

# SECURITIES & EXCHANGE COMMISSION EDGAR FILING

## American Resources Corp

**Form: S-1/A**

**Date Filed: 2014-02-28**

Corporate Issuer CIK: 1590715

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

FORM S-1/A  
(Amendment No. 2)

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

**Natural Gas Fueling and Conversion Inc.**

(Exact name of registrant as specified in its charter)

**Florida**

(State or other jurisdiction of incorporation or organization)

**4932**

(Primary Standard Industrial Classification Code Number)

**46-3914127**

(I.R.S. Employer Identification Number)

**45 Almeria Avenue,  
Coral Gables, FL 33134  
Tel.: (305) 430-6103**

(Address, including zip code, and telephone number,  
including area code, of registrant's principal executive offices)

**I. Andrew Weeraratne**

**7135 Collins Avenue, No. 624  
Miami Beach, FL 33141  
Tel.: (305) 865-8193**

(Name, address, including zip code, and telephone number,  
including area code, of agent for service)

*Copies to:*



Sunny J. Barkats, Esq.  
JSBarkats, PLLC  
18 East 41<sup>st</sup> Street, 14<sup>th</sup> Floor  
New York, NY 10017  
Fax: (646) 607-5544  
www.jsbarkats.com

**As soon as practicable after this registration statement becomes effective**  
(Approximate date of commencement of proposed sale to the public)

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933 check the following box: R

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company:

Large accelerated filer	..	Accelerated filer	..
Non-accelerated filer	..	Smaller reporting company	R

**CALCULATION OF REGISTRATION FEE**

<b>Title of Each Class of Securities to be Registered</b>	<b>Amount To Be Registered (1)</b>	<b>Proposed Maximum Offering Price Per Unit</b>	<b>Proposed Maximum Aggregate Offering Price</b>	<b>Amount of Registration fee (2)</b>
Class A Common Stock par value \$0.0001 per share	10,000,000	\$ 3.00	\$ 30,000,000	\$ 3,864.00(3)

(1) To the extent permitted by Rule 416, this registration statement also covers such additional number of shares of Class A common stock as may be issuable in the event of stock splits, stock dividends or similar transactions.

(2) The registration fee for securities is based on an estimate of the aggregate offering price of the securities, assuming the sale of the securities at the midpoint of the high and low anticipated offering prices set forth in the prospectus, and such estimate is solely for the purpose of calculating the registration fee pursuant to Rule 457.

(3) Such fee has already been paid by Natural Gas Fueling and Conversion Inc.

THE REGISTRANT HEREBY AMENDS THIS REGISTRATION STATEMENT ON SUCH DATE OR DATES AS MAY BE NECESSARY TO DELAY ITS EFFECTIVE DATE UNTIL THE REGISTRANT SHALL FILE A FURTHER AMENDMENT WHICH SPECIFICALLY STATES THAT THIS REGISTRATION STATEMENT SHALL THEREAFTER BECOME EFFECTIVE IN ACCORDANCE WITH SECTION 8(A) OF THE SECURITIES ACT OF 1933, AS AMENDED, OR UNTIL THE REGISTRATION STATEMENT SHALL BECOME EFFECTIVE ON SUCH DATE AS THE COMMISSION, ACTING PURSUANT TO SAID SECTION 8(A), MAY DETERMINE.

**THE INFORMATION IN THIS PROSPECTUS IS NOT COMPLETE AND MAY BE CHANGED. WE MAY NOT SELL THESE SECURITIES UNTIL THE REGISTRATION STATEMENT FILED WITH THE U.S. SECURITIES AND EXCHANGE COMMISSION IS EFFECTIVE. THIS PROSPECTUS IS NOT AN OFFER TO SELL THESE SECURITIES AND WE ARE NOT SOLICITING OFFERS TO BUY THESE SECURITIES IN ANY STATE WHERE THE OFFER OR SALE IS NOT PERMITTED.**

**SUBJECT TO COMPLETION, DATED \_\_\_\_\_, 2014**

**PROSPECTUS**

**Natural Gas Fueling and Conversion Inc.**

**10,000,000 shares of Class A Common Stock**

This is the initial offering of shares of Class A common stock (the "Common Stock") of Natural Gas Fueling and Conversion Inc. (the "Company," "we," "us" or "our"). We are offering up to a total of 10,000,000 shares of our Common Stock on a self-underwritten basis, at an offering price of \$3.00 per share. There is no minimum offering. All proceeds received by us from the sale of the shares of Common Stock offered hereby will be deposited into our corporate account and will immediately be available for our use (See "Use of Proceeds").

This offering is being conducted on a "best efforts" self-underwritten basis. We are not paying any underwriting commissions in this offering. Our Common Stock will be offered and sold on our behalf by our officers and directors. The intended methods of communication with potential investors include, without limitation, telephone calls and personal contacts. Our officers and directors will not receive any commissions or proceeds from the offering for selling the shares on our behalf. For a description of the plan of distribution of these shares, please see page 41 of this prospectus.

Before this offering, there has been no public market for shares of our Common Stock. We plan to have our shares of Common Stock listed on the Over-the-Counter Bulletin Board (the "OTCBB"). To be quoted on the OTCBB, a market maker must apply to make a market in our Common Stock. We do not have any agreements or understanding with any market makers to date to file an application on our behalf and there is no guarantee that a market maker will file an application on our behalf.

The shares of our Common Stock will be offered from the date of this prospectus until \_\_\_\_\_, 2014. In our sole discretion, we may extend the offering period for up to an additional 90 days. The offering will terminate on the earlier of that date, when all the shares have been sold or when our board of directors decides that it is in our best interests to terminate the offering prior the completion of the sale of shares offered by this prospectus.

The following table shows the proceeds the Company will receive if:

- 25% of the shares offered hereby are sold;
- 50% of the shares offered hereby are sold;
- 75% of the shares offered hereby are sold; and
- 100% of the shares offered hereby are sold

Use of Proceeds	Sale of 2,500,000 Shares 25%	Sale of 5,000,000 Shares 50%	Sale of 7,500,00 Shares 75%	Sale of 10,000,000 Shares 100%
Gross proceeds	\$ 7,500,000	\$ 15,000,000	\$ 22,500,000	\$ 30,000,000
Offering expenses <sup>(1)</sup>	\$ 40,000	\$ 40,000	\$ 40,000	\$ 40,000
Net proceeds	\$ 7,460,000	\$ 14,960,000	\$ 22,460,000	\$ 29,960,000
Construct fueling service stations <sup>(2)</sup>	\$ 5,800,000	\$ 11,600,000	\$ 11,600,000	\$ 17,400,000
Working capital <sup>(3)</sup>	\$ 1,660,000	\$ 3,360,000	\$ 10,860,000	\$ 12,560,000
Total Funds Remaining	<u>\$ 0</u>	<u>\$ 0</u>	<u>\$ 0</u>	<u>\$ 0</u>

These estimates are presented for illustrative purposes only and the actual amount of proceeds received may differ. As there is no minimum offering, we cannot estimate how much in proceeds we will receive from the sale of the shares of our Common Stock offered hereby. There is no guarantee that the Company will receive any proceeds from this offering.

**We are a development stage company and have limited operations. To date, we have been involved primarily in organizational, research, development and initial capital raising activities. You should only purchase shares if you can afford a loss of your investment. Our independent registered public accounting firm has issued an audit report which includes a going concern opinion as to the Company's future operations.**

We are an "emerging growth company" under the federal securities laws and will be subject to reduced public company reporting requirements.

We are not a blank check company. We have no any plans, arrangements, commitments or understandings to engage in a merger with or acquisition of another company.

The Company is a shell company as defined by Rule 405 of the Securities and Exchange Commission. Thus, an investment in the Company is likely to be an illiquid investment. Prospective investors should fully consider the potential lack of liquidity in deciding whether to purchase shares of the Company.

**Investing in our Common Stock involves a high degree of risk. See "Risk Factors" beginning on page 5 of this prospectus.**

**Neither the U.S. Securities and Exchange Commission (the "SEC") nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.**

The date of this prospectus is \_\_\_\_\_, 2014

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## ABOUT THIS PROSPECTUS

You should only rely on the information contained in this document or to which we have referred you. We have not authorized anyone to provide you with information otherwise. If anyone provides you with different or inconsistent information, you should not rely on it. We are not making an offer to sell these securities in any jurisdiction where the offer or sale is not permitted.

## OTHER INFORMATION

We maintain our web site at [www.NGFCE.com](http://www.NGFCE.com). Information on such web site is not considered a part of this prospectus. Unless specifically set forth to the contrary, when used in this prospectus the terms "Natural Gas Fueling and Conversion Inc.," "we", "us", "our" and similar terms refer to Natural Fueling and Conversion Inc., a Florida corporation.

## PROSPECTUS SUMMARY

### ***About Us***

We are a development stage company. Our primary planned business objective is to construct, own and operate combined gasoline, diesel and natural gas (NG) vehicle fueling and service stations in the United States, along with garages to retrofit gasoline and diesel driven vehicles to run on NG. At each such fueling station we also plan to have a convenience store to serve our customers. We define each complete fueling service station as an "Operating Unit." It is the Company's initial goal to operate three Operating Units in the United States. In securing Operating Units, we plan to implement two different approaches:

- (1) Buy land and build the Operating Units using our own design and architecture; and/or
- (2) Acquire currently operating combined gasoline and diesel stations with convenience stores and garages, and then subsequently add NG fueling bays and the equipment for the planned vehicle conversion business as needed.

We are currently conducting due diligence on several existing fueling stations in the Miami, Florida area which the Company believes are suitable acquisition targets. However, it remains the Company's preference to purchase land and build an Operational Unit based on our own designs if we are successful in raising the proceeds in this offering.

Our initial primary focus will be distributing gasoline and diesel fuel to customers once we build or purchase a fueling station, as we believe there are not enough NG driven vehicles in the market at this time to substantiate building only a NG station. We also plan to have liquefied natural gas (LNG) and compressed natural gas (CNG) available for NG driven vehicles as we think NG vehicles will be as common as gasoline-driven vehicles in the future. Therefore, we may acquire existing gasoline and diesel fueling stations and expand them to include NG fueling capabilities. In certain stations we plan to build (or acquire and expand) we may have gasoline and LNG only, in some stations we may have gasoline and CNG only and in other stations we may have the means to distribute gasoline, diesel, LNG and CNG. Such determination will be made based on different factors such as the demand for LNG and/or CNG in each location and easy access to LNG and CNG supplies. We believe that the NG business is poised to go through significant changes in the near future and we plan to operate an extensive research department dedicated to our company adopting relevant changes as the market evolves.

We also plan to construct, own and operate factories to convert NG from its gaseous state to LNG (through a process of cooling NG) to be distributed to our own fueling stations and also to fueling stations owned by other independent owners and companies. CNG is produced by applying compression to NG and we may have the ability to compress NG to CNG in some fueling stations itself to distribute CNG to vehicles currently fueled by CNG. As we expand our business, we plan to have our own standalone NG to CNG conversion factories and distribute CNG to individual stations to be sold to retail customers.



Additionally, we plan to operate a vehicle conversion business through a joint venture relationship with Shenzhen HJ Technology Company Ltd. (“HJT”), which is currently operating a series of factories converting vehicles to operate on LNG and CNG in the Peoples’ Republic of China (“PRC” or “China”), using its patented Gas Intelligent Electric Control System (GIECS) technology. We have not yet conducted a due diligence review of the GIECS technology. The Company will undertake such a review upon entering into a formal joint venture agreement with HJT, and subsequent to this offering.

We have entered into a preliminary agreement with HJT, pursuant to which the parties have agreed to enter into a formal joint venture relationship in the future. The terms of such formal agreement are being negotiated by the parties and thus the costs associated with such relationship are unknown at this point. In the event that the Company and HJT do not enter into a formal joint venture agreement, the Company will seek different technology elsewhere for its planned vehicle conversion operations.

HJT is the majority shareholder of High Tech Fueling Service and Distribution Inc. (HFSD), a U.S. holding company, which is planning on conducting similar operations in the PRC as our intended business model. The major shareholders and some of the directors of the Company are also significant shareholders and directors of HFSD, and thus we consider HJT a related party. Inasmuch as HJT does not currently have certification to sell and use its LNG conversion kits in the United States, which certification is granted by the Environmental Protection Agency, the Company may obtain conversion kits from companies already certified by the Environmental Protection Agency until such time as due diligence on HJT is completed, a joint venture agreement is entered into between the Company and HJT, and certification of HJT’s conversion kits is granted.

In addition to the three business segments we have stated above, we may enter into other synergistic business segments in the industry if we find that entering into such a segment may enhance our profit potential or help us set up a better foundation for the future.

Our operations to date have been limited to our organizational activities and early stage implementation of our business plan. We do not have any revenue generating operations and we are dependent upon the proceeds from this offering to continue to implement our business plan.

### **Shell Company**

We are a shell company as defined by Rule 405 of the Securities and Exchange Commission primarily because we currently have no or nominal operations. As a result, an investment in the Company would likely to be an illiquid investment. An investor should consider the potential illiquidity of the Company’s securities before investing in the Company.

### **Emerging Growth Company**

We are an “emerging growth company” as defined under the federal securities laws and, as such, may elect to comply with certain reduced public company reporting requirements for future filings. As an emerging growth company, we are exempt from certain financial disclosure and governance requirements for up to five years as defined in the Jumpstart Our Business Startups Act (“the JOBS Act”), that eases restrictions on the sale of securities; and increases the number of shareholders a company must have before becoming subject to the SEC’s reporting and disclosure rules. We shall continue to be deemed an emerging growth company until the earliest of:

- (a) the last day of the fiscal year of the issuer during which it had total annual gross revenues of \$1,000,000,000 (as such amount is indexed for inflation every five years by the Commission to reflect the change in the Consumer Price Index for All Urban Consumers published by the Bureau of Labor Statistics, setting the threshold to the nearest 1,000,000) or more;
- (b) the last day of the fiscal year of the issuer following the fifth anniversary of the date of the first sale of common equity securities of the issuer pursuant to an effective IPO registration statement;
- (c) the date on which such issuer has, during the previous three-year period, issued more than \$1,000,000,000 in non-convertible debt; or
- (d) the date on which such issuer is deemed to be a “large accelerated filer,” as defined in section 240.12b-2 of title 17, Code of Federal Regulations, or any successor thereto.

As an emerging growth company we are exempt from Section 404(b) of Sarbanes Oxley. Section 404(a) requires Issuers to publish information in their annual reports concerning the scope and adequacy of the internal control structure and procedures for financial reporting. This statement shall also assess the effectiveness of such internal controls and procedures. Section 404(b) requires that the registered accounting firm shall, in the same report, attest to and report on the assessment on the effectiveness of the internal control structure and procedures for financial reporting.

As an emerging growth company we are also exempt from Section 14A (a) and (b) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), which requires the shareholder approval of executive compensation and golden parachutes.

We have elected to use the extended transition period for complying with new or revised accounting standards under Section 102(b)(2) of the JOBS Act, which allows us to delay the adoption of new or revised accounting standards that have different effective dates for public and private companies until those standards apply to private companies. As a result of this election, our financial statements may not be comparable to companies that comply with public company effective dates.

Our principal executive offices are located at 45 Almeria Avenue, Coral Gables, FL 33134, and our telephone number is 305-430-6103. Our fiscal year end is September 30.

#### SUMMARY OF THE OFFERING

Securities Offered: Up to 10,000,000 shares of the Company's Common Stock.

Offering Price: \$3.00 per share.

Offering Period: From the date of this prospectus until \_\_\_\_\_, 2014, unless extended by us for an additional 90 days, unless extended by the Company in its sole discretion.

Proceeds to the Company: Assuming the following percentages of Common Stock sold in the offering, the Company will receive the following proceeds:

% of Common Stock Sold		Gross Proceeds
25%		7,500,000
50%		15,000,000
75%		22,500,000
100%		30,000,000

There is no guarantee that the Company will receive any proceeds from this offering. The Company estimates the expenses of this offering will be approximately \$40,000, which shall be deducted from the gross proceeds received in the offering.

Use of Proceeds: We will use the net proceeds, for which there is no guarantee of receipt, of this offering to build combined gasoline, LNG and CNG fueling service stations, and for working capital purposes (see "Use of Proceeds" on page 15).

Common Stock Outstanding Prior to the Offering: 12,600,000 shares of Class A Common Stock and 7,000,000 shares of Class B common stock.

Shares of Class B common stock have super voting rights giving each share of Class B common stock 10 votes for all matters on which the holders of Class A Common Stock vote.

Common Stock Outstanding After the Offering:

22,600,000 of Class A Common Stock, assuming all of the shares of Common Stock offered in this prospectus are sold, which will represent approximately 24.41% of the outstanding voting stock of the Company.

Trading Symbol:

There is currently no public market for our Common Stock. Assuming we have a successful offering, we plan to have our shares of Common Stock quoted on the OTCBB. To be quoted on the OTCBB, a market maker must apply to make a market in our Common Stock. We do not have any agreements or understanding with any market maker and to file an application on our behalf and there is no guarantee that a market maker will file an application on our behalf.

Risk Factors:

Investing in our Common Stock involves a high degree of risk. Please refer to the sections "Risk Factors" and "Dilution" before making an investment in our Common Stock.

## SUMMARY FINANCIAL INFORMATION

The following summary financial data should be read in conjunction with the "Management's Discussion and Analysis of Financial Condition and Results of Operations" and the Financial Statements and Notes thereto, included elsewhere in this prospectus.

**For the Period  
from Inception  
(October 2, 2013)  
through  
October 31, 2013**

### Statement of Operations

Revenues	\$	-0-
Cost of Revenues	\$	-0-
General and Administrative Expenses	\$	15,100
Total Operating Expenses	\$	15,100
Net Income/(Loss)	\$	(15,100)

**As of  
October 31, 2013**

### Balance Sheet Data

Cash	\$	136,300
Total Assets	\$	136,300
Total Liabilities	\$	90
Stockholders' Equity	\$	136,210

## RISK FACTORS

*An investment in our Common Stock involves a significant degree of risk. You should not invest in our Common Stock unless you can afford to lose your entire investment. You should consider carefully the following risk factors and other information in this prospectus before deciding to invest in our Common Stock.*

### **Risks Related to this Offering**

***WE ARE DEPENDENT UPON THE PROCEEDS OF THIS OFFERING TO PROVIDE FUNDS TO DEVELOP OUR BUSINESS. BECAUSE THIS IS A BEST-EFFORTS OFFERING, THERE ARE NO ASSURANCES WE WILL RAISE SUFFICIENT CAPITAL TO ENABLE US TO DEVELOP OUR BUSINESS.***

We are dependent upon the proceeds from this offering to provide funds for the development of our business. If we sell less than all of the shares of our Common Stock offered hereby, we will have significantly less funds available to us to implement our business strategy, and our ability to generate any revenues may be adversely affected. While this offering seeks to raise a large portion of the capital we will need, this is a “best-efforts” offering with no minimum and there are no assurances we will be able to sell all or any portion of the shares of our Common Stock offered hereby. Even if we sell all of the shares offered hereby, we cannot guarantee prospective investors that we will ever generate any significant revenues or report profitable operations, or that our revenues will not decline in future periods. We do not have any firm commitments to provide capital and we anticipate that we will have certain difficulties raising capital given the development stage of our company, and the lack of a public market for our securities. Accordingly, we cannot assure you that additional working capital as needed will be available to us upon terms acceptable to us. If we do not raise funds as needed, our ability to continue to implement our business model is in jeopardy and we may never be able to achieve profitable operations. In that event, our ability to continue as a going concern is in jeopardy and you could lose all of your investment in our company.

***OUR MANAGEMENT HAS FULL DISCRETION AS TO THE USE OF PROCEEDS FROM THIS OFFERING.***

We anticipate that the net proceeds from this offering will be used for the purposes set forth under “Use of Proceeds” appearing elsewhere in this prospectus. We reserve the right, however, to use the net proceeds from this offering for other purposes not presently contemplated which we deem to be in our best interests in order to address changed circumstances and opportunities. As a result of the foregoing, investors in the shares of Common Stock offered hereby will be entrusting their funds to our management, upon whose judgment and discretion the investors must depend.

### ***THE COMPANY IS A SHELL COMPANY***

The Company is a shell company as defined by Rule 405 of the Securities and Exchange Commission. As such, it is likely that the securities offered herein will be illiquid. In addition, because the Company is so defined, there currently exist restrictions on the ability of the Company to issue registration statements using Form S-8, which is used to issue securities to employees for stock option or other similar plans, thereby restricting the ability to offer securities to its employees, officers and directors securities in the Company. Additionally, because the Company is deemed a shell company, there are significant restrictions on the ability of holders of non-registered securities to convert them to registered securities under Rule 144 of the Securities and Exchange Commission.

### **Risks Related to Our Business**

***WE HAVE ELECTED THE OPT-IN RIGHT FOR EMERGING GROWTH COMPANIES THAT ALLOWS FOR EXEMPTIONS FROM CERTAIN REPORTING STANDARDS AND AS A RESULT, OUR FINANCIAL STATEMENTS MAY NOT BE COMPARABLE WITH OTHER COMPANIES IN OUR INDUSTRY THAT COMPLY WITH SUCH STANDARDS.***

We have elected to use the extended transition period for complying with new or revised accounting standards under Section 102(b)(2) of the Jobs Act, which allows us to delay the adoption of new or revised accounting standards that have different effective dates for public and private companies until those standards apply to private companies. As a result of this election, our financial statements may not be comparable to companies that currently comply with the new standards.

**WE HAVE A LIMITED OPERATING HISTORY THAT YOU CAN USE TO EVALUATE US, AND THE LIKELIHOOD OF OUR SUCCESS MUST BE CONSIDERED IN LIGHT OF THE PROBLEMS, EXPENSES, DIFFICULTIES, COMPLICATIONS AND DELAYS FREQUENTLY ENCOUNTERED BY A SMALL DEVELOPING COMPANY.**

We were incorporated in the State of Florida in October 2013. We currently have no significant assets or financial resources. The likelihood of our success must be considered in light of the problems, expenses, difficulties, complications and delays frequently encountered by a small developing company starting a new business enterprise and the highly competitive environment in which we will operate. Since we have a limited operating history, we cannot assure you that our business will be profitable or that we will ever generate sufficient revenues to meet our expenses and support our anticipated activities.

**THE LIKELIHOOD OF OUR ABILITY TO OPERATE MUST BE CONSIDERED IN LIGHT OF THE PROBLEMS, EXPENSES, DIFFICULTIES, COMPLICATIONS AND DELAYS THAT WE ENCOUNTER, SUCH AS OUR LACK OF BUSINESS AND LACK OF CAPITAL.**

We were incorporated in Florida in October 2013. Our lack of business and lack of capital materially threaten our ability to operate. The likelihood of our ability to continue to operate must be considered in light of the problems, expenses, difficulties, complications and delays that we encounter, such as our lack of capital. Becoming a public company may provide us with the ability to raise money and finance our operations until and if our revenues increase. If we are not successful in becoming a publicly reporting company and raising the necessary capital to continue to operate, or cannot overcome certain difficulties, complications and delays, such as our lack of capital, we will no longer be able to operate.

**WE WILL REQUIRE GOVERNMENT REGULATORY APPROVALS AND WILL HAVE TO ABIDE BY ENVIRONMENT REGULATIONS ENFORCED BY THE ENVIRONMENTAL PROTECTION AGENCY IN OPERATING OUR VEHICLE CONVERSION DIVISION, AND WE MAY FIND IT TOO COSTLY OR UNABLE TO GET SUCH CLEARANCE TO SUCCESSFULLY CONDUCT BUSINESS.**

Our current business plan anticipates the Company operating a division focused on converting vehicles that currently run on gasoline and diesel to run on NG. In the United States, the Environmental Protection Agency ("EPA") has complex regulations that we have to abide by in order to conduct the vehicle conversion business. We may find these regulations to be prohibitively costly, possibly requiring us to charge our potential customers higher fees in order to be competitive and profitable. In the event that the EPA regulations are too costly or we do not receive EPA clearance to operate our planned vehicle conversion business, we will not be able to effectively carry out our business plan and our results of operations will be adversely affected.

**THE SUCCESS OF OUR BUSINESS MODEL IS DEPENDENT UPON OUR ABILITY TO IDENTIFY LOCATIONS THAT WILL GENERATE SUBSTANTIAL NG VEHICLE TRAFFIC IN ORDER TO BUILD AND OPERATE NG SERVICE STATIONS PROFITABLY, EITHER DIRECTLY BY US OR THROUGH FRANCHISEES.**

The first significant piece of the Company's business plan is to build and operate NG refueling and service stations to generate revenue. As vehicles in the United States that run on NG are limited, a significant market for our services may not develop as we anticipate. In the event that the NG automobile market does not develop in the United States or we are not able to identify suitable locations for our NG refueling and service stations, we will not be able to effectively carry out our business plan and our results of operations will be adversely affected.

**WE MAY NEED ADDITIONAL FINANCING WHICH WE MAY NOT BE ABLE TO OBTAIN ON ACCEPTABLE TERMS. ADDITIONAL CAPITAL RAISING EFFORTS IN FUTURE PERIODS MAY BE DILUTIVE TO OUR THEN CURRENT SHAREHOLDERS OR RESULT IN INCREASED INTEREST EXPENSE IN FUTURE PERIODS.**

We may be required to raise additional working capital in order to fully implement our business model. Our future capital requirements, however, depend on a number of factors, including our operations, our ability to grow revenues from other sources, our ability to manage the growth of our business and our ability to control our expenses. If we raise additional capital through the issuance of debt, this will result in increased interest expense. If we raise additional funds through the issuance of equity or convertible debt securities, the percentage ownership of our company held by existing shareholders will be reduced and those shareholders may experience significant dilution. In addition, new securities may contain certain rights, preferences or privileges that are senior to those of the shares of Common Stock. We cannot assure that we will be able to raise the working capital as needed in the future on terms acceptable to us, if at all. If we do not raise funds as needed, we will be unable to fully implement our business model, fund our ongoing operations or grow our company.

***THE CHIEF EXECUTIVE OFFICER AND TWO OTHER EXECUTIVE OFFICERS OF OUR COMPANY ARE INVOLVED AS EXECUTIVE OFFICERS OF ANOTHER COMPANY THAT IS CURRENTLY SETTING UP AN IDENTICAL OPERATION IN CHINA. THUS A CONFLICT OF INTEREST MAY ARISE WITH THEIR DUTIES TO BOTH COMPANIES .***

I. Andrew Weeraratne, the Company's Chief Executive Officer and member of the Company's board of directors, as well as the majority shareholder of the Company, is also the president, a director and significant shareholder of High Tech Fueling Service and Distribution Inc. ("HFSD"), a U.S. holding company that is planning on setting up NG stations and factories in China. Our President, Eugene Nichols and our Chief Financial Officer, Robert Sanford, are also executive officers of HFSD and therefore, they may have a conflict of interest related to the time they have to devote to the management of each of these companies. Such conflict of interest may be detrimental to the Company's shareholders.

***THE COMPANY'S ANTICIPATED JOINT VENTURE PARTNER IN OUR PLANNED VEHICLE CONVERSION DIVISION, HJT, IS MAJORITY-OWNED AND MANAGED BY THE CERTAIN MEMBERS OF MANAGEMENT OF HFSD, AND THAT RELATIONSHIP MAY CREATE AN APPEARANCE OF NON-INDEPENDENCE AND POTENTIAL INVESTORS MAY VIEW THE RELATIONSHIP AS A POSSIBLE CONFLICT OF INTEREST WHICH MAY DETER THEM FROM INVESTING IN OUR COMPANY.***

HJT, the Chinese company which we plan to enter into a joint venture agreement with for the operation of our planned vehicle conversion division, is majority owned by Mr. Ren Xianling, the current Chief Executive Officer of HJT and Ms. Liang Gexi, the Managing Director of HJT, whom are also the Chief Executive Officer and Vice President of Administration, respectively, of HFSD. HFSD is concurrently setting up a similar operation to the Company in China. In addition, certain executive officers of the Company are also executive officers of HFSD. These issues may appear to potential investors as detrimental and conflicting, and as a result, they may choose not to invest in our company.

***OUR ANTICIPATED JOINT VENTURE PARTNER IN OUR PLANNED VEHICLE CONVERSION DIVISION, SHENZHEN HJ TECHNOLOGY CO. LTD. ("HJT"), IN SHENZHEN, CHINA, IS MAJORITY-OWNED AND MANAGED BY A RELATED PARTY AND THAT RELATIONSHIP MAY CREATE AN APPEARANCE OF NON-INDEPENDENCE AND POTENTIAL INVESTORS MAY VIEW THE RELATIONSHIP AS A POSSIBLE CONFLICT OF INTEREST WHICH MAY DETER THEM FROM INVESTING IN OUR COMPANY.***

HJT, our anticipated joint venture partner in our planned vehicle conversion division, is majority owned by Mr. Ren Xianling, the current Chief Executive Officer of HJT and Ms. Liang Gexi, the Managing Director of HJT, whom are also the Chief Executive Officer and Vice President of Administration, respectively, of HFSD. HFSD is concurrently setting up a similar operation to the Company in China. In addition, the executive officers of the Company are also executive officers of HFSD. These issues may appear to potential investors as detrimental and/or conflicting and as a result, they may choose not to invest in our company.

**OUR MANAGEMENT MAY BE UNABLE TO IDENTIFY LOCATIONS TO BUILD A FUELING AND SERVICE STATION AND/OR EFFECTIVELY INTEGRATE OUR MANAGEMENT STYLE TO OUR FRANCHISEES AND THUS WE MAY BE UNABLE TO FULLY REALIZE THE ANTICIPATED BENEFITS OF SETTING UP FRANCHISES WHICH MAY AFFECT OUR GROWTH.**

We are subject to various risks associated with our growth strategy, including the risk that we will be unable to identify suitable locations and franchise partners. Any future expansion plans will be subject to a number of challenges, including:

- the diversion of management time and resources and the potential disruption of our ongoing business;
- difficulties in maintaining uniform standards, controls, procedures and policies;
- unexpected costs and time associated with upgrading both the internal accounting systems as well as educating each of their staffs as to the proper collection and recordation of financial data;
- potential unknown liabilities associated with franchising operations the difficulty of retaining key alliances on attractive terms with partners and suppliers; and
- the difficulty of retaining and recruiting key personnel and maintaining employee morale.

**WE MAY ACQUIRE NG STATIONS ALREADY IN OPERATION IN EXCHANGE FOR STOCK OF OUR COMPANY, AND SUCH ACQUISITION EFFORTS IN FUTURE PERIODS MAY BE DILUTIVE TO OUR THEN CURRENT SHAREHOLDERS.**

Our business model may result in the issuance of our securities to consummate certain acquisitions in the future. As a result, the percentage ownership of our company held by existing shareholders will be reduced and those shareholders may experience significant dilution. In addition, new securities may contain certain rights, preferences or privileges that are senior to those of our Common Stock. As our affiliates control a majority of the Company's voting securities, we will generally not need to solicit our shareholders' consent before entering into acquisition transactions. Our shareholders are dependent upon the judgment of our management in determining the number and characteristics of any securities issued as consideration in a potential acquisition.

**WE ARE DEPENDENT ON CERTAIN KEY PERSONNEL AND THE LOSS OF THESE KEY PERSONNEL COULD HAVE A MATERIAL ADVERSE EFFECT ON OUR BUSINESS, FINANCIAL CONDITION AND RESULTS OF OPERATIONS.**

Our success is, to a certain extent, attributable to the management, sales and marketing and operational expertise of key personnel who will perform key functions in the operation of our business. The loss of one or more of these key employees could have a material adverse effect upon our business, financial condition and our results of operations could be adversely impacted.

**IF THE PRICES OF CNG AND LNG DO NOT REMAIN SUFFICIENTLY BELOW THE PRICES OF GASOLINE AND DIESEL, POTENTIAL CUSTOMERS WILL HAVE LESS INCENTIVE TO PURCHASE NG VEHICLES, WHICH WOULD DECREASE DEMAND FOR CNG AND LNG AND REDUCE OUR POTENTIAL GROWTH.**

NG vehicles cost more than comparable gasoline or diesel powered vehicles because of the components needed for a vehicle to use NG add to a vehicle's base cost. If the prices of CNG and LNG do not remain sufficiently below the prices of gasoline or diesel, operators may be unable to recover the additional costs of acquiring or converting to NG vehicles in a timely manner, and they may choose not to use NG vehicles. Our ability to offer CNG and LNG fuel to our customers at lower prices than gasoline and diesel depends in part on NG prices remaining lower, on an energy equivalent basis, than oil prices. If the price of oil, gasoline and diesel declines, it will make it more difficult for us to offer our customers discounted prices for CNG and LNG and maintain an acceptable margin on our sales. Recent and significant volatility in oil and gasoline prices demonstrate that it is difficult to predict future transportation fuel costs. In addition, any new regulations imposed on NG extraction, particularly on extraction of NG from shale formations, could increase the costs of gas production or make it more costly to produce NG, which could lead to substantial increases in the price of NG. Reduced prices for gasoline and diesel fuel may cause potential customers to delay or reject converting their fleets to run on NG. In that event, sales of NG fuel and vehicles would be slowed and our results of operations could be adversely impacted.



***THE VOLATILITY OF NG PRICES COULD ADVERSELY IMPACT THE ADOPTION OF CNG AND LNG VEHICLE FUEL AND OUR BUSINESS.***

In the recent past, the price of NG has been volatile, and this volatility may continue. Increased NG prices affect the cost to us of NG and will adversely impact our projected operating margins in cases where we have committed to sell NG at a fixed price without an effective futures contract in place that fully mitigates the price risk or where we otherwise cannot pass the increased costs on to our customers. In addition, higher NG prices may cause CNG and LNG to cost as much as or more than gasoline and diesel generally, which would adversely impact the adoption of CNG and LNG as a vehicle fuel and consequently our business.

***OUR GROWTH IS INFLUENCED BY GOVERNMENT INCENTIVES AND MANDATES FOR CLEAN BURNING FUELS AND ALTERNATIVE FUEL VEHICLES. THE FAILURE TO PASS NEW LEGISLATION WITH INCENTIVE PROGRAMS MAY ADVERSELY AFFECT OUR BUSINESS.***

The NG business is influenced by federal, state and local government tax credits, rebates, grants and similar incentives that promote the use of NG and renewable natural gas (RNG) as a vehicle fuel, as well as bylaws, rules and regulations that require reductions in carbon emissions. The absence of these programs and incentives could have a detrimental effect on the NG vehicle and fueling industry, and as a result our projected revenue and related financial performance may be adversely affected.

***OUR GROWTH DEPENDS IN PART ON ENVIRONMENTAL REGULATIONS AND PROGRAMS MANDATING THE USE OF CLEANER BURNING FUELS, AND MODIFICATION OR REPEAL OF THESE REGULATIONS MAY ADVERSELY IMPACT OUR BUSINESS.***

Our business depends in part on environmental regulations and programs that promote or mandate the use of cleaner burning fuels, including NG and RNG for vehicles. Industry participants with a vested interest in gasoline and diesel, many of which have substantially greater resources than we do, invest significant time and money in an effort to influence environmental regulations in ways that delay or repeal requirements for cleaner vehicle emissions. Further, economic difficulties may result in the delay, amendment or waiver of environmental regulations due to the perception that they impose increased costs on the transportation industry that cannot be absorbed in a challenging economy. The delay, repeal or modification of federal or state regulations or programs that encourage the use of cleaner vehicles could also have a detrimental effect on NG vehicle industry, which, in turn, could slow our growth and adversely affect our business.

***WE FACE INCREASING COMPETITION FROM OIL AND GAS COMPANIES, FUEL PROVIDERS, REFUSE COMPANIES, INDUSTRIAL GAS COMPANIES, NG UTILITIES AND OTHER ORGANIZATIONS THAT HAVE FAR GREATER RESOURCES AND BRAND AWARENESS THAN US.***

A significant number of established businesses, including oil and gas companies, refuse collectors, NG utilities and their affiliates, industrial gas companies, station owners, fuel providers and other organizations have entered or are planning to enter the NG fuels market. Many of these current and potential competitors have substantially greater financial, marketing, research and other resources than we have. If we are not able to successfully compete with these entities our results of operations will be materially adversely affected.

***IF THERE ARE ADVANCES IN OTHER ALTERNATIVE VEHICLE FUELS OR TECHNOLOGIES, OR IF THERE ARE IMPROVEMENTS IN GASOLINE, DIESEL OR HYBRID ENGINES, DEMAND FOR NG VEHICLES MAY DECLINE AND OUR BUSINESS MAY SUFFER.***

Technological advances in the production, delivery and use of alternative fuels that are, or are perceived to be, cleaner, more cost-effective or more readily available than CNG, LNG or RNG, have the potential to slow adoption of NG vehicles. Advances in gasoline and diesel engine technology, especially hybrids, may offer a cleaner, more cost-effective option and make fleet customers less likely to convert their fleets to NG. Technological advances related to ethanol or biodiesel, which are increasingly used as an additive to, or substitute for, gasoline and diesel fuel, may slow the need to diversify fuels and affect the growth of the NG vehicle market. Use of electric heavy duty trucks or the perception that electric heavy duty trucks may soon be widely available and provide satisfactory performance in heavy duty applications may reduce demand for heavy duty LNG trucks. In addition, hydrogen and other alternative fuels in experimental or developmental stages may eventually offer a cleaner, more cost-effective alternative to gasoline and diesel than NG. Advances in technology that slow the growth of or conversion to NG vehicles, or which otherwise reduce demand for NG as a vehicle fuel, will have an adverse effect on our business. Failure of NG vehicle technology to advance at a sufficient pace may also limit its adoption and our ability to compete with other businesses providing alternative fuels and alternative fuel vehicles.

***OUR ABILITY TO OBTAIN LNG IS CONSTRAINED BY FRAGMENTED AND LIMITED PRODUCTION AND INCREASING COMPETITION FOR LNG SUPPLY. IF WE ARE REQUIRED TO SUPPLY LNG FROM DISTANT LOCATIONS AND CANNOT PASS THESE COSTS THROUGH TO OUR CUSTOMERS, OUR PROJECTED OPERATING MARGINS WILL DECREASE ON THOSE SALES DUE TO OUR INCREASED TRANSPORTATION COSTS.***

Production of LNG is fragmented and limited. It may be difficult for us to obtain LNG without interruption and near our projected markets at competitive prices or at all. If we are unable to purchase enough of LNG to meet customer demand, we may be liable to our potential customers for penalties and lose customers. Competition for LNG supply is escalating. If we experience a LNG supply interruption or LNG demand exceeds available supply, or if we have difficulty entering or maintaining relationships with contract carriers to deliver LNG on our behalf, our ability to expand future LNG sales to new customers will be limited, our relationships with potential customers may be disrupted and our results of operations may be adversely affected. Furthermore, because transportation of LNG is relatively expensive, if we are required to supply LNG from distant locations and cannot pass these costs through to our customers, our projected operating margins will decrease on those sales due to our increased transportation costs.

#### **Risks Related to Our Common Stock**

***OUR MAJORITY STOCKHOLDER OWNS 4,000,000 SHARES OF OUR CLASS A COMMON STOCK AND 7,000,000 SHARES OF OUR CLASS B COMMON STOCK. BECAUSE OF THE VOTING PREFERENCE GRANTED TO HOLDERS OF SERIES B COMMON STOCK, THE MAJORITY SHAREHOLDER CURRENTLY HOLDS VOTING RIGHTS EQUAL TO HOLDING 74,000,000 SHARES OF CLASS A COMMON STOCK, WHICH REPRESENTS APPROXIMATELY 89.59% OF THE CURRENT OUTSTANDING VOTING STOCK OF THE COMPANY. THE MAJORITY SHAREHOLDER'S INTERESTS MAY DIFFER FROM YOURS AND HE WILL BE ABLE TO EXERT SIGNIFICANT INFLUENCE OVER OUR CORPORATE DECISIONS, INCLUDING A CHANGE OF CONTROL.***

As of February 28, 2014, Mr. I. Andrew Weeraratne, our Chief Executive Officer, held 4,000,000 shares of Common Stock and 7,000,000 shares of Class B common stock, which gives him voting rights equal to 74,000,000 shares of Common Stock because of the 10:1 voting preference granted to the series of Class B common stock. Assuming a full subscription of this offering for 10,000,000 shares of Common Stock, Mr. Weeraratne will control approximately 80% of the Company's outstanding voting stock. As a result, he will be able to influence or control matters requiring approval by our stockholders, including the election of directors and the approval of mergers, acquisitions or other extraordinary transactions. Mr. Weeraratne may have interests that differ from yours and may vote in a way with which you disagree and that may be adverse to your interests. This concentration of ownership may have the effect of delaying, preventing or deterring a change of control of our company, could deprive our stockholders of an opportunity to receive a premium for their stock as part of a sale of our company and may affect the potential market price of our stock. Conversely, this concentration may facilitate a change in control at a time when you and other investors may prefer not to sell.

***OUR ARTICLES OF INCORPORATION PROVIDE SUPER VOTING RIGHTS AND OTHER PRIVILEGES TO OUR CLASS B SHAREHOLDERS INCLUDING A STIPULATION THAT CERTAIN ACTIONS BY THE COMPANY WON'T BE PERMITTED WITHOUT THE PRIOR WRITTEN CONSENT OF THE HOLDERS OF AT LEAST A MAJORITY OF THE VOTING POWER OF THE THEN OUTSTANDING CLASS B COMMON STOCK, PROVIDING CLASS B COMMON STOCK SHAREHOLDERS WITH SIGNIFICANT INFLUENCE OVER THE COMPANY'S OPERATIONS, WHICH MAY BE DETRIMENTAL TO THE OTHER SHAREHOLDERS AND POTENTIAL INVESTORS.***

The Company's Articles of Incorporation provide that so long as any shares of Class B common stock are outstanding, the Company may not take any of the following actions without the prior written consent of the holders of at least a majority of the voting power of the then outstanding Class B common stock:

- sell, convey or otherwise dispose of or encumber all or substantially all of our assets, or merger with or consolidate with another corporation, other than our wholly-owned subsidiary, or effect any transaction or series of transactions in which more than 50% of the voting power of our company is transferred or disposed of;
- alter or change any of the rights of the Class B common stock or increase or decrease the number of shares authorized;
- authorize or obligate our company to authorize any other equity security or security which is convertible or exercisable into an equity security of our company which has rights, preferences or privileges which are superior to, on a parity with or similar to the Class B common stock;
- redeem or repurchase any of our securities;
- amend our articles of incorporation; or
- change the authorized number of our board of directors.

This stipulation may discourage certain major investors from investing in our company and thus may have a negative effect on our results of operations.

***THE OFFERING PRICE OF THE SHARES OF COMMON STOCK WAS ARBITRARILY DETERMINED, AND THEREFORE SHOULD NOT BE USED AS AN INDICATOR OF THE FUTURE MARKET PRICE OF THE COMMON STOCK. THEREFORE, THE OFFERING PRICE BEARS NO RELATIONSHIP TO THE ACTUAL VALUE OF THE COMPANY, AND MAY MAKE OUR SHARES DIFFICULT TO SELL.***

The offering price for the shares of Common Stock was arbitrarily determined by the Company's management. The facts considered in determining the offering price were our financial condition and prospects, our limited operating history and the general condition of the securities market. The offering price is not an indication of and is not based upon the actual value of the Company. The offering price bears no relationship to the book value, assets or earnings of the Company or any other recognized criteria of value. The offering price should not be regarded as an indicator of a future market price of the Common Stock.

***IF WE FAIL TO ESTABLISH AND MAINTAIN AN EFFECTIVE SYSTEM OF INTERNAL CONTROL, WE MAY NOT BE ABLE TO REPORT OUR FINANCIAL RESULTS ACCURATELY OR TO PREVENT FRAUD. ANY INABILITY TO REPORT AND FILE OUR FINANCIAL RESULTS ACCURATELY AND TIMELY COULD HARM OUR REPUTATION AND ADVERSELY IMPACT THE TRADING PRICE OF OUR COMMON STOCK.***

Effective internal control is necessary for us to provide reliable financial reports and prevent fraud. If we cannot provide reliable financial reports or prevent fraud, we may not be able to manage our business as effectively as we would if an effective control environment existed, and our business and reputation with investors may be harmed. As a result, our small size and any current internal control deficiencies may adversely affect our financial condition, results of operation and access to capital. We have not performed an in-depth analysis to determine if in the past un-discovered failures of internal controls exist, and may in the future discover areas of our internal control that need improvement.

***THERE IS NO ASSURANCE OF A PUBLIC MARKET OR THAT THE COMMON STOCK WILL EVER TRADE ON A RECOGNIZED EXCHANGE, THEREFORE, YOU MAY BE UNABLE TO LIQUIDATE YOUR INVESTMENT IN OUR COMMON STOCK.***

There is no established public trading market for our Common Stock. Our shares of Common Stock are not currently and have not ever been listed or quoted on any exchange or quotation system. There can be no assurance that a market maker will agree to file the necessary documents with FINRA, nor can there be any assurance that such an application for quotation will be approved or that a regular trading market will develop or that if developed, will be sustained. In the absence of a trading market, an investor may be unable to liquidate his or her investment.

***A DTC "CHILL" ON THE ELECTRONIC CLEARING OF TRADES IN OUR SECURITIES IN THE FUTURE MAY AFFECT THE LIQUIDITY OF OUR STOCK AND OUR ABILITY TO RAISE CAPITAL.***

Because our common stock is considered a "penny stock," there is a risk that the Depository Trust Company ("DTC") may place a "chill" on the electronic clearing of trades in our securities. This may lead some brokerage firms to be unwilling to accept certificates and/or electronic deposits of our stock and other securities and also some may not accept trades in our securities altogether. A future DTC chill would affect the liquidity of our securities and make it difficult to purchase or sell our securities in the open market. It may also have an adverse effect on our ability to raise capital because investors may be unable to easily resell our securities into the market. Our inability to raise capital on terms acceptable to us, if at all, could have a material and adverse effect on our business and operations.

***OUR COMMON STOCK IS A "PENNY STOCK." TRADING OF OUR COMMON STOCK MAY BE RESTRICTED BY THE SEC'S PENNY STOCK REGULATIONS, WHICH MAY LIMIT A STOCKHOLDER'S ABILITY TO BUY AND SELL OUR COMMON STOCK.***

Our stock is a penny stock. The "SEC" has adopted Rule 15g-9, which generally defines "penny stock" to be any equity security that has a market price (as defined in Rule 15g-9) less than \$5.00 per share or an exercise price of less than \$5.00 per share, subject to certain exceptions. Our securities are covered by the penny stock rules, which impose additional sales practice requirements on broker-dealers who sell to persons other than established customers and "accredited investors." The term "accredited investor" refers generally to institutions with assets in excess of \$5,000,000 or individuals with a net worth in excess of \$1,000,000 or annual income exceeding \$200,000 or \$300,000 jointly with their spouse (excluding the value of a primary residence). The penny stock rules require a broker-dealer, prior to a transaction in a penny stock not otherwise exempt from the rules, to deliver a standardized risk disclosure document in a form prepared by the SEC, which provides information about penny stocks and the nature and level of risks in the penny stock market. The broker-dealer also must provide the customer with current bid and offer quotations for the penny stock, the compensation of the broker-dealer and its salesperson in the transaction and monthly account statements showing the market value of each penny stock held in the customer's account. The bid and offer quotations, and the broker-dealer and salesperson compensation information, must be given to the customer orally or in writing prior to effecting the transaction and must be given to the customer in writing before or with the customer's confirmation.

In addition, the penny stock rules require that prior to a transaction in a penny stock not otherwise exempt from these rules; the broker-dealer must make a special written determination that the penny stock is a suitable investment for the purchaser and receive the purchaser's written agreement to the transaction. These disclosure requirements may have the effect of reducing the level of trading activity in the secondary market for the stock that is subject to these penny stock rules. Consequently, these penny stock rules may affect the ability of broker-dealers to trade our securities. We believe that the penny stock rules discourage investor interest in and limit the marketability of our Common Stock.

***WE DO NOT EXPECT TO PAY DIVIDENDS FOR SOME TIME, WHICH COULD RESULT IN NO RETURN ON YOUR INVESTMENT.***

We have never declared or paid cash dividends on our common stock. We currently intend to retain our earnings, if any, to provide funds for the operation and expansion of our business and, therefore, do not anticipate declaring or paying cash dividends in the foreseeable future. Any payment of future dividends will be at the discretion of the Company's board of directors and will depend upon, among other things, our earnings, financial condition, capital requirements, level of indebtedness, contractual restrictions with respect to the payment of dividends and other relevant factors of our operations.

## CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION

Various statements in this prospectus contain or may contain forward-looking statements that are subject to known and unknown risks, uncertainties and other factors which may cause actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. These forward-looking statements were based on various factors and were derived from utilizing numerous assumptions and other factors that could cause our actual results to differ materially from those in the forward-looking statements. These statements are only predictions and involve known and unknown risks, uncertainties and other factors, including those discussed under "Risk Factors," which could cause our actual results to differ from those projected in any forward-looking statements we make.

Most of these factors are difficult to predict accurately and are generally beyond our control. You should consider the areas of risk described in connection with any forward-looking statements that may be made herein. Readers are cautioned not to place undue reliance on these forward-looking statements and readers should carefully review this prospectus in its entirety, including the risks described in "Risk Factors." Except for our ongoing obligations to disclose material information under the Federal securities laws, we undertake no obligation to release publicly any revisions to any forward-looking statements, to report events or to report the occurrence of unanticipated events. These forward-looking statements speak only as of the date of this prospectus, and you should not rely on these statements without also considering the risks and uncertainties associated with these statements and our business.

## MARKET PRICE OF AND DIVIDENDS ON THE REGISTRANT'S COMMON EQUITY AND RELATED STOCKHOLDER MATTERS

### *(a) Market Information*

There is presently no public market for our shares of Common Stock. We anticipate applying for quoting of our Common Stock on the OTCBB upon the effectiveness of the registration statement of which this prospectus forms apart. However, we can provide no assurance that our shares of Common Stock will be quoted on the OTCBB or, if quoted, that a public market will materialize.

### *(b) Holders*

As of February 28, 2014, the Company had 20 shareholders of its Common Stock.

### *(c) Dividends*

We have never paid cash dividends on our Common Stock. Payment of dividends will be within the sole discretion of our board of directors and will depend, among other factors, upon our earnings, capital requirements and our operating and financial condition. In addition, under Florida law, we may declare and pay dividends on our Common Stock either out of our surplus, as defined in the relevant Florida statutes, or if there is no such surplus, out of our net profits for the fiscal year in which the dividend is declared and/or the preceding fiscal year. If, however, the capital of our company, computed in accordance with the relevant Florida statutes, has been diminished by depreciation in the value of our property, or by losses, or otherwise, to an amount less than the aggregate amount of the capital represented by the issued and outstanding stock of all classes having a preference upon the distribution of assets, we are prohibited from declaring and paying out of such net profits any dividends upon any shares of our capital stock until the deficiency in the amount of capital represented by the issued and outstanding stock of all classes having a preference upon the distribution of assets shall have been repaired.

### *(d) Securities authorized for issuance under equity compensation plans*

Not applicable.

## **OTCBB Listing**

There are no assurances we will satisfy either the quantitative or qualitative listing standards to list our Common Stock on any major stock exchange, or that any exchange will otherwise approve a listing application. Therefore, unless we are qualified to be listed on a major stock exchange, we will attempt to have our Common Stock quoted on the OTCBB, until we establish a minimum bid price for our stock. Unlike a major stock exchange such as NYSE MKT or NASDAQ, which has specific quantitative and qualitative listing and maintenance standards, the OTCBB is an interdealer quotation service which facilitates quotation of unlisted securities. The OTCBB does not have any listing standards, other than such company must be current in its public disclosure. To be quoted on the OTCBB, a market maker must apply to make a market in our Common Stock. As of the date of this prospectus, we have not made any arrangement with any market maker to apply to make a market in our Common Stock and there can be no assurance that a market will develop or be maintained in our Common Stock. There is no assurance that the shares of our Common Stock will ever be quoted on the OTCBB.

## DESCRIPTION OF SECURITIES

### General

We are authorized to issue an aggregate number of 300,000,000 shares of capital stock, of which (i) 230,000,000 shares are Common Stock, \$0.0001 par value per share; (ii) 60,000,000 shares are Class B common stock, par value \$0.0001 per share; and (iii) 10,000,000 shares of blank-check preferred stock, \$0.0001 par value per share.

#### Class A Common Stock

We are authorized to issue 230,000,000 shares of Common Stock. As of February 28, 2014, 12,600,000 shares of the Common Stock are issued and outstanding.

Each share of Common Stock shall have one (1) vote per share for all purposes. Our common stock does not provide a preemptive or conversion right and there are no redemption or sinking fund provisions or rights. Holders of our Common Stock are not entitled to cumulative voting for election of the Company's board of directors.

The holders of our Common Stock are entitled to dividends out of funds legally available when and as declared by our board of directors. Our board of directors has never declared a dividend and does not anticipate declaring a dividend in the foreseeable future.

#### Class B Common Stock

We are authorized to issue 60,000,000 shares of Class B common stock. As of February 28, 2014, 7,000,000 shares of Class B common stock are issued and outstanding.

Each share of Class B common stock shall entitle the holder to ten (10) votes for each one vote per share of the Common Stock, and with respect to that vote, shall be entitled to notice of any stockholders' meeting in accordance with the Company's bylaws, and shall be entitled to vote, together as a single class with the holders of Common Stock with respect to any question or matter upon which the holders of Common Stock have the right to vote. Class B common stock shall also entitle a holder to vote as a separate class as set forth in the Company's bylaws.

The holders of our Class B common stock are entitled to dividends out of funds legally available when and as declared by our board of directors at the same rate per share as the Common Stock. Our board of directors has never declared a dividend and does not anticipate declaring a dividend in the foreseeable future.

Each share of Class B common stock is convertible into one (1) share of Common Stock, subject to adjustment, at any time at the option of the holder.

All outstanding shares of Class B common stock are duly authorized, validly issued, fully paid and non-assessable. So long as any shares of Class B common stock are outstanding, we have agreed not to take the following actions without the prior written consent of the holders of at least a majority of the voting power of the then outstanding Class B common stock:

- sell, convey or otherwise dispose of or encumber all or substantially all of our assets, or merger with or consolidate with another corporation, other than our wholly-owned subsidiary, or effect any transaction or series of transactions in which more than 50% of the voting power of our company is transferred or disposed of;
- alter or change any of the rights of the Class B common stock or increase or decrease the number of shares authorized;
- authorize or obligate our company to authorize any other equity security or security which is convertible or exercisable into an equity security of our company which has rights, preferences or privileges which are superior to, on a parity with or similar to the Class B common stock;
- redeem or repurchase any of our securities;
- amend our articles of incorporation; or
- change the authorized number of our board of directors.

### Preferred Stock

We are authorized to issue up to 10,000,000 shares of preferred stock, par value \$0.0001 per share, in one or more classes or series within a class as may be determined by our board of directors, who may establish, from time to time, the number of shares to be included in each class or series, may fix the designation, powers, preferences and rights of the shares of each such class or series and any qualifications, limitations or restrictions thereof. Any preferred stock so issued by the board of directors may rank senior to other existing classes of capital stock with respect to the payment of dividends or amounts upon liquidation, dissolution or winding up of us, or both. Moreover, while providing desirable flexibility in connection with possible acquisitions and other corporate purposes, under certain circumstances, the issuance of preferred stock or the existence of the unissued preferred stock might tend to discourage or render more difficult a merger or other change of control. Currently, no shares of our preferred stock have been designated any rights and we have no shares of preferred stock issued and outstanding.

### Warrants

There are no outstanding warrants to purchase our securities.

### Options

There are no outstanding options to purchase our securities.

### **Transfer Agent and Registrar**

Our transfer agent is VStock Transfer. They are located at 77 Spruce Street, Suite 201, Cedarhurst, NY 11516. Their telephone number is (212) 828-8436 and their facsimile number is (646) 536-3179.



## USE OF PROCEEDS

This offering is being made on a “best efforts” self-underwritten basis. There are no underwriting commissions involved in this offering. The shares of our Common Stock are being offered and sold on our behalf by our officers and directors who will not receive any commissions or proceeds from the offering for their efforts in this offering. As there is no minimum offering, we cannot estimate how much in proceeds we will receive from the sale of the shares of our Common Stock offered hereby. The table below sets forth the expected use of proceeds if:

- 25% of the shares offered hereby are sold;
- 50% of the shares offered hereby are sold;
- 75% of the shares offered hereby are sold; and
- 100% of the shares offered hereby are sold.

**These four offering scenarios below are presented for illustrative purposes only and the actual amount of proceeds received, if any, may differ. The priority of the anticipated use of proceeds will follow the order presented in the table below. The use of proceeds is net of the offering expenses, which will include legal, accounting, printing, filing fees, EDGAR fees, transfer agent fees and blue sky fees. We have estimated these expenses to be fixed at \$40,000, and therefore have obtained an estimate of the gross proceeds of the offering based on the offering scenarios below.**

Use of Proceeds	Sale of 2,500,000 Shares 25%	Sale of 5,000,000 Shares 50%	Sale of 7,500,000 Shares 75%	Sale of 10,000,000 Shares 100%
Gross proceeds	\$ 7,500,000	\$ 15,000,000	\$ 22,500,000	\$ 30,000,000
Offering expenses <sup>(1)</sup>	\$ 40,000	\$ 40,000	\$ 40,000	\$ 40,000
Net proceeds	\$ 7,460,000	\$ 14,960,000	\$ 22,460,000	\$ 29,960,000
Construct fueling service stations <sup>(2)</sup>	\$ 5,800,000	\$ 11,600,000	\$ 11,600,000	\$ 17,400,000
Working capital <sup>(3)</sup>	\$ 1,660,000	\$ 3,360,000	\$ 10,860,000	\$ 12,560,000
Total Funds Remaining	<u>\$ 0</u>	<u>\$ 0</u>	<u>\$ 0</u>	<u>\$ 0</u>

(1) Offering expenses include legal, accounting, SEC filing fees and costs, EDGAR fees, blue sky, transfer agent fees and other direct costs associated with this offering. We expect to pay the offering costs from cash on hand and the proceeds of this offering.

(2) We estimate the costs of buying land and building a gasoline and diesel fueling service station along with a convenience store, depending on the geographical location, to be approximately \$2.5 million. Adding both LNG and CNC storage and dispensers will approximately cost an additional \$1.3 million. Adding a vehicle retrofitting garage will approximately cost an additional \$2 million, bringing our total cost to be approximately \$5.8 million per self-built combined gasoline and NG station. The actual number of fueling service stations and retrofitting garages we will be able to construct and operate will be dependent upon the net proceeds we receive from the sale of the shares of Common Stock offered hereby.

Our cost estimations are based on the research we have done via the Internet and the meetings/discussions we've undertaken with construction contractors and certain insiders of the NG trade. For costs associated with equipment to be installed in the planned NG stations and factories, we consulted equipment suppliers, including Croystar USA. We also used statistical data derived from other gasoline stations currently in operation, as provided by several business brokers in the business of selling existing gasoline and diesel stations, to establish the operational cost and profitability of gasoline and diesel fueling stations in the United States. Instead of building a gasoline station, we may choose to acquire an existing gasoline and diesel station with enough space to expand it to accommodate LNG and CNG fueling capabilities. The cost of such acquisition and expansion, we believe, will be substantially similar to the total cost we have described above.

We also attended the 2013 NG industry conference in Atlanta in November 2013, organized by the "Natural Gas Vehicle Association," and learned of various new technologies that could potentially reduce the cost of building our operational units.

It is possible that our estimations may change materially during the course of the projects. In the event the actual costs are higher than we presently estimate, we will be required to reduce the estimated number of fueling service stations we will be able to construct or purchase using the proceeds of this offering.

- (3) Includes funds for general overhead and operating expenses, as well as fees and costs associated with an application to list our Common Stock on a major stock exchange.

We believe the anticipated proceeds of this offering, together with cash on hand and projected cash flow from operating activities, will allow us to conduct our operations for approximately (i) the next 32 months if only 25% of the shares of Common Stock offered hereby are sold; (ii) the next 42 months if only 50% of the shares of Common Stock offered hereby are sold; (iii) the next 11 years if only 75% of the shares of Common Stock offered hereby are sold; and (iv) the next 11 years if the maximum number of shares of Common Stock are sold.

### **Use of Working Capital and Revenue Generation**

There is no assurance that we will be able to raise any funds from this offering as we are conducting this offering on a "best-efforts" basis.

#### *25% of the Shares of Common Stock Offered*

However, if we sell 25% of the shares of Common Stock that we are registering, then we believe our monthly expenses, without taking into account the direct cost of building one Operational Unit (which we have estimated to be approximately \$5,800,000) will be about \$40,000 per month and annual expenses approximately be about \$480,000. If we can secure a fully operational unit, we believe we can generate monthly earnings of approximately \$9,000 per month and annual earnings of approximately \$108,000 solely from fuel sales and sales from the convenience store without factoring in any allowances for NG sales or any income from our planned vehicle conversion business. We do not believe we will generate significant revenue by selling NG to consumers in the next three years due to lack of NG vehicles in the United States.

We believe our planned vehicle conversion business will generate revenue very slowly at the early stage. However, if and at such time that NG vehicles become widespread in the automobile market we will be prepared to capitalize on the potential gains as one of the pioneers in the industry. Thus to be conservative we have not taken into account any earnings from the NG related business in the first three years of operations.

After deducting \$480,000 from the funds left for working capital after construction cost shown in the "Use of Proceeds" statement of \$1,660,000 we will be left with \$1,180,000 in working capital and adding the net cash flow proceeds from the sales in one operational unit of \$108,000 to that figure we estimate we would be left with approximately \$1,288,000 in working capital after a year of operating one Operational Unit.

*50% of the Shares of Common Stock Offered*

Taking the same estimates into consideration, in the event we are able to sell 50% of the of the shares of Common Stock that we are registering, and the construction of two Operational Units, we project our annual earnings to be approximately \$180,000 from both Operational Units after one full year of operations. We estimate our annual operating expenses to be approximately \$780,000 under this alternative and estimate we would have approximately \$2,760,000 of working capital left at the end of the first full operational year. We arrived at that figure by deducting \$780,000 from working capital left after construction cost as shown in "Use of Proceeds" statement of \$3,360,000 and adding back the cash flow proceeds of \$180,000 from one operational unit.

*75% of the Shares of Common Stock Offered*

Taking the same estimates into consideration, in the event we are able to sell 75% of the of the shares of Common Stock that we are registering, we still plan to construct only two Operational Units, and therefore we project our annual earnings to be approximately \$180,000 from both Operational Units after one full year of operations. The Company would plan to use these additional funds to participate in additional road shows and pay for other marketing activities, and we estimate our annual operating expenses to be approximately \$960,000 under this alternative. We estimate we would have approximately \$10,080,000 of working capital left at the end of the first full operational year. We arrived at that figure by deducting \$960,000 from working capital left after construction cost as shown in "Use of Proceeds" statement of \$10,860,000 and adding back the cash flow proceeds of \$180,000 from two operational unit.

*100% of the Shares of Common Stock Offered*

Taking the same estimates into consideration, in the event we are able to sell 100% of the of the shares of Common Stock that we are registering, and the construction of three Operational Units, we project our annual earnings to be approximately \$288,000 from all three Operational Units after one full year of operations. We estimate our annual operating expenses to be approximately \$1,080,000 under this alternative and estimate we would have approximately \$11,768,000 of working capital left at the end of the first full operational year. We arrived at that figure by deducting \$1,080,000 from working capital left after construction cost as shown in "Use of Proceeds" statement of \$12,560,000 and adding back the cash flow proceeds of \$288,000 from three operational units.

The above projections are estimates based on the time we believe it will take for us to build each Operational Unit and the costs associated therewith.

**DETERMINATION OF OFFERING PRICE**

Before this offering, there has been no public trading market for our shares of Common Stock, and we cannot give any assurance to you that an active secondary market might develop or will be sustained after this offering. The price of the shares of Common Stock we are offering has been determined solely by us, as there is no underwriter involved in this offering, and, as such, is arbitrary in that the price does not necessarily bear any relationship to our assets, earnings, book value or other criteria of value, and may not be indicative of the price that may prevail in the public market. No third-party valuation or appraisal has ever been prepared for our business. Among the factors we considered in setting a price were, without one factor being materially more important than the others):

- our limited operating history, as well as the other numerous obstacles we face in operating and expanding our business, as described in the “Risk Factors” section of this prospectus;
- the amount of capital to be contributed by purchasers in this offering in proportion to the number of shares Common Stock and Class B common stock to be retained by our existing shareholders;
- our internal future expectations of our operations and financial performance; and
- our cash requirements to run our business over the next 12 to 60 months.

#### **DILUTION**

Dilution represents the difference between the offering price and the net tangible book value per share of common equity immediately after completion of this offering. Net tangible book value is the amount that results from subtracting our total liabilities and intangible assets from our total assets. Dilution arises mainly as a result of our arbitrary determination of the offering price of the shares of Common Stock being offered. Dilution of the value of the shares of Common Stock you purchase is also a result of the lower net tangible book value of the shares held by our existing shareholders.

As of October 31, 2013, the net tangible book value of our shares of common equity, which includes our Common Stock and Class B common stock, was approximately \$0.0075, based upon combined outstanding shares of Common Stock and shares of Class B common stock. The following table provides information regarding:

- the net tangible book value per share of common equity before and after this offering;
- the amount of the increase in the net tangible book value per share of common equity attributable to the purchase of the shares of Common Stock being offered hereby; and
- the amount of the immediate dilution from the public offering price which will be absorbed by purchasers in this offering.

The following table presents information assuming the sale of:

- 25% of the shares offered hereby;
- 50% of the shares offered hereby;
- 75% of the shares offered hereby;
- 100% of the shares offered hereby.

These four dilution scenarios below are presented for illustrative purposes only and the actual amount of dilution to purchasers in this offering may differ based upon the number of shares of Common Stock sold in this offering.

	Sale of 2,500,000 Shares (25%)	Sale of 5,000,000 Shares (50%)	Sale of 7,500,000 Shares (75%)	Sale of 10,000,000 Shares (100%)
Net tangible book value per share of common equity as of October 31, 2013	\$ 0.0075	\$ 0.0075	\$ 0.0075	\$ 0.0075
Net tangible book value per share of common equity after offering	\$ 0.3458	\$ 0.6155	\$ 0.8355	\$ 1.0183
Increase in net book value per share of common equity due to offering	\$ 0.3382	\$ 0.608	\$ 0.8279	\$ 1.0108
Dilution (offering price of \$3.00 less net book value per share of common equity) to investors purchasing shares of Common Stock in this offering.	\$ 2.6542	\$ 2.3845	\$ 2.164531	\$ 1.9817

**MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL STATEMENTS  
AND RESULTS OF OPERATIONS**

THE FOLLOWING DISCUSSION OF OUR PLAN OF OPERATION SHOULD BE READ IN CONJUNCTION WITH THE FINANCIAL STATEMENTS AND RELATED NOTES TO THE FINANCIAL STATEMENTS INCLUDED ELSEWHERE IN THIS REGISTRATION STATEMENT. THIS DISCUSSION CONTAINS FORWARD-LOOKING STATEMENTS THAT RELATE TO FUTURE EVENTS OR OUR FUTURE FINANCIAL PERFORMANCE. THESE STATEMENTS INVOLVE KNOWN AND UNKNOWN RISKS, UNCERTAINTIES AND OTHER FACTORS THAT MAY CAUSE OUR ACTUAL RESULTS, LEVELS OF ACTIVITY, PERFORMANCE OR ACHIEVEMENTS TO BE MATERIALLY DIFFERENT FROM ANY FUTURE RESULTS, LEVELS OF ACTIVITY, PERFORMANCE OR ACHIEVEMENTS EXPRESSED OR IMPLIED BY THESE FORWARD-LOOKING STATEMENTS. THESE RISKS AND OTHER FACTORS INCLUDE, AMONG OTHERS, THOSE LISTED UNDER "FORWARD-LOOKING STATEMENTS" AND "RISK FACTORS" AND THOSE INCLUDED ELSEWHERE IN THIS REGISTRATION STATEMENT.

**Overview**

We are a newly formed, development stage company. We plan to (i) construct and/or purchase and manage a chain of combined gasoline, diesel and NG fueling and service stations (initially, in the Miami, FL area); (ii) construct conversion factories to convert NG to LNG and CNG; and (iii) construct conversion factories to retrofit vehicles currently using gasoline or diesel fuel to also run on NG in the United States. We also plan to build a convenience store to serve our customers in each of our locations. We define each of such combined stations an "Operational Unit."

The Company plans to operate its planned vehicle conversion division as a joint venture operation with HJT, a company that is currently in the vehicle conversion business in China. The Company has entered into a preliminary agreement with HJT and the parties plan to enter a formal joint venture agreement in the future. The Company intends to do due diligence as to HJT and its technology and, if acceptable, enter into a joint venture agreement with HJT, which currently does vehicle conversions in China, jointly seek to obtain a certification from the Environmental Protection Agency for HJT's technology and then, if obtained, to convert vehicles using HJT's technology. In the interim, the Company intends to obtain conversion kits from companies that have obtained such certification and convert vehicles using them.

Initially, the Company plans to generate revenue through fuel sales and convenience store sales at its planned Operational Units. As discussed in the section entitled "Risk Factors," the market for NG vehicles in the United States is limited and may never develop to a level where the Company will become profitable. With this in mind and in order to mitigate the short and long-term market risk, the Company's planned Operational Units will also sell gasoline and diesel fuel at its Operational Units. The Company believes this plan will allow the Company to generate sufficient revenue to support its operations while it carries out its business plan to add NG fueling bays and equipment for its planned vehicle conversion business.

In the future, we may expand our operations to foreign nations in partnership with local investors. To date, the Company's management has traveled to Sri Lanka and Japan to discuss the Company's vision with potential investors and strategic partners.

We were recently formed and all activity to date has been related to formation of our business, formulation of our business plan, raising initial capital and initial start-up operations such as investigating potential sites for our initial NG motor vehicle fueling stations in the Miami, FL area, reviewing zoning and environmental regulations relating to such stations, investigating sources of supply for NG, LNG and CNG fueling stations and researching the machinery and equipment needed for those stations, identifying potential contractors for building stations, researching the EPA's regulations regarding vehicle conversion and identifying consulting firms who can assist us with getting our vehicle conversion division certified by the EPA. Our ability to proceed with our plan to develop and build the our initial planned fueling stations depends upon our obtaining adequate financial resources through this offering. As of February 28, 2014, we had not incurred any material costs or expenses other than those associated with the formation and financing of our company.

### **Plan of Operation**

Below is a brief description of the activities which we have established to achieve the opening of our initial three combined gasoline and NG fueling service stations and factories to retrofit vehicles to run on NG. These activities were undertaken by our officers.

The Company has undertaken various activities to implement its business plan, including but not limited to the following:

- Located several existing gasoline fueling stations in the Miami, Florida metro area that are potential acquisition targets (we are currently conducting due diligence reviews on these station sites);
- Engaged a business broker to look for a series of appropriate stations to acquire;
- Engaged Cryostar USA, a construction company ("Cryostar"), to provide the Company an estimate on building NG fueling stations or expanding current gasoline stations to add NG fueling stations; and
- Consulted with Cryostar on providing, installing and testing of the NG filling station equipment.

Management believes that we will require approximately \$17.4 million of available capital to (i) build or acquire three existing gasoline and diesel combined stations and the associated land and (ii) add NG fueling capabilities to such stations along with garages to retrofit vehicles to run on NG, which we hope to receive from the proceeds of this offering. In the event we chose not to or are unable to buy the land on which a potential acquisition station is built (or, if we acquire an already operating business), our initial purchase costs will be significantly reduced because, depending upon the specific location, the cost of leasing may be as much as \$1 million less than the cost of acquisition. Thus, if we sign long term leases for such stations, our costs will be reduced and we may be able to buy additional stations or build an additional new station. Upon the availability of such proceeds, and in the event we decide to purchase existing stations, we plan to take the following steps to begin our planned operations. We estimate that these activities will be completed and the station opened for business on the following approximated schedule after the availability of such capital:

- Negotiating the price and other necessary matters required to acquire existing gasoline and diesel fueling stations (approx. 30 days);
- Reviewing the existing financial statements for each station and completing audits for the last two years in order to comply with SEC requirements (approx. 90 days);
- Reviewing or setting up the current accounting systems, internal control and other procedures taking into consideration the comments of the auditor (approx. 15 days after acquisition of station);
- Begin operations of the newly acquired gasoline stations (approx. 135 days);
- Consulting with professionals to plan for expansion of the stations to add vehicle conversion garages and NG fueling bays (approx. 60 days after stations are fully operational- total of 195 days);
- Interviewing and engaging a construction contractor (approx. 15 days – total of 210 days);
- Construction of the structural buildings (approx. 90 days – total of 300 days);
- Installation and testing of new equipment which is obtained from an equipment supplier selected through bidding (approx. 30 days after construction is complete – total of 330 days); and
- Hire and train employees (approx. 15 days after equipment is fully installed – total of 345 days).

As shown above, we believe the entire process of having a fully functioning operational unit will take approximately 345 days to become operational, with us breaking even or making cash flow from gasoline and diesel sales and sales in the convenience stores after 135 days. It is possible that operational unit may take longer than another to become operational based on various factors in the routine course of business, and this timeline assumes the possibility of setting up multiple fueling stations concurrently. The above timeline is only estimate for purposes of conveying the Company's planned operations, and actual results may differ.

We believe that natural gas may become as common and popular as gasoline and diesel within 5 to 10 year frame. Even if natural gas becomes that common as a fueling medium for vehicles, we believe gasoline and diesel will still make enough money to keep them as part of our operational units. We plan to keep an eye on the impact of vehicles moving from gasoline to natural gas and make the decision at that time to either continue with gasoline and diesel services or discontinue providing gasoline and diesel and focus only on natural gas stations. This decision has to be made in the future based on facts and circumstances at the time.

#### **Liquidity and Capital Resources**

We will require approximately \$5.8 million of available capital for each proposed Operational Unit comprised of a combined gasoline, diesel and NG fueling service station along with a convenience store and a vehicle conversion station. If such capital does not become available from the proceeds of this offering or other sources, we will be able to continue operations as a development stage company for approximately the next 9 months from available cash on hand while seeking additional sources of capital. There can be no assurance that such additional capital will be available.

We believe our operational strategy which focuses on using low overhead costs will avail us to manage our current operational activities (excluding building Operational Units that we won't begin until we raise capital from this offering) for approximately 9 months. During the next 12 months or until such time that we raise enough capital to begin building or purchase our Operational Units, we will be using our working capital to attend investors' conferences and tradeshow, participating in road shows to meet with potential investors, traveling to meet with investors and paying professional fees needed to comply with SEC regulations. We believe our monthly burn rate to be approximately \$15,000. The Company had approximately \$140,000 in cash on hand as of October 31, 2013. We believe we can sustain our operations for approximately 9 months even if we do no raise additional funds in this offering.

If we succeed in opening one or more Operational Units, we anticipate that fuel sales at such stations along with convenience store sales to generate sufficient cash flow to support our operations after the first 12 months. However, this estimate is based on our assumption of raising enough capital to build or acquire one or more gasoline stations and then generate significant revenues from fuel and convenience store sales. There can be no assurance that such sales levels will be achieved. Therefore, we may require additional financing through loans and other arrangements, including the sale of additional equity. There can be no assurance that such additional financing will be available, or if available, can be obtained on satisfactory terms. To the extent that any such financing involves the sale of our equity securities, the interests of our then existing shareholders, including the investors in this offering, could be substantially diluted. In the event that we do not have sufficient capital to support our operations we may have to curtail our operations.

Our officers will provide daily management of our company, including administration, financial management, production, marketing and sales. We will also engage other employees and service organizations to provide services as the need arises. These may include services such as computer systems, sales, marketing, advertising, public relations, cash management, accounting and administration.

Upon the effective date of the registration statement of which this prospectus is a part, we will be subject to certain reporting and other compliance requirements of a publicly reporting company. We will be subject to certain costs for such compliance which private companies may not choose to make. We have identified such costs as being primarily for audits, legal services, filing expenses, financial and reporting controls and shareholder communications and estimate the cost to be approximately \$200,000 annually. We expect to pay such costs from a combination of cash on hand, the proceeds of this offering and cash generated by revenue from our planned Operating Units.



There can be no assurance that we will be able to successfully develop and open any combined gasoline and NG fueling service stations and vehicle retrofitting garages, or otherwise implement any portion of our long term business strategy. We believe that we can control the operating and general and administrative expenses of our operations to be within the cash available from this offering and from the sales which we may make at any fueling service stations we open. If our initial operations indicate that our business can establish and fulfill a demand for CNG and LNG fueling service stations and converting vehicles to run on NG on a basis which will lead to the establishment of a profitable business, we may seek additional sources of cash to grow the business. We do not currently have any commitments from customers for the use of our proposed fueling service stations or for additional financing.

Other than the potential for the NG market to not develop in the future as the Company currently anticipates, the Company is not aware of any other known trends, demands, commitments, events or uncertainties that will have, or are reasonably likely to have, a material impact on the Company's revenues or income from continuing operations.

The Company has not generated any revenues and has incurred losses since inception resulting in an accumulated deficit of \$15,100 as of October 31, 2013, and further losses are anticipated in the development of its business. The Company's independent registered accounting firm has issued opinion about the Company's ability to continue as a going concern. The ability to continue as a going concern is dependent upon the Company generating profitable operations in the future and/or to obtain the necessary financing to meet its obligations and repay its liabilities arising from normal business operations when they come due.

Currently, we have no written or oral communication from stockholders, directors or any officers to provide us any forms of cash advances, loans or sources of liquidity to meet our working capital needs or long-term or short-term financial needs.

#### **Off Balance Sheet Arrangements**

We do not have any off-balance sheet arrangements that we are required to disclose pursuant to these regulations. In the ordinary course of business, we enter into operating lease commitments, purchase commitments and other contractual obligations. These transactions are recognized in our financial statements in accordance with generally accepted accounting principles in the United States.

#### **Critical Accounting Policies**

The preparation of financial statements requires management to utilize estimates and make judgments that affect the reported amounts of assets, liabilities, revenues and expenses and related disclosure of contingent assets and liabilities. These estimates are based on historical experience and on various other assumptions that management believes to be reasonable under the circumstances. The estimates are evaluated by management on an ongoing basis, and the results of these evaluations form a basis for making decisions about the carrying value of assets and liabilities that are not readily apparent from other sources. Although actual results may differ from these estimates under different assumptions or conditions, management believes that the estimates used in the preparation of our financial statements are reasonable. The critical accounting policies affecting our financial reporting are summarized in Note 2 to the financial statements included elsewhere in this prospectus.

#### **Recent Accounting Pronouncements**

We determined that all other issued, but not yet effective accounting pronouncements are inapplicable or insignificant to us and once adopted are not expected to have a material impact on our financial position.

## **Anticipated Future Trends**

Due to increase in future supply of NG, we expect NG prices to stay below the prices of gasoline and diesel in the future, making it more attractive for consumers to use NG powered vehicles. We also expect global governments to encourage using NG as an alternative fuel and continue to give both direct and indirect subsidies in the form of tax credits to encourage use of natural gas. We also expect the EPA to make the process of conversion of vehicles to NG to be less stringent as this technology develops further and as the benefits of using NG becomes more readily apparent.

## **BUSINESS**

### **Company Overview**

We were incorporated in the State of Florida on October 2, 2013. We plan to construct and manage a chain of combined gasoline and NG fueling/service stations and conversion factories to convert NG to LNG and CNG, along with conversion factories to convert vehicles to run on NG in the United States. Alternatively, we may choose to acquire currently operating gasoline and diesel fueling stations, along with convenience stores, with space to expand the operation to include LNG and CNG fueling and conversion of vehicles to run on NG. In the future, we may expand our planned operations to several emerging nations in partnership with local investors and management in those nations. At this time the Company does not have any certainly with regard to emerging nations in which it plans to expand. However, the Company is currently investigating the possibility of a future expansion to Sri Lanka as a potential first candidate.

The Company also plans to operate a vehicle conversion division. We currently have a preliminary agreement with HJT, a Shenzhen, China based company, pursuant to which the Company and HJT plan to enter into a formal joint venture agreement for the future operation of our planned vehicle conversion division in the United States if we determine that we can get the needed approval by the EPA to use HJT conversion kits in the USA at a reasonable cost. HJT is the owner of the patented "Gas Intelligent Electronic Control System" (GIECS), a system for converting petroleum based vehicles to run on CNG or LNG. It is anticipated that the Company will, once a formal joint venture agreement with HJT is executed, gain a license to use the GIECS technology, though there is no guarantee of obtaining such license. Until such time that we obtain such licensing right and conduct a due diligence review, we will not be in a position to properly evaluate the GIECS technology to determine if it is viable for the US market. The Company is relying on representations from HJT management that the GIECS technology is suitable for and will be compatible with the Company's planned operations in the U.S. Market. In the event that we do not enter into a formal joint venture agreement with HJT, the Company will be forced to seek out different technology for its planned vehicle conversion business. Meanwhile, the Company plans to look into conversion kits made by other manufacturers and already approved by the EPA to use in our planned conversion garages. We believe it would take us about 6 months, after we have secured our funding, to locate any EPA approved conversion kits and it would take us about 3 years to have a conversion garage that would be profitable as NG and hybrid vehicles get more acceptance in the USA.

### **The Market for Vehicle Fuels**

According to the U.S. Department of Energy's Energy Information Administration ("EIA"), Americans used about 366 million gallons per day of gasoline in 2012. With about 305 million people in the United States, that equals more than a gallon of gasoline every day for each person. The United States, however, does not produce enough crude oil to create all of the gasoline used by U.S. motorists. Only about 40% of the crude oil used by U.S. refineries is produced in the United States, the rest is imported from other countries.

Additionally, according to the EIA, gasoline is the predominant fuel used by most passenger vehicles in the United States today. There are approximately 254 million vehicles that use gasoline, and on average each vehicle travels approximately 11,600 miles per year. Currently, there are about 162,000 fueling stations that provide refueling services for these consumers.

In recent years, domestic prices for gasoline and diesel fuel have increased significantly, largely as a result of higher crude oil prices in the global market and limited refining capacity. Crude oil prices have been affected by increased demand from developing economies such as China and India, global political issues, weather-related supply disruptions and other factors. Industry analysts believe that crude oil producers will continue to face challenges to find and produce crude oil reserves in quantities sufficient to meet growing global demand, and that the costs of finding crude oil will increase. Some analysts predict that crude oil prices will remain at high levels compared to historical standards. Limited domestic refining capacity is also expected to continue to impact gasoline and diesel prices.

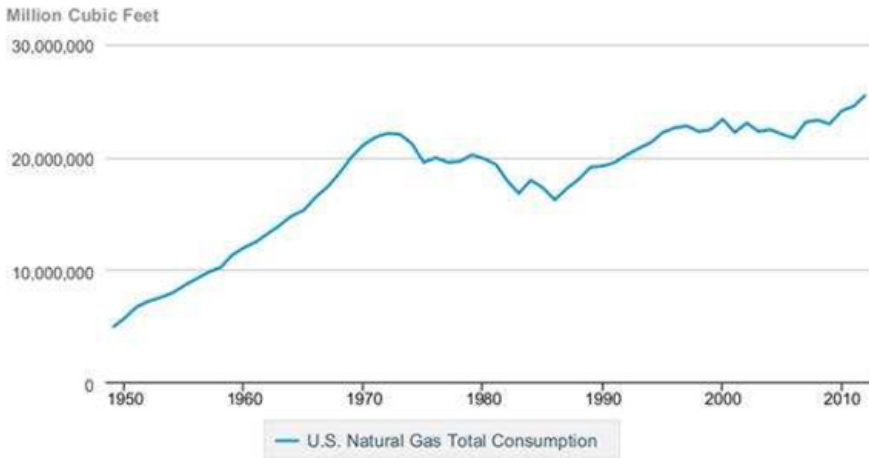
We believe that crude oil, gasoline and diesel fuel prices that are high relative to historical averages, combined with increasingly stringent federal, state and local air quality regulations, create a favorable market opportunity for alternative vehicle fuels in the United States. NG as an alternative fuel has been widely used for many years in other parts of the world such as in Europe and Latin America, based on the number of NG vehicles in operation in those regions. According to the Alternative Fuels Data Center of the U.S. Department of Energy's Office of Energy Efficiency and Renewable Energy (the "OEE"), there are approximately 112,000 NG powered vehicles currently in the United States and approximately 14.8 million NG powered vehicles worldwide.

According to corporate website of Cummins Westport Inc. ("Cummins"), a worldwide leader in the design, engineering and marketing of automotive natural gas engines for commercial transportation applications such as truck and buses, there are approximately 1,200 CNG fueling stations in the United States, compared to approximately 164,292 gasoline fueling stations in the United States as of 2007, according to the OEE's website.

NG consumption in the United States has been increasing since the 1950s according to the EIA's website. The two tables below illustrate the consistent increase in consumption:

Decade	Year-0	Year-1	Year-2	Year-3	Year-4	Year-5	Year-6	Year-7	Year-8	Year-9
<b>1940's</b>										4,971,152
<b>1950's</b>	5,766,542	6,810,162	7,294,320	7,639,270	8,048,504	8,693,657	9,288,865	9,846,139	10,302,608	11,321,181
<b>1960's</b>	11,966,537	12,489,268	13,266,513	13,970,229	14,813,808	15,279,716	16,452,403	17,388,360	18,632,062	20,056,240
<b>1970's</b>	21,139,386	21,793,454	22,101,451	22,049,363	21,223,133	19,537,593	19,946,496	19,520,581	19,627,478	20,240,761
<b>1980's</b>	19,877,293	19,403,858	18,001,055	16,834,912	17,950,527	17,280,943	16,221,296	17,210,809	18,029,585	19,118,997
<b>1990's</b>	19,173,556	19,562,067	20,228,228	20,789,842	21,247,098	22,206,889	22,609,080	22,737,342	22,245,956	22,405,151
<b>2000's</b>	23,333,121	22,238,624	23,027,021	22,276,502	22,402,546	22,014,434	21,699,071	23,103,793	23,277,008	22,910,078
<b>2010's</b>	24,086,797	24,477,425	25,533,448							

## U.S. Natural Gas Total Consumption

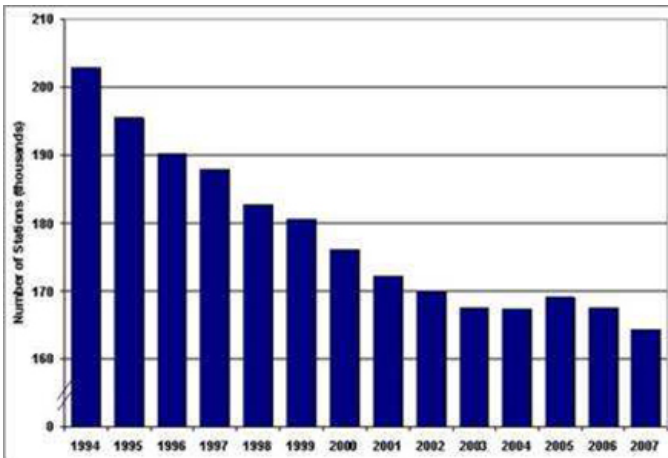


Source: U.S. Energy Information Administration

In 1950, US residents used 5,766,542 million cubic feet (MMcF) of NG. In 2012, they used 25,533,448 MMcF of NG, almost 4.5 times more than the consumption level in 1950. We believe this trend of increase demand and usage will continue, as is consistent with historical data, as the United States remains the biggest NG producer in the world and NG remains as a much cheaper alternative to gasoline.

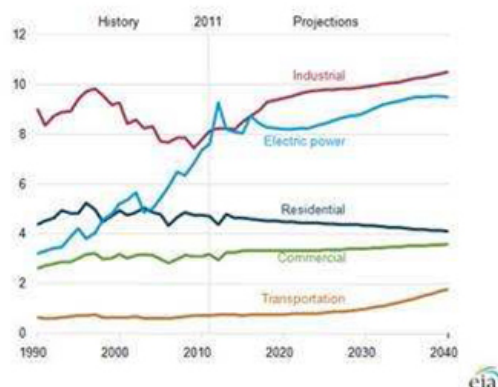
### Natural Gas as an Alternative Fuel for Vehicles

According to the OEE, the number of gasoline stations in the United States has been declining since 1994, when there were over 200,000 stations nationwide. Apart from a one year increase in 2005, the numbers of stations continued to decline again with a loss of more than 3,000 stations from 2006 to 2007. We believe this is primarily the result of consolidation of the industry and the advent of alternative fuels and green initiatives.



We believe that NG is an attractive alternative to gasoline and diesel for vehicle fuel in the United States because it is cheaper, cleaner and safer than gasoline or diesel. In addition, almost all NG consumed in the United States and Canada is produced from U.S. and Canadian sources. According to the EIA's projections, U.S. total NG consumption will grow from 24.4 trillion cubic feet in 2011, to 29.5 trillion cubic feet by 2040.

Figure 85. Natural gas consumption by sector, 1990-2040 (trillion cubic feet)



NG vehicles use internal combustion engines similar to those used in gasoline or diesel powered engines. A natural gas vehicle uses airtight storage cylinders to hold CNG or LNG, specially designed fuel lines to deliver NG to the engine. NG fuels have higher octane content than gasoline or diesel, and the acceleration and other performance characteristics of NG vehicles are similar to those of gasoline or diesel powered vehicles of the same weight and engine class. NG vehicles, whether they run on CNG or LNG, are refueled using a hose and nozzle that makes an airtight seal with the vehicle's gas tank. For heavy-duty vehicles, NG versions operate more quietly than diesel powered vehicles.

Almost any current make or model passenger car, truck, bus or other vehicle is capable of being manufactured or modified to run on NG. However, in North America, only a limited number of models of NG vehicles are available. Only Honda offers a factory built NG passenger vehicle, a version of its Civic 4-door sedan called the GX. A limited number of other passenger vehicles and light-duty trucks are available through small volume manufacturers. These manufacturers offer current model vehicles made by others that they have been modified to use NG and which have been certified to meet federal and state emissions and safety standards. Some GM and Ford models are now certified, including the Ford Crown Victoria, Ford E Van and GM Savanna/Express Van. Modifications involve removing the gasoline storage and fuel delivery system and replacing it with high pressure fuel storage cylinders and fuel delivery lines.

Currently, heavy-duty NG vehicles are manufactured by traditional original equipment manufacturers. These manufacturers offer some of their standard model vehicles with NG engines and components, which they make or purchase from engine manufacturers. Cummins and Deere & Company (John Deere) manufacture NG engines for medium and heavy-duty fleet applications, including transit buses, refuse trucks, delivery trucks and street sweepers.

### **Sources of Revenue**

In the first three years, we anticipate our primary source of revenue to be derived from gasoline and diesel fuel sales and sales from convenience stores in our self-constructed or acquired and expanded Operational Units. We then anticipate deriving our main source of revenue from NG fueling bays and vehicle conversion garages. In addition, we intend to also have our conversion garages do general automobile repair and maintenance in order to increase cash flow and revenues. As we expand, we also expect to generate income from NG to LNG and CNG conversion factories and franchised fueling and franchised vehicle conversion garages. To date, we have not constructed or acquired a fueling station.

## **Capital Requirements**

We estimate that we will require approximately \$3.8 million of capital to buy appropriate land and build a combined gasoline and NG fueling station and convenience store, and another \$2 million to build the service station to convert vehicles to run on LNG and CNG. We estimate the cost to acquire an established gasoline and diesel fueling station with a convenience store along with the land and expand the operation to add LNG and CNG fueling and vehicle conversion to be similar to the above stated cost. In the event that the Company enters into a long term lease for a fueling station and convenience store rather than purchase the land, the Company anticipates that each such unit will cost approximately \$1 million less.

If we are successful with this offering, we plan to use the proceeds received to find suitable land and build three combined gasoline and NG fueling stations (or acquire existing gasoline stations and expand them to include NG fueling), along with gasoline to NG vehicle conversion garages and convenience stores at each location. We are currently scouting potential building site locations and conducting due diligence on several potential existing stations which may be suitable for purchase. Because NG vehicles are not yet common in the United States, we plan to provide gasoline at our planned fueling stations until such time that NG run vehicles are as prevalent or more prevalent than gasoline vehicles.

If our strategy is successful, we believe the Company will generate enough cash flow from our first three planned stations to pay for the maintenance of those stations and also to meet part of the cash flow needs of our corporate offices. However, we will likely have to raise additional funds to expand our planned operations through additional equity and debt offerings. There is no certainty that we will be successful in raising money from additional offerings even if we are successful with this offering.

## **Future Trends**

Due to an anticipated increase in future supply of NG, we expect NG prices to stay below the prices of gasoline and diesel, making it more attractive for consumers to use NG powered vehicles. Further, because of the environmental benefits of NG, we anticipate global governments encouraging the use of NG as an alternative fuel through both direct and indirect subsidies in the form of tax credits and other methods to encourage the use of NG. We also expect the EPA to make the process of conversion of vehicles to NG to be less stringent in the future as the technology develops and the benefits of using NG becomes more apparent.

## **Environmental Conditions and NG Consumption**

Due to tremendous decades of growth in emerging nations, the world is quickly becoming polluted. According to a study conducted by Cornell University, examining more than 120 published papers on the effects of population growth, malnutrition and various kinds of environmental degradation on human diseases, pollution has become the number one enemy of the population in many emerging nations, with air, water and soil pollution contributing to malnourishment, diseases and deaths to approximately 3.7 billion people.

According to the same study, air pollution from smoke and various chemicals kills three million people a year. Governments in emerging nations are now encouraging entrepreneurs to come up with ways to reduce carbon emissions and carbon footprints, often working even as venture capital partners through their state-owned investment funds. Such cooperation from the governments, we believe, may enable the Company to expand our planned operations to several emerging nations, including Sri Lanka.

## **Business Opportunity**

According to the EIA, NG represents 24% of the energy consumed in the USA. They project that the percentage of NG usage will increase to approximately 28% by 2020, and in the event the United States adopts Kyoto Protocol's (an international agreement linked to the United Nations Framework Convention on Climate Change, which commits its parties by setting internationally binding emission reduction targets) requirements to reduce carbon by 7% from their 1990 levels by 2012, the EIA projects that in 2020 that usage percentage could be between 6-10% higher in the United States alone.

According to the EIA, these increases are projected because the emission of greenhouse gases is much lower with the consumption of NG relative to other fossil fuel consumption because of, among others, the following reasons:

- NG, when burned, omits lower quantities of greenhouse gases and other pollutants;
- NG is more easily fully combusted and NG contains fewer impurities than any other fossil fuel;
- The amount of carbon dioxide produced for an equivalent amount of heat production is the least with NG as opposed to other fossil fuels;
- NG cannot result in a toxic spill and thus has major advantages related to transportation; and
- NG production costs are lower than alternative energy production.

The automotive industry could potentially take a giant step forward to reduce air-pollution and lower energy costs globally by using NG, and further, will provide the Company and companies like ours the opportunity to fulfill the potential growth in demand of NG.

### **Operating Strategy**

The Company plans to construct, or acquire and expand, combined gasoline and NG fueling stations, NG conversion factories and vehicle conversion factories and manage those stations through our in-house management team as part of our operating strategy as we begin our business. We plan to franchise some of our fueling stations along with vehicle conversion garages to qualified franchisees who we will train to manage those locations. We also plan to acquire existing gasoline stations that we plan to expand to include NG fueling bays and vehicle conversion garages. The Company has divided the planned structure of its operations into six divisions, as follows:

- (1) Self-constructed gasoline and CNG/LNG Fueling Stations;
- (2) Self-constructed CNG/LNG factories;
- (3) Self-constructed Vehicle Conversion factories;
- (4) Franchised gasoline and CNG/LNG fueling stations;
- (5) Franchised vehicle conversion factories; and
- (6) Acquired fueling/service stations expanded to sell NG.

### **CNG/LNG Factories**

We plan to sell both CNG and LNG in our planned fueling stations. NG comes in gaseous state and has to be either compressed as CNG or liquefied as LNG to be used by vehicles. CNG is generally used in automobiles and other light to medium duty vehicles as an alternative to gasoline. CNG is produced from natural gas that is supplied by local utilities to CNG vehicle fueling stations, where it is compressed and dispensed into vehicles in gaseous form. LNG is generally used in trucks and other medium to heavy-duty vehicles as an alternative to diesel, typically where a vehicle must carry a greater volume of fuel. LNG is natural gas that is super cooled at a liquefaction facility to -162 degrees Celsius (-260 degrees Fahrenheit) until it condenses into a liquid, which takes up about 1/600th of its original volume as a gas.

As we begin our operation, we plan to buy LNG and CNG from other distributors but as part of our expansion plan, we plan to set up our own LNG and CNG factories where we will buy NG in gaseous state from local utility companies and then convert NG to LNG and CNG to be distributed to our fueling stations. In the future, when we have the funds to build LNG and CNG factories, we plan to own our own fleet of trucks to distribute both LNG and CNG to our fueling stations.

### *LNG Factories*

LNG is more suitable for long-distanced driving than CNG since LNG takes lesser space to store in a vehicle. LNG producing is more complex than the production of CNG. LNG production includes reducing the temperature of the gas to approximately -200 degrees Fahrenheit when being stored at 100 psi on a vehicle. LNG is stored in a vacuum insulated tank to assure it remains super cold for long periods of time. If LNG were to warm up, it would build pressure in the storage tank and automatically vent into the atmosphere. Once in the atmosphere it would quickly disperse into the stratosphere because it is much lighter than air. Cost of building an LNG factory to liquefy NG to LNG, to distribute such LNG to fueling stations, we have estimated to be about \$80 million. Thus we expect to build LNG factories at a later stage of our operation. Further, as technology in the NG business develops, we believe that we may be able to find alternative and less expensive ways of converting NG to LNG that can be used to fuel vehicles in our stations.

### *CNG Factories*

CNG is most common NG used in vehicles because it is relatively easy to produce. The CNG is produced by compressing CNG to a pressure of 3,600 pounds per square inch (psi). CNG is stored in small diameter cylinders, specially designed for high pressure. A CNG tank can fit in the same space as a gasoline tank, but unfortunately it will only provide about one-fourth the driving range as the gasoline tank. In some cases, CNG tanks are added to a vehicle in addition to the existing gasoline tank. This dual fuel application allows the driver to operate the vehicle on natural gas and then switch to gasoline in the event a natural gas station is out of range. Cost of building an independent CNG factory to convert NG to CNG to be distributed to fueling stations, we estimate to be about \$3.5 million. We plan to build the CNG factory at a later stage of our operation.

### **Vehicle Conversion Division**

We plan to operate a vehicle conversion division as a joint venture with HJT, a Chinese company currently in the business of converting petroleum based vehicles to operate on NG in China. We have entered into a preliminary agreement with HJT, pursuant to which the parties have agreed to enter into a formal joint venture agreement in the future, provided we can get the approval of the EPA to use HJT conversion kits at a reasonable cost. Neither of the parties to the preliminary agreement is bound to enter into a formal agreement and it is possible that we may not partner with HJT to facilitate our planned vehicle conversion division. We are currently negotiating the terms of the joint venture agreement with HJT and estimated costs of such relationship are not yet available to the Company and potential investors. If we are successful in entering into a joint venture agreement with HJT, based on our preliminary discussions, it is anticipated that HJT will provide their GIECS patented technology and engineering help to train US mechanics who we will be employ to install HJT's existing conversion kits in vehicles. As we have not entered into a formal joint venture agreement, we do not own a licensing right to use the GIECS patented technology, nor has the Company been allowed by HJT to conduct a formal due diligence review of the GIECS technology to determine if it is the best option for the Company's planned vehicle conversion operations in the United States.

Vehicle conversion business in regulated by the Environmental Protection Agency in the USA and we are required to have Environmental Protection Agency approval to use HJT kits. To date, we have no determined the cost of obtaining such approval and there is a possibility that such approval is we prohibitively expensive. In such circumstances, we may settle on conversion kits of other manufacturers that already have gotten the EPA approval to be used as conversion kits to be installed in our garages

### *About HJT*

Established in 1996, HJT specializes in the research, development, production and marketing of automobile software and components, and has focused its efforts specifically on the technology of alternative energy for automobiles. In 2000, HJT patented its "Gas Intelligent Electronic Control System" (GIECS), a system for converting petroleum-based vehicles to run on CNG. The GIECS system also works with LNG and Liquefied Petroleum Gas (LPG) (NG to imply both). Using GIECS as the infrastructure, HJT developed the diesel/CNG (LNG) dual-fuel conversion kits for diesel vehicles, and the gasoline/LPG/CNG/LNG bi-fuel conversion kits for gasoline vehicles.

HJT's diesel/CNG (or LNG) dual-fuel system was certified by the Chinese government as the "National Key New Product" and "The Key New Product of Guangdong Province" in 2005. The system is widely used in Sichuan Province, Xinjiang Province, Hunan Province, Hebei Province and exported abroad. Currently, HJT has 20 locations throughout China where they install devices to convert petroleum based vehicles to run on CNG/LNG.



In the United States, vehicle conversion is regulated by the EPA that adds to the cost of conversion process. Currently, we are discussing with consulting firms who specialize in clearing EPA inspections and certifications for converted vehicles and conversion kits and plan to engage these entities to provide us those services.

### **Why Natural Gas?**

NG, in the most widely used sense, refers to the hydrocarbon-rich combustible gas stored in the deeper layer of Earth's stratum, as opposed to oilfield-associated gas, of the NG family coexisting with petroleum. NG has transformed from organic matters hundreds of millions years ago. NG's main component is methane and depending on the difference in the geological forming conditions, contains different amounts of low-carbon alkane like ethane, propane, butane, pentane, hexane and carbon dioxide, nitrogen, hydrogen sulfide. NG has been an important energy source, widely used in domestic and industrial areas.

NG in a gaseous state under atmospheric pressure will turn into CNG and to a liquid state when being cooled to make LNG. Compared with gaseous-state NG, CNG/LNG is more energy-concentrated and also can significantly reduce space and costs needed in storage and transportation. As a clean and efficient energy, LNG has been increasingly favored by many countries as a primary energy source.

According to the EIA, Global dry natural gas production increased between 110% between 1980 and 2010, from 53 trillion cubic feet (Tcf) in 1980 to 112 Tcf in 2010.

Many countries have realized CNG/LNG's importance in diversifying energy sources and improving energy consumption structure, and according to EIA, the number of CNG/LNG fueling stations built in Japan, the United States, Korea and Europe are expanding rapidly. Multinational petroleum companies also have begun setting up CNG/LNG stations as part of their expansion strategy.

According to the EIA, NG is the world's fastest-growing fuel, with consumption increasing from 113 trillion cubic feet (tcf) in 2010, to 185 tcf in 2040. NG continues to be favored as an environmental alternative compared with other hydrocarbon fuels. It is the fuel of choice by industries in part because of its lower carbon intensity compared with coal and oil. Consequently, it also has become the favored fuel by nations who are implementing policies to reduce greenhouse gas emissions. In addition the relative low cost and favorable heat rates for NG generation makes NG as an alternative fuel even more attractive for the user.

The EIA also estimates that, within in the United States, there are technically recoverable resources of 7,299 trillion cubic feet of world shale gas resources. More than half of the identified shale oil resources outside the United States are concentrated in four countries: Russia, China, Argentina and Libya; while more than half of the non-U.S. shale gas resources are concentrated in five countries: China, Argentina, Algeria, Canada and Mexico. The United States is ranked second after Russia for shale oil resources and fourth after Algeria for shale gas resources when compared with the 41 countries assessed (see Tables 2 & 3).

**Table 2. Top 10 countries with technically recoverable shale oil resources**

Rank	Country	Shale oil (billion barrels)
1	Russia	75
2	U.S. <sup>1</sup>	58 (48)
3	China	32
4	Argentina	27
5	Libya	26
6	Australia	18
7	Venezuela	13
8	Mexico	13
9	Pakistan	9
10	Canada	9
<b>World Total</b>		<b>345 (335)</b>

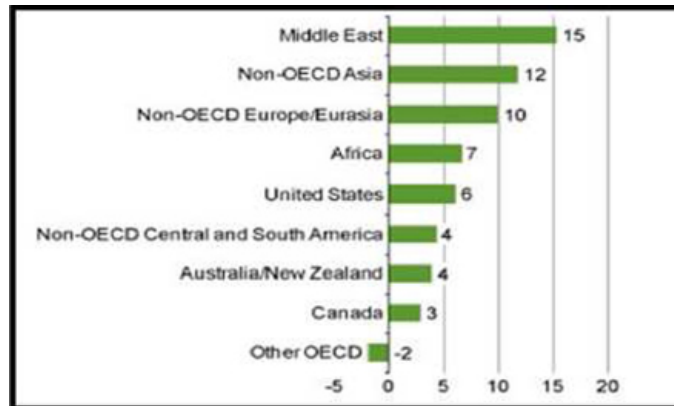
<sup>1</sup> EIA estimates used for ranking order. ARI estimates in parentheses.

**Table 3. Top 10 countries with technically recoverable shale gas resources**

Rank	Country	Shale gas (trillion cubic feet)
1	China	1,115
2	Argentina	802
3	Algeria	707
4	U.S. <sup>1</sup>	665 (1,161)
5	Canada	573
6	Mexico	545
7	Australia	437
8	South Africa	390
9	Russia	285
10	Brazil	245
<b>World Total</b>		<b>7,299 (7,795)</b>

<sup>1</sup> EIA estimates used for ranking order. ARI estimates in parentheses.

With the demand for NG increasing and with the supply of NG being abundant, the Company believes that the market for NG vehicles will rapidly expand in the near future.



**Change in World Natural Gas Production by Region, 2008–2035 (Trillion cubic feet)  
Estimated by the EIA**

OECD stands for the Organization for Economic Co-operation and Development. Established in 1948, it consists of 30 countries that are high-income producing countries which are considered developed.

**Economic Factor—NG vs. Gasoline and Diesel**

The following factors, according to Reuters, are driving up the demand for LNG vehicles:

- Recent global discoveries of massive shale gas reserves (China is the largest reserve in the world), along with more innovative drilling techniques (e.g. “fracking” has boosted LNG supplies). However, more infrastructures are necessary to utilize the increased supply; and

- China will embark on a bold strategy to encourage auto companies to manufacture at least 1.5 million NG-powered vehicles in the country by 2015. If this turns into reality, China could transform into the world's largest market for NG automobiles. LNG vehicles can reduce carbon emissions, since it's a cleaner and cheaper burning fuel.

#### **The Benefits of Using Liquefied Natural Gas as a Diesel Alternative**

- Lower Fuel Cost: Conversion cost can be paid back over a short period (Truck conversion cost \$10,000);
- Lower Noise Levels: Much quieter than normal diesel engines; and
- Lower Emissions: LNG has lower greenhouse gas and particulate emissions compared with diesel.

Governments of emerging nations, such as the Chinese government, are doing all it can to encourage entrepreneurs to come up with ways to reduce carbon emissions and carbon footprints, often working as venture capital partners through their state-owned investment funds. City governments in China have implemented policies to encourage the industrialization of CNG passenger cars, LNG heavy-duty trucks and engines, LPG engines and direct-injection LNG engines.

Since the central government began to implement NG policies in pilot cities across the country, China has developed a domestic industry for NG products.

The following are examples of benefits to retail consumer in the United States and in Japan , to using NG as opposed to gasoline . These are approximate comparisons as many variables, including the model of the vehicles being measured, are factored into these comparisons.

#### *Illustrative Cost/Benefit of NG vs. Alternative Fuel Usage in USA*

As published by the Los Angeles Times On Line Web in a 2011 article entitled "Natural Gas Powered Ford Taxis Start Rolling in Orange County," Tim Conlon, the president and general manager of California Yellow Cab, pointed out that in Orange County, California, the per gallon equivalent of CNG is almost \$2 less than the price of a gallon of traditional fuel. Mr. Conlon believed that such savings added to the increased infrastructure support, made it a clear choice for his company to go with the CNG-powered Transit Connect Taxis.

#### *Illustrative Cost/Benefit of NG vs. Alternative Fuel Usage in Japan*

In Japan, in February 2010, HANA Engineering, a Japanese company in the business of making conversion kits to convert petroleum based cars to run on NG, fitted a Honda Civic with proper engine parts to run on gasoline and then on LPG (Liquid Petroleum Gas) and on CNG and came up with the following findings:

They filled the gas tank with \$100.00 worth of gasoline and drove the Honda Civic for an "X" number of miles and then ran the same distance using LPG and CNG. They reported that the same distance can be run for \$40.00 with CNG. The same distance can be run with LPG for a cost of \$70.42.

Comparing CNG with LPG, they discovered the distance \$100 worth of LPG can run be run for \$57.80 with CNG.

#### *Safety Factor*

LNG is safer than petrol or diesel since LNG combustion point is about 650 centigrade while about 260 degrees C for diesel and petrol.

### *Current and Trend in Future NG prices*

Although China has the biggest NG reserves underground, due to lack of ability to exploit them to keep up with the unanticipated demand caused by recent market reforms, China has been importing NG from other nations mainly from North America and Australia where they have superior techniques to exploit their reserves. Once China begins to extract their own NG for domestic use, we believe, the NG prices may go down further in the global market.

### **Growth in NG as a Transportation Fuel**

According to the Natural Gas Vehicles for America, NG as a transportation fuel has seen significant growth, including the following notable items:

- Currently, transit vehicles (buses, taxis, airport shuttles) are the largest users of NG;
- The fastest growing NG vehicle (NGV) segment is waste collection and transfer vehicles;
- NGV Global, the international NGV body, estimates there will be more than 50 million NG vehicles worldwide within the next ten years, or about 9% of the world transportation fleets;

### **Five-Year Growth Strategy**

Provided this offering is successful, we will use part of the funds received to begin constructing one to three combined gasoline and NG fueling service stations along with vehicle conversion garages and convenience stores. We plan to use that as our model and the base to market and expand our operation. While the construction is being progressed we plan to do further equity and bond offerings to meet the cost of expansion. Additional strategies include:

- (1) Aggressively look for potentially ideal locations to set up new fueling and service stations along with vehicle conversion garages throughout the United States;
- (2) Acquisition of existing gas service stations to add CNG/LNG bays, offering a combination of both;
- (3) Generate revenue through franchising fees for CNG/LNG fueling/service stations;
- (4) Build conversion plants to convert NG to CNG/LNG, contiguous with CNG/LNG fueling/service stations (1 LNG conversion plant for 20 stations); and
- (5) Expand business model to emerging growth countries.

### **Tax Incentives and Government Grants**

There are numerous U.S. federal and state government tax incentives, laws and regulations and programs and grants available to promote purchase and use of NG vehicles and sale of NG as alternative fuel. Incentives are typically available to offset the cost of acquiring NG vehicles or converting vehicles to use NG, constructing NG fueling stations and selling CNG or LNG.

### **Competition**

The market for vehicular fuels is highly competitive. The biggest competition for CNG, LNG and other alternative fuels is gasoline and diesel fuel, the production, distribution and sale of which are dominated by large integrated oil companies. The vast majority of vehicles in the United States are powered by gasoline or diesel fuel. There is no assurance that we can compete effectively against other fuels, or that significant, more resourceful competitors will not enter the NG fuel market.

Within the United States, we believe the largest enterprises engaged in CNG sales are: (i) Trillium USA/Pinnacle CNG, a privately held provider of CNG fuel infrastructure and fueling services, which focuses primarily on transit fleets in California, Arizona and New York, and (ii) Hanover Compressor Company, a large publicly-traded international provider of NG compressors and related equipment, which focuses its CNG vehicle fuel business primarily on transit fleets in California, Maryland, Massachusetts and Washington D.C. These companies are significant competitors in the market for transit fleets.

Within the U.S. LNG market, one of the largest competitors is Earth Biofuels, Inc., a public company that distributes LNG in the western United States. Another major competitor, Clean Energy Fuels Corporation, one of the biggest natural gas owners and operators in the United States. They own, operate or supply over 300 CNG and LNG fueling stations. In addition, potential entrants to the market for natural gas vehicle fuels include the large integrated oil companies, other retail gasoline marketers and natural gas utility companies. The integrated oil companies produce and sell crude oil and natural gas, and they refine crude oil into gasoline and diesel. They and other retail gasoline marketers own and franchise retail stations that sell gasoline and diesel fuel. In international markets integrated oil companies and other established fueling companies sell CNG at a number of their vehicle fueling stations that sell gasoline and diesel. Natural gas utility companies own and operate the local pipeline infrastructure that supplies natural gas to retail, commercial and industrial customers.

In addition, potential entrants to the market for NG vehicle fuels include the large integrated oil companies, other retail gasoline marketers and natural gas utility companies. The integrated oil companies produce and sell crude oil and NG, and they refine crude oil into gasoline and diesel fuels. They and other retail gasoline marketers own and franchise retail stations that sell gasoline and diesel fuel. In international markets, integrated oil companies and other established fueling companies sell CNG at a number of their vehicle fueling stations that sell gasoline and diesel. NG utility companies own and operate the local pipeline infrastructure that supplies NG to retail, commercial and industrial customers.

Our vehicle conversion division will face, significant competition, including from incumbent technologies, and in particular increased competition with respect to spark-ignited NG engine original equipment manufacturers in China and aftermarket kit providers in Europe. As the market for NG engine products continues to grow this competition may increase. New developments in technology may negatively affect the development or sale of some or all of our products or make our products uncompetitive or obsolete. Other companies, many of which have substantially greater customer bases, businesses and financial and other resources than us, are currently engaged in the development of products and technologies that are similar to, or may be competitive with, certain of our products and technologies. In addition, the terms of some of our joint venture agreement with HJT allows for the potential for the introduction of competing products in certain markets by our joint venture partner.

Each of our target markets in vehicle conversion is currently serviced by existing manufacturers with existing customers and suppliers using proven and widely accepted technologies. Many existing manufacturers have or had NG engine programs and could develop new engines without our help or components, using more conventional technologies or technologies from competitive companies. Currently, Westport Innovations Inc. ("Westport") is the leading manufacturer of low-emission engine and fuel system technologies utilizing gaseous fuels. Its technology and products enable light, medium, heavy-duty and high horsepower petroleum-based fuel engines to use primarily NG and alternative fuels. Westport's technology and products enable light (less than 5.9 litre), medium (5.9 to 8.9 litre), heavy-duty (11 to 16 litre) and high-horsepower (greater than 16 litre) petroleum-based fuel engines to use primarily NG, giving users a cleaner and generally less expensive alternative fuel based on a more abundant natural resource. Through their partnerships and direct sales efforts, they sell a large number of NG and propane engines and fuel systems to customers in various nations. Westport also has strategic relationships with the world's top four engine producers or has strategic relationships with the world's top truck producers, as well as the world's top automotive manufacturers. Westport may get into converting the used vehicles to run on NG using their superior technology and capital and may make the small start-up companies such as us competing to convert used vehicles to run on NG no longer profitable to operate.

It is possible that any of these current competitors, in any of our divisions of operation, and other competitors who may enter the market in the future, may create product and service offerings that will make it impossible for us to capture any market segment. Many of these companies have far greater financial and other resources and name recognition than us. Entry or expansion by these companies into the market segment we target for NG vehicle fuels and vehicle conversion may reduce our profit margins, limit our customer base and restrict our expansion opportunities.

## Background on Clean Air Regulation

*Federal Clean Air Act* – The Federal Clean Air Act provides a comprehensive framework for air quality regulation in the United States. Many of the federal, state and local air pollution control programs regulating vehicles and stationary sources have their basis in Title I or Title II of the Federal Clean Air Act.

Title I of the Federal Clean Air Act charges the EPA with establishing uniform “National Ambient Air Quality Standards” for criteria air pollutants anticipated to endanger public health and welfare. States in turn have the primary responsibility under the Federal Clean Air Act for meeting these standards. If any area within a particular state fails to meet these standards for a criteria air pollutant, the state must develop an implementation plan and local agencies must develop air quality management plans for achieving these standards. Many state programs regulating stationary source emissions, vehicle pollution or mobile sources of pollution are developed as part of a state implementation plan. For mobile sources, two criteria pollutants in particular are of concern: ozone and particulate matter. As components of state implementation plans, individual states have also adopted diesel fuel standards intended to reduce nitric oxide and nitrogen dioxide (collectively, “NOx”) and particulate matter emissions. Texas and California, for example, have both adopted low-NOx diesel programs. Additionally, many state implementation plans and some quality management plans include vehicle fleet requirements specifying the use of low emission or alternative fuels in government vehicles.

Title II of the Federal Clean Air Act authorizes the EPA to establish emission standards for vehicles and engines. Diesel fueled heavy duty trucks and buses have recently accounted for substantial portions of NOx and particulate matter emissions from mobile sources, and diesel emissions have received significant attention from environmental groups and state agencies. Further, the 2007 Highway Rule seeks to limit emissions from diesel fueled trucks and buses on two fronts: new tailpipe standards requiring significantly reduced NOx and particulate matter emissions for new heavy duty diesel engines, and new standards requiring refiners to produce low sulfur diesel fuels that will enable more extensive use of advanced pollution control technologies on diesel engines.

The 2007 Highway Rule’s tailpipe standards apply to new diesel engines. Specifically, new particulate matter standards took effect in the model year 2007 and new NOx standards were phased in between 2007 and 2010. The rule’s fuel standards call for a shift by US refiners and importers from low sulfur diesel, with a sulfur content of 500 parts per million (ppm), to ultra-low sulfur diesel, with a sulfur content of 15 ppm. The rule, which effects a transition to ultra-low sulfur diesel, required refiners to begin producing ultra-low sulfur diesel fuels on June 1, 2006.

Although the majority of state air pollution control regulations are components of state implementation plans developed pursuant to Title I of the Federal Clean Air Act, states are not precluded from developing their own air pollution control programs under state law. For example, the California Air Resources Board and the South Coast Air Quality Management District have promulgated a series of airborne toxic control measures under California law, several of which are directed toward reducing emissions from diesel fueled engines.

Although the federal government has not adopted any laws that comprehensively regulate greenhouse gas emissions, the EPA is developing regulations that would regulate these pollutants under the Clean Air Act.

## Government Regulation and Environmental Matters

Many aspects of our operations are subject to regulation under federal, state, local and foreign laws. If we were to violate any of these laws or if the laws or enforcement proceedings were to change, it could have a material adverse effect on our business, financial condition and results of operations. Certain regulations that significantly impact our operations are described below:

*CNG and LNG stations* – to construct a CNG or LNG fueling station, we must obtain a facility permit from the local fire department and either we or a third party contractor must be licensed as a general engineering contractor. The installation of each CNG and LNG fueling station must be in accordance with federal, state and local regulations pertaining to station design, environmental health, accidental release prevention, above-ground storage tanks, hazardous waste and hazardous materials. We are also required to register with certain state agencies as a retailer/wholesaler of CNG and LNG.

*Transfer of LNG* – Federal Safety Standards require each transfer of LNG to be conducted in accordance with specific written safety procedures. These procedures must be located at each place of transfer and must include provisions for personnel to be in constant attendance during all LNG transfer operations.

*LNG Liquefaction Plants* – To build and operate LNG liquefaction plants, we must apply for facility permits or licenses to address many factors, including storm water and wastewater discharges, waste handling and air emissions related to production activities or equipment operations. The construction of LNG plants must also be approved by local planning boards and fire departments.

### **Employees**

As of February 28, 2014, we have two full time employees. We plan to hire additional full time employees upon completion of this offering.

### **Our Offices**

We moved our executive offices to 45, Almeria Avenue, Coral Gables, FL 33134 (Telephone Number 305-430-6103) February 10<sup>th</sup> 2014 signing a year lease for \$400.00 per month for the use of conference facility and answering our phone by a receptionist.

### **Legal Proceedings**

We are currently not involved in litigation that we believe will have a materially adverse effect on our financial condition or results of operations. There is no action, suit, proceeding, inquiry or investigation before or by any court, public board, government agency, self-regulatory organization or body pending or, to the knowledge of the executive officers of our company or any of our subsidiaries, threatened against or affecting our company, our common stock, any of our subsidiaries or of our company's or our company's subsidiaries' officers or directors in their capacities as such, in which an adverse decision is expected to have a material adverse effect.

## **MANAGEMENT**

### **Directors and Executive Officers**

The following individuals serve as our executive officers and members of our board of directors:

<b>Name</b>	<b>Age</b>	<b>Positions</b>
James C. New	68	Chairman of the Board of Directors
I. Andrew Weeraratne	63	Chief Executive Officer, Director
Eugene Nichols	67	President, Secretary, Treasurer, Director
Robert C. Sanford	59	Chief Financial Officer
Bo G. Engberg	66	Director

**James C. New, age 68, Chairman of the Board of Directors**

Mr. New has served as Chairman of the Board of Directors since inception. Mr. New has over 20 years of experience in the healthcare industry, and currently serves as the Chairman of the Board of Directors of Aurora Diagnostics, LLC ("Aurora"), a company that he co-founded in July 2006 and which has grown to approximately \$269 million in revenue in 2011. He also served as Aurora's Chief Executive Officer and President from 2006 until his retirement in September 2011. Prior to joining Aurora, Mr. New was a private investor from 2003 to 2006. He served as the President, Chief Executive Officer and Chairman of AmeriPath, an anatomic pathology laboratory company, from January 1996 through 2003. Prior to joining AmeriPath, Mr. New served as the President, Chief Executive Officer, and a director of RehabClinics, an outpatient rehabilitation company. Mr. New had his bachelor's degree in Allegheny College in 1967 and got an MBA from Gannon University in 1971.

**I. Andrew Weeraratne, age 63, Chief Executive Officer, Director**

Mr. Weeraratne has served as our Chief Executive Officer and member of our board of directors since inception. Prior to joining the Company, Mr. Weeraratne served as the President on a part-time basis of four private investment companies, including Passaerelle Corp. (since February 2000), Andwe One Limited Partnership (since September 2006), PAR Holding Partnership (since June 2011) and Scanflo Partnership (since April 2013). Mr. Weeraratne continues to devote efforts part-time to these entities. Mr. Weeraratne also served as Chief Financial Officer of China Direct, Inc. (Nasdaq: CDII) from February 2009 to May 2009. From August 2004 to December 2008, Mr. Weeraratne acted as a financial consultant working in a variety of industries including work with the Embassy of the United States of America in Iraq as a financial advisor to form an Iraqi Accounting Association to introduce International Accounting Standards to Iraq as part of a plan to privatize state-owned enterprises after the Iraq war. From December 1998 to February 2000, Mr. Weeraratne was the Chief Financial Officer of National Lampoon, Inc. (formerly known as J2 Communications), a provider of branded comedic content. Mr. Weeraratne has been a Florida licensed Certified Public Accountant since 1981, and has also served as a financial consultant to various global entities, including HJT. He is also an author, and wrote a book entitled *Uncommon Commonsense Steps to Super Wealth*, where he illustrates how some people beginning with very little ended up in the list of richest people on earth by focusing only one out of four ways to make their wealth. Currently, Mr. Weeraratne is working also as the President of a related organization, High Tech Fueling, Service and Distribution Inc. which is planning on setting up NG fueling stations and factories to convert NG to LNG and CNG in China. Mr. Weeraratne devotes approximately 90% of his time to our business and affairs. Mr. Weeraratne received a B.S. in Accounting from Jones College and is a Certified Public Accountant in the State of Florida.

**Eugene Nichols, age 67, President, Secretary, Treasurer, Director**

Mr. Nichols has served as our Vice President, Secretary, Treasurer and a director since inception and was a founder of the company. Mr. Nichols has over 30 years of sales, management and marketing experience with a Fortune 100 company. Since 1999, along with his wife Evelyn Nichols, he has owned and operated Informa Training Partners, a healthcare related sales training company located in Walpole, Massachusetts. He began his professional career as a sales representative at Beecham Massengill in Bristol, Tennessee, where he was employed from 1972 to 1976. From May 1976 until October 2002, he was employed with Abbott Diagnostic holding various positions including sales executive, sales trainer, district manager and director advertising and communication. Currently, Mr. Nichols is working as Vice President Marketing and Sales, for a related organization, High Tech Fueling, Service and Distribution Inc. which is planning on setting up NG fueling stations and factories to convert NG to LNG and CNG in China. Mr. Nichols devotes approximately 90% of his time to our business and affairs. Mr. Nichols graduated with a bachelor's degree in Business Administration from Auburn University in 1972.

**Robert C. Sanford, age 59, Chief Financial Officer**

Mr. Sanford has served as our Chief Financial Officer since inception. Mr. Sanford is a certified public accountant licensed in Florida. He has over 30 years of accounting, financial and auditing experience. His experience includes auditing SEC registered companies, due diligence investigations related to acquisitions, designing internal controls and managing Sarbanes-Oxley implementations, including several in China, SEC reporting, financial analysis, process improvement, cost management, and document preparation and negotiations involving bank loans, acquisitions and divestitures. Industries covered include transportation, multi-unit retail, shipping, chemical processing, manufacturing, and convenience stores with gas pumps. Since September 2010, Mr. Sanford has been an executive consulting to Interfoods of America, Inc., the largest U.S. franchisee of Popeye's Restaurants, where he provided consulting advice on accounting and financial analysis. From 2004 until September 2010, he was a manager with Accretive Solutions, a national professional services firm, and from 2001 until 2004, he was a partner and vice president with RSB Consulting, LLC, a business management consulting firm based in Orlando, Florida. From 1991 until 2001, Mr. Sanford owned Sanford & Associates, CPAs. Mr. Sanford started his career as an audit manager at Grant Thornton LLP, a national public accounting firm. Currently Mr. Sanford is working also as the Chief Financial Officer for a related organization, High Tech Fueling, Service and Distribution Inc. which is planning on setting up NG fueling stations and factories to convert NG to LNG and CNG in China. Mr. Sanford devotes approximately 10% of his time to our business and affairs. He graduated from the University of Louisville with a degree in business commerce.



***Bo G. Engberg, age 66, Director***

Mr. Engberg joined as a director of our company on October 12, 2013. He began his career in sales, in 1972, with Electrolux A.B. (NASDAQ OMX, Stockholm), the leading manufacturer of household appliances in Sweden and then joined their international division in 1974. At that time Getinge A.B., which currently is the leading manufacturer of infection control equipment, was a division of Electrolux. In 1979, Mr. Engberg was recruited by Getinge group to focus on infection control equipment as a sales director. He continued as the Director of Sales of Getinge (currently the biggest medical and pharmaceutical company in Sweden, a public company listed on NASDAQ OMX, Stockholm) for the next 41 years relocating to a few places in the world. Mr. Engberg retired in April of 2013. He is fluent in English, Spanish, Portuguese, French, German, Italian and Swedish. Mr. Engberg obtained a bachelor's degree in Electrical Engineering from Zimmermanska Technical Institute in Vasteras, Sweden in 1970.

**Director Qualifications**

The following is a discussion for each director of the specific experience, qualifications, attributes or skills that our board of directors to conclude that the individual should be serving as a director of our company.

*James C. New* – Mr. New's extensive career in leadership positions, his successful track record as a private, entrepreneur and board member were factors considered by the Board. Specifically, the Board viewed favorably his roles at Aurora Diagnostics, LLC, AmeriPath and RehabClinics, his experience in founding a successful company and three years as a private investor in reaching their conclusion.

*I. Andrew Weeraratne* – Mr. Weeraratne' s experience as a chief financial officer for public companies in a variety of industries, together with his international experience were factors considered by the board of directors. Specifically, the board of directors viewed favorably his roles at China Direct, Inc., Passerelle Corp., National Lampoon, Inc., Business Resource Exchange, as a financial advisor working with the Embassy of the United States of America in Iraq, and as a CPA in private practice in reaching their conclusion.

*Eugene Nichols* – Mr. Nichols's career as an entrepreneur and his involvement in various start-ups were factors considered by the board of directors. Specifically, the board of directors viewed favorably his roles at Communication Exchange Inc., Visa Exchange Inc., Foxfire Golf Course, Power Management Electrical Consultants and Informa Training Partners in reaching their conclusion.

*Bo G. Engberg* – Mr. Engberg's long sales career with one major Swedish public company that is a leader in international market and his fluency in various languages and cultures were factors considered by the board of directors. Specifically, the board of directors viewed his leadership skills in rising through the ranks at Getinge group in reaching their conclusion.

In addition to each of the individual skills and background described above, the board of directors also concluded that each of these individuals will continue to provide knowledgeable advice to our other directors and to senior management on numerous issues facing our company and on the development and execution of our strategy.

We expect to expand our board of directors in the future to include additional independent directors. In adding additional members to our board of directors, we will consider each candidate's independence, skills and expertise based on a variety of factors, including the person's experience or background in management, finance, regulatory matters and corporate governance. Further, when identifying nominees to serve as director, we expect that our board of directors will seek to create a board of directors that is strong in its collective knowledge and has a diversity of skills and experience with respect to accounting and finance, management and leadership, vision and strategy, business operations, business judgment, industry knowledge and corporate governance.

## **Director Compensation**

We have not established standard compensation arrangements for our directors and the compensation payable to each individual for their service on our Board will be determined from time to time by our board of directors based upon the amount of time expended by each of the directors on our behalf. Currently, executive officers of our company who are also members of the board of directors do not receive any compensation specifically for their services as directors.

## **Code of Business Conduct and Ethics**

We have adopted a Code of Business Conduct and Ethics that applies to our executive officers and any other persons performing similar functions. This Code provides written standards that we believe are reasonably designed to deter wrongdoing and promote honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships, and full, fair, accurate, timely and understandable disclosure in reports we file with the SEC. A copy of our Code of Business Conduct and Ethics has been filed with the SEC as an exhibit to the registration statement of which this prospectus is a part.

## **Committees of our Board of Directors and the Role of our Board in Risk Oversight**

Our board of directors has determined that the separation of the offices of chairman of the board and principal executive officers enhances board independence and oversight and facilitates the communication between senior management and the board of directors regarding risk oversight, which the board of directors believes strengthens its risk oversight activities. Moreover, the separation of the chairman of the board and principal executive officer will allow the principal executive officer to better focus on his responsibilities of running the company, enhancing shareholder value and expanding and strengthening our business while allowing the chairman of the board to lead the board of directors in its fundamental role of providing advice to and independent oversight of management. Mr. Weeraratne serves as our Chief Executive Officer, which is our principal executive officer, and as one of the three members of our board of directors. Mr. New is considered an independent director under the definition in the NYSE MKT Company Guide, but we do not have a "lead" independent director. The board of directors oversees our business affairs and monitors the performance of management. In accordance with our corporate governance principles, the board of directors does not involve itself in day-to-day operations. Our independent director keeps himself informed through discussions with our executive officers and by reading the reports and other materials that we may send him and by participating in board of directors meetings.

We have not established any committees, including an Audit Committee, a Compensation Committee or a Nominating Committee, any committee performing a similar function. The functions of those committees are being undertaken by board of directors as a whole. Because we only have one independent director, we believe that the establishment of these committees would be more form over substance.

We do not have a policy regarding the consideration of any director candidates which may be recommended by our shareholders, including the minimum qualifications for director candidates, nor has our board of directors established a process for identifying and evaluating director nominees. Further, when identifying nominees to serve as director, while we do not have a policy regarding the consideration of diversity in selecting directors, however, at such time as we expand our board of directors, our board of directors will seek to create a board of directors that is strong in its collective knowledge and has a diversity of skills and experience with respect to accounting and finance, management and leadership, vision and strategy, business operations, business judgment, industry knowledge and corporate governance. We have not adopted a policy regarding the handling of any potential recommendation of director candidates by our shareholders, including the procedures to be followed. Our board of directors has not considered or adopted any of these policies as we have never received a recommendation from any shareholder for any candidate to serve on our board of directors. Given our relative size and lack of directors and officers insurance coverage, we do not anticipate that any of our shareholders will make such a recommendation in the near future. While there have been no nominations of additional directors proposed, in the event such a proposal is made, all members of our board of directors will participate in the consideration of director nominees. In considering a director nominee, it is likely that our board of directors will consider the professional and/or educational background of any nominee with a view towards how this person might bring a different viewpoint or experience to our board of directors.

Mr. Weeraratne is considered an “audit committee financial expert” within the meaning of Item 401(e) of Regulation S-K. In general, an “audit committee financial expert” is an individual member of the audit committee or board of directors who:

- understands generally accepted accounting principles and financial statements;
- is able to assess the general application of such principles in connection with accounting for estimates, accruals and reserves;
- has experience preparing, auditing, analyzing or evaluating financial statements comparable to the breadth and complexity to our financial statements;
- understands internal controls over financial reporting; and
- understands audit committee functions.

Our securities are not quoted on an exchange that has requirements that a majority of our board members be independent and we are not currently otherwise subject to any law, rule or regulation requiring that all or any portion of our board of directors include “independent” directors, nor are we required to establish or maintain an Audit Committee or other committee of our board of directors.

#### **EXECUTIVE COMPENSATION**

We are a newly formed entity and have not paid compensation to our executive officers or key employees since inception, nor do we have any employment agreements with any of the executive officers at this time.

#### **Limitation on Liability**

The Florida Business Corporation Act permits, but does not require, corporations to indemnify a director, officer or control person of the corporation for any liability asserted against her and liability and expenses incurred by her in her capacity as a director, officer, employee or agent, or arising out of her status as such, if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the corporation, and, unless the articles of incorporation provide otherwise, whether or not the corporation has provided for indemnification in its articles of incorporation. Our articles of incorporation have no separate provision for indemnification of directors, officers, or control persons.

Insofar as the limitation of, or indemnification for, liabilities arising under the Securities Act of 1933, as amended (the “Securities Act”), may be permitted to directors, officers, or persons controlling us pursuant to the foregoing, or otherwise, we have been advised that, in the opinion of the SEC, such limitation or indemnification is against public policy as expressed in the Securities Act, and is, therefore, unenforceable.

#### **CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS**

Mr. I Andrew Weeraratne is a founder and an organizer of the company and as such need to disclose any relevant transactions that Mr. Weeraratne will have with the company. Mr. Weeraratne has received no compensation as a founder except the opportunity to buy its founding shares at par value.

Mr. I. Andrew Weeraratne, our Chief Executive Officer, is also the President and a director of High Tech Fueling and Distribution Inc. (HFSD). We plan to operate our vehicle conversion division in joint venture with HJT, which is the majority shareholder of HFSD. At this time, we have not entered into a formal joint venture agreement with HJT.

Mr. James New, our Chairman of the Board of Directors, is also the Chairman of the Board of Directors of HFSD.

Mr. Eugene Nichols, is a founder and organizer of the Company and our President, Secretary and Treasurer and Director, is also a director of HFSD. Mr. Nichols has received no compensation as a founder except the opportunity to purchase shares of the Company at par value.

Mr. Rob Sanford, our Chief Financial Officer, is also the Chief Financial Officer of HFSD.

#### Director Independence

Mr. New and Mr. Engberg are considered independent within NYSE MKT's director independence standards pursuant to the NYSE MKT Company Guide.

#### SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table presents information concerning the beneficial ownership of the shares of our Common Stock as of February 28, 2014, by: (i) each of our named executive officers and current directors, (ii) all of our current executive officers and directors as a group and (iii) each person we know to be the beneficial owner of 5% or more of our outstanding shares of common stock. Unless otherwise specified, the address of each beneficial owner listed in the table is c/o Natural Gas Fueling and Conversion Inc., 7135 Collins Avenue, No. 624, Miami Beach, Florida 33141.

Name	Number of Shares of Class A Common Stock Beneficially Owned (1)	Percent of Class A Common Stock Owned (2)
<b>Officers and Directors</b>		
I. Andrew Weeraratne (3) Chief Executive Officer, Director	4,000,000	31.75%
James C. New Chairman of the Board of Directors	750,000	5.95%
Eugene Nichols President, Director	1,000,000	7.94%
Robert C. Sanford Chief Financial Officer	50,000	0.40%
Bo Engberg Director	550,000	4.37%
<b>All Directors and Officers as a Group (5 persons)</b>	<b>6,350,000</b>	<b>50.40%</b>
<b>5% Holders</b>		
Gerry Ambrose (4)	750,000	5.95%
<b>All Directors, Officers and 5% Holders as a Group (6 persons)</b>	<b>7,100,000</b>	<b>56.35%</b>

- (1) A person is deemed to be the beneficial owner of securities that can be acquired by such a person within 60 days from February 28, 2014, upon exercise of options, warrants or convertible securities. Each beneficial owner's percentage ownership is determined by assuming that options, warrants and convertible securities that are held by such a person (but not those held by any other person) and are exercisable within 60 days from that date have been exercised;
- (2) Based on 12,600,000 shares of common stock outstanding as of February 28, 2014. These percentages have been rounded for convenience;
- (3) Mr. Weeraratne also owns 7,000,000 shares of Class B common stock, which has 10:1 voting rights and is convertible into shares of Common Stock on a 1:1 basis at the option of the holder; and
- (4) Mr. Ambrose's address is located at 105 Playa Rienta Way, Palm Beach Gardens, FL 33418.

#### **PLAN OF DISTRIBUTION**

We are offering up to a total of 10,000,000 shares of Common Stock on a self-underwritten basis at an offering price of \$3.00 per share. There is no minimum offering and no minimum number of shares must be sold before we use the proceeds. Proceeds will not be returned to investors if we sell less than all of the 10,000,000 shares of our Common Stock being offered in this prospectus. The proceeds from the sales of the shares will be paid directly to us by a subscriber for our Common Stock and will not be placed in an escrow account.

There is currently no public trading market for shares of our Common Stock, and we cannot give any assurance to you that the shares offered by this prospectus can be resold for at least the offered price if and when an active secondary market might develop, or that a public market for our Common Stock will be sustained even if one is ultimately developed.

We are offering the shares of our Common Stock directly to the public until \_\_\_\_\_, 2014, which is \_\_\_\_ days from the date of this prospectus. We reserve the right to extend the offering period for up to an additional 90 days. If we decide to extend the offering for this additional period, we will file a post-effective amendment to our registration statement of which this prospectus is a part informing you of this extension. There are no minimum purchase requirements for each individual investor.

This is a self-underwritten offering. This prospectus forms a part of a registration statement that permits our officers and directors to sell the shares of our Common Stock directly to the public, with no commission or other remuneration payable to them for any shares they sell. There are no plans or arrangements to enter into any contracts or agreements to sell the shares of Common Stock utilizing a broker or dealer. Our officers and directors will sell the shares of Common Stock and intend to offer them to friends, family members and business acquaintances. In offering the securities on our behalf, our officers and directors will rely on the safe harbor from broker/dealer registration set out in Rule 3a4-1 under the Securities Exchange Act of 1934, as amended, which sets forth those conditions under which a person associated with an issuer may participate in the offering of the issuer's securities and not be deemed to be a broker/dealer.

#### **Section 15(g) of the Securities Exchange Act of 1934 – "Penny Stock" Disclosure**

Our shares of Common Stock are "penny stock" covered by Section 15(g) of the Exchange Act, and Rules 15g-1 through 15g-6 promulgated under the Exchange Act. They impose additional sales practice requirements on broker/dealers who sell securities to persons other than established customers and accredited investors, which are generally institutions with assets in excess of \$5,000,000 or individuals with net worth in excess of \$1,000,000 or annual income exceeding \$200,000 or \$300,000 jointly with their spouses. For transactions covered by these rules, the broker/dealer must make a special suitability determination for the purchase and have received the purchaser's written agreement to the transaction prior to the sale. Consequently, the rules may affect the ability of broker/dealers to sell our securities and also may affect your ability to resell your shares.

Section 15(g) also imposes additional sales practice requirements on broker/dealers who sell penny stock. These rules require a one-page summary of certain essential items. The items include the risk of investing in penny stocks in both public offerings and secondary marketing; terms important to an understanding of the function of the penny stock market, such as “bid” and “offer” quotes, a dealers “spread” and broker/dealer compensation; the broker/dealer compensation, the broker/dealer’s duties to its customers, including the disclosures required by any other penny stock disclosure rules; the customers’ rights and remedies in cases of fraud in penny stock transactions; and the Financial Industry Regulatory Authority’s toll-free telephone number and the central number of the North American Securities Administrators Association (NASAA), for information on the disciplinary history of broker/dealers and their associated persons. Rules 15g-1 through 15g-6 which apply to broker/dealers but not our company are summarized as follows:

- Rule 15g-1 exempts a number of specific transactions from the scope of the penny stock rules;
- Rule 15g-2 declares unlawful broker/dealer transactions in penny stock unless the broker/dealer has first provided to the customer a standardized disclosure document;
- Rule 15g-3 provides that it is unlawful for a broker/dealer to engage in a penny stock transaction unless the broker/dealer first discloses and subsequently confirms to the customer current quotation prices or similar market information concerning the penny stock in question;
- Rule 15g-4 prohibits broker/dealers from completing penny stock transactions for a customer unless the broker/dealer first discloses to the customer the amount of compensation or other remuneration received as a result of the penny stock transaction;
- Rule 15g-5 requires that a broker/dealer executing a penny stock transaction, other than one exempt under Rule 15g-1, disclose to its customer, at the time of or prior to the transaction, information about the sales person’s compensation; and
- Rule 15g-6 requires broker/dealers selling penny stock to provide their customers with monthly account statements.

The application of the penny stock rules may affect your ability to resell your shares of Common Stock because many brokers are unwilling to buy, sell or trade penny stock as a result of the additional sales practices imposed upon them which are described in this section.

#### **LEGAL MATTERS**

No expert or counsel named in this prospectus as having prepared or certified any part of this prospectus or having given an opinion upon the validity of the securities being registered or upon other legal matters in connection with the registration or offering of the common stock was employed on a contingency basis, or had, or is to receive, in connection with the offering, a substantial interest, direct or indirect, in the registrant or any of its parents or subsidiaries. Nor was any such person connected with the registrant or any of its parents or subsidiaries as a promoter, managing or principal underwriter, voting trustee, director, officer, or employee.

The validity of the securities offered by this prospectus will be passed upon for us by JSBarkats, PLLC.

#### **EXPERTS**

Our financial statements as of October 31, 2013, and for the period of inception (October 2, 2013) to October 31, 2013, included in this prospectus have been audited by MaloneBailey, LLP, independent registered public accounting firm, as indicated in their report with respect thereto, and have been so included in reliance upon the report of such firm given on their authority as experts in accounting and auditing.

#### **WHERE YOU CAN FIND ADDITIONAL INFORMATION**

We have filed with the SEC the registration statement on Form S-1 under the Securities Act for the Common Stock offered by this prospectus. This prospectus, which is a part of the registration statement, does not contain all of the information in the registration statement and the exhibits filed with it, portions of which have been omitted as permitted by SEC rules and regulations. For further information concerning us and the securities offered by this prospectus, we refer to the registration statement and to the exhibits filed with it. Statements contained in this prospectus as to the content of any contract or other document referred to are not necessarily complete. In each instance, we refer you to the copy of the contracts and/or other documents filed as exhibits to the registration statement.

This registration statement on Form S-1, including exhibits, is available over the Internet at the SEC's web site at <http://www.sec.gov>. You may also read and copy any document we file with the SEC at its public reference facilities:

Public Reference Room Office  
100 F. Street, N.E., Room 1580  
Washington, D.C. 20549

You may also obtain copies of the documents at prescribed rates by writing to the Public Reference Section of the SEC at 100 F Street, N.E., Room 1580, Washington D.C. 20549. Callers in the United States can also call 1-202-551-8090 for further information on the operations of the public reference facilities.

**DISCLOSURE OF COMMISSION POSITION ON INDEMNIFICATION  
FOR SECURITIES ACT LIABILITIES**

Our directors and officers are indemnified as provided by Florida law and our bylaws. We have agreed to indemnify each of our directors and certain officers against certain liabilities, including liabilities under the Securities Act. Insofar as indemnification for liabilities arising under the Securities Act may be permitted to our directors, officers and controlling persons pursuant to the provisions described above, or otherwise, we have been advised that in the opinion of the SEC such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than our payment of expenses incurred or paid by our director, officer or controlling person in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, we will, unless in the opinion of our counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

We have been advised that in the opinion of the SEC indemnification for liabilities arising under the Securities Act is against public policy as expressed in the Securities Act, and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities is asserted by one of our directors, officers, or controlling persons in connection with the securities being registered, we will, unless in the opinion of our legal counsel the matter has been settled by controlling precedent, submit the question of whether such indemnification is against public policy to a court of appropriate jurisdiction. We will then be governed by the court's decision.

NATURAL GAS FUELING AND CONVSERION INC.  
(a development stage company)

Period Since Inception to October 31, 2013

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## Report of Independent Registered Public Accounting Firm

To the Board of Directors  
Natural Gas Fueling and Conversion Inc. (a development stage company)  
Miami Beach, Florida

We have audited the accompanying balance sheets of Natural Gas Fueling and Conversion Inc. ("the Company"), a development stage company, as of October 31, 2013, and the related statements of expenses, changes in stockholder's equity and cash flows for the period from October 2, 2013 (inception) through October 31, 2013. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audit.

We conducted our audit in accordance with standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatements. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the consolidated financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall consolidated financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Company as of October 31, 2013, and the results of its consolidated operations and its consolidated cash flows the period from October 2, 2013 (inception) through October 31, 2013, in conformity with accounting principles generally accepted in the United States of America.

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. The Company has not generated any revenue since inception and has incurred losses from operations for the period from October 2, 2013 (inception) through October 31, 2013. These factors raise substantial doubt about the Company's ability to continue as a going concern. Management's plans in regard to these matters are described in Note 3. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

*/s/ MALONEBAILEY, LLP*

MALONEBAILEY, LLP  
www.malonebailey.com  
Houston, Texas  
November 27, 2013

**Natural Gas Fueling and Conversion, Inc.**  
(A Development Stage Company)  
Balance Sheet

October 31,  
2013

ASSETS

ASSETS

Cash	\$	136,300
Total current assets		136,300
<b>TOTAL ASSETS</b>	<b>\$</b>	<b><u>136,300</u></b>

LIABILITIES AND STOCKHOLDERS' EQUITY

LIABILITIES

Advances- related parties	\$	90
Total liabilities		<u>90</u>

STOCKHOLDERS' EQUITY

Preferred stock: \$.0001 par value; 10,000,000 shares authorized, no shares issued and outstanding	1,110	
Class A Common stock: \$.0001 par value; 230,000,000 shares authorized, 11,100,000 shares issued and outstanding	700	
Class B Common stock: \$.0001 par value; 60,000,000 shares authorized, 7,000,000 shares issued and outstanding	149,500	
Additional Paid-in Capital	(15,100)	
Deficit accumulated during the development stage	<u>136,210</u>	
Total Stockholders' Equity	<u>136,210</u>	
<b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY</b>	<b>\$</b>	<b><u>136,300</u></b>

The accompanying notes are an integral part of the financial statements.

**Natural Gas Fueling and Conversion, Inc.**  
(A Development Stage Company)  
Statements of Operations

From October  
2, 2013  
(Inception)  
through  
October 31,  
2013

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<b>OPERATING EXPENSES</b>	
General and administrative	15,100
Total operating expenses	<u>15,100</u>
<b>LOSS FROM OPERATIONS</b>	<u>(15,100)</u>
<b>NET LOSS</b>	<u>\$ (15,100)</u>
<b>BASIC AND DILUTED LOSS PER COMMON SHARE</b>	<u>\$ (0.00)</u>
<b>BASIC AND DILUTED WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING</b>	11,055,882

The accompanying notes are an integral part of the financial statements.

**Natural Gas Fueling and Conversion, Inc.**  
(A Development Stage Company)  
Statement of Stockholders' Equity  
For the period from October 2, 2013 (Inception) through October 31, 2013

	Common Stock Class A		Common Stock Class B		Additional Paid in capital	Accumulated Deficit	Total Stockholders' Equity (Deficit)
	Shares	Amount	Shares	Amount			
Balance at inception	-	-	-	-	-	-	-
Common stock issued for cash - founders	6,100,000	610	-	-	-	-	610
Common stock issued for cash - founders	-	-	7,000,000	700	-	-	700
Common stock issued for cash	5,000,000	500	-	-	149,500	-	150,000
Net loss						(15,100)	(15,100)
Balance, October 31, 2013	11,100,000	1,110	7,000,000	700	149,500	(15,100)	136,210

The accompanying notes are an integral part of the financial statements.

**Natural Gas Fueling and Conversion, Inc.**  
(A Development Stage Company)  
Statements of Cash Flows

From October 2,  
2013  
(Inception)  
through  
October 31,  
2013

<b>OPERATING ACTIVITIES</b>	
Net loss	\$ (15,100)
Net Cash Used in Operating Activities	<u>(15,100)</u>
<b>FINANCING ACTIVITIES</b>	
Proceeds from advances- related party	90
Proceeds from the sale of common stock	151,310
Net Cash Provided by Financing Activities	<u>151,400</u>
NET INCREASE (DECREASE) IN CASH	136,300
CASH AT BEGINNING OF PERIOD	<u>-</u>
CASH AT END OF PERIOD	<u>\$ 136,300</u>
<b>SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION</b>	
<b>CASH PAID FOR:</b>	
Interest	\$ 0
Income Taxes	<u>\$ 0</u>

The accompanying notes are an integral part of the financial statements.

**NATURAL GAS FUELING AND CONVERSION INC.**  
(a development stage company)

**NOTES TO FINANCIAL STATEMENTS**

**NOTE 1 – DESCRIPTION OF BUSINESS AND BASIS OF PRESENTATION**

Natural Gas Fueling and Conversion Inc. (the “Company”), a development stage company, was incorporated in State of Florida on October 2, 2013, and plans to construct and operate combined gasoline, diesel and natural gas (NG) fueling and service stations with convenience stores along with factories to retrofit vehicles to run on NG in the United States. We also plan to acquire currently operating gasoline and diesel fueling stations and add NG bays to introduce NG fueling by expanding those stations. We also plan to build factories to convert NG to liquefied natural gas (LNG) and compressed natural gas (CNG). Since inception on October 2, 2013, the Company has primarily been involved in conducting research and development, business planning and capital-raising activities.

***Basis of Presentation***

The accompanying audited financial statements include all accounts of the Company and in the opinion of management, reflect all adjustments, which include all normal recurring adjustments, necessary to state fairly the Company’s financial position, results of operations and cash flows for the period from inception (October 2, 2013) to October 31, 2013. This financial statement period is not an indicative of the results to be expected for the year ending September 30, 2014, or for any other interim period in future.

**NOTE 2 – SIGNIFICANT ACCOUNTING POLICIES**

***Fiscal Year End***

The Company has chosen September 30 as its fiscal year end.

***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 the disclosure of contingent assets and liabilities at the date of the financial statements and revenues and expenses recorded during the reporting period. Actual results could differ from those estimates.

***Cash and Cash Equivalents***

The Company considers all highly liquid instruments purchased with a maturity of three months or less and money market accounts to be cash equivalents. The Company had no cash equivalents at October 31, 2013.

***Income Taxes***

The Company accounts for income taxes in accordance with accounting guidance now codified as FASB ASC Topic 740, “Income Taxes,” which requires that the Company recognize deferred tax liabilities and assets based on the differences between the financial statement carrying amounts and the tax basis of assets and liabilities, using enacted tax rates in effect in the years the differences are expected to reverse. Deferred income tax benefit (expense) results from the change in net deferred tax assets or deferred tax liabilities. A valuation allowance is recorded when it is more likely than not that some or all deferred tax assets will not be realized.

***Basic and Diluted Net Loss Per Share***

The Company computes loss per share in accordance with “ASC-260,” “Earnings per Share”, which requires presentation of both basic and diluted earnings per share on the face of the statement of operations. Basic loss per share is computed by dividing net loss available to common shareholders by the weighted average number of outstanding common shares during the period. Diluted loss per share gives effect to all dilutive potential common shares outstanding during the period. Dilutive loss per share excludes all potential common shares if their effect is anti-dilutive. As of October 31, 2013, the Company had no potential dilutive shares outstanding.

### **Research and Development**

Costs incurred in connection with the development of new products and manufacturing methods are charged to selling, general and administrative expenses as incurred.

### **Development Stage**

The Company complies with Statement of Financial Accounting Standard ASC 915-15 for its characterization of the Company as development stage.

### **Recently Issued Accounting Pronouncements**

We do not expect the adoption of recently issued accounting pronouncements to have a significant impact on our results of operations, financial position or cash flow.

### **NOTE 3 – GOING CONCERN**

The financial statements have been prepared on a going concern basis which assumes the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. The Company has not generated any revenues and has incurred losses since inception resulting in an accumulated deficit of \$15,100 as of October 31, 2013, and further losses are anticipated in the development of its business which raises substantial doubt about the Company's ability to continue as a going concern. The ability to continue as a going concern is dependent upon the Company generating profitable operations in the future and/or to obtain the necessary financing to meet its obligations and repay its liabilities arising from normal business operations when they come due. Management intends to finance operating costs over the next twelve months with the private placement of common stock.

Currently, the Company has no written or oral communication from stockholders, directors or any officers to provide us any forms of cash advances, loans or sources of liquidity to meet our working capital needs or long-term or short-term financial needs.

### **NOTE 4 – EQUITY**

We have 300,000,000 authorized shares of capital stock, which consists of (i) 230,000,000 shares of Class A common stock, par value \$0.0001 per share; (ii) 60,000,000 shares of Class B common stock, par value \$0.0001 per share; and (iii) 10,000,000 shares of blank-check preferred stock, par value of \$0.0001 per share.

The holders of Class A common stock shall be entitled to one vote per share and shall be entitled to dividends as shall be declared by our Board of Directors from time to time.

Each share of Class B common stock shall entitle the holder thereof to 10 votes for each one vote per share of Class A common stock, and with respect to such vote, shall be entitled, notwithstanding any provision hereof, to notice of any stockholders' meeting in accordance with the bylaws of this corporation, and shall be entitled to vote, together as a single class with holders of Class A common stock with respect to any question or matter upon which holders of Class A common stock have the right to vote. Class B common stock shall also entitle the holders thereof to vote as a separate class as set forth herein and as required by law. Holders of Class B common stock shall be entitled to dividends as shall be declared by our Board of Directors from time to time at the same rate per share as the Class A common stock. The holders of the Class B common stock shall have the right to convert each one of their shares to one share of Class A common stock automatically by surrendering the shares of Class B common stock to us.

On October 2, 2013, the Company issued 5,600,000 shares of Class A common stock as founders' shares for total proceeds of \$560.00, including to the following officers and directors of the company:

<b>Name</b>	<b>Title</b>	<b># of Shares</b>	<b>Consideration (\$)</b>
I. Andrew Weeraratne	Chief Executive Officer, Director	4,000,000	\$ 400.00
Eugene Nichols	President, Director	500,000	\$ 50.00
James New	Chairman of the Board	250,000	\$ 25.00
Robert Sanford	Chief Financial Officer	50,000	\$ 5.00
Bo Engberg	Director	50,000	\$ 5.00

On October 2, 2013, the Company issued 7,000,000 shares of Class B common stock as founders' shares to the Company's Chief Executive Officer and Director, I. Andrew Weeraratne, for total proceeds of \$700.00.

On October 10, 2013, the Company issued 500,000 shares of Class A common stock to JSBarkats, PLLC, as founders' shares for total proceeds of \$50.00.

On October 22, 2013, we circulated a private offering memorandum for sale to persons who qualify as accredited investors and to a limited number of sophisticated investors, on a "best-efforts" basis, up to a maximum of 7,500,000 shares of the Company's Class A common stock (the "Shares") at a purchase price of \$0.03 per share (the "Purchase Price"). The minimum individual investment was \$15,000, with the stipulation, in our sole discretion, to accept subscriptions for lesser amounts and also with the stipulation that the funds received from all subscribers to be released to us upon acceptance of the subscriptions by us. This offering was made pursuant to Rule 506 of Regulation D promulgated under the Securities Act of 1933, as amended, seeking exemption from the registration requirements of federal securities laws. As of October 31, 2013, the Company sold 5,000,000 shares of Class A common stock each to ten subscribers at the Purchase Price for an aggregate offering amount of \$150,000.

#### **NOTE 5 – INCOME TAXES**

As of October 31, 2013, the Company had net operating loss carry forwards of \$15,100 that may be available to reduce future years' taxable income through 2032. Future tax benefits which may arise as a result of these losses have not been recognized in these financial statements, as their realization is determined not likely to occur and accordingly, the Company has recorded a valuation allowance for the deferred tax asset relating to these tax loss carry-forwards. Components of net deferred tax assets, including a valuation allowance, are as follows at October 31, 2013.

Net operating loss carry-forward	\$ 15,100
Total deferred tax assets	5,285
Less: valuation allowance	(5,285)
Net deferred tax assets	-

In assessing the recovery of the deferred tax assets, management considers whether it is more likely than not that some portion or all of the deferred tax assets will not be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income in the periods in which those temporary differences become deductible. Management considers the scheduled reversals of future deferred tax assets, projected future taxable income, and tax planning strategies in making this assessment. As a result, management determined it was more likely than not the deferred tax assets would not be realized as of October 31, 2013.

#### **NOTE 6 – SUBSEQUENT EVENTS**

In November 2013, three (3) investors purchased a total of 1,500,000 shares of Class A common stock at \$0.03 per share.



**NATURAL GAS FUELING AND CONVERSION INC.**

**10,000,000 SHARES OF CLASS A COMMON STOCK**

**PROSPECTUS**

No dealer, sales representative or any other person has been authorized to give any information or to make any representations other than those contained in this prospectus and, if given or made, such information or representation must not be relied upon as having been authorized by the company or any of the underwriters. This prospectus does not constitute an offer of any securities other than those to which it relates or an offer to sell, or a solicitation of any offer to buy, to any person in any jurisdiction where such an offer or solicitation would be unlawful. Neither the delivery of this prospectus nor any sale made hereunder shall, under any circumstances, create an implication that the information set forth herein is correct as of any time subsequent to the date hereof.

\_\_\_\_\_, 2014

Until \_\_\_\_\_, 2014 (90 days after the date of this prospectus), all dealers effecting transactions in the registered securities, whether or not participating in this offering, may be required to deliver a prospectus. This is in addition to the dealers' obligations to deliver a prospectus when acting as underwriters and with respect to their unsold allotments or subscriptions.

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**PART II**  
**INFORMATION NOT REQUIRED IN PROSPECTUS**

**Other Expenses of Issuance and Distribution**

The estimated expenses of this offering in connection with the issuance and distribution of the securities being registered, all of which are to be paid by the Company, are as follows:

Securities and Exchange Commission Filing Fee	\$	3,864
Legal Fees and Expenses	\$	20,000*
Accounting Fees and Expenses	\$	10,000*
Miscellaneous Expenses	\$	6,000*
Total	\$	39,864*

\* Estimate

**Indemnification of Directors and Officers.**

The Florida Business Corporation Act permits, but does not require, corporations to indemnify a director, officer or control person of the corporation for any liability asserted against her and liability and expenses incurred by her in her capacity as a director, officer, employee or agent, or arising out of her status as such, if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the corporation, and, unless the articles of incorporation provide otherwise, whether or not the corporation has provided for indemnification in its articles of incorporation. Our articles of incorporation have no separate provision for indemnification of directors, officers, or control persons.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers or persons controlling our company pursuant to the foregoing provisions, we have been informed that in the opinion of the SEC, such indemnification is against public policy as expressed in the act and is therefore unenforceable.

**Recent Sales of Unregistered Securities.**

The following are all issuances of securities by the registrant since its formation in October 2013, which were not registered under the Securities Act. In each of these issuances the recipient represented that he or she was acquiring the shares for investment purposes only, and not with a view towards distribution or resale except in compliance with applicable securities laws. No general solicitation or advertising was used in connection with any transaction, and the certificate evidencing the securities that were issued contained a legend restricting their transferability absent registration under the Securities Act or the availability of an applicable exemption therefrom. Unless specifically set forth below, no underwriter participated in the transaction and no commissions were paid in connection with the transactions.

On October 2, 2013, the Company issued 5,600,000 shares of Class A common stock as founders' shares for total proceeds of \$560.00, including to the following officers and directors of the Company:

<u>Name</u>	<u>Title</u>	<u># of Shares</u>	<u>Consideration (\$)</u>
I. Andrew Weeraratne	Chief Executive Officer, Director	4,000,000	\$ 400.00
Eugene Nichols	President, Director	500,000	\$ 50.00
James New	Chairman of the Board	250,000	\$ 25.00
Robert Sanford	Chief Financial Officer	50,000	\$ 5.00
Bo Engberg	Director	50,000	\$ 5.00

On October 2, 2013, the Company issued 7,000,000 shares of Class B common stock as founders' shares to the Company's Chief Executive Officer and Director, I. Andrew Weeraratne, for total proceeds of \$700.00.

On October 10, 2013, the Company issued 500,000 shares of Class A common stock to JSBarkats, PLLC, as founders' shares for total proceeds of \$50.00.

On October 22, 2013, we circulated a private offering memorandum for sale to persons who qualify as accredited investors and to a limited number of sophisticated investors, on a "best-efforts" basis, up to a maximum of 7,500,000 shares of the Company's Class A common stock (the "Shares") at a purchase price of \$0.03 per share (the "Purchase Price"). The minimum individual investment was \$15,000, with the stipulation, in our sole discretion, to accept subscriptions for lesser amounts and also with the stipulation that the funds received from all subscribers to be released to us upon acceptance of the subscriptions by us. This offering was made pursuant to Rule 506 of Regulation D promulgated under the Securities Act of 1933, as amended, seeking exemption from the registration requirements of federal securities laws.

Between October 22, 2013 and October 31, 2013, we issued 5,000,000 shares of our Class A Common Stock valued at \$0.03 per share to 10 investors. This offering was made pursuant to Rule 506 of Regulation D. We filed a notice of an exempt offering of securities on Form D with the SEC on November 6, 2013, with reference to this offering. A form of the offering documentation is attached as an exhibit to this prospectus.

From November 1 to November 25, we issued 1,500,000 shares of our Class A Common Stock at \$0.03 per share to 3 investors. This offering was made as part of the Rule 506 of Regulation D offering.

#### **Exhibits and Financial Statement Schedules.**

<b>Exhibit No.</b>	<b>Description</b>
3.1	Articles of Incorporation of Natural Gas Fueling and Conversion Inc. (filed as Exhibit 3.1 to the Company's Registration Statement on Form S-1, filed with the SEC on November 27, 2013)
3.2	Bylaws of Natural Gas Fueling and Conversion Inc. (filed as Exhibit 3.2 to the Company's Registration Statement on Form S-1, filed with the SEC on November 27, 2013)
5.1	Opinion of JSBarkats, PLLC (Previously filed as Exhibit 5.1 to the Company's Registration Statement on Form S-1, filed with the SEC on January 14, 2014)
10.1	Form of Subscription Agreement (filed as Exhibit 10.1 to the Company's Registration Statement on Form S-1, filed with the SEC on November 27, 2013)
10.2	Preliminary Joint Venture Agreement (filed as Exhibit 10.2 to the Company's Registration Statement on Form S-1, filed with the SEC on November 27, 2013)
14.1	Code of Business Conduct and Ethics (filed as Exhibit 14.1 to the Company's Registration Statement on Form S-1, filed with the SEC on November 27, 2013)
23.1	Consent of MaloneBailey, LLP (Previously filed as Exhibit 23.1 to the Company's Registration Statement on Form S-1, filed with the SEC on January 14, 2014)
23.2	Consent of Counsel (included in Exhibit 5.1)

## Undertakings.

The undersigned registrant hereby undertakes:

1. To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement, to:
  - (i) include any prospectus required by Section 10(a)(3) of the Securities Act;
  - (ii) reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement; and
  - (iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement.
2. That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
3. To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.
4. that insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the registrant, the registrant has been advised that in the opinion of the SEC, such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registration of expenses incurred or paid by a director, officer or controlling person to the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question of whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.
5. That, for the purpose of determining liability under the Securities Act to any purchaser, if the registrant is subject to Rule 430C, each prospectus filed pursuant to Rule 424(b) as part of a registration statement relating to an offering, other than registration statements relying on Rule 430B or other than prospectuses filed in reliance on Rule 430A, shall be deemed to be part of and included in the registration statement as of the date it is first used after effectiveness. Provided, however, that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such first use, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such date of first use.
6. That, for the purpose of determining liability of the registrant under the Securities Act to any purchaser in the initial distribution of the securities, the undersigned registrant undertakes that in a primary offering of securities of the undersigned registrant pursuant to this registration statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the undersigned registrant will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser:

- (i) Any preliminary prospectus or prospectus of the undersigned registrant relating to the offering required to be filed pursuant to Rule 424 (§ 230.424 );
- (ii) Any free writing prospectus relating to the offering prepared by or on behalf of the undersigned registrant or used or referred to by the undersigned registrant;
- (iii) The portion of any other free writing prospectus relating to the offering containing material information about the undersigned registrant or its securities provided by or on behalf of the undersigned registrant; and
- (iv) Any other communication that is an offer in the offering made by the undersigned registrant to the purchaser.

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Coral Gables, State of Florida on February 28, 2014.

### Natural Gas Fueling and Conversion Inc.

By: /s/ I. Andrew Weeraratne  
Name: I. Andrew Weeraratne  
Title: Chief Executive Officer

## POWER OF ATTORNEY

Each person whose signature appears below hereby constitutes and appoints I. Andrew Weeraratne, his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) and supplements to this registration statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the U.S. Securities and Exchange Commission, and hereby grants to such attorney-in-fact and agent, full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ I. Andrew Weeraratne</u> I. Andrew Weeraratne	Chief Executive Officer (PEO), Director	February 28, 2014
<u>/s/ James C. New</u> James C. New	Chairman of the Board of Directors	February 28, 2014
<u>/s/ Eugene Nichols</u> Eugene Nichols	President, Secretary, Treasurer, Director	February 28, 2014
<u>/s/ Robert C. Sanford</u> Robert C. Sanford	Chief Financial Officer (PFO and PAO)	February 28, 2014
<u>/s/ Bo G. Engberg</u> Bo G. Engberg	Director	February 28, 2014

**NATURAL GAS FUELING AND CONVERSION INC.  
45 ALMERIA AVENUE  
CORAL GABLES, FLORIDA 33141**

February 28, 2014

**VIA EDGAR**

Mara Ransom, Assistant Director  
U.S. Securities and Exchange Commission  
Division of Corporation Finance  
100 F Street, N.E.  
Washington, D.C. 20549

**Re: Natural Gas Fueling and Conversion Inc.  
Amendment No. 1 to Registration Statement on Form S-1  
Filed January 17, 2014  
File No. 333-192590**

Dear Ms. Ransom:

By letter dated February 10, 2014, the staff (the "Staff," "you," or "your") of the U.S. Securities & Exchange Commission (the "Commission") provided Natural Gas Fueling and Conversion Inc. ("NGFC," the "Company," "we," "us," or "our") with its comments on the Company's Registration Statement (the "Registration Statement") on Form S-1/A, filed on January 17, 2014. We are in receipt of your letter and set forth below are the Company's responses to the Staff's comments. For your convenience, the questions are listed below, followed by the Company's response.

General

1. We note your response to comment 4 in our letter dated December 23, 2013 and your statements in support of the conclusion that you do not have nominal operations. In this regard, we note the bulleted list of business activities conducted to date, including the agreement that you have entered into with Shenzhen HJ Technology Company Ltd. and the conferences that you have attended and the meetings that you have conducted. Without further information, these actions do not fully allay our concern that your company might be a shell company, particularly in light of the limited nature of your assets and operations. If there are additional factors that you believe disqualify your company from being a shell company, please provide us with your analysis of such factors. Alternatively, please revise your registration statement to indicate that you are a shell company and comply with comment 4 from our letter dated December 23, 2013.

**RESPONSE:**

We have revised the registration statement to indicate that the Company is a shell company. Additionally, we have revised the registration statement to comply with comment 4 of your letter dated December 23, 2013.

[Prospectus Summary, page 1](#)

2. We note your response to comment 7 in our letter dated December 23, 2013. Please provide a brief estimate in this section as to when you plan to add technology enabling you to retrofit gasoline and diesel driven vehicles to run on NG. In this regard, we note your statement that you believe "there are not enough NG driven vehicles in the market at this time to substantiate building only a NG station" and that you have not yet conducted due diligence on the GIECS technology.

**RESPONSE:**

We intend to begin such conversions shortly after the completion of this Offering. Currently, the Company does not have sufficient funds to engage in conversions, and are doing due diligence as to the most cost effective and appropriate conversion kit to use. We recently had a meeting with an entrepreneur in Miami (Mr. Roberto D'Amito) who owns and manages a garage and a body shop in Miami, and discussed with him to set up our first conversion garage to retrofit vehicles to run on natural gas since. We have been told, but not yet confirmed that Mr. D'Amito has done conversion work in his native Argentina. However, it is similarly our understanding that any qualified mechanic can convert vehicles from gas to natural gas. We intend, and are in the early stage of negotiations with Mr. D'Amito to set up another subsidiary to provide conversion services and appoint Mr. D'Amito as the Chief Executive Officer of that subsidiary. As we begin we may use a US manufactured conversion kits by a reputable manufacturer such as "Impco Technologies," based in California, which already have acquired licenses and/or permits from the Environmental Protection Agency to market such conversion kits to retrofit gasoline driven vehicles to run on natural gas. As we do that, we plan do more due diligence on the viability of getting EPA approval for HJT conversion kits and then decide whether to use them as we originally planned.

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We did not do any due diligence on GIECS because it would take time and money to do proper due diligence to substantiate the claims of HJT that it is one of the best conversion kits in China to retrofit vehicles. But once we complete the Offering, we intend to hire an engineering firm in China to assist in the performance of due diligence for us while we continue to use already approved conversion kits.

We stated that “there are not enough NG driven vehicles in the market at this time to substantiate building only a NG station.” It is our reasonable belief, based upon the operations of public companies such as Clean Energy Fuel Corporation (CLNE) and Westport Innovations (WPRT) that, currently, there are an insufficient number of such vehicles for the Company to avoid substantial losses that the Company cannot support. Thus, we believe that building and providing stations with both natural gas fueling and gasoline fueling, possibly with convenience stores attached, will allow the Company to achieve profitability in a time frame that the Company can support.

Use of Proceeds, page 15

3. We note that the net proceeds minus the cost to construct fueling service stations do not equal the amount of working capital assuming 75% of the shares are sold. Please revise or advise.

**RESPONSE:**

We have updated that table as follows:

<b>Use of Proceeds</b>	<b>Sale of 2,500,000 Shares 25%</b>	<b>Sale of 5,000,000 Shares 50%</b>	<b>Sale of 7,500,000 Shares 75%</b>	<b>Sale of 10,000,000 Shares 100%</b>
Gross proceeds	\$ 7,500,000	\$ 15,000,000	\$ 22,500,000	\$ 30,000,000
Offering expenses <sup>(1)</sup>	\$ 40,000	\$ 40,000	\$ 40,000	\$ 40,000
Net proceeds	\$ 7,460,000	\$ 14,960,000	\$ 22,460,000	\$ 29,960,000
Construct fueling service stations <sup>(2)</sup>	\$ 5,800,000	\$ 11,600,000	\$ 11,600,000	\$ 17,400,000
Working capital <sup>(3)</sup>	\$ 1,660,000	\$ 3,360,000	\$ 10,860,000	\$ 12,560,000
Total Funds Remaining	<u>\$ 0</u>	<u>\$ 0</u>	<u>\$ 0</u>	<u>\$ 0</u>

We also stated in the S-1 that if we determine a different strategy in order to obtain a better return in a synergistic business then we may use funds for that purpose and, possibly cut down on the number of stations we will build or buy as we have indicated in the above scenario. We are still investigating several strategies with different owners of synergistic businesses in the industry in order to improve cash flow that a start-up business needs. In the event that we see the potential create additional cash flow by joint venturing with such a business we plan to do that.

Use of Working capital and Revenue Generation, page 16

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4. We are unable to recalculate the remaining working capital amounts from your disclosure related to each of the four scenarios presented. Please revise your disclosure to clarify how you determined the remaining working capital amounts.

**RESPONSE:**

We calculated "Use of Working Capital and Revenue Generation" from the following table:

If Raised:	If 25%	If 50%	If 75%	If 100%
Gas gallons sale pre month	100,000			
Gross profit per gallon	0.1			
GP from gas salkes	10,000			
C Store sales per month	80,000			
Gross profit margin	30%			
	24,000			
Overhead per Ope unit	25,000			
Net from each op unit	9,000	15,000	15,000	24,000
	12	12	12	12
Annual Cash Flow In	108,000	180,000	180,000	288,000
Monthly expenses				
Fees and exp reimbursements	8,000	12,000	13,500	15,000
Travel and loding	5,000	10,000	10,000	10,000
Legal fees	4,167	6,250	10,417	12,500
Audit fees	833	2,083	4,167	6,250
Edgar fees	6,000	8,000	8,000	8,000
Raad shows	4,167	8,333	10,000	16,667
Rent and Utility	5,000	10,000	10,000	10,000
Other	5,000	10,000	12,000	15,000
	38,167	66,667	78,083	93,417
Monthly expenses (rounded)	40,000	65,000	80,000	90,000
	12	12	12	12
	480,000	780,000	960,000	1,080,000
Work Capital fr Use of Funds	1,660,000	3,360,000	10,860,000	12,560,000
Balance left from WC	1,180,000	2,580,000	9,900,000	11,480,000
Cash flow including receipts	1,288,000	2,760,000	10,080,000	11,768,000

We have rewritten the "Use of Working Capital and Revenue Generation" as follows:

There is no assurance that we will be able to raise any funds from this offering as we are conducting this offering on a "best-efforts" basis.

*25% of the Shares of Common Stock Offered*

However, if we sell 25% of the shares of Common Stock that we are registering, then we believe our monthly expenses, without taking into account the direct cost of building one Operational Unit (which we have estimated to be approximately \$5,800,000) will be about \$40,000 per month and annual expenses approximately be about \$480,000. If we can secure a fully operational unit, we believe we can generate monthly earnings of approximately \$9,000 per month and annual earnings of approximately \$108,000 solely from fuel sales and sales from the convenience store without factoring in any allowances for NG sales or any income from our planned vehicle conversion business. We do not believe we will generate significant revenue by selling NG to consumers in the next three years due to lack of NG vehicles in the United States.

We believe our planned vehicle conversion business will generate revenue very slowly at the early stage. However, if and at such time that NG vehicles become widespread in the automobile market we will be prepared to capitalize on the potential gains as one of the pioneers in the industry. Thus to be conservative we have not taken into account any earnings from the NG related business in the first three years of operations.

After deducting \$480,000 from the funds left for working capital after construction cost shown in the "Use of Proceeds" statement of \$1,660,000 we will be left with \$1,180,000 in working capital and adding the net cash flow proceeds from the sales in one operational unit of \$108,000 to that figure we estimate we would be left with approximately \$1,288,000 in working capital after a year of operating one Operational Unit.

*50% of the Shares of Common Stock Offered*

Taking the same estimates into consideration, in the event we are able to sell 50% of the of the shares of Common Stock that we are registering, and the construction of two Operational Units, we project our annual earnings to be approximately \$180,000 from both Operational Units after one full year of operations. We estimate our annual operating expenses to be approximately \$780,000 under this alternative and estimate we would have approximately \$2,760,000 of working capital left at the end of the first full operational year. We arrived at that figure by deducting \$780,000 from working capital left after construction cost as shown in "Use of Proceeds" statement of \$3,360,000 and adding back the cash flow proceeds of \$180,000 from one operational unit.

*75% of the Shares of Common Stock Offered*

Taking the same estimates into consideration, in the event we are able to sell 75% of the of the shares of Common Stock that we are registering, we still plan to construct only two Operational Units, and therefore we project our annual earnings to be approximately \$180,000 from both Operational Units after one full year of operations. The Company would plan to use these additional funds to participate in additional road shows and pay for other marketing activities, and we estimate our annual operating expenses to be approximately \$960,000 under this alternative. We estimate we would have approximately \$10,080,000 of working capital left at the end of the first full operational year. We arrived at that figure by deducting \$960,000 from working capital left after construction cost as shown in "Use of Proceeds" statement of \$10,860,000 and adding back the cash flow proceeds of \$180,000 from two operational unit.

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*100% of the Shares of Common Stock Offered*

Taking the same estimates into consideration, in the event we are able to sell 100% of the of the shares of Common Stock that we are registering, and the construction of three Operational Units, we project our annual earnings to be approximately \$288,000 from all three Operational Units after one full year of operations. We estimate our annual operating expenses to be approximately \$1,080,000 under this alternative and estimate we would have approximately \$11,768,000 of working capital left at the end of the first full operational year. We arrived at that figure by deducting \$1,080,000 from working capital left after construction cost as shown in "Use of Proceeds" statement of \$12,560,000 and adding back the cash flow proceeds of \$288,000 from three operational units.

The above projections are estimates based on the time we believe it will take for us to build each Operational Unit and the costs associated therewith.

Dilution, page 18

5. Please include a tabular presentation of the public contribution under the proposed offering and the effective cash contribution from the issuance of common equity acquired by officers, directors, promoters and affiliated persons since inception assuming 25%, 50%, 75% and 100% of the shares of common stock offered are sold. Please refer to Item 506 of Regulation S-K.

**RESPONSE:**

We have updated the table as follows:

	<b>Sale of 2,500,000 Shares (25%)</b>	<b>Sale of 5,000,000 Shares (50%)</b>	<b>Sale of 7,500,000 Shares (75%)</b>	<b>Sale of 10,000,000 Shares (100%)</b>
Net tangible book value per share of common equity as of October 31, 2013	\$ 0.0075	\$ 0.0075	\$ 0.0075	\$ 0.0075
Net tangible book value per share of common equity after offering	\$ 0.3458	\$ 0.6155	\$ 0.8355	\$ 1.0183
Increase in net book value per share of common equity due to offering	\$ 0.3382	\$ 0.608	\$ 0.8279	\$ 1.0108
Dilution (offering price of \$3.00 less net book value per share of common equity) to investors purchasing shares of Common Stock in this offering.	\$ 2.6542	\$ 2.3845	\$ 2.164531	\$ 1.9817

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6. We reviewed your response to prior comment 16 and the revisions to your disclosure. We note that you presented the net tangible book value per share of common equity as of October 31, 2013 in the tabular presentation of dilution. However, it appears that you computed the net tangible book value per share of common equity after the offering, the increase in net book value per share of common equity due to the offering and dilution to investors purchasing shares of common stock in the offering using a net tangible book value per share of common equity of \$.0092 per share instead of using the net tangible book value per share of common equity as of October 31, 2013 of \$0.0075. As indicated in our previous comment, dilution should be computed based on the net tangible book value per share of common stock as of October 31, 2013, the most recent balance sheet included in the filing. In addition, we do not believe you should present a net tangible book value per share amount before the offering in the table that is different from the net tangible book value per share of common equity at October 31, 2013. Please revise your calculations and the tabular presentation accordingly.

**RESPONSE:**

We have changed the table taking .0075 as the tangible book value per share of common equity as of October 31, 2013 and eliminated the line "Net tangible book value per share of common equity prior to offering."

7. Please include a column assuming 75% of the shares offered are sold in the tabular presentation to be consistent with the four scenarios presented in "Use of Proceeds."

**RESPONSE:**

We have added such column.

Management's Discussion and Analysis of Financial Statements and Results of Operations, page 19

Plan of Operation, page 19

8. We note in the bulleted list that you expect to be fully operational after a total of 150 days. However, the final paragraph of this section states you believe the process will take approximately one year. Please revise these estimates for consistency or clarify your estimates and state of operations. In this regard, please also clarify whether you plan to operate the combined gasoline and diesel stations during the time period in which you plan to expand the stations to add vehicle conversion garages and NG fueling bays.

**RESPONSE:**

Please note that the plan of operation is subject to change based on new developments we face as we engage in the combined gasoline and natural gas business actively on a full time basis as we do now. For example, if we come across another business such as gasoline and natural gas distribution business making positive cash flow that we can acquire, we may do so to benefit from our need for positive cash flow immediately and delay parts of some of our other activities. For example we may acquire a fewer operational units and divert our funds to another synergistic business that can provide us cash flow. We have indicated that in the amended S-1 at appropriate places. All these future plans depend on us getting enough funding and then being able to negotiate win-win deals with various entrepreneurs we will be talking to and until such opportunities materialize we plan to stick to the following plan of operation. To emphasize, this plan is subject to change at the discretion of the Board of Directors, based on new opportunities we may come across in the industry after we have gotten our funds.

Rewrote the plan of operation as follows:

- Negotiating the price and other necessary matters required to acquire existing gasoline and diesel fueling stations (approx. 30 days);
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- Reviewing the existing financial statements for each station and completing audits for the last two years in order to comply with SEC requirements (approx. 90 days);
- Reviewing or setting up the current accounting systems, internal control and other procedures taking into consideration the comments of the auditor (approx. 15 days after acquisition of station);
- Begin operations of the newly acquired gasoline stations (approx. 135 days);
- Consulting with professionals to plan for expansion of the stations to add vehicle conversion garages and NG fueling bays (approx. 60 days after stations are fully operational- total of 195 days);
- Interviewing and engaging a construction contractor (approx. 15 days – total of 210 days);
- Construction of the structural buildings (approx. 90 days – total of 300 days);
- Installation and testing of new equipment which is obtained from an equipment supplier selected through bidding (approx. 30 days after construction is complete – total of 330 days); and
- Hire and train employees (approx. 15 days after equipment is fully installed – total of 345 days).

As shown above, we believe the entire process of having a fully functioning operational unit will take approximately 345 days to become operational, with us breaking even or achieving positive cash flow from gasoline and diesel sales and sales in the convenience stores after 135 days. It is possible that operational unit may take longer than another to become operational based on various factors in the routine course of business, and this timeline assumes the possibility of setting up multiple fueling stations concurrently. The above timeline is only estimate for purposes of conveying the Company's planned operations, and actual results may differ.

We believe that natural gas may become as common and popular as gasoline and diesel within 5 to 10 year frame. Even if natural gas becomes that common as a fueling medium for vehicles, we believe gasoline and diesel will still make enough money to keep them as part of our operational units. We plan to keep an eye on the impact of vehicles moving from gasoline to natural gas and make the decision at that time to either continue with gasoline and diesel services or discontinue providing gasoline and diesel and focus only on natural gas stations. This decision has to be made in the future based on facts and circumstances at the time.

9. We note your statement that if you "chose not to or are unable to buy the land on which a potential acquisition station is built, [your] initial purchase costs will be significantly reduced." Please elaborate upon the reasons that you expect your costs to be so reduced. In this regard, we note your disclosure on page 16 that you believe that the costs of "acquisition and expansion" will be substantially similar to the cost of purchasing land and constructing your own operating units.

**RESPONSE:**

We need about an acre of land to build each operational unit. And the cost of that land may be upward of \$1 million based on where they are located. We have built that cost of land in coming up with the total cost to build an operational unit. If we can have a long term lease of the land instead of buying the land (or lease with an option to buy) then the capital cost of building an operational unit can be lowered by about a million dollars, and therefore the amount of capital used will be less, as set forth in theS-1. With our acquisition and expansion strategy we plan to buy the land on which the existing gasoline stations are built and thus will be quite close in comparison to buying land and building an operational unit. In this situation also if we buy an existing gasoline station with a lease on the land (we will not buy unless it is a long term lease) then our cost of acquisition will go down accordingly.

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10. In response to comment 23 of our letter dated December 23, 2013, we note the sources you provided as support in Exhibit A of your response letter dated January 17, 2014. However, we were unable to verify the last two bulleted statements in (10) Natural Gas Vehicles for America. Furthermore, we note several additional cites to external reports and findings that were not addressed in Exhibit A and remain unsubstantiated. For examples, please see cited facts on page 30 referring to the HANA Engineering study and the Inner Mongolia report. We reissue comment 23 in relation to all referenced sources within this section that remain unsubstantiated. Alternatively, please delete any statements for which you do not have proper support.

**RESPONSE:**

We took out the last two bulleted statements in (10) and made the changes to the second amended S-1 accordingly. Following is the Japanese web site on HANA Engineering along with the English translation. We changed the text a bit since it address a LPG instead of LNG vs. CNG and gasoline.

Inner Mongolia report was provided to us by Chinese associates but we cannot find the citations for them. We especially won't be able to find the English citations. Therefore we have deleted that statement from our amended S-1.

Exhibit A

**Natural Gas Vehicles for America**

Under the section "Growth in NG as a Transportation Fuel," found on page 44 of the Registration Statement, the following language was generated from language and statistical information found on the Natural Gas Vehicles for America's website:

- Currently, transit vehicles (buses, taxis, airport shuttles) are the largest users of NG;
- The fastest growing NG vehicle (NGV) segment is waste collection and transfer vehicles;
- NGV Global, the international NGV body, estimates there will be more than 50 million NG vehicles worldwide within the next ten years, or about 9% of the world transportation fleets.

The specific web address supporting the statements is below:

[http://www.ngvc.org/about\\_ngv/](http://www.ngvc.org/about_ngv/)

<http://www.hanaeng-japan.com/page31nenpihikaku.html>

Certain Relationships and Related Transactions, page 39

11. We note your response to comment 26 in our letter dated December 23, 2013 and your statement that the company has not used or been affiliated with a promoter. Please refer to the definition of Promoter in Rule 405 of the Securities Act and tell us why you do not believe that the individuals listed on page F-9, and who received founders' shares, are not promoters and why disclosure under Item 404(c) of Regulation S-K is not required.

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**RESPONSE:**

According to Rule 405 of the securities act of 1933 and Rule 12b-c under the Securities of 1934 definition of the "promoter" includes the founders and organizers and can be defined as such. Therefore we made the following disclosure in our second amended S-1 under "Certain Relationships and Related Transactions."

**"Mr. I Andrew Weeraratne is a founder and an organizer of the company and as such need to disclose any relavent transactions that Mr. Weeraratne will have with the company. Mr. Weeraratne has received no compensation as a founder except the opportunity to buy its founding shares at par value."**

**"Mr. Eugene Nichols is a founder and an organizer of the company and as such need to disclose any relavent transactions that Mr. Eugene Nichols will have with the company. Mr. Eugene Nichols has received no compensation as a founder except the opportunity to buy its founding shares at par value."**

Mr. James New Chairman of the, Robert Sanford Chief Financial Officer and Bo Engberg Director were not founders or organizers. They were given the opportunity to purchase shares at par value due to their services to the company in respective capacities. Therefore we did not make disclosure on them in our second amended S-1.

Part II

Information Not Required in Prospectus, page 45

Recent Sales of Unregistered Securities, page 45

12. Please update to disclose the shares of Class A common stock issued in November 2013.

**RESPONSE:**

Done

Further, the Company acknowledges that:

- Should the Commission or the staff, acting pursuant to delegated authority, declare the filing effective, it does not foreclose the Commission from taking any action with respect to the filing;
- The action of the Commission or the staff, acting pursuant to delegated authority, in declaring the filing effective, does not relieve the company from its full responsibility for the adequacy and accuracy of the disclosure in the filing; and
- The Company may not assert staff comments and the declaration of effectiveness as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States.

Very Truly Yours,

/s/ I. Andrew Weeraratne

I. Andrew Weeraratne  
Chief Executive Officer

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