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

FORM 10-K

☒ **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the Fiscal Year Ended December 31, 2013
Or
☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the Transition Period from ______ to ______

Commission File Number 814-00175

BROADLEAF CAPITAL PARTNERS, INC.
(Exact name of registrant as specified in its charter)

Nevada	**86-0490034**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification No.)**
3887 Pacific Street	
Las Vegas, Nevada	**89121**
(Address of principal executive offices)	**(Zip Code)**

(702) 650-3000
(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act: None

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

Title of each class:	**Name of each exchange on which registered:**
Common Stock, $.001 par value	**Over-the-Counter**

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

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

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to

Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☐ No ☐

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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer ☐ Accelerated filer ☐

Non-accelerated filer ☒ Smaller reporting company ☐
(Do not check if a smaller reporting company)

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

The approximate aggregate market value of the voting and non-voting common equity held by non-affiliates of the registrant was $751,940 as of September 30, 2013 (the last business day of the registrant's most recently completed third fiscal quarter).

As of March 10, 2014, the registrant had 167,097,874 shares of Common Stock outstanding.

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PART I

ITEM 1. DESCRIPTION OF BUSINESS

OVERVIEW

Broadleaf Capital Partners, Inc., a Nevada corporation (the Company), incorporated February 1984, has continued with its restructuring and plans expansion through the ongoing development of its available operations, and other business opportunities. The Company sold Pipeline Nutrition U.S.A. Inc., one of its two active subsidiaries. The Company retains Sustained Release, Inc. The company is actively seeking new business opportunities to invest in that are cash flow positive and could benefit from exposure to the Companies public markets.

BUSINESS STRATEGY

The Company continually seeks and evaluates investment opportunities that have the potential of earning reasonable returns. The Company has in the past, and may again in the future, raise capital specifically for the purpose of permitting it to make an investment that the company believes is attractive. The services of Corporate Strategy Consultants have been retained as well, to aid the Board in development and implementation of growth prospects The Company is currently incorporating these new investment opportunities as subsidiaries which can grow under the public parent and eventually be spun off as their own independently traded public companies . This is all with the aim of conservative growth during slow economic times - through slightly-levered transactions built on a strong equity base.

The Company also continues to look to create shareholder value through joint-ventures with for one or more members of the Private Equity or Venture Capital Communities or a Merchant Bank. Identifying and developing each new business opportunity may require the Company to dedicate certain amounts of financial resources, management attention, and personnel, with no assurance that these expenditures will be recouped. Similarly, the selection of companies will depend upon a determination of whether a company offers a viable business plan, an acceptable likelihood of success, and future profitability involves inherent risk and uncertainty.

ITEM 1A. *RISK FACTORS*

An investment in our Common Stock is highly speculative, involves a high degree of risk and should be considered only by those persons who are able to afford a loss of their entire investment. In evaluating our business, prospective investors should carefully consider the following risk factors in addition to the other information included in this Annual Report.

RISKS RELATED TO OUR BUSINESS DURING SLOW ECONOMIC ACTIVITY

Our business environment including potential real estate projects are running at an extremely slow economic pace and may continue to do so for the foreseeable future. Our prospects must be considered within that framework and in light of the risks, expenses, delays, problems and difficulties frequently encountered in the re-establishment of a business. As such, we face risks and uncertainties relating to our ability to successfully implement our business plan.

WE HAVE AN ACCUMULATED DEFICIT AND MAY CONTINUE TO HAVE LOSSES IN THE FUTURE, WHICH COULD HAVE A NEGATIVE IMPACT ON OUR OPERATIONS

Since inception, we have generated an accumulated deficit of $14,029,261 as of December 31, 2013. We are increasing development, growth and acquisition activity which will result in increased expenses which could result in additional losses in the next 12 months. These losses could continue until such time, as we are able to generate sufficient revenues to finance our operations and the costs of continuing expansion. As of December 31, 2013, we had cash and cash equivalents of $7,045.

OUR AUDITORS ISSUED A GOING CONCERN OPINION WHICH MEANS WE MAY NOT BE ABLE TO ACHIEVE OUR OBJECTIVES AND MAY HAVE TO SUSPEND OR CEASE OPERATIONS.

Our auditors issued a going concern opinion for the fiscal years ended December 30, 2013 and December 31, 2012. This means that there is substantial doubt that we can continue as an ongoing business without additional financing and/or generating profits. If we cannot raise additional capital or generate sufficient revenues to operate profitably, we may have to suspend or cease operations. If that occurs, you will
Lose your investment.

WE MAY NEED TO RAISE ADDITIONAL FUNDS IN THE FUTURE FOR OUR OPERATIONS AND IF WE ARE UNABLE TO SECURE SUCH FINANCING, WE MAY NOT BE ABLE TO SUPPORT OPERATIONS.

Future events, including the problems, delays, expenses and difficulties frequently encountered by growing companies, may lead to cost and expense increases that could make our revenues insufficient to support our operations and business plans. We may seek additional capital, including an offering of our equity securities, an offering of debt securities or obtaining financing through a bank or other entity. We have not established a limit as to the amount of debt we may incur nor have we adopted a ratio of our equity to a debt allowance. If we need to obtain additional financing, there is no assurance that financing will be available from any source, that it will be available on terms acceptable to us, or that any future offering of securities will be successful.

We may seek additional financing which may result in the issuance of additional shares of our common stock and/or rights to acquire additional shares of our common stock. The issuance of our common stock in connection with such financing may result in substantial dilution to the existing holders of our common stock who do not have anti-dilution rights. Those additional issuances of our common stock would result in a reduction of an existing holder's percentage interest in Broadleaf Capital Partners, Inc.. Our business, financial condition and results of operations could suffer adverse consequences if we are unable to obtain additional capital when needed.

OUR COMMON STOCK MAY BE AFFECTED BY LIMITED TRADING VOLUME AND MAY FLUCTUATE SIGNIFICANTLY.

There has been a limited public market for our common stock, and an active trading market for our common stock may not develop. As a result, this could reduce our shareholders' ability to sell our common stock in short time periods, or possibly at all. Our common stock has experienced, and is likely to experience in the future, significant price and volume fluctuations which could reduce the market price of our common stock without regard to our operating performance. In addition, we believe that factors such as quarterly fluctuations in our financial results and changes in the overall economy or the condition of the financial markets could cause the price of our common stock to fluctuate substantially.

OUR COMMON STOCK IS DEEMED A "PENNY STOCK," WHICH MAY MAKE IT MORE DIFFICULT FOR INVESTORS TO RESELL THEIR SHARES DUE TO SUITABILITY REQUIREMENTS.

The Securities and Exchange Commission or SEC has adopted regulations which generally define “penny stock” to be an equity security that has a market price of less than $5.00 per share, subject to specific exemptions. The market price of our common stock on the Bulletin Board has been substantially less than $5.00 per share and therefore we are currently considered a “penny stock” according to SEC rules. This designation requires any broker-dealer selling these securities to disclose certain information concerning the transaction, obtain a written agreement from the purchaser and determine that the purchaser is reasonably suitable to purchase the securities. These rules limit the ability of broker-dealers to solicit purchases of our common stock and therefore reduce the liquidity of the public market for our shares.

NEVADA LAW AND OUR CERTIFICATE OF INCORPORATION MAY PROTECT OUR DIRECTORS FROM CERTAIN TYPES OF LAWSUITS WHICH COULD RESULT IN LIABILITY FOR INFE AND NEGATIVELY IMPACT OUR LIQUIDITY OR OPERATIONS.

Nevada law provides that our officers and directors will not be liable to us or our stockholders for monetary damages for all but certain types of conduct as officers and directors. Our Bylaws permit us broad indemnification powers to all persons against all damages incurred in connection with our business to the fullest extent provided or allowed by law. These exculpation provisions may have the effect of preventing stockholders from recovering damages against our officers and directors caused by their negligence, poor judgment or other circumstances. The indemnification provisions may require us to use our limited assets to defend our officers and directors against claims, including claims arising out of their negligence, poor judgment, or other circumstances.

SINCE WE HAVE NOT PAID ANY DIVIDENDS ON OUR COMMON STOCK AND DO NOT INTEND TO DO SO IN THE FORESEEABLE FUTURE, A PURCHASER OF OUR COMMON STOCK WILL ONLY REALIZE AN ECONOMIC GAIN ON HIS OR HER INVESTMENT FROM AN APPRECIATION, IF ANY, IN THE MARKET PRICE OF OUR COMMON STOCK.

We have never paid, and have no intentions in the foreseeable future to pay, any cash dividends on our common stock. Therefore an investor in our common stock, in all likelihood, will only realize a profit on his investment if the market price of our common stock increases in value.

IF WE FAIL TO MAINTAIN AN EFFECTIVE SYSTEM OF INTERNAL CONTROLS, WE MAY NOT BE ABLE TO ACCURATELY REPORT OUR FINANCIAL RESULTS. AS A RESULT, CURRENT AND POTENTIAL STOCKHOLDERS COULD LOSE CONFIDENCE IN OUR FINANCIAL REPORTING, WHICH COULD HARM OUR BUSINESS AND THE TRADING PRICE OF OUR COMMON STOCK.

We are subject to reporting obligations under the U.S. securities laws. The Securities and Exchange Commission as required by Section 404 of the Sarbanes-Oxley Act of 2002, adopted rules requiring every public company to include a management report on such company's internal controls over financial reporting in its annual report, which contains management's assessment of the effectiveness of the company's internal controls over financial reporting. In addition, an independent registered public accounting firm must attest to and report on management's assessment of the effectiveness of the company's internal controls over financial reporting. These requirements may first apply to our annual report on Form 10-KSB for the fiscal year ending December 31, 2013. Our management may conclude that our internal controls over our financial reporting are not effective. Moreover, even if our management concludes that our internal controls over financial reporting are effective, our independent registered public accounting firm may still decline to attest to our management's assessment or may issue a report that is qualified if they are not satisfied with our controls or the level at which our controls are documented, designed, operated or reviewed, or if it interprets the relevant requirements differently from us.

Our reporting obligations as a public company will place a significant strain on our management, operational and financial resources and systems for the foreseeable future. If we fail to timely achieve and maintain the adequacy of our internal controls, we may not be able to conclude that we have effective internal controls over financial reporting at a reasonable assurance level. Moreover, effective internal controls over financial reporting are necessary for us to produce reliable financial reports and are important to help prevent fraud. As a result, our failure to achieve and maintain effective internal controls over financial reporting could result in the loss of investor confidence in the reliability of our financial statements, which in turn could harm our business and negatively impact the trading price of our common stock. Furthermore, we anticipate that we will incur considerable costs and use significant management time and other resources in an effort to comply with Section 404 and other requirements of the Sarbanes-Oxley Act. As of the date of this prospectus we do not have an estimate of the costs to the company of compliance with the Act.

We are preparing for compliance with Section 404 by strengthening, assessing and testing our system of internal controls to provide the basis for our report. The process of strengthening our internal controls and complying with Section 404 is expensive and time consuming, and requires significant management attention. We cannot be certain that these measures will ensure that we will maintain adequate controls over our financial processes and reporting in the future. Furthermore, as we rapidly grow our business, our internal controls will become more complex and will require significantly more resources to ensure our internal controls overall remain effective. Failure to implement required new or improved controls, or difficulties encountered in their implementation, could harm our operating results or cause us to fail to meet our reporting obligations. If we or our auditors discover a material weakness, the disclosure of that fact, even if quickly remedied, could reduce the market's confidence in our financial statements and harm our stock price.

INVESTORS IN OUR SECURITIES MAY SUFFER DILUTION.

The issuance of shares of our common stock, or shares of our common stock underlying warrants, options or preferred stock will dilute the equity interest of existing stockholders who do not have anti-dilution rights and could have a significant adverse effect on the market price of our common stock. The sale of our common stock acquired at a discount could have a negative impact on the market price of our common stock and could increase the volatility in the market price of our common stock. We may seek additional financing which may result in the issuance of additional shares of our common stock and/or rights to acquire additional shares of our common stock. The issuance of our common stock in connection with such financing may result in substantial dilution to the existing holders of our common stock who do not have anti-dilution rights. Those additional issuances of our common stock would result in a reduction of an existing holder's percentage interest in Broadleaf Capital Partners, Inc.. Our business, financial condition and results of operations could suffer adverse consequences if we are unable to obtain additional capital when needed.

ITEM 2. DESCRIPTION OF PROPERTY

The Company's principal executive and administrative offices are located at 3887 Pacific Street, Las Vegas, Nevada 89121, where the Company occupies approximately 500 square feet of leased office space. The Company currently does not have to pay rent through a non binding month to month agreement with its current interim president Mike King.

ITEM 3. LEGAL PROCEEDINGS

The Company currently has no open or pending legal proceedings. In addition management is unaware of any pending situations that could eventually lead to legal proceedings. All prior legal proceedings have been settled and the Company currently still has two liabilities outstanding with the total amounts due recorded as liabilities in the included financial statements.

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

The Company did not submit any matters to a vote of its security holders during the fiscal years covered by this report.

PART II

ITEM 5. MARKET FOR COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND SMALL BUSINESS ISSUER PURCHASES OF EQUITY SECURITIES

The common stock of the Company is quoted on the OTC Bulletin Board. The following table sets forth the range of high and low bid prices during each quarter for the years ended December 31, 2012 through December 31, 2013. The over-the- counter market quotations may reflect inter-dealer prices, without retail market-up, markdown or commission and may not represent actual transactions. The market information was obtained from Allstock.com (BigCharts) and from Standard & Poors Comstock.

Year Ended December 31, 2012	High	Low
Quarter 1	0.016	0.001
Quarter 2	0.005	0.001
Quarter 3	0.010	0.001
Quarter 4	0.009	0.004
Year Ended December 31, 2013	**High**	**Low**
Quarter 1	0.031	0.003
Quarter 2	0.005	0.003
Quarter 3	0.005	0.002
Quarter 4	0.008	0.003

RECORD HOLDERS

There is only one class of common stock. As of December 31, 2013, there were approximately 3,500 shareholders of record for the Company's common stock and a total of 167,097,874 shares of common stock issued and outstanding.

The holders of common stock are entitled to one vote per share of common stock on all matters to be vote on by the stockholders. There are no cumulative voting rights. Subject to preferences that may be applicable to any outstanding preferred stock, the holders of common stock are entitled to receive dividends, if any, as may be declared by the board of directors out of funds legally available for dividends. In the event of a liquidation, dissolution or winding up, the holders of common stock are entitled to share ratably in the net assets remaining after payment in full of all liabilities, subject to the prior rights of preferred stock, if any, then outstanding. There are no redemption or sinking fund provisions applicable to the common stock.

DIVIDENDS

The Company has never paid cash dividends on its common stock. The declaration and payment of dividends is within the discretion of the Company's board of directors and will depend, among other factors, on earnings and debt service requirements as well as the operating and financial condition of the Company. At the present time, the Company's anticipated working capital requirements are such that it intends to follow a policy of retaining earnings in order to finance the development of its business. Accordingly, the Company does not expect to pay a cash dividend within the foreseeable future.

RECENT SALES OF UNREGISTERED SECURITIES

The following is a description of unregistered securities sold by the Company from January 1, 2012 through December 31 2013 including the date sold, the title of the securities, the amount sold, the identity of the person who purchased the securities, the price or other consideration paid for the securities, and the section of the Securities Act of 1933 under which the sale was exempt from registration as well as the factual basis for claiming such exemption.

- On March 2, 2012 we issued 6,052,949 shares of common stock to Upton Development Corp. as interest payments in lieu of cash on notes owed by the Company. This issuance was intended to be exempt from the registration requirements pursuant to Section 4(2) of the Securities Act of 1933 and Rule 506 promulgated under Regulation D.
- On March 12, 2012 we issued 5,000,000 shares of common stock to Steven R. Peacock as interest payments in lieu of cash on notes owed by the Company. This issuance was intended to be exempt from the registration requirements pursuant to Section 4(2) of the Securities Act of 1933 and Rule 506 promulgated under Regulation D.
- On March 12, 2012 we issued 6,000,000 shares of common stock to Virginia L. Roberts Trust as interest payments in lieu of cash on notes owed by the Company. This issuance was intended to be exempt from the registration requirements pursuant to Section 4(2) of the Securities Act of 1933 and Rule 506 promulgated under Regulation D.
- On March 12, 2012 we issued 5,625,000 shares of common stock to Donna Steward as financial consulting compensation for her non board services. This issuance was intended to be exempt from the registration requirements pursuant to Section 4(2) of the Securities Act of 1933 and Rule 506 promulgated under Regulation D.

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

The following is a discussion of certain factors affecting Registrant's results of operations, liquidity and capital resources. You should read the following discussion and analysis in conjunction with the Registrant's consolidated financial statements and related notes that are included herein under Item 7 below.

CAUTIONARY STATEMENTS FOR PURPOSES OF THE SAFE HARBOR PROVISIONS OF THE PRIVATE SECURITIES LITIGATION REFORM ACT OF 1995.

The statements contained in the section captioned Management's Discussion and Analysis of Financial Condition and Results of Operations which are historical are "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities

Exchange Act of 1934, as amended. These forward-looking statements represent the Registrant's present expectations or beliefs concerning future events. The Registrant cautions that such forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Registrant to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Such factors include, among other things, the uncertainty as to the Registrant's future profitability; the uncertainty as to the demand for Registrant's services; increasing competition in the markets that Registrant conducts business; the Registrant's ability to hire, train and retain sufficient qualified personnel; the Registrant's ability to obtain financing on acceptable terms to finance its growth strategy; and the Registrant's ability to develop and implement operational and financial systems to manage its growth.

The following discussion and analysis should be read in conjunction with the audited financial statements and notes thereto appearing elsewhere in this annual report on Form 10-K.

Plan of Operation

The Company intends to operate its business primarily through its parent company, as described above, as well as entities that may be formed or acquired in the future.

			For the years ended 12/31/2013	12/31/2012
	Revenues	$	8,467	$633
1)	Officer Wages		9,000	9,000
2)	Professional Fees		10,250	38,682
3)	Administrative		26,744	84,808
	Interest expense		0	(9,490)
4)	Debt Forgiveness		46,871	138,238
5)	Realized Gain on Investment		139,050	927,318
	Other Income(Expense)		10,000	0
	NET INCOME		$158,394	$924,209

1) Salaries, Wages & Personnel Costs are for the principal executive officers as noted above.
2) Professional Fees include bookkeeping, accounting, auditing and legal fees incurred in conjunction with the Company's public filings processes as well for occasional external help with day-to-day operations, as the Company has not hired its permanent accounting or legal staff. Additional Consulting fees occur on reviewing potential merger candidates.
3) All Other expenses include travel, entertainment, supplies, postage and other General & Administrative expenses incurred in the day to day operations of the Company.
4) Settlement of liabilities .
5) Realized gain on sale of Canyon Shadows limited partnership 2012
realized gain on sale of Pipeline subsidiary 2013

Results of Operations 2013-2012

Analysis of the calendar years ended December 31, 2013 through calendar years ended December 31, 2012.

Revenues

For the year ended December 31, 2013, revenues were approximately $8,467 compared to $633 for the year ended December 31, 2012, increasing by $7,834. During this time investment income stopped as a result of the sale of the Canyon Shadows investment. The 2012 income was our last regular service fee and the $8,467 in 2013 was a distribution of excess funds.

G & A Expenses

G&A expense decreased to $36,543 for the year ended December 31, 2013 from $130,836 for the year ended December 31, 2012, a decrease of $94,293. The decreases in G&A were caused by heavy start up expenses for the start up subsidiary Pipeline Nutrition USA, Inc. which totaled $46,749 in 2012 and were zero in 2013. Additionally the company recorded decreased professional fees of $28,432 from due diligence cost associated with reviewing potential investments during the 2012 period. The remainder of the expenses was all considered normal small business operating expenses associated with operations.

Other income and expenses

Other items decreased to a net income of $195,921 for the year ended December 31, 2013 from a net income of $1,056,066 for the year ended December 31, 2012, resulting in a total net item decrease of $860,145. The 2012 gain on the sale of the Canyon Shadows investment was $927,318 and there were liabilities settled creating additional debt forgiveness income of $138,238 in 2012 as well. We had income from the sale of our subsidiary Pipeline Nutrition U.S.A. Inc. of $139,050 as well as additional debt forgiveness of $46,871.

Net income (loss)

Net Income decreased to $195,921 for the year ended December 31, 2013 from net income of $924,209 for the year ended December 31, 2012, a decrease of $728,288. The decrease was mostly related to a realized gain on investment and debt forgiveness income noted above along with a cut back in general and administrative expenses in 2013.

Liquidity and Capital Resources 2013-2012

Analysis of the calendar years ended December 31, 2013 through calendar years ended December 31, 2012.

On December 31, 2013 the Company had total assets of $307,045 compared to $219,642 on December 31, 2012 an increase of $87,403. The Company had total liabilities of $27,701 on December 31, 2013 compared to $98,692 on December 31, 2012 a decrease of $70,991. The Company had a total stockholders' equity of $279,344 on December 31, 2013 compared to a stockholders' equity of $120,950 on December 31, 2012 an increase of $158,394. The Company’s small increase in assets resulted from the cash held for operations after the sale of their investment generated enough profit and cash flow to pay off the bulk of their 2011 liabilities and increase the shareholder accounts from a deficit to a small equity. The Company has also incurred some new liabilities to cover the review of new opportunities to reposition its current investments as possible down payments on new income opportunities to be used in conjunction with the Net Tax Operating Losses to provide a stable cash flow and operating base.

Additional investment avenues are also being reviewed as alternatives to cover the remaining debt structure of the Company. The Company feels it can maintain its current operating levels out of remaining cash until new joint venture opportunities can be found without seeking dilutive additional funding.

RECENT ACCOUNTING PRONOUNCEMENTS

See Note 2 to the consolidated financial statements in Part 1 of this Annual Report on Form 10-K for information related to new accounting pronouncements.

OFF-BALANCE SHEET ARRANGEMENTS

We do not have any off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that are material to our investors.

I TEM 8. FINANCIAL STATEMENTS

As used herein, the term "Company" refers to Broadleaf Capital Partners, Inc., a Nevada corporation, and its subsidiaries and predecessors unless otherwise indicated. Consolidated, audited, condensed financial statements including a balance sheet for the Company as of the years ended December 31, 2013 and December 31, 2012 and audited statements of income, cash flows and changes in shareholders' equity up to the date of such balance sheets and the comparable period of the preceding year are attached hereto as Pages 13 through 32 and are incorporated herein by this reference.

John Scrudato CPA
7 Valley View Drive
Califon, New Jersey 07830
908-534-0008

Report of Independent Registered Public Accounting Firm

Board of Directors and Stockholders
Broadleaf Capital Partners, Inc.

We have audited the accompanying balance sheet of Broadleaf Capital Partners, Inc. and subsidiaries ("the Company") as of December 31, 2013 and 2012, and the related statements of operations, stockholders' equity, and cash flows for the years ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with the 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 financial statements are free of material misstatement. The Company is not required to have, nor were we engaged to perform, an audit of its internal controls 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 also includes examining, on a
test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion based on our audit, the financial statements referred to above present fairly, in all material respects, the financial position of Broadleaf Capital Partners,, Inc. and subsidiaries as of December 31, 2013 and 2012, and the results of its operations and its cash flows for the years then ended, in conformity with accounting principles generally accepted in the United States.

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 3, the Company has incurred significant losses since inception of $14,029,261. This and other factors raise substantial doubt about the Company's ability to continue as a going concern. Management's plans in regard to these matters are also discussed in Note 3. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

/s/ John Scrudato CPA
Califon, New Jersey
March 3, 2014

BROADLEAF CAPITAL PARTNERS, INC.
Consolidated Balance Sheets

		12/31/13 Audited		12/31/12 Audited
ASSETS				
CURRENT ASSETS				
Cash	$	7,045	$	94,642
Notes receivable current portion		135,000		0
TOTAL CURRENT ASSETS		142,045		94,642
OTHER ASSETS - Note Receivable		165,000		125,000
TOTAL ASSETS	$	307,045	$	219,642
LIABILITIES AND EQUITY				
CURRENT LIABILITIES				
Accounts payable and accrued expenses	$	14,951	$	51,821
Accrued interest		0		16,488
Notes payable - current portion		12,750		30,383
TOTAL CURRENT LIABILITIES		27,701		98,692
LONG-TERM DEBT - None		0		0
TOTAL LIABILITIES		27,701		98,692
COMMITMENTS AND CONTINGENCIES (Note 8)				
BROADLEAF CAPITAL PARTNERS, INC.(BDLF) SHAREHOLERS' EQUITY				
Preferred Stock 100,000,000 authorized at $0.001 par value; shares issued and outstanding December 31, 2013 and 2012 were 0.		0		0
Common Stock 250,000,000 authorized at $0.001 par value; shares issued and outstanding December 31, 2013 and 2012 were 167,097,874.		167,098		167,098
Additional paid-in capital		14,141,507		14,141,507
Accumulated deficit		(14,029,261)		(14,187,655)
TOTAL EQUITY		279,344		120,950
TOTAL LIABILITIES, AND EQUITY	$	307,045	$	219,642

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

BROADLEAF CAPITAL PARTNERS, INC.
Consolidated Statements of Operations

	For the Years Ended 12/31/13 Audited	12/31/12 Audited
REVENUES	$ 8,467	$ 633
OPERATING EXPENSES	36,543	130,836
NET INCOME(LOSS) FROM OPERATIONS	(28,076)	(130,203)
OTHER INCOME (EXPENSE)		
Realized Gain on Sale of Investment	139,050	927,318
Debt Forgiveness	46,871	138,238
Interest income	10,000	0
Interest expense	0	(9,490)
TOTAL OTHER INCOME (EXPENSE)	195,921	1,056,066
INCOME (LOSS) FROM CONTINUING OPERARION BEFORE INCOME TAXES	167,845	925,863
Income taxes	(9,451)	(1,654)
NET INCOME (LOSS)	$ 158,394	$ 924,209
BASIC INCOME (LOSS) PER SHARE		
Basic Income (Loss) Per Share	0.001	0.006
BASIC & DILUTED WEIGHTED AVERAGE NUMBER OF SHARES OUTSTANDING	167,097,874	163,318,216

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

BROADLEAF CAPITAL PARTNERS, INC.
Consolidated Statements of Cash Flows

		For the Years Ended		
		12/31/13		12/31/12
		Audited		Audited
CASH FLOWS FROM OPERATING ACTIVITIES				
Net income (loss) from continuing operations	$	158,394	$	924,209
Adjustments to reconcile net loss to net cash				
used by operating activities:				
Common stock issued for services		0		42,000
Gain on sale of investment		0		(927,318)
Increase (decrease) in accounts payable /accrued expenses		(36,870)		(117,466)
Increase (decrease) in accrued interest		(16,488)		(196,461)
Increase (decrease) in judgments' payable		0		(39,372)
NET CASH USED IN OPERATING ACTIVITIES		105,036		(314,408)
CASH FLOWS FROM INVESTING ACTIVITIES				
Proceeds from sale of investment		0		952,285
NET CASH PROVIDED (USED) IN INVESTING ACTIVITIES		0		952,285
CASH FLOWS FROM FINANCING ACTIVITIES				
Payments on notes payable		0		(430,192)
Extinguishment of debt		(30,383)		0
Issuance of notes payable		12,750		0
Issuance of note receivable		(175,000)		(125,000)
NET CASH PROVIDED BY FINANCING ACTIVITIES	$	(192,633)	$	(555,192)
NET DECREASE IN CASH		(87,597)		82,685
CASH, BEGINNING OF PERIOD		94,642		11,957
CASH, END OF PERIOD		7,045		94,642

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

BROADLEAF CAPITAL PARTNERS, INC.
Consolidated Statements of Cash Flows (Continued)

	For the Years Ended 12/31/13 Audited	12/31/12 Audited
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION		
Interest paid	$ 0	$ 2,459
Income taxes paid	$ 0	$ 0
SUPPLEMENTAL DISCLOSURE OF NON-CASH ACTIVITIES		
Common stock issued in conversion of debts and accrued interest and judgements	$ 0	$ 180,964
Common stock issued for services	$ 0	$ 42,000
Foregiveness of debts included as income	$ 46,871	$ 138,238
Common stock issued for judgement settlements	$ 837	$ 19,262

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

BROADLEAF CAPITAL PARTNERS, INC.
Consolidated Statements of Shareholders' Equity (Deficit)
For the years ended December 31, 2013 and 2012
"Audited"

		Preferred stock Shares	Amount	Common Stock Shares	Amount	Additional Paid in Capital	Accumulated Deficit	Total
Balance	31-Dec-11	0	$ 0	142,419,925	$ 142,420	$ 13,913,959	$ (15,111,864)	$ (1,045,485)
Common Stock Issued for services		0	0	4,500,000	4,500	37,500	0	42,000
Common Stock Issued for Debt Settlements		0	0	18,177,949	18,178	182,048	0	200,226
Net income for the year ended December 31, 2012		0	0	0	0	0	924,209	924,209
Balance	31-Dec-12	0	0	165,097,874	165,098	14,133,507	(14,187,655)	120,950
Net income for the year ended December 31, 2013		0	0	0	0	0	158,394	158,394
Balance	31-Dec-13	0	$ 0	165,097,874	$ 165,098	$ 14,133,507	$ (14,029,261)	$ 279,344

"The accompanying notes are an integral part of these consolidated financial Statements"

NOTE 1 - RECENT COMPANY BACKGROUND

Broadleaf Capital Partners, Inc. (the Company), is a Nevada company. In November of 2013 the Company formed a wholly owned subsidiary Sustained Release, Inc. Although a private placement memorandum was done in December 2013, no funds were raised during the reporting period. On December 30, 2013 the Company sold a wholly owned subsidiary Pipeline Nutrition U.S.A. Inc. to a related party. Our financial statements presented here have been restated to reflect this event for both periods presented.

NOTE 2 - SIGNIFICANT ACCOUNTING POLICIES

This summary of significant account policies of the Company is presented to assist in understanding the Company's financial statements. The financial statements and the notes are the representation of the Company's management, who are responsible for their integrity and objectivity. These accounting policies conform to U.S. generally accepted accounting principles ("US GAAP") and have been consistently applied in the preparation of the financial statements.

Basis of Presentation

The Consolidated Financial Statements include the accounts of the Company and its majority-owned and wholly-owned subsidiaries. All significant intercompany account balances, transactions, profits and losses have been eliminated.

Principles of Consolidation

The financial statements include the accounts of Broadleaf Capital Partners, Inc. and its subsidiaries. Intercompany transactions and balances have been eliminated. Equity investments through which we exercise significant influence over but do not control the investee and are not the primary beneficiary of the investee's activities are accounted for using the equity method where applicable. Investments through which we are not able to exercise significant influence over the investee and which do not have readily determinable fair values are accounted for under the cost method where applicable.

Use of Estimates

The preparation of financial statements in conformity with US GAAP requires management to make estimates and assumptions that affect reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Fair Value of Financial Instruments

For certain of the Company's financial instruments, including cash and cash equivalents, accounts receivable, and accounts payable, the carrying amounts approximate fair value due to their short maturities.

Revenue Recognition

The Company ASC No. 605 of the FASB Accounting Standards Codification for revenue recognition. The Company recognizes revenue when it is realized or realizable and earned. The Company considers revenue realized or realizable and earned when all of the following criteria are met: (i) persuasive evidence of an arrangement exists, (ii) the sales price is fixed or determinable, and (iii) collectability is reasonably assured.

Cash and Cash Equivalents

Cash comprise cash in hand and cash held on demand with banks. The Company considers all highly liquid investments with original maturities of 90 days or less to be cash equivalents. Cash equivalents are carried at cost, which approximates market value. Cash and cash equivalents comprise of the non-interest bearing checking accounts in US Dollars.

Accounts Receivables, Net

Accounts receivable represent amounts due from customers on product and other sales. These accounts receivable, which are reduced by an allowance for doubtful accounts, are recorded at the invoiced amount and do not bear interest. The Company evaluates the collectability of its accounts receivable based on a combination of factors, including whether sales were made pursuant to letters of credit. In cases where management is aware of circumstances that may impair a specific customer's ability to meet its financial obligations, management records a specific allowance against amounts due, and reduces the net recognized receivable to the amount the Company believes will be collected. For all other customers, the Company maintains an allowance that considers the total receivables outstanding, historical collection rates and economic trends. Accounts are written off when all efforts to collect have been exhausted.

Stock Based Compensation

When applicable, the Company will account for stock-based payments to employees in accordance with ASC 718, "Stock Compensation" ("ASC 718"). Stock-based payments to employees include grants of stock, grants of stock options and issuance of warrants that are recognized in the consolidated statement of operations based on their fair values at the date of grant.

The Company accounts for stock-based payments to non-employees in accordance with ASC 505-50, "Equity-Based Payments to Non-Employees." Stock-based payments to non-employees include grants of stock, grants of stock options and issuances of warrants that are recognized in the consolidated statement of operations based on the value of the vested portion of the award over the requisite service period as measured at its then-current fair value as of each financial reporting date.

The Company calculates the fair value of option grants and warrant issuances utilizing the Binomial pricing model. The amount of stock-based compensation recognized during a period is based on the value of the portion of the awards that are ultimately expected to vest. ASC 718 requires forfeitures to be estimated at the time stock options are granted and warrants are issued to employees and non-employees, and revised, if necessary, in subsequent periods if actual forfeitures differ from those estimates. The term "forfeitures" is distinct from "cancellations" or "expirations" and represents only the unvested portion of the surrendered stock option or warrant. The Company estimates forfeiture rates for all unvested awards when calculating the expense for the period. In estimating the forfeiture rate, the Company monitors both stock option and warrant exercises as well as employee termination patterns. The resulting stock-based compensation expense for both employee and non-employee awards is generally recognized on a straight-line basis over the period in which the Company expects to receive the benefit, which is generally the vesting period.

Property, Plant and Equipment

Property, plant and equipment are recorded at cost less accumulated depreciation. Expenditures for major additions and improvements are capitalized. As property and equipment are sold or retired, the applicable cost and accumulated depreciation are removed from the accounts and any resulting gain or loss thereon is recognized as operating expenses.

Depreciation is calculated using the straight-line method over the estimated useful lives or, in the case of leasehold improvements, the term of the related lease, including renewal periods, if shorter. Estimated useful lives are as follows:

Buildings	40 years
Equipment	5-15 years

The Company reviews property, plant and equipment and all amortizable intangible assets for impairment whenever events or changes in circumstances indicate that the carrying amount of these assets may not be recoverable. Recoverability is based on estimated undiscounted cash flows. Measurement of the impairment loss, if any, is based on the difference between the carrying value and fair value.

Impairment of Long-Lived Assets and Amortizable Intangible Assets

The Company follows ASC 360-10, *"Property, Plant, and Equipment,"* which established a *"primary asset"* approach to determine the cash flow estimation period for a group of assets and liabilities that represents the unit of accounting for a long-lived asset to be held and used. Long-lived assets to be held and used are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. The carrying amount of a long-lived asset is not recoverable if it exceeds the sum of the undiscounted cash flows expected to result from the use and eventual disposition of the asset. Long-lived assets to be disposed of are reported at the lower of carrying amount or fair value less cost to sell.

Intangible Assets - Goodwill

The excess of the purchase price over net tangible and identifiable intangible assets of business acquired is carried as Goodwill on the balance sheet. Goodwill is not amortized, but instead is assessed for impairment at least annually and upon the occurrence of certain triggering events or substantive changes in circumstances that indicate that the fair value of goodwill may be impaired.
Measurement of the impairment loss, if any, is based on the difference between the carrying value and fair value of reporting unit. The goodwill impairment test follows a two-step process. In the first step, the fair value of a reporting unit is compared to its carrying value. If the carrying value of a reporting unit exceeds its fair value, the second step of the impairment test is performed for purposes of measuring the impairment. In the second step, the fair value of the reporting unit is allocated to all of the assets and liabilities of the reporting unit to determine an implied goodwill value. If the carrying amount of the reporting unit's goodwill exceeds the implied fair value of goodwill, an impairment loss will be recognized in an amount equal to that excess. There were no material impairments to the carrying value of long-lived assets and intangible assets subject to amortization during the years ended December 31, 2013, and 2012.

Business segments

ASC 280, *"Segment Reporting"* requires use of the *"management approach"* model for segment reporting. The management approach model is based on the way a company's management organizes segments within the company for making operating decisions and assessing performance. The Company determined it has one operating segment as of December 31, 2013 and December 31, 2012.

Acquisitions

The Company recognizes the assets acquired, the liabilities assumed, and any non-controlling interest in the acquiree at the acquisition date, measured at their fair values as of that date. Contingent purchase consideration is recorded at fair value at the date of acquisition. Any excess purchase price over the fair value of the net assets acquired is recorded as goodwill. Within one year from the date of acquisition, the Company may update the value allocated to the assets acquired and liabilities assumed and the resulting goodwill balances as a result of information received regarding the valuation of such assets and liabilities that was not available at the time of purchase. Measuring assets and liabilities at fair value requires the Company to determine the price that would be paid by a third party market participant based on the highest and best use of the assets or interests acquired. Acquisition costs are expensed as incurred.

Fair Value Measurements

For certain financial instruments, including accounts receivable, accounts payable, interest payable, advances payable and notes payable, the carrying amounts approximate fair value due to their relatively short maturities.

On January 1, 2008, the Company adopted ASC 820-10, *"Fair Value Measurements and Disclosures."* ASC 820-10 defines fair value, and establishes a three-level valuation hierarchy for disclosures of fair value measurement that enhances disclosure requirements for fair value measures. The carrying amounts reported in the consolidated balance sheets for receivables and current liabilities each qualify as financial instruments and are a reasonable estimate of their fair values because of the short period of time between the origination of such instruments and their expected realization and their current market rate of interest. The three levels of valuation hierarchy are defined as follows:

Level 1 inputs to the valuation methodology are quoted prices for identical assets or liabilities in active markets.

Level 2 inputs to the valuation methodology include quoted prices for similar assets and liabilities in active markets, and inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the financial instrument.

Level 3 inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The Company did not identify any non-recurring assets and liabilities that are required to be presented in the balance sheets at fair value in accordance with ASC 815.

In February 2007, the FASB issued ASC 825-10 *"Financial Instruments."* ASC 825-10 permits entities to choose to measure many financial assets and financial liabilities at fair value. Unrealized gains and losses on items for which the fair value option has been elected are reported in earnings. ASC 825-10 is effective as of the beginning of an entity's first fiscal year that begins after November 15, 2007. The Company adopted ASC 825-10 on January 1, 2008. The Company chose not to elect the option to measure the fair value of eligible financial assets and liabilities.

Income Taxes

Deferred income taxes are provided using the liability method whereby deferred tax assets are recognized for deductible temporary differences and operating loss and tax credit carryforwards, and deferred tax liabilities are recognized for taxable temporary differences. Temporary differences are the differences between the reported amounts of assets and liabilities and their tax bases. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or all of the deferred tax assets will not be realized. Deferred tax assets and liabilities are adjusted for the effects of the changes in tax laws and rates of the date of enactment.

When tax returns are filed, it is highly certain that some positions taken would be sustained upon examination by the taxing authorities, while others are subject to uncertainty about the merits of the position taken or the amount of the position that would be ultimately sustained. The benefit of a tax position is recognized in the financial statements in the period during which, based on all available evidence, management believes it is more likely than not that the position will be sustained upon examination, including the resolution of appeals or litigation processes, if any. Tax positions taken are not offset or aggregated with other positions. Tax positions that meet the more-likely-than-not recognition threshold are measured as the largest amount of tax benefit that is more than 50 percent likely of being realized upon settlement with the applicable taxing authority. The portion of the benefits associated with tax positions taken that exceeds the amount measured as described above is reflected as a liability for unrecognized tax benefits in the accompanying balance sheets along with any associated interest and penalties that would be payable to the taxing authorities upon examination.

Applicable interest and penalties associated with unrecognized tax benefits are classified as additional income taxes in the statements of operations.

Borrowings

Borrowings are recognized initially at cost which is the fair value of the proceeds received, net of transaction costs incurred. In subsequent periods, borrowings are stated at amortized cost using the effective yield method; any difference between fair value of the proceeds (net of transaction costs) and the redemption amount is recognized as interest expense over the period of the borrowings.

Provisions

Provisions are recognized when the Company has a present legal or constructive obligation as a result of past events, and it is probable that an outflow of resources will be required to settle the obligation, and a reliable estimate of the amount can be made. Where the Company expects a provision to be reimbursed, for example under an insurance contract, the reimbursement is recognized as a separate asset but only when the reimbursement is virtually certain.

The Company recognizes the estimated liability to repair or replace products sold still under warranty at the balance sheet date. This provision is calculated based on past history of the level of repairs and replacements.

Legal Matters

The Company currently and from time to time is involved in litigation incidental to the conduct of the business. The damages claimed in some of this litigation are substantial. Based on an internal review, the Company accrues reserves using management's best estimate of the probable and reasonably estimable contingent liabilities. The management does not currently believe that any of these legal claims incidental to the conduct of the business, individually or in the aggregate, will result in liabilities material to the combined financial position, results of operations or cash flows. However, if such estimates related to these contingent liabilities are incorrect, the future results of operations for year could be materially adversely affected.

Special Purpose Entities

The Company does not have any off-balance sheet financing activities.

Net Income per Share

The Company computes net income (loss) per share in accordance with ASC 260-10, *"Earnings Per Share."* The basic net loss per common share is computed by dividing the net loss by the weighted average number of common shares outstanding. Diluted net loss per share gives effect to all dilutive potential common shares outstanding during the period using the *"as if converted"* basis. For the years months ended December 31, 2013, and 2012 there were no potential dilutive securities.

Common Stock

There is currently only one class of common stock. Each share common stock is entitled to one vote. The authorized number of common stock of Broadleaf Capital Partners, Inc. at December 31, 2013 was 250,000,000 thousand shares with a par value per share of $0.001. Authorized shares that have been issued and fully paid amounted to 167,097,874 as of December 31, 2013 and 2012.

Preferred Stock

On November 16, 2013, the Company's Board of Directors authorized the issuance of Preferred stock of 100,000,000 with a par value of $0.001 per share. The terms of these shares will be determined upon issuance.. The Company has not issued any shares as of December 31, 2013.

Reclassifications

Certain reclassifications have been made to prior year balances to conform to the current year presentation.

Comprehensive Income

Comprehensive income represents net income plus the change in equity of a business enterprise resulting from transactions and circumstances from non-owner sources. The Company's comprehensive income equal net income for the years ended December 31, 2013, and 2012.

NOTE 3 – RECENT ACCOUNTING PRONOUNCEMENTS

No. 2013-01, January 2013, Balance Sheet(Topic 210): The amendments in this Update affect entities that have derivatives accounted for in accordance with Topic 815, including bifurcated embedded derivatives, repurchase agreements and reverse repurchase agreements, and securities borrowing and securities lending transactions that are either offset in accordance with Section 210-20-45 or Section 815-10-45 or subject to an enforceable master netting arrangement or similar agreement. Entities with other types of financial assets and financial liabilities subject to a master netting arrangement or similar agreement also are affected because these amendments make them no longer subject to the disclosure requirements in Update 2011-11.

NOTE 3 - GOING CONCERN

As reported in the consolidated financial statements, the Company has an accumulated deficit of $14,029,261 as of December 31, 2013 and has cash flow constraints with a current revenue stream. These trends have been consistent for the past few years, respectively.

These factors create uncertainty about the Company's ability to continue as a going concern. The ability of the Company to continue as a going concern is dependent on the Company obtaining adequate capital to fund operating losses until it becomes profitable. If the Company is unable to obtain adequate capital it could be forced to cease operations.

In order to continue as a going concern, develop and generate revenues and achieve a profitable level of operations, the Company will need, among other things, additional capital resources. Management's plans to obtain such resources for the Company include raising additional capital through sales of common stock, and entering into acquisition agreements with profitable entities with significant operations. In addition, management is continually seeking to streamline its operations and expand the business through a variety of industries, including real estate and financial management. However, management cannot provide any assurances that the Company will be successful in accomplishing any of its plans.

The ability of the Company to continue as a going concern is dependent upon its ability to successfully accomplish the plans described in the preceding paragraph and eventually secure other sources of financing and attain profitable operations. The accompanying consolidated financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.

NOTE 4 - EARNINGS PER SHARE

The following table sets forth the information used to compute basic and diluted net income per share attributable to BDLF for the years ended December 31:

	12/31/2013	12/31/2012
Net Income (Loss)	$ 158,394	$ 924,209
Weighted-average common shares outstanding basic:		
Weighted-average common stock	167,097,874	163,318,216
Equivalents		
Stock options	-	-
Warrants	-	-
Convertible Notes	-	-
Weighted-average common shares outstanding- Basic & Diluted	167,097,874	163,318,216

NOTE 5 - FIXED ASSETS

Fixed assets consist of the following:

For the Periods Ended,	12/31/2013	12/31/2012
Furniture and fixtures	$ 0	$ 0
Computers and software	3,500	3,500
Other equipment	400	400
	3,900	3,900
Accumulated depreciation	3,900	3,900
Current depreciation expense	0	0
	3,900	3,900
Net fixed assets	$ 0	$ 0

NOTE 6 - RELATED PARTY TRANSACTIONS

The Company occasionally pays for operating expenses of the partnerships and is reimbursed as funds become available to the company. Additionally, the Company uses 500 square feet of office space from its Interim President rent free. There are no commitments attached to this space.

During December of this year the Company sold its working wholly owned subsidiary Pipeline Nutrition U.S.A. Inc. which has had consecutive net loss years to its current CFO and the management of Pipeline. The Company will realize a gain of $139,050 on the transaction in addition receiving potential royalties from the company after the note receivable is paid based on a pre determined formula.

Pipeline currently owes the Company $325,000 from this transaction after an initial $5,000 payment.

The company agreed to set up short term notes payable to the board for unpaid fees during 2013. A short term note was issued to Donna Steward for $3,000 and Charles Snipe for $750 with a state 8% interest rate. In addition the Company agreed to set a short term note payable to President Mike King for his 2013 salary of $9,000 under the same terms.

NOTE 7 – NOTES PAYABLE

Notes payable consist of the following for the periods ended;	12/31/2013	12/31/2012
Promissory note from a related party dated December 30, 2013 with an interest rate stated at 8%. Interest and principal due at maturity December 30, 2014.	$ 9,000	$ 0
Debentures at 10%, unsecured, were to be convertible into common shares at the option of the holder, all debentures are currently in default. This loan was written off in 2013.	0	10,383
Promissory note from a related party dated December 30, 2013 with an interest rate stated at 8%. Interest and principal due at maturity December 30, 2014.	3000	0
Short term unsecured working capital demand notes, with stated interest rate of 10%. Reclassified back into notes payable after the Company confirmed status during the last fiscal audit of the 2010 year-end. This loan was written off in 2013.	0	20,000
Promissory note from a related party dated December 30, 2013 with a interest rate stated at 8%. Interest and principal due at maturity December 30, 2014.	750	0
Total Notes Payable	12,750	30,383
Less Current Portion	12,750	30,383
Long Term Notes Payable	$ 0	$ 0
The aggregate principal maturities of notes payable are as follows: All are classified as short term by the Company. During these periods, the Company was in default on two notes payable. The note holders have not taken any legal action against the Company as permitted by the agreements. Accrued interest on these notes totaled:	$ 0	$ 16,488

NOTE 8 - COMMITMENTS AND CONTINGENCIES

The company current has no commitments or contingencies that require reporting.

NOTE 9 – SUBSEQUENT EVENTS

None.

NOTE 10 - NOTES RECEIVABLE

During 2013 the company sold its working subsidiary Pipeline Nutrition U.S.A. Inc. to a related party and delayed the collection of a note receivable from December 31, 2013 until December 31, 2014 in exchange for increasing the note to $135,000. In addition to delaying on the collection of their note the Company will receive $165,000 in total, $5,000 in February 2014 and the balance of $160,000 at March 1, 2015. This note has an 8% stated interest rate payable upon maturity of the note. Additionally the Company will receive royalties from all future Pipeline sales at an agreed upon formula after payments of the note.

NOTE 11 – INCOME TAXES

The Company, a C-corporation, accounts for income taxes under ASC Topic 740 (SFAS No. 109) Under this method, deferred tax assets and liabilities are determined based on differences between the financial reporting and tax bases of assets and liabilities and are measured using the enacted tax rates and laws that will be in effect when the differences are expected to reverse. Valuation allowances are established when necessary to reduce deferred tax assets to the amount expected to be realized.

The Company adopted the provisions of FASB ASC 740-10 "*Uncertainty in Income Taxes*" (ASC 740-10), on January 1, 2007. The Company has not recognized a liability as a result of the implementation of ASC 740-10. A reconciliation of the beginning and ending amount of unrecognized tax benefits has not been provided since there is no unrecognized benefit since the date of adoption. The Company has not recognized interest expense or penalties as a result of the implementation of ASC 740-10. If there were an unrecognized tax benefit, the Company would recognize interest accrued related to unrecognized tax benefits in interest expense and penalties in operating expenses.

Currently the Company has projected $14,029,261 as of December 31, 2013 in Net Loss Operating Loss carryforwards available. The benefits of the potential tax savings will be recognized in the financial statements upon the acquisition or development of revenue source to apply against these losses. The company recognizes that the Internal Revenue Service has the final determination of the NOL available going forward and that amount may be significantly different from that recorded to date.

The net operating loss carry forwards for federal income tax purposes will expire between 2014 and 2029. Generally, these can be carried forward and applied against future taxable income at the tax rate applicable at that time. We are currently using a 35% effective tax rate for our projected available net operating loss carryforward. However, as a result of potential stock offerings and stock issuance in connection with potential acquisitions, as well as the possibility of the Company not realizing it's business plan objectives and having future taxable income to offset, the Company's use of these NOLs may be limited under the provisions of Section 382 of the Internal Revenue Code of 1986, as amended. The Company is in the process of evaluating the implications of Section 382 on its ability to utilize some or all of its NOLs.

Components of Net Operating Loss and Valuation allowance are as follows:

Net deferred tax assets consist of the following components as of

	12/31/2013	12/31/2012
Deferred tax assets:		
Beginning NOL Carryover	14,029,261	14,187,655
Adjusted Taxable Income(loss)	851,928	851,928
Valuation allowance	0	0
Ending NOL Carryover	13,177,333	13,335,727
Tax Benefit Carryforward	4,480,293	4,534,147
Valuation allowance	(4,480,293)	(4,534,147)
Net deferred tax asset	0	0
Net Valuation Allowance	(4,480,293)	(4,534,147)

In accordance with FASB ASC 740 "Income Taxes", valuation allowances are provided against deferred tax assets, if based on the weight of available evidence, some or all of the deferred tax assets may or will not be realized. The Company has evaluated its ability to realize some or all of the deferred tax assets on its balance sheet and has established a valuation allowance in the amount of $4,480,293 at December 31, 2013 and $4,534,147 at December 31, 2012. The allowance is calculated as equal to the full potential tax benefit of the December 31, 2013 NOL value of $14,029,261.

Item 9. Changes In and Disagreements with Accountants on Accounting and Financial Disclosure.

We have had no disagreements on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedures with any of our accountants for the year ended December 31, 2012 or any interim period. We have not had any other changes in nor have we had any disagreements, whether or not resolved, with our accountants on accounting and financial disclosures during our recent fiscal year or any later interim period.

Item 9A. Controls and Procedures.

Evaluation of Disclosure Controls and Procedures

We maintain disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934, as amended (the "Exchange Act") that are designed to be effective in providing reasonable assurance that information required to be disclosed in our reports under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the Securities and Exchange Commission (the " SEC"), and that such information is accumulated and communicated to our management to allow timely decisions regarding required disclosure.

In designing and evaluating disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable, not absolute assurance of achieving the desired objectives. Also, the design of a control system must reflect the fact that there are resource constraints and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty and that breakdowns can occur because of simple error or mistake. The design of any system of controls is based, in part, upon certain assumptions about the likelihood of future events and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions.

As of the end of the period covered by this report, we carried out an evaluation, under the supervision and with the participation of management, including our chief executive officer and principal financial officer, of the effectiveness of the design and operation of our disclosure controls and procedures. Based upon that evaluation, management concluded that our disclosure controls and procedures are effective as of December 31, 2013 to cause the information required to be disclosed by us in reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods prescribed by SEC, and that such information is accumulated and communicated to management, including our chief executive officer and principal financial officer, as appropriate, to allow timely decisions regarding required disclosure.

Evaluation of and Report on Internal Control over Financial Reporting

Management is responsible for establishing and maintaining adequate internal control over financial reporting of the Company. Management, with the participation of our principal executive officer and principal financial officer, has evaluated the effectiveness of our internal control over financial reporting as of December 31, 2013 based on the criteria established in Internal Control – Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on this evaluation, because of the Company's limited resources and limited number of employees, management concluded that, as of December 31, 2013, our internal control over financial reporting is not effective in providing reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with U.S. generally accepted accounting principles.

To mitigate the current limited resources and limited employees, we rely heavily on direct management oversight of transactions, along with the use of legal and accounting professionals. As we grow, we expect to increase our number of employees, which will enable us to implement adequate segregation of duties within the internal control framework. This annual report does not include an attestation report of the company's registered public accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation by the company's registered public accounting firm pursuant to temporary rules of the SEC that permit the company to provide only management's report in this annual report.

Changes in Internal Control over Financial Reporting

There was no change in our internal controls over financial reporting identified in connection with the requisite evaluation that occurred during our last fiscal quarter that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

Limitations

Our management, including our Principal Executive Officer and Principal Financial Officer, does not expect that our disclosure controls or internal controls over financial reporting will prevent all errors or all instances of fraud. A control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance that the control system's objectives will be met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within our company have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of simple error or mistake. Controls can also be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of the controls. The design of any system of controls is based in part upon certain assumptions about the likelihood of future events, and any design may not succeed in achieving its stated goals under all potential future conditions. Over time, controls may become inadequate because of changes in conditions or deterioration in the degree of compliance with policies or procedures. Because of the inherent limitation of a cost-effective control system, misstatements due to error or fraud may occur and not be detected.

The Company has resolved a number of prior material deficiencies recorded in prior years and has appointed T.W. Owen as its chief financial officer in August of 2013 to increase the separation of control functions within the Company and allow for greater financial statement management. During the course of our audit we noted the following significant deficiencies.

Because of the Company's small number of people and its inherent limitations, internal control over financial reporting still may not prevent or detect misstatements. Therefore, even those systems determined
to be effective can provide only reasonable assurance of achieving their control objectives.

The Company does not have an audit committee or an independent audit committee financial expert. While not being legally obligated to have an audit committee or independent audit committee financial expert, it is the management’s view that to have an audit committee, comprised of independent board members, and an independent audit committee financial expert is an important entity-level control over the Company’s financial statements.

A significant deficiency is a deficiency, or a combination of deficiencies, in internal control over financial reporting that is less severe than a material weakness, yet important enough to merit attention by those responsible for oversight of the company’s financial reporting A material weakness is a deficiency (within the meaning of the Public Company Accounting Oversight Board (PCAOB) auditing standard 5) or combination of deficiencies in internal control over financial reporting such that there is a reasonable possibility that a material misstatement of the Company’s annual or interim financial statements will not be prevented or detected on a timely basis. Management has determined that a material weakness exists due to the items stated above, resulting from the Company’s limited resources and personnel.

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

Directors and Officers

The following sets forth the names and ages of all of our directors and executive officers as of the date of this annual report. Also provided herein is a brief description of the business experience of each director and executive officer during the past five years and an indication of directorships held by each director in other companies subject to the reporting requirements under the Federal securities laws. All of the directors will serve until the next annual meeting of shareholders and until their successors are elected and qualified, or until their earlier death, retirement, resignation or removal. There are no arrangements or understandings between any director or executive officer and any other person pursuant to which the director or executive officer was selected.

The following persons constitute all of the Company's Executive Officers and Directors:

NAME	AGE	POSITION
J. Michael King	75	President
T.W. Owen	65	CFO
Donna Steward	72	Director
Charles Snipes	92	Director
Robert Anderson	52	Director

The Company's Bylaws currently authorize up to 13 directors. Each director is elected for one year at the annual meeting of stockholders and serves until the next annual meeting or until a successor is duly elected and qualified. Executive officers serve at the discretion of our board of directors. There are no family relationships among any of the directors and executive officers.

J. Michael "Mike" King

Mike and his company Princeton Research, specialize in the creation, development, and promotion of business ventures that serve either a social or economic purpose. A 1960 graduate of the Wharton School of the University of Pennsylvania, Michael has spent nearly 30 years on Wall Street as broker, trader, and principle of his own companies. Before New York, he co-founded the Imperial Battery Company in Lynchburg, Virginia and worked for Amco-Teledyne where he engineered the design and operation of industrial plants for companies such as International Shoe. Michael has always maintained a progressive vision for the future, evidenced by his founding of the Tuskegee Mills textile factory in Tuskegee, Alabama where he was the first business owner in the American South to hire black women.

A former member of the New York Mercantile Exchange and the Chicago Board of Trade, Michael founded his own firm, King Commodity Services, before managing several high-profile accounts on Wall Street, including the Bunker Hunt account, while working for the likes of E.F. Hutton, Shearson Lehman, and Anglo American. After placing 2nd and 5th respectively in the 1990 and 1991 United States Investing Championship, he became a partner at ZimLev, Inc., a company which generated $90 million in equity, managed $1 billion in assets, and was a top ten performer between 1992 and 1995.

In 1997 Michael moved to Las Vegas and founded Princeton Research, Inc., registering soon after with Morgan Fuller Capital of San Francisco. Since 1999 Michael and Princeton have published a daily, and now weekly market letter providing on-point analysis of fundamental economic data and investment advice to an extensive network of analysts, investors, and traders across the world.

Donna M. Steward

Donna M. Steward has over 37 years of experience in the banking industry in credit management and managing operations both domestic and international. Having worked in various management positions within that industry. She has maintained a long working relationship with her clients with that "extra attention" to achieve success. Ms. Steward has her own Mortgage Company since1995, consulting and negotiating with banks. Ms. Steward is a licensed real estate broker and insurance broker in the State of California. Ms Steward is very active in the local community and serves on several boards. Currently she is on the board of Storage Suites America (SSUA-OTC) as well as a number of privately held companies.

Charles Snipes

Born in Arizona, raised in Southern California, product of the local school system. Graduated from UCLA in Business and Accounting. Spent 5 years in the Navy during World War II. Involved in various business firms as employee, manager, and owner for 25 years. From 1973 to 1993, when he sold the business, President of an internal oil service company, with offices in 20 states and 16 foreign countries. Since 1993, he has been involved in various aspects of the self-storage business, as well as serving on several Boards in a consulting capacity.

T.W. Owen

Owen has over 35 years experience business experience as listed here. 2010 – 2013 Free-lance consultant assisting start-ups,
2007 – 2010 COO - Metabolic Research, Inc. publicly traded nutritional manufacturer. 1981 – 2007 Entrepreneur & marketing & management consultant (Built & sold several small businesses and assisted startup companies and "turnarounds"), 1978 – 1981 COO Universal Commerce Data Corp – (founded international database company), 1970- 1978 Entrepreneur & marketing & management consultant (Built & sold several small businesses and assisted startup companies and "turnarounds") and 1968 – 1970 Motorola (Conducted state of the art solid state R & D programs)

Robert Anderson

Mr. Anderson graduated from San Diego State University, 1981. Mr. Anderson started Product Brokers International directly out of college He has since worked overseas and in the United States on a broad range of projects from international seafood importer, investment and energy credits, and an offset trading company. In the late 90's he worked with American Lighting, a privately owned energy conservation company helping companies navigate the utilities industry. Mr. Anderson is the founder of PowerTec Marketing which is now a wholly-owned subsidiary of the Right Answer Solutions and is presently the President/CEO of Right Answer Solution, a consulting firm.

Code of Ethics

As revised in August 2011, the Board of Directors adopted a Code of Ethics for Senior Financial Officers. The Code of Ethics was adopted pursuant to the requirements of the Sarbanes-Oxley Act of 2002 and the rules and regulations of the Securities and Exchange Commission there under. A copy of the Code of Ethics will be made available upon request at no charge. Requests should be directed in writing to the Company at 3887 Pacific Street, Las Vegas, Nevada 89121.

Compliance with Section 16(a) of the Exchange Act

Section 16(a) of the Securities Exchange Act of 1934, as amended, requires each of the Company's directors and executive officers, and any beneficial owner of more than 10 percent of the Company's common stock, to file reports with the SEC. These include initial reports and reports of changes in the individual's beneficial ownership of the Company's common stock. Such persons are also required by SEC regulations to furnish the Company with copies of such reports.

Audit Committee and Audit Committee Financial Expert

The Company does not have a separately-designated standing audit committee established in accordance with Section 3(a)(58)(A) of the Exchange Act, or a committee performing similar functions. The board of directors has determined that the Company does not have an audit committee financial expert serving on the board. The Company does not have an audit committee financial expert because it has been unable to attract and compensate an individual with the necessary skills to serve in such role. The Company intends to identify and appoint a financial expert when possible.

ITEM 11. EXECUTIVE COMPENSATION

SUMMARY COMPENSATION TABLE

NAME AND PRINCIPAL	YEAR	ANNUAL COMPENSATION	POSITION	Long Term Compensation
J. Michael King	2013	$ 9,000	President	

Narrative Disclosure to Summary Compensation Table

Salary described in the Summary Compensation Table consists of cash payments and accrued amounts owed to such named executive officers as of December 31, 2013. The Company does not have any other forms of compensation arrangements nor has the Company paid such named executive officers any additional compensation. There are no bonus plans, stock awards, option awards, non-equity incentive plans, non-qualified deferred compensation plans or other compensation programs, and there are no outstanding unexercised options, unvested stocks or equity incentive plan awards as of December 31, 2013.

Employment Agreements
The Company does not have any employment agreements with its executive officers. Our executive officers are employees-at-will and, therefore, may be terminated at any time, with or without cause, and with no severance award owed to them.

Director Compensation
The Company's directors do not receive cash compensation for their services on the board of directors. There is a fee payable of $250 per meeting plus non-employee directors are reimbursed for out-of-pocket expenses associated with attending Company meetings and otherwise fulfilling their duties as directors. All unpaid fees have been accrued by the company through December 31, 2013.

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

The following table sets forth, as of December 31, 2013, the number and percentage of outstanding shares of common stock which, according to the information supplied to us, were beneficially owned by (i) each current director, (ii) each current executive officer, (iii) all current directors and executive officers as a group, and (iv) each person who, to our knowledge, is the beneficial owner of more than 5% of our outstanding common stock. Except as otherwise indicated, the persons named in the table below have sole voting and dispositive power with respect to all shares beneficially owned, subject to community property laws (where applicable).

Class Type	Beneficial owner Name	Title	Address	Amount of Ownership	Ownership Percentage
Common Stock	J. Michael King	Officer	3887 Pacific Street . Las Vegas, NV 89146	15,050,000	9.00%
Common Stock	Donna Steward	Director	3887 Pacific Street . Las Vegas, NV 89146	9,425,000	5.62%
Common Stock	Charles Snipes	Director	3887 Pacific Street . Las Vegas, NV 89146	1,800,000	1.08%
Common Stock	T.W. Owen	Officer	3887 Pacific Street . Las Vegas, NV 89146	0	*
Common Stock	Robert Anderson	Director	6290 Severin Dr. La Mesa, CA 91942	11,450,000	6.83%
			Total as Group	37,725,000	22.53%

* denotes less than one percent

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

Certain Relationships and Related Transactions
When the Company is contemplating entering into any transaction in which any executive officer, director, nominee or any family member of the foregoing would have any direct or indirect interest, regardless of the amount involved, the terms of such transaction have to be presented to the full board of directors (other than any interested director) for approval. The board has not adopted a written policy for related party transaction review but when presented with such transaction, they are discussed by the full board of directors and documented in the board minutes.

During the fiscal years ended December 31, 2012 and December 31, 2013, the Company engaged in the following transactions with a related person:

The Company occasionally pays for operating expenses of the partnerships and is reimbursed as funds become available to the company. Additionally, the Company uses 500 square feet of office space from its Interim President rent free. There are no commitments attached to this space.

During December of this year the Company sold its working wholly owned subsidiary Pipeline Nutrition U.S.A. Inc. which has had consecutive net loss years to its current CFO and the management of Pipeline. The Company will realize a gain of $139,050 on the transaction in addition receiving potential royalties from the company after the note receivable is paid.

Pipeline currently owes the Company $325,000 from this transaction after an initial payment of $5000. T.W. Owen has personally guaranteed Pipeline obligations to the Company.

The company agreed to set up short term notes payable to the board for time spent working during 2013. A short term note was issued to Donna Steward for $3,000 and Charles Snipe for $750 with a state 8% interest rate. In addition the Company agreed to set a note payable to President Mike King for his 2013 salary of $9,000 under the same terms.

Director Independence
Our board of directors affirmatively determines the independence of each director and nominee for election as a director in accordance with guidelines it has adopted, which include all elements of independence set forth in NASDAQ Rule 4200(a)(15). Based on this standard, the board of directors has determined that it currently has no members who qualify as “independent.”

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

Audit Fees

The aggregate fees billed for each of the last three fiscal years for professional services rendered by the principal accountant for our audit of annual consolidated financial statements and reviews of our interim consolidated financial statements included in our Form 10-Q and Form 10-K or services that are normally provided by the accountant in connection with statutory and regulatory filings or engagements for those fiscal years was:

Audit Fees 2012 $14,000

Audit Fees 2013 $10,000

Audit-Related Fees
None.

Tax Fees
None.

All Other Fees
None.

Audit Committee Policies and Procedures
As of the date of this Annual Report, the Company does not have an established audit committee. The appointment of John Scrudato CPA was approved by the Board of Directors as the principal auditors for the Company. There are no board members that are considered to have significant financial experience. When independent directors with the appropriate financial background join the board, the board plans to establish an audit committee, which will then adopt an appropriate charter and pre-approval policies and procedures in connection with services to be rendered by the independent auditors.

ITEM 15. EXHIBITS, REPORTS ON FORM 8-K AND FINANCIAL STATEMENT SCHEDULES

(a) Exhibits

The Pipeline sale agreement is attached hereto as Exhibit number 1.

Exhibits required to be attached by Item 601 of Regulation S-B are listed in the Index to Exhibits and are incorporated herein by this reference.

(b) Reports on Form 8-K.

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The following reports on Form 8-K were filed during the period covered by this
Form 10-KSB:

August 22, 2013 - ITEM 5.02 DEPARTURE OF PRINCIPAL OFFICERS APPOINTMENT OF PRINCIPAL OFFICERS

December 4, 2013 - ITEM 2.01 ACQUISITION OR DISPOSAL OF ASSETS

EXHIBIT NO.	DESCRIPTION
1	Pipeline Sale Agreement
	ARTICLES OF INCORPORATION AND BY-LAWS
3(i)*	Articles of Incorporation as amended
3(vi)*	Bylaws
21	Subsidiaries
	CERTIFICATIONS
31.1	Rule 13a-14(a) Sarbanes-Oxley Sec. 302 certifications of Principal Executive Officer and Chief Financial Officer
31.2	Rule 13a-14(a) Sarbanes-Oxley Sec. 302 certifications of Principal Executive Officer and Chief Financial Officer
32.1	Certifications of Principal Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350
32.2	Certifications of Principal Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350

* Incorporated herein by reference from filings previously made by theCompany

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SIGNATURES

In accordance with the requirements of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, hereunto duly authorized, this 11 day of March, 2014.

Broadleaf Capital Partners, Inc.

/s/ J. Michael King

President

In accordance with the Exchange Act, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Signature	Title	Date
/s/ J. Michael King --------------------- J. Michael King	President	March 11, 2014
/s/T.W. Owen ----------------- T. W. Owen	CFO	March 11, 2014

Pipeline Nutrition, Inc. Agreement

Acquisition Agreement

This Acquisition Agreement ("Agreement") is effective as of December 31, 2013 by and between KC Quintana and T. W. Owen (collectively the "Buyers") and Broadleaf Capital Partners, Inc. ("BDLF").

General

Whereas BDLF has a wholly-owned subsidiary known as Pipeline Nutrition, Inc. ("Pipeline"); and

Whereas Pipeline owns, manufactures, and markets proprietary nutritional supplements; and

Whereas Buyers desire to acquire all outstanding Pipeline stock and interest from BDLF under terms and conditions detailed herein; and

Whereas the BDLF is willing to sell one hundred percent (100%) of Pipeline under terms detailed herein.

Now therefore, in consideration for the mutual promises, covenants, and agreements made herein, the parties, intending to be legally bound, agree as follows:

1. <u>The Exhibits.</u>

   1. Exhibit "A" Pipeline Products / Current Wholesale Prices as of 1/1/2014 (prices may change from time to time), incorporated herein by reference; and
   2. Exhibit "B" "Tsunami Strike" label as currently constituted incorporated herein by reference; and
   3. Exhibit "C" "Nexus (NXS) 850", daytime label as currently constituted incorporated herein by reference; and
   4. Exhibit "D" is a 12 month pro forma projection incorporated herein by reference.

2. <u>Financial Terms.</u> Terms of the transactions herein contemplated include:

   A. An initial payment against the outstanding BDLF loans of five thousand dollars ($5,000) shall be delivered to Mike King's office on 2/12/2014; and

   B. The balance of the principal and interest of existing BDLF loans aggregating, at maturity, to one hundred sixty thousand dollars ($160,000) shall be retired per the schedule of line number forty two (42) of Exhibit "D" attached hereto; and

   C. A single payment March 1, 2015 comprised of one hundred sixty five thousand dollars ($165,000) or the "Distribution" as illustrated in lines ninety four (94) through one hundred one (101) of Exhibit "D" whichever is greater; and

   D. Royalty payments at the rate of three percent (3.%) of the wholesale price of each and every "Pipeline Product" unit sale on or after March 1, 2014 into perpetuity; and

   E. Such royalty payments shall be made on or before the twentieth (20th) day of the following month.

3. <u>Periodic Reports.</u>

   1. Each Royalty Payment shall be accompanied by product-by-product report of the prior month's product units sold.
   2. Pipeline shall deliver to BDLF, a quarterly financial statement. Such statements are to be delivered to BDLF corporate offices within thirty (30) days of the end of any calendar quarter. The buyer's obligation to provide the subject quarterly financial statements shall cease upon completion of the aggregate payment requirements of Items 2.B and 2.C, above.

Pipeline Nutrition, Inc. Agreement

4. Delinquency. Any payment due under this Agreement not made as of the date due shall accrue interest at the rate of twelve percent (12%) compounded Daily.

5. Default. If any payment due under Item 1. A., above becomes more than ninety (90) days delinquent, BDLF has the right, but not the obligation, to declare this Agreement in Default. Should Default be declared Buyers shall cooperate in transferring Pipeline to BDLF designee(s).

6. Hold Harmless. The Parties, including their officers and Directors individually and/or collectively, shall each hold the other harmless for any and all circumstances prior to the effective date of this Agreement.

7. Personal Guarantee. T.W. Owen hereby places a personal guarantee as to specific performance on the financial terms of this Agreement.

8. Buyers & BDLF as Independent Contractors. Nothing in this Agreement will be deemed to place the parties in the relationship of employer / employee, partners, or joint venturers. Each party will be responsible for its own customary taxes and fees in relation to performance of the obligations under this Agreement.

9. Governing Law and Jurisdiction. This Agreement shall be governed by and construed under the laws of the State of Florida.

10. Entire Agreement. The parties acknowledge that this Agreement expresses their entire understanding and agreement, and that there have been no warranties, representations, covenants or understandings made by either party to the other except such as are expressly set forth in this section.

We have carefully reviewed this Agreement and agree to and accept its terms and conditions. We are executing this Agreement as of the day and year first written above.

Buyers: Quintana: ____________ Owen: ____________

Mike King for BDLF: Mike King

EXHIBIT 21

Name of Subsidiary	Jurisdiction of Incorporation
None	

In accordance with Item 601(b)(21) of regulation S-K the registrant has omitted the names of particular subsidiaries because the unnamed subsidiaries, considered in the aggregate as a single subsidiary , would not have constituted a significant subsidiary as of December 31, 2013.

EXHIBIT 31.1
PRINCIPAL EXECUTIVE OFFICER
CERTIFICATION PURSUANT TO SECTION 302
OF THE SARBANES-OXLEY ACT OF 2002

I, Michael King, certify that:

1. I have reviewed this annual report on Form 10-K of Broadleaf Capital Partners, Inc. for the twelve months ended December 31, 2013;

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

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

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

By: /s/ J. Michael King
J. Michael King
President
Date: March 12, 2014

EXHIBIT 31.2
PRINCIPAL EXECUTIVE OFFICER
CERTIFICATION PURSUANT TO SECTION 302
OF THE SARBANES-OXLEY ACT OF 2002

I, T. W. Owen, certify that:

1. I have reviewed this annual report on Form 10-K of Broadleaf Capital Partners, Inc. for the twelve months ended December 31, 2013;

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

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

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

By: /s/ T. W. Owen
T. W. Owen
Chief Financial Officer
Date: March 12, 2014

Exhibit 32.1
CERTIFICATION OF THE PRINCIPAL EXECUTIVE OFFICER
PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002
(18 U.S.C. SECTION 1350)

Pursuant to 18 U.S.C. Section 1350, as created by Section 906 of the Sarbanes-Oxley Act of 2002, the undersigned Chief Executive Officer of Broadleaf Capital Partners, Inc. (the "Company") does hereby certify, to the best of such officer's knowledge, that:

1. The Annual Report on Form 10-K of the Company for the year ended December 31, 2013 (the "Report") fully complies with the requirements of Section 13(a) or Section 15(d), as applicable, of the Securities Exchange Act of 1934, as amended; and

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

Dated: March 12, 2014

/s/ J. Michael King
J. Michael King
President

Exhibit 32.2
CERTIFICATION OF THE PRINCIPAL EXECUTIVE OFFICER
PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002
(18 U.S.C. SECTION 1350)

Pursuant to 18 U.S.C. Section 1350, as created by Section 906 of the Sarbanes-Oxley Act of 2002, the undersigned Chief Executive Officer of Broadleaf Capital Partners, Inc. (the "Company") does hereby certify, to the best of such officer's knowledge, that:

1. The Annual Report on Form 10-K of the Company for the year ended December 31, 2013 (the "Report") fully complies with the requirements of Section 13(a) or Section 15(d), as applicable, of the Securities Exchange Act of 1934, as amended; and

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

Dated: March 12, 2014

/s/ T. W. Owen
T. W. Owen
Chief Financial Officer

The certifications set forth above are being furnished as an exhibit solely pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, and shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, nor shall they be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended.
A signed original of this written statement required by Section 906, or other document authenticating, acknowledging or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to Broadleaf Capital Partners, Inc. and will be retained by Broadleaf Capital Partners, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.