



## 2<sup>nd</sup> QUARTER ENDING JUNE 30, 2012 REPORT

For filing with  
OTC MARKETS

Date: August 20th, 2012

### ***Creative Edge Nutrition, Inc.***

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Common Stock: Trading as FITX on Pink OTC Markets  
CUSIP Number: 22528W 106  
Par value of the Common Stock is \$.001

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Action Stock Transfer Corporation  
2469 E. Fort Union Blvd., Suite 214  
Salt Lake City, UT 84121  
Telephone: (801) 274-1088  
Fax: (801) 274-1099  
Email: [justblank2000@yahoo.com](mailto:justblank2000@yahoo.com)

Organized in the state of Nevada, is registered under the Exchange Act and is an SEC approved transfer agent.

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### **QUARTERLY REPORTING OBLIGATIONS**

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

Creative Edge Nutrition, Inc.  
29235 STEPHENSON HIGHWAY  
STE 206  
Madison Heights, MI 48071  
Telephone 407-362-7138  
Website [www.CenergyNutrition.com](http://www.CenergyNutrition.com)  
Email [info@CenergyNutrition.com](mailto:info@CenergyNutrition.com)  
Domiciled in the State of Nevada January 10, 2008

#### **ITEM 2. SHARES OUTSTANDING AS OF JUNE 30, 2012.**

Shares Authorized Common Stock: 600,000,000  
Shares Outstanding: 535,116,780, less 9,530,000 which will be cancelled that where owned by the  
Parent Company: 525,586,780.  
Float :47,293,250 shares.  
Preferred Shares 1,000,000.  
Number of shareholders of record: 100

### **ITEM 3. INTERIM FINANCIAL STATEMENTS:**

The following Financial Statements have been posted to Pink Sheets for the Quarter ending June 30, 2012.

- a) balance sheet;
- b) statement of income;
- c) statement of cash flows;
- d) statement of changes in stockholders' equity;
- e) financial notes

### **ITEM 4. MANAGEMENT'S DISCUSSION AND ANALYSIS OF PLAN OF OPERATION**

#### **A. PLAN OF OPERATION**

*Creative is a nutritional supplement company focusing on active lifestyles company engaged in the development of nutraceuticals and supplements. It intends to offer a wide range of capsules, tablets, and powders, as well as science based products in four principal categories: weight management, specific nutrition challenges, energy and fitness. Creative's product line consists of 17 diverse nutritional products, completely formulated, developed and packaged designed. Our line consists of the basics, to most cutting edge on the market today, introduction to weight lose, protein powders, sleeping aids to the extreme hardcore supplements. Creative intends to capitalize by successfully committing and building brand loyalty by providing a diverse-portfolio of health oriented products. It is committed to creating safe and effective new products to meet customer demands and strengthen relationships with new and/or existing customers. Creative intends to market its products using an innovative sales force primarily in the mass market retail chain, and wholesale distribution both national and international.*

Creative intends to continue to introduce new products, new lines, grow through acquisitions and vertically integrate the company. We plan on new formulations in a demanding market and grow aggressively into new markets and territories that are influenced by the sports and nutrition industry. Creative intends to strategically align innovative products and high profile personalities and athletes to develop a recipe for successful product penetration within emerging markets. Creative anticipates deriving revenues from diverse product sales, manufacturing of over 17 nutraceutical products in order to provide Creative with a strong blend of supplements in the health and fitness industry.

For a brief and further description of Creative, now a wholly owned subsidiary of the Company, reference is herewith made to Creative's website at: [www.cenergynutrition.com](http://www.cenergynutrition.com)

### **ITEM 5. LEGAL PROCEEDINGS**

Harold Hoffman, O'Day Printing

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

If there has been any material default in the payment of principal, interest, a sinking or purchase fund installment, or any other material default not cured within 30 days, with respect to any indebtedness of the issuer exceeding 5% of the total assets of the issuer, (i) identify the indebtedness and (ii) state the nature of the default, the amount of the default and the total arrearage as of a recent date.

Not Applicable

If any material arrearage in the payment of dividends has occurred or if there has been any other material delinquency not cured within 30 days, with respect to any class of preferred stock of the issuer, give the title of the class and state the nature of the arrearage or delinquency. In the case of a default in the payment of dividends, state the amount and the total arrearage as of a recent date.

**Not Applicable**

The issuer need not respond to this item with respect to any class of securities all of which is held by, or for the account of, the issuer or its totally held subsidiaries. Issuers need not repeat information that has been previously disclosed in a prior disclosure statement, although the issuer shall provide updates regarding previously reported defaults.

**Not Applicable**

The issuer presently has no senior securities authorized or issued.

## **ITEM 7. OTHER INFORMATION**

### **Current Reporting Obligations**

***Important: The following is a description of events that may be material to the issuer and its securities and that shall be made publicly available by the issuer. Persons with knowledge of such events would be considered to be in possession of material nonpublic information and may not buy or sell the issuer's securities until or unless such information is made public.***

If not included in the issuer's previous public disclosure documents or if any of the following events occur after the publication of such disclosure documents, the issuer shall publicly disclose such events by disseminating a press release within 4 business days following their occurrence, and posting such press release through the OTC Disclosure and News Service:

#### **1. Entry into a Material Definitive Agreement.**

(a) If the issuer has entered into a material definitive agreement not made in the ordinary course of business of the issuer, or into any amendment of such agreement that is material to the issuer, the issuer shall disclose the following information:

The Company has not entered into a material definitive agreement not made in the ordinary course of business.

(1) the date on which the agreement was entered into or amended, the identity of the parties to the agreement or amendment and a brief description of any material relationship between the issuer or its affiliates and any of the parties, other than in respect of the material definitive agreement or amendment; and

**Not Applicable**

(2) a brief description of the terms and conditions of the agreement or amendment that are material to the issuer.

**Not Applicable**

(b) A "material definitive agreement" means an agreement that provides for obligations that are material to and enforceable against the issuer, or rights that are material to the issuer and enforceable by the issuer against one or more other parties to the agreement, in each case whether or not subject to conditions.

**Not Applicable**



## 2. Termination of a Material Definitive Agreement.

(a) If a material definitive agreement which was not made in the ordinary course of business of the issuer and to which the issuer is a party is terminated otherwise than by expiration of the agreement on its stated termination date, or as a result of all parties completing their obligations under such agreement, and such termination of the agreement is material to the issuer, the issuer shall disclose the following information:

The Company has not terminated any material definitive agreement.

(1) the date of the termination of the material definitive agreement, the identity of the parties to the agreement and a brief description of any material relationship between the issuer or its affiliates and any of the parties other than in respect of the material definitive agreement;

**Not Applicable**

(2) a brief description of the terms and conditions of the agreement that are material to the issuer;

**Not Applicable**

(3) a brief description of the material circumstances surrounding the termination; and

**Not Applicable**

(4) any material early termination penalties incurred by the issuer.

**Not Applicable**

## 3. Completion of Acquisition or Disposition of Assets, Including but not Limited to Mergers.

If the issuer or any of its majority-owned subsidiaries has completed the acquisition or disposition of a significant amount of assets, otherwise than in the ordinary course of business, the issuer shall disclose the following information:

**SCD Enterprises, LLC  
SDN LLC**

(a) the date of completion of the transaction;

**SDN, LLC April 3, 2012 and SCD Enterprises, LLC start of transaction was signed 4/2/2012 due diligence period is up to 150 days the transaction can be reversed if there are any material differences found versus what was presented. No material differences found therefore Management has deemed transaction complete.**

(b) a brief description of the assets involved;  
**SDN LLC products formulas  
SCD Enterprises, LLC ecommerce sites**

(c) the identity of the person(s) from whom the assets were acquired or to whom they were sold and the nature of any material relationship, other than in respect of the transaction, between such person(s) and the issuer or any of its affiliates, or any director or officer of the issuer, or any associate of any such director or officer;

**SDN, LLC Jeff Thomas / SCD Enterprises, LLC**

(d) the nature and amount of consideration given or received for the assets and, if any material relationship is disclosed pursuant to paragraph 3(c) above, the formula or principle followed in determining the amount of such consideration;

**SDN LLC 7,000,000 shares  
SCD Enterprises, LLC 70,000,000 shares**

(e) if the transaction being reported is an acquisition and if any material relationship is disclosed pursuant to paragraph 3(c) above, the source(s) of the funds used; and

Reported as a transaction

(f) if the issuer was a shell company, as that term is defined in paragraph 3 of Item VIII.B of these Guidelines, immediately before the transaction, the information that would be required if the issuer were fulfilling its Initial Disclosure Obligations pursuant to Section One of these Guidelines, with such information reflecting the issuer and its securities upon consummation of the transaction.

**Not Applicable**

**4. Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of an Issuer.**

The Company has not created direct financial obligation or an obligation under an Off-Balance Sheet Arrangement of an Issuer.

(a) If the issuer becomes obligated on a direct financial obligation that is material to the issuer, the issuer shall disclose the following information:

(1) the date on which the issuer becomes obligated on the direct financial obligation and a brief description of the transaction or agreement creating the obligation;

**Not Applicable**

(2) the amount of the obligation, including the terms of its payment and, if applicable, a brief description of the material terms under which it may be accelerated or increased and the nature of any recourse provisions that would enable the issuer to recover from third parties; and

**Not Applicable**

(3) a brief description of the other terms and conditions of the transaction or agreement that are material to the issuer.

**Not Applicable**

(b) If the issuer becomes directly or contingently liable for an obligation that is material to the issuer arising out of an off-balance sheet arrangement, the issuer shall disclose the following information:

(1) the date on which the issuer becomes directly or contingently liable on the obligation and a brief description of the transaction or agreement creating the arrangement and obligation;

**Not Applicable**

(2) a brief description of the nature and amount of the obligation of the issuer under the arrangement, including the material terms whereby it may become a direct obligation, if applicable, or may be accelerated or increased and the nature of any recourse provisions that would enable the issuer to recover from third parties;

**Not Applicable**

(3) the maximum potential amount of future payments (undiscounted) that the issuer may be required to make, if different; and

**Not Applicable**

(4) a brief description of the other terms and conditions of the obligation or arrangement that are material to the issuer.

**Not Applicable**



**5. Triggering Events That Accelerate or Increase a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement.**

The Company has not had any triggering events that accelerate or increase a direct financial obligation or an obligation under an Off-Balance Sheet Arrangement.

(a) If a triggering event causing the increase or acceleration of a direct financial obligation of the issuer occurs and the consequences of the event are material to the issuer, the issuer shall disclose the following information:

(1) the date of the triggering event and a brief description of the agreement or transaction under which the direct financial obligation was created and is increased or accelerated;

**Not Applicable**

(2) a brief description of the triggering event;

**Not Applicable**

(3) the amount of the direct financial obligation, as increased if applicable, and the terms of payment or acceleration that apply; and

**Not Applicable**

(4) any other material obligations of the issuer that may arise, increase, be accelerated or become direct financial obligations as a result of the triggering event or the increase or acceleration of the direct financial obligation.

**Not Applicable**

(b) If a triggering event occurs causing an obligation of the issuer under an off-balance sheet arrangement to increase or be accelerated, or causing a contingent obligation of the issuer under an off-balance sheet arrangement to become a direct financial obligation of the issuer, and the consequences of the event are material to the issuer, the issuer shall disclose the following information:

(1) the date of the triggering event and a brief description of the off-balance sheet arrangement;

**Not Applicable**

(2) a brief description of the triggering event;

**Not Applicable**

(3) the nature and amount of the obligation, as increased if applicable, and the terms of payment or acceleration that apply; and

**Not Applicable**

(4) any other material obligations of the issuer that may arise, increase, be accelerated or become direct financial obligations as a result of the triggering event or the increase or acceleration of the obligation under the off-balance sheet arrangement or its becoming a direct financial obligation of the issuer.

**Not Applicable**

(c) A "triggering event" is an event, including an event of default, event of acceleration or similar event, as a result of which a direct financial obligation of the issuer or an obligation of the issuer arising under an off-balance sheet arrangement is increased or becomes accelerated or as a result of which a contingent obligation of the issuer arising out of an off-balance sheet arrangement becomes a direct financial obligation of the issuer.

**Not Applicable**



**6. Costs Associated with Exit or Disposal Activities.**

If the issuer's board of directors, a committee of the board of directors or the officer or officers of the issuer authorized to take such action if board action is not required, commits the issuer to an exit or disposal plan, or otherwise disposes of a long-lived asset or terminates employees under a plan of termination described in paragraph 8 of the Financial Accounting Standards Board's *Statement of Financial Accounting Standards No. 146*, "Accounting for Costs Associated with Exit or Disposal Activities", under which material charges will be incurred under generally accepted accounting principles applicable to the issuer, the issuer shall disclose the following information:

**None**

(a) the date of the commitment to the course of action and a description of the course of action, including the facts and circumstances leading to the expected action and the expected completion date;

**Not Applicable**

(b) for each major type of cost associated with the course of action (for example, one-time termination benefits, contract termination costs and other associated costs), an estimate of the total amount or range of amounts expected to be incurred in connection with the action;

**Not Applicable**

(c) an estimate of the total amount or range of amounts expected to be incurred in connection with the action; and

**Not Applicable**

(d) the issuer's estimate of the amount or range of amounts of the charge that will result in future cash expenditures.

**Not Applicable**

**7. Material Impairments.**

If the issuer's board of directors, a committee of the board of directors or the officer or officers of the issuer authorized to take such action if board action is not required, concludes that a material charge for impairment to one or more of its assets, including, without limitation, impairments of securities or goodwill, is required under generally accepted accounting principles applicable to the issuer, the issuer shall disclose the following information:

The Company has no material impairments.

(a) the date of the conclusion that a material charge is required and a description of the impaired asset or assets and the facts and circumstances leading to the conclusion that the charge for impairment is required;

**Not Applicable**

(b) the issuer's estimate of the amount or range of amounts of the impairment charge; and

**Not Applicable**



(c) the issuer's estimate of the amount or range of amounts of the impairment charge that will result in future cash expenditures.

**Not Applicable**

Shareholder	Jurisdiction	Date	# of Shares Sold	Price Per share	Dollar Amount Sold	Nature of Offering
Vineyard Enterprises LLC	Georgia	04/05/2012	2,000,000	.005	\$10,000	Sale from Company
K. Deleon	MI	04/05/2012	273,972	.00365	\$1000.00	Sale from Company
A. Tarrabain	Canada	04/16/2012	1,000,000	.00365	\$3,650.00	Sale from Company
D. Papillo	Canada	04/16/2012	547,943	.00365	\$2000.00	Sale from Company
K. Najmeddine	Canada	04/16/2012	1,000,000	.00365	\$3,650.00	Sale from Company
K. Saleh	Canada	04/16/2012	2,000,000	.00365	\$7,300.00	Sale from Company
J. Seddon	Canada	06/28/2012	273,972	.00365	\$1000.00	Sale from Company
R. Hillebrand JR	Canada	06/28/2012	136,986	.00365	\$500.00	Sale from Company
R. Hillebrand SR	Canada	06/28/2012	147,986	.00365	\$540.00	Sale from Company
T. Deblizen	Canada	06/28/2012	410,959	.00365	\$1500.00	Sale from Company
S. Handous	Canada	05/04/2012	18,000,000	.00365	\$65,700.00	Sale from Company

## **ITEM 8. EXHIBITS**

The Articles of Incorporation, Bylaws are incorporated by reference previously filed in the Annual Report for period ending December 31, 2011. The issuer has no material contracts to disclose.

## **ITEM 9. CERTIFICATION**

I, Bill Chaaban, President, certify that:

1. I have reviewed this new August 20, 2012 DISCLOSURE REPORT of Creative Edge Nutrition, Inc.

2. Based on my knowledge, this disclosure document does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in the light of the 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 present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

August 20, 2012  
/s/ Bill Chaaban  
Bill Chaaban  
Chief Executive Officer



# *Creative Edge Nutrition, Inc. and Subsidiaries*

*Consolidated Financial Statements*

Creative Edge Nutrition, Inc. and Subsidiaries

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**CREATIVE EDGE NUTRITION, INC. AND SUBSIDIARIES**  
**CONSOLIDATED BALANCE SHEETS**  
(Unaudited)

	<u>Successor Entity</u> June 30, <u>2012</u>	<u>Predecessor Entity</u> September 30, <u>2011</u>
<b>ASSETS</b>		
CURRENT ASSETS:		
Cash	\$ 217,343	\$ 98,928
Accounts receivable	596,593	4,797
Inventories	250,686	364,169
Prepays	47,280	755,434
Other	<u>7,001</u>	<u>6,412</u>
Total Current Assets	<u>1,118,903</u>	<u>1,229,740</u>
PROPERTY, PLANT AND EQUIPMENT, net	<u>957,293</u>	<u>1,177,817</u>
OTHER ASSETS		
Intangibles	1,485,107	1,485,107
Other	<u>4,198</u>	<u>4,598</u>
	<u>1,489,305</u>	<u>1,489,705</u>
TOTAL ASSETS	<u>\$ 3,565,501</u>	<u>\$ 3,897,262</u>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
CURRENT LIABILITIES:		
Accounts payable and accrued expenses	\$ 177,613	\$ 463,558
Accounts payable and accrued expenses-Related parties	474,807	-
Advances payable	16,200	-
Income taxes payable	45,804	-
Notes payable	<u>200,000</u>	<u>97,210</u>
Total Current Liabilities	<u>914,424</u>	<u>560,768</u>
STOCKHOLDERS' EQUITY:		
Preferred stock, Class A Preferred Stock		
1,000,000 shares authorized, \$.001 par value, 1,000,000 shares issued and outstanding at June 30, 2012	1,000	-
Common stock, \$.001 par value; 600,000,000 shares authorized; 525,586,780 shares issued and outstanding at June 30, 2012	525,587	-
Additional paid-in capital	2,035,577	3,413,232
Retained earnings/(loss)	<u>88,913</u>	<u>(76,738)</u>
Total Stockholders' Equity	<u>2,651,077</u>	<u>3,336,494</u>
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	<u>\$ 3,565,501</u>	<u>\$ 3,897,262</u>

The accompanying notes are an integral part of these financial statements.

**CREATIVE EDGE NUTRITION, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF OPERATIONS**  
(Unaudited)

	<b>Successor Entity April 3, 2012 Through June 30, 2012</b>	<b>Predecessor Entity April 3, 2012 Through June 30, 2012</b>	<b>Predecessor Entity October 1, 2011 Through April 2, 2012</b>	<b>Successor Entity October 1, 2011 Through June 30, 2012</b>	<b>Predecessor Entity October 1, 2010 Through June 30, 2011</b>
Revenues	\$ 1,541,206	\$ 730,826	\$ 1,651,324	\$ 3,192,530	\$ 3,666,679
Costs of revenues	<u>628,474</u>	<u>496,474</u>	<u>1,653,995</u>	<u>2,282,469</u>	<u>2,517,750</u>
Gross profit	<u>912,732</u>	<u>234,352</u>	<u>(2,671)</u>	<u>910,061</u>	<u>1,148,929</u>
Operating expenses					
Depreciation and amortization	74,775	74,775	154,660	229,435	273,303
General and administrative expenses	<u>701,376</u>	<u>215,699</u>	<u>575,610</u>	<u>1,276,986</u>	<u>1,013,429</u>
Total operating expenses	<u>776,151</u>	<u>290,474</u>	<u>730,270</u>	<u>1,506,421</u>	<u>1,286,732</u>
Income/(loss) from continuing operations before other expense	<u>136,581</u>	<u>(56,122)</u>	<u>(732,941)</u>	<u>(596,360)</u>	<u>(137,803)</u>
Other (expense)					
Other	-	-	(8,432)	(8,432)	35,908
Bargain purchase gain	-	-	-	2,174,269	-
Interest expense	<u>(1,864)</u>	<u>(1,691)</u>	<u>(2,180)</u>	<u>(4,044)</u>	<u>(2,576)</u>
Total other (expense)	<u>(1,864)</u>	<u>(1,691)</u>	<u>(10,612)</u>	<u>2,161,793</u>	<u>33,332</u>
Net income/(loss) before income taxes	134,717	(57,813)	(743,553)	1,565,433	(104,471)
Provisions for income taxes	<u>45,804</u>	<u>-</u>	<u>-</u>	<u>45,804</u>	<u>-</u>
Net income/(loss)	<u>\$ 88,913</u>	<u>\$ (57,813)</u>	<u>\$ (743,553)</u>	<u>\$ 1,519,629</u>	<u>\$ (104,471)</u>
Income/(loss) per share-Basic and diluted	<u>\$ 0.00</u>			<u>\$ 0.00</u>	
Weighted average shares outstanding					
Basic and diluted	<u>459,684,788</u>			<u>367,692,791</u>	

The accompanying notes are an integral part of these financial statements.

**CREATIVE EDGE NUTRITION AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY**  
(Unaudited)

**Predecessor Entity**

	Member's Capital	Preferred Stock Shares	Amount	Capital Stock Shares	Amount	Additional Paid-in Capital	Accumulated (Deficit)	Net Stockholders' Deficit
BALANCE, October 1, 2011	\$ 3,413,232	-	\$ -	-	\$ -	\$ -	\$ (76,738)	\$ 3,336,494
Net loss for October 1, 2011 through April 2, 2012	-	-	-	-	-	-	(743,553)	(743,553)
BALANCE, April 2, 2012	<u>\$ 3,413,232</u>	<u>-</u>	<u>\$ -</u>	<u>-</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ (820,291)</u>	<u>\$ 2,592,941</u>

**Successor Entity**

	Member's Capital	Preferred Stock Shares	Amount	Capital Stock Shares	Amount	Additional Paid-in Capital	Accumulated (Deficit)	Net Stockholders' Deficit
BALANCE, April 3, 2012	\$ -	-	\$ -	394,795,000	\$ 394,795	\$ 1,788,718	\$ (1,430,716)	\$ 752,797
Issuance of shares for assets	-	-	-	7,000,000	7,000	(22)	-	6,978
Common stock issued for services	-	-	-	44,000,000	44,000	168,000	-	212,000
Preferred stock issued for services	-	1,000,000	1,000	-	-	4,000	-	5,000
Common stock issued for cash	-	-	-	26,791,780	26,792	70,048	-	96,840
Common stock issued for debt	-	-	-	53,000,000	53,000	4,833	-	57,833
Net loss for the period from April 3, 2012 through June 30, 2012	-	-	-	-	-	-	1,519,629	1,519,629
BALANCE, June 30, 2012	<u>\$ -</u>	<u>1,000,000</u>	<u>\$ 1,000</u>	<u>525,586,780</u>	<u>\$ 525,587</u>	<u>\$ 2,035,577</u>	<u>\$ 88,913</u>	<u>\$ 2,651,077</u>

The accompanying notes are an integral part of these financial statements.

**CREATIVE EDGE NUTRITION, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(Unaudited)

	<b>Successor Entity April 3, 2012 Through June 30, 2012</b>	<b>Predecessor Entity October 1, 2011 Through April 2, 2012</b>	<b>Nine Months Ended June 30, 2011</b>
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>			
Net income	\$ 88,913	\$ (843,553)	\$ (104,471)
Adjustments to reconcile net loss to net cash used in operating activities:			
Depreciation and amortization	74,775	154,660	273,303
Issuance of shares for services	217,000	-	-
Issuance of shares for debt	57,833	-	-
Changes in assets and liabilities:			
(Increase) in receivables	(547,601)	(44,195)	(11,424)
(Increase) in other assets	(54,081)	765,516	(554,405)
Decrease in inventories	40,278	73,205	133,444
Increase in accounts payable and accrued expenses	(16,347)	(183,878)	279,822
Increase in income taxes payable	45,804	-	-
Net cash provided by (used in) operating activities	<u>(93,426)</u>	<u>(78,245)</u>	<u>16,269</u>
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>			
Purchase of property, plant and equipment	<u>-</u>	<u>(9,591)</u>	<u>(104,448)</u>
Net cash (used) in investing activities			
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>			
Proceeds from sale of common stock and investors	96,840	1,328	66,697
Increase in notes payable	<u>200,000</u>	<u>-</u>	<u>(14,790)</u>
Net cash (used)/provided by financing activities	<u>296,840</u>	<u>1,328</u>	<u>51,907</u>
Net Increase/(Decrease) in cash	203,414	(86,508)	(36,272)
<b>CASH AT BEGINNING PERIOD</b>	<u>13,929</u>	<u>98,928</u>	<u>265,777</u>
<b>CASH AT END OF PERIOD</b>	<u>\$ 217,343</u>	<u>\$ 12,420</u>	<u>\$ 229,505</u>
<b>SUPPLEMENTAL CASH FLOW INFORMATION:</b>			
Cash paid for interest	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>
Cash paid for income taxes	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>
<b>NON-CASH TRANSACTIONS</b>			
Shares issued for consulting services	<u>\$ 217,000</u>	<u>\$ 217,000</u>	<u>\$ 217,000</u>
Shares issued for debt	<u>\$ 57,833</u>	<u>\$ 57,833</u>	<u>\$ 57,833</u>

The accompanying notes are an integral part of these financial statements.

**CREATIVE EDGE NUTRITION, INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**JUNE 30, 2012**

***NOTE 1 – Basis of Presentation***

**Basis of Presentation**

The accompanying unaudited interim consolidated financial statements of Creative Edge Nutrition, Inc. (“Creative”) and its subsidiaries (collectively, the “Company”) have been prepared in accordance with accounting principles generally accepted in the United States of America. In the opinion of management, all adjustments, consisting of normal recurring adjustments, necessary for a fair presentation of financial position and the results of operations for the interim periods presented have been reflected herein. The results of operations for interim periods are not necessarily indicative of the results to be expected for the full year.

**Principles of Consolidation**

The consolidated financial statements include the accounts of Creative Edge Nutrition, Inc. and its wholly-owned subsidiaries acquired SCD Enterprises, LLC and Science Defined Nutrition. All significant inter-company accounts and transactions have been eliminated in consolidation.

***Concentration of Risk***

The Company places its cash and temporary cash investments with established financial institutions.

***Cash and Cash Equivalents***

The Company considers all highly liquid investments purchased with original maturities of three months or less to be cash equivalents.

***Accounts Receivable***

Trade receivables are recognized and carried at the original invoice amount less allowance for any un-collectible amounts. An estimate for doubtful accounts is made when collection of the full amount is no longer probable. Bad debts are written off as incurred. There were no bad debts for the period ended June 30, 2012.



### ***Furniture and fixtures***

Furniture and fixtures are stated at cost less accumulated depreciation. Depreciation is provided on the straight-line basis over an estimated useful life of five years. Upon sale or retirement of furniture and fixtures, the related cost and accumulated depreciation are removed from the accounts and any gain or loss is reflected in consolidated statements of operations.

### ***Goodwill***

Goodwill represents the excess cost of a business acquisition over the fair value of the net assets acquired. In accordance with paragraph 350-20-35-1 of the FASB Accounting Standards Codification for goodwill is not amortized. The Company periodically, at least on an annual basis, reviews goodwill, considering factors such as projected cash flows and revenue and earnings multiples, to determine whether the carrying value of the goodwill is impaired. If the goodwill is deemed to be impaired, the difference between the carrying amount reflected in the financial statements and the estimated fair value is recognized as an expense in the period in which the impairment occurs. There was no impairment of goodwill.

### ***Impairment of long-lived assets***

The Company has adopted paragraph 360-10-35-17 of the FASB Accounting Standards Codification for its long-lived assets. The Company's long-lived assets, which include goodwill and furniture and fixtures, are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of the asset may not be recoverable.

The Company assesses the recoverability of its long-lived assets by comparing the projected undiscounted net cash flows associated with the related long-lived asset or group of long-lived assets over their remaining estimated useful lives against their respective carrying amounts. Impairment, if any, is based on the excess of the carrying amount over the fair value of those assets. Fair value is generally determined using the asset's expected future discounted cash flows or market value, if readily determinable. If long-lived assets are determined to be recoverable, but the newly determined remaining estimated useful lives are shorter than originally estimated, the net book values of the long-lived assets are depreciated over the newly determined remaining estimated useful lives. The Company determined that there were no impairments of long-lived assets.

### ***Fair Value of Financial Instruments***

Effective January 1, 2008, the Company adopted FASB ASC 820, Fair Value Measurements and Disclosures, Pre Codification SFAS No. 157, “Fair Value Measurements”, which provides a framework for measuring fair value under GAAP. Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. The standard also expands disclosures about instruments measured at fair value and establishes a fair value hierarchy, which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The standard describes three levels of inputs that may be used to measure fair value:

Level 1 — Quoted prices for identical assets and liabilities in active markets;  
Level 2 — Quoted prices for similar assets and liabilities in active markets; quoted prices for identical or similar assets and liabilities in markets that are not active; and model-derived valuations in which all significant inputs and significant value drivers are observable in active markets; and  
Level 3 — Valuations derived from valuation techniques in which one or more significant inputs or significant value drivers are unobservable.

The Company designates cash equivalents (consisting of money market funds) and investments in securities of publicly traded companies as Level 1. The total amount of the Company’s investment classified as Level 3 is de minimis.

The fair value of the Company’s debt as of June 30, 2012 approximated fair value at those times.

Fair value of financial instruments: The carrying amounts of financial instruments, including cash and cash equivalents, short-term investments, accounts payable, accrued expenses and notes payables approximated fair value as of June 30, 2012 because of the relative short term nature of these instruments. At June 30, 2012, the fair value of the Company’s debt approximates carrying value.

### ***Stock-based Compensation***

The Company records stock-based compensation in accordance with ASC 718, *Compensation - Stock Based Compensation* and ASC 505, *Equity Based Payments to Non-Employees*, which requires the measurement and recognition of compensation expense based on estimated fair values for all share-based awards made to employees and directors, including stock options.

ASC 718 requires companies to estimate the fair value of share-based awards on the date of grant using an option-pricing model. The Company uses the Black-Scholes option-pricing model as its method of determining fair value. This model is affected by the Company's stock price as well as assumptions regarding a number of subjective variables. These subjective variables include, but are not limited to the Company's expected stock price volatility over the term of the awards, and actual and projected employee stock option exercise behaviors. The value of the portion of the award that is ultimately expected to vest is recognized as an expense in the statement of operations over the requisite service period.

All transactions in which goods or services are the consideration received for the issuance of equity instruments are accounted for based on the fair value of the consideration received or the fair value of the equity instrument issued, whichever is more reliably measurable.

### ***Revenue Recognition***

The Company applies paragraph 605-10-S99-1 of the FASB Accounting Standards Codification for revenue recognition. The Company recognizes revenue when it is realized or realizable and earned less estimated future doubtful accounts. The Company considers revenue realized or realizable and earned when all of the following criteria are met: (i) persuasive evidence of an arrangement exists, (ii) the services have been rendered to the customer, (iii) the sales price is fixed or determinable, and (iv) collectability is reasonably assured.

### ***Development Costs***

Development costs represent the costs of developing and perfecting Creative's nutritional products as well as packaging and marketing planning for those products. These costs are charged to expense as incurred.

### ***Advertising***

Advertising costs are expensed as incurred.

### ***Use of Estimates***

The preparation of financial statements in conformity with generally accepted accounting principles 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 periods. Management makes these estimates using the best information available at the time the estimates are made; however actual results could differ materially from those estimates.

### ***Income Taxes***

The Company accounts for income taxes under Section 740-10-30 of the FASB Accounting Standards Codification. Deferred income tax assets and liabilities are determined based upon differences between the financial reporting and tax bases of assets and liabilities and are measured using the enacted tax rates and laws that will be in effect when the differences are expected to reverse. Deferred tax assets are reduced by a valuation allowance to the extent management concludes it is more likely than not that the assets will not be realized. Deferred tax assets and liabilities are measured using enacted tax rates expected 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 the statements of operations in the period that includes the enactment date.

The Company adopted section 740-10-25 of the FASB Accounting Standards Codification ("Section 740-10-25"). Section 740-10-25 addresses the determination of whether tax benefits claimed or expected to be claimed on a tax return should be recorded in the financial statements. Under Section 740-10-25, the Company may recognize the tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be sustained on examination by the taxing authorities, based on the technical merits of the position. The tax benefits recognized in the financial statements from such a position should be measured based on the largest benefit that has a greater than fifty percent (50%) likelihood of being realized upon ultimate settlement. Section 740-10-25 also provides guidance on de-recognition, classification, interest and penalties on income taxes, accounting in interim periods and requires increased disclosures. The Company had no material adjustments to its liabilities for unrecognized income tax benefits according to the provisions of Section 740-10-25.

### ***Segments***

The Company operates in only one business segment, namely the development, marketing and sales of nutraceuticals and health supplements

### ***Loss Per Share***

Net loss per common share is computed pursuant to section 260-10-45 of the FASB Accounting Standards Codification. Basic net loss per share is computed by dividing net loss by the weighted average number of shares of common stock outstanding during the period. Diluted net loss per share is computed by dividing net loss by the weighted average number of shares of common stock and potentially outstanding shares of common stock during each period. There were no potentially dilutive shares outstanding as of June 30, 2012.

### ***Recent Accounting Pronouncements***

We do not expect the adoption of recently issued accounting pronouncements to have a significant impact on our results of operations, financial position or cash flow.

### ***Reclassifications***

Certain amounts have been reclassified and represented to conform to the current financial statement presentation.

### ***NOTE 2 – Financial Condition and Going Concern***

The Company's financial statements have been presented on the basis that it is a going concern, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. The Company sustained operating losses in prior years and may not achieve the level of profitable operations to sustain its activities. These factors raise substantial doubt as to its ability to obtain debt and/or equity financing and achieve profitable operations.

Management intends to raise additional operating funds through equity and/or debt offerings. However, there can be no assurance management will be successful in its endeavors. Ultimately, the Company will need to achieve profitable operations in order to continue as a going concern.

There are no assurances that Creative will be able to either (1) achieve a level of revenues adequate to generate sufficient cash flow from operations; or (2) obtain additional financing through either private placement, public offerings and/or bank financing necessary to support its working capital requirements. To the extent that funds generated from operations and any private placements, public offerings and/or bank financing are insufficient, the Company will have to raise additional working capital. No assurance can be given that additional financing will be available, or if available, will be on terms acceptable to Creative. If adequate working capital is not available to Creative it may be required to curtail its operations.

### ***NOTE 3– Acquisitions***

On April 3, 2012, Creative acquired all membership interests in SCD Enterprises, LLC ("SCD") for 70,000,000 shares of its common stock.

The purchase price for the acquisition of SCD was \$420,000 consisting of the 70,000,000 common shares issued and valued at \$0.006 per share which was the previous sales price of the Company's common stock in the market place.

The allocation of the purchase price and the estimated fair market values of the assets acquired and liabilities assumed are shown below.

Cash	\$	12,419
Accounts receivable		48,992
Prepaid expenses and other current assets		200
Property and equipment, net of accum. depreciation		1,032,068
Intangibles		72,607
Goodwill		1,412,500
Deposits		4,198
Total assets acquired		<u>2,873,948</u>
Accounts payable and accrued expenses		<u>279,679</u>
Total liabilities assumed		<u>279,679</u>
Net assets acquired		<u>2,594,269</u>
Purchase price		<u>(420,000)</u>
Bargain purchase gain	\$	<u><u>2,174,269</u></u>

The consolidated financial statements herein are presented under predecessor entity reporting and because the acquiring entity had no operations, prior historical information of the acquirer is not presented.

On April 3, 2012, the Company additionally acquired the assets of Science Defined Nutrition (“SDN”) for 7,000,000 shares of common stock. SDN had limited operations prior to this point in time and the transaction was recorded as an acquisition amount of \$6,978, which was the net asset value of the Company.

SCD is a wholly-owned subsidiary of Creative. The consolidated financial statements consist of Creative Edge Nutrition, Inc. and its wholly-owned subsidiary, SCD, collectively referred to herein as the “Company” or “Creative.” All significant intercompany transactions and balances have been eliminated in consolidation.

Creative plans on becoming an innovative bio-science company engaged in the development and sales of nutraceuticals and health supplements.

**NOTE 4 – Inventories**

Inventories consist of components and finished goods and are stated at the lower of cost or market. Cost is determined using the first-in first-out method.

	June 30,
	<u>2012</u>
Finish goods	<u>\$ 250,686</u>

**NOTE 5 – Property and Equipment**

At June 30, 2012, property and equipment consisted of the following:

	June 30,
	<u>2012</u>
Leasehold Improvements	\$ 2,665
Software and other Costs	177,030
Vehicles	29,000
Websites and Domain Names	750,918
Covenant Not to Compete	252,500
Customer List	1,400,000
Equipment	56,861
Furniture and fixtures	<u>43,638</u>
	2,712,612
Less:accumulated depreciation	<u>(1,755,319)</u>
	<u>\$ 957,293</u>

Depreciation expense was \$229,435 for the six months ended June 30, 2012.



## **NOTE 6 – Intangibles**

At June 30, 2012, intangibles consisted of the following:

Goodwill	\$ 1,412,500
Loan costs	<u>72,607</u>
	<u>\$ 1,485,107</u>

Amortization expense was \$0 for the six months ended June 30, 2012.

## **NOTE 7 – Income Taxes**

Effective January 1, 2007, we adopted the provisions of ASC 740-10 (formerly known as FIN No. 48, Accounting for Uncertainty in Income Taxes). ASC 740-10 clarifies the accounting for uncertainty in income taxes recognized in a company's financial statements. ASC 740-10 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. The application of income tax law is inherently complex. Laws and regulation in this area are voluminous and are often ambiguous. As such, we are required to make many subjective assumptions and judgments regarding the income tax exposures. Interpretations of and guidance surrounding income tax laws and regulations change over time. As such, changes in the subjective assumptions and judgments can materially affect amounts recognized in the balance sheets and statements of income.

At the adoption date of January 1, 2007, we had no unrecognized tax benefit, which would affect the effective tax rate if recognized. There has been no significant change in the unrecognized tax benefit during the period from inception through June 30, 2012.

We classify interest and penalties arising from the underpayment of income taxes in the statement of income under general and administrative expenses. As of June 30, 2012, we had no accrued interest or penalties related to uncertain tax positions. The tax years 2010, 2009 and 2008 federal return remains open to examination.

Deferred taxes are provided on a liability method whereby deferred tax assets are recognized for deductible temporary differences and operating loss and tax credit carry forwards 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.

The Company accrued an estimate of \$45,804 of income taxes at a marginal rate of thirty four percent at June 30, 2012.

#### **NOTE 8 – Note Payable/Advances Payable**

##### ***Note Payable***

A Convertible Promissory Note (the “Note”) in the amount of \$28,800 had been entered into between Gary B. Wolff, Creative’s outside counsel, and Creative to settle unpaid legal fees due to Mr. Wolff with respect to Creative's Registration Statement. The note accrued interest at 2% per annum and matured on December 1, 2008. It was due on demand. The Note is convertible at the option of the holder at a conversion price of \$0.001 per share.

On June 15, 2010, the holder of the note converted the principal balance of \$8,800 for 8,800,000 shares of common stock.

On April 23, 2011, the holder of the note converted the principal balance of \$10,000 for 10,000,000 shares of common stock.

At September 30, 2011, the total amount due under the note was \$10,000.

In the period presented, an error was found whereby \$43,384 that was due for services plus the related accrued interest had never been entered into the books and records of the Company. This amount was accrued, plus the related interest in the amount of \$45,995 and recorded in the current period as attorney fees.

This amount, plus the balance on the books with accrued interest was converted into 53,000,000 shares of the Company’s common stock for a total conversion price of \$57,833.

### ***Advance Payable***

A financial group loaned \$10,000 to the Company on August 10, 2010. The group had the right to convert the advance into 165,062 shares of the Company's common stock.

In the quarter ended March 31, 2012, the financial group loaned an additional \$6,200. The group has the right to convert the advance into shares of the Company's common stock.

As of June 30, 2012, the advances are still due and have not been converted.

### **Line of Credit**

The Company has drawn on its line of credit \$200,000 of an available \$250,000 as of June 30, 2012. The line of credit is secured by its inventory and certain assets of the Company and personal guarantees of prior management. The interest rate is two currently 3.25 percent, not to exceed 5.5 percent. The note is due October 25, 2012.

### **NOTE 9 - Concentrations**

For the period from inception through June 30, 2012, the Company had in its business activities. However, there was no risk from concentration of business activities. The Company is currently seeking financing to expand into its nutraceutical business.

### **NOTE 10 – Capital Changes**

#### **Common Stock**

The Company was authorized to issue 500,000,000 shares of common stock and 1,000,000 shares of preferred stock. The Company increased its authorize shares of common stock to 600,000,000.

The Company issued 7,000,000 shares of its common stock for the net assets of Science Defined Nutrition that was valued at \$6,978 at April 3, 2012.

The Company sold 26,791,780 shares of its restricted common stock for \$96,840. The average price on these sales was \$.0036.

The Company, as mentioned above, issued 53,000,000 shares of its common stock for \$57,833 of notes payable.

The Company issued 44,000,000 shares of its common stock for services valued at \$212,000.

**Preferred Stock**

The Company issued 1,000,000 shares of its Series A Preferred Stock for services valued at \$5,000.

**NOTE 11 – Name Change**

The Company changed its name from Laufer Bridge Enterprises, Inc. to Creative Edge Nutrition, Inc. on April 14, 2012.

**NOTE 12 – Related Party Transactions**

The Company has evaluated all events that occurred after the balance sheet date of July 1, 2012 through August 20, 2012, the date the consolidated financial statements were issued. The Management of the Company determined that there were no reportable subsequent events to be disclosed.