GOLD RIVER PRODUCTIONS, INC.

For the Three Months Ended
March 31, 2014

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GOLD RIVER PRODUCTIONS, INC.
BALANCE SHEET
March 31, 2014

ASSETS

			Unaudited
CURRENT ASSETS			
Cash and cash equivalents			$ 221
TOTAL CURRENT ASSETS			221
PROPERTY AND EQUIPMENT			180,778
OTHER ASSETS			
Stockholder notes receivable			34,634
Deferred income taxes			377,800
TOTAL ASSETS			$ 593,433

LIABILITIES AND STOCKHOLDERS' EQUITY

CURRENT LIABILITIES			
Accounts payable	$ 1,735		
Income taxes payable	300		
TOTAL CURRENT LIABILITIES			$ 2,035
LONG-TERM LIABILITIES			37,622
DEFERRED INCOME TAXES			18,300
STOCKHOLDERS' EQUITY			
Common stock, $.00001 par value, 1,000,000,000 shares authorized, 941,909,396 shares issued and outstanding	112,501		
Preferred stock, $.00001 par value, 20,000,000 shares authorized, 7,000,000 shares issued and outstanding			
Capital in excess of par value	592,633		
Discount on stock - preferred stock			
Retained deficit	(169,658)		
TOTAL STOCKHOLDERS EQUITY			535,476
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY			$ 593,433

GOLD RIVER PRODUCTIONS, INC.
STATEMENT OF OPERATIONS
For The Three Months Ended March 31, 2014

			Unaudited
INCOME			
Revenues earned		$ -	
Cost of revenues earned		-	
	GROSS PROFIT		$ -
EXPENSES			
General and administrative		15	
Depreciation & amortization		181	
			196
	OPERATING LOSS		(196)
Income tax expense (benefit)			-
	NET LOSS		$ (196)

GOLD RIVER PRODUCTIONS, INC.
STATEMENT OF STOCKHOLDERS' EQUITY
For The Three Months Ended March 31, 2014

	Common Stock		Preferred Stock		Capital in Excess of	Retained	Discount on Stock	Total Stockholders'
	Shares	Amount	Shares	Amount	Par Value	Earnings	Preferred	Equity
	Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Unaudited
Balance January 1, 2014	941,909,396	$ 112,501	7,000,000	$ 7,000	$ 592,633	$ (169,462)	$ (7,000)	$ 535,672
Net income	-	-	-	-	-	(196)	-	(196)
Balance March 31, 2014	941,909,396	$ 112,501	7,000,000	$ 7,000	$ 592,633	$ (169,658)	$ (7,000)	$ 535,476

GOLD RIVER PRODUCTIONS, INC.
STATEMENT OF CASH FLOWS
For the Three Months Ended March 31, 2014

		Unaudited
CASH FLOWS FROM OPERATING ACTIVITIES		
Less cash paid for:		
General and administrative expenses	$ 15	
		$ 15
Net cash used by operating activities		(15)
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS		(15)
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR		236
CASH AND CASH EQUIVALENTS AT END OF YEAR		$ 221

GOLD RIVER PRODUCTIONS, INC.
NOTES TO FINANCIAL STATEMENTS
March 31, 2014

NOTE 1 - SIGNIFICANT ACCOUNTING POLICIES

The Company's accounting policies conform to U.S. generally accepted accounting principles. The following policies are considered to be significant:

Business Organization

Gold River Productions, Inc. is incorporated in the State of Delaware. The Company was organized to engage in the business of manufacturing composite materials into sandwich panels that are light in weight, stronger, more durable and more impact resistant than conventional materials. The Company is currently headquartered in Salt Lake City, Utah.

Cash and Cash Equivalents

Cash equivalents are generally comprised of certain highly liquid investments with original maturities of less than three months.

Equipment

Equipment is carried at cost net of accumulated depreciation. Depreciation expense is computed principally on the straight-line method in amounts sufficient to write off the cost of depreciable assets over their estimated useful lives.

Normal maintenance and repair items are charged to costs and expenses as incurred. The cost and accumulated depreciation of property and equipment sold or otherwise retired are removed from the accounts and gain or loss on disposition is reflected in net income in the period of disposition.

Intangible Assets

Intangible assets subject to amortization include patents and goodwill. Patents are amortized over the shorter of their legal or useful lives while goodwill is periodically reviewed for impairment.

Income Taxes

The Company uses an asset and liability approach to financial accounting and reporting for income taxes. The difference between the financial statement and tax basis of assets and liabilities is determined quarterly. Deferred income tax assets and liabilities are computed for those differences that have future tax consequences using the currently enacted tax laws and rates that apply to the periods in which they are expected to affect taxable income. Valuation allowances are established, if necessary, to reduce the deferred tax asset to the amount that will more likely than not be realized. Income tax expense is the current tax payable or refundable for the period, plus or minus the net change in the deferred tax assets and liabilities.

The Company's income tax returns are subject to examination by the appropriate tax jurisdictions. As of November 12, 2014, the Company needs to file federal and state tax returns for the years ended 2013, 2012 and 2011. Upon filing, those returns would subject to review by federal and state tax authorities for three years.

NOTE 1 - SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Use of Estimates in the Preparation of Financial Statements

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of the financial statements, and revenues and expenses during the reporting period. In these financial statements assets, liabilities, and earnings involve reliance on management's estimates. Actual results could differ from those estimates.

Advertising and Promotion

All costs associated with advertising and promoting the Company's goods and services are expensed in the year incurred. The Company incurred no advertising expenses for the three months ended March 31, 2014.

Sales and Use Taxes

The Company is domiciled in the State of Delaware with its headquarters in Utah and is required to collect sales tax on all in-state transactions. During the three months ended March 31, 2014, the Company collected and remitted no sales and use tax.

Management Review Date

In preparing these financial statements, the Company has evaluated events and transactions for potential recognition or disclosure through November 12, 2014, the date the financial statements were issued.

NOTE 2 - EQUIPMENT

Equipment as of March 31, 2014:

Cost:	**Unaudited**
Computer equipment	14,300
Office equipment	2,000
Other equipment	7,440
	23,740
Less accumulated depreciation	(22,962)
Net book value	$ 778

Depreciation expense for the three months ended March 31, 2014 totaled $181.

NOTE 3 - INTANGIBLE ASSETS

During 2009, the Company acquired from AeroQuest, LLC certain intellectual property including a patent and patents under development. The patents underdevelopment relate to the design and use of sturdy, light-weight composite materials that can be used in manufacturing new and innovative products. The patent obtained from AeroQuest, LLC will expire in December 2025. The Company allocated $20,000 ($17,500 net of accumulated amortization) to the purchase of the patent and $180,000 to goodwill.

Cost:	**Unaudited**
Goodwill	$ 180,000
Patents	20,000
	200,000
Less accumulated depreciation	(20,000)
Net book value	$ 180,000

Amortization expense for the three months ended March 31, 2014 totaled $0. As of November 12, 2014, the Company determined that the goodwill is not impaired. See Note 5 for additional details.

NOTE 4 - STOCKHOLDER NOTE RECEIVABLE

During 2011 the Company loaned the controlling shareholder $31,418. The payments on the note, along with accrued interest are to begin on January 31, 2015 at $1,000 per month. As of March 31, 2014, the balance on the note, including interest accrued through the end of the prior year was $34,634.

NOTE 5 - LONG-TERM LIABILITIES

The Company also acquired from AeroQuest, LLC $200,000 of notes payable, including accrued interest, due to a former owner of that limited liability company. The note is expected to be repaid before that date after which it will begin accruing interest at 12% annually. This note payable was refinanced during 2014. The new agreement entered into on October 19, 2014 calls for interest to accrue on the outstanding balance plus an additional balance of $200,000 at 7% per annum and allows the company to maintain access to technology rights granted the company in 2010 through December 31, 2025. As of March 31, 2014 the balance due was $37,622, including interest accrued through the end of the prior year.

NOTE 6 - COMMON STOCK ACTIVITY

The number of issued and outstanding shares was 941,909,396 for the three months ended March 31, 2014.

NOTE 7 - PREFERRED STOCK

As of March 31, 2014, the Company has authorized the issue of up to 20,000,000 of .0001 par value preferred stock. The preferred stock carries a voting right of 100 votes per share and each share is convertible to 100 shares of common stock. As of March 31, 2014, 7,000,000 shares of preferred stock were issued. Subsequent to March 31, 2014, the Company issued an additional 500,000 shares of preferred stock.

NOTE 8 - INCOME TAXES

The components of income tax expense (benefit) attributable to continuing operations as of the tax year ending December 31, 2013 are as follows:

	Unaudited
Current	$ 100
Deferred	(2,500)
	$ (2,400)

The Company's income tax expense differed from the statutory federal rate due primarily to state income taxes and surtax exemptions.

The net deferred income taxes in the accompanying balance sheet include the following amounts of deferred income tax assets and liabilities:

	Unaudited
Deferred income tax assets:	
Net operating loss carryforward	377,800
Less deferred income tax liabilities:	
Depreciation differences	(18,300)
Net deferred income tax asset (liability)	$ 359,500

Deferred income taxes disclosed in the financial statements as follows:

	Unaudited
Non-current deferred income tax assets	377,800
Non-current deferred income tax liabilities	(18,300)
	$ 359,500

NOTE 8 - INCOME TAXES (CONTINUED)

The Company has an estimated net operating loss carry forward totaling $1,091,508 as of the tax year ending December 31, 2013 that may be offset against future income. If not used, the carryforwards will begin to expire in 2026.

NOTE 9 - CASH FLOWS FROM OPERATING ACTIVITIES

The following schedule reconciles net income as reported in the accompanying statements of operations with net cash flows from operating activities in the statements of cash flows for the three months ended March 31, 2014.

		Unaudited
Net loss		$ (196)
Adjustments to reconcile net loss to net cash used by operating activities:		
Depreciation	$ 181	
Net cash used by operating activities		$ (15)

NOTE 9 - RESEARCH AND DEVELOPMENT

The amount the Company charged no expenses to research and development expense for the three months ended March 31, 2014.

NOTE 10 - SUBSEQUENT EVENTS

The Company intends to pursue formally changing the name from Gold River Productions, Incorporated to AeroQuest, Incorporated although an effective date for that has not been determined.

In September of 2014, the Company received a notice that stock was owed for services performed. As of November 12, 2014, the Company feels that any liability related to this issue is remote.