

Alliance Creative Group, Inc.
Financial Statements
For the Quarter Ended
June 30, 2012

Nosek & Associates
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To the Board of Directors:

August 15, 2012

Alliance Creative Group, Inc.
1066 National Parkway
Schaumburg, Il. 60173

We have compiled the accompanying consolidated balance sheet of Alliance Creative Group Inc. as of June 30, 2012, and the related statements of income, retained earnings, and cash flows for the period then ended (and supplementary information), in accordance with Statements on Standards for Accounting and Review Services issued by the American Institute of Certified Public Accountants.

A compilation is limited to presenting information that is the representation of management in the form of financial statements (and supplementary information). We have not audited or reviewed the accompanying financial statements (and supplementary information) and, accordingly, do not express an opinion or any other form of assurance on them.

Nosek & Associates

Nosek & Associates
Certified Public Accountants

Alliance Creative Group, Inc.
Consolidated Statement of Assets, Liabilities and Retained
Earnings
As of June 30, 2012

	<u>Total</u>
ASSETS	
Current Assets	
Bank Accounts	\$ 228,775
Accounts Receivable	2,405,935
Other Current Assets	
Inventory	734,008
Loans and Notes Receivables	-
Investment	125,000
Total Other Current Assets	<u>859,008</u>
Total Current Assets	<u>3,493,718</u>
Fixed Assets	
Furniture & Fixtures	6,036
Autos - Seven	256,562
Leasehold Improvements	104,669
Machinery & Equipment	120,604
Total Fixed Assets	<u>487,872</u>
Other Assets	
Security Deposits	3,412
Organizational Costs	32,500
Goodwill	1,123,464
Total Other Assets	<u>1,159,376</u>
TOTAL ASSETS	<u>\$ 5,140,966</u>

Alliance Creative Group, Inc.
Consolidated Statement of Assets, Liabilities and Retained
Earnings
As of June 30, 2012

	<u>Total</u>
LIABILITIES AND EQUITY	
Liabilities	
Current Liabilities	
Accounts Payable	1,453,979
Line of Credit - Centrust Bank	341,977
Inventory Loan - Centrust Bank	35,417
Equipment Loan - Midwest Bank	34,514
Due to St. Louis	-
Accrued Taxes	1,039
Accrued Expenses	1,110
Total Current Liabilities	<u>1,868,036</u>
Long Term Liabilities	
Note Payable - Golden State 2004	244,549
Note Payable - Golden State debenture	142,097
Note Payable - Seven Auto Loans	104,178
Note Payable - STLK	310,000
Notes Payable	397,015
Note Payable - Promissory Note	210,158
Note Payable - Shareholder	-
Total Long Term Liabilities	<u>1,407,997</u>
Total Liabilities	<u>\$ 3,276,033</u>
Equity	
Retained Earnings	(9,011,433)
Additional Paid in Capital	10,234,806
Common Stock	85,547
Preferred Stock	50,000
Net Income	506,013
Total Equity	<u>\$ 1,864,933</u>
TOTAL LIABILITIES AND EQUITY	<u><u>\$ 5,140,966</u></u>

Shares Outstanding 8,554,746

Alliance Creative Group, Inc.
Consolidated Statement of Income and Loss
As of June 30, 2012

	For the quarter ending 6/30/2012	Year-to-Date 6/30/2012
<u>Income</u>		
Revenue	\$ 2,828,474	\$ 5,356,671
Cost of Goods Sold	\$ 2,053,747	\$ 3,818,565
Gross Profit	774,727	\$ 1,538,106
Operating Expenses	\$ 541,351	\$ 1,007,055
Other Income/(Expense)	\$ (24,095)	\$ (25,038)
Net Income	<u>209,282</u>	<u>506,013</u>

Alliance Creative Group, Inc.
Consolidated Statement of Cash Flows
As of June 30, 2012

	<u>Total</u>
OPERATING ACTIVITIES	
Net Income	\$ 506,013
Adjustments to reconcile Net Income to Net Cash provided by operations:	
Increase/Decrease in Accounts Receivable	(531,675)
Increase/Decrease in Inventory	75,887
Increase/Decrease Prepaid Expenses	-
Increase/Decrease in Accounts Payable	39,071
Increase/Decrease in Accrued Expenses	(92,729)
Increase/Decrease in Investments	-
Increase/Decrease in Other Current Liabilities	(16,772)
Net cash provided by operating activities	<u>(20,205)</u>
INVESTING ACTIVITIES	
Increase/Decrease in Buildings	(10,000)
Increase/Decrease in Leasehold Improvements	(104,669)
Increase/Decrease Furniture & Fixtures	(1,225)
Increase/Decrease Mach. & Equip	-
Increase/Decrease in Goodwill	-
Increase/Decrease in Organizational Costs	-
Increase/Decrease Security Deposits	-
Net cash provided by investing activities	<u>(115,894)</u>
FINANCING ACTIVITIES	
Increase/Decrease in Notes Payable	(28,286)
Increase/Decrease in Mortgage Payable	(100,000)
Change in Capital Surplus	-
Change in Common Stock	-
Change in Preferred Stock	-
Net cash provided by financing activities	<u>(128,286)</u>
Net cash increase for period	<u>(264,385)</u>
Cash at beginning of the Period	<u>493,160</u>
Cash at end of period	<u>\$ 228,775</u>

ALLIANCE CREATIVE GROUP, INC
(FKA INVICTA GROUP, INC)
STATEMENT OF STOCKHOLDER EQUITY
As of June 30, 2012

	<u>COMMON STOCK</u>		<u>PREFERRED STOCK</u>		<u>Paid in</u>	<u>Accumulated</u>	<u>TOTAL</u>
	<u>Shares</u>	<u>Amount</u>	<u>Shares</u>	<u>Amount</u>	<u>Capital</u>	<u>Deficit</u>	
Balance - July 1, 2011	5,111,788	\$ 51,118.00	5,000,000	\$ 50,000.00	10,234,806.00	(9,457,874.00)	\$ 878,050.00
Shares Issued - 2011							
Sales	-	-					
Issues for Services - Restricted							
Note Conversions	3,442,558	\$ 34,425.58					
Balance - September 30, 2011	8,554,346	\$ 85,543.46	5,000,000	\$ 50,000.00	10,234,806.00	(9,254,048.68)	\$ 1,106,300.78
Shares Issued - 2011							
Sales	-	-					
Issues for Services - Restricted							
Note Conversions	-	\$ -					
Balance - December 31, 2011	8,554,346	\$ 85,543.46	5,000,000	\$ 50,000.00	10,234,806.00	(8,505,419.90)	\$ 1,864,929.56
Shares Issued - 2012							
Sales	-	-					
Issues for Services - Restricted							
Note Conversions	-	\$ -					
Balance - March 31, 2012	8,554,346	\$ 85,543.46	5,000,000	\$ 50,000.00	10,234,806.00	-	\$ 10,370,349.46
Balance - March 31, 2012	8,554,346	\$ 85,543.46	5,000,000	\$ 50,000.00	10,234,806.00	-	\$ 10,370,349.46
Shares Issued - 2012							
Sales	-	-					
Issues for Services - Restricted							
Note Conversions	-	\$ -					
Balance - June 30, 2012	8,554,346	\$ 85,543.46	5,000,000	\$ 50,000.00	10,234,806.00	-	\$ 10,370,349.46