

Nexia Holdings, Inc. and Subsidiaries
Quarterly Report

(Unaudited)

For the Nine Months Ended September 30, 2014 and 2013

OTC Pink Basic Disclosure Guidelines

1) Name of the issuer and its predecessors (if any)

In answering this item, please also provide any names used by predecessor entities in the past five years and the dates of the name changes.

Nexia Holdings, Inc.

59 West 100 South, Second Floor, Salt Lake City, Utah 84101

Office: 801-575-8073

Fax: 801-575-8092

Web: www.nexiaholdings.com

2) Address of the issuer's principal executive offices

Company Headquarters
Address 1: 59 West 100 South
Address 2: Second Floor
Address 3: Salt Lake City, Utah 84101
Phone: 801-575-8073
Email: Richard@nexiaholdings.com
Website(s): www.nexiaholdings.com

IR Contact
Address 1: Same as Above
Address 2:
Address 3:
Phone:
Email:
Website(s):

3) Security Information

Trading Symbol: NXHD
Exact title and class of securities outstanding: Common Stock
CUSIP: 65336B608
Par or Stated Value: $0.0001
Total shares authorized: 25,000,000,000 as of: September 30, 2014
Total shares outstanding: 52,321,834 as of: September 30, 2014

Additional class of securities (if necessary):
Trading Symbol: N/A
Exact title and class of securities outstanding: Class A Preferred
CUSIP: N/A
Par or Stated Value: $0.001
Total shares authorized: 10,000,000 as of: September 30, 2014
Total shares outstanding: 142,750 as of: September 30, 2014

Additional class of securities (if necessary):
Trading Symbol: N/A
Exact title and class of securities outstanding: Class B Preferred
CUSIP: N/A
Par or Stated Value: $0.001
Total shares authorized: 20,000,000 as of: September 30, 2014
Total shares outstanding: 15,000,000 as of: September 30, 2014

Additional class of securities (if necessary):
Trading Symbol: N/A
Exact title and class of securities outstanding: Class C Preferred
CUSIP: N/A
Par or Stated Value: $0.001
Total shares authorized: 5,000,000 as of: September 30, 2014
Total shares outstanding: 1,492,013 as of: September 30, 2014

Transfer Agent
Name: Standard Registrar & Transfer Company
Address 1: 12528 South 1840 East
Address 2: Draper, Utah 84020
Phone: (801) 571-8844

Is the Transfer Agent registered under the Exchange Act?* Yes: ☒ No: ☐

*To be included in the OTC Pink Current Information tier, the transfer agent must be registered under the Exchange Act.

List any restrictions on the transfer of security:

N/A

Describe any trading suspension orders issued by the SEC in the past 12 months.

N/A

List any stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization either currently anticipated or that occurred within the past 12 months:

N/A

4) Issuance History

List below any events, in chronological order, that resulted in changes in total shares outstanding by the issuer in the past two fiscal years and any interim period. The list shall include all offerings of equity securities, including debt convertible into equity securities, whether private or public, and all shares or any other securities or options to acquire such securities issued for services, describing (1) the securities, (2) the persons or entities to whom such securities were issued and (3) the services provided by such persons or entities.

On February 28, 2013, under Securities Act Rule 506, Nexia offered and sold 40,000 shares of Series C Preferred stock to Mr. Robert E. and Jana Johnson Stockdale for $1.25 per share. The certificate was issued with a “restricted” legend and the agreement stated the restrictions on the transferability and sale of the shares under the Securities Act.

On December 18, 2013, under Securities Act Rule 506, Nexia offered and sold 2,000 shares of Series C Preferred stock to Crane Mountain Construction for $5.00 per share. The certificate was issued with a “restricted” legend and the agreement stated the restrictions on the transferability and sale of the shares under the Securities Act.

On August 10, 2014, the Board of Directors approved the conversion of 3,900 shares of Series C Preferred shares into 2,157,079 shares of Common Stock. The shares were converted based on the conversion provisions for the Convertible Series C Preferred Stock designation.

On August 11, 2014, the Board of Directors approved the conversion of 3,939 shares of Series C Preferred shares into 2,195,243 shares of Common Stock. The shares were converted based on the conversions provisions for the Convertible Series C Preferred Stock designation.

On September 30, 2014, the Board of Directors approved the conversion of 2,250 shares of Series A Preferred shares into 2,550,000 shares of Common Stock. The shares were converted based on the conversion provisions for the Convertible Series A Preferred Stock designation.

On October 26, 2014, the Board of Directors approved the conversion of 5,680 shares of Series C Preferred shares into 2,500,000 shares of Common Stock. The shares were converted based on the conversion provisions for the Convertible Series C Preferred Stock designation.

On November 11, 2014 the Board of Directors approved the issuance of 10,000,000 shares of Restricted Common Stock to Richard Surber, the company CEO and President in exchange for release of $77,000 of debt and/or compensation obligation to Mr. Surber.

5) Financial Statements

Provide the financial statements described below for the most recent fiscal year end or quarter end to maintain qualification for the OTC Pink Current Information tier. For the initial disclosure statement (qualifying for Current Information for the first time) please provide reports for the two previous fiscal years and any interim periods.

The financial statements requested pursuant to this item shall be prepared in accordance with US GAAP by persons with sufficient financial skills. See Quarterly Report for period ended September 30, 2014 published on November 26, 2014, and Amended Annual Report for years ended Dec 31 2013 and 2012 published on July 29, 2014 on www.OTCmarkets.com\stock\NXHD\filings

6) Describe the Issuer's Business, Products and Services

Describe the issuer's business so a potential investor can clearly understand the company. In answering this item, please include the following:

A. a description of the issuer's business operations;

The current operations of Nexia Holdings, Inc. ("Nexia" or the "Company") consist of three principal areas: (1) assisting with the development and production of events and film products (2) the operation of Landis Lifestyle Salons through Nexia's ownership interest in Green Endeavors, Inc. ("GRNE") and (3) the acquisition, leasing and selling of real estate.

B. Date and State (or Jurisdiction) of Incorporation:

Nexia was originally incorporated in the State of Colorado on April 20, 1987 as Metropolitan Acquisition Corporation. On October 5, 2000, Nexia merged with a Nevada corporation with the same name, effectively changing its state of domicile from Colorado to Nevada. In 2009, Nexia changed its domicile to the State of Utah through a merger with a Utah corporation with the same name.

C. the issuer's primary and secondary SIC Codes;

The Company's SIC Code is 6510.

D. the issuer's fiscal year end date;

Nexia's fiscal year end is December 31

E. principal products or services, and their markets;

Nexia Holdings, Inc. operations ("Nexia" or the "Company") consist of four principal areas: (1) the operation of Landis Lifestyle Salons through Nexia's ownership interest in Green Endeavors, Inc. ("GRNE") which holds a 100% ownership interest in Landis Salons, Inc., 100% ownership of Landis Salons II, Inc., and 100% ownership of Landis

Experience Center, LLC which operates an Aveda Experience Center in City Creek Center in downtown Salt Lake City, (2) assisting with the development and production of film products in WG Productions Company (fka Revel Entertainment, Inc.) (3) Events such as Slide the City™ and Lantern Fest and (4) the acquisition, leasing and selling of real estate.

7) Describe the Issuer's Facilities

See footnotes 2- Summary of Significant Accounting and Policies, 9 – Lease Commitments in Quarterly Report for period ended June 30, 2014 published on September 30, 2014 on www.OTCmarkets.com\stock\NXHD\filings

8) Officers, Directors, and Control Persons

The goal of this section is to provide an investor with a clear understanding of the identity of all the persons or entities that are involved in managing, controlling or advising the operations, business development and disclosure of the issuer, as well as the identity of any significant shareholders.

A. Names of Officers, Directors, and Control Persons. The following table provides the names of each of the issuer's executive officers, directors, general partners and control persons (control persons are beneficial owners of more than five percent (5%) of any class of the issuer's equity securities), as of December 4, 2014.

TITLE OF CLASS	NAME AND TYPE OF BENEFICIAL OWNER	AMOUNT OF BENEFICIAL OWNERSHIP	PERCENT OF CLASS
Preferred Series "B" Stock	Richard Surber, President and Director	15,000,000	100%
Preferred Series "A" Stock	Richard Surber, President and Director	139,000	97.37%
Common Stock	Richard Surber, President and Director	19,301 Indirect	<0.10%
Common Stock	Richard Surber, President and Director	15,250,005	23.99%
Preferred Series "C" Stock	AmeriResource Technologies, Inc.*, 5% Owner Company	190,486	13.18%
Preferred Series "C" Stock	Joseph Corso*, 5% owner Person	294,600	20.38%
Preferred Series "C" Stock	Roboserver Systems Corp*., 5% owner Company	200,000	13.83%
Preferred Series "C" Stock	Steinhov Resources Ltd*, 5% owner Company	120,000	8.3%
Preferred Series "C" Stock	Casey J. Coleman*, 5% owner Person	85,000	5.88%

*The above listed Preferred Series C Stock shareholders are limited to conversion into less than 5% of the issued common stock at any point in time and hold only 1 vote per share of preferred stock and thus hold less than 0.01% of votes in any shareholder vote. None of the named C shareholders are control persons at this point in time.

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);

   N/A

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;

   N/A

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; or

   N/A

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.

   N/A

C. Beneficial Shareholders. The following table provides a list of the names, address, and the percentage of shares owned by all persons beneficially owning more than ten percent (10%) of any class of the issuer's equity securities as of December 4, 2014. If any of the beneficial shareholders are corporate shareholders, provide the name and address of the person(s) owning or controlling such corporate shareholders and the resident agents of the corporate shareholders.

TITLE OF CLASS	**NAME AND ADDRESS OF BENEFICIAL OWNER**	**PERCENT OF CLASS**
Preferred Series "B" Stock ($0.001 par value)	Richard Surber, President and Director 59 West 100 South, Second Floor Salt Lake City, Utah 84101	100%
Preferred Series "A" Stock ($0.001 par value)	Richard Surber, President and Director 59 West 100 South, Second Floor Salt Lake City, Utah 84101	97.37%
Preferred Series "C" Stock ($0.001 par value)	Joseph Corso* 15 Ottavio Promenade Staten Island, NY 10307	20.38%
Preferred Series "C" Stock ($0.001 par value)	AmeriResource Technologies, Inc.*, 5% Owner Company	13.18%
Preferred Series "C" Stock ($0.001 par value)	Roboserver Systems Corp*., 5% owner Company	13.38%
Common Stock ($0.0001 par value)	Richard Surber, President and Director 59 West 100 South, Second Floor Salt Lake City, Utah 84101	21.61%

*The above listed Preferred Series C Stock shareholders are limited to conversion into less than 5% of the issued common stock at any point in time and hold only 1 vote per share of preferred stock and thus hold less than 0.01% of votes in any shareholder vote. None of the named C shareholders are control persons at this point in time.

9) Third Party Providers

Please provide the name, address, telephone number, and email address of each of the following outside providers that advise your company on matters relating to operations, business development and disclosure:

Legal Counsel
Name: Michael Golightly
Address 1: 59 West 100 South, 2nd Floor
Address 2: Salt Lake City, UT 84101
Phone: 801-575-8073
Email: mikegolite@hotmail.com

Accountant or Auditor
Tax accountant for income tax preparation
Name: Richard Smith, CPA
Address 1: 1336 East Millbrook Way
Address 2: Bountiful Utah 84010
Phone: 801-292-7613
Email: richardnsmithcpa@gmail.com

Investor Relations Consultant
Name: None

Other Consultants
Name: None

10) Issuer Certification

The issuer shall include certifications by the chief executive officer and chief financial officer of the issuer (or any other persons with different titles, but having the same responsibilities).

The certifications shall follow the format below:

I, Richard D Surber certify that:

1. I have reviewed this statement for the quarters ended September 30, 2014 and 2013 of Nexia Holdings, Inc.;

2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and

3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

December 4, 2014
/s/ Richard D. Surber
Richard D. Surber
President, CEO, CFO, and Director