

**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, 2022**

☐ Transition Report Under Section 13 or 15(D) of the Securities Exchange Act of 1934

for the transition period from _____ to _____

Commission File Number: **000-52528**

YALE TRANSACTION FINDERS, INC.

(Exact name of small Business Issuer as specified in its charter)

Delaware

(State or other jurisdiction
of incorporation or organization)

76-0736467

(IRS Employer
Identification No.)

**c/o Graubard Miller
405 Lexington Avenue, 44th Floor
New York, NY**

(Address of principal executive offices)

10174

(Zip Code)

Issuer's telephone number, including area code: **(212) 818-8800**

n/a

Former address if changed since last report

Securities registered under Section 12(b) of the Exchange Act: **None**

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

Title of each Class	Ticker Symbol	Name of each exchange on which registered
Common Stock, par value \$0.0001	YTFD	Pink Sheets

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

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

Check whether the issuer (1) 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 every Interactive Data File required to be submitted pursuant to Rule 405 and Regulation S-T (Sec. 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

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", "smaller reporting company", and emerging growth company in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer ☐ Accelerated Filer ☐ Non-Accelerated Filer ☐ Smaller Reporting Company ☒

Emerging Growth Company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

☒ Yes ☐ No

State the aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity was last sold, or the average bid and asked price of such common equity, as of the last business day of the registrant's most recently completed second fiscal quarter (June 30, 2022). No sale or bid data was available as of that date.

State the number of shares outstanding of the registrant's \$.0001 par value common stock as of the close of business on the latest practicable date (March 13, 2023): 5,199,000

Documents incorporated by reference: None.

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FORWARD LOOKING STATEMENTS

Forward-Looking Statements

This Annual Report on Form 10-K (the "Report"), including "Management's Discussion and Analysis of Financial Condition and Results of Operations" in Item 7 contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 regarding future events and the future results of Yale Transaction Finders, Inc. and its consolidated subsidiaries (the "Company") that are based on management's current expectations, estimates, projections and assumptions about the Company's business. Words such as "expects," "anticipates," "intends," "plans," "believes," "sees," "estimates" and variations of such words and similar expressions are intended to identify such forward-looking statements. These statements are not guarantees of future performance and involve risks, uncertainties and assumptions that are difficult to predict. Therefore, actual outcomes and results may differ materially from what is expressed or forecasted in such forward-looking statements due to numerous factors, including, but not limited to, those discussed in, "Management's Discussion and Analysis of Financial Condition and Results of Operations" in Item 7 and elsewhere in this Report as well as those discussed from time to time in the Company's other Securities and Exchange Commission filings and reports. In addition, such statements could be affected by general industry and market conditions. Such forward-looking statements speak only as of the date of this Report or, in the case of any document incorporated by reference, the date of that document, and we do not undertake any obligation to update any forward-looking statement to reflect events or circumstances after the date of this Report. If we update or correct one or more forward-looking statements, investors and others should not conclude that we will make additional updates or corrections with respect to other forward-looking statements.

PART I

ITEM 1. BUSINESS.

Background

Yale Transaction Finders, Inc. (the "Company") was incorporated in Delaware on August 15, 2000 as Sneeoosh Corporation. On October 20, 2000 the company filed an amended Certificate of Incorporation to change the name to Snohomish Corporation. On April 15, 2003, the Company filed a subsequent amendment to change the name to Yacht Finders, Inc. Yacht Finder's Inc. business plan was to create an online database for public buyers and yacht brokers to interface immediately with each other while capturing the benefits of targeting a larger market. On November 6, 2007, the Company discontinued its prior business and changed its business plan. The Company's business plan then consisted of exploring potential targets for a business combination through the purchase of assets, share purchase or exchange, merger or similar type of transaction. On March 22, 2022, the Company entered into and consummated a Securities Purchase Agreement (the "Purchase Agreement") with Fountainhead Capital Management Limited, a Jersey company (the "Seller"), Ironbound Partners Fund, LLC, a Delaware limited liability company, Moyo Partners, LLC, a New York limited liability company, Dakota Group, Ltd., a New York limited liability company, and Rise Capital Corp., a New York corporation (each a "Purchaser" and together, the "Purchasers"). Pursuant to the Purchase Agreement, the Seller sold to Purchasers an aggregate of 5,120,000 shares of common stock of the Company held by the Seller (the "Shares"), representing approximately 98.5% of the outstanding capital stock of the Company, for an aggregate purchase price of \$352,641. The Purchasers owned no other shares of capital stock of the Company prior to the consummation of the Purchase Agreement. On April 7, 2022, the Company filed an amendment to the Certificate of Incorporation to change the name to Yale Transaction Finders, Inc.

The Company's current business plan is to seek, investigate, and, if warranted, acquire one or more properties or businesses, and to pursue other related activities intended to enhance shareholder value. The acquisition of a business opportunity may be made by purchase, merger, exchange of stock, or otherwise, and may encompass assets or a business entity, such as a corporation, joint venture, or partnership. The Company has limited capital, and it is unlikely that the Company will be able to take advantage of more than one such business opportunity. The Company intends to seek opportunities demonstrating the potential of long-term growth as opposed to short-term earnings.

The Company's principal shareholders are in contact with broker-dealers and other persons with whom they are acquainted who are involved in corporate finance matters to advise them of the Company's existence and to determine if any companies or businesses they represent have an interest in considering a merger or acquisition with the Company. No assurance can be given that the Company will be successful in finding or acquiring a desirable business opportunity, given that limited funds are available for acquisitions, or that any acquisition that occurs will be on terms that are favorable to the Company or its stockholders.

The Company's search is directed toward enterprises that have a desire to become public corporations and that are able to satisfy or anticipate in the reasonably near future being able to satisfy, the minimum asset and other requirements in order to qualify shares for trading on one of the OTC or NASDAQ Markets or a national stock exchange (See "Investigation and Selection of Business Opportunities"). The Company anticipates that the business opportunities presented to it may (i) be recently organized with no operating history, or a history of losses attributable to under-capitalization or other factors; (ii) be experiencing financial or operating difficulties; (iii) be in need of funds to develop a new product or service or to expand into a new market; (iv) be relying upon an untested product or marketing concept; or (v) have a combination of the characteristics mentioned in (i) through (iv). The Company intends to concentrate its acquisition efforts on properties or businesses that it believes to be undervalued. Given the above factors, investors should expect that any acquisition candidate may have a history of losses or low profitability.

The Company does not propose to restrict its search for investment opportunities to any particular geographical area or industry, and may, therefore, engage in essentially any business, to the extent of its limited resources. The Company's discretion in the selection of business opportunities is unrestricted, subject to the availability of such opportunities, economic conditions and other factors.

Any entity which has an interest in being acquired by, or merging into the Company, is expected to be an entity that desires to become a public company and establish a public trading market for its securities. In connection with such a merger or acquisition, it is highly likely that an amount of stock constituting control of the Company would be issued by the Company or purchased from the current principal shareholders of the Company by the acquiring entity or its affiliates. If stock is purchased from the current shareholders, the transaction is very likely to result in substantial gains to them relative to their purchase price for such stock. In the Company's judgment, none of its officers and directors would thereby become an "underwriter" within the meaning of the Section 2(11) of the Securities Act of 1933, as amended. The sale of a controlling interest by certain principal shareholders of the Company could occur at a time when the other shareholders of the Company remain subject to restrictions on the transfer of their shares.

It is anticipated that business opportunities will come to the Company's attention from various sources, including its principal shareholders, professional advisors such as attorneys and accountants, securities broker-dealers, venture capitalists, members of the financial community, and others who may present unsolicited proposals. The Company has no current plans, understandings, agreements, or commitments with any individual for such person to act as a finder of opportunities for the Company.

The Company does not currently foresee that it would enter into a merger or acquisition transaction with any business with which its officers, directors or principal shareholders are currently affiliated. Should the Company determine in the future, contrary to foregoing expectations, that a transaction with an affiliate would be in the best interests of the Company and its stockholders, the Company is, in general, permitted by Delaware law to enter into such a transaction if:

1. The material facts as to the relationship or interest of the affiliate and as to the contract or transaction are disclosed or are known to the Board of Directors, and the Board in good faith authorizes the contract or transaction by the affirmative vote of a majority of the disinterested directors, even though the disinterested directors constitute less than a quorum; or
2. The material facts as to the relationship or interest of the affiliate and as to the contract or transaction are disclosed or are known to the stockholders entitled to vote thereon, and the contract or transaction is specifically approved in good faith by vote of the stockholders; or
3. The contract or transaction is fair as to the Company as of the time it is authorized, approved or ratified, by the Board of Directors or the stockholders.

Investigation and Selection of Business Opportunities

To a large extent, a decision to participate in a specific business opportunity may be made upon the principal shareholders' analysis of the quality of the other company's management and personnel, the anticipated acceptability of new products or marketing concepts, the merit of technological changes, the perceived benefit the Company will derive from becoming a publicly held entity, and numerous other factors which are difficult, if not impossible, to analyze through the application of any objective criteria. In many instances, it is anticipated that the historical operations of a specific business opportunity may not necessarily be indicative of the potential for the future because of the possible need to access capital, shift marketing approaches substantially, expand significantly, change product emphasis, change or substantially augment management, or make other changes. The Company will be dependent upon the owners of a business opportunity to identify any such problems which may exist and to implement, or be primarily responsible for the implementation of, required changes. Because the Company may participate in a business opportunity with a newly organized firm or with a firm which is entering a new phase of growth, it should be emphasized that the Company will incur further risks, because management in many instances will not have proved its abilities or effectiveness, the eventual market for such company's products or services will likely not be established, and such company may not be profitable when acquired.

It is anticipated that the Company will not be able to diversify, but will essentially be limited to one such venture because of the Company's limited financial resources. This lack of diversification will not permit the Company to offset potential losses from one business opportunity against profits from another and should be considered an adverse factor affecting any decision to purchase the Company's securities.

It is emphasized that the Company may affect transactions having a potentially adverse impact upon the Company's shareholders pursuant to the authority and discretion of the Company's management and board of directors to complete acquisitions without submitting any proposal to the stockholders for their consideration. Holders of the Company's securities should not anticipate that the Company will necessarily furnish such holders, prior to any merger or acquisition, with financial statements, or any other documentation, concerning a target company or its business. In some instances, however, the proposed participation in a business opportunity may be submitted to the stockholders for their consideration, either voluntarily by such directors to seek the stockholders' advice and consent or because state law so requires.

The analysis of business opportunities will be undertaken by or under the supervision of the Company's principal shareholders, who are not professional business analysts. Although there are no current plans to do so, the Company might hire outside consultants to assist in the investigation and selection of business opportunities and might pay a finder's fee. Since the Company has no current plans to use any outside consultants or advisors to assist in the investigation and selection of business opportunities, no policies have been adopted regarding use of such consultants or advisors, the criteria to be used in selecting such consultants or advisors, the services to be provided, the term of service, or regarding the total amount of fees that may be paid. However, because of the limited resources of the Company, it is likely that any such fees the Company agrees to pay would be paid in stock and not in cash. Otherwise, the Company anticipates that it will consider, among other things, the following factors:

1. Potential for growth and profitability, indicated by new technology, anticipated market expansion, or new products;
2. The Company's perception of how any particular business opportunity will be received by the investment community and by the Company's stockholders;
3. Whether, following the business combination, the financial condition of the business opportunity would be, or would have a significant prospect in the foreseeable future of becoming sufficient to enable the securities of the Company to qualify for listing on an exchange or on a national automated securities quotation system, such as OTC Markets or NASDAQ, so as to permit the trading of such securities to be exempt from the requirements of Rule 15c2-6 adopted by the Securities and Exchange Commission;
4. Capital requirements and anticipated availability of required funds, to be provided by the Company or from operations, through the sale of additional securities, through joint ventures or similar arrangements, or from other sources;
5. The extent to which the business opportunity can be advanced;

6. Competitive position as compared to other companies of similar size and experience within the industry segment as well as within the industry as a whole;

7. Strength and diversity of existing management, or management prospects that are scheduled for recruitment;

8. The cost of participation by the Company as compared to the perceived tangible and intangible values and potential; and

9. The accessibility of required management expertise, personnel, raw materials, services, professional assistance, and other required items.

In regard to the possibility that the shares of the Company would qualify for listing on one of the OTC or NASDAQ Markets or another national securities exchange, the current standards include the requirements that the issuer of the securities satisfy, among other requirements, certain minimum levels of shareholder equity, market value or net income. Many of the business opportunities that might be potential candidates for a combination with the Company may not satisfy any of the listing criteria.

Not one of the factors described above will be controlling in the selection of a business opportunity, and the Company will attempt to analyze all factors appropriate to each opportunity and make a determination based upon reasonable investigative measures and available data. Potentially available business opportunities may occur in many different industries and at various stages of development, all of which will make the task of comparative investigation and analysis of such business opportunities difficult and complex. Potential investors must recognize that, because of the Company's limited capital available for investigation, the Company may not discover or adequately evaluate adverse facts about the opportunity to be acquired.

The Company is unable to predict when it may participate in a business opportunity. Prior to making a decision to participate in a business opportunity, the Company will generally request that it be provided with written materials regarding the business opportunity containing such items as a description of products, services and company history; management resumes; financial information; available projections, with related assumptions upon which they are based; an explanation of proprietary products and services; evidence of existing patents, trademarks, or services marks, or rights thereto; present and proposed forms of compensation to management; a description of transactions between such company and its affiliates during relevant periods; a description of present and required facilities; an analysis of risks and competitive conditions; a financial plan of operation and estimated capital requirements; audited financial statements, or if they are not available, unaudited financial statements, together with reasonable assurances that audited financial statements would be able to be produced within a reasonable period of time following completion of a merger transaction; and other information deemed relevant.

As part of the Company's investigation, the Company's principal shareholders may meet personally with management and key personnel, may visit and inspect material facilities, obtain independent analysis or verification of certain information provided, check references of management and key personnel, and take other reasonable investigative measures, to the extent of the Company's limited financial resources.

It is possible that the range of business opportunities that might be available for consideration by the Company could be limited by the impact of Securities and Exchange Commission regulations regarding purchase and sale of "penny stocks." The regulations would affect, and possibly impair, any market that might develop in the Company's securities until such time as they qualify for listing on NASDAQ or on another exchange which would make them exempt from applicability of the "penny stock" regulations.

The Company believes that various types of potential merger or acquisition candidates might find a business combination with the Company to be attractive. These include acquisition candidates desiring to create a public market for their shares in order to enhance liquidity for current shareholders, acquisition candidates which have long-term plans for raising capital through the public sale of securities and believe that the possible prior existence of a public market for their securities would be beneficial, and acquisition candidates which plan to acquire additional assets through issuance of securities rather than for cash, and believe that the possibility of development of a public market for their securities will be of assistance in that process. Acquisition candidates who have a need for an immediate cash infusion are not likely to find a potential business combination with the Company to be an attractive alternative.

There are no loan arrangements or arrangements for any financing whatsoever relating to any business opportunities currently available.

Form of Acquisition

It is impossible to predict the manner in which the Company may participate in a business opportunity. Specific business opportunities will be reviewed as well as the respective needs and desires of the Company and the promoters of the opportunity and, upon the basis of that review and the relative negotiating strength of the Company and such promoters, the legal structure or method deemed by management to be suitable will be selected. Such structure may include, but is not limited to leases, purchase and sale agreements, licenses, joint ventures and other contractual arrangements. The Company may act directly or indirectly through an interest in a partnership, corporation or other form of organization. Implementing such structure may require the merger, consolidation or reorganization of the Company with other corporations or forms of business organization, and although it is likely, there is no assurance that the Company would be the surviving entity. In addition, the present management, board of directors and stockholders of the Company most likely will not have control of a majority of the voting shares of the Company following a reorganization transaction. As part of such a transaction, the Company's existing management and directors may resign and new management and directors may be appointed without any vote by stockholders.

It is likely that the Company will acquire its participation in a business opportunity through the issuance of Common Stock or other securities of the Company. Although the terms of any such transaction cannot be predicted, it should be noted that in certain circumstances the criteria for determining whether or not an acquisition is a so-called "tax free" reorganization under the Internal Revenue Code of 1986, depends upon the issuance to the stockholders of the acquired company of a controlling interest (i.e., 80% or more) of the common stock of the combined entities immediately following the reorganization. If a transaction were structured to take advantage of these provisions rather than other "tax free" provisions provided under the Internal Revenue Code, the Company's current stockholders would retain in the aggregate 20% or less of the total issued and outstanding shares. This could result in substantial additional dilution in the equity of those who were stockholders of the Company prior to such reorganization. Any such issuance of additional shares might also be done simultaneously with a sale or transfer of shares representing a controlling interest in the Company by the principal shareholders.

It is anticipated that any new securities issued in any reorganization would be issued in reliance upon exemptions, if any are available, from registration under applicable federal and state securities laws. In some circumstances, however, as a negotiated element of the transaction, the Company may agree to register such securities either at the time the transaction is consummated, or under certain conditions or at specified times thereafter. The issuance of substantial additional securities and their potential sale into any trading market that might develop in the Company's securities may have a depressive effect upon such market.

The Company will participate in a business opportunity only after the negotiation and execution of a written agreement. Although the terms of such agreement cannot be predicted, generally such an agreement would require specific representations and warranties by all of the parties thereto, specify certain events of default, detail the terms of closing and the conditions which must be satisfied by each of the parties thereto prior to such closing, outline the manner of bearing costs if the transaction is not closed, set forth remedies upon default, and include miscellaneous other terms normally found in an agreement of that type.

As a general matter, the Company anticipates that it, and/or its officers and principal shareholders will enter into a letter of intent with the management, principals or owners of a prospective business opportunity prior to signing a binding agreement. Such letter of intent will set forth the terms of the proposed acquisition but will generally not bind any of the parties to consummate the transaction. Execution of a letter of intent will by no means indicate that consummation of an acquisition is probable. Neither the Company nor any of the other parties to the letter of intent will be bound to consummate the acquisition unless and until a definitive agreement concerning the acquisition as described in the preceding paragraph is executed. Even after a definitive agreement is executed, it is possible that the acquisition would not be consummated should any party elect to exercise any right provided in the agreement to terminate it on specified grounds.

It is anticipated that the investigation of specific business opportunities and the negotiation, drafting and execution of relevant agreements, disclosure documents and other instruments will require substantial costs for accountants, attorneys and others. If a decision is made not to participate in a specific business opportunity, the costs theretofore incurred in the related investigation might not be recoverable. Moreover, because many providers of goods and services require compensation at the time or soon after the goods and services are provided, the inability of the Company to pay until an indeterminate future time may make it impossible to procure such goods and services.

In all probability, upon completion of an acquisition or merger, there will be a change in control through issuance of substantially more shares of common stock. Further, in conjunction with an acquisition or merger, it is likely that the principal shareholders may offer to sell a controlling interest at a price not relative to or reflective of a price which could be achieved by individual shareholders at the time.

Investment Company Act and Other Regulation

The Company may participate in a business opportunity by purchasing, trading or selling the securities of such business. The Company does not, however, intend to engage primarily in such activities. Specifically, the Company intends to conduct its activities so as to avoid being classified as an "investment company" under the Investment Company Act of 1940 (the "Investment Act"), and therefore to avoid application of the costly and restrictive registration and other provisions of the Investment Act, and the regulations promulgated thereunder.

Section 3(a) of the Investment Act contains the definition of an "investment company," and it excludes any entity that does not engage primarily in the business of investing, reinvesting or trading in securities, or that does not engage in the business of investing, owning, holding or trading "investment securities" (defined as "all securities other than government securities or securities of majority-owned subsidiaries") the value of which exceeds 40% of the value of its total assets (excluding government securities, cash or cash items). The Company intends to implement its business plan in a manner which will result in the availability of this exception from the definition of "investment company." Consequently, the Company's participation in a business or opportunity through the purchase and sale of investment securities will be limited.

The Company's plan of business may involve changes in its capital structure, management, control and business, especially if it consummates a reorganization as discussed above. Each of these areas is regulated by the Investment Act, in order to protect purchasers of investment company securities. Since the Company will not register as an investment company, stockholders will not be afforded these protections.

Any securities which the Company might acquire in exchange for its Common Stock are expected to be "restricted securities" within the meaning of the Securities Act of 1933, as amended (the "Act"). If the Company elects to resell such securities, such sale cannot proceed unless a registration statement has been declared effective by the U. S. Securities and Exchange Commission or an exemption from registration is available. Section 4(1) of the Act, which exempts sales of securities not involving a distribution, would in all likelihood be available to permit a private sale. Although the plan of operation does not contemplate resale of securities acquired, if such a sale were to be necessary, the Company would be required to comply with the provisions of the Act to affect such resale.

An acquisition made by the Company may be in an industry which is regulated or licensed by federal, state or local authorities. Compliance with such regulations can be expected to be a time-consuming and expensive process.

Competition

The Company expects to encounter substantial competition in its efforts to locate attractive opportunities, primarily from business development companies, venture capital partnerships and corporations, venture capital affiliates of large industrial and financial companies, small investment companies, and wealthy individuals. Many of these entities will have significantly greater experience, resources and managerial capabilities than the Company and will therefore be in a better position than the Company to obtain access to attractive business opportunities.

Employees

As of December 31, 2022, the Company had no employees.

ITEM 1A. RISK FACTORS

Smaller reporting companies are not required to provide the information required by this item.

ITEM 1B. UNRESOLVED STAFF COMMENTS

None.

ITEM 2. PROPERTIES.

As of December 31, 2022, the Company did not own or lease any properties. The Company utilizes office space, to the extent necessary, that is provided by its legal counsel free of charge.

ITEM 3. LEGAL PROCEEDINGS

As of December 31, 2022, the Company was not a party to any pending or threatened legal proceedings.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

PART II.

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

Market for Registrant's Common Equity

The Company became subject to Securities Exchange Act Reporting Requirements in October 2006. The symbol "YTFD" is assigned for our securities. There has never been any market for or trading in our stock. There can be no assurance that a highly-liquid market for our securities will ever develop.

Holders

As of December 31, 2022, there were 68 holders of record of our common stock.

Dividends

We have not paid any dividends to date and do not intend to pay any dividends prior to the completion of a business combination. The payment of cash dividends in the future will be contingent upon our revenues and earnings, if any, capital requirements, and general financial condition subsequent to completion of a business combination. The payment of any dividends subsequent to a business combination will be within the discretion of our then board of directors. It is the present intention of our board of directors to retain all earnings, if any, for use in our business operations and, accordingly, our board does not anticipate declaring any dividends in the foreseeable future.

Recent Sales of Unregistered Securities

None.

Purchases of Equity Securities

The Company has never purchased any of its equity securities.

ITEM 6. [RESERVED]

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

Overview

The Company was incorporated in Delaware on August 15, 2000 as Sneeoosh Corporation. On October 20, 2000 the company filed an amended Certificate of Incorporation to change the name to Snohomish Corporation. On April 15, 2003 the company filed a subsequent amendment to change the name to Yacht Finders, Inc. Yacht Finder's Inc. business plan was to create an online database for public buyers and yacht brokers to interface immediately with each other while capturing the benefits of targeting a larger market. On November 6, 2007, the Company discontinued its prior business and changed its business plan. On March 22, 2022, the Company entered into and consummated a Purchase Agreement with the Seller and the Purchasers. Pursuant to the Purchase Agreement, the Seller sold to Purchasers an aggregate of 5,120,000 Shares, representing approximately 98.5% of the outstanding capital stock of the Company, for an aggregate purchase price of \$352,641. The Purchasers owned no other shares of capital stock of the Company prior to the consummation of the Purchase Agreement. On April 7, 2022, the Company filed an amendment to the Certificate of Incorporation to change the name to Yale Transaction Finders, Inc.

The Company's business plan now consists of exploring potential targets for a business combination through the purchase of assets, share purchase or exchange, merger or similar type of transaction.

The Company's current business plan is to seek, investigate, and, if warranted, acquire one or more properties or businesses, and to pursue other related activities intended to enhance shareholder value. The acquisition of a business opportunity may be made by purchase, merger, exchange of stock, or otherwise, and may encompass assets or a business entity, such as a corporation, joint venture, or partnership.

Results of Operations

Year Ended December 31, 2022 Compared to December 31, 2021

The following table summarizes the results of our operations during the fiscal years ended December 31, 2021 and 2020 respectively, and provides information regarding the dollar and percentage increase or (decrease) from the current 12-month period to the prior 12-month period:

Line Item	12/31/22	12/31/21	Increase (Decrease)	Percentage Increase (Decrease)
Revenues	\$ 0	\$ 0	\$ 0	0.0%
Operating expenses	56,865	44,125	12,740	28.8%
Interest expense	11,177	45,896	(34,719)	(75.6)%
Net loss	(68,042)	(90,021)	(21,979)	(24.4)%
Loss per share of common stock	(0.01)	(0.02)	(0.01)	(50.0)%

We recorded a net loss of \$68,042 for the fiscal year ended December 31, 2022 as compared with a net loss of \$90,021 for the fiscal year ended December 31, 2021 due primarily to the termination of a management services agreement with Fountainhead Capital Management Limited.

Liquidity and Capital Resources

As of December 31, 2022, we had no assets, a working capital deficit of \$46,295 and an accumulated deficit of \$1,276,558. Our operating activities used \$58,871 in cash for the fiscal year period ended December 31, 2022, while our operations used \$34,875 cash in the fiscal year ended December 31, 2021. We earned no revenue during the fiscal year ended December 31, 2022 or 2021.

Historically, we have depended on loans from our principal shareholders and their affiliated companies to provide us with working capital as required. There is no guarantee that such funding will be available when required and there can be no assurance that our stockholders, or any of them, will continue making loans or advances to us in the future.

At December 31, 2022, the Company had loans and notes outstanding from the Purchasers in the aggregate amount of \$50,000. The principal and accrued interest on the notes are convertible, at the election of the holders, into shares of the Company's common stock following the consummation of a "Qualified Financing" (as defined in the notes), or upon the consummation of a "Fundamental Transaction" (as defined in the notes) at the "Conversion Price" (as defined in the notes).

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. The Company has not generated any revenue since inception. The Company generated a net loss of \$68,042 for the year ended December 31, 2022 and had a working capital deficit of \$46,295 as of December 31, 2022. These conditions, among others, raises substantial doubt about the Company's ability to continue as a going concern. The Company's continuation as a going concern is dependent on working capital advances being provided by the Company's majority shareholder for its ability to meet its obligations, to obtain additional financing as may be required and ultimately to attain profitability. Management believes that the Company's majority shareholder will provide the additional funding to meet the Company's obligations as they become due, however, there is no guarantee this will happen. The financial statements do not include any adjustments that might result from the outcome of this uncertainty. There is no assurance that the working capital advances will continue in the future nor that Company will be successful in raising additional funds through other sources.

In December 2019, an outbreak of a novel strain of coronavirus (COVID-19) originated in Wuhan, China, and has since spread to a number of other countries, including the United States. On March 11, 2020, the World Health Organization characterized COVID-19 as a pandemic. In addition, as of the time of the filing of this Annual Report on Form 10-K, several states in the United States and elsewhere have declared states of emergency, and several countries around the world, including the United States, have taken steps to restrict travel. While the Company presently has no ongoing operations or employees, this situation could limit the market for a merger partner for a strategic business combination. Any of these uncertainties could have a material adverse effect on the business, financial condition or results of operations. In addition, a catastrophic event that results in the destruction or disruption of the Company's data centers or its critical business or information technology systems would severely affect the ability to conduct normal business operations and, as a result, the operating results would be adversely affected.

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 or capital expenditures or capital resources that is material to an investor in our securities.

Seasonality

Our operating results are not affected by seasonality.

Inflation

Our business and operating results are not affected in any material way by inflation.

Critical Accounting Policies

The Securities and Exchange Commission issued Financial Reporting Release No. 60, "Cautionary Advice Regarding Disclosure About Critical Accounting Policies" suggesting that companies provide additional disclosure and commentary on their most critical accounting policies. In Financial Reporting Release No. 60, the Securities and Exchange Commission has defined the most critical accounting policies as the ones that are most important to the portrayal of a company's financial condition and operating results and require management to make its most difficult and subjective judgments, often as a result of the need to make estimates of matters that are inherently uncertain. The nature of our business generally does not call for the preparation or use of estimates. Please refer to footnote 2 of the Financial Statements with respect to significant accounting policies.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

As a "smaller reporting company" as defined by Item 10 of Regulation S-K, the Company is not required to provide information required by this Item.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

FINANCIAL STATEMENTS

VICTOR MOKUOLU, CPA PLLC

Accounting | Advisory | Assurance & Audit | Tax

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Directors
Yale Transaction Finders, Inc.
c/o Graubard Miller
The Chrysler Building
405 Lexington Avenue
New York, NY 10174

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of Yale Transaction Finders, Inc. (the Company) as of December 31, 2022, and the related consolidated statements of income, stockholders' equity, and cash flows for the year ended December 31, 2022, and the related notes (collectively referred to as the financial statements). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of year ended December 31, 2022, and the results of its operations and its cash flows for the year ended December 31, 2022, in conformity with accounting principles generally accepted in the United States of America.

Substantial doubt about the Company's ability to continue as a going concern

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 3 to the financial statements, the Company has suffered recurring losses since inception, has a shareholder deficit, and the Company and has not established revenue sources to cover its operating costs - these factors raise substantial doubt about its ability to continue as a going concern. Management's plans in regard to these matters are also described in Note 3. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits, we are required to obtain an understanding of internal control over financial reporting, 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.

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Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

Critical Audit Matters

A critical audit matter is a matter arising from the current period audit of the financial statements that were communicated or required to be communicated to the audit committee or the Company's governance and that: (1) relate to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the financial statements, taken as a whole, and we are not, by communicating a critical audit, providing separate opinions on the critical audit matters or on the accounts or disclosures to which they relate. We determined that there are no critical audit matters communicated or required to be communicated to the audit committee.

Other Matters

The accompanying consolidated balance sheet of Yale Transaction Finders, Inc. as of December 31, 2021, the related consolidated statements of operations, changes in stockholders' (deficit), and cash flows for the year ended December 31, 2021, and the related notes were audited by another Independent Registered Public Accounting Firm, Boyle CPA, PLLC.

/s/ Victor Mokuolu, CPA PLLC

We have served as the Company's auditor since 2023.

Houston, Texas

March 13, 2023
PCAOB ID: 6771



REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Shareholders and
Board of Directors of Yale Transaction Finders, Inc. (formerly Yacht Finders, Inc.)

Opinion on the Financial Statements

We have audited the accompanying balance sheet of Yale Transaction Finders, Inc. (formerly Yacht Finders, Inc.) (the "Company") as of December 31, 2021, the related statements of operations, changes in stockholders' deficit, and cash flows for the year ended December 31, 2021, and the related notes (collectively referred to as the "financial statements"). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2021, and the results of its operations and its cash flows for the year ended December 31, 2021, in conformity with accounting principles generally accepted in the United States of America.

Substantial Doubt About the Company's Ability to Continue as a Going Concern

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 3 to the financial statements, the Company's lack of revenues, recurring operating losses and working capital deficit raise substantial doubt about its ability to continue as a going concern for one year from the issuance of these financial statements. Management's plans are also described in Note 3. The financial statements do not include adjustments that might result from the outcome of this uncertainty.

Basis of Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audit. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) ("PCAOB") and are required to be independent with respect to the Company in accordance with U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to fraud or error. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audit, we are required to obtain an understanding of internal control over financial reporting 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.

Our audit included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audit also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audit provides a reasonable basis for our opinion.

/s/ Boyle CPA, LLC

We served as the Company's auditor from 2021 to
2023
Red Bank, NJ
February 10, 2022

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Red Bank, NJ 07701

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YALE TRANSACTION FINDERS, INC.
(formerly Yacht Finders, Inc.)
Balance Sheets

	<u>December 31, 2022</u>	<u>December 31, 2021</u>
ASSETS		
Cash	\$ 12,876	-
TOTAL ASSETS	<u>\$ 12,876</u>	<u>\$ -</u>
LIABILITIES & STOCKHOLDERS' DEFICIT		
Current liabilities		
Accrued liabilities	\$ 7,650	\$ 37,092
Note payable - related party	50,000	783,122
Accrued interest- related party	1,521	338,502
Total current liabilities and total liabilities	<u>59,171</u>	<u>1,158,716</u>
Stockholders' deficit		
Preferred stock, par value \$0.0001, 20,000,000 shares authorized, no shares issued and outstanding at December 31, 2022 and December 31, 2021, respectively		—
Common stock, par value \$0.0001, 80,000,000 shares authorized, 5,199,000 shares issued and outstanding at December 31, 2022 and December 31, 2021, respectively	520	520
Additional paid-in capital	1,229,743	49,280
Accumulated deficit	(1,276,558)	(1,208,516)
Total stockholders (deficit)	<u>(46,295)</u>	<u>(1,158,716)</u>
TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT	<u>\$ 12,876</u>	<u>\$ -</u>

See accompanying notes to financial statements

YALE TRANSACTION FINDERS, INC.
(Formerly Yacht Finders, Inc.)
Statements of Operations

	For the year ended December 31	
	<u>2022</u>	<u>2021</u>
Revenues	\$ -	\$ -
Operating Expenses		
General and administrative	56,865	24,125
Management fees-related party	<u>0.00</u>	<u>20,000</u>
Loss from operations	(56,865)	(44,125)
Other expenses		
Interest expense-related party	<u>11,177</u>	<u>45,896</u>
Net loss before income taxes	<u>(68,042)</u>	<u>(90,021)</u>
Provision for income taxes		
Net Loss	\$ <u>(68,042)</u>	\$ <u>(90,021)</u>
Basic loss per share	\$ <u>(0.01)</u>	\$ <u>(0.02)</u>
Weighted average number of common shares outstanding - basic	<u>5,199,000</u>	<u>5,199,000</u>

See accompanying notes to financial statements

YALE TRANSACTION FINDERS, INC.
(Formerly Yacht Finders Inc.)
Statement of Changes in Stockholders' Deficit

	<u>Common Stock</u>		<u>Additional Paid-In Capital</u>	<u>Accumulated Deficit</u>	<u>Total</u>
	<u>Shares</u>	<u>Par Value</u>			
Balance, December 31, 2020	5,199,000	\$ 520	\$ 49,280	\$(1,118,495)	\$(1,068,695)
Net loss	-	-	-	(90,021)	(90,021)
Balance at December 31, 2021	5,199,000	\$ 520	\$ 49,280	\$(1,208,516)	\$(1,158,716)
Forgiveness of debt by related party	-	-	1,180,463	-	1,180,463
Net Loss	-	-	-	(68,042)	(68,042)
Balance at December 31, 2022	<u>5,199,000</u>	<u>\$ 520</u>	<u>\$ 1,229,743</u>	<u>\$(1,276,558)</u>	<u>\$ (46,295)</u>

See accompanying notes to financial statements

YALE TRANSACTION FINDERS, INC.
(formerly Yacht Finders, Inc.)
Statements of Cash Flows

	Year ended December 31,	
	2022	2021
OPERATING ACTIVITIES		
Net loss	\$ (68,042)	\$ (90,021)
Adjustments to reconcile net loss to net cash used in operating activities:		
Increase in interest payable- related party	1,521	45,896
Changes in operating assets and liabilities:		
Increase (decrease) in accounts payable	7,650	\$ 9,250
<i>Net cash used in operating activities</i>	<u>(58,871)</u>	<u>(34,875)</u>
FINANCING ACTIVITIES		
Proceeds from notes payable - related party	71,747	34,875
<i>Net cash provided by financing activities</i>	<u>71,747</u>	<u>34,875</u>
<i>Net increase (decrease) in cash</i>	<u>12,876</u>	<u>-</u>
<i>Cash at beginning of period</i>	-	-
<i>Cash at end of period</i>	<u>\$ 12,876</u>	<u>\$ -</u>

See accompanying notes to financial statements

YALE TRANSACTION FINDERS INC.
Notes to Financial Statements

(1) ORGANIZATION AND BASIS OF PRESENTATION

Yale Transaction Finders, Inc. (the "Company") was incorporated in Delaware on August 15, 2000 as Sneeoosh Corporation. On October 20, 2000 the company filed an amended Certificate of Incorporation to change the name to Snohomish Corporation. On April 15, 2003, the Company filed a subsequent amendment to change the name to Yacht Finders, Inc. Yacht Finder's Inc. business plan was to create an online database for public buyers and yacht brokers to interface immediately with each other while capturing the benefits of targeting a larger market. On November 6, 2007, the Company discontinued its prior business and changed its business plan. The Company's business plan then consisted of exploring potential targets for a business combination through the purchase of assets, share purchase or exchange, merger or similar type of transaction. On March 22, 2022, the Company entered into and consummated a Securities Purchase Agreement (the "Purchase Agreement") with Fountainhead Capital Management Limited, a Jersey company (the "Seller"), Ironbound Partners Fund, LLC, a Delaware limited liability company, Moyo Partners, LLC, a New York limited liability company, Dakota Group, Ltd., a New York limited liability company, and Rise Capital Corp., a New York corporation (each a "Purchaser" and together, the "Purchasers"). Pursuant to the Purchase Agreement, the Seller sold to Purchasers an aggregate of 5,120,000 shares of common stock of the Company held by the Seller (the "Shares"), representing approximately 98.5% of the outstanding capital stock of the Company, for an aggregate purchase price of \$352,641. The Purchasers owned no other shares of capital stock of the Company prior to the consummation of the Purchase Agreement. On April 7, 2022, the Company filed an amendment to the Certificate of Incorporation to change the name to Yale Transaction Finders, Inc.

(2) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The Company's financial statements are presented in accordance with accounting principles generally accepted (GAAP) in the United States. Effective December 31, 2014, the Company elected to early adopt Accounting Standards Update No. 2014-10, Development Stage Entities (Topic 915): Elimination of Certain Financial Reporting Requirements. The adoption of this ASU allows the Company to remove the inception to date information and other remaining disclosure requirements of Topic 915.

Use of Estimates

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

Revenue Recognition

The Company has not recognized any revenues from its operations.

Cash and Cash Equivalents

The Company considers all highly liquid securities with original maturities of three months or less when acquired to be cash equivalents. The cash balance at December 31, 2022 was \$12,876.

Loss per Common Share

The company reports loss per share using a dual presentation of basic and diluted loss per share. Basic loss per share excludes the impact of common stock equivalents and is determined by dividing income available to common shareholders by the weighted average number of common shares outstanding during the period. Diluted loss per share reflects the potential dilution that could occur if securities and other contracts to issue common stock were exercised or converted into common stock. At December 31, 2022 and December 31, 2021, there were no variances between the basic and diluted loss per share as there were no potentially dilutive securities outstanding.

Income Taxes

The Company accounts for income taxes under the provisions of Accounting Standards Codification ("ASC") ASC-740 "Accounting for Income taxes". ASC-740 requires recognition of deferred tax liabilities and assets for the expected future tax consequences of events that have been included in the financial statements or tax returns. Under this method, deferred tax liabilities and assets are determined based on the difference between the financial statement and tax base of assets and liabilities using enacted tax rates in effect for the year in which the differences are expected to reverse.

In addition, ASC-740 seeks to reduce the diversity in practice associated with certain aspects of the recognition and measurement related to accounting for income taxes and has analyzed filing positions in all of the federal and state jurisdictions where it is required to file income tax returns, as well as open tax years in these jurisdictions. The Company has identified its federal income tax return and its state franchise tax return in Delaware as "major" tax jurisdictions, as defined. The Company believes that its income tax filing positions and deductions will be sustained on audit and does not anticipate any adjustments that will result in a material adverse effect on the Company's financial condition, results of operations, or cash flow. Therefore, no reserves for uncertain income tax positions have been recorded pursuant to ASC-740.

Fair Value Measurements

The Company adopted the provisions of ASC Topic 820, "Fair Measurements and Disclosures", which defines fair value as used in numerous accounting pronouncements, establishes a framework for measuring fair value and expands disclosure of fair value measurements.

The estimated fair value of certain financial instruments, including, payables to related parties, and accrued liabilities are carried at historical cost basis, which approximates their fair values because of the short-term nature of these instruments.

ASC 820 defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the Measurement date. ASC 820 also establishes a fair value hierarchy, which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. ASC 820 describes three levels of inputs that may be used to measure fair value:

Level 1 -quoted prices in active markets for identical assets or liabilities

Level 2 - quoted prices for similar assets and liabilities in active markets or inputs that are observable

Level 3 - inputs that are unobservable (for example cash flow modeling inputs based on assumptions)

The Company has no financial instruments measured at fair value.

New Accounting Pronouncements

From time to time new accounting pronouncements are issued by the Financial Accounting Standards Board or other standard setting bodies that may have an impact on the Company's accounting and reporting. The Company believes that such recently issued accounting pronouncements and other authoritative guidance for which the effective date is in the future will not have an impact on its accounting or reporting or that such impact will not be material to its financial position, results of operations and cash flows when implemented.

(3) GOING CONCERN

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. The Company has not generated any revenue since inception. The Company generated a net loss of \$68,042, for the year ended December 31, 2022 and had a working capital deficit of \$46,295 as of December 31, 2022. The working capital deficit for the year ended December 31, 2021 was \$1,158,716. These conditions, among others, raises substantial doubt about the Company's ability to continue as a going concern. The Company's continuation as a going concern is dependent on working capital advances being provided by the Company's majority shareholder for its ability to meet its obligations, to obtain additional financing as may be required an ultimately to attain profitability. Management believes that the Company's majority shareholder will provide the additional funding to meet the Company's obligations as they become due, however, there is no guarantee this will happen. The financial statements do not include any adjustments that may result from the outcome of this uncertainty. There is no assurance that the working capital advances will continue in the future nor that Company will be successful in raising additional funds through other sources.

In December 2019, an outbreak of a novel strain of coronavirus (COVID-19) originated in Wuhan, China, and has since spread to a number of other countries, including the United States. On March 11, 2020, the World Health Organization characterized COVID-19 as a pandemic. In addition, as of the time of the filing of this Annual Report on Form 10-K, several states in the United States and elsewhere declared states of emergency, and several countries around the world, including the United States, have taken steps to restrict travel. While the Company presently has no ongoing operations or employees, this situation could limit the market for a merger partner for a strategic business combination. Any of these uncertainties could have a material adverse effect on business, financial condition or results of operation. In addition, a catastrophic event that results in the destruction or disruption of the Company's data centers or its critical business or information technology systems would severely affect the ability to conduct normal business operations and, as a result, the operating results would be adversely affected.

(4) STOCKHOLDERS' DEFICIT

The stockholders' deficit section of the financial statements contains the following classes of capital stock as of December 31, 2022 and 2021:

- Preferred stock, \$0.0001 par value, 20,000,000 shares authorized, no shares issued and outstanding.
- Common stock, \$0.0001 par value, 80,000,000 shares authorized, 5,199,000 shares issued and outstanding.

(5) RELATED PARTY TRANSACTIONS

The Company previously had loans and notes outstanding from a shareholder in the aggregate amount of \$783,122, which bore interest at 6% per annum and represented amounts loaned to the Company to pay the Company's operating expenses. On December 31, 2020, the payee under the Note and the Company agreed to extend the maturity date of the Note to December 31, 2021. On March 22, 2022, all amounts owed thereunder were contributed by the shareholder to the capital of the Company for no additional consideration.

In May 2022, the Company issued promissory notes to four lenders, including two affiliated with the Company's officers, in an aggregate amount of \$50,000. The notes have a maturity date of June 30, 2023 and bear interest at the rate of 5.0% per annum, payable at maturity. The principal and accrued interest on the notes is convertible, at the election of the lenders, into shares of the Company's common stock following the consummation of a "Qualified Financing" (as defined in the notes), or upon the consummation of a "Fundamental Transaction" (as defined in the notes) at the "Conversion Price" of the share price attributable to the Company's Common Stock in a Qualified Financing, or if no Qualified Financing shall have been consummated, the per price share in the Fundamental Transaction as determined in good faith by the Board of Directors of the Company (as defined in the notes). The proceeds of the notes will be utilized by the Company to fund working capital needs.

The following table reflects details related party debt on a year-by-year basis:

	As of 12/31/22	As of 12/31/21
Principal balance	\$ 50,000	\$ 783,122
Accrued Interest	\$ 1,521	\$ 338,502

In October 2007, the Company entered into a Services Agreement with Fountainhead Capital Management ("FHM"), a shareholder who owns 98.48% of the issued and outstanding shares of common stock of the Company. The services which FHM provides under this Agreement, includes the following:

- (a) FHM will familiarize itself to the extent it seems appropriate with the business, operations, financial condition and prospects of the Company;
- (b) At the request of the Company's management, FHM will provide strategic advisory services relative to the achievement of the Company's business plan;
- (c) FHM will undertake to identify potential merger and acquisition targets for the Company and assist in the analysis of proposed transactions;
- (d) FHM will assist the Company in identifying potential investment bankers, placement agents and broker-dealers who are qualified to act on behalf of the Company to achieve its strategic goals;
- (e) FHM will assist in the identification of potential investors which might have an interest in evaluating participation in financing transactions with the Company;
- (f) FHM will assist the Company in the negotiation of merger, acquisition and corporate finance transactions;
- (g) At the request of the Company's management, FHM will provide advisory services related to corporate governance and matters related to the maintenance of the Company's status as a publicly-reporting company; and
- (h) At the request of the Company's management, FHM will assist the Company in satisfying various corporate compliance matters.

FHM is not a licensed broker-dealer. Under no circumstances will FHM engage in any activities which would require licensure as a broker-dealer or otherwise.

The initial term of the Services Agreement is one-year and the term extends automatically on a year-to-year basis until terminated by mutual agreement of the parties. The Company is obligated to pay FHM a quarterly fee in the amount of \$10,000, in cash or in kind, on the first day of each calendar quarter commencing October 1, 2007. The Services Agreement was terminated by mutual consent effective June 30, 2021.

The following table detail related party management fees on a year-by-year basis:

	Year Ended 12/31/22	Year Ended 12/31/21
Management fees	\$ 0.00	\$ 20,000

(6) INCOME TAXES

A reconciliation of income taxes computed at a statutory rate of 21% to the income tax amount recorded is as follows:

	Year Ended December 31	
	2022	2021
Income tax expense (credit) at statutory rate	\$ (14,289)	\$ (18,904)
Income tax adjustment		
Interest Expense	2,347	9,638
Management Fee		4,200
Change of valuation allowance	11,942	5,066
Income tax expense (credit)	\$ -	\$ -

The components of the Company's deferred tax asset as of December 31, 2022 and 2021 are as follows:

	Year Ended December 31	
	2022	2021
Deferred tax asset - Operating loss carryforward	\$ 69,752	\$ 62,877
Operating losses utilized		
Valuation allowance	(69,752)	(62,877)
Deferred tax asset	\$ -	\$ -

As of December 31, 2022, the Company had certain federal net operating loss carryovers ("NOLs"), however, under current tax law, only NOLs accrued after 2017 may be carried on indefinitely. Further, utilization of the NOLs may be subject to limitation under the Internal Revenue Code Section 382 should there be a greater than 50% ownership change as determined under regulations.

In assessing the realization of deferred tax assets, management considers whether it is more likely than not that some portion or all of the deferred tax assets will be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during the periods in which those temporary differences become deductible. Management considers the scheduled reversal of deferred tax liabilities, projected future taxable income and tax planning strategies in making this assessment. Based on the assessment, management has established a full valuation allowance against all of the deferred tax asset relating to NOLs for every period because it is more likely than not that all of the deferred tax asset will not be realized.

The Company files income tax returns in the United States federal jurisdiction. No tax returns are currently under examination by any tax authorities.

(7) CHANGE IN CONTROL

On March 22, 2022, the Company entered into and consummated a Securities Purchase Agreement (the "Purchase Agreement") with Fountainhead Capital Management Limited, a Jersey company (the "Seller"), Ironbound Partners Fund, LLC, a Delaware limited liability company, Moyo Partners, LLC, a New York limited liability company, Dakota Group, Ltd., a New York limited liability company, and Rise Capital Corp., a New York corporation (each a "Purchaser" and together, the "Purchasers").

Pursuant to the Purchase Agreement, the Seller sold to Purchasers an aggregate of 5,120,000 shares of common stock of the Company held by the Seller (the "Shares"), representing approximately 98.5% of the outstanding capital stock of the Company, for an aggregate purchase price of \$352,641. The Purchasers owned no other shares of capital stock of the Company prior to the consummation of the Purchase Agreement.

Additionally, pursuant to the Purchase Agreement:

- The Seller contributed a promissory note issued by the Company in favor of Seller in the amount of \$832,305 (the "Note") plus accrued interest, which as of March 17, 2022 was \$348,158, to the Company's capital for no additional consideration;
- Thomas W. Colligan, the sole director of the Company, authorized an increase in the number of directors on the Board from one to two and appointed Jonathan J. Ledecy as a director to fill the vacancy on the Board created by this increase;
- Mr. Colligan resigned as Chief Executive Officer, Chief Financial Officer, President and Treasurer, effectively immediately, and resigned from the Company's board, effective on the day following the tenth day after the mailing of the Information Statement (defined below); and
- The Board appointed Mr. Ledecy as Chief Executive Officer and Chief Financial Officer of the Company and Arnold P. Kling as President, Treasurer and Secretary of the Company.

(8) SUBSEQUENT EVENTS

Management has evaluated subsequent events through the date these financial statements were available to be issued as of March 15, 2023. Based on managements' evaluation, no events have occurred that require disclosure or adjustments to the financial statements.

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

None.

ITEM 9A. CONTROLS AND PROCEDURES.

Evaluation of Disclosure Controls and Procedures

The Company's management is responsible for establishing and maintaining a system of disclosure controls and procedures (as defined in Rule 13a-15(e) under the Exchange Act) that is designed to ensure that information required to be disclosed by the Company in the reports that the Company files or submits under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the Commission's rules and forms. Disclosure controls and procedure include, without limitations, controls and procedures designed to ensure that information required to be disclosed by an issuer in the reports that it files or submits under the Exchange Act is accumulated and communicated to the issuer's management, including its principal executive officer or officers and principal financial officer or officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure.

In accordance with Exchange Act Rules 13a-15 and 15d-15, an evaluation was completed by the Company's principal executive officer and principal financial officer, of the effectiveness of the design and operation of the Company's disclosure controls and procedures as of the end of the period covered by this Annual Report. Based on that evaluation, the Company's principal executive officer and principal financial officer concluded that the Company's disclosure controls and procedures were not effective in providing reasonable assurance that the information required to be disclosed in the Company's reports filed or submitted under the Exchange Act was recorded, processed, summarized, and reported within the time periods specified in the Commission's rules and forms.

Management's Report on Internal Control over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting. Internal control over financial reporting is defined in Rule 13a-15(f) or 15d-15(f) promulgated under the Securities Exchange Act of 1934 as a process designed by, or under the supervision of, the Company's principal executive and principal financial officers and effected by the Company's board of directors, management and other personnel, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with accounting principles generally accepted in the United States of America and includes those policies and procedures that:

- Pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of the assets of the company;
- Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with accounting principles generally accepted in the United States of America and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate. All internal control systems, no matter how well designed, have inherent limitations. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation. Because of the inherent limitations of internal control, there is a risk that material misstatements may not be prevented or detected on a timely basis by internal control over financial reporting. However, these inherent limitations are known features of the financial reporting process. Therefore, it is possible to design into the process safeguards to reduce, though not eliminate, this risk.

As of December 31, 2022, management assessed the effectiveness of our internal control over financial reporting based on the criteria for effective internal control over financial reporting established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (“COSO”) and SEC guidance on conducting such assessments. Based on that evaluation, they concluded that, during the period covered by this annual report, such internal controls and procedures were not effective to detect the inappropriate application of US GAAP rules as more fully described below. This was due to deficiencies that existed in the design or operation of our internal controls over financial reporting that adversely affected our internal controls and that may be considered to be material weaknesses.

The matters involving internal controls and procedures that our management considered to be material weaknesses under the standards of the Public Company Accounting Oversight Board were: (1) lack of a functioning audit committee, resulting in ineffective oversight in the establishment and monitoring of required internal controls and procedures; (2) inadequate segregation of duties consistent with control objectives; and (3) ineffective controls over period end financial disclosure and reporting processes. The aforementioned material weaknesses were identified by our management in connection with the review of our financial statements for the year ended December 31, 2022.

Management believes that the material weaknesses set forth in items (2) and (3) above did not have an effect on our financial results. However, management believes that the lack of a functioning audit committee and the lack of a majority of outside directors on our board of directors results in ineffective oversight in the establishment and monitoring of required internal controls and procedures, which could result in a material misstatement in our financial statements in future periods.

This annual report does not include an attestation report of our registered public accounting firm regarding internal control over financial reporting. Management’ s report was not subject to attestation by our registered public accounting firm pursuant to temporary rules of the SEC that permit us to provide only the management’ s report in this annual report.

Management’s Remediation Initiatives

Given the financial resources available to the Company, the Company is not in a position to institute any realistic remediation of the identified material weaknesses and other deficiencies and enhance our internal controls. As such time as the Company commences operations and has the financial resources to address and eliminate the identified weaknesses, we intend to create take action to do so. Unfortunately, until the Company has such financial resources, the identified weaknesses will continue to exist.

Changes in Internal Control over Financial Reporting. During the last quarter of the Company’ s fiscal year ended December 31, 2022, there were no changes in the Company’ s internal control over financial reporting during the period covered by this report that have materially affected, or are reasonably likely to materially affect, the Company’ s internal control over financial reporting.

Limitations on the Effectiveness of Controls. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues, if any, within a company have been detected.

ITEM 9B. OTHER INFORMATION

None

ITEM 9C. DISCLOSURE REGARDING FOREIGN JURISDICTIONS THAT PREVENT INSPECTIONS.

None

PART III.

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

Our current directors and executive officers are as follows:

Name	Age	Positions
Jonathan Ledecy	65	CEO, CFO and Director
Arnold P. Kling	64	President, Treasurer and Secretary

Jonathan J. Ledecy has been a Director, Chief Executive Officer and Chief Financial Officer of the Company since March 22, 2022. Mr. Ledecy has been a co-owner of the National Hockey League's New York Islanders franchise since October 2014. He also serves as an Alternate Governor on the Board of Governors of the NHL and as President of NY Hockey Holdings LLC. Mr. Ledecy has also served as chairman of Ironbound Partners Fund, LLC, a private investment management fund, since March 1999. He served as President and Chief Financial Officer and as a director of Newtown Lane Marketing, Incorporated from October 2015 until it consummated its merger with Cyxtera Cybersecurity, Inc. (d/b/a AppGate), a cybersecurity company, in October 2021. He has continued to serve as a director of the company (now Appgate Inc.) since such date. He served as the President and Chief Operating Officer and as a director of Northern Star Acquisition Corp. from September 2020 until it consummated an initial business combination with Barkbox, Inc., an omnichannel brand serving dogs across the four key categories of play, food, health and home, in June 2021 (NYSE: BARK). He continued to serve as a director of the company (now Bark, Inc.) from such date until November 2022. Since November 2020, he has served as the President, Chief Operating Officer and a director of each of Northern Star Investment Corp. II (NYSE: NSTB), Northern Star Investment Corp. III (NYSE: NSTC) and Northern Star Investment Corp. IV (NSTD). Since October 2020, he has also served as Chairman of the Board of Pivotal Investment Corporation III (NYSE: PICC). Each of the foregoing companies is a blank check company that is currently searching for an initial business combination. From July 2019 to December 2020, he was also the Chief Executive Officer and Chairman of the Board of Directors of Pivotal Investment Corporation II (NYSE: PIC), a blank check company that consummated an initial business combination with XL Fleet, a provider of fleet electrification solutions for commercial vehicles in North America. From August 2018 to December 2019, he served as Chairman and Chief Executive Officer of Pivotal Acquisition Corp. (NYSE: PVT), a blank check company that consummated an initial business combination with KLDDiscovery Inc., a leading global provider of eDiscovery, information governance and data recovery solutions to corporations, law firms, insurance companies and individuals, in December 2019. Mr. Ledecy continued to serve as a member of the board of KLDDiscovery from its merger until June 2021. Mr. Ledecy previously founded U.S. Office Products in October 1994 and served as its Chief Executive Officer until November 1997 and as its Chairman until its sale in June 1998. U.S. Office Products was one of the fastest start-up entrants in the history of the Fortune 500 with sales in excess of \$3 billion within its first three years of operation. From 1999 to 2001, Mr. Ledecy was vice chairman of Lincoln Holdings, owners of the Washington sports franchises in the NBA, NHL and WNBA. He has served as a trustee of George Washington University and the U.S. Olympic and Paralympic Foundation, director of the U.S. Chamber of Commerce, and as a commissioner on the National Commission on Entrepreneurship. In 2004, Mr. Ledecy was elected the Chief Marshal of the 2004 Harvard University Commencement, an honor bestowed by his alumni peers for a 25th reunion graduate deemed to have made exceptional contributions to Harvard and the greater society while achieving outstanding professional success. Mr. Ledecy received a B.A. (cum laude) from Harvard University in 1979 and an M.B.A. from the Harvard Business School in 1983. We believe Mr. Ledecy's qualifications to serve on the Board include his extensive executive leadership and business and entrepreneurial experience, including experience with public shell companies looking to make acquisitions.

Arnold P. Kling has been President, Treasurer and Secretary of the Company since March 22, 2022. Since 2003, Mr. Kling has been managing partner for several private equity investment funds focused on early-stage companies whose technologies have the potential to disrupt their targeted markets. Mr. Kling has also been a founding shareholder and a member of the board of directors of Materialytics Technology Corp., a privately held Texas based material provenance/traceability technology, since 2009, as well as a member of the board of directors of H.C. Wainwright & Co, LLC, a leading New York life science investment bank, since 2021. From 2011 to July 2022, Mr. Kling served as Vice-Chairman of UAV Turbines, Inc., a privately held Florida-based micro-turbine engine manufacturer. From 2010 to 2019, Mr. Kling was the President and a member of the board of directors of Protalex, Inc. (OTCBB: PRTX), a biotechnology company. From 1999 to 2003 he was Managing Director of Adelphia Holdings, LLC, an investment firm founded in conjunction with a European family office, and from 1995 to 1999, he was Managing Director and general counsel of GH Venture Partners, LLC, a private merchant bank. Prior to that, from 1993 to 1995, he was a senior executive and general counsel of Buckeye Communications, Inc. a Nasdaq listed licensing and multimedia company, and from 1990 through 1993 he was as an associate and partner in the corporate and financial services department of Tannenbaum, Helpert, Syracuse & Hirschtritt LLP, a mid-size New York law firm. Mr. Kling received a Bachelor of Science degree from New York University in International Business and a Juris Doctor degree from the Benjamin Cardozo School of Law.

Audit Committee and Audit Committee Financial Expert

We do not currently have an audit committee financial expert, nor do we have an audit committee. Our entire board of directors, which currently consists of Mr. Ledecy, handles the functions that would

otherwise be handled by an audit committee. We do not currently have the capital resources to pay director fees to a qualified independent expert who would be willing to serve on our board and who would be willing to act as an audit committee financial expert. As our business expands and as we appoint others to our board of directors we expect that we will seek a qualified independent expert to become a member of our board of directors. Before retaining any such expert our board would make a determination as to whether such person is independent.

Code of Ethics

Our board of directors has adopted a code of ethics that our officers, directors and any person who may perform similar functions are subject to. Currently, Messrs. Ledecy and Kling are our only officers and Mr. Ledecy is our sole director; therefore, they are the only persons subject to the Code of Ethics. If we retain additional officers in the future to act as our principal financial officer, principal accounting officer, controller or persons serving similar functions, they would become subject to the Code of Ethics. The Code of Ethics does not indicate the consequences of a breach of the code. If there is a breach, the board of directors would review the facts and circumstances surrounding the breach and take action that it deems appropriate, which action may include dismissal of the employee who breached the code. Currently, since Mr. Ledecy is our only director, he will be responsible for reviewing his own conduct under the Code of Ethics and determining what action to take in the event of any breach of the Code of Ethics by him if any occurred.

ITEM 11. EXECUTIVE COMPENSATION.

No past officer or director of the Company has received any compensation and none is due or payable. Our current officers and directors do not receive any compensation for the services they render to the Company, have not received compensation in the past, and are not accruing any compensation pursuant to any agreement with the Company. We currently have no formal written salary arrangement with our officers. Messrs. Ledecy and Kling may receive a salary or other compensation for services that they provide to the Company in the future. No retirement, pension, profit sharing, stock option or insurance programs or other similar programs have been adopted by the Company for the benefit of the Company's employees.

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

The following table sets forth certain information regarding beneficial stock ownership as of December 31, 2022 of (i) all persons known to us to be beneficial owners of more than 5% of our outstanding common stock; (ii) each director of our company and our executive officers, and (iii) all of our officers and directors as a group. Each of the persons in the table below has sole voting power and sole dispositive power as to all of the shares shown as beneficially owned by them, except as otherwise indicated.

Name	Number of Shares Beneficially Owned	Percent of Outstanding Shares (1)
Jonathan J. Ledecy(2) c/o Graubard Miller The Chrysler Building 405 Lexington Avenue New York, New York 10174	3,404,800	65.49%
Arnold P. Kling(3) c/o Graubard Miller The Chrysler Building 405 Lexington Avenue New York, New York 10174	972,800	18.71%
Officers and directors as a group (two persons)	4,377,600	84.20%
Ironbound Partners Fund LLC c/o Graubard Miller The Chrysler Building 405 Lexington Avenue New York, New York 10174	3,404,800	65.49%
Moyo Partners, LLC c/o Graubard Miller The Chrysler Building 405 Lexington Avenue New York, New York 10174	972,800	18.71%
Dakota Group, Ltd. c/o Graubard Miller The Chrysler Building 405 Lexington Avenue New York, New York 10174	486,400	9.36%

(1) For the purposes of this table, a person is deemed to have "beneficial ownership" of any shares of capital stock that such person has the right to acquire within 60 days of December 31, 2022. All

percentages for common stock are calculated based upon a total of 5,199,000 shares outstanding as of December 31, 2022, plus, in the case of the person for whom the calculation is made, that number of shares of common stock that such person has the right to acquire within 60 days of December 31, 2022.

- (2) Includes shares held by Ironbound Partners Fund, LLC, of which Mr. Ledecy is chairman. Mr. Ledecy disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- (3) Includes shares held by Moyo Partners, LLC, of which Mr. Kling is managing member. Mr. Kling disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS AND DIRECTOR INDEPENDENCE

Certain Relationships and Related Transactions

At December 31, 2021, the Company had loans and notes outstanding from Fountainhead Capital Management Limited ("FHM") (a related party) in the aggregate amount of \$783,122, plus accrued interest of \$338,502, which represents amounts loaned to the Company to pay the Company' s expenses of operation. On December 31, 2021, the Payee under the Note and the Company agreed that the Due Date of the Note would be extended to December 31, 2022. On March 22, 2022, the Note was contributed to the capital of the Company and retired.

Effective as of October 1, 2007, the Company entered into a Services Agreement with Seller (the "**Services Agreement**"). The initial term of the Services Agreement was one year and was extended on a year-to-year basis. Under the Services Agreement, the Company was obligated to pay Seller a quarterly fee in the amount of \$10,000 on the first day of each calendar quarter commencing October 1, 2007. A copy of the Services Agreement was attached to the Company' s Form 10-KSB for the period ended December 31, 2007 filed with the SEC on March 26, 2008 as Exhibit 10.1 thereto. The Services Agreement was terminated by mutual agreement as of June 30, 2021. All amounts owed under the Services Agreement were added to the principal amount of the note referred to above.

On May 16, 2022, the Company issued convertible promissory notes (the "May 2022 Notes") in the principal amount of \$50,000 to (i) Ironbound Partners Fund, LLC, an affiliate of the Company' s Chief Executive Officer, (ii) Moyo Partners, LLC, an affiliate of the Company' s President and Treasurer, (iii) Dakota Group, LLC and (iv) Rise Capital Corp. The May 2022 Notes have a maturity date of June 30, 2023 and bear interest at the rate of 5.0% per annum, payable at maturity. The principal and accrued interest on the May 2022 Notes are convertible, at the election of the holders, into shares of the Company' s common stock following the consummation of a "Qualified Financing" (as defined in the May 2022 Notes), or upon the consummation of a "Fundamental Transaction" (as defined in the May 2022 Notes) at the "Conversion Price" (as defined in the May 2022 Notes). The proceeds of the May 2022 Notes have been and will be utilized by the Company to fund working capital needs.

Director Independence

As of December 31, 2022, Jonathan Ledecy was the sole director of the Company. Mr. Ledecy is not considered "independent" in accordance with rule 4200(a)(15) of the NASDAQ Marketplace Rules. We are not currently traded on NASDAQ and are therefore not required to comply with the NASDAQ Marketplace Rules.

ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES.

AUDIT FEES

The aggregate fees billed by our former auditors, Boyle CPA, LLC for the fiscal years ended December 31, 2022 and 2021 was \$7,000 and \$9,000, respectively.

AUDIT-RELATED FEES

During the last two fiscal years, no fees were billed or incurred for assurance or related services by our auditors that were reasonably related to the audit or review of financial statements reported above.

TAX FEES

Tax preparation fees billed for the fiscal years ended December 31, 2022 and 2021 were \$2,250 and \$2,250.

ALL OTHER FEES

During the last two fiscal years, no other fees were billed or incurred for services by our auditors other than the fees noted above. Our board, acting as an audit committee, deemed the fees charged to be compatible with maintenance of the independence of our auditors.

THE BOARD OF DIRECTORS PRE-APPROVAL POLICIES

We do not have a separate audit committee. Our full board of directors performs the functions of an audit committee. Before an independent auditor is engaged by us to render audit or non-audit services, our board of directors pre-approves the engagement. Board of directors pre-approval of audit and non-audit services will not be required if the engagement for the services is entered into pursuant to pre-approval policies and procedures established by our board of directors regarding our engagement of the independent auditor, provided the policies and procedures are detailed as to the particular service, our board of directors is informed of each service provided, and such policies and procedures do not include delegation of our board of directors' responsibilities under the Exchange Act to our management. Our board of directors may delegate to one or more designated members of our board of directors the authority to grant pre-approvals, provided such approvals are presented to the board of directors at a subsequent meeting. If our board of directors elects to establish pre-approval policies and procedures regarding non-audit services, the board of directors must be informed of each non-audit service provided by the independent accountant. Board of Directors pre-approval of non-audit services, other than review and attest services, also will not be required if such services fall within available exceptions established by the SEC. For the fiscal year ended December 31, 2022, 100% of audit-related services, tax services and other services performed by our independent accountants were pre-approved by our board of directors.

Our board has considered whether the services described above under the caption "All Other Fees", which are currently none, is compatible with maintaining the auditor's independence.

The board approved all fees described above.

PART IV

ITEM 15. EXHIBITS, FINANCIAL STATEMENTS

The following documents are filed as part of this 10-K:

1. FINANCIAL STATEMENTS

The following documents are filed in Part II, Item 8 of this annual report on Form 10-K:

- [Report of Victor Mokuolu, CPA, PLLC, Independent Registered Public Accounting Firm](#) (PCAOB ID: 6771)
- [Report of Boyle CPA, LLC, Independent Registered Public Accounting Firm](#) (PCAOB ID: 6285)
- [Balance Sheets as of December 31, 2022 and 2021](#)
- [Statements of Operations for the years ended December 31, 2022 and 2021](#)
- [Statements of Changes in Stockholders' Deficit for the period from January 1, 2021 to December 31, 2022](#)
- [Statements of Cash Flows for the years ended December 31, 2022 and 2021](#)
- [Notes to Financial Statements](#)

2. FINANCIAL STATEMENT SCHEDULES

All financial statement schedules have been omitted as they are not required, not applicable, or the required information is otherwise included.

3. EXHIBITS

The exhibits listed below are filed as part of or incorporated by reference in this report.

Exhibit No.	Identification of Exhibit
4.1	Form of promissory note (incorporated by reference to our Current Report on Form 8-K filed on May 17, 2022).
31.1	Certification of the Principal Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of the Principal Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certification of Officers pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

ITEM 16. FORM 10-K SUMMARY

None.

SIGNATURES

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

Yale Transaction Finders, Inc.

(Registrant)

By /s/ Jonathan Ledecky
Jonathan Ledecky
Chief Executive Officer

Date March 13, 2023

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

By /s/ Jonathan Ledecky
Jonathan Ledecky
Chief Executive Officer (Principal Executive Officer), CFO and Director

By /s/ Arnold P. Kling
Arnold P. Kling
President and Treasurer (Principal Financial and Accounting Officer)

Date March 13, 2023