

SPOTLIGHT CAPITAL HOLDINGS, INC.

QUARTERLY FINANCIAL REPORT

For the period ending March 31, 2019

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

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) March 31, 2019, Quarterly Period
 - (ii) 500,000,000 Shares of par \$.001, Common Stock Authorized;
 - (iii) 280,500,781 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 created an application (APP) and is currently in development of movie distribution APP that will launch its' distribution arm that will allow any products produced, created and/or acquired by the Spotlight to be seen by 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, and recently renewed 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 possibly will 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.

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 seeing revenues in 2018, because of the expected capital raise pursuant to Regulation A Plus.

Item 5 Legal proceedings. None.

Item 6 Defaults upon senior securities. None.

Item 7 Other information. The company has finished its 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. Because management cleaned up issues it had in the past, with minimum cash expenditure, the Company is currently operating with a low amount of debt. 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

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

1. I have reviewed the Quarterly Financial Statements of the Company for the period ended March 31, 2019;
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: May 6, 2019

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

SPOTLIGHT CAPITAL HOLDINGS, INC.**Balance Sheet****Period Ending March 31, 2019****Assets**

	Quarter Ending March 31, 2019	
Current assets:		
Cash	\$0.00	
Investments	-	
Inventories	-	
Accounts receivable	\$0.00	
Pre-paid expenses	\$0.00	
Other (Plane)	\$439,161	
Total current assets	439,161.00	
Fixed assets:	Quarter Ending March 31, 2019	
Property and equipment	\$0.00	
Leasehold improvements	\$0.00	
Equity and other investments	\$1,200,000	
Less accumulated depreciation	-	
Total fixed assets	\$1,200,000	
Other assets:	Quarter Ending March 31, 2019	
Applications (App)	\$4,481,310.73	
Total other assets	-	

Total assets **6,120,471.73****Liabilities and owner's equity**

	Ending March 31, 2019	
Current liabilities:		
Accounts payable	\$0.00	
Accrued wages	\$1,440,000	
Accrued compensation	\$0.00	
Income taxes payable	\$0.00	
Unearned revenue	\$0.00	
Other (Unsecured Debt)	\$372,960	
Total current liabilities	1,812,960.00	
Long-term liabilities:	March 31, 2019	
Mortgage payable	\$0.00	

Total long-term liabilities	\$0.00	
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Stockholders (Owner's)equity:	Ending 6/30	
Common Stock	4,207,511.73	
Preferred Stock (10,000,000 Shares Issued)	100,000.00	
Total owner's equity	4,307,511.73	

Total liabilities and owner's equity	6,120,471.73
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See: NOTES ON FINANCIAL STATEMENTS

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

From January 1, 2018 to March 31, 2019

	January to March 31, 2018
INCOME FROM OPERATIONS	\$0 ¹
<u>EXPENSES</u>	
Advertising/New wires	\$0.00
Transfer Agent Fees	\$2,800
Office Equipment	\$1,200
Office Expenses	\$1,200.00
Legal Fees	\$20,000.00
Music/Concert Division Costs	\$5,000 ²
Rent	\$5,000
Travel	\$0.00
Total Expenses	\$35,200.00
NET INCOME or (Loss)	(\$35,200.00)

¹ See note 6 of NOTES TO FINANCIAL STATEMENTS and section 6 of the Offering Statement

² See Note 9 of NOTES TO FINANCIAL STATEMENTS and Item 6c of the Offering Statement

SPOTLIGHT CAPITAL HOLDINGS INC

NOTES TO FINANCIAL STATEMENTS

Period from January 1, 2019 to March 31, 2019

From January
1st,
to March 31,
2018

CASH INFLOWS

Cash from Operating Activities	0
Operating Expenses	
Legal Fees (Deferred)	\$20,000.00
Office expense	\$1,200.00
Travel Expenses	\$0.00
Organization costs (Ibid)	\$10,000
Transfer Agent Fees	\$2,800.00
Total expenses	<u>\$34,000.00</u>
NET CASH FLOW(Operational)	<u>(\$34,000.00)</u>
Cash from Investing Activities	0
Cash from Financing Activities	0
TOTAL NET CASH FLOWS	<u>(\$34,000.00)</u>

SPOTLIGHT CAPITAL HOLDINGS INC

NOTES TO FINANCIAL STATEMENTS

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. The company is making plans to start its new operations in January of 2019.

The Company's business plan has moved from aviation to entertainment. Because of the new business plan, the Company now has new management that is resolving the issues that resulted in the Company's inactivity during the last couple of years. Because of the re-structuring and change of focus for the Company, the Financial Statements for this year and next fiscal year will show minimal activity, until the foundation for operations are established during the 2019 fiscal year.

Although the Company hasn't generated earnings from operations, Spotlight obtained funds for operations, from a loan in the amount of \$75,000.00 from Aaron Johnson. The funds were used to set up the foundation for operations. The Company used the funds to pay expenses associated with setting up distribution channels, movie production partners, and development of E-Commerce avenues necessary to execute the Company's current business plan.

The Company has been operating from personal loans from Aaron C. Johnson and Andre' L. Ligon, the officers of the Company.

Once funding is received through the Regulation A Plus Offering, the Company will then be prepared to execute its business plan and pay the debt incurred during the re-structuring process.

SPOTLIGHT CAPITAL HOLDINGS INC

NOTES TO FINANCIAL STATEMENTS

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

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.

SPOTLIGHT CAPITAL HOLDINGS INC

NOTES TO FINANCIAL STATEMENTS

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 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

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 was released in 2017. The value of the soundtrack is included in that number projected on assets.

The Company has also negotiated the acquisition of a portion of a Company, that owns a portion of Rim Ryderz. The company issued a press release about the partnership and we believe that estimated worth is \$1,200,000

Also the company has developed a music app named JUKEBOX SWAP. JUKEBOX is currently available for sale on the Google Play store. The values are estimates of the worth of JUKEBOX and our new app which is under construction.

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

SPOTLIGHT CAPITAL HOLDINGS INC

NOTES TO FINANCIAL STATEMENTS

NOTE 5. Shareholder Equity

The Company has completed its re-structuring and has been investing in products, media outlets and applications (Apps), to further its business plan. Although the company hasn't made any revenues this quarter from those assets, the market has responded to the Company's progress which increased the value of the common stock and shareholder's equity.

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 Company is currently getting the Regulation A Plus approved for offering in several States.

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. The Company expects to earn revenues from its investment, in the third quarter.

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. The monies were expended on the Company's reorganization efforts. Also see Note 2 that discusses the cash accounts of the Company.

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 2019. 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, plus the applications released and the one currently under development.