADSOUTH PARTNERS, INC.
STATEMENTS OF OPERATIONS
(Unaudited)

| | For the Three Months Ended September 30, | | For the Nine Months Ended September 30, | |
|---|---|--------------------|--|--------------------|
| | 2024 | 2023 | 2024 | 2023 |
| Operating Expenses: | | | | |
| General & administrative expenses | \$ 3,287 | \$ 24,433 | \$ 4,986 | \$ 24,433 |
| Total operating expenses | <u>3,287</u> | <u>24,433</u> | <u>4,986</u> | <u>24,433</u> |
| Loss from operations | <u>(3,287)</u> | <u>(24,433)</u> | <u>(4,986)</u> | <u>(24,433)</u> |
| Loss before income taxes | <u>(3,287)</u> | <u>(24,433)</u> | <u>(4,986)</u> | <u>(24,433)</u> |
| Provision for income taxes | <u>—</u> | <u>—</u> | <u>—</u> | <u>—</u> |
| Net loss | <u>\$ (3,287)</u> | <u>\$ (24,433)</u> | <u>\$ (4,986)</u> | <u>\$ (24,433)</u> |
| Basic and diluted loss per share | <u>\$ (0.00)</u> | <u>\$ (0.00)</u> | <u>\$ (0.00)</u> | <u>\$ (0.00)</u> |
| Basic and diluted weighted average shares | <u>141,830,740</u> | <u>141,830,740</u> | <u>141,830,740</u> | <u>141,830,740</u> |

The accompanying notes are an integral part of these unaudited financial statements.

ADSOUTH PARTNERS, INC.
STATEMENTS OF CHANGES IN STOCKHOLDERS' DEFICIT
FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2024 AND 2023
(Unaudited)

| | Series B Preferred Stock | | Series D Preferred Stock | | Common Stock | | Additional Paid in Capital | Accumulated Deficit | Total Stockholders' Deficit |
|-------------------------------|--------------------------|--------|--------------------------|--------|--------------|-----------|----------------------------|---------------------|-----------------------------|
| | Shares | Amount | Shares | Amount | Shares | Amount | | | |
| Balance at December 31, 2023 | — | \$ — | 500,000 | \$ 500 | 141,830,740 | \$ 14,183 | \$ 9,545,750 | \$ (9,561,856) | \$ (1,423) |
| Net loss | — | — | — | — | — | — | — | (1,250) | (1,250) |
| Balance at March 31, 2024 | — | — | 500,000 | 500 | 141,830,740 | 14,183 | 9,545,750 | (9,563,106) | (2,673) |
| Net loss | — | — | — | — | — | — | — | (449) | (449) |
| Balance at June 30, 2024 | — | — | 500,000 | 500 | 141,830,740 | 14,183 | 9,545,750 | (9,563,555) | (3,122) |
| Net loss | — | — | — | — | — | — | — | (3,287) | (3,287) |
| Balance at September 30, 2024 | — | \$ — | 500,000 | \$ 500 | 141,830,740 | \$ 14,183 | \$ 9,545,750 | \$ (9,566,842) | \$ (6,409) |

| | Series B Preferred Stock | | Series D Preferred Stock | | Common Stock | | Additional Paid in Capital | Accumulated Deficit | Total Stockholders' Deficit |
|-------------------------------|--------------------------|----------|--------------------------|--------|--------------|-----------|----------------------------|---------------------|-----------------------------|
| | Shares | Amount | Shares | Amount | Shares | Amount | | | |
| Balance at December 31, 2022 | 1,159,924 | \$ 1,160 | — | \$ — | 141,830,740 | \$ 14,183 | \$ 9,520,657 | \$ (9,536,000) | \$ — |
| Net loss | — | — | — | — | — | — | — | — | — |
| Balance at March 31, 2023 | 1,159,924 | 1,160 | — | — | 141,830,740 | 14,183 | 9,520,657 | (9,536,000) | — |
| Net loss | — | — | — | — | — | — | — | — | — |
| Balance at June 30, 2023 | 1,159,924 | 1,160 | — | — | 141,830,740 | 14,183 | 9,520,657 | (9,536,000) | — |
| Shares cancelled | (1,159,924) | (1,160) | — | — | — | — | 1,160 | — | — |
| Shares issued – related party | — | — | 500,000 | 500 | — | — | 23,933 | — | 24,433 |
| Net loss | — | — | — | — | — | — | — | (24,433) | (24,433) |
| Balance at September 30, 2023 | 1,159,924 | \$ — | 500,000 | \$ 500 | 141,830,740 | \$ 14,183 | \$ 9,545,750 | \$ (9,560,433) | \$ — |

The accompanying notes are an integral part of these unaudited financial statements.

ADSOUTH PARTNERS, INC.
STATEMENTS OF CASH FLOWS
(Unaudited)

| | For the Nine Months Ended September 30, | |
|---|--|-------------|
| | 2024 | 2023 |
| Cash flows from operating activities: | | |
| Net loss | \$ (4,986) | \$ (24,433) |
| Adjustments to reconcile net loss to net cash used in operating activities: | | |
| Changes in assets and liabilities: | | |
| Prepays | (4,950) | — |
| Net cash used in operating activities | (9,936) | (24,433) |
| Cash flows from investing activities: | — | — |
| Cash flows from financing activities: | | |
| Loans from a related party | 9,936 | 24,433 |
| Net cash provided by financing activities | 9,936 | 24,433 |
| Net change in cash | — | — |
| Cash, beginning of period | — | — |
| Cash, end of period | \$ — | \$ — |

The accompanying notes are an integral part of these unaudited financial statements.

ADSOUTH PARTNERS, INC.
Notes to the Financial Statements
September 30, 2024
(Unaudited)

NOTE 1 - ORGANIZATION AND DESCRIPTION OF BUSINESS

Adsouth Partners, Inc. (the “Company”, “ASPR”) was incorporated under the laws of the State of Nevada in December 1998. The Company’s Nevada registration was permanently revoked in 2011 and remained permanently revoked until revived in July 2023. The Company, as of August 15, 2023, is active.

On June 21, 2023, the District Court for Clark County, Nevada, entered an order appointing a custodian for the Company. On June 22, 2023, the Custodian appointed a new interim officer and a sole director, Rhonda Keaveney.

On July 19, 2023, the Custodian revived the Company and on July 21, 2023, filed a Certificate of Designation with the Nevada Secretary of State to authorize 10,000,000 shares of Preferred Stock. 5,000,000 of those shares were designated as Convertible Preferred Series D Stock.

At that time the Custodian issued 500,000 shares of the Convertible Preferred Series D Stock to Small Cap Compliance, LLC, (“SCC”) owned by Ms. Keaveney, in accordance with the court order for custodian service and debts paid on behalf of the Company. These shares represent a majority of the voting power of the Company, each share of Series D Preferred Stock is convertible into 1,000 shares of Common Stock and has voting privileges of 1,000 votes for every one share of Common Stock.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The Company’s unaudited financial statements have been prepared in accordance with generally accepted accounting principles in the United States of America (“U.S. GAAP”), and pursuant to the rules and regulations of the Securities and Exchange Commission (the “SEC”) and reflect all adjustments, consisting of normal recurring adjustments, which management believes are necessary to fairly present the financial position, results of operations and cash flows of the Company as of and for the period ending September 30, 2024 and not necessarily indicative of the results to be expected for the full year ending December 31, 2024.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Concentration of credit risk

Financial instruments which potentially subject the Company to concentration of credit risk consist of cash deposits and customer receivables. The Company maintains cash with various major financial institutions. The Company performs periodic evaluations of the relative credit standing of these institutions. To reduce risk, the Company performs credit evaluations of its customers and maintains reserves when necessary for potential credit losses.

Cash and cash equivalents

We consider all highly liquid securities with original maturities of three months or less when acquired to be cash equivalents. There were no cash equivalents as of September 30, 2024 and December 31, 2023.

Net Income (Loss) Per Common Share

Net income (loss) per common share is computed pursuant to section 260-10-45 of the FASB Accounting Standards Codification. Basic net income (loss) per common share is computed by dividing net income (loss) by the weighted average number of shares of common stock outstanding during the period. Diluted net income (loss) per common share is computed by dividing net income (loss) by the weighted average number of shares of common stock and potentially outstanding shares of common stock during the period. The weighted average number of common shares

outstanding and potentially outstanding common shares assumes that the Company incorporated as of the beginning of the first period presented. As of September 30, 2024 and 2023, the Company's diluted loss per share is the same as the basic loss per share, as the inclusion of any potentially dilutive shares would have had an anti-dilutive effect due to the Company generating a loss.

Recent Accounting Pronouncements

The Company has implemented all applicable 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.

NOTE 3 - GOING CONCERN

The accompanying unaudited financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. The Company has no revenue and has an accumulated deficit as of September 30, 2024. The Company requires capital for its contemplated operational and marketing activities. The Company's ability to raise additional capital through the future issuances of common stock is unknown. The obtainment of additional financing, the successful development of the Company's contemplated plan of operations, and its transition, ultimately, to the attainment of profitable operations are necessary for the Company to continue operations. These conditions and the ability to successfully resolve these factors raise substantial doubt about the Company's ability to continue as a going concern. The unaudited financial statements of the Company do not include any adjustments that may result from the outcome of these uncertainties.

NOTE 4 – PREFERRED STOCK

On July 21, 2023, a Certificate of Designation was filed with the Nevada Secretary of State to authorize 10,000,000 shares of Preferred Stock of which 5,000,000 were designated as Convertible Preferred Series D Stock.

At that time the Custodian issued 500,000 shares of the Convertible Preferred Series D Stock to Small Cap Compliance, LLC, owned by Ms. Keaveney, in accordance with the court order for custodian service and debts paid on behalf of the Company. These shares represent a majority of the voting power of the Company, each share of Series D Preferred Stock is convertible into 1,000 shares of Common Stock and has voting privileges of 1,000 votes for every one share of Common Stock.

On July 21, 2023, the 1,159,924 shares of Series B Preferred Stock were cancelled.

On July 25, 2023, the Custodian filed a Certificate of Withdrawal for the designation of the Series A Preferred Stock, Series B Preferred Stock, and Series C Preferred Stock. There were no shares issued or outstanding of any of the preferred stock at the time of withdrawal.

NOTE 5 – RELATED PARTY TRANSACTIONS

As of September 30, 2024, SCC had advanced the Company a total of \$11,359 to pay for general operating expenses. The advance is non-interest bearing and due on demand.

NOTE 6 – SUBSEQUENT EVENTS

In accordance with SFAS 165 (ASC 855-10) management has performed an evaluation of subsequent events through the date that the unaudited financial statements were issued and has determined that it does not have any material subsequent events to disclose in these unaudited financial statements.