

COJAX OIL & GAS CORP

FORM S-1 (Securities Registration Statement)

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SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-3
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

UNITED AIR AND OAS CORPORATION
(Exact name of registrant as specified in its charter)

INCORPORATED IN	INCORPORATED IN	INCORPORATED IN
State of California	State of California	State of California
(Name of jurisdiction of incorporation or organization)	(Name of jurisdiction of incorporation or organization)	(Name of jurisdiction of incorporation or organization)
	2000 Wilshire Boulevard, Suite 400 Beverly Hills, California 90210 (Address, including zip code, and telephone number of registrant's principal executive office)	
	Jeffrey J. Davis Chairman and Chief Executive Officer United Air and OAS Corporation 2000 Wilshire Boulevard, Suite 400 Beverly Hills, California 90210 (Name, address, including zip code, and telephone number, including area code, of agent for service)	
	Mark Green, Jr. General Counsel The Green Law Group, P.C. 100 Wilshire Boulevard, Suite 400 Beverly Hills, California 90210 (Name, address, including zip code, and telephone number, including area code, of counsel to registrant)	

Approximate date of commencement of proposed sale to the public: from time to time after the effective date of this registration statement, as determined by the selling stockholders.

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 424 under the Securities Act of 1933 check the following box: [X]



If this form is filed to register additional securities for an offering pursuant to Rule 405(d) under the Securities Act, please check the following box and file the Securities Act registration statement number of the earlier effective registration statement for the same offering. If this form is a post-effective amendment that pursuant to Rule 405(d) under the Securities Act, check the following box and file the Securities Act registration statement number of the earlier effective registration statement for the same offering. [] If this form is a post-effective amendment that pursuant to Rule 405(d) under the Securities Act, check the following box and file the Securities Act registration statement number of the earlier effective registration statement for the same offering. [] Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 405 of the Exchange Act. (Check one)

Large accelerated filer	[]	Accelerated filer	[]
Non-accelerated filer	[X]	Smaller reporting company	[X]
		Emerging growth company	[X]

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 10(b) of the Exchange Act. []

CALCULATION OF REGISTRATION FEE

	Amount to be Registered (\$)	Proposed Registration Fee (\$)	Amount of Registration Fee (\$)
Value of Securities to be Registered			
Common Stock, \$0.001 per share	1,250,000	\$	\$
Preferred Stock, \$0.001 per share	1,250,000	\$	\$
Total	2,500,000	\$	\$

[1] Pursuant to Rule 405(d) under the Securities Act of 1933, as amended (the "Securities Act") the registrant is also registering an indeterminate number of additional shares of common stock that may be received as a result of stock splits, stock dividends or similar stock splits.

[2] Indicated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 405(d) under the Securities Act based upon the sale price of shares of common stock sold at a price per share of \$0.001.

The registrant hereby certifies that this Registration Statement on each date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter have accordance with Section 405 of the Securities Act of 1933, or until this Registration Statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to Section 405, may determine.



The information contained in this prospectus is not complete and may be changed. A registration statement relating to these securities has been filed with the Securities and Exchange Commission and these securities may not be sold until that registration statement becomes effective. This prospectus is not an offer to sell these securities and it is not offering to offer to buy these securities in any state where the offer or sale is not permitted.

PROSPECTUS INDENTURE
Subject to Completion, dated June 28, 2023

ISSUE OF AND SALE OF COMMON STOCK

This prospectus relates to the sale by the selling shareholders identified in this prospectus (the "selling shareholders") of 1,000,000 shares of our common stock. See the section of this prospectus, "Selling Shareholders" for additional information about the selling stock. The registration of the shares of our common stock covered by this prospectus does not necessarily mean that any shares of our common stock will be sold by any of the selling shareholders, and we cannot predict when or in what amounts any of the selling shareholders of our shares of common stock offered by this prospectus.

There is not currently and there has never been any established public trading market for our common stock. Our common stock is not currently eligible for trading on any national securities exchange, including the NASDAQ Stock Market, or any over-the-counter market, including the OTC Markets—OTCQB Inc. or OTCBX. We cannot assure you that our common stock will become eligible for trading on any exchange or market.

OTC and stock in our common stock is quoted on the OTCBB for over-the-counter public trading under different symbols. The selling shareholders identified herein may only sell their shares of our common stock pursuant to this prospectus at a fixed price of \$2.00 per share. At and after such time, the selling shareholders may sell all or a portion of their shares through public or private transactions at prevailing market prices or at privately negotiated prices.

The Company intends to apply for approval from the Financial Industry Regulatory Authority ("FINRA") for our common stock to be eligible for trading on any of the OTC Markets Inc. However, there is no assurance that the Company will receive approval, and if it does receive such approval, there can be no assurance that trading market will develop, or if developed, that it will be sustained.

We will pay all fees and expenses incident to the registration of the resale of shares of our common stock under this prospectus. The Company does not sell any shares of its common stock under this prospectus and will not make or permit to be made any sale by the selling shareholders, all of proceeds from the sale or other disposition of the shares of common stock sold by the selling shareholders covered by this prospectus will go to the selling shareholders. The Company will "The selling shareholders may be deemed "customers" within the meaning of the Securities Act of 1933, as amended (the "Securities Act"), in connection with the resale or other disposition of the shares of common stock covered by this prospectus.

Investing in our common stock involves a high degree of risk. Before making any investment decision, you should carefully review and consider all the information in this prospectus and the documents incorporated by reference herein, including the risks and uncertainties described under "Risk Factors" beginning on page 26.

Neither this prospectus nor associated communications nor any other securities commission has approved or disapproved of these securities or the fairness of this prospectus or the truthfulness or completeness of any representations to the contrary in a criminal, civil, or



We may amend or supplement this prospectus from time to time by filing amendments or supplements as required. You should read the entire prospectus and any amendments or supplements carefully before you make your investment decision.

The Company qualifies as an "emerging growth company" as defined in the Securities Exchange Act which became law in April 2012 and will be subject to reduced public company reporting requirements. See *Prospectus Summary—Implications of Being an Emerging Growth Company* on page 10 of this prospectus.

The date of this prospectus is June 1, 2015.

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You should rely only on the information contained in this prospectus or a supplement to this prospectus. We have not authorized anyone to provide you with different information. This prospectus is not an offer to sell securities, and it is not soliciting an offer to buy securities, in any jurisdiction where the offer or sale is not permitted. You should not assume that the information contained in this prospectus or any supplement to this prospectus is accurate as of any date other than the date on the front cover of these documents.

[illegible]

statements, they are neither statements of historical fact nor guarantees of assurance of future performance. We caution you therefore against relying on any of these forward looking statements. The outcome of the events described in these forward looking statements is subject to risks, uncertainties, and other factors described in the section entitled "Risk Factors" of this prospectus. Should one or more of these risks or uncertainties materialize, or should the underlying assumptions prove incorrect, actual results may differ significantly from those anticipated, believed, estimated, expected, intended or planned.

Factors or events that could cause our actual results to differ may emerge from time to time, and it is not possible for us to predict all of them. We cannot guarantee future results, levels of activity, performance or achievements. Except as required by applicable law we do not intend to update any of the forward-looking statements to conform these statements to actual results.

Commonly Used Defined Terms

As used in this prospectus, unless the context indicates or otherwise requires, the following terms have the following meanings:

"AND" means joint and several obligation

¹ "Kardian" means Kardian Energy, L.L.C., a Mississippi limited liability company, our wholly owned subsidiary.

"Barker Oil Rights" means the crude oil and natural gas exploration and production leases and rights owned or controlled by Barker (as more fully described under **"Business - Barker Oil Rights"** below). Barker does not own the underlying real estate.

Heat means the energy transferred between two systems. The quantity of heat required to raise the temperature of a one-pound mass of water by one degree of Fahrenheit

¹ "Btu" means one British thermal unit, the quantity of heat required to raise the temperature of a one-pound mass of water

¹⁰Translation of "W" means the U.S. Securities and Exchange Commission.

"Commission" or "SEC" means the U.S. Securities and Exchange Commission

"Translocate" means the process of treating a drilled well followed by the installation of permanent equipment for the production of natural gas or oil, or in the case of a dry hole, the reversion of abandonment to the appropriate owner.

¹ "Completion" means the process of treating a drilled well followed by the installation of permanent equipment for the production of natural gas or oil, or in the case of a dry hole, the reporting of abandonment to the appropriate regulatory authority.

¹“C.D.P.” means Central Operating, L.L.C., a privately-held Mississippi limited liability company, and the former owner of the Station.

¹ "Deep-dill well" or "deep-drilling rig" means an oil well capable of drilling to depths of approximately 22,000 feet or more.

***Developed acreage** means the number of acres that are allocated or assignable to productive wells or wells capable of production.

*YTD means the sum of revenues remaining as of a given date and curve.

"field" means an area consisting of a single reservoir or multiple reservoirs all grouped in, or related to, the same individual geological structural feature or stratigraphic condition. The field name refers to the surface area, although it may refer to both the surface and the underground production formations.

"formation" means a type of rock which has distinct characteristics that differs from nearby rocks.

"gas" means natural gas.

"Gulf States Oil Region" means the areas where oil and gas leases, drilling and production rights which are located in the breakwater "field." The breakwater "field" extends from Texas to the Florida Panhandle along the Gulf Coast Region - both onshore and offshore. The breakwater "field" is a major oil and gas production formation in the Gulf States and the principal source of oil and gas. Also the Persian Gulf, the breakwater "field" was rich oilfields formed by deposits from warm ocean waters covering the continental shelf area in the southern Gulf States Region during the Cretaceous Period.

"horizontal drilling" means a drilling technique used in certain formations where a well is drilled vertically to a certain depth and then drilled at a right angle within a specified interval.

"oil" means crude petroleum under field of operations.

"oilfield" means one oilfield area.

"oilfield" means one oilfield area field of natural gas.

"oil" means crude oil that has not been refined or processed.

"oil" means the liquid portion of petroleum-bearing materials.

"production well" means a well that is found to be capable of producing hydrocarbons in sufficient quantities such that presents favorable odds of the production exceed production expenses and taxes.

"Prognosis" means a specific geographic area where, based on supporting geological, geophysical or other data and also preliminary economic analysis using reasonably anticipated prices and costs, is deemed to have potential for the discovery of commercial hydrocarbons.

"Proved reserves" means the estimated quantities of oil and natural gas which geological and engineering data demonstrate with reasonable certainty to be commercially recoverable in future years from known reservoirs under existing economic and operating conditions.

"Proved undeveloped reserves" or "PUDs" means proved reserves that are expected to be recoverable from one well or another single or from existing wells where a relatively large expenditure is required for development.

"unconventional" means the process of re-entering or reworking existing reservoirs that is either producing or not producing and completing new reservoirs in an attempt to establish or increase existing production.

"unconventional" means a porous and permeable underground formation containing a detectable accumulation of producible oil and/or natural gas that is confined by impermeable rock or water barriers and is separate from other reservoirs.

"unconventional" means quantities of oil and gas estimated to exist in relatively occurring accumulations. A portion of the resources may be estimated to be recoverable, and another portion may be considered to be unrecoverable. Resources include both discovered and undiscovered accumulations.

"Available BCF" means the discounted sum of BCFs as measured.

"Unrealized reserves" means the present value, discounted at 10% per year, of estimated future net revenues from the production of proved reserves, computed by applying sales prices stated in estimating present oil and gas reserves to the present quantities of those reserves in effect as of the date of such estimates and then discounting through the production life of the reserves through the summation of future price changes to the extent permitted by contractual arrangements in connection with such sales, but excluding the estimated future costs to be incurred in obtaining, producing and delivering the product, which are computed based on year-end costs and assuming no inflation of working interests (including a future interest base) are calculated by applying the applicable year-end industry based and state volume to the well contributions of liquid hydrocarbons (including, to gas, the future net unit heat, and oil of the first barrel of gas reported) based on allocation of production for development interest for present oil and gas reserves.

"Spending" means the difference between wells producing from the same reservoir. Spending is often expressed in terms of acres, e.g., 400-acre spending, and is often established by regulatory agencies.

"Underdeveloped reserves" are reserves that are expected to be recovered from new wells on un drilled acreage, or from existing wells where a relatively minor expenditure is required. Reserves in such that acreage shall be limited to those directly offsetting development drilling activity that are reasonably certain of production when drilled, unless evidence shows that exploration is necessary. Activities of existing production of proved reserves, including facilities can be described as being underdeveloped reserves only if a development plan has been adopted indicating that they are scheduled to be drilled within five years, unless the specific circumstances justify a longer time frame in circumstances that otherwise for underdeveloped reserves be attributable to any acreage for which an application of fluid injection or other improved recovery techniques is contemplated, when such acreage has been proved effectively by field operations (for same reservoir) or an analogous reservoir, or by other evidence using reliable technology, including reasonably certain.

"Unit" means the pooling of all or substantially all interests in a reservoir or field, rather than a single tract, to provide for development and operation without regard to separate property interests. Also, the area covered by a unitization agreement.

"Working interest" means a proportionate share in a project or reserves.

"Working interest owner" means the right granted to the owner of a property to explore for, and to produce and own hydrocarbons or other minerals. The working interest owner bears the exploration, development, and operating costs on either a sole, joint, or carried basis.

This summary only highlights the more detailed information appearing elsewhere in this prospectus. As this is a summary, it does not contain all of the information that you should consider in making an investment decision. You should read this entire prospectus carefully, including the information under "Risk Factors" and our financial statements and the related notes included elsewhere in this prospectus, before investing.

Coltec was incorporated November 18, 2017, under the laws of the Commonwealth of Virginia with the business purpose to acquire oil drilling and production rights to properties with oil reserve reports showing sufficient oil reserves to justify drilling and to produce crude oil for sale to any available domestic or international buyers. Since incorporation, we have been engaged in evaluating and pursuing possible acquisitions of oil leases and rights and exploring the availability of third-party funding for our business plan. Prior to the acquisition of Karamba, we have not had any revenue-generating operations. The acquisition of Karamba is the first and only current acquisition of oil and gas exploration and production leases and rights as of the date of this prospectus.

We are an early-stage independent oil and gas company focused on commercial operations in the acquisition, development and production of crude oil from assets in the Gulf States Drilling Region. We are focused on establishing profitable oil exploration and production operations by acquiring the right, by lease or assignment, to drill, extract and, and sell. We may extract and sell oil from time to time, but any gas production would be secondary and not significant business line. Our long-term goal is to create shareholder value by identifying and acquiring a portfolio of low-risk assets with attractive economic profiles, and our short-term goal is to identify and complete an early acquisition of producing oil and gas assets in the Gulf States Drilling Region and then use sufficient working capital to establish dry wells and develop existing oil reserves. We focus on acquiring drilling regions because of the quality of the oil and the ability to typically access without fracking and its history of drilling resulting of production without an immediate presence of dry wells or leased drilling. We do not intend to do exploratory drilling, which is expensive and typically can only be afforded by the larger oil production companies. However, our meetings with that producing oil, exploratory drilling may develop the presence of oil and to reduce the risk of establishing dry drilling rigs.

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Implications of Being an Emerging Growth Company

We qualify as an "emerging growth company" as defined in the Jumpstart for Business Startups Act of 2012, or the JOBS Act. As an emerging growth company we may take advantage of specified reduced disclosure and other requirements that are otherwise applicable generally to public companies. These provisions include:

- a requirement to provide only two years of audited financial statements in addition to any required unaudited interim financial statements with correspondingly reduced "Management's Discussion and Analysis of Financial Condition and Results of Operations" disclosures;
- reduced disclosure about certain compensation arrangements;
- an exemption relating solely to an issuer's compensation of sales personnel arrangements; and
- an exemption from the auditor attestation requirements in the provision of internal controls over financial reporting.

We may take advantage of these provisions for up to five years or such earlier time that we are no longer an emerging growth company. We would cease to be an emerging growth company on the date that is the earliest of: (i) the last day of the first year in which we had total annual gross revenues of \$1.07 billion or more; (ii) the last day of the year following the fifth anniversary of the date of the completion of our initial public offering; (iii) the date on which we had raised more than \$1 billion in nonconvertible debt during the previous three years; or (iv) the date on which we are deemed to be a large accelerated filer under the rules of the SEC.

To the extent that we continue to qualify as a "smaller reporting company" as such term is defined in Rule 12b-2 under the Securities Exchange Act of 1934 (the "Exchange Act"), after we cease to qualify as an emerging growth company, certain of the exemptions available to us as an emerging growth company may continue to be available to us as a smaller reporting company, including (i) our being required to comply with the auditor attestation requirements of Section 404(b) of the Securities Exchange Act; (ii) certain reduced compensation disclosures; and (iii) the requirement to provide only two years of audited financial statements, instead of three years.

CONSENT OF THE OFFICERS

The following is a summary of the officers being offered by the Selling Stockholder as:

Executive Vice President for Selling Stockholder	1,000,000 shares of Common Stock, consisting of 1,000,000 shares issued to former members of the Board, upon the consummation of the Acquisition; (ii) 1,000 shares issued to director and officer of the Company; (iii) 100,000 shares issued to Knowledge Securities Corporation and its affiliate as compensation awarded in connection with the Acquisition; (iv) 100,000 shares issued to consultants for services; and (v) 20,000 shares issued to investors pursuant to the Private Offering.
Executive Vice President for Selling Stockholder	1,000,000 shares.
Offering agent	The Selling Stockholder may sell their shares at a fixed price of \$1.00 per share until such time as our common stock is quoted on the NYSE, NASDAQ, OTCBB, etc., or OTCBB, or another public trading market for our common stock otherwise described. At and after such time, the Selling Stockholders may sell all or a portion of their shares through public or private transactions at prevailing market prices or at prices negotiated in private.

Use of proceeds	We will not receive payments from the sale of shares of our common stock by the selling shareholders.
Redemption	You should carefully read the Section "Redemption" in this prospectus for a discussion of factors that you should consider before deciding to invest in our common stock.

The number of shares of our Common Stock that will be outstanding immediately after this offering is based on 4,000,000 shares of Common Stock outstanding as of June 30, 2023 and includes 80,000 shares of Series A Convertible Preferred Stock (the "Series A Preferred Stock") that have the right to convert into shares of Common Stock.

You should carefully consider the risks and uncertainties described below, together with all of the other information in this prospectus. If any of the following risks are realized, our business, financial condition, results of operations and prospects could be materially and adversely affected, the value of our common stock could decline, and you may lose all or part of your investment. The risks described below are not the only risks facing the Company. Risks and uncertainties not currently known to us or that we currently deem to be immaterial also may materially adversely affect our business, financial condition, results of operations and/or prospects.

Since its incorporation in November 2017, Coate has never had any revenue-generating operations. Although we acquired Barrick's business pursuant to the Acquisition on November 17, 2020, Barrick's drilling operations are minimal and commenced in 2019. There is insufficient operating history for investors to adequately evaluate these companies as an oil and gas producer company, either combined or as separate entities. While Barrick Oil Rights have a longer history of production, that history was minimal in terms of production and does not reveal the potential of production and profitability of Barrick Oil Rights. The lack of operating history increases the risk of investing in the shares of our Common Stock. Further, the lack of a more extensive operating history may discourage lenders or funding sources from providing working capital to Coate or Barrick. There is no assurance that the Barrick Oil Rights will produce oil on a profitable basis, even with deep drilling rigs. Investors should carefully consider the lack of operating history of Coate and Barrick and the lack of any significant production from the Barrick Oil Rights prior to making an investment decision to invest in the Company.

The underlying exploration and production business is capital intensive to the cost of experienced personnel, equipment and other assets required to drill, produce and/or store oil, regulatory compliance costs, potential liability exposures and financial impact, and risk of drilling operations is to market prices and predatory pricing by competitors. Drilling requires an upfront payment of operational costs with no guarantee that actual production will cover such expenses. "Dry" holes for the first and/or second well could deplete any cash on hand and require additional financing. The success of our business is substantially based on our estimates as a result of our own drilling, and other things, such as market prices, actual production, the availability of drilling equipment and personnel, and regulatory, technological, and competitive developments. Neither Coda nor Hammer has cash flow or cash resources sufficient to fund more extensive and deep drilling operations on multiple DRMs. While we will seek such funding, there can be no assurance that we can obtain funding that will be sufficient to fund deep dry DRMs, which are needed to produce any significant volume of oil and/or natural gas.

Future cash flow from our operations and access to capital are subject to a number of variables, including: (i) the market prices at which our oil production is sold; (ii) our proved reserves; (iii) the level of hydrocarbons we can produce from any future oil wells; (iv) our ability to acquire, locate and produce new oil reserves; (v) the levels of our operating expenses; (vi) reduction and stabilization of the impact of COVID-19 pandemic's ongoing disruption of and reduction in the U.S. and global demand for oil.

Due to our customer model of operations, we will be subservice to any facility to engage or retain qualified operational personnel for new or existing drilling operations.

Our operations plan depends on a management/customer approach to operate all rigs. We may be unable to locate or retain a sufficient number of qualified independent contractors to operate a new or existing oil rig. Finding and engaging qualified independent contractors will be essential to maintaining, expanding, and sustaining drilling operations. Even so, we will, if practical, depend on new or new crew or rig in the short or operations after using sufficient working capital and ability to engage or retain qualified independent contractors and be potentially liable to our efforts to maintain increased market growing operations. The use of independent contractors also poses the risk of such personnel leaving for more lucrative opportunities with competitors or other oil producers. Many of our competitors can afford more flexible compensation packages to entice personnel. We do not have the resources to effectively compete against larger competitors for operational personnel, especially against competitors with huge cash resources to their capital that are able to offer attractive financial incentives to employees.

Use of key operational personnel could cause suspension of any expanded drilling operations.

The Company does not have key crew resources or the suitable cash to study employ or engage experienced, full-time outside senior management personnel. The loss of key personnel, including operational personnel of ODP used to manage Director's oil production business, or ODP which is critical to manage Director's oil drilling and production, could adversely affect the Company's ability to manage operations and implement the Company's business plan.

If Director produces oil in a new extension and regular basis from enhanced drilling operations, the marketability of oil production will be dependent upon transportation and other facilities, extent of which Director does not control if these facilities are unavailable, our operations could be interrupted, and our revenues reduced.

The marketability of oil production will depend upon the availability, proximity, and capacity of transportation facilities owned by third parties. No oil production will be transported from the wellhead to gathering systems. The oil will then be transported by the pipeline by truck or other means to a transportation facility. Neither ODP nor Director will control most of these third-party transportation means and facilities, and access to them may be limited or denied. If in the future, the Company is unable, for any sustained period, to implement acceptable delivery or transportation arrangements to transport production from the ODP facilities, it may be required to shut its oil production. This will result in a suspension, or an inability to obtain. Separable from the delivery of the oil production, vessel capacity and availability affect our ability to permit or obtain revenues from operations and to permit or obtain revenues from drilling operations.

With our operations of exploration and drilling, we will eventually need to replace existing oil reserves with new oil reserves and develop those oil reserves. Finding, that, oil reserves and production will decline, which would ultimately affect future cash flow and results of operations.

Even as reserves of production from producing oil reserves generally will be characterized by declining production rates that may dampen rates of reserve characteristics and other factors, unless the Company conducts successful exploration and development activities or continually acquires properties containing abundant reserves, proved reserves would decline as those reserves are produced. Future reserves and production, and therefore future cash flow and results of operations, are highly dependent on the success in effectively discovering, evaluating, and economically drilling or mining additional reserves or reserves. We may not be able to identify, find, or acquire sufficient additional reserves to replace our current and future production. If we are unable to replace reserves and future oil production, the value of existing reserves will diminish, and business, financial conditions, and results of operations would be materially and adversely affected.

Several studies do not guarantee that oil or hydrocarbons are present in a formation, and production is uncertain quantities.

Oil exploration and production companies, like we are, rely on seismic studies to assist in assessing prospective drilling opportunities on oil and gas properties, as well as on properties that a company may acquire. Such seismic studies are among an interpretative tool and do not constitute a guarantee for future reserves or potential oil, if proved, and gas reserves or profitable quantities.

A substantial percentage of Ketchikan's proved reserves consist of undeveloped reserves.

As of the end of the third fiscal year, approximately 85% of Ketchikan's proved reserves were classified as proved undeveloped reserves. These reserves may not ultimately be developed or produced. As a result, we may not find commercially viable quantities of oil and natural gas, which in turn may have a material adverse effect on Ketchikan's results of operations.

The potential risk of availability of oil and oil drilling rigs, equipment, supplies, personnel, and costs of third services could adversely affect our ability to execute on a timely basis exploration and development plans within any budget.

We may encounter an increase in the cost of acquiring needed drilling rigs, equipment, and supplies. Larger producers may be more likely to secure access to such equipment by offering more lucrative terms. If we are unable to acquire access to such resources or our access access only at higher prices, our ability to conduct oil reserves may take time needed to identify, and the cost of producing from those oil reserves could increase significantly, which would adversely affect levels of operations and financial condition. Ketchikan's current drilling operations are limited, and availability of essential drilling assets may not become a risk factor until such time as we increase drilling operations.

Any operational decline in oil market prices could adversely affect the Company's financial, operational condition, results of operations and our ability to meet capital expenditure obligations and financial commitments.

The price that Ketchikan receives for oil production will fluctuate depending on, among other things, supply and demand, and the price of oil production. Oil is a commodity, and its price may fluctuate widely in response to relatively minor changes in the supply of and demand for oil and market uncertainty. If the Company is unable to obtain needed capital or financing on satisfactory terms, its ability to develop future reserves will be adversely affected. If drilling operations are curtailed, then the Company may be unable to continue to build reserves and drilling rigs that are considered to be long-term assets. In such a situation, a sustained or extended decline in commodity prices may negatively impact Ketchikan's financial condition, results of operations, liquidity, and ability to meet payment obligations.

Instability of prices has been volatile due to uncertainty in political and economic developments in other. The price we receive for oil production, and the level of oil production, depend on numerous factors beyond our control, which include worldwide and regional economic conditions, including the global supply and demand for oil and the impact and duration of the effect of the COVID-19 pandemic in the U.S. and elsewhere. The continuing spread of COVID-19 pandemic has the potential to undermine our plans to try to maintain a sustainable oil production business.

- Other factors include:
 - the level of domestic and foreign supplies of oil
 - the price and quantity of foreign supplies of oil and impact on U.S. oil production
 - political and economic conditions in or affecting other oil producing regions or countries, including the Middle East, Africa, South America and Russia, which can affect global oil market price
 - actions of the OPEC, OPEC members and other non-OPEC countries of oil producing regions to agree on production controls, especially production quotas between Saudi Arabia and Russia, which often have different goals
 - the level of global exploration, development, and production of oil

- the proximity, capacity, cost, and availability of oil gathering and transportation facilities;
- federal regulation or limits on mineral development and the permit process;
- the cost of engineering for deepwater, anchoring and transporting of wells and the gap due to oil design solutions limited by climate constraints;
- weather conditions and other natural obstacles, and factors such as bad water that might require a company to relocate due to global warming and in the past few years;
- technological advances affecting oil consumption, especially the growing production of electric powered cars, boats, and trains;
- the growing popularity and increasing environmental opposition with respect to drilling in areas of national interest, especially certain parks, which demand a federal permit; and
- federal conservation laws, including the National Antiquities Act, which require the federal government to protect oil and gas resources of national significance.
- climate conservation legislation that increases the cost and leaves less demand for oil by providing incentives and incentives for use of solar, wind, and
- export of oil and gas to foreign markets and other factors, e.g., government regulation and taxes.

Barclay has a limited customer base due to its limited oil production and operating history. The cost of oil difficulty in expanding the customer base for increased production from the Barclay Oil Rights is unknown.

We can estimate the cost and difficulty of expanding Barclay's customer base based on actual oil production and then current market conditions and demand for oil. As such, we cannot predict the cost and ease or difficulty of selling increased production from Barclay Oil Rights. The customer base is currently expanding as increased oil production from the Barclay Oil Rights increases the cost of finding and the share of the Barclay Oil Rights is a direct correlation to the share of the Barclay Oil Rights.

Participation in the oil and gas industry and subject to numerous laws that can affect the cost, manner or feasibility of doing business.

Regulation and production activities in the oil and gas industry are subject to various laws and regulations. Many oil and gas exploration and production operations by Barclay Oil Rights are or may become subject to numerous environmental and occupational health and safety laws and regulations that may be required to comply with the federal, regional, state, and local laws. The laws of federal, regional, and occupational health and safety laws and regulations include the following:

- The oil, Clean Air Act, which restricts the release of air pollutants from many sources and imposes various pre-construction, operational, monitoring, and reporting requirements, and that the Environmental Protection Agency or "EPA" has relied upon its authority for cleanup of oil and gas exploration and production activities; the Clean Water Act or "CWA" requires;
- The oil, Federal Water Pollution Control Act, which known as the Federal Clean Water Act, which regulates discharges of pollutants from facilities to state and federal waters and establishes the extent to which activities are subject to federal jurisdiction and subleasing of petroleum products to the federal government;
- The oil, Oil Pollution Act of 1990, which subjects owners and operators of vessels, offshore facilities, and pipelines, as well as lessees or permittees of areas in which offshore facilities are located, to liability for removal costs and damages arising from an oil spill in waters of the United States;
- The oil, Comprehensive Environmental Response, Compensation and Liability Act of 1980, which imposes liability on generators, transporters, and owners of hazardous substances at sites where hazardous substances releases have occurred or are threatening to occur

- The US Resource Conservation and Recovery Act, which governs the generation, treatment, storage, transport, and disposal of solid wastes, including hazardous wastes
- The US Safe Drinking Water Act ("SDWA"), which ensures the quality of the nation's public drinking water through the adoption of drinking water standards and control over the injection of waste fluids into underground formations that may ultimately affect drinking water quality
- The US Emergency Planning and Community Right-to-Know Act, which requires facilities to implement a safety hazard communication program and disseminate information to employees, local emergency planning committees, and emergency departments on toxic chemical use and handling
- The US Occupational Safety and Health Act, which establishes workplace standards for the protection of the health and safety of employees, including the implementation of hazard communication programs designed to inform employees about hazardous substances in the workplace, potentially harmful effects of these substances, and appropriate control measures
- The US Emergency Response Act, which restricts activities that may affect hazardous chemical and biological agents or their release through the implementation of operating restrictions in a temporary, permanent, or permanent but in effect state
- The US National Environmental Policy Act, which requires federal agencies, including the Department of the Interior, to evaluate significant agency actions having the potential to impact the environment and that may require the preparation of environmental assessments and final action environmental impact statements that may be made available to public review and comment
- U.S. Department of Transportation regulations, which relate to allowing for safe transportation of energy and hazardous materials and emergency response procedures.

These environmental and occupational health and safety laws and regulations, including new or amended legal requirements, are expected to have a considerable impact on any expanded Exxon Mobile operations in terms of compliance costs.

In addition, significant state, federal and international in the United States other than Mexico regulatory agencies at the federal and state level, all are developing or considering developing further environmental and occupational health and safety laws and regulations governing many of these water types of activities. The State of Mexico has enacted legislation and issued laws for oil drilling. The State of and the State of Mexico is a regulatory agency of the State of Mexico with the authority to change or implement and enforce, including preventing water and preventing the contamination of oil and gas activities through the protection of both the environment and the sustainable right of nature. The United States has issued activity in Mexico and in the gas and oil activities in the past through the various laws and regulations to reduce the contamination and proper development of Mexico's petroleum resources. We will rely on consultants and local legal counsel for compliance with state regulatory regimes.

Future compliance with these laws and regulations may result in the requirement to development of our operations and subject to us governmental, state and commercial practices. Moreover, new laws and regulations may be enacted, and current laws and regulations could change, or their interpretations could change, in ways that could substantially increase our costs. The occurrence of any of these factors, or the combination thereof, could have a material adverse effect on our business, financial position, or future results of operations.

The regulatory scheme also poses the risk of governmental and civil criminal actions and private civil lawsuits against Exxon Mobile and its subsidiaries.

Under these and other laws and regulations, we could be liable for personal injuries, property damage and other types of damages. There are environmental laws that provide for citizen suits, which allow private entities to act in the place of the government and sue operators for alleged violations of environmental law. Neither Exxon nor

for substantially all of the assets or business of a Member or (b) if Navistar makes an assignment for the benefit of creditors of all or substantially all of its operating assets.

[illegible]

If the Raritan Acquisition Agreement is amended, it could expose Cores and Raritan to potential liabilities and legal proceedings as follows: (1) public Cores shareholders may allege that the revision violates fiduciary duties of management; (2) Cores or Raritan could be sued over liabilities resulting from the revision of the exchange; and (3) third party may bring lawsuits based on the breach of contractual obligations of the Company and/or its wholly owned subsidiaries. Cores could also face possible environmental liabilities over Raritan operations. Any revision of the exchange would most concerning in ex exploration and production operations and revenues and Raritan DR rights. Revision of the exchange may also require additional transaction, legal, and accounting costs to Cores, which costs could be significant or large.

Our ability to continue as a going concern is dependent on our ability to sell shares in the public offering.

If we are unable to secure this additional capital, we may be required to suspend operations as Colson Renteria operations are already losing us to minimize operating costs. The potential future revenue and income of our proposed Colson Renteria operations are currently unknown, as is the impact of Renteria as a wholly owned subsidiary of Colson, as Colson efforts to raise additional working capital. Renteria's revenues are limited and dedicated to pay for Renteria operations. We do not believe that Renteria revenues would be sufficient to be used for our overhead working capital needs. If we cannot continue as a viable entity you would lose all or most of your investment in the Company.

We do not have sufficient funds to fund all the necessary working capital needs of the Company.

We estimated that it requires at least \$900,000 for Greas overhead in 2021, including estimated insurance premiums, accounting/legal costs and personnel costs, NAFDQ Capital Market fees. Based on available evidence and industry sources, the Company believes that establishing a greas drilling well will cost \$60,000 and drilling to 30,000 feet will cost at least \$2,000,000. Actual costs may exceed these estimates due to changing insurance costs, capital, regulatory and other conditions, and factors. Our past efforts to use working capital have been unsuccessful. Although our initial plans offering was declined after the July 2020 deadline, in August 2020, we were unable to sell any shares and terminated our offering. We filed the registration statement, which was declared effective by the Commission on October 28, 2020, and our first sale was at a \$0.005 price of our Common Stock at a price of \$1.00 per share. As of the date of this prospectus, we have raised only \$0.005 percent to the Primary Offering pursuant to the Registration Statement. "Our Primary Offering may not provide sufficient working capital for our working capital needs unless the entire \$0.005 amount is used solely to fund working capital needs as they arise. If the Primary Offering fails to raise sufficient working capital as needed, the Company may be unable to fund the expansion of its business and drilling operations as part of the Company's operating costs."

We do not have directors' and officers' liability insurance due to the cost.

The lack of directors' and officers' liability insurance hinders our ability to attract directors and officers. We intend to seek to purchase directors' and officers' liability insurance if we have sufficient cash reserves from the net proceeds of this offering or future funding efforts. Typically, such insurance costs \$100,000 or more per annum, if available. Further, directors' and officers' liability insurance requires that the insured company cover the first \$100,000 or more of costs prior to insurance coverage occurring. This high-deductible can be beyond the financial means of a small company and effectively deters the insured company of the benefits of the insurance. If we do not have sufficient cash to purchase directors' and officers' liability insurance, our ability to attract and retain qualified officers and directors will suffer, especially considering the lack of a public market for the common stock and resulting inability to offer incentive compensation to directors and officers. We may be unable to find an insurer willing to provide directors' and officers' liability insurance since we are an early-stage development company with limited operating history and no income generating operations.

Risks Related to COVID-19

The uncertainty and extent of the COVID-19 pandemic may continue to have an adverse effect on our operations.

The current availability of COVID-19 could continue to have a material and adverse effect on the Company's business operations, the prices we receive for our production, and the levels of production, based on numerous factors beyond our control, which include demand for fuel and the impact and duration of the effect of COVID-19 pandemic in the U.S. and elsewhere. As a result, global energy has been characterized by significant slowdown and uncertainty which in turn has led to a significant decline in oil prices in response to decreased demand for oil and gas. Further exacerbated by global energy storage shortages and by the price war among members of the OPEC and other non-OPEC producer nations (collectively with OPEC members, "OPEC+"). During the first quarter 2020, while currently prices have recovered to pre-pandemic levels, due in part to the accessibility of oil, meaning of OPEC+ after the lockdown, and optimism about the economic recovery, the continued spread of COVID-19, including vaccine

market prices, or significant deterioration in oil and natural gas prices could result in additional adverse impacts on the Company's results of operations, cash flows and financial position, including further asset impairments. The continuing impact of COVID-19 pandemic has the potential to undermine our plans to try to establish a sustainable oil production business.

What Relating to Our Common Stock

There is currently no secondary market for Common Stock and there can be no assurance that any market will ever develop. You may therefore be unable to or sell shares of our common stock at times and prices that you believe are appropriate.

Our Common Stock is not listed on a national securities exchange, or any other exchange, or quoted on an over-the-counter market. Therefore, there is no trading market, active or otherwise, for our Common Stock and our Common Stock may never be included for trading on any stock exchange, automated quotation system or on any over-the-counter market. Accordingly, our Common Stock is highly illiquid, and you will likely experience difficulty in selling your shares or from our price that you may receive. Moreover, if the common stock begins to be actively traded, our stock price may be volatile, and the value of any investment in our common stock may decline or even liquidate. If the common stock publicly trades, then the trading price of our common stock is likely to be highly volatile and could be subject to wide fluctuations of significant price changes. Sales of shares to be issued or sold may have the price impact noted above and additional pressure for prices to trade from volatility such as in a buying or other transaction practices. Investors. Without position of the common stock on NASDAQ Capital Market and primary market make or institutional investor support, our Common Stock may not reach market prices that allow us to capitalize on the public equity market for needed funding.

Our Common stock may be deemed a "junk bond" which may reduce the value of an investment in the stock.

Notwithstanding the foregoing, the definition of a "junk bond" for the purposes referred to is, in its entirety, subject to the fact that a market price of less than \$5.00 per share or with an interest rate of less than 10.00% per share, subject to certain exceptions. For any transaction involving junk bonds, where necessary, the rules require (i) that a broker or dealer approve a person's account for transactions in junk bonds, and (ii) that the broker or dealer receive from the investor a written agreement to the transaction, setting forth the identity and quantity of the junk bonds to be purchased.

To approve a person's account for transactions in junk bonds, the broker or dealer must: (a) obtain financial information and investment experience information of the person and (b) make a reasonable determination that the transactions in junk bonds are suitable for that person and the person has sufficient knowledge and experience in financial matters to be capable of assessing the risks of transactions in junk bonds.

The broker or dealer must also deliver prior to any transaction in a junk bond a disclosure schedule prescribed by the SEC relating to the junk bond market, which, to highlight form (i) sets forth the basis on which the broker or dealer made the suitability determination; and (ii) confirms that the broker or dealer received a signed written agreement from the investor prior to the transaction. However, neither may the selling of junk bonds to investors subject to the "junk bond" rule. If our Common Stock is a "junk bond" subject to the "junk bond" rule, it may be more difficult for investors to dispose of our Common Stock and cause a decline in the market value of our Common Stock.

Investors who wish to make offers for the sale of securities in junk bonds, offering and secondary trading and other transactions capable to limit the broker or dealer and the regulatory responsibilities, current positions for the securities and the rights and remedies available to an investor in case of fraud or junk bond transactions. Finally, monthly statements must be sent disclosing current price information for the junk bond held in the account and information on the limited market for junk bonds.

Public capital raises may dilute our existing shareholders' ownership, the value of their equity securities could have other adverse effects on our operations.

If we use additional capital to issuing equity securities for acquisition of foreign Acquirers, our existing shareholders' percentage ownership may decrease, and these shareholders may experience substantial dilution. If we raise additional funds by issuing debt instruments, these debt instruments could impose significant restrictions on our operations, including how we use assets. We may establish funds through collaborations and licensing agreements, we may be required to relinquish some rights to our technology or products, or to grant licenses or patents that are not favorable to us or could diminish the rights of our shareholders. Furthermore, if we offer to sell our shares of common stock in subsequent offerings by the purchase price that is less than the purchase price of shares of common stock offered pursuant to this prospectus, this may negatively affect the perceived value of equity ownership of the shareholders that are purchasing our shares. If common stock is being offered pursuant to this prospectus, in addition, the issuance of such additional shares may impact the ability of any investor to sell their shares and the liquidity of the market.

The Company does not intend to pay dividends to its stockholders, so investors will not receive any return on investment in the Company prior to selling their interest in it.

The Company does not prepare projections for the foreseeable future and anticipates that it will retain future earnings for funding the Company's growth and development. Therefore, investors should not expect the Company to pay dividends in the foreseeable future. As a result, investors will be relying on the value of their common stock in selling their interest in the Company. If and when a market for such shares develops, investors' interest in the Company's securities may decline, which is a possibility that the market price for the shares could be higher or lower than the market price for other securities and the price for its common stock. There is a possibility that the market price of the shares will be lower than the market price for other securities in the long term.

We are an "emerging growth company" under the JOBS Act of 2012 and a "smaller reporting company" and, as a result of the reduced disclosure and governance requirements applicable to emerging growth companies and smaller reporting companies, our common stock may be less attractive to investors.

We are an "emerging growth company," as defined in the JOBS Act, and we may take advantage of certain exemptions from various reporting requirements that are applicable to other public companies that are not "emerging growth companies" including, but not limited to, not being required to comply with the auditor attestation requirements of Section 404 of the Sarbanes-Oxley Act, reduced disclosure obligations regarding executive compensation in our periodic reports and proxy statements, and exemptions from the requirements of holding a meaningful majority vote on executive compensation and shareholder approval of any golden parachute payments not previously approved. We cannot predict if investors will find our common stock less attractive because we may rely on these exemptions. If some investors find our common stock less attractive as a result, there may be less demand for our common stock and our stock price may be more volatile.

In addition, Section 107 of the JOBS Act also provides that an "emerging growth company" can take advantage of the extended transition period provided in Section 702(2)(B) of the Securities Act for complying with new or revised accounting standards. In other words, an "emerging growth company" can delay the adoption of certain accounting standards until the date that otherwise public companies would be required to comply with the new or revised accounting standards.

We will remain an "emerging growth company" until the earlier of (i) the last day of the year following the fifth anniversary of the date of the completion of our initial public offering, (ii) the last day of the year in which we have total annual gross revenue of at least \$1.07 billion, (iii) the last day of the year in which we are deemed to be a "large accelerated filer" as defined in Rule 12b-2 under the Exchange Act, which would cause if the market value of our common stock held by non-affiliates exceeded \$700.0 million as of the last business day of the second fiscal quarter.

DISSEMINATION OF OFFERING PRICE

The selling blockholders may only sell their shares of our common stock pursuant to this prospectus at a fixed price of \$0.00 per share until such time as our common stock is quoted on the NYSE or another public trading market for our common stock otherwise develops. At and after such time, the selling blockholders may sell all or a portion of their shares through public or private transactions at prevailing market prices or at publicly negotiated prices. The fixed price of \$0.00 at which the selling blockholders may sell their shares pursuant to this prospectus may be discontinued upon the completion of our initial public offering of our common stock in the United States and, in such case, the fixed price of \$0.00 per share may be subject to change. The selling blockholders may sell their shares pursuant to this prospectus prior to the time there is a public market for our stock in order to comply with the rules of the SEC that require Rule 17c(2) to be waived for the shares being registered. The registration statement must include a price at which the shares may be sold.

ISSUES INVOLVED

This prospectus covers the sale by the selling blockholders of an aggregate of 1,129,200 shares of our common stock, which includes:

- 800,000 shares issued to former members of the sales, upon the consummation of the Acquisition;
- 1,000 shares issued to investors and officers of the Company;
- 100,000 shares issued to the seller; for the Company's stock; and
- 229,200 shares issued to investors pursuant to the private offering.

The selling blockholders may, from time to time, offer and sell pursuant to this prospectus any or all of the shares referred to above. They may also sell, transfer or otherwise dispose of all or a portion of their shares in transactions exempt from the registration requirements of the Securities Act. We may from time to time make additional offerings of shares to investors or in connection with this prospectus.

The selling blockholders may not, at or prior to the time, we do not know how the selling blockholders will hold their shares before selling them, and we currently have no agreement, arrangement or understanding with the selling blockholders regarding the sale of any of the shares.

The following table sets forth the shares beneficially owned, as of June 15, 2021, by the selling blockholders prior to the offering contemplated by this prospectus, the number of shares of common stock the selling blockholders may offer and sell from time to time under this prospectus and the number of shares of common stock which the selling blockholders would own beneficially if all such offered shares are sold.

Based on information, as presented in connection with the SEC filing of this prospectus, the percentage of shares beneficially owned prior to the offering is based on 4,376,750 shares of our common stock outstanding as of June 15, 2021.

Unless otherwise set forth below, based upon the information furnished to us, (a) the persons and entities named in the table have the selling and sale agreement entered into with respect to the shares set forth opposite the selling blockholder's name, subject to customary property law, where applicable; (b) no selling blockholder has, at any position, office or other material relationship within the past three years, with or as well as with any of our predecessors or affiliates, and (c) no selling blockholder is a broker-dealer or an affiliate of a broker-dealer.

Selling blockholders who are broker-dealers or affiliates of broker-dealers are indicated by brackets. We have been allocated shares in their accounts and affiliates of broker-dealers who hold shares of common stock.

included in the table below acquired the shares of our Common Stock in the ordinary course of business, not for resale. We have been advised that at the time of such receipt of shares, such persons did not have any agreements or understandings, directly or indirectly, with any person to distribute such common stock.

None of the selling stockholders or any of their respective affiliates has held a position or office, or had any other material relationship with us or any of our predecessors or affiliates except that (i) Jeffrey L. Busch is Chief Executive Officer and President since January 13, 2010 and a director of the Company since November 17, 2010; (ii) Wm. Robert Wellman is a Chief Financial Officer since March 16, 2010; (iii) Roger Mairani was a member of Board that owned the majority of membership interests in Kimerer prior to the Acquisition, and currently is the beneficial owner of approximately 75.75 Common Stock of the Company; (iv) Jeffrey DeWitt was Chief Executive Officer and a Director of the Company from May 18, 2010 until January 21, 2010 and a member of Kimerer prior to the Acquisition; (v) Andrew Carlberg was a member of Kimerer prior to the Acquisition; (vi) Lianer Rosenbaum, LLC was a member of Kimerer prior to the Acquisition; (vii) knowledge and its affiliate Sandstone Group Corp. ("Sandstone") provided advisory services to the Company with respect to the Acquisition; and (viii) MEC Consulting, Inc. ("MEC") is owned by Kimerer, the owner of the Cera Law Group, P.C., the Company's legal counsel.

[illegible]

Williamson, J. Scott	7,500	7,500	0	0
Michael S. Minton	7,500	7,500	0	0
Elizabeth Hunt	500	500	0	0
David Johnson	500	500	0	0
Donald E. Orr	500	500	0	0
Charles F. Farnsworth	1,000	1,000	0	0
Michael Davis	500	500	0	0
Joseph R. Butler	500	500	0	0
Donald Sullivan	500	500	0	0
James E. Powell	500	500	0	0
Victoria Brown	500	500	0	0
James Williams	500	500	0	0
Robert E. Adams	500	500	0	0
William Smalley	500	500	0	0
William Johnson	500	500	0	0
William Thompson	500	500	0	0
Benjamin Berry	500	500	0	0
Wesley - Oklahoma, LLC PO	15,000	15,000	0	0
Scott Hunt	500	500	0	0
Langdon Leonard	500	500	0	0
Malik Johnson	500	500	0	0
Carl Johnson	500	500	0	0
Wesley Scott Thompson	500	500	0	0
Rich Robertson	500	500	0	0
William Williams	500	500	0	0

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officer of registered investment dealer

21	officer, Ross is Chief Financial Officer and a director of the Company. The number of shares includes 100,000 shares of Common Stock issuable upon conversion of \$5,000 shares of Series A Convertible Preferred Stock (the "Series A Preferred Stock") but does not include 20,000 shares of Series A Preferred Stock, each share of the Series A Preferred Stock is convertible, at the option of the holder thereof, to ten (10) shares of Common Stock.
22	22. Mark Stewart Mathews is Chief Financial Officer of the Company. The number of shares includes 100,000 shares of Common Stock issuable upon conversion of 10,000 shares of Series A Preferred Stock but does not include 10,000 shares of Series A Preferred Stock, each share of the Series A Preferred Stock is convertible at the option of the holder thereof to ten (10) shares of Common Stock.
23	23. Henry Mathews has sole voting and investment power over the securities held by Headridge, Inc.
24	24. Corporate Secretary, the sole distribution of Headridge has sole voting and investment power over the securities held by Headridge.
25	25. Robert Spiller, the Chief Financial Officer of Headridge has sole voting and investment power over the securities held by Headridge.
26	26. Mark Chase, the sole distribution of NRC has sole voting and investment power over the securities held by NRC.
We may require the selling stockholder to suspend the sale of the securities offered by the prospectus upon the occurrence of any event that makes any statement in this prospectus, or the related registration statement, untrue in any material respect, or that requires the changing of statements in these documents in order to make statements in these documents not misleading. We will file such effective amendments to the registration statement to reflect any material changes to the prospectus.	
All shares of Common Stock that are covered by the prospectus are expected to be freely tradable. The sale by the selling stockholder of a significant number of shares registered in this offering at any given time could cause the market price of our common stock to decline and to be highly volatile.	
PLAN OF DISTRIBUTION	
There has been no market for our securities. Our Common Stock is not traded on any exchange or on the over-the-counter market, after the effective date of the registration statement relating to this prospectus, we hope to have a market under the an application with FINRA for our common stock to be eligible for trading on one of the list of OTC Markets, Inc. We do not yet have a market maker who has agreed to the such application. The selling stockholder will be offering the shares of common stock being covered by the prospectus at a bid price of \$2.00 per share and control, thereby, if it is, and thereby, to prevent control price or possibly registered price.	
Once a market has developed for our common stock the selling stockholder may, from time to time, sell, transfer, or otherwise dispose of any or all of their shares on any stock exchange, market, or trading facility on which the shares are traded or in private transactions. These dispositions may be on their own, in prearranged trading plans or the form of bids, or price related to the prevailing market price, or may be price determined at the time of sale, or at negotiated price. The selling stockholder may use any one or more of the following methods when disposing of shares:	
<ul style="list-style-type: none">• on any national securities exchange or quotation service on which the shares may be listed or quoted at the time of sale;• in the over-the-counter market;• in the transaction otherwise than on these exchanges or systems or in the over-the-counter market;• through broker-dealer transactions and transactions in which the broker-dealer takes no position;• block trades in which the broker-dealer will attempt to sell the shares as agent, but may position and resell a portion of the block as principal to facilitate the transaction;• pursuant to a tender offer, as permitted and subject to the rules of the SEC;• an exchange distribution in accordance with the rules of the applicable exchange;	

- providing registered transactions;
- short sales;
- through the listing or settlement of options or other hedging transactions, whether such options are listed on an options exchange or otherwise;
- broker-dealers may agree with the selling stockholders to sell a specified number of such shares at a negotiated price;
- a combination of any such methods of sale; and
- any other method or methods permitted by applicable law.

Brokers, dealers, underwriters, or agents participating in the distribution of the shares as agents may receive compensation in the form of commissions, discounts, or concessions from the selling stockholders and/or purchasers of the common stock for whom the broker-dealer may act as agent. No compensation shall be payable to broker-dealer except in cash or in notes of a customer's convenience.

The selling stockholders and any underwriters, broker-dealers or agents that participate in the sale of the common stock may be "underwriters" within the meaning of Section 2(11) of the Securities Act. Any discounts, commissions, concessions or profit they earn on any resale of the shares may be considered discounts and commissions under the Securities Act. Selling stockholders also are "underwriters" within the meaning of Section 2(11) of the Securities Act and be subject to the prospectus delivery requirements of the Securities Act.

In connection with the sale of our common stock, the selling stockholders may enter into hedging transactions with broker-dealers or other financial institutions, which may in turn engage in short sale of the common stock in the course of hedging the positions they assume. The selling stockholders may also sell shares of our common stock that such broker-dealers borrow or their short positions, or may in proper circumstances loan to broker-dealers that in turn may sell such shares.

Notwithstanding, we are not aware of any hedging arrangements between the selling stockholders, any other shareholders, broker-dealers, underwriters, or agent relating to the sale or distribution of the shares offered by this prospectus. At the time a particular offer of shares is made, a prospectus supplement, if required, will be distributed that will set forth the names of any agents, underwriters, or dealers and any compensation from the selling stockholders, and any other required information.

We will pay all of the expenses incident to the negotiation, offering, and sale of the shares to the public other than commissions or discounts of underwriters, broker-dealers, or agents. Any commissions, discounts or other fees payable to broker-dealers in connection with any sale of the shares of common stock will be borne by the selling stockholders, the purchaser participating in such transaction, or both.

Notwithstanding for liabilities arising under the Securities Act may be permitted to our directors, officers, and controlling persons, we have been advised that in the opinion of the SEC this indemnification is against public policy inasmuch as the Securities Act and is therefore unenforceable.

We have advised the selling stockholders that the anti-manipulative rules of Regulation 14 under the Exchange Act may apply to sales of shares in the market and to the activities of the selling stockholders and their affiliates. In addition, we will make copies of this prospectus (as it may be supplemented or amended) file them in their entirety in the filing jurisdiction for the purpose of satisfying the prospectus delivery requirements of the Securities Act. The selling stockholders may indirectly any broker-dealer that participates in transactions involving the sale of the shares against certain liabilities, including liabilities arising under the Securities Act.

We and the selling stockholders will be subject to applicable provisions of the Exchange Act and the rules and regulations under it, including, without limitation, Rule 10b-6.

This offering will incorporate on the date that all shares offered by this prospectus have been sold by the selling shareholders.

Under the securities laws of some states, the shares may be sold in such states only through registered or licensed brokers or dealers. In addition, in some states the shares may not be sold unless such shares have been registered or qualified for sale in such state or an exemption from registration or qualification is available and is complied with.

Our common stock is not qualified in any exchange and there is no market for our common stock.

DESCRIPTION OF SECURITIES

The following description of our capital stock is only a summary and is qualified in its entirety by the provisions of our articles of incorporation, as amended and existing, and by the Bylaws, which have been filed as exhibits to the registration statement of which this prospectus forms a part. Our authorized stock is consisting of 800,000,000 shares of Common Stock and 50,000,000 shares of preferred stock, par value \$0.001 per share. As of the date of this prospectus, 5,000,761 shares of Common Stock and 80,000 shares of Series A Preferred Stock are issued and outstanding.

Common Stock

Shares of the Company's Common Stock are entitled to vote (1) vote per share on all matters requiring or permitted by a shareholder vote. There are no pre-emptive or cumulative voting rights for the Common Stock. The right to dividends for the issued shares of Common Stock are calculated on the dividend distribution rights of any share of the Preferred Stock, unless an additional series of preferred stock provides otherwise. Dividends of Common Stock are payable to the distribution of the balance of any assets available for distribution among the shareholders of Common Stock solely according to the number of shares Common Stock held by them, respectively, subject to the rights of the shareholders of preferred stock on a return of capital on a liquidation, reduction of capital or otherwise (other than in a repurchase of shares).

Preferred Stock

The Board of Directors may determine the designation, rights, preferences, authorized shares, and obligations of each series of preferred stock. The creation of a series of preferred stock requires an amendment to the company's Articles of Incorporation under the original Stock Corporation Act of the State of Virginia, 1966, as amended ("SCA"), a corporation's Articles of Incorporation may be amended or adopted and declared enforceable by the Board of Directors and approved by holders of a majority of the outstanding shares entitled to vote Series A Preferred Stock.

On January 16, 2020, the Company provided its Amended and Restated Articles of Incorporation and amended and authorized 50,000 shares of Series A Preferred Stock. The shares of Series A Preferred Stock are: (i) not entitled to dividends; (ii) convertible on demand at holder's be, and upon conversion at a range of one or more significant convertible transactions into 88 shares of Company Common Stock (iii) entitled to a 75% per share liquidation dividend with preference over liquidation distribution to shares of Common Stock, and (iv) entitled to one vote per share as if rights provided for dividends (applied and vote with the shares of Common Stock on a single class of voting structure, subject to the following convertible shares that require a separate approval of holders of shares of Series A Stock by majority vote. (a) In order to change the rights, preferences or privileges of the Series A Preferred Stock (or its conversion and payment) after such date, (b) to amend the Amended and Restated Articles of Incorporation, as amended, or (c) amend the Articles of the Corporation, a common stock certificate, not otherwise effective for rights, preferences or privileges of the Series A Preferred Stock, or (d) to create, or authorize the creation of, or issue or change (such as issue, share, or share) of, or any additional class or series of capital stock or other securities, unless the same shall prior to or upon to the Series A Preferred Stock with respect to the distribution of assets in the liquidation, dissolution or winding up of the Corporation and the payment of dividends or other payments or distributions. 10

January 4, 2003, the Company issued 80,000 shares of Series A convertible preferred stock to affiliates. Also, our Chief Executive Officer and 10,000 shares of Series A convertible stock to Mrs. Robert Mathison, the Chief Financial Officer. Each share of Series A stock is convertible at the option of the holder, at the discretion of Common Stock.

Warrants, Options and Other Convertible Securities

As of June 30, 2003, the Company did not issue warrants or options to purchase shares of Common Stock. Except for the 90,000 Series A Preferred Stock, convertible into 800,000 shares of Common Stock, the Company does not have any outstanding securities that may be converted into shares of Common Stock.

Transfer Agent

The transfer agent and registrar for our common stock is Equity Stock Transfer LLC, with an address of 207 W 57th St, Suite 800, New York, NY 10019, and telephone number 212 576.5767.

Virginia Anti-Takeover Statutes

Virginia has anti-takeover provisions governing affiliated transactions. In general, these provisions prohibit a Virginia corporation from engaging in affiliated transactions with any holder of more than 10 percent of any class of its outstanding voting shares, or an interested shareholder, for a period of three years following the date that such person became an interested shareholder unless: (i) a majority of non-affiliated disinterested directors of the corporation and the holders of two-thirds of the voting shares, other than the shares beneficially owned by the interested shareholder, approve the affiliated transaction or (ii) before or on the date the person became an interested shareholder, a majority of disinterested directors approved the transaction that resulted in the shareholder becoming an interested shareholder. Affiliated transactions subject to this approval requirement include mergers, share exchanges, financial obligations of corporate assets not in the ordinary course of business, any distribution of the corporation prepared by or on behalf of an interested shareholder or any reclassification, including reverse stock splits, recapitalizations or changes of the corporation and its subsidiaries, which increases the percentage of voting shares owned beneficially by an interested shareholder or any other class of shares.

Under the stock, a corporation can elect to be exempted from this statutory provision by filing a statement to that effect in its articles of incorporation and exempting corporations from the affiliated transaction statutory provision. While our articles of incorporation do not contain this specific exemption from the Virginia statute regarding affiliated transactions, the Company qualifies for a statutory exemption because it is a publicly traded corporation with less than 500 shareholders.

Virginia law also permits a corporation to exempt itself from this statutory provision by filing a statement to that effect in its articles of incorporation. We have adopted such exemption in our Articles of Incorporation.

DESCRIPTION OF BUSINESS

Overview

We are an early-stage corporation seeking to become an independent energy company focused on the acquisition and subsequent exploitation and development of crude oil in the Gulf States oil field region. The Company was incorporated on November 13, 2013, under the laws of the Commonwealth of Virginia to acquire, hold, and operate oil exploration and production from assets in the Gulf States oil field region. We have no revenue generating operations as of the date of this prospectus. The Company operates through two divisions, its wholly owned subsidiaries which business are operated in November 2014 upon the consummation of the acquisition. We intend to acquire investments in hydrocarbon resources and controlling interest and gas exploration and production assets.

Market Opportunity

As before, that we can establish a profitable niche in crude oil production due to the quality of the light sweet crude oil produced from the Gulf States Region, which is cheaper to mine than crude oil from other regions of the U.S. and Canada, especially the "dirty" crude oil extracted from North Dakota and Western Canada of fields using fluid fracturing. This agreement is due to the recent increasing percentage of worldwide crude oil production from the U.S. According to a 2017 study by Louisiana State University "During the past decade, not only did the U.S. experience historical increases in oil and gas production, but it was one of the only countries in the world experiencing large increases in production. This is because these horizontal drilling and hydraulic fracturing techniques used to extract resources from shale geological formations were discovered and perfected in the Gulf States region of the U.S."

Business Strategies

Our long-term objective is to create shareholder value by identifying and assembling a portfolio of low-risk crude oil production assets with attractive economic profiles, and our short-term objective is the leveraging of the technical and managerial expertise of our proposed contractor operations team to deliver consistently profitable results from existing oil wells. Our geographical focus is the Gulf States region due to its light grade oil which is cheaper to process than other forms of crude oil and due to the ability to tap oil reserves without fracking.

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As a leading engineering principal who has significant prior experience in oil and gas production in the Gulf States Drilling region, we are relying upon the experience of the Senior owners of Barkland in the initial phase of commencing the business plan. The Company believes that the use of contractors will allow us to engage experienced personnel to manage day-to-day operations without incurring the additional overhead expense by full-time employees and will provide flexibility in engaging operational personnel. Currently, we engage OGC as a contractor to operate limited oil and gas production drilling and derrick operations for the Barkland Oil Field and to manage Barkland's drilling operations. We also engaged Jeffrey Delaney, our former Chief Executive Officer, who is currently taking the lead on the start-up management of Barkland. Delaney has over twenty-five years of direct offsite operating experience. He also has extensive experience with operations and administration in an independent oil and gas production company and relies on contract operators to provide experienced personnel to handle all essential source of production on a day-to-day basis for Barkland. The use of contractors is deemed the most efficient and cost-effective means of operations for a small independent oil and gas production company and is designed to allow the Company to use experienced oil drilling and production personnel without the high overhead costs of having personnel as employees of the Company. With adequate funding, the Company intends to employ this financing strategy to help attract and retain experienced oil industry engineering

Focus on Underexploited Oil Leases and Rights

[illegible]

oil fields in the southern part of the Gulf States Drilling Region are less expensive to drill due to nature of rock strata and depth of the oil reservoir. Norther is in the northern part of the Gulf States Drilling Region. Costs will seek opportunities that can be obtained for stock or other securities or under an asset or management and perfect acquiring companies which hold oil lease and rights either those acquiring individual oil lease and rights. Expect performance to be acquire companies with assets of lease and rights in support to acquiring individual oil lease and rights. The acquisition of a company for the potential advantage of having control of lease and rights and having drilling operations with a major management is a high transaction costs with possibly interest for litigation cost and more significant change of the structure.

Our Growth Strategy

Our winning approach is also designed to further rapid growth by bringing necessary expertise into operations from suitable contractors. Our ability to realize profitability from oil production depends on success of many drill wells, engaging necessary operations expertise and related costs for costs of investment in offshore and onshore, which are believed to be or more per barrel. For best oil output drilling profit, sufficient cost has. Also we are seeking to identify oil in other regions or potential investment in, operations, in oil and gas regions or markets outside of geographic markets or oil potential projects or drilling projects.

Through established networks of contacts, the Company intends to make oil production, whether current or future, on a month-to-month basis, if production of oil increases from the Norther Oil Rights. Consideration will have to support the marketing efforts by engaging a person or firm to seek out new customers for the oil production to raise the current estimate. Issue of Norther is unable or unwilling to purchase treatment oil production. The cost means and extent of any enhanced future marketing effort will depend on the success of treatment oil production. Further cannot expect to oil and the potential customer base for sale or otherwise. If producing customer base will oil purchase treatment oil production. Then the engagement of a dedicated marketing person was suggest in their marketing, to purchase and increase oil production customers for oil production to support for sale of oil and lease to make oil production.

Competition

The Company is undercapitalized to properly register Norther's marketing of properties or acquire new oil and gas properties for exploration. These oil properties were acquired by Norther in late 2015, and since that time, Norther has not expanded the production, acquired new oil properties, or improved operations. The Company has insufficient cash flow or funding to grow its core business operations, as such, the Company's oil or other competitive or commercial presence may among local, and independent oil producer. Additional funding will be required to not only increase oil production but also to enhance distribution and marketing efforts.

There are many large, established, and well-funded competitors for Gulf States Drilling Region including, off shore drilling in the Gulf of Mexico, and adjacent areas which have extensive operational facilities, experience of oil and gas industry management, established market share, profitable operations, and extensive portfolio of oil and gas fields in areas to be drilled and the cost of drilling resources to acquire new oil and gas fields as well as fully capital working oil fields. There is also an established oil and gas production industry in northern Texas and in nearby Texas and western Texas (where) having the most available supplies of oil and gas reserves in state (including Norther's assets) rights for production, whether through technical, long-term, sale of assets or sale of reserves, and production history, if a competitor in the Gulf States Drilling Region or elsewhere. Norther's current oil production is not sufficient to compete or attract the attention of competitors, which allow Norther to operate as a small provider of oil without competitive pressure. If an significantly increase oil production, we will that increasing competition from other small independent oil producers affecting future success of oil and gas business competitive pressure will require investment to full time marketing effort by the Company.

Government Regulation

We are subject to a number of federal, state, and local laws and other requirements relating to the oil and natural gas operations. These laws and regulations affecting the oil and natural gas industry is under constant review for amendment or expansion. Some of these requirements carry substantial penalties for failure to comply. The regulatory burden on the oil and natural gas industry increases our cost of doing business and, consequently, can affect our profitability.

Regulation of Drilling and Production

The production of oil and natural gas is subject to regulation under a wide array of local, state, and federal statutes, rules, orders, and regulations. Federal, state, and local statutes and regulations may result in drilling operations, drilling bans, and moratoriums concerning operations. The trend in state and natural gas regulation has been to increase regulatory restrictions and limitations on such activities. Any changes in, or new stringent enforcement of, these laws and regulations may permit for delays or modifications in permitting or development of projects or more stringent or costly construction, drilling, water management or completion activities or water handling, drilling, drilling, transportation, or disposal measures or drilling or drilling equipment which could have a material adverse effect on the Company's operations. On January 30, 2021, the Biden Administration passed a 90-day moratorium on new oil and gas leasing and drilling permits on federal land, and on January 27, 2021, the Department of Interior Acting Principal to a Presidential Transition Order suspended the federal oil and gas leasing program indefinitely. The Biden Administration has also announced that it intends to review the Trump Administration's 2017 repeal of the 2001 rule regulating hydraulic fracturing activities in federal land under the Presidential Executive Order on Protecting Public Health and the Environment and Restoring Science to Tackle the Climate Crisis. While we do not have a significant federal land acreage portfolio at 2020 year-end, these actions could have a material adverse effect on the Company and our industry.

Integrity, all of our properties and operations are in Khabasa, which is a region governed by conservation standards, such as the restriction or banning of oil and natural gas properties, the establishment of maximum allowable distances of production from oil and natural gas wells, the regulation of well spacing, and plugging and abandonment of wells. The effect of these regulations is to limit the amount of oil and natural gas wells that we can produce from our wells and to limit the number of wells or the locations at which we can drill, although we can apply for exceptions to such regulations as to how reductions in well spacing. Moreover, both Khabasa impose a production or operation ban with respect to the production and sale of oil, natural gas and natural gas liquids within their jurisdictions. The failure to comply with these rules and regulations can result in substantial penalties. Our compliance in the oil and natural gas industry is subject to the same regulatory requirements and restrictions that affect our operations.

Regulation of Transportation of Oil

Takes of crude oil, condensate and natural gas liquids are not currently regulated and are made at negotiated prices, however Congress could re-impose price controls in the future. Our sales of crude oil are affected by the availability, terms, and cost of transportation. The transportation of oil at our common carrier pipelines is also subject to rate regulation. The Federal Energy Regulatory Commission, or the FERC, regulates interstate oil pipeline transportation rates under the Interstate Commerce Act. Interstate oil pipeline transportation rates are subject to regulation by state regulatory commissions. The basis for interstate oil pipeline regulation, and the degree of regulatory oversight and scrutiny given to interstate oil pipeline rates, varies from state to state. Insofar as effective interstate and intrastate rates are equally applicable to all comparable shippers, we believe that the regulation of oil transportation rates will not affect our operations in any way that is of material difference from those of our competitors. Further, interstate, and intrastate common carrier oil pipelines must provide service on a non-discriminatory basis under this open access standard, common carriers must offer service to all shippers requesting service on the same terms and under the same rates. When oil pipeline capacity at full capacity occurs is governed by pre-optional processes set forth in a pipeline's published tariff.

Regulation of Transportation and Sale of Natural Gas

Historically, the transportation and sale for resale of natural gas in interstate commerce have been regulated pursuant to the Natural Gas Act of 1938, the Natural Gas Policy Act of 1975 and regulations issued under those Acts by the FERC. In the past, the Federal government has regulated the prices at which natural gas could be sold. While sales by producers of natural gas can currently be made at uncontrolled market prices, Congress could reactact price controls in the future.

Since 1980, the NRC has endeavored to make natural gas transportation more accessible to natural gas buyers and sellers on an open and non-discriminatory basis. The FERC has stated that open access policies are necessary to ensure the competitive efficiency of the interstate natural gas market, to promote industry and to ensure that the public will get natural gas at the lowest possible cost. The FERC has also stated that open access policies are necessary to ensure the competitive efficiency of the interstate natural gas market, to promote industry and to ensure that the public will get natural gas at the lowest possible cost. The FERC has also stated that open access policies are necessary to ensure the competitive efficiency of the interstate natural gas market, to promote industry and to ensure that the public will get natural gas at the lowest possible cost.

Interstate natural gas transportation is subject to regulation by state regulatory agencies. The basis for interstate regulation of natural gas transportation and the degree of regulatory oversight and scrutiny given to interstate natural gas pipeline rates and services varies from state to state. Insofar as such regulation within a particular state will generally affect all interstate natural gas shippers within the state on a comparable basis, we believe that the regulation of similarly situated interstate natural gas transportation in any states in which we operate and ship natural gas on an interstate basis will not affect our operations in any way that is of material difference from those of our competitors.

Barinder Oil Right?

Description of Barrier Oil Properties and Oil Production Operations

The Company currently has a leased land package of approximately 700 acres in Southwest Alabama, in one contiguous land package. It also has two producing wells, a saltwater disposal well, a three-mile gas transmission line along with gathering systems, and storage tanks for approximately 1,500 barrels.

Reserve Value. A certified SEC Reserve Analysis and Valuation Study, prepared by NVR Reserve Incorporated, dated November 2, 2020, stated that Naverstar has a PV-12 net Reserve Value of approximately \$88.975 million. This report includes assumptions of MDOE Gulf Coast reserves of 545.46 million barrels of oil resources Sweet, and/or Natural Gas-Liquidized reserves of five additional wells that were to be drilled on the entire acreage.

Current drilling on Marcellus Shale (MS) basins. There are three wells in the Marcellus Shale (MS) basins, which have produced oil and gas since 1980. Currently, two of these three wells are in production, and one well is under a collection disposal well. We own approximately 95% working interest with a 10% and interest interest in of 10% in MS, the Marcellus Shale (MS) basins. The two production wells are in MS and the Marcellus Shale (MS) basins.

The Marcellus Shale (MS) production gas production of these oil wells for the first years 1980 - 1985, 1985, 1985, 1985, 1985, and 1985 are summarized in the table below.

Marcellus Shale (MS) REGION PRODUCTION		
Total (in 0.01 and Net/In 12.01)		
Year	MS ¹ Net Production (MM)	Total MS Production (MM)
1986 - 2021 *	2,231,300	33,175
2026 *	1,300	-
2027 *	6,875	-
2028 *	2,900	-
2029 *	1,300	-
2030 **	350	-
Total	2,243,625	33,175

* Historical production prior to the acquisition of rights by Colas.
** Current production and historical production prior to the acquisition of rights by Colas and prior acquisition.

Energy production prices have been calculated by using sales prices. Barkeeper's production as the driver. Average production costs have been computed by using net production quantities for the driver. The volumes of oil and natural gas liquids ("NGL") production for this computation are shown in the oil and gas production table. The volumes of natural gas used in the calculation of the production volumes of natural gas for sale are also shown. The natural gas production table volumes may differ from those shown in the reserves table in the "Oil and Gas Reserves" part of the "Supplemental Information on Oil and Gas Exploration and Production Activities" portion of the financial sections of this report due to volumes consumed or flared. Gas is converted to an oil-equivalent basis at its molal ratio, one barrel of gas equals 0.0015 barrels of oil.

	2017				2016				2015			
Gross and Net Production Wells	Gross	Net	Gross	Net	Gross	Net	Gross	Net	Gross	Net	Gross	Net
Consolidated Subsidiaries												
United States	3.0	1.8	-	-	3.0	1.8	-	-	3.0	1.8	-	-
Total Consolidated Subsidiaries	3.0	1.8	-	-	3.0	1.8	-	-	3.0	1.8	-	-
Total gross and net production wells	3.0	1.8	-	-	3.0	1.8	-	-	3.0	1.8	-	-

Gross and Net Developed Storage

	Year-End 2020		Year-End 2019		Year-End 2018	
	Gross	Net	Gross	Net	Gross	Net
	(Amount)					
Gross and Net Developed Average						
Consolidated Subsidiaries						
United States	370	352	370	352	370	352
Total Consolidated Subsidiaries	370	352	370	352	370	352
Net gross and net developed average						
United States	370	352	370	352	370	352

Gross and Net Undeveloped Storage

	Year-end 2020		Year-end 2019		Year-end 2018	
	Gross	Net	Gross	Net	Gross	Net
	(in ¥ trn)					
Gross and Net Underwaged Coverage						
Consolidated Subsidiaries						
United States	700	700	2,992	2,844	2,992	2,844
United Kingdom Subsidiaries	700	700	2,992	2,844	2,992	2,844
Total gross and net underwaged coverage	700	700	2,992	2,844	2,992	2,844

Employees

We have had full-time employees: Jeffrey J. Bony, our Chief Executive Officer and our sole director; and Matt Barrett-McIntosh, our Chief Financial Officer. The officers devote the number of hours necessary to perform their duties, which each officer in the case describes elsewhere herein of the time commitments.

Subsidiaries

The wholly owned subsidiary, Barstow Energy, Ltd. is the Company's only subsidiary.

EXEMPTIONS TO PROPERTY

We do not own any real property. We rent our principal executive offices at 9510 Wilshire Boulevard, Suite 600, Beverly Hills, California 90210, under a month-to-month lease and for a monthly rental of \$10. This office space is deemed adequate for current needs of our executive management and corporate headquarters. We cannot find this property is adequate for our current and projected business. Barstow Energy does not own any real property in work. Barstow has an agreement for use of office space as an in-kind lease at us and provided by Andrew Crabbell, our director, and a former member of Barstow. The provision is suitable and adequate for Barstow's current operations.

LEGAL PROCEEDINGS

There are no pending legal proceedings in which we are a party or in which any director, officer or affiliate of ours, any owner of record or beneficially of more than 1% of any class of our voting securities, or security holder is a party adverse to us or has a material interest adverse to us.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion of the financial condition and results of operations should be read in conjunction with the financial statements and the notes to those statements appearing in this prospectus. None of the information contained in this discussion and analysis or set forth elsewhere in this prospectus, including information with respect to our plans and strategy for our business, includes forward-looking statements that involve risks and uncertainties. We should read the "Risk Factors" section of this prospectus for a discussion of significant factors that could cause actual results to differ materially from the results described or implied by the forward-looking statements contained in this discussion and analysis. We caution readers of this discussion, unless it is noted, statements, all of which are based on our current expectations and could be affected by the uncertainties and risk factors described throughout the prospectus or set forth herein and which we have no control. See "Uncertainty With Respect to Forward-Looking Statements." Our actual results may differ materially. The Company does not undertake any obligation to update forward-looking statements to reflect events or circumstances occurring after the date of this prospectus.

Business

Barstow is a private limited liability corporation and production company based in Arlington, Virginia and is engaged in oil and natural gas development, production, acquisition, and exploration activities currently focused on the Gulf States Region. The Company is currently engaged in oil and natural gas acquisition, exploration, development, and production in Oklahoma. We focus on acquiring our existing properties, while continuing to pursue acquisition of oil and gas properties with similar potential. Our goal is to increase stockholder value by investing in oil and natural gas properties with attractive rates of return on capital employed. We plan to achieve this goal by acquiring and developing our existing oil and natural gas properties and pursuing strategic acquisitions of

additional properties, while ensuring cash flow positive, maintaining low operating costs and ensuring to show a gain in mineral production while reducing the Company's debt.

Based on our experience, we have focused operating teams. We have not generated positive cash flow from operations, and there are no assurances that we will be successful at obtaining an adequate level of financing for the development and commercialization of our proposed oil exploration and production licenses. There have been some additional small areas that are difficult to combine in a single project. We expect to incur exploration and operating losses for the foreseeable future as we work to implement our business plan. There is limited assurance that the acquisition of exploration rights can provide sufficient funds about our ability to bring projects. Acquisition of the licenses do require that we continue our cash flow to fully funding before the licenses are granted by the state. We have to pay under the COG Agreement. For all of our additional working capital, we will not be able to conduct our operations, which could result in the reduction of the acquisition of licenses if that failure occurs prior to the 1, 2025 and constitutes a trigger event for a reduction of the working capital. Lack of sufficient financing would have a negative effect on the operations of the Company. There would not be sufficient assets to distribute to holders of shares in the Company's subsidiaries. The company has been unable to raise additional capital at the date of this prospectus, other than proceeds from a offering by Bony, Cooke's Chief Executive Officer and Chairman of the Board of Directors, and \$100,000 raised in the February offering.

We continuously evaluate potential exploration and development opportunities. In the current climate, we intend to acquire producing properties and/or developed undeveloped properties rather than exploratory properties. We do not intend to limit our evaluation to any one state. We presently have no intention to evaluate offshore properties or properties located outside of the United States.

Reserve engineering is a process of estimating undiscovered accumulations of oil that cannot be measured in an exact way. The accuracy of any reserve estimate depends on the quality of available data. The interpretation of such data and prior and cost assumptions made by reserve engineers is subjective. The quality of drilling, logging, geophysical data, seismic interpretation, and other data used in the reserve estimation process can vary significantly. Significant and numerous errors could change the estimated oil and gas reserves and production potential. Reservoir engineering estimates are based on many assumptions that may turn out to be inaccurate. Any material misstatements or understating assumptions will materially affect the quantities and present value of oil from a drilling site.

Acquisition of Bontick

On November 1, 2023, the Company completed the Acquisition and acquired the oil and gas properties of Bontick. As the result of the Acquisition, Cooke acquired Bontick's business and its business plan, and Bontick became a wholly owned subsidiary of Cooke. The discussion thereafter of the business and operations of the Company refers to the Company after the Acquisition of Bontick and all such discussions primarily report the operations of its own subsidiary unless otherwise indicated.

In connection with this Acquisition, on May 15, 2024, the Company also acquired 12.5 million of shares of publicly traded "Preferred Shares" owned by Bony, its CEO, which were subject to a lock-up agreement, and a "COG" under that certain Purchase and Sale Agreement, dated June 1, 2023 (the "COG Purchase and Sale Agreement"), and related to the Bony Original Promissory Note and Security Agreement, also dated June 1, 2023, (collectively, "COG Agreements"). These acquired oil and gas exploration and production assets represent all the Bontick Oil Rights. The Bontick Original Promissory Note, which Bontick executed on June 1, 2023 and assigned to Cooke on June 15, 2024, does not have any interest rate, but it required the principal amount of the loanable \$400 to be paid by June 1 and interest payment by June 1, 2025. This loan was payment represents a significant financial burden for the Company. On May 29, 2024, the Company and Bony entered into and executed the Modified Note, which among other things, extended the maturity date to October 1, 2025, and provided Cooke with a right for payment obligation from time to time interest or principal to the Assigned Note to be paid subject to the

Account Date: In order for Citic to pay the Accrued Debt by the new maturity date of October 1, 2021, Citic will have to raise funding, to establish one or more deep drilling rigs exploring the Northern Oil Fields, or to restructure the terms of the Secured Note, to avoid a possible default and legal action to enforce and the Northern Oil Fields, which are subject to the Accrued Debt. Even with deep drilling rigs, Northern Oil Fields may not produce oil at a profitable rate. We currently have neither potential acquisition.

Impact of COVID-19

In March 2020, the World Health Organization declared that COVID-19 outbreak a pandemic. Governments have tried to slow the spread of the virus by imposing social distancing guidelines, travel restrictions and other preventive controls, which have caused a significant contraction in global economic activity, including a decline in the demand for oil and to a lesser extent natural gas. As a result of the COVID-19 outbreak and the adverse public health developments, including voluntary and mandatory quarantines, travel restrictions and other restrictions, our operations and those of our subsidiaries, customers and suppliers, have experienced, and may continue to experience, delays or disruptions.

The business and operations have been adversely affected by, and may continue to be adversely affected by, the COVID-19 pandemic and the public health response thereto. The Company has experienced the effects of a significantly reduced domestic and international demand for natural and natural gas, which has contributed to price volatility and impacted the price we received for our production, and customer contracts are currently affected the demand for and availability of our production. For the Company, the main risk production was due to the state of our wells, and that we had some of our production as necessary to be sold later because we refused to accept the overvalued and overvalued low price for our production. Our 2020 results were negatively impacted by the pandemic response. In addition, our financial condition and results of operations have been, and may continue to be, adversely affected by the ongoing economic downturn. The business and operations impacted by the COVID-19 outbreak and its consequences are currently unknown.

In production of oil and natural gas, we were impacted as an essential business under various federal, state, and local regulations related to the COVID-19 pandemic. We have continued to operate as permitted under those regulations while taking steps to protect the health and safety of our workers. We have implemented policies to reduce the risk of infection within our field operations, and these policies have an impact on production efficiency in a significant manner. A significant portion of our oil field operations have been suspended temporarily to ensure compliance with health requirements. With these arrangements in place, we have been able to maintain a consistent level of efficiency, including maintaining our day-to-day operations, our financial reporting system, and our internal control and financial reporting.

In December 2020, the total and strong production capacity of the oil and the COVID-19 pandemic in the United States. The industry has announced to have the market and the ability to have some capacity to all states. The daily new infections peaked in the first quarter of 2021 and have now an overall steady decline, giving prices the ability to return to certain levels. In March 2021, the Federal Government passed a 1.9 trillion coronavirus relief package which included direct payments to qualifying individuals, extended unemployment benefits, and other economic assistance. The demand for oil and gas is expected to increase as the economy recovers which should strengthen oil prices. While oil prices have increased to pre-pandemic levels, volatility has increased due to the COVID-19 crisis and other factors affecting the global supply and demand of oil and natural gas may continue.

Effects of inflation and pricing

The oil and natural gas industry is very capital and the demand for goods and services of all field companies, suppliers and others associated with the industry puts pressure on the economic stability and pricing structure within the industry. Typically, as prices for oil and natural gas increase, so do all associated costs. Historical changes in prices impact the current market prices, estimates of future reserves, borrowing from calculations of bank loans and the value of properties in production and other transactions. Historical changes in prices can impact the value of oil and

natural gas companies and their ability to raise capital, borrow money and retain personnel. We anticipate business costs will stay in accordance with commodity prices for oil and natural gas, and the associated increase or decrease in demand for services related to production and operations.

Going Forward

The accompanying fiscal year 2020 consolidated financial statements and first quarter 2021 condensed financial statements have been prepared assuming we will continue as a going concern, which contemplates realization of assets and the satisfaction of liabilities in the normal course of business for the foreseeable future. Although the state of these financial statements, they do not represent any assurance that we will continue as a going concern. However, we do not expect that existing operations will flow sufficient cash to fund ongoing operations. Therefore, we will need to raise additional funds and are currently exploring sources of financing. Additionally, we have raised capital through private offerings of debt and equity and other means to finance existing capital needs. There can be no assurance that we will be able to continue to raise additional capital through the sale of common stock or other securities or obtain short-term loans.

Results of Operations

Three months ended March 31, 2021, compared to three months ended March 31, 2020

Revenue (oil and natural gas sales). For the three months ended March 31, 2021, oil and natural gas sales increased 70,240 to 70,340, compared to 50 for the same period during 2020, entirely because of the Company's acquisition of Baccarat.

Oil and gas production costs. Our lease operating expenses (LOE) increased from 50 per barrel of oil equivalent (BOE) for the three months ended March 31, 2020, to 526.841 or \$2,07.22 per BOE for the three months ended March 31, 2021.

Production costs. Production costs as a percentage of oil and natural gas sales were 5% during the three months ended March 31, 2021, and increased slightly to 6%, or 54%, for the three months ended March 31, 2021. These costs are expected to stay relatively steady unless we make acquisitions in other areas with differing production costs, or the state of affairs change their production costs.

Depreciation, depletion, amortization, and accretion. Our depreciation, depletion, amortization and accretion expense was 588 for the three months ended March 31, 2021, compared to 50 during the same period in 2020. The increase was the result of the acquisition of Baccarat in 2020.

General and administrative expenses

General and administrative expense increased 129,617 to 124,161 for the three months ended March 31, 2021, as compared to 50,000 for the three months ended March 31, 2020. This increase in general and administrative expense is primarily attributable to stock-based compensation related expense and the acquisition of Baccarat.

	For the Three Months	
	ended March 31, 2021	
General and administrative expense (including fiscal benefit/composition)	124,161	124,161
Stock-based compensation	12,000	12,000
General and administrative expense	136,161	136,161

Interest expense		
Interest expense increased \$950 to \$980 for the three months ended March 31, 2021, as compared to \$0 for the three months ended March 31, 2020.		
Net income (loss)		
For the three months ended March 31, 2021, the Company had net loss of \$843,818, as compared to net loss of \$11,8070 for the three months ended March 31, 2020. The primary contributor to this change are increased stock based compensation.		
Sales volume and commodity prices increased		
The following table presents our sales volumes and merchant pricing information for the three month periods ended March 31, 2021 and 2020:		
	For the Three Months ended March 31,	
Sales volume (\$MM)	156.9	168.8
Merchant price-volume (\$MM)	341	348
Net merchant price (\$MM)	185	180
Commodity price (\$MM)	47.6	-
Commodity price (\$MM)	47.6	-
Total net cash	433.6	-
Fiscal year ended December 31, 2021, compared to fiscal year ended December 31, 2020		
Revenues:		
Revenues were \$0 for the year ended December 31, 2021, and \$0 in the same period of last year. We are an early stage company having just acquired our first three assets. We expect to begin producing revenue in 2021.		
Cost of sales (from operating activities):		
Net cash from operating activities is derived from net loss from operations (adjusted for non-cash items, changes in the balances of accounts receivable, inventory, and prepaid expenses, accounts payable, accrued expenses, and other payables). For the periods ended December 31, 2021, and December 31, 2020, net cash used by operating activities was \$13,770 and \$18,818, respectively.		
Cash flow from financing activities:		
Total net cash provided by financing activities was \$135,837 and \$18,433 for the periods ended December 31, 2021, and December 31, 2020. The net increase was derived from the SBA PPP loan program and the sale of shares.		
Interest and administrative expenses:		
Interest and administrative (\$MM) expenses were \$1,485,685 for the year ended December 31, 2021, compared to \$0,500 in the same period in 2020, representing an increase of \$1,985,685, or \$1,935,685. The increase was primarily due to the increase of salary expense and accruals of \$81,770 and the Merchant acquisition costs of \$940,500.		

The Company had no Research and Development (R&D) expenses for the years ended December 31, 2020, and December 31, 2019.

Operating Income

Total operating income was \$0 for the year ended December 31, 2020, and \$0 for the year ended December 31, 2019.

Net Income

As a result of the above factors, we had a net loss of \$1,863,094 for the year ended December 31, 2020, compared to a net loss of \$26,588 in the same period of last year.

Liquidity and Capital Resources

Three months ended March 31, 2021, compared to three months ended March 31, 2020

In the three months ended March 31, 2021, the Company had cash on hand of \$7,218, compared to \$68,021 as of December 31, 2020. The Company had not cash used in operating activities for the three months ended March 31, 2021, compared to \$6,976 for the same period of 2020. The primary difference in the cash used in operations was the difference in stock payments to advisors for previous months from March 2020 to 2020. The Company had not cash used in investing activities of \$0 for the three months ended March 31, 2021, compared to \$0 in 2020. We had cash provided by financing activities was \$73,000 for the three months ended March 31, 2021.

The COVID-19 pandemic reduced global economic activity and negatively impacted energy demand during the previous twelve months. Demand for oil and natural gas is slowly returning to pre-pandemic levels as COVID-19 vaccine rates and economic activity have increased. Additionally, we have implemented more operational efficiencies to maintain our cash flow, reduced our R&D spend, increased our liquidity position and ultimately reduce gross shareholder value.

Year/Year ended December 31, 2020, compared to Year/Year ended December 31, 2019

We have incurred net operating losses and operating cash flow deficits since inception, continuing through the year ended December 31, 2020, and December 31, 2019. We are in the early stages of acquisition and development of oil and gas prospects and properties, and we have been funded primarily by a combination of loans or contributions of equity from us, officers, and the sole director of the Company. This limited funding has been inadequate to fund our business strategy. It has limited your general administration and legal compliance for the Company.

As of December 31, 2020, we had cash and cash equivalents of \$7,218.

We believe that we do not have sufficient to fund our plan of operations over the next 12 months. We require additional capital within the next 12 months, our ability to obtain additional financing may be impaired by many factors outside of our control, including the capital markets both generally and in the market of industry in particular, our lack of operating history, the number of our proposed or future crude oil properties and prices of crude oil as the commodities markets which will impact the amount of short-term financing available for us and other factors. Further, our price on the commodities market decline, our reliance on the exploration of Reserve through our long-term, and our increased operational expenses may increase our requirements for capital.

With no equity financing arrangements may not be available to us or may be available only on unfavorable terms. Based on prior experience in raising funding for drilling our properties without any significant oil production, funding

The following table summarizes our total current assets, total current liabilities, and working capital (deficit) as of March 31, 2021, and March 31, 2020, and December 31, 2020, and December 31, 2019.

Please indicate the net calls recorded by and listed in our quarterly, quarterly and financial statements for the three months ended March 31, 2011, and March 31, 2010, and the year ended December 31, 2010, and December 31, 2009, as set forth in the following table:

Cash Flows from Operating Activities: Net cash from operating activities is derived from net sales from operations adjusted for non-cash items, changes in the balances of accounts receivable, deposits, and prepaid expenses, accounts payable, accrued expenses, and other payable. For the three months ended March 31, 2021, March 31, 2020, and the period ended December 31, 2020, and December 31, 2019, net cash used by operating activities was \$5,801, \$8,830, \$117,761, and \$3,807 respectively.

Cash Flows from Financing Activities: Total net cash provided by financing activities was \$19,000 and \$28,400 for the three months ended March 31, 2021 and 2020 and \$143,407 for the period ended December 31, 2020, and \$91,560 for the period ended December 31, 2019. The net increase was derived from loans from our Chief Executive Officer and one share of common stock purchased by our Chief Executive Officer. For more details about these debt

and equity financings, see Notes to the Consolidated Financial Statements for the periods ended December 31, 2020, and December 31, 2019, incorporated by reference herein.

Capital Contributions. There were no capital contributions during the period ended March 31, 2021, December 31, 2020, and December 31, 2019.

Planned Capital Expenditures: The Company had no planned capital expenditures and no existing assignments or leases for oil-producing properties, or related assets, in fiscal year 2020.

The Company incurred no development costs related to the purchase and development of working interest in wells during the periods ended December 31, 2020, and December 31, 2019. The Company has no such interests in wells as of the date of this prospectus, other than the acquisition of Karister and Karister Oil Rights under the Karister Agreement.

OB Balance Sheet Arrangements:

The Company does not have any off-balance sheet arrangements, and it is not anticipated that the Company will enter into any off-balance sheet arrangements.

Critical Accounting Policies and Estimates

Our discussion of financial condition and results of operations is based on the information reported in our financial statements. The preparation of these financial statements requires us to make assumptions and estimates that affect the reported amounts of assets, liabilities, revenues, and expenses, as well as the disclosure of contingent assets and liabilities at the date of the financial statements. We base our assumptions and estimates on historical experience and other factors that we believe to be reasonable at the time. Actual results may vary from our estimates due to changes in conditions, weather, politics, global economic, mechanical problems, general business conditions and other factors. Our significant accounting policies are detailed in Note 1 to our financial statements included in this Annual Report. We have outlined below certain of these policies in terms of material importance to the approval of our financial condition and results of operations and which require the application of significant judgment by our management.

Revenue Recognition

In January 2018, the Company adopted Accounting Standards Update ("ASU") 2014-09 Revenue from Contracts with Customers (Topic 606) ("ASU 2014-09"). The timing of recognizing revenue from the sale of produced crude oil and natural gas was not changed as a result of adopting ASU 2014-09. The Company predominantly derives its revenue from the sale of produced crude oil and natural gas. The contractual performance obligation is satisfied when the product is delivered to the customer; revenue is recorded at the time the product is delivered to the purchaser. The Company receives payment from its customer three months after delivery. The transaction price includes variable consideration as product pricing is based on published market prices and reduced for contract specified differentials. The new guidance regarding ASU 2014-09 does not require that the transaction price be fixed or certain in the contract. Estimating the variable consideration does not require significant judgment and King expects third party sources to validate the estimates. Revenue is recognized net of royalties due to third parties in an amount that reflects the consideration the Company expects to receive in exchange for these products. See Note 2 of our financial statements for additional information.

Full Cost Method of Accounting. We account for our oil and natural gas operations using the full cost method of accounting. Under this method, all costs (internal or external) associated with property acquisition, exploration and development of oil and gas reserves are capitalized. Costs capitalized include acquisition costs, geological and geophysical expenditures, lease rentals on undeveloped properties and cost of drilling and equipping productive and non-productive wells. Drilling costs include directly related overhead costs. All of our properties are located within the continental United States.

Recent Accounting Reassessments
Management does not believe any recently issued but not yet effective accounting pronouncements, if adopted, would have a material effect on the Company's present or future financial statements.

MARKET PRICE FOR OUR COMMON EQUITY AND RELATED STOCKHOLDER ASK TIES

Market Information

Our Common Stock is not quoted or traded on any exchange. As soon as practicable, and assuming we satisfy all necessary underwriting requirements, we intend to apply to have our common stock quoted on the OTC Markets. There can be no assurance that our common stock will be quoted on the OTC Markets or that an active trading market will ever develop.

Insider Sales

As of June 30, 2023, there were 61 stockholders of record of our Common Stock.

Dividend Policy

We have never paid any cash dividends on our capital stock and do not anticipate paying any cash dividends on our common stock in the foreseeable future. We intend to retain future earnings to fund ongoing operations and future capital requirements. Any future determination to pay cash dividends will be at the discretion of our board of directors and will be dependent upon financial condition, needs of operations, capital requirements and such other factors as the board of directors deems relevant.

Securities Authorized for Issuance under Equity Compensation Plans

The following table provides information regarding our equity compensation plans as of December 31, 2023:

Plan category	Equity Compensation Plan Information		
	Number of securities to be issued upon exercise or conversion of rights or under the plan	Weighted average exercise price of outstanding options, rights or other securities	Number of securities remaining available for future issuance under equity compensation plans
Equity compensation plans approved by security holders	3,000,000	-	-
Equity compensation plans not approved by security holders	-	-	-
Total	3,000,000	-	3,000,000

The Board of Directors and stockholders approved the 2018 Equity Incentive Plan on November 15, 2018 ("2018 Plan"). The 2018 Plan authorizes 3,000,000 shares of common stock for issuance pursuant to the awards granted under the 2018 Plan. As of June 30, 2023, no awards were granted. No awards or other incentive compensation has been granted.

Code of Ethics

We have adopted a Code of Business Conduct and Ethics that applies to our principal executives, financial and accounting officers (or persons performing similar functions) and a copy of such Code is filed as an exhibit to this Registration Statement.

Compensation

The Company has no standing, audit, or compensation committees at this time. The entire Board participates in the nomination and audit oversight processes and considers non-ethnic and director compensation. The entire Board is involved in such decision-making processes. Thus, there is a potential conflict of interest in that our directors and officers have the authority to determine issues concerning management compensation, nominations, and audit issues that may affect management decisions. We are not aware of any other conflicts of interest with any of our executive officers or directors.

Role of Board in Risk Management Process

Risk assessment and oversight are an integral part of our governance and management processes. Our Board of Directors encourages management to promote a culture that recognizes risk management into our corporate strategy and day-to-day business operations. Management discusses strategy, assesses operational risk at regular management meetings and conducts strategic planning and makes decisions during the year that include a discussion and analysis of the risks facing us.

Director Independence

Our Board of Directors currently consists of the sole members, officers, and directors. Our directors are not listed on a national securities exchange or on any inter-dealer quotation system which has a requirement that a majority of directors be independent; we evaluate independence by the standards for director independence set forth in the National Securities Rule, under such rules, our Board of Directors has determined that our sole member of the Board is not independent.

The Board participates in the nomination and audit oversight processes and considers non-ethnic and director compensation. Based on the size of the Company and its stage of development, the entire Board is involved in such decision-making processes. Thus, there is a potential conflict of interest in that our directors and officers have the authority to determine issues concerning management compensation, nominations, and audit issues that may affect management decisions. We are not aware of any other conflicts of interest with any of our executive officers or directors.

Family Relationships

There are no family relationships among any of our officers or directors.

Insider Trading Policy

There are no legal proceedings that have occurred within the past two years concerning our directors, or control persons which involved a criminal conviction, a criminal proceeding, an administrative or civil proceeding limiting such participation in the securities or banking industries, or a finding of securities or commodities law violations.

EXECUTIVE AND DIRECTOR COMPENSATION

The following table sets forth information concerning all cash and non-cash compensation awarded to, earned by or paid to our Chief Executive Officer and the other executive officer with compensation exceeding \$100,000 during 2020 and 2019 (each a "Named Executive Officer").

Officer's Name (1)	Name and Principal Position ²	Annual Salary		Bonus (3)	Other Annual Compensation (4)	Total (5)
		2020	2019			
Jeffrey A. Buey (1)	Chief Executive Officer	2020	130,000	-	-	130,000
2019		-	-	-	-	-
Wesley Norwood Weiskopf (2)	Chief Financial Officer	2020	100,000	-	-	100,000
2019		-	-	-	-	-
Jeffrey Weiskopf (3)		2020	-	-	-	-
2019		-	-	-	-	-

(1) Mr. Buey was appointed Chief Executive Officer on January 20, 2020. Jeffrey Buey has a base annual salary of \$130,000, payable on a semi-monthly basis in equal installments, but the base salary is accrued until the Company has sufficient cash flow to pay the base salary. Further, the base salary can either be paid in cash when Company is adequately funded, or the accrued unpaid base salary can be converted into shares of the Class Common Stock at the lower conversion price of the initial public offering price of \$1.00 or current market price at the time of conversion by Mr. Buey.

(2) Mr. Weiskopf was appointed Chief Financial Officer on March 16, 2020. Mr. Weiskopf's base salary is \$100,000, payable semi-monthly in equal installments, but the base salary is accrued until the Company has sufficient cash flow to pay the base salary. Alternatively, the accrued unpaid base salary can be converted into shares of the Class Common Stock at the lower conversion price of the initial public offering price of \$1.00 or current market price at the time of conversion by Mr. Weiskopf, officer by the Company.

(3) Mr. Weiskopf was Chief Executive Officer and a director of the Company from May 16, 2019 until January 20, 2020.

No retirement, pension, profit-sharing, insurance programs, long-term incentive plans or other similar programs have been adopted by us for the benefit of our employees. As of December 31, 2020, no outstanding equity awards were granted to any officers or directors of the Company.

Employment Agreements with Jeffrey A. Buey

We entered into an executive employment agreement with Jeffrey A. Buey, our Chief Executive Officer on January 19, 2020 (the "Buey Employment Agreement"). The terms of the Buey Employment Agreement is set forth below. Pursuant to the Buey Employment Agreement, Mr. Buey has a base annual salary of \$130,000 payable semi-monthly in equal installments, but the base salary is accrued and only will be paid when Company is adequately funded, or the accrued unpaid base salary can be converted into shares of the Class Common Stock at the lower conversion price of the initial public offering price of \$1.00 or current market price at the time of conversion by Mr. Buey. Mr. Buey may continue to have health insurance and other benefit plans for 24 months after any termination of his employment for a good reason (as defined in the Employment Agreement).

agreement), the bona fide employment agreement imposes confidentiality and non-recruitment of Company employees' obligations on Mr. Ruzay for one year after the end of employment and provides that the Company can terminate Mr. Ruzay's employment for cause (as defined in the employment agreement) and that Mr. Ruzay is to remain the employment agreement for good reason (as defined in the employment agreement). Mr. Ruzay did not receive the employment for good reason, which also did not make the employee's employment agreement more or less in the month prior to the termination, equal to the sum of the following: (1) Base Annual Salary, subject to the payment of the following sum not exceeding the value of the Company, the equivalent of the greater of (i) twenty-four (24) months of Mr. Ruzay's then current base salary or (ii) the remainder of the term of the employment agreement (the "Severance Benefit"); and (2) benefits for unpaid amounts, but previously received but unpaid salary through Mr. Ruzay's last date of employment, being any bona fide termination of employment.

Further, the bona fide employment agreement contains the following indemnification to Mr. Ruzay: "Except that indirectly and non-harmless Mr. Ruzay for any liability incurred by reason of any act or omission performed by Mr. Ruzay while acting in good faith on behalf of the Company within the scope of the authority of his position in the employment agreement and that liability incurred under the Securities Act, the Securities and Exchange Act of 1933 and the Securities and Exchange Act of 1934, except that Mr. Ruzay must have in good faith believed that such action, act, or not appeared to be the best interests of the Company, and, with respect to any criminal action or proceeding, had no reasonable cause to believe that such conduct was unlawful. No indemnification shall be required or actions of the act or in the conduct of public policy will be provided under the employment agreement."

Employment Agreement with Mr. Robert Williams

The Company entered into and executed an employment agreement with Mr. Robert Williams on March 19, 2020, for his service as Chief Financial Officer (the "Williams Employment Agreement"). The terms of the Williams Employment Agreement is three (3) years. Pursuant to the Williams Employment Agreement, Mr. Williams has a base annual salary of \$150,000 payable semi-annually in equal installments, but the base salary can either be paid in cash or deferred (as determined by Mr. Williams), but a right to an annual performance bonus if and only if the annual payment by the independent directors of the Company is a reasonable compensation and after having given to the extent that he is eligible to do so. Mr. Williams is eligible to receive a bonus, subject to the Company's discretion and after having given to the extent that he is eligible to do so. Mr. Williams is eligible to receive a bonus, subject to the Company's discretion and after having given to the extent that he is eligible to do so. In addition, the Williams Employment Agreement imposes confidentiality and non-recruitment of Company employees' obligations on Mr. Williams for one year after the end of employment and allows the Company to terminate Mr. Williams' employment for cause (as defined in the employment agreement) and that Mr. Williams is to remain the employment agreement for good reason (as defined in the employment agreement). Mr. Williams did not receive the employment for good reason, which also did not make the employee's employment agreement more or less in the month prior to the termination, equal to the sum of the following: (1) Base Annual Salary, subject to the payment of the following sum not exceeding the value of the Company, the equivalent of the greater of (i) twenty-four (24) months of Mr. Williams' then current base salary or (ii) the remainder of the term of the employment agreement (the "Severance Benefit"); and (2) benefits for unpaid amounts, but previously received but unpaid salary through Mr. Williams' last date of employment, being any bona fide termination of employment.

The employment agreement also contains the following indemnification to Mr. Williams: "Except that indirectly and non-harmless Mr. Williams for any liability incurred by reason of any act or omission performed by Mr. Williams while acting in good faith on behalf of the Company within the scope of the authority of his position in the employment agreement and that liability incurred under the Securities Act, the Securities and Exchange Act of 1933 and the Securities and Exchange Act of 1934, except that Mr. Williams must have in good faith believed that such action, act, or not appeared to be the best interests of the Company, and, with respect to any criminal action or proceeding, had no reasonable cause to believe that such conduct was unlawful. No

information learned by negotiation or public use of the fact or in their violation of public policy and be permitted under the employment agreement.

Employee Benefit Plans

The Company currently has no employee benefit plans.

2018 Equity Incentive Plan

Current Board of Directors and stockholders approved the 2018 Equity Incentive Plan on December 31, 2018 ("2018 Plan"), which replaced the 2017 Equity Incentive Plan ("2017 Plan") that was approved by the Board of Directors and stockholders on January 1, 2017. The Board of Directors terminated the 2017 Plan on November 15, 2018. No options or awards were granted under the 2017 Plan. As of June 30, 2021, no options to purchase shares of Common Stock have been issued and no other awards were granted under the 2018 Plan.

2018 Plan Purpose. The 2018 Plan will allow us to grant equity awards, including performance awards, to incentivize high levels of performance and productivity by individuals who provide services to us and to further align the interests of our employees with those of Coda and its stockholders. The use of our common stock as part of our compensation program is intended to better align the performance of individuals, as measured against, of our overall compensation philosophy. The Plan will be used to make our officers and other employees and generally to focus on sustained achievement through improved performance. The 2018 Plan is intended to be "performance-based compensation" under Section 162(m) of the Internal Revenue Code ("Section 162(m)") to be exempt from the tax deduction limits of Section 162(m) if they meet the other requirements of Section 162(m).

2018 Plan Administration. The Board of Directors, or the Compensation Committee of the Board of Directors when formed by the Board of Directors, has the authority to administer our 2018 Plan, subject to the terms of the 2018 Plan, the Board of Directors or the authorized board committee, referred to as the plan administrator. Subject to the approval of the Board of Directors, the administrator has the authority to grant, the exercise and terms of the stock awards, including the period of their vesting and any other conditions applicable to a stock award subject to the limitations set forth herein. The plan administrator will also determine the exercise price, strike price, or purchase price of awards granted and the type of consideration to be paid for the award. The plan administrator has the authority to modify outstanding awards under or grant new awards subject to the terms of our 2018 Plan. The plan administrator has the authority, without stockholder approval, to award for exercise, purchase, or other price of a stock awarding stock award, award any outstanding stock award to vesting for one stock award, cash, or other consideration, or take any other action that is treated as a repurchase under generally accepted accounting principles provided, that, stockholders must approve any repurchase of 2018.

2018 Plan Share Basis. The 2018 Plan authorizes 1,000,000 shares of Common Stock for issuance under grants or awards made pursuant to the 2018 Plan. If a stock award granted under our 2018 Plan expires or otherwise terminates without being exercised in full, or is settled in cash, the shares of our common stock not acquired pursuant to the stock award again will become available for subsequent issuance under our 2018 Plan. The following types of shares under our 2018 Plan may become available for the grant of new stock awards under our 2018 Plan: (i) shares that are forfeited as a result of being unexercised; (ii) shares withheld to satisfy income or employment withholding taxes; or (iii) shares used to pay the exercise or purchase price of a stock award. Shares issued under our 2018 Plan may be previously awarded shares or unexercised shares bought by us or an 401(k) plan.

2018 Plan Stock Awards. The 2018 Plan provides for the grant of non-vested stock options (within the meaning of Section 401 of the Internal Revenue Code of 1986, as amended ("Code")), non-vested stock options, stock appreciation rights, or SARs, restricted stock awards, restricted stock unit awards, performance-based stock awards and other forms of equity compensation, which are collectively referred to as stock awards. Our 2018 Plan also

Company to be the beneficial owner of more than 1% of the outstanding common stock, (i) each of our directors (ii) each of our named executive officers, and (iii) all executive officers and directors, as a group. Information relating to beneficial ownership of common stock by our principal stockholders and management is made upon information furnished by each person who, beneficial ownership. Ownership under the rule of 13(d). Other than such, person is deemed to be a beneficial owner of security if that person controls or controls that a voting power, which includes the power to vote or direct the voting of the security or non-voting power which includes the power to appoint or direct the appointment of the security. The person is also deemed to be a beneficial owner of any security of which that person has a right to acquire beneficial ownership within 60 days. Under the 13(d) rule, each that own person may be deemed to be a beneficial owner of the same security, and a person may be deemed to be a beneficial owner of securities in which he or she may not have any pecuniary interest. Except as noted below, each person has voting and investment power with respect to the shares beneficially owned and each distribution's address is (i) those of each of our directors, 3033 Wilson Boulevard, Suite 400, Arlington, Virginia 22201.

Name and Address of Beneficial Owner	Number of Shares Beneficially Owned	Percentage of Beneficial Ownership
13 or Greater Percentages		
Major Owners Reported	5,553,000	75.24%
Officer: George Kourilsky	360,000	5.03%
Officer: William, LLC	360,000	5.03%
Investment Management	360,000	5.03%
Executive Officers and Directors		
Officer: George	360,000	5.03%
Officer: William	360,000	5.03%
All named directors and executive officers as a group (2 persons)	720,000	10.06%

- (1) Includes 100,000 shares of Common Stock issuable upon conversion of 10,000 shares of Series A Preferred Stock; does not include 10,000 shares of Series A Preferred Stock.
- (2) Includes 100,000 shares of Common Stock issuable upon conversion of 10,000 shares of Series B Preferred Stock; does not include 10,000 shares of Series B Preferred Stock.
- (3) Off-the-Market and Off-the-Market and Off-the-Market of the Company from May 10, 2015, until January 26, 2016. The balances reflecting transfers to and from other accounts.
- (4) Lateral Acquisition, LLC, is owned by Wally Redford.
- (5) Percentages above are calculated based on 6,094,753 shares of common stock issued and outstanding as of June 30, 2015.

Change in Control of Agreement

The Company does not have any change-in-control agreements with any of its executive officers.

EXHIBIT RELATIONSHIPS AND RELATIVES HOLDINGS, AND CORPORATE GOVERNANCE

Exhibit Relationships and Related Transactions

Except as disclosed below, since the beginning of the last two fiscal years, none of the following parties has had any direct or indirect material interest in any transaction to which our Company was or is a party, or in any proposed transaction to which our Company proposes to be a party.

we refer you to the copy of the contract or other document that is an exhibit to this registration statement. Each of these statements is qualified in all respects by this reference.

We are subject to the informational requirements of the Exchange Act and the periodic, quarterly and current reports, proxy statements and other information with the SEC. You can read our SEC filings, including this registration statement, upon the internet at the SEC's website at <http://www.sec.gov>. You may also read and copy any document we file with the SEC at its public reference facilities at 1001 F Street, N.W., Washington, D.C. 20549. You may also obtain copies of these documents at prescribed rates by writing to the Public Reference Section at the SEC at 1001 F Street, N.W., Washington, D.C. 20549. Please allow five to ten days for further information on the operation of the public reference facilities. You may also request a copy of these filings, at no cost, by writing or telephoning us at: Green Hill and Son Corporation, 3915 Wilson Boulevard, Suite 200, Arlington, Virginia 22203. In addition, if documents subsequently filed by us pursuant to sections 10(b), 13(c), 14(c) or 15(d) of the Exchange Act prior to the termination of the offering, including any information furnished under Item 19(d) and the amendments to be incorporated by reference into this prospectus.

LEGAL MATTERS

The Green Hill Group, Inc. has signed on the validity of the shares being offered hereby.

EXPERTS

The consolidated financial statements included in this prospectus and in the registration statement for the fiscal years ended December 31, 2012, and December 31, 2013 have been audited by PricewaterhouseCoopers, an independent registered public accounting firm and are included in reliance upon such report given upon the authority of said firm as experts in auditing and accounting.

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Colas Oil and Gas Corporation
Financial Statements
BINDER OR MICROFILM REPRODUCED PUBLIC ACCOUNTING FIRM

To the Board of Directors and
Stockholders of Exxon Oil & Gas Corporation

We have audited the accompanying balance sheets of Colfax (the Company) as of December 31, 2020, and 2019, and the related statements of income, comprehensive income, stockholders' equity and cash flows for each of the years in the two-year period ended December 31, 2020, and the related notes (collectively referred to as the financial statements). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2020, and 2019, and the results of its operations and its cash flows for each of the years in the two-year period ended December 31, 2020, in conformity with accounting principles generally accepted in the United States of America.

Cable One and One Corporation Consolidated Balance Sheet As of December 31, 2018, and December 31, 2017				
		As of December 31, 2018		As of December 31, 2017
	(\$MM)	\$	\$	
Current assets				
Cash		\$ 12,051	\$	\$ 18,300
Total current assets		\$ 12,051	\$	\$ 18,300
Other assets				
Net non-current property		\$ 10,650,000		\$ 10,650,000
Net non-current property, plant and equipment, net		\$ 74,000		\$ 74,000
Total other assets		\$ 10,724,000	\$	\$ 10,724,000
Total assets		\$ 10,736,051	\$	\$ 29,024
LIABILITIES AND STOCKHOLDERS' EQUITY				
Current liabilities				
Accounts payable	\$	\$ 12,794	\$	\$ 8,000
Accounts receivable payable		\$ 5,000		\$ 120
Accounts payable—operating leases		\$ 42,000		\$ —
Notes payable—FFY		\$ 19,902		\$ —
Notes payable—related party		\$ 12,100		\$ 42,000
Accounts payable and other liabilities		\$ 10,100		\$ —
Total current liabilities		\$ 100,896	\$	\$ 50,120
Long-term liabilities				
Net non-current interest obligation		\$ 10,100		\$ —
Net non-current interest obligation		\$ 10,100		\$ —
Total long-term liabilities		\$ 10,100	\$	\$ —
Total liabilities		\$ 110,996	\$	\$ 50,120
Stockholders' equity				
Preferred stock, \$1.00 par value, \$1.000000 common shares authorized, no shares issued or outstanding, noncumulative		\$ —		\$ —
Common stock, \$0.01 par value, \$0.000000 common shares authorized, 100,000,000 shares issued and outstanding, noncumulative		\$ 10,000		\$ —
Additional paid-in capital		\$ 10,000		\$ —
Accumulated deficit		\$ (10,000)		\$ (10,000)
Total stockholders' equity		\$ 10,000	\$	\$ (10,000)
Total liabilities and stockholders' equity		\$ 120,996	\$	\$ 40,120

See accompanying notes to consolidated financial statements.

Cantor US and the Corporation		
Consolidated Statement of Operations		
For the years ending December 31, 2020, and December 31, 2019		
	For the Year Ended December 31, 2020	For the Year Ended December 31, 2019
Revenues	\$	\$
Expenses		
Interest & administrative expenses	1,189,247	75,147
Operating expenses	12,915	-
Provision expense	12,915	-
Total expenses	1,202,162	75,147
Loss from operations	(1,191,245)	(75,147)
Other income (expense)		
Other income - 2020, 2019	1,000	-
Interest expense	(1,000)	-
Total other income (expense)	1,000	-
Net loss	(1,190,245) \$	(75,147) \$
Net loss per common share - basic and diluted	(1.00) \$	(0.07) \$
Weighted average number of common shares outstanding during the period	119,024	1
Basic and diluted	119,024	1

See accompanying notes to consolidated financial statements.

Exxon Oil and Gas Corporation
Consolidated Statements of Cash Flows
For the years ending December 31, 2020, and December 31, 2019

	Year ended December 31, 2019	Year ended December 31, 2018
Cost Based on operating activities:		
Net loss	\$ (1,143,290)	\$ (151,197)
Adjustments to reconcile the net loss to the cash used in operations:		
Depreciation and amortization	2,187	-
Provision for doubtful accounts	2,000	-
Account payable increase	628,190	-
Accounts receivable decrease	89,774	-
Prepaid expenses and other assets	(1,000)	(100)
Income tax expense	2,160	100
Change in deferred income taxes	(1,000)	-
Change in other non-current assets	2,160,000	8,100
Change in other non-current liabilities	(277,774)	-
Cash based on operating activities	2,160,000	8,100
Cost Based on financing activities:		
Proceeds from bank borrowings	-	-
Proceeds from issuance of shares	-	-
Proceeds from bank borrowings	67,113	67,000
Proceeds from bank borrowings - related parties	-	-
Proceeds from bank borrowings	49,102	67,000
Proceeds from bank borrowings	-	-
Proceeds from bank borrowings	10,000	94,000
Net cash provided by financing activities	126,215	168,000
Net increase in cash	13,915	182,100
Cash at beginning of period	10,000	10,000
Cash at end of period	23,915	192,100
Reconciliation of changes in cash, borrowing and financing activities:		
Net property - investment	\$ 2,170,000	\$ -
Investment in other companies	1,700,000	-
Investment in other companies	-	-
Investment in other companies	8,100	-
Investment in other companies	-	-
Investment in other companies	-	-

See accompanying notes to consolidated financial statements.

Calum Oil and Gas Corporation
Consolidated Statements of Stockholder's (Deficit)
For the years ending December 31, 2020, and December 31, 2019

	Operating income	Other income	Interest income	Interest expense	Additional gain/(loss) on capital	Accumulated other comprehensive income	Total shareholder's equity
Return, December 31, 2014	-	-	-	-	-	0.000	27.000
Adjusted for the Nonrecurring December 31, 2015	-	-	-	-	-	(33.000)	(33.000)
Return, December 31, 2015	-	-	-	-	-	0.000	0.000
Take of common stock for each quarter	-	-	5,000	50	17,000	-	18,000
Share-based payment expense	-	2,000,000	20,000	7,263,000	-	-	7,283,000
Adjusted for the Nonrecurring December 31, 2015	-	-	-	-	-	(5,263,000)	(5,263,000)
Return, December 31, 2016	-	-	2,000,000	5,263,000	5,263,000	0.000	5,263,000

See accompanying notes to consolidated financial statements.

NOTE 1 - ORGANIZATION, NATURE OF OPERATIONS AND BASIS OF PRESENTATION

Organization

Ennio Srl is an Italian limited liability company ("Company"), was incorporated on November 15, 2015.

Nature of Operations

Ennio Srl is only management stage company, but so far has no revenue generating operations. From November 15, 2015, we have been engaged in organizational activities and had no revenue generating operations. We intend to acquire assignments of hydrocarbon reserves and conducting oil and gas exploration and production rights.

Basis of Presentation

The accompanying financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America ("US GAAP") which contemplate continuation of the Company as a going concern.

NOTE 2 - GOING CONCERN DISCLOSURE

The Company's financial statements are prepared using U.S. GAAP applicable to a going concern that contemplates the realization of assets and liquidation of liabilities in the normal course of business. During 2020, the Company has acquired territory through with identified power of petroleum reserves and consequently expects to be generating revenue during its exploration stage. There can be no assurance that the Company will be able to continue to operate for an indefinite period of time without obtaining necessary to implement its current operating plan. The accompanying financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.

The Company has not yet achieved sufficient operations, except to incur the cost of the development of its reserves. The exploration costs have been expensed, and it is dependent upon future receipt of equity or other financing to fund ongoing operations. All of which raises substantial doubt about the Company's ability to continue as a going concern. The Company's ability to continue as a going concern is dependent upon its ability to generate future profitable operations and/or to obtain the necessary financing from third parties or other sources to meet its obligations and finance its liabilities, among them, necessary operations until they come on line. Management has no formal plan in place to address this concern but considers that the Company will be able to obtain sufficient funds to satisfy financing needs without party shareholders, however there is no assurance of additional funding being available or on acceptable terms, if at all.

NOTE 3 - IMPAIRMENT OF IMPROVED OIL PROPERTIES

Impairment

The presentation of financial statements in conformity with generally accepted accounting principles ("US GAAP") requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expense during the reporting period. Significant areas of estimates include the impairment of assets and costs for amortization, account liabilities, future resource tax obligations and the expense used in carrying the asset.

based compensation and transaction. Actual results could differ from these estimates and would impact future results of operations and cash flow.

Cost and Asset Impairment

The company monitors all long-term temporary cash investments with an original maturity of three months or less for cash equivalents. At December 31, 2020 and December 31, 2019, the Company had no cash equivalents.

Account Receivable and Allowance for Doubtful Accounts

Accounts receivable and notes receivable of all major sales, net of a valuation allowance for doubtful accounts, as of December 31, 2020, and the year ended December 31, 2019, the allowance for doubtful accounts was \$0.

Impairment or Disposal of Long-lived Assets

The Company monitors for the impairment or disposal of long-lived assets according to the Financial Accounting Standards Board's ("FASB") Accounting Standards Codification ("ASC") 360 "Property, Plant and Equipment" and 360-10 "Impairment or Disposal of Long-lived Assets" and for long-lived assets to be disposed of, including the disposal of business segments and major items of business, long-lived assets are measured when facts and circumstances indicate that the carrying amount of the asset may not be recoverable. When necessary, impairment losses are written down to reflect impairment for value added in the fair value calculation. Impairment is calculated for value as generally based on either reported value or measured by the trading indicated from cash flows. Considerable management judgment is necessary to estimate discounted future cash flows. Accordingly, actual results could vary significantly from such estimates. The Company did not recognize any impairment losses as of December 31, 2020, or December 31, 2019.

Use of Significant Estimates

The Company had no financial instruments for the year ending December 31, 2020, or for the year ending December 31, 2019.

ASC 820 "Fair Value Measurements and Disclosures" defines fair value as the exchange price that would be received by an asset or paid to transfer a liability (a fair 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) unobservable inputs, based on assumptions about market participant assumptions developed based on the best information available in the circumstances (unobservable inputs). The fair value hierarchy consists of three levels, which gives the highest priority to unobservable inputs and the lowest priority to observable inputs. Level 1 - quoted prices for identical assets or liabilities in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities; Level 2 - unquoted prices for identical assets or liabilities in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities; Level 3 - inputs other than quoted prices for identical 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, and

Level 1 – Fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs). The other information discussed herein are based upon certain market assumptions and pertinent information available to management as of December 31, 2020, and December 31, 2019. The respective carrying value of certain on-balance sheet financial instruments approximated their fair values due to the short time period of these instruments.

Revenue Recognition

On January 1, 2019, the Company adopted Accounting Standards Codification Topic 606, Revenue from Contracts with Customers, ("ASC 606"). As the Company has no sales, the adoption did not require an adjustment to opening retained earnings for the cumulative effect adjustment and did not affect the Company's previously reported results of operations, nor its ongoing consolidated and consolidated interim, statements of cash flow or statements of changes in equity.

Under ASC 606, all of our selling gas sales transactions are recognized when control of the product is transferred to the customer. Our performance obligation under this series of the contract with customers are satisfied and collectability is reasonably assured. Once operations, at the company's discretion, of our natural gas sale will be made under contract with customers. The performance obligation for the remaining contract will continue to be satisfied as goods is sold through the delivery of our natural gas to its customer. Accordingly, the Company's contracts will not give rise to revenue assets or liabilities. The Company will typically receive payment within 30 days of the month of delivery. The Company's contracts for all of our natural gas sales will be delivered directly to customers that include certain considerations based on the monthly sales price and adjustment for the index customer's specific provision related to volume, price differential, discounts and other adjustment or reduction.

Stock Based Compensation

The Company entered into Stock Based Compensation under the "Compensation – Stock Compensation" which addresses the accounting for transactions in which an entity exchanges its equity instruments for goods or services, with a primary focus on transactions in which an entity obtains employee services in return for equity-based payment. Specifically, ASC 718 requires companies measure the cost of employee services received in exchange for an award of equity instruments based on the grant-date fair value of the award. ASC 718 requires companies also account for subsequent modifications of awards after the grant date date for an award.

The Company shall seek to calculate the service period. The costs for Stock Based Compensation are measured at the fair value of the consideration received at the fair value of the equity instruments issued, whenever it is more reliably measurable. The value of the common stock is measured at the market of the date of which the consideration is provided by the company to receive the equity instrument's receipt or (3) the date at which the company's performance is complete. The Company recognized consulting expense and a corresponding increase in additional paid-in capital related to stock issued for services.

Revenue assets are recognized for under the liability method of accounting for revenue sales under the liability method. Revenue from liabilities and assets are recognized for the estimated future the compensation attributable to difference between the amounts reported in the financial statement carrying amounts of assets and liabilities and their respective fair value. Price the assets and liabilities are measured using market or independently verified market data expected to apply when the asset is measured, or the liability settles. The effect of a change in measure the value on future income tax liabilities and assets is recognized in income in the period that this change occurs. Future income tax assets are recognized to the extent that they are considered more likely than not to be realized.

The FWHB has issued this "Notice to Read". This FWHB clarifies the accounting for uncertainty in income being recognized in an interim's financial statements. This standard requires a company to determine whether it is more likely than not that a tax position will be sustained upon examination based upon the technical merits of the position. If the more likely than not threshold is met, a company must measure the tax position to determine the amount to recognize in the financial statements.

Because of the subject matter of this standard, the Company's performance in many of its current tax positions is consistent with recognition and measurement standards established by the FWHB and included the first time in practice the position as of December 31, 2019, or as of December 31, 2018.

More and effective income per share

The Company compares income per share in accordance with the SEC's "Earnings per Share" which requires presentation of both basic and diluted earnings per share ("EPS") on the face of the statement of operations. Basic EPS is computed by dividing income available to common shareholders by the weighted average number of shares outstanding during the period. Diluted EPS gives effect to all dilutive potential shares of common stock outstanding during the period and only the income from operations and nonrecurring preferred stock during the period. The Company did not have any effective securities as of December 31, 2019, and December 31, 2018.

NOTE 4 - RECENT ACCOUNTING DEVELOPMENTS

Management does not believe any recently issued but not yet effective accounting pronouncements, if adopted, would have a material effect on the Company's present or future financial statements.

NOTE 5 - ACQUISITION

On November 27, 2020, the Company completed the acquisition of Kinder Energy, LLC and five oil and gas properties of Kinder Energy, LLC (the "Acquisition"). The acquired properties consist of 760 gross acres and include a 10% working interest and a 10% working net interest interest.

The Acquisition was completed as a business combination whereby Kinder Energy, LLC acquired the assets acquired and the liabilities assumed at their fair value as of June 30, 2020, which is the date the Company obtained control of the properties and was the acquisition date for financial reporting purposes. Revenues and related expenses for the Acquisition are included in our consolidated statement of operations beginning on June 30, 2020. The estimated fair value of the acquired properties, approximately the consideration paid, which the Company included approximately the fair value that would be paid to a typical market participant.

The LLC entities, including long-term debt, are included in Kinder Energy, LLC at the signing of the Purchase and Sale Agreement on June 30, 2020. The Acquisition payable to be settled through equity was settled at the closing on November 17, 2020, through the issuance of 1,000,000 shares of common stock. The Company received 1,000,000 non-voting shares of common stock, which were designated as general and administrative expense during the year ended December 31, 2020.

The Company will continue to include the fair value of the assets and liabilities reflected above and will record any adjustments, if needed, in future periods.

NOTE 10 – STOCKHOLDERS' EQUITY

Authorized Capital

As of December 31, 2020, the Company has 100,000,000 authorized shares of Common Stock at \$0.01 per share and 10,000,000 authorized shares of Preferred Stock at a par value of \$0.10.

Preferred Stock

During the year ending December 31, 2020, the Company received \$0.008 shares of Series A convertible preferred stock of its affiliate, Lion Motors, Q. During the year ending December 31, 2019, the Company issued no shares of Preferred Stock.

Common Stock

During the year ending December 31, 2020, the Company issued 8,400,000 at \$0.05 per share for the warrants acquired and issued 5,000 shares at a share price of \$0.05 for cash proceeds. During the year ending December 31, 2019, no shares of Common Stock were issued. During the years ending December 31, 2020, and December 31, 2019, the Company did not repurchase any shares.

The shares of Lion Motors stock are restricted securities under Rule 144 and were issued in reliance on an exemption from the registration requirements of the Securities Act.

Capital Contributions

During the years ending December 31, 2020, and December 31, 2019, the Company did not receive any capital contributions.

NOTE 11 – DEFERRED TAX ASSETS AND LIABILITIES

The Company prepares its income taxes using the liability method in accordance with FASB ASC Topic 740 "Income Taxes". Deferred income taxes arise from the differences in the recognition of income and expenses for tax purposes. There were no deferred tax assets or liabilities at December 31, 2020 and December 31, 2019.

Management has assessed the provisions regarding assessment of their valuation allowance on deferred tax assets and based on their current assessment that it would not have sufficient taxable income to realize these assets. Therefore, management has assessed the realizability of the deferred tax assets and determined that it is more likely than not that they will not be realized and has provided a full valuation allowance against the deferred tax assets.

The Company recognizes the financial statement impact of a tax position only after determining that the income tax authority would be more likely than not to accept the position following an audit. For tax positions meeting the more-likely-than-not threshold, the amount recognized in the consolidated 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's liability to income taxes, net of its federal jurisdiction and the state of Virginia. The tax regulations within each jurisdiction are subject to interpretation of relevant tax laws and regulations and require significant judgment to apply. The Company is not presently undergoing any tax audits. As of December 31, 2020, the tax year.

that certain subject to examination are 2020, 2019, 2018, and 2017 for Federal and 2020, 2019, 2018, and 2017 for state.

The Company will apply the historical 2009 NOL carry forward in FY 2020 and later years.

Income Taxes

In December 31, 2015, the United States Government passed new tax legislation that, among other provisions, will lower the corporate tax rate from 35% to 21%. In addition to applying the new lower corporate tax rate in 2018 and thereafter to any taxable income not yet taxed, the legislation affects the way we and our foreign and operating units previously accounted and results in a recalculation of deferred tax assets recorded in our future years. Since that the deferred tax assets are affected by such legislative changes, future changes have an net impact on the Company's financial position and net loss. However, when we become profitable, we will receive a reduced benefit from such deferred tax assets.

A reconciliation of the income tax provision/computed at statutory rates to the reported tax provision is as follows:

		For ended December 31, 2019		For ended December 31, 2018
Deferred income tax asset		(1,181)		21,075
Less: income tax expense	\$	1,541,206	\$	30,367
Net deferred tax expense		(1,539,995)		
Statutory rate	\$	1,539,995	\$	30,367
Adjusted expense for temporary and timing, future income tax		(25,292)	\$	(7,292)
Change in valuation allowance		(180,242)		(17,933)
Income tax	\$		\$	

The components of the Company's deferred tax asset is as follows:

		As of December 31, 2019		As of December 31, 2018
Deferred income tax assets:				
Net operating losses carried forward	\$	881,338	\$	9,938
Other deferred differences		(1,621,135)		(29,862)
Deferred income tax assets	\$		\$	

The Company has a valuation allowance against the full amount of its net deferred tax assets due to the uncertainty of realization of the deferred tax assets.

In December 31, 2019 and December 31, 2018, the Company has incurred accumulated and operating losses in the consolidated financial statements totaling \$796,881 and \$345,052 respectively which are available to reduce taxable income in future profitable years.

NOTE 12 – CONTINGENCIES AND COMMITMENTS

Operating lease commitments

The Company has no lease obligations at December 31, 2020 and December 31, 2019. The Company has a month-to-month rental agreement for an office space in Arlington, Virginia beginning on April 1, 2018, for \$87 per month. Additionally, the Company has no broker contingencies as of December 31, 2020, and December 31, 2019.

Banking commitments

The Company has no purchase obligations at December 31, 2020.

Significant risks and uncertainties

Concentration of Credit Risk – Cash – The Company maintains cash and cash equivalents balances at a single financial institution that are insured by the Federal Deposit Insurance Corporation (FDIC) up to \$250,000. At December 31, 2020 and December 31, 2019, the Company had no exposure to credit risk.

Concentration of Credit Risk – Accounts Receivable – The Company has no revenue generating operations and therefore no accounts receivable as of the date of these financial statements.

Legal matters

During the course of business, litigation commonly occurs. From time to time, the Company may be party to litigation matters involving claims against the Company. The Company operates in a highly regulated industry and employs personnel, which may inherently lead itself to legal matters. Management is aware that litigation has associated costs and the result of adverse litigation could result in a negative effect on the Company's financial position or results of operations.

There are no known legal proceedings against the Company or its officers and directors in their capacity as officers and directors of the Company.

COVID-19

On January 30, 2020, the World Health Organization declared the coronavirus outbreak a "Public Health Emergency of International Concern" and on March 11, 2020, declared it to be a pandemic. Actions taken around the world to help mitigate the spread of the coronavirus include restrictions on travel and operations in certain areas, and forced closures for certain types of public places and businesses. The coronavirus and related risks to mitigate it have had and are expected to continue to have an adverse impact on the economies and financial markets of many countries, including the geographical areas in which the Company operates. While it is unknown how long these conditions will last and what the complete financial effect will be to the Company to date, the Company is not expecting to experience any adverse effect other than difficulty in communicating with potential acquisition targets.

Paid-up costs may be limited.

Additionally, it is possible that amounts made in the financial statements have been, or will be, materially and adversely impacted in the near term as a result of these conditions, including the ability to raise additional funding.

NOTE 10 - ASSET RETIREMENT OBLIGATION

The Company provides for the obligation to plug and abandon oil and gas wells at the later appropriate and where required at the well site closure. The asset retirement obligation is adjusted each quarter for any liabilities incurred or settled during the period, accretion expense and any changes result in the periodic cash flows. The asset retirement obligation is stated at the time of filing and compared using the annual credit adjustment has discussed for a the applicable rates. Changes to the asset retirement obligation were as follows:

Balance, June 30, 2020	\$	
Liabilities acquired	\$3,149	
Liabilities incurred	-	
Liabilities settled	-	
Accretion expense	(3,347)	
Balance, December 31, 2020	\$	79,800

NOTE 11 - SUBSEQUENT EVENTS

The Company has evaluated all events that occurred after the balance sheet date through the date when the financial statements were issued to determine if they need be adjusted. The management of the Company determined that there are reportable subsequent events to be disclosed pursuant to the following:

Issuance of Common Shares

On January 6, 2021, the company issued 118,200 shares of common stock to Neodrillge Securities Corporation in settlement of \$100,000 in royalties for the Neodrillge acquisition.

On February 25, 2021, the company issued 42,500 shares of common stock to various vendors in settlement of \$49,000 in strategic consulting fees.

On February 25, 2021, the company issued 49,000 shares of common stock to various vendors in settlement of \$49,000 in board consulting fees.

On February 25, 2021, the company issued 42,500 shares of common stock to various vendors in settlement of \$49,000 in accounting consulting fees.

During the first quarter of 2021 the company issued 17,000 shares of common stock for sale of shares for cash.

Issuance of Common Shares to Officers

On January 6, 2021, the Company issued 4,000 shares of common stock to Jeffrey L. Bock, the CEO.

On January 6, 2021, the Company issued 1,000 shares of common stock to Mrs. Karen Hoffman, the CFO.

Issuance of Preferred Shares to Officers

On January 6, 2021, the Company issued 10,000 shares of Series A convertible preferred stock to Jeffrey L. Bock, the CEO. Each share is convertible at the option of the holder to ten (10) shares of common stock.

On January 6, 2021, the Company issued 10,000 shares of Series A convertible preferred stock to Mrs. Karen Hoffman, the CFO. Each share is convertible at the option of the holder to ten (10) shares of common stock.

Condensed Financial Statements
March 31, 2021

The unaudited condensed financial statements included herein have been prepared pursuant to the rules and regulations of the Securities and Exchange Commission ("SEC"). Accordingly, certain disclosures required by accounting principles generally accepted in the United States and normally included in annual reports of issuers of SEC have been omitted. Although management believes that our disclosures are adequate to make the information presented not misleading, these unaudited interim financial statements should be read in conjunction with the Company's audited financial statements and related footnotes included in its most recent Annual Report on Form 10-K.

CHINA OIL AND GAS CORPORATION CONDENSED FINANCIAL STATEMENTS (UNAUDITED)		
As at	March 31, December 31,	
	2021	2020
ASSETS		
Current Assets		
Cash and cash equivalents	\$ 13,200	\$ 60,021
Total Current Assets	13,200	60,021
Properties and Equipment		
Oil and natural gas properties subject to amortization	10,979,883	10,979,882
Total Properties and Equipment	10,979,883	10,979,882
Total Assets	10,993,083	10,739,903
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current Liabilities		
Accounts payable	10,384	17,709
Accounts receivable payable	3,619	3,490
Accounts payable - interest payable	-	600,000
Accounts payable - interest	27,813	410,716
Notes payable - short-term	60,000	60,000
Notes payable - related party	117,815	117,815
Total Current Liabilities	219,631	1,209,730
Long-term Liabilities		
Deferred acquisition costs payable	2,760,000	2,760,000
Other long-term liabilities	63,724	10,000
Total long-term liabilities	2,823,724	2,870,000
Total Liabilities	3,043,355	4,079,730
Stockholders' Equity		
Preferred stock, \$0.10 per share, 100,000,000 shares authorized, 10,000,000 shares issued and outstanding, noncumulative, nonparticipating	3,000	-
Common stock, \$0.01 per share, 100,000,000 shares authorized, 100,000,000 shares issued and outstanding, noncumulative, nonparticipating	60,000	36,700
Additional paid-in capital	8,769,516	7,380,412
Accumulated deficit	(1,869,788)	(1,686,939)
Total Stockholders' Equity	7,949,728	6,660,173
Total Liabilities and Stockholders' Equity	10,993,083	10,739,903

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

CROWN OIL AND GAS CORPORATION CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (Unaudited)			
For the Three Months Ended March 31,	2023	2022	
Cash flows from operating activities:			
Net loss	\$ (381,892)	\$ (33,895)	
Common stock issued for services	230,000	-	
Adjustments to reconcile net loss to net cash provided by (used in) operations:			
Amortization of asset retirement obligation	891	-	
Accounts payable	17,386	45,896	
Accounts payable and accrued taxes	15,298	29,620	
Accounts receivable payable	629	197	
Total adjustments to reconcile net loss to net cash provided by operations	363,105	75,713	
Net cash used in operating activities	(18,787)	(15,790)	
Cash flows from investing activities:	-	-	
Cash flows from financing activities:			
Proceeds from loans payable - related party	-	23,400	
Proceeds from sale of common stock	31,000	-	
Net cash provided by financing activities	31,000	23,400	
Net increase in cash	22,213	7,610	
Cash at beginning of period	6,655	27,689	
Cash at end of period	\$ 28,868	\$ 35,300	
Supplemental disclosure of non-cash investing and financing activities:			
Preferred shares issued for account reorganization	\$ 600,000	\$ -	
Accounts payable from settled with common stock	\$ 600,000	\$ -	
Accounts payable settled with common stock	\$ 30,000	\$ -	
The accompanying notes are an integral part of these unaudited condensed financial statements.			

	2014					Additional paid-in capital		Total stockholders' equity
	Assets	Liabilities	Equity	Retained earnings	Accumulated other comprehensive income	Accumulated deficit		
Balance, December 31, 2013	0	0	0	0	0	0	0	
Net income for the three months ending March 31, 2014	0	0	0	0	0	30,522	30,522	
Net loss for the three months ending March 31, 2014	0	0	0	0	0	(12,675)	(12,675)	
Balance, March 31, 2014	0	0	0	0	0	17,847	17,847	
2015								
Balance, December 31, 2014	0	0	2,670,000	636,000	1,128,412	0	4,434,412	
Extra of common stock	0	0	270,000	0	34,200	0	304,200	
Share-based tender payment received	0	0	278,000	0	36,700	0	314,700	
Preferred shares reacquired at par	20,000	2,000	0	0	197,200	0	409,000	
Share-based compensation	0	0	90,000	100	24,700	0	204,800	
Net loss for the three months ending March 31, 2015	0	0	0	0	0	(141,768)	(141,768)	
Balance, March 31, 2015	20,000	2,000	3,068,000	636,100	1,350,312	(3,044,268)	3,758,144	

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NOTE 1 - BASIS OF PRESENTATION AND SIGNIFICANT ACCOUNTING POLICIES

Consolidated Financial Statements – The accompanying consolidated financial statements prepared by Co2-OL and Gas Corporation (the “Company” or “Co2-OL”) have not been audited by an independent registered public accounting firm. In the opinion of the Company’s management, the accompanying consolidated financial statements contain all adjustments necessary for the presentation of the results of operations for the periods presented, which adjustments were of a normal recurring nature, except as otherwise noted. The results of operations for the three months ended March 31, 2023, are not necessarily indicative of the results to be expected for the full year ending December 31, 2023. For various reasons, including as a result of the impact of fluctuations in prices received for oil and natural gas, natural gas production declines, the uncertainty of regulations and development drilling trends, fluctuations in the value of derivative instruments, the impact of COVID-19 and other factors.

These unaudited condensed financial statements of the Company have been prepared in accordance with accounting principles generally accepted in the United States (“GAAP”) by various financial institutions, and, accordingly, do not include all of the information and footnotes required by GAAP for complete financial statements. Therefore, these financial statements should be read in conjunction with the Company’s consolidated financial statements for the year ended December 31, 2022.

Preparation and Review of Statements – The Company is a private corporation that has elected to use oil and gas prices instead of oil futures. The Company’s oil and natural gas sales, oilfield and development gas operations, asset planning and natural gas use for oil and natural gas and the services to customers, exploration and development of oil and natural gas properties, oil and natural gas prices have historically been volatile and may be subject to wide fluctuations in the future. A substantial decline in oil and natural gas prices could have a material adverse effect on the Company’s financial position, results of operations, cash flow and operations of oil and natural gas reserves that are the economically produced.

COVID-19 – In March 2020, the World Health Organization identified the outbreak of COVID-19 as a pandemic. The impact of COVID-19 on worldwide economies, reduction in commercial and industrial activity and changes in consumer behavior in attempting to contain the spread of COVID-19 governments worldwide imposed law and regulations such as shelter-in-place orders, quarantines, economic orders and similar restrictions. As a result, the global economy has been hampered by significant disruption and uncertainty, which in turn has led to a perceptible decline in oil prices in response to oil demand decline. Further exacerbated by global energy storage shortages and by the price war among members of the Organization of Petroleum Exporting Countries (“OPEC”) and other non-OPEC producer nations collectively with OPEC members. OPEC’s suspension for April 2020, and the U.S. energy policy, global economic uncertainty, government orders, and impact on the availability of supplies, resulting in lower oil production, and ultimately lower oil prices. The combined impact of COVID-19, resulting in lower oil prices, and the resulting uncertainty in oil and natural gas prices could result in a decline in oil and natural gas prices, which have an adverse impact on the Company’s financial position, including the value of its operations.

Liquidity and Capital Considerations – The effort to maintain an adequate liquidity level to address volatility and risk. Sources of liquidity include loans from our CEO, our cash flow from operations, cash on hand, and sales of assets.

Minor changes in oil and natural gas prices affect the Company’s liquidity. If oil and natural gas prices rapidly deteriorate due to a resurgence of COVID-19 or other reasons, this could have a material adverse effect on the Company’s Cash Flow.

costs. Reported costs are generally categorized either as being subject to amortization or not subject to amortization.

Depreciation, depletion and amortization expense for the three months ended March 31, 2021, was 30 per cent of amortization compared to 33, for the three months ended March 31, 2020.

Impairment, writeups and remedial expenditures – Generally, the Company has no other impairment, write-up, write-down, other impairment and/or related or related costs subjected to impairment loss. Any accumulated depreciation, impairment costs include all direct costs associated with the acquisition of other equipment and placing such equipment in service. Depreciation will be calculated using the straight-line method based upon an estimated useful life of 10 to 15 years.

Goodwill impairment obligation – The Company's goodwill liability is the amount in which its asset retirement obligation ("ARO") is measured, is an intangible asset to the discounted estimate for value of the obligation that is capitalized. However, this liability is accrued up to the first retirement retirement cost, as well as a future impairment related to the disposal or other retirement of certain assets. The Company will continue to have plugging and abandonment expenses of its oil and natural gas properties and related facilities disposal.

Goodwill impairment obligation – The Company has no intangible asset liability given and retirement cost based on depletion, offset and impairment. The Company's impairment for cost of changes directly related to a change in a asset of equity instrument based on the grant date for value of the asset and impairment for related impairment expense over the period during which an employee is required to provide service in exchange for the assets, which is generally the vesting period.

Goodwill impairment & Goodwill impairment – The Company records its Goodwill impairment expense, which is non-amortization in other the for cost of the amortization expense at the end of the month, impairment is based on the grant date for value of the asset and impairment for related impairment expense over the period during which an employee is required to provide service in exchange for the assets, which is generally the vesting period.

Income Taxes – Income tax expense for income taxes are based on, have payable or refundable for the current year and deferred taxes. Income taxes are based on differences between the tax base of assets and liabilities and their reported amounts in the financial statements, and the carry forward. Deferring taxes are calculated as follows: The financial statements of carrying forward amounts in other, adjustments for prior periods which the effect to assets and liabilities, as reported by the income tax return. As changes in the tax or rates are enacted, deferred tax assets and liabilities are adjusted through the provision for income taxes.

The Company has not received benefit of 20% and includes income tax provision that, among other things, allows net operating losses to be carried back, permits interest expense to be deducted up to a higher percentage of adjusted taxable income and modifies the depreciation of qualified improvement property. Due to the Company having smaller losses it is also eligible for the net carryback, no benefit was recorded and these provisions have no material impact on the Company.

For the period ended March 31, 2021, the Company recorded no expense or benefit due to the Company having a full valuation allowance against its undistributed tax assets. Since December 31, 2020, the Company has determined that a full valuation allowance is necessary due to the Company's assessment that it is more likely than not that it will be unable to obtain the benefits of its deferred tax assets due to the Company's history of taxable losses. The Company reserves its deferred tax assets ("DTA") and valuation allowance on a quarterly basis.

Non-qualified Pension-Related Accounting Measurement – On December 31, 2020, the 100% owned entity has 2020 ("2020") year-end 20% "2020" liability for the accounting for income taxes, which is measured as follows:

recipients for reassigning deferred taxes for transactions, performing integrated allocation and calculating taxover basis in certain periods. The plan also adds guidance to reduce complexity in certain areas, including reassigning deferred taxes for tax grandfather and allocating taxes to members of a consolidated group. The amended standards are effective for fiscal years beginning after December 15, 2010. The adoption of this 2010 D did not have a material impact to the Company's consolidated financial statements or disclosures.

In March 2010, the staff issued staff 1010-10, "Qualitative Considerations." Staff clarified its required disclosure requirements for certain taxes to align with SEC regulations. The update is effective for the Company's beginning in the first quarter of 2010 and will be applied retrospectively. The adoption and implementation of this staff did not have a material impact on the Company's financial statements.

Basic and diluted earnings per share—Basic earnings per share is computed by dividing net income by the weighted average number of common shares outstanding during the period. Diluted earnings per share reflects the potential dilution that could occur if all contracts to issue common stock were exercised, the exercise of which would have an anti-dilutive effect. The diluted effect of stock options and other share-based compensation is calculated using the treasury stock method. The calculation of diluted net income per share does not consider exercise of contracts of securities that would have an anti-dilutive effect. As of March 31, 2011, the effect of 3,000 convertible preferred shares into 100,000 common shares was included from the computation of diluted net loss per common share as their effect to anti dilute.

NOTE 3 – FINANCIAL STATEMENT PRESENTATION

The Company's financial statements are prepared using U.S. GAAP applicable to a going concern that contemplates the realization of assets and liquidation of liabilities in the normal course of business. During 2010, the Company has acquired NetScout through with identified process of intangible resources and proprietary technology assets in the growing internet hosting in equities. Since then we are in a position that the Company will be able to achieve its business plan. After an additional capital or raise in the future, the Company is required to implement its current operating plan. The accompanying financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.

The Company has performed a number of qualitative considerations, except for the Company's basic financial statements, the Company's financial statements, and its dependent upon future resources of equity or other financing to fund ongoing operations, all of which were considered about the Company's ability to continue as a going concern. The Company's ability to continue as a going concern is dependent upon its ability to generate future profitable operations and/or to obtain the necessary financing from shareholders or other sources to meet its obligations, including its obligations to its creditors. Management has been planning to raise additional capital to address this concern. Management believes that the Company will be able to obtain sufficient funds to satisfy its financing needs within the next 12 months. However, there is no assurance of additional financing being available at all acceptable terms, if at all.

NOTE 4 – FINANCIAL DISCLOSURES

The Company's presentation of financial information for the period ended at the end of the period. The financial performance obligation is defined as the product of the product. However, as reported in the financial statements, the product is defined as the product and the Company's revenue is reported from one to three months after delivery. The transaction price includes variable consideration in product pricing is based on published market prices and reduced for contract specified adjustments. The guidance does not require that the transaction price be based on market or other similar.

oil sold under the Company's oil sales contracts, the Company sells oil production at the point of delivery and collects an agreed-upon index price, net of pricing differentiation. The Company recognizes revenue when control transfers to the purchaser at the point of delivery at the net price received.

Revenues are zero.

The Company currently is not producing natural gas.

Disaggregation of Revenue. The following table presents revenues disaggregated by product for the three months ended March 31, 2021, and 2020:

	For the Three Months			
	Ended March 31,			
	2021		2020	
Revenues by Product:				
Oil	\$	6,383	\$	-
Natural gas		-		-
Oil and natural gas revenues	\$	6,383	\$	-

All revenues are from production from the Gulf State Drilling Region in Arkansas.

NOTE 4 – LIABILITIES

Effective January 1, 2020, the Company adopted ASU 2016-02, Leases (Topic 842). The purpose of this guidance is to increase transparency and comparability among organizations by recognizing certain lease assets and lease liabilities on the balance sheet and disclosing key information about leasing arrangements. The main difference between previous GAAP accounting and the method proposed by this new guidance is the recognition on the balance sheet of certain lease assets and lease liabilities by lessees for those leases that were classified as operating leases under previous GAAP.

The Company made accounting policy elections as not capital lease assets with a lease term of twelve months or less and not recognize lease and/or lease contingencies for all lease matters. The Company has also elected to adopt the practical expedients within ASU 2016-02 that allow us to not measure prior to the effective date (i) whether any reported or existing contracts are or contain leases, (ii) the lease classification for any reported or existing leases, or (iii) initial direct costs for any existing leases and the practical expedients regarding lost leases for lost and gain in the adoption of this ASU 2016-02. The Company did not elect the practical expedient of disclosure when determining the lease term of existing contracts in the effective date.

The Company has a month-to-month verbal agreement for our offices in the Arlington, Virginia and Lewis Mississippi.

NOTE 5 – LIABILITIES (LEASES) LEASES REPRESENTATION

The Company compares lease lost per share by dividing net loss by the weighted average number of common shares outstanding during the period. The Company compares diluted lost per share by dividing net loss by the sum of the weighted average number of common shares outstanding and the weighted average dilutive common share equivalents outstanding.

KEY TO VALUE MEASUREMENTS	
<p>How values are priced and measured to avoid or limit a tax liability, in a primary transaction between market participants at the measurement date (pre-tax). The authoritative guidance encompasses all of the framework for measuring fair value and requires that fair value measurements be classified and disclosed in one of the following categories:</p>	
<p>Level 1: Quoted prices for active markets that are accessible at the measurement date, unadjusted asset or liability values, and/or other inputs that are inputs to the valuation of assets or liabilities that use market data with sufficient liquidity and volume to provide a quoted price for the asset or liability.</p>	
<p>Level 2: Quoted prices for assets that are not active, or prices that are observable, either directly or indirectly, for substantially the full term of the asset or liability. This category includes those observable instruments that use with sufficient observable market data, substantially all of the inputs to the measurement that are not the inputs of the asset or liability.</p>	
<p>Level 3: Measured based on inputs or valuation models that require inputs that are both significant to the fair value measurement and are not observable from objective sources (e.g., supported by little or no market activity).</p>	
<p>How value information disclosed herein on value added certain market participants and pertinent information available to management of US Bancorp from March 30, 2019, to March 30, 2020, is the guidance covering value of assets or liabilities under financial instruments approached the</p>	

NOTE 7 - ASSET RETIREMENT OBLIGATION

The Company records the obligation to plug and abandon oil and gas wells at the date the properties are either acquired or the wells are drilled. The asset retirement obligation is adjusted each quarter for any liabilities incurred or settled during the period, accretion expense and any revisions made to the costs or timing estimates. The asset retirement obligation is incurred using an annual credit-adjusted risk-free discount rate at the applicable dates. Changes in the asset retirement obligation were as follows:

Liabilities reduced	7
Assets required	206
Balance, March 31, 2021	199

NOTE 4 - CONTINGENCIES AND COMMITMENTS

Operating lease commitments
The Company has no lease obligations as March 31, 2021, and March 31, 2020. The Company has a month-to-month agreement for an office space in Arlington, Virginia beginning on April 1, 2018, for \$50 per month. Additionally, the Company has no known contingencies as of March 31, 2021, and March 31, 2020.

Payable commitments
The Company has no payable obligations as March 31, 2021.

Significant risks and uncertainties
Contingent liabilities of Credit Risk – Accounts Receivable – The Company had no revenue generating operations and therefore no accounts receivable as of the date of these Financial Statements.
Contingent liabilities of Credit Risk – Cash – The Company maintains cash and cash equivalent balances at a single financial institution that are insured by the Federal Deposit Insurance Corporation (FDIC) up to \$250,000. At December 31, 2020 and December 31, 2019, the Company had no deposits in excess of insurance.

Legal matters
During the course of business, litigation commonly occurs. From time to time, the Company may be party to litigation matters involving claims against the Company. The Company operates in a highly regulated industry and employee personnel, which may inherently lead itself to legal matters. Management is aware that litigation has associated costs and the threat of adverse litigation which could have material effect on the Company's financial position or results of operations.
There are no known legal proceedings against the Company or its officers and directors in their capacity as officers and directors of the Company.

NOTE 5 - WARRANTS AND STOCK OPTIONS
On January 4, 2021, the Company issued 20,000 shares of Series A convertible preferred stock to Jeffrey L. Budy, the CEO and 10,000 shares of Series A convertible stock to Mr. Barrett Williams, the CFO. Each share is convertible at the option of the holder to ten (10) shares of common stock. The value of \$100,000,000 per share has been awarded as part of personal salaries and payroll costs. The fair value was based on the value assigned to common stock (\$5 per share) multiplied by 10. Additionally, on January 5, 2021, the Company issued 1,000 shares of common stock to each of the CEO and CFO.
For the year ending December 31, 2020, there were no related party transactions between the Company's Executive Chairman and the Company. There were no other related party transactions between any of the Company's directors or executive officers or any person nominated or elected by the Company to become a director or executive officer.

NOTE 10 – STOCKHOLDERS’ EQUITY

Authorized Capital

As of March 31, 2021, the Company has 100,000,000 authorized shares of common stock at \$0.01 per share and 10,000,000 authorized shares of preferred stock at a par value of \$0.10.

Preferred Stock

During the period ending March 31, 2021, the Company issued 50,000 shares of Series A convertible preferred stock to its officers (see NOTE 9) in settlement of \$500,000 of accrued salary. During the period ending March 31, 2020, the Company issued no shares of preferred stock.

Common Stock

During the period ending March 31, 2021, the Company issued 150,000 shares of common stock to its outside director (see NOTE 9) in settlement of \$150,000 in fees for the director’s acquisition, 150,000 shares of common stock to various vendors in settlement of \$150,000 in service and consulting fees and 10,000 shares of common stock to its executive officers (see NOTE 9).

During the four months ended March 31, 2021, the Company issued 1,000 shares of common stock for sale of services for cash.

During the period ending March 31, 2021, and March 31, 2020, the Company did not repurchase any shares.

The above shares of capital stock are restricted securities under Rule 144 and were issued in reliance on an exemption from the registration requirements of the Securities Act.

Capital Contributions

During the period ending March 31, 2021, and March 31, 2020, the Company did not receive any capital contributions.

NOTE 11 – CONTINGENT LIABILITIES

The Company has evaluated all events that occurred after the balance sheet date through the date when the financial statements were issued to determine if they need to be reported. The management of the Company determined that there are no reportable subsequent events to be disclosed.

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 15. Other Expenses of Issuance and Distribution

The following table sets forth the costs and expenses payable by us in connection with the sale of common stock being registered. All amounts are estimates except for the first three line items.

SEC filing fee	\$ 180.00
Legal fees and expenses	5,000.00
Accounting fees and expenses	10,000.00
Total	<u>\$ 5,180.00</u>

Item 16. Indemnification of Directors and Officers

We currently maintain and intend to maintain for the foreseeable future director and officer liability insurance on behalf of our directors and officers.

The Virginia Stock Corporation Act ("VSCA") permits us to indemnify our directors and officers in connection with certain actions, suits and proceedings brought against them if they acted in good faith and believed their conduct to be in the best interests of the Company and, in the case of criminal actions, had no reasonable cause to believe that the director was guilty. The VSCA requires such indemnification when a director or officer acting properly in the absence of any wrongdoing, which in our case is partly determined by our by-laws and a finding by a majority of the company, and further provides that we may make any other or further indemnity arrangements with respect to proceedings by or in the right of the company, and may make additional provisions for retention and reimbursement of expenses, if authorized by our board of directors by the affirmative vote of a majority of independent directors, except as otherwise agreed with respect to a retaining resolution of compensation. The amended and restated articles of incorporation provide that a director or officer or former director or officer of the Company shall be reimbursed for the fullest extent permitted by the VSCA as currently in effect as then provided in connection with any action, suit or proceeding (including a proceeding by or in or in our right) because such individual is or was a director or officer of the company or because such individual or was serving the company in any other capacity in any capacity in the interest of the company.

The VSCA establishes a standard of care in liability of directors and officers and directors of the company for damages against them in a suit brought by or in our right or brought by or in behalf of shareholders of the company and authorizes us, with shareholder approval, to actually insure directors and officers in an amount and for those actions of directors or officers. However, the liability of a director or officer shall not be limited if such director or officer engaged in willful misconduct or a knowing violation of the provisions of the amended law of a federal or state statute that the amended and restated articles of incorporation provide for the limitation or mitigation of the liability of a director or officer or former director or officer of the company to maintain liability to the company in our information, to the fullest extent permitted by the VSCA as currently in effect or as then amended. The Employment Agreement and the Retention Incentive Agreement contain the indemnification provisions, providing that each shall indemnify and will reimburse each of them, their and the successors to the rights (including the estate of any person or persons performing such officer duties) and to the company with the right of the company to be paid by the company the expenses, agreement and the fullest extent permitted under the state laws, the amended and restated articles of incorporation and the Virginia Stock Corporation Act, except that each of them and the successors shall have no right to be paid by the company for such actions, suits, or not against us, the best interests of the company, and, with respect to any criminal actions of wrongdoing, have no responsibility under the amended and restated articles of incorporation.

We do not carry insurance on behalf of directors, officers, employees, or agents for liabilities related to their actions on behalf of the company. We intend to seek such insurance if available and affordable when we have sufficient cash resources. Insofar as the foregoing provision permits indemnification of directors, officers, or persons controlling us for liability arising under the Securities Act, we have been informed that in the opinion of the Commission, this indemnification is against public policy as expressed in the Securities Act and therefore unenforceable.

Item 15. Recent Sales of Unregistered Securities

Over the past three years, we have issued and sold the following securities without registration under the Securities Act:

- On September 12, 2021, pursuant to the terms of the Investor Subscription Agreements, the Company issued 1,616,000 shares of Common Stock to 62,000 purchasers of WSF units.
 - On January 6, 2022, the Company issued 10,000 shares of Series A convertible preferred stock to Jeffrey J. Slay, the CEO and founder of Series A Preferred Stock to Mrs. Barrett Williams, the CEO. Each share is convertible at the option of the holder to ten (10) shares of Common Stock.
 - On February 10, 2022, the Company issued 1,000 shares of Common Stock to Jeffrey J. Slay for his service as Chief Executive Officer and 1,000 shares of Common Stock to Mrs. Barrett Williams for his service as Chief Financial Officer.
 - On February 10, 2022, the Company issued an aggregate of 1,000 shares of Common Stock to Knowledge Services Corporation and its officers as a reference of fees to the Investor Agreements.
 - On the only day 2022, the Company issued an aggregate of 1,000 shares of Common Stock to consultants for the services performed by the Company.
- The above issuances did not involve any underwriters, underwriting discounts or commissions, or any public offering and we believe it exempt from the registration requirements of the Securities Act of 1933 by virtue of Section 4(2) thereof and/or Regulation D promulgated thereunder.

Item 16. Exhibits

Exhibit Number	Description
3.1	Articles of Incorporation (incorporated by reference to Exhibit 3.1 of the Company's Registration Statement on Form S-1 filed with the Commission on July 26, 2021)
3.2	Bylaws (incorporated by reference to Exhibit 3.2 of the Company's Registration Statement on Form S-1 filed with the Commission on July 26, 2021)
3.3	Amended and Restated Articles of Incorporation (incorporated by reference to Exhibit 3.1.2 of the Company's Registration Statement on Form S-1 filed with the Commission on July 26, 2021)
3.4	Amendment to Amended and Restated Articles of Incorporation (incorporated by reference to Exhibit 3.1.2 of the Company's Registration Statement on Form S-1 filed with the Commission on September 29, 2021)
4.1	Specimen Common Stock Certificate (incorporated by reference to Exhibit 4.1 of the Company's Registration Statement on Form S-1 filed with the Commission on July 26, 2021)
4.1.1	Register of the owner (see Item 4.1)
10.1	Registration Agreement, dated June 16, 2021, by and among Kista Oil and Gas Corporation, Knowledge Energy, Ltd. and all of the Members of Knowledge Energy, Ltd. (incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K filed with the Commission on June 16, 2021)
10.2	Purchase and Sale Agreement dated June 1, 2019 between Knowledge Energy, Ltd. and Emerald Operating, Ltd. (incorporated by reference to Exhibit 10.2 of the Company's Current Report on Form 8-K filed with the Commission on June 21, 2021)

10.6	Provisional Note, dated June 1, 2019, issued by Marathon Energy, Ltd pursuant to the Purchase and Sale Agreement dated June 1, 2019 with Central Operating, Ltd (Incorporated by reference to Exhibit 1.1 of the Company's Current Report on Form 8-K filed with the Commission on June 11, 2019).
10.8	Assignment and Assumption of Promissory Note, dated June 19, 2019, between the Company and Marathon Energy, Ltd (Incorporated by reference to Exhibit 2.2 of the Company's Current Report on Form 8-K filed with the Commission on June 19, 2019).
10.97	Assigned and Received Promissory Note, dated May 29, 2021, between the Company and Strathairn Operating, Ltd.
10.6	Investment Banking/Coop Advisory Agreement between the Company and Knowledge Acquisition Corporation, dated March 18, 2019 (Incorporated by reference to Exhibit 10.7 to the Registration Statement on Form S-1 filed with the Commission on July 26, 2019)
10.7	Employment Agreement dated January 24, 2019, between the Company and Jeffery J. Busy (Incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K filed with the Commission on January 25, 2019)
10.8	Employment Agreement dated March 16, 2020, between the Company and Wm. Russell Welton (Incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K filed with the Commission on March 21, 2020)
10.9	Restricted Stock Grant Agreement dated January 4, 2021, between the Company and Jeffery Busy (Incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K filed with the Commission on January 7, 2021)
10.10	Restricted Stock Grant Agreement dated January 4, 2021, between the Company and Wm. Russell Welton (Incorporated by reference to Exhibit 10.2 of the Company's Current Report on Form 8-K filed with the Commission on January 7, 2021)
10	Code of Ethics (Incorporated by reference to Exhibit 10 to the Company's Registration Statement on Form S-1 filed with the Commission on July 26, 2019)
21.1*	List of Subsidiaries
21.2*	Consent of Plaintiff to Jo
21.3*	Consent of The Crown Law Group, PC, dated in Exhibit 5.10
99.1	Marathon Energy Limited's Natural Gas and Oil Production Study and Report (Incorporated by reference to Exhibit 99.1 to the Company's Annual Report on Form 10-K filed with the Commission on May 16, 2021)
99.2	Marathon Energy, Ltd Oil Leases (Incorporated by reference to Exhibit 99.2 to the Company's Annual Report on Form 10-K, filed with the Commission on May 16, 2021)

* Filed Separately

Item 17. Undertakings

The Foreman family undertakes

(c)(3) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement

- [illegible]

30. That, for the purpose of determining liability under the Securities Act of 1933 to any purchaser, if the Registrant is subject to Rule 158(c), each prospectus filed pursuant to Rule 158(b) as part of a registration statement relating to an offering, other than registration statements relating to Rule 158(a) or other filing procedures that it is required to file, shall be deemed to be part of such prospectus or this registration statement or of the table to it in part 158. Furthermore, however, except that in a registration statement or prospectus that is part of the registration statement or is made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, in its entirety with a view of context of date prior to such filing as, representing exactly as required that are made in the registration statement or prospectus that was part of the registration statement or is made in such prospectus immediately prior to such date of filing only.

Notwithstanding to subordination for liability arising under the Securities Act of 1933 (the "Act") may be provided to our directors, officers and controlling persons pursuant to the provisions above, or otherwise, we have been advised that in the opinion of the SEC such subordination is required prior to any registration in the Securities Act, and is, therefore, unnecessary. It is the intent that a claim for subordination against our directors, officers, or controlling persons in the successful defense of any action, suit or proceeding, is reserved to one of our directors, officers, or controlling persons in connection with the securities being registered, we will, within in the opinion of our counsel the matter has been settled by controlling precedent, subject to a claim of subordination pursuant to the question whether such subordination is required prior to any registration in the Securities Act, and our action governed by the best distribution of such claim.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, its duly authorized, in the at Arlington, Virginia, on the 20th day of June, 2021:

COSS DA LINDS AND COMPANY

By: **Gregory J. Lind**
Chief Executive Officer
(Principal Executive Officer)

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities and on the dates indicated:

June 20, 2021

By: **Gregory J. Lind**
Chief Executive Officer and President
(Principal Executive Officer)

June 21, 2021

By: **John Michael Anderson**
Chief Financial Officer
(Principal Financial and Accounting Officer)

THIS AMENDED AND REVISED SECURED PROMISSORY NOTE (THE "REVISED NOTE") HAS NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED (THE "SECURITIES ACT"). THIS NOTE HAS BEEN ACQUIRED FOR INVESTMENT ONLY AND MAY NOT BE SOLD, TRANSFERRED OR ASSIGNED TO THE AGENCIES OF REGISTRATION OF THE REALE THEREIN UNDER THE SECURITIES ACT OR AN OFFSPRING OF CROWN, REASONABLY SATISFACTORY EVIDENCE, SCOPE, AND EXTENT TO THE TITLE & THAT SUCH REGISTRATION IS NOT REQUIRED.

AMENDED AND REVISED SECURED PROMISSORY NOTE

Principal Amount: \$2,700,000

Effective as of May 19, 2023

THIS AMENDED AND REVISED SECURED PROMISSORY NOTE (the "Revised Note") is effective as of the 19th day of May, 2023 (the "Effective Date"), by and between CHUKA OIL AND GAS CORPORATION, a Nigerian corporation, with the registered office address of 2001 Victoria Road, Suite 4-08, Alimosho, Lagos State, Nigeria, ("Borrower") and CUSTODIAL OPERATING, L.L.C., a Mississippi limited liability company, with the registered office of PO Box 2061, Laurel, MS 39442 (collectively referred to as "Lender").

The Revised Note amends and replaces in its entirety that certain promissory note dated June 1, 2019 in the original principal amount of \$2,700,000 (the "Original Note") issued by Barataria Energy, LLC, a Mississippi limited liability company ("Barataria"), the initial borrower of the Original Note, in favor of the Lender, which Original Note was amended on July 14, 2020, and thereafter assigned on June 14, 2020 by Barataria to Borrower by that certain Assignment, Assumption and Amendment of Promissory Note.

The Original Note is being provided and returned by the Revised Note, as set forth herein, to, among other things, reflect that the Lender and the Borrower agreed to change the repayment date of the Original Note to October 1, 2023, as the new repayment date. Borrower and Lender hereby agree that as of the Effective Date, the Original Note is hereby amended, modified, and replaced in its entirety by this Revised Note to read as follows:

ARTICLE I
PAYMENT TERMS

1.1 **Payment.** For Value Received, Borrower hereby irrevocably and unconditionally promises to pay to the order of Lender, or proxy, the principal sum of Two Million Seven Hundred Thousand Dollars (\$2,700,000.00) (the "Principal Amount") in lawful money of the United States of America and in immediately available funds. The Revised Note shall be non-interest bearing. The Principal Amount under the Revised Note shall be due and payable on October 1, 2023 (the "Maturity Date"). This Revised Note may be prepaid in whole or in part at any time.

1.2 **Unconditional Obligation.** The Revised Note is a direct and unconditional debt obligation of the Borrower. Except as expressly provided herein, no provision of this Revised Note shall alter or trigger the obligation of the Borrower, which is absolute and unconditional, to pay the Principal Amount of this Revised Note at the time, place, and rate, and in the coin or currency, herein prescribed.

1.3. **Sample clause:** The obligations of the Borrower to the Lender under this Restricted Note are revised and collateralized by certain of and are assets of Borrower as indicated on Exhibit A attached hereto (the "Collateral"). Until the Principal Amount is paid in full, the Borrower pledges all its obligations under the Restricted Note. The Lender will retain title to the assets contained in Exhibit A for so long as the current term under "Term" appears to fall of the Principal Amount. Lender shall immediately release the Collateral by transferring the title of the Collateral to the Borrower without any additional action from the Borrower.

ARTICLE 2

DEFAULT AND REMEDIES

2.1. **Events of Default:** Each of the following shall constitute an event of default ("Event of Default"):

(a) **Failure to Make the Principal Payment:** Failure by Borrower to pay the Principal Amount on the Maturity Date pursuant to this Restricted Note which non-payment continues for five (5) business days following the date of written notice issued to Borrower by Lender.

(b) **Material Breach/Default:** The non-performance by Borrower of a voluntary act under the Restrictive Covenants (such as non-compliance or breach) intended or any other applicable bankruptcy, insolvency, reorganization, liquidation or other similar law ("Bankruptcy Laws"), or the consent by it to the appointment of a receiver, liquidator, assignee, trustee, custodian, sequestrator (or other similar official) of Borrower or its subsidiaries or for any substantial part of its property, or the making by it of any assignment for the benefit of creditors, or the failure of Borrower generally to pay its debts as such debts become due, or the taking of corporate action by Borrower to re-organize or to liquidate or to effect the foregoing.

(c) **Insolvency or Receivership:** The entry of a decree or order for relief by a court having jurisdiction in the premises in respect of Borrower or any of its subsidiaries in an insolvency case under any applicable Bankruptcy Laws, or appointing a receiver, liquidator, assignee, trustee, custodian, sequestrator or similar official of Borrower or any subsidiary for any substantial part of its property, or entering the winding-up or liquidation of Borrower's, or any of its subsidiary's, affairs, and the continuance of any such decree or order undisturbed and in effect for a period of 60 consecutive days.

(d) **Assignment or Disposition:** If Borrower or any of its subsidiaries causes to carry out its business or dispose (whether by license, lease, sale, assignment, encumbrance or otherwise) of substantially all of its assets other than its ordinary course of its business, or ~~if Borrower or any of its subsidiaries~~ liquidation.

2.2. **Remedies:** Upon the occurrence of any Event of Default specified in this Article 2 hereof, Lender may enforce the unpaid Principal Amount due, among other remedies, by suit(s) proceeding or similar action in the jurisdiction(s) where enforcement is sought. If and so far as any other enforcement or action is law or is being prosecuted by law, Lender is not limited by remedial rights due to the Collateral as both in Exhibit A. The Borrower and any of its subsidiary's hereby agree, promise, warrant, defend, or defend or otherwise not subject to the obligations of this Restricted Note. In addition to the rights and remedies given by this Restricted Note, the Lender shall have all those rights and remedies afforded by applicable laws, and recourse to one or more right or remedy shall not constitute a waiver of the others.

So long as this Restated Note shall remain in effect and any outstanding Principal Amount has been paid in full, the Lender shall otherwise consent to writing, the Borrower and any of its subsidiaries (whether existing or becoming a subsidiary after the Effective Date), shall not (i) borrow funds, incur or increase indebtedness or debt, or grant an assumption or loan to any person that is senior in any way to the Restated Note in respect of payment, priority or preference; or (ii) modify any existing debt or assumption in materially adverse effect the rights of the Lender, as the noteholder of the Restated Note (by way of example only and without limitation, increasing the amount of existing senior debt, or changing or modifying rights of other existing creditors or loan holders that would in any material respect reduce the security interest or rights of the Lender).

All notices, requests or other communications that are required or permitted to be given to the Parties under this Agreement shall be sufficient if given in writing and delivered in person, by email, by overnight courier, or by registered or certified mail, postage prepaid, return receipt requested, to the receiving Party at the address listed on the first page of this Ratemeter Note or at such other address as each Party may have given to the other by written notice pursuant to this Article 4. Notice shall be deemed given on the earliest of (i) actual receipt by the receiving party, (ii) the date shown on a facsimile transmission confirmation, (iii) the date on which an e-mail transmission was received by the receiving party's on-line access provider (iv) the date reflected on a signed delivery receipt, or (v) on the delivery or refusal date, as specified on the return receipt, in the case of overnight courier or registered or certified mail.

All notices, requests or other communications that are required or permitted to be given to the Parties under this Agreement shall be sufficient if given in writing and delivered in person, by email, by overnight courier, or by registered or certified mail, postage prepaid, return receipt requested, to the receiving Party at the address listed on the first page of this Ratemeter Note or at such other address as each Party may have given to the other by written notice pursuant to this Article 4. Notice shall be deemed given on the earliest of (i) actual receipt by the receiving party, (ii) the date shown on a facsimile transmission confirmation, (iii) the date on which an e-mail transmission was received by the receiving party's on-line access provider (iv) the date reflected on a signed delivery receipt, or (v) on the delivery or refusal date, as specified on the return receipt, in the case of overnight courier or registered or certified mail.

This Rostated Note may not be modified, amended, waived, extended, changed, discharged, or terminated orally or by any act or failure to act on the part of Discovser or Lender, but only by an agreement in writing signed by the party against whom enforcement of any modification, amendment, waiver, extension, change, discharge or termination is sought.

This Rostated Note may not be modified, amended, waived, extended, changed, discharged, or terminated orally or by any act or failure to act on the part of Discovser or Lender, but only by an agreement in writing signed by the party against whom enforcement of any modification, amendment, waiver, extension, change, discharge or termination is sought.

This Rostated Note and the rights, remedies, powers, covenants, duties and obligations of the parties herein shall be construed and enforced in accordance with the laws of the State of Mississippi, without regard to the conflict of laws provisions thereof. Any legal suit, action or proceeding arising out of or relating to this Rostated Note shall be instituted exclusively in the state or federal courts of the State of Mississippi (and any appellate courts thereof). EACH PARTY HERETO HEREBY IRREVOCABLY AND EXCLUSIVELY AGREES TO WAIVE, RELEASE, DEFEND, HOLD HARMLESS AND INDEMNIFY THE OTHER PARTY FROM AND AGAINST ALL SUCH LITIGATION, DAMAGES, LOSSES AND EXPENSES, INCLUDING REASONABLE ATTORNEY'S FEES AND COSTS, THAT MAY BE INCURRED BY THE OTHER PARTY IN CONNECTION WITH SUCH LITIGATION, DAMAGES, LOSSES AND EXPENSES.

This Rostated Note and the rights, remedies, powers, covenants, duties and obligations of the parties herein shall be construed and enforced in accordance with the laws of the State of Mississippi, without regard to the conflict of laws provisions thereof. Any legal suit, action or proceeding arising out of or relating to this Rostated Note shall be instituted exclusively in the state or federal courts of the State of Mississippi (and any appellate courts thereof). EACH PARTY HERETO HEREBY IRREVOCABLY AND EXCLUSIVELY AGREES TO WAIVE, RELEASE, DEFEND, HOLD HARMLESS AND INDEMNIFY THE OTHER PARTY FROM AND AGAINST ALL SUCH LITIGATION, DAMAGES, LOSSES AND EXPENSES, INCLUDING REASONABLE ATTORNEY'S FEES AND COSTS, THAT MAY BE INCURRED BY THE OTHER PARTY IN CONNECTION WITH SUCH LITIGATION, DAMAGES, LOSSES AND EXPENSES.

IN WITNESS WHEREOF, Borrower, according to its legally bound liability, has caused this Amended and Restated Promissory Note to be duly executed by its undersigned as of the 20th day of May, 2023.

CHAVA OIL AND GAS CORPORATION

By: /s/ Jeffrey J. Gony
Name: Jeffrey J. Gony
Title: Chief Executive Officer

Acknowledged and agreed, effective as of the Effective Date:

CENTRAL OPERATING, LLC

By: /s/ Peter Bigham
Name: Peter Bigham
Title: Manager

Table A

Continued

Attended to and made a part of their current assignment dates effective to June 14, 2019 by and between General Operating, LLC as Assignor and Executive Energy, LLC as Assignee

Letter	MURPHY, WARREN, CLIFTON	Letter	RYAN, ARTHUR EDWARD ET AL	Letter	CHANDLER, MELINDA D
Letter	WALTER, L. JOHNSON	Letter	WALTER, L. JOHNSON	Letter	FINDLEY, R. CHESTER AL
Dated	AUGUST 14, 1993	Dated	AUGUST 14, 1993	Dated	APRIL 14, 1993
Recorded	BOOK 486 PAGE 273	Recorded	BOOK 486 PAGE 304	Recorded	BOOK 487 PAGE 304
Letter	NALL, ALFRED D	Letter	MURPHY, MARK HENRY ET UN	Letter	HELDON, MARGIE
Letter	WALTER, L. JOHNSON	Letter	WALTER, L. JOHNSON	Letter	FINNAGE, R. CHESTER AL
Dated	AUGUST 14, 1993	Dated	SEPTEMBER 13, 1993	Dated	APRIL 14, 1993
Recorded	BOOK 486 PAGE 274	Recorded	BOOK 486 PAGE 312	Recorded	BOOK 487 PAGE 303
Letter	KUTZEL, THOMAS OF	Letter	KIRKLAND, RAY JR	Letter	MURPHY, DANIELLE L ET AL
Letter	WALTER, L. JOHNSON	Letter	WALTER, L. JOHNSON	Letter	FINNAGE, ANDREW CHESTER AL
Dated	AUGUST 14, 1993	Dated	SEPTEMBER 23, 1993	Dated	APRIL 14, 1993
Recorded	BOOK 486 PAGE 320	Recorded	BOOK 486 PAGE 313	Recorded	BOOK 487 PAGE 299
Letter	RYAN, JAMES R ET UN	Letter	MELTON, ROGER WALD ET UN	Letter	MURPHY, EVELYN ANNE ET ET
Letter	WALTER, L. JOHNSON	Letter	WALTER, L. JOHNSON	Letter	NALL, ALF. JOHNSON
Dated	AUGUST 14, 1993	Dated	NOV 1, 1993	Dated	SEPTEMBER 1, 1993
Recorded	BOOK 486 PAGE 379	Recorded	BOOK 502 PAGE 389	Recorded	BOOK 503 PAGE 89
Letter	MELTON, WILLIAM DAN D	Letter	MURPHY, MARK HENRY ET UN	Letter	
Letter	WALTER, L. JOHNSON	Letter	W. H. JACKSON JR JR	Letter	
Dated	JULY 14, 1993	Dated	JUNE 4, 1993	Letter	
Recorded	BOOK 486 PAGE 382	Recorded	BOOK 486 PAGE 383	Recorded	
Letter	MURPHY, GEORGE EDWARD ET U	Letter	JACKSON, RUBY	Letter	
Letter	WALTER, L. JOHNSON	Letter	WALTER, L. JOHNSON	Letter	
Dated	AUGUST 14, 1993	Dated	AUGUST 1, 1993	Letter	

Contract ID	Lessor	Recording County and State	SAC	TWP	RNG	Legal Description
GLPFX 16-001 LSE	Allard E. Nall et al	S 0000 Monroe Page 9, Block 50b AL	16	SN	TE	4 ac in SE 1/4 sec 30SE; 1 ac in SW 1/4 sec 30SE

SIG	TWP	RNG	Legal Description
16	SN	TE	4 ac in SE 1/4 sec 30/36, 1 ac in SW 1/4 sec 30/36.

GAUSS-14-001	Michael J. Nash, Jr.	11-0000 Page 11, Book 404	Monroe	16	IN	N2 1001, 1002, 1003 1004, 1005 1006, 1007 1008, 1009 1010, 1011 1012, 1013 1014, 1015 1016, 1017 1018, 1019 1020, 1021 1022, 1023 1024, 1025 1026, 1027 1028, 1029 1030, 1031 1032, 1033 1034, 1035 1036, 1037 1038, 1039 1040, 1041 1042, 1043 1044, 1045 1046, 1047 1048, 1049 1050, 1051 1052, 1053 1054, 1055 1056, 1057 1058, 1059 1060, 1061 1062, 1063 1064, 1065 1066, 1067 1068, 1069 1070, 1071 1072, 1073 1074, 1075 1076, 1077 1078, 1079 1080, 1081 1082, 1083 1084, 1085 1086, 1087 1088, 1089 1090, 1091 1092, 1093 1094, 1095 1096, 1097 1098, 1099 1100, 1101 1102, 1103 1104, 1105 1106, 1107 1108, 1109 1110, 1111 1112, 1113 1114, 1115 1116, 1117 1118, 1119 1120, 1121 1122, 1123 1124, 1125 1126, 1127 1128, 1129 1130, 1131 1132, 1133 1134, 1135 1136, 1137 1138, 1139 1140, 1141 1142, 1143 1144, 1145 1146, 1147 1148, 1149 1150, 1151 1152, 1153 1154, 1155 1156, 1157 1158, 1159 1160, 1161 1162, 1163 1164, 1165 1166, 1167 1168, 1169 1170, 1171 1172, 1173 1174, 1175 1176, 1177 1178, 1179 1180, 1181 1182, 1183 1184, 1185 1186, 1187 1188, 1189 1190, 1191 1192, 1193 1194, 1195 1196, 1197 1198, 1199 1200, 1201 1202, 1203 1204, 1205 1206, 1207 1208, 1209 1210, 1211 1212, 1213 1214, 1215 1216, 1217 1218, 1219 1220, 1221 1222, 1223 1224, 1225 1226, 1227 1228, 1229 1230, 1231 1232, 1233 1234, 1235 1236, 1237 1238, 1239 1240, 1241 1242, 1243 1244, 1245 1246, 1247 1248, 1249 1250, 1251 1252, 1253 1254, 1255 1256, 1257 1258, 1259 1260, 1261 1262, 1263 1264, 1265 1266, 1267 1268, 1269 1270, 1271 1272, 1273 1274, 1275 1276, 1277 1278, 1279 1280, 1281 1282, 1283 1284, 1285 1286, 1287 1288, 1289 1290, 1291 1292, 1293 1294, 1295 1296, 1297 1298, 1299 1300, 1301 1302, 1303 1304, 1305 1306, 1307 1308, 1309 1310, 1311 1312, 1313 1314, 1315 1316, 1317 1318, 1319 1320, 1321 1322, 1323 1324, 1325 1326, 1327 1328, 1329 1330, 1331 1332, 1333 1334, 1335 1336, 1337 1338, 1339 1340, 1341 1342, 1343 1344, 1345 1346, 1347 1348, 1349 1350, 1351 1352, 1353 1354, 1355 1356, 1357 1358, 1359 1360, 1361 1362, 1363 1364, 1365 1366, 1367 1368, 1369 1370, 1371 1372, 1373 1374, 1375 1376, 1377 1378, 1379 1380, 1381 1382, 1383 1384, 1385 1386, 1387 1388, 1389 1390, 1391 1392, 1393 1394, 1395 1396, 1397 1398, 1399 1400, 1401 1402, 1403 1404, 1405 1406, 1407 1408, 1409 1410, 1411 1412, 1413 1414, 1415 1416, 1417 1418, 1419 1420, 1421 1422, 1423 1424, 1425 1426, 1427 1428, 1429 1430, 1431 1432, 1433 1434, 1435 1436, 1437 1438, 1439 1440, 1441 1442, 1443 1444, 1445 1446, 1447 1448, 1449 1450, 1451 1452, 1453 1454, 1455 1456, 1457 1458, 1459 1460, 1461 1462, 1463 1464, 1465 1466, 1467 1468, 1469 1470, 1471 1472, 1473 1474, 1475 1476, 1477 1478, 1479 1480, 1481 1482, 1483 1484, 1485 1486, 1487 1488, 1489 1490, 1491 1492, 1493 1494, 1495 1496, 1497 1498, 1499 1500, 1501 1502, 1503 1504, 1505 1506, 1507 1508, 1509 1510, 1511 1512, 1513 1514, 1515 1516, 1517 1518, 1519 1520, 1521 1522, 1523 1524, 1525 1526, 1527 1528, 1529 1530, 1531 1532, 1533 1534, 1535 1536, 1537 1538, 1539 1540, 1541 1542, 1543 1544, 1545 1546, 1547 1548, 1549 1550, 1551 1552, 1553 1554, 1555 1556, 1557 1558, 1559 1560, 1561 1562, 1563 1564, 1565 1566, 1567 1568, 1569 1570, 1571 1572, 1573 1574, 1575 1576, 1577 1578, 1579 1580, 1581 1582, 1583 1584, 1585 1586, 1587 1588, 1589 1590, 1591 1592, 1593 1594, 1595 1596, 1597 1598, 1599 1600, 1601 1602, 1603 1604, 1605 1606, 1607 1608, 1609 1610, 1611 1612, 1613 1614, 1615 1616, 1617 1618, 1619 1620, 1621 1622, 1623 1624, 1625 1626, 1627 1628, 1629 1630, 1631 1632, 1633 1634, 1635 1636, 1637 1638, 1639 1640, 1641 1642, 1643 1644, 1645 1646, 1647 1648, 1649 1650, 1651 1652, 1653 1654, 1655 1656, 1657 1658, 1659 1660, 1661 1662, 1663 1664, 1665 1666, 1667 1668
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NJ.PS.17.081.1.00	Edmund Coffman SR	12,1000 Page 95, Para. 802 AL	Monroe	26	IN	IN	NJ 21.1 NJWE NJ 21 NJ 20.1 NJWE NJ 20 NJ 19.1 NJWE NJ 19
NJ.PS.17.081.1.00	Amended J. White, Page 802 AL	111,1000	Monroe	17	IN	IN	1.1 NJ 2.1 NJWE NJ 20 NJ 20.1 NJWE NJ 20 NJ 19.1 NJWE NJ 19
				26	IN	IN	IN Monroe & Brandy NJ 20.1 NJWE NJ 20 NJ 19.1 NJWE NJ 19
				21	IN	IN	IN NJ 20.1 NJWE NJ 20 NJ 19.1 NJWE NJ 19
NJ.PS.17.081.1.00	David Kosloski	80,1700 Page 95, Para. 802 AL	Monroe	17	IN	IN	IN NJ 20.1 NJWE NJ 20 NJ 19.1 NJWE NJ 19
NJ.PS.17.081.1.00	Monroe C. Smith	1,1000 Page 802 AL	Monroe 17	IN	IN	IN	IN Monroe & Brandy Trust in NJ 20.1 NJWE NJ 20
NJ.PS.17.081.1.00	Sherry L. Everett	1,1000 Page 802 AL	Monroe 17	IN	IN	IN	IN Monroe & Brandy Trust in NJ 20.1 NJWE NJ 20
NJ.PS.17.081.1.00	Carolyn Blanton	1,1000 Page 802 AL	Monroe 17	IN	IN	IN	IN Monroe & Brandy Trust in NJ 20.1 NJWE NJ 20
NJ.PS.17.081.1.00	Amended Walker	1,1000 Page 802 AL	Monroe 17	IN	IN	IN	IN Monroe & Brandy Trust in NJ 20.1 NJWE NJ 20
NJ.PS.20.081.1.00	Marshall B. Coffman	27,0000	Monroe 20	IN	IN	IN	IN 27 ac tract in NW part of NJ 20.1 NJWE NJ 20
NJ.PS.20.082.1.00	Bruce W. Bayles	9,1000	Monroe 20	IN	IN	IN	IN 9 ac tract in SE part of NJ 20.1 NJWE NJ 20
NJ.PS.21.081.1.00	Sherry L. Everett	41,1000 AL	Monroe 21	IN	IN	IN	IN 41 ac tract in NJ 20.1 NJ 20.1 NJWE NJ 20
NJ.PS.21.082.1.00	Brandy Brandy	3,1000 AL	Monroe 21	IN	IN	IN	IN 3.78 ac tract in NJ 20.1 NJWE NJ 20

ALPZ.21.0051.1.02	Diagram Archives	0.0700 AL	Master	21	IN	76	87 as stated in the report NENW
ALPZ.21.0041.1.02	Sketch of Section	IN 7000 Page 009, Block 002 AL	Master	21	IN	76	87 100 AL, Line 3 as also 87 NENW, see notes for complete description
ALPZ.21.0051.1.02	Sketch of Wall, L-10	00.0000 AL	Master	21	IN	76	NENW
ALPZ.21.0041.1.02	Sketch of Wall, L-10	11.0000 AL	Master	21	IN	76	87 NENW Line 39 of map section 104 of NENW NENW, 87 of map section 104 of NENW
ALPZ.21.0071.1.02	Section B Sketch	11.0000 AL	Master	21	IN	76	87 NENW Line 39 of map section 104 of NENW NENW, 87 of map section 104 of NENW

LIST OF SUBSIDIARIES OF GULF OIL AND GAS CORPORATION	
Parent of Subsidiaries	Subsidiaries
Marathon Energy, L.P.	Marathon

Haynie & Company Salt Lake City, Utah June 23, 2021