

ANNUALREPORT OF
Sebastian River Holdings, Inc.
FOR THE QUARTER ENDED MARCH 31, 2013

A FLORIDA CORPORATION

12518 NE Airport Way, #148-156, Portland, OR 97230

(424) 258-0167

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ITEM 1. EXACT NAME OF THE ISSUER AND ITS PREDECESSORS

The exact name of the company is Sebastian River Holdings, Inc.

The company was originally incorporated as Ronden Trucking Corp., in the state of Florida in December, 1995. In May, 1996 the Company changed its name to Preferred Trucking Corp. In August, 1996, the Company changed its name to Preferred Internet Technologies Corp. In August, 2003, the Company changed its name to Vision Real Estate Management & Development, Inc. In November, 2004, the Company changed its name to MEM Financial Solutions, Inc. In July, 2009, the Company changed its name to Sebastian River Holdings, Inc.

ITEM 2. ADDRESS OF THE ISSUER'S PRINCIPAL EXECUTIVE OFFICES

A. Company Headquarters

Our principal executive and administrative offices are located at 12518 NE Airport Way, #148-156, Portland, OR 97230.

Email: info@sbrhinc.com

Website: www.sbrhinc.com

B. IR Contact

12518 NE Airport Way, #148-156, Portland, OR 97230

Phone: (424) 258-0167

Email: info@sbrhinc.com

Website: www.sbrhinc.com

ITEM 3. SECURITY INFORMATION

Trading symbol: SBRH

CUSIP: 8128L209

Exact title and class of securities outstanding:

As of the period ended March 31, 2013, the capital stock of the company was as follows:

Class: Common stock, \$ 0.001 par value;

Number of shares authorized: 5,000,000,000 shares;

Number of shares outstanding: 2,998,875,690 issued and outstanding;

Freely tradable shares: 2,897,563,147;

Total number of shareholders of record: 147

Class: Class A, preferred stock, \$ 0.001 par value;
Number of shares authorized: 10,000,000 shares;
Number of shares outstanding: 9,500,000 issued and outstanding;

Transfer Agent: Madison Stock Transfer, Inc.
1688 East 16th Street
Brooklyn, NY 11229
Telephone: (718) 627-4453
FAX: (718) 627-6341

Is the transfer agent registered under the Exchange Act?
Yes.

List any restrictions on the transfer of security:
None.

Describe any trading suspension orders issued by the SEC in the past 12 months:
None.

ITEM 4. ISSUANCE HISTORY

The company has not executed any securities offering, either public or private, since June, 2010.

On March 31, 2012, the company issued 9,500,000 Series A Preferred Shares of the Issuer's stock to Mark B. Newbauer for consulting services rendered. These shares were issued pursuant to Section 4(2) of the Securities Act of 1933, as it was a transaction by an Issuer not involving a public offering. These shares were issued with a restrictive legend.

In December, 2012, a private note-holder converted a portion of his note payable to 310,000,000 shares of common stock according to the terms of said convertible note. The shares were issued at a discounted value according to the terms of the note and the Company did not receive any funds from the issuance. The shares did not bear a restrictive legend and were issued as free trading as the relevant holding period had been complied with.

In March, 2013, a private note-holder converted a portion of his note payable to 269,000,000 of common stock according to the terms of said convertible note. The shares did not bear a restrictive legend and were issued as free trading as the relevant holding period had been complied with. The note-holder loaned the proceeds from sale of said stock back to the Company in exchange for new debt.

ITEM 5. FINANCIAL STATEMENTS:

SEBASTIAN RIVER HOLDINGS, INC.
Financial Statements
Balance Sheet
March 31, 2013 and December 31, 2012
Unaudited

	March 31, <u>2013</u>	December 31, <u>2012</u>
ASSETS		
Current Assets		
Cash on hand, in bank	\$ 87	\$ 118
Total current assets	<u>-</u>	<u>-</u>
Fixed Assets		
Fixtures & real estate	2,750	2,750
Total Fixed Assets	<u>2,750</u>	<u>2,750</u>
Other Assets		
Oil and gas leases	44,484	44,484
Total Other Assets	44,484	44,484
Total assets	<u>47,321</u>	<u>47,352</u>

See accountants' report and notes to financial statements

SEBASTIAN RIVER HOLDINGS, INC.
Financial Statements
Balance Sheet
March 31, 2013 and December 31, 2012
Unaudited

LIABILITIES AND STOCKHOLDERS' EQUITY

	<u>2013</u>	<u>2012</u>
CURRENT LIABILITIES		
Accounts payable	734	734
	<hr/>	<hr/>
Total accounts payable	734	734
Other Liabilities		
Notes payable	229,483	228,234
Contract payable	<u>44,484</u>	<u>44,484</u>
Total other liabilities	<u>273,967</u>	<u>272,718</u>
Total liabilities	<u>274,701</u>	<u>273,452</u>
STOCKHOLDERS' EQUITY		
Common stock 5,000,000,000 shares authorized; par value \$.001; 1,998,875,690 issued and outstanding 2012; 2,025,779,690 issued and outstanding 2013	2,025,780	1,998,880
Preferred stock	9,500	9,500
Additional paid in capital	(1,558,951)	(1,558,951)
Retained earnings (Deficit)	(675,529)	(625,645)
Current earnings	<u>(28,180)</u>	<u>(49,884)</u>
Total Stockholders' equity	<u>(227,380)</u>	<u>(226,100)</u>
Total Liabilities and Stockholders' Equity	<u><u>47,321</u></u>	<u><u>47,352</u></u>

See accountants' report and notes to financial statements

SEBASTIAN RIVER HOLDINGS, INC.
Statement of Income and
Retained Earnings (Deficit)
For the Three Months Ended
March 31, 2013 and March 31, 2012
Unaudited

	March 31, <u>2013</u>	March 31, <u>2012</u>
Revenue		
Lease and Rental Income	-	-
Total Revenue	-	-
Cost of Goods Sold		
Well operating expenses	<u>3,000</u>	-
Total Cost of Goods Sold	<u>3,000</u>	-
Gross Income	(3,000)	-
Expenses		
Consulting fees	11,665	
Professional fees	4,300	15,000
Taxes and licenses	-	1,600
Bank fees	490	
Dues & subscriptions	2,100	
Telephone	250	
Office expense	150	
Transfer agent fees	4,000	
Investor relations	976	
Interest	<u>1,249</u>	<u>968</u>
Total Expenses	25,180	17,568
Net earnings (Loss)	<u>(28,180)</u>	<u>(17,568)</u>
Retained earnings (Deficit);		
Beginning of period	<u>(675,529)</u>	<u>(625,645)</u>
End of Period	<u><u>\$(703,709)</u></u>	<u><u>\$(643,213)</u></u>

See accountants report and notes to financial statements

SEBASTIAN RIVER HOLDINGS, INC.
Statement of Cash Flows
For the Three Months Ended March 31, 2013 and March 31, 2012
Unaudited

	<u>March 31,</u> 2013	<u>March 31,</u> 2012
OPERATING ACTIVITIES		
Net Income (Loss)	\$ (28,180)	\$ (17,568)
Adjustments to reconcile net Income (Loss) to net cash provided by operations		
Other liabilities		
Accounts payable	-	121
Net cash provided by operating activities	(28,180)	(17,447)
 Investing Activities		
	-	-
Net cash provided by investment activity	-	-
 Financing Activities		
Increase in notes payable	1,249	-
Net cash from stock conversion	26,900	17,447
Net cash from financing activity	28,149	17,447
 Net cash increase for period	(31)	-
 Cash at beginning of period	\$ 118	-
 Cash at end of period	\$ 87	\$ -

See accountants report and notes to financial statements

SEBASTIAN RIVER HOLDINGS, INC.

Statement of Stockholders' Equity
For the Three Months Ended March 31, 2013
Unaudited

	Common Stock		Additional	Accumulated	Total
	<u>Shares</u>	<u>Amount</u>	<u>Paid-in-Capital</u>	<u>Earnings (Deficit)</u>	<u>Stockholders'</u>
				<u>During</u>	<u>Equity</u>
				<u>Development Stage</u>	
Balance at December 31, 2010	1,688,880,000	\$ 1,688,880	\$ (1,135,728)	\$(398,495)	\$ 154,657
.Net income (loss) - 2011				(227,150)	(227,150)
Balance at December 31, 2011	<u>1,688,875,690</u>	<u>\$ 1,688,880</u>	<u>\$ (1,135,728)</u>	<u>\$(625,645)</u>	<u>\$ (72,493)</u>
Shares converted December, 2012	310,000,000	310,000	(423,223)		(113,223)
Net income (loss) - 2012				(49,884)	(49,884)
Balance at December 31, 2012	<u>1,998,875,690</u>	<u>\$ 1,998,880</u>	<u>\$ (1,558,951)</u>	<u>\$(675,529)</u>	<u>\$ (235,600)</u>
Shares converted March 31, 2013	26,904,000	26,900			26,900
Net income (loss) March 31, 2013				\$(28,180)	\$(28,180)
Balance at March 31, 2013	<u>2,025,779,690</u>	<u>2,025,780</u>		<u>(703,709)</u>	<u>(236,880)</u>

See accountants report and notes to financial statements

SEBASTIAN RIVER HOLDINGS, INC.
NOTES TO FINANCIAL STATEMENTS

NOTE 1- NATURE OF OPERATIONS

Nature of Operations

The Company was incorporated in the state of Florida in December, 1995. The Company is a holding company organized with a goal of acquiring and managing a diversified portfolio of profitable, growth-oriented companies.

The Company is a development stage enterprise, as defined in FASB ASC 915 “Development Stage Entities”

NOTE 2- SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

These financial statements are presented in United States dollars and have been prepared in accordance with generally accepted accounting principles in the United States of America.

NOTE 3-STOCKHOLDERS’ EQUITY

The company’s capitalization is 5,000,000,000 common shares with a par value of \$.001 per share. And 10,000,000 shares preferred stock with a par value of \$.001 per share.

NOTE 4 – LONG-TERM DEBT

As of March 31, 2013 the Company had \$229,483 of long-term debt for notes payable to private lenders and a note payable of \$44,484 for the purchase of an interest in oil and gas wells in Venango County, Pennsylvania.

As of December 31, 2012 the company had long-term debt of \$228,234 for notes payable to private investors.

ITEM 6. DESCRIBE THE ISSUER'S BUSINESS, PRODUCTS AND SERVICES.

A. DESCRIPTION OF ISSUER'S BUSINESS OPERATIONS.

The Company is a holding company with a current focus on the energy and entertainment industries. The Company concentrates its efforts in acquisition and management of businesses within those industries that are either profitable or can be made profitable by application of the Company's management and/or resource expertise.

B. DATE AND STATE OF INCORPORATION

The Company was incorporated in the State of Florida in December, 1995.

C. PRIMARY AND SECONDARY SIC CODES

The Company's primary (and only) SIC code is 6719 (Holding Companies).

D. THE COMPANY'S FISCAL YEAR END DATE

The Company's fiscal year ends on December 31.

E. PRINCIPAL PRODUCTS OR SERVICES AND THEIR MARKETS

The Company has recently changed its focus from financial speculation and business incubation emphasized by prior management to acquisition and management of businesses within its targeted industries. On December 14, 2012 the Company entered into an agreement to purchase a interest in 50 oil and gas wells located in Venanga County, Pennsylvania. The Company is actively pursuing further acquisitions and expects to secure compatible businesses in the near future. Because of management expertise and business alliances the Company expects to succeed in the energy and entertainment industries. Both industries are growing with vast potential within the domestic U.S. market.

F. RESULTS OF OPERATIONS FOR THE QUARTER ENDED MARCH 31, 2013 COMPARED TO THE QUARTER ENDED MARCH 31, 2012:

Revenues: The Company had no revenue for the period ended March 31, 2013, or for the period ended March 31, 2012.

Cost of Revenues: The Company incurred costs of sales for the quarter ended March 31, 2013 in the amount of \$3,000, which consisted of operating costs for its newly-acquired oil and gas interest in Venango County, Pennsylvania; the Company did not incur any costs of sales for the quarter ended March 31, 2012.

Gross Profit: The Company did not have any gross profit for either the quarter ended March 31, 2013 or the quarter ended March 31, 2012.

Operating Costs: Operating costs consist of the Company's administrative expenses before depreciation and interest. Operating costs for the quarter ended March 31, 2013 totaled \$25,180, compared to \$17,568 for the quarter ended March 31, 2012.

Operating Gain (Loss): The Company produced a operating loss for the quarter ended March 31, 2013 of \$28,180, compared to a loss of \$17,568 for the quarter ended March 31, 2012.

Net Gain (Loss) Before Income Taxes: Net gain or loss before income taxes represents operating gain or loss plus other (non-operating) gain or loss. For the quarter ended March 31, 2013, the company had a net loss of \$28,180, compared to a net loss of \$17,568 for the quarter ended March 31, 2012.

Liquidity and Capital Resources: During the quarter ended March 31, 2013, the Company used cash or cash equivalents from operations of \$31.

G. OFF-BALANCE SHEET ARRANGEMENTS

The Company did not engage in any off-balance sheet arrangements during the fiscal quarter ended March 31, 2013.

ITEM 7. DESCRIBE THE ISSUER'S FACILITIES

At this time the Company's principal asset is a recently-purchased interest in 50 oil and gas wells located in Venango County, Pennsylvania. This interest is part of a larger purchase of oil and gas wells in that area by Drake Gold Resources, Inc. This interest is being purchased from Drake and can be expanded depending on the extent of the Company's investment. These wells are currently being re-worked with the expectation of expanding production in the near future.

ITEM 8. OFFICERS, DIRECTORS AND CONTROL PERSONS

A. NAMES OF OFFCERS, DIRECTORS AND CONTROL PERSONS

The current president and secretary of the Company Mark Newbauer, was hired on November 9, 2012.

Peter Matousek is the chairman and sole current member of the Board of Directors of the Company and has served in that capacity since November 8, 2012.

B. LEGAL/DISCIPLINARY HISTORY

Please identify whether any of the foregoing persons have, in the last five years, been the subject of:

1. A conviction in a criminal proceeding or named as a defendant in a pending

criminal proceeding (excluding traffic violations and other minor offenses):

NO.

2. The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities or banking activities:

NO.

3. A finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended or vacated:

NO.

4. The entry of an order by a self-regulatory organization that permanently or temporarily barred, suspended or otherwise limited such person's involvement in any type of business or securities activities:

NO.

C. BENEFICIAL SHAREHOLDERS

Mark Newbauer
8721 Santa Monica Blvd.
Suite 1515
Los Angeles, CA 90069

Mr. Newbauer is the owner of 100,000,000 common shares and 9,500,000 shares of Class A Preferred stock of the Company.

ITEM 9. THIRD PARTY PROVIDERS

A. Legal Counsel

Vic Devlaeminck
10013 N.E. Hazel Dell Avenue
Suite 317
Vancouver, WA 98685
PH: (503) 806-3533
Email: jevic321@aol.com

B. Accountant or Auditor

C. Investor Relations Consultant

D. Other Advisor(s)

None.

ITEM 10. OTHER INFORMATION

None.

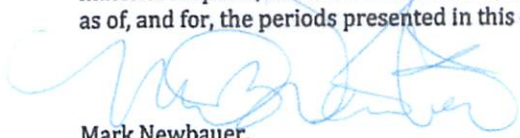
ITEM 11. EXHIBITS

N/A

ITEM 12. CERTIFICATIONS

I, Mark Newbauer, certify that:

1. I have reviewed this amended quarterly disclosure statement of Sebastian River Holdings, Inc.
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements and other financial information included or incorporated by reference in this disclosure statement, fairly present, in all material respects, the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.



Mark Newbauer,
President

Dated: June 13, 2013