

# Apple Rush Company, Inc.

1419 Chaffee Dr.  
Titusville, FL 32780  
[info@aprullc.com](mailto:info@aprullc.com)  
888-741-3777  
SIC: 2086

## QUARTERLY REPORT FOR THE PERIOD ENDED June 30, 2024

### **Outstanding Shares**

The number of shares outstanding of our common stock was: As of June 30, 2024, the number of shares outstanding of our Common Stock was:

5,866,684,191 as of **June 30, 2024**.

5,821,684,191 as of **December 31, 2023**.

### **Shell Status**

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 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:

### **Change in Control**

Indicate by check mark whether a Change in Control<sup>1</sup> of the company has occurred over this reporting period:

Yes:  No:

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<sup>1</sup> "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.

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

APPLE RUSH COMPANY, INC., 1419 Chaffee Dr., Titusville, FL 32781

is formerly known as:

- Formerly D-Bar Manufacturing, Inc. until 7/25/2007
- Formerly=Dyna Manufacturing, Inc. until 1/21/1999

The Company was incorporated in Texas in 1988 and has an active standing in that state.

Describe any trading suspension orders or halt 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:

None

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

3125 Lake George Cove Drive, Orlando, FL 32812

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:

1419 Chaffee Dr., Titusville, FL 32781

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

Yes: \_\_\_ No: X

**Item 2: Security Information**

**Transfer Agent.**

**Securities Transfer Corporation**

2901 N Dallas Parkway

Suite 380

Plano, TX 75093

469-633-0101

<http://www.stctransfer.com>

**Publicly Quoted or Traded Securities:**

Trading symbol:	<u>APRU</u>	
Exact title and class of securities outstanding:	<u>Common Stock</u>	
CUSIP:	<u>03785R204</u>	
Par or stated value:	<u>\$0.001</u>	
Total shares authorized:	<u>10,000,000,000</u>	as of date: <u>June 30, 2024</u>
Total shares outstanding:	<u>5,866,684,191</u>	as of date: <u>June 30, 2024</u>
Total number of shareholders of record:	<u>1,030</u>	as of date: <u>June 30, 2024</u>

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

None

**Other classes of authorized or outstanding equity securities that do not have a trading symbol:**

Exact title and class of securities outstanding:	<u>Preferred Stock Series A</u>	
Par or stated value:	<u>\$0.0001</u>	
Total shares authorized:	<u>119,999,925</u>	as of date: <u>June 30, 2024</u>
Total shares outstanding:	<u>3,250,000</u>	as of date: <u>June 30, 2024</u>
Total number of shareholders of record:	<u>3</u>	as of date: <u>June 30, 2024</u>

Exact title and class of securities outstanding:	<u>Preferred Stock Series B</u>	
Par or stated value:	<u>\$0.0001</u>	
Total shares authorized:	<u>75</u>	as of date: <u>June 30, 2024</u>
Total shares outstanding:	<u>75</u>	as of date: <u>June 30, 2024</u>
Total number of shareholders of record:	<u>1</u>	as of date: <u>June 30, 2024</u>

Exact title and class of securities outstanding:	<u>Preferred Stock Series E</u>	
Par or stated value:	<u>\$0.0001</u>	
Total shares authorized:	<u>50,000,000</u>	as of date: <u>June 30, 2024</u>
Total shares outstanding:	<u>1,140,000</u>	as of date: <u>June 30, 2024</u>
Total number of shareholders of record:	<u>3</u>	as of date: <u>June 30, 2024</u>

**Security Description:**

1. **For common equity, describe any dividend, voting and preemption rights.**  
No dividend. One vote per share. No preemptive rights
2. **For preferred stock, describe the dividend, voting, conversion, and liquidation rights as well as redemption or sinking fund provisions.**

**Preferred Stock Series A**

1. DESIGNATION. This class of stock of this Corporation shall be named and designated "Preferred Stock Series A". It shall have 119,999,925 shares authorized at \$0.0001 par value per share.

2. CONVERSION RIGHTS.

a. If at least one share of Preferred Stock Series A is issued and outstanding, then the total aggregate issued shares of Preferred Stock Series A at any given time, regardless of their number, shall be convertible into the number of shares of Common Stock which equals to four times the sum of: i) the total number of shares of Common Stock which are issued and outstanding at the time of conversion, plus ii) the total number of shares of Preferred Stock Series B which are issued and outstanding at the time of conversion.

b. Each individual share of Preferred Stock Series A shall be convertible into the number of shares of Common Stock equal to:

[four times the sum of: {all shares of Common Stock issued and outstanding at time of voting + all shares of Preferred Stocks Series B issued and outstanding at time of conversion}]

divided by:

[the number of shares of Preferred Stock Series A issued and outstanding at the time of conversion]

3. ISSUANCE. Shares of Preferred Stock Series A may only be issued in exchange for the full controlling interest held by the Management or its designee.

4. VOTING RIGHTS.

a. If at least one share of Preferred Stock Series A is issued and outstanding, then the total aggregate issued shares of Preferred Stock Series A at any given time, regardless of their number, shall have voting rights equal to four times the sum of: i) the total number of shares of Common Stock which are issued and outstanding at the time of voting, plus ii) the total number of shares of Preferred Stock Series B which are

issued and outstanding at the time of voting.

- b. Each individual share of Preferred Stock Series A shall have the voting rights equal to:

[four times the sum of: {all shares of Common Stock issued and outstanding at time of voting + all shares of Preferred Stocks Series B issued and outstanding at time of voting}]

divided by:

[the number of shares of Preferred Stock Series A issued and outstanding at the time of voting]

### **Preferred Stock Series B**

1. DESIGNATION. This class of stock of this Corporation shall be named and designated “Preferred Stock Series B”. It shall have 75 shares authorized at \$0.0001 par value per share.
2. DIVIDENDS. The holders of Preferred Stock Series B shall be entitled to receive dividends when, as and if declared by the Board of Directors, in its sole discretion.
3. ISSUANCE. Shares of Preferred Stock Series B may only be issued in exchange for the full controlling interest held by the Management or its designee.
4. LIQUIDATION RIGHTS. Upon any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, before any distribution or payment shall be made to the holders of any stock ranking junior to the Preferred Stock Series B, the holders of the Preferred Stock Series B shall be entitled to be paid out of the assets of the Corporation an amount equal to \$1.00 per share or, in the event of an aggregate subscription by a single subscriber for Preferred Stock Series B in excess of \$100,000, \$0.997 per share (as adjusted for any stock dividends, combinations, splits, recapitalizations and the like with respect to such shares) (the “Preference Value”), plus all declared but unpaid dividends, for each share of Preferred Stock Series B held by them. After the payment of the full applicable Preference Value of each share of the Preferred Stock Series B as set forth herein, the remaining assets of the Corporation legally available for distribution, if any, shall be distributed ratably to the holders of the Corporation’s Common Stock.
5. CONVERSION AND ANTI-DILUTION.
  - (a) Each share of Preferred Stock Series B shall be convertible, at any time, and/or from time to time, into the number of shares of the Corporation’s Common Stock, par value \$0.0001 per share, equal to the price of the Preferred Stock Series B, divided by the par value of the Common Stock, subject to adjustment as may be determined by the Board of Directors from time to time (the “Conversion Rate”). For example, assuming a \$1.00 price per share of Preferred Stock Series B, and a par value of \$0.0001 per share for Common Stock, each share of Preferred Stock Series B would be convertible into 500,000 shares of Common Stock. Such conversion shall be deemed to be effective on the business day (the “Conversion Date”) following the receipt by the Corporation of written notice from the holder of the Preferred Stock Series B of the holder’s intention to convert the shares of Series B Stock, together with the holder’s stock certificate or certificates evidencing the Preferred Stock Series B to be converted.
  - (b) Promptly after the Conversion Date, the Corporation shall issue and deliver to such holder a certificate or certificates for the number of full shares of Common Stock issuable to the holder pursuant to the holder’s conversion of Series B Preferred Shares in accordance with the provisions of this Section. The stock certificate(s) evidencing the Common Stock shall be issued with a restrictive legend indicating that it was issued in a transaction exempt from registration under the Securities Act, and that it cannot be transferred unless it is so registered, or an exemption from registration is available, in the opinion of counsel to the Corporation. The Common Stock shall be issued in the same name as the person who is the holder of the Preferred Stock Series B unless, in the opinion of counsel to the Corporation, such transfer can be made in compliance with applicable securities laws. The person in whose name the certificate(s) of Common Stock are so registered shall be treated as a holder of shares of Common Stock of the Corporation on the date the Common Stock certificate(s) are so issued.

All shares of Common Stock delivered upon conversion of the Series B Preferred Shares as provided herein shall be duly and validly issued and fully paid and non-assessable. Effective as of the Conversion Date, such converted Series B Preferred Shares shall no longer be deemed to be outstanding and all rights of the

holder with respect to such shares shall immediately terminate except the right to receive the shares of Common Stock issuable upon such conversion.

(c) The Corporation covenants that, within 30 days of receipt of a conversion notice from any holder of shares of Preferred Stock Series B wherein which such conversion would create more shares of Common Stock than are authorized, the Corporation will increase the authorized number of shares of Common Stock sufficient to satisfy such holder of shares of Series B submitting such conversion notice.

(d) Shares of Preferred Stock Series B are anti-dilutive to reverse splits, and therefore in the case of a reverse split, are convertible to the number of Common Shares after the reverse split as would have been equal to the ratio established prior to the reverse split. The conversion rate of shares of Preferred Stock Series B, however, would increase proportionately in the case of forward splits, and may not be diluted by a reverse split following a forward split.

6. VOTING RIGHTS. Each share of Preferred Stock Series B shall have ten votes for any election or other vote placed before the shareholders of the Corporation.

7. PRICE.

(a) The initial price of each share of Preferred Stock Series B shall be \$1.00.

(b) The price of each share of Preferred Stock Series B may be changed either through a majority vote of the Board of Directors through a resolution at a meeting of the Board, or through a resolution passed at an Action Without Meeting of the unanimous Board, until such time as a listed secondary and/or listed public market develops for the shares.

8. LOCK-UP RESTRICTIONS ON CONVERSION. Shares of Preferred Stock Series B may not be converted into shares of Common Stock for a period of: a) six (6) months after purchase, if the Company voluntarily or involuntarily files public reports pursuant to Section 12 or 15 of the Securities Exchange Act of 1934; or b) twelve (12) months if the Company does not file such public reports.

### **Preferred Stock Series E**

1. DESIGNATION. This class of stock of this Corporation shall be named and designated "Preferred Stock Series E". It shall have 50,000,000 shares authorized at \$0.0001 par value per share.

2. CONVERSION RIGHTS.

The holder has the right to convert the Preferred Stock Series E shares at any given time, upon the Company's successful uplisting to full reporting status with the Securities and Exchange Commission. The holder is limited to 9.99% of the aggregate issued and outstanding at the time of conversion.

3. ISSUANCE.

Shares of Preferred Stock Series E may only be issued in exchange for cash at \$1.00 per share.

4. VOTING RIGHTS.

Preferred Stock Series E has not voting rights.

Other than stated above the Preferred Stock Series A, Series B and Series E do not have redemption or sinking fund provisions.

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

None

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.**

None.

### Item 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 for the two most recent completed fiscal years and any subsequent periods.**

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)

Number of Shares outstanding as of <u>1/1/2022</u>	<u>Opening Balance:</u>  Common: <u>5,433,684,191</u>  All Preferred: <u>3,250,075</u>	*Right-click the rows below and select "Insert" to add rows as needed.
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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 (if applicable)	Restricted or Unrestricted as of this filing?	Exemption or Registration Type?
7/13/2022	New Issuance	3,000,000	Common	15,000	No	Travis Skiple	Cash	Restricted	4(a)(2)
7/13/2022	New Issuance	2,000,000	Common	10,000	No	Jesse Clooten	Cash	Restricted	4(a)(2)
7/13/2022	New Issuance	2,000,000	Common	10,000	No	William Laber	Cash	Restricted	4(a)(2)
7/13/2022	New Issuance	2,000,000	Common	10,000	No	Gary Moon	Cash	Restricted	4(a)(2)
7/13/2022	New Issuance	2,000,000	Common	10,000	No	Wally Moon	Cash	Restricted	4(a)(2)
7/13/2022	New Issuance	2,000,000	Common	10,000	No	Joan Skiple	Cash	Restricted	4(a)(2)
7/13/2022	New Issuance	2,000,000	Common	10,000	No	Larry Fitterer	Cash	Restricted	4(a)(2)
7/13/2022	New Issuance	1,000,000	Common	5,000	No	Kyle Richter	Cash	Restricted	4(a)(2)
7/13/2022	New Issuance	2,000,000	Common	10,000	No	Patrick Niemackl	Cash	Restricted	4(a)(2)
7/13/2022	New Issuance	2,000,000	Common	10,000	No	John Niemackl	Cash	Restricted	4(a)(2)
7/13/2022	New Issuance	2,000,000	Common	10,000	No	Jennifer Heilman	Cash	Restricted	4(a)(2)
7/13/2022	New Issuance	1,000,000	Common	5,000	No	Jaxon Heilman	Cash	Restricted	4(a)(2)
7/27/2022	New Issuance	5,000,000	Common	3,500	Yes	Trent Carr	Cash	Restricted	4(a)(2)
7/27/2022	New Issuance	80,000,000	Common	160,000	No	Rodney Sniadecki	Share Purchase Agreement	Restricted	4(a)(2)
3/01/2023	New Issuance	150,000,000	Common	240,000	No	Raymond F. Purdon	Services	Restricted	4(a)(2)
10/14/2023	New Issuance	130,000,000	Common	195,000	No	RB Crown Consulting, LLC Ryan Medico, President	Services	Restricted	4(a)(2)
1/09/24	New Issuance	35,000,000	Common	49,000	No	BGST Partnership, Jesse Schuchard, President	Services	Restricted	4(a)(2)
2/6/24	New Issuance	535,000	Preferred E	535,000	No	Richard Bickle	Cash	Restricted	4(a)(2)

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 (if applicable)	Restricted or Unrestricted as of this filing?	Exemption or Registration Type?
2/6/24	New Issuance	500,000	Preferred E	500,000	No	BGST Partnership, Jesse Schuchard, President	Services	Restricted	4(a)(2)
3/31/24	New Issuance	10,000,000	Common	14,000	No	Star Consulting, LLC, Kortney Logan, President	Cash	Restricted	4(a)(2)
3/31/24	New Issuance	5,000	Preferred E	5,000	No	James Gordon	Cash	Restricted	4(a)(2)
3/31/24	New Issuance	100,000	Preferred E	100,000	No	Robin & Allison McMillan	Cash	Restricted	4(a)(2)
Shares Outstanding on 6/30/2024:	Ending Balance: Common: 5,866,684,191 All Preferred: 4,390,075								

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

## 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 (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g. Loan, Services, etc.)
5/16/19	227,368	296,516	0	Demand Note	None	David Torgerud, CEO	Operations
6/21/19	102,427	133,602	0	Demand Note	None	Southern Eagle Distributing; Peter Busch	Line of Credit
1/8/20	60,000	70,000	0	Demand Note	None	Cheryl Hintzen June	Operations
10/5/2023	91,389 <sup>1</sup>	94,682	0	Line of credit	None	Headway Capital	Operations
10/5/2023	116,413 <sup>1</sup>	120,000	0	Line of credit	None	OnDeck Capital	Operations
10/1/2023	2,380,294 <sup>1</sup>	2,519,474	0	Fixed notes	None	Community Bank	Operations
3/28/2024	64,400	64,400	0	Line of credit	None	Funding Futures, LLC	Operations

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

<sup>1</sup> These notes are included in the consolidated financial statements for the newly acquired subsidiaries, Alkchemical CE, LLC and LENA Beverage Company.

#### **Item 4: Issuer's Business, Products and Services**

##### **A. Business Operation.**

Apple Rush Company, Inc., a Texas corporation, is a producer of 100% Juice Sparkling Beverages. The Company engages in the business of developing, marketing, distributing, and selling products that promote a healthy lifestyle. Our primary focus is the food, beverage, snacks, anhydrous Hemp oil marketplace, kratom, kava, and other active ingredients. We are committed to providing marketing and sales of quality products that have ethically sourced ingredients and do great things for the planet and the consumer.

##### **B. Describe any subsidiaries, parents or affiliated companies, if applicable, and a description of their business contact information for the business, officers, directors, managers or control persons.**

A.P.R.U. LLC is a wholly owned subsidiary of Apple Rush Company, Inc. The sole member is Apple Rush Company, Inc. Apple Rush Manufacturing, LLC is a wholly owned subsidiary of Apple Rush Company, Inc. The sole member is Apple Rush Company, Inc.

##### **Other Subsidiaries:**

<b>ACS Enterprises, LLC</b> 3433 Meadow Hill Dr. South Bend, IN 46614	<b>Alkhemical CE, LLC</b> 2150 S. Central Expressway, Suite 200 McKinney, TX 75070	<b>Dakind Botanicals</b> 180 N University Ave, Suite 270 Provo, UT 84601
<b>Rowdy Brands LLC</b> 210 Parkridge Ln Bismarck, ND 58503	<b>TB Financial LLC</b> 210 Parkridge Ln Bismarck, ND 58503	

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

*The following description of the issuer's principal products or services, and their markets contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of various factors. The description of the issuer's principal products or services, and their markets should be read in conjunction with our financial statements and notes thereto contained elsewhere in this Quarterly Report.*

Apple Rush Company, Inc. is a producer of craft sparkling juices under the Apple Rush brand and develops consumer products using hemp, kava, caffeine, melatonin, and other botanical ingredients. Our products are distributed through several Anheuser Busch wholesalers and an in-house delivery team. We are expanding nationally and seeking additional distribution partners.

We are expanding quickly into the convenience store marketplace, vape shops and health food stores throughout Florida. In addition to our own products, Apple Rush Company, Inc. is taking advantage of our extensive distribution network by adding an expanded complimentary product line outside of the Apple Rush family.

Our geographic expansion is finally taking shape. We have increased the distribution of Apple Rush sparkling juices to the Midwest and North East. The Company continues to be in negotiations with regional and national chain stores along with several national big box stores. Our sales team travels all over the country participating in trade shows, wholesale events and providing samples to potential distribution partners. We expect our online presence to continue to grow along with the growth of e-commerce. Our sales team, distribution network and growing product awareness are exceeding our expectations. We anticipate much higher revenues in the coming year due to our organic growth and our co-packing arrangements and the integration of our supplement products and business.

#### **Item 5: Issuer's Facilities:**

We are currently leasing at 1419 Chaffee Dr., Titusville, FL 32781

## **Item 6: All Officers, Directors and Control Persons**

<b>Name of Officer/Director or Control Person</b>	<b>Affiliation with Company (e.g. Officer/Director/Owner of more than 5%)</b>	<b>Residential Address (City / State Only)</b>	<b>Number of shares owned</b>	<b>Share type/class</b>	<b>Ownership Percentage of Class Outstanding</b>	<b>Names of control person(s) if a Corporation entity</b>
David A. Torgerud	Chief Executive Officer, Chief Financial Officer President, Secretary, Director	Atlantic Beach, FL	75	Series B Preferred	100%	

## **Item 7: Legal/Disciplinary History**

A. Identify and provide a brief explanation as to whether any of the persons or entities listed above in Section 6 have, in the past 10 years:

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);

None

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;

None

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;

None

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

None

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.

None

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.

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

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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 proceed and the relief south. Include similar information as to any such proceedings know to be contemplated by governmental authorities.

None

### **Item 8: Third Party Service Providers**

#### Securities Counsel (Must include Counsel preparing Attorney Letters)

<u>Name</u>	<u>Company Name and Address</u>	<u>Phone</u>	<u>Website</u>
Clifford J. Hunt, Esquire	Law Office of Clifford J. Hunt, P.A. 8200 Seminole Blvd Seminole, FL 33772	(727) 471-0444	<a href="https://www.huntlawgrp.com/">https://www.huntlawgrp.com/</a>

#### Accountant or Auditor

None

#### Investor Relations

None

#### *All other means of Investor Communications*

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

Name: Robin W Hunt  
Firm: Interactive Edgar Corp.  
Nature of Services: Contract Services  
Address : 17318 Dawkins Rd, New Haven, IN 46774

## **Item 9: Disclosure & Financial Statements.**

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

Name: Robin W Hunt  
Title: Consultant  
Relationship to Issuer: Contract Services

B: The following financial statements were prepared in accordance with

IFRS

U.S. GAAP

C: The financial Statements for this reporting period were prepared by

Name: Robin W. Hunt  
Title: Consultant  
Relationship to Issuer: Contract Service Provider

Mr. Robin W Hunt, President of Interactive Edgar Corp, has over 34 years of experience as an executive officer, consultant, and principal in private business enterprises, as well as having over 34 years of experience in working with and understanding GAAP accounting principles.

<b>Apple Rush Company, Inc.</b>	
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Apple Rush Company, Inc.

Consolidated Balance Sheets

	June 30, 2024	December 31, 2023
	(Unaudited)	(Unaudited)
<b>ASSETS</b>		
<b>Current Assets</b>		
Cash and cash equivalents	\$ 889,074	\$ 1,147,558
Accounts receivable, net allowance for doubtful Accounts of \$0 and \$0, respectively	214,077	217,848
Inventory	824,469	806,817
Note receivable	60,385	60,385
<b>Total Current Assets</b>	<b>\$ 1,988,005</b>	<b>\$ 2,232,608</b>
<b>Property, plant and equipment, net of accumulated depreciation of \$1,402,171 and \$117,466, respectively</b>	<b>1,598,791</b>	<b>1,564,339</b>
<b>Other Assets</b>		
Brand Name, Trademarks, Product licenses & Intellectual Property, net of amortization of \$290,240 and \$162,185, respectively	391,131	372,791
Securities held for sale	1,500	1,900
Goodwill, net amortization of \$256,110 and \$243,055, respectively	537,044	106,945
Other assets	363,819	363,819
<b>TOTAL ASSETS</b>	<b>\$ 4,880,290</b>	<b>\$ 4,642,402</b>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
<b>Current Liabilities</b>		
Accounts payable	275,242	196,927
Accrued compensation	831,939	805,539
Accrued expenses	45,647	47,707
Deposit on sales	77,500	---
Note payable, related party	227,368	228,168
Note payable	329,626	289,844
<b>Total Current Liabilities</b>	<b>1,787,322</b>	<b>1,568,185</b>
Note payable – long term	2,485,297	2,519,474
<b>TOTAL LIABILITIES</b>	<b>4,272,619</b>	<b>4,087,659</b>
<b>Stockholders' Equity</b>		
<b>Preferred stock: 170,000,000 authorized; \$0.0001 par value</b>		
4,390,075 and 3,250,075 shares issued and outstanding, respectively	439	325
<b>Common stock: 10,000,000,000 authorized; \$0.001 par value</b>		
5,866,684,191 and 5,821,684,191 shares issued and outstanding, respectively	5,866,684	5,821,684
<b>Additional paid in capital</b>	<b>14,074,149</b>	<b>13,932,263</b>
<b>Stock to be issued</b>	<b>801,000</b>	<b>870,000</b>
<b>Accumulated deficit</b>	<b>(20,134,601)</b>	<b>(20,069,529)</b>
<b>Total Stockholders' Equity</b>	<b>607,671</b>	<b>554,743</b>
<b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY</b>	<b>\$ 4,880,290</b>	<b>\$ 4,642,402</b>

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

Apple Rush Company, Inc.

Consolidated Statements of Operations  
(Unaudited)

	Fort the Three Months Ended		Fort the Six Months Ended	
	June 30,		June 30,	
	2024	2023	2024	2023
<b>Revenues</b>				
<b>Sales</b>	\$ 1,046,556	\$ 7,301	\$ 1,983,656	\$ 13,971
<b>Cost of goods sold</b>	807,780	(90)	1,610,464	2,348
Gross Profits	238,776	7,211	373,192	11,623
<b>Operating Expenses</b>				
Contractor costs	----	----	1,250	2,500
Research and development	----	----	----	5,000
Stock for services	9,000	----	58,000	240,000
Professional fees	20,260	----	26,583	1,000
General and administrative	143,811	50,509	273,867	97,788
Rent expense	15,582	3,026	34,236	12,104
Depreciation and amortization	14,424	561	28,848	1,122
Total operating expenses	203,077	54,096	422,784	359,514
<b>Net income (loss) from operations</b>	35,699	(46,885)	(49,592)	(347,891)
<b>Other income (expense)</b>				
Interest expense	(12,764)	(52)	(26,715)	(109)
Unrealized gain(loss) on securities held for sale	(700)	---	(400)	1,400
Other income	5,784	---	11,635	---
<b>Net income (loss)</b>	<b>\$ 28,019</b>	<b>\$ (46,937)</b>	<b>\$ (65,072)</b>	<b>\$ (346,600)</b>
<b>Basic and diluted loss per share</b>	<b>\$ (0.00)</b>	<b>\$ (0.00)</b>	<b>\$ (0.00)</b>	<b>\$ (0.00)</b>
<b>Weighted average number of shares outstanding</b>	5,866,684,191	5,691,684,191	5,844,184,191	5,641,960,434

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

**Apple Rush Company, Inc.**  
**Consolidated Statements of Stockholders' Equity**

	Preferred Stock		Common Stock		Additional	Subscription	Stock to be	Accumulated	Treasury	Total
	Shares	Amount	Shares	Amount	Paid in	& Reserved				
<b>Balance, December 31, 2021</b>	3,250,075	\$ 325	5,433,684,191	\$ 5,433,684	\$ 13,452,605	\$ 187,658	\$ ----	\$(18,008,875)	\$ (90,000)	\$ 975,397
Subscription receivable			28,000,000	28,000	90,500	(98,500)				20,000
Stock issued for acquisition			80,000,000	80,000	80,000					160,000
Reserve shares of common stock					150,000	5,000				155,000
Net loss (unaudited)								(1,041,239)		(1,041,239)
<b>Balance, December 31, 2022</b>	3,250,075	\$ 325	5,541,684,191	\$ 5,541,684	\$ 13,773,105	\$ 94,158	\$ ----	\$(19,050,114)	\$ (90,000)	\$ 269,158
Stock issued for services			280,000,000	280,000	155,000					435,000
Stock subscription adjusted					4,158	(94,158)			90,000	----
Stock issued for cash							870,000			870,000
Net loss (unaudited)								(1,019,415)		(1,019,415)
<b>Balance, December 31, 2023</b>	3,250,075	\$ 325	5,821,684,191	\$ 5,821,684	\$ 13,932,263	\$ ----	\$ 870,000	\$(20,069,529)	\$ ----	\$ 554,743
Stock issued for services	500,000	50	35,000,000	35,000	22,950					58,000
Stock issued for cash	640,000	64	10,000,000	10,000	118,936		(69,000)			60,000
Net loss (unaudited)								(65,072)		(65,072)
<b>Balance, June 30, 2024</b>	4,390,075	\$ 439	5,866,684,191	\$ 5,866,684	\$ 14,074,149	\$ ----	\$ 801,000	\$(20,134,601)	\$ ----	\$ 607,671

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

**Apple Rush Company, Inc.**  
**Consolidated Statements of Cash Flows**  
**(Unaudited)**

**For the Six months ended**  
**June 30,**

**2024**                      **2023**

<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>		
Net loss	\$ (65,072)	\$ (346,600)
Adjustment to reconcile net income (loss) to net cash provided in operations:		
Inventory	(17,652)	----
Depreciation and amortization	28,848	1,122
Stock issued for services	58,000	150,000
Change in assets and liabilities:		
Accounts receivable	3,771	----
Accrued compensation	26,400	77,561
Accounts payable	78,315	----
Accrued expenses	(2,060)	109
Deposit on sales	77,500	----
Net Cash (used in) provided by operating activities	<u>188,050</u>	<u>(117,808)</u>
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>		
Unrealized (gain) loss on securities held for sale	400	(1,400)
Property, plant and equipment	(61,640)	----
Goodwill	(450,099)	----
Net Cash Used in Investing Activities	<u>(511,339)</u>	<u>(1,400)</u>
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>		
Proceeds (payments) notes payable	5,605	21,018
Proceeds (payments) notes payable-related party	(800)	8,026
Reserve common stock	10,000	90,000
Proceeds from the sale of preferred stock	50,000	----
Net Cash provided by financing activities	<u>64,805</u>	<u>119,044</u>
<b>Net change in cash and cash equivalents</b>	<b>(258,484)</b>	<b>(164)</b>
<b>Cash and cash equivalents, Beginning of period</b>	<b>1,147,558</b>	<b>6,353</b>
<b>Cash and cash equivalents, End of period</b>	<b>\$ 889,074</b>	<b>\$ 6,189</b>
<b>Supplemental cash flow information</b>		
Cash paid for interest	\$ 4,410	\$ 1,243
Cash paid for taxes	\$ ----	\$ ----

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

**Apple Rush Company, Inc.**  
**Notes to Unaudited Consolidated Financial Statements**

**NOTE 1: NATURE OF BUSINESS**

*ORGANIZATION*

Apple Rush Company, Inc., a Texas corporation, is a producer of 100% Juice Sparkling Beverages. The Company engages in the business of developing, marketing, distributing, and selling products that promote a healthy lifestyle. Our primary focus is the food, beverage, snacks, anhydrous Hemp oil marketplace, kratom, kava, and other active ingredients. We are committed to providing marketing and sales of quality products that have ethically sourced ingredients and do great things for the planet and the consumer.

The Company is headquartered in Titusville, Florida.

These financial statements include the balances of Apple Rush Company, Inc. and subsidiary. All intercompany balances have been eliminated in the financial statements.

**NOTE 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

*GOING CONCERN*

The Company's financial statements are prepared using accounting principles generally accepted in the United States of America applicable to a going concern which contemplates the realization of assets and liquidation of liabilities in the normal course of business. The Company has not yet established an ongoing source of revenue sufficient to cover its operating cost and allow it to continue as a going concern. The ability of the Company to continue as a going concern is dependent on the Company obtaining adequate capital to fund operating losses until it becomes profitable. If the Company is unable to obtain adequate capital, it could be forced to cease operations.

In order to continue as a going concern, the Company will need, among other things, additional capital resources. Management's plan to obtain such resources for the Company includes obtaining capital from management and significant stockholders sufficient to meet its minimal operating expenses. However, management cannot provide any assurance that the Company will be successful in accomplishing any of its plans.

There is no assurance that the Company will be able to obtain sufficient additional funds when needed or that such funds, if available, will be obtainable on terms satisfactory to the Company. In addition, profitability will ultimately depend upon the level of revenues received from business operations. However, there is no assurance that the Company will attain profitability. The accompanying financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.

*PRINCIPLES OF CONSOLIDATION*

The consolidated financial statements include the accounts of Apple Rush Company, Inc. and its subsidiary. All intercompany accounts and transactions have been eliminated.

*BASIS OF PRESENTATION AND USE OF ESTIMATES*

The Company prepares its consolidated financial statements in conformity with accounting principles generally accepted in the United States of America ("GAAP"), which require 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 reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

*USE OF ESTIMATES*

The Company prepares its financial statements in conformity with accounting principles generally accepted in the United States of America ("GAAP"), which require management to make estimates and assumptions that affect the reported amounts of

**Apple Rush Company, Inc.**  
**Notes to Unaudited Consolidated Financial Statements**

assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the reporting year. Actual results could differ from those estimates.

*RECLASSIFICATION OF PRIOR YEAR PRESENTATION*

Certain prior year amounts have been reclassified for consistency with the current year presentation. These reclassifications had no effect on the reported results of operations.

*CASH AND CASH EQUIVALENTS*

The Company considers all highly liquid investments with an original maturity of three months or less at the date of acquisition to be cash equivalents. Cash and cash equivalents at June 30, 2024 and December 31, 2023 were \$889,074 and \$1,147,558, respectively.

*CASH FLOWS REPORTING*

The Company follows ASC 230, Statement of Cash Flows, for cash flows reporting, classifies cash receipts and payments according to whether they stem from operating, investing, or financing activities and provides definitions of each category, and uses the indirect or reconciliation method (“Indirect method”) as defined by ASC 230, Statement of Cash Flows, to report net cash flow from operating activities by adjusting net income to reconcile it to net cash flow from operating activities by removing the effects of (a) all deferrals of past operating cash receipts and payments and all accruals of expected future operating cash receipts and payments and (b) all items that are included in net income that do not affect operating cash receipts and payments. The Company reports the reporting currency equivalent of foreign currency cash flows, using the current exchange rate at the time of the cash flows and the effect of exchange rate changes on cash held in foreign currencies is reported as a separate item in the reconciliation of beginning and ending balances of cash and cash equivalents and separately provides information about investing and financing activities not resulting in cash receipts or payments in the period.

*RELATED PARTIES*

The Company follows ASC 850, “Related Party Disclosures,” for the identification of related parties and disclosure of related party transactions.

*FINANCIAL INSTRUMENTS*

The Company’s balance sheet includes certain financial instruments. The carrying amounts of current assets and current liabilities approximate their fair value because of the relatively short period of time between the origination of these instruments and their expected realization.

ASC 820, *Fair Value Measurements and Disclosures*, defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. ASC 820 also establishes a fair value hierarchy that distinguishes between (1) market participant assumptions developed based on market data obtained from independent sources (observable inputs) and (2) an entity’s own assumptions about market participant assumptions developed based on the best information available in the circumstances (unobservable inputs). The fair value hierarchy consists of three broad levels, which gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy are described below:

- Level 1 - Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities
- Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly, including quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in markets that are not active; inputs other than quoted prices that are observable for the asset or liability (e.g., interest rates); and inputs that are derived principally from or corroborated by observable market data by correlation or other means.
- Level 3 - Inputs that are both significant to the fair value measurement and unobservable.

**Apple Rush Company, Inc.**  
**Notes to Unaudited Consolidated Financial Statements**

Fair value estimates discussed herein are based upon certain market assumptions and pertinent information available to management as of June 30, 2024. The respective carrying value of certain on-balance-sheet financial instruments approximated their fair values due to the short-term nature of these instruments.

*CONCENTRATIONS OF CREDIT RISK AND SIGNIFICANT CUSTOMERS*

Financial instruments which potentially subject the Company to concentrations of credit risk consist primarily of cash and cash equivalents, marketable securities, accounts receivable and restricted cash. The Company limits its exposure to credit loss by placing its cash and cash equivalents with high credit-quality financial institutions in bank deposits, money market funds, U.S. government securities and other investment grade debt securities that have strong credit ratings. The Company has established guidelines relative to diversification of its cash and marketable securities and their maturities that are intended to secure safety and liquidity. These guidelines are periodically reviewed and modified to take advantage of trends in yields and interest rates and changes in the Company's operations and financial position. Although the Company may deposit its cash and cash equivalents with multiple financial institutions, its deposits, at times, may exceed federally insured limits.

*REVENUE RECOGNITION*

The Company adopted Accounting Standards Codification ("ASC") 606, Revenue From Contracts With Customers, which is effective for public business entities with annual reporting periods beginning after December 15, 2017. This new revenue recognition standard (new guidance) has a five-step process: a) Determine whether a contract exists; b) Identify the performance obligations; c) Determine the transaction price; d) Allocate the transaction price; and e) Recognize revenue when (or as) performance obligations are satisfied. The Company's initial application of ASC 606 did not have a material impact on its financial statements and disclosures and there was no cumulative effect of the adoption of ASC 606.

Revenue is recognized when all of the following criteria are met:

- *Identification of the contract, or contracts, with a customer*  
A contract with a customer exists when (i) we enter into an enforceable contract with a customer that defines each party's rights regarding the goods or services to be transferred and identifies the payment terms related to these goods or services, (ii) the contract has commercial substance and the parties are committed to perform, and (iii) we determine that collection of substantially all consideration to which it will be entitled in exchange for goods or services that will be transferred is probable based on the customer's intent and ability to pay the promised consideration.
- *Identification of the performance obligations in the contract*  
Performance obligations promised in a contract are identified based on the goods or services that will be transferred to the customer that are both capable of being distinct, whereby the customer can benefit from the goods or service either on its own or together with other resources that are readily available from third parties or from us, and are distinct in the context of the contract, whereby the transfer of the goods or services is separately identifiable from other promises in the contract. To the extent a contract includes multiple promised goods or services, we apply judgment to determine whether promised goods or services are capable of being distinct and distinct in the context of the contract. If these criteria are not met the promised goods or services are accounted for as a combined performance obligation.
- *Determination of the transaction price*  
The transaction price is determined based on the consideration to which we will be entitled in exchange for transferring goods or services to the customer. Constraints are applied when estimating variable considerations based on historical experience where applicable.
- *Allocation of the transaction price to the performance obligations in the contract*  
All current contracts are of a single performance obligation thus the entire transaction price is allocated to the single performance obligation. We determine standalone selling price taking into account available information

**Apple Rush Company, Inc.**  
**Notes to Unaudited Consolidated Financial Statements**

such as historical selling prices of the performance obligation, geographic location, overall strategic objective, market conditions and internally approved pricing guidelines related to the performance obligation.

- *Recognition of revenue when, or as, we satisfy performance obligation*  
We satisfy performance obligations either over time or at a point in time as discussed in further detail below. Revenue is recognized at or over the time the related performance obligation is satisfied by transferring a promised good or service to a customer.

Revenues for the six months ended June 30, 2024 and 2023 were \$1,983,656 and \$13,971, respectively. The performance obligation has been met as per ASC 606.

#### *INCOME TAXES*

The Company accounts for income taxes in accordance with ASC 740, Accounting for Income Taxes, as clarified by ASC 740-10, Accounting for Uncertainty in Income Taxes. Under this method, deferred income taxes are determined based on the estimated future tax effects of differences between the financial statement and tax basis of assets and liabilities and net operating loss and tax credit carryforwards given the provisions of enacted tax laws. Deferred income tax provisions and benefits are based on changes to the assets or liabilities from year to year. In providing for deferred taxes, the Company considers tax regulations of the jurisdictions in which the Company operates, estimates of future taxable income, and available tax planning strategies. If tax regulations, operating results or the ability to implement tax-planning strategies vary, adjustments to the carrying value of deferred tax assets and liabilities may be required. Valuation allowances are recorded related to deferred tax assets based on the “more likely than not” criteria of ASC 740.

ASC 740-10 requires that the Company recognize the financial statement benefit of a tax position only after determining that the relevant tax authority would more likely than not sustain the position following an audit. For tax positions meeting the “more-likely-than-not” threshold, the amount recognized in the financial statements is the largest benefit that has a greater than 50 percent likelihood of being realized upon ultimate settlement with the relevant tax authority.

The Company recognizes expenses for tax penalties and interest assessed by the Internal Revenue Service and other taxing authorities upon receiving valid notice of assessments. The Company has received no such notices as of June 30, 2024.

In assessing the realizability of deferred tax assets, management considers whether it is more likely than not that some portion or all the deferred tax assets will be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during the periods in which those temporary differences will become deductible. The Company considers the scheduled reversal of deferred tax liabilities, projected future taxable income and tax planning strategies in making this assessment. The Company has recorded a full valuation allowance against its net deferred tax assets because it is not currently able to conclude that it is more likely than not that these assets will be realized. The amount of deferred tax assets considered to be realizable could be increased in the near term if estimates of future taxable income during the carryforward period are increased.

As of June 30, 2024, the Company had unused net operating loss carry forwards of \$4,612,000 available to reduce federal taxable income. The Company’s ability to offset future taxable income, if any, with tax net operating loss carryforwards may be limited due to the non-filing of tax returns. Under the CARES act, net operating losses arising after 2017 are able to be carried forward indefinitely. Furthermore, changes in ownership may result in limitations under Internal Revenue Code Section 382.

No deferred tax assets or liabilities were recognized as of June 30, 2024 or December 31, 2023.

**Apple Rush Company, Inc.**  
**Notes to Unaudited Consolidated Financial Statements**

*NOTES RECEIVABLE*

The notes receivable represents the balance of a loan to Rowdy Brands and Thanks Again. The balance of notes receivable at June 30, 2024 and December 31, 2023 was \$60,385 and \$60,385, respectively. The Company believes these loans are collectable at June 30, 2024.

	June 30, 2024	December 31, 2023
Note receivable	\$ 60,385	\$ 60,385
Total Notes Receivable	<u>\$ 60,385</u>	<u>\$ 60,385</u>

*PROPERTY, PLANT AND EQUIPMENT*

Furniture and equipment are stated at cost. Depreciation is computed by the straight-line method over estimated useful lives. Long-lived assets such as property, equipment and identifiable intangibles are reviewed for impairment at least Quarterly or whenever facts and circumstances indicate that the carrying value may not be recoverable. When required, impairment losses on assets to be held and used are recognized based on the fair value of the asset. The fair value is determined based on estimates of future cash flows, market value of similar assets, if available, or independent appraisals, if required. If the carrying amount of the long-lived asset is not recoverable, an impairment loss is recognized for the difference between the carrying amount and fair value of the asset. The Company recognized impairment losses of \$0 and \$0 for the periods ending June 30, 2024 and December 31, 2023, respectively.

*IMPAIRMENT OF LONG-LIVED ASSETS*

The Company reviews and evaluates long-lived assets for impairment when events or changes in circumstances indicate that the related carrying amounts may not be recoverable. The assets are subject to impairment consideration under FASB ASC 360-10-35-17 if events or circumstances indicate that their carrying amount might not be recoverable. When the Company determines that an impairment analysis should be done, the analysis will be performed using the rules of FASB ASC 930-360-35, Asset Impairment, and 360-0 through 15-5, Impairment or Disposal of Long-Lived Assets.

*NET INCOME (LOSS) PER COMMON SHARE*

Net income (loss) per share is calculated in accordance with FASB ASC 260, "Earnings Per Share." The weighted-average number of common shares outstanding during each year is used to compute basic earning or loss per share. Diluted earnings or loss per share is computed using the weighted average number of shares and diluted potential common shares outstanding. Dilutive potential common shares are additional common shares assumed to be exercised.

Basic net income (loss) per common share is based on the weighted average number of shares of common stock outstanding at June 30, 2024 and at December 31, 2023. At June 30, 2024 and December 31, 2023, the Company had no dilutive potential common shares.

*SHARE-BASED EXPENSE*

ASC 718, *Compensation – Stock Compensation*, prescribes accounting and reporting standards for all share-based payment transactions in which employee services are acquired. Transactions include incurring liabilities, or issuing or offering to issue shares, options, and other equity instruments such as employee stock ownership plans and stock appreciation rights. Share-based payments to employees, including grants of employee stock options, are recognized as compensation expense in the financial statements based on their fair values. That expense is recognized over the period during which an employee is required to provide services in exchange for the award, known as the requisite service period (usually the vesting period).

The Company accounts for stock-based compensation issued to non-employees and consultants in accordance with the provisions of ASC 505-50, *Equity – Based Payments to Non-Employees*. Measurement of share-based payment transactions

**Apple Rush Company, Inc.**  
**Notes to Unaudited Consolidated Financial Statements**

with non-employees is based on the fair value of whichever is more reliably measurable:(a) the goods or services received; or (b) the equity instruments issued.

Share-based expense for the period ended June 30, 2024 and 2023 was \$58,000 and \$240,000, respectively.

**COMMITMENTS AND CONTINGENCIES**

The Company follows ASC 450-20, Loss Contingencies, to report accounting for contingencies. Liabilities for loss contingencies arising from claims, assessments, litigation, fines and penalties and other sources are recorded when it is probable that a liability has been incurred and the amount of the assessment can be reasonably estimated. There were no known commitments or contingencies as of June 30, 2024 and December 31, 2023.

**RECENT ACCOUNTING PRONOUNCEMENTS**

Except for rules and interpretive releases of the SEC under authority of federal securities laws and a limited number of grandfathered standards, the *FASB Accounting Standards Codification*<sup>TM</sup> (“ASC”) is the sole source of authoritative GAAP literature recognized by the FASB and applicable to the Company. Management has reviewed the aforementioned rules and releases and believes any effect will not have a material impact on the Company's present or future financial statements.

We have reviewed the FASB issued Accounting Standards Update (“ASU”) accounting pronouncements and interpretations thereof that have effectiveness dates during the periods reported and in future periods. The Company has carefully considered the new pronouncements that alter previous generally accepted accounting principles and does not believe that any new or modified principles will have a material impact on the corporation’s reported financial position or operations in the near term. The applicability of any standard is subject to the formal review of our financial management and certain standards are under consideration.

**NOTE 3: PROPERTY, PLANT AND EQUIPMENT**

The Company has capitalized costs as follows:

	<u>June 30, 2024</u>	<u>December 31, 2023</u>
Property, plant and equipment	\$ 3,000,962	\$ 1,681,805
Accumulated depreciation	<u>1,402,171</u>	<u>117,466</u>
Property, plant and equipment, net accumulated depreciation	<u>\$ 1,598,791</u>	<u>\$ 1,564,339</u>

Depreciation expense for the periods ended June 30, 2024 and 2023 was \$28,848, and \$1,122, respectively. An accounting adjustment was made for the consolidation of property, plant and equipment.

**Impairment of long-lived assets**

The Company had tested the asset groups and determined that impairment indicators were present. As a result, investment in brand name & intellectual property was written down to its estimated fair value of \$246,962, resulting in an impairment charge of \$290,240. Impairment for the periods ended June 30, 2024 and 2023 was \$0 and \$0, respectively.

**NOTE 4: SHAREHOLDERS' EQUITY**

**Preferred Stock**

The Company has been authorized to issue 170,000,000 shares of \$0.0001 par value Preferred Stock. The Board of Directors is expressly vested with the authority to divide any or all, of the Preferred Stock into series and to fix and determine the relative rights and preferences of the shares of each series so established, within certain guidelines established in the Articles of Incorporation.

**Apple Rush Company, Inc.**  
**Notes to Unaudited Consolidated Financial Statements**

At June 30, 2024 and December 31, 2023 there are 3,250,000 and 3,250,000 shares of Series “A” Convertible Preferred Stock issued and outstanding, respectively. The Company is in the process of cancelling all issued and outstanding Preferred Stock Series A.

At June 30, 2024 and December 31, 2023 there are 75 and 75 shares of Series “B” Convertible Preferred Stock issued and outstanding, respectively.

At June 30, 2024 and December 31, 2023 there are 1,140,000 and 0 shares of Series “E” Convertible Preferred Stock issued and outstanding, respectively.

The following table represents the shares that were issued during the periods ending June 30, 2024 and December 31, 2023.

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 (if applicable)	Restricted or Unrestricted as of this filing?	Exemption or Registration Type?
2/6/24	New Issuance	535,000	Preferred E	535,000	No	Richard Bickle	Cash	Restricted	4(a)(2)
2/6/24	New Issuance	500,000	Preferred E	500,000	No	BGST Partnership, Jesse Schuchard, President	Services	Restricted	4(a)(2)
3/31/24	New Issuance	5,000	Preferred E	5,000	No	James Gordon	Cash	Restricted	4(a)(2)
3/31/24	New Issuance	100,000	Preferred E	100,000	No	Robin & Allison McMillan	Cash	Restricted	4(a)(2)

**Common Stock**

The Company has been authorized to issue 10,000,000,000 shares of common stock, \$0.001 par value. Each share of issued and outstanding common stock shall entitle the holder thereof to fully participate in all shareholder meetings, to cast one vote on each matter with respect to which shareholders have the right to vote, and to share ratably in all dividends and other distributions declared and paid with respect to common stock, as well as in the net assets of the corporation upon liquidation or dissolution. The following table represents the shares that were issued during the periods ending June 30, 2024 and December 31, 2023.

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 (if applicable)	Restricted or Unrestricted as of this filing?	Exemption or Registration Type?
3/01/2023	New Issuance	150,000,000	Common	240,000	No	Raymond F. Purdon	Services	Restricted	4(a)(2)
10/14/23	New Issuance	130,000,000	Common	195,000	No	RB Crown Consulting, LLC	Services	Restricted	4(a)(2)

**Apple Rush Company, Inc.**  
**Notes to Unaudited Consolidated Financial Statements**

<b>Date of Transaction</b>	<b>Transaction type (e.g. new issuance, cancellation, shares returned to treasury)</b>	<b>Number of Shares Issued (or cancelled)</b>	<b>Class of Securities</b>	<b>Value of shares issued (\$/per share) at Issuance</b>	<b>Were the shares issued at a discount to market price at the time of issuance? (Yes/No)</b>	<b>Individual/ Entity Shares were issued to (entities must have individual with voting / investment control disclosed).</b>	<b>Reason for share issuance (e.g. for cash or debt conversion) OR Nature of Services Provided (if applicable)</b>	<b>Restricted or Unrestricted as of this filing?</b>	<b>Exemption or Registration Type?</b>
						Ryan Medico, President			
1/09/24	New Issuance	35,000,000	Common	49,000	No	BGST Partnership, Jesse Schuchard, President	Services	Restricted	4(a)(2)
3/31/24	New Issuance	10,000,000	Common	14,000	No	Star Consulting, LLC, Kortney Logan, President	Cash	Restricted	4(a)(2)

***Stock to be issued***

The Company has executed subscription agreements for the issuance of its preferred stock to non-related parties in exchange for cash proceeds. The cash has been received as of June 30, 2024. The preferred stock was not issued as of June 30, 2024. The balance of stock to be issued at June 30, 2024 and December 31, 2023 was \$801,000 and \$870,000, respectively.

At June 30, 2024 and December 31, 2023, the company had 5,866,684,191 and 5,821,684,191 shares of common stock issued and outstanding, respectively.

***WARRANTS AND OPTIONS***

None

**NOTE 5. COMMITMENTS AND CONTINGENCIES**

From time to time the Company may be a party to litigation matters involving claims against the Company. Management believes that there are no current matters that would have a material effect on the Company's financial position or results of operations.

**NOTE 6: SUBSEQUENT EVENTS**

In accordance with ASC 855-10, the company has analyzed its operations subsequent to June 30, 2024, through the date these financial statements were issued (date of filing with the OTC Markets) and has determined that it does not have any material subsequent events to disclose in these financial statements other than the events discussed below.

## **Item 10. 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).

I, David A Torgerud, certify that:

1. I have reviewed this Quarterly disclosure statement of Apple Rush Company, 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.

This 19th day of August 2024,

/s/ David A Torgerud

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David A Torgerud,  
Chief Executive Officer, Chief Financial Officer  
President, Secretary