

Eurotech, Ltd.
Balance Sheets
December 31, 2011 and 2010
(Unaudited)

	December 31, 2011	December 31, 2010
<u>Assets</u>		
Current assets:		
Cash and cash equivalents	\$ 500	\$ -
Total current assets	500	-
Intangible assets	2,600,000	830,000
Other assets	15,512	15,512
Total assets	<u>\$ 2,616,012</u>	<u>\$ 845,512</u>
<u>Liabilities and Stockholders' Equity (Deficiency)</u>		
Current liabilities:		
Notes payable	\$ 1,827,000	\$ -
Accounts payable and accrued expenses	36,000	93,092
Total current liabilities and total liabilities	<u>1,863,000</u>	<u>93,092</u>
Stockholders' equity (deficiency):		
Preferred stock, \$0.01 par value; authorized 5,000,000 shares:		
Series C Convertible Preferred Stock, issued and outstanding 4,000 and 4,000 shares, respectively	40	40
Common stock, \$0.00025 par value; authorized 7,500,000,000 shares, issued and outstanding 4,796,291,484 and 96,628,552 shares, respectively.	1,199,073	24,157
Additional paid-in capital	68,105,218	68,945,134
Accumulated deficit	(68,551,319)	(68,216,911)
Total stockholders' equity (deficiency)	<u>753,012</u>	<u>752,420</u>
Total liabilities and stockholders' equity (deficiency)	<u>\$ 2,616,012</u>	<u>\$ 845,512</u>

See notes to financial statements.

Eurotech, Ltd.
Statements of Operations
Years Ended December 31, 2011 and 2010
(Unaudited)

	December 31, 2011	December 31, 2010
Revenues	\$ -	\$ -
Operating expenses:		
Stock-based compensation	252,000	-
Other general and administrative expenses	82,408	-
Total operating expenses	334,408	-
Net income (loss)	\$ (334,408)	\$ -
Net income (loss) per common share- basic and diluted	\$ (0.00)	\$ 0.00
Weighted average shares outstanding used to compute net income (loss) per common share - basic and diluted	1,559,338,727	96,628,552

See notes to financial statements.

Eurotech, Ltd.
 Statements of Stockholders' Equity (Deficiency)
 Years Ended December 31, 2011 and 2010
 (Unaudited)

	Series C Convertible Preferred Stock, par value \$0.01		Common Stock, par value \$0.00025		Additional Paid-In Capital	Accumulated Deficit	Total Stockholders' Equity (Deficiency)
	Shares	Par	Shares	Par			
Balance, December 31, 2009	4,000	\$ 40	96,628,552	\$ 24,157	\$ 68,945,134	\$ (68,216,911)	\$ 752,420
Net income (loss)	-	-	-	-	-	-	-
Balance, December 31, 2010	4,000	40	96,628,552	24,157	68,945,134	(68,216,911)	752,420
Shares issued to Company Chief Executive Officer on August 11, 2011 for services	-	-	2,800,000,000	700,000	(448,000)	-	252,000
Shares issued to Flash Funding Inc. from August 11, 2011 to October 13, 2011 in satisfaction of debt	-	-	1,100,000,000	275,000	(200,000)	-	75,000
Shares issued in connection with 1.1 to 1 forward stock split effective November 30, 2011	-	-	399,662,932	99,916	(99,916)	-	-
Shares issued to Flash Funding Inc. on December 8, 2011 in satisfaction of debt	-	-	400,000,000	100,000	(92,000)	-	8,000
Net loss	-	-	-	-	-	(334,408)	(334,408)
Balance, December 31, 2011	4,000	\$ 40	4,796,291,484	\$ 1,199,073	\$ 68,105,218	\$ (68,551,319)	\$ 753,012

See notes to financial statements.

Eurotech, Ltd.
Statements of Cash Flows
Years Ended December 31, 2011 and 2010
(Unaudited)

	<u>December 31, 2011</u>	<u>December 31, 2010</u>
Cash Flows From Operating activities:		
Net income (loss)	\$ (334,408)	\$ -
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:		
Stock-based compensation	252,000	-
Change in operating assets and liabilities:		
Accounts payable and accrued expenses	<u>(57,092)</u>	<u>-</u>
Net cash provided by (used in) operating activities	<u>(139,500.00)</u>	<u>-</u>
Cash Flows From Investing activities:		
Cash payment in connection with acquisition of intangible assets from Art & Sol Productions effective June 27, 2011	<u>(20,000)</u>	<u>-</u>
Net cash used in investing activities	<u>(20,000)</u>	<u>-</u>
Cash Flows From Financing activities:		
Proceeds from promissory note payable to Flash Funding, Inc.	<u>160,000</u>	<u>-</u>
Net cash provided by financing activities	<u>160,000</u>	<u>-</u>
Increase in cash	500	-
Cash, beginning of period	<u>-</u>	<u>-</u>
Cash, end of period	<u><u>\$ 500</u></u>	<u><u>\$ -</u></u>
Supplemental disclosure of cash flow information:		
Interest paid	<u>\$ -</u>	<u>\$ -</u>
Income tax paid	<u>\$ -</u>	<u>\$ -</u>
Non-cash Investing and Financing activities:		
Assumption of Secured Promissory Note in connection with acquisition of intangible assets from Art & Sol Productions effective June 27, 2011	<u>\$ 1,750,000</u>	<u>\$ -</u>

See notes to financial statements.

Eurotech, Ltd.
Notes to Financial Statements
Years Ended December 31, 2011 and 2010
(Unaudited)

1. ORGANIZATION AND BUSINESS OPERATIONS

Eurotech, Ltd. (the “Company”) was incorporated in the District of Columbia on May 26, 1995 to acquire and license technologies for business and other commercial applications.

Effective June 27, 2011, the Company acquired certain assets of Art & Sol Production (“ASP”), a Washington sole proprietorship, for \$20,000 cash and the assumption of ASP liabilities. The liabilities consisted principally of a \$1,750,000 Secured Promissory Note payable to ExtremeView, Inc. pursuant to an Asset Purchase Agreement dated January 12, 2009 (see Note 4). The Company shifted its core focus to identifying and creatively solving the challenges facing businesses that utilize the internet for online video streaming, distribution, and networking.

On March 12, 2012 (pursuant to the EUOT Control Share Sale Agreement dated March 12, 2012 and the Final Amended EUOT Sale-Purchase Agreement with Incorporated Side Agreement dated January 30, 2012), Andrew Muzii (the then Chief Executive Officer of the Company) sold the 3,080,000,000 shares of Company Common Stock and the 4,000 shares of Series C Convertible Preferred Stock held by him to Texas Land & Diversified Holdings, Inc. (“TLDH”), resulting in a change in control of the Company.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The accompanying unaudited financial statements have been prepared using accounting principles generally accepted in the United States applicable to a going concern which contemplates the realization of assets and liquidation of liabilities in the normal course of business. At December 31, 2011, the Company had \$500 cash and a working capital deficiency of \$1,862,500. These factors raise substantial doubt about the Company’s ability to continue as a going concern. Management’s plans to address and alleviate these concerns are as follows:

The Company’s management continues to develop a strategy of exploring all options available to it so that it can develop successful operations and have sufficient funds, therefore, as to be able to operate. The Company plans to raise additional funds from debt and/or equity issuances and to acquire a business which will generate revenues through sales of products or services. No assurance can be given that funds will be available, or, if available, that it will be on terms deemed satisfactory to management.

The ability of the Company to continue as a going concern is dependent upon its ability to successfully accomplish the plans described in the preceding paragraph and eventually attain profitable operations. The accompanying unaudited financial statements do not include any adjustments relating to the recoverability and classification of asset carrying amounts or the amount and classification of liabilities that might result from the outcome of these uncertainties.

Eurotech, Ltd.
Notes to Financial Statements
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Use of Estimates in the Preparation of Financial Statements

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

Fair Value of Financial Instruments

The Company adopted FASB ASC 820-10-50, "Fair Value Measurements". This guidance defines fair value, establishes a three-level valuation hierarchy for disclosures of fair value measurement and enhances disclosure requirements for fair value measures. The three levels are defined as follows:

- Level 1 inputs to the valuation methodology are quoted prices (unadjusted) for identical assets or liabilities in active markets.
- Level 2 inputs to the valuation methodology include quoted prices for similar assets and liabilities in active markets, and inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the financial instrument.
- Level 3 inputs to valuation methodology are unobservable and significant to the fair value measurement.

The carrying amounts reported in the balance sheets for the cash and cash equivalents and notes payable each qualify as financial instruments and are a reasonable estimate of fair value because of the short period of time between the origination of such instruments and their expected realization.

Cash and Cash Equivalents

Cash equivalents are generally comprised of certain highly liquid investments with original maturities of less than three months.

Stock-based Compensation

Stock-based compensation is accounted for at fair value in accordance with Accounting Standards Codification ("ASC") 718, "Compensation – Stock Compensation". For stock options granted, we will recognize compensation expense based on the estimated grant date fair value method using the Black-Scholes valuation model. For these awards, we will recognize compensation expense using a straight-line amortization method over the requisite service periods. ASC 718 requires that stock-based compensation expense be based on awards that are ultimately expected to vest.

Income Taxes

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The Financial Accounting Standards Board (FASB) has issued FASB ASC 740-10 (Prior authoritative literature: Financial Interpretation No. 48, "Accounting for Uncertainty in Income Taxes - An Interpretation of FASB Statement No. 109 (FIN 48)). FASB ASC 740-10 clarifies the accounting for uncertainty in income taxes recognized in an enterprise's financial statements in accordance with prior literature FASB Statement No. 109, Accounting for Income Taxes. This standard requires a company to determine whether it is more likely than not that a tax position will be sustained upon examination based upon the technical merits of the position. If the more-likely-than- not threshold is met, a company must measure the tax position to determine the amount to recognize in the financial statements.

Deferred taxes are provided on a liability method whereby deferred tax assets are recognized for deductible temporary differences and operating loss and tax credit carryforwards and deferred tax liabilities are recognized for taxable temporary differences. Temporary differences are the differences between the reported amounts of assets and liabilities and their tax bases. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or all of the deferred tax assets will not be realized. Deferred tax assets and liabilities are adjusted for the effects of changes in tax laws and rates on the date of enactment.

Basic and Diluted Net Income (Loss) per Common Share

In accordance with Accounting Standards Codification ("ASC") topic No. 260, "Earnings per Share," basic net income (loss) per common share is based on the weighted average number of common shares outstanding during the periods presented. Diluted net income (loss) per common share is computed using the weighted average number of common shares plus dilutive common share equivalents outstanding during the period. For the year ended December 31, 2011, diluted common shares outstanding excluded the 400,000,000 common share equivalent of the 4,000 outstanding shares of Series C Convertible Preferred Stock as the effect of their inclusion would be anti-dilutive.

Recent Accounting Pronouncements

Certain accounting pronouncements have been issued by the FASB and other standard setting organizations which are not effective and have not yet been adopted by the Company. The impact on the Company's financial position and results of operations from adoption of those standards is not expected to be material.

3. INTANGIBLE ASSETS

Intangible assets consist of:

	December 31,	
	2011	2010
Patents, trademarks and technology rights	\$ 830,000	\$ 830,000

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Web and software platform acquired effective June 27, 2011 (see Note 1)	1,770,000	-
Total	<u>\$ 2,600,000</u>	<u>\$ 830,000</u>

4. NOTES PAYABLE

Notes payable consist of:

	December 31, 2011	December 31, 2010
Secured Promissory Note dated January 12, 2009 from Julianne Audette d/b/a Art & Sol Productions ("Audette") (a sole proprietorship which the Company acquired certain assets from effective June 27, 2011) payable in the original face amount of \$1,750,000 to ExtremeView, Inc. (assigned to Flash Funding, Inc. on June 27, 2011, then assigned to Stone Financial Group, Inc. on February 3, 2012 and then assigned to Lighthammer, LLC on May 9, 2012), interest at 0%, originally due April 12, 2009 (past due), secured only by collateral acquired by Audette on January 29, 2009 and acquired by the Company effective June 27, 2011	\$ 1,667,000	\$ -
Promissory note payable to Flash Funding, Inc., interest at 0%, originally due on demand (cancelled by Flash Funding, Inc. on February 3, 2012)	<u>160,000</u>	<u>-</u>
Total	<u>\$ 1,827,000</u>	<u>\$ -</u>

From August 11, 2011 to October 13, 2011, the Company issued a total of 1,100,000,000 pre-split shares of its common stock to Flash Funding, Inc. in satisfaction of a total of \$75,000 of the \$1,750,000 Secured Promissory Note.

On December 8, 2011, the Company issued 400,000,000 post-split shares of its common stock to Flash Funding, Inc. in satisfaction of \$8,000 of the \$1,750,000 Secured Promissory Note.

5. PREFERRED STOCK

From inception, the Company has designated three series of Preferred Stock: (1) Series A 3% Convertible Preferred Stock (all 25,000 shares designated on February 1, 2002 were retired in May 2003 pursuant to the March 27, 2003 exchange agreement with Woodward LLC, (2) Series

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B 5% Convertible Preferred Stock (the rights of all 25,000 shares designated on October 8, 2002 were retired in May 2003 pursuant to the March 27, 2003 exchange agreement with Woodward LLC, and (3) Series C Convertible Preferred Stock.

On December 19, 2008, the Company designated 5,000 shares of Series C Preferred Stock. Each share of Series C Preferred Stock is convertible into 100,000 shares of Company common stock and has voting rights equal to 100,000 shares of Company common stock.

On January 9, 2009, the Company issued 4,000 shares of Series C Preferred Stock to Belmont Partners, LLC ("Belmont"). Pursuant to a Common Stock Purchase Agreement dated July 25, 2011, Belmont transferred the 4,000 shares of Series C Preferred Stock to Andrew Muzii, the Chief Executive Officer of the Company from July 25, 2011 to March 12, 2012. On March 12, 2012 (see Note 1), Muzii transferred the 4,000 shares of Series C Preferred Stock to TLDH.

6. COMMON STOCK

Effective November 30, 2011, the Company effectuated a 1.1 to 1 forward stock split of its common stock, which increased the issued and outstanding shares of common stock from 3,996,628,552 shares to 4,396,291,484 shares.

On August 11, 2011, the Company issued 2,800,000,000 pre-split restricted shares of its common stock to Andrew Muzii (the then Chief Executive Officer of the Company) for services rendered. The \$252,000 estimated fair value of the shares (based on the closing trading price less a 90% restricted stock discount) has been expensed and credited to additional paid-in capital in the three months ended September 30, 2011.

From August 11, 2011 to October 13, 2011, the Company issued a total of 1,100,000,000 pre-split shares of its common stock to Flash Funding, Inc. in satisfaction of a total of \$75,000 of the \$1,750,000 Secured Promissory Note (see Note 3). The fair value of the common stock at the dates of issuances (based on closing trading prices) totaled \$330,000.

On December 8, 2011, the Company issued 400,000,000 post-split shares of its common stock to Flash Funding, Inc. in satisfaction of \$8,000 of the \$1,750,000 Secured Promissory Note (see Note 3). The fair value of the common stock on the date of issuance (based on the closing trading price) was \$80,000.

7. INCOME TAXES

No provision for income taxes was recorded in the years ended December 31, 2011 and 2010 since the Company had no income for these periods.

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Based on management's present assessment, the Company has not yet determined it to be more likely than not that a deferred tax asset attributable to the future utilization of the net operating loss carryforward as of December 31, 2011 will be realized. Accordingly, the Company has maintained a 100% valuation allowance against the deferred tax asset in the financial statements at December 31, 2011. The Company will continue to review this valuation allowance and make adjustments as appropriate.

Current United States income tax laws limit the amount of loss available to be offset against future taxable income when a substantial change in ownership occurs. Therefore, the amount available to offset against future taxable income will be limited.

8. COMMITMENTS AND CONTINGENCIES

The Company presently uses the office of its majority stockholder TLDH at no cost.

The officers and directors of the Company are currently involved in other business activities and may become involved in additional business opportunities in the future. As such, they may face a conflict in selecting between the Company and their other business interests. The Company has not formulated a policy for the resolution of such conflicts.