

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

FORM 10-Q

QUARTERLY REPORT UNDER SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended: **June 30, 2017**

OR

TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission File No. **333-204347**

Hubilu Venture Corporation

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or other Jurisdiction of
Incorporation or Organization)

47-3342387
(I.R.S. Employer
Identification No.)

205 South Beverly Drive, Suite 205
Beverly Hills, CA
(Address of Principal Executive Offices)

90212
(Zip Code)

Registrant's telephone number, including area code: (310) 308-7887

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

Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§230.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes No

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

Large accelerated filer

Accelerated filer

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

Smaller reporting company

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

Yes No

**APPLICABLE ONLY TO ISSUERS 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 ISSUERS

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date: As of August 21, 2017, the number of shares outstanding of the issuer's sole class of common stock, \$0.001 par value per share, is 25,526,500.



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Part I – FINANCIAL INFORMATION
Item 1. Financial Statements

HUBILU VENTURE CORPORATION
Consolidated Interim Balance Sheets

	June 30, 2017 (unaudited)	December 31, 2016
ASSETS		
Real Estate Investments	\$ 2,195,644	\$ -
Cash	11,834	3,453
Deposits	6,600	6,600
Prepaid expenses	2,980	2,498
TOTAL ASSETS	\$ 2,217,058	\$ 12,551
LIABILITIES AND STOCKHOLDERS' DEFICIT		
Liabilities:		
Mortgages payable	\$ 1,104,302	\$ -
Promissory notes payable	242,750	-
Series 1 Convertible Preferred shares	460,400	10,400
Deferred tax liability	400,788	-
Related party advances	293,810	154,000
Accounts payable	7,646	25,820
Resident security deposits	12,040	-
Total Liabilities	2,521,736	190,220
Stockholders' Deficit		
Common Stock; Authorized 100,000,000 common shares, \$0.001 par, 25,526,500 issued and outstanding on June 30, 2017 and December 31, 2016	25,527	25,527
Additional paid-in capital	102,123	102,123
Accumulated Deficit	(432,328)	(305,319)
Total Stockholders' Deficit	(304,678)	(177,669)
TOTAL LIABILITIES & STOCKHOLDERS' DEFICIT	\$ 2,217,058	\$ 12,551

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

HUBILU VENTURE CORPORATION
Consolidated Interim Statements of Operations
(unaudited)

	Three months ended June 30, 2017	Three months ended June 30, 2016	Six months ended June 30, 2017	Six months ended June 30, 2016
Rental Income	\$ 40,086	\$ -	\$ 40,086	\$ -
Expenses				
General & administrative expenses	14,420	30,110	32,327	38,392
Consulting	32,800	-	60,100	-
Depreciation	20,144	-	20,144	-
Interest	13,387	-	13,387	-
Professional fees	11,050	13,375	27,550	30,707
Property taxes	6,676	-	6,676	-
Repairs and maintenance	3,801	-	3,801	-
Utilities	3,110	-	3,110	-
Operating Expenses	<u>105,388</u>	<u>43,485</u>	<u>167,095</u>	<u>69,099</u>
Net Loss for the Period	<u>\$ (65,302)</u>	<u>\$ (43,485)</u>	<u>\$ (127,009)</u>	<u>\$ (69,099)</u>
Basic and diluted loss per common share	<u>\$ (0.00)</u>	<u>\$ (0.00)</u>	<u>\$ (0.00)</u>	<u>\$ (0.00)</u>
Weighted average number of common shares outstanding:				
Basic	<u>25,526,500</u>	<u>25,426,500</u>	<u>25,526,500</u>	<u>25,182,000</u>

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

HUBILU VENTURE CORPORATION
Consolidated Interim Statements
of Cash Flows
(unaudited)

	Six-months ended June 30, 2017	Six-months ended June 30, 2016
OPERATING ACTIVITIES		
Net loss	\$ (127,009)	\$ (69,099)
Adjustments to reconcile net loss to net cash provided by (used for) operations:		
Accrued interest on promissory notes payable	3,588	
Depreciation	20,144	-
Changes in operating assets and liabilities:		
Deposits	-	(6,600)
Prepaid expenses	(482)	3,000
Accounts payable	(18,174)	589
Resident security deposits	(1,300)	-
Net cash used in Operating Activities	(123,233)	(72,110)
INVESTING ACTIVITIES		
Cash acquired on the acquisition of Akebia Investments LLC and Zinnia Investments LLC	14,416	-
Net cash provided by Investing activities	14,416	-
FINANCING ACTIVITIES		
Principal payments on promissory notes payable	(17,248)	
Principal payments on mortgages	(5,364)	-
Related party advances	139,810	75,000
Net cash provided by Financing Activities	117,198	75,000
Net cash increase for period	8,381	2,890
Cash, at beginning of period	3,453	21,895
Cash, at end of period	\$ 11,834	\$ 24,785
Supplemental cash flow information:		
Cash paid for interest	\$ 9,799	\$ -
Cash paid for income taxes	\$ -	\$ -

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

HUBILU VENTURE CORPORATION
Notes to the Consolidated Interim Financial Statements
June 30, 2017
(unaudited)

NOTE 1 - BASIS OF PRESENTATION AND PRINCIPLES OF CONSOLIDATION

The accompanying unaudited consolidated financial statements of Hubilu Venture Corporation (the “Company”) have been prepared in accordance with U.S. generally accepted accounting principles (“GAAP”) for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they should be read in conjunction with the audited consolidated financial statements and notes thereto for the fiscal year ended December 31, 2016 included in the Annual Report on Form 10-K filed with the SEC on June 30, 2017.

The consolidated financial statements include the accounts of the Company and those of its subsidiaries, which are wholly-owned or controlled by the Company.

The unaudited consolidated interim financial statements contain all normal recurring accruals and adjustments that, in the opinion of management, are necessary to present fairly the financial position of the Company at June 30, 2017, and the results of operations and cash flows for the three months and six months ended June 30, 2017. It should be understood that accounting measures at interim dates inherently involve greater reliance on estimates than at year end. The results of operations for the three and six months ended June 30, 2017 are not necessarily indicative of the results to be expected for the full year or any future interim periods.

NOTE 2 - NATURE OF BUSINESS AND ABILITY TO CONTINUE AS A GOING CONCERN

The Company was incorporated under the laws of the state of Delaware on March 2, 2015, under the name Hubilu Venture Corp. and, on March 4, 2015, filed a Certificate of Correction to change the name to Hubilu Venture Corporation. The Company had limited operations until June 2015 and since then is implementing a business plan to provide real estate consulting services to clients in the United States as well as raise capital to make real estate acquisitions.

During the period ended June 30, 2017, the Company acquired two multi-residential rental properties by way of acquiring two limited liability companies (Notes 4 and 5).

The Company’s 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 net losses for the period from March 2, 2015 (inception) to June 30, 2017 of \$432,328. The Company has not yet established sufficient revenues to cover its operating costs and allow it to continue as a going concern. The Company expects to continue to incur operating losses and net cash outflows until such time as it generates a level of revenue to support its cost structure. There is no assurance that profitable operations will ever be achieved, and, if achieved, will be sustained on a continuing basis. These factors raise substantial doubt about the Company’s ability to continue as a going concern.

The ability of the Company to continue as a going concern is dependent on the Company obtaining adequate capital to fund operating losses until it becomes profitable. If the Company is unable to obtain adequate capital, it could be forced to cease operations. Management intends to focus on raising additional funds either by way of debt or equity issuances in order to continue operations. The Company cannot provide any assurance or guarantee that it will be able to obtain additional financing or generate revenues sufficient to maintain operations. Potential investors must be aware if it is unable to raise additional funds through the sale of its common stock and generate sufficient revenues, any investment made into the Company would be lost in its entirety.

NOTE 3 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Asset Impairment

The Company reviews long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of the asset to aggregate future net cash flows (undiscounted and without interest) expected to be generated by the asset. If such assets are considered impaired, the impairment to be recognized is measured by the amount by which the carrying amount of the assets exceed the fair value. Management does not believe that the value of any of the Company's real estate investments was impaired at June 30, 2017.

Revenue Recognition

Management has determined that all of the Company's leases with its various tenants are operating leases. Rental income is generally recognized based on the terms of leases entered into with tenants. In those instances in which the Company funds tenant improvements and the improvements are deemed to be owned by the Company, revenue recognition will commence when the improvements are substantially completed and possession or control of the space is turned over to the tenant.

Depreciation

The Company uses the straight-line method for depreciation and amortization. Buildings are depreciated over the estimated useful lives which the Company estimates to be 27-30 years.

Loss per Share

The Company's basic earnings (loss) per share are calculated by dividing its net income (loss) available to common stockholders by the weighted average number of common shares outstanding for the period. The Company's dilutive earnings (loss) per share is calculated by dividing its net income (loss) available to common shareholders by the diluted weighted average number of shares outstanding during the period. The diluted weighted average number of shares outstanding is the basic weighted number of shares adjusted for any potentially dilutive debt or equity.

Recent Accounting Pronouncement

In January 2017, the FASB issued Accounting Standards Update ("ASU") No. 2017-1, "Business Combinations: Clarifying the Definition of a Business." The pronouncement changes the definition of a business to assist entities with evaluating when a set of transferred assets and activities is a business. The pronouncement requires an entity to evaluate if substantially all of the fair value of the gross assets acquired is concentrated in a single identifiable asset or a group of similar identifiable assets; if so, the set of transferred assets and activities is not a business. The pronouncement is effective for fiscal years, and for interim periods within those fiscal years, beginning after December 15, 2018, with early adoption permitted. The Company adopted the provisions of ASU No. 2017-1 effective April 1, 2017. For the period from January 1, 2017 through June 30, 2017, the Company acquired two properties for which it was concluded substantially all of the fair value of the assets acquired with each property acquisition was concentrated in a single identifiable asset and did not meet the definition of a business under ASU No. 2017-1. (Notes 4 and 5). Acquisition transaction costs associated with these property acquisitions were capitalized to real estate investments.

NOTE 4—ACQUISITION OF AKEBIA INVESTMENTS LLC.

On April 10, 2017, the Company completed its acquisition of all of the outstanding membership interests (the “Akebia Acquisition”) of Akebia Investments, LLC (“Akebia”) for \$890,000 (the “Purchase Price”). Akebia’s sole asset is the real property located at 3711 South Western Avenue, Los Angeles, California (the “Akebia Property”). Under the terms of the Akebia Agreement, the Company’s consideration for the Purchase Price was: (1) a \$710,000 All Inclusive Deed of Trust, secured by the Akebia Property and a promissory note (the “Akebia Note”), which bears interest at 6%, with \$100,000 due in one (1) year and the balance due on August 1, 2019; and (2) 180,000 shares of the Company’s Series 1 Convertible Preferred Stock at an issuance price of \$1.00 per share, for \$180,000 (the “Akebia Preferred Stock”). After the \$100,000 is paid off, the interest rate on the balance of the note will decrease to 4% principal and interest. The Akebia Preferred Stock is convertible into the Company’s common stock at the lesser of \$0.50 per share or a 10% discount to the average closing price of our common stock for the five (5) days prior to the holders’ date of conversion. The Akebia Preferred Stock pays a 5% dividend in-kind, annually.

As the June 30, 2017, the balance owed on the Akebia Note was \$99,170 including accrued interest of \$1,466.

The Akebia Acquisition was accounted for as an asset acquisition with the purchase price allocated as follows:

Akebia Property	\$	1,078,030
Deferred taxes		(188,030)
		<u>890,000</u>
Consideration:		
Series 1 convertible preferred shares		180,000
Mortgage payable assumed		605,710
Promissory note payable		104,290
	\$	<u>890,000</u>

NOTE 5—ACQUISITION OF ZINNIA INVESTMENTS LLC.

On April 10, 2017, the Company completed its acquisition of all the outstanding membership interests (the “Zinnia Acquisition”) of Zinnia Investments, LLC (“Zinnia”) for \$925,000 (the “Purchase Price”). Zinnia’s sole asset is the real property located at 2909 South Catalina Street, Los Angeles, California (the “Zinnia Property”). The Purchase Price consisted of a: (1) a \$655,000 All Inclusive Deed of Trust, secured by the Property, and a promissory note (the “Zinnia Note”), which bears interest at 6%, with \$145,000 due in one (1) year and the balance due on in two (2) years; and (2) 270,000 share of the Company’s Series 1 Convertible Preferred Stock at an issuance price of \$1.00 per share, for \$270,000 (the “Zinnia Preferred Stock”). The interest rate on the Zinnia Note will decrease to the greater of 3.5%, principal and interest or the 11th District Cost of Funds Index plus 2.8% principal and interest, rounded up to the nearest 0.125% and adjusted every six (6) months starting the 1st day of month 6 following the \$145,000 payoff, and adjusting every 6 months thereafter. The Zinnia Preferred Stock is convertible into the Company’s common stock at the lesser of \$0.50 per share or a 10% discount to the average closing price of our common stock for the five (5) days prior to the holders’ date of conversion. The Zinnia Preferred Stock pays a 5% dividend in-kind, annually.

As the June 30, 2017, the balance owed on the Zinnia Note was \$143,580 including accrued interest of \$2,122.

The Zinnia Acquisition was accounted for as an asset acquisition with the purchase price allocated as follows:

Zinnia Property	\$	1,137,758
Deferred taxes		(212,758)
		<u>925,000</u>
Consideration:		
Series 1 convertible preferred shares		270,000
Mortgage payable assumed		503,956
Promissory note payable		151,044
	\$	<u>925,000</u>

NOTE 6 – MORTGAGES PAYABLE

As at June 30, 2017, the Company's mortgages payable are summarized as follows:

	<u>Akebia Property</u>	<u>Zinnia Property</u>
Remaining principal balance	\$ 602,970	\$ 501,332
Monthly payment (principal and interest)	2,904	2,185
Stated interest rate	3.95%	3.125%
Maturity date	August 1, 2021	July 25, 2021

In connection with the Company's acquisition of Akebia Investments LLC and Zinnia Investments LLC (Notes 4 and 5), the Company issued All Inclusive Deeds of Trust that included the mortgages payable on the Akebia Property and the Zinnia Property. As at the acquisition date, the Company assumed the mortgage payable on the Akebia Property having a principal balance of \$605,710 and assumed the mortgage payable on the Zinnia property having a principal balance of \$503,956.

For the period from the April 10, 2017 to June 30, 2017, the Company made principal payments totaling \$5,364 on the mortgages payable.

NOTE 7–SERIES 1 CONVERTIBLE PREFERRED SHARES

The Company has authorized and designated 2,000,000 shares of Series 1 convertible preferred stock (the "Preferred Stock"). In September 2016, the Company issued 10,400 shares of Preferred Stock at an issuance price of \$1.00 per share, for gross proceeds of \$10,400 and in April 2017, the Company issued 450,000 shares of Preferred Stock in connection with the Akebia and Zinnia Acquisitions. (Notes 4 and 5).

The Preferred Stock has the following rights and privileges:

Voting – The holders of the Preferred Stock shall be entitled to the number of votes equal to the number of shares of common stock into which such shares of Preferred Stock could be converted.

Change – Each share of Preferred Stock, is convertible at the option of the holder, into shares of common stock, at the lesser of \$0.50 per share or a ten percent (10%) discount to the average closing bid price of the common stock 5 days prior to the notice of conversion. The Preferred Stock is also subject to certain adjustments for dilution, if any, resulting from future stock issuances, including for any subsequent issuance of common stock at a price per share less than that paid by the holders of the Preferred Stock.

Dividends – The holders of the Preferred Stock in preference to the holders of common stock, are entitled to receive, if and when declared by the Board of Directors, dividends at the rate of \$0.05 per share per annum, in kind, which shall accrue quarterly. Such dividends are cumulative. No such dividends have been declared to date. In addition, the holders of the Preferred Stock are entitled to receive a dividend, in kind equal, to any dividend paid on common stock, when and if declared by the board, on the basis of the number of common shares into which a share of Preferred Stock may be convertible.

Liquidation – In the event of any liquidation, dissolution, winding-up or sale or merger of the Company, whether voluntarily or involuntarily, each holder of Preferred Stock is entitled to receive, in preference to the holders of common stock, a per-share amount equal to the original issue price of \$1.00 (as adjusted, as defined), plus all declared but unpaid dividends.

The Preferred Stock matures on September 30, 2019.

The predominant settlement obligation of the Series 1 Convertible Preferred shares was considered to be the issuance of a variable number of shares to settle a fixed monetary amount. Thus, these shares are scoped into the guidance of ASC 480-10 and are accounted for as a liability as at June 30, 2017.

NOTE 8–RELATED PARTY TRANSACTIONS

Jacaranda Investments, Inc., the Company's majority shareholder, who owns 98.32% of the common stock, has agreed to provide additional working capital to the Company. As at June 2017, Jacaranda Investments, Inc. has advanced the Company \$293,810. These advances are unsecured and do not carry an interest rate or repayment terms.

Forward Looking Statements

This Quarterly Report on Form 10-Q, including “Management’s Discussion and Analysis of Financial Condition and Results of Operations” in Item 2 of Part I of this report include forward-looking statements within the meaning of Section 27A of the Securities Exchange Act of 1934, as amended, and the Private Securities Litigation Reform Act of 1995 (collectively, the “Reform Act”). The Reform Act provides a safe harbor for forward-looking statements to encourage companies to provide prospective information about themselves so long as they identify these statements as forward-looking and provide meaningful cautionary statements identifying important factors that could cause actual results to differ from the projected results. All statements, other than statements of historical fact that we make in this Quarterly Report on Form 10-Q are forward-looking. The words “anticipates,” “believes,” “expects,” “intends,” “will continue,” “estimates,” “plans,” “projects,” the negative of these terms and similar expressions are intended to identify forward-looking statements. However, the absence of these words does not mean the statement is not forward-looking.

Forward-looking statements involve risks, uncertainties or other factors which may cause actual results to differ materially from the future results, performance or achievements expressed or implied by the forward-looking statements. These statements are based on our management’s beliefs and assumptions, which in turn are based on currently available information. Certain risks, uncertainties or other important factors are detailed in this Quarterly Report on Form 10-Q and may be detailed from time to time in other reports we file with the Securities and Exchange Commission, including on Forms 8-K and 10-K.

Examples of forward looking statements in this Quarterly Report on Form 10-Q include, but are not limited to, our expectations regarding our ability to generate operating cash flows and to fund our working capital and capital expenditure requirements. Important assumptions relating to the forward-looking statements include, among others, assumptions regarding demand for our future products, the timing and cost of capital expenditures, competitive conditions and general economic conditions. These assumptions could prove inaccurate. Although we believe that the estimates and projections reflected in the forward-looking statements are reasonable, our expectations may prove to be incorrect. Important factors that could cause actual results to differ materially from the results and events anticipated or implied by such forward-looking statements include:

- *the risks of a start-up company;*
- *management’s plans, objectives and budgets for its future operations and future economic performance;*
- *capital budget and future capital requirements;*
- *meeting future capital needs;*
- *our dependence on management and the need to recruit additional personnel;*
- *limited trading for our common stock, if listed or quoted*
- *the level of future expenditures;*
- *impact of recent accounting pronouncements;*
- *the outcome of regulatory and litigation matters; and*
- *the assumptions described in this report underlying such forward-looking statements. Actual results and developments may materially differ from those expressed in or implied by such statements due to a number of factors, including:*
 - *those described in the context of such forward-looking statements;*
 - *the impact of competitive products and pricing;*
 - *the political, social and economic climate in which we conduct operations; and*
 - *the risk factors described in other documents and reports filed with the Securities and Exchange Commission, including our Registration Statement on Form S-1 (SEC File No. 333-204347).*

We operate in a very competitive and rapidly changing environment. New risks emerge from time to time. It is not possible for us to predict all of those risks, nor can we assess the impact of all of those risks on our business or the extent to which any factor may cause actual results to differ materially from those contained in any forward-looking statement. We believe these forward-looking statements are reasonable. However, you should not place undue reliance on any forward-looking statements, which are based on current expectations. Further, forward-looking statements speak only as of the date they are made, and unless required by law, we expressly disclaim any obligation or undertaking to update publicly any of them in light of new information or future events.

Item 2. Management’s Discussion and Analysis of Financial Conditions and Results of Operations

The following is management’s discussion and analysis of financial condition and results of operations and is provided as a supplement to the accompanying unaudited financial statements and notes to help provide an understanding of our financial condition, results of operations and cash flows during the periods included in the accompanying unaudited financial statements.

In this Quarterly Report on Form 10-Q, “Company,” “the Company,” “us,” and “our” refer to Hubilu Venture Corporation, a Delaware corporation, unless the context requires otherwise. We intend the following discussion to assist in the understanding of our financial position and our results of operations for the three-months and six-months ended June 30, 2017 and 2016, respectively. You should refer to the Financial Statements and related Notes in conjunction with this discussion.

Results of Operations

General

We commenced operations in March 2015, which, until June 2015, were limited to organizational and business development activities. We began implementing our business plan in June 2015. We are real estate advisory and consulting company that assists real estate investor professionals, as well as established companies, with advisory and consulting services focused on providing research, analysis and acquisition opportunities to them. In August 2016, we launched a real estate acquisitions division, which specializes in student housing income properties and the development of real estate opportunities located near Los Angeles Metro stations within the Los Angeles Metro/Subway system.

On August 18, 2016, we entered into a purchase contract (the Zinnia Agreement”) with Zinnia Investments, LLC (“Zinnia”), a Wyoming limited liability company, which was 100% owned by Esteban Coaloa. On January 3, 2017, Zinnia amended its operating agreement to admit Jacaranda Investments, Inc. (“Jacaranda”) as a 45% member and the Marisol Trust, Lorenzo Soria, as Trustee, as a 10% member. On January 3, 2017, all of the members of Zinnia approved the sale of Zinnia to us. Jacaranda is 100% owned by our Chairman and CEO and Esteban Coaloa is our Vice President. Under the terms of the Zinnia Agreement, we will acquire 100% of the membership interests of Zinnia for \$925,000 (the “Purchase Price”). Zinnia’s sole asset is the real property located at 2909 South Catalina Street, Los Angeles, California (the “Property”). Under the terms of the Zinnia Agreement, our consideration for the Purchase Price is: (1) a \$655,000 All Inclusive Deed of Trust, secured by the Property, and a promissory note (the “Note”), which bears interest at 6%, with \$145,000 due in one (1) year and the balance due on in two (2) years; and (2) 270,000 share of our Series 1 Convertible Preferred Stock at an issuance price of \$1.00 per share, for \$270,000 (the “Zinnia Preferred Stock”). The interest rate on the Note will decrease to the greater of 3.5%, principal and interest or the 11th District Cost of Funds Index plus 2.8% principal and interest, rounded up to the nearest 0.125% and adjusted every six (6) months starting the 1st day of month 6 following the \$145,000 payoff, and adjusting every 6 months thereafter. The Zinnia Preferred Stock is convertible into our common stock at the lesser of \$0.50 per share or a 10% discount to the average closing price of our common stock for the five (5) days prior to the holders’ date of conversion. The Zinnia Preferred Stock pays a 5% dividend in-kind, annually. Under the terms of the Zinnia Agreement, the closing was subject to our verification of title, rental income and our satisfaction with the completion and results of Zinnia’s audited financial statements. On April 10, 2017, we closed the acquisition of Zinnia.

On September 26, 2016, we entered into a purchase contract (the Akebia Agreement”) with Akebia Investments, LLC (“Akebia”), a Wyoming limited liability company, which was 100% owned by Esteban Coaloa. On January 2, 2017, Akebia amended its operating agreement and admitted Jacaranda as a 90% member. On January 2, 2017, all of the members of Akebia approved the sale to us. Jacaranda and Esteban Coaloa are related parties as described above. We agreed to acquire 100% of the membership interests of Akebia for \$890,000 (the “Purchase Price”). Akebia’s sole asset is the real property located at 3711 South Western Avenue, Los Angeles, California (the “Akebia Property”). The terms of the Akebia Agreement, our consideration for the Purchase Price is: (1) a \$710,000 All Inclusive Deed of Trust, secured by the Akebia Property and a promissory note (the “Akebia Note”), which bears interest at 6%, with \$100,000 due in one (1) year and the balance due on August 1, 2019; and (2) 180,000 shares of our Series 1 Convertible Preferred Stock at an issuance price of \$1.00 per share, for \$180,000 (the “Akebia Preferred Stock”). After the \$100,000 is paid off, the interest rate on the balance of the note will decrease to 4% principal and interest. The Akebia Preferred Stock is convertible into our common stock at the lesser of \$0.50 per share or a 10% discount to the average closing price of our common stock for the five (5) days prior to the holders’ date of conversion. The Akebia Preferred Stock pays a 5% dividend in-kind, annually. Under the terms of the Akebia Agreement, the closing was subject to our verification of title, rental income and our satisfaction with the completion and results of Akebia’s audited financial statements. On April 10, 2017, we closed the acquisition of Akebia.

Our mission statement is Strategic Growth through Smart Ventures, which is designed to focus us on real estate opportunities that we believe are recession proof and have limited downside risk, while offering high upside potential in equity appreciation and cash flow. We will also continue to assist investors and professionals in the early stage analysis of market opportunities and the evaluation of properties prior to them committing capital for the purchase or the leasing of real estate properties. For our consulting services, we are focusing our marketing efforts in the commercial markets; however, we are also looking at residential and income producing markets. We are using the Internet as well as the services of independent sales consultants to market our services to investors and professionals in Southern California with our primary efforts focused in Beverly Hills and Los Angeles near the University of Southern California campus. Our real estate acquisitions division will actively be pursuing real estate acquisitions near the University of Southern California campus. We have had limited consulting operations and have limited financial resources. Our auditors indicated in their report on our financial statements (the "Report") that "the Company's lack of business operations and early losses raise substantial doubt about our ability to continue as a going concern." Our operations from March 2015 to June 2015 were devoted primarily to start-up, development and operational activities, which included:

1. Formation of the Company;
2. Development of our business plan;
3. Evaluating various target real estate professionals and investors to market our services;
4. Research on marketing channels/strategies for our services;
5. Secured our website domain www.hubilu.com and beginning the development of our initial online website; and
6. Research on services and the pricing of our services.

Commencing in June 2015, we engaged our first client, 112 South Eucalyptus Avenue, LLC, which has a related party shareholder, to assist it in evaluating the best use of its property. We are also in negotiations with Camden Realty Group, a real estate brokerage firm, to provide consulting services to it and to have it provide brokerage services to our clients.

We are offering services to investors and professionals with the mission to assist them in investment and property evaluation strategies and provide hands-on support to reduce evaluation time and resources and increase the speed for them to determine whether to proceed with a real estate lease or investment. Besides general property evaluation services, we are offering services to assist the principals with property development ideas and investment structure.

In September 2016, appointed four new officers to the company:

- Eric Klein, VP, Operations & Business Development, 20 years' experience
- Tracy Black-Van Wier, VP, Investor Relations, 20 years' experience
- Stefano Coaloa, VP, Real Estate Development, 35 years' experience
- Chille DeCastro, VP, Marketing, 20 years' experience

In addition to executing two purchase contracts and expanding our staff, we updated and launched our website and began marketing the company on various social media platforms including LinkedIn, Twitter, and Facebook.

As of June 30, 2017, we had \$11,834. Management does not believe this amount will satisfy our cash requirements for the next twelve months. We plan to satisfy our future cash requirements with loans from our shareholders or additional equity financing from related or third parties. The additional equity financings will likely be in the form of private placements of common stock. As of June 30, 2017, the Company has borrowed \$293,810 from its majority shareholder.

Management believes that if subsequent private placements are successful, we will generate sales revenue within the following twelve months thereof. However, additional equity financing may not be available to us on acceptable terms or at all, and thus we could fail to satisfy our future cash requirements.

If we are unsuccessful in raising the additional proceeds through a private placement offering, we will then have to seek additional funds through debt financing, which would be highly difficult for a new development stage company with nominal assets to secure. Therefore, we are highly dependent upon the success of a future private placement offering and failure thereof would result in our having to seek capital from other resources such as debt financing, which may not even be available to us. However, if such financing were available, because we are a startup company with no operations to date, we would likely have to pay additional costs associated with high-risk loans and be subject to an above market interest rate. At such time these funds are required, management would evaluate the terms of such debt financing and determine whether the business could sustain operations and growth and manage the debt load. If we cannot raise additional proceeds via a private placement of our common stock or secure debt financing we would be required to cease business operations. As a result, investors in our common stock would lose all of their investment.

Subsequent to our acquisitions of Akebia Investments, LLC and Zinnia Investments, LLC, in April 2017, we are evaluating other acquisition opportunities.

At the present time, we intend to seek various investors to obtain additional equity financing. There can be no assurance that we will be successful in obtaining additional capital from these negotiations. If are unable to raise additional capital, we will either suspend marketing operations until we do raise the cash, or cease operations entirely. Other than as described in this paragraph and the preceding paragraphs, we have no other financing plans.

Management does not plan to hire additional employees at this time. Our officers and directors, as well as independent contractors, will be responsible for providing consulting services.

The following discussion of our financial condition and results of operations should be read in conjunction with our unaudited financial statements for the three months and six months ended June 30, 2017 and 2016, respectively, together with notes thereto, which are included in this Quarterly Report on Form 10-Q.

Three months ended June 30, 2017 compared to the three months ended June 30, 2016

Revenues . Our revenues increased \$40,086, or 100.0%, to \$40,086 for the three months ended June 30, 2017 compared to \$0 for the comparable period in 2016. The increase in revenues is due to our acquisition of two rental properties.

Operating expenses. Operating expenses include general and administrative expenses as well as the other expenses listed below. In total, operating expenses increased \$58,315, or 134.10%, to \$101,800 for the three months ended June 30, 2017 compared to \$43,485 for the comparable period in 2016. The components of operating expenses are discussed below.

	<u>June 30, 2017</u>	<u>June 30, 2016</u>	<u>Amount of Increase (decrease)</u>
General & administrative expenses	\$ 14,420	\$ 30,110	\$ (15,690)
Consulting	32,800	-	32,800
Depreciation	20,144	-	20,144
Interest	13,387	-	13,387
Professional fees	11,050	13,375	(2,325)
Property taxes	6,676	-	6,676
Repairs and maintenance	3,801	-	3,801
Utilities	3,110	-	3,110
Total operating expenses	<u>\$ 105,388</u>	<u>\$ 43,485</u>	<u>\$ 61,903</u>

General and administrative expenses decreased \$15,690, or 52.11%, to \$14,420 for the three months ended June 30, 2017 compared to \$30,110 for the comparable period in 2016. The decrease is primarily due to a decrease in computer and internet expenses as well as business and licenses expenses.

Consulting expenses increased \$32,800 to \$32,800 for the three months ended June 30, 2017 compared to \$0 for the comparable period in 2016. The increase is due to the use of various social media and marketing consultants in 2017.

Depreciation expense increased \$20,144 to \$20,144 for the three months ended June 30, 2017 compared to \$0 for the comparable period in 2016. The increase is due to the acquisition of our two rental properties.

Interest expense increased \$13,387 to \$13,387 for the three months ended June 30, 2017 compared to \$0 for the comparable period in 2016. The increase is due to the mortgages payable acquired with the acquisition of our two rental properties in addition to the issuance of interest bearing promissory notes to the members of the acquired limited liability companies.

Professional fees decreased \$2,325, or 33.80%, to \$11,050 for the three months ended June 30, 2017 compared to \$13,375 for the comparable period in 2016. The decrease is primarily due to a decrease in accounting fees.

Property tax expense increased \$6,676 to \$6,676 for the three months ended June 30, 2017 compared to \$0 for the comparable period in 2016. The increase is due to the acquisition of our two rental properties.

Repairs and maintenance expense increased \$3,801 to \$3,801 for the three months ended June 30, 2017 compared to \$0 for the comparable period in 2016. The increase is due to the acquisition of our two rental properties.

Utilities expense increased \$3,110 to \$3,110 for the three months ended June 30, 2017 compared to \$0 for the comparable period in 2016. The increase is due to the acquisition of our two rental properties.

Net loss. Our net loss increased \$21,817, or 50.17%, to \$65,302 for the three months ended June 30, 2017 compared to \$43,485 for the comparable period in 2016. The increase is attributable to the expenses discussed above.

Six months ended June 30, 2017 compared to the six months ended June 30, 2016

Revenues . . Our revenues increased \$40,086, or 100.0%, to \$40,086 for the three months ended June 30, 2017 compared to \$0 for the comparable period in 2016. The increase in revenues is due to our acquisition of two rental properties.

Operating expenses. Operating expenses include general and administrative expenses as well as the other expenses listed below. In total, operating expenses increased \$94,408, or 136.63%, to \$163,507 for the six months ended June 30, 2017 compared to \$69,099 for the comparable period in 2016. The components of operating expenses are discussed below.

	June 30, 2017	June 30, 2016	Amount of Increase (decrease)
General & administrative expenses	\$ 32,327	\$ 38,392	\$ (6,065)
Consulting	60,100	-	32,800
Depreciation	20,144	-	20,144
Interest	13,387	-	13,387
Professional fees	27,550	30,707	(3,157)
Property taxes	6,676	-	6,676
Repairs and maintenance	3,801	-	3,801
Utilities	3,110	-	3,110
Total operating expenses	<u>\$ 167,095</u>	<u>\$ 69,099</u>	<u>\$ 97,996</u>

General and administrative expenses decreased \$6,065, or 15.80%, to \$32,335 for the six months ended June 30, 2017 compared to \$38,392 for the comparable period in 2016. The decrease is primarily due to a decrease in computer and internet expenses.

Consulting expenses increased \$60,100 to \$60,100 for the six months ended June 30, 2017 compared to \$0 for the comparable period in 2016. The increase is due to the use of various social media and marketing consultants in 2017.

Depreciation expense increased \$20,144 to \$20,144 for the six months ended June 30, 2017 compared to \$0 for the comparable period in 2016. The increase is due to the acquisition of our two rental properties.

Interest expense increased \$13,387 to \$13,387 for the six months ended June 30, 2017 compared to \$0 for the comparable period in 2016. The increase is due to the acquisition of our two rental properties in addition to the issuance of interest bearing promissory notes to the members of the acquired limited liability companies.

Professional fees decreased \$3,157, or 10.80%, to \$27,550 for the six months ended June 30, 2017 compared to \$30,707 for the comparable period in 2016. The decrease is primarily due to a decrease in accounting fees.

Property tax expense increased \$6,676 to \$6,676 for the six months ended June 30, 2017 compared to \$0 for the comparable period in 2016. The increase is due to the acquisition of our two rental properties.

Repairs and maintenance expense increased \$3,801 to \$3,801 for the six months ended June 30, 2017 compared to \$0 for the comparable period in 2016. The increase is due to the acquisition of our two rental properties.

Utilities expense increased \$3,110 to \$3,110 for the six months ended June 30, 2017 compared to \$0 for the comparable period in 2016. The increase is due to the acquisition of our two rental properties.

Net loss. Our net loss increased \$57,910, or 83.81%, to \$127,009 for the six months ended June 30, 2017 compared to \$69,099 for the comparable period in 2016. The increase is attributable to the expenses discussed above.

Liquidity and Capital Resources . For the six months ended June 30, 2017, we borrowed \$139,810 from our majority shareholder, which it advanced to us interest free. We intend to seek additional financing for our working capital, in the form of equity or debt, to provide us with the necessary capital to accomplish our plan of operation. There can be no assurance that we will be successful in our efforts to raise additional capital.

Our total assets are \$2,217,058 as of June 30, 2017, consisting of \$2,195,644 in real estate investments, \$11,834 in cash, \$6,600 in deposits and \$2,980 in prepaid expenses.

Our total liabilities are \$2,521,736 as of June 30, 2017.

As of June 30, 2017, our total stockholders' deficit was \$304,678 and our accumulated deficit was \$432,328..

We had \$123,233 in net cash used in operating activities for the six months ended June 30, 2017, which included \$127,009 in net loss, which amount was decreased by \$20,144 in depreciation expense and \$3,588 in accrued interest and increased by \$482 in prepaid expenses, \$18,174 in accounts payable and \$1,300 in resident security deposits.

We had cash of \$14,416 provided by investing activities for the six months ended June 30, 2017 arising from cash acquired from our acquisitions of Akebia Investments LLC and Zinnia Investments LLC.

We had \$117,198 in cash provided by financing activities for the six months ended June 30, 2017, which was due to \$139,810 in related party advances, which was offset by \$5,363 in principal mortgage payments and \$17,248 in promissory note payables.

The Company has \$1,104,302 of mortgages payable and \$242,750 in promissory notes payable as of June 30, 2017. It also has \$460,400 in Series 1 Convertible Preferred shares, \$400,788 in deferred taxes, \$293,810 in related party advances, \$7,646 in accounts payable and \$12,040 in resident security deposits.

The Company has no current plans for the purchase or sale of any plant or equipment.

The Company has no current plans to make any changes in the number of employees.

Income Tax Expense (Benefit)

The Company has a prospective income tax benefit resulting from a net operating loss carry forward and startup costs that may offset any future operating profit.

Impact of Inflation

The Company believes that inflation has had a negligible effect on operations over the past quarter.

Capital Expenditures

The Company expended no amounts on capital expenditures for the three months ended June 30, 2017.

Plan of Operation

Our plan of operations, now that we have completed our registration statement and obtained our symbol, is as follows:

Expand and Enhance Our Website

Time Frame: 1st to 3rd months.

Material costs: \$6,000 to \$7,000.

We intend to further develop and enhance our website. Our sole director and president, David Behrend, will be in charge of overseeing the further development and expansion of our website and the consulting and advisory services we intend to offer. We hired a web designer to help us with the development and functionality of the website and intend to continue to enhance it. We do not have any written agreements with any web designers at current time. The website expansion costs, including site upgrade will be approximately \$6,000 to \$7,000. Updating and improving our website will continue throughout the lifetime of our operations.

Negotiate agreements with potential referral sources and clients

Time Frame: Ongoing.

No material costs.

Now that our website is operational, we have contacted and started negotiations with potential clients and referral sources. In June 2015, we engaged our first client. We will negotiate terms and conditions of collaboration. At the beginning, we plan to focus primarily on local advisors such as attorneys, accountants, insurance agents, title officers and financial planners. We do not expect to compensate any referral sources and will offer reciprocal referrals to any source that is willing to refer us clients; however, we may decide to compensate referral sources on a case-by-case basis. Then we plan to expand our target market to other service providers and investment professionals such as investment bankers. This activity will be ongoing throughout our operations. Even though the negotiation with potential customers and referral sources will be ongoing during the life of our operations, we cannot guarantee that we will be able to find successful agreements, in which case our business may fail and we will have to cease our operations. We do not expect to enter into formal written agreements with our referral sources and intend for these agreements to be oral. We intend to enter into real estate consulting agreements with our clients that will set forth the scope of services we agree to with these clients and provide for the hourly or flat rate billing arrangements.

In the future, when/if we have available resources, operating history and experience, we plan to contact larger referrals sources that have more established clients. However, we anticipate encountering many market barriers in becoming a service provider to clients of large established professionals. Our competitors have gained customer loyalty and brand identification through their long-standing advertising and customer service efforts. This creates a barrier to market entry by forcing us to spend time and money to differentiate our product in the marketplace and overcome these loyalties. The large established service providers may require capital investments in personnel. Considering our lack of operating history and experience in being a real estate consulting firm, we may never become a consultant to large established clients.

Commence Marketing Campaign

Time Frame: Immediately.

Material costs: \$20,000 - \$25,000.

We intend to use marketing strategies, such as web advertisements, direct mailing, and phone calls to acquire potential customers. We also plan to attend trade shows in real estate and consulting to showcase our services with a view to find new customers. We believe that we should begin to see results from our marketing campaign within 120 days from its initiation. We also will use Internet promotion tools on real estate and consulting websites as well as on Facebook and Twitter to advertise our services. We intend to spend from \$20,000 - \$25,000 on marketing efforts during the next year. Marketing is an ongoing matter that will continue during the life of our operations. Our campaign will consist of soliciting clients by offering to provide investment opportunities and real estate consulting services to clients..

Even if we are able to obtain sufficient number of consulting agreements at the end of the twelve-month period, there is no guarantee that we will be able to attract and more importantly retain enough customers to justify our expenditures. If we are unable to generate a significant amount of revenue and to successfully protect ourselves against those risks, then it would materially affect our financial condition and our business could be harmed.

Hire a Salesperson or Independent Contractors

Time Frame: 6th-12th months.
Material costs: \$11,500-14,000.

We eventually intend to hire one consultant with good knowledge and broad connections in the real estate consulting industry to introduce our services. The salesperson’s job would be to find new potential clients, and to set up agreements with customers and referral sources to engage our consulting services. The negotiation of additional agreements with potential customers will be ongoing during the life of our operations.

There is no assurance that we will ever generate any further revenue from real estate consulting.

David Behrend, our president, will be devoting 40 hours per week to our operations. Mr. Behrend is a broker with Camden Realty has orally agreed to limit his responsibilities at Camden Realty to providing brokerage services to customers that do not require consulting services outside of the time he devotes to our operations.

Estimated Expenses for the Next Twelve Months

The following provides an overview of our estimated expenses to fund our plan of operation for the next twelve months. We estimate these expenses to be approximately \$100,000 as follow:

Description	Expenses
SEC reporting and compliance	\$ 5,000
Website expansion	\$ 6,000 to \$7,000
Marketing and advertising	\$ 20,000 to 25,000
Legal and accounting	\$ 35,000
Advances to independent contractors	\$ 11,500 to 14,000
Other expenses	25,000

We anticipate that the minimum additional capital necessary to fund our planned operations in this case for the 12-month period will be approximately \$100,000 and will be needed for general administrative expenses, business development, marketing costs and costs associated with being a publicly reporting company. As a result, we will need to seek additional funding in the near future. The most likely source of this additional capital is through the sale of additional shares of common stock or advances from our sole director, our other director or our shareholders. Mr. Behrend, our sole director, through our majority shareholder, which he controls, has orally agreed to advance us any necessary capital. However, he has no firm commitment, arrangement or legal obligation to advance or loan funds to the Company.

If we are able to successfully complete the above goals within the estimated timeframes set forth and are able to raise proceeds additional proceeds that may be needed to secure additional personnel and marketing funds, those funds would be allocated as follows:

We believe that our operations are currently on a small scale that is manageable by these two individuals and can be supplemented by engaging independent contractors. Our management’s responsibilities are mainly administrative at this early stage. While we believe that the addition of employees is not required over the next six (6) months, the professionals we plan to utilize may be independent contractors. We do not intend to enter into any employment agreements with any of these professionals. Thus, these persons are not intended to be employees of our company.

Our management does not expect to incur any material research costs in the next twelve months; we currently do not own any plants or equipment that we would seek to sell in the near future; we do not have any off-balance sheet arrangements; and we have not paid for expenses on behalf of our officer or directors. Additionally, we believe that this fact shall not materially change.

Off-Balance Sheet Arrangements

None.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

Our financial statements and related public financial information are based on the application of accounting principles generally accepted in the United States (“GAAP”). GAAP requires the use of estimates; assumptions, judgments and subjective interpretations of accounting principles that have an impact on the assets, liabilities, revenues and expense amounts reported. These estimates can also affect supplemental information contained in our external disclosures including information regarding contingencies, risk and financial condition. We believe our use of estimates and underlying accounting assumptions adhere to GAAP and are consistently and conservatively applied. We base our estimates on historical experience and on various other assumptions that we believe to be reasonable under the circumstances. Actual results may differ materially from these estimates under different assumptions or conditions. We continue to monitor significant estimates made during the preparation of our financial statements.

Use of Estimates:

Areas where significant estimation judgments are made and where actual results could differ materially from these estimates are the carrying value of certain assets and liabilities which are not readily apparent from other sources and the classification of net operating loss and tax credit carry forwards.

We believe the following is among the most critical accounting policies that impact our financial statements: We evaluate impairment of our long-lived assets by applying the provisions of ASC 360. In applying those provisions, we have not recognized any impairment charge on our long-lived assets during the six-months ended June 30, 2017.

We suggest that our significant accounting policies, as described in our financial statements in the Summary of Significant Accounting Policies, be read in conjunction with this Management’s Discussion and Analysis of Financial Condition and Results of Operations.

Item 3. Quantitative and Qualitative Disclosures about Market Risk

As a “*smaller reporting company*” as defined by Item 10 of Regulation S-K, we are not required to provide information required by this item.

Item 4. Controls and Procedures

(a) Evaluation of Disclosure Controls and Procedures

We conducted an evaluation, under the supervision and with the participation of the Chief Executive Officer and Chief Financial Officer, of the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(f) under the Securities Exchange Act of 1934 as amended (the “Exchange Act”). Based on this evaluation, the Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures as of the end of the fiscal quarter covered by this quarterly report on Form 10-Q were not effective at a reasonable assurance level to ensure that information required to be disclosed by us in reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in Securities and Exchange Commission rules and forms.

(b) Changes in Internal Controls Over Financial Reporting

During the three-month period ended June 30, 2017, there has been no change in internal control over financial reporting that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

Because of its inherent limitations, 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.

PART II — OTHER INFORMATION

Item 1. Legal Proceedings

None.

Item 1A. Risk Factors

As a “*smaller reporting company*” as defined by Item 10 of Regulation S-K, we are not required to provide information required by this item.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

None.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Mine Safety Disclosures

None.

Item 5. Other Information

None.

Item 6. Exhibits

(a) The following exhibits are filed with this quarterly report on Form 10-Q or are incorporated herein by reference:

Exhibit Number	Description
31.1	Certification of the Chief Executive Officer pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934*.
31.2	Certification of the Chief Financial Officer pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934*.
32.1	Certification of the Chief Executive Officer pursuant to 18 U.S.C Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002*.
32.2	Certification of the Chief Financial Officer pursuant to 18 U.S.C Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002*.

* Filed herewith.

SIGNATURES

Pursuant to the requirements 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.

August 21, 2017

HUBILU VENTURE CORPORATION

/s/ David Behrend

David Behrend

Chairman and Chief Executive Officer (Principal Executive Officer) and Chief
Financial Officer (Principal Accounting and Financial Officer)

CERTIFICATION PURSUANT TO SECTION 302 (a) OF THE SARBANES-OXLEY ACT OF 2002

I, David Behrend, Chairman and Chief Executive Officer, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Hubilu Venture Corporation (the “registrant”);
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 quarterly report;
3. Based on my knowledge, the financial statements and other financial information included in this quarterly report fairly presents 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 quarterly report;
4. The registrant’s other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f) for the registrant and have:

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

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

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

(d) Disclosed in this report any change in the registrant’s internal controls 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 controls over financial reporting; and

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

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

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

Dated: August 21, 2017

/s/ David Behrend

David Behrend
Chief Executive Officer
(Principal Executive Officer)

CERTIFICATION PURSUANT TO SECTION 302 (a) OF THE SARBANES-OXLEY ACT OF 2002

I, David Behrend, Chief Financial Officer of Hubilu Venture Corporation, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Hubilu Venture Corporation (the “registrant”);
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 quarterly report;
3. Based on my knowledge, the financial statements and other financial information included in this quarterly report fairly presents 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 quarterly report;
4. The registrant’s other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f) for the registrant and have:

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

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

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

(d) Disclosed in this report any change in the registrant’s internal controls 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 controls over financial reporting; and

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

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

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

Dated: August 21, 2017

/s/ David Behrend

David Behrend
Chief Financial Officer
(Principal Financial Officer)

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 Quarterly Report on Form 10-Q of Hubilu Venture Corporation (the “Company”) for the period ending June 30, 2017, as filed with the Securities and Exchange Commission on or about the date hereof (“Report”), I, David Behrend, the Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as enacted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to 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.

Dated: August 21, 2017

/s/ David Behrend

David Behrend
Chief Executive Officer
(Principal Executive Officer)

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

In connection with the Quarterly Report on Form 10-Q of Hubilu Venture Corporation (the “Company”) for the period ending June 30, 2017, as filed with the Securities and Exchange Commission on or about the date hereof (“Report”), I, David Behrend, Chief Financial Officer of the Company, certify pursuant to 18 U.S.C. Section 1350, as enacted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to 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.

Dated: August 21, 2017

/s/ David Behrend

David Behrend
Chief Financial Officer
(Principal Financial Officer)
