

SPOTLIGHT CAPITAL HOLDINGS, INC.

QUARTERLY FINANCIAL REPORT

For the period ended September 30, 2017

SPOTLIGHT CAPITAL HOLDINGS, INC.

Item 1 Exact name of the issuer and the address of its principal executive offices.

Spotlight Capital Holdings, Inc.
601 South Figueroa Street, Suite 4050
Los Angeles, CA 90017
Tel: (213) 337-6784

Spotlight Capital Holdings, Inc.
c/o Andre' L. Ligon, Esq.
2646 South Loop West, Ste. 380
Houston, Texas 77054

Item 2 Shares outstanding.

- A. Preferred Stock, par \$.001
 - (i) October 31, 2011
 - (ii) 10,000,000 Shares Authorized
 - (iii) 4,900,000 Shares issued and Outstanding
 - (iv) No Shares in the Public Float
 - (v) 1 Beneficial Shareholder of Record
 - (vi) 1 Shareholder of Record
- B. Common Stock, par \$.001
 - (i) September 30, 2014, Quarterly Period
 - (ii) 500,000,000 Shares of par \$.001, Common Stock Authorized;
 - (iii) 9,382,219 Shares of \$.001, Common Stock Issued and Outstanding
 - (iv) 9,382,219 Shares in the Public Float
 - (v) 398 Beneficial Shareholders of Record
 - (vi) 398 Shareholders of Record

Item 3 Financial Statements.

The Financial Statements are attached and are incorporated herein by reference. The company has attached a balance sheet, income statement, and cash flow

Item 4 Management's discussion and analysis or plan of operation.

The issuer's plan of operation for the next twelve months is to continue networking within the industry and to continue to obtain agreements to produce and distribute movie, music video and any and all products that are entertainment based. The issuer also intends to continue developing its ability to provide entertainment products using its E-Commerce partners.

The Company has also set up its distribution arm that will allow any products produced, created and/or acquired by the Spotlight will have immediate access to consumers in the U.S. and abroad.

Cash is being raised, via regulation A Plus offering statement that was approved by the SEC in February of 2017, to support the development of the Company's infrastructure, execute contracts and to cover overhead costs which to this point in time have been provided by agents of the company. Additional capital is needed in order execute on its agreements to acquire movie catalogs and product that will benefit of the company and its shareholders.

There is no expected purchase or sale of plant and significant equipment, with the exception of acquiring land for the issuers movie studio, which is expected to be located in the State of Texas. The Company choose Texas as the location of its movie studio because of the low costs of land and the amount of tax credits the State offers.

Changes in the number of employees will occur as funds become available to activate the various contracts that the Company has entered into. The Company expects to retain individuals with extensive entertainment experience and backgrounds to head the movie, music and concert arms of Spotlight.

In addition to the Company's entertainment business plan, the company is looking to expand its current business plan to include the acquisition of Companies in fields, other than entertainment. The basis of this additional plan of action, is to diversify the Company's ability to create profit and capital gains for its shareholders. Management has found several acquisition candidtates, but is currently conducting its due diligence to determine if those candidates will fit in the Company's business model.

Management's Discussion and Analysis of Financial Condition and Results of Operations.

The Company has made investments in setting up the foundation for its new business plan. The Company plans for its investments, will begin in 2018, because of the expected capital raise pursuant to Regulation A Plus. Currently the company has operated without incurring a significant amount of debt, which will enable Spotlight to realize its projected profits, without overcoming large amount of debt.

Item 5 Legal proceedings. None.

Item 6 Defaults upon senior securities. None.

Item 7 Other information. Currently the company is undergoing a re-structuring process. The financials show minimal activity because the new management resolved several issues that

the company had in the past that prevented the company from operating as planned. The company is making plans to start its new operations, by applying for a Regulation A plus offering. Once sufficient capital is raised for operations, the company will execute its business plan and investors will be able to profit from the company's operations.

Item 8 Exhibits. None.

Item 9 Certifications.

Officer Certification

Officer Certification

I, Aaron C. Johnson, President of Spotlight Capital Holdings, Inc. (the "Company") certify that:

1. I have reviewed the Unaudited Financial Statements of the Company for the period ended September 30, 2017;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this disclosure statement.

Date: November 3, 2017

/s/ Aaron C. Johnson
President of Spotlight Capital Holdings, Inc.

BALANCE SHEET
From the period from January 1, 2017, to September 30, 2017

ASSETS

Cash Accounts

Checking/Savings	\$0.00	\$0.00	\$ 0.00
Total Cash accounts	\$0.00	\$0.00	\$ 0.00
Other Assets	<u>\$439,160</u>	<u>\$439,160</u>	<u>\$439,160¹</u>
TOTAL ASSETS	\$439,160	\$439,160	\$439,160

LIABILITIES & EQUITY

Current Liabilities

Loan Payable	\$72,960	\$72,960	\$72,960
Long Term Debt	\$1,200,00	\$1,200,00	\$1,200,000
Total Liabilities	<u>\$1,272,960</u>	<u>\$1,272,960</u>	<u>\$1,272,960</u>
 Stock Holder's Equity	 -\$833,800	 -\$833,800	 -\$833,800
TOTAL LIABILITIES			
& EQUITY	\$439,160	\$439,160	\$439,160

See: NOTES ON FINANCIAL STATEMENTS

¹ See Note 3NOTES TO FINANCIAL STATEMENTS

SPOTLIGHT CAPITAL HOLDINGS, INC.
PROFIT AND LOSS STATEMENT (UNAUDITED)

From January 1, 2017 to September 30, 2017

	January to March 31, 2017	March 31, 2017 to June 30, 2017	July 1, 2017 to September 30, 2017
INCOME FROM OPERATIONS	\$0 ²	\$0	\$0.00
<u>EXPENSES</u>			
Advertising/New wires	\$0.00	\$2,000	\$0.00
Transfer Agent Fees	\$900	\$3,000	\$3,000
Office Equipment	\$2,100	\$5,000	\$5,000
Office Expenses	\$950.00	\$2,250.00	\$2,250.00
Legal Fees	\$20,000.00	\$20,000.00	\$20,000.00
Music/Concert Division Costs	\$0	\$0.00	\$0.00
Rent	\$2,500	\$2,500.00	\$2,500.00
Travel	\$0.00	\$3,250.00	\$4,000.00
Total Expenses	\$25,550.00	\$38,000.00	\$36,750.00
NET INCOME or (Loss)	(\$25,550.00)	(\$38,000.00)	(\$36,750.00)

² See note 6 of NOTES TO FINANCIAL STATEMENTS and section 6 of the Offering Statement

SPOTLIGHT CAPITAL HOLDINGS, INC.
STATEMENT OF REVENUE AND EXPENSES
(CASH FLOW STATEMENT - UNAUDITED)

Period from January 1, 2017, to September 30, 2017

	From January 1 st , 2016 – March 31, 2017	From March 31, 2017 to June 30, 2017	July 1, 2017 to September 30, 2017
Revenue			
Total Revenue	0	0	0
EXPENSES			
Legal Fees (Deferred)	\$20,000.00	\$20,000.00	\$20,000.00
Office expense (Deferred)	\$950.00	\$2,250.00	\$2,250.00
Travel Expenses	\$1,2500.00	\$3,250.00	\$4,000.00
Organization costs (Ibid)	\$10,200	\$15,750	\$8,700.00
Total expenses	<u>\$34,400</u>	<u>\$41,250</u>	<u>\$34,950</u>
NET INCOME OR (LOSS)	<u>(\$34,400)</u>	<u>(\$41,250)</u>	<u>\$34,950</u>

NOTE 1. ORGANIZATION

Financial Statements

The Financial Statements attached above are unaudited statements of the Company's financial structure after reorganization

Management' s discussion and analysis or plan of operation.

Currently the company is undergoing a re-structuring process. The Financial Statements show minimal activity because the new management resolved multiple issues that the company had in the past that prevented the company from operating as planned. In addition to resolving issues that occurred prior to new management, the company has establishes its distribution network in order to profit from any and all products that it chooses to invest, after sufficient capital is raised.

Although the Company hasn't generated earnings from operations, Spotlight obtained funds for operations, from a loan in the amount of \$75,000.00. The funds were used to set up the foundation for operations. The Company is using the funds to pay expenses associated with setting up distribution channels, movie production partners, and contracting with music and comedy artists that are prepared to go on tour in 2017.

Once funding is received through the Regulation A Plus Offering, the Company will then be prepared to execute its business plan.

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The financial statements of the Company have been prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America(US GAAP).

Impairment of Long-Lived Assets

SPOTLIGHT CAPITAL HOLDINGS INC

NOTES TO FINANCIAL STATEMENTS

The Company reviews its real estate for impairment whenever events or changes in circumstances indicate that the carrying value of an asset may not be recoverable. When recovery is reviewed, if the UN-discounted cash flows estimated to be generated by the Property are less than its carrying amount, management compares the carrying amount of the Property to its fair value in order to determine whether an impairment loss has occurred. The amount of the impairment loss is equal to the asset's carrying value over its estimated value. No impairment loss has been recognized since inception.

Deferred Financing Costs

The costs of obtaining the real estate loan have been capitalized. The financing costs are amortized over the term of the loan using a straight-line method.

Accounting principles generally accepted in the United States of America require that the effective yield method be used to amortize financing costs; however, the effect of using the straight-line method is not materially different from the results that would have been obtained under the effective yield method.

Deferred Syndication Costs

The costs incurred pursuant to raising additional capital through a Regulation A offering under the Securities Act of 1933 have been deferred. Upon completion of the offering, all syndication costs will be deducted from the proceeds received.

Income Taxes

The Company is required to file tax returns with the Internal Revenue Service and other taxing authorities. Accordingly, these financial statements do not reflect a provision for income taxes and the Company has no other tax positions which must be considered for disclosure.

Use of Estimates

The preparation of 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 disclosure of

SPOTLIGHT CAPITAL HOLDINGS INC

NOTES TO FINANCIAL STATEMENTS

contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

NOTE 2. Cash Accounts

In 2014, the Company obtained a loan from Aaron C. Johnson in the amount of \$75,000.00. Funds were used by the Company in order to execute the Company's new business which changed from Aviation to Entertainment. The balances from that loan are reflected in the balance sheet. The Company is looking for investors to purchase the Regulation A plus stock that the Company is offering, pursuant to the Regulation A Plus Offering Statement. When funding is received, the Company will account for the monies received.

NOTE 3. Assets

The assets of the Company consists of a commercial airplane in the company's inventory leftover from the Aviation operations. In addition to the airplane, the Company has a soundtrack for a movie that will be released in 2017. The value of the soundtrack is included in that number projected on assets.

NOTE 4. Long Term Debt

The Company has limited amount of long term debt. The Company currently owes Ken Farino \$300,000 USD for the commercial plane identified in note 3. The company expects to satisfy this debt out of the proceeds from this offering. In addition to the debt owed to Mr. Farino, the Company owes Aaron C. Johnson and Andre' L. Ligon salaries for the past three years in the amount of \$150,000 per year. The figure identified in that section, represents the debt owed to Mr. Farino, Andre L. Ligon, and Aaron C. Johnson

NOTE 5. Shareholder Equity

Because the Company has been going thorough its re-organization process, the has had minimum activities which has affected its stock price and subsequently shareholder equity. In 2015, the Company's news of its restructuring efforts caused the stock price to move to a high, which increased the shareholder's equity. The Company is continuing its re-structuring efforts, in which will be complete figures will be provided in the next financial quarter statements.

SPOTLIGHT CAPITAL HOLDINGS INC

NOTES TO FINANCIAL STATEMENTS

Capital Structure

The capital structure of the Company has remained that same since 2014, when the Company authorized a 50 to 1 reverse split. The Company expects the Capital Structure to change after the approval of the Regulation A Plus offering statement, which will allow the Company to raise money through the issuance of its stock.

The Regulation A Plus Offering Statement has been approved as of the date that these statements were provided. The Company is considering its current structure in order to offer the company's stock at a price that will be a benefit to the Company and its current shareholders.

NOTE 6: INCOME FROM OPERATIONS

Since the Company has changed its focus from its non-profitable aviation operations to entertainment, Spotlight has not earned any money from new operations. Money has been expended to set up operations and projects for 2017.

Note 7:

As mentioned in Note 2 above, the 75,000 dollar loan achieved by the Chairman and CEO, Aaron Johnson, was reflected in past statements.

NOTE 8: LEGAL FEES

The legal fees that were incurred to resolve the issues of the company prior to new management changing the business plan and focus of the company, fee incurred changing the financial structure of the company, and preparing this offering of other legal matters were invoiced but have not been paid by the Company. The Company expects to satisfy the legal fees out of the proceeds of this offering. The legal fees are contracted at approximately \$80,000.00 per year. The number represented in the financial statement account for the legal earned in the amount of \$20,000 per quarter.

NOTE 9. MUSIC DIVISION AND COSTS

The Company paid monies in order to reserve talented musical group and a comedy tour, expected to start earning proceeds for the Company in 2017. The

SPOTLIGHT CAPITAL HOLDINGS INC

NOTES TO FINANCIAL STATEMENTS

Company will use some funds raised from this offering to acquire the venues for the tours mentioned in this note.

NOTE 10. ASSETS

The figures contained in this item is based on the appreciation of the airplane mentioned in note 3, along with the soundtrack that was early released for 2015.

NOTE 11. ASSETS

The figures contain in this item consists of the plane mentioned in note 3 & 10, and also contains the soundtrack that depreciated during the 2016 year. The reason for the decrease in value of the soundtrack was the delayed release of the movie “Tied in Knots”, which is attached to the soundtrack

Officer Certification

I, Aaron C. Johnson, President of Spotlight Capital Holdings, Inc. (the “Company”) and Andre’ L. Ligon, General Counsel certify that:

1. I have reviewed the Financial Statements of the Company for the period ended June 30, 2017.
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement;
3. Based on my knowledge, the financial statements, and other financial information included in this annual report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this disclosure statement.

Date: September 30, 2017

/s/ Aaron C. Johnson
President of Spotlight Capital Holdings, Inc.

/s/ Andre’ L. Ligon
General Counsel