

3D Entertainment Holdings, Inc.

Balance sheets - Unaudited

	September 30, 2015	December 31, 2014
ASSETS		
Current Assets		
Checking/Savings	\$ 87,623	\$ (7)
Total Checking/Savings	87,623	(7)
Accounts Receivable	-	54,965
Other Current Assets		
Inventory	-	25,000
Notes receivable	-	41,163
AR - Benefit Management	1,000,000	
Total Other Current Assets	1,000,000	66,163
Total Current Assets	1,087,623	121,121
Fixed Assets		
Property, Plant & Equipment	-	175,973
Leasehold improvements	36,534	
Intangible assets	182,570	1,081,102
Accumulated depreciation	-	(254,465)
Total Fixed Assets	219,104	1,002,610
	<u>\$ 1,306,727</u>	<u>\$ 1,123,731</u>
LIABILITIES & STOCKHOLDERS' EQUITY		
Liabilities		
Current Liabilities		
Other payables	\$ -	\$ 360,700
Notes payable	-	4,570
Accrued salaries & wages	-	120,000
Loans from officers and related companies	19	12,469
Total Current Liabilities	19	497,739
Long term debt	-	1,016,087
Total Liabilities	19	1,513,826
Stockholders' Equity		
Preferred stock		
Series "A" - no par		-
Series "B" - no par		-
Common stock	545,967	655,757
Paid in capital - Preferred	-	288,000
Paid in capital - Common	1,094,267	635,303
Adjustments to equity	-	(447,590)
Accumulated deficit	(1,521,565)	(1,322,989)
Net Income	1,188,039	(198,576)
Total Stockholders' Equity	1,306,708	(390,095)
	<u>\$ 1,306,727</u>	<u>\$ 1,123,731</u>

The financial statements should be read in conjunction with the accompanying footnotes.

3D Entertainment Holdings, Inc.

Income Statement - Unaudited

	Nine and twelve months ended	
	September 30, 2015	December 31, 2014
Ordinary Income/Expense		
Income		
Compass Bank Reimbursement	\$ 49	\$ -
Licensing Fee	1,300,000	-
PEPM	1,534	-
Total Income	1,301,583	-
Expense		
Advertising & promotion	-	299
Automobile Expense	1,808	3,553
Bank Service Charges	200	714
Computer and Internet Expenses	1,085	-
Insurance Expense	142	5,647
Janitorial Service	600	-
Legal	3,890	-
Management Fee	28,543	-
Meals and Entertainment	158	-
Miscellaneous	2,662	-
General office	2,974	58,417
Professional Fees	279	8,810
Repairs and Maintenance	299	-
Salary & wages	-	120,000
State comptroller fees	400	-
Subscriptions & licensing	2,759	-
Taxes		1,136
Telephone Expense	836	-
Travel Expense	1,460	-
Utilities	2,221	-
Total Expense	50,316	198,576
Net Ordinary Income	1,251,267	(198,576)
Other Income/Expense		
Other Income (expense)		
Asset disposal loss	(63,653)	-
Interest Income	425	-
Total Other Income	(63,228)	-
Net Income (loss)	\$ 1,188,039	\$ (198,576)

The financials statements should be read in conjunction with the accompanying footnotes.

3D Entertainment Holdings, Inc.

Statements of Cash Flows - Unaudited

	Nine and twelve months ended	
	September 30, 2015	December 31, 2014
OPERATING ACTIVITIES		
Net Income	\$ 1,188,039	\$ (198,576)
Adjustments to reconcile Net Income to net cash provided by operations:		
Accounts receivable	54,965	-
Trade notes payable		5,970
Increase (decrease) in current liabilities	(497,720)	132,299
Increase (decrease) in long term debt	(1,016,087)	70,000
(Increase) decrease in Inventory	25,000	
(Increase) AR - Benefit Management	(1,300,000)	
Net cash provided by Operating Activities	(1,545,803)	9,693
INVESTING ACTIVITIES		
Disposal of property, plant & equipment	1,002,610	
(Increase) decrease in Note receivable	41,163	(9,963)
Reduction in common stock stated capital	(109,790)	
Increase in adjustments to equity	586,519	
Increase common stock paid in capital	458,964	
Reduction of preferred stock paid in capital	(288,000)	
Leasehold improvements:Office Buildout	(36,533)	
Software development	(21,500)	
Net cash provided by Investing Activities	1,633,433	(9,963)
 Net cash increase for period	 87,630	 (270)
 Cash at beginning of period	 (7)	 263
Cash at end of period	<u>\$ 87,623</u>	<u>\$ (7)</u>

The financials statements should be read in conjunction with the accompanying footnotes.

3D Entertainment Holdings, Inc.

Statement of Stockholders' Equity - Unaudited

From January 1, 2015
through September 30, 2015

	Preferred Shares "A"	Preferred Shares "B"	Common Shares	Common Stated Capital	Excess paid in capital - Preferred	Excess paid in capital - Common	Accumulated Deficit	Adjustments to equity	Net profit (loss)	Total Stockholders' Equity
Balance, January 1, 2015	No Par	No Par	\$.0001 Par							
# of shares authorized	10,000,000	10,000,000	9,000,000,000							
# of shares issued	9,316,161	4,500,000	6,557,567,869	\$ 655,757	\$ 288,000	\$ 635,303	\$ (1,521,565)	\$ (447,590)	\$ -	\$ (390,095)
Common stock issued			344,408,000	34,441						
Preferred stock issued										
Net loss									(33,334)	
Balance, March 31, 2015	No Par	No Par	\$.0001 Par							
# of shares authorized	10,000,000	10,000,000	9,000,000,000							
# of shares issued	9,316,161	4,500,000	6,901,975,869	\$ 690,198	\$ 288,000	\$ 635,303	\$ (1,521,565)	\$ (482,031)	\$ (33,334)	\$ (423,429)
Common stock issued			357,698,630	35,770						
Preferred stock issued										
Net loss									(30,718)	
Balance, June 30, 2015	No Par	No Par	\$.0001 Par							
# of shares authorized	10,000,000	10,000,000	9,000,000,000							
# of shares issued	9,316,161	4,500,000	7,259,674,499	\$ 725,967	\$ 288,000	\$ 635,303	\$ (1,521,565)	\$ (536,700)	\$ (64,052)	\$ (473,047)
Common stock canceled			(1,800,000,000)	(180,000)		170,964		536,700		
Preferred stock canceled	(9,316,161)	(4,500,000)			(288,000)	288,000				
Net income									1,252,091	
Balance, September 30, 2015	No Par	No Par	\$.0001 Par							
# of shares authorized	10,000,000	10,000,000	9,000,000,000							
# of shares issued	-	-	5,459,674,499	\$ 545,967	\$ -	\$ 1,094,267	\$ (1,521,565)	\$ -	\$ 1,188,039	\$ 1,306,708

The financial statements should be read in conjunction with the accompanying footnotes.