Here To Serve Holding Corp.

Consolidated Financial Statements

As of September 30, 2016 and September 30,2015
and for the Year ended
September 30, 2016 and September 30, 2015

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Here To Serve Holding Corp.
Consolidated Balance Sheets
UNAUDITED

	September 30, 2016	September 30, 2015
ASSETS		
Current Assets		
Cash	$ 1,370	$ 1,370
Accounts receivable, trade	-	-
Note receivable	359,891	360,891
Total Current Assets	361,261	362,261
Other Assets		
Investment	1,489,501	1,489,501
Total Other Assets	1,489,501	1,489,501
TOTAL ASSETS	$ 1,850,762	$ 1,851,762
LIABILITIES & SHAREHOLDERS' EQUITY		
Liabilities		
Current Liabilities		
Accrued expenses	$ 105,200	$ -
Accrued interest	121,424	88,723
Convertible notes payable	365,993	365,993
Total Current Liabilities	592,617	454,716
Long-term notes payable		
Less: current portion - long term debt	-	-
Total Liabilities	592,617	454,716
Shareholders' Equity (Deficit)		
Preferred stock, par value $.001, 2,071,210 shares authorized, 1,000,000 and 1,000,000 issued and outstanding, respectively	1,000	1,000
Common stock, par value $.001, 400,000,000 shares authorized, 118,680,934 and 118,680,934 issued and outstanding, respectively	118,681	118,681
Additional paid in capital	4,665,843	4,665,843
Accumulated deficit	(3,527,379)	(3,388,478)
Total Shareholders' Equity	1,258,145	1,397,046
TOTAL LIABILITIES & SHAREHOLDERS' EQUITY	$ 1,850,762	$ 1,851,762

The accompanying notes are an Integral part of these financial statments

These financial statements have not been subjected to an audit or review or compilation engagement, and no assurance is provided on them.

Here To Serve Holding Corp.
Statement of Operations
UNAUDITED

	Year Ended September 30, 2016	2015
Income:		
Revenue		
Software sales	$ -	$ -
Services	-	-
Total Revenue	-	-
Expenses:		
Compensation and related expense	104,000	3,048,500
Professional services	2,200	177,500
Total Expenses	106,200	3,226,000
Income (loss) from operations	(106,200)	(3,226,000)
Other Expenses:		
Interest expense	32,701	59,934
Total Other Expenses	32,701	59,934
Net Income (Loss) before income taxes	(138,901)	(3,285,934)
Income tax expense	-	-
Net Income (Loss)	$ (138,901)	$ (3,285,934)
Basic Net Income (Loss) Per Share	$ (0.00)	$ (0.05)
Weighted Average Number of Shares Outstanding	118,680,934	64,490,435

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Here To Serve Holding Corp.
Statements of Shareholders' Equity (Deficit)
For the Year Ended September 30, 2016
UNAUDITED

	Common Shares	Common Stock, Par	Preferred Shares	Preferred Stock, Par	Additonal Paid in Capital	Accumulated Deficit	Total
Balance September 30, 2015	118,680,934	118,681	1,000,000	1,000	4,665,843	(3,388,478)	1,397,046
Net loss						(138,901)	(138,901)
Balance September 30, 2016	118,680,934	$ 118,681	1,000,000	$ 1,000	$ 4,665,843	$ (3,527,379)	$ 1,258,145

These financial statements have not been subjected to an audit or review or compilation engagement, and no assurance is provided on them.

Here To Serve Holding Corp.
Statement of Cash Flows
UNAUDITED

	Year Ended September 30, 2016	2015
OPERATING ACTIVITIES		
Net loss from operations	$ (138,901)	$ (289,303)
Adjustment to reconcile net loss to net cash used in operating activities:		
Stock for services	-	137,500
Note for services	-	30,000
Accounts payable & accrued expenses	105,200	121,803
Accrued interest	32,701	-
Cash flow from operating activities	(1,000)	-
INVESTING ACTIVITIES		
Investment obtained through disposition of subsidiaries	-	(1,489,501)
Note receivable	1,000	-
Disposition of subsidiaries	-	1,105,335
Cash flow from investing activities	1,000	(384,166)
FINANCING ACTIVITIES		
Cash flow from financing activities	-	-
Net change in cash	-	(384,166)
Beginning cash	1,370	384,166
Ending Cash	$ 1,370	$ -
Supplemental disclosure of cash flow information:		
Cash paid for interest	$ -	$ -
Supplemental Non-Cash Investing and Financing Information:		
Common stock issued to employees and officers	$ -	$ 2,335,333
Common stock issued for services	$ -	$ 2,900,000

These financial statements have not been subjected to an audit or review or compilation engagement, and no assurance is provided on them.

NOTE 1 – NATURE OF OPERATIONS AND ORGANIZATION

History of Organization

Here To Serve Holding Corp. f/k/a F3 Technologies, Inc. (the "Company" or "Here To Serve") was incorporated in the State of Delaware as New Ithaca Corporation on September 22, 1983. In 2006, under the direction of Mr. Frank Connor, the Company operating as F3 Technologies began trading on the OTC Market Exchange under the symbol FTCH. Over the next several years, the Company consulted in the software development industry.

In September of 2013, the Company's board resolved to make a change in management and appointed a new CEO and Director of the Company.

Under the new CEO's direction, the Company began operating as Here To Serve Holding Corp. and repositioned itself into two growth potential industries, waste management and software development. This was done by creating three separate Limited Liability Companies; Here to Serve Missouri Waste Division, LLC ("HTSMWD"), a Missouri Limited Liability Company, Here To Serve Technology Division, LLC ("HTST), a Georgia Limited Liability Company and Here To Serve Georgia Waste Division, LLC ("HTSGWD"), a Georgia Limited Liability Company.

In 2014, HTSMWD purchased the assets of a solid waste disposal company in the St. Louis, MO market. This acquisition was intended to create the platform company for future acquisitions in the solid waste disposal industry. HTSGWD was created to facilitate expansion in this industry throughout the Southeast.

The merger of the Company and Meridian Waste Services, LLC became effective May 15, 2014. The merger was accounted for by the Company using business combination accounting. Under this method, the purchase price paid by the acquirer is allocated to the assets acquired and liabilities assumed as of the acquisition date based on the fair value. By the application of "push-down" accounting, our assets, liabilities and equity were accordingly adjusted to fair value on May 15, 2014. Determining the fair value of certain assets and liabilities assumed is judgmental in nature and often involves the use of significant estimates and assumptions.

For further discussion of this merger, see *Explanation of Membership Interest Purchase Agreement* below.

Explanation of Membership Interest Purchase Agreement

On October 17, 2014, (the "Execution Date"), Meridian Waste Solutions, Inc. (MWSI) entered into that certain Membership Interest Purchase Agreement (the "Purchase Agreement") by and among Here to Serve Holding Corp., a Delaware corporation, as seller ("Here to Serve"), MWSI, as parent, Brooklyn Cheesecake & Dessert Acquisition Corp., a wholly-owned subsidiary of MWSI, as buyer (the "Acquisition Corp."), the Chief Executive Officer of

NOTE 1 – NATURE OF OPERATIONS AND ORGANIZATION (CONTINUED)

MWSI (the "Company Executive"), the majority shareholder of the MWSI (the "Company Majority Shareholder") and certain shareholders of Seller (the "Seller Shareholders"), pursuant to which the Acquisition Corp shall acquire from Here to Serve all of Here to Serve's rights, title and interest in and to (i) 100% of the membership interests of Here to Serve – Missouri Waste Division, LLC d/b/a Meridian Waste, a Missouri limited liability company ("HTS Waste"); (ii) 100% of the membership interests of Here to Serve Technology, LLC, a Georgia limited liability company ("HTS Tech"); and (iii) 100% of the membership interests of Here to Serve – Georgia Waste Division, LLC, a Georgia limited liability company ("HTS Waste Georgia", and together with HTS Waste and HTS Tech, collectively, the "Membership Interests"). As consideration for the Membership Interests, (i) MWSI shall issue to Here to Serve 9,054,134 shares of the MWSI's common stock, (the "Common Stock"); (ii) MWSI shall issue to the holder of Class A Preferred Stock of Here to Serve ("Here to Serve's Class A Preferred Stock") 51 shares of the MWSI's to-be-designated Class A Preferred Stock (the "Class A Preferred Stock"), which Class A Preferred Stock shall have the rights and preferences as described in the Purchase Agreement. See Note 6 below; (iii) MWSI shall issue to the holder of Class B Preferred Stock of Here to Serve (Here to Serve's Class B Preferred Stock") an aggregate of 71,210 shares of the MWSI's to-be-designated Class B Preferred Stock (the "Class B Preferred Stock"), (the Common Stock, the Class A Preferred Stock and the Class B Preferred Stock are referred to as the "Purchase Price Shares;"), and (iv) MWSI shall assume certain assumed liabilities (the "Initial Consideration").

As further consideration, at the closing of the transaction contemplated under the Purchase Agreement, (i) in satisfaction of all accounts payable and shareholder loans, Here to Serve will pay to MWSI Majority Shareholder $70,000 and (ii) MWSI purchased from the then Company Majority Shareholder 230,000 shares of the MWSI's common stock for a purchase price of $230,000. Pursuant to the Purchase Agreement, to the extent Purchase Price Shares are issued to individual shareholders of Here to Serve at or upon closing of the Purchase Agreement: (i) shares of common stock of Here to Serve held by the individuals will be cancelled (ii) 1,000,000 shares of Here to Serve's Class A Preferred Stock will be cancelled; and (iii) 71,120 shares of Here to Serve's Class B Preferred Stock will be cancelled (the "Additional Consideration").

On October 17, 2014, the directors and majority shareholders of MWSI approved the Purchase Agreement and the transactions contemplated under the Purchase Agreement. The directors of Here to Serve and the Here to Serve Shareholders approved the Purchase Agreement and the transactions contemplated thereunder.

Current Operations

Currently, the Company remains a holding company. Since disposing of the three operating LLC's, management has reviewed several business opportunities and will be making announcements to the direction of the Company in 2016.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Accounting Basis

The Company uses the accrual basis of accounting and accounting principles generally accepted in the United States of America ("GAAP" accounting). The Company has adopted a September 30 fiscal year end.

Basis of Consolidation

The financial statements were consolidated for the year ended September 30, 2016. All consolidated subsidiaries were disposed of in the transaction with Brooklyn Cheesecake and Dessert Company, Inc. discussed in Note 1 above.

Cash and Cash Equivalents

Here To Serve Holding Corp considers all highly liquid investments with maturities of three months or less to be cash equivalents.

Fair Value of Financial Instruments

The Company's financial instruments consist of cash, note receivable, accrued expenses, accrued interest, notes payable, and an amount due to a related party. The carrying amount of these financial instruments approximates fair value due either to length of maturity or interest rates that approximate prevailing market rates unless otherwise disclosed in these consolidated financial statements.

Impairment of long-lived assets

The Company periodically reviews its long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying amount of the assets may not be fully recoverable. The Company recognizes an impairment loss when the sum of expected undiscounted future cash flows is less that the carrying amount of the asset. The amount of impairment is measured as the difference between the asset's estimated fair value and its book value. During the year ended September 30, 2016, the Company experienced no losses due to impairment.

Investment

The Company has an investment in a publicly held corporation in the waste management industry. The investment is restricted for more than one year, therefore this investment is recorded using the cost method of accounting. The Company monitors this investment for impairment and makes appropriate reductions in the carrying value if the Company determines that an impairment charge is required based primarily on the financial condition and near-term prospect of this entity. Also, see note 9 "Subsequent Events".

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Income Taxes

Income taxes are computed using the asset and liability method. Under the asset and liability method, deferred income tax assets and liabilities are determined based on the differences between the financial reporting and tax bases of assets and liabilities and are measured using the currently enacted tax rates and laws. A valuation allowance is provided for the amount of deferred tax assets that based on available evidence, which are not expected to be realized.

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date the financial statements and the reported amount of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Revenue Recognition

The Company recognizes revenue when there is persuasive evidence of that an arrangement exists, the revenue is fixed or determinable, the products are fully delivered or services have been provided and collection is reasonably assured.

Concentration of Credit Risks

The Company maintains its cash and cash equivalents in bank deposit accounts, which could, at times, exceed federally insured limits. The Company has not experienced any losses in such accounts; however, amounts in excess of the federally insured limit may be at risk if the bank experiences financial difficulties.

Basic Income (Loss) Per Share

Basic income (loss) per share is calculated by dividing the Company's net loss applicable to common shareholders by the weighted average number of common shares during the period. A diluted earnings per share is calculated by dividing the Company's net income available to common shareholders by the diluted weighted average number of shares outstanding during the year. The diluted weighted average number of shares outstanding is the basic weighted number of shares adjusted for any potentially dilutive debt or equity. At September 30, 2016 and September 30, 2015 the Company had a series of convertible notes outstanding that could be converted into approximately 8,700,000 and 6,099,883 common shares, respectively. These are not presented in the statement of operations since the company incurred a loss and the effect of these shares is anti- dilutive.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Stock-Based Compensation

Stock-based compensation is accounted for at fair value in accordance with ASC Topic 718. To date, the Company has not adopted a stock option plan and has not granted any stock options.

Recent Accounting Pronouncements

Here To Serve Holding Corp., does not expect the adoption of recently issued accounting pronouncements to have a significant impact on the Company's results of operations, financial position or cash flow.

NOTE 3 – NOTE RECEIVABLE

At September 30, 2016 and 2015 the Company had a non-interest bearing loan due from MWSI for $359,891 and $360,891, respectively.

NOTE 4 – ACCRUED EXPENSES

At September 30, 2016 accrued expenses consisted primarily of $100,000 due to an officer of the Company for accrued compensation.

NOTE 5 – NOTES PAYABLE

The Company issued a promissory note during the year ended September 30, 2014. This note for $125,000 is generally convertible into common stock of the Company. The conversion price is the average bid price on the three days prior to the date of conversion. This note bears interest at 8%, is unsecured, and matures within two years of the date issued. The note was issued to provide working capital for the Company.

The Company also issued a note to an employee for services. James Canouse received a note for $200,000. The Canouse note had a premium expense of $94,230. In March 2011 Mr. Canouse converted $53,237 of his note to common stock.

At September 30, 2016 and September 30, 2015 the Company had $365,993 and $365,993, respectively outstanding in convertible notes and premium liability.

NOTE 6 – STOCKHOLDERS' EQUITY

The Company has 400,000,000 shares of common stock authorized with a par value of $0.001 and 2,071,210 shares of Preferred stock with a par value of $0.001. There were 118,680,934 common shares outstanding as of September 30, 2016 and September 30, 2015. There were 1,000,000 preferred shares outstanding as of September 30, 2016 and September 30, 2015. During the year ended September 30, 2014, the Company cancelled 34,191,666 shares of common stock and 1,072,210 shares of preferred stock in connection with disposition of subsidiaries effected by the Membership Interest Purchase Agreement discussed in Note 1, above.

NOTE 6 – STOCKHOLDERS' EQUITY (CONTINUED)

The Company issued 80,000,000 and 5,000,000 shares of common stock to employees and officers as incentive compensation and issued 9,500,000 and 2,960,000 shares of common stock in exchange for services during the years ended September 30, 2015 and September 30, 2014, respectively.

NOTE 7 – COMMITMENTS AND CONTINGENCIES

The Company has leased office space at 12540 Broadwell Rd., Suite 1203 Milton, GA 30004. As this lease is on a month to month basis, there are no associated long term commitments.

NOTE 8 – INCOME TAXES

As of September 30, 2016 and September 30, 2015, the Company had net operating loss carry forwards of approximately $3,400,000 that may be available to reduce our tax liability in future years. We estimate the benefits of this loss carry forward at $1,190,000 as of September 30, 2016 if the Company produces sufficient taxable income. No adjustments to the financial statements have been recorded for this potential tax benefit.

NOTE 9– SUBSEQUENT EVENTS

In accordance with ASC 855-10, the Company has analyzed its operations subsequent to June 30, 2016 through the date these consolidated financial statements were issued and has determined that there are no reportable subsequent events, except as noted below.

The Company has initiated a dividend of its investment (common shares) in MWSI to its shareholders. Total shares of Meridian Waste Solutions, Inc. (MWSI) owned by the Company is 3,222,809. The shares were registered in an S-1 by MWSI effective July 7, 2016. The dividend has a record date of September 30, 2016 and a payment date of October 13, 2016.The Company is awaiting final approval by the FINRA.