

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

Bell Buckle Holdings, Inc. (OTC ticker symbol BLLB)

8903 Glades Rd, Suite A14 # 2021, Boca Raton, FL 33434 | 1-(866) 234-7624

Investor Relations: www.BLLBstock.com

SIC Code(s) – 7372 and 8748

QUARTERLY REPORT

For the period ending June 30, 2024 (the “Reporting Period”)

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1. Outstanding Shares

The number of shares outstanding of our Common Stock was:

- 893,437,539 as of June 30, 2023
- 977,437,539 as of June 30, 2024

2. Shell Status

Indicate by check mark whether the company is a shell company (as defined in Rule 405 of the Securities Act of 1933, Rule 12b-2 of the Exchange Act of 1934 and Rule 15c2-11 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:

3. Change in Control

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

Yes: No:

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.

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

Bell Buckle Holdings, Inc – June 2007- Present

Digital Color Print, Inc. May 2004 - June 2007

MediaTelevision.tv, Inc. October 2000 - May 2004

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):

Florida – Active

Describe any trading suspension orders issued by the SEC or FINRA 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:

On June 16, 2022, the Company executed a Limited Liability Interest Purchase Agreement, whereby it purchased a 60% interest in Jump Start Sports, LLC. The purchase price of \$3,000,000 was paid in Shares of Series C Preferred Stock.

1 "Change in Control" shall mean any events resulting in:

- 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;
- The consummation of the sale or disposition by the Company of all or substantially all of the Company's assets;
- 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
- 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.

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

On June 16, 2022, the Company executed a Limited Liability Interest Purchase Agreement, whereby it purchased a 60% interest in Jump Start Sports, LLC. The purchase price of \$3,000,000 was paid in Shares of Series C Preferred Stock.

On September 26, 2023, pursuant to the terms of the above-mentioned Limited Liability Interest Purchase Agreement, the transaction was unwound and all rights and obligations of the parties thereto terminated. Further, pursuant thereto, the terms and conditions of the Series C Preferred Stock, will be amended and filed at the Florida Secretary of State.

On June 1, 2024, the Company acquired 100% of the interests in Green Mantis LLC, a Michigan limited liability company.

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

8903 Glades Rd, Suite A14 #2021, Boca Raton, FL 33434

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

Check 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?

No: Yes: If Yes, provide additional details below:

5. Security Information/Transfer Agent

Name: Transfer Online

Phone: 503-227-2950

Email: carolyn@transferonline.com

Address: 514 Salmon Street, Portland, OR

Publicly Quoted or Traded Securities:

The goal of this section is to provide a clear understanding of the share information for its publicly quoted or traded equity securities. Use the fields below to provide the information, as applicable, for all outstanding classes of securities that are publicly traded/quoted.

Trading symbol:	BLLB
Exact title and class of securities outstanding:	Common
CUSIP:	077867109
Par or stated value:	\$0.0001
Total shares authorized:	5,000,000,000 as of date: June 30, 2024
Total shares outstanding:	977,437,539 as of date: June 30, 2024
Total number of shareholders of record:	133 as of date: June 30, 2024

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

Trading symbol:	_____
Exact title and class of securities outstanding:	_____
CUSIP:	_____
Par or stated value:	_____
Total shares authorized:	_____ as of date: June 30, 2024
Total shares outstanding:	_____ as of date: June 30, 2024
Total number of shareholders of record:	_____ as of date: June 30, 2024

Other classes of authorized or outstanding equity securities:

The goal of this section is to provide a clear understanding of the share information for its other classes of authorized or outstanding equity securities (e.g. preferred shares). Use the fields below to provide the information, as applicable, for all other authorized or outstanding equity securities.

Exact title and class of the security:	<u>Series A Preferred Stock</u>
CUSIP (if applicable):	_____
Par or stated value:	<u>\$100</u>
Total shares authorized:	<u>1</u> as of date: June 30, 2024
Total shares outstanding (if applicable):	<u>1</u> as of date: June 30, 2024
Total number of shareholders of record (if applicable):	<u>1</u> as of date: June 30, 2024

Exact title and class of the security:	<u>Series B Preferred Stock</u>
CUSIP (if applicable):	_____
Par or stated value:	<u>\$1</u>
Total shares authorized:	<u>99</u> as of date: June 30, 2024
Total shares outstanding (if applicable):	<u>99</u> as of date: June 30, 2024
Total number of shareholders of record (if applicable):	<u>1</u> as of date: June 30, 2024

Exact title and class of the security:	<u>Series C Preferred Stock</u>
CUSIP (if applicable):	_____
Par or stated value:	<u>\$1.00</u>
Total shares authorized:	<u>300</u> as of date: June 30, 2024
Total shares outstanding (if applicable):	<u>300</u> as of date: June 30, 2024
Total number of shareholders of record (if applicable):	<u>1</u> as of date: June 30, 2024

Please provide the above-referenced information for all other classes of authorized or outstanding equity securities.
None

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:

- A. For common equity, describe any dividend, voting and preemption rights.**
One voter per share. No other rights.
- B. For preferred stock, describe the dividend, voting, conversion, and liquidation rights as well as redemption or sinking fund provisions.**

The Company has authorized one share of Series A preferred stock, par value \$100. The share of Series A preferred has no conversion rights and is not redeemable. As of each record date for the determination of the Corporation's shareholders entitled to vote on any matter (a "Record Date"), the Series A Voting Preferred shall have voting rights and powers equal to the number of votes that entitle the holder of the share of Series A Voting Preferred to exercise one vote more than one-half of all votes entitled to be cast as of such Record Date by all holders of capital stock of the Corporation so as to ensure that the votes entitled to be cast by the holder of the Series A Voting Preferred share shall be equal to at least fifty-one percent (51%) of all votes entitled to be cast.

The Company has authorized 99 shares of Series B preferred stock, par value \$100. The shares of Series B preferred are not redeemable and are convertible into shares of common stock at one preferred for 10,000,000 shares of common stock.

The Company has authorized 300 shares of Series C preferred stock, par value \$1.00. The shares of Series C preferred are convertible into shares of common stock at either:

- a) if, at the time of conversion the price of common stock is \$0.01 or higher, then each share of Series C converts into 1,000,000 shares of common stock, or
 - b) if, at the time of conversion the price of common stock is less than \$0.01, then each share of Series C converts into shares of common stock at $1,000,000 \times (\# \text{ of Series C converted}) \times (.01/\text{market price})$.
- The Series C have no voting rights. *

*The terms and conditions of the Series C preferred stock have been amended to provide that each share of Series C Preferred stock is convertible into 500,000 shares of common stock. The agreement of the shareholder of record of the Series C preferred stock has executed the necessary documents to amend and the Company resolution so indicating has been sent to the Florida Secretary of State.

- C. Describe any other material rights of common or preferred stockholders.
None
- D. Describe any material modifications to rights of holders of the company's securities that have occurred over the reporting period covered by this report.
None

6. Issuance History

The goal of this section is to provide disclosure with respect to each event that resulted in any 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:

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

Example: A company with a fiscal year end of December 31st, in addressing this item for its Annual Report, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2021 through June 30, 2024 pursuant to the tabular format above.

*****Control persons for any entities in the table above must be disclosed in the table or in a footnote here.**

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

Shares Outstanding as of Second Most Recent Fiscal Year End: <u>Opening Balance</u> Date <u>December 31, 2021</u> Common: <u>719,023,254</u> Preferred: <u>0</u>									
Date of Transaction	Transaction type (e.g. new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to (entities must have individual with voting / investment control disclosed).	Reason for share issuance (e.g. for cash or debt conversion) -OR- Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
<u>3/31/2021</u>	<u>New Issuance</u>	<u>1</u>	<u>Series A Voting Preferred</u>	<u>\$100</u>	<u>No</u>	<u>Kim Halvorson</u>	<u>Officer Services</u>	<u>Restricted</u>	<u>N/A</u>
<u>3/31/2021</u>	<u>New Issuance</u>	<u>99</u>	<u>Series B Preferred</u>	<u>\$99</u>	<u>No</u>	<u>Kim Halvorson</u>	<u>Officer Services</u>	<u>Restricted</u>	<u>N/A</u>
<u>3/29/2022</u>	<u>New Issuance</u>	<u>35,000,000</u>	<u>Common</u>	<u>0.0039</u>	<u>Yes</u>	<u>Kim Halvorson</u>	<u>Officer Services</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>3/29/2022</u>	<u>New Issuance</u>	<u>500,000</u>	<u>Common</u>	<u>0.0043</u>	<u>No</u>	<u>Robert Clegg</u>	<u>Director Services</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>3/29/2022</u>	<u>New Issuance</u>	<u>500,000</u>	<u>Common</u>	<u>0.0043</u>	<u>No</u>	<u>Don Zeppenfeld</u>	<u>Director Services</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>4/6/2022</u>	<u>New Issuance</u>	<u>75,000,000</u>	<u>Common</u>	<u>0.011</u>	<u>No</u>	<u>EROP Enterprises, LLC Vince Sbarra</u>	<u>3(a)10 issuance</u>	<u>Unrestricted</u>	<u>3(a) 10</u>
<u>12/5/2022</u>	<u>New Issuance</u>	<u>300</u>	<u>Series C Preferred</u>	<u>0.0001</u>	<u>n/a</u>	<u>Richard A Hart</u>	<u>Restricted</u>	<u>N/A</u>	
<u>1/10/2023</u>	<u>New Issuance</u>	<u>27,700,000</u>	<u>Common</u>	<u>0.0016</u>	<u>No</u>	<u>Torres Manny</u>	<u>Consulting</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>1/10/2023</u>	<u>New Issuance</u>	<u>35,714,285</u>	<u>Common</u>	<u>0.0016</u>	<u>No</u>	<u>Cervitude LP - Nick Coriano</u>	<u>Consulting</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>1/9/2024</u>	<u>New Issuance</u>	<u>84,000,000</u>	<u>Common</u>	<u>0.0018</u>	<u>No</u>	<u>EROP Enterprises, LLC Vince Sbarra</u>	<u>3(a)10 issuance</u>	<u>Unrestricted</u>	<u>3(a) 10</u>
Shares Outstanding on Date of This Report: <u>Ending Balance</u> Date: <u>June 30, 2024</u> Common: <u>977,437,539</u> Preferred: Series A Voting: <u>1</u> Series B: <u>99</u> Series C: <u>300</u>									

B. Promissory and Convertible Notes

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. *You must disclose the control person(s) for any entities listed.	Reason for Issuance (e.g. Loan, Services, etc.)
<u>March 7, 2022</u>	<u>\$1,043,167</u> <u>See NOTE 7) section A.1.ii-iii</u>	<u>\$1,375,000</u> <u>See NOTE 7) section A.1.i</u>	<u>N/A</u>	<u>See Conversion Terms (next column)</u>	<u>Until EROP's total gross sales of common stock equals \$1,375,000 plus 598,000 shares of commons stock for certain fees/expenses</u>	<u>EROP Enterprises, LLC Vince Sbarra</u>	<u>Services</u>

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

On 5/25/2022, a Florida Court approved Issuance and exchange of securities for a debt settlement of \$1,375,000. On November 17, 2023, the Company, Bell Buckle Holdings, Inc. was authorized and instructed by the Court to reserve 750,000,000 shares for this transaction. EROP has sold 181,000,000 shares on 07/30/24 leaving 569,000,000 shares as a remaining reserve balance. See NOTE 7 (last page) for additional details.

7. Issuer's Business Purpose, Products, Technology Platform, Services and Mission

The purpose of this section is to provide a clear description of the issuer's current operations.

(Please ensure that these descriptions are updated on the Company's Profile on www.otcmarkets.com).

Purpose Statement: Bell Buckle Holdings (BLLB), Inc., a Florida corporation, is an intellectual property holdings company. We acquire innovative and sustainable technologies that will help companies reach net-zero, become more efficient resulting in increased productivity and profits. We focus on investments and business that can be scaled utilizing technology, management and strategic partnerships. It recently acquired Green Mantis LLC (see B. below).

- A. Summarize the issuer's business operations (If the issuer does not have current operations, state "no operations"):** BLLB is engaged in consulting services and software development, operation, and sales and marketing of high-technology products and services.
- B. List any subsidiaries, parent company, or affiliated companies:**
On June 1, 2024, the Company acquired 100% of the interests in Green Mantis LLC, a Michigan limited liability technology and innovation driven company.
- C. Describe the issuers' principal products / services, technology platform and mission statement:**
 - a. Principal Products / Services:** As of June 1, 2024, a definitive merger agreement has been concluded and shares have been exchanged. Bell Buckle Holdings, Inc. is a Florida corporation. It is a holding company, primarily focused on investments and business that can be scaled utilizing technology, management, and strategic partnerships.
 - b. Technology platform:** BLLB recently acquired Green Mantis LLC and is engaged in consulting services and software development, operation, and sales and marketing of high-technology products and services built on its Green Mantis Technology platform which incorporates a wide range of capabilities to manage and uncover valuable insights that drive its innovation and growth.
 - c. Mission statement:** Bell Buckle Holdings, Inc. is devoted to creating enduring value for our shareholders by leveraging expertise and resources to identify, acquire, and integrate businesses that align with our core values of integrity, innovation, excellence, and corporate responsibility to the environment. Our proactive approach and commitment to long-term success guides our efforts to deliver real, meaningful, and lasting value to our shareholders and stakeholders alike.

8. Issuer's Facilities

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

In responding to this item, please clearly describe the assets, properties or facilities of the issuer, give the location of the principal plants and other property of the issuer and describe the condition of the properties. If the issuer does not have complete ownership or control of the property (for example, if others also own the property or if there is a mortgage on the property), describe the limitations on the ownership.

If the issuer leases any assets, properties or facilities, clearly describe them as above and the terms of their leases.

None

9. Officers, Directors, and Control Persons

Using the table below, please provide information, as of the period end date of this report, regarding any officers, or directors of the company, individuals or entities controlling more than 5% of any class of the issuer's securities, 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.

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 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.

Name of Officer/Director or Control Person	Affiliation with Company (e.g. Officer Title /Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Note
<u>Co-Owners: Roger Stevenson Hood, CEO & Board Member & Reginald Kelley</u>	<u>5% owner</u>	<u>Detroit, MI & Farmington Hills, MI, respectively</u>	<u>1</u>	<u>Series A Voting Preferred</u>	<u>100%</u>	<u>51% Voting Control of the Company. No conversion rights. Restricted</u>
<u>Roger Stevenson Hood, CEO & Board Member</u>	<u>5% owner</u>	<u>Detroit, MI</u>	<u>37.5</u>	<u>Series B Preferred</u>	<u>37.88%</u>	<u>Each share convertible into 10,000,000 shares of Common Stock. No voting rights until converted. Restricted</u>
<u>Reginald Kelley</u>	<u>5% owner</u>	<u>Farmington Hills, MI</u>	<u>37.5</u>	<u>Series B Preferred</u>	<u>37.88%</u>	<u>Each share convertible into 10,000,000 shares of Common Stock. No voting rights until converted. Restricted</u>
<u>RG Barron Funds Ltd. Lily A. Rhodehamel</u>	<u>5% owner</u>	<u>New York City, NY</u>	<u>24</u>	<u>Series B Preferred</u>	<u>24.24%</u>	<u>Each share convertible into 10,000,000 shares of Common Stock. No voting rights until converted. Restricted</u>
<u>Roger Stevenson Hood,</u>	<u>CEO & Board Member</u>	<u>Detroit, MI</u>				
<u>Lori A. Hart</u>	<u>COO</u>	<u>Hudson, OH</u>				
<u>Avenu SLS Holdings, LLC Paul Colangelo</u>	<u>5% owner</u>	<u>Centreville, Virginia</u>	<u>48,705,000</u>	<u>Common</u>	<u>5.5%</u>	

Confirm that the information in this table matches your public company profile on www.OTCMarkets.com. If any updates are needed to your public company profile, log in to www.OTCIQ.com to update your company profile.

10. Legal/Disciplinary History

NOTE: we have no knowledge of any criminal proceedings/activities by any individuals, third parties related to the previous management team

- A. Identify whether any of the persons or entities listed above have, in the past 10 years, been the subject of:
- A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);
None
 - 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
 - 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
 - The entry of an order by a self-regulatory organization that permanently or temporarily barred, suspended, or otherwise limited such persons' involvement in any type of business or securities activities.
None
 - 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.
None
 - 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.
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

11. Third Party Service Providers

Provide the name, address, telephone number and email address of each of the following outside providers. You may add additional space as needed.

Securities Counsel (must include Counsel preparing Attorney Letters)

Name: Donald R. Keer, P.E., Esq

Address 1: 3663 Greenwood Circle

Address 2 Chalfont, PA, 18914

Phone: 215-962-9378

Email: don@keeresq.com

Accountant or Auditor

Name:

Firm:

Address 1:

Address 2:

Phone:

Email:

Investor Relations

Name:

Firm:

Address 1:

Address 2:

Phone:

Email:

Other Service Providers

Provide the name of any other service provider(s) that 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:

Firm:

Nature of Services:

Address 1:

Address 2:

Phone:

Email:

12. Financial Statements

- A. This Disclosure Statement was prepared by Tobias Julian Felder:

Name: Tobias Julian Felder

Title: Chief Financial Officer

Relationship to Issuer: Chief Financial Officer

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

IFRS

U.S. GAAP

- C. The following financial statements were prepared by Tobias Julian Felder:

Name: Tobias Julian Felder

Title: Chief Financial Officer

Relationship to Issuer: Chief Financial Officer

Describe the qualifications of the person or persons who prepared the financial statements: As a CPA with over 30 years of experience with large Fortune 500 companies and medium sized companies, Tobias has taken on steadily expanding responsibilities in corporate finance, taxes, auditing/internal controls, accounting, management/executive and SEC reporting.

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.

- a. Audit letter, if audited;
- b. Balance Sheet;
- c. Statement of Income;
- d. Statement of Cash Flows;
- e. Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
- f. Financial Notes

Financial Statement Requirements:

- Financial statements must be published together with this disclosure statement as one document.
- Financial statements must be "machine readable". Do not publish images/scans of financial statements.
- Financial statements must be presented with comparative financials against the prior FYE or period, as applicable.
- Financial statements must be prepared in accordance with U.S. GAAP or International Financial Reporting Standards (IFRS) but are not required to be audited.

13. Issuer Certification

Principal Executive Officer and Chief Financial 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, Roger Stevenson Hood certify that:

1. I have reviewed this Disclosure Statement for Bell Buckle Holdings, 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 19, 2024

/s/ Roger Stevenson Hood, JD
Principal Financial Officer:

September 11, 2024

/s/ Tobias Julian Felder
Chief Financial Officer:

I, Roger Stevenson Hood certify that:

1. I have reviewed this Disclosure Statement for Bell Buckle Holdings, 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.

However, management continues to identify minor errors in the previously issued reported/filed comparative Financial Statements but concluded that based on our preliminary unaudited review they do not appear to affect the merger or shareholder valuation. These errors were identified following a comprehensive review conducted by new management. We are currently working diligently to remediate these errors and will file an amended report as soon as practicable.

August 19, 2024

/s/ Roger Stevenson Hood, JD

September 11, 2024

/s/ Tobias Julian Felder
Chief Financial Officer:

14. CONSOLIDATED BALANCE SHEETS

BELL BUCKLE HOLDINGS, INC.
CONSOLIDATED BALANCE SHEETS
(Unaudited)

	June 30, 2024	December 31, 2023
<u>ASSETS</u>		
Current assets:		
Cash	\$ —	\$ —
Accounts receivable	22,500	—
Other receivable	—	—
Total Current Assets	\$ 22,500	\$ —
Property and equipment	54,621	50,000
Goodwill	—	—
Software	25,000,000	—
Total Assets	\$ 25,077,121	\$ 50,000
<u>LIABILITIES AND STOCKHOLDERS' (DEFICIT) EQUITY</u>		
Current liabilities:		
Accounts payable	\$ 2,500	\$ 2,500
Accruals	27,250	21,000
Loan payable/Other	22,895	19,115
Total Liabilities	\$ 52,645	\$ 42,615
Deferred Revenue:		
Software	\$ 25,000,000	\$ —
Unearned Revenue	22,500	—
Total Deferred Revenue	\$ 25,022,500	\$ —
Commitments and contingencies: —		
Stockholders' (Deficit) Equity:		
Series A preferred stock, \$100 par value; 1 share authorized, 1 share issued and outstanding	\$ 100	\$ 100
Series B preferred stock, \$1.00 par value; 99 shares authorized, 99 shares issued and outstanding	99	99
Series C preferred stock, \$1.00 par value; 300 shares authorized, 300 and 0 shares issued and outstanding, respectively	300	300
Common stock, \$0.0001 par value; 5,000,000,000 shares authorized, 977,437,539 and 893,437,539 shares issued and outstanding, respectively	97,744	89,343
Additional paid in capital	207,503	207,503
Accumulated deficit	(303,770)	(289,960)
Minority Interest	—	—
Total Stockholders' equity (deficit)	\$ 1,976	\$ 7,385
Total Liabilities and Stockholders' Equity	\$ 25,077,121	\$ 50,000

See the accompanying notes to these unaudited consolidated financial statements.

15. CONSOLIDATED STATEMENTS OF OPERATIONS

BELL BUCKLE HOLDINGS, INC. CONSOLIDATED STATEMENTS OF OPERATIONS (Unaudited)

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2024	2023	2024	2023
Program revenue	\$ —	\$ 256,679	\$ —	\$ 492,618
Revenue from franchisee	—	152,812	—	228,679
Revenue from software licenses	2,500	—	2,500	—
	<u>\$ 2,500</u>	<u>\$ 409,491</u>	<u>\$ 2,500</u>	<u>\$ 721,297</u>
Operating Expenses:				
General & administrative expenses	\$ 8,750	\$ 257,115	\$ 12,530	\$ 415,973
Director compensation	—	—	—	—
Program fees	—	11,062	—	34,965
Contract labor	—	9,588	—	57,397
Total operating expenses	<u>\$ 8,750</u>	<u>\$ 277,765</u>	<u>\$ 12,530</u>	<u>\$ 508,335</u>
Income (loss) from operations	<u>\$ (6,250)</u>	<u>\$ 131,726</u>	<u>\$ (10,030)</u>	<u>\$ 212,962</u>
Other Income (Loss):				
Loss on write off of assets	—	—	—	(786,163)
Loss on debt settlement	—	—	—	—
Gain on extinguishment of accounts payable	—	—	—	3,975
Total other loss	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ (782,188)</u>
Net income (loss) before non-controlling interest	—	131,726	—	(569,226)
Net income attributable to non-controlling interest	—	57,120	—	126,732
Net Income (Loss)	<u>\$ (6,250)</u>	<u>\$ 74,606</u>	<u>\$ (10,030)</u>	<u>\$ (695,958)</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>977,437,539</u>	<u>893,437,539</u>	<u>977,437,539</u>	<u>889,933,981</u>

See the accompanying notes to these unaudited consolidated financial statements.

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16. CONSOLIDATED STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY

BELL BUCKLE HOLDINGS, INC. CONSOLIDATED STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY FOR THE THREE AND SIX MONTHS ENDED JUNE 30, 2024 AND 2023 (Unaudited)

	Series A Preferred Stock		Series B Preferred Stock		Series C Preferred Stock		Common Stock		Additional Paid in Capital	Accumulated Deficit	Minority Interest	Total
	Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount				
Balance at Dec. 31, 2023	1	\$ 100	9	\$ 99	300	\$ 300	893,437,539	\$ 89,344	\$ 207,503	\$ (289,960)	\$ —	\$ 7,386
Stock issued for services	—	—	—	—	—	—	84,000,000	8,400	—	—	—	8,400
Shareholder contribution	—	—	—	—	—	—	—	—	—	—	—	—
Profit/Loss	—	—	—	—	—	—	—	—	—	(3,780)	—	(3,780)
Balance at March 31, 2024	1	\$ 100	99	\$ 99	300	\$ 300	973,437,539	\$ 97,744	\$ 207,503	\$ (293,740)	\$ 0	\$ 12,006
Profit/Loss	—	—	—	—	—	—	—	—	—	(10,030)	—	—
Balance at June 30, 2024	1	\$ 100	99	\$ 99	300	\$ 300	973,437,539	\$ 97,744	\$ 207,503	\$ (303,770)	\$ 0	\$ 12,006
Balance at Dec. 31, 2022	1	\$ 100	99	\$ 99	300	\$ 300	830,023,254	\$ 83,302	\$ 4,024,703	\$ (448,153)	\$ 83,567	\$ 3,743,618
Stock issued for services	—	—	—	—	—	—	63,414,285	6,341	95,121	—	—	101,642
Shareholder contribution	—	—	—	—	—	—	—	—	10,000	—	—	10,000
Profit/Loss	—	—	—	—	—	—	—	—	—	(700,952)	(69,612)	(770,564)
Balance at June 30, 2023	1	\$ 100	99	\$ 99	300	\$ 300	893,437,539	\$ 89,343	\$ 4,129,824	\$ (1,149,105)	\$ 13,955	\$ 3,084,516

17. CONSOLIDATED STATEMENTS OF CASH FLOWS

BELL BUCKLE HOLDINGS, INC. CONSOLIDATED STATEMENTS OF CASH FLOWS (Unaudited)

	For the six months ended June 30,	
	2024	2023
Cash flows from operating activities:		
Net Profit/Loss	\$ (10,030)	\$ 158,193
Adjustments to reconcile net loss to net cash provided (used) by operating activities:		
Common stock issued for services - related party	—	—
Common stock issued for services	—	101,462
Gain on extinguishment of accounts payable	—	(3,975)
Loss on debt settlement	—	—
Acquisition	—	—
Loss on write off of assets	—	—
Changes in assets and liabilities:		
Accounts receivable	—	(98,061)
Accounts payable	10,030	(16,251)
Deferred revenue	—	—
Net cash provided (used) by operating activities	—	141,368
Cash flows from financing activities:		
Shareholder contribution	—	10,000
Cash received from acquisition/disposition	—	(551,313)
Proceeds from loan payable	—	2,000
Net cash provided by financing activities	—	(539,313)
Net change in cash	—	(397,945)
Cash – beginning of period	—	397,945
Cash – end of period	\$ —	\$ 397,945
Supplementary cash flow information:		
Interest paid	\$ —	\$ —
Income tax paid	\$ —	\$ —
Supplemental non-cash disclosure:		
Common stock issued for accrued compensation and loan payable – related party	\$ —	\$ —

See the accompanying notes to these unaudited consolidated financial statements.

18. NOTES TO CONSOLIDATED UNAUDITED FINANCIAL STATEMENTS

Notes to Consolidated Unaudited Financial Statements

BELL BUCKLE HOLDINGS, INC.

June 30, 2024

NOTE 1 - BUSINESS

Bell Buckle Holdings, Inc. (the "Company"), was incorporated under the laws of the State of Florida on June 7, 2000. The Company was formerly known as Digital Color Print, Inc., which was formerly Mediatelevision.tv, Inc., which was formed on October 11, 2000 under the laws of the State of Delaware.

Bell Buckle Holdings, Inc. is a Florida corporation. It is a holding company, primarily focused on investments and business that can be scaled utilizing technology, management and strategic partnerships.

On June 1, 2024, the Company acquired 100% of the interests in Green Mantis LLC, a Michigan limited liability company.

Software

1. Software description: On April 22, 2024, the Company entered into a proprietary software with an evergreen licensing agreement. The vapor-liquid equilibrium, Distillation, and Enhanced Oil Recovery software is utilized in the Chemical industry plus oil and Gas industries as consultants; the software incorporates a highly capable computer simulation software program that utilizes industry first principles of Thermodynamics and reaction engineering to perform extensive and rigorous vapor-liquid equilibrium calculations. The software has been used to solve complex issues in processing facilities and is relevant to all types of manufacturing facilities. In addition, the software is also used for the automation of facilities including industrial boilers.
2. Revenue: During the quarter, the Company's chemical engineering software segment generated \$2,500 in licensing revenue, representing 10% of the total \$25,000 owed.

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 quarter ended June 30, 2024.

Use of estimates

The preparation of financial statements in conformity with 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. Actual results could differ from those estimates.

Revenue Recognition

Revenue is recognized when services are performed and is recognized in an amount that reflects the consideration that an entity expects to receive in exchange for those 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 services. The Company applies the following five-step model to determine this amount:

- 1) identification of the promised services in the contract;
- 2) determination of whether the promised services are performance obligations, including whether they are distinct in the context of the contract;
- 3) measurement of the transaction price, including the constraint on variable consideration;
- 4) allocation of the transaction price to the performance obligations; and
- 5) recognition of revenue when (or as) the Company satisfies each performance obligation.

For the Quarter ended June 30, 2024, the Company recognized revenue of \$2,500 for software licensing activities which represents 10% of the first year's amount due of \$25,000 under an evergreen contract with an option to renew on an annual basis. The remaining balance of \$22,500 is shown on the balance sheet as an accounts receivable of \$22,500 with an offset in deferred revenue (unearned income as money that is expected but not yet received).

Recently issued accounting pronouncements

The Company has implemented all new 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 assuming that the Company will continue as a going concern, which contemplates the realization of assets and the discharge of liabilities in the normal course of business for the foreseeable future. The Company has just begun operations and generating revenue; however, there was no operational activity in Q1 2024. The Company's ability to raise additional capital through the future issuances of common stock and/or debt financing is unknown. New management strongly believes they bring the resources necessary to enhance and grow the company going forward. The unaudited financial statements of the Company do not include any adjustments that may result from the outcome of these aforementioned uncertainties.

NOTE 4 – SIGNIFICANT TRANSACTION

On June 1, 2024, the Company acquired 100% of the interests in Green Mantis LLC, a Michigan limited liability company.

NOTE 5 – COMMON STOCK TRANSACTIONS

None.

NOTE 6 – PREFERRED STOCK

The Company has authorized one (1) share of Series A preferred stock, par value \$100. The share of Series A preferred has no conversion rights and is not redeemable. As of each record date for the determination of the Corporation's shareholders entitled to vote on any matter (a "Record Date"), the Series A Voting Preferred shall have voting rights and powers equal to the number of votes that entitle the holder of the share of Series A Voting Preferred to exercise one vote more than one-half of all votes entitled to be cast as of such Record Date by all holders of capital stock of the Corporation so as to ensure that the votes entitled to be cast by the holder of the Series A Voting Preferred share shall be equal to at least fifty-one percent (51%) of all votes entitled to be cast.

The Company has authorized ninety-nine (99) shares of Series B preferred stock, par value \$100. The shares of Series B preferred are not redeemable and are convertible into shares of common stock at one preferred for 10,000,000 shares of common stock.

The Company has authorized three hundred (300) shares of Series C preferred stock, par value \$1.00. The shares of Series C preferred are convertible into shares of common stock at either 1) if, at the time of conversion the price of common stock is \$0.01 or higher, then each share of Series C converts into 1,000,000 shares of common stock, or 2) if, at the time of conversion the price of common stock is less than \$0.01, then each share of Series C converts into shares of common stock at $1,000,000 \times (\# \text{ of Series C converted}) \times (.01/\text{market price})$. The Series C have no voting rights. The amendment related to the Jump Start Sports divestiture will revise conversion rights of the Series C to provide each share shall be convertible into 500,000 shares of common stock.

NOTE 7 - SUBSEQUENT EVENTS

Management has evaluated subsequent events pursuant to the requirements of ASC Topic 855, from the balance sheet date through the date the unaudited financial statements were issued, and has determined that the following material subsequent event has taken place:

- d. Pre-existing obligations: The plaintiff, EROP, in a lawsuit was owed \$825,000, plus attorney's fees and other costs. On May 25, 2022, a Florida court approved a settlement of \$1,375,000 (*see 2) below*) in full settlement of the claims plus an additional 598,000 shares of common stock ("the fee shares") to cover certain expenses incurred by plaintiff during the Settlement process. The settlement involved the issuance and exchange of securities for debt. On November 17, 2023, the Company (defendant), Bell Buckle Holdings, Inc. was authorized and instructed by the Court to reserve 750,000,000 (*see 1.i below*) shares for this specific transaction. EROP has sold 181,000,000 (*see 1.ii below*) shares leaving 569,000,000 shares as a remaining reserve balance.

Calculation of Outstanding Balance and Principal Amount at Issuance:

1. Outstanding Balance:

- (i) **Settlement amount** = 750,000,000 shares \times 0.0018333333333333 = \$1,375,000
- (ii) **Shares sold 07/30/2024** = 181,000,000 shares \times 0.0018333333333333 = \$331,833
- (iii) **Outstanding Balance** = \$1,375,000 – \$331,833 = \$1,043,167

2. Principal Amount at Issuance of \$1,375,000 was derived from the Court ordered "Amended Order Approving Fairness of Settlement Agreement and Stipulation For Dismissal" document.

- e. On April 13, 2024 the following individuals have been appointed to the Company's Board of Directors:
 1. Tim Gargaro, CFO, CPA, MBA
 2. Roger Stevenson Hood, JD
 3. Reginald Brian Kelley, Sr.
 4. Patrick Ong