

# **Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines**

## **American Picture House Corporation**

555 Madison Avenue (5th Floor)

New York, NY 10022



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opportunity@americanpicturehouse.com

SIC: 7812

### **Quarterly Report**

**For the Period Ending: June 30, 2022**

(the "Reporting Period")

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

98,735,159

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

95,735,159

As of December 31, 2021, the number of shares outstanding of our Common Stock was:

95,735,159

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

Yes:  No:

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

Yes:  No:

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

Yes:  No:

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

Beginning December 4, 2020	– American Picture House Corporation	– Wyoming, currently "Active" status
Beginning October 13, 2020	– Life Design Station, Inc.	– Wyoming
Beginning August 9, 2007	– Life Design Station, Inc.	– Nevada
Beginning November 21, 2005	– Shikisai International, Inc.	– Nevada
Beginning September 21, 2005	– Servinational, Inc.	– Nevada

Neither we nor our predecessors have had any trading suspension orders issued by the SEC since inception.

The Company approved a 50:1 reverse stock split that became effective in the marketplace on August 9, 2021.

Following the reverse stock split, on September 13, 2021, the Company adopted an amendment to the Company's Articles of Incorporation to reduce the number of authorized shares from 4,700,000,000 share of Common Stock at \$0.0001 par value to 1,000,000,000 shares of Common Stock at \$0.0001 par value. The Company has submitted the amended Articles of Incorporation to the Wyoming Secretary of State.

The address of the issuer's principal executive office and principal place of business:

555 Madison Avenue (5<sup>th</sup> Floor)  
New York, NY 10022

The issuer has not nor had any of its predecessors been in bankruptcy, receivership, or any similar proceeding in the past five years.

## 2) Security Information

Trading symbol:	APHP
Exact title and class of securities outstanding:	Common Stock
CUSIP:	028886109
Par or stated value:	\$0.0001

Total shares authorized:	1,000,000,000	as of date: June 30, 2022
Total shares outstanding:	98,735,159	as of date: June 30, 2022
Number of shares in the Public Float:	4,011,972	as of date: June 30, 2022
Total number of shareholders of record:	294	as of date: June 30, 2022

### Transfer Agent

Name: Madison Stock Transfer, Inc.  
Phone: 718-627-4453  
Email: info@madisonstocktransfer.com  
Address: 2500 Coney Island Ave, Brooklyn, NY 11223

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

### 3) Issuance History

#### A. Changes to the Number of Outstanding Shares

Shares Outstanding as of Second Most Recent Fiscal Year End:									
<u>Opening Balance</u>									
Date 12/31/2020 Common: 4,700,000,000 Preferred: 0									
Date of Transaction	Transaction	Number	Class	Value	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.
08/06/2021	50:1 Reverse Stock Split	(4,605,999,841)	Common	N/A	NO	N/A	50:1 Reverse Stock Split	N/A	N/A
09/13/2021	New Issuance	3,829	Preferred	\$200.00/Preferred Share (equivalent to \$0.002/Common Share)	NO	Bannor Michael MacGregor	Repayment of loan & assumption of debt	Restricted	Section 4.a.2
11/19/2021	New Issuance	20,000	Common	N/A	NO	Claire Singleton	Advisory Services	Restricted	Section 4.a.2
11/19/2021	New Issuance	2,000	Common	N/A	NO	Robert Martin	Advisory Services	Restricted	Section 4.a.2
11/19/2021	New Issuance	100,000	Common	N/A	NO	Michael Wilson	Advisory Services	Restricted	Section 4.a.2
11/19/2021	New Issuance	20,000	Common	N/A	NO	Philip Quartararo	Advisory Services	Restricted	Section 4.a.2
11/19/2021	New Issuance	20,000	Common	N/A	NO	J. David Dubin	Advisory Services	Restricted	Section 4.a.2
11/19/2021	New Issuance	20,000	Common	N/A	NO	Edward Agabs	Advisory Services	Restricted	Section 4.a.2
11/19/2021	New Issuance	20,000	Common	N/A	NO	Donna Croce	Advisory Services	Restricted	Section 4.a.2
11/19/2021	New Issuance	20,000	Common	N/A	NO	A. John Luessenhop	Advisory Services	Restricted	Section 4.a.2
11/19/2021	New Issuance	20,000	Common	N/A	NO	Ellen Patterson	Advisory Services	Restricted	Section 4.a.2
11/19/2021	New Issuance	1,493,000	Common	N/A	NO	Coggs Hall Insurance Services Inc	Advisory Services	Restricted	Section 4.a.2
05/06/2022	New Issuance	3,000,000	Common	\$300,000/\$0.10 per common share	NO	Bannor Michael MacGregor	Repayment of loan	Restricted	Section 4.a.2
Shares Outstanding on Date of This Report:									
<u>Ending Balance:</u>									
Date: August 12, 2022 Common: 98,735,159 Preferred: 3,829									

(1) Jonathan Axel is the President of Coggs Hall Insurance Services Inc.

The Board of Directors approved a 50:1 reverse stock split that became effective in the marketplace on August 9, 2021.

Following the reverse stock split, on September 13, 2021, the Company adopted an amendment to the Company's Articles of Incorporation to reduce the number of authorized shares from 4,700,000,000 share of Common Stock at \$0.0001 par value to 1,000,000,000 shares of Common Stock at \$0.0001 par value.

Also, on September 13, 2021, the Company issued 3,829 shares of Preferred Stock to an affiliate as payment in full for: (a) repayment of loans from an affiliate comprised of principal of \$539,084 and accrued interest of \$30,197 (combined \$569,281) and (b) a shareholder assuming the loan payable to a note payable to an affiliate comprised of principal of \$186,637 and accrued interest of \$9,871 (combined \$196,508). In aggregate, \$765,789 of loans and accrued interest were converted to 3,829 shares of Preferred Stock.

During November 2021, the Company issued 1,735,000 shares of Common Stock to persons or entities as payment in full for services rendered or to be rendered to the Company.

On March 31, 2022, the Company agreed to exchange \$299,401 in debt obligations to one of the Company's officers and relief from two of the Company's legal services providers in exchange for equity in the form of 3,000,000 common shares valued at \$0.10 per share for an equivalent aggregate value of \$300,000 to be delivered in the second quarter of this year subject only to administrative approval of the price per share by the Company's Valuation Committee (with \$0.10 per share being the value). The transaction enabled the Company to retire \$231,901 of debt due and owing to Mr. MacGregor and \$67,500 of accrued legal fees. The 3,000,000 common shares were granted to Mr. MacGregor on May 6, 2022.

## **B. Debt Securities, Including Promissory and Convertible Notes**

The Company does not have any debt securities, promissory notes, or convertible notes.

### **4) Financial Statements**

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

- U.S. GAAP
- IFRS

B. The financial statements for this reporting period were prepared by (name of individual):

Name:	Bannor Michael MacGregor
Title:	President, CEO, Chairman
Relationship to Issuer:	Director and executive officer

#### Index to Financial Statements

- Balance Sheet
- Statement of Income
- Statement of Cash Flows
- Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
- Notes to financial Statements

	<b>June 30, 2022</b>
<b>ASSETS</b>	
Current Assets	
Cash and Cash Equivalents	\$ 86,131
Accounts Receivable	126,250
Prepaid Expenses	7,070
<b>Total Current Assets</b>	<b>219,451</b>
IMM Loans Receivable, Net of Allowance of \$366,387	-
<b>TOTAL ASSETS</b>	<b>219,451</b>
<b>LIABILITIES AND STOCKHOLDERS' DEFICIT</b>	
Current Liabilities	
Accounts Payable and Accrued Expenses	128,265
Interest Payable - Related Party	-
Interest Payable - EIDL Loan	7,454
Note Payable - Related Party	-
Deferred Revenue	151,250
<b>Total Current Liabilities</b>	<b>286,969</b>
Economic Injury Disaster Loan, non-current	149,900
<b>Total Liabilities</b>	<b>436,869</b>
Stockholders' Deficit:	
Common Stock	470,473
Preferred Stock	-
Additional Paid In Capital	3,092,149
Accumulated Deficit	(3,780,040)
<b>Total Stockholders' Deficit</b>	<b>(217,418)</b>
<b>TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT</b>	<b>\$ 219,451</b>
<b>The notes are an integral part of these financial statements.</b>	

**AMERICAN PICTURE HOUSE CORPORATION****Statement of Operations (unaudited)**

	<b>6 Months Ended June 30, 2022</b>
Revenues	\$ -
Operating Expenses:	
General and administrative:	
Bank Service Charges	145
Computer and IT Expenses	8,164
Consulting Fees	22,500
Interest Expense	3,628
Licenses and Fees	156
Office Expense	1,256
Professional Fees	163,095
Rent	1,849
Transfer Agent Fees and Expenses	4,480
Travel Expenses	5,145
Total Expenses	210,418
Net Operating Loss	210,418
Net Loss	\$ 210,418
<b>The notes are an integral part of these financial statements.</b>	

<b>AMERICAN PICTURE HOUSE CORPORATION</b>	
<b>Statements of Cash Flows (unaudited)</b>	
	<b>6 Months Ended June 30, 2022</b>
Cash Flows from Operating Activities:	
Net Loss	\$ (210,418)
Activities:	
Change in operating assets and liabilities:	
Accounts Receivable	(126,250)
Prepaid Expenses	1,230
Accounts Payable and Accrued Expenses	119,450
Interest Payable - Related Parties	292
Interest Payable - EIDL Loan	2,788
Deferred Revenue	151,250
Net Cash Flows from Operating Activities	(61,658)
Cash Flows from Financing Activities:	
Repayment of Debt Borrowings - Related Parties	62,760
Proceeds from Debt Borrowings - Related Parties	(16,260)
Net Cash Flows from Financing Activities	46,500
Net Increase in Cash and Cash Equivalents	(15,158)
Cash and Cash Equivalents, Beginning of Period	101,289
Cash and Cash Equivalents, End of Period	\$ 86,131
Common Stock and Assumption of Liabilities by Related Party for Common	\$ 300,000
<b>The notes are an integral part of these financial statements.</b>	

**AMERICAN PICTURE HOUSE CORPORATION**

**Statements of Stockholders' Deficit (unaudited)**

	Common Stock		Preferred Stock		Additional Paid In Capital	Accumulated Deficit	Total Stockholders' Deficit
	Shares	Amount	Shares	Amount			
<b>Balance, December 31, 2021</b>	95,735,159	\$ 470,173	3,829	\$ -	\$ 2,792,449	\$ (3,569,622)	\$ (307,000)
Conversion of Notes Payable and Interest Payable to Related Party to Common Stock and Assumption of Liabilities by Related Party for Common Stock	3,000,000	300	-	-	299,700	-	300,000
Net Loss	-	-	-	-	-	(210,418)	(210,418)
<b>Balance, June 30, 2022</b>	<u>98,735,159</u>	<u>\$ 470,473</u>	<u>3,829</u>	<u>\$ -</u>	<u>\$ 3,092,149</u>	<u>\$ (3,780,040)</u>	<u>\$ (217,418)</u>

The notes are an integral part of these financial statements.

# American Picture House Corporation

## Notes to Financial Statements

For the Quarterly Report Ending June 30, 2022

(unaudited)

### Note 1 – Organization and Nature of Business

American Picture House Corporation (“the Company”) was organized on September 21, 2005. On December 4, 2020, the Company changed its name from Life Design Station, Intl. Inc. (“LDSI”) to American Picture House Corporation (“APHP”). The Company changed its state of domicile from Nevada to Wyoming on October 13, 2020.

The Company develops, options, and/or licenses intellectual properties related to the entertainment industry.

### Note 2 – Summary of Significant Accounting Policies

**Basis of Accounting** – The accompanying financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America.

**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.

**Cash and Cash Equivalents** – Cash and cash equivalents consist of cash in bank accounts.

**Accounts Receivable** – Accounts receivable primarily consist of trade receivables due from customers for consulting services. There was no bad debt expense and no allowance for doubtful accounts for the six months ended June 30, 2022.

**Revenue Recognition** – Currently, the Company’s revenue comes from a contract with a customer for consulting services. The Company accounts for a contract with a customer when there is an enforceable contract between the Company and the customer, the rights of the party are identified, the contract has economic substance, and collectability of the contract is considered probable. The Company’s revenue is measured based on consideration specified in the contract with each customer. There was no revenue recognized during the first six months of 2022. The Company will begin recognizing consulting revenue in the third quarter of 2022.

**Deferred Revenue** – Deferred revenue represents the amount billed to clients that has not yet been earned, pursuant to agreements entered into in current and prior periods. As of June 30, 2022, total net deferred revenue was \$151,250.

**IMM Technology License and Related Advances and Loans** – The Company is the holder of a perpetual Master License to technologies being developed by VASTECH Holdings LTD (U.K. Company Number: 08312665) (“VASTECH”) specifically referred to as "Inverse Magnetic Motor", an electric motor

technology intended for the automotive industry (the "IMM Technology"). The license covers the North American territories (individually and collectively, the "IMM Target Markets") and is for select target markets including electric vehicles, electric 2/3-wheelers, and medium duty/heavy duty electric vehicles. The license entitles the Company to issue sub-licenses to its licensees and/or key partners. The Master License grants certain rights to the Company including but not limited to the Company having the right to develop its own patents and/or products based on the IMM technology independently and/or with others and to integrate such technologies into motors for sale in the IMM Target Markets. The Company may also pass-along these rights which may be wholly and/or partially assigned to licensees and/or key partners if such is deemed appropriate by the Company. In conjunction with the grant of this license to the Company by VASTECH, the Company in its sole discretion, which may be withheld at any time, shall initially pay up to one million six hundred thousand pounds (£1,600,000.00) to VASTECH in advances against future licensing royalties ("the IMM Advances"). The IMM Advances will be treated as loans with a maximum term not to exceed one year and will carry an annual interest rate of six percent (6%) (the "Loans") which shall be made by the Company to VASTECH until such time as VASTECH validates its technology sufficiently to the Company, its licensees, and key partners. Acceptance of validation of the technology will be at the sole discretion of the Company which may be withheld for any reason and/or for no reason. If in the event VASTECH does not validate its technology, or the Company does not accept such Validation within one year of making such IMM Advances, such will be considered IMM Loans and will become fully due and payable immediately. VASTECH agrees to immediately repay the Company for all such IMM Advances and/or IMM Loans upon demand from the Company to VASTECH that such repayments must be made. Once the Company accepts validation, the IMM Loans shall convert to IMM Advances; but, not before such acceptance of Validation has been delivered by the Company to VASTECH in writing.

In December 2021, management of the Company re-evaluated the \$266,387 IMM Loans Receivable and, in managements' opinion, determined that this receivable should be fully reserved by an allowance for uncollectible accounts. Further, the Company has substantial doubt that VASTECH and/or its successors and affiliates will successfully commercialize the licensed technology. The license is carried on the Company's balance sheet at \$0.

**Income Taxes** – The Company utilizes the SFAS No. 109, "Accounting for Income Taxes," which requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the financial statements or tax returns. Under this method, deferred income taxes are recognized for the tax consequences in the future years of differences between the tax bases of assets and liabilities and their financial reporting amounts at each period and based on enacted tax laws and statutory tax rates applicable to the periods in which the differences are expected to affect taxable income. Valuation allowances are established, when necessary, to reduce deferred tax assets to the amount expected to be realized.

The Company is not current in its Federal and state income and franchise tax filings but anticipates completing all outstanding filings during 2022. Management believes net operating losses will be reported for tax years 2017-2021 and does not anticipate owing a material amount of taxes, penalties, or interest.

**Subsequent Events** – In preparing these financial statements, the Company has evaluated events and transactions for potential recognition or disclosure through August 12, 2022 (Note 8).

**Note 3 – Going Concern** – The accompanying financial statements have been prepared in conformity with generally accepted accounting principles which contemplates the realization of assets and the settlement of liabilities and commitments in the normal course of business. For the six months ended June 30, 2022, the Company incurred a net loss of \$210,418 and used cash in operations of \$61,658. These factors, among others, raise doubt about the Company's ability to continue as a going concern. The accompanying financial statements do not include adjustments to reflect the possible future effects

on the recoverability and classification of assets or the amounts and classification of liabilities that may result from an inability of the Company to continue as a going concern.

The Company has a limited operating history, which makes it difficult to evaluate our current business and future prospects. There have been no revenues generated from our business operations during the three most recent fiscal years and we expect to incur further losses in the foreseeable future due to costs associated with our business development. There can be no assurance that our operations will ever generate sufficient revenues to fund our continuing operations, or that we will ever generate positive cash flow from our operations, or that we will attain or thereafter sustain profitability in any future period. To mitigate this situation, the Company has a loan agreement to fund its month-to-month cash flow needs.

#### **Note 4 – Notes Payable**

##### Note Payable – Related Party

On March 31, 2022, the Company agreed to exchange \$299,401 in debt obligations to one of the Company's officers and relief from two of the Company's legal services providers in exchange for equity in the form of 3,000,000 common shares valued at \$0.10 per share for an equivalent aggregate value of \$300,000 to be delivered in the second quarter of this year subject only to administrative approval of the price per share by the Company's Valuation Committee (with \$0.10 per share being the value). The transaction enabled the Company to retire \$231,901 of debt due and owing to Mr. MacGregor and \$67,500 of accrued legal fees.

Also, during the second quarter of 2022, the Company borrowed and subsequently repaid and additional \$16,260 from Mr. MacGregor.

##### Economic Injury Disaster Loan

In March 2021, the Company executed an *Economic Injury Disaster Loan* ("EIDL") secured loan with the U.S. Small Business Administration under the EIDL program in the amount of \$149,900. The loan is secured by all tangible and intangible assets of the Company and payable over 30 years at an interest rate of 3.75% per annum. Installment payment of interest only will begin in September 2023.

#### **Note 5 – Equity**

As of June 30, 2022, the Company had 1,001,000,000 shares of capital stock authorized, consisting of 1,000,000,000 shares of Common Stock, par value \$0.0001, and 1,000,000 shares of Preferred Stock, par value \$.0001.

As of June 30, 2022, there were 98,735,159 shares of Common Stock issued and outstanding and 3,829 shares of Preferred Stock issued and outstanding.

The Common Stock, which has a one share one vote right with no other rights. There are no provisions in the Company's Articles of Incorporation, Articles of Amendment, or By-laws that would delay or prevent a change of control. The Board may from time to time declare, and the Corporation may pay, dividends on its shares in cash, property, or its own shares, except when the Corporation is insolvent, when the payment thereof would render the Corporation insolvent, or when the declaration or payment thereof would be contrary to any other state law restrictions.

The Preferred Stock that has: (i.) a first position lien against all of the Corporation's assets including but not limited to the Corporation's IP ("Intellectual Property"), (ii.) is convertible at a ratio of one to one hundred thousand (1 to 100,000) so that each one share of Preferred Stock may be exchanged for one

hundred thousand (100,000) Common Stock, (iii.) and that each share of Preferred Stock shall carry superior voting rights to the Corporation's Common Stock and that each share of Preferred Stock shall be counted as one million (1,000,000) votes in any Corporate vote and (iv.) and any other benefits as deemed necessary and appropriate at the time of such issuance.

#### **Note 6 – Contingencies and uncertainties/COVID-19 Pandemic**

**Risks and Uncertainties** – The Company's operations are subject to significant risks and uncertainties including financial, operational, and regulatory risks, including the potential risk of business failure. The Company does not have employment contracts with its key employees, including the controlling shareholders who are officers of the Company.

**Legal and other matters** – In the normal course of business, the Company may become a party to litigation matters involving claims against the Company.

The Company, Bannor Michael MacGregor, and a third party been named as defendants in a lawsuit brought in the state of New York. This legal action is still pending and the outcome of this litigation is unknown. Management is unable to reasonably estimated the amount of any loss, if any, and therefore no loss accrual has been recorded.

#### **Note 7 – Related Party Transactions**

The Company has agreed to indemnify Mr. MacGregor for all legal and professional costs originating from the lawsuit *Randall S. Sprung v. Bannor Michael MacGregor, Jeffery Katz, and Life Design Station International, Inc.* – Supreme Court of New York, County of Kings, Index No.: 504677/2019.

Regarding the IMM Technology License more fully described in Note 2, Mr. MacGregor was a member of the Board of Directors of VASTECH from March 8, 2017 until July 7, 2021. Mr. MacGregor also owns approximately 2.5% of VASTECH. Mr. MacGregor owns approximately 4.9% of Intellitech Pty Ltd, the now current owner of the VASTECH IMM Technology.

During the six months ended June 30, 2022, the Company incurred approximately \$60,000 of professional fees to a legal firm affiliated with a member of the Board of Directors. At June 30, 2022, the Company had \$35,066 unpaid to the legal firm.

On June 27, 2022, the Company entered into a services agreement with Ribo Music LLC *aka* Ribo Media ("Ribo Media") whereby the Company will assist Ribo Media in developing an online media platform which will deliver music and eventually movies directly to consumers via their smart devices for a fee of \$151,250. As of June 30, 2022, the Company had received \$25,000 with the remainder due and payable before December 31, 2022. Mr. Blanchard, a director of the Company and its Secretary/Treasurer and Mr. Battles, a director of the Company are both Managing Members and controlling Shareholders in Ribo Media.

Mr. MacGregor, the Company's President, is also the Managing Manager of the of the trustee of The Noah Morgan Private Family Trust and the Managing Member of the trustee of the Bold Crayon Private Family Trust. In November of 2021, the two trusts entered into a private stock exchange agreement whereby The Noah Morgan Private Family Trust transferred 44,000,000 shares of Common Stock in the Company to the Bold Crayon Private Family Trust. The Bold Crayon Private Family Trust currently maintains ownership for 2,933,215 of the aforementioned shares. As part of this private stock exchange agreement, the Bold Crayon Private Family Trust, as the controlling shareholder of Bold Crayon Corporation, agreed in principal to: (i.) act as a designated American Picture House developer of IP and pledged to become a WGA signatory, (ii.) grant the Company the right of first refusal to produce six titles owned by Bold Crayon, and

(iii.) Bold Crayon may further at its sole discretion grant certain beneficial ownership to a Bold Crayon produced feature film at Bold Crayon's sole discretion at such time as the Company and Bold Crayon mutually agree to the Company. The Company was not a party to the aforementioned private stock exchange agreement and no incremental shares of Common Stock were issued as a result of this transaction.

## **Note 8 – Subsequent Events**

Management has evaluated subsequent events through the date of these financial statements to which these notes are attached. Except as noted below, management believes that no significant events have occurred subsequent to the balance sheet date that would have a material effect on the consolidated financial statements thereby requiring adjustment or disclosure.

During July 2022, Mr. MacGregor loaned the Company \$50,000 pursuant to a promissory note. The Company intends to utilize these funds to help finance production of a feature film scheduled to begin production in August 2022. As of the date of this filing, the Company has not entered into any contracts related to development and production of this film. Given the early stage of this proposed production activity, there is no guarantee the film will be produced or the financial implications of this effort.

## **5) Issuer's Business, Products and Services**

A. American Picture House Corporation *aka* American Picture House Pictures ("APHP") (the "Company") plans to be a premiere entertainment company and is managed by astute financiers and supported by seasoned creatives. The Company plans to partner with top filmmakers, showrunners, and content developers to develop, package, finance, and produce high-quality feature films and shows with broad-market appeal. The Company's management and advisors have relationships with major studios, Streamers, leading talent agencies, and proven foreign sales companies, which will empower the Company to offer A-list creatives (and convincing up-and-comers) the opportunity to partner with a financier/producer who values passion and imagination and understands profitability. The Company plans to specialize in mid-budgeted productions where more than 100% of the budget can be collateralized by a film's or show's IP, unsold licensing sales projections, pre-sold licensing contracts, incentive agreements, tax rebates, and grants. The Company's management and advisors will use these assets to limit risk and guarantee greater profitability. The Company will strive to become synonymous with creative ability and financial sophistication.

The Company has optioned IP with the intent to co-finance and co-produce feature films and limited series shows. The Company maintains Master License and is a sublicensee of certain e-motor technologies for the automotive markets in North America. The Company does not anticipate that the underlying e-motor technology will be validated during the foreseeable future.

The Company is exploring other opportunities to develop or license other intellectual properties for commercialization and distribution. At present, the Company does not have any employees and has had limited operating results during the preceding two years.

B. The Company does not have any subsidiaries, parents, or affiliated companies.

C. The Company will develop, option, and/or license intellectual properties (*e.g.*, screenplays, technologies, *etc.*) for commercialization and distribution, including the right to finance and co-produce feature films and/or limited series shows.

The Company will offer Indie filmmakers, showrunners, and other entertainment industry developers and promoters “A One-Stop Solution” and provide independent content creators a veteran co-finance/producer-partner with which to navigate the film or show making process, from the inception of an idea to the final distribution of the film or show. The Company will collaborate in development, assist with acquisitions, secure intellectual property (“IP”), create packaging, procure financing, handle co-production, direct sales and marketing, secure print & advertising, negotiate distribution and output deals, and procure or develop software, leaving the "Creatives" the freedom to make great, commercially viable, films or shows.

On June 27, 2022, the Company entered into a services agreement with Ribo Music LLC aka Ribo Media where the Company would assist Ribo Media in developing an online media platform which will deliver music and eventually movies directly to consumers via their smart devices.

Additionally, the Company holds a Master Licensor and sublicensee of certain development stage e-motor technologies for the automotive markets in North America. The Company has substantial doubt that VASTECH and/or its successors and affiliates will successfully commercialize the licensed technology.

## **6) Issuer’s Facilities**

The Company does not own or lease any tangible assets, properties, or facilities. The Company maintains two virtual offices one in New York, NY and one in Los Angeles, CA.

## 7) Company Insiders (Officers, Directors, and Control Persons)

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
Bannor Michael MacGregor	<i>Chairman, CEO, President</i>	Durham, NC	39,965,952 3,849	Common (1) Preferred (2)	40.477% 100.000%
Michael Blanchard (3)	<i>Director, Secretary, Treasurer</i>	Littleton, MA	3,670,000	Common	3.717%
Donald J. Harris	<i>Director</i>	Raleigh, NC	3,117,240	Common	3.157%
Michael Wilson	<i>Director</i>	Denville, NJ	100,000	Common	0.101%
Peter Conway (4)	<i>Director</i>	Acton, MA	48,000	Common	0.049%
Philip Quartararo	<i>Director</i>	Bell Canyon, CA	20,000	Common	0.020%
Timothy Battles (3)	<i>Director</i>	Groton, MA	4,430,000	Common	4.487%
J. David Dubin	<i>Director</i>	New York, NY	20,000	Common	0.020%
A. John Luessenhop	<i>Director</i>	Amagansett, NY	20,000	Common	0,020%
Damian Gill (5)	Shareholder	Melbourne, AUS	6,500,000	Common	6.583%
Donald & Janet Gundermann	Shareholder	Palm Beach, FL	6,000,000	Common	6.077%

- (1) Mr. MacGregor owns 3,000,000 common shares of the Company which represents 3.038% of the Common Stock of the Company. Mr. MacGregor is a Managing Manager of Hyperion Sprung Private Family Trust Management Company, LLC, trustee of The Noah Morgan Private Family Trust which owns 31,032,737 common shares of the Company which represents 31.430% of the Common Stock of the Company. Mr. MacGregor is a Managing Member and a shareholder of Duncan Morgan LLC which owns 3,000,000 common shares of the Company which represents 3.038% of the Common Stock of the Company. Mr. MacGregor is the Managing Manager of Bold Crayon Family Trust Management Company, LLC, trustee of The Bold Crayon Private Family Trust which owns 2,933,215 common shares of the Company represents 2.971% of the Common Stock of the Company. Mr. MacGregor's common shares and the shares of these three entities, in aggregate, hold 40.477% of the Common Stock of the Company.
- (2) Preferred shares are convertible at a ratio of one to one hundred thousand (1 to 100,000) so that each one share of Preferred Stock may be exchanged for one hundred thousand (100,000) Common Stock. Further each share of Preferred Stock shall carry superior voting rights to the Corporation's Common Stock and that each share of Preferred Stock shall be counted as one million (1,000,000) votes in any corporate vote.
- (3) Mr. Blanchard and Mr. Battles are Managing Members of Ribo Music, LLC a current client of the Company.
- (4) Mr. Conway is a Managing Member of PC2 Consulting LLC which owns 48,000 common shares of the Company which represents 0.049% of the Common Stock of the Company.
- (5) Upon information and belief, Damian Gill is a director and shareholder of North Star Capital Pty Ltd which owns 3,500,000 common shares of the Company and Black Rock Capital Pty Ltd which owns 3,000,000 common shares of the Company, these two entities, in aggregate, hold 6.583% of the Common Stock of the Company. Mr. Gill is also a director and shareholder in Vastech Holdings Ltd and Intellitech Pty Ltd, the past and present owners, respectively, of the VASTECH IMM technology licensed by the Company.

## 8) Legal/Disciplinary History

A. No persons or entities listed above have, in the past 10 years, been the subject of:

1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);
2. The entry of an order, judgment, or decree, not subsequently reversed, suspended, or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended, or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities;
3. A finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding, or judgment has not been reversed, suspended, or vacated; or
3. The entry of an order by a self-regulatory organization that permanently or temporarily barred, suspended, or otherwise limited such person's involvement in any type of business or securities activities.

B. Pending Legal Proceeding(s).

*Randall S. Sprung v. Bannor Michael MacGregor, Jeffery Katz, and Life Design Station International, Inc.* – Supreme Court of New York, County of Kings, Index No.: 504677/2019

This action instituted by Randall Sprung against the Defendants on March 4, 2019, to recover monies he alleges are owed by Defendants (Counter-Plaintiffs) pursuant to written agreements to purchase stock and to provide consulting services between the parties. Defendants Bannor Michael MacGregor and Life Design Station International, Inc. ("LDSI") (Counter-Plaintiffs) have filed counterclaims to recover damages they have incurred as a direct result of Sprung's failure to properly perform his obligations and duties under the written agreement between the parties. While the case was filed in March 2019, due to the COVID-19 pandemic it is still in its infancy.

In February 2022, Plaintiff Sprung passed away. The Court has yet to substitute Plaintiff's estate for Plaintiff as the real party in interest but is expected to do so soon. The Defendants intend to pursue their counterclaims and to defend against Plaintiff's claims vigorously.

## 9) Third Party Providers

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

### Securities Counsel

Name: Jackson L. Morris, Esq.  
Office Address: 3116 W. North A Street, Tampa, FL 33609  
Mailing Address: 26 21st Avenue SE, St. Petersburg, FL 33705  
Phone: 813-892-5969  
Email: [jackson.morris@rule144solution.com](mailto:jackson.morris@rule144solution.com)

**10) Issuer Certification**

***Principal Executive Officer and Principal Financial Officer:***

I, Bannor Michael MacGregor, certify that:

1. I have reviewed this quarterly June 30, 2022 Disclosure Statement of American Picture House Corporation;
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 12, 2022



Bannor Michael MacGregor