

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: March 31, 2016

OR

TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE EXCHANGE ACT
For the transition period from to

Commission file number: 333-190836

KEY LINK ASSETS CORP.

(Exact Name of Registrant as Specified in Charter)

Delaware

(State or other jurisdiction
of incorporation)

27-3439423

(IRS Employer
Identification No.)

**216 South Jefferson, Suite LL1
Chicago, IL 60661**

(Address of Principal Executive Offices)

(312) 965-9637

(Registrant's Telephone Number, Including Area Code)

(Former Name or Former Address, if Changed Since Last Report)

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 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

Non-accelerated filer

Accelerated filer

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

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

Common Stock: 14,702,250 shares outstanding as of May 9, 2016.

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PART I - FINANCIAL INFORMATION

Item 1. FINANCIAL STATEMENTS (UNAUDITED)

The accompanying unaudited financial statements of Key Link Assets Corp. (the “Company”) have been prepared in accordance with generally accepted accounting principles in the United States for interim financial reporting and pursuant to the rules and regulations of the Securities and Exchange Commission (“Commission” or “SEC”). While these statements reflect all normal recurring adjustments which are, in the opinion of management, necessary in order to make the financial statements not misleading and for fair presentation of the results of the interim period, they do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements.

KEY LINK ASSETS CORP.
BALANCE SHEETS
(UNAUDITED)

	March 31, 2016	December 31, 2015
ASSETS		
Current assets		
Cash	\$ 68	\$ -
Total current assets	<u>68</u>	<u>-</u>
Total assets	<u>\$ 68</u>	<u>\$ -</u>
LIABILITIES AND STOCKHOLDERS' DEFICIT		
Current liabilities		
Accounts payable	\$ 98,573	\$ 93,877
Total current liabilities	<u>98,573</u>	<u>93,877</u>
Long term liabilities		
Note payable - shareholder	39,612	36,662
Note payable - other	34,541	34,541
	<u>74,153</u>	<u>71,203</u>
Total liabilities	<u>172,726</u>	<u>165,080</u>
Commitments and contingencies		
Stockholders' deficit		
Preferred stock - 25,000,000 preferred shares authorized with a par value of \$0.0001; no shares outstanding as of March 31, 2016 and December 31, 2015	-	-
Common stock - 100,000,000 common shares authorized with a par value of \$0.0001; 14,702,250 common shares issued and outstanding as of March 31, 2016 and December 31, 2015	1,470	1,470
Additional paid in capital	58,941	58,941
Accumulated Deficit	(233,069)	(225,491)
Total stockholders' deficit	<u>(172,658)</u>	<u>(165,080)</u>
Total liabilities and stockholders' deficit	<u>\$ 68</u>	<u>\$ -</u>

The accompanying notes are an integral part of the financial statements.

**KEY LINK ASSETS CORP.
STATEMENTS OF OPERATIONS
(UNAUDITED)**

	Three months ending	
	March 31, 2016	March 31, 2015
Operating expenses		
General and administrative	\$ 7,578	\$ 2,168
Total operating expenses	7,578	2,168
Operating loss	(7,578)	(2,168)
Net loss	\$ (7,578)	\$ (2,168)
Basic and diluted loss per share	\$ (0.00)	\$ (0.00)
Weighted average number of common shares outstanding	14,702,250	14,702,250

The accompanying notes are an integral part of the financial statements.

KEY LINK ASSETS CORP.
STATEMENTS OF CASH FLOWS
(UNAUDITED)

	Three months ending	
	March 31, 2016	March 31, 2015
Cash flows from		
Operating activities		
Net loss	\$ (7,578)	\$ (2,168)
Adjustments to reconcile net loss to net cash used in operating activities		
Changes in operating assets and liabilities Accounts payable	4,696	(1,625)
Net cash used in operating activities	<u>(2,882)</u>	<u>(3,793)</u>
Cash flows from		
Financing Activities		
Proceeds from shareholder loans	2,950	3,792
Net cash provided by financing activities	<u>2,950</u>	<u>3,792</u>
Net change in cash	68	(1)
Cash at beginning of period	-	15
Cash at end of period	\$ <u>68</u>	\$ <u>14</u>
Supplemental information		
Cash paid for Interest	\$ -	\$ -
Taxes	\$ -	\$ -
Noncash transactions		
Conversion of accounts payable to note payable	\$ -	\$ -

The accompanying notes are an integral part of the financial statements.

KEY LINK ASSETS CORP.
NOTES TO FINANCIAL STATEMENTS
March 31, 2016
(Unaudited)

NOTE 1 – ORGANIZATION, BUSINESS OPERATIONS AND GOING CONCERN CONSIDERATION

Key Link Assets Corp. (the "Company") was incorporated in the State of Delaware on May 13, 2010 for the purpose of acquiring a portfolio of heavily discounted real estate properties in the Chicago metropolitan area. The Company has changed its focus and now plans to acquire small and medium sized grocery stores in non-urban locales that are not directly served by large national supermarket chains.

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern, which contemplates the realization of assets and the liquidation of liabilities in the normal course of business. As of March 31, 2016, the Company had an accumulated deficit of \$233,069, negative working capital of \$98,505 and has earned no revenues since inception. The Company intends to fund its operations through equity financing arrangements, which may be insufficient to fund its capital expenditures, working capital and other cash requirements.

The ability of the Company to continue is dependent upon, among other things, obtaining additional financing to continue operations, and the implementation of its business plan. These factors, among others, raise substantial doubt about the Company's ability to continue as a going concern. The accompanying financial statements do not include any adjustments that might result from the outcome of this uncertainty.

NOTE 2 – BASIS OF PRESENTATION

The accompanying unaudited financial statements have been prepared in accordance with generally accepted accounting principles for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. Operating results for the three month period ended March 31, 2016, are not necessarily indicative of the results that may be expected for the year ended December 31, 2016.

NOTE 3 – NOTE PAYABLE OTHER

On September 29, 2013, a creditor of the Company converted accounts payable in the amount of \$34,541 into a note payable. The note payable, which is due on June 30, 2017, is non-interest bearing and has no collateral. As of March 31, 2016 and December 31, 2015, the balance remains outstanding.

NOTE 4 – CAPITAL STOCK

Authorized Stock

The Company has authorized 100,000,000 common shares with a par value of \$0.0001 per share and 25,000,000 preferred shares with a par value of \$0.0001 per preferred share. Each common share entitles the holder to one vote, in person or proxy, on any matter on which action of the stockholder of the corporation is sought. The rights, preferences and restrictions of the preferred shares will be defined by the Company's Board of Directors when and if the preferred shares are issued.

Forward Stock Split

In March 2016, the sole Director of the Company, by Written Consent, authorized the Company to execute a four-for-one forward stock split of its common shares. This action was subsequently approved by the Written Consent of shareholders who own a majority of the Company's common stock. The Company has filed an application with the Financial Industry Regulatory Authority ("FINRA") seeking approval for the forward stock split. As of the date of this report, the forward stock split has not been approved by FINRA.

NOTE 5 – RELATED PARTY TRANSACTIONS

As of March 31, 2016, Mr. Clark has loaned the Company \$39,612. The notes payable, which are due on June 30, 2017, are non-interest bearing and have no collateral.

NOTE 6 – SUBSEQUENT EVENTS

On May 2, 2016, Foothills Petroleum, Inc., a Nevada corporation ("Foothills Exploration"), acquired in a private transaction 14,112, 250 shares of common stock of the Company from five shareholders, constituting approximately 96% of the outstanding capital stock of the Company from five shareholders (the "Acquisition Transaction"). Following the closing of the Acquisition Transaction, the Company appointed B.P. Allaire as a director and interim President and also appointed Alex Hemb and Christopher Jarvis as directors. Shawn Clark, sole director of the Company prior to the closing of the Acquisition Transaction, will remain a director of the Company.

Item 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion should be read in conjunction with our financial statements, including the notes thereto, appearing elsewhere in this Report. The discussions of results, causes and trends should not be construed to imply any conclusion that these results or trends will necessarily occur. This discussion includes forward-looking statements that involve risks and uncertainties. As a result of many factors, such as those set forth under "Risk Factors" and elsewhere in this Report, our actual results may differ materially from those anticipated in these forward-looking statements.

Overview

On May 2, 2016, Foothills Petroleum, Inc., a Nevada corporation ("Foothills Exploration"), acquired in a private transaction 14,112,250 shares of common stock of the Company from five shareholders, constituting approximately 96% of the outstanding capital stock of the Company from five shareholders (the "Acquisition Transaction"). Foothills Exploration is a development stage oil and gas exploration company formed in December 2015 that is engaged in acquiring, exploring, and developing oil and natural gas properties. Following the closing of the Acquisition Transaction, the Company appointed B.P. Allaire as a director and interim President and also appointed Alex Hemb and Christopher Jarvis as directors. Shawn Clark, sole director of the Company prior to the closing of the Acquisition Transaction, will remain a director of the Company. The Company disclosed the Acquisition Transaction in its Current Report on Form 8-K filed with the Commission on May 6, 2016.

The Company intends to acquire small and medium sized grocery stores that are the dominant presence in their non-urban markets. By acquiring stores that are situated in less competitive locales that are not directly served by large national supermarket chains, wholesale clubs and supercenters, the Company believes that it can achieve financial returns that meet or exceed industry norms because stores in less competitive locales will be under less pressure to heavily discount their prices. The acquisitions will be clustered regionally, which will allow the Company to centralize certain operational functions, including purchasing and marketing. The centralization of these functions should provide the consolidated stores with the critical mass and leverage to demand enhanced service and financial concessions from its distributors and marketing vendors.

We have not yet acquired any grocery stores under our business plan and have not begun operations.

Overall Outlook

Our main business emphasis will be on revenues from sales generated in our stores. Due to a number of factors affecting consumers, including among others the increasing Federal deficit, volatility in the stock market, the uncertain economic environment, all of which have resulted in reduced levels of consumer spending, the outlook for the supermarket industry remains highly unpredictable. Because of these uncertain conditions, we will need to focus on managing our operating margins. Our present objective is to manage our cost and expense structure to address the expected depressed business volumes and generate strong and stable cash flow. We will continually work to position our Company for greater success by strengthening our existing operations and growing through capital investment and other strategic initiatives.

Plan of Operation

We have not yet started operations or generated or realized any revenues from our business operations. The Company does not own any grocery stores and has no current plans, proposals or arrangements, written or otherwise, to acquire any grocery stores. The Company has not identified any potential acquisition targets.

Our auditors have issued a going concern opinion. This means that there is substantial doubt that we can continue as an ongoing business for the next twelve months unless we obtain additional capital to pay our bills. As of March 31, 2016, we have an accumulated deficit of \$233,069, we have not generated any revenues and no revenues are anticipated until we begin operating retail grocery establishments. Accordingly, we must raise cash from sources other than our operations. Our only other sources for cash at this time are commercial financings and additional sales of stock. Our success or failure will be determined by what additional financing we obtain and the success of our planned retail grocery establishments.

We have no employees at this time. We intend to hire employees and engage independent contractors as justified by the demands of the business and depending on the availability of funding.

Results of Operations

Comparison of Three-Month Periods Ended March 31, 2016 and March 31, 2015

Revenue

We have not earned any revenues for the three months ended March 31, 2016 and 2015. We can provide no assurance that we will commence operations or that such operations, if commenced, will be successful.

Operating Expenses

Operating expenses increased by \$5,410, or 249.5%, from \$2,168 for the quarter ended March 31, 2015 to \$7,578 for the quarter ended March 31, 2016.

The increase in operating expenses is primarily related to the increase in accounting, professional and Edgar conversion fees that were incurred during the first quarter of 2016 when the Company completed the audit of its financial statements for the year ending December 31, 2015. The prior year audit was completed during the second quarter of 2015.

Operating Loss

Our operating loss represents an increase of \$5,410 from an operating loss of \$2,168 for the quarter ended March 31, 2015 compared to operating loss of \$7,578 for the quarter ended March 31, 2016.

The increase in operating loss is primarily related to the increase in accounting, professional and Edgar conversion fees that were incurred during the first quarter of 2016 when the Company completed the audit of its financial statements for the year ending December 31, 2015. The prior year audit was completed during the second quarter of 2015.

Net Loss

Net loss increased by \$5,410, or 249.5%, from a net loss of \$2,168 for the quarter ended March 31, 2015 to net loss of \$7,578 for the quarter ended March 31, 2016.

The increase in net loss is primarily related to the increase in accounting, professional and Edgar conversion fees that were incurred during the first quarter of 2016 when the Company completed the audit of its financial statements for the year ending December 31, 2015. The prior year audit was completed during the second quarter of 2015.

Liquidity and Capital Resources

Since inception, we have raised \$59,000 through the sale of our common stock and have incurred expenses of \$233,069. Our projected financial requirements for the next 12 months are \$163,500.

Our initial financial requirements will be funded by a public or private offering of securities, commercial financing, loan from officers or directors or a combination of these means. We have not yet made plans to conduct a securities offering, obtain commercial financing or a private loan. The Company does not have any commitments or arrangements to obtain any such funds and there can be no assurance that required financing will be available to the Company on acceptable terms, if at all. The unavailability of additional financing could prevent or delay the implementation of the Company's business plan and may require the Company to curtail or terminate its operations. If sufficient financing is unavailable, the Company will defer non-essential operating expenses until sufficient funds become available. We will not begin to implement our business plan until we have secured the funds necessary to commence operations. The Company is in its development stage and has not begun operations. As such, the Company has no historical periods with which to compare anticipated capital requirements in the future.

Net Cash - Operating Activities

Net cash used in operating activities was \$2,882 for the quarter ended March 31, 2016 and \$3,793 for the quarter ended March 31, 2015.

Net Cash - Financing Activities

Net cash flow provided by financing activities was \$2,950 for the quarter ended March 31, 2016 and \$3,792 for the quarter ended March 31, 2015. The cash provided by financing activities is primarily attributable to loans made to the Company by a shareholder of the Company.

Limited Operating History; Need for Additional Capital

After we acquire grocery stores, we intend to fund operations with revenue generated from operations. However, we have not yet commenced operations, and commencement of operations is subject to the availability of sufficient capital. Until we generate revenues, we expect to finance operating costs over the next twelve months with existing cash on hand, commercial financing, private loans and/or the proceeds from a public and/or private securities offering. The extent of our operations will be governed by the amount of capital we are able to raise.

Important Assumptions

Start-up companies involve a high degree of risk and many never commence operations or achieve their business plans. At this stage without having commenced operations, we are unable to determine whether we will be able to sufficiently convert our business plan into a successful business operation. The implementation of our business plan will be possible only upon obtaining sufficient funding.

Off-Balance Sheet Arrangements

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

Changes In and Disagreements with Accountants

None.

Critical Accounting Policies

Our discussion and analysis of our results of operations and liquidity and capital resources are based on our financial statements which have been prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP"). In accordance with GAAP, we are required to make estimates and assumptions that affect the reported amounts included in our financial statements. We base our estimates on historical experience and on various other assumptions that we believe to be reasonable under the circumstances. On an ongoing basis, management reviews and refines those estimates.

Judgments are based on information including, but not limited to, historical experience, industry trends, conventional practices, expert opinions, terms of existing agreements and information from outside sources. Judgments are subject to an inherent degree of uncertainty, and therefore actual results could differ from these estimates.

Item 3. QUANTITATIVE AND QUALITATIVE ANALYSIS ABOUT MARKET RISK

Not applicable.

Item 4. CONTROLS AND PROCEDURES

The Company's management, including the President and Chief Executive Officer ("CEO") and Chief Operating Officer ("COO") conducted an evaluation of the effectiveness of the Company's disclosure controls and procedures as of March 31, 2016. Based on that evaluation, the CEO and COO have concluded that the Company's disclosure controls and procedures are not effective to provide reasonable assurance that: (i) information required to be disclosed by the Company in reports that it files or submits under the Securities Exchange Act of 1934 is accumulated and communicated to the Company's management, including the CEO and COO as appropriate to allow timely decisions regarding required disclosure by the Company; or (ii) information required to be disclosed by the Company in reports that it files or submits under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in Securities and Exchange Commission rules and forms. Further, management necessarily, due to the limited resources of the Company, has been required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

The Company and its advisors are in the process of reviewing and completing a formal Disclosure Controls and Procedures policy and expects to have such a policy in place by the end of the third quarter 2016 and to continue to take additional steps necessary to ensure all controls and procedures are in place for full compliance with a goal to have all of our remediation measures in place by the end of the fourth quarter 2016. Management is in the process of implementing a remediation plan of the above-mentioned weaknesses in our internal control over financial reporting which includes but is not limited to the following steps:

- Establish and implement a detailed timeline for review and completion of financial reports to be included in our Forms 10-Q and 10-K;
- Employ the use of appropriate SEC and U.S. GAAP checklists in connection with our closing process and the preparation of our Forms 10-Q and 10-K.

The implementation of these remediation plans has been initiated and will continue through the first half of fiscal 2016. The material weaknesses will not be considered remediated until the applicable remedial procedures are tested and management has concluded that the procedures are operating effectively. Management recognizes that use of our financial resources will be required not only for implementation of these measures but also for testing their effectiveness and may seek the assistance of an outside service provider to assist in this process.

If we are not able to implement controls to avoid the occurrence of material weaknesses in our internal control over financial reporting in the future, then we might report results that are not consistent with our actual results and we may need to restate results that will have been previously reported.

PART II – OTHER INFORMATION

Item 1. LEGAL PROCEEDINGS

None

Item 1A. RISK FACTORS

Not applicable

Item 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

None.

Item 3. DEFAULTS UPON SENIOR SECURITIES

None.

Item 4. MINE SAFETY DISCLOSURES

Not Applicable.

Item 5. OTHER INFORMATION

On May 2, 2016, Foothills Petroleum, Inc., a Nevada corporation (“Foothills Exploration”), acquired in a private transaction 14,112, 250 shares of common stock of the Company from five shareholders, constituting approximately 96% of the outstanding capital stock of the Company from five shareholders (the “Acquisition Transaction”). Following the closing of the Acquisition Transaction, the Company appointed B.P. Allaire as a director and interim President and also appointed Alex Hemb and Christopher Jarvis as directors. Shawn Clark, sole director of the Company prior to the closing of the Acquisition Transaction, will remain a director of the Company. The Company disclosed the Acquisition Transaction in its Current Report on Form 8-K filed with the Commission on May 6 2016.

Item 6. EXHIBITS

Exhibits required by Item 601 of Regulation S-K:

Exhibit No.	Exhibit Description	Filed Here-with	Incorporated by Reference Herein		
			Exhibit No.	Form/File No.	Filing Date
3.1	Certificate of Incorporation		3.1	Form S-1 File No. 333-190836	August 27, 2013
3.2	By-Laws		3.2	Form S-1 File No. 333-190836	August 27, 2013
4.1	Specimen common stock certificate		4.1	Form S-1 File No. 333-190836	August 27, 2013
10.1	Key Link Asset Corp. 2010 Incentive Compensation Plan		10.1	Form S-1/A File No. 333-190836	December 16, 2013
10.2	Form of Option Agreement under 2010 Incentive Compensation Plan		10.2	Form 10-K/A File No. 333-190836	April 16, 2014
10.3	Note Payable dated March 31, 2016 by the Company to Shawn Clark	X			
31	Certification of Principal Executive Officer and Principal Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	X			

32	Certification of Principal Executive Officer and Principal Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002	X
101.INS	XBRL Instance Document*	X
101.SCH	XBRL Taxonomy Extension Schema Document*	X
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document*	X
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document*	X
101.LAB	XBRL Taxonomy Extension Label Linkbase Document*	X
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document*	X

* Pursuant to Rule 406T of Regulation S-T, the interactive files on Exhibit 101 hereto are deemed not filed or part of a registration statement or prospectus for purposes of Section 11 or 12 of the Securities Act of 1933, as amended, are deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and otherwise are not subject to liability under those sections.

SIGNATURES

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

Date: May 11, 2016

KEY LINK ASSETS CORP.

By: /s/ Shawn P. Clark
Shawn P. Clark
Interim CFO
(principal executive officer)

**KEY LINK ASSETS CORP.
NOTE PAYABLE
\$2,950**

March 31, 2016
Chicago, Illinois

FOR VALUE RECEIVED, the undersigned, Key Link Assets Corp., a Delaware corporation ("Maker") promises to pay to the order of Shawn Clark, together with any successors or assigns (collectively, the "Holder"), the principal sum of Two-Thousand Nine-Hundred and Fifty Dollars (US \$2,950.00). The Note is non-interest bearing and bears no collateral.

The Note will be paid in full on June 30, 2017. The Company may redeem the Notes in part, or in full, prior to the due date of the Note.

Payments of principal shall be made at the place that Holder from time to time shall direct in writing, or, in the absence of direction, at 216 South Jefferson Street, Suite LL, Chicago, Illinois 60661.

Upon a default by the undersigned to make any payment due hereunder, and continuing for five (5) calendar days after notice has been given to the undersigned, and at the option of the Holder, all of the unpaid indebtedness evidenced by this Note shall become immediately due and payable and shall accrue interest at the highest rate of interest then permitted by law.

This Note is submitted by the undersigned to the Holder in Chicago, Illinois and shall be deemed to have been made thereat. This Note shall be governed and controlled by the laws of the State of Illinois as to interpretation, enforcement, validity, construction, effect, choice of law, and in all other respects.

To induce the Holder to accept this Note, the undersigned irrevocably agrees that, subject to the Holder's sole and absolute election, all actions and proceedings in any way, manner or respect arising out of or from or related to this Note shall be litigated in courts having situs within the County of Cook, State of Illinois, the undersigned hereby covenants and submits to the jurisdiction of any local, state or federal court located within said county and state.

Any notice, designation, demand, consent or request required herein to be given or to be served upon the undersigned by the Holder shall be deemed to have been given or served upon mailing, if addressed to the undersigned at 216 South Jefferson Street, Suite LL, Chicago, Illinois 60661, or upon actual receipt by the undersigned.

In the event of default hereunder, the undersigned agrees to pay all expenses, including, without limitation, attorney fees, incurred by the Holder in endeavoring to enforce the rights of Holder hereunder.

Key Link Assets Corp.

By: _____
Shawn Clark, Chief Executive Officer

**CERTIFICATION OF
PRINCIPAL EXECUTIVE OFFICER/PRINCIPAL FINANCIAL OFFICER
PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Shawn P. Clark, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Key Link Assets Corp.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. I am 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 disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. I have disclosed, based on my most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a. all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 11, 2016

/s/ Shawn P. Clark

Shawn P. Clark

Interim CFO

(Principal Executive Officer and Principal Financial Officer)

**CERTIFICATION OF
PRINCIPAL EXECUTIVE OFFICER/PRINCIPAL FINANCIAL OFFIER
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 of Key Link Assets Corp., a Delaware corporation (the "Company"), on Form 10-Q for the quarter ended March 31, 2016, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned, as Principal Executive Officer and Principal Financial Officer, hereby certifies pursuant to 18 U.S.C. Sec. 1350 as adopted pursuant to Section 906 of the Sarbanes Oxley Act of 2002 that, to the undersigned's knowledge:

- (1) the Report of the Company filed today containing the financial statements fully complies with the requirements of Section 13(a) or (15(d) of the Securities Exchange Act of 1934, as amended; and
- (2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operation of the Company.

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

Date: May 11, 2016

/s/ Shawn P. Clark
Shawn P. Clark
Interim CFO
(Principal Executive Officer and
Principal Financial Officer)