SPOTLIGHT CAPITAL HOLDINGS, INC.

(A Colorado Corporation)

All information in this information and disclosure Statement has been compiled to fulfill the disclosure requirements of rule 15c2-11 (a) (5) promulgated under the Securities and Exchange Act of 1934, as amended. The enumerated captions contained herein correspond to the sequential format set forth in the rule.

No Dealer, salesmen or any other person has been authorized to give any information, or to make any representations, not contained herein in connection with the issuer. Such information or representations, if made, must not be relied upon as having been authorized by the issuer, and:

Delivery of this information file does not at any time imply that the information contained herein is correct as of any time subsequent to the date first written above.

The undersigned hereby certifies that the information herein is true and correct to the best of their knowledge and belief.

Date: November 14, 2014

Spotlight Capital Holdings, Inc.

/s/Aaron C. Johnson
President

Part A General Company Information

Item 1: The exact name of the issuer and its predecessor

Spotlight Capital Holdings, Inc. from May 1, 2014, until the present
Avstar Aviation Group, Inc. from September 2009 to May 1, 2014
Pangea Petroleum Corp. until September 2009
Zip Top, Inc. until December 1989

Item 2: The address of the issuer's principal executive offices

601 South Figueroa Street, Suite 4050
Los Angeles, CA 90017
Tel: (213) 337-6784

Item 3: The jurisdiction(s) and date of the issuer's incorporation or organization.

The issuer is incorporated under the laws of the State of Colorado in September of 1997

Part B Share Structure

Item 4: The exact title and class of securities outstanding.

1). preferred stock, par value $.001
2). common stock par value $.001
3). CUSIP number is 849205109
4). Trading symbol is AAVGD, soon to be SLCH

Item 5: Par or stated value and description of the security.

A. *Par or Stated Value:* see above

B. *Common or Preferred Stock:*

1. The common equity has no special dividend, voting or preemption rights.

2 The Company is authorized to issue 10,000,000 share of preferred stock. The conversion rights associated with the preferred shares are to be determined at the time of issue. The holders of preferred shares shall be entitled to vote their shares proportionately to their holdings.

3. Describe any other material rights of common or preferred stockholders.

None

4. Describe any provision in the issuer's charter or by-laws that would delay, defer or prevent a change in control of the issuer.

None

Item 6 The number of shares or total amount of the securities outstanding for each class of securities authorized.

	January 31, 2013	January 31, 2012
(i) Period end date;		
(ii) Number of shares authorized;		
Preferred class	10,000,000	10,000,000
Common	500,000,000	500,000,000
(iii) Number of shares outstanding;		
Preferred class		

	10,000,000	10,000,000
Common	444,546,722	442,546,722

(iv) Freely tradable shares (public float);

Preferred class	10,000,000	10,000,000
Common	442,546,722	442,546,722

(v) Total number of beneficial shareholders 398 398

(vi) Total number of shareholders of record. 398 398

Item 7 The name and address of the transfer agent*.

Old Monmouth Stock Transfer
200 Memorial Parkway
Atlantic Highlands, NJ 07716
Telephone: 732-872-2727

Matt@oldmonmouth.com

The transfer agent is registered under the Exchange Act, and is regulated by the Securities and Exchange Commission.

Part C Business Information

Item 8: The nature of the issuer's business.

The issuer is in the business is changing from aviation interests to producing low cost high quality movies and content for streaming internet media. This is a new business for the company and is progressing as funds become available to support the infrastructure. The predecessor business plan involved in the manufacture of hydrogen assist units for automotive equipment.

1. The issuer is a corporation.

2. The issuer was organized in the year of 1997 under the laws of the State of Colorado;

3. The issuer's fiscal year end date is December 31, 2014.

4. Neither the issuer nor any predecessor has been in bankruptcy, receivership or any similar proceeding,

5. There has not been material reclassification, merger, consolidation, or purchase or sale of a significant amount of assets.

6. There has not been any default of the terms of any note, loan, lease, or other indebtedness or financing arrangement requiring the issuer to make payments;

7. There has not been any change of control.

8. The common shares were decreased by 50 to 1 reverse split, on November 6, 2014.

9. There is no pending or anticipated stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization.

10. There is no known pending action delisting the issuer's securities by any securities exchange.

11. There is no known current, past, pending or threatened legal proceedings or administrative actions either by or against the issuer that could have a material effect on the issuer's business, financial condition, or operations and any current, past or pending trading suspensions by a securities regulator.

B. Business of Issuer.

The issuer is in the business of producing low cost high quality movies, music sound tracks and content for streaming internet media. This is a new business for the company and is developing as funds become available to support the infrastructure.

1. The issuer's primary and secondary SIC Codes.

Primary:	Music and film video, 7812
Secondary:	Music recording, 7389-49
	Motion Picture Distributions Services: 7829
	Advertising, Misc: 7319
	Services-Motion Picture Theaters: 7830
	Motion Picture and Tape Distribution: 7822

2. The issuer's previous businesses were unrelated to the current business plan. Management is in the process of retaining seasoned actors, directors and technical personnel familiar and experienced with the new business model. Spotlight Capital Holdings, Inc. is comprised of three separate divisions; films, music, & Concert Promotions. The three divisions provide synergy, with specific emphasis on profitability and vertical integration.

The Spotlight Film Division ("Spotlight Films"), is engaged in the production of low-budget, high quality, genre pictures with recognizable name talent. The Company's Management Team and Board of Directors will be comprised of industry professionals, whose experience spans decades in the industry. Our strategy is to work with highly skilled producers and directors who have a new approach to risk assessment and management, fulfilled by designing a production pipeline that maintains quality while taking advantage of new

technologies, production efficiencies and value-added enhancements such as new marketing strategies. We will utilize our relationships, experience and in depth knowledge of the industry to produce a product with a certain high standard aesthetics and content. Spotlight Films provides only a quality product produced by veterans, directed by experienced and successful directors, featuring well-known as well as up-and-coming premier talent actors.

At Spotlight Films, we put a sound and solid strategy in place before we start any project. Our team of experienced professionals contributes from start-to-finish with all their abilities to shape the framework for project's execution and success.

The Spotlight Music Division ("Spotlight Music") offers music and videos by some of the industry's most sought after artists and accomplished talents. In the future we plan to provide exclusive, never seen or heard music and videos. These products will be priced below many of our competitors at just 69¢, 99¢, or $1.29 each. Visitors to the website can download the Spotlight Music application and browse around and preview a song before you buy it. Spotlight Music will also offer a community for recommendations from other viewers based on music everyone loves to listen to.

The Spotlight Concert Division ("Spotlight Concerts") offer music performances of the industry's most popular artists in various venues in the continental United States. Because of the arrangements with the artists, venues, and concert promoters, the issuer will be able to maximize profits with minimal expenses.

In addition to the above, the company has entered into negotiation with several business entities that will assist the issuer in the development, and distribution of entertainment products, including but not limited to movies, music videos, concert promotions, and E-Books and E-commence. Once these agreements are memorialized in firm agreements, the partnerships with those entities will help to implement its business model but requires funding to bring those contracts to a viable stage and will be disclosed at a later date.

3. The issuer is not a "shell company".

4. The parent owns one wholly owned subsidiary, whose financial statements are included in the consolidated financial report attached hereto, and whose purpose is to enter into business contracts, on behalf of the parent, until they are funded, at which time they will be managed and operated by the parent.

5. Existing or probable governmental regulations will not affect the business.

6. Although a modest amount has been spent on supporting the existing operations no money has been spent, during each of the last two fiscal years on research and development activities

7. There has been no cost and no effect of compliance with environmental laws (federal, state and local).

8. The company utilizes a variety of consultants who are presently providing services in anticipation of future compensation.

Item 9: The nature of products or services offered.

A. principal products or services, and their markets;

The issuer is in the business of producing low cost high quality movies, sound tracks and content for streaming internet media.

B. distribution methods of the products or services;

The product will be distributed through normal channels for those industries.

C. status of any publicly announced new product or service;

A number of contracts will be entered into with a variety of actors, singers and distribution companies but all require funding to progress to the revenue producing stage.

In addition to the company's entertainment division, the issuer will enter into business arrangements with E-Commerce companies to sale movies, videos, books, and other products to consumers on the world wide web.

There are competitors in each industry segment but few, if any, operate in the entire environment that the Spotlight segments are covering.

D. competitive business conditions, the issuer's competitive position in the industry, and methods of competition;

The company has a market niche with nominal competition in the totality of the various industry segments.

E. sources and availability of raw materials and the names of principal suppliers;

The material required is generated through independent intellectual creativity provided by outsourced consultants and artists.

F. dependence on one or a few major customers;

The market for the Company's productions is vast and the Company is not dependent on a small number of customers.

G. patents, trademarks, licenses, franchises, concessions, royalty agreements or labor contracts, including their duration;

In some instances royalty agreements may be required with various artists but there are no patents or trademarks required for the productions.
H. the need for any government approval of principal products or services and the status of any requested government approvals.

None.

Item 10: The nature and extent of the issuer's facilities.

The issuer does not lease or own any property or facilities at the current time. The issuer intends to acquire real estate in California and Texas to utilize access to entertainers, and legends in the music industry and to benefit from tax credits for the production of movies and videos.

Part D Management Structure and Financial Information

Item 11: The name of the chief executive officer, members of the board of directors, as well as control persons.

A. Officers and Directors

1. Full name and business address;

President and Secretary: Aaron C. Johnson
601 South Figueroa Street, Suite 4050
Los Angeles, CA 90017

1314 Texas St., Suite 1500
Houston, Texas 77002

Treasurer and Legal Counsel: Andre Ligon
601 South Figueroa Street, Suite 4050
Los Angeles, CA 90017

1314 Texas Ave. Ste. 1500
Houston, Texas 77002

Aaron C. Johnson
Director
601 South Figueroa Street, Suite 4050
Los Angeles, CA 90017

1314 Texas Ave. Ste. 1500
Houston, Texas 77002

5. Compensation by the issuer;

None of the officers or directors are receiving any compensation at this time.

6. Number and class of the issuer's securities beneficially owned by each such person.

None of the officers or directors owns any class of the issuer's securities.

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);

None.

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;

None

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;

None

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.

None

C. Disclosure of Family Relationships. Describe any family relationships[4] among and between the issuer's directors, officers, persons nominated or chosen by the issuer to become directors or officers, or beneficial owners of more than five percent (5%) of the any class of the issuer's equity securities.

None.

D. Disclosure of Related Party Transactions.

Describe any transaction during the issuer's last two full fiscal years and the current fiscal year or any currently proposed transaction, involving the issuer, in which (i) the amount involved exceeds the lesser of $120,000 or one percent of the average of the issuer's total assets at year-end for its last three fiscal years and (ii) any related person had or will have a direct or indirect material interest. Disclose the following information regarding the transaction:

None.

Item 12: Financial information for the issuer's most recent fiscal period.

Financial Report will be filed with the OTC Disclosure Service

Item 13: Similar financial information for such part of the two preceding fiscal years as the issuer or its predecessor has been in existence.

Not applicable

Item 14: Beneficial Owners.

Aaron C. Johnson
601 South Figueroa Street, Suite 4050
Los Angeles, CA 90017

Item 15: The name, address, telephone number, and email address of each of the following outside providers that advise the issuer on matters relating to operations, business development and disclosure:

1. Investment Banker
   Not applicable

2. Promoters
   Not applicable

3. Counsel
   Not applicable

4. Accountant or Auditor
   Not applicable

5. Public Relations Consultant(s)
   None

6. Investor Relations Consultant
   Not applicable

7. Any other advisor(s) that assisted, advised, prepared or provided information with respect to this disclosure statement - the information shall include the telephone number and email address of each advisor.

None

Item 16: Management's Discussion and Analysis or Plan of Operation.

Not applicable. No revenue or operating activity at this time.

A. Plan of Operation.

1. The issuer's plan of operation for the next twelve months is to continue networking within the industry and to continue to obtain agreements to produce and distribute both video and

music programming. The issuer also intends to continue developing its ability to provide entertainment product using its E-Commerce partners.

i. Cash is being raised to support the development of the contracts and to cover overhead costs which to this point in time have been provided by agents of the company. Additional capital is needed in order execute on its agreements to the benefit of the company and its shareholders.

ii. There is no product research and development required that the issuer will have to perform over the next twelve months.

iii. There is no expected purchase or sale of plant and significant equipment.

iv. Changes in the number of employees will occur as funds become available to activate the various contracts that the Company has entered into.

B. Management's Discussion and Analysis of Financial Condition and Results of Operations.

There is no discussion available as the issuer's financial condition has not permitted operations nor has revenue been received as of the date of this report.

C. Off-Balance Sheet Arrangements

The issuer has entered into discussions to acquire properties, and intellectual property, (IE-Music Catalogs), and the license fees activities will generate revenue for the issuer. The business purpose of these contracts is to produce revenue and profit for the issuer.

Part E Issuance History

Item 17 List of securities offerings and shares issued for services in the past two years.

No shares have been issued for services in the past two years.

The list shall include all offerings of securities, whether private or public, and shall indicate:

(i) The nature of each offering (e.g., Securities Act Rule 504, intrastate, etc.);
Not applicable

(ii) Any jurisdictions where the offering was registered or qualified;
Not applicable

(iii) The number of shares offered;
Not applicable

(iv)The number of shares sold;
Not applicable

(v) The price at which the shares were offered, and the amount actually paid to the issuer;
Not applicable

(vi) The trading status of the shares; and
Not applicable

(vii) Whether the certificates or other documents that evidence the shares contain a legend
Not applicable

(1) stating that the shares have not been registered under the Securities Act and (2) setting forth or referring to the restrictions on transferability and sale of the shares under the Securities Act.

Part F Exhibits

The following exhibits must be either described in or attached to the disclosure statement:

Item 18 Material Contracts.

A. Every material contract, not made in the ordinary course of business that will be performed after the disclosure statement is posted through the OTC Disclosure and News Service or was entered into not more than two years before such posting. Also include the following contracts:

Not applicable

1) Any contract to which directors, officers, promoters, voting trustees, security holders named in the disclosure statement, or the Designated Advisor for Disclosure are parties other than contracts involving only the purchase or sale of current assets having a determinable market price, at such market price;

Not applicable

2) Any contract upon which the issuer's business is substantially dependent, including but not limited to contracts with principal customers, principal suppliers, and franchise agreements;

Not applicable

3) Any contract for the purchase or sale of any property, plant or equipment for consideration exceeding 15 percent of such assets of the issuer;

Not applicable

4) Any material lease under which a part of the property described in the disclosure statement is held by the issuer.
Not applicable

B. Any management contract or any compensatory plan, contract or arrangement, including but not limited to plans relating to options, warrants or rights, pension, retirement or deferred compensation or bonus, incentive or profit sharing (or if not set forth in any formal document, a written description thereof) in which any director or any executive officer of the issuer participates shall be deemed material and shall be included; and any other management contract or any other compensatory plan, contract, or arrangement in which any other executive officer of the issuer participates shall be filed unless immaterial in amount or significance.

Not applicable

Item 19 Articles of Incorporation and Bylaws.

A. A complete copy of the issuer's articles of incorporation or in the event that the issuer is not a corporation, the issuer's certificate of organization. Whenever amendments to the articles of incorporation or certificate of organization are filed, a complete copy of the articles of incorporation or certificate of organization as amended shall be filed.

B. A complete copy of the issuer's bylaws. Whenever amendments to the bylaws are filed, a complete copy of the bylaws as amended shall be filed.

Amended Articles of Incorporation, where filed on September 6, 2014. Issuer will file the articles along with this disclosure statement

Item 20 Purchases of Equity Securities by the Issuer and Affiliated Purchasers.

Not applicable