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

(Mark One)

## FORM 10-K

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

For the fiscal year ended on December 31, 2023

or

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

For the transition period from ____________________________ to

**Commission file number. 1.333-277502**

# NEIGHPART INTERNATIONAL, Corp

(Exact name of registrant as specified in its charter)

| | |
|---|---|
| **Florida** | **92-0258518** |
| State or other jurisdiction of incorporation or organization | (I.R.S. Employer Identification No.) |

| | |
|---|---|
| **20301 SW 106th Ave. Miami, Florida** | **33189** |
| (Address of principal executive offices) | (Zip Code) |

Registrant's telephone number, including area code: **(305) 439-4139.**

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

| Title of each class | Trading Symbol(s) | Name of each exchange on which registered |
|---|---|---|
| Common Stock, par value $0,001 per share | N/A | Pending |

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

N/A

(Title of class)

N/A

(Title of class)

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

☒

Yes ☐No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.

☒ Yes ☐No

**Note** – Checking the box above will not relieve any registrant required to file reports pursuant to Section 13 or 15(d) of the Exchange Act from their obligations under those Sections.

SEC 1673 (01-23) Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

☒ Yes ☐ No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files).

☐ Yes ☒ No

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

| | | |
|---|---|---|
| Large-accelerated filer ☐ | Accelerated filer ☐ | Emerging growth company ☒ |
| Non-accelerated filer ☒ | Smaller reporting 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 Ex- change 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.

☒

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements.

☐

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to §240.10D-1(b). ☐

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

**Note.**—If a determination as to whether a particular person or entity is an affiliate cannot be made without involving unreasonable effort and expense, the aggregate market value of the common stock held by non-affiliates may be calculated on the basis of assumptions reasonable under the circumstances, provided that the assumptions are set forth in this Form.

APPLICABLE ONLY TO REGISTRANTS INVOLVED IN BANKRUPTCY
PROCEEDINGS DURING THE PRECEDING FIVE YEARS:

Indicate by check mark whether the registrant has filed all documents and reports required to be filed by Section 12, 13 or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court.

☐ Yes

☒ No

(APPLICABLE ONLY TO CORPORATE REGISTRANTS)

Indicate the number of shares outstanding of each of the registrant's classes of common stock, as of the latest practicable date.

DOCUMENTS INCORPORATED BY REFERENCE

List hereunder the following documents if incorporated by reference and the Part of the Form 10-K (e.g., Part I, Part II, etc.) into which the document is incorporated: (1) Any annual report to security holders; (2) Any proxy or information statement; and (3) Any prospectus filed pursuant to Rule 424(b) or (c) under the Securities Act of 1933. The listed documents should be clearly described for identification purposes (e.g., annual report to security holders for fiscal year ended December 24, 1980).

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**Neighpart International, Corp**
**Fiscal 2023 Form 10-K Index**

# PART I

## Item 1. Business.

Neighpart International, Corp (“Neighpart” or the “Company”) is a purchasing agent and marketing company focused on the medical instrument, equipment, and disposables sector.

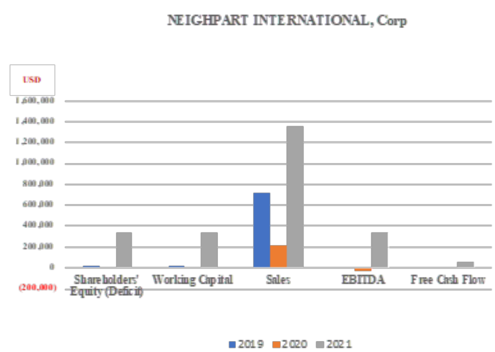
On June 4, 2019, Neighpart International, LLC, was filed with the Division of Corporations in the State of Florida under Document Number L19000147840, establishing its principal place of business at 20301 SW 106th Ave, Miami, FL 33189.

On September 30, 20221, the Company filed to the Florida Department of State, Division of Corporations an amendment by adding Ms. Analia V Caballero as manager.

On August 22nd, 2022, the Company filed to the Florida Department of State, Division of Corporations, Articles of Conversion, converting the Company into Florida Profit Corporation, changing the Company’s name into Neighpart International Corp., under Document Number P22000067984, with 1,000,000 authorized shares of stock.

On September 11th, 2023, the Company filed to the Florida Department of State Division of Corporations, Articles of Amendment to the Articles of Incorporation of Neighpart International, Corp., under Document Number P22000067984, filing 200415490392. Based on such filing the Company resolved increase the authorized shares of common stock from one million (1,000,000) shares to one billion (1,000,000,000) shares with a par value of $0.001. Also resolved the authorize twenty million (20,000,000) shares of preferred stock with a par value of $0.001

During the first three years of activity, NIC was able to identify and provide the other companies of the CEB Group with a variety of products and services that allowed them to position themselves in a privileged position in the target market (the Republic of Paraguay). The following graph shows some of the significant items of this evolution, especially considering the extreme youth of the Company:




NIC has already advanced in the negotiations for the acquisition of an alternative energy company with advanced electrical storage capacity (the “Energy Company”), a medical equipment and hospital infrastructure (The “Hospital Provider”) and a specialty cleaning and sanitization company (the “Sanitization Company”), all companies based in the Republic of Paraguay with solid business models and extremely interesting perspectives for synergy in the Paraguayan healthcare industry. NIC’s major shareholder Mr. Claudio Escobar also establish a company in Spain that NIC later in this process will acquire, which due to its characteristics will be located in EBIC Valencia at the European Business and Innovation Center.

Finally, NIC is in negotiations with several companies for a partnership and the ability to import intellectual property and business operations trade secrets into Paraguay to improve the healthcare system.

The first is a sanitary transport company located in Asturias (Spain) with fifty (50) years of uninterrupted activity in sanitary transport in all its modalities, with more than 400,000 transfers per year. In 2017 it was nominated “Innovative Company 2017” by the Association of Transport Entrepreneurs and the “Asturian Label of Safe Mobility 2017”. In 2019, it won the II International HEFAME Humanization Award granted during the 2nd HURGE Humanization Congress, as well as the II Humanization of Healthcare Award from the Royal Academy of Medicine of Asturias.

Negotiations are also being conducted with a Spanish hospital operations company with over 100 years of experience. The company offers a person-centered care approach where the Patient Experience is the focal point. The company offers NIC a technological and structural point of view for facilities operations that are being demonstrated in a major Spanish hospital without losing the essence of quality care that has marked the personality of that hospital.

The third company with whom negotiations are in process is a Spanish company with a strong innovative and technological character, which has been providing Telemedicine and Tele-diagnostic solutions in real time to any type of customer anywhere for more than 25 years. It provides a service of high added value, since it includes both the equipment for the diagnosis of the patient (X-ray, ECG ...) and connectivity, and this monitoring comes in a fast and secure way to medical centers of reference, where highly qualified personnel will perform the relevant diagnosis and all in real time. This company's equipment is currently used by the Armed Forces of the Kingdom of Spain and is in the final stages of consideration by NATO (North Atlantic Treaty Organization).

On December 19, 2023, Neighpart Servicios Internacionales, SL., a Company related corporation based in Spain, and Comitas Telesalud S.A., signed a Collaboration Agreement for the Provision of Telemedicine and Mobility Services, one significant part of this agreement stated as follows: "….*Likewise, COMITAS will not be able to sell the telemedicine technological solution directly to any service provider, integrator or end client (public or private entity) in Paraguay during Phase 1 - Pilot and commercial prospecting, without prior authorization and consent from NEIGHPART. , with the following exceptions: • Projects in which NEIGHPART cannot offer the service requested by the client, or refuses to do so for any reason and where telemedicine is a part of it, explicitly confirming it to COMITAS. • Projects initiated commercially by COMITAS prior to the signing of this agreement, in which COMITAS undertakes to incorporate NEIGHPART to the extent feasible for the provision of services*…"

These acquisitions and partnerships are all strategically placed in the NIC plan in order to upgrade and improve the healthcare services in Paraguay.

## Item 1A. Risk Factors.

An investment in shares of our common stock involves substantial risks and uncertainties that may adversely affect our business, results of operations and financial condition. You should carefully consider all of the information set forth in this form and, in particular, should evaluate the specific factors set forth in the section titled "Risk Factors" immediately following this paragraph summary in deciding whether to invest in our common stock. These risks include, among others, the following:

***Risks Relating to Paraguay:***

As of the date of this registration statement, the majority of our operations, property and sales are located in Paraguay. As a result, the quality of our assets, our financial condition and the results of our operations are dependent upon the macroeconomic, regulatory, social and political conditions prevailing in Paraguay from time to time. These conditions include growth rates, inflation rates, exchange rates, taxes, foreign exchange controls, changes to interest rates, changes to government policies, social instability, and other political, economic or international developments either taking place in, or otherwise affecting, Paraguay.

**Summary of Risk Factors:**

Any Future Economic and political instability in Paraguay may adversely and materially affect our business, results of operations and financial condition.

Due to the Company's operations in Paraguay, the Company is exposed to the risk of changes in foreign exchange rates.

The Paraguayan economy could be adversely affected by economic developments in other global markets.

Restrictions on the supply of energy could negatively affect Paraguay's economy.

We are exposed to risks in relation to compliance with foreign and domestic anti-corruption and anti-bribery laws and regulations.

We have limited operating history and face many of the risks and difficulties which are frequently encountered by companies in the developmental stage. Our limited operating history may make evaluating our prospects difficult.

We have very limited financial resources. We have included a note to our financial statements expressing substantial doubt about our ability to continue as a going concern.

We do not currently have a fully developed marketing plan, and as such we may not generate as much revenue as we anticipate.

Our business and marketing plans may be unsuccessful, which means that we may not be able to continue operations as a going concern.

We will incur increased costs as a result of being a public company. These costs will adversely impact our results of operations.

We have not established disclosure controls and procedures and controls over financial reporting. Without these controls, we may not accurately account for our financial transactions and report material transactions on a timely basis.

If inflation increases significantly the results of operations, financial condition and prospects could be materially and adversely affected.

Currency exchange rate fluctuations may increase our costs.

If you invest in our stock, your investment may be disadvantaged by future funding, if we need and are able to obtain it.

Voting control by management means it is unlikely you and other stockholders will be able to elect our directors and you will have little influence over our management.

If Claudio Escobar, our director, and officer were leaving the company prior to securing suitable replacements, we will be left without management and our business operations might need to be suspended or cease entirely all together.

If we are unable to effectively manage our growth, our ability to implement our business strategy and our operating results will likely be materially adversely affected.

If we are unable to hire qualified personnel and retain or motivate key personnel, we may not be able to grow effectively.

We will engage in a highly competitive and sophisticated market in which we have limited prior experience. If we are unable to compete successfully in our marketplace, our business may fail or be less successful.

Security and privacy breaches in our digital marketing platform may expose us to additional liability and result in the loss of customers, either of which events could harm our business and cause our stock price to decline.

We could incur substantial losses from employee fraud, and, as a result, our business would suffer.

Our digital platform might be used for illegal or improper purposes, which could expose us to additional liability and harm our business.

We may experience breakdowns in our digital platform that could damage customer relations and expose us to liability, which could affect adversely our ability to become profitable.

We may not protect our proprietary technology effectively, which would allow competitors to duplicate our digital platform. This would make it more difficult for us to compete with them.

Shares sold by the selling shareholders may limit the amount of proceeds raised in the primary offering.

You may find it difficult to sell our shares because there is no public market for our shares, and you have no assurance a public market will develop.

"Penny stock" rules may make buying and selling our common stock difficult.

We are an "emerging growth company," and we cannot be certain if the reduced reporting requirements applicable to emerging growth companies will make our common stock less attractive to investors.

We may not eligible quoted on OTCQB marketplace.

We do not currently have invention assignment agreements with all of our employees. If we are unable to protect the confidentiality of our other proprietary information, our business and competitive position may be harmed.

We rely on, and in the future, we may rely on, third-party contractors and components for certain of our technology, software, information systems and products and our disaster recovery plan.

Unexpected changes in vendor payment terms may weaken our financial position.

If our trademarks and trade names are not adequately protected, then we may not be able to build name recognition in our markets of interest and our business may be adversely affected.

Our capitation arrangement may prove unprofitable if actual utilization rates exceed our assumptions.

We are highly dependent upon senior management; our failure to attract and retain key members of senior management could have a material adverse effect on us.

Limitations on the availability of capital or other financing sources on reasonable terms, as well as losses due to existing bad or uncollectible debts, could have an adverse impact on our business, results of operations, financial condition and prospects.

Changes in tax laws may adversely affect us, and the Internal Revenue Service or a court may disagree with tax positions taken by us, which may result in adverse effects on our financial condition or the value of our common stock.

Natural disasters or other catastrophic events could materially disrupt and have a negative effect on our business, results of operations, financial condition, and prospects.

There has been no prior public market for our common stock and there may not be an active trading market for shares of our common stock following the offering, which may cause shares of our common stock to trade at a discount from their initial offering price and make it difficult to sell the shares of common stock you purchase.

The market price of shares of our common stock may be volatile or may decline and our operating results may fluctuate significantly, which makes our future operating results difficult to predict and could cause our operating results to fall below expectations and could cause the value of your investment to decline.

We are a holding company with no operations of our own and we are accordingly dependent upon distributions from our subsidiaries to pay taxes and pay dividends.

If securities or industry analysts do not publish research or reports about our business, or if they downgrade their recommendations regarding our common stock, our stock price and trading volume could decline.

Investors in their holdings will suffer immediate and substantial dilution.

You may be diluted by the future issuance of additional common stock in connection with our incentive plans, acquisitions or otherwise.

Participation by our existing stockholders and their affiliated entities may reduce the public float for our common stock.

Each of our Principal Stockholders and their affiliates control us and their individual interests may conflict with ours or yours in the future.

A significant portion of our total outstanding shares is and will be restricted from immediate resale following their issuance, but if we or our pre owners sell additional shares of our common stock in the near future or are perceived by the public markets as intending to sell them, the market price of our common stock could decline significantly.

Because we have no current plans to pay dividends on our common stock, you may not receive any return on your investment unless you sell your common stock for a price greater than that which you paid for it.

Our management may spend the proceeds of any share issuance in ways with which you may disagree or that may not be profitable.

We could be subject to securities class action litigation.

We will incur increased costs and become subject to additional regulations and requirements as a result of becoming a public company, which could lower our profits, make it more difficult to run our business or divert management's attention from our business.

Our internal controls over financial reporting currently do not meet all of the standards contemplated by Section 404 of the Sarbanes-Oxley Act, and failure to achieve and maintain effective internal controls over financial reporting in accordance with Section 404 of the Sarbanes-Oxley Act could have a material adverse effect on our business and the market price of the common stock.

We are an "emerging growth company," and the reduced disclosure requirements applicable to emerging growth companies may make our common stock less attractive to investors.

Anti-takeover provisions in our organizational documents and Florida law might discourage or delay acquisition attempts for us that you might consider favorable.

Our amended and restated certificate of incorporation will designate the Court of Chancery of the State of Florida and the federal district courts of the United States of America as the sole and exclusive forums for certain types of actions and proceedings that may be initiated by our stockholders, which could limit our stockholders' ability to obtain a favorable judicial forum for disputes with the Company or the Company's directors, officers or other employees.

Please see "Risk Factors" for a discussion of these and other factors you should consider before making an investment in shares of our common stock.

**Item 1B. Unresolved Staff Comments.**

There are no unresolved Staff Comments.

**Item 1C. Cybersecurity.**

In July 2023, the SEC adopted new cybersecurity rules for the stated purpose of enhancing and standardizing disclosures regarding cybersecurity risk management, strategy, governance, and incidents by public companies. The rules were proposed in March 2022, as various factors including the use of digital technologies and artificial intelligence, hybrid work environments, the increase in the use of crypto assets, and the illicit profits from ransomware and stolen data have continued to increase cybersecurity risk. The final rules reflect the SEC's determination that investors require more substantive and consistent information concerning the cybersecurity risk profile of companies to inform investment decisions.

Since inception the Company only used software is QuickBooks Online, provided by Intuit. Since inception the Company never had any cybersecurity adverse event, and management strategy on this critical matter, was, since the beginning, to rely on the vendor, Intuit, security track record, updated technology and security measures implemented on their system.

**Item 2. Properties**.

As per required by Item 102 of Regulation S-K, the Company only physical property located at 20301 SW 106$^{th}$ Ave, Miami FL, 33189, is a management office, which perfectly fits for all required activities developed therein.

**Item 3. Legal Proceedings.**
As per the Company's knowledge, no legal proceedings are currently enforced neither as defendant nor as a plaintiff.

**Item 4. Mine Safety Disclosures.**
Not applicable

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## PART II

### Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities.

(a) As per required by Item 201 of Regulation S-K (17 CFR 229.201) and Item 701 of Regulation S-K (17 CFR 229.701), the Company must state as follows:

5.(a).1. The issued common equity is still not listed in any United States' market, then no trading symbol has been allocated. Notwithstanding the foregoing by the time this Form 10-K is filed, the Company submitted to OTC Markets Group on March 20, 2024, the OTCQB Application. On March 20, 2024, the Company received from Cusip Global Services the CUSIP Number: 64016M 109, ISIN Number: US64016M1099.

5.(a).2. The Company objective is having their common stock listed in the OTC Market as an OTCQB, therefore will be an over-the-counter market quotation.

5.(a).3. Unregistered Sales of Equity Securities and Use of Proceeds: As required by Item 701 of Regulation S-K (17 CFR 229.701) on December 31, 2023, the Company issued 1,000,000 Preferred Shares para value $0.001 to the President and CEO as an incentive and retain Mr. Claudio A. Escobar Brizuela. This compensation was approved by Neighpart International Corp., Unanimous Written Consent of Board of Directors in Lieu of Special Meeting held on January 11th, 2023, and filed with the Division of Corporation of the State of Florida on September 11th, 2023.

Due to the change on par value resolved by Neighpart International Corp., Unanimous Written Consent of Board of Directors in Lieu of Special Meeting held on January 11th, 2023, and filed with the Division of Corporation of the State of Florida on September 11th 2023, under which the Company changed the stock par value of $0.10 to $0.001 the company issued the additional shares of common stock for those shareholders that altogether have integrated the amount of 14,144, therefore 14,003,565 additional shares of common stock par value $0.001 were issued.

5.(a).4. As required by § 229.701(f) of Regulation S-K, the 1,000,000 shares of Preferred Stock, par value $0.001 was issued to President and CEO as an incentive and retain Mr. Claudio A. Escobar Brizuela

5.(a).5. As required by Item 703 of Regulation S-K § 229.703, the Company didn't make repurchase since inception.

5.(a).6. The following is the list of the Company securities sold within the past three years, which were not registered under the Securities Act:

| ORDER Nº | NAME (Last name, middle initial, first name) | QTY | USD Par value | USD Value paid | PAYMENT Deposited in Chase Bank | % stocks ownership |
|---|---|---|---|---|---|---|
| 1 | Escobar Brizuela Claudio Alberto | 14,000,000 | $ 0.001 | 14,000.00 | | 88.9228% |
| 2 | Caballero Ojeda Analia Virginia | 143,500 | 0.001 | 143.50 | | 0.9115% |
| 3 | Caballero Ojeda Analia Virginia | 500 | 0.10 | 50.00 | 50.00 | 0.0032% |
| 4 | Tres Soles Int LLC. | 30,000 | 0.10 | 3,000.00 | 3,000.00 | 0.1905% |
| 5 | Acosta Aguirre Juan Martín | 3,000 | 0.10 | 300.00 | 300.00 | 0.0191% |
| 6 | Acuña Trappe Christian Daniel | 15,000 | 0.10 | 1,500.00 | 1,500.00 | 0.0953% |
| 7 | Alegre Insfran Hector Daniel | 15,000 | 0.10 | 1,500.00 | 1,500.00 | 0.0953% |
| 8 | Alfonso Gimenez Liz del Carmen | 4,500 | 0.10 | 450.00 | 450.00 | 0.0286% |
| 9 | Alonso Duarte Sandra Carolina | 900 | 0.10 | 90.00 | 90.00 | 0.0057% |

| ORDER Nº | **NAME** (Last name, middle initial, first name) | QTY | USD Par value | USD Value paid | **PAYMENT** Deposited in Chase Bank | **% stocks ownership** |
|---|---|---|---|---|---|---|
| 10 | Alvarenga Bonzi Gerardo Santiago | 900 | 0.10 | 90.00 | 90.00 | 0.0057% |
| 11 | Amado Martinez Faisal Mijail | 600 | 0.10 | 60.00 | 60.00 | 0.0038% |
| 12 | Anastasia Sebastián Pablo | 15,000 | 0.10 | 1,500.00 | 1,500.00 | 0.0953% |
| 13 | Aranda Filartiga Esteban Fernando | 75,000 | 0.10 | 7,500.00 | 7,500.00 | 0.4764% |
| 14 | Arias Mora Patricia Belén | 30,000 | 0.10 | 3,000.00 | 3,000.00 | 0.1905% |
| 15 | Aseretto Battilana Fabrizio Javier | 6,000 | 0.10 | 600.00 | 600.00 | 0.0381% |
| 16 | Ayala Gonzalez Felix Gustavo | 6,000 | 0.10 | 600.00 | 600.00 | 0.0381% |
| 17 | Baquerizo, Maria Pia | 339,100 | 0.10 | 33,910.00 | 33,910.00 | 2.1538% |
| 18 | Bekerman Lionel Alejandro | 9,000 | 0.10 | 900.00 | 900.00 | 0.0572% |
| 19 | Benitez Ayala Gerardo Daniel | 30,000 | 0.10 | 3,000.00 | 3,000.00 | 0.1905% |
| 20 | Bernal Duarte Oscar F. | 15,000 | 0.10 | 1,500.00 | 1,500.00 | 0.0953% |
| 21 | Bogado Palacio Giannina Micaella | 75,000 | 0.10 | 7,500.00 | 7,500.00 | 0.4764% |
| 22 | Borja Ojeda Alicia Elizabeth | 15,000 | 0.10 | 1,500.00 | 1,500.00 | 0.0953% |
| 23 | Brizuela Filartiga Víctor | 6,000 | 0.10 | 600.00 | 600.00 | 0.0381% |
| 24 | Brizuela Vda de Escobar Dominga Concepción | 16,500 | 0.10 | 1,650.00 | 1,650.00 | 0.1048% |
| 25 | Caballero Ojeda Sandra Yanil | 15,000 | 0.10 | 1,500.00 | 1,500.00 | 0.0953% |
| 26 | Cabral Nuñez Angel David | 24,000 | 0.10 | 2,400.00 | 2,400.00 | 0.1524% |
| 27 | Cardozo Ortega Carlos Damian | 9,000 | 0.10 | 900.00 | 900.00 | 0.0572% |
| 28 | Cardozo Ortega Victor Hugo | 15,000 | 0.10 | 1,500.00 | 1,500.00 | 0.0953% |
| 29 | Catella Brizuela Christian Evelio | 15,000 | 0.10 | 1,500.00 | 1,500.00 | 0.0953% |
| 30 | Catella Llano Christian Ismael Maria | 15,000 | 0.10 | 1,500.00 | 1,500.00 | 0.0953% |
| 31 | Catella Llano Giovanni Jesus Maria | 15,000 | 0.10 | 1,500.00 | 1,500.00 | 0.0953% |
| 32 | Coronel Acosta José Raúl | 15,000 | 0.10 | 1,500.00 | 1,500.00 | 0.0953% |
| 33 | del Pino Lemoine Luisa Maria | 30,000 | 0.10 | 3,000.00 | 3,000.00 | 0.1905% |
| 34 | Dorin Gaston Ezequiel | 3,000 | 0.10 | 300.00 | 300.00 | 0.0191% |
| 35 | Escobar Espinola Carlos Alfredo | 21,000 | 0.10 | 2,100.00 | 2,100.00 | 0.1334% |
| 36 | Escobar Espínola Fernando Anibal | 15,000 | 0.10 | 1,500.00 | 1,500.00 | 0.0953% |
| 37 | Escobar Espinola Rodrigo Alejandro | 15,000 | 0.10 | 1,500.00 | 1,500.00 | 0.0953% |
| 38 | Escobar Galeano Gabriel Adolfo | 15,000 | 0.10 | 1,500.00 | 1,500.00 | 0.0953% |
| 39 | Escobar Herrera Diego Adolfo | 15,000 | 0.10 | 1,500.00 | 1,500.00 | 0.0953% |
| 40 | Fadlala Vallejos Jorge Andrés | 15,000 | 0.10 | 1,500.00 | 1,500.00 | 0.0953% |
| 41 | Feng Jingtao | 15,000 | 0.10 | 1,500.00 | 1,500.00 | 0.0953% |

| ORDER Nº | **NAME** (Last name, middle initial, first name) | QTY | USD Par value | USD Value paid | PAYMENT Deposited in Chase Bank | **% stocks ownership** |
|---|---|---|---|---|---|---|
| 42 | Ferreira Cáceres Adriana Belén | 9,000 | 0.10 | 900.00 | 900.00 | 0.0572% |
| 43 | Filippi Sarubbi Carlos Raimundo | 30,000 | 0.10 | 3,000.00 | 3,000.00 | 0.1905% |
| 44 | Fretes Vierci Maria Liliana | 30,000 | 0.10 | 3,000.00 | 3,000.00 | 0.1905% |
| 45 | Gaona Valdez Arnaldo Eliseo | 30,000 | 0.10 | 3,000.00 | 3,000.00 | 0.1905% |
| 46 | Gomez Cabañas Ada Belen | 15,000 | 0.10 | 1,500.00 | 1,500.00 | 0.0953% |
| 47 | Gómez Cabrera Benito Tadeo | 15,000 | 0.10 | 1,500.00 | 1,500.00 | 0.0953% |
| 48 | Gonzalez Bedoya Víctor Andrés | 15,000 | 0.10 | 1,500.00 | 1,500.00 | 0.0953% |
| 49 | Gonzalez Gonzalez José Manuel | 30,000 | 0.10 | 3,000.00 | 3,000.00 | 0.1905% |
| 50 | Leguizamón Fariña Mónica María del Pilar | 15,000 | 0.10 | 1,500.00 | 1,500.00 | 0.0953% |
| 51 | Lopez Brizuela Jose Martin | 6,000 | 0.10 | 600.00 | 600.00 | 0.0381% |
| 52 | Mendieta Alvarenga Minerva Belén | 36,000 | 0.10 | 3,600.00 | 3,600.00 | 0.2287% |
| 53 | Morinigo Diaz Jose Alberto | 15,000 | 0.10 | 1,500.00 | 1,500.00 | 0.0953% |
| 54 | Niella Bareiro Carlos Alberto | 15,000 | 0.10 | 1,500.00 | 1,500.00 | 0.0953% |
| 55 | Peralta Duarte Marta Concepcion | 15,000 | 0.10 | 1,500.00 | 1,500.00 | 0.0953% |
| 56 | Portmann Schoeder Myriam | 45,000 | 0.10 | 4,500.00 | 4,500.00 | 0.2858% |
| 57 | Rangel Dustin Eugene | 15,000 | 0.10 | 1,500.00 | 1,500.00 | 0.0953% |
| 58 | Recalde Insfran Hector Ruben | 15,000 | 0.10 | 1,500.00 | 1,500.00 | 0.0953% |
| 59 | Recalde Lagraña Karina María | 6,000 | 0.10 | 600.00 | 600.00 | 0.0381% |
| 60 | Rodriguez Ramirez Wilson Rafael | 9,000 | 0.10 | 900.00 | 900.00 | 0.0572% |
| 61 | Rolón Alfonso Liz Paola | 15,000 | 0.10 | 1,500.00 | 1,500.00 | 0.0953% |
| 62 | Romero Ferreira Tatiana Belen | 15,000 | 0.10 | 1,500.00 | 1,500.00 | 0.0953% |
| 63 | Saccarello Velazco Giuliana María | 15,000 | 0.10 | 1,500.00 | 1,500.00 | 0.0953% |
| 64 | Samaniego Cino Jorge Luis | 15,000 | 0.10 | 1,500.00 | 1,500.00 | 0.0953% |
| 65 | Semidei Mendieta Eduardo Martin | 15,000 | 0.10 | 1,500.00 | 1,500.00 | 0.0953% |
| 66 | Sosa Villalba Iván Rafael | 15,000 | 0.10 | 1,500.00 | 1,500.00 | 0.0953% |
| 67 | Triguis Duarte Jorge Daniel | 15,000 | 0.10 | 1,500.00 | 1,500.00 | 0.0953% |
| 68 | Vázquez González Vanessa | 15,000 | 0.10 | 1,500.00 | 1,500.00 | 0.0953% |
| 69 | Velázquez Machuca Florentin Ramón Domingo | 15,000 | 0.10 | 1,500.00 | 1,500.00 | 0.0953% |
| 70 | Venialbo Mezgolits Hugo Cesar Obdulio | 15,000 | 0.10 | 1,500.00 | 1,500.00 | 0.0953% |
| 71 | Verdún Arguello Alicia Belén | 58,500 | 0.10 | 5,850.00 | 5,850.00 | 0.3716% |

| ORDER Nº | NAME (Last name, middle initial, first name) | QTY | PAYMENT USD Par value | USD Value paid | Deposited in Chase Bank | % stocks ownership |
|---|---|---|---|---|---|---|
| 72 | Vierci Lucia Maria | 45,000 | 0.10 | 4,500.00 | 4,500.00 | 0.2858% |
| 73 | Villalongia Mazi Cecilia Deidamia | 6,000 | 0.10 | 600.00 | 600.00 | 0.0381% |

Accordingly, the chart above, currently, the Company issued: 15,744,000 shares of common stock, out of which 14,144,000 are restricted and 1,600,000 unrestricted, therefore the flow is equal to 10.16%. As of today, the Company have 73 stockholders, and all shares are fully paid.

5.(a).4. For compliance to Item 701(f) of Regulation S-K (§229.701(f), the Company received as of September 6, 2019, in its Chase Bank checking account the integration of $14,143.50 by wire, such funds were used in the Company general operation. The remaining integration is collectively expected to be wired within the first April 2024, fortnight.

5.(a).5. In compliance to the information required by Item 703 of Regulation S-K (§ 229.703), the Company state that no repurchase were made in the Company entire life.

**Item 6. [Reserved]**

**Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations.**

## Forward-Looking Statements

This Annual Report on Form 10-K includes forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. All statements other than statements of historical fact, including statements regarding guidance, industry prospects, or future results of operations or financial position, made in this Annual Report on Form 10-K are forward-looking. We use words such as anticipates, believes, expects, future, intends, and similar expressions to identify forward- looking statements. Forward-looking statements reflect management's current expectations and are inherently uncertain. Actual results and outcomes could differ materially for a variety of reasons, including, among others, fluctuations in foreign exchange rates, changes in global economic conditions and customer spending, inflation, labor market and global supply chain constraints, world events, the rate of growth of the Internet, online commerce, and cloud services, the amount that Neighpart International, Corp., invests in new business opportunities and the timing of those investments, the mix of products and services sold to customers, the mix of net sales derived from products as compared with services, the extent to which we may owe income or other taxes, competition, management of growth, potential fluctuations in operating results, international growth and expansion, the outcomes of claims, litigation, government investigations, and other proceedings, fulfillment, sortation, delivery, and data center optimization, risks of inventory management, variability in demand, the degree to which we enter into, maintain, and develop commercial agreements, proposed and completed acquisitions and strategic transactions, payments risks, and risks of fulfillment throughput and productivity. In addition, the global economic climate and additional or unforeseen effects from the COVID-I9 pandemic amplify many of these risks. These risks and uncertainties, as well as other risks and uncertainties that could cause our actual results or outcomes to differ significantly from management's expectations, are described in greater detail in Item 1A of Part I, "Risk Factors."

## Critical Accounting Judgments

The preparation of financial statements in conformity with generally accepted accounting principles of the United States ("GAAP") requires estimates and assumptions that affect the reported amounts of assets and liabilities, revenues and expenses, and related disclosures of contingent liabilities in the consolidated financial statements and accompanying notes. The SEC has defined a company's critical accounting policies as the ones that are most important to the portrayal of the company's financial condition and results of operations, and which require the company to make its most difficult and subjective judgments, often as a result of the need to make estimates of matters that are inherently uncertain. Based on this definition, we have identified the critical accounting policies and judgments addressed below.

We also have other key accounting policies, which involve the use of estimates, judgments, and assumptions that are significant to understanding our results. For additional information, see Item 8 of Part II, "Financial Statements and Supplementary Data - Note 1 Description of Business, Accounting Policies, and Supplemental Disclosures." Although we believe that our estimates, assumptions, and judgments are reasonable, they are based upon information presently available. Actual results may differ significantly from these estimates under different assumptions, judgments, or conditions.

1 **General Overview**: As of the date of filing this Form 10-K, the Company is in a transition period that involves moving from its previous activity to completing, subject to the signing of the pertinent agreements, the acquisition, in a transaction 100% in shares of the Company, of the following companies located in the Republic of Paraguay, Cevima S.A, Kaizen Energy S.A.E.C.A and Neighpart S.A, as well as the company based in the Kingdom of Spain and recently formed, Neighpart Servicios Internacionales, S.L., all of which explains the activity reduction of the Company, especially in the second half of 2023. Reader must notice the possible change in the business operation, from the current brokerage services, to a holding company, provided the proper agreements are executed, and in such new role, the Company shall be devoted to identify, negotiate and if possible close new acquisitions deals, create joint-ventures, invest in R&D specially in new technologies or upgrading existing technologies, all of which with the intention to propel new added services and revenue streams to the subsidiaries.

The Company estimates that, if the expected mergers are carried out, and given certain activities currently in development, including those where the Company has a growing interaction, we insist, if the merger projects mentioned here are carried out, the future of the business group would be satisfactory.

2 **Liquidity**: The Company understands that, as described in the previous section (General Overview), given the level and operational action developed in the second half of 2023 and what has passed since the current year 2024, the current level of liquidity It covers short-term needs, additionally, as is happening, the contribution of certain Paraguayan companies, linked to the merger negotiations in progress, resolves any differences that may exist.

3 **Capital resources**: The company is in the process of being listed on the OTC Market, OTCQB level, once this objective has been achieved and subject to the completion of the merger with the companies described in section 1 (General Overview), to which it would be necessary to add the projects that are being developed simultaneously, management understands that it could generate some attraction for investors who activate at the aforementioned OTCQB level. Additionally, if the projects under analysis could be carried out, we are identifying together with our commercial partners, especially in the Kingdom of Spain, different sources of financial leverage available for the type of project under analysis. The costs of explored capital resources, in part due to the characteristic of funds oriented to the promotion of exports in the countries of origin, are highly competitive compared to the values managed in the financial market, which could add an additional benefit to the success of the projects under consideration.

4 **Results of operations**: Although the Statement of Operations shows a 100% increase compared to the previous year's sales, this increase was due to the agreement reached with the client Neighpart S.A, on the amount of brokerage fees pending billing. The reason for this was that the Company had invoiced the sales at the cost price without adding a profit for the management, a fact that was resolved by billing $1,200,000 for the aforementioned concept of brokerage-fees.

Looking towards the future, and subject to the Company being able to sign the agreements that implement the merger with the three Paraguayan companies, mentioned in section 1, General Overview, management is developing conversations for the application of technology in telemedicine, as well as the possibility of building a hospital in the city of Asuncion, all of which we estimate that if it occurs, the effect will be highly beneficial for our shareholders.

5 **Off-balance sheet arrangements**: The Company has no off-balance arrangements.

**Item 7A. Quantitative and Qualitative Disclosures About Market Risk.**

We have operations primarily within the Republic of Paraguay and we are exposed to market risk in the ordinary course of our business. Market risk represents the risk of loss that may impact our financial position due to adverse changes in financial market prices and rates. We do not believe that inflation has had a material effect on our business, results of operations or financial condition. Nonetheless, if our costs were to become subject to significant inflationary pressures, we may not be able to fully offset such higher costs. Our inability or failure to do so could harm our business, results of operations or financial conditions.

**Interest Rate Risk**

As of December 31, 2023, we had $41,196 in cash and cash equivalents. Our cash equivalents are comprised primarily of money market accounts held at banks. Due to the short-term nature of these instruments, we believe that we do not have any material exposure to changes in the fair value because of changes in interest rates. Declines in interest rates, however, would reduce future interest income and cash flows. On the other hand, we have no debt accruing interest, therefore a hypothetical change in interest rates during the fiscal years ended would not have had a material impact on our historical condensed financial statements.

**Foreign Currency Risk**

Our results of operations and cash flows are subject to fluctuations due to changes in foreign currency exchange rates. Currently, substantially all our revenue and expenses are denominated in U.S. dollars. Revenue and expenses are remeasured each day at the exchange rate in effect on the day the transaction occurred. Our results of operations and cash flows in the future may be adversely affected due to an expansion of non-U.S. dollar denominated contracts and changes in foreign exchange rates (i.e.: euros). The effect of a hypothetical 10% change in foreign currency exchange rates applicable to our business would not have had a material impact on our historical condensed financial statements for the fiscal years ended because the Company is buying c/o our customers, therefore any changes shall be fully translated to our clientele. To date, we have not engaged in any hedging strategies. As our international activities grow, we will continue to reassess our approach to manage the risk relating to fluctuations in currency rates.

Notwithstanding the foregoing, our client activity in Paraguay may be affected for foreign currency risk, related to local currency, and that may affect the selling estimates, however at least for the last five (5) years the inflation records and the US dollar exchange rate, had having a somehow equilibrium development, the following charts are showing both variables within the last five years period:

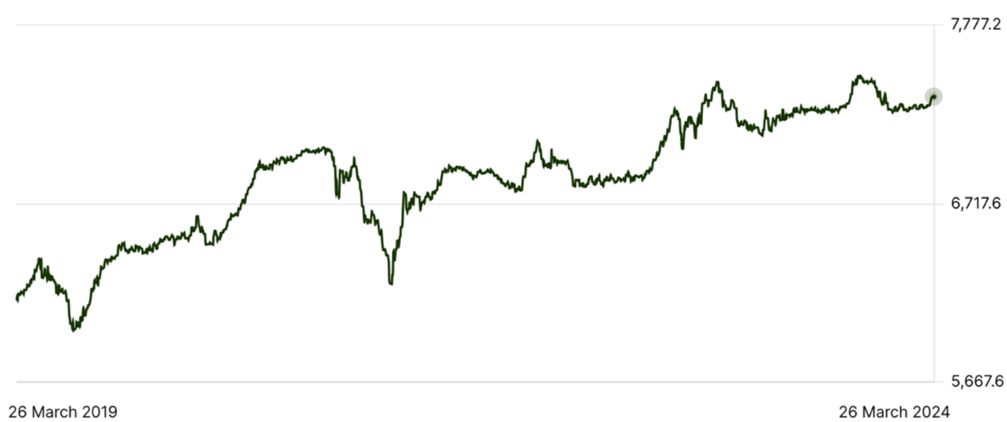
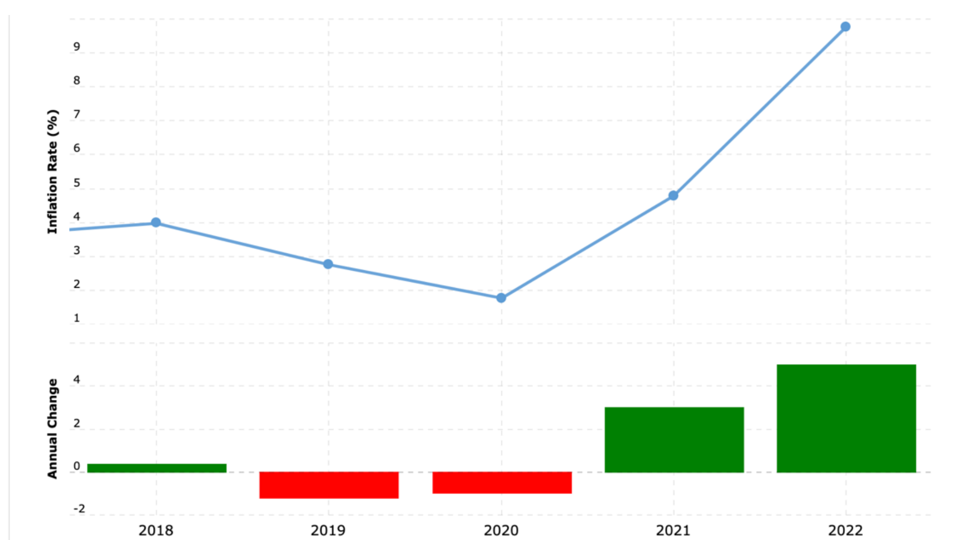



Figure above historical exchange currency between local money (guranies) and US dollar. Figure below historical inflation for the indicated years



**Item 8. Financial Statements and Supplementary Data.**

**Index to Consolidated Financial Statements**

## Report of Independent Registered Public Accounting Firm

To the shareholders and the Board of Directors of Neighpart International, Corp.

**Opinion on the Financial Statements**: We have audited the accompanying balance sheets of Neighpart International, Corp. (the "Company") as of December 31, 2023, and 2022, the related statements of operations, stockholders' equity, and cash flows, for the period then ended, 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, 2023, and 2022, and the results of its operations and its cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America.

**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. 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**: The management has not listed any critical audit matters in the notes on accounts since Neighpart International Corporation is in its infancy and therefore its operations are simple, straightforward, and not sophisticated at this time. The absence 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 referring the critical audit matters, providing separate opinions on the absence of critical audit matters or on the accounts or disclosures to which they could relate to.

Yusufali Musaji

Managing Partner

Yusufali & Associates, LLC
55 Addison Drive
Short Hills, NJ 07078
March 25, 2024
PCAOB registration # 3313
We have served as the company's auditor since year 2023

**Neighpart International,  Corp**

**Condensed Balance Sheets**

| | December 31 | |
|---|---|---|
| | **2023** | **2022** |
| **ASSETS** | | |
| **Current assets** | | |
| Cash and cash equivalents | $ 41,196 | $ 15,473 |
| Accounts receivable | 2,224,332 | - |
| Vendors advanced payments | 905,194 | 3,468,233 |
| Inventory | 605,870 | 76,000 |
| Other Assets | 13,336 | 4,336 |
| **Total current assets** | 3,789,928 | 3,564,042 |
| **PROPERTY & EQUIPMENT, NET** | - | - |
| **Other Assets** | | |
| Security Deposits | - | - |
| **Total Other Assets** | - | - |
| **Total assets** | $ 3,789,928 | $ 3,564,042 |
| **LIABILITES AND SHAREHOLDERS' EQUITY (DEFICIT)** | | |
| Current liabilities: | | |
| Accounts Payable | 1,232,258 | 5,000 |
| Customers advanced funding | - | 911,665 |
| Deferred revenue | - | - |
| **Total current liabilities** | 1,232,258 | 916,665 |
| **Long Term Liabilities** | - | - |
| **Total Long-Term Liabilities** | - | - |
| **Total liabilities** | 1,232,258 | 916,665 |
| **Commitments and Contingencies** | | |
| Shareholders' Loan | 2,543,544 | 3,638,251 |
| **Shareholder’ equity (deficit)** | | |
| Preferred Stock: $0,001 par value: 20,000,000 authorized shares 1,000,000 and 0 issued and outstanding on December 31, 2023, and December 31, 2022, respectively | 1,000 | - |
| Common Stock: $0.001 par value: 2,000,000,000 authorized shares; 114,144 and 14,144,000 shares issued and outstanding on December 31, 2022 and December 31, 2023 respectively | 14,144 | 14,144 |
| Additional Paid-in-Capital | | - |

| | | |
|---|---|---|
| Net Income (loss) | | - |
| Retained Earnings (loss) | (1,017) | (1,005,018) |
| **Total shareholders' equity (deficit)** | 2,557,670 | 2,647,377 |
| **Total liabilities and shareholders' equity (deficit)** | $ 3,789,928 | $ 3,564,042 |

*See accompanying notes to the condensed unaudited financial statements.*

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**Neighpart International, Corp**

**Condensed Statement of Operations**

| | Twelve Months Ended December 31 | |
|---|---|---|
| | **2023** | **2022** |
| **REVENUES** | $ 3,802,754 | $ 1,866,355 |
| **COST OF SALES** | 2,602,755 | 1,850,098 |
| **GROSS PROFIT** | 1,199,999 | 16,258 |
| General and Administrative expenses | 192,285 | 347,303 |
| Board Member Fees | 3,749 | (6,621) |
| **Total operating expense** | **196,034** | **340,682** |
| **Profit (Loss) from operations** | **1,003,965** | **(324,425)** |
| **OTHER INCOME (EXPENSES)** | | |
| Write-off | - | 25,771 |
| Interest Income | | |
| Other Operational Income | 35.00 | 90 |
| Management Income | | |
| **Total other income (expense)** | **35** | **25,861** |
| **Income (Loss) from continuing operations** | 1,004,000 | (298,563) |
| **NET INCOME (LOSS)** | **1,004,000** | **(298,563)** |
| **Net income (loss) per share applicable to common stockholders - basic** | **$ 0.07** | **$ (2.11)** |
| **Net income (loss) per share applicable to common stockholders - diluted** | **$ 0.07** | **$ (2.11)** |
| **Weighted average number of common shares outstanding - basic** | **14,144,000** | **141,435** |
| **Weighted average number of common shares outstanding - diluted** | **14,144,000** | **141,435** |

*See accompanying notes to the condensed unaudited financial statements.*

**Neighpart International, Corp**
**Condensed Statements of Shareholders' Equity (Deficit)**

| | Common Shares | Common Stock | Preferred Shares | Preferred Stock | Additional Paid in Capital | Members Loans | Accumulated Deficit | Total Shareholders' Deficit |
|---|---|---|---|---|---|---|---|---|
| **BALANCE, December 31, 2020** | 141,435 | 14,144 | - | - | | $ 16,000 | $ (62,521) | (32,378) |
| Members' loan | | | | | | 8,900 | | 8,900 |
| Net Income (loss) | | | | | | | (643,933) | (643,933) |
| **BALANCE, December 31, 2021** | **141,435** | **$ 14,144** | **-** | **$ -** | **$ -** | **$ 24,900** | **$ (706,454)** | **$ (667,411)** |
| Members' loan | | | | | | 3,613,351 | | 3,613,351 |
| Net Income (loss) | | | | | | | (298,563) | (298,563) |
| **BALANCE, December 31, 2022** | **141,435** | **$ 14,144** | **-** | **$ -** | **$ -** | **$ 3,638,251** | **$ 1,005,017)** | **$ 2,647,377** |
| Members' loan | | | | | | (1,121,657) | | (1,121,657) |
| Net Income (loss) | | | | | | | (12,655) | (12,655) |
| **BALANCE, March 31, 2023** | **141,435** | **$ 14,144** | **-** | **$ -** | **$ -** | **$ 2,516,594** | **$ 1,017,672)** | **$ 1,513,065** |
| Members' loan | | | | | | 26,950 | | 26,950 |
| Net Income (loss) | | | | | | | (72,370) | (72,370) |
| **BALANCE, June 30, 2023** | **141,435** | **$ 14,144** | **-** | **$ -** | **$ -** | **$ 2,543,544** | **$ 1,090,042)** | **$ 1,467,645** |
| Issuance of common stock due to change on par value from $0.10 to $0,001 | 14,002,565 | - | | | | | | - |
| Members' loan | | | | | | | | - |
| Issuance of Preferred Shares par value $0.001 | | | 1,000,000 | 1,000 | | | | 1,000 |
| Net Income (loss) | | | | | | | 1,132,683 | 1,132,683 |
| **BALANCE, September 30, 2023** | **14,144,000** | **$ 14,144** | **1,000,000** | **$ 1,000** | **$ -** | **$ 2,543,544** | **$ 42,641** | **$ 2,601,328** |
| Members' loan | | | | | | | | - |
| | | | 1,000,000 | 1,000 | | | | 1,000 |

| | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| Issuance of Preferred Shares par value $0.001 | | | | | | | | |
| Net Income (loss) | | | | | | | (43,658) | (43,658) |
| **BALANCE, December 31, 2023** | **14,144,000** | **$ 14,144** | **1,000,000** | **$ 1,000** | **$ -** | **$ 2,543,544** | **$ (1,017)** | **$ 2,558,670** |

*See accompanying notes to the condensed unaudited financial statements.*

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**Neighpart International, Corp**

**Condensed Statements of Cash-Flows**

| | | December 31 | | |
|---|---|---|---|---|
| | | **2023** | | **2022** |
| **CASH FLOWS FROM OPERATING ACTIVITIES:** | | | | |
| **Net Income (Loss)** | **$** | 1,004,000 | **$** | (298,564) |
| **Adjustment to reconcile net income (loss) to net cash provided operating activities:** | | | | |
| Equity Changes | | | | |
| Depreciation and amortization expense | | - | | |
| **Change in operating assets and liabilities:** | | | | |
| Accounts receivable | | (2,224,332) | | |
| Customers contract pending | | - | | (1,329,955) |
| Inventory | | (529,870) | | |
| Other current assets | | (9,000) | | (4,336) |
| Vendors Adv payments | | 2,563,039 | | |
| Accounts payable and accrued expenses | | 1,227,258 | | (1,532,992) |
| Accrued interest | | - | | (484,300) |
| Notes Payable | | - | | |
| Tax Payable | | - | | |
| Customers advanced funding | | (911,665) | | |
| Deferred revenue | | - | | |
| **Net cash provided by operating activities** | | 1,119,430 | | (3,650,147) |
| | | | | |
| **CASH FLOWS FROM INVESTING ACTIVITIES:** | | | | |
| Cash paid for assets acquisition | | - | | |
| **Net cash used in investing activities** | | - | | - |
| | | | | |
| **CASH FLOWS FROM FINANCING ACTIVITIES** | | | | |
| Preferred Shares | | 1,000 | | |
| Membership interest | | - | | |
| Proceeds from Loans | | (1,094,707) | | 3,613,351 |
| Adjustment | | | | |
| Financial Loans Payable | | - | | |
| **Net Cash provided by financing activities** | | (1,093,707) | | 3,613,351 |
| | | | | |
| **NET CHANGE IN CASH** | | 25,723 | | (36,796) |
| CASH, beginning of period | | 15,473 | | 52,268 |
| CASH, end of period | $ | 41,196 | $ | 15,473 |

| | | | | |
|---|---|---|---|---|
| **NON-CASH INVESTING AND FINANCING ACTIVITIES** | | | | |
| Issuance of shares of common stock for convertible debt | $ | - | $ | |
| Issuance of shares of common stock for conversion of preferred stock | $ | - | $ | - |
| Cancellation of shares | $ | - | $ | - |
| Loans issued to acquire fixed assets | $ | - | $ | - |
| Loan payable paid by related party | $ | - | $ | - |
| | | - | | |
| **SUPPLEMENTAL DISCLOSURES:** | | | | |
| Cash paid for income taxes | $ | - | $ | - |
| Cash paid for interest | $ | - | $ | - |

*See accompanying notes to the condensed unaudited financial statements.*

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# NEIGHPART INTERNATIONAL, Corp
# NOTES TO THE CONDENSED FINANCIAL STATEMENTS FOR THE YEAR ENDED ON DECEMBER 31, 2023

## NOTE 1 – NATURE OF BUSINESS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

*Nature of Business*

Neighpart International, Corp ("Neighpart" or the "Company") is a purchasing agent and marketing company focused on the medical instrument, equipment, and disposables sector.

On June 4, 2019, Neighpart International, LLC, was filed with the Division of Corporations in the State of Florida under Document Number L19000147840, establishing its principal place of business at 20301 SW 106th Ave, Miami, FL 33189.

On September 30, 2021, the Company filed to the Florida Department of State, Division of Corporations an amendment by adding Ms. Analia V Caballero as manager.

On August 22nd, 2022, the Company filed to the Florida Department of State, Division of Corporations, Articles of Conversion, converting the Company into Florida Profit Corporation, changing the Company's name into Neighpart International Corp., under Document Number P22000067984, with 1,000,000 authorized shares of stock.

On September 11th, 2023, the Company filed to the Florida Department of State Division of Corporations, Articles of Amendment to the Articles of Incorporation of Neighpart International, Corp., under Document Number P22000067984, filing 200415490392. Based on such filing the Company resolved increase the authorized shares of common stock from one million (1,000,000) shares to one billion (1,000,000,000) shares with a par value of $0.001. Also resolved the authorize twenty million (20,000,000) shares of preferred stock with a par value of $0.001.

## Cautionary Statement on Forward-Looking Statements

All statements, other than statements of current or historical fact, contained in this filing are forward-looking statements. Without limiting the foregoing, forward-looking statements often use words such as "believe," "anticipate," "plan," "expect," "estimate," "intend," "seek," "target," "goal," "may," "will," "would," "could," "should," "can," "continue" and other similar words or expressions (and the negative thereof). Neighpart International Corp., (Neighpart, the Company, our or we) intends such forward-looking statements to be covered by the safe-harbor provisions for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995, and we are including this statement for purposes of complying with these safe-harbor provisions. In particular, these statements include, without limitation, statements about our future operating or financial performance, market opportunity, growth strategy, competition, expected activities in completed and future acquisitions, and future acquisitions, investments and the adequacy of our available cash resources. These statements may be found in the various sections of this file, such as Part I, Item 2 "Management's Discussion and Analysis of Financial Condition and Results of Operations." and Part II,

These forward-looking statements reflect our current views with respect to future events and are based on numerous assumptions and assessments made by us in light of our experience and perception of historical trends, current conditions, business strategies, operating environments, future developments and other factors we believe appropriate. By their nature, forward-looking statements involve known and unknown risks and uncertainties and are subject to change because they relate to events and depend on circumstances that will occur in the future, including economic, regulatory, competitive and other factors that may cause our or our industry's actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by these forward-looking statements. These statements are not guarantees of future performance and are subject to risks, uncertainties and assumptions.

All forward-looking statements included in this Notes are based on information available to us on the date of this release. Except as may be otherwise required by law, we undertake no obligation to update or revise the forward-looking statements included in this document, whether as a result of new information, future events or otherwise, after the date of this filing. You should not place undue reliance on any forward-looking statements, as actual results may differ materially from projections, estimates, or other forward-looking statements due to a variety of important factors, variables and events including, but not limited to:

- The risk that regulatory or other approvals required for certain equipment, disposables may be delayed or not obtained or are obtained subject to conditions that are not anticipated that could require the exertion of management's time and our resources or otherwise have an adverse effect on us.
- The risk that potential litigation in connection with certain equipment, disposables and others may affect the timing or occurrence of future transactions or result in significant costs of defense, indemnification, and liability.
- The inability to retain key personnel.
- Competition.
- Market share and revenue declines or unexpected trends.
- Changes in the health industry practices, new technologies, and advances in therapeutics.
- Increased feedstock costs.
- Changes in economic, political or market conditions.
- Changes in federal or state laws or regulations, including changes with respect to income tax reform or government health industry programs as well as changes with and any regulations enacted thereunder that may result from changing political conditions, the new administration or judicial actions.
- Our ability to adequately price products.
- Tax matters.
- Disasters or major epidemics.
- Changes in expected contract start dates.
- Provider, state, federal, foreign, and other contract changes and timing of regulatory approval of contracts.
- The difficulty of predicting the timing or outcome of pending or future legal and regulatory proceedings or government investigations.
- Challenges to our contract awards.
- Cyber-attacks or other privacy or data security incidents.
- The exertion of management's time and our resources, and other expenses incurred, and business changes required in connection with complying with the undertakings in connection with any regulatory, governmental or third- party consents or approvals for acquisitions.
- Disruption caused by significant completed and pending acquisitions making it more difficult to maintain business and operational relationships.
- The risk that unexpected costs will be incurred in connection with the completion and/or integration of acquisition transactions.
- Changes in expected closing dates, estimated purchase price and accretion for acquisitions.
- The risk that acquired businesses will not be integrated successfully.
- Availability of debt and equity financing, on terms that are favorable to us.
- Inflation; and
- Foreign currency fluctuations.

This list of important factors is not intended to be exhaustive. We discuss certain of these matters more fully, as well as certain other factors that may affect our business operations, financial condition, and results of operations.

## *Going Concern*

The accompanying financial statements have been prepared assuming the Company will continue as a going concern, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business for the twelve-month period following the date of these financial statements. On a consolidated basis, the Company has incurred significant operating losses since inception.

Because the Company does not expect that existing operational cash flow will be sufficient to fund presently anticipated operations, this raises substantial doubt about the Company's ability to continue as a going concern. Therefore, the Company will need to raise additional funds and is currently exploring alternative sources of financing. Historically, the Company has raised capital through the issuance of convertible debt as a measure to finance working capital needs. The Company will be required to continue to do so until such time that its consolidated operations become profitable.

## *Basis of Presentation*

In practice, private companies, as the Company choose to provide a "Basis of Presentation," or similarly titled footnote to disclose that the financial statements are presented in accordance with US GAAP, which is our case.

The Company has prepared the accompanying condensed financial statements in accordance with the rules and regulations and in accordance with generally accepted accounting principles in the United States of America ("U.S. GAAP"). The Company believes these condensed financial statements reflect all adjustments (consisting of normal, recurring adjustments) that are necessary for a fair presentation of its condensed financial position and consolidated results of operations for the periods presented.

## *Critical Accounting Estimates*

The application of U.S. GAAP requires the Company to make estimates and assumptions about certain items and future events that directly affect the Company's reported financial condition. We have established detailed policies and control procedures to provide reasonable assurance that the methods used to make estimates and assumptions are well controlled and are applied consistently from period to period. The accounting estimates and assumptions discussed in this section are those that the Company considers to be the most critical to its financial statements. An accounting estimate is considered critical if both (a) the nature of the estimate or assumption is material due to the levels of subjectivity and judgment involved, and (b) the impact within a reasonable range of outcomes of the estimate and assumption is material to the Company's financial condition. Senior management has discussed the development, selection and disclosure of these estimates with the Company's Board of Directors. The Company's significant accounting policies, including recent accounting pronouncements, are described in Note 1 (Summary of Significant Accounting Policies) to the consolidated financial statements included at the beginning of this Report.

A quantitative sensitivity analysis is provided where that information is reasonably available, can be reliably estimated and provides material information to investors. The amounts used to assess sensitivity (e.g., 10 percent) are included to allow users of this Report to understand a general direction cause and effect of changes in the estimates and do not represent management's predictions of variability. For all of these estimates, it should be noted that future events rarely develop exactly as forecasted, and estimates require regular review and adjustment.

## *Disclosure of accounting policies*

ASC 235, Notes to Financial Statements, states the following regarding accounting policy disclosures:

ASC 235-10-50-3: Disclosure of accounting policies shall identify and describe the accounting principles followed by the entity and the methods of applying those principles that materially affect the determination of financials position, cash flows, or results of operations. In general, the disclosure shall encompass important judgments as to appropriateness of principles relation to recognition of revenue and allocation of asset costs to current and future periods; in particular, it shall encompass those accounting principles and methods that involve any of the following:

I. A selection form existing acceptable alternative.

II. Principles and methods peculiar to the industry in which the entity operates, even if such principles and methods are predominantly followed in that industry.

III. Unusual or innovative applications of GAAP.

Reporting entities are required to describe all significant accounting policies in the financial statements. Determining which accounting policies are considered "significant" is a matter of management judgment. Management might consider materiality of the related account, as well as the requirements of users, such as investors, analysts, financial institutions, and other constituents.

ASC 235 permits flexibility in matters of format (including the location) of the policy footnote, as long as it is an integral part of the financial statements.

***Revenue Recognition*****:** The Company adopted ASC 606 to identify and record revenues. The core principle of the revenue standard is to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which an entity expects to be entitled in exchange for those goods and services. Significant judgments frequently need to be made when an entity evaluates the appropriate recognition of revenue from contracts with customers. These judgments are often required throughout the revenue standard's five-step process that an entity applies to determine when, and how much, revenue should be recognized.

Step 1: Identify the contract with a customer.

Step 2: Identify the performance obligations in the contract. Step 3: Determine the transaction price.

Step 4: Allocated the transaction price to performance obligations.

Step 5: Recognize revenue when (or as) the entity satisfies a performance obligation.

Application of the five steps illustrated above requires a critical assessment of the specific facts and circumstances of an entity's arrangement with its customer. Some of the more challenging and judgmental aspects of applying the revenue standard are highlighted below.

***Identifying Performance Obligations***

A performance obligation is the unit of account for which revenue is recognized, and the identification of performance obligations affects the revenue recognition timing. A performance obligation is a promise that an entity makes to transfer to its customer a "distinct" good or service. Contracts with customers often include multiple promises, and it can be difficult for an entity to (1) identify the activities it is undertaking that qualify as promises to provide goods or services and (2) determine which promises are distinct. An entity should answer two questions to evaluate whether a promised good or service is distinct and, thus, a separate performance obligation:

- Can the customer benefit from the good or service on its own or with other readily available resources (i.e., is the good or service capable of being distinct)?
- Is the entity's promise to transfer the good or service separately identifiable from other promises in the contract (i.e., is the good or service distinct within the context of the contract)?

Only when the answer to each question above is yes for a promised good or service (or bundle of goods or services) is the promised good or service (or bundle of goods or services) distinct and, therefore, a performance obligation. If the two revenue recognition criteria for identifying a distinct good or service are not met, an entity must combine goods or services until it identifies a bundle that is distinct.

Answering the first question can be straightforward but is not always so. If an entity typically sells a good or service on its own, or if the good or service can be used with another good or service that the entity (or another vendor) sells separately, the answer to the first question is likely to be yes. The key is whether a customer can generate some economic benefits from the good or service on its own or with other readily available resources.

Answering the second question is often more challenging. For an entity to assess whether its promise to transfer a good or service is separately identifiable from other goods or services in a contract, the entity should evaluate whether the nature of the promise is to transfer each of those goods or services individually or, instead, to transfer a combined item or items to which the promised goods or services are inputs.

***Assessing Whether an Entity Is a Principal or an Agent***

It is not uncommon for more than one party to be involved in providing goods or services to a customer. Whenever another party is involved, an entity must evaluate whether its promise is to provide the goods or services itself as a principal or to arrange for another party to provide the goods or services to a customer. Such a determination significantly affects the amount of revenue an entity records. This is because a principal records as revenue the gross amount of consideration from the customer (with a corresponding cost for the amount paid to the other party involved in providing goods or services to the customer) while an agent records the net amount retained from the transaction.

The unit of account for performing the principal-versus-agent assessment is called the “specified” good or service, which is the good or service that an entity determines to be distinct by using the same criteria that apply to the identification of performance obligations. The underlying principle in determining whether an entity is a principal, or an agent is to evaluate whether the entity controls the specified good or service before transferring it to the customer. Control is defined as “the ability to direct the use of, and obtain substantially all of the remaining benefits from, an asset.” Determining whether the entity controls the specified good or service before transferring it to the customer — and, therefore, is the principal in the arrangement — may be clear in some circumstances but may require significant judgment in others.

There are three key indicators to help the Company make this assessment:

- The entity is primarily responsible for fulfilling the promise to provide the specified good or service.

- The entity has inventory risk before the specified good or service has been transferred to the customer or after transfer of control to the customer (e.g., if the customer has a right of return).

- The entity has discretion in establishing the price for the specified good or service. However, an agent can have discretion in establishing prices in some cases.

These indicators are intended to support a conclusion that the entity does or does not control the specified good or service before transferring it to the customer and should not be used as a checklist that overrides the underlying principle of control.

The framework for evaluating whether an entity is a principal, or an agent is also relevant to the determination of the party to which control of a specified good or service is transferred (i.e., which party is the entity’s customer). This evaluation is particularly relevant when an intermediary (e.g., a distributor or reseller) is involved in reselling the entity’s goods or services to an end customer. If an entity determines that control of a specified good or service is transferred to an intermediary, the intermediary is the entity’s customer, and the entity records revenue based on the amount that it expects the intermediary to pay. However, if the entity concludes that the intermediary does not obtain control of the specified good or service before the good or service is transferred to the end customer, the amount of revenue that the entity records is based on the consideration (if known) that the entity expects the end customer to pay.

***Variable Consideration***

Many revenue contracts include variable consideration, including price concessions, rebates, incentives, royalties, and performance-based bonuses or penalties. Generally, the revenue standard requires an entity to estimate variable consideration, with recognition subject to a constraint such that it is probable that a significant reversal of cumulative revenue recognized will not occur. Many entities have had to implement significant changes to their internal controls to develop processes for estimating and constraining variable consideration. There are a few exceptions to the requirement to estimate variable consideration, including sales- or usage-based royalties associated with a license of intellectual property (IP) that is the predominant item. In addition, entities must carefully evaluate whether variable consideration should be allocated to one or more, but not all, performance obligations in a contract (or one or more, but not all, distinct goods or services that are part of a series of distinct goods or services that represent a single performance obligation). For example, some usage-based fees may be allocated to a distinct day of service that is part of a series of services.

Based on the foregoing, the Company recorded revenues of $ 3,802,754 for the twelve-month period ended on December 31, 2023, and $1,866,355 for the twelve-month period ended on December 31, 2022.

## *Use of Estimates*

The preparation of condensed financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. The Company bases its estimates on historical experience, known or expected trends and various other assumptions that are believed to be reasonable given the quality of information available as of the date of these financial statements. The results of these assumptions provide the basis for making estimates about the carrying amounts of assets and liabilities that are not readily apparent from other sources. Actual results could differ from these estimates.

### *Cash and Cash Equivalents*

Pursuant to the FASB Codification Master Glossary, cash includes currency on hand and demand deposits with banks or other financial institutions. Cash also includes other kinds of accounts that have the general characteristics of demand deposits in that the customer may deposit additional funds at any time and also effectively may withdraw funds at any time without prior notice or penalty. For purposes of classification in the statement of cash flows, the Master Glossary defines cash equivalents as short-term, highly liquid investments that have both of the following characteristics: (1) they are readily convertible to known amounts of cash, and (2) are so near to maturity that they represent insignificant risk of changes in value due to changes in interest rates. Generally, only investments with *original maturities* of three months or less qualify under that definition.

Cash and cash equivalents are typically included as a current asset in a classified balance sheet, unless they are (1) restricted as to the withdrawal or use for other than current operations, (2) designated for expenditure in the acquisition or construction of non-current assets, or (3) segregated for the liquidation of long-term debts. Note that, even though they have not been set aside in special accounts, funds that are clearly to be used in the near future for the liquidation of long-term debts, payments to sinking funds, or similar purposes should not be included in current assets, unless the funds can offset maturing debt that has properly been set up as a current liability. A bank overdraft should be classified as a current liability unless it can be offset against free cash balances in the same bank.

Except for the requirement that restricted cash not be classified as a current asset, there are no specific GAAP requirements relating to compensating- balance arrangements.

The Company places its cash with a high credit quality financial institution. The Company's account at this institution is insured by the Federal Deposit Insurance Corporation ("FDIC") up to $250,000, when located in the United States of America.

On December 31, 2023, the Company did not have bank balances exceeding the FDIC insurance limit. To reduce its risk associated with the failure of such financial institution, the Company evaluates at least annually the rating of the financial institution in which it holds deposits.

### *Fair Value of Financial Instruments*

The Company as of December 31, 2023, has no financial instruments, however if in the future they will be recorded, then the Company will use the market approach to measure fair value for its financial instruments. The market approach uses prices and other relevant information generated by market transactions involving identical or comparable assets or liabilities. The respective carrying value of certain balance sheet financial instruments approximates its fair value. These financial instruments include cash, related party payables, accounts payable, accrued liabilities and short-term borrowings. Fair values were estimated to approximate carrying values for these financial instruments since they are short term in nature, and they are receivable or payable on demand.

### *Net Income (Loss) per Common Share*

Entities with simple capital structures (i.e., those with only common stock and no potential common stock) are required to present on the face of the income statement basic BPS for income from continuing operations and for net income. The caption "income from continuing operations" encompasses income before the cumulative effect of an accounting change when the cumulative effect of an accounting change is present. Entities with complex capital structures (i.e., those with both common stock and potential common stock) must present on the face of the income statement basic and diluted BPS for the same captions. BPS amounts should also be presented, either on the face of the income statement itself or in the notes to the financial statements, for discontinued operations. Whether such BPS amounts are reported before or net-of-tax should be disclosed. Basic BPS, and if applicable, diluted BPS should be shown for each class of common stock outstanding. Disclosure of cash flow per share amounts is prohibited. BPS data are required for all periods for which income statements or summaries of earnings are presented. If diluted BPS is reported for any period, it must also be presented for all periods-even if diluted BPS is the same amount as basic BPS. If basic 'and diluted BPS are the same for all periods, they may be presented as one line item in the income statement. Note that the terms "basic BPS" and "diluted BPS" may be described differently. The terms such as "earnings per common share" and "earnings per common share-assuming dilution" are acceptable.

The following disclosures are required for each period for which an income statement is presented:

- A reconciliation of the numerators and the denominators of the basic and diluted per share computations for income from continuing operations (or other applicable caption when the cumulative effect of an accounting change is present). The reconciliation should include the individual in- come and share amount impact of all securities that affect earnings per share.

- The effect that has been given to preferred dividends in arriving at income available to common stockholders in computing basic BPS.
- Securities, including those issuable pursuant to contingent stock agreements, that could potentially dilute basic BPS in the future that were included in the computation of diluted BPS because their effects antidilutive.
-

For the latest periods for which an income statement is presented, a description. should be provided of any transactions occurring subsequent to the end period but before the financial statements are issued (or available for issue) would have materially changed the number of common shares or potential common shares outstanding, had such transactions taken place before the end of the period. Examples of such transactions include:

- The issuance or acquisition of common shares
- Resolution of a contingency pursuant to a contingent stock agreement
- Conversion or exercise of potential common shares

In the period in which a dropdown transaction occurs, disclosure, in narrative form, should be made by a master limited partnership regarding how the rights to the earnings (losses) of the transferred net assets differ before and the dropdown transaction occurs for purposes of computing earnings per unit under the two-class method. When prior BPS amounts have been restated in compliance with an accounting standard requiring restatement, the per share effect of the restatement should be disclosed. Likewise, if, because of a stock split or dividend; retroactive adjustments to prior BPS amounts are made, that fact should be disclosed.
Note that if an entity that is not otherwise required to present BPS chooses to disclose such amounts, they must (1) be computed in accordance with the guidance in FASB ASC 260, (2) be disclosed *only* in notes to financial statements, and (3) indicate whether the per-share amounts are presented pretax or net of tax.

*Sources: FASB ASC 260-10-45 and FASB ASC 260-10-50.*

| | **For the Year ended on December 31** | |
|---|---|---|
| | **2023** | **2022** |
| Numerator | | |
| Net income (loss) applicable to common shareholders | **1,004,000** | **(298,563)** |
| Denominator | | |
| Weighted average common shares outstanding, basic | 14,144,000 | 141,435 |
| Preferred shares, if converted | 1,000,000,000 | |
| | - | |
| Weighted average common shares outstanding, diluted | 1,014,144,000 | 141,435 |
| Net Income per share - Basic | $0.001 | ($2.11) |
| Income per shares - Diluted | $0.001 | ($2.11) |

## *Share-Based Compensation*

ASC 718, *Compensation – Stock Compensation*, prescribes accounting and reporting standards for all share-based payment transactions in which employee services are acquired. Transactions include incurring liabilities, or issuing or offering to issue shares, options, and other equity instruments such as employee stock ownership plans and stock appreciation rights. Share-based payments to employees, including grants of employee stock options, are recognized as compensation expense in the financial statements based on their fair values. That expense is recognized over the period during which an employee is required to provide services in exchange for the award, known as the requisite service period (usually the vesting period). As of December 31, 2023, the Company didn't use this type of compensation, other than the issuance to the President & CEO Mr. Claudio A Escobar Brizuela 1,000,000 Preferred Shares, at par value $0,001 total $1,000, which was recorded as Board Member Fees.

## *Income Taxes*

The Company accounts for income taxes pursuant to the provisions of ASC 740-10, *Accounting for Income Taxes*, which requires, among other things, an asset and liability approach to calculating deferred income taxes. The asset and liability approach requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of temporary differences between the carrying amounts and the tax bases of assets and liabilities.

A valuation allowance is provided to offset any net deferred tax assets for which management believes it is more likely than not that the net deferred asset will not be realized.

The Company follows the provisions of the ASC 740-10, *Accounting for Uncertain Income Tax Positions*. When tax returns are filed, it is highly certain that some positions taken would be sustained upon examination by the taxing authorities, while others are subject to uncertainty about the merits of the position taken or the amount of the position that would be ultimately sustained. In accordance with the guidance of ASC 740-10, the benefit of a tax position is recognized in the financial statements in the period during which, based on all available evidence, management believes it is more likely than not that the position will be sustained upon examination, including the resolution of appeals or litigation processes, if any. Tax positions taken are not offset or aggregated with other positions. Tax positions that meet the more-likely-than-not recognition threshold are measured as the largest amount of tax benefit that is more than 50 percent likely of being realized upon settlement with the applicable taxing authority. The portion of the benefits associated with tax positions taken that exceeds the amount measured as described above should be reflected as a liability for uncertain tax benefits in the accompanying balance sheet along with any associated interest and penalties that would be payable to the taxing authorities upon examination. The Company believes its tax positions will be highly certain of being upheld upon examination. As such, the Company has not recorded a liability for uncertain tax benefits.

The Company has adopted ASC 740-10-25, *Definition of Settlement*, which provides guidance on how an entity should determine whether a tax position is effectively settled for the purpose of recognizing previously unrecognized tax benefits and provides that a tax position can be effectively settled upon the completion of an examination by a taxing authority without being legally extinguished. For tax positions considered effectively settled, an entity would recognize the full amount of tax benefit, even if the tax position is not considered more likely than not to be sustained based solely on the basis of its technical merits and the statute of limitations remains open. Management has filed tax returns for the years ended December 31, 2022, and based on previous tax returns loss carryover Management doesn't expect high taxes accrued for the year ended on December 31, 2023.

## *Recent Accounting Pronouncements*

The FASB Accounting Standards Codification™ ("ASC") is the sole source of authoritative GAAP literature recognized by the FASB and applicable to the Company. Management has reviewed the aforementioned rules and releases and believes any effect will not have a material impact on the Company's present or future financial statements.

In December 2019, the FASB issued ASU 2019-12, *Income Taxes (Topic 740)*, which enhances and simplifies various aspects of the income tax accounting guidance, including requirements such as tax basis step-up in goodwill obtained in a transaction that is not a business combination, ownership changes in investments, and interim-period accounting for enacted changes in tax law. The amendment will be effective for public companies with fiscal years beginning after December 15, 2020; early adoption is permitted. The Company is evaluating the impact of this amendment on its consolidated financial statements.

In February 2020, the FASB issued ASU 2020-02, *Financial Instruments-Credit Losses (Topic 326) and Leases (Topic 842) - Amendments to SEC Paragraphs Pursuant to SEC Staff Accounting Bulletin No. 119 and Update to SEC Section on Effective Date Related to Accounting Standards Update No. 2016-02, Leases (Topic 842)*, which amends the effective date of the original pronouncement for smaller reporting companies. ASU 2016-13 and its amendments will be effective for the Company for interim and annual periods in fiscal years beginning after December 15, 2022. The Company believes the adoption will modify the way the Company analyzes financial instruments, but it does not anticipate a material impact on results of operations. The Company is in the process of determining the effects adoption will have on its consolidated financial statements.

On October 2020 the FASB issued ASU- 2020-10, which is effective for fiscal years beginning after December 15, 2020, including interim periods within those fiscal years. The amendments in Section B of this Update improve the Codification by ensuring that all guidance that requires or provides an option for an entity to provide information in the notes to financial statements is codified in the Disclosure Section of the Codification. That reduces the likelihood that the disclosure requirement would be missed. The Board does not anticipate that the amendments in Section B will result in any changes to current GAAP.

The amendments in Section C of this Update are varied in nature and may affect the application of the guidance in cases in which the original guidance may have been unclear. The amendments in Section C clarify guidance so that an entity can apply the guidance more consistently.

On September 2020 the FASB issued ASU-2020-09, which was effective on January 4, 2021, but voluntary compliance is permitted in advance of the effective date. This ASU revises certain SEC paragraphs of the FASB's Accounting Standards Codification (ASC) to reflect, as appropriate, the amended financial statement disclosure requirements in SEC Release 33-10762, *Financial Disclosures about Guarantors and Issuers of Guaranteed Securities and Affiliates Whose Securities Collateralize a Registrant's Securities*. Such ASC amendments address the requirements in:

- Regulation S-X Rule 13-01 regarding disclosures about guarantors and issuers of guaranteed securities registered or being registered.
- Regulation S-X Rule 13-02 regarding disclosures about a registrant's affiliates whose securities collateralize any class of securities registered or being registered and the related collateral arrangement.

On March 30, 2021, the FASB issued Accounting Standards Update (ASU) 2021-03, *Intangibles—Goodwill and Other (Topic 350): Accounting Alternative for Evaluating Triggering Events*. The amendments in ASU 2021-03 provide private companies and not-for-profit (NFP) entities with an accounting alternative to perform the goodwill impairment triggering event evaluation as required in FASB Accounting Standards Codification (FASB ASC) 350- 20, Intangibles—Goodwill and Other—Goodwill, as of the end of the reporting period, whether the reporting period is an interim or annual period. An entity that elects this alternative is not required to monitor for goodwill impairment triggering events during the reporting period but, instead, should evaluate the facts and circumstances as of the end of each reporting period to determine whether a triggering event exists and, if so, whether it is more likely than not that goodwill is impaired.

On January 7, 2021, the FASB issued ASU 2021-01, which refines the scope of ASC 848 and clarifies some of its guidance as part of the Board's monitoring of global reference rate reform activities. The ASU permits entities to elect certain optional expedients and exceptions when accounting for derivative contracts and certain hedging relationships affected by changes in the interest rates used for discounting cash flows, for computing variation margin settlements, and for calculating price alignment interest (PAI) in connection with reference rate reform activities under way in global financial markets (the "discounting transition"). The discounting transition may also affect collateralized bilateral derivative transactions, not all of which are indexed to a rate that will be discontinued as a result of reference rate reform. ASU 2021-01 is intended to reduce diversity in practice related to accounting for (1) modifications to the terms of affected derivatives and (2) existing hedging relationships in which the affected derivatives are designated as hedging instruments.

On March 2022, the FASB issued Financial Instruments—Credit Losses (Topic 326) *Troubled Debt Restructurings and Vintage Disclosures*. Since the issuance of Accounting Standards Update No. 2016-13, Financial Instruments— Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments, the Board has provided resources to monitor and assist stakeholders with the implementation of Topic 326. Post-Implementation Review (PIR) activities have included forming a Credit Losses Transition Resource Group, conducting outreach with stakeholders of all types, developing educational materials and staff question-and-answer guidance, conducting educational workshops, and performing an archival review of financial reports.

**Issue 1: Troubled Debt Restructurings by Creditors**

The amendments in Update 2016-13 require that an entity measure and record the lifetime expected credit losses on an asset that is within the scope of the Update upon origination or acquisition, and, as a result, credit losses from loans modified as troubled debt restructurings (TDRs) have been incorporated into the allowance for credit losses. Investors and preparers observed that the additional designation of a loan modification as a TDR and the related accounting are unnecessarily complex and no longer provide decision-useful information.

**Issue 2: Vintage Disclosures—Gross Write-offs**

Stakeholders noted that there is an inconsistency in the requirement for a public business entity to disclose gross write- offs and gross recoveries by class of financing receivable and major security type in the vintage disclosures referenced in paragraph 326-20-50-6 and Example 15 in paragraph 326-20-55-79. Investors and other financial statement users observed that disclosing gross write-offs by year of origination provides important information that allows them to better understand changes in the credit quality of an entity's loan portfolio and underwriting performance.

On June 2022, the FASB issued Fair Value Measurement (Topic 820) *Fair Value Measurement of Equity Securities Subject to Contractual Sale Restrictions* to clarify the guidance in Topic 820, Fair Value Measurement, when measuring the fair value of an equity security subject to contractual restrictions that prohibit the sale of an equity security, (2) to amend a related illustrative example, and (3) to introduce new disclosure requirements for equity securities subject to contractual sale restrictions that are measured at fair value in accordance with Topic 820.

Stakeholders asserted that the language in the illustrative example resulted in diversity in practice on whether the effects of a contractual restriction that prohibits the sale of an equity security should be considered in measuring that equity security's fair value. Some stakeholders apply a discount to the price of an equity security subject to a contractual sale restriction, whereas other stakeholders consider the application of a discount to be inappropriate under the principles of Topic 820.

The amendments in this Update affect all entities that have investments in equity securities measured at fair value that are subject to a contractual sale restriction.

Accounting Standards Update No. 2014-01, *Investments—Equity Method and Joint Ventures (Topic 323): Accounting for Investments in Qualified Affordable Housing Projects,* which amended Subtopic 323-740, Investments—Equity Method and Joint Ventures—Income Taxes, introduced the option to apply the proportional amortization method to account for investments made primarily for the purpose of receiving income tax credits and other income tax benefits when certain requirements are met; however, the amendments in that Update limited the proportional amortization method to investments in low-income-housing tax credit (LIHTC) structures. The proportional amortization method results in the cost of the investment being amortized in proportion to the income tax credits and other income tax benefits received, with the amortization of the investment and the income tax credits being presented net in the income statement as a component of income tax expense (benefit). Equity investments in other tax credit structures are typically accounted for using the equity method or Topic 321, Investments— Equity Securities, which results in investment income, gains and losses, and tax credits being presented gross on the income statement in their respective line items.

On March 2023, the FASB issued ASU Nº 2023-01 – Leases (Topic 842) *Common Control Arrangements*. Since the issuance of Accounting Standards Update No 2016-02 Leases (Topic 842) the Board has prioritized monitoring and assisting stakeholders with the implementation of topic 842 through is Post-Implementation Review (PIR) process. PIR activities include, but are not limited to, responding to technical accounting inquiries, and proactively seeking feedback on issues arising from applying Topic 842. The amendments in this Update respond to private company stakeholders' concerns about applying Topic 842 to related party arrangements between entities under common control.

On March 2023, the FASB issued ASU Nº 2023-02– Investment – Equity Method and Joint Ventures (Topic 323) to consistently account for equity investments made primarily for the purpose of receiving income tax credits and other income tax benefits.

On July 2023, the FASB issued ASU Nº 2023-03 - Presentation of Financial Statements (Topic 205), Income Statement—Reporting Comprehensive Income (Topic 220), Distinguishing Liabilities from Equity (Topic 480), Equity (Topic 505), and Compensation—Stock Compensation (Topic 718).

On August 2023 the FASB issued ASU Nº 2023-04 – Labilities (Topic 405) The interpretations in this SAB express views of the staff regarding the accounting for entities that have obligations to safeguard crypto-assets held for their platform users.FN1 In recent years, the staff has observed an increase in the number of entities that provide platform users with the ability to transact in crypto-assets. In connection with these services, these entities and/or their agents may safeguard the platform user's crypto-asset(s) and also maintain the cryptographic key information necessary to access the crypto-asset. The obligations associated with these arrangements involve unique risks and uncertainties not present in arrangements to safeguard assets that are not crypto-assets, including technological, legal, and regulatory risks and uncertainties.

On August 2023 the FASB issued ASU Nº 2023-05 – Business Combinations – Joint Venture Formations (Subtopic 805-60) The amendments in this Update address the accounting for contributions made to a joint venture, upon formation, in a joint venture's separate financial statements. The objectives of the amendments are to (1) provide decision-useful information to investors and other allocators of capital (collectively, investors) in a joint venture's financial statements and (2) reduce diversity in practice.

Generally accepted accounting principles (GAAP) do not provide specific authoritative guidance on how a joint venture, upon formation, should recognize and initially measure assets contributed and liabilities assumed (including the assets and liabilities of businesses contributed). Rather, GAAP explicitly provides that transactions between a corporate joint venture and its owners are outside the scope of Topic 845, Nonmonetary Transactions, and that the formation of a joint venture is outside the scope of Topic 805, Business Combinations. In the absence of specific guidance, practice has been influenced by various sources, including speeches given by the U.S. Securities and Exchange Commission (SEC) staff. As a result, there is diversity in practice in how a joint venture accounts for the contributions it receives upon formation—some joint ventures initially measure their net assets at fair value at the formation date, while other joint ventures initially measure their net assets at the venturers' carrying amounts.

On October 2023 the FASB issued ASU Nº 2023-06 – Disclosure Improvements. In U.S. Securities and Exchange Commission (SEC) Release No. 33-10532, *Disclosure Update and Simplification*, issued August 17, 2018, the SEC referred certain of its disclosure requirements that overlap with, but require incremental information to, generally accepted accounting principles (GAAP) to the FASB for potential incorporation into the Codification. The amendments in this Update are the result of the Board's decision to incorporate into the Codification 14 of the 27 disclosures referred by the SEC.

## NOTE 2 – GOING CONCERN

The Company's condensed financial statements are prepared using accounting principles generally accepted in the United States of America applicable to a going concern which contemplates the realization of assets and liquidation of liabilities in the normal course of business. The Company has not yet established an ongoing source of revenues sufficient to cover its operating cost and allow it to continue as a going concern. The ability of the Company to continue as a going concern is dependent on the Company obtaining adequate capital to fund operating losses until it becomes profitable. If the Company is unable to obtain adequate capital, it could be forced to cease operations.

The Company had a net profit of $ 1,004,000 for the period ended December 31, 2023, and has accumulated earnings (loss) of ($1,017) since inception. These conditions raise substantial doubt about the Company's ability to continue as a going concern.

To continue as a going concern, the Company will need, among other things, additional capital resources. Management's plan to obtain such resources for the Company include, obtaining debt or equity capital from various lenders, institutions, and significant stockholders sufficient to meet its minimal operating expenses. However, management cannot provide any assurance that the Company will be successful in accomplishing any of its plans.

There is no assurance that the Company will be able to obtain sufficient additional funds when needed or that such funds, if available, will be obtainable on terms satisfactory to the Company. In addition, profitability will ultimately depend upon the level of revenues received from business operations. However, there is no assurance that the Company will attain profitability. The accompanying condensed consolidated financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.

## NOTE 3 – GENERAL BALANCE SHEET CONSIDERATIONS

FASB ASC does not require an entity to present a classified balance sheet or mandate a particular order of balance sheet accounts. However, FASB ASC 210-10-05-4 states that entities usually present a classified balance sheet to facilitate calculation of working capital.

ASC210-10-05-5 indicates that in the statements of manufacturing, trading, and service entities, assets and liabilities are generally classified and segregated. The FASB ASC glossary includes definitions of current assets and current liabilities for when an entity presents a classified balance sheet. FASB ASC 210-10-45 provides additional guidance to determining these classifications.

### Cash and Cash Equivalents

The Company didn't recognize any restriction on the cash and cash equivalents assets as of December 31, 2023, has $ 41,196 and $ 15,473 as of December 31, 2022.

### Current Receivables

FASB ASC 310 states that allowance for credit losses should be deducted from the related receivables and appropriately disclosed. FASB ASC 310-10-50-4 requires as applicable, any unearned income, unamortized premiums and discounts, and net unamortized deferred fees and costs to be disclosed in the financial statements. Under FASB ASC 825, fair value disclosure is not required for trade receivables when the carrying amount of the trade receivable is due in one year or less. As of December 31, 2023, and December 31, 2022, the Company had Accounts Receivable of $2,224,332 and $0 respectively.

Notwithstanding the foregoing, and in compliance to ASC 606-10-25-23, which literally says: "….*An entity shall recognize revenue when (or as) satisfies a performance obligation by transferring a promised good or service to a customer*…", because the company billed a number of items and also received payments from customers, but without transferring the promised goods, the Company considered recording $1,746,805 as Customers advanced funding posted in the balance sheet as current liability, because the Company expect delivery of the billed item within one year from this year 2023.

### Other Current Assets

<u>Customers contracts pending</u>: Under ASC 606-10-25-23 the revenue is recognized once the product or service is transferred to a

customer. The Company understand that due to no billed item were delivered to customer, is also a fact that such sales once delivered will become recordable revenue.

Vendors advanced payments: following the same criteria applied to contracts pending, the Company recorded using the account Vendors advanced payments $905,194 and $3,468,233, which in fact, several of them, were payments made by our customers directly to our vendors, for merchandise vendors did not deliver at the end of December 31, 2023 and December 31, 2022 respectively, and posting this account as an asset in the balance sheet, because the Company estimated, vendors shall deliver the goods paid within one year.

## Inventory

FASB ASC 230, Inventory, states that the primary basis of accounting for inventories is cost, but a departure from the cost basis of pricing the inventory is required when the utility of the goods is no longer as great as their cost. FASB ASC 330-20-35-18 states that inventory measured using any method other than LIFO or retail inventory method (for example, inventory measured using firs-in, first-out – FIFO – or average cost) shall be measured at the lower of cost and net realizable value.

As of December 31, 2023, and December 31, 2022, the Company had $ 605,870 and $76,000 inventory, respectively. Inventory's balance reflects merchandise stored at Port Asuncion, Paraguay, and is the whole delivery one company's vendors made, management understood that because client is responsible for custom clearance, those products in the Paraguayan custom are considered part of Company inventory, are also included merchandise in transit and products ready to deliver but still in vendors' warehouse. Normally the Company doesn't hold Inventory because each purchase is allocated to one specific customer.

## Marketable Securities

In March 2018, FASB released Accounting Standard Update (ASU) No 2018-04, Investments – Debt Securities (Topic 320) and Regulated Operations (Topic 980). This update supersedes FASB ASC 320-10-S55-1 and 320-10-599-1. FASB ASC 810-10-S00-1 is added along with paragraphs 980-810-S45-1. No additional disclosure requirements are listed.

FASB ASC 320-10-50 includes detailed disclosure requirements for various marketable securities, including matters such as the nature and risks of the securities, cost, fair value, contractual maturities, impairment of securities, and certain transaction information. FASB ASC 321-10-50 provides additional disclosure requirements for marketable securities classified as equity securities.

As of December 31, 2022, and December 31, 2023, the Company had no Marketable Securities, respectively.

## Property, Plant and Equipment

Are the long-lived physical assets of the Company acquired for use in the Company's normal business operation and not intended for resale by the Company. FASB ASC 360, Property, Plant and Equipment states that these assets are initially recorded at historical cost, which includes the cost necessarily incurred to bring them to the condition and location necessary for their intended use. FASB ASC 835-20 establishes standards for capitalizing interest cost as part of the historical cost of acquiring assets constructed by the Company for its own use or produced for the Company by others for which deposits or progress payments have been made.

FASB ASC 210-10-45-4 indicates that property, plant, and equipment, should be classified as noncurrent when a classified balance sheet is presented. Under FASB ASC 805-20-55-37, some use rights acquired in a business combination may have characteristics of tangible, rather than intangible assets.

The Company had $ 0 as of December 31, 2022, and December 31, 2023, respectively, in Property, Plant and Equipment.

**NOTE 4– STOCKHOLDERS' EQUITY (DEFICIT)**

## Common Stock

Based on the Action by Written Consent of Shareholders of Neighpart International Corp, in Lieu of Special Meeting, dated on January 11, 2023, and filed with the Division of Corporation of the Florida State on September 9, 2023, the authorized common stock of the Company consists of 1,000,000,000 shares with a par value $0.001. As of December 31, 2023, and as of December 31, 2022, the Company had 14,144,000 due to the change in par value current par value of $0.001 and 141,435 shares of its common stock with a par value $0,10 issued and outstanding, respectively.

These issuances were exempt from registration under rule 144.

## Preferred Stock

Based on the Action by Written Consent of Shareholders of Neighpart International Corp, in Lieu of Special Meeting, dated on January 11, 2023, and filed with the Division of Corporation of the Florida State on September 9, 2023, the authorized Preferred shares of the Company consists of 20,000,000 shares with a par value $0.001. As of December 31, 2023, and as of December 31, 2022, the Company had 1,000,000 and 0 issued and outstanding, respectively.
The Holder of Series A Preferred Stock will not be entitled to receive dividends of any kind, including but not limited to and dividends paid on Common Stock.

The Holder of the Series A Preferred Stock shall have the right, from time to time, to convert shares of the Series A Preferred Stock at the conversion ratio of one thousand (1,000) shares of Common Stock for each single (1) share of Series A Preferred Stock. Shares of Series A Preferred Stock are anti-dilutive to reverse splits, and therefore in the case of a reverse split, are convertible to the number of Common Shares after the reverse split as would have been equal to the ratio herein prior to the reverse split. The conversion rate of the Series A Preferred Stock would increase proportionately in the case of forward splits, and may not be diluted by a reverse split following a forward split.

The Series A Preferred Stock shall have liquidation rights with respect to liquidation preference upon the event of any liquidation, dissolution or winding up of the Corporation, either voluntary or involuntary equal to the number of shares of Common Stock as if all Series A Preferred Shares remaining issued and outstanding were converted to Common Stock.

***Voting Rights***: If at least one share of Series A Preferred Stock is issued and outstanding, then the total aggregate issued shares of Series A Preferred Stock at any given time, regardless of their number, shall have voting rights equal to three (3) times the sum of:

i. The total number of shares of Common Stock which are issued and outstanding at the time of voting, plus,

ii. the total number of votes granted to any preferred stock series which are issued and outstanding at the time of voting.

Each individual share of Series A Preferred Stock shall have the voting rights equal to three times the sum of all shares of Common Stock issued and outstanding at the time of voting plus the cumulative voting rights of all preferred stock series issued and outstanding at the time of voting divided by the number of shares of Series A Preferred Stock issued and outstanding at the time of voting.

## NOTE 5 – INCOME TAXES

As of December 31, 2023, the Company had net operating income of $1,047,659, the Company has a loss carryforward in previously filed tax returns of $ 1,005,018, therefore the expected tax accrual for the year ended on December 31, 2023, is not a significant amount.

Tax net operating loss carryforwards may be limited pursuant to the IRS Section 382 in the event of certain ownership changes.

## NOTE 6 – FAIR VALUE MEASUREMENTS

The Company has adopted, when it applies, the guidance under ASC 820, *Fair Value Measurements,* for financial instruments measured on a fair value on a recurring basis. ASC 820 establishes a fair value hierarchy, giving the highest priority to quoted prices in active markets and the lowest priority to unobservable data and requires disclosures for assets and liabilities measured at fair value based on their level in the hierarchy. Further authoritative accounting guidance (ASU No. 2009- 05, *Measuring Liabilities at Fair Value*) under ASC 820, provides clarification that in circumstances in which a quoted price in an active market for the identical liabilities is not available, a reporting entity is required to measure fair value using one or more of the techniques provided for in this update.

The standard describes a fair value hierarchy based on three levels of input, of which the first two are considered observable and the last unobservable, that may be used to measure fair value, which are the following:

- Level 1 – Quoted prices in active markets for identical assets and liabilities.
- Level 2 – Input other than Level 1 that are observable, either directly or indirectly, such as quoted prices for similar assets of liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the asset or liabilities.

- Level 3 – Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

The Company's assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment and considers factors specific to the asset or liability.

The Company shall analyze all financial instruments with features of both liabilities and equity under ASC 480, *Distinguishing Liabilities from Equity* and ASC 815, *Derivatives and Hedging*. Derivative liabilities are operations as adjustments to fair value of derivatives. The effects of interactions between embedded derivatives would be calculated and accounted for in arriving at the over-all fair value of the financial instruments. In addition, the fair value of free-standing derivative instruments such as warrant and option derivatives are valued using the Black- Scholes model adjusted to reflect fair value at each period end, with any increase or decrease in the fair value being recorded in results of operations.

The Company shall use Level 3 inputs for its valuation methodology for the embedded conversion option liabilities as their fair value were determined by using the Black Scholes option-pricing model based on various assumptions. The Company's derivative liabilities, when existing, would be adjusted to reflect fair value at each period end, with any increase or decrease in the fair value being recorded in results of operations as adjustments to fair value of derivatives.

The Company had no liabilities subject to Fair Value Measurements as of December 31, 2023, and December 31, 2022, respectively.

## NOTE 7 – COMMITMENTS AND CONTINGENCIES

In the twelve-month period ended on December 31, 2023, and December 31, 2022, the Company balance from Shareholders loans of $ 2,543,544 and $3,638,251 respectively. The decreased $1,094,707 was due to an allocation of funds against pending balances Neighpart SA owed to the Company, the remining funds may be converted in the following years into shares of common stock.

## NOTE 8 – SUBSEQUENT EVENTS TO DECEMBER 31, 2023

In accordance with FASB ASC 855-10, *Subsequent Events*, the Company has analyzed its operations after December 31, 2023, to the date these condensed financial statements were issued, and has determined the followings:

On January 12, 2024, Mr. Claudio A Escobar Brizuela took control on Neighpart Servicios Internacionales, Sociedad Limitada, a company chartered in Valencia, Kingdom of Spain, located at Calle Pintor Sorolla, 5, 3, Valencia, Spain, tax ID: B56764392. This corporation will be merged into the Company along the year 2024.

On February 7, 2024, the Company applied to Edgar Access, been identified with CIK 0002011627.

On February 27, 2024, the Company paid $14,760 to the U.S. Securities and Exchange Commission Office of Financial Management - Filing Fees Branch.

On February 29, 2024, the S-1 Company's filing has been accepted by the US Securities and Exchange Commission, Accession Number: 0001683168-24-001238, File Number: 1.333-277502.

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

None

**Item 9A. Controls and Procedures.**

Disclosure controls and procedures are controls and other procedures that are designed to ensure that information required to be disclosed in our reports filed or submitted under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in the SEC's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed in company reports filed or submitted under the Exchange Act is accumulated and communicated to management, including our Chief Executive, to allow timely decisions regarding required disclosure.

We do not expect that our disclosure controls and procedures will prevent all errors and all instances of fraud. Disclosure controls and procedures, no matter how well conceived and operated, can provide only reasonable assurance of achieving the desired control objectives. Further, the design of disclosure controls and procedures must reflect the fact that there are resource constraints, and the benefits must be considered relative to their costs. The design of disclosure controls and procedures also is based partly on certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions.

As of December 31, 2023, as required by Rules 13a-15 and 15d-15 under the Exchange Act, our Chief Executive Officer carried out an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures. Based upon their evaluation, our Chief Executive Officer concluded that our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) were effective at the reasonable assurance level as of such date and that the consolidated financial statements included in this Form 10-K present fairly, in all material respects, the Company's financial position, results of operations, and cash flows for the periods disclosed in accordance with GAAP.

**Management's Report on Internal Controls over Financial Reporting**

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as defined in Rule 13a-15(f) and 15d-15(f) of the Exchange Act. Our internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with U.S. GAAP. Internal control over financial reporting includes those policies and procedures that: (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with U.S. GAAP, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (iii) 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 Consolidated Financial Statements.

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

Management assessed the effectiveness of the Company's internal control over financial reporting as of December 31, 2023, based on the framework set forth by the Committee of Sponsoring Organizations of the Treadway Commission in Internal Control -Integrated Framework as published in 2013. Based on that assessment, management concluded that, as of December 31, 2023, the Company's internal control over financial reporting was effective.

The effectiveness of our internal control over financial reporting as of December 31, 2023, has been audited by Yusufaly & Associates, an independent registered public accounting firm, as stated in its audit report, which is included under Item 8 of this Form 10-K.

**Item 9B. Other Information.**

None

**Item 9C. Disclosure Regarding Foreign Jurisdictions that Prevent Inspections.**

Not Applicable.

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## PART III

### Item 10. Directors, Executive Officers and Corporate Governance.

| Last name, name | Age | Position | Term |
|---|---|---|---|
| Escobar Brizuela, Claudio A | 39 | President & CEO | Until successor elected |
| Caballero Ojeda, Analia Virginia | 31 | Chief financial officer | Until successor elected |
| Caballero Ojeda, Sandra Yanil | 28 | Chief Treasury Officer | Until successor elected |
| Verdun de Butler, Alicia Belen | 25 | Chief Operating Officer and Secretary | Until successor elected |
| Torres Sanchez, Genesis Maria del Mar | 25 | Chief Marketing Officer | Until successor elected |
| Catella Llano, Christian Ismael Maria | 31 | Chief Human Resources Officer | Until successor elected |

**Claudio Alberto Escobar Brizuela** has been appointed since inception and will continue as Board Member holding the position of President & CEO. He was born in the Republic of Paraguay, on August 28, 1985. In 2005, at the age of 20 years, he was the founder of Cevima S.A., a technologically updated cleaning and sanitizing company based in Paraguay, and today one of the top references in the industry in Paraguay. In 2011 was the founder and major shareholder of Neighpart S.A, a company based in Paraguay, specialized in medical infrastructure and equipment, currently one of the top references in Paraguay. In 2013 was the founder and major shareholder of Kaizen Energy S.A.E.C.A, based in Paraguay and registered as open capital entity with the Paraguayan Security Exchange Commission. In 2019 was the founder and major shareholder of Neighpart International, Corp., a company based in Miami, Florida, devoted to individualizing new technologies, becoming the buying agent for Neighpart S.A., and currently refocusing on becoming a holding company, in the road the be listed in the OTC Markets, OTCQB level.

Claudio academic background include a degree in Economics from the Universidad Catolica de Paraguay (2014), specialist degree on Human Resources Management from the IAE Business School, Austral University in Argentina (2021), specialist degree on Strategies in Digital Transformation from the INCAE Business School, Costa Rica (2021), Master in Data Analytics from Cambridge University, UK (2021), Cambridge Senior Management Program from Cambridge University, UK (2022), currently in progress Chief Executive Officer Senior Program from Miami Herbert Business School.

**Analia Virginia Caballero** is a professional with over a decade of experience in the Administrative and Finance sector, specializing in business planning, financial management, and human resources. She has established a reputation for her proactive and committed work style, showcasing adaptability in navigating swiftly changing environments. Moreover, she can analyze complex situations and design efficient solutions, as evidenced by her ongoing focus on the development and implementation of business strategies that drive growth and profitability.

Ms. Caballero's track record of financial and administrative management and adept relationship-building skills highlight her business expertise, positioning her as a trusted leader in driving financial success and organizational growth. Her contributions to various companies include maintaining financial stability, facilitating expansions, and optimizing resource allocation and workflow processes. As CFO, she manages all financial activities such as budgeting, financial planning, cost analysis, risk management, and timely financial reporting. She also liaises with investors, banks, auditors, and stakeholders to ensure transparency and support.

Her previous roles show her commitment not only to her professional growth but also to the operational efficiency of the organization. For instance, she possesses solid skills in supervising the financial and administrative team, including task allocation, goal setting, performance evaluation, and fostering a collaborative work environment. Her performance shows her crucial role in ensuring regulatory and legal compliance in financial and administrative matters and maintaining strong relationships with external stakeholders.

In addition to her work, she is passionate about creating plans and initiating new projects that have a positive and visible impact on society. She finds fulfillment in being part of a team that offers cutting-edge services and technology, and she especially

values when the team is continuously striving to innovate and stand out by implementing new tools and technology to enhance people's lifestyles. She sees it as both a professional and personal motivation to improve and contribute towards a common goal.
Analia Virginia Caballero holds a Master in Financial Direction from Initiative Business School (2023). She also holds a bachelor's degree in business administration from the University Columbia from Paraguay (2016)

**Sandra Yanil Caballero** is a longstanding, accountable, and trustworthy member of the organization. Through her management, she consistently demonstrates exemplary leadership, teamwork, communication, and problem-solving skills, effectively addressing the challenges the organization has encountered over the years. One of her primary objectives is to continually prove her personal and professional growth, both within the Company and her department under her stewardship.

Ms. Caballero, presently, holds the position of Chief Treasurer Officer at Neighpart International Corporation. She is responsible for countless improvements in her department thanks to her critical decision-making skills as well as her experience in client customer support, management of stakeholders, administrative department, among others. As a CTO, main responsibilities include managing an organization's administrative and financial day-to-day activities by overseeing treasury operations such as cash flow, investments, bank transactions, and payment processes, all while collaborating closely with the CFO.

She embodies the principle that individuals should start from the grassroots level and steadily progress in their careers. She has traversed various positions and roles within the organization, owing to her unwavering dedication has enriched her understanding of the organizational structure and market dynamics. Additionally, she brings significant value through her work in streamlining processes and driving efficiency within the organization.

Besides her professional duties, Sandra is a health and eco-conscious individual. She is committed to leading a holistic lifestyle that complements her career and is also a devoted advocate for animal welfare. Sandra firmly holds the belief that loyalty is an essential ideal not only in life but also in the workplace.

In an effort to augment her knowledge and expertise, she is furthering her studies, currently working towards a degree in Business Administration.

**Ismael Catella** is a goal-oriented leader with the capacity to manage teams and resources. His proficiency in problem-solving, sales, and office administration highlights his adaptability in integrating diverse improvement initiatives, thus enhancing the company's resilience and fostering growth.

Catella serves as Chief Executive Officer of Cevima S.A. as well as Chief Human Resources Officer (CHRO) at Neighpart International Corporation. The challenges faced are to drive the team to surpass 2024 goals and solidify the brand's presence within the private sector. His leadership has led to notable achievements, including positioning Cevima in the top 3 in the public market five years ago and securing ISO certifications as well as currently preparing for ISO 45001 audit next year.

Ismael prides himself on fostering warm and transparent relationships with key figures from other firms, stakeholders, collaborators and providers. This amiable rapport often paves the way for fruitful relationships, ultimately leading to enhanced profitability. For him, true satisfaction stems from the fulfillment of objectives and the seamless execution of processes. This achievement not only translates into profit but also ensures the sustainability and longevity of operations. It is this sense of order that underpins enduring success, benefiting both current stakeholders and future leaders alike.

In the workplace, he excels at analyzing scenarios, navigating alternatives, and turning challenges into opportunities. He motivates himself and others to push boundaries, understanding that limitations are often self-imposed. Socially, he finds joy in engaging in sports such as soccer and paddle, as well as cherishing moments spent with friends. He is driven by clear goals, employing structured methodologies to examine situations comprehensively. He leverages these insights to propel the corporation forward, enhancing the brand's market presence and fostering growth.

Mr. Catella is currently pursuing Business Intelligence studies at the Universidad Comunera (UCOM) from Paraguay.

**Genesis Torres** is a proactive, energetic, and committed professional who possess aptitudes such as adaptability, resolution, tenacity, dynamism, communication skills, and competence for teamwork. She demonstrates a keen ability to adapt and resolve challenges efficiently, while fostering effective collaboration within the team dynamic. Her attitude is shown on her strive for improvement at any situation, while also promoting creativity and the achievement of goals in a positive manner.

Torres is CMO at Neighpart International Corporation while also serves as Vicepresident at Cevima S.A. She manages the

Operational team, ensuring contract compliance and daily oversight to meet clients and worker's needs, fostering work management and problem-solving. Requires proactive handling of situations with an efficient response and leadership in achieving objectives through teamwork, skills developed over tenure.

She has been distinct in the company by her constant pursuit of improvement, not only on a personal level but also at a corporate level, along with the ability to resolve issues and remain confident during stressful situations. She manages them with dynamism, creativity, and empathy, ensuring an assertive response to any eventuality. Her extensive experience in various roles has enabled her to understand the needs and requirements in the demand for a service or product, which is in high demand. She is interested in compliance and doing things right, in an organized and strategically way that benefits all parties.

She holds a strong passion for integrating law, auditing, and compliance. Professionally, she finds fulfillment in applying critical thinking and problem-solving abilities, approaching challenges with composure to devise creative solutions. Maintaining empathy, she carefully evaluates decisions to ensure fairness. Beyond work, she actively pursues learning and aims to be a supportive individual. Engaging in activities that promote a balanced and healthy lifestyle is important to her, with a particular appreciation for moments of meditation.

Ms. Torres is pursuing a master's degree in taxation and Tax Consulting. She is a Lawyer (2018) graduated from the Universidad Tecnológica Intercontinental from Paraguay. She also holds a certification in Audit and Institutional Analysis (2023) at the Centro de Formación Técnica de la Pontificia Universidad Católica de Valparaíso, Chile. Currently, she is studying Corporate and Business Law with the prospect of combining it with Compliance.

Our Internet address is www.nic-usa.net. At our Investor Relations website, www.nic-usa.net/investor, we make available free of charge a variety of information for investors. Our goal is to maintain the Investor Relations website as a portal through which investors can easily find or navigate to pertinent information about us, including:

- Our annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and any amendments to those reports, as soon as reasonably practicable after we electronically file that material with or furnish it to the Securities and Exchange Commission ("SEC") at www.sec.gov.
- Information on our business strategies, financial results, and metrics for investors.
- Announcements of investor conferences, speeches, and events at which our executives talk about our product, service, and competitive strategies. Archives of these events are also available.
- Press releases on quarterly earnings, product and service announcements, legal developments, and international news.
- Corporate governance information including our articles of incorporation, bylaws, governance guidelines, committee charters, codes of conduct and ethics, global corporate social responsibility initiatives, and other governance-related policies.
- Other news and announcements that we may post from time to time that investors might find useful or interesting.
- Opportunities to sign up for email alerts to have information pushed in real time.

We publish a variety of reports and resources related to our Corporate Social Responsibility programs and progress on our website, www.nic-usa.net/investors, including reports on sustainability, responsible sourcing, accessibility, digital trust, and public policy engagement.

The information found on the website is not part of, or incorporated by reference into, this or any other report we file with, or furnish to, the SEC. In addition to these channels, we use social media to communicate to the public. It is possible that the information we post on social media could be deemed to be material to investors. We encourage investors, the media, and others interested in Neighpart International, Corp., to review the information we post on the social media channels listed on our Investor Relations website.

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## Item 11. Executive Compensation.

| Name and principal position | Year | Salary ($) | Bonus ($) | Stock rewards ($) | Non-equity incentive plan compensation ($) | Change in pension value and nonqualified deferred compensation earnings ($) | All other compensation ($) | Total ($) |
|---|---|---|---|---|---|---|---|---|
| Escobar Brizuela, Claudio A, President & CEO | 2023 | $ - | $3,479 | $ 1,000 | $ - | $ - | $ - | $ 4,479 |
| Caballero Ojeda, Analia Virginia, CFO | 2023 | $ - | $ - | $ - | $ - | $ - | $ - | $ - |
| Caballero Ojeda, Sandra Yanil, CTO | 2023 | $ - | $ - | $ - | $ - | $ - | $ - | $ - |
| Verdun de Butler, Alicia Belen, COO | 2023 | $ - | $ - | $ - | $ - | $ - | $ - | $ - |
| Torres Sanchez, Genesis Maria del Mar, CMO | 2023 | $ - | $ - | $ - | $ - | $ - | $ - | $ - |
| Catella Llano, Christian Ismael Maria, CHRO | 2023 | $ - | $ - | $ - | $ - | $ - | $ - | $ - |
| **TOTAL:** | | **$ -** | **$3,479** | **$ 1,000** | **$ -** | **$ -** | **$ -** | **$ 4,479** |

## Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.

In compliance to §229.201, sub-item 2, because the information called for by paragraph (a) is presented in a registration statement on Form S-1 under the Exchange Act, relating to a class of common equity for which at the time of filing there is not established United States public trading market the Company is hereto stating that at December 31, 2023 14,144,000 shares of common stock was issued and outstanding. At the time of this filing the total common stock issued and outstanding was 15,744,000 shares of common stock, out of which 14,144,000 are restricted and 1,600,000 unrestricted, therefore the flow is equal to 10.16%. As of today, the Company have 73 stockholders, and all shares are fully paid.

## Item 13. Certain Relationships and Related Transactions and Director Independence.

As of the date of filing this Form 10-K, the Company is in a transition period that involves moving from its previous activity to completing, subject to the signing of the pertinent agreements, the acquisition, in a transaction 100% in shares of the Company, of the following companies located in the Republic of Paraguay, Cevima S.A, Kaizen Energy S.A.E.C.A and Neighpart S.A, as well as the company based in the Kingdom of Spain and recently formed, Neighpart Servicios Internacionales, S.L

All the above-mentioned companies have Mr. Claudio A Escobar Brizuela, as board member and majority shareholder, same position in the Company. The negotiation is a merge based on 100% shares compensation against 100% of the shares from the acquired companies above-mentioned, the approximate dollar value of the amount involved in the transaction is estimated at less than one hundred million, this estimated value include the goodwill the acquired companies have above book value, due to they have a substantial track-record, some of them for many years, and with significant increased revenues along the last three years.

## Item 14. Principal Accountant Fees and Services

The Company has no Auditing Committee, therefore negotiations for services are made on a case by case basis, by the Board of Directors

| Company name | Fees 2022 | Fees 2023 | Services rendered |
|---|---|---|---|
| Yusufaly & associates, LLC | $ 30,000 | | PCAOB auditing report for the year ended December 31, 2022 |
| Yusufaly & associates, LLC | | $ 35,000 | PCAOB auditing report for the year ended December 31, 2023 |
| Consultia, LLC | $ 36,000 | | Bookkeeping and financial statements for the year ended December 31, 2022 |
| Consultia, LLC | | $ 36,000 | Bookkeeping and financial statements for the year ended December 31, 2023 |

| Company name | Fees | Services rendered |
|---|---|---|
| B&P Consulting, LLC | $ 2,500 | Tax returns for the year ended December 31, 2022 |
| B&P Consulting, LLC | $ 2,500 | Tax returns for the year ended December 31, 2023 |

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## PART IV

### Item 15. Exhibit and Financial Statement Schedules.

**Supplemental Information to be Furnished With Reports Filed Pursuant to Section 15(d) of the Act by Registrants Which Have Not Registered Securities Pursuant to Section 12 of the Act**

### Item 16. Form 10–K Summary.

None

**Supplemental Information to be Furnished With Reports Filed Pursuant to Section 15(d) of the Act by Registrants Which Have Not Registered Securities Pursuant to Section 12 of the Act**

(a) Except to the extent that the materials enumerated in (1) and/or (2) below are specifically incorporated into this Form by reference, every registrant which files an annual report on this Form pursuant to Section 15(d) of the Act must furnish to the Commission for its information at the time of filing its report on this form, an electronic submission in accordance with the EDGAR Filer Manual, of the following:

(1) Any annual report to security holders covering the registrant's last fiscal year; and

(2) Every proxy statement, form of proxy or other proxy soliciting material sent to more than ten of the registrant's security holders with respect to any annual or other meeting of security holders.

(b) The foregoing material shall not be deemed to be "filed" with the Commission or otherwise subject to the liabilities of Section 18 of the Act, except to the extent that the registrant specifically incorporates it in its annual report on this Form by reference.

(c) If no such annual report or proxy material has been sent to security holders, a statement to that effect shall be included under this caption. If such report or proxy material is to be furnished to security holders subsequent to the filing of the annual report of this Form, the registrant shall so state under this caption and shall furnish copies of such material to the Commission when it is sent to security holders.

**CERTIFICATION PURSUANT TO**
**RULES 13a-14(a) AND 15d-14(a) UNDER THE SECURITIES EXCHANGE ACT OF 1934,**
**AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Claudio A Escobar Brizuela, certify that:

1.

I have reviewed this Annual Report on Form 10-K for the fiscal year ended December 31, 2023, of Neighpart International, Corp.;

2.

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

3.

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

4.

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

i.

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

ii.

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

iii.

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

iv.

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

5.

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

i.

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

ii.

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

Date: April 1, 2024

By: /s/ Claudio A Escobar Brizuela
Name: Claudio A Escobar Brizuela
President & CEO

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

In connection with the Annual Report on Form 10-K of Neighpart International, Corp (the "Company") for the year ended December 31, 2023, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Analia Virginia Caballero Ojeda, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. §1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, based on my knowledge:

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

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

April 1, 2024

/s/ Analia Virginia Caballero Ojeda

***Analia Virginia Caballero Ojeda***

Chief Financial Officer

## SIGNATURES

[See General Instruction D]

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

**NEIGHPART INTERNATIONAL, Corp**

By: ____________________
Claudio A Escobar Brizuela, President & CEO

Date: April 9th, 2024

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

By: ____________________
Analia Virginia Caballero Ojeda, Chief Financial Officer

Date: April 9th, 2024

By: ____________________
Sandra Yanil Caballero Ojeda, Chief Treasury Officer

Date: April 9th, 2024