

Priority Aviation, Inc. and Subsidiaries
Consolidated Financial Statements
For the Nine Months Ended September 30, 2015 and 2014

(Unaudited)

Contents

	Page
Financial Statements:	
Consolidated Balance Sheets as of September 30, 2015 and December 31, 2014	1
Consolidated Statements of Operations for the nine months ended September 30, 2015 and 2014	2
Consolidated Statements of Cash Flows for the nine months ended September 30, 2015 and 2014	3
Notes to Consolidated Financial Statements	4 to 23

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

	September 30, 2015	December 31, 2014
ASSETS		
Current Assets		
Cash and cash equivalents	$ 271,099	$ 186,552
Accounts receivable, net of allowance for doubtful accounts of $0 and $0, respectively	-	7,691
Prepaid and other current assets	222,792	162,641
Total Current Assets	493,891	356,884
Property and equipment, net of accumulated depreciation of $46,441 and $43,617, respectively	2,744	5,568
Assets from discontinued operations (note 2 and note 3)	50,000	50,000
TOTAL ASSETS	**$ 546,635**	**$ 412,452**
LIABILITIES AND STOCKHOLDERS' DEFICIT		
Current Liabilities		
Accounts payable	$ 40,776	$ 139,390
Accrued expenses	170,659	123,105
Deferred revenue and customer deposits	153,949	192,027
Convertible notes, net	301,950	325,000
Derivative liability	6,088,292	5,447,400
Dividends payable:	1,637,647	1,482,442
Preferred stock, Series D convertible; $0.001 par value, 25,000 shares authorized; 6,118 shares issued and outstanding	611,800	611,800
Preferred stock, Series E convertible; $0.001 par value, 25,000 shares authorized; 2,418 shares issued and outstanding	241,800	241,800
Liabilities from discontinued operations (note 2 and note 3)	9,683,518	9,926,382
Total Current Liabilities	18,930,391	18,489,346
TOTAL LIABILITIES	18,930,391	18,489,346
Stockholders' Deficit		
Preferred stock; Series A; $0.001 par; 6,000 shares authorized; 2,056 and 2,656 issued and outstanding	3	3
Preferred stock; Series C; $0.001 par; 12,000,000 shares authorized; 5,000 and 5,000 issued and outstanding	5	5
Preferred stock; Series B; $0.001 par; 100,000 shares authorized; 0 and 0 issued and outstanding	-	-
Preferred stock; Series F; $0.001 par; 1,000 shares authorized; 0 and 0 issued and outstanding	-	-
Common stock: 250,000,000 authorized; $0.001 par value 110,508,110 and 68,967,710 shares issued and outstanding on September 30, 2015 and December 31, 2014, respectively	110,508	68,968
Additional paid in capital	(14,089,318)	(13,962,582)
Accumulated deficit	(4,404,954)	(4,183,288)
Total Stockholders' Deficit	(18,383,756)	(18,076,894)
TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT	**$ 546,635**	**$ 412,452**

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

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

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2015	**2014**	**2015**	**2014**
Revenues	$ 1,160,765	$ 1,183,898	$ 4,210,300	S 5,157,915
Cost of sales	971,551	961,968	3,376,171	4,368,723
Gross Profit	189,214	221,930	834,129	789,192
Operating Expenses				
Advertising and promotion	29,153	59,264	88,617	182,442
General and administrative	73,192	15,533	160,574	108,794
Compensation	107,381	162,189	363,117	321,358
Stock-based compensation	-	8,400	8,970	791,845
Professional	19,986	3,300	76,343	305,950
Rents and overhead	11,786	-	29,425	30,000
Depreciation and amortization	941	942	2,824	2,824
Total operating expenses	242,439	249,628	729,870	1,743,213
Net income (loss) from continuing operations	(53,225)	(27,698)	104,259	(954,021)
Other income (expense)				
Changes in fair value of derivative liabilities	(856,508)	(35,608)	(706,728)	326,416
Day-one loss on derivative liabilities	-	-	-	(256,209)
Interest expense	(7,730)	(90,109)	(31,807)	(251,312)
Gain on debt settlement	-	-	2,558	-
Lease termination fee	-	-	200,000	-
Total other income (expense)	(864,238)	(125,717)	(535,977)	(181,105)
Income (loss) before discontinued operations	(917,463)	(153,415)	(431,718)	(1,135,126)
Income (loss) from discontinued operations	282,344	(302,910)	210,052	(987,377)
Net income (loss) before provision for income taxes	(635,119)	(456,325)	(221,666)	(2,122,503)
Provision for Income taxes	-	-	-	-
Net income (loss)	(635,119)	(456,325)	(221,666)	(2,122,503)
Net income (loss) attributed to common stockholders	**$** (635,119)	$ (456,325)	$ (221,666)	$ (2,122,503)
BASIC AND DILUTED LOSS PER SHARE				
- **Continuing operation**	**$** (0.01)	$ (0.00)	$ (0.01)	$ (0.02)
- **Discontinued operation**	**$** 0.00	$ (0.00)	$ 0.00	$ (0.02)
WEIGHTED AVERAGE NUMBER OF SHARES OUTSTANDING	100,181,993	66,379,123	83,225,270	58,730,500

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 Nine Months Ended September 30,	
	2015	**2014**
Cash Flows from Operating Activities:		
Net income (loss)	$ (221,666)	$ (2,122,503)
(Gain) loss from discontinued operations	(210,052)	987,377
Adjustments to reconcile net loss to net cash provided by (used in) operating activities:		
Shares issuance for stock-based compensation	8,970	639,650
Shares issuance for services rendered	-	426,645
Depreciation and amortization	2,824	2,824
Day-one loss on derivative liabilities	-	256,209
Amortization of debt discount	-	228,466
Change in fair value of derivative liabilities	706,728	(326,416)
(Gain) in debt settlement	(2,558)	
Changes in operating assets and liabilities:		
(Increase) decrease in operating assets:		
Accounts receivable	7,691	44,751
Prepaid expenses and other assets	(60,151)	(138,646)
Increase (decrease) in operating liabilities:		
Accounts payable	(80,968)	(189,947)
Accrued expenses	31,807	(94,886)
Deferred revenue and customer deposits	(38,078)	214,697
Net Cash Provided By (Used in) from continuing operations	144,547	(71,780)
Net Cash Provided By (Used in) from discontinued operations	-	-
Net Cash Provided By (Used in) Operating Activities	144,547	(71,780)
Cash Flows from Financing Activities:		
Proceeds from Loan(s)	-	175,000
Net Cash Provided By (Used in) Financing Activities from continuing operations	-	175,000
Net Cash Provided By (Used in) Financing Activities from discontinued operations	(60,000)	-
Net Cash Provided By (Used in) Financing Activities	(60,000)	175,000
Net Increase (Decrease) in Cash and Cash Equivalents	84,547	103,220
Cash and Cash Equivalents, beginning of period	186,552	43,310
Cash and Cash Equivalents, end of period	$ 271,099	$ 168,966
Supplemental Disclosure Information:		
Cash paid for interest	$ -	$ -
Cash paid for taxes	$ -	$ -
Non-Cash Disclosure:		
Shares issuance for convertible notes	$ 23,050	$ 30,500
Shares issuance for accrued interest	842	-
Shares issuance for settlement accounts payable and accrued liabilities in discontinued operation	1,636	17,000
Shares issuance for settlement convertible notes in discontinued operation	5,000	-

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

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 the Company changed its name to NuMobile, Inc.; and on December 27, 2013, following completion of an agreement and plan of merger as described below, the Company 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 PJET. Following the merger the Company's common stock was issued to owners of PJET. This resulted in the prior owners of PJET owning the equivalent to 86.6% of our total issued and outstanding stock after issuance. At the direction of the prior owners an additional 12.6% were issued related to the reverse merger to other individuals and affiliates associated with them.

The business combination was accounted for as a reverse acquisition and recapitalization using accounting principles applicable to reverse acquisitions whereby the financial statements subsequent to the date of the transaction are presented as a continuation of PJET. Under reverse acquisition accounting PJET (subsidiary) is treated as the accounting parent (acquirer) and the Company (parent) is treated as the accounting subsidiary (acquiree). All outstanding shares have been restated to reflect the effect of the business combination.

Concurrent with the closing of the Agreement, the Company changed its business from creating a comprehensive and global mobile computing technology business to providing on-demand charter, jet charter membership cards and aircraft sales and operations of wholly owned subsidiary NuMobile Inc. and its subsidiaries, were allocated to discontinued operations.

Concurrent with the merger the Company filed a Certificate of Change with the Secretary of State of Nevada on December 13, 2013 decreasing the number of authorized common shares from 6,000,000,000 to 250,000,000 and exchanging the common shares issued on the basis of one new share for every old share. On January 6, 2014, the Company affected the 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 the impact of this reverse stock split.

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 reported net loss of $221,666 and provided cash for operations of $144,547 during the nine months ended September 30, 2015 and has an accumulated deficit of $4,404,954 and a working capital deficit of $18,436,500 as of September 30, 2015. While the Company has recently reported profits from operations in this recent quarter, we have not yet achieved profitable operations period over period. 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 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.

NOTE 1 — ORGANIZATION AND SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Consolidated Financial Statements

The accompanying consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries, PJET and NuMobile, Inc. NuMobile includes the consolidation of its wholly-owned subsidiaries, Enhance Network Communication, Inc. and Stonewall Networks, Inc. All NuMobile operations were discontinued upon completion of the business combination as more fully described below in Note 2. 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 September 30, 2015, 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

FASB ASC 820, Fair Value Measurements and Disclosures, defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. FASB ASC 820 also establishes a fair value hierarchy which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. FASB ASC 820 describes three levels of inputs that may be used to measure fair value:

Level 1 – Quoted prices in active markets for identical assets or liabilities.

Level 2 – Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3 – Unobservable inputs that are supported by little or no market activity and that are financial instruments whose values are determined using pricing models, discounted cash flow methodologies, or similar techniques, as well as instruments for which the determination of fair value requires significant judgment or estimation.

If the inputs used to measure the financial assets and liabilities fall within more than one level described above, the categorization is based on the lowest level of input that is significant to the fair value measurement of the instrument.

NOTE 1 — ORGANIZATION AND SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Fair Value of Financial Instruments (cont'd)

The following table provides a summary of the fair value of our derivative liabilities as of September 30, 2015 and December 31, 2014:

Description	Level 1	Level 2	Level 3
As of September 30, 2015			
Liabilities			
Accrued derivative liability	-	$ 6,088,292	-
Accrued derivative liability from discontinued operation	-	$ 2,521,218	-
As of December 31, 2014			
Liabilities			
Accrued derivative liability	-	$ 5,447,400	-
Accrued derivative liability from discontinued operation	-	$ 2,370,310	-

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 September 30, 2015 and December 31, 2014, 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.

NOTE 1 — ORGANIZATION AND SIGNIFICANT ACCOUNTING POLICIES (cont'd)

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

Long-lived assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable through the estimated undiscounted cash flows expected to result from the use and eventual disposition of the assets. Whenever any such impairment exists, an impairment loss will be recognized for the amount by which the carrying value exceeds the fair value. During the period ended September 30, 2015 and the year ended December 31, 2014, there was no impairment of 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 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 Accounting Standards Codification ("ASC") Topic 740, Income Taxes, which requires that the Company recognize deferred tax liabilities and assets based on the differences between the financial statement carrying amounts and the tax bases of assets and liabilities, using enacted tax rates in effect in the years the differences are expected to reverse. Deferred income tax benefit (expense) results from the change in net deferred tax assets or deferred tax liabilities. A valuation allowance is recorded when it is more likely than not that some or all deferred tax assets will not be realized.

NOTE 1 — ORGANIZATION AND SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Loss Per Share

In accordance with ASC Topic 280 – "Earnings Per Share", the basic loss per common share is computed by dividing net loss available to common stockholders by the weighted average number of common shares outstanding. Diluted loss per common share is computed similar to basic loss per common share except that the denominator is increased to include the number of additional common shares that would have been outstanding if the potential common shares had been issued and if the additional common shares were dilutive. The following potential common shares have been excluded from the computation of diluted net loss per share for the nine months ended September 30, 2015 because the effect would have been anti-dilutive:

	September 30, 2015
Common stock issuable (approximate) upon conversion of convertible debt	3,385,285,080
Common stock issuable (approximate) upon conversion of convertible preferred stock	201,050,243

Recently Issued Accounting Pronouncements

In April 2015, the FASB issued ASU 2015-03, Simplifying the Presentation of Debt Issuance Costs. The new standard will require debt issuance costs to be presented on the balance sheet as a direct reduction of the carrying value of the associated debt liability, consistent with the presentation of debt discounts. Currently, debt issuance costs are presented as a deferred asset. The recognition and measurement requirements will not change as a result of this guidance. The standard is effective for the annual reporting periods beginning after December 15, 2015 and will be applied on a retrospective basis. This amendment will not have a material impact on our financial statements.

NOTE 2 – DISCONTINUED OPERATIONS

On December 13, 2013 the Company entered into an Agreement and Plan of Merger and Reorganization ("Agreement") with PJET. Following the merger the Company's common stock was issued to owners of PJET. This resulted in the prior owners of PJET owning the equivalent to 86.6% of our total issued and outstanding stock after issuance. At the direction of the prior owners an additional 12.6% were issued related to the reverse merger to other individuals and affiliates associated with them. Upon the closing, the Company changed its business from creating a comprehensive and global mobile computing technology business to providing on-demand charter, jet charter membership cards and aircraft sales.

The major classes of assets and liabilities from discontinued operations as of September 30, 2015 and December 31, 2014 included in the consolidated balance sheets, are as gathered from the records transferred to the Company, unaudited, and subject to further verification are reported below as follows:

(1) Property, equipment and intellectual property:

	September 30, 2015	**December 31, 2014**
Software	$ 485,078	$ 485,078
Property and equipment	25,820	25,820
Purchased Technology	4,638,049	4,638,049
	5,148,947	5,148,947
Accumulated Amortization	(5,148,947)	(5,148,947)
	$ -	$ -

NOTE 2 – DISCONTINUED OPERATIONS (cont'd)

(2) Convertible Notes and derivate liabilities

Date of Convertible Debt Issuance		September 30, 2015	December 31, 2014
October 9, 2009	(a)	$ 99,750	$ 100,000
March 3, 2010	(c)	222,440	272,440
May 27, 2010	(e)	47,185	46,935
September 28, 2010	(f)	100,000	100,000
October 20, 2010 and October 22, 2010	(g)	-	237,750
December 2, 2010	(h)	494,000	494,000
February 15, 2011	(i)	-	200,000
March 23, 2011	(d)	50,000	50,000
March 23, 2011	(d)	60,000	60,000
March 28, 2011	(j)	100,000	100,000
July 27, 2011	(k)	-	37,500
September 20, 2011	(c)	10,000	10,000
December 31, 2011	(b)	30,000	30,000
December 31, 2012	(b)	105,000	105,000
March 13, 2013	(k)	10,000	10,000
March 31, 2013	(b)	22,500	22,500
June 30, 2013	(b)	30,000	30,000
April 4, 2013, July 19, 2013 and August 2013	(m)	100,000	100,000
November 20, 2013 and December 6, 2013	(l)	20,000	20,000
January 3, 2014 and January 6, 2014	(n)	30,000	30,000
March 10, 2010, July 27, 2011	(o)	82,500	-
Subtotal		1,613,375	2,056,125
Less: Debt discount		-	-
Total		$ 1,613,375	$ 2,056,125

(a) 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. These notes were pledged to St. George Investments and assigned on February 4, 2014 by St. George to Mastiff Group LLC ("Mastiff"), a party unaffiliated with the Company, in an amended and restated note due February 4, 2015 bearing interest at the rate of 4% per annum; provided that upon occurrence of an event of default interest shall accrue at a rate of 18% per annum. 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 shares of common stock at conversion price of $.0001. On February 4, 2014 Mastiff converted $250 of such notes into 2,500,000 shares leaving a balance outstanding of $99,750.

(b) On December 31, 2011, December 31, 2012 and March 31, 2013 in consideration for compensation earned, the Company issued an unsecured note payable to Jim Tilton, in the amount of $60,000, $105,000 and $22,500, respectively. On June 30, 2013, in consideration for compensation earned, the Company issued a fourth unsecured note payable to Jim Tilton, in the amount of $30,000. All of the above notes issued to Jim Tilton bear interest at 8% per annum and are due upon demand. Principal and accrued unpaid interest on the notes is convertible at the option of the holder at 50% of the closing price of the Company's common stock on the date of conversion.

On July 24, 2014 Jim Tilton converted $30,000 of such notes into 5,000,000 shares.

NOTE 2 – DISCONTINUED OPERATIONS (cont'd)

(2) Convertible Notes and derivate liabilities (cont'd)

(c) On September 1, 2009 the Company entered into a convertible debenture for cash proceeds of $42,440,with Tom Duszynski The debenture initially matures on March 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 closing bid price of the common stock on the date the Company receives notice of conversion.

On September 29, 2009, the Company entered into a convertible debenture for cash proceeds of $140,000, with Tom Duszynski. The debenture initially matures on March 31, 2010 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 closing bid price of the common stock on the date the Company receives notice of conversion.

On March 3, 2010, the Company entered into a convertible debenture for cash proceeds of $90,000, with Tom Duszynski. The debenture initially matures on September 30, 2010 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 closing bid price of the common stock on the date the Company receives notice of conversion.

On August 25, 2010, the Company entered into a convertible debenture for cash proceeds of $10,000, with DCB, LLC an entity affiliated with Tom Duszynski. The debenture initially matures on September 30, 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 closing bid price of the common stock on the date the Company receives notice of conversion.

The entire $282,440 debenture matures on December 31, 2011 and bears interest at 8% per annum. The holder is entitled, 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 On 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. 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 August 21, 2015 $50,000 of the $90,000 March 3, 2010 convertible debenture was transferred to Standard Holdings Co. ("Standard"). See Note (o) below.

(d) On February 18, 2010, the Company entered into a convertible debenture for cash proceeds of $50,000 with Cove Partners an unrelated party. 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 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, Cove Partners who held these notes dated February 18, 2010 and May 20, 2010 due from the Company in the amounts of $50,000 and $60,000 respectively plus accrued interest sold the notes to Glenwood Partners LLC a party unaffiliated with the Company, and the assignee renegotiated the terms of the note and amount due and payable from the Company. The Company and the holder executed replacement unsecured convertible promissory notes with the same principal amounts dated March 23, 2011 and due December 31, 2012. Interest on the replacement note accrues at a rate of 8 % per annum. The note is due on demand. 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.

NOTE 2 – DISCONTINUED OPERATIONS (cont'd)

(2) Convertible Notes and derivate liabilities (cont'd)

(e) 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. Subsequently additional principal of $22,395 was converted reducing the principal balance on the note to $47,185. 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.

During January 2014 St. George Investments assigned the notes to Mastiff.

(f) On December 15, 2009, the Company entered into a convertible debenture for cash proceeds of $100,000 with Cove Partners, LLC The debenture initially matured on June 15, 2010 and bears interest at 8% per annum. On June 15, 2010, the note's maturity was extended to March 31, 2011. On January 20, 2011, the party who held the debenture assigned the debenture to DCB LLC a party unaffiliated with the Company. The note 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.

(g) On October 20, 2010, James Hinderliter, an employee who held a note dated October 1, 2009 due from the Company in the amount of $300,000 plus $27,000 in accrued interest assigned the note to St. George Investments LLC 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. 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.

NOTE 2 – DISCONTINUED OPERATIONS (cont'd)

(2) Convertible Notes and derivate liabilities (cont'd)

(g) (continued)

On October 22, 2010, John Murphy an unrelated party who held a note dated October 1, 2009 due from the Company in the amount of $223,844 plus $20,146 in accrued interest assigned the note to St. George Investments LLC 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. 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 August 21, 2013 St. George Investments assigned the notes to Blulife Inc. ("Blulife") 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 $250,000. Interest on the replacement note accrues at a rate of 4% 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 shares of common stock at conversion price of $.0001

On September 3, 2013 Blulife converted $12,000 of such notes into 240,000 shares.

On February 4, 2014 Blulife converted $250 of such notes into 2,500,000 shares.

On February 4, 2014 the notes were broken into two notes, one consisting of $188,000 and one for $49,750, for a total balance of $237,750 owing.

On June 10, 2015, the Company entered into a Release and Settlement with Blulife whereby the $188,000 note and the $50,000 note with a remaining balance of $49,750 was terminated at no cost to the Company to assist the Company in its future progress.

We recorded the gain from debt forgiveness under discontinued operations.

NOTE 2 – DISCONTINUED OPERATIONS (cont'd)

(2) Convertible Notes and derivate liabilities (cont'd)

(h) On December 1, 2010, Aubrey Brown the previous 100% owner of Enhance Communication Network, Inc. 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, received and/or exchanged as part of NuMobile's purchase of Enhance sold these instruments and the Company exchanged these instruments into a new Series 2010-A convertible promissory note dated December 2, 2010 due December 31, 2012 in the amount of $750,000 now held by Glenwood Partners. 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, 2010 $6,000 of the outstanding balance was converted in presplit 12,997,266 shares of common stock. During the year ended December 31, 2011, $247,019 of the outstanding balance was converted into presplit 2,217,201 shares of common stock. On November 14, 2013 the note holder converted $3,000 principal into 70,000 shares which were issued in the name of Kevin Pickard, for accounting services rendered by Mr. Pickard to the Company. 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.

(i) On February 15, 2011, the Company exchanged a note payable of $200,000 and accrued interest of $38,500 into a convertible note with Galleon Investments Ltd.. 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. 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.

During the nine months ended September 30, 2015, the Company has written off the Galleon note due to the fact that Galleon was "struck off" the Turks & Caicos registry as of Oct 2, 2013, which under Turks & Caicos law indicates the company has been dissolved and is no longer able to collect debts. We recorded the gain from the expired debt under discontinued operations.

(j) On March 28, 2011 the Company entered into a convertible debenture for cash proceeds of $100,000 with Cove Partners LLC. 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. 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.

(k) On July 27, 2011 the Company entered into a convertible debenture for cash proceeds of $50,000 with Glenwood Partners LLC.. The debenture initially matures on December 31, 2012 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 August 30, 2013, $12,500 of the outstanding balance was converted into 291,863 shares of common stock.

NOTE 2 – DISCONTINUED OPERATIONS (cont'd)

(2) Convertible Notes and derivate liabilities (cont'd)

(k) (continued)

On March 13, 2013 the Company entered into a convertible debenture for cash proceeds of $10,000 with Glenwood Partners LLP. The debenture initially matures on December 31, 2014 and bears interest at 10% 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 20 days prior to the Company receiving notice of conversion.

On August 21, 2015 the $37,500 balance of the July 27, 2011 convertible debenture was transferred to Standard Holdings Co. ("Standard). See Note (o) below.

(l) On November 20, 2013 the Company entered into a convertible debenture for cash proceeds of $10,000 with Blulife Inc. The debenture initially matures on November 20, 2014 and bears interest at 10% 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 to be determined by the Holder and the Company at the time the Holder wishes to convert

On December 6, 2013 the Company entered into a convertible debenture for cash proceeds of $10,000 with Blulife Inc. The debenture initially matures on December 6, 2014 and bears interest at 10% 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 to be determined by the Holder and the Company at the time the Holder wishes to convert.

(m) On April 4, 2013 the Company entered into a convertible debenture for cash proceeds of $30,000 with Blulife Inc. The debenture initially matures on April 4, 2014 and bears interest at 10% 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 to be determined by the Holder and the Company at the time the Holder wishes to convert.

On July 19, 2013 the Company entered into a convertible debenture for cash proceeds of $5,000 with Blulife Inc. The debenture initially matures on August 7, 2014 and bears interest at 10% 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 to be determined by the Holder and the Company at the time the Holder wishes to convert.

In August 2013, the Company entered into four convertible notes for total proceeds of $65,000. All notes were with one lender, Blulife. The terms of the notes were identical; maturing in one year from issuance, annual interest rate of 10%. 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 to be determined by the Holder and the Company at the time the Holder wishes to convert.

(n) On January 3, 2014 the Company entered into a convertible debenture for cash proceeds of $10,000 with Blulife Inc. On January 6, 2014 the Company entered into a convertible debenture for cash proceeds of $20,000 with Blulife Inc. The conversion terms stated that conversion, upon maturity and at the option of the holder, could convert the outstanding unpaid balance and accrued interest on the note at a floor price of $0.06; however, if the market price of the company stock holds below the floor, the floor is to be adjusted ("new floor") to 50% of the lowest trading price in the ten (10) day period. The stock will have to continue to maintain a price above the new floor. If the price is unable to close above the new floor for three (3) consecutive trading days in ten (10) business days after the price has

NOTE 2 – DISCONTINUED OPERATIONS (cont'd)

(2) Convertible Notes and derivate liabilities (cont'd)

(n) (continued)

dipped, the Flex Floor will be eliminated and the conversion price will not have any floor and shall be equal to 50% of the average of the 5 lowest trading prices during the previous 20 (Twenty) trading days.

The fair value of the conversion option feature associated with the Company's outstanding convertible debentures at September 30, 2015 and December 31, 2014 was $2,521,218 and $2,370,310, respectively.

(o) On August 21, 2015 $50,000 of a $90,000 March 3, 2010 convertible debenture between the Company and Tom Duszynski was transferred to Standard Holdings Co. ("Standard"). See Note (c) above.

On August 21, 2015 the $37,500 balance of a July 27, 2011 convertible debenture was transferred to Standard from Glenwood Partners Inc. (see Note (k) above). On August 31, 2015 Standard converted $5,000 of outstanding principal plus accrued interest from the aforementioned July 2011 note into 8,295,000 shares of the Company's common stock at $0.0008 per share, leaving a balance of $32,500 outstanding.

A total of $82,500 in principal was payable to Standard as at September 30, 2015.

(3) Notes payable

Notes payable consisted of the following at September 30, 2015 and December 31, 2014:

		September 30, 2015 and December 31, 2014
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
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 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 shareholders of Stonewall Networks, Inc. - 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
	$	2,516,588

NOTE 2 – DISCONTINUED OPERATIONS (cont'd)

(4) Accounts payable and accrued liabilities

Accounts payable and accrued liabilities consisted of the following at September 30, 2015 and December 31, 2014:

	September 30, 2015	December 31, 2014
Accounts payable	$ 243,797	$ 298,297
Accrued interest payable	2,022,737	1,919,260
Credit card payable	12,419	12,419
Accrued expenses	23,299	23,299
Accrued payroll	326,604	326,604
Sales taxes payable	3,111	3,111
	$ 2,631,967	$ 2,582,990

(5) The results of the discontinued operations are as follows:

	For the Three Months Ended September 30,		For the Nine Months Ended September 30	
	2015	2014	2015	2014
Revenues	$ -	$ -	$ -	S -
Operating Expenses				
General and administrative	-	(15,000)	-	77,344
Depreciation and amortization	-	229,945	-	695,830
Total operating expenses	-	214,945	-	773,174
Net loss from discontinued operations	-	(214,945)	-	(773,174)
Other income (expense)				
Changes in fair value of derivative liability	339,756	23,183	(643,924)	121,088
Gain on forgiven and expired debt	25,000	(17,000)	1,124,083	(17,000)
Interest expense	(82,412)	(94,148)	(270,107)	(318,291)
Total other income (expense)	282,344	(87,965)	210,052	(214,203)
Income (loss) from discontinued operations	$ 282,344	$ (302,910)	$ 210,052	$ (987,377)

NOTE 3 – PROPERTY AND EQUIPMENT

Below are details of the Company's property and equipment at September 30, 2015 and December 31, 2014:

	Lives Years	September 30, 2015	December 31, 2014
Computer equipment	5	$ 2,750	$ 2,750
Office furniture and fixtures	7	2,404	2,404
Office equipment	5	4,972	4,972
		50,126	50,126
Less accumulated depreciation		(47,382)	(44,558)
		2,744	$ 5,568

Depreciation expense was $2,824 for the nine months ended September 30, 2015 and 2014.

NOTE 4 –CONVERTIBLE NOTES

Date of Convertible Debt Issuance		September 30, 2015	December 31, 2014
December 13, 2013	(q)	$ 31,950	$ 50,000
December 23, 2013	(u)	45,000	50,000
December 30, 2013	(r)	50,000	50,000
January 3, 2014	(s)	55,000	55,000
January 6, 2014	(t)	20,000	20,000
February 27, 2014	(t)	60,000	60,000
March 14, 2014	(t)	40,000	40,000
Total		$ 301,950	$ 325,000

(q) On December 13, 2013 the Company entered into a convertible debenture for cash proceeds of $50,000 with Blulife, Inc.

During the nine months ended September 30, 2015, the Company received Conversion Notices from Blulife. One for a total of $6,000 in principal, provide for the issuance of 6,000,000 shares at $0.001 on April 27, 2015; the second for a total of $5,250 in principal, provide for the issuance of 7,000,000 shares at $0.00075 on May 11, 2015; the third for a total of $6,800 in principal, provide for the issuance of 8,000,000 shares at $0.00085 on June 1, 2015. At the same time, Blulife waived the interest on all the conversions.

On December 23, 2013, the Company entered into a convertible debenture for cash proceeds of $50,000 with Blulife Inc. The full amount of this debenture was transferred to Standard Holding Co. ("Standard") on August 21, 2015. See Note (u) below.

(r) On December 30, 2013 the Company entered into a convertible debenture for cash proceeds of $50,000 with Blulife Inc.

(s) On January 3, 2014 the Company entered into a convertible debenture for cash proceeds of $55,000 with Blulife Inc.

NOTE 4 –CONVERTIBLE NOTES (continued)

(t) In addition, during the period February 14, 2014 through March 14, 2014 the Company entered into an additional series of three (3) convertible notes payable, for total proceeds of $120,000. All notes were with Blulife Inc.

(u) On August 21, 2015 a certain convertible debenture originally entered into December 23, 2013 in the amount of $50,000 was transferred to Standard Holding from Blulife Inc. (see Note (q) above). On September 25, 2015, Standard converted $5,000 of the outstanding principal plus accrued interest from this debenture into a total of 8,345,000 shares of the Company's common stock at $0.0007 per share, leaving a total of $45,000 in principal as due and payable.

The terms of all above notes were identical; maturing in one year from issuance, annual interest rate of 10%. The conversion terms stated that conversion, upon maturity and at the option of the holder, could convert the outstanding unpaid balance and accrued interest on the note at a floor price of $0.06; however, if the market price of the company stock holds below the floor, the floor is to be adjusted ("new floor") to 50% of the lowest trading price in the ten (10) day period. The stock will have to continue to maintain a price above the new floor. If the price is unable to close above the new floor for three (3) consecutive trading days in ten (10) business days after the price has dipped, the Flex Floor will be eliminated and the conversion price will not have any floor and shall be equal to 50% of the average of the 5 lowest trading prices during the previous 20 (Twenty) trading days.

In our evaluation of the financing arrangement, we concluded that the conversion features were not afforded the exemption as a conventional convertible instrument and it did not otherwise meet the conditions set forth in current accounting standards for equity classification. Accordingly, they do not meet the conditions necessary to obtain equity classification and are required to be carried as derivative liabilities. (See footnote 5 for derivative disclosure).

Additionally, the Company evaluated the convertible notes above and concluded that these are tainted due to the variable conversion rate of the above the convertible notes and as such they do not meet the conditions necessary to obtain equity classification and are required to be carried as derivative liabilities. (See footnote 5 for derivative disclosure)

During the nine months ended September 30, 2015, the Company recorded a loss resulting from the mark-to-market of the conversion options totaling $706,728. During the nine months ended September 30, 2014, the Company recorded a gain on mark-to-market of the conversion options of $326,416.

NOTE 5 – DERIVATIVE LIABILITIES

(1) Derivative liabilities from exceed authorized shares of common stock

As of September 30, 2015, we have determined that we currently have (i) the following shares of common stock issued, and (ii) outstanding instruments which are convertible into the shares of common stock indicated below in connection with warrants, convertible notes and preferred shares previously issued by the Company or for issue as a result of agreements with the Company:

110,508,110	Common Stock Issued and Outstanding
3,385,285,080	Common Shares convertible from convertible notes
201,050,243	Common Shares convertible from convertible preferred shares
3,696,843,433	**Total Common Shares Outstanding and Accounted For/Reserved**

NOTE 5 – DERIVATIVE LIABILITIES (continued)

Accordingly, given the fact that the Company currently only has 250,000,000 shares of common stock authorized, the Company could exceed its authorized shares of common stock by approximately 3,446,843,433 shares (December 31, 2014 – 1,013,422,487 shares) if all of the financial instruments described in the table above were exercised or converted into shares of common stock. 3,446,843,433 of these shares (December 31, 2014 - 1,013,422,487 shares) were in excess of the authorized shares and were accounted for as a derivative liability. The fair value of these 3,446,843,433 common shares (December 31, 2014 - 1,013,422,487 shares) was determined to be $5,514,950 as of September 30, 2015 ($5,067,112 – December 31, 2014) using the closing price of PJET's common stock. The company however intends to address this issue in the future by continuing to review and have further discussions with major holders of the listed debt transferred from discontinued operations, so as to attempt to reach an agreement that would substantially reduce such liability and its dilutive effect. There can however be no assurance that such an agreement will be voluntarily reached, which may the cause the Company to explore further other actions it may deem necessary.

(2) Derivative liabilities from convertible notes

Since equity classification is not available for the conversion feature of above convertible notes discussed in Note 4, we were required to bifurcate the embedded conversion feature and carry it as a derivative liability, at fair value. Derivative financial instruments are carried initially and subsequently at their fair values.

We estimated the fair value of the compound derivative on the inception dates, and subsequently, using the Black-Scholes Merton valuation technique, adjusted for the effect of dilution, because that technique embodies all of the assumptions (including, volatility, expected terms, and risk free rates) that are necessary to fair value complex compound derivate instruments.

The fair value of the above instruments were determined to total $581,209 using a Black-Scholes option-pricing model on issuance date. Upon the issuance dates of the Convertible Promissory Notes, $325,000 was recorded as debt discount and $256,209 was recorded as day one loss on derivative liability on the issuance date.

As a result of the application of ASC No. 815 in period ended September 30, 2015 the fair value of the conversion feature is summarized as follows:

(2) Derivative liabilities from convertible notes (cont'd)

Balance at December 31, 2013	$ -
Derivative addition due to the tainting of convertible notes	581,209
Derivative addition due to the exceed authorized shares of common stock	4,317,237
December 31, 2014 loss on change in fair value	548,954
Balance at December 31, 2014	5,447,400
(Gain) due to the exceed authorized shares of common stock	447,838
(Gain) loss on change in fair value during the period	258,890
Derivative liability reclassified as additional paid in capital associated with conversion of shares	(65,836)
Balance at September 30, 2015	$ 6,088,292

The fair value at the commitment and re-measurement dates for the Company's derivative liabilities were based upon the following management assumptions as of September 30, 2015 and commitment date:

	Commitment Date	December 31, 2014	September 30, 2015
Expected dividends	0	0	0
Expected volatility	218.59 ~ 219.26	248.87%	170.04%
Expect term	0.59 ~ 1 years	0~0.20 years	0 years
Risk free interest rate	0.10 %	0.02 ~ 0.03%	-0.02%

NOTE 6 –COMMITMENTS

(1) On February 28, 2014, the company offered a contract to Jonah Meer for the appointment of a Board Member. The contract, as accepted and approved by the Board 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.

On May 22, 2014 Mr. Meer tendered his resignation from the Board. On September 4, 2014 ANS Investments LLC the holder of all the outstanding Series A Preferred stock of the Company, by written consent, appointed Mr. Meer and Mr. Guy Zahavi to the Board.

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

- Annual base salary of $120,000, with annual increases and entitlements in line with 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.

  On June 16, 2015 the Company issued 3.9M shares to Mr. Peter Minikes under his employment agreement. The Company recorded $8,970 as stock-based compensation based on the fair market value of the share, $0.0023, on the issuance date.

- Issuance of Stock Options, based on attaining revenue milestones.

On July 1, 2015, the Company entered into an Amendment to the Executive Employment Agreement with Peter Minikes (the "Amendment"). Pursuant to the terms of the Amendment, the Company will not renew Mr. Minikes' Employment Agreement upon its expiration on December 5, 2016. Refer to Note 8 – Other Events below.

On November 4, 2014 the Company entered into a lease agreement (the "Lease") with a term of five years and two months commencing March 1, 2015 and terminating April 30, 2020. Under the terms of the Lease the Company has paid a security deposit of $14,450 which amount is included in Prepaid and other current assets. The estimated annual obligations for the term of the lease are as follows:

	$
3/1/2015-2/29/2016	57,800.00
3/1/2016-2/28/2017	59,389.50
3/1/2017-2/28/2018	61,022.71
3/1/2018-2/29/2019	62,700.84
3/1/2019-2/28/2020	64,425.11
3/1/2020-4/30/2020	5,516.40

NOTE 7 –STOCKHOLDERS' DEFICIT

Common Stock

On December 13, 2013 the Company filed a Certificate of Change with the Secretary of State of Nevada decreasing the number of authorized common shares from 6,000,000,000 to 250,000,000 and exchanging the issued common shares on the basis of one new share for every old share. On January 6, 2014, the Company affected the 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 the impact of this reverse stock split.

Stock Splits

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.

Issuance of common stock

Shares issued in the nine months ended September 30, 2015

On April 27 2015, Blulife, Inc. converted $6,000 of outstanding principal from a post-merger convertible note payable entered into on December 13, 2013 into a total of 6,000,000 shares of the Company's common stock at 0.001 per share.

On May 11, 2015, Blulife, Inc. converted $5,250 of outstanding principal from a post-merger convertible note payable entered into on December 13, 2013 into a total of 7,000,000 shares of the Company's common stock at $0.00075 per share.

On June 1, 2015, Blulife, Inc. converted $6,800 of outstanding principal from a post-merger convertible note payable entered into on December 13, 2013 into a total of 8,000,000 shares of the Company's common stock at $0.00085 per share.

On June 16, 2015 the Company issued 3.9M shares to Mr. Peter Minikes under his employment agreement. The Company recorded $8,970 as stock-based compensation based on the fair market value of the share, $0.0023, on the issuance date.

On August 31, 2015 Standard Holdings converted $5,000 of outstanding principal plus accrued interest from a pre-merger convertible note entered into on July 27, 2011 into 8,295,000 shares of the Company's common stock at $0.0008 per share.

Shares issued in the nine months ended September 30, 2015 (cont'd)

On September 25, 2015, Standard Holdings converted $5,000 of outstanding principal principal plus accrued interest from a post-merger convertible note payable entered into on December 23, 2013 into a total of 8,345,000 shares of the Company's common stock at $0.0007 per share.

Shares issued in the year ended December 31, 2014

On February 19, 2014, three (3) employees received 6,000,000 shares of common stock upon their acceptance of positions. The Company recognized an expense, in the amount of $366,000, for the fair market value of these shares ($.061) at the date of grant.

In February 2014 the Company issued 2.5 million shares to its CEO. The Company recognized an expense in the amount of $250,000 ($0.10 per share) in respect of this share issuance.

NOTE 7 –STOCKHOLDERS' DEFICIT (continued)

Issuance of common stock (cont'd)

Shares issued in the year ended December 31, 2014 (continued)

In February 2014, the Company issued 2,744,500 shares to LRGE, LLC and 2,495,000 shares to Michael Sokoloff for services rendered. The Company recognized an expense, in the amount of $274,450 ($.10 per share) and $152,195 ($0.061 per share), respectively. Mr. Sokoloff is a partner at Mastiff (Ref Note 2 (a) and (e)).

In February 2014 the Company issued 250,000 shares to a newly appointed director in anticipation of his joining the Board. The individual declined and during the period ended September 30, 2014 the shares were returned to the Company, and cancelled. The Company recognized an expense, in the amount of $15,250 ($0.061 per share) for the fair market value of these shares at the date of grant.

On March 5, 2014 and March 13, 2014, the Company converted an aggregate amount of notes in the principal amount of $500 for the issuance of 5,000,000 shares of common stock.

On July 24, 2014 the Company issued 2,833,333 shares ($0.006) to Kevin Pickard to settle the debt in the amount of $17,000 from the discontinued operation. The Company recognized loss in debt settlement in the discontinued operation, in the amount of $17,000 (Fair market value: $.012 per share).

On July 24, 2014, the Company converted an aggregate amount of notes in the principal amount of $30,000 held by Jim Tilton for the issuance of 5,000,000 shares of common stock.

On September 18, 2014, the Company issued an additional 800,000 shares to the CEO. The Company recognized an expense, in the amount of $8,400 ($.0105 per share) for the fair market value of these shares at the date of grant.

Preferred Stock

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 – On October 7, 2013 the Company filed a Certificate of Amendment with the Nevada Secretary of State increasing the authorized number of Series A preferred stock to 6,000 shares. There are 6,000 shares of Series A preferred stock authorized.

The holders of the Class A Preferred Stock own 51% of the voting power of the shareholders vote of the Company.

Series A Preferred Stock (cont'd)

Accordingly, the Company classifies its Series A preferred stock as equity in the accompanying consolidated balance sheet, as the instrument holds majority (51%) voting rights in Company decisions and thus is characterized more akin to an equity instrument.

On July 1, 2015 the Company redeemed 600 shares of its Series A Preferred from ANS Investments LLC at $100 per share.

Series B Preferred Stock - There are 100,000 shares of Series B preferred stock authorized, par value 0.001 per share There are no shares of Series B preferred stock outstanding.

NOTE 7 –STOCKHOLDERS' DEFICIT (continued)

Preferred Stock (cont'd)

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 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. Each share is entitled to vote with the Common Stock the basis of one vote per share.

The number of shares into which one share of Series D preferred stock is convertible will be determined by dividing the "Stated Value" (equal to $100) by Conversion Price at that time. The "Conversion Price" adjusted for the reverse split is $2 (subject to adjustment in the event of stock splits, combinations and stock dividends).

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. Each share is entitled to vote with the Common Stock the basis of one vote per share. The number of shares into which one share of Series E preferred stock is convertible will be determined by dividing the "Stated Value" (equal to $100) by Conversion Price at that time. The "Conversion Price" adjusted for the reverse split is $2 (subject to adjustment in the event of stock splits, combinations and stock dividends).

Series F Preferred Stock – There are 1,000 shares of Series F preferred stock authorized, par value 0.001 per share. There are no shares of Series F preferred stock outstanding.

NOTE 8 – OTHER EVENTS

On July 1, 2015, the Company entered into an Amendment to the Executive Employment Agreement with Peter Minikes (the "Amendment"). Pursuant to the terms of the Amendment, the Company will not renew Mr. Minikes' Employment Agreement upon its expiration on December 5, 2016. If the Company desires to enter into another business or if Mr. Minikes is no longer employed by the Company, but in any case after July 1, 2016, Mr. Minikes shall have the right to acquire the operating business segment Priority One Jets. The purchase price for the business segment to be paid by Mr. Minikes to the Company shall be the cancellation of all amounts owed to Mr. Minikes, the return of all stock and options in the Company and the assumption of all liabilities and obligations of the business segment. Priority One Jets shall be entitled to keep the assets in the business segment in excess of the public expenses of the Company from July 1, 2015 through September 30, 2016, including the cost of preparing the Company tax returns.

The Company is searching for a new business focused in the technology sector. Due to the background of its new board member its focus currently is on technology created in Israel. The Company has identified several opportunities and is in discussion with one of such companies to reach an agreement.. There can, however, be no assurances that the Company will be successful in reaching such agreement, or in a further search should such agreement not be consummated, or that the Company may find what it believes to be a different opportunity.

NOTE 8 – SUBSEQUENT EVENTS

On October 28, 2015, Standard Holdings Co converted $6,000 of outstanding principal principal plus accrued interest from a pre-merger convertible note entered into on March 3, 2010 into a total of 8,880,865 shares of the Company's common stock at $0.00095 per share.

NOTE 8 – SUBSEQUENT EVENTS (continued)

Management has evaluated subsequent events through November 13, 2015, 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.