**ANNUAL REPORT**
**FOR YEAR ENDED**
**DECEMBER 31, 2015**

# POTNETWORK HOLDINGS, INC.

**(** Formerly known as)
(United Treatment Centers Inc.)

**1600 W. Sunrise Boulevard**
**Fort Lauderdale, FL 33311**
**Tel: 954-522-6661**
**Federal I.D. No CUSIP No.**
**32-0149818 913106100**

**ISSUER'S EQUITY SECURITIES**
**COMMON STOCK**

**$.0001 Par Value**
**Unlimited Common Shares Authorized**
**7,621,650,000 Shares issued and Outstanding as of December 31, 2015**

# UNITED TREATMENT CENTERS, INC.

## PART A GENERAL COMPANY INFORMATION

**Item I. The exact name of the issuer and its predecessors (if any):**
PotNetwork Holdings Inc. , a Wyoming corporation
f/k/a United Treatment Centers, Inc., a Wyoming corporation
f/k/aMyMedicalCD Ltd., a Wyoming corporation
f/k/aMyMedicalCD Ltd.., a Colorado corporation
f/k/a Interactive Solutions Corporation., a Nevada corporation

**Item II. The address of its principal executive officers:**
1600 W. Sunrise Boulevard
Fort Lauderdale, FL 33311
Telephone: 954-522-6661

**Item III. The jurisdiction(s) and date of the issuer's incorporation:**
Wyoming
November 22, 2004

## PART B SHARE STRUCTURE

Item IV. The exact title of securities outstanding:
Common Stock, $ .0001 par value per share
Preferred Stock, $ .0001 par value per share
Cusip Number . 737836100
Trading Symbol . POTN.PK

**Item V. Par or stated and description of the security:**

$.0001 par value - Common Stock ( 7,621,650,000 outstanding as of December 31, 2015)
**The company decreased its shares by a 1 for 1000 split. Pay date March 21, 2016.**

$.0001 par value and Preferred Stock A ( None outstanding as of December 31, 2015)
$.0001 par value and Preferred Stock D ( 460 shares outstanding as of December 31, 2015)
$.0001 Par value, and Preferred Stock E ( 6,209,236 outstanding as of December 31, 2015 )

B. Each holder of Common Stock is entitled to one vote for each share held of record on each matter submitted to vote to stockholders, including election of directors. Stockholders do not have any right to cumulate votes on the election of directors. Each holder of Common Stock is entitled to share ratably in distributions to stockholders and to receive ratably such dividends as may be declared by the Board of Directors out of funds legally available therefore. In the event of our liquidation, dissolution or winding up, the holders of Common Stock will be entitled to receive, after payment of all of our debts and liabilities and of

all sums to which holders of any outstanding preferred stock, if any, may be entitled, the distribution of any of our remaining assets. Holders of our Common Stock have no conversion, exchange, sinking fund, redemption or appraisal rights (other than such as may be determined by the Board of Directors in its sole discretion) and have no preemptive rights to subscribe for any of our securities. There are no provisions in our Articles of Incorporation or By-Laws that would delay, defer or prevent a change of control of the Company.

C. We are authorized to issue up to 20,000,000 shares of Preferred Stock Class A, 6,000 Preferred Stock Class D , and 20,000,000 shares of Preferred Stock Class E, with designations, rights and preferences determined from time to time by our Board of Directors. Accordingly, our Board of Directors is empowered without stockholder approval, to issue Preferred Stock with dividend, liquidation, conversion, voting, or other rights that could adversely affect the voting power or other rights of the holders of our Common Stock. In the event of issuance, the Preferred Stock could be utilized, under certain circumstances, as a method of discouraging, delaying or preventing a change in control of the Company.

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

(i) As of the end of its two most recent fiscal years December 31, 2015 and 2014 the Company had 7,621,650,000 and 5,399,150,321 shares of its Common Stock outstanding. As April 11, 2016, the Company had 7,621,650 shares of Common Stock issued and outstanding. **The company decreased its shares by a 1 for 1000 split. Pay date March 21, 2016.**

The company has no Preferred Stock Class A outstanding at December 31, 2015 and December 31, 2014 respectively. The Company had 460 Preferred Stock Class D outstanding as of December 31, 2015 and 760 Preferred Stock Class D outstanding at December 31, 2014 respectively. The Company had 6,209,236 Preferred Stock Class E outstanding as of December 31, 2015 and NONE Preferred Stock Class E outstanding at December 31, 2014 respectively.

(ii) The number of Common stock authorized is 8,000,000,000. The number of preferred Stock Class A authorized is 20,000,000, Preferred stock Class D authorized is 6,000 and Preferred Class E authorized is 20,000,000.

(iii) As of December 31, 2015 there are 7,621,650,000 shares of Common Stock issued and outstanding as of April 11, 2016 there are 460 shares of Preferred Stock Class D issued and outstanding as of December 31, 2015 and as of April 11, 2016, 6,209,236 Preferred Class E Stock issued and outstanding as of December 31, 2015 and as of April 11, 2016.

(iv) As of April 11, 2016, the Company had 1,750,254 free trading shares of Common Stock. As of the end of its two most recent fiscal years December 31, 2015 and 2014, the Company had 1,750,254,876 and 1,372,080,890 free trading shares of Common Stock respectively.

(v) As of December 31, 2015 and 2014, the Company estimates there were approximately 3,000 beneficial shareholders, respectively. As of April 11, 2016, the Company estimates that there are approximately 3,000 beneficial shareholders.

(vi) As of December 31, 2015, the Company had 2,266 shareholders of record. As of December 31, 2014, the Company had 2,258 shareholders of record. As of April 11, 2016 the Company had 2,266 shareholders of record.

**PART C BUSINESS INFORMATION**
**Item VII. The name and address of the transfer agent:**

Our transfer agent is:
**Jersey Stock Transfer LLC**
**PO Box 606**
**Mount Freedom, NJ 07970**
**Tel: 973-814-7004**

The transfer agent is registered under the Exchange Act and its regulatory authority is the Securities & Exchange Commission.

**Item VIII. The nature of the issuer's business:**
A. Business Development:
Effective July 24, 2015 the company changed its name to PotNetwork Holdings Incorporated and new ticker symbol "POTN." PotNetwork Holdings , Inc. is a corporation formed under the laws of the State of Wyoming. It was formed in 2004 and its fiscal year ends December 31. During the past three years the Company has not been in bankruptcy, receivership or involved in any similar proceeding. The Company is not in default in the terms of any note, loan, lease, or other indebtedness or financing arrangement requiring the Company to make payments. The Company has not been the subject of any delisting by a securities exchange or a deletion from the OTC Bulletin Board.

There are no other current, pending or threatened legal proceedings or administrative actions against the Company nor has there been for the past four years.

**B. Business of issuer:**
PotNetwork Holdings, Inc has two wholly owned subsidiaries, PotNetwork Inc and Sunrise Auto Mall Inc. The Company has (5) full time employees and no part time employees.

**Item IX. The nature of products or services offered:**
PotNetwork Inc. is designed to be the CNN of the marijuana industry. Live daily coverage will keep the viewer updated on breaking news. The Internet-based broadcast will quickly establish itself as an information Hub. From crop reports to stock reports, viewers will have up to the minute analysis. Sunrise Auto Mall, Inc is a pre-owned auto dealership started in July 2014.

**Item X. The nature and extent of the issuer's facilities:** The Company's principal corporate office is located at 1600 W. Sunrise Boulevard, Fort Lauderdale, FL 33311.
The company has approximately 10,000 square feet in its current office. The Company believes that this space is adequate for its current operations and does not anticipate any expansion or leasehold improvements.

**PART D MANAGEMENT STRUCTURE AND FINANCIAL INFORMATION**
Item XI. The name of the Chief Executive Officer and members of the Board of Directors, as well as control persons:

A. Officers and Directors
Members of the Board serve until the next annual meeting of shareholders and until their successors are elected and qualified. Officers are appointed by and serve at the discretion of the Board.

**Gary L. Blum - Chairman of the Board, CEO, President**

**B. Legal/Disciplinary History**

1. During the past five (5) years neither of the Company's officers or directors has a conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding.

2. During the past five (5) years neither of the Company's officers or directors has the entry of an order, judgment, or decree by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such persons involvement in any type of business, securities, commodities, or banking activities.

3. During the past five (5) years neither of the Company's officers or directors has a finding or judgment by a court of competent jurisdiction ( in a civil action), the SEC, the Commodity Futures Trading Commission , or a state securities regulator of a violation of federal or state securities or commodities law.

4. During the past five (5) years neither of the Company's officers or directors has 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.

C. Disclosure of Family Relationships. None

D. Disclosure of Related Party Transactions. 3,000,000,000 common shares were canceled and retired as of March 19, 2014 by the companies former CEO Charles Vaccaro.

**E. Disclosure of Conflicts of Interest. None**

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

The unaudited financial statements of the issuer as of December 31, 2015 are hereby incorporated by reference and can be found on www.otcmarkets.com.

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

The financial information/statements for the issuer's two preceding fiscal years are hereby incorporated by reference and can be found on www.otcmarkets.com.

**Item XIV. Beneficial Owners.**

The following table outlines
the ownership and management and anyone known to the issuer to own beneficially more than five (5%) of the outstanding shares as of the date hereof: Shareholder
Position with Issuer
Amount of Beneficial Ownership
NONE

CEDE & CO (3) Depository Company 5,692,070,000(3) 74.68%

All Officers & Directors

(1) As of December 31, 2015 we had 7,621,650,000 shares of our common stock issued and outstanding. As of April 11, 2016, we had 7,621,650 shares of our common stock issued and outstanding.

(2) As of December 31, 2015 we had No shares of our preferred stock issued and outstanding. As of April 11, 2016, we had No shares of our preferred stock issued and outstanding.

(3) Cede & Company operates as a depository company and holds the shares as nominee on behalf of brokerage firms, mutual funds, and other active traders. The company is located at 55 Water Street, New York, New York.

(4) 3,000,000,000 shares were canceled and retired as of March 19, 2014.

**Item XV. The name address, telephone number, and email address of each of the following outside providers that advise the issuer on matters relating to the operations, business development and disclosure: NONE**

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

**Results of Operations**

During the year ended December 31, 2015 the Company had $ 5,504.040 revenues compared to $ 102,382 for the year ended December 31, 2014.

During the year ended December 31, 2014, net operating profits (losses) after taxes totaled $ 738,424 compared to net operating profit(losses) after taxes for the year ended December 31, 2014 of $ (50,827). The Company's revenues were derived from the Company's Auto Sales in 2015 and from Advertising revenue in 2014. For the year ended

December 31, 2015 general and administrative expenses totaled $206,303 compared to the year ended December 31, 2014 which such expenses totaled $ 99,237. For the year ended December 31, 2015 salaries and benefits totaled $ 622,707 compared to $0 for the year ended December 31, 2014.

**Liquidity and Capital Resources**

As of December 31, 2015 the Company had current assets of $ 71,793. and

total assets of $ 2,024,934. At December 31, 2015 the Company had total liabilities of $2,505,378. The Company had negative working capital at December 31, 2014 of $2,433,585. **Because of the negative working capital, the Company's ability to continue to operate and its future remain in question as a going concern unless additional capital is contributed or until such time as it generates revenues and become cash flow positive.**

Since inception, the Company has financed its activities solely from the private sales of its securities and the incurrence of debt. The Company plans to finance internal growth through traditional bank financing sources as well as additional potential debt and equity private placements. There can be no assurance that financing sufficient to enable us to expand and grow our business will be available to us in the future. The failure to obtain future financing or to produce levels of revenue to meet our financial needs could result in our inability to operate, grow and expand our business.

**PART E. ISSUANCE HISTORY**
**Item XVII. List of securities offerings and shares issued for services in the past two years:**

March 19, 2014 the company canceled and retired 3,000,000,000 billion shares issued to Charles Vaccaro.

March 13, 2014 the company issued 57,081,000 shares to Virtu Consulting upon the conversion of an aggregate of $ 47,000 of outstanding indebtedness, and $ 10,081 of interest owed to E.G., Eloise Gretz. The certificates evidencing the above mentioned common shares were issued without legend in that Rule 144 permits the lenders to tack back to the date of the debt which was more than one year prior to issuance.

February 11, 2015 the company Issued 1,500 “Class D Preferred Stock” shares to J.C. , Joe Corso upon the conversion of debt totaling $ 395,847. The certificates evidencing the above mentioned common shares were issued without legend in that Rule 144 permits the lenders to tack back to the date of the debt which was more than one year prior to issuance.

February 11, 2015 the company issued 1,241,847 Preferred E shares to Steven Buckner and 4,967,389 Preferred E shares to H & B Family Trust in conjunction with the Acquisition of Sunrise Auto Mall Inc. and the consolidation of approximately $ 2 million in assets and $ 6 million in revenues . These class E preferred shares were issued with restricted legend.

February 11, 2015 the company issued 300,000,000 common shares to J.C. , in exchange for 300 “Class D Preferred Shares" converted. The certificates evidencing the above mentioned common shares were issued without legend in that Rule 144 permits the lenders to tack back to the date of the debt which was more than one year prior to issuance.

September 22, 2015 the company issued 300,000,000 common shares to J.C. , in exchange for 300 “Class D Preferred Shares" converted. The certificates evidencing the above mentioned common shares were issued without legend in that Rule 144 permits the lenders to tack back to the date of the debt which was more than one year prior to issuance.

September 30, 2015 the company issued 300,000,000 common shares to J.C. , in exchange for 300 “Class D Preferred Shares" converted. The certificates evidencing the above mentioned common shares were issued without legend in that Rule 144 permits the lenders to tack back to the date of the debt which was more than one year prior to issuance.

September 30, 2015 the company issued 140,000,000 common shares to J.C. , in exchange for 140 “Class D Preferred Shares" converted. The certificates evidencing the above mentioned common shares were issued without legend in that Rule 144 permits the lenders to tack back to the date of the debt which was more than one year prior to issuance.

September 8, 2015 the company issued 150,000,000 common shares to Micro Cap Equity Group upon the conversion of indebtedness owed to D.G. The certificates evidencing the above mentioned common shares were issued without legend in that Rule 144 permits the lenders to tack back to the date of the debt which was more than one year prior to issuance.

September 9, 2015 the company issued 70,000,000 common shares to Midam Ventures LLC upon the conversion of indebtedness to D.G. The certificates evidencing the above mentioned common shares were issued without legend in that Rule 144 permits the lenders to tack back to the date of the debt which was more than one year prior to issuance.

September 16, 2015 the company issued 150,000,000 common shares to Micro Cap Equity Group upon the conversion of indebtedness to D.G. The certificates evidencing the above mentioned common shares were issued without legend in that Rule 144 permits the lenders to tack back to the date of the debt which was more than one year prior to issuance.

**PART F. EXHIBITS**
**Item XVIII. Material Contracts:**
None

**Item XIX. Articles of Incorporation and Bylaws:**
The following described documents were filed on March 13, 2009 with the Company's Initial Disclosure
Statement and made a part hereof as Composite Schedule XIX.
1. Articles of Merger dated November 15, 2004
2. Articles of Incorporation dated December 26, 2004 (Wyoming)
3. Statement of Merger dated December 7, 2004
4. Articles of Amendment dated June 3, 2008 (Name change)
5. Bylaws

**Item XX. Purchases of equity securities by the issuer and affiliated purchasers: None.**

**Item XXI. Issuer's Certification:**

I, Gary L.Blum , Chief Executive Officer of the issuer, certify that:
a. I have reviewed the Annual Report including financial statements for the year ended December 31, 2015 of PotNetwork Holdings, Inc.
b. Based on my knowledge, the Annual Statement of PotNetwork Holdings , Inc. 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
c. 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.

April 14, 2016
/s/ Gary L. Blum