UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Amendment No. 1
FORM 10-K/A

(Mark One)

☒ **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended **December 31, 2016**

or

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from ________________ to _________________

Commission File No. **000-52297**

FBEC WORLDWIDE, INC.
(Exact name of registrant as specified in its charter)

Wyoming	**06-1678089**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

1621 Central Ave, Cheyenne, WY	**82001**
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code **(800) 785-4089**

Securities registered pursuant to Section 12(b) of the Exchange Act:

Title of each class	**Name of each exchange on which registered**
None	None

Securities registered pursuant to Section 12(g) of the Exchange Act:

Common Stock, par value $0.001 per share
(Title of class)

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☐ No ☒

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ☐ No ☒

Indicate by check mark whether the registrant has (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, 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 12b-2 of the Exchange Act. (Check one)

Large accelerated filer ☐	Accelerated filer ☐
Non-accelerated filer ☐	Smaller reporting company ☒
Emerging growth company ☐	

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 13(a) of the Exchange Act. ☐

Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

The aggregate market value of the voting and non-voting common equity held by non-affiliates as of May 19, 2017 was $833,977 (computed by reference to the price at which the common equity was last sold ($0.0007), or the average bid and asked price of such common equity as of the last business day of the registrant's most recently completed second fiscal quarter). For purposes of the foregoing calculation only, directors, executive officers, and holders of 10% or more of the issuer’s common capital stock have been deemed affiliates.

The number of shares outstanding of the registrant’s common stock as of May 19, 2017 was 1,191,138,255.

DOCUMENTS INCORPORATED BY REFERENCE: None.

EXPLANATORY NOTE

This Amendment No. 1 to the Annual Report on Form 10-K is being filed to furnish the Interactive Data files as Exhibit 101, in accordance with Rule 405 of Regulation S-T. Minor other changes (cover page, page 8, Item 12 and Note 6 to the financial statements) have been made to the Form 10-K, as originally filed on May 22, 2017.

TABLE OF CONTENTS

INTRODUCTORY COMMENT

Throughout this Annual Report on Form 10-K (the "Report"), the terms "we," "us," "our," "FBEC," or the "Company" refers to FBEC Worldwide, Inc. f/k/a Frontier Beverage Company, Inc., a Wyoming corporation.

FORWARD LOOKING STATEMENTS

When used in this Report, the words "may," "will," "expect," "anticipate," "continue," "estimate," "intend," and similar expressions are intended to identify forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the "Act") and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act") regarding events, conditions and financial trends which may affect the Company's future plans of operations, business strategy, operating results and financial position. Such statements are not guarantees of future performance and are subject to risks and uncertainties and actual results may differ materially from those included within the forward-looking statements. Additional factors are described in the Company's other public reports and filings with the Securities and Exchange Commission (the "SEC"). Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date made. The Company undertakes no obligation to publicly release the result of any revision of these forward-looking statements to reflect events or circumstances after the date they are made or to reflect the occurrence of unanticipated events.

This Report contains certain estimates and plans related to us and the industry in which we operate, which assume certain events, trends and activities will occur and the projected information based on those assumptions. We do not know that all of our assumptions are accurate. If our assumptions are wrong about any events, trends and activities, then our estimates for future growth for our business may also be wrong. There can be no assurance that any of our estimates as to our business growth will be achieved.

The following discussion and analysis should be read in conjunction with our financial statements and the notes associated with them contained elsewhere in this Report. This discussion should not be construed to imply that the results discussed in this Report will necessarily continue into the future or that any conclusion reached in this Report will necessarily be indicative of actual operating results in the future. The discussion represents only the best assessment of management.

PART I

ITEM 1. BUSINESS

Development of the Company

The Company was incorporated under the laws of Nevada on November 18, 2002 under the name Assure Data, Inc. after which it commenced operations as a comprehensive automated data backup and retrieval company for small and medium-sized businesses. Currently, the Company is engaged in the sale of hemp based energy products.

On March 1, 2010, the Company entered into a purchase agreement with Innovative Beverage Group Holdings, Inc., a Nevada corporation and a trademark assignment for the purchase of the intellectual property rights of a beverage created and developed by Innovative known as "Unwind." The Company subsequently applied for and received a separate trademark featuring its new logo and the term Unwind Ultimate Relaxation in 2010. The Company intends to reformulate the product.

On February 3, 2014, the Company purchased 90% of Dance Broadcast Systems, Inc. for 10,000 Series A Preferred Stock with a par value of $.001. The preference allows the holder to vote 66.67% of the available votes for all purposes regardless of the other votes outstanding as long as one share of this series is outstanding. The designation for the Series A Preferred Stock was filed with the Secretary of State of Nevada on January 24, 2014. This transaction was recorded as a reverse merger with January 13, 2014 now becoming the inception date for accounting purposes. This transaction caused a change of control of the company to Vinyl Groove Productions, Inc.

Dance Broadcast System, Inc. was incorporated in Delaware on January 13, 2014. The company was to set up an internet dance music broadcast station and sponsor concerts for our other subsidiaries. Assets were to be purchased for this purpose but the purchase of equipment was not concluded.

In May 2014, the Company sold its 51% stake in Blue 22 Entertainment for the receipt of 50 million common shares of NX Global, Inc. stock. Because the stock received does not have a current filing on Pink Sheets no value has been placed on the stock and no gain or loss has been recognized.

In June 2014, the Company entered into an agreement to be the distributor at retail of a oil emulsification product used to separate oil from various waste streams produced from oil wells, and oil storage or shipping.

On June 30, 2014, the Company increased its authorized shares from 500,000,000 to 950,000,000.

On September 6, 2014, the Company increased its authorized shares from 950,000,000 to 1,970,000,000.

All remaining entertainment subsidiaries were sold on June 26, 2014. The company does not retain any rights nor any liabilities of the disposed of subsidiaries.

On October 16, 2014, the Company increased its authorized shares from 1,970,000,000 to 2,970,000,000.

On October 28, 2014, the Company was re-domiciled to the State of Wyoming and increased its authorized common shares to 5,000,000,000.

On December 8, 2014, the Company changed its name to FBEC Worldwide, Inc.

On December 23, 2014, the company effected 1:1000 reverse split. All share and per share amounts herein have been retroactively restated to reflect the split.

In June 2015, the Company entered into an Intellectual Property Purchase Agreement, Consulting Agreement, and Royalty Agreement with G. Randall & Sons, Inc. These agreements provide for the asset purchase of the proprietary hemp-based formula used in the Company's beverage energy shot. G. Randall and Sons will provide ongoing consulting services in blending new formula(s) and working directly with FBEC to improve and blend existing formulas. The Company purchased the asset for $50,000. The purchase includes a $15,000 cash payment and $35,000 8% Convertible Note with a 6 month maturity date and conversion features of 75% of the average closing price 20 days previous to conversion. This represents a 25% discount to the average closing price 20 days previous to conversion.

On November 12, 2015, FBEC Worldwide, Inc., ("FBEC") entered into a joint venture agreement (the "JV Agreement") with CBD Globe Distributors Ltd ("CBD"). Pursuant to the JV Agreement FBEC and CBD will form a limited liability company (the "LLC"), which shall be owned as follows: 50.1% by FBEC and 49.9% by CBD. The LLC shall create a strategic alliance between the brands currently held by the parties, respectively in an effort to lend support in a multitude of areas and consolidate businesses in the cannabis and hemp industry. FBEC will take on the role of online digital marketer in a wide variety of online spaces as well as provide fulfillment support for the distribution of all brands at FBEC's expense. To the extent set forth in this Agreement, each of the Parties shall own an undivided fractional part in the LLC. Jason Spatafora and Patrick Folkes shall be the managing members of the LLC (the "Managing Members").

The term of the JV Agreement shall be one year. The JV Agreement may be terminated by either party in writing with thirty (30) days' notice. Agreement has expired.

FBEC, through the operations of LLC, in connection with má products, an ultra-high grade certified CBD hemp oil product which comes with a flavor cartridge, vapor pen, and 1ml of ma CBD oil, will perform the following tasks:

- Handle all digital and social media marketing; attempt to increase sales online and via wholesale channels utilizing SEO activities and Google Adword commitment.
- Connect fulfillment centre to website and coordinate sales GUI for wholesale ordering by sales team members.
- Data collection on retailers, distributors and wholesalers.
- Identify, list and provide all free or discounted banner groups available.
- Implement logistical and distribution manager to handle fulfillment needs by using inventory management software.
- Create a tracking platform using available technology to maintain accurate records of purchase orders, accounts receivable and all other expenditures related to day to day business of má products.
- Create marketing strategies to extend the footprint of all brands associated with the LLC by both traditional marketing means, celebrity endorsement and product placement with prior approval of strategy and marketing aims in unison with CBD as brand owners.
- Seek funding commitments for both promotions and conventions.
- Provide its scientific advisory team to propose ideas to CBD, test and create new products that CBD could deem unique and worth pursuing by unanimous consent of the Managing Members.
- Seek approval from CBD in connection with the marketing of any other competing product or proposition, without such approval FBEC would be prohibited from any further activity in this respect.
- Liaise with CBD on all proposed product pricing issues, discounts, promotions, campaigns, PR, social media, advertising and all other marketing issues with the objective of streamlining má brand and marketing campaigns worldwide.
- Coordinate the payment to CBD of its profit distribution, pursuant to the Operating Agreement, within 10 business days of each month end.

CBD, through the operations of the LLC, will:

- Share any future distribution pipeline opportunities with FBEC for the purpose of extending the má brand exposure in the cannabis and hemp space.
- Design a website, and create a new e-Commerce platforms.
- Manage of all internet properties.Direct all revenue and product flow related to the má brand in the United States through the LLC and assist FBEC in its preparation of periodic financial reports as to be filed with the Securities and Exchange Commission.

The parties shall share the net profit realized by the LLC, if any, within 10 business days of each month end. All net profit is to be disbursed 50% (Fifty percent) to each party. FBEC shall also issue CBD 6,000,000 shares of restricted common stock over the coming year.

Prior to the date of the JV Agreement, the parties thereto had no interaction other than the negotiation of the JV Agreement.

On November 30, 2015, FBEC Worldwide, Inc., ("FBEC") entered into a joint venture agreement (the "JV Agreement") with DuBe Hemp Beverages Inc. ("DUBE"). Pursuant to the JV Agreement FBEC and DUBE will form a limited liability company (the "LLC"), which shall be owned as follows: 50.1% by FBEC and 49.9% by DUBE. The LLC shall create a strategic alliance between the brands currently held by the parties, respectively in an effort to lend support in a multitude of areas and consolidate businesses in the cannabis and hemp industry. FBEC will take on the role of online digital marketer in a wide variety of online spaces as well as provide fulfillment support for the distribution of all brands at FBEC's expense. To the extent set forth in this Agreement, each of the Parties shall own an undivided fractional part in the LLC. Jason Spatafora and Phil Restifo shall be the managing members of the LLC (the "Managing Members").

The term of the JV Agreement shall be one year. The JV Agreement may be terminated by either party in writing with thirty (30) days' notice. The agreement has expired.

FBEC, through the operations of LLC, in connection with the products produced by DUBE, will perform the following tasks:

- Handle all digital and social media marketing; attempt to increase sales online and via wholesale channels utilizing SEO activities and Google Adword commitment.
- Connect fulfillment centre to website and coordinate sales GUI for wholesale ordering by sales team members.
- Data collection on retailers, distributors and wholesalers.
- Identify, list and provide all free or discounted banner groups available.
- Implement logistical and distribution manager to handle fulfillment needs by using inventory management software.
- Create a tracking platform using available technology to maintain accurate records of purchase orders, accounts receivable and all other expenditures related to day to day business of má products.
- Create marketing strategies to extend the footprint of all brands associated with the LLC by both traditional marketing means, celebrity endorsement and product placement with prior approval of strategy and marketing aims in unison with DUBE as brand owners.
- Agree to a funding commitments for both promotions and conventions.
- Provide its scientific advisory team to propose ideas to DUBE, test and create new products that DUBE could deem unique and worth pursuing.
- Seek approval from DUBE in connection with the marketing of any other competing product or proposition, without such approval FBEC would be prohibited from any further activity in this respect.

- Liaise with DUBE on all proposed product pricing issues, discounts, promotions, campaigns, PR, social media, advertising and all other marketing issues with the objective of streamlining má brand and marketing campaigns worldwide.
- Coordinate the payment to DUBE of its profit distribution, pursuant to the Operating Agreement, within 10 business days of each month end.
- DUBE, through the operations of the LLC, will:
- Share distribution pipeline opportunities, marketing, and public relations with FBEC for the purpose of extending DUBE products and FEBEC's WolfShot ("WolfShot") brand footprints in the cannabis and hemp space.
- Connect FBEC with all personnel currently managing and overseeing the production, sales, distribution, packaging, and marketing of DUBE products.
- Direct all revenue and product flow related to the DUBE brand in the United States through the LLC and assist FBEC in its preparation of periodic financial reports as to be filed with the Securities and Exchange Commission.

The parties shall share the net profit realized by the LLC, if any, within 10 business days of each month end. 30% of all net profits related to DUBE products shall be distributed to FBEC. 70% of all net profits related to DUBE products shall be distributed to DUBE. 30% of all net profits related to WolfShot products to shall be distributed to DUBE. 70% of all net profits related to WolfShot products shall be distributed to FBEC. 50% of all net profits related to co-branded products shall be distributed to both parties. FBEC shall also issue DUBE 6,000,000 shares of restricted common stock over the coming year.

Prior to the date of the JV Agreement, the parties thereto had no interaction other than the negotiation of the JV Agreement.

All businesses or resale products acquired on or before 2015 have ceased to be sold or utilized by the Company.

In January 2016, the Company resolved to reduce the authorized common shares to 2,200,000,000 effective March 18, 2016.

The Company's Common Stock is quoted on the OTC Market Groups, Inc. OTCQB (the "OTCQB") under the symbol "FBEC."

Overview of Business

FBEC Worldwide, Inc. operates a sales, distribution and marketing business for the promotion and sale of hemp based energy drinks.

Products

In June 2015, the Company purchased the formula for its first hemp based energy shot Wolf Shot™ and began distribution in the fourth quarter of 2015.

In November 2015, the Company entered into two joint venture agreements to market, distribute and promote two additional lines of hemp based energy drink products.

The Company has ceased offering any products or services acquired or represented prior to June of 2015.

Overview of Industry

The energy drink market is quite diverse in its products ranging from caffeine based through "all natural" products derived from organic compounds. There are few products distributed nationally that are hemp based for energy production.

Competition and Buying Trends

The energy drink industry is highly competitive. Competition in the category exists based on price, packaging, flavors, consumer acceptance of products, shelf space and new product development. In order to compete effectively in the industry, we believe that we must produce products that stand out from the competition through taste, visual appearance, price, and product quality. We believe that our principal strength is our product quality and that we will face competition from companies who focus on price as opposed to quality.

Our products are expected to compete with a wide variety of energy drinks produced by companies that have substantially greater financial, marketing and distribution resources. Competition in the industry could have a material adverse effect on our products and business results if we are unable to gain the market share required for us to attain profitability.

Our products also compete with all other liquid refreshments, including those produced by large internationally known companies, all of which have greater financial and marketing resources.

Although we believe that our products currently compete favorably with respect to such factors, we cannot provide any assurance that we can maintain our competitive position against current and potential competitors, especially those with significantly greater brand recognition, or financial, marketing, support, technical and other resources.

Manufacturing

We do not manufacture our own products, but rely on third-party contract packers ("Co-packers") to produce and package our products on an "as needed" basis. We have no long term agreement in place for the services and we intend to evaluate and potentially make arrangements with additional Co-packers to manufacture our products.

Governmental Regulations

The production and marketing of our beverages and snack products are subject to the rules and regulations of various federal, state and local health agencies, including in particular the U.S. Food and Drug Administration ("FDA"). The FDA also regulates labeling of our products. We have no regulatory notifications or actions pending at this time.

The production, distribution and sale of our products in the United States is subject to various federal and state regulations, including but not limited to: the Federal Food, Drug and Cosmetic Act; the Dietary Supplement Health and Education Act of 1994; the Occupational Safety and Health Act; various environmental statutes; and various other federal, state and local statutes and regulations applicable to the production, transportation, sale, safety, advertising, labeling and ingredients of such products.

Compliance with applicable federal and state regulations is crucial to the Company's success. Although we believe that we are in compliance with applicable regulations, should the FDA or any state in which we operate amend its guidelines or impose more stringent interpretations of current laws or regulations, we may not be able to comply with these new guidelines. Such regulations could require the reformulation of certain products to meet new standards, market withdrawal or discontinuation of certain products we are unable to reformulate, imposition of additional record keeping requirements, expanded documentation regarding the properties of certain products, expanded or different labeling and/or additional scientific substantiation. Failure to comply with applicable requirements could result in sanctions being imposed on the Company or the manufacturers of any of our products, including but not limited to fines, injunctions, product recalls, seizures and criminal prosecution.

Compliance with Environmental Laws

We currently outsource the production and distribution of our products and do not own or operate our own manufacturing facilities. As such, we do not believe that we are subject to any federal, state and local environmental laws and regulations which would have a material adverse effect upon our capital expenditures, net income or competitive position. We have not expended any capital resources on compliance with federal, state or local environmental laws since entering the beverage and snack product industry.

Intellectual Property

On March 1, 2010, the Company entered into a Purchase Agreement with Innovative Beverage Group Holdings, Inc., a Nevada corporation, for the purchase of the intellectual property rights for *UnWind*, which was created and developed by Innovative. In conjunction with the Purchase Agreement, the parties executed a Trademark Assignment which was filed with the United States Patent and Trademark Office (the "USPTO") assigning us rights to trademarks for "Unwind Extreme Relaxation" and "Unwind." Under the terms of the Purchase Agreement, we purchased (i) all rights to the *UnWind* flavor, including all rights to the proprietary formula used to manufacture *UnWind*, (ii) the *UnWind* name and trademark, and all other trademarks, service marks, copyrights, patents and other intellectual property associated therewith, and (iii) all documentation used in and/or necessary for the manufacture and marketing of the *UnWind* beverage, including but not limited to manufacturing instructions, ingredient lists, and marketing literature or similar material created for *UnWind* (the "Purchased Property"). As consideration for the Purchased Property, we agreed to pay Innovative or its assigns: (i) sixty cents ($0.60) for every twenty-four (24) cans or bottles (or such other beverage container in which Frontier chooses to sell the *UnWind* product) of the *UnWind* flavor brand, and (ii) twelve cents ($0.12) per 12-pack box of any additional delivery system of the *UnWind* flavor brand (and/or any beverages developed using any of the intellectual property rights included in the Purchased Property) that the Company sells during each fiscal quarter (the "Royalty Payments").

The Company's obligation to pay the Royalty Payments to Innovative is perpetual. The Company is obligated to provide a detailed breakdown of product sold during each quarter with Royalty Payments due and payable within thirty (30) days of the end of each fiscal quarter. In the event that *UnWind* is sold to a third party, the Company's obligation to make Royalty Payments shall cease. Royalty Payments will not be paid to Innovative on samples or slotting product or product used in lieu of money.

Under terms of the Purchase Agreement, the Company has the right to sell, transfer or convey the Purchased Property to a third-party purchaser (a "Future Sale"). Upon such a Future Sale, the Company is obligated to pay Innovative three and one-half percent (3.5%) of the sales price it receives from such sale of the Purchased Property and/or the sale of any right thereof. Such payment will be due and payable to Innovative within ten (10) days of the closing of any such Future Sale. If the consideration that the Company agrees to receive through a proposed Future Sale involves anything but a lump sum payment of cash, then the Company must allocate three and one-half percent (3.5%) of any consideration received directly to Innovative. Upon completion of a Future Sale transaction, the Company's obligations to Innovative will cease.

We also have rights to a trademark for "Unwind Ultimate Relaxation."

In June 2015, the Company entered into an Intellectual Property Purchase Agreement, Consulting Agreement, and Royalty Agreement with G. Randall & Sons, Inc. These agreements provide for the asset purchase of the proprietary hemp-based formula used in the Company's beverage energy shot. G. Randall and Sons will provide ongoing consulting services in blending new formula(s) and working directly with FBEC to improve and blend existing formulas.

Research and Development

During 2016, the Company dedicated no funds to research and development. However, in light of our operational focus, we anticipate that we will allocate little funds, to the extent available, for future research and development of energy drink products.

Employees

We currently employ one full-time employee and from time to time we also use independent contractors on an as-needed basis for our operations.

Additional Information

Our Internet website is located at http://www.fbecworldwide.com. Reference to our Internet website herein does not constitute incorporation by reference in this Annual Report of the information contained on or hyperlinked from our Internet website and such information should not be considered part of this Annual Report.

We are required to file annual reports on Form 10-K and quarterly reports on Form 10-Q with the SEC on a regular basis, and are required to disclose certain material events in a current report on Form 8-K. The public may read and copy any materials that we file with the SEC at the Public Reference Room at the SEC located at 100 F Street NE, Washington, DC 20549, on official business days during the hours of 10 a.m. to 3 p.m. The public may also obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. The SEC maintains an Internet site that contains reports, proxy and information statements, and other information regarding issuers that file electronically with the SEC at http://www.sec.gov.

ITEM 1A. RISK FACTORS

The Company is a "smaller reporting company" as defined by Rule 12b-2 of the Exchange Act, and as such, is not required to provide the information required under this Item.

ITEM 1B. UNRESOLVED STAFF COMMENTS

None.

ITEM 2. PROPERTIES

None.

ITEM 3. LEGAL PROCEEDINGS

We need to discuss the issue with prior director if it is unresolved.

ITEM 4. MINE SAFETY DISCLOSURES.

Not applicable.

PART II

ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

Market Information

Our Common Stock is quoted on the OTC Market Groups, Inc. OTCQB under the symbol "FBEC." The following table shows the high and low bid information for our Common Stock for each quarter ended during the last two fiscal years. This information has been obtained from the OTCQB. The quotations below reflect inter-dealer prices, without retail mark-up, mark-down or commission, and may not necessarily represent actual transactions.

Year Ended	High	Low
Fiscal Year 2015		
Fourth Quarter	$0.06	$0.02
Third Quarter	$0.13	$0.01
Second Quarter	$0.12	$0.01
First Quarter	$0.02	$0.01
Fiscal Year 2016		
Fourth Quarter	$0.05	$0.007
Third Quarter	$0.03	$0.005
Second Quarter	$0.05	$0.01
First Quarter	$0.04	$0.01

On May 19, 2017, the last sale price of our Common Stock reported by the OTCQB was $0.0007.

Holders

Records of Securities Transfer Corporation, our transfer agent, indicate that as of May 19, 2017, we had 59 holders of record of our Common Stock. The number of registered shareholders excludes any estimate by us of the number of beneficial owners of shares of Common Stock held in "street name." As of May 19, 2017, we had 1,191,138,255 shares of our Common Stock outstanding to these parties.

Dividends

We do not anticipate that we will declare or pay any dividends in the foreseeable future. Our current policy is to retain earnings, if any, to fund operations, and the development and growth of our business. Any future determination to pay cash dividends will be at the discretion of our Board of Directors and will be dependent upon our financial condition, operating results, capital requirements, applicable contractual restrictions, restrictions in our organizational documents, and any other factors that our Board of Directors deems relevant.

Securities Authorized for Issuance under Equity Compensation Plans

None.

Recent Sales of Unregistered Securities

There are no unreported sales of unregistered securities during the year ended December 31, 2016.

Purchases of Equity Securities by the Issuer and Affiliated Purchasers

There were no repurchases of equity securities by the Company or affiliated purchasers during the year ended December 31, 2016.

ITEM 6. SELECTED FINANCIAL DATA

The Company is a "smaller reporting company" as defined by Rule 12b-2 of the Exchange Act, and as such, is not required to provide the information required under this Item.

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Cautionary Notice Regarding Forward Looking Statements

This Report contains a number of forward-looking statements that reflect management's current views and expectations with respect to our business, strategies, products, future results and events and financial performance. All statements made in this Report other than statements of historical fact, including statements that address operating performance, events or developments that management expects or anticipates will or may occur in the future, statements related to distributor channels, volume growth, revenues, profitability, new products, adequacy of funds from operations, statements expressing general optimism about future operating results and non-historical information, are forward looking statements. In particular, the words "believe," "expect," "intend," "anticipate," "estimate," "may," "will," variations of such words, and similar expressions identify forward-looking statements, but are not the exclusive means of identifying such statements and their absence does not mean that the statement is not forward-looking. These forward-looking statements are subject to certain risks and uncertainties, including those discussed herein. Our actual results, performance or achievements could differ materially from historical results as well as those expressed in, anticipated or implied by these forward-looking statements. We do not undertake any obligation to revise any forward-looking statements whether because of new information, future events or otherwise.

Readers should not place undue reliance on these forward-looking statements, which are based on management's current expectations and projections about future events, are not guarantees of future performance, are subject to risks, uncertainties and assumptions (including those described below) and apply only as of the date of this Report. Our actual results, performance or achievements could differ materially from the results expressed in, or implied by, these forward-looking statements. Factors that could cause or contribute to such differences include those discussed in press releases and other communications to shareholders issued by us from time to time which attempt to advise interested parties of the risks and factors that may affect our business.

Overview

We need additional capital to pursue our business plan and conduct our operations; however, the ability to obtain the necessary and appropriate funding is uncertain. We intend to expand our product line, either through development or acquisition, and intend to hire sufficient sales personnel necessary for us to gain a greater distribution network for our products. We believe that we will require significant additional capital resources from outside sources including equity and/or debt financings in order to meet our goals and continue operations. We believe we need to raise between $2,000,000 and $5,000,000 in order to meet these goals.

Basis of Presentation of Financial Information

The accompanying financial statements have been prepared in conformity with generally accepted accounting principles in the United States of America ("GAAP"), which contemplate continuation of the Company as a going concern, which is dependent upon the Company's ability to establish itself as a profitable business. At December 31, 2016, the Company has an accumulated deficit of approximately $6,141,739 and for the year ended December 31, 2016, incurred net gain of approximately $187,571. Management's plans to increase operations to include the marketing of the oil emulsification products by obtaining additional funds through the issuance of securities or borrowings. Accordingly, management is of the opinion that marketing combined with additional funding will result in improved operations and cash flow in 2016 and beyond. However, there can be no assurance that management will be successful in obtaining additional funding or in attaining profitable operations.

The financial statements do not include adjustments relating to the recoverability and realization of assets and classification of liabilities that might be necessary should the Company be unable to continue in operation.

Liquidity and Capital Resources

As of December 31, 2016, our working capital deficit was approximately $1,275,521, our accumulated deficit was approximately $6,141,739 and our stockholders' deficit was approximately $2,418,838. Operating loss was approximately $3,271,828 during the period from January 13, 2014 (date of inception) through December 31, 2016. Net cash outlay from operations was approximately $208,273 for the year ended December 31, 2016.

We began the operation of our current business plan in January 2014 and have not yet attained a level of revenue to allow us to meet our current overhead. We have historically reported net losses from operations and negative cash flows. Additionally, we have not yet attained a level of revenues to allow us to meet our current overhead and we had $63,199 cash at December 31, 2016. In view of these facts, the continued successful operation of the Company is dependent upon us obtaining additional financing and achieving a positive cash flow while maintaining adequate liquidity. Based on our current marketing plan and expected sales demand, we do not contemplate attaining profitable operations until 2016, and there is no assurance that such an operating level can ever be achieved. We are dependent upon obtaining additional financing in order to adequately fund working capital, infrastructure, manufacturing expenses and sales and marketing expenses to gain market recognition, so that we can achieve a level of revenue adequate to support our cost structure, none of which can be assured.

Management believes it will be able to raise the capital required to execute the Company's business plan and become profitable; however, due to conditions and influences out of our control, including the current state of the national economy, we cannot guarantee that profitability will be achieved or that it will be achieved in the stated time frame, nor is there any assurance that such an operating level can ever be achieved.

We expect to spend substantial amounts on the development or acquisition of new businesses. Further, we may not have sufficient resources to fully develop any new products unless we are able to raise additional financing on acceptable terms or secure funds from new or existing partners. We can make no assurances that additional financing will be available on favorable terms or at all. Additionally, these conditions may increase the cost to raise capital. If additional capital is raised through the sale of equity or convertible debt securities, the issuance of such securities would result in dilution to our existing stockholders. Additionally, these conditions may increase costs to raise capital and/or result in further dilution. Our failure to raise capital when needed would adversely affect our business, financial condition and results of operations, and could force us to reduce or cease our operations.

We believe that over the next twelve (12) months, we will be able to meet the costs of growth and public reporting with funds generated from operations and additional amounts generated through debt and equity financing. Although management believes that the required financing to fund product development and increasing inventory levels can be secured at terms satisfactory to the Company, there is no guarantee these funds will be made available, and if funds are available, that the terms will be satisfactory to the Company.

Our change in cash is comprised of the following components for the years ended December 31:

		2016
Proceeds from convertible notes payable	$	307,000
Capital contributions		0
Sources of cash and cash equivalents	$	307,000
Net cash used in operating activities	$	208,273
Repayment of debt		80,000
Cash used in other investing activities		837
Uses of cash and cash equivalents	$	289,110
Increase (decrease) in cash	$	17,890

Operating Expenses

The Company's principal operating costs include the following items as a percentage and dollar value of total operating expense.

	Year Ended December 31, 2016		
Human resource costs, (paid and accrued officers' compensation)	41%	$	127,500
Professional fees for legal and accounting	22%		68,774
Consulting	23%		69,998
Other	14%		42,762

Operating expenses is $309,034 as a result of the following items:

Human resource costs is from the paid and accrued officer's compensation by the current officers of the Company.

Professional fees is primarily from audit, accounting and legal services related to operations.

Consulting is for the payment of consultants who provided, accounting, business advisory, promotional and subsidiary management services.

Other Expense, net

Other expense is primarily attributable to general office and travel costs plus a one-time impairment cost on inventory of $22,443.

Off Balance Sheet Arrangements

We do not have any off balance sheet arrangements.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Our Company is a “smaller reporting company” as defined by Rule 12b-2 of the Exchange Act, and as such, is not required to provide the information required under this Item.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

All financial statements required by this Item are listed in Part IV, Item 15 of this Form 10-K, are presented beginning on Page F-1, and are incorporated herein by this reference.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

ITEM 9A. CONTROLS AND PROCEDURES

Management's Annual Report on Internal Control Over Financial Reporting

Management of the Company is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act. The Company's internal control over financial reporting is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with GAAP. The Company's internal control over financial reporting includes those policies and procedures that:

- pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;
- provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with GAAP, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and
- provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company’s assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In connection with the preparation of our annual financial statements, we have assessed the effectiveness of internal control over financial reporting as of December 31, 2015, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission, or the COSO Framework. Management’s assessment included an evaluation of the design of our internal control over financial reporting and testing of the operational effectiveness of those controls. Based on this evaluation, management has determined that as of December 31, 2015, our internal controls over financial reporting were not effective and there were weaknesses in our internal control over financial reporting as outlined below.

Disclosure Controls and Procedures

Disclosure controls and procedures are designed to ensure that information required to be disclosed in the reports filed or submitted under the Securities Exchange Act of 1934 (the "Exchange Act") is recorded, processed, summarized and reported, within the time period specified in the SEC's rules and forms and is accumulated and communicated to the Company's management, as appropriate, in order to allow timely decisions in connection with required disclosure.

Evaluation of Disclosure Controls and Procedures

Pursuant to Rule 13a-15(b) under the Securities Exchange Act of 1934 ("Exchange Act"), the Mr. Harris, the Company's Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO") (the Company's principal financial and accounting officer), of the effectiveness of the Company's disclosure controls and procedures (as defined under Rule 13a-15(e) under the Exchange Act) as of the end of the period covered by this report.

Based upon that evaluation, the Company's CEO and CFO concluded that the Company's disclosure controls and procedures were effective as of December 31, 2015 to ensure that information required to be disclosed by the Company in the reports that the Company files or submits under the Exchange Act, is recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to the Company's management, including the Company's CEO and CFO, as appropriate, to allow timely decisions regarding required disclosure, due to the material weaknesses described below.

A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the Company's annual or interim financial statements will not be prevented or detected on a timely basis.

The Company believes its weaknesses in internal controls and procedures is due to the Company's lack of sufficient personnel with expertise in the area of SEC, generally accepted accounting principles (GAAP) and tax accounting procedures. In addition, the Company lacks the personnel structure, size and complexity to segregate duties sufficiently for proper controls. The Company has not implemented a formal system of internal control that provides for multiple levels of supervision and review.

The Company is currently without sufficient funds to hire additional personnel with expertise in these areas and to segregate duties for proper controls and until such time as additional personnel are hired, the Company believes that it will continue to recognize a weakness in its internal controls and procedures.

The Company's plan is to hire additional personnel to properly implement a control structure when the appropriate funds become available. In the meantime, the Chief Executive Officer and Chief Financial Officer will continue to perform or supervise the performance of additional accounting and financial analyses and other post-closing procedures including detailed validation work with regard to balance sheet account balances, additional analysis on income statement amounts and managerial review of all significant account balances and disclosures, to ensure that the Company's Annual Report and the financial statements forming part thereof are in accordance with accounting principles generally accepted in the United States of America.

Changes in Internal Control Over Financial Reporting

There were no changes in our internal controls over financial reporting during the fourth quarter of the year ended December 31, 2016 that have materially affected or are reasonably likely to materially affect our internal controls over financial reporting.

This annual report does not include an attestation report of our registered public accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation by the Company's registered public accounting firm pursuant to the Dodd-Frank Wall Street Reform and Consumer Protection Act, wherein non-accelerated filers are exempt from Sarbanes-Oxley internal control audit requirements.

ITEM 9B. OTHER INFORMATION

None.

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS, AND CORPORATE GOVERNANCE

Directors and Executive Officers

The following individuals serve or have served during the year ended December 31, 2015 as directors and executive officers of our Company. All directors of our Company hold office until the next annual meeting of shareholders or until their successors have been elected and qualified. The executive officers of our Company are appointed by our Board of Directors and hold office until their death, resignation or removal from office.

Age	Date of Appointment	Position(s) Held
74	March 31, 2015	Director and CEO
32	April 28, 2015	CEO, President and Director
46	May 8, 2015	Director
37	August 1, 2015 and September 29, 2015	Director and President
32	September 10, 2015	Director and President
32	April 28, 2015	CEO, President and Director

____
* Mr. Darren Hamans resigned as a Director effective August , 2015
Mr. Michael Wilcox resigned from all positions effective
Mr. Robert Sand resigned from all positions effective September 12, 2015
Mr. Adam Heimann resigned from all positions effective September 11, 2015
Mr. Jason Spatafora resigned from all positions effective

There are no other arrangements or understandings between our officers and directors and any other person pursuant to which he was or is to be selected as a director or officer, and there are no arrangements, plans or understandings as to whether non-management shareholders will exercise their voting rights to continue to elect the current Board of Directors. There are also no arrangements, agreements or understandings to our knowledge between non-management shareholders that may directly or indirectly participate in or influence the management of our affairs.

The following is a brief account of the business experience during at least the past five years of our current and prior officers and directors.

On March 31, 2015 Michael Wilcox was seated as a Director. Mr. Wilcox has been a self-employed entrepreneur for the last several years.

On April 28, 2015 Robert Sand was seated as Chief Executive Officer, President and Chairman of the Board of Directors. Mr. Sand has extensive experience developing new businesses and start-ups. Mr. sand resigned on September 12, 2015.

On May 8, 2015 Darren Hamans was seated as a Director. Mr. Hamans has extensive experience developing new businesses and start-ups. Mr. Hamans started his management career with the Canadian based Meridian/Wolsely as the Territory Manager for five years where he was instrumental in developing marketing programs and managing a $2,000,000 portfolio. He was CEO of Gasketmaster & Supply Corp for 14 years, based in Edmonton, Alberta-Canada; and CEO of Tri-C Industrial Supply for 4 years. More recently, Mr. Hamans was CEO of the Southern California-based Simply Talk where he developed a distribution network in South America. Mr. Hamans ceased activities with the company in July 2015.

On August 1, 2015 Jason Spatafora was seated as a Director of the Company. On September 29, 2015 Mr. Spatafora signed a replacement employment contract and became CEO, President and Chairman of the Board of Directors. Mr. Spatafora as substantial experience in marketing and public relations.

On April 4, 2016, Jason Spatafora resigned from all positions. The Company entered into an employment agreement with Jeffrey Greene to become the Chief Executive Officer. The term of the agreement is one year with a base salary of $10,000 per month. Mr. Greene is to receive 50,000,000 restricted common shares and 150 Series A Preferred shares are to be transferred from their current holder. An additional bonus of 10,000,000 common shares will be due for each $500,000 in revenue up to $1,000,000 the Company receives during the term of the agreement.

Significant Employees

The Company has one significant employee.

Family Relationships

None.

Involvement In Certain Legal Proceedings

To the best of our knowledge, during the past ten years, our sole officer and director was not involved in any legal proceedings that are material to an evaluation of his ability or integrity as an officer and director.

Section 16(a) Beneficial Ownership Reporting Compliance

All other beneficial owners are in compliance as of the filing date.

Code of Ethics for Financial Executives

On December 31, 2009, the Company's Board of Directors approved a Code of Ethics for Financial Executives for 2010 to be signed by the Company's principal executive officer, principal financial officer, and any other senior officers with financial oversight responsibilities. A form of the Code of Ethics for Financial Executives is attached as Exhibit 14.1 to the Company's Annual Report on Form 10-K filed with the Commission on April 13, 2010. The Company will provide a copy of this policy free of charge upon written request to Jeffrey Greene, President, FBEC Worldwide, Inc., 1621 Central Ave, Cheyenne, WY 82001

Board Committees and Financial Expert

The Company does not currently maintain separate audit, nominating or compensation committees. When necessary, the entire Board of Directors performs the tasks that would be required of those committees. Furthermore, we do not have a qualified financial expert serving on the Board of Directors at this time, because we have not been able to hire a qualified candidate and we have inadequate financial resources at this time to hire such an expert.

ITEM 11. EXECUTIVE COMPENSATION

Summary Compensation Table

The table below shows compensation information for services rendered in all capacities from the period since inception (January 13, 2014) through December 31, 2016. The following information includes the dollar value of base salaries, bonus awards, the number of stock options granted and certain other compensation, if any, whether paid or deferred.

The below table lists the compensation of the Company's principal executive officers who served the Company in such capacities during the period since inception (January 13, 2014) through December 31, 2016. The following information includes the dollar value of base salaries, bonus awards, the number of stock options granted and certain other compensation, if any, whether paid or deferred.

SUMMARY COMPENSATION TABLE					
Name and Principal Position	Fiscal Year	Salary ($)	Bonus ($)	All other Compensation ($)	Total ($)
Ian Hobday President, Treasurer, Director	2014	25,000	-0-	-0-	25,000
Robert Sand	2015	95,625	498,421	65,678	659,724
Darren Hamans	2015	16,667	-0-	-0-	16,667
Adam Heimann	2015	-0-	-0-	-0-	-0-
Jason Spatafora	2015	75,000	189,200	-0-	264,200
	2016	42,500	-0-	-0-	42,500
Jeffrey Greene	2016	85,000	-0-	-0-	85,000

Narrative Disclosure to Summary Compensation Table

Employment Agreement with Ian Hobday

Ian G. Hobday entered into an employment contract to be a director and President of the Company on November 1, 2014. The contract is for one year with an automatic renewal for one year unless notice is given 60 days prior to the end of the contract by the Company that it doesn't intend to extend the contract. The base salary is $150,000 to be paid as $7,500 in cash and $5,000 in preferred stock from November 1, 2014 through April 30, 2015. Upon sufficient operating capital being raised and completion of other anticipated corporate events and 100% of Mr. Hobday employment hours being supplied to the Company he will be paid $7,500 cash and $5,000 in preferred stock from May 1, 2015 through October 31, 2015. On November 1 of each year of the contract Mr. Hobday will receive $75,000 in Preferred Series C stock, when available. Mr. Hobday may also receive up to ½ of his base salary as a bonus per year based on milestones to be agreed by the Board of Directors and the employee. Mr. Hobday resigned effective March 31, 2015.

Employment Agreement with Robert Sand

Robert Sand entered into an employment contract to be Chairman of the Board of Directors and Chief Executive Officer on April 28, 2015. Mr. Sand will receive an annual salary of $175,000 paid in equal monthly installments. Additionally, he received 150,000,000 restricted common shares that fully vest on April 27, 2016 and will also receive $75,000 in restricted common stock at each anniversary date of the contract at a 50% discount to market of the volume weighted average of the prior ten days to the anniversary date. His contract was changed in June 2015 to increase his salary to $295,000. Mr. Sand resigned September 12, 2015.

Employment Agreement with Darren Hamans

Darren Hamans entered into an employment agreement to provide corporate business development and be a corporate director on May 8, 2015. Mr. Hamans will receive $100,000 per annum in salary to be paid in equal installments. Additionally, he will receive $50,000 in restricted common stock at the signing of the agreement and at each anniversary date of the contract at a 50% discount to market of the volume weighted average of the prior ten days to the anniversary date. Mr. Hamans ceased association with the Company in July 2015.

Employment Agreement with Jason Spatafora

Jason Spatafora entered into an employment agreement to provide marketing development and later to become President of the Company on August 1, 2015 and September 29 , 2015. Mr. Spatafora will receive $15,000 per month in salary and 2,000,000 restricted shares of common stock.

Employment Agreement with Jeffrey Greene

<u>Outstanding Equity Awards</u>

There are no stock options or other equity awards outstanding under the Company's 2009 Equity Incentive Plan. For a description of the Company's 2008 Equity Incentive Plan, see "<u>ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES - Securities Authorized for Issuance under Equity Compensation Plans</u>."

<u>Compensation of Directors</u>

The Company does not have a compensation policy for its directors for their service at this time. We have no present formal plan for further compensating our directors for their service in their capacity as such.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

The following table sets forth the ownership, as of May 19, 2017, of our Common Stock by each person known by us to be the beneficial owner of more than 5% of our outstanding Common Stock, each of our directors and executive officers; and all of our directors and executive officers as a group. The information presented below regarding beneficial ownership of our Common Stock has been presented in accordance with the rules of the SEC and is not necessarily indicative of ownership for any other purpose. This table is based upon information derived from our stock records. Unless otherwise indicated in the footnotes to this table and subject to community property laws where applicable, we believe that each of the shareholders named in this table has sole voting and investment power with respect to the shares indicated as beneficially owned. Except as otherwise listed below, the address of each person is c/o Jeffrey Greene, President, FBEC Worldwide, Inc., 1621 Central Ave, Cheyenne, WY 82001. There were 1,191,138,255 shares of Common Stock outstanding as of May 19, 2017.

Name of Beneficial Owner	Beneficial Ownership Shares	Percentage
Jeffrey Greene, President, Director	0	0.00%
All Current Officers and Directors (1 person)	0	0.00%

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

Transactions with Related Persons

In May 2015, the Company issued 150,000,000 common shares to Robert Sand as a signing bonus related to his employment contract.

In August 2015, the Company agreed to issue 10,000,000 common shares to Jason Spatafora related to his employment contract. The share amount was reduced to 2,000,000 in September 2015 and as of this filing have not been issued.

As of December 31, 2016, the Company has outstanding advances to former officers and directors aggregating $22,675. The advances are unsecured, due on demand and bear no interest.

Director Independence

Our securities are not currently listed on a national securities exchange or interdealer quotation system which would require that the Board of Directors include a majority of directors that are "independent." Furthermore, no members of our Board of Directors would qualify as "independent" directors as such term is defined in the NASDAQ Global Market listing standards.

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

Audit Fees

We incurred aggregate fees and expenses of $28,000 for fiscal 2014 and 2015 for services rendered by MaloneBailey, LLP for the audit of our 2014 financial statements and reviews of two quarters 2015.

We incurred aggregate fees of $30,000 for the year ended December 31, 2016 for all quarterly reviews and the year end audit from Pinaki and Associates LLP.

Audit-Related Fees

We incurred no fees or expenses for the years ended 2015 and 2016 for professional services rendered by MaloneBailey, LLP or Pinaki and Associates LLP other than the fees disclosed above under the caption "Audit Fees" for assurance and related services relating to performance of the audit or review of our financial statements.

Tax Fees

We incurred no fees or expenses for the 2015 and 2016 fiscal years for professional services rendered by MaloneBailey, LLP for tax compliance, tax advice, or tax planning.

All Other Fees

We incurred no other fees or expenses for the 2015 and 2016 fiscal years for any other products or professional services rendered by MaloneBailey, LLP or Pinaki and Associates LLP other than as described above.

Administration of Engagement of Auditor

The Company does not currently maintain a separate audit committee. When necessary, the entire Board of Directors performs the tasks that would be required of such committees. As such, at its regularly scheduled and special meetings, the Board of Directors considers and pre-approves any audit and non-audit services to be performed by our independent accountants.

PART IV

ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES

(a) Financial Statements

The following documents are filed as part of this Annual Report on Form 10-K beginning on the pages referenced below:

(b) Exhibits

The following exhibits are filed with this Annual Report on Form 10-K or are incorporated by reference as described below.

Exhibit	Description
3.1	Amended and Restated Articles of Incorporation filed June 3, 2008 (incorporated by reference to Exhibit 3.1 of the Company's Annual Report on Form 10-K filed with the Commission on April 3, 2009).
3.2	Certificate of Amendment to the Articles of Incorporation effective February 4, 2010 (to change name to Frontier Beverage Company, Inc.) (incorporated by reference to Exhibit 3.2 of the Company's Annual Report on Form 10-K filed with the Commission on April 13, 2010).
3.3	Bylaws (incorporated by reference to Exhibit 3.2 of the Company's Registration Statement on Form SB-2 filed with the Commission on December 16, 2004).
3.4	Amendment to Bylaws of Frontier Beverage Company, Inc. (f/k/a Assure Data, Inc.) (incorporated by reference to Exhibit 3.2 of the Current Report on Form 8-K filed with the Commission on August 20, 2010).
3.5	Amended and Restated Articles FBEC Worldwide, Inc., State of Wyoming (incorporated by reference to Exhibit 3.5 of the Current Report Form 8-K filed with the Commission on March 22, 2016)
3.6	Amendment to the Articles of FBEC Worldwide, Inc., State of Wyoming (incorporated by reference to Exhibit 3.6 of the Current Report Form 14C Def filed with the Commission on April 14, 2017).
10.1	Purchase Agreement between Frontier Beverage Company, Inc. and Innovative Beverage Group Holdings, Inc. dated March 1, 2010 (incorporated by reference to Exhibit 10.0 of the Company's Report on Form 8-K filed with the Commission on March 5, 2010).
10.2	Demand Promissory Note payable to HBB, LLC dated November 12, 2009 (incorporated by reference to Exhibit 10.6 of the Company's Annual Report on Form 10-K filed with the Commission on April 13, 2010). [(1)]
10.3	Contract by and Between Beckerman and Frontier Beverages, dated effective as of March 15, 2010 (incorporated by reference to Exhibit 10.3 of the Company's Quarterly Report on Form 10-Q filed with the Commission on May 13, 2010).
10.4	Employment Agreement with Terry Harris (incorporated by reference to Exhibit 10.1 of the Company's Report on Form 8-K filed with the Commission on July 7, 2010). [(1)]
10.5	Employment Agreement with Timothy Barham (incorporated by reference to Exhibit 10.2 of the Company's Report on Form 8-K filed with the Commission on July 7, 2010). (1)
10.6	Universal Note and Security Agreement by and among Frontier Beverage Company, Inc. and Empire Food Brokers, Inc. (Borrowers) and Trust One Bank (Lender) dated June 23, 2010. (incorporated by reference to Exhibit 10.5 of the Company's Quarterly Report on Form 10-Q filed with the Commission on August 16, 2010). [(1)]
10.7	Demand Promissory Note payable to Terry Harris dated April 15, 2010 (incorporated by reference to Exhibit 10.6 of the Company's Quarterly Report on Form 10-Q filed with the Commission on August 16, 2010).[(1)]
10.8	Demand Promissory Note payable to Timothy Barham dated May 12, 2010 (incorporated by reference to Exhibit 10.7 of the Company's Quarterly Report on Form 10-Q filed with the Commission on August 16, 2010). (1)
10.9	Independent Consulting Agreement with Halter Capital Corporation effective as of November 12, 2009 (incorporated by reference to Exhibit 10.2 of the Company's Report on Form 8-K filed with the Commission on November 13, 2009).
10.10	Purchase Agreement between Frontier Beverage Company, Inc. and Gallant Acquisitions Corp. dated October 8, 2013 (incorporated by reference to Exhibit 10.10 of the Company's Report on Form 8-K filed with the Commission on October 14, 2013).
10.11	Employment Agreement with Christopher Bailey (incorporated by reference to Exhibit 10.11 of the Company's Report on Form 8-K filed with the Commission on October 14, 2013).

10.12	Purchase Agreement between Frontier Beverage Company, Inc. and Vinyl Groove Productions, Inc. dated February 3, 2014 (incorporated by reference to Exhibit 10.12 of the Company's Report on Form 8-K filed with the Commission on March 3, 2014).
10.13	Employment Agreement with Michael Jamison January 2, 2014 (incorporated by reference to Exhibit 10.13 on the Company's Report on Form 10-K filed with the Commission on June 23, 2015).
10.14	Employment Agreement with William Coogan 2014, (incorporated by reference to Exhibit 10.13 on the Company's Report on Form 10-K filed with the Commission on June 23, 2015).
10.15	Employment Agreement with Thomas L Crom III October 1, 2014, (incorporated by reference to Exhibit 10.13 on the Company's Report on Form 10-K filed with the Commission on June 23, 2015).
10.16	Employment Agreement with Ian Hobday (incorporated by reference to the of the Company's Report on Form 8-K filed with the Commission on November 5, 2014).
10.17	Employment Agreement with Robert Sand (incorporated by reference to the of the Company's Report on Form 8-K filed with the Commission on May 1, 2015).
10.18	Purchase Agreement between G Randall and Son (incorporated by reference to the of the Company's Report of Form 8-K filed with the Commission on June 30, 2015).
10.19	Employment Agreement with Darren Hamans (incorporated by reference to the of the Company's Report of Form 8-K filed with the Commission on May 19, 2015).
10.20	Employment Agreement with Jason Spatafora (incorporated by reference to the of the Company's Report of Form 8-K filed with the Commission on August 6, 2015 and again on September 30, 2015).
10.21	Employment Agreement with Jeffrey Greene (incorporated by reference to the of the Company's Report of Form 8-K filed with the Commission on April 7, 2016).
10.22	Convertible Promissory Note payable to Beaufort Capital Partners LLC dated July 8, 2015, L@ Capital LLC, dated December 20, 2016, Power Up Lending Group Ltd., dated January 16, 2017,and Crown Bridge Partners LLC, dated February 7, 2017 (incorporated by reference to Exhibit 10.22 of the Company's Annual Report on Form 8-K filed with the Commission on February 15, 2017).
14.1	Code of Ethics (incorporated by reference to Exhibit 14.1 of the Company's Annual Report on Form 10-K filed with the Commission on April 13, 2010).
31.1	Certification of Principal Executive Officer of Periodic Report pursuant to Rule 13a-14a/Rule 14d-14(a).*
31.2	Certification of Principal Financial Officer of Periodic Report pursuant to Rule 13a-14a/Rule 14d-14(a).*
32.1	Certification of Principal Executive Officer pursuant to 18 U.S.C. Section 1350.*
32.2	Certification of Principal Financial Officer pursuant to 18 U.S.C. Section 1350.*

99.1	Temporary Hardship Exemption*
101.INS	XBRL Instances Document**
101.SCH	XBRL Taxonomy Extension Schema Document**
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document**
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document**
101.LAB	XBRL Taxonomy Extension Label Linkbase Document**
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document **

* Filed herewith.
** To be filed by Amendment.
(1) Signifies a management agreement.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

DATE: May 24, 2017

FBEC WORLDWIDE, INC.

By: /s/ Jeffrey Greene
Jeffrey Greene
President
(Principal Executive Officer)
(Principal Financial Officer)
(Principal Accounting Officer)

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

SIGNATURE	TITLE	DATE
/s/ Jeffrey Greene Jeffrey Greene	President and Director (Principal Executive Officer, Principal Financial Officer and Principal Accounting Officer)	May 24, 2017

INDEX TO FINANCIAL STATEMENTS

FBEC Worldwide, Inc.
Consolidated Balance Sheets

	December 31, 2016	December 31, 2015
ASSETS		
Current assets:		
Cash	$ 63,199	$ 45,309
Accounts receivable	170	–
Inventory	–	16,844
Total current assets	63,369	62,153
Fixed assets:		
Equipment	837	–
Intangible Asset	50,000	50,000
Total Assets	**$ 114,206**	**$ 112,153**
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payables	$ 54,350	$ 35,495
Accrued expenses	229,505	87,842
Convertible notes payable	1,054,865	951,465
Current portion of Derivative Liabilities, net of debt discount	1,063,361	1,824,031
Total current liabilities	2,402,081	2,898,833
Long term Liabilities:		
Long Term portion of Derivative Liabilities	130,963	183,429
Total liabilities	**$ 2,533,044**	**$ 3,082,262**
Stockholders' equity:		
Preferred stock, $0.001 par value, 20,000,000 shares authorized 1,000 and 10,000 shares respectively issued and outstanding	1	1
Common stock, $0.001 par value, 2,200,000,000 shares authorized;138,889,083 and 268,847,741 shares respectively issued and outstanding	138,889	268,848
Additional paid-in capital	3,584,011	3,090,352
Retained earnings	(6,141,739)	(6,329,310)
Total stockholders' equity:	**(2,418,838)**	**(2,970,109)**
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	**$ 114,206**	**$ 112,153**

The accompanying notes are integral part of these financials statements.

FBEC Worldwide, Inc.
Consolidated Statements of Operations

	Year Ended December 31, 2016	Year Ended December 31, 2015
Net revenues:		
Sales	$ 2,529	$ 3,129
Total net revenues	**2,529**	**3,129**
Cost of Goods Sold	1,136	2,313
Gross Income	**1,393**	**816**
Operating expenses:		
General, selling and administrative expenses	181,534	1,826,480
Salaries and wages	127,500	994,996
Total operating expenses	**309,034**	**2,821,476**
Income (loss) from operations	**(307,641)**	**(2,820,660)**
Other income (expense)		
Interest expense	(2,006,900)	(62,430)
Gain (loss) derivative adjustment	2,561,577	(2,525,978)
Other income (loss)	(59,465)	336,651
Total other income (expense)	**495,212**	**(2,251,757)**
Income (loss) before income tax	187,571	(5,072,417)
Provision for income taxes	–	–
Net income (loss)	**$ 187,571**	**$ (5,072,417)**
Basic income (loss) per share	$ 0.00	$ (0.03)
Diluted income (loss) per share	$ 0.00	$ (0.03)
Weighted average shares - Basic	165,639,538	163,564,942
Weighted average shares - Diluted	165,639,538	163,564,942

The accompanying notes are integral part of these financials statements.

FBEC Worldwide, Inc.
Consolidated Statements of Cash Flows

	Year Ended December 31, 2016	Year Ended December 31, 2015
CASH FLOWS FROM OPERATING ACTIVITIES		
Net income (loss)	$ 187,571	$ (5,072,417)
Adjustments to reconcile net income to net cash provided by operating activities		
(Gain) loss on Derivative Liabilities	(955,180)	2,525,978
Common Stock issued for signing bonus	–	959,821
Common Stock issued for services	–	1,171,900
Amortization of debt discount	791,589	(234,020)
Gain (loss) on extinguishment of liabilities	(336,651)	(336,651)
Loss on Debt converted to Stock	(72,794)	–
Changes in operating Assets and Liabilities:		
Decrease (increase) in:		
Accounts receivable	(170)	–
Inventory	16,844	–
Increase (decrease) in:		
Accounts Payable	5,208	–
Accrued Expenses	155,310	–
Net Cash Provided (Used) in Operating Activities	**(208,273)**	**(985,389)**
CASH FLOWS FROM INVESTING ACTIVITIES		
Equipment acquisition	(837)	–
Net Cash Used in Investing Activities	**(837)**	–
CASH FLOWS FROM FINANCING ACTIVITIES		
Payments on convertible notes payable	(80,000)	–
Proceeds from convertible debt	307,000	985,661
Net Cash Provided by Financing Activities	**227,000**	**985,661**
NET INCREASE IN CASH	17,890	272
CASH AT BEGINNING OF PERIOD	45,309	45,037
CASH AT END OF PERIOD	**$ 63,199**	**$ 45,309**
SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION:		
Interest paid	21,238	–
Income taxes paid	–	–
NON-CASH INVESTING AND FINANCING ACTIVITIES:		
Common stock issued for conversion of debt	363,700	33,068
Resolution of derivative liabilities	–	1,059,592
Accounts payable converted to convertible debt	–	26,625
Common stock issued for settlement of liabilities	–	33,068
Debt discount due to derivative liabilities	691,133	51,703

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

FBEC Worldwide, Inc.
Consolidated Statement of Shareholder's Equity

	Preferred Stock Shares	Preferred Stock Amount	Common Stock Shares	Common Stock Amount	Additional Paid-in Capital	Accumulated Deficit	Total Stockholders' Equity (Deficit)
Balance, at inception	–	$ –	–	$ –	$ –	$ –	$ –
Founder shares	10,000	10	–	–	–	–	10
Common stock issued in reverse merger	–	–	138,781	139	(1,093,481)	–	(1,093,342)
Common stock issued for services	–	–	19,250	19	54,081	–	54,100
Common stock issued for extinguishment of liabilities	–	–	1,000	1	4,099	–	4,100
Common stock issued for extinguishment of liabilities to related parties	–	–	25,750	25	105,475	–	105,500
Common shares issued in escrow	–	–	15,000	15	(15)	–	–
Shares issued upon conversion of debt	–	–	2,044,632	2,045	300,824	–	302,869
Resolution of derivative liabilities	–	–	–	–	761,584	–	761,584
Net loss	–	–	–	–	–	(1,256,892)	(1,256,892)
Balance, December 31, 2014	10,000	10	2,244,413	2,244	$ 132,567	$ (1,256,892)	$ (1,122,071)
Shares issued for signing bonus	–	–	152,000,000	152,000	1,019,900	–	1,171,900
Shares issued for services	–	–	26,339,226	26,339	933,482	–	959,821
Stock issued for conversion of debt	–	–	34,857,431	34,858	(1,790)	–	33,068
Resolution of derivative liabilities	–	–	–	–	1,059,592	–	1,059,592
Preferred share cancellation	(1)	–	–	–	–	–	–
Shares issued for preferred conversion	(8,999)	(9)	53,406,528	53,407	(53,399)	–	(1)
Net loss	–	–	–	–	–	(5,072,418)	(5,072,418)
Balance, December 31, 2015	1,000	1	268,847,598	268,848	3,090,352	(6,329,310)	(2,970,109)
Stock issued for conversion of debt	–	–	27,041,485	27,041	336,659	–	363,700
Common share cancellation	–	–	(157,000,000)	(157,000)	157,000	–	–
Net income	–	–	–	–	–	187,571	187,571
Balance, December 31, 2016	1,000	$ 1	138,889,083	$ 138,889	$ 3,584,011	$ (6,141,739)	$ (2,418,838)

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

NOTE 1 - ORGANIZATION AND BUSINESS AND GOING CONCERN

Organization and Business

FBEC Worldwide, Inc., f/k/a Frontier Beverage Company, Inc. (the "Company", “FBEC”, “we”, “us” or “our”) is a Wyoming corporation that was formed in November 2002 and commenced operations in April 2003. The Company was originally formed to provide fully automated remote data backup services for small to medium sized businesses. Currently, the Company is engaged in developing additional beverage products.

On March 1, 2010, the Company entered into a purchase agreement with Innovative Beverage Group Holdings, Inc., a Nevada corporation and a trademark assignment for the purchase of the intellectual property rights of a beverage created and developed by Innovative known as “Unwind.” The Company subsequently applied for and received a separate trademark featuring its new logo and the term Unwind Ultimate Relaxation in 2010. The Company intends to reformulate the product.

On February 3, 2014, the Company purchased 90% of Dance Broadcast Systems, Inc. for 10,000 Series A Preferred Stock with a stated value of $1,000,000 and a par value of $.001. The preference allows the holder to vote 66.67% of the available votes for all purposes regardless of the other votes outstanding as long as one share of this series is outstanding. The designation for the Series A Preferred Stock was filed with the Secretary of State of Nevada on January 24, 2014. This transaction was recorded as a reverse merger with January 13, 2014 now becoming the inception date for accounting purposes. This transaction caused a change of control of the company to Vinyl Groove Productions, Inc.

In May 2014, the Company sold its 51% stake in Blue 22 Entertainment for the receipt of 50 million common shares of NX Global, Inc. stock. Because the stock received does not have a current filing on Pink Sheets and no active market exists for the shares, no value has been placed on the stock received. The subsidiary had no assets or liabilities on the date of disposal and no consideration was received.

In June 2014, the Company entered into an agreement to be the distributor at retail of a oil emulsification product used to separate oil from various waste streams produced from oil wells, and oil storage or shipping. The Company agreed to issue 5,000 Series C preferred shares, when available, after filing a designation which will be earned upon issuance. As of the date of this report, the Series C Preferred Stock designation has not been filed nor have any preferred shares been issued under the agreement. The product is no longer marketed by the Company.

On June 30, 2014, the Company increased its authorized common shares from 500,000,000 to 950,000,000.

On September 6, 2014, the Company increased its authorized common shares from 950,000,000 to 1,970,000,000.

All remaining entertainment subsidiaries were disposed on June 26, 2014. The company does not retain any rights nor any liabilities of the disposed of subsidiaries. The disposal resulted in a gain on the sale of $53,329 (see Note 4).

On October 16, 2014, the Company increased its authorized common shares from 1,970,000,000 to 2,970,000,000.

On October 28, 2014, the Company was re-domiciled to the State of Wyoming and increased its authorized common shares to 5,000,000,000.

On December 8, 2014, the Company changed its name to FBEC Worldwide, Inc.

On December 23, 2014, the company effected 1:1,000 reverse split on the outstanding shares. All share and per share amounts herein have been retroactively restated to reflect the split.

On June 29, 2015, the Company entered into an Intellectual Property Purchase Agreement, Consulting Agreement, and Royalty Agreement with G. Randall & Sons, Inc. These agreements provide for the asset purchase of the proprietary hemp-based formula used in the Company’s beverage energy shot. G. Randall and Sons will provide ongoing consulting services in blending new formula(s) and working directly with FBEC to improve and blend existing formulas. The Company purchased the asset for $50,000. The purchase includes a $15,000 cash payment and a $35,000 8% Convertible Note with a 6 month maturity date and conversion features of 75% of the average closing price 20 days previous to conversion.

On November 12, 2015, the Company entered into a joint venture agreement operating as FBEC CBD Globe LLC. The joint venture provides the Company with a product pipeline and revenue stream from the products of CBD Globe Distributors Ltd. The Company is responsible to provide various services for the venture. All revenue from the CBD Globe product line are to be received by the venture. The venture is for one year and may be terminated by either party with 30 day written notice as long as all conditions in the contract have been met (see Form 8-K filed with the Securities and Exchange Commission on November 17, 2015).

On November 30, 2015, the Company entered into a joint venture agreement operating as FBEC Dube Group LLC. The joint venture provides the Company with a product pipeline and revenue stream from the products of Dube Hemp Beverages, Inc. The Company is responsible to provide various services for the venture. All revenue from the Dube product line are to be received by the venture. The venture is for one year and may be terminated by either party with 30 day written notice as long as all conditions in the contract have been met (see Form 8-K filed with the Securities and Exchange Commission on November 30, 2015).

On March 18, 2016, the Company amended its Articles of Incorporation changing its authorized common shares to 2,200,000,000.

On April 10, 2017, the Company amended its Articles of Incorporation changing its authorized common shares to 7,700,000,000.

Going Concern

The accompanying consolidated financial statements have been prepared in conformity with generally accepted accounting principles in the United States of America ("GAAP"), which contemplates continuation of the Company as a going concern, which is dependent upon the Company's ability to establish itself as a profitable business. At December 31, 2016, the Company has an accumulated deficit of $6,141,739 and for the period from January 13, 2014 (date of inception) through December 31, 2015 incurred net loss of $6,141,739. These factors raise substantial doubt about the Company's ability to continue as a going concern. These consolidated financial statements do not include any adjustments that might result from the outcome of these uncertainties, nor do they include adjustments relating to the recoverability and realization of assets and classification of liabilities that might be necessary should the Company be unable to continue in operation.

The Company's ability to continue in business is dependent upon obtaining sufficient financing or attaining profitable operations. However, there can be no assurance that management will be successful in obtaining additional funding or in attaining profitable operations

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Cash and Cash Equivalents

The Company considers amounts held by financial institutions and short-term investments with an original maturity of 90 days or less to be cash and cash equivalents. In the future, the Company may periodically make deposits with financial institutions in excess of the maximum federal insurance limits (FDIC) of $250,000 per bank. As of December 31, 2015, the Company had $45,309 cash or cash equivalents.

Principles of Consolidation

The accompanying consolidated financial statements include the accounts of wholly-owned subsidiaries Blue 22 Entertainment, Inc. and 22 Social Club, Inc. and 90% owned Dance Broadcast System, Inc. All intercompany accounts and transactions have been eliminated. All subsidiaries had been sold or disposed of at December 31, 2014. There were no activities of the joint ventures entered into in 2015.

Stock-based Compensation

The Company accounts for stock-based compensation to employees in accordance with FASB ASC 718 and accounts for stock-based compensation to non-employees in accordance with FASB ASC 505. The fair value of option awards is estimated on the date of grant based on the Black-Scholes options-pricing model utilizing certain assumptions for a risk free interest rate; volatility; and expected remaining lives of the awards. The assumptions used in calculating the fair value of share-based payment awards represent management's best estimates, but these estimates involve inherent uncertainties and the application of management judgment. As a result, if factors change and the Company uses different assumptions, the Company's stock-based compensation expense could be materially different in the future.

Net Loss per Share

The Company calculates earnings per share ("EPS") based on the weighted average number of shares of Common Stock outstanding during the period. Diluted EPS is computed based on the weighted average number of shares of Common Stock outstanding plus all potentially dilutive shares of Common Stock outstanding during the period. Such potential dilutive shares of Common Stock consist of stock options, non-vested shares (restricted stock), shares underlying convertible debt and warrants. During the period from inception through December 31, 2015, all shares underlying the convertible debt were excluded as their impact would have been anti-dilutive.

Income Taxes

Potential benefits of income tax losses are not recognized in the accounts until realization is more likely than not. The Company has adopted FASB ASC 740 "Accounting for Income Taxes" as of its inception which requires an asset and liability approach to calculating deferred income taxes. Pursuant to FASB ASC 740, the Company is required to compute tax asset benefits for net operating losses carried forward. The potential benefits of net operating losses have not been recognized in this financial statement because the Company cannot be assured it is more likely than not it will utilize the net operating losses carried forward in future years.

Use of Estimates

The preparation of financial statements in conformity with US GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. The Company regularly evaluates estimates and assumptions related to the deferred income tax asset valuation allowances. The Company bases its estimates and assumptions on current facts, historical experience and various other factors that it believes to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities and the accrual of costs and expenses that are not readily apparent from other sources. The actual results experienced by the Company may differ materially and adversely from the Company's estimates. To the extent there are material differences between the estimates and the actual results, future results of operations will be affected.

Notes Payable

Direct costs incurred with the issuance of notes payable are deferred and amortized over the life of the loan. For the year ended December 31, 2016, the Company incurred amortization expense of $791,589 associated with debt discounts related to derivative liabilities.

Fair Value of Financial Instruments

The Company assessed the classification of its derivative financial instruments as of December 31, 2016, which consist of convertible instruments and rights to shares of the Company's common stock, and determined that such derivatives meet the criteria for liability classification under ASC 815.

ASC 815 generally provides three criteria that, if met, require companies to bifurcate conversion options from their host instruments and account for them as free standing derivative financial instruments. These three criteria include circumstances in which (a) the economic characteristics and risks of the embedded derivative instrument are not clearly and closely related to the economic characteristics and risks of the host contract, (b) the hybrid instrument that embodies both the embedded derivative instrument and the host contract is not re-measured at fair value under otherwise applicable generally accepted accounting principles with changes in fair value reported in earnings as they occur and (c) a separate instrument with the same terms as the embedded derivative instrument would be considered a derivative instrument subject to the requirements of ASC 815. ASC 815 also provides an exception to this rule when the host instrument is deemed to be conventional, as described.

The Company calculates the fair value of its assets and liabilities which qualify as financial instruments under this statement and includes this additional information in the notes to the financial statements when the fair value is different than the carrying value of those financial instruments. The estimated fair value of cash, accounts receivable and accounts payable approximate their carrying amounts due to the short maturity of these instruments. At December 31, 2015 and 2016, the Company did not have any other financial instruments.

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

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

Fair value estimates discussed herein are based upon certain market assumptions and pertinent information available to management. The respective carrying value of certain on-balance-sheet financial instruments approximated their fair values due to the short-term nature of these instruments. These financial instruments include accounts receivable, other current assets, accounts payable, accrued compensation and accrued expenses. The fair value of the Company's notes payable is estimated based on current rates that would be available for debt of similar terms which is not significantly different from its stated value.

The Company evaluates and accounts for conversion options embedded in its convertible instruments in accordance with professional standards for "Accounting for Derivative Instruments and Hedging Activities".

Professional standards generally provides three criteria that, if met, require companies to bifurcate conversion options from their host instruments and account for them as free standing derivative financial instruments. These three criteria include circumstances in which (a) the economic characteristics and risks of the embedded derivative instrument are not clearly and closely related to the economic characteristics and risks of the host contract, (b) the hybrid instrument that embodies both the embedded derivative instrument and the host contract is not re-measured at fair value under otherwise applicable generally accepted accounting principles with changes in fair value reported in earnings as they occur and (c) a separate instrument with the same terms as the embedded derivative instrument would be considered a derivative instrument. Professional standards also provide an exception to this rule when the host instrument is deemed to be conventional as defined under professional standards as "The Meaning of "Conventional Convertible Debt Instrument".

The Company accounts for convertible instruments (when it has determined that the embedded conversion options should not be bifurcated from their host instruments) in accordance with professional standards when "Accounting for Convertible Securities with Beneficial Conversion Features," as those professional standards pertain to "Certain Convertible Instruments." Accordingly, the Company records, when necessary, discounts to convertible notes for the intrinsic value of conversion options embedded in debt instruments based upon the differences between the fair value of the underlying common stock at the commitment date of the note transaction and the effective conversion price embedded in the note. Debt discounts under these arrangements are amortized over the term of the related debt to their earliest date of redemption. The Company also records when necessary deemed dividends for the intrinsic value of conversion options embedded in preferred shares based upon the differences between the fair value of the underlying common stock at the commitment date of the note transaction and the effective conversion price embedded in the note.

ASC 815-40 provides that, among other things, generally, if an event is not within the entity's control could or require net cash settlement, then the contract shall be classified as an asset or a liability.

The Company uses Level 3 inputs to estimate the fair value of its derivative liabilities.

At December 31, 2016, the Company financial instruments consist of the derivative liabilities related to convertible notes which were valued using the lattice pricing model, a level 3 input.

Recurring Fair Value Measure	Level 1	Level 2	Level 3	Total
Liabilities				
Derivative liabilities as of December 31, 2016	–	–	$ 1,2080,733	$ 1,280,733

Commitments and Contingencies

The Company follows ASC 450-20, *Loss Contingencies*, to report accounting for contingencies. Liabilities for loss contingencies arising from claims, assessments, litigation, fines and penalties and other sources are recorded when it is probable that a liability has been incurred and the amount of the assessment can be reasonably estimated. There were no commitments or contingencies as of December 31, 2015.

Recent Accounting Pronouncements

The Company has implemented all new accounting pronouncements that are in effect. These pronouncements did not have any material impact on the financial statements unless otherwise disclosed, and the Company does not believe that there are any other new accounting pronouncements that have been issued that might have a material impact on its financial position or results of operations.

NOTE 3 – SHARE CONVERSIONS

During the preparation of this filing, the Company discovered that a certain lender may have converted its debt into more common shares than is allowed by usury laws and the promissory note in place. The amount is unknown and the Company has advised the lender of the potential breach and will take all actions necessary to discern the values of an expected claim and advise the lender of the condition and the potential methods of recovery available .

NOTE 4 – RELATED PARTY TRANSACTIONS

In March 2014, the Company issued to officers and directors, and a prior officer a total of 25,750 common shares for the settlement of $93,500 of liabilities resulting in a loss on the extinguishment of liabilities of $12,000 for the period from January 13, 2014 (date of inception) through December 31, 2014.

As of June 26, 2014, the Company owed $43,000 in accrued salary to a former officer and director which was disposed along with the disposal of the subsidiary and recorded as a gain on sale of subsidiary.

During 2014, liabilities owed to a former affiliate of the Company, of $9,767 and an entity controlled of $16,858 were converted to notes payable totaling $26,625. The notes are unsecured, due on demand and bear no interest.

As of December 31, 2015, the Company has outstanding advances to former officers and directors aggregating $22,675. The advances are unsecured, due on demand and bear no interest.

On April 28, 2015 Vinyl Groove Productions sold controlling interest of the Company to S & L Capital LLC.

On May 1, 2015 S&L Capital LLC converted 8,999 Series A preferred shares to 53,406,528 restricted common shares. The Company issued 150,000,000 restricted common shares to Robert Sand as required by his employment contract.

On September 12, 2015, Midam Ventures LLC bought controlling interest of the Company by purchasing 1,000 Preferred Series A shares from S&L Capital LLC. One share of the Series A Preferred Stock was canceled.

NOTE 5 – STOCKHOLDERS' DEFICIT

At December 31, 2016, the Company had 2,200,000,000 authorized shares of Common Stock and 20,000,000 authorized shares of Preferred Stock, both with a par value of $0.001 per share.

Preferred Stock

At December 31, 2016, the Company had 1,000 shares of its Series A Preferred Stock issued and outstanding. The shares were issued to founders at inception on January 13, 2014. We are authorized to issue up to 20,000,000 shares of Preferred Stock with designations, rights and preferences determined from time to time by our Board of Directors. Accordingly, our Board of Directors is empowered, without stockholder approval, to issue Preferred Stock with dividend, liquidation, conversion, voting, or other rights which could adversely affect the voting power or other rights of the holders of the Common Stock. In the event of issuance, the Preferred Stock could be utilized, under certain circumstances, as a method of discouraging, delaying or preventing a change in control of the Company. If the Company issues shares of Preferred Stock and we are subsequently liquidated or dissolved, the preferred shareholders would have preferential rights to receive a liquidating distribution for their shares prior to any distribution to common shareholders.

Common Stock

At December 31, 2016, the Company had 138,889,083 shares of its Common Stock issued and outstanding. Holders of Common Stock are entitled to one vote per share and are to receive dividends or other distributions when and if declared by the Company's Board of Directors.

In May 2015, the Company issued 15,500,000 common shares for the conversion of $16,500 of debt.

In June 2015, agreements were reached to issue 10,000,000 restricted common shares for services which partially issued in June and completed in July with a value of $927,000.

In August 2015, the Company issued 10,007,499 common shares for debt conversion with a value of $13,057.

In September 2015, the Company issued 4,000,000 restricted common shares for services with a value of $81,600. 6,250,000 restricted common shares were issued for debt conversion with a value of $12,500. The Company entered into an agreement to issue 2,000,000 restricted common shares per an officers employment contract with a value of $189,200. These employment shares are included in this filing but have not been issued.

In October 2015, the Company issued 3,100,000 common shares for $310 in debt conversion.

In November 2015, the Company issued 2,000,000 restricted common shares for services with a value of $62,000.

In December 2015, the Company entered into an agreement to issue 5,000,000 restricted common shares for services no value has been assigned as services had not been performed prior to December 31, 2015. The value these shares has been included common shares with an offset to additional paid in capital in these financial statements but were not issued as of its filing.

In February 2016, the Company issued 6,000,000 common shares for $600 in debt conversion.

In February the Company received and cancelled 100,000,000 common shares from a shareholder with no consideration required or paid.

In April 2016, the Company issued 4,054,054 common shares for $30,000 in debt conversion.

In June 2016, the Company received and cancelled 57,000,000 common shares from a shareholder with no consideration required or paid.

In July 2016 the Company issued 2,887,097 common shares for $8,950 in debt conversion.

In August 2016, the Company issued 3,225,806 common shares for $10,000 in debt conversion.

In September 2016, the Company issued 2,081,165 common shares for $4,000 in debt conversion.

In October 2016, the Company issued 1,316,837 common shares for $16,737 in debt conversion. In November 2016, the Company issued 5,726,526 common shares for $81,170 in debt conversion.

In December 2016, the Company issued 1,750,000 common shares for $10,500 in debt conversion.

NOTE 6 – CONVERTIBLE NOTES PAYABLE

At December 31, 2016 convertible notes payable consisted of the following:

	December 31, 2016
Convertible notes payable	$ 1,054,865
Unamortized debt discounts	(86,409)
Total	$ 968,456

Certain of the Company’s outstanding convertible notes are secured by 15,000 common shares of the Company which were issued and held in escrow as of December 31, 2016. Still held as of the date of filing.

Note outstanding as of February 3, 2014:

At the date of the reverse merger, February 3, 2014, the Company had an outstanding balance of convertible notes payable of $280,339 which were convertible into common stock at a 50% discount to the lowest bid of stock’s market price during the last 20 days prior to conversion date. The notes are unsecured, due on demand and bear no interest.

The Company identified embedded derivatives related to the convertible notes outstanding as of February 3, 2014. These embedded derivatives included certain conversion features. The accounting treatment of derivative financial instruments requires that the Company record the fair value of the derivatives as of the inception date of the convertible note and to adjust the fair value as of each subsequent balance sheet date. As of February 3, 2014, the Company determined a fair value of $600,727 of the embedded derivatives. The fair value of the embedded derivatives was determined using the Black Scholes Option Pricing Model based on the following assumptions:

Dividend yield:	-0-%
Expected volatility	maximum
Market value of common stock	$ 3.00
Risk free rate:	0.05%

The fair value of all outstanding embedded derivatives was determined to be $902,551 at December 31, 2014 using the Black Scholes Option Pricing Model with the following assumptions:

Dividend yield:	-0-%
Expected volatility	maximum
Market value of common stock	$ 0.0103
Risk free rate:	0.03%

During 2014 and 2015, the Company adjusted the recorded fair value of the derivative liability on the dates of conversion of these notes. The aggregate fair value of these embedded derivative liabilities on the dates of conversion was determined to be $399,953 and this amount was reclassified to equity on the date of resolution of these derivative liabilities. The fair value was estimated using the Black Scholes Option Pricing Model with the following assumptions:

Dividend yield:	-0-%
Expected volatility	maximum
Market value of common stock	$0.0013 - $1.60
Risk free rate:	0.03% - 0.05%

The aggregate loss associated with these derivative liabilities was $701,777 for the period from January 13, 2014 (date of inception) through ended December 31, 2015 due to the change in fair value.

<u>Note issued on March 10, 2014:</u>

On March 10, 2014, a convertible note agreement was entered into for a total of $50,000 due on January 5, 2015 with an interest of 8% per annum. A cash draw against that note was received of $10,000. The additional $40,000 resulted from accounts payable converted to convertible debt. The agreement allows conversion into shares of common stock at 50% discount to the average of the three lowest intraday trading prices during the 15 days prior to conversion date.

The Company identified embedded derivatives related to the Convertible Promissory Note entered into on March 10, 2014. These embedded derivatives included certain conversion features. The accounting treatment of derivative financial instruments requires that the Company record the fair value of the derivatives as of the inception date of the Convertible Promissory Note and to adjust the fair value as of each conversion date and subsequent balance sheet date. At the inception of the Convertible Promissory Note, the Company determined a fair value of $107,668 of the embedded derivative.

The initial fair value of the embedded debt derivative of $107,668 was allocated as a debt discount up to the face value of the note ($50,000) with the remaining $57,668 recognized as a loss on derivative liabilities. The debt discount was fully amortized to interest expense during 2014.

During the period from January 13, 2014 (date of inception) through December 31, 2014, the $50,000 note payable was fully converted into 567,600 shares of common stock. The aggregate fair value of these embedded derivative liabilities on the dates of conversion was determined to be $97,156 and this amount was reclassified to equity on the date of resolution of these derivative liabilities.

The fair value of the embedded derivatives under this note was determined using the Black Scholes Option Pricing Model based on the following assumptions:

Dividend yield:	-0-%
Expected volatility	267%-570%
Market value of common stock	$0.1 - $3.4

Risk free rate:	0.01% -0.12%

The aggregate loss associated with these derivative liabilities was $47,156 for the period from January 13, 2014 (date of inception) through ended December 31, 2014 due to the change in fair value.

<u>Note issued on June 4, 2014:</u>

On June 4, 2014, a convertible note agreement was entered into for a total of $103,344 with an interest of 0% per annum. The $103,344 represents the conversion of accounts payable to convertible debt. The agreement allows conversion into shares of common stock at 50% discount to the lowest intraday trading prices during the 15 days prior to conversion date. The note was converted in full at December 31, 2014.

The Company identified embedded derivatives related to the Convertible Promissory Note entered into on June 4, 2014. These embedded derivatives included certain conversion features. The accounting treatment of derivative financial instruments requires that the Company record the fair value of the derivatives as of the inception date of the Convertible Promissory Note and to adjust the fair value as of each conversion date and subsequent balance sheet date. At the inception of the Convertible Promissory Note, the Company determined a fair value of $215,674 of the embedded derivative.

The initial fair value of the embedded debt derivative of $215,674 was allocated as a debt discount up to the face value of the note ($103,344) with the remaining $112,330 recognized as a loss on derivative liabilities. The debt discount was fully amortized to interest expense during 2014.

During the period of January 13, 2014 (period of inception) through December 31, 2014, the Company issued 339,872 common shares for the conversion of the principal amount of $103,344. The Company adjusted the recorded fair value of the derivative liability on the dates of conversion and determined the aggregate fair value to be $264,475 and this amount was reclassified to equity on the date of resolution of these derivative liabilities.

The fair value of the embedded derivative under this note was determined using the Black Scholes Option Pricing Model based on the following assumptions:

Dividend yield:	-0-%
Expected volatility	maximum
Market value of common stock	$0.2 - $2.4.
Risk free rate:	0.05%

The aggregate loss associated with these derivative liabilities was $161,131 for the period from January 13, 2014 (date of inception) through ended December 31, 2014 due to the change in fair value.

<u>Note issued on May 15, 2015 with a maturity date of November 15, 2015:</u>

On May 15, 2015, a convertible note agreement was entered into for a total of $37,500 with an interest of 0% per annum. The agreement allows conversion into shares of common stock at 38% discount to the lowest intraday trading prices during the 20 days prior to conversion date. The note became convertible at its maturity on November 15, 2015. No conversions have been made and the note is in default which triggers 10% interest per annum until paid on the face value of the note beginning on the maturity date.

The Company identified embedded derivatives related to the Convertible Promissory Note as of its maturity date. These embedded derivatives included certain conversion features. The accounting treatment of derivative financial instruments requires that the Company record the fair value of the derivatives as of the inception date of the Convertible Promissory Note and to adjust the fair value as of each conversion date and subsequent balance sheet date. At the inception of the Convertible Promissory Note, the Company determined a fair value of $62,556 of the embedded derivative.

The initial fair value of the embedded debt derivative of $62,556 was allocated as a debt discount up to the face value of the note ($37,500) with the remaining $25,056 recognized as a loss on derivative liabilities. The debt discount of $4,687 was amortized to derivative expense during 2015.

The fair value of the embedded derivative under this note was determined using the Black Scholes Option Pricing Model based on the following assumptions:

Dividend yield:	-0-%
Expected volatility	429 to 526%

Market value of common stock	$0.027 - $.034
Risk free rate:	0.50%

The aggregate loss associated with these derivative liabilities was $121,487 for the year ended December 31, 2015 due to the change in fair value.

Note issued on May 29, 2015:

On May 29, 2015, a convertible note agreement was entered into for a total of $25,000 with an interest of 8% per annum. The agreement allows conversion into shares of common stock at the lower of $0.01 or 50% discount to the lowest intraday trading prices during the 20 days prior to conversion date. The note was immediately convertible and $12,500 of the note has been converted. The note is in default.

The Company identified embedded derivatives related to the Convertible Promissory Note as of its maturity date. These embedded derivatives included certain conversion features. The accounting treatment of derivative financial instruments requires that the Company record the fair value of the derivatives as of the inception date of the Convertible Promissory Note and to adjust the fair value as of each conversion date and subsequent balance sheet date. At the inception of the Convertible Promissory Note, the Company determined a fair value of $422,306 of the embedded derivative.

The initial fair value of the embedded debt derivative of $422,306 was allocated as a debt discount up to the face value of the note ($25,000) with the remaining $397,306 recognized as a loss on derivative liabilities. The debt discount was fully amortized to derivative expense during 2015.

The fair value of the embedded derivative under this note was determined using the Black Scholes Option Pricing Model based on the following assumptions:

Dividend yield:	-0-%
Expected volatility	562 to 605%
Market value of common stock	$0.027 - $.051
Risk free rate:	0.49%

The aggregate loss associated with these derivative liabilities was $581, 203 for the year ended December 31, 2015 due to the change in fair value and loss on conversion.

Note issued on June 11, 2015 with a maturity date of December 11, 2015:

On June 11, 2015, a convertible note agreement was entered into for a total of $75,000 with an interest of 0% per annum. The agreement allows conversion into shares of common stock at 37.5% discount to the lowest intraday trading prices during the 15 days prior to conversion date. The note became convertible at its maturity on December 11, 2015. No conversions have been made and the note is in default which triggers 12% interest per annum until paid on the face value of the note beginning on the maturity date.

The Company identified embedded derivatives related to the Convertible Promissory Note as of its maturity date. These embedded derivatives included certain conversion features. The accounting treatment of derivative financial instruments requires that the Company record the fair value of the derivatives as of the inception date of the Convertible Promissory Note and to adjust the fair value as of each conversion date and subsequent balance sheet date. At the inception of the Convertible Promissory Note, the Company determined a fair value of $99,047 of the embedded derivative.

The initial fair value of the embedded debt derivative of $99,047 was allocated as a debt discount up to the face value of the note ($75,000) with the remaining $24,047 recognized as a loss on derivative liabilities. The debt discount of $2,260 was amortized to derivative expense during 2015.

The fair value of the embedded derivative under this note was determined using the Black Scholes Option Pricing Model based on the following assumptions:

Dividend yield:	-0-%
Expected volatility	426 to 560%
Market value of common stock	$0.027 - $.031
Risk free rate:	0.68%

The aggregate loss associated with these derivative liabilities was $216,037 for the year ended December 31, 2015 due to the change in fair value.

Note issued on June 17, 2015 with a maturity date of December 17, 2015:

On June 17, 2015, a convertible note agreement was entered into for a total of $75,000 with an interest of 0% per annum. The agreement allows conversion into shares of common stock at 37.5% discount to the lowest intraday trading prices during the 15 days prior to conversion date. The note became convertible at its maturity on December 11, 2015. No conversions have been made and the note is in default which triggers 12% interest per annum until paid on the face value of the note beginning on the maturity date.

The Company identified embedded derivatives related to the Convertible Promissory Note as of its maturity date. These embedded derivatives included certain conversion features. The accounting treatment of derivative financial instruments requires that the Company record the fair value of the derivatives as of the inception date of the Convertible Promissory Note and to adjust the fair value as of each conversion date and subsequent balance sheet date. At the inception of the Convertible Promissory Note, the Company determined a fair value of $118,368 of the embedded derivative.

The initial fair value of the embedded debt derivative of $118,368 was allocated as a debt discount up to the face value of the note ($75,000) with the remaining $43,368 recognized as a loss on derivative liabilities. The debt discount of $1,663 was amortized to derivative expense during 2015.

The fair value of the embedded derivative under this note was determined using the Black Scholes Option Pricing Model based on the following assumptions:

Dividend yield:	-0-%
Expected volatility	426 to 560%
Market value of common stock	$0.027 - $.031
Risk free rate:	0.68%

The aggregate loss associated with these derivative liabilities was $216,037 for the year ended December 31, 2015 due to the change in fair value.

Note issued on August 26, 2015:

On August 26, 2015, a convertible note agreement was entered into for a total of $30,000 with an interest of 8% per annum. The agreement allows conversion into shares of common stock at 50% discount to the lowest intraday trading prices during the 10 days prior to conversion date.

The Company identified embedded derivatives related to the Convertible Promissory Note as of its maturity date. These embedded derivatives included certain conversion features. The accounting treatment of derivative financial instruments requires that the Company record the fair value of the derivatives as of the inception date of the Convertible Promissory Note and to adjust the fair value as of each conversion date and subsequent balance sheet date. At the inception of the Convertible Promissory Note, the Company determined a fair value of $77,517 of the embedded derivative.

The initial fair value of the embedded debt derivative of $77,517 was allocated as a debt discount up to the face value of the note ($30,000) with the remaining $47,517 recognized as a loss on derivative liabilities. The debt discount of $35,509 was fully amortized to derivative expense during 2015.

The fair value of the embedded derivative under this note was determined using the Black Scholes Option Pricing Model based on the following assumptions:

Dividend yield:	-0-%
Expected volatility	142 to 605%
Market value of common stock	$0.027 - $.056
Risk free rate:	0.49%

The aggregate loss associated with these derivative liabilities was $83,611 for the year ended December 31, 2015 due to the change in fair value.

Note issued on August 26, 2015:

On August 26, 2015, a convertible note agreement was entered into for a total of $26,625 with an interest of 0% per annum. The agreement allows conversion into shares of common stock at 50% discount to the lowest intraday trading prices during the 20 days prior to conversion date. The note was immediately convertible and has been fully converted as of August 31, 2015.

The Company identified embedded derivatives related to the Convertible Promissory Note as of its maturity date. These embedded derivatives included certain conversion features. The accounting treatment of derivative financial instruments requires that the Company record the fair value of the derivatives as of the inception date of the Convertible Promissory Note and to adjust the fair value as of each conversion date and subsequent balance sheet date. At the inception of the Convertible Promissory Note, the Company determined a fair value of $68,875 of the embedded derivative.

The initial fair value of the embedded debt derivative of $68,875 was allocated as a debt discount up to the face value of the note ($26,625) with the remaining $42,250 recognized as a loss on derivative liabilities. The debt discount was fully amortized to derivative expense during 2015.

The fair value of the embedded derivative under this note was determined using the Black Scholes Option Pricing Model based on the following assumptions:

Dividend yield:	-0-%
Expected volatility	608 to 611%
Market value of common stock	$0.024 - $.056
Risk free rate:	0.03%

The aggregate loss associated with these derivative liabilities was $500,810 for the year ended December 31, 2015 due to the change in fair value and loss on conversion.

<u>Note issued on December 24, 2015:</u>

On December 24, 2015, a convertible note agreement was entered into for a total of $50,000 with an interest of 10% per annum. The agreement allows conversion into shares of common stock 50% discount to the lowest intraday trading prices during the 15 days prior to conversion date with a ceiling of $0.003.

The Company identified embedded derivatives related to the Convertible Promissory Note as of its maturity date. These embedded derivatives included certain conversion features. The accounting treatment of derivative financial instruments requires that the Company record the fair value of the derivatives as of the inception date of the Convertible Promissory Note and to adjust the fair value as of each conversion date and subsequent balance sheet date. At the inception of the Convertible Promissory Note, the Company determined a fair value of $418,331 of the embedded derivative.

The initial fair value of the embedded debt derivative of $418,331 was allocated as a debt discount up to the face value of the note ($50,000) with the remaining $366,831 recognized as a loss on derivative liabilities. The debt discount of $479 was amortized to derivative expense during 2015.

The fair value of the embedded derivative under this note was determined using the Black Scholes Option Pricing Model based on the following assumptions:

Dividend yield:	-0-%
Expected volatility	493 to 605%
Market value of common stock	$.025 to $.027
Risk free rate:	0.07%

The aggregate loss associated with these derivative liabilities was $818,262 for the year ended December 31, 2015 due to the change in fair value.

On July 2, 2015, the Company entered into a convertible debt agreements with total principal amount of $55,000 with an original issue discount of $7,250 and 12% default interest per annum. The note is convertible at a 37.5% discount to the lowest market price of the 15 days preceding the conversion request. The note is due January 2, 2016.

On July 8, 2015, the Company entered into a convertible debt agreement with total principal amount of $25,000 with an original issue discount of $5,000 and 12% default interest per annum. The note is convertible at a 35% discount to the lowest market price of the 15 days preceding the conversion request. The note is due January 8, 2016.

On July 16, 2015, the Company entered into a convertible debt agreement with total principal amount of $89,000 with an original issue discount of $9,500 and 12% interest per annum. The note is convertible at a 35% discount to the lowest market price of the 15 days preceding the conversion request. The note is due January 16, 2016.

On August 4, 2015, the Company entered into a convertible debt agreement with total principal amount of $75,000 with an original issue discount of $10,000 and 12% interest per annum. The note is convertible at a 38% discount to the lowest market price of the 15 days preceding the conversion request. The note is due February 4, 2016.

On August 6, 2015, the Company entered into a convertible debt agreement with total principal amount of $45,000 with an original issue discount of $7,500 and 12% interest per annum. The note is convertible at a 35% discount to the lowest market price of the 20 days preceding the conversion request. The note is due February 6, 2016.

On September 14, 2015, the Company entered into a convertible debt agreement with total principal amount of $40,000 and 12% interest per annum. The note is convertible at a 50% discount to the lowest market price of the 15 days preceding the conversion request. The note is due March 14, 2016.

On September 29, 2015, the Company entered into a convertible debt agreement with total principal amount of $75,000 and 10% interest per annum. The note is convertible at a 50% discount to the lowest market price of the 20 days preceding the conversion request. The note is due March 29, 2016. This note was later modified to a fixed price conversion of $.001 on November 10, 2015.

On November 11, 2015, the Company entered into a convertible debt agreement with total principal amount of $35,000 with a fixed conversion price of $.007 and 10% interest per annum. The note is due May 11, 2016.

On December 7, 2015, the Company entered into a convertible debt agreement with total principal amount of $50,000 with an original issue discount of $10,000 and 0% interest per annum. The note is convertible at a fixed rate of $.0008333. The note is due August 3, 2016.

In February 2016, the Company entered into a convertible debt agreements with total principal amount of $43,750 with an original issue discount of $3,750 and 12% default interest per annum. The note is convertible at a 38% discount to the lowest market price of the 15 days preceding the conversion request. The note is due August 3, 2016.

On February 23, 2016, the Company received from its majority shareholder 100,000,000 restricted common shares for immediate cancellation. There was no consideration to the majority shareholder.

In March 2016, the Company entered into a convertible debt agreements with total principal amount of $25,000 and 10% simple interest per annum. The note is convertible at a 70% discount to the lowest market price of the 20 days preceding the conversion request. The note is due September 21, 2016.

In April 2016, the Company entered into a convertible debt agreement with a principal amount of $150,000 with 8% interest per annum. This note is convertible at a fixed rate of $.0008. These notes are convertible any time after 179 days from the date of the note at the option of the holder.

On December 20, 2016, the Company entered into a convertible debt agreement with a principal amount of $92,000 with 10% interest per annum. This note is convertible at 60% the lowest one day trading price for the common stock in the prior twenty days to the conversion date. The note matures six months after the issue date and is convertible on after that date unless an event of default occurs then the note can be converted at the option of the holder.

The Company has changed the pricing model from the Black Scholes pricing model to the lattice pricing model to reflect a more likely valuation in this filing.

The Convertible Note derivatives were valued as of issuance, conversion/redemption, replacement/amendment/assignment, and the quarterly periods 12/31/15 to 12/31/16. The following assumptions were used for the valuation of the derivative liability related to the Notes:

- The stock price of **$0.098** to **$0.0098** in these periods would fluctuate with the Company projected volatility.
- The notes convert with variable conversion prices and fixed conversions prices (tainted notes).
- An event of default would occur 0% of the time, increasing 1% per month to a maximum of 20%.
- The projected annual volatility curve for each valuation period was based on the historical annual volatility of the company in the range 211**% -** 769**%.** The detail volatilities by date are available at the Company headquarters.
- The company would redeem the notes 0% of the time, increasing 1% per month to a maximum of 5%.

- All notes are assumed to be extended at maturity by 2 years - the time required to convert out this volume of stock.
- The Holder would automatically convert the note midway through to maturity on a monthly basis based on ownership and trading volume limitations.
- A change of control and fundamental transaction would occur initially **0%** of the time and increase monthly by **0%** to a maximum of **0%**;
- The monthly trading volume would average **$149,208** to **$377,253** and would increase at 1% per month;

The Convertible Note derivatives were valued as of the quarterly periods 12/31/15 to 12/31/16.

The December 31, 2015 financial statements have been restated to reflect the changed pricing model. The impact was an increase to Derivative Liability and Liability Expense $1,014,390.

NOTE 7 – INCOME TAXES

Income taxes are accounted for in accordance with FASB ASC 740, which requires the recognition of deferred tax assets and liabilities to reflect the future tax consequences of events that have been recognized in the Company's financial statements or tax returns. Measurement of the deferred items is based on enacted tax laws. In the event the future consequences of differences between financial reporting bases and tax bases of the Company's assets and liabilities result in a deferred tax asset, the guidance requires an evaluation of the probability of being able to realize the future benefits indicated by such assets. A valuation allowance related to a deferred tax asset is recorded when it is more likely than not that some or the entire deferred tax asset will not be realized.

The Company has net operating losses at December 31, 2016 of $3,358,663 expiring through 2035. Utilization of these losses may be limited by the "change of ownership" rules as set forth in section 382 of the Internal Revenue Code.

The difference between the expected income tax expense (benefit) and the actual tax expense (benefit) computed by using the federal statutory rate of 35% is as follows:

	For the period from January 13, 2014 (date of inception) through December 31, 2016
Expected income tax benefit (loss) at statutory rate of 35%	$ 1,175,532
Change in valuation account	(1,175,532)
Income tax expense (benefit)	$ -0-

Deferred tax assets and liabilities are provided for significant income and expense items recognized in different years for tax and financial reporting purposes. Temporary differences, which give rise to a net deferred tax asset, are as follows:

	2016
Deferred Tax Assets:	
Tax Benefit of net operating loss carry-forward	$ 1,175,532
Less: valuation allowance	(1,175,532)
Deferred tax assets	-0-
Deferred tax liabilities	-0-
Net deferred tax asset	$ -0-

The provisions of ASC 740 require companies to recognize in their financial statements the impact of a tax position if that position is more likely than not to be sustained upon audit, based upon the technical merits of the position. ASC 740 prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken on a tax return. ASC 740 also provides guidance on de-recognition, classification, interest and penalties, accounting in interim periods and disclosure.

Management does not believe that the Company has any material uncertain tax positions requiring recognition or measurement in accordance with the provisions of ASC 740. Accordingly, the adoption of these provisions of ASC 740 did not have a material effect on the Company's financial statements. The Company's policy is to record interest and penalties on uncertain tax positions, if any, as income tax expense.

NOTE 8 – SUBSEQUENT EVENTS

In January 2017, the Company issued 30,312,206 common shares for the conversion of $41,695 of debt.

On January 5, 2017, the Company entered into a new co-packer agreement with NVE Pharmaceuticals to produce our 2 oz energy shot and the Company's hemp juice powder.

On January 16, 2017, the Company issued a $53,000 convertible promissory note ("the Power Note") to Power Up Lending Group, Ltd. in exchange for a $53,000 investment in the Company. The Power Note converts at 42% discount to the average of the three lowest intraday trading prices within the ten trading days prior to the conversion notice being submitted to the Company's transfer agent.

In February 2017, the Company issued 187,089,260 common shares for the conversion of $190,784 of debt.

On February 17, 2017, the Company issued a $225,000 convertible promissory note ("the Crown Note") to Crown Bridge Partners LLC in exchange for a $200,000 investment in the Company. The Crown Note converts at 42% discount to the lowest intraday trading prices within the twenty-five trading days prior to the conversion notice being submitted to the Company's transfer agent.

In March 2017, the Company issued 560,159,598 common shares for the conversion of $65,475 of debt.

In March 2017, the Company issued 65,000,000 common shares for payment of a court settlement valued at $1,228,500.

In April 2017, the Company issued 390,027,368 common shares for the conversion of $106,486 of debt.

On April 14, 2017, the Company amended its Articles of Incorporation to increase the authorized common shares to 7,000,000,000, par value $.001.

EXHIBIT 31.1

CERTIFICATION PURSUANT TO
SECTION 302 OF
THE SARBANES-OXLEY ACT OF 2002

I, Jeffrey Greene, certify that:

(1) I have reviewed this Amendment No. 1 to the Annual Report on Form 10-K/A of FBEC Worldwide, Inc.;

(2) Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

(3) Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

(4) The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f) for the registrant and have:
   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

(5) The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

May 24, 2017

/s/ Jeffrey Greene
Jeffrey Greene
Principal Executive Officer
Principal Financial Officer
Principal Accounting Officer

EXHIBIT 32.1

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the annual report of FBEC Worldwide, Inc. (the “Company”) on Amendment No. 1 to Form 10-K/A for the period ending December 31, 2016 as filed with the Securities and Exchange Commission on May 18, 2017 (the “Report”), I, Jaffrey Greene, Principal Executive Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

/s/ Jeffrey Greene
Jeffrey Greene
Principal Executive Officer
Principal Financial Officer
Principal Accounting Officer

May 24, 2017

A signed original of this certification has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.