



BLACK CASTLE  
DEVELOPMENTS

“A NEVADA CORPORATION”

*FINANCIAL STATEMENTS*

Second Quarter 2012

September 17, 2012

Table of Contents

Item 1. The exact name of the Issuer and address of the Issuer’s principal executive offices .....	1
Item 2. Shares Outstanding.....	1
Item 3. Interim Financial Statements.....	4
Unaudited Balance Sheet as June 30, 2012.....	4
Unaudited Income Statement for Period Ended June 30, 2012.....	5
Unaudited Statement of Cash Flows for Period Ended June 30, 2012.....	6
Unaudited Stockholders Equity for Six months Ended June 30, 2012.....	7
Item 4. Notes to Financial Statements.....	8
Item 4. Management Discussion and Analysis.....	15
Item 5. Legal Proceedings .....	15
Item 6. Defaults Upon Senior Securities .....	16
Item 7. Other information.....	16
Item 8. Exhibits.....	16
Item 9. Certifications.....	17

## **ITEM 1. THE EXACT NAME OF THE ISSUER AND ITS PRINCIPAL EXECUTIVE**

The name of the Issuer is: Black Castle Developments Holdings, Inc.

The names of its predecessors are: Black Castle Developments, Inc.  
Greens Worldwide Incorporated  
Sedona Worldwide Incorporated  
Red Rock Collection Incorporated

The exact name of the Issuer is Black Castle Developments Holdings, Incorporated., The Issuer was originally incorporated in the State of Arizona as *Red Rock Collection Incorporated* on October 14, 1992. On September 18, 1997 the company changed its name to *Sedona Worldwide Incorporated*. On August 9, 2002 the company changed its name to *Greens Worldwide Incorporated*. On January 8, 2009, the Issuer filed a Certificate of Domestication changing its domicile to Florida. On February 3, 2011 the company changed its name to *Black Castle Developments, Inc.* On April 28, 2011, the Issuer filed a Articles of Conversion changing its domicile to Nevada and the company changed its name to *Black Castle Developments Holdings, Inc*

### **The address of the Issuer's principal executive offices.**

Black Castle Developments Holdings, Inc.  
352 W Bedford, Suite 111  
Fresno, CA 93711  
Phone: (559) 761-7136  
Email: info@blackcastledevelopments.com

Website: www.blackcastledevelopments.com

### **The jurisdiction(s) and date of the Issuer's incorporation or organization.**

The Issuer was originally incorporated in the State of Arizona as Red Rock Collection Incorporated on October 14, 1992. On January 8, 2009, the Issuer filed a Certificate of Domestication changing its domicile to Florida. On April 28, 2011, the Issuer filed a Articles of Conversion changing its domicile to Nevada.

### **The Issuer's primary and secondary SIC Codes.**

Primary: 6500  
Secondary: 6513

## **ITEM 2. SHARES OUTSTANDING**

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

As of the date of this Information and Disclosure Statement, the Issuer has two classes of securities outstanding, Common Stock and Preferred Stock.

#### *Common Stock*

- (i) Period End Date: June 30, 2012
- (ii) Number of shares authorized: 600,000,000
- (iii) Number of shares outstanding: 569,230,799
- (iv) Freely tradable shares (public float): 269, 230,799
- (v) Total number of beneficial shareholders: 2
- (vi) Total number of shareholders of record: 336

*Preferred Stock*

- (i) Period End Date: June 30, 2012
- (ii) Number of shares authorized: 6,000,000
- (iii) Number of shares outstanding: 4,803,125
- (iv) Total number of beneficial shareholders: 1
- (v) Total number of shareholders of record: 2

*Common Stock*

- (i) Period End Date: March 31, 2012
- (i) Number of shares authorized: 600,000,000
- (ii) Number of shares outstanding: 68,430,797
- (iii) Freely tradable shares (public float): 68,428,858
- (iv) Total number of beneficial shareholders: 1
- (v) Total number of shareholders of record: 314

*Preferred Stock*

- (i) Period End Date March 31, 2012
- (ii) Number of shares authorized: 6,000,000
- (i) Number of shares outstanding: 4,896,875
- (ii) Total number of beneficial shareholders: 1
- (iii) Total number of shareholders of record: 11

*Common Stock*

- (i) Period End Date: December 31, 2011
- (ii) Number of shares authorized: 600,000,000
- (iii) Number of shares outstanding: 68,430,797
- (iv) Freely tradable shares (public float): 68,428,858
- (v) Total number of beneficial shareholders: 1
- (vi) Total number of shareholders of record: 314

*Preferred Stock*

- (i) Period End Date: December 31, 2011
- (ii) Number of shares authorized: 5,000,000
- (iii) Number of shares outstanding: 4,896,875
- (iv) Total number of beneficial shareholders: 1
- (v) Total number of shareholders of record: 11

The Company is authorized to issue 600,000,000 shares of Common Stock.

The Company is authorized to issue 6,000,000 shares of Series A Preferred Stock.

The Company's trading symbol is BCDH.PK

The Company's CUSIP for common stock is 09184P 10 3

The Company does not have a CUSIP for its Series A Preferred stock.

**Par or stated value and description of the security.**

Common Stock – Par Value \$0.0001

Preferred Stock – Par Value \$0.0001

**Common and Preferred Stock Description**

Common Stock. The holders of shares of Common Stock shall be entitled (1) to vote on all matters at all meetings of the shareholders of the Corporation on the basis of one vote for each share of Common Stock held of record; (2) subject to any preferential dividend rights applicable to the Preferred Stock, to receive such dividends as may be

declared by the Board of Directors; and (3) in the event of the voluntary, or involuntary, liquidation or winding up of the Corporation, after distribution in full of any preferential amounts to be distributed to holders of shares of Preferred Stock, to receive all of the remaining assets of the Corporation available for distribution to its shareholders, ratably in proportion to the aggregate number of their shares of Common Stock.

Preferred Stock. The Board of Directors is authorized to issue the Preferred Stock, from time to time, in one or more series. The Board of Directors is further authorized, to establishing, altering or eliminating in respect of the Preferred Stock any dividend, conversion, and liquidation rights, as well as any redemption, or sinking fund provisions. The Preferred Stock has voting and conversion rights of 640 Common Shares for every 1 Preferred Share.

There exists no such provisions in the Issuer's charter or by law that would delay, defer or prevent a change in control of the Issuer.

### **Transfer Agent**

Action Stock Transfer Corporation  
2469 E. Fort Union Blvd., Suite 214  
Salt Lake City, UT 84121  
Telephone: (801) 274-1088  
Fax: (801) 274-1099

**ITEM 3. INTERIM FINANCIAL STATEMENTS**

**BLACK CASTLE DEVELOPMENTS HOLDINGS, INC.**  
**BALANCE SHEET**  
**AS OF JUNE 30, 2012**

		<b>Assets</b>	
Current Assets			
Cash		\$	186
Other cash deposits			25,000
Total Checking/Savings			<u>25,186</u>
Current Inventory			-
Total Current Assets			25,186
Fixed Assets			
Property and equipment, net	59,156		
Other Receivables	142,500		201,656
			<u>201,656</u>
Total Assets			<u><u>226,842</u></u>

**Liabilities and Stockholders' Equity**

Current Liabilities			
Credit Cards		\$	-
Accounts Payable			60,720
Long Term Debt			<u>542,427</u>
Total Liabilities			603,147
Stockholders' Equity			
Common Stock - Par Value \$0.0001			
Authorized 600,000,000; Issued 569,230,799			211,843
Preferred Stock - Par Value \$0.0001			
Authorized 6,000,000; Issued 4,803,125			565
Additional Paid in Capital			186,272
Issuance of New Shares			0
Retained Earnings			(734,524)
Net Income			<u>(40,461)</u>
Total Stockholders' Equity			<u>(376,305)</u>
Total Liabilities and Stockholders' Equity		\$	<u><u>226,842</u></u>

UNAUDITED

# BLACK CASTLE DEVELOPMENTS HOLDINGS, INC.

## INCOME STATEMENT QUARTER ENDING JUNE 30, 2012

Income		
Sales		<u>\$ 1,489</u>
Expenses		
Advertising		0
Automobile Expense		0
Bank Service Charges		124
Computer and Internet Charges		0
Depreciation		959
Dues and Subscriptions		0
Interest Expense		14,746
Office Supplies		0
Postage and Delivery		184
Professional Fees		10,000
Rent Expense		2,100
Salaries		12,500
Supplies		0
Telephone Expense		564
Travel Expense		675
Utilities		<u>98</u>
Total Expenses		<u>\$ 41,950</u>
Net Profit/(Loss)		\$ (40,461)

UNAUDITED

**BLACK CASTLE DEVELOPMENTS HOLDINGS, INC.**  
**STATEMENT OF CASH FLOWS**  
**APRIL THROUGH JUNE 30, 2012**

<b><u>Cash flow from Operating Activities</u></b>	
Net Income/(Loss)	\$ (40,461)
Adjustments to reconcile net income	-
Depreciation	959
Changes in operating assets and liabilities:	
Accounts receivable	0
Inventory	0
Accounts payable	38,742
	<hr/>
<b>Net cash from Operating Activities</b>	39,701
<b>Net cash from Financing Activities</b>	2,500
	<hr/>
Net change in cash and cash equivalents	42,201
<b>Cash, beginning of period</b>	25,008
<b>Cash, end of period</b>	<hr/> <b>\$ 25,186</b>

UNAUDITED

**BLACK CASTLE DEVELOPMENTS HOLDINGS, INC.**  
**STATEMENTS OF STOCKHOLDERS' EQUITY FOR THE THREE MONTHS ENDED JUNE 30, 2012**

	<u>Preferred Stock</u>		<u>Common Stock</u>		<u>Additional Paid In Capital</u>	<u>Accumulated Deficit</u>	<u>Total</u>
	<u>Shares</u>	<u>Amount</u>	<u>Shares</u>	<u>Amount</u>			
Balance at March 31, 2011	4,896,875	\$ 490.00	68,430,799	\$ 6,843	\$ 186,272	\$ (734,524)	\$ (540,919)
Restricted Issuance - Blair Waycott			300,000,000	\$ 5,000			
Notes Converted			92,800,000	\$ 200,000			
Preferred Share Conversion	(168,750)		108,000,000				
Preferred Issued for Acquisition	75,000	\$ 75.00					
Net Loss						\$ (40,461)	\$ (40,461)
<b>Balance, June 30, 2012</b>	<b>4,803,125</b>	<b>\$ 565.00</b>	<b>569,230,799</b>	<b>\$ 211,843</b>	<b>\$ 186,272</b>	<b>\$ (774,985)</b>	<b>\$ (376,305)</b>

UNAUDITED

**BLACK CASTLE HOLDINGS INC.,  
NOTES TO FINANCIAL STATEMENTS  
FOR THE SIX MONTHS ENDED JUNE 30, 2012**

**NOTE 1 – History of Operations**

Black Castle Developments, Inc. (“BCD”) was originally incorporated in the State of Arizona as Red Rock Collection Incorporated on October 14, 1992. On September 18, 1997 the company changed its name to Sedona Worldwide Incorporated. On August 9, 2002 the company changed its name to Greens Worldwide Incorporated. On January 8, 2009, the Issuer filed a Certificate of Domestication changing its domicile to Florida. On February 3, 2011 the company changed its name to Black Castle Developments, Inc.

A privately held California corporation formed on September 8, 2004 (“the Company”) entered into an agreement on December 31, 2010 with Greens Worldwide, Inc. whereby Greens Worldwide, Inc. acquired all of the outstanding common stock of the Company in exchange for 97% of Greens Worldwide, Inc. fully diluted common stock. As a result of the transaction, the Company took control of the combined company. Accordingly, the transaction has been accounted for as a reverse acquisition of Greens Worldwide, Inc. by the Company resulting in a recapitalization of the Company rather than as a business combination. The Company is deemed to be the purchaser and surviving company for accounting purposes. Accordingly, its assets and liabilities are included in the balance sheet at their historical book values and the results of the Company have been presented for the comparative prior periods.

On April 28, 2011 the shareholders approved changing the corporate domicile of Florida to Nevada. On April 28, 2011, Black Castle Holdings, Inc. (BCDH) was organized as the merger partner. On April 28, 2011, the change in domicile was created by merging Black Castle Developments, Inc., the Florida Corporation into Black Castle Holdings, Inc., the Nevada Corporation. The Nevada Corporation Black Castle Holdings, Inc. was the surviving corporation. On June 1, 2011, a certificate of amendment was filed with the Nevada Secretary of State to change the name of the corporation to Black Castle Developments, Inc.

Based in Fresno, CA, BCDH is focused on the direct acquisition of non-performing notes, and the development, operations and management of income producing commercial and residential distressed properties.

**NOTE 2 – Preparation of Financial Statements**

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.

Management further acknowledges that it is solely responsible for adopting sound accounting practices, establishing and maintaining a system of internal accounting control and preventing and detecting fraud. The Company's system of internal accounting control is designed to assure, among other items, that 1) recorded transactions are valid; 2) valid transactions are recorded; and 3) transactions are recorded in the proper period in a timely manner to produce financial statements which present fairly the financial condition, results of operations and cash flows of the Company for the respective periods being presented

**NOTE 3 – Significant Accounting Policies**

Cash and Cash Equivalents

For purposes of the statement of cash flows, the Company considers all highly liquid investments purchased with an original maturity of three months or less to be cash equivalents. There are no cash equivalents as of December 31, 2011 and 2010.

### Stock Based Compensation

We account for equity instruments issued in exchange for the receipt of goods or services from non-employees. Costs are measured at the fair market value of the consideration received or the fair value of the equity instruments issued, whichever is more reliably measurable. The value of equity instruments issued for consideration other than employee services is determined on the earlier of the date on which there first exists a firm commitment for performance by the provider of goods or services or on the date performance is complete. The Company recognizes the fair value of the equity instruments issued that result in an asset or expense being recorded by the company, in the same period(s) and in the same manner, as if the Company has paid cash for the goods or services.

### Income Taxes

Accounting Standards Codification Topic No. 740 “Income Taxes” (ASC 740) requires the asset and liability method of accounting be used for income taxes. Under the asset and liability method, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled.

The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date.

### Earnings (Loss) Per Share

Per Accounting Standards Codification Topic 260 “Earnings Per Share” (ASC 260), basic EPS is determined using net income divided by the weighted average shares outstanding during the period. Diluted EPS is computed by dividing net income by the weighted average shares outstanding, assuming all dilutive potential common shares were issued.

### Fair Value of Financial Instruments

The carrying amounts for the Company’s cash, accounts payable, accrued liabilities and debt approximates fair value due to the short-term maturity of these instruments.

ASC Topic 820, “Fair Value Measurements and Disclosures,” requires disclosure of the fair value of financial instruments held by the Company. ASC Topic 825, “Financial Instruments,” defines fair value, and establishes a three-level valuation hierarchy for disclosures of fair value measurement that enhances disclosure requirements for fair value measures. The carrying amounts reported in the balance sheets for liabilities qualifies as financial instruments and are a reasonable estimate of their fair values because of the short period of time between the origination of such instruments and their expected realization and their current market rate of interest. The three levels of valuation hierarchy are defined as follows:

- Level 1. Observable inputs such as quoted prices in active markets;
- Level 2. Inputs, other than the quoted prices in active markets, that are observable either directly or indirectly;
- Level 3. Unobservable inputs in which there is little or no market data, which require the reporting entity to develop its own assumptions.

The following presents the gross value of assets and liabilities that were measured and recognized at fair value.

- Level 1: none
- Level 2: none
- Level 3: none

### Property & equipment

Property and equipment are recorded at cost. Depreciation is computed using the straight-line method over useful lives of 5 to 7 years. The cost of assets sold or retired and the related amounts of accumulated depreciation are removed from the accounts in the year of disposal. Any resulting gain or loss is reflected in current operations. Expenditures for maintenance and repairs are charged to operations as incurred.

### Real Estate Inventory

Real estate inventory is stated at cost unless it is determined to be impaired, at which point the inventory is written down to fair value as required by the Accounting Standards Codification (ASC) 360-10, Property, Plant and Equipment. Real estate inventory includes the acquisition cost, construction costs paid to independent contractors, any direct overhead costs and real estate taxes, less impairments, if any.

All of our real estate inventories are reviewed for recoverability on a quarterly basis, as our real estate inventory is considered "long-lived" in accordance with generally accepted accounting principles. Impairment charges are recorded if the fair value of an asset is less than its carrying amount. Our determination of fair value is based on projections and estimates. Changes in these expectations may lead to a change in the outcome of our impairment analysis and actual results may also differ from our assumptions. Our analysis is completed on a quarterly basis with each property evaluated individually. For those assets to be impaired, the impairment recognized is measured as the amount by which the assets, carrying value exceeds their fair value. Factors that may impact our key estimates include:

- The presence and significance of local competitors, including their offered product type and competitive actions;
- Economic and related demographic conditions for the population of the surrounding community;
- Desirability of the particular community, including unique amenities or other favorable or unfavorable attributes;
- Existing real estate inventory supplies.

### Revenue Recognition

Sales of properties and related costs of that property sold are recognized when (i) persuasive evidence of an arrangement exists, (ii) delivery has occurred, (iii) the price is fixed or determinable and (iv) collectability is reasonably assured. These terms are typically met upon closing of the sale.

Rental income is recognized on a straight-line basis over the life of the lease.

### **NOTE 4 - New Accounting Pronouncements**

In September 2011 Accounting Standards Update No. 2011-08, Intangibles - Goodwill and Other (Topic 350): Testing Goodwill for impairment. This ASU's objective is to simplify the process of performing impairment testing for Goodwill. With this update a company is allowed to assess qualitative factors, first, to determine if it is more likely than not (greater than 50%) that the FV is less than the carrying amount. This would be done, prior to performing the two-step goodwill impairment testing, as prescribed by Topic 350. Prior to this ASU, all entities were required to test, annually, their good will for impairment by Step 1 - comparing the FV to the carrying amount, and if impaired, then step 2 - calculate and recognize the impairment. Therefore, the fair value measurement is not required, until the "more likely than not" reasonableness test is concluded. Effective for annual and interim goodwill impairment tests performed for fiscal years beginning after December 15, 2011.

In May 2011, FASB issued Accounting Standards Update No. 2011-04, Fair Value Measurement (Topic 820): *Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs*. This ASU clarifies the board's intent of current guidance, modifies and changes certain guidance and principles, and adds additional disclosure requirements concerning the 3 levels of fair value measurements. Specific

amendments are applied to FASB ASC 820-10-35, Subsequent Measurement and FASB ASC 820-10-50, Disclosures. This ASU is effective for interim and annual periods beginning after December 15, 2011.

In December 2010, the FASB Accounting Standards Update 2010-29 Business Combinations Topic 805, which requires a public entity to disclose pro forma information for business combinations that occurred in the current reporting period. The disclosures include pro forma revenue and earnings of the combined entity for the current reporting period as though the acquisition date for all business combinations that occurred during the year had been as of the beginning of the annual reporting period. If comparative financial statements are presented, the pro forma revenue and earnings of the combined entity for the comparable prior reporting period should be reported as though the acquisition date for all business combinations that occurred during the current year had been as of the beginning of the comparable prior annual reporting period. Effective for business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after December 15, 2010.

In April 2010, the FASB issued ASU No. 2010-18 regarding improving comparability by eliminating diversity in practice about the treatment of modifications of loans accounted for within pools under Subtopic 310-30 – Receivable – Loans and Debt Securities Acquired with Deteriorated Credit Quality (“Subtopic 310-30”). Furthermore, the amendments clarify guidance about maintaining the integrity of a pool as the unit of accounting for acquired loans with credit deterioration. Loans accounted for individually under Subtopic 310-30 continue to be subject to the troubled debt restructuring accounting provisions within Subtopic 310-40, Receivables—Troubled Debt Restructurings by Creditors. The amendments in this Update are effective for modifications of loans accounted for within pools under Subtopic 310-30 occurring in the first interim or annual period ending on or after July 15, 2010. The amendments are to be applied prospectively. Early adoption is permitted. We are currently evaluating the impact of this ASU; however, we do not expect the adoption of this ASU to have a material impact on our financial statements.

In February 2010, the FASB issued ASU No. 2010-09 regarding subsequent events and amendments to certain recognition and disclosure requirements. Under this ASU, a public company that is a SEC filer, as defined, is not required to disclose the date through which subsequent events have been evaluated. This ASU is effective upon the issuance of this ASU.

The Company has implemented all new accounting pronouncements that are in effect. These pronouncements did not have any material impact on the financial statements unless otherwise disclosed, and the Company does not believe that there are any other new accounting pronouncements that have been issued that might have a material impact on its financial position or results of operations.

#### **NOTE 5 – Property and Equipment**

Property and equipment consists of the following at December 31:

	2011	2010
Furniture and fixtures	\$ 71,264	\$ 27,783
Computers	6,000	-
Accumulated depreciation	(14,332)	(702)
<b>Net property &amp; equipment</b>	<b>\$ 62,932</b>	<b>\$ 27,081</b>

Depreciation expense for the years ended December 31, 2011 and 2010 was \$13,180 and \$1,152 respectively.

During November, 2010 the Company received a “Notice of Default and Election to Sell Under Deed of Trust” from the trustee holding the mortgage secured by the building with a cost of \$1,536,095. The Company had a legal right to bring the account into good standing by paying all past due payments plus costs and expenses; however, the company believed based on economic conditions, both regionally and nationally that the company would be better off not to refinance the property. That further encumbering the property would be unwise as said property's cash flow and tenancy would continue to fall, as would the value of the building. Furthermore, the company believed it would be unable to facilitate a positive cash flow on the building for an extended period of time. Management

believed the liquidated value was less than the liabilities securing the property could be refinanced for. Given that the company was not a major or minor tenant there was no benefit to retain the building and any further monies spent would be futile. The company recorded a gain of \$258,261 as of December 31, 2010, as a result of the property foreclosure.

#### **NOTE 6 – Inventory**

As of December 31, 2010 the Company held five properties in real estate inventory valued at \$814,625. As previously noted, in accordance with ASC 360-10, each of our real estate inventory properties is reviewed for recoverability when impairment indicators are present, as our inventory is considered “long-lived” in accordance with generally accepted accounting principles. Due to the current environment, we evaluate all our real estate inventory on a quarterly basis. ASC 360-10 requires impairment charges to be recorded if the fair value of such assets is less than their carrying amounts. Our determination of the fair value is based on projections and estimates. Based on these reviews, we determined that the real estate inventory values had not been impaired at December 31, 2010. All five properties were sold during 2011.

#### **NOTE 7 – Related Party Notes and Advances Payable**

As of December 31, 2011 and 2010 the Company had a note payable to a related party in the amount of \$200,000. The note payable is due on demand and bears interest at 12%. At December 31, 2011 and 2010 accrued interest totaled \$30,000 and \$24,000, respectively. Previous financial statements had the rate of interest incorrectly stated as 8% and as such an adjustment of interest accrued was made to these financial statements for a total increase of \$16,000 to accrued interest.

As of January 2, 2012 related parties had advanced December 31, 2011 and 2010 \$491,542 and \$578,188, respectively on an unsecured, and interest free basis; these advances are now booked as notes payable with an interest rate of 12%, due on demand.

#### **NOTE 8 - Leases**

The Company cancelled its lease for its principal office which was located at the Park Place Building located at 7815 N. Palm Ave., Suite 220, Fresno, CA 93711 as of May 1, 2012. The Company continues to rent its small office and warehouse space located at 352 W. Bedford, Suite 111, Fresno, CA 93711, it is approximately 1,200 square foot. The monthly rent is \$700 and the lease is for one year with 3 extensions of one year each.

#### **NOTE 9 – Income Taxes**

Greens Worldwide, Inc. had a nominal net operating loss carry-forward to offset future taxable income. Subject to current regulations, this carry-forward will begin to expire in 2021. The amount and availability of the net operating loss carry-forwards may be subject to limitations set forth by the Internal Revenue Code. Factors such as the number of shares ultimately issued within a three year look-back period; whether there is a deemed more than 50 percent change in control; the applicable long-term tax exempt bond rate; continuity of historical business; and subsequent income of the Company all enter into the annual computation of allowable annual utilization of the carry-forwards. Because there was a more than 50 percent change in control, the Company shall not maintain the prior carry-forward losses reported.

Prior to the reverse merger and reorganization discussed in Note 1 the accounting acquirer was a Subchapter S corporation. In the Subchapter S Corporation the taxable income (loss) of the corporation and other tax attributes are reported on the income tax returns of the shareholders. Effective January 1, 2011 the Subchapter S election was terminated.

In accordance with SEC Staff Accounting Bulletin (SAB) Topic 4.B requires that undistributed earnings and losses of an S Corporation should be reclassified to additional paid-in capital rather than being included in retained earnings. Since the income and losses of an S corporation pass through to the shareholders, it is considered as if the

accumulated undistributed earnings were distributed to the shareholders and then contributed back to the corporation.

ASC Topic 740 (formerly FASB 109, *Accounting for Income Taxes*) states that when an entity's tax status changes from nontaxable to taxable, a deferred income tax asset or liability should be recognized for temporary differences at the date that the nontaxable entity becomes taxable. The effect of recognizing the deferred tax asset or liability should be included in income from continuing operations. Management has determined that there are no deferred tax assets or liabilities at December 31, 2011 or 2010.

#### **NOTE 10 – Legal Proceedings**

On October 20, 2008, Greens Worldwide Incorporated and R. Thomas Kidd, (a former officer and Director of the Company) were sued for fraud in Palm Beach County Florida based on a failure to refund money after a tour cancellation. The case was not defended and on November 30, 2009, the Plaintiffs received a default judgment in the amount of \$20,410.84. On February 24, 2011, the Plaintiffs filed a motion for contempt based on Greens Worldwide's failure to comply with the terms of the judgment. The parties are currently negotiating a final resolution to this dispute.

#### **NOTE 11 - Going Concern**

The Company's financial statements are prepared using accounting principles generally accepted in the United States of America ("GAAP") applicable to a going concern, which contemplates the realization of assets and liquidation of liabilities in the normal course of business. The Company has not yet established an ongoing source of revenue sufficient to cover its operating costs and allow it to continue as a going concern.

In order to continue as a going concern and achieve a profitable level of operations, the Company will require achievement of a profitable level of operations and additional capital resources. Management's plans to obtain such resources for the Company include raising additional capital through the sale of common stock and continued advances from related parties.

#### **NOTE 12- Discontinued Operations**

As discussed in Note 5, during November, 2010 the Company received a "Notice of Default and Election to Sell Under Deed of Trust" from the trustee holding the mortgage secured by the building with a cost of \$1,536,095. The Company had a legal right to bring the account into good standing by paying all past due payments plus costs and expenses; however, the company believed based on economic conditions, both regionally and nationally that the company would be better off not to refinance the property. That further encumbering the property would be unwise as said property's cash flow and tenancy would continue to fall, as would the value of the building. Furthermore, the company believed it would be unable to facilitate a positive cash flow on the building for an extended period of time. Management believed the liquidated value was less than the liabilities securing the property could be refinanced for. Given that the company was not a major or minor tenant there was no benefit to retain the building and any further monies spent would be futile. The company has recorded a gain of \$258,261 as of December 31, 2010 as a result of the property foreclosure.

Consequently, results from the Company's commercial building rental operations have been reclassified to discontinued operations for all periods presented. The \$161,993 gain for the year ended December 31, 2010 consisted principally of a gain on disposition in the amount of \$258,261 and is included under the caption "Income (loss) from discontinued operations".

#### **NOTE 13 – Equity Transactions**

On February 3, 2011, the Issuer resolved to effect a 1,000 for 1 reverse split and to that effect on March 10, 2011, filed an Amendment to Article 4 of its Articles of Incorporation, whereby the authorized number of shares of Common Stock was reduced from 5,000,000,000 to 600,000,000, at a par value of \$0.0001 per share. The reverse split was effective on March 3, 2011. All shares throughout these financial statements issued prior to this date have been retroactively restated to reflect the reverse split.

On April 1, 2011, the Issuer filed Articles of Amendment with the Secretary of State of Florida increasing its authorized Preferred Stock from 5,000,000 to 6,000,000.

On April 7, 2011, the Issuer issued 4,707,031 Series A Preferred Shares of the Issuer's Stock to the President, Jeff Holroyd, for services rendered. The shares were issued pursuant to Section 4(2) of the Securities Act of 1933, as amended, as it was a transaction by an Issuer not involving a public offering.

During the second quarter of 2012 nine shareholders converted their Series A convertible shares into 108,000,000 common shares. Also \$200,000 of notes were converted into 92,800,000 common shares.

**NOTE 14 - Deposits**

Deposits consist of a refundable deposit on a building to be acquired. As of December 31, 2011, the Company is not pursuing the acquisition.

**NOTE 15 – Other Receivables**

Other receivables consist of cash advances to a non-affiliated company with no repayment terms or interest.

**NOTE 16- Subsequent Events**

In accordance with Accounting Standards Codification Topic No. 855 "Subsequent Events" (ASC 855), the Company has evaluated subsequent events and has found the following to report:

The Company's Chief Executive Officer, Jeff Holyrod resigned during March, 2012.

The Company acquired 100% of the outstanding common stock of A-Shine, Inc. for the issuance of 75,000 shares of preferred stock.

**[END NOTES TO FINANCIAL]**

## ITEM 4. MANagements DISCUSSION AND ANALYSIS

### A. Plan of Operation

Black Castle Developments Holdings, Inc. ("BCDH") is a holding company focused on the merger and acquisition of undervalued, revenue-generating companies that operate in high-growth niche markets. The Company has a solid track record of acquiring, integrating, and growing companies, most recently with the acquisition of A-Shine Inc. BCDH plans to leverage its management resources and status as a public entity to assist acquired companies to strengthen their local presence, grow internationally and achieve sustainable, profitable growth

The current economy presents some very unique investment opportunities with a lowered risk / higher reward profile. Empowered by a strong disciplined model and leadership team, BCDH utilizes rigorous due diligence, conservative assumptions and careful assessment of downside scenarios before acquiring a company. By taking its analytical tools, BCDH finds the hidden gems of corporations that have enormous revenue potential and require minimal capital investment, which should appeal its broad base of investors.

### B. Managements Discussion and Analysis of Financial Condition and Results of Operations.

BCDH's twelve month operational schedule entails a disciplined plan of action of raising monies through several different avenues, locating and acquiring financially sound companies that are just expanding based on market capitalization. Our business practice allows BCDH to acquire companies at a substantial discount with an outstanding growth rate potential with will offer greater returns on assets. Due to the current economy of our nation and the depressed markets, we have seen and will continue to see a major opportunity for BCDH's current growth and forecasted future. BCDH has aligned itself with a multitude of potential investors for capital raises in order to maintain its current acquisition strategy. BCDH foresees that it should have the availability to capital through private investors, personal loans, public offerings, and equity share opportunities with interest paying options.

Our company employee expansion will be directly related to the acquisition and management of our assets. We are unable to edu-estimate that expansion at this time as only the market will dictate our growth.

i. The current downtrend could have a positive impact on our business plans as it would enable us to obtain companies at a cheaper investment price. The long term impact on the banking industry is not known.

ii. *None.*

iii. *None.*

iv. *None.*

v. *None.*

vi. *None.*

vii. *None.*

2. *N/A*

### C. Off Balance Sheet Arrangements.

*N/A*

## ITEM 5. LEGAL PROCEEDINGS

**Any current, past, pending or threatened legal proceedings or administrative actions either by or against the Issuer that could have a material effect on the Issuer's business, financial condition, or operations and any current, past or pending trading suspensions by a securities regulator. State the names of the principal parties, the nature and current status of the matters, and the amounts involved.**

On October 20, 2008, Greens Worldwide Incorporated and R. Thomas Kidd were sued for fraud in Palm Beach County Florida based on a failure to refund money after a tour cancellation. The case was not defended and on November 30, 2009, the Plaintiffs received a default judgment in the amount of \$20,410.84. On February 24, 2011, the Plaintiffs filed a motion for contempt based on Greens Worldwide's failure to comply with the terms of the judgment. The parties are currently negotiating a final resolution to this dispute.

None of the officers, directors, promoters or control persons of the Issuer has been involved in the past five (5) years in any of the following:

- (1) Any bankruptcy petition filed by or against any business of which such person was a general partner or executive officer either at the time of the bankruptcy or within two years prior to that time;
- (2) Any conviction in a criminal proceedings or being subject to a pending criminal proceeding (excluding traffic violations and other minor offenses);
- (3) Being subject to any order, judgment or decree, not subsequently reversed, suspended or vacated, or any Court of competent jurisdiction, permanently or temporarily enjoining, barring, suspending or otherwise limiting his involvement in any type of business, securities or banking activities; or
- (4) Being found by a court of competent jurisdiction (in a civil action), the Commission or the Commodity Futures Trading Commission to have violated a federal or state securities laws or commodities law, and the judgment has not been reversed, suspended, or vacated.

#### **ITEM 6. DEFAULTS UPON SENIOR SECURITIES**

*None at this time.*

#### **ITEM 7. OTHER INFORMATION**

*None.*

#### **ITEM 8. EXHIBITS**

*None.*

## ITEM 9. CERTIFICATIONS

I, Blair Waycott, certify that:

1. I have reviewed this Amended Issuer Information and Disclosure Statement of Black Castle Developments Holdings, Incorporated, formerly Black Castle Developments, Inc.
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 circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly represent in all material respects the financial condition, results of operations and cash flows of the Issuer as of, and for, the periods presented in the disclosure statement.

Dated: September 17, 2012

/s/Blair Waycott

Blair Waycott  
Chief Executive Officer