Priority Aviation, Inc. and Subsidiaries
Consolidated Financial Statements
For the Years Ended December 31, 2013

Contents

Priority Aviation, Inc. and Subsidiaries
Consolidated Balance Sheets
(unaudited)

	December 31, 2013	December 31, 2012
ASSETS		
Current Assets		
Cash and cash equivalents	$ 43,310	$ 114,777
Accounts receivable, net of allowance for doubtful accounts of $0 and $0, respectively	66,136	123,045
Prepaid and other current assets	3,718	351,079
Total Current Assets	113,164	588,901
Property and equipment, net of accumulated depreciation of $65,610 and $33,182, respectively	7,581	8,433
Intangible property, net of accumulated amortization of $4,428,336 and $0, respectively	697,541	2,750
Goodwill	483,743	-
Deposits	50,000	-
TOTAL ASSETS	**$ 1,352,029**	**$ 600,084**
LIABILITIES AND STOCKHOLDERS' DEFICIT		
Current Liabilities		
Accounts payable	$ 2,244,434	$ 115,270
Accrued expenses	377,212	149,717
Deferred revenue and customer deposits	26,068	346,747
Due to related party	220,519	-
Advances payable	50,000	-
Advances payable, related parties	131,973	-
Convertible debt	1,646,777	-
Convertible debt, related parties	317,500	-
Notes payable	2,298,200	-
Notes payable, related party	518,388	-
Derivative liability	2,002,872	-
Dividends payable	1,275,502	-
Preferred stock; Series D; $0.001 par; 25,000 shares authorized; 6,118 and 0 issued and outstanding	611,800	-
Preferred stock; Series E; $0.001 par; 25,000 shares authorized;2,418 and 0 issued and outstanding	241,800	-
Total Current Liabilities	11,963,045	611,734
TOTAL LIABILITIES	11,963,045	611,734
Stockholders' Deficit		
Preferred stock; Series A; $0.001 par; 5,000 shares authorized;2,656 and 0 issued and outstanding	3	-
Preferred stock; Series C; $0.001 par; 12,000,000 shares authorized; 5,000 and 0 issued and outstanding	5	-
Common stock: 250,000,000 authorized; $0.001 par value 41,594,877 and 36,005,000 shares issued and outstanding, respectively	4,159	3,601
Additional paid in capital	485,223	(2,601)
Accumulated deficit	(11,100,406)	(12,650)
Total Stockholders' Deficit	(10,611,016)	(11,650)
TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT	**$ 1,352,029**	**$ 600,084**

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

Priority Aviation, Inc. and Subsidiaries
Consolidated Statements of Operation
(unaudited)

	For the Year Ended December 31, 2013	For the Year Ended December 31, 2012
Revenues	$ 6,343,654	$ 6,804,287
Cost of sales	5,491,967	5,678,795
Gross Profit	851,687	1,125,492
Operating Expenses		
Advertising and promotion	460,523	279,078
General and administrative	130,331	76,760
Compensation	562,268	570,070
Professional	169,134	104,720
Rents and overhead	70,443	45,652
Depreciation and amortization	53,467	30,069
Total operating expenses	1,446,166	1,106,349
Net loss from operations	(594,479)	19,143
Other income (expense)		
Interest expense	(17,550)	(2,028)
Change in derivatives	(6,085)	-
Loss on acquisition	(10,459,437)	-
Total other income (expense)	(10,483,072)	(2,028)
Net loss before provision for income taxes	(11,077,551)	17,115
Provision for Income taxes	-	-
Net loss	(11,077,551)	17,115
Preferred stock dividends	10,205	-
Net loss attributed to common stockholders	$ (11,087,756)	$ 17,115
BASIC AND DILUTED LOSS PER SHARE	$ (0.31)	$ 0.00
WEIGHTED AVERAGE NUMBER OF SHARES OUTSTANDING	36,295,980	36,005,000

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

Priority Aviation, Inc. and Subsidiaries
Consolidated Statement of Stockholders' Deficit
(unaudited)

	Preferred Stock						Additional		
	Series A		Series C		Common Stock		Paid in	Accumulated	
	Shares	Amount	Shares	Amount	Shares	Amount	Capital	Deficit	Total
Balance as of December 31, 2011	-	$ -	-	$ -	36,005,000	$ 3,601	$ (2,601)	$ (29,765)	$ (28,765)
Net income								17,115	17,115
Balance as of December 31, 2012	-	-	-	-	36,005,000	3,601	(2,601)	(12,650)	(11,650)
Acquisition NuMobile	2,656	3	5,000	5	5,589,877	558	487,824		488,390
Net loss								(11,087,756)	(11,087,756)
Balance, December 31, 2013	2,656	$ 3	5,000	$ 5	41,594,877	$ 4,159	$ 485,223	$(11,100,406)	$ (10,611,016)

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

Priority Aviation, Inc. and Subsidiaries
Consolidated Statements of Cash Flows
(unaudited)

	For the Year Ended December 31, 2013	2012
Cash Flows from Operating Activities:		
Net loss	$ (11,087,756)	$ 17,115
Adjustments to reconcile net loss to net cash provided by (used in) operating activities:		
Depreciation and amortization	53,467	30,069
Dividends	10,205	
Change in derivative	6,085	
(Gain) Loss on acquisition	10,459,437	
Changes in operating assets and liabilities:		
(Increase) decrease in operating assets:		
Accounts receivable	56,909	(119,899)
Prepaid expenses and other assets	347,361	(326,704)
Increase (decrease) in operating liabilities:		
Accounts payable	(48,472)	103,727
Accrued expenses	241,964	119,491
Deferred revenue and customer deposits	(320,679)	280,474
Advances	48,642	(10,232)
Total adjustments	10,854,919	76,926
Net Cash Provided By (Used in) Operating Activities	(232,837)	94,041
Cash Flows from Investing Activities:		
Acquisition of property and equipment	(3,630)	(24,835)
Acquisition of intangible property	-	(2,750)
Net Cash (Used in) Investing Activities	(3,630)	(27,585)
Cash Flows from Financing Activities:		
Proceeds from Loan(s)	165,000	-
Net Cash Provided By (Used in) Financing Activities	165,000	-
Net Increase (Decrease) in Cash and Cash Equivalents	(71,467)	66,456
Cash and Cash Equivalents, beginning of period	114,777	48,321
Cash and Cash Equivalents, end of period	$ 43,310	$ 114,777
Supplemental Disclosure Information:		
Cash paid for interest	$ 155	$ -
Cash paid for taxes	$ 2,006	$ 3,053
Non-Cash Disclosure:		
Goodwill recognized of the accounting acquirer in merger and share exchange	$ 488,390	$ -

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

Priority Aviation, Inc. and Subsidiaries
Notes to Consolidated Financial Statements
(unaudited)
For the Years ended December 31, 2013 and 2012

NOTE 1 — ORGANIZATION AND SIGNIFICANT ACCOUNTING POLICIES

Organization and Basis of Presentation

Priority Aviation, Inc. (the "Company") was organized under the laws of Nevada on March 25, 1999 as Thoroughbred Interests, Inc. On May 18, 2004, the Company changed its name to Phoenix Interests, Inc.; on July 14, 2009 changed its name to NuMobile, Inc.; and on December 27, 2013 changed its name to Priority Aviation, Inc.

On December 13, 2013 the company entered into an Agreement and Plan of Merger and Reorganization ("Agreement") with and between Priority One Jets, Inc. and NuMobile, Inc. Per the Agreement NuMobile's common stock was issued to owners of Priority One Jets, equivalent to 86.6% of the total issued and outstanding stock after issuance. The transaction has been accounted for as a reverse merger, whereby Priority One is the accounting acquirer and NuMobile is the legal acquirer. The financial statement reflects the financial statements of the accounting acquirer (see Note 10).

Going Concern

The accompanying consolidated financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America, which contemplate continuation of the Company as a going concern. The Company has incurred a net loss of $11,087,756 and used cash for operations of $232,837 for the year ended December 31, 2013 and has an accumulated deficit of $11,100,406 and has a working capital deficit of $11,849,881 as of December 31, 2013. These conditions raise substantial doubt as to the Company's ability to continue as a going concern. These consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty. These consolidated financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts, or amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern. Management believes that it can continue to raise equity or debt financing to support its operations. Management believes that this may cause additional dilution to its shares of common stock.

Stock Splits

On January 7, 2004, the Company affected a one-for-ten (1 for 10) reverse stock split of its common stock. On January 20, 2006, the Company authorized a one-for-fifty (1 for 50) reverse stock splits of its common stock. On June 1, 2009, the Company authorized a one-for-one hundred sixty (1 for 160) reverse stock split of its common stock. On September 3, 2010, the Company authorized a one-for-fifty (1 for 50) reverse stock split of its common stock. On January 6, 2014, the Company affected a one-for-one thousand (1 for 1,000) reverse stock split of its common stock. All share information for common shares has been retroactively restated for these three reverse stock splits.

Consolidated Financial Statements

The accompanying consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries, Priority One Jets, Inc. and NuMobile, Inc. NuMobile includes the consolidation of its wholly-owned subsidiaries, Online Enterprises, Inc., Enhance Network Communication, Inc. and Stonewall Networks, Inc. The accompanying consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America. All inter-company accounts and transactions have been eliminated.

Use of Estimates

The preparation of consolidated financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenue and expenses during the reporting periods. As of December 31, 2013, the Company used estimates in determining accrued expenses, the value of stock based compensation issued for services and the value of the accrued derivative liability. Actual results could differ from these estimates.

Fair Value of Financial Instruments

For certain of the Company's financial instruments, including cash and cash equivalents, accounts receivable, accounts payable and accrued expenses and notes payable, the carrying amounts approximate their fair values due to their short maturities.

ASC Topic 820, "Fair Value Measurements and Disclosures," requires disclosure of the fair value of financial instruments held by the Company. ASC Topic 825, "Financial Instruments," defines fair value, and establishes a three-level valuation hierarchy for disclosures of fair value measurement that enhances disclosure requirements for fair value measures. The carrying amounts reported in the consolidated balance sheets for receivables and current liabilities each qualify as financial instruments and are a reasonable estimate of their fair values because of the short period of time between the origination of such instruments and their expected realization and their current market rate of interest. The three levels of valuation hierarchy are defined as follows:

- Level 1 inputs to the valuation methodology are quoted prices for identical assets or liabilities in active markets.
- Level 2 inputs to the valuation methodology include quoted prices for similar assets and liabilities in active markets, and inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the financial instrument.
- Level 3 inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The Company analyzes all financial instruments with features of both liabilities and equity under ASC 480, "Distinguishing Liabilities from Equity," and ASC 815.

The following table represents our assets and liabilities by level measured at fair value on a recurring basis at December 31, 2013.

Description	Level 1	Level 2	Level 3
Liabilities			
Accrued derivative liability	-	$ 2,002,872	-

Cash and Cash Equivalents

For purposes of the statements of cash flows, the Company defines cash equivalents as all highly liquid debt instruments purchased with a maturity of three months or less, plus all certificates of deposit.

Accounts Receivable

The Company maintains reserves for potential credit losses on accounts receivable. Management reviews the composition of accounts receivable and analyzes historical bad debts, customer concentrations, customer credit worthiness, current economic trends and changes in customer payment patterns to evaluate the adequacy of these reserves. Based on its analysis, as of December 31, 2013 and 2012, the Company has not provided a reserve for receivables.

Concentration of Credit Risk

Financial instruments, which potentially subject the Company to concentrations of credit risk, consist of cash and accounts receivables. The Company places its cash with high quality financial institutions and at times may exceed the FDIC $250,000 insurance limit. The Company extends credit based on an evaluation of the customer's financial condition, generally without collateral. Exposure to losses on receivables is principally dependent on each customer's financial condition. The Company monitors its exposure for credit losses and maintains allowances for anticipated losses, as required.

Property and Equipment

Property and equipment are stated at cost. Expenditures for maintenance and repairs are charged to earnings as incurred; additions, renewals and betterments are capitalized. When property and equipment are retired or otherwise disposed of, the related cost and accumulated depreciation are removed from the respective accounts, and any gain or loss is included in operations. Depreciation of property and equipment is provided using the straight-line method for substantially all assets with estimated lives of 5-7 years.

Intangible Assets

Intangible assets consist of purchased technology in connection with the acquisition of Enhance Network Communication, Inc. and Stonewall Networks, Inc. Company evaluates intangible assets for impairment, at least on an annual basis and whenever events or changes in circumstances indicate that the carrying value may not be recoverable from its estimated future cash flows. Recoverability of intangible assets is measured by comparing its net book value to the related projected undiscounted cash flows from these assets, considering a number of factors including past operating results, budgets, economic projections, market trends and product development cycles. If the net book value of the asset exceeds the related undiscounted cash flows, the asset is considered impaired, and a second test is performed to measure the amount of impairment loss.

Impairment of Long-Lived Assets

The Company applies the provisions of ASC Topic 360, "Property, Plant, and Equipment," which addresses financial accounting and reporting for the impairment or disposal of long-lived assets. ASC 360 requires impairment losses to be recorded on long-lived assets used in operations when indicators of impairment are present and the undiscounted cash flows estimated to be generated by those assets are less than the assets' carrying amounts. In that event, a loss is recognized based on the amount by which the carrying amount exceeds the fair value of the long-lived assets. Loss on long-lived assets to be disposed of is determined in a similar manner, except that fair values are reduced for the cost of disposal. Based on its review, the Company believes that as of December 31, 2013 and 2012, there was no significant impairment of its long-lived assets.

Accrued Derivative Liability

The Company's convertible debt and the Series A, D and E preferred stock can be converted into common stock at a conversion price that is a percentage of the market price; therefore the number of shares that could be required to be delivered upon "net-share settlement" is essentially indeterminate. The Company has bifurcated the beneficial conversion features embedded in its convertible debentures and preferred stock and has recorded the fair value of these beneficial conversion features as a current liability.

Convertible Preferred Stock and Convertible Note

The Company's Series ~~A,~~ D and E preferred stock and convertible debt are presented as liabilities since the Company has financial instruments that are convertible into common stock at a conversion price that is a percentage of the market price; therefore the number of shares that could be required to be delivered upon "net-share settlement" is essentially indeterminate and the Company may not have enough authorized shares to satisfy the conversion of its convertible preferred stock.

Revenue Recognition

The Company's revenue recognition policies are in compliance with SEC Staff Accounting Bulletin (SAB) 104. Revenue is recognized when services are rendered to customers when a formal arrangement exists, the price is fixed or determinable, the delivery is completed, no other significant obligations of the Company exist and collectability is reasonably assured. Payments received before all of the relevant criteria for revenue recognition are satisfied are recorded as unearned revenue.

Income Taxes

The Company accounts for income taxes in accordance with ASC Topic 740, “Income Taxes.” ASC 740 requires a company to use the asset and liability method of accounting for income taxes, whereby deferred tax assets are recognized for deductible temporary differences, and deferred tax liabilities are recognized for taxable temporary differences. Temporary differences are the differences between the reported amounts of assets and liabilities and their tax bases. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion, or all of, the deferred tax assets will not be realized. Deferred tax assets and liabilities are adjusted for the effects of changes in tax laws and rates on the date of enactment.

Under ASC 740, a tax position is recognized as a benefit only if it is “more likely than not” that the tax position would be sustained in a tax examination, with a tax examination being presumed to occur. The amount recognized is the largest amount of tax benefit that is greater than 50% likely of being realized on examination. For tax positions not meeting the “more likely than not” test, no tax benefit is recorded. The adoption had no effect on the Company’s consolidated financial statements.

Loss Per Share

The Company reports loss per share in accordance with ASC Topic 260, “Earnings Per Share.” Basic earnings per share is based upon the weighted average number of common shares outstanding. Diluted earnings per share is based on the assumption that all dilutive convertible shares and stock warrants were converted or exercised. Dilution is computed by applying the treasury stock method. Under this method, warrants are assumed to be exercised at the beginning of the period (or at the time of issuance, if later), and as if funds obtained thereby were used to purchase common stock at the average market price during the period. The following potential common shares have been excluded from the computation of diluted net loss per share for the nine months ended September 30, 2013 because the effect would have been anti-dilutive:

	2013
Common stock issuable (approximate) upon conversion of convertible debt	47,266,777
Common stock issuable (approximate) upon conversion of convertible preferred stock	32,332,353

Comprehensive Loss

For the years ended December 31, 2013 and 2012, the Company did not have items that represented other comprehensive income and, accordingly, a statement of comprehensive loss has not been included herein.

Recently Issued Accounting Pronouncements

We have reviewed the FASB issued Accounting Standards Update ("ASU") accounting pronouncements and interpretations thereof that have effectiveness dates during the periods reported and in future periods. The Company has carefully considered the new pronouncements that alter previous generally accepted accounting principles and does not believe that any new or modified principles will have a material impact on the corporation's reported financial position or operations in the near term. The applicability of any standard is subject to the formal review of our financial management and certain standards are under consideration.

NOTE 2 – PROPERTY AND EQUIPMENT

The following are the details of property and equipment at December 31, 2013 and 2012:

	Lives Years	**December 31, 2013**	**December 31, 2012**
Computer equipment	5	$ 17,485	$ -
Office furniture and fixtures	7	43,109	41,615
Office equipment	5	12,597	-
		73,191	41,615
Less accumulated depreciation		(65,610)	(33,182)
		$ 7,581	$ 8,433

Depreciation expense was $6,085 and $30,069 for years ending December 31. 2013 and 2012, respectively.

NOTE 3 – INTELLECTUAL PROPERTY

The following are the details of intangible assets at December 31, 2013 and 2012:

	December 31, 2013	**December 31, 2012**
Software	$ 487,828	$ 2,750
Purchased Technology	4,638,049	-
	5,125,877	2,750
Accumulated Amortization	(4,428,336)	-
	$ 697,541	$ 2,750

Amortization expense was $46,662 and $0 for years ending December 31. 2013 and 2012, respectively.

The following table summarizes the amortization over the next 5 years:

Year Ended December 31,	Amount
2014	$ 697,541

NOTE 4 – RELATED PARTY TRANSACTIONS

The Company has a number of notes payable outstanding to related parties. See Note 5 and 7.

NOTE 5 – CONVERTIBLE DEBT (INCLUDING RELATED PARTIES)

Date of Convertible Debt Issuance	December 31, 2013	December 31, 2012
October 9, 2009	$ 100,000	$ -
March 3, 2010	272,440	-
May 27, 2010	47,185	-
September 28, 2010	100,000	-
October 20, 2010	169,000	-
October 22, 2010	121,152	-
December 2, 2010	497,000	-
February 15, 2011	200,000	-
March 23, 2011	50,000	-
March 23, 2011	60,000	-
March 28, 2011	100,000	-
September 20, 2011	10,000	-
December 31, 2011	60,000	-
December 31, 2012	105,000	-
March 31, 2013	22,500	-
June 30, 2013	30,000	-
December 31, 2013	20,000	-
Subtotal	1,964,277	-
Less: Debt discount	-	-
Total	1,964,277	-

On October 9, 2009, in consideration for compensation earned, the Company issued two unsecured notes payable to Jim Tilton, the Company's President and Chief Executive Officer in the amount of $50,000 each, for a total principal amount of $100,000. On December 31, 2011, in consideration for compensation earned, the Company issued an unsecured note payable to Jim Tilton, in the amount of $60,000. On December 31, 2012, in consideration for compensation earned, the Company issued an unsecured note payable to Jim Tilton, in the amount of $105,000. On March 31, 2013, in consideration for compensation earned, the Company issued an unsecured note payable to Jim Tilton, in the amount of $22,500. On June 30, 2013, in consideration for compensation earned, the Company issued an unsecured note payable to Jim Tilton, in the amount of $30,000. The notes bear interest at 8% per annum and are due upon demand. Principal and accrued and unpaid interest on the notes are convertible at the option of the holder at 50%

of the closing price of the Company's common stock on the date of conversion. The notes have been classified as convertible debt, related party in the accompanying balance sheets. On December 31, 2013 and December 31, 2012, the notes were convertible into a total of 6,350,000, and 5,300,000 shares of common stock, respectively.

On February 18, 2010, the Company entered into a convertible debenture for cash proceeds of $50,000. The debenture initially matured on August 18, 2010 and bears interest at 8% per annum. In October 2010, the note's maturity was extended to March 31, 2011. On March 23, 2011, the party who held the debenture assigned the debenture to a party unaffiliated with the Company, and the assignee renegotiated the terms of the note. The new note is due December 31, 2011 and bears interest at 8% per annum. The holder is entitled, at its option, to convert any or all of the outstanding principal plus accrued and unpaid interest at any time into shares of the Company's common stock, at a price per share equal to 50% of the lowest closing bid price for the preceding 10 days prior to the Company receiving notice of conversion. December 31, 2013 and December 31, 2012, the debenture was convertible into 1,310,000 and 1,230,000 shares of the Company's common stock, respectively.

On March 3, 2010, the Company entered into a convertible debenture for cash proceeds of $90,000, which is in addition to a convertible debenture outstanding with the same holder in the amount of $182,440. On September 20, 2011, the Company entered into a convertible debenture for cash proceeds of $10,000. The entire $282,440 debenture matures on December 31, 2011 and bears interest at 8% per annum. In October 2010, the note's maturity was extended to March 31, 2011. The holder is entitled, at its option, to convert any or all of the outstanding principal plus accrued and unpaid interest at any time into shares of the Company's common stock, at a price per share equal to 50% of the closing bid price of the common stock on the date that the Company receives notice of conversion. On December 31, 2013 and December 31, 2012, the entire debenture was convertible into 7,698,320 and 7,246,420 shares of the Company's common stock, respectively. The initial fair value of the conversion option feature was estimated at $287,354 using the Black-Scholes pricing model. The assumptions used in the Black-Scholes option pricing model at March 3, 2010 in connection with this debenture are as follows: (1) dividend yield of 0%; (2) expected volatility of 0%, (3) risk-free interest rate of 0.19%, and (4) expected life of 0.59 years. On December 31, 2013, the entire $100,000 plus the $182,440 previous balance remained outstanding.

On May 20, 2010, the Company entered into a second convertible debenture with the same holder, for cash proceeds of $60,000. This debenture matured November 20, 2010, was issued on the same terms as the first convertible debenture. On March 23, 2011, the party who held the debenture assigned the debenture to a party unaffiliated with the Company, and the assignee renegotiated the terms of the note. The new note is due December 31, 2011 and bears interest at 8% per annum. The holder is entitled, at its option, to convert any or all of the outstanding principal plus accrued and unpaid interest at any time into shares of the Company's common stock, at a price per share equal to 50% of the lowest closing bid price for the preceding 10 days prior to the Company receiving notice of conversion. On December 31, 2013 and December 31, 2012, the debenture was convertible into 1,548,000 and 1,452,000 shares of the Company's common stock, respectively.

On May 27, 2010, the Company issued and sold a convertible note in the principal amount of $260,000, for a purchase price of $250,000 (reflecting an original issue discount of $10,000), to St. George

Investments, LLC. Principal and unpaid interest on the note is due six months from the date of issuance. The note bears interest at the rate of 12% per annum, payable upon maturity. Outstanding principal, and accrued interest thereon is convertible into such number of shares of the Company's common stock, as is determined by dividing (i) the sum of (A) the Outstanding Amount, plus (B) an amount equal to 1% of the Outstanding Amount multiplied by the number of whole months elapsed from May 31, 2010 until the date of conversion but in no event less than 10% of the Outstanding Amount by (ii) the Conversion Price (as defined in the note) at that time. The conversion price is defined in the note as the lesser of (a) 60% of the average of the closing bid price of the Company's common stock on each of the five immediately preceding trading days or (b) $1.25. During the year ended December 31, 2011, $190,420 of the outstanding balance was converted into 993,000 shares of common stock. On December 31, 2013 and December 31, 2012, the note was convertible into 1,436,533 and 1,342,167 shares of the Company's common stock, respectively. The initial fair value of the conversion option feature was estimated at $151,637 using the Black-Scholes pricing model. The assumptions used in the Black-Scholes option pricing model at May 27, 2010 in connection with this debenture are as follows: (1) dividend yield of 0%; (2) expected volatility of 0%, (3) risk-free interest rate of 0.23%, and (4) expected life of 0.50 years.

On September 28, 2010, the Company entered into a third convertible debenture with this holder, with a principal amount and cash proceeds of $100,000. This debenture matures March 28, 2011 and was issued on the same terms as the other convertible debentures issued to this holder. On December 31, 2013 and December 31, 2012, the debenture was convertible into 2,520,000 and 2,360,000 shares of the Company's common stock, respectively. The Company has complied with the provisions of ASC 815 *"Derivatives and Hedging"*, and recorded the fair value of the embedded conversion option liability associated with the debentures. The initial fair values of the conversion option features were estimated at $50,045 on February 18, 2010, $65,283 on May 20, 2010 and $100,094 on September 28, 2010 using the Black-Scholes pricing model. The assumptions used in the Black-Scholes option pricing model at the issuance dates of the debentures are as follows: (1) dividend yield of 0%; (2) expected volatility of 0%, (3) risk-free interest rate of 0.18 – 0.22%, and (4) expected life of 0.50 years. On December 31, 2011, the entire $100,000 balance remained outstanding.

On October 20, 2010, the employee who held a note due from the Company in the amount of $300,000 plus $27,000 in accrued interest assigned the note to a party unaffiliated with the Company, and the assignee renegotiated the terms of the note and amount due and payable from the Company. The original note was past due and the new holder waived any defaults, and the Company and the holder executed a replacement unsecured convertible promissory note with principal of $169,000. Interest on the replacement note accrues at a rate of 12% per annum; provided that upon occurrence of an event of default interest shall accrue at a rate of 18% per annum. The note is due on demand. At any time prior to payment in full of the entire outstanding principal amount of this note, plus accrued interest hereunder, fees and collection costs, the holder shall have the right, at holder's option, to convert the outstanding amount on this note, in whole or in part, into the number of shares of common stock as is determined by dividing (i) the sum of (A) the conversion amount, plus (B) an amount equal to 1% of the conversion amount multiplied by the number of whole months elapsed from the date hereof until the date of conversion but in no event less than 10% of the conversion amount by (ii) the conversion price at that time. The conversion price means 60% of the lesser of (y) the average of the closing bid prices of the common stock on each of the five immediately preceding trading days, or (z) the closing bid price for the common stock for the trading day immediately preceding the date of conversion. On December 31, 2013 and December 31, 2012, the note was convertible to 3,872,917and 3,534,917 shares of the Company's common stock, respectively. The assumptions used in the Black-Scholes option pricing model at October 20, 2010 in connection with this replacement note are as follows: (1) dividend yield of 0%; (2) expected volatility of 0%, (3) risk-free interest rate of 0.17%, and (4) expected life of 0.50 years.

On October 22, 2010, an unrelated party who held a note due from the Company in the amount of $223,844 plus $20,146 in accrued interest assigned the note to a party unaffiliated with the Company, and the assignee renegotiated the terms of the note and amount due and payable from the Company. The original note was past due and the new holder waived any defaults, and the Company and the holder executed a replacement unsecured convertible promissory note with principal of $133,152. Interest on the replacement note accrues at a rate of 12% per annum; provided that upon occurrence of an event of default interest shall accrue at a rate of 18% per annum. The note is due on demand. At any time prior to payment in full of the entire outstanding principal amount of this note, plus accrued interest hereunder, fees and collection costs, the holder shall have the right, at holder's option, to convert the outstanding amount on this note, in whole or in part, into the number of shares of common stock as is determined by dividing (i) the sum of (A) the conversion amount, plus (B) an amount equal to 1% of the conversion amount multiplied by the number of whole months elapsed from the date hereof until the date of conversion but in no event less than 10% of the conversion amount by (ii) the conversion price at that time. The conversion price means 60% of the lesser of (y) the average of the closing bid prices of the common stock on each of the five immediately preceding trading days, or (z) the closing bid price for the common stock for the trading day immediately preceding the date of conversion. During the year ended December 31, 2013, the holder converted $12,000 into 240,000,000 shares of common stock. On December 31, 2013 and December 31, 2012, the note was convertible to 2,842,400 and 2,785,093 shares of the Company's common stock, respectively. The assumptions used in the Black-Scholes option pricing model at October 22, 2010 in connection with this replacement note are as follows: (1) dividend yield of 0%; (2) expected volatility of 0%, (3) risk-free interest rate of 0.17%, and (4) expected life of 0.50 years.

On December 2, 2010, a holder of 7,500 shares of the Company's Series D convertible preferred stock, 2,500 shares of the Company's Series E preferred stock, and $349,600 in a note payable exchanged these instruments into a new Series 2010-A convertible promissory note due December 31, 2012 in the amount of $750,000. The new note bears interest at 8% per annum, payable semi-annually in arrears, on January 1 and July 1 of each year during the note's term, with the first payment due and payable on January 1, 2011. The new note, plus any accrued and unpaid interest, is convertible at the holder's option at any time, into shares of the Company's common stock at a conversion price equal to 50% of the lowest of the closing bid prices for the common stock for the ten trading days prior to and including the conversion date. During the year ended December 31, 2011, $247,019 of the outstanding balance was converted into 2,217,201 shares of common stock. On December 2, 2011 and 2010, the note was convertible to 12,309,440 and 11,713,040 shares of the Company's common stock, respectively. The initial fair value of the conversion option feature was estimated at $1,475,920 using the Black-Scholes pricing model. The assumptions used in the Black-Scholes option pricing model at December 2, 2010 in connection with this debenture are as follows: (1) dividend yield of 0%; (2) expected volatility of 0%, (3) risk-free interest rate of 0.55%, and (4) expected life of 2.00 years.

On February 15, 2011, the Company exchanged a note payable $200,000 and accrued interest of $38,500 into a convertible note. Principal and unpaid interest on the note is due upon demand. The note bears interest at the rate of 8% per annum, payable upon maturity. The note, plus any accrued and unpaid interest, is convertible at the holder's option at any time, into shares of the Company's common stock at a conversion price equal to 50% of the lowest of the closing bid prices for the common stock for the five trading days prior to and including the conversion date. On December 31, 2011 and February 15, 2011, the note was convertible to 4,675,000and 4,475,000shares of the Company's common stock, respectively. The assumptions used in the Black-Scholes option pricing model at February 15, 2011 in connection with this debenture are as follows: (1) dividend yield of 0%; (2) expected volatility of 0%, (3) risk-free interest rate of 0.17%, and (4) expected life of 0.66 years.

On March 28, 2011 the Company entered into a convertible debenture for cash proceeds of $100,000. The debenture initially matures on September 28, 2011 and bears interest at 8% per annum. The holder is entitled, at its option, to convert any or all of the outstanding principal plus accrued and unpaid interest at any time into shares of the Company's common stock, at a price per share equal to 50% of the lowest closing bid price for the preceding 10 days prior to the Company receiving notice of conversion. On December 31, 2011 and March 28, 2011, the debenture was convertible into 2,000,367 and 1,900,367 shares of the Company's common stock, respectively. The Company has complied with the provisions of ASC 815 "Derivatives and Hedging", and recorded the fair value of the embedded conversion option liability associated with the debenture. The initial fair value of the conversion option feature was estimated at $73,433 on March 28, 2011 using the Black-Scholes pricing model. The assumptions used in the Black-Scholes option pricing model at the issuance dates of the debentures are as follows: (1) dividend yield of 0%; (2) expected volatility of 0%, (3) risk-free interest rate of 0.18%, and (4) expected life of 0.50 years.

On November 20, 2013 the Company entered into a convertible debenture for cash proceeds of $10,000. The debenture initially matures on November 20, 2014 and bears interest at 8% per annum. The holder is entitled, at its option, to convert any or all of the outstanding principal plus accrued and unpaid interest at any time into shares of the Company's common stock, at a price per share equal to 50% of the lowest closing bid price for the preceding 10 days prior to the Company receiving notice of conversion. On December 31, 2013 the debenture was convertible into 252,500 shares of the Company's common stock, respectively. The Company has complied with the provisions of ASC 815 "Derivatives and Hedging", and recorded the fair value of the embedded conversion option liability associated with the debenture. The initial fair value of the conversion option feature was estimated at $10,000 on November 20, 2013 using the Black-Scholes pricing model. The assumptions used in the Black-Scholes option pricing model at the issuance dates of the debentures are as follows: (1) dividend yield of 0%; (2) expected volatility of 0%, (3) risk-free interest rate of 0.18%, and (4) expected life of 0.50 years.

On December 6, 2013 the Company entered into a convertible debenture for cash proceeds of $10,000. The debenture initially matures on December 6, 2014 and bears interest at 8% per annum. The holder is entitled, at its option, to convert any or all of the outstanding principal plus accrued and unpaid interest at any time into shares of the Company's common stock, at a price per share equal to 50% of the lowest closing bid price for the preceding 10 days prior to the Company receiving notice of conversion. On December 31, 2013 the debenture was convertible into 252,500 shares of the Company's common stock, respectively. The Company has complied with the provisions of ASC 815 "Derivatives and Hedging", and recorded the fair value of the embedded conversion option liability associated with the debenture. The initial fair value of the conversion option feature was estimated at $10,000 on November 20, 2013 using the Black-Scholes pricing model. The assumptions used in the Black-Scholes option pricing model at the issuance dates of the debentures are as follows: (1) dividend yield of 0%; (2) expected volatility of 0%, (3) risk-free interest rate of 0.18%, and (4) expected life of 0.50 years.

The fair value of the conversion option feature associated with the Company's outstanding convertible debentures at December 31, 2013 and December 31, 2012 was $2,002,872 and $1,859,483, respectively. NuMobile recorded an expense of $31,411 in its accompanying statements of operations for the three and nine months ended September 30, 2013, respectively as change in accrued derivative liability. The assumptions used in the Black-Scholes option pricing model at December 31, 2011 in connection with the Company's outstanding convertible debentures are as follows: (1) dividend yield of 0%; (2) expected volatility of 0%, (3) risk-free interest rate of 0.01% - 0.72%, and (4) expected life of 0 - 5 years. Interest expense on the Company's debt for the three and nine months ended September 30, 2013 was $90,895 and $181,165. Interest expense arising from amortization of debt discounts amounted to $0 during the three and nine months ended September 30, 2013.

NOTE 6 –NOTE PAYABLE

Notes payable consisted of the following at December 31, 2013 and 2012:

	December 31, 2013	December 31, 2012
Note payable to investor; interest accrues at 12%; note is unsecured and due upon demand	$ 43,400	$ -
Note payable to investor; interest accrues at 18%; note is unsecured and due upon demand	10,000	-
Note payable assumed in connection with purchase of Enhance Network Communication, Inc.	87,168	-
Note payable to shareholders of Stonewall Networks, Inc.; note is due on December 31, 2011	1,322,558	-
Note payable to investor; note is unsecured; interest accrues at 8% and due upon demand	100,000	-
Note payable to investor; note is unsecured; interest accrues at 8% and due upon demand	25,016	-
Note payable to investor; note is unsecured; interest accrues at 8% and due October 15, 2011.	410,058	-
Note payable to investor; note is unsecured; interest accrues at 8% and due December 31, 2012.	50,000	-
Note payable to investor; note is unsecured; interest accrues at 8% and due December 31, 2012.	85,000	-
Note payable to investor; note is unsecured; interest accrues at 10% and due June 13-30, 2014, amount settled in stock March 5, 2014.	165,000	-
	$ 2,298,200	$ -

NOTE 7 –NOTE PAYABLE – RELATED PARTIES

Notes payable – related parties consisted of the follows at December 31, 2013 and 2012:

	December 31, 2013	December 31, 2012
Loan payable to company wholly owned by officer of Stonewall Networks, Inc.; interest accrued at Prime Rate plus 1%; note is unsecured and due upon demand	$ 400,178	$ -
Note payable to employee of Stonewall Networks, Inc.; does not accrue interest; note is unsecured and due on demand	102,026	-
Note payable to company wholly owned by officer of Stonewall Networks, Inc.; does not accrue interest; note is unsecured and due on demand	16,184	-
	$ 518,388	$ -

NOTE 8 –STOCKHOLDERS' DEFICIT

On January 2, 2004, the Company filed a Certificate of Amendment to its Articles of Incorporation for the State of Nevada to amend its capitalization. The amendment grants the Company the authority to issue 1 billion shares of par value $0.001 stock consisting of 20,000,000 preferred shares and 980,000,000 common shares.

On October 5, 2005, the Company filed an Information Statement requesting approval from the stockholders to give the Company's board of directors the authority to (1) effect a reverse stock split of each share of common stock of the Company at a ratio of one share for up to 50 shares of common stock outstanding, as determined by the Company's board of directors at its discretion, and (2) amend the Company's Articles of Incorporation to increase from 980,000,000 to 5,000,000,000 the number of shares of common stock the Company is authorized to issue. The stockholders approved items (1) and (2) above and on November 9, 2005, the Company filed a Certificate of Amendment with the Nevada Secretary of State increasing the number of authorized common shares to 5,000,000,000.

Common Stock

On December 4, 2014, the Company amended its Articles of Incorporation, increasing its authorized common shares. $0.0001 par value, to 250,000,000.

Stock Splits

On January 7, 2004, the Company affected a one-for-ten (1 for 10) reverse stock split of its common stock. On January 20, 2006, the Company authorized a one-for-fifty (1 for 50) reverse stock splits of its common stock. On June 1, 2009, the Company authorized a one-for-one hundred sixty (1 for 160) reverse stock split of its common stock. On September 3, 2010, the Company authorized a one-for-fifty (1 for 50) reverse stock split of its common stock. On January 6, 2014, the Company affected a one-for-one thousand (1 for 1,000) reverse stock split of its common stock. All share information for common shares has been retroactively restated for these three reverse stock splits.

<u>Preferred Stock</u>

The Company has debt and equity instruments that can be converted into common stock at a conversion prices that are a percentage of the market price; therefore the number of shares that could be required to be delivered upon "net-share settlement" is essentially indeterminate. Therefore, the Series A, D and E Preferred Stock which can be converted into shares of common stock are shown in the accompanying consolidated balance sheet as a current liability.

Series A Preferred Stock **-** There are 5,000 shares of Series A preferred stock authorized. Each share of Series A preferred stock was initially entitled to receive a monthly dividend of $2.00 per share, payable quarterly in arrears, and is convertible into common stock at the rate of $100 per share ($500,000 in the aggregate) at a discount of (1) 75% of the closing bid price of the common stock (if at the option of the holder), or (2) 60% of the closing bid price of the common stock (if at the option of our company). In the event of liquidation, all shares of Series A preferred stock would automatically be converted into shares of our common stock at rate of $100 per share, with holders of shares of Series A preferred stock being entitled to receive, in the aggregate, shares of our common stock valued at $500,000. Shares of Series A preferred stock initially were to vote with shares of our common stock on an as-converted basis.

On May 3, 2010, the Company filed an amendment to the Company's certificate of designation of its Class A Preferred Stock. Pursuant to the Amendment:

- ☐ All accrued but unpaid dividends payable to the holders of Class A Preferred Stock were eliminated.
- ☐ The right of the holders of the Class A Preferred Stock to receive future dividends was eliminated.
- ☐ The holders of the Class A Preferred Stock will own 51% of the voting power of the shareholders of the Company.

Accordingly, the Company (a) reclassified its Series A preferred stock from liabilities to equity in the accompanying consolidated balance sheet at September 30, 2010, as the instrument now holds majority (51%) voting rights in Company decisions and thus is characterized more akin to an equity instrument, and (b) eliminated previously accrued dividends on Series A preferred stock in the amount of $353,592 during the year ended December 31, 2010.

Series B Preferred Stock **-** There are no shares of Series B preferred stock authorized.

Series C Preferred Stock **-** There are 12,000,000 shares of Series C preferred stock authorized. Each share of Series C preferred stock is convertible into one share of our common stock. The Series C preferred stock is non-interest bearing, does not have voting rights, and is not entitled to receive dividends. In the event of a liquidation, each share of Series C preferred stock will automatically convert into one share of our common stock and will otherwise not be entitled to any preference over shares of our common stock or any shares of our preferred stock. Shares of Series C preferred stock are entitled to name two members of our board of directors.

Series D Preferred Stock - There are 25,000 shares of Series D preferred stock authorized. Shares of Series D preferred stock are entitled to participate, on an as-converted basis, in any dividends declared on the common stock. In the event of a voluntary or involuntary liquidation, dissolution or winding up of the Corporation, holders of Series D preferred stock shall be entitled to share pari passu with the holders of shares of common stock in the assets of the Corporation, on an as converted basis, whether such assets are capital or surplus of any nature. Any outstanding shares of Series D preferred stock may, at the option of the holder, be converted at any time or from time to time into fully paid and nonassessable shares of common stock at the conversion rate in effect at the time of conversion, determined as provided herein, except that (1) a holder of shares of Series D preferred stock may at any given time convert only up to that number of shares of Series D preferred stock as would result in the aggregate beneficial ownership of the Company's common stock (calculated in accordance with Rule 13d-3 of the Securities Exchange Act of 1934, as amended) of that holder and all persons affiliated with that holder not being more than 4.99% of the Company's common stock then outstanding and (2) a holder of shares of Series D preferred stock may not convert more than half of that holder's shares of Series D preferred stock within any 30-day period. The number of shares into which one share of Series D preferred stock is convertible will be determined by dividing (1) the sum of (A) Stated Value plus (B) an amount equal to 1% of the Stated Value multiplied by the number of months from the original issue date until the date of conversion (pro rated for any period of less than a month) by (2) the conversion price at that time. The conversion price is the lesser of (1) 70% of the closing bid price and (2) $0.0192 (the amount being 120% of the closing bid price on December 22, 2004).

Series E Preferred Stock - There are 25,000 shares of Series E preferred stock authorized. Shares of Series E preferred stock may, at the option of the holder, be converted into shares of common stock at the conversion rate in effect at the time of conversion. The number of shares into which one share of Series E preferred stock is convertible will be determined by dividing (1) the sum of (A) the "Stated Value" (equal to $100) plus (B) an amount equal to 1.5% of the Stated Value multiplied by the number of months from the date of issuance until the date of conversion (pro rated for any period of less than a month) by (2) the lesser of (A) $0.006 and (B) the Conversion Price at that time. For these purposes, "Conversion Price" means 70% of the Closing Bid Price, and "Closing Bid Price" on a given day means the lowest closing bid price of the common stock out of the closing bid price of the common stock on each of the five immediately preceding trading days on NASDAQ or any other principal securities price quotation system or market on which prices of the common stock are reported.

On August 3, 2010, the Company filed amendments to the Company's certificates of designation of its Series D and Series E Preferred Stock, respectively. Pursuant to the amendments, the number of shares of common stock issuable upon conversion of one share of Series D or Series E Preferred Stock, respectively, will be determined by dividing the stated value of $100 by the conversion price of $0.10 (subject to adjustment in the event of stock splits, combinations and stock dividends). The Company recognized a gain from re-pricing its derivative liabilities in the amount of $1,090,783 during the year ended December 31, 2010 in connection with the change in the conversion price of the Series D and Series E preferred stock.

On December 2, 2010, a holder of 7,500 shares of the Company's Series D convertible preferred stock, 2,500 shares of the Company's Series E preferred stock, and $349,600 in a note payable exchanged these instruments into a new Series 2010-A convertible promissory note due December 31, 2012 in the amount of $750,000. See Note 5
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NOTE 9 – INCOME TAXES

Deferred income taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial statement purposes and the amounts used for income tax purposes. Significant components of the Company's deferred tax liabilities and assets as of December 31, 2013 and 2012 are as follows:

	December 31, 2013	December 31, 2012
Deferred tax assets:		
Federal net operating loss	$ 3,412,000	$ 3,183,000
State net operating loss	496,000	496,000
Total deferred tax assets	3,908,000	3,679,000
Less valuation allowance	(3,908,000)	(3,679,000)
	$ -	$ -

At December 31, 2013, the Company had federal and state net operating loss ("NOL") carryforwards of approximately $10,035,000 and $9,926,000, respectively. NOLs could, if unused, expire in varying amounts in the years 2019 through 2021.

The valuation allowance increased by $229,000 and $588,000 during 2013 and 2012, respectively. The Company has provided a 100% valuation allowance on the deferred tax assets at December 31, 2013 and 2012 to reduce such asset to zero, since there is no assurance that the Company will generate future taxable income to utilize such asset. Management will review this valuation allowance requirement periodically and make adjustments as warranted.

The reconciliation of the effective income tax rate to the federal statutory rate for the years ended December 31, 2013 and 2012 is as follows:

	2013	**2012**
Federal income tax rate	(34.0%)	(34.0%)
State tax, net of federal benefit	(5.0%)	(5.0%)
Increase in valuation allowance	39.0%	39.0%
Effective income tax rate	0.0%	0.0%

Utilization of the net operating loss and tax credit carryforwards is subject to significant limitations imposed by the change in control under I.R.C. 382, limiting its annual utilization to the value of the Company at the date of change in control times the federal discount rate.

NOTE 10 – PROFORMA INFORMATION

On December 13, 2013 the company entered into an Agreement and Plan of Merger and Reorganization (“Agreement”) with and between Priority One Jets, Inc. and NuMobile, Inc. Per the Agreement NuMobile’s common stock was issued to owners of Priority One Jets, equivalent to 86.6% of the total issued and outstanding stock after issuance. The transaction has been accounted for as a reverse merger, whereby Priority One is the accounting acquirer and NuMobile is the legal acquirer. The financial statement reflects the financial statements of the accounting acquirer.

Because the consolidated financial statements represent the accounting acquirer and the inclusion of the legal acquirer, as if it had been the acquired; the continuation of the financial statements of the legal subsidiary except for its capital structure, the consolidated financial statements reflect all of the following:

a) The assets and liabilities of the legal subsidiary (the accounting acquirer) recognized and measured at their pre-combination carrying amounts.
b) The assets and liabilities of the legal parent (the accounting acquiree) recognized and measured in accordance with the guidance applicable to business combinations.
c) The retained earnings and other equity balances of the legal subsidiary (accounting acquirer) before the business combination.
d) The amount recognized as issued equity interests in the consolidated financial statements determined by adding the issued equity interest of the legal subsidiary (the accounting acquirer) outstanding immediately before the business combination to the fair value of the legal parent (accounting acquiree) determined in accordance with the guidance applicable to business combinations. However, the equity structure (that is, the number and type of equity interests issued) reflects the equity structure of the legal parent (the accounting acquiree), including the equity interests the legal parent issued to effect the combination. Accordingly, the equity structure of the legal subsidiary (the accounting acquirer) is restated using the exchange ratio established in the acquisition agreement to reflect the number of shares of the legal parent (the accounting acquiree) issued in the reverse acquisition.

Priority Aviation, Inc. and Subsidiaries
Notes to Consolidated Financial Statements
(unaudited)
For the Years ended December 31, 2013 and 2012

Below is the proforma financial statements, as of December 31, 2013, as if the entities were consolidated for the year:

Proforma Balance Sheet

	NuMobile	Priority One	Adjustments	Total
Cash	-	43,310	-	43,310
Accounts Receivable	-	66,136	-	66,136
Prepaid	-	4,668	-	4,668
	-	114,114	-	114,114
Property and Equipment, net	81	7,500	-	7,581
Intangible Assets, net	695,708	1,833	-	697,541
Goodwill	-	-	(a) 483,743	483,743
Deposits	50,000	-	-	50,000
	745,789	123,447	483,743	1,352,979
Accounts Payable	2,187,026	57,408	-	2,244,434
Accrued Expenses	-	377,212	-	377,212
Deferred Revenue and Deposits	-	26,068	-	26,068
Notes Payable	4,969,715	213,642	-	5,183,357
Derivative Liability	2,002,872	-	-	2,002,872
Dividends Payable	1,275,502	-	-	1,275,502
Preferred Stock Liability	853,600	-	-	853,600
	11,288,715	674,330	-	11,963,045
Preferred Stock	8	-	-	8
Common Stock	558	1,000	(b) 2,601	4,159
Additional Paid In Capital	7,876,871	-	481,142	8,358,013
Accumulated Deficit	(18,420,363)	(551,883)		(18,972,246)
	(10,542,926)	(550,883)	483,743	(10,610,066)
	745,789	123,447	483,743	1,352,979

Proforma Statement of Operations

	NuMobile	Priority One	Adjustments	Total
Revenue	35,494	6,341,904	-	6,377,398
Cost of Revenue	-	5,491,967	-	5,491,967
	35,494	849,937	-	885,431
Operating Expenses	1,155,746	1,389,552	-	2,545,298
	(1,120,252)	(539,615)	-	(1,659,867)
Other Interest and (Expense)	(479,256)	-	-	(479,256)
	(1,599,508)	(539,615)	-	(2,139,123)
Income Taxes	-	-	-	-
Net Loss	(1,599,508)	(539,615)	-	(2,139,123)
Dividends	206,940	-	-	206,940
Net Loss to Common Stockholders	(1,806,448)	(539,615)	-	(2,346,063)

The accounting acquirer is Priority One Jets, Inc. NuMobile, Inc., the public company, is the acquiree, therefore the financial statement are treated as the private company was the reporting company.

NuMobile's excess of liabilities over net assets is treated as an acquisition cost, as there are no identifiable assets that are to be 'stepped-up' to fair market. Excess is considered a cost of acquisition (loss) on exchange.

(a) Valuation was assigned for the inverse shares acquired. Priority One exchanged 100% of the shares in exchange for 86.6% of the shares of NuMobile. Valuation of Priority One, for the 13.4% of ownership given to NuMobile's shareholder base, was assigned to goodwill. Valuation was based a multiple of their gross margin and comparative calculation of the net market capitalization received for the fair market value of the NuMobile shares.

(b) Equity of Priority One was restated to retroactively reflect the shares acquired in the Agreement exchange.

NOTE 11 – COMMITMENT AND CONTINGENCIES

The Company follows ASC 450-20, Loss Contingencies, to report accounting for contingencies. Liabilities for loss contingencies arising from claims, assessments, litigation, fines and penalties and other sources are recorded when it is probable that a liability has been incurred and the amount of the assessment can be reasonably estimated. There were no commitments or contingencies as of December 31, 2012 and 2011.

NOTE 12 –SUBSEQUENT EVENT

On January 6, 2014, the Company affected a one-for-one thousand (1 for 1,000) reverse stock split of its common stock. All share information for common shares has been retroactively restated for these the reverse stock split.

On January 25, 2014 the company offered contract for the appointment of a Board Member. The contract, as accepted included the following:

- Two Hundred Fifty Thousand Shares (250,000) of common stock;
- For the first calendar year served on the Board, the right to purchase up to one hundred thousand dollars ($100,000) of common stock options. The purchase price payable for the shares is stated to be the closing market price per share on the Option Vesting Date.
- For each additional calendar year served on the Board, entitled to one percent (1 %) of the outstanding shares of the common stock of the Company at the vesting date, exercisable on a quarterly basis, one quarter of one percent (.25%). The purchase price payable for the shares shall be the closing market price per share on the Option Vesting Date.
- The term is for a one year period, with annual reappointments.

On February 28, 2014, the company offered contract for the appointment of a Board Member. The contract, as accepted included the following:

- For each calendar year served on the Board, entitled to one percent (1 %) of the outstanding shares of the common stock of the Company at the vesting date, exercisable on a quarterly basis, one quarter of one percent (.25%). The purchase price payable for the shares shall be the closing market price per share on the Option Vesting Date.

- The term is for a one year period, with annual reappointments.

Effective December 5, 2013 and commencing January 1, 2014, the Company entered into a three year employment agreement with the Chief Executive Officer. The contract included the following:

- Annual base salary of $120,000, with annual increases and entitlements to the benefit offerings of the company, including vacation;
- The Executive shall be issued three million (3,000,000) shares which shall represent a five percent (5%) equity interest in the Company based upon sixty million (60,000,000) shares outstanding at the time of Effective Date. Additionally, the Executive shall be entitled to receive 300,000 shares every six (6) months thereafter during the Term of the Agreement. The Executive shall be entitled to a minimum of eight percent (8%) equity interest in the Company subject to typical anti-dilution provisions.
- Issuance of Stock Options, based on attaining revenue milestones.

On February 19, 2014, in addition to the above employment agreement, four (4) employees received approximately 9 million total of shares of common stock upon their acceptance of positions. The Company will recognize an expense, in the amount of $549,000, for the fair market value of these shares ($.061) at the date of grant.

On March 5, 2014 and March 13, 2014, the Company exchange notes, in the amount of $200,000 for 5,000,000 shares of our common stock. At the date of the exchange, the fair market of our common stock was $0.04, therefore there was no beneficial conversion or expense recognized on the settlement transactions with these debt instruments.

Management has evaluated subsequent events through March 28, 2014, the date the financial statements were available to be issued. Management is not aware of any significant events that occurred subsequent to the balance sheet date that would have a material effect on the financial statements thereby requiring adjustment or disclosure.