

Here To Serve Holding Corp.



Part A General Company Information

Item 1 The exact name of the issuer and the address of its principal executive offices.

Here To Serve Holding Corp.
Formerly F3 Technologies, Inc. until November 2013

Item 2 Company Headquarters

12540 Broadwell Road, Suite 1202
Milton, GA 30004
(678) 871-7457 phone
(770) 521-0259 fax
www.HTSHC.com

IR Contact:
James P. Canouse
Executive Vice President, Here To serve Holding Corp.
12540 Broadwell Road, Suite 1202
Milton, GA 30004
(678) 871-7457 phone
(770) 521-0259 fax
jim@HTSHC.com

Item 3 Security Information

Trading Symbol: HTSC.PK

Exact title and class of securities outstanding

Common Stock:

CUSIP: 42710U106

Par Value \$0.0001

Total shares authorized: 400,000,000 @ 3/31/14

Total shares outstanding: 37,206,821 @ 3/31/14

Preferred A Stock:

CUSIP – NONE

Par Value \$0.001

Total shares authorized: 2,000,000 @ 3/31/14

Total shares outstanding: 2,000,000 @ 3/31/14

Transfer Agent

Address: Island Stock Transfer
15500 Roosevelt Boulevard, Suite 301
Clearwater, Florida 33760
Office phone: 727-289-0010
Fax: 727-289-0069

Island Stock Transfer is registered under the Exchange Act.

There are no restrictions on the transfer of securities.

There have been no trading suspension orders issued by the SEC during the last 12 months

Item 4 Issuance History

Please see Appendix A attached to this report.

Item 5 Financial Statements

Interim financials are posted as Quarterly Financials:

- 1) Balance Sheet
- 2) Statement of Income
- 3) Statement of Cash Flows
- 4) Statement of changes in stockholders' equity
- 5) Note to Financial Statements
- 6) These financial statements are unaudited.

Item 6 Describe the Issuer's Business, Products and Services.

A. On September 5, 2013, by way of a board resolution and due to a key employee's desire to leave the Company to pursue other interests, Jeffrey Cosman (Cosman) was appointed as the CEO of the Company and replaced Francis Connor as CEO and Secretary of the Company. In an Assignment Agreement dated September 5, 2013, Connor assigned 13,000,000 shares of his personal restricted common stock and 2,000,000 of his personal Series "A" Preferred shares to Cosman. There was no financial consideration paid for these shares. This assignment made Mr. Cosman the controlling and majority shareholder of the Company. At the time of this filing Mr. Cosman personally and by way of controlling Legacy Waste Solutions LLC owns or controls 16 million shares which equates to roughly 50.8% of the common shares issued and outstanding. The Series A Preferred share that Mr. Cosman owns is not convertible into common shares of the Company; however, it shall entitle him to the number of votes, collectively, which shall equal seventy percent (70%) of the total number of votes that may be cast, including the votes of the issued and outstanding common stock as well as any shares of series A Preferred outstanding.

On September 5, 2013 Connor (the "Creditor") entered into a Debt Settlement Agreement with the Company (the "Debtor"). In the Debt Settlement Agreement, the Company mitigated over \$460,000 of accrued debt owed to Connor and Connor resigned all of his positions and duties with the Company, in exchange for 49% of the rights and interest in the 100% Company-owned product, FargoTube, and 10.5 shares of 44.5 shares the Company owned in Interactive Defense, LLC. As a result the Company now owns 51% of the FargoTube product and 34 shares of Interactive Defense, LLC.

On September 12, 2013, the Company completed the first of many expected acquisitions. The assets of COVI Point, LLC, specifically the cConnects application platforms, was purchased for approximately \$272,000 by the issuance of restricted Company stock, cash and Convertible Notes issued to shareholders and note holders of COVI Points, LLC. Jeffrey Cosman as majority owner and Managing Director of Legacy Waste, LLC owned 70% of COVI Point, LLC.

On November 5, 2013, F3 Technologies, Inc. changed its name to Here To Serve Holding Corp which is its current name. Here To Serve is still engaged in the business of software as a service development as well as the acquisition of other revenue producing companies.

On November 18, 2013 Here To Serve announced that it has signed a Letter Of Intent (LOI) to acquire a 10 year old Solid Waste Management company in the mid-west.(our “Initial Acquisition”)

Waste Division

As previously mentioned, on November 15th, 2013 we announced Here To Serve had entered into an LOI with a solid waste company for our Initial Acquisition. We believe this platform company is ideal for a number of reasons including the following:

Mature Company. Our Initial Acquisition is planned to be a company that is 10 years old and is concentrated in municipal contracts across the Midwest. Recently, they have moved into temporary roll off work and recycling. The company has strong EBITDA margins and will continue to be run at the local level. We believe that the combination of our maturity and proven business practices, additional capital and performance metrics will be a critical component of our future success.

Strong Operating Platform. The history of growth of our platform company will allow us to create a company with a strong, selective operating platform. The foundation of this platform is our aggressiveness and knowledge in the market.

Strong Capital Structure. Here To Serve will rely on a conservative capital structure to grow the business. Initially, we will finance our acquisitions with debt and convertible notes. If the value of our stock improves from the low pennies to the dollar range, we will use our stock as cash to continue to grow the company through acquisitions. This strong cash producing characteristic will allow us to pursue our mission of increasing shareholder value by focusing on investing in our business, paying down our debt and acquiring new companies.

Decentralized Management Structure. We maintain a relatively small corporate headquarters staff, relying on a decentralized management structure to minimize administrative overhead costs and to manage our day-to-day operations more efficiently. Our local management has extensive industry experience in growing, operating and managing solid waste companies and has substantial experience in their local geographic markets. Our plan is to have a President of Environmental Services, a Controller for Environmental Services, allowing the local markets to operate as autonomously as possible, with General Managers, Sales Managers, Marketing Managers/Directors and local Accountants. In addition to having a fresh – decentralized team in place, we will offer through long-term incentive programs, including stock options, our leadership team to excel in our organization. As a result of retaining experienced managers with extensive knowledge of and involvement in their local communities, we are

proactive in anticipating our customers' needs and adjusting to changes in our markets.

Integrated Operations. In the future, we seek to achieve a high rate of internalization by controlling waste streams from the point of collection through the development of Waste to Energy technology at our sites. We expect that our fully integrated markets generally will have a lower cost of operations and more favorable cash flows. Through acquisitions, landfill operating agreements and other market development activities, we can create market-specific, integrated operations typically consisting of one or more collection companies, transfer stations and landfills. We consider acquiring companies that own or operate landfills with significant permitted disposal capacity and appropriate levels of waste volume. We also seek to acquire solid waste collection companies in markets in which we don't own or operate landfills, with the potential of adding a WTE system. In addition, we could generate internal growth in our operations by developing new landfills. In a number of our larger markets, we anticipate being required to take waste to government-controlled disposal facilities. This provides us with an opportunity to effectively compete in these markets without investing in landfill capacity. Because we do not have landfill facilities or government-controlled disposal facilities for all markets in which we provide collection services, we believe that through landfill, transfer station acquisitions and the development of WTE facilities, operating agreements, and market development, we have the opportunity to increase our waste internalization rate and further integrate our operations.

High Levels of Customer Satisfaction. We strive to provide the highest level of service to our customer base. We will use our technology developed internally (cConnects) to drive "bring the customer closer to the organization" methodology for unparalleled service. We will have municipal marketing representatives in most service areas that are responsible for working with each municipality or community to which we provide residential service to ensure customer satisfaction. Additionally, the municipal representatives organize and drive the effort to obtain new or renew municipal contracts in their service areas.

Growth Strategy

Our growth strategy focuses on increasing revenue, gaining market share and enhancing shareholder value through internal growth and acquisitions. We manage our growth strategy as follows:

Internal Growth. Our internal growth strategy focuses on retaining existing customers and obtaining commercial, municipal and industrial customers through our well-managed sales and marketing activities.

Pricing Activities. We seek to secure price increases necessary to offset increased costs, to improve our operating margins and to obtain adequate

returns on our substantial investments in assets. Price increases will remain a major component of our overall future operating strategy.

Long-Term Contracts. We seek to obtain long-term contracts for collecting solid waste in markets with growing populations. These include exclusive franchise agreements with municipalities as well as commercial and industrial contracts. By obtaining such long-term agreements, we have the opportunity to grow our contracted revenue base at the same rate as the underlying population growth in these markets. In addition, we believe that by securing a base of long-term recurring revenue in growing population markets, we are better able to protect our market position from competition and our business may be less susceptible to downturns in economic conditions.

Sales and Marketing Activities. We seek to manage our sales and marketing activities to enable us to build a significant position in more markets in which we want to operate. We currently do not have sales and marketing employees in the field. For the most part, the former owner has directly solicited business from existing and prospective commercial, industrial, municipal and residential customers. We emphasize our rate and cost structures when we train new and existing sales personnel. In addition, we will utilize a state of the art customer relationship management system being developed internally within Here To Serve that assists our sales people in tracking leads. It also tracks renewal periods for potential commercial, industrial and franchise contracts.

Development Activities. We seek to identify opportunities to further our position in markets where we provide services for a portion of the waste stream. Where appropriate, we seek to obtain permits to build transfer stations, landfills or WTE facilities that would provide vertically integrated waste services. Development projects, while generally less capital intensive, typically require extensive permitting efforts that can take years to complete with no assurance of success. We undertake development projects when we believe there is a reasonable probability of success and where reasonably priced acquisition opportunities are not available.

Acquisition Growth. We look to acquire businesses that complement our existing business platform. Our acquisition growth strategy focuses primarily on privately held solid waste companies and the waste operations of municipal and other local governmental authorities. We believe that our ability to acquire privately held companies is enhanced by increasing competition in the solid waste industry, increasing capital requirements as a result of changes in solid waste regulatory requirements, and the limited number of exit strategies for these privately held companies' owners and principals. We also seek to acquire operations and facilities from municipalities that are privatizing, as they seek to increase available capital and reduce risk. In addition, we will continue to evaluate opportunities to acquire operations and facilities that are being divested by other publicly owned waste companies. In sum, our acquisition growth

strategy focuses primarily on the following: acquiring privately held businesses that position us for growth in existing and new markets, and acquiring privately held businesses that position us for growth in existing and new markets.

We also seek to acquire landfills, transfer stations and collection companies that operate in markets that we are already servicing in order to fully integrate our operations from collection to disposal. In addition, we have in the past and may continue in the future to exchange businesses with other solid waste companies if by doing so there is a net benefit to our business platform. These activities allow us to increase our revenue and market share, lower our cost of operations as a percentage of revenue, and consolidate duplicative facilities and functions to maximize cost efficiencies and economies of scale.

Technology Division

Here To serve Holding Corp. is currently in the business of designing, developing, selling and maintaining Software as a Service platforms for B2B, B2C and C2C purposes. The following products represent the portfolio of SaaS products either offered or will be offered by Here To Serve Holding Corp.

cConnects™ is a cloud based mobile app software as a service (SaaS) application used as a micro-scheduling solution, as well as a fleet/asset management system. It allows users in any industry to connect with their customers, vendors and internal organization without wasting time using the current switch board type operations of the current phone system. cConnects was created to maximize time for its users, reduce costs to deliver products and services, provide new technology to an aging business model, while changing the future of customer service.

Most competitors of cConnects must have a hardware and software component to make their systems work. cConnects is mobile app based. In addition, known competitors to cConnects are not cross-platform capable and take years of implementation and millions of dollars of capital to execute.

Interactive Defense Solution is an online software as a service (SaaS) platform that provides an interactive 2-way communication solution to help build relationships between the residents of a city and their government officials by; improving the dissemination of information; increases efficiency & cost savings so more funds can be made available for critical activities, connects fellow public safety officers intra and intercity to improve communication in the fight against crime, enhances educational activities to keep public safety officers informed up to the minute on what to look for and provides critical information regardless of whether the public safety official is onsite or remote. Target market is municipal governments– These customers are located in the United States.

Interactive Defense Solution is an online software as a service platform developed by Interactive Defesne, LLC. Interactive Defense LLC is a joint venture LLC of which Here To Serve Holding Corp owns 34 shares which equates to 34% of the LLC. The other majority owner of Interactive Defense, LLC is Noble Hereo's LLC and Francis Connor.

Interactive Systems Products and Services

We provide a comprehensive and flexible suite of products and services that addresses the information technology needs of cities, counties, schools and other local government entities. We derive our revenues from four primary sources:

- sales of software licenses;
- subscription-based arrangements;
- software services;
- maintenance and support; and

We also offer SaaS arrangements, which utilize the “cloud”, for customers who do not wish to maintain, update and operate these systems or to make up-front capital expenditures to implement these advanced technologies. For these customers, we deliver our software using the SaaS model — the software and client data are hosted at third-party locations.

Subscription-Based Services

Subscription-based revenue will be primarily derived from our SaaS arrangements, which utilize the “cloud”.

We will be able to provide the majority of our software products on our SaaS model. The customers who choose this model typically do not wish to maintain, update and operate these systems or make up-front capital expenditures to implement these advanced technologies. improvements and incremental additions, along with updates necessary because of legislative or regulatory changes.

FargoTube.com

FargoTube is an online software as a service (SaaS) video and music entertainment platform for users seeking to profit from their on-line video content in three different ways. First, FargoTube™ allows users to create and manage

subscription or video based “Tubes”. Users can charge a subscription fee to access their tube and/or charge for other users to watch their proprietary content via Pay Per View, Rental and Purchase options. Revenue generated from the subscription or video “Tube” is shared between the Company and the tube owner. Second, FargoTube™ will share a portion of ad revenue generated by “Tubes” created by users. Lastly, FargoTube™ will share a portion of revenue generated by the tube owners eStorefront. Target market is video content producers that own the distribution rights of their material.

FargoTube is an online software as a service (SaaS) video and music entertainment platform which is now owned 51% by Here To Serve Holding Corp. and 49% by Francis Connor.

- B. Date and State (or jurisdiction) of Incorporation;** Issuer was incorporated in Delaware as New Ithaca Corporation on September 22, 1983.
- C. The issuer’s primary and secondary SIC Codes:** 9511 & 7372
- D. The issuer’s fiscal year end date is:** September 31.
- E. Principal products or services, and their markets;**

Here To Serve is a diversified holding company with two distinct divisions: a Waste Division and a Technology Division. The Waste Division is being built through an aggressive acquisition strategy. The Technology Division consists of wholly owned applications, as well as partially owned software products, each creating cloud based mobile platforms for industries ranging from business services, healthcare, law enforcement and governmental services. Here To Serve Holding Corp’s products include: Interactive Defense System™, for law enforcement and other municipal departments and cConnects™, for efficient communication and fleet/asset management using mobile and web based portals.

Waste Division:

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waste to government-controlled disposal facilities. This provides us with an opportunity to effectively compete in these markets without investing in landfill capacity. Because we do not have landfill facilities or government-controlled disposal facilities for all markets in which we provide collection services, we believe that through landfill, transfer station acquisitions and the development of WTE facilities, operating agreements, and market development, we have the opportunity to increase our waste internalization rate and further integrate our operations.

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cConnects™: On September 12, 2013, the Company completed the first of many expected acquisitions. The assets of COVI Point, LLC, specifically the cConnects application platforms, was purchased for approximately \$272,000 by the issuance of restricted Company stock, cash and Convertible Notes issued to shareholders and note holders of COVI Points, LLC. Jeffrey Cosman as majority owner and Managing Director of Legacy Waste, LLC owned 70% of COVI Point, LLC. **cConnects™** is a cloud based mobile app software as a service (SaaS) application used as a micro-scheduling solution, as well as a fleet/asset management system. It allows users in any industry to connect with their customers, vendors and internal organization without wasting time using the current switch board type operations of the current phone system. cConnects was created to maximize time for its users, reduce costs to deliver products and services, provide new technology to an aging business model, while changing the future of customer service.

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Interactive Defense Solution is an online software as a service platform developed by Interactive Defense, LLC. Interactive Defense LLC is a joint venture of which Here To Serve Holding Corp owns 34 shares which equates to 34% of the LLC. The other majority owner of Interactive Defense, LLC is Noble Hereo's LLC and Francis Connor. In this respect Mr. Connor, as the co-creator and co-visionary, of the Interactive Defense Solution product is still engaged in further development of the Interactive Defense Solution product. Mr. Connor and Mr. Jason Muenzer are the current Managing Directors of Interactive Defense, LLC and together comprise as the Board of Managers. Mr. Cosman as the CEO of Here To Serve will be added as a Managing Director in the coming weeks and he (Mr. Cosman) along with Mr. Muenzer and Mr. Connor will then comprises as the Board of Managers who are tasked with all decision making policies of Interactive Defense, LLC. At this time there is no significant revenue or backlog to discuss in the Interactive Defense Solution . At this time there are no patents, trademarks or significant licenses to discuss.

FargoTube.com is an on-line software as a service (SaaS) video and music entertainment platform for users seeking to profit from their on-line video content in three different ways. First, FargoTube™ allows users to create and manage subscription or video based "Tubes". Users can charge a subscription fee to access their tube and/or charge for other users to watch their proprietary content via Pay Per View, Rental and Purchase options. Revenue generated from the subscription or video "Tube" is shared between Here To Serve and the tube owner. Second, FargoTube will share a portion of ad revenue generated by "Tubes" created by users. Lastly, FargoTube will share a portion of revenue generated by the tube owners eStorefront. Target market is video content producers that own the distribution rights of their material. FargoTube is now owned 51% by Here To Serve Holding Corp. and 49% by Francis Connor. Connor is the creator and visionary behind FargoTube.

Item 7**Describe the issuer's facilities**

As of May 2014 the issuer has signed a sublease agreement for its corporate headquarters at:

12540 Broadwell Road, Suite 1202
Milton, GA 30004

Item 8**Officers, Directors, Control Persons****A. Names of Officers, Directors and Control Persons**

Mr. Jeffrey S. Cosman, Chief Executive Officer

Mr. Cosman owns and or controls 16,000,000 shares of restricted common stock. Mr. Cosman owns 2,000,000 shares of the Preferred A Stock which among other designations states: The Series A preferred Shares shall be entitled to the number of Votes, collectively, which shall be equal to seventy percent (70%) of the total number of votes that may be cast (including the votes of the issued and outstanding common stock as well as any voting preferred stock) at the time of such vote, at each meeting (or by written consent) of shareholders of the Corporation for their action or consideration, including the election of directors, Holders of Series A Preferred shares shall vote together with the holders of common shares as a single class.

Mr. James P. Canouse, Executive Vice President

Mr. Canouse owns and or controls 5,252,000 shares of restricted common stock.

B. Legal/Disciplinary History

1. None of the forgoing persons have been involved in a criminal proceeding or named as a defendant in a pending criminal proceeding

2. None of the forgoing persons have been involved in nor named in any order, judgment, or decree by any court which enjoined, barred, suspended nor limited them to participate in any type of business activity.
3. None of the forgoing persons have been named in any finding or judgment by any court, the Securities and Exchange Commission, the Commodity Futures Trading Commission, nor any state securities regulator as to a violation of federal or state securities or commodities law.
4. None of the forgoing persons have been named in any order by a self-regulatory organization that barred, suspended, or otherwise limited their involvement in any type of business or securities activity.

C. Beneficial Shareholders.

Jeffrey S. Cosman, Chief Executive Officer
Mr. Cosman owns and or controls 16,000,000
shares of restricted common stock. 12540
Broadwell Road, Suite 1202, Milton, GA 30004

James P. Canouse, Executive Vice President
Mr. Canouse owns and or controls 5,252,000
shares of restricted common stock. 12540
Broadwell Road, Suite 1202, Milton, GA 30004

Item 9

Third Party Providers

Legal Counsel
Richard J. Dreger, Attorney at Law, P.C.
11660 Alpharetta Highway
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(678) 566-6902 (Direct)
(678) 566-6938 (Fax)
Rick@rdregerlaw.com

Auditors
D'Arelli Pruzansky, P.A.
7280 W. Palmetto Park Road, Suite 308-N
Boca Raton, FL 33433
Phone: 561 826 8576 (direct)
561 756 9250 (main)
Fax: 561 826 8936
www.dp-cpas.com

Item 10 Issuer's Certifications

May 12, 2014

I, Jeffrey Cosman, certify that:

1. I have reviewed this quarterly disclosure statement of Here To Serve Holding Corp.;
2. Based on my knowledge, this disclosure statement 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 disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operation and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.



Jeffrey Cosman
Chief Executive Officer