



**Nexia Holdings, Inc. and Subsidiaries**  
**Quarterly Report**  
(Unaudited)

**For the Three Months Ended March 31, 2014 and 2013**

## **OTC Pink Basic Disclosure Guidelines**

### **1) Name of the issuer and its predecessors (if any)**

In answering this item, please also provide any names used by predecessor entities in the past five years and the dates of the name changes.

Nexia Holdings, Inc.

59 West 100 South, Second Floor, Salt Lake City, Utah 84101

Office: 801-575-8073

Fax: 801-575-8092

Web: [www.nexiaholdings.com](http://www.nexiaholdings.com)

### **2) Address of the issuer's principal executive offices**

#### Company Headquarters

Address 1: 59 West 100 South

Address 2: Second Floor

Address 3: Salt Lake City, Utah 84101

Phone: 801-575-8073

Email: [Richard@nexiaholdings.com](mailto:Richard@nexiaholdings.com)

Website(s): [www.nexiaholdings.com](http://www.nexiaholdings.com)

#### IR Contact

Address 1: Same as Above

Address 2:

Address 3:

Phone:

Email:

Website(s):

### **3) Security Information**

Trading Symbol: NXHD

Exact title and class of securities outstanding: Common Stock

CUSIP: 65336B608

Par or Stated Value: \$0.0001

Total shares authorized: 25,000,000 as of: March 31, 2014

Total shares outstanding: 45,419,512 as of: March 31, 2014

Additional class of securities (if necessary):

Trading Symbol: N/A

Exact title and class of securities outstanding: Class A Preferred

CUSIP: N/A

Par or Stated Value: \$0.001

Total shares authorized: 10,000,000 as of: March 31, 2014

Total shares outstanding: 151,000 as of: March 31, 2014

Additional class of securities (if necessary):

Trading Symbol: N/A

Exact title and class of securities outstanding: Class B Preferred

CUSIP: N/A

Par or Stated Value: \$0.001

Total shares authorized: 20,000,000 as of: March 31, 2014

Total shares outstanding: 15,000,000 as of: March 31, 2014

Additional class of securities (if necessary):

Trading Symbol: N/A

Exact title and class of securities outstanding: Class C Preferred

CUSIP: N/A

Par or Stated Value: \$0.001

Total shares authorized: 5,000,000 as of: March 31, 2014

Total shares outstanding: 1,497,882 as of: March 31, 2014

#### Transfer Agent

Name: Standard Registrar & Transfer Company

Address 1: 12528 South 1840 East

Address 2: Draper, Utah 84020

Phone: (801) 571-8844

Is the Transfer Agent registered under the Exchange Act?\* Yes: ☒ No: ☐

\*To be included in the OTC Pink Current Information tier, the transfer agent must be registered under the Exchange Act.

List any restrictions on the transfer of security:

N/A

Describe any trading suspension orders issued by the SEC in the past 12 months.

N/A

List any stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization either currently anticipated or that occurred within the past 12 months:

N/A

#### **4) Issuance History**

List below any events, in chronological order, that resulted in changes in total shares outstanding by the issuer in the past two fiscal years and any interim period. The list shall include all offerings of equity securities, including debt convertible into equity securities, whether private or public, and all shares or any other securities or options to acquire such securities issued for services, describing (1) the securities, (2) the persons or entities to whom such securities were issued and (3) the services provided by such persons or entities. The list shall indicate:

On February 28, 2013, under Securities Act Rule 504, Nexia offered and sold 40,000 shares of Series C Preferred stock to Mr. Robert E and Jana Johnson Stockdale for \$1.25 per share. The certificate was issued with a "restricted" legend and the agreement stated the restrictions on the transferability and sale of the shares under the Securities Act.

#### **5) Financial Statements**

Provide the financial statements described below for the most recent fiscal year end or quarter end to maintain qualification for the OTC Pink Current Information tier. For the initial disclosure statement (qualifying for Current Information for the first time) please provide reports for the two previous fiscal years and any interim periods.

The financial statements requested pursuant to this item shall be prepared in accordance with US GAAP by persons with sufficient financial skills. See Quarterly Report for period ended March 31, 2014 and Amended Annual Report for years ended Dec 31 2013 and 2012 published on July 29, 2014 on [www.OTCmarkets.com/stock/NXHD/filings](http://www.OTCmarkets.com/stock/NXHD/filings)

## **6) Describe the Issuer's Business, Products and Services**

Describe the issuer's business so a potential investor can clearly understand the company. In answering this item, please include the following:

**A. a description of the issuer's business operations;**

The current operations of Nexia Holdings, Inc. ("Nexia" or the "Company") consist of three principal areas: (1) assisting with the development and production of events and film products (2) the operation of Landis Lifestyle Salons through Nexia's ownership interest in Green Endeavors, Inc. ("GRNE") and (3) the acquisition, leasing and selling of real estate.

**B. Date and State (or Jurisdiction) of Incorporation:**

Nexia was originally incorporated in the State of Colorado on April 20, 1987 as Metropolitan Acquisition Corporation. On October 5, 2000, Nexia merged with a Nevada corporation with the same name, effectively changing its state of domicile from Colorado to Nevada. In 2009, Nexia changed its domicile to the State of Utah through a merger with a Utah corporation with the same name.

**C. the issuer's primary and secondary SIC Codes;**

The Company's SIC Code is 6510.

**D. the issuer's fiscal year end date;**

Nexia's fiscal year end is December 31

**E. principal products or services, and their markets;**

Nexia Holdings, Inc. operations ("Nexia" or the "Company") consist of four principal areas: (1) the operation of Landis Lifestyle Salons through Nexia's ownership interest in Green Endeavors, Inc. ("GRNE") which holds a 100% ownership interest in Landis Salons, Inc., 100% ownership of Landis Salons II, Inc., and 100% ownership of Landis Experience Center, LLC which operates an Aveda Experience Center in City Creek Center in downtown Salt Lake City, (2) assisting with the development and production of film products in WG Productions Company (fka Revel Entertainment, Inc.) (3) Events such as Slide the CityTM and Lantern Fest and (4) the acquisition, leasing and selling of real estate.

## **7) Describe the Issuer's Facilities**

See footnotes 2- Summary of Significant Accounting and Policies, 9 – Lease Commitments in Quarterly Report for period ended March 31, 2014 published on July 29, 2014 on [www.OTCmarkets.com/stock/NXHD/filings](http://www.OTCmarkets.com/stock/NXHD/filings)

## **8) Officers, Directors, and Control Persons**

The goal of this section is to provide an investor with a clear understanding of the identity of all the persons or entities that are involved in managing, controlling or advising the operations, business development and disclosure of the issuer, as well as the identity of any significant shareholders.

- A. Names of Officers, Directors, and Control Persons. The following table provides the names of each of the issuer's executive officers, directors, general partners and control persons (control persons are beneficial owners of more than five percent (5%) of any class of the issuer's equity securities), as of July 31, 2014.

TITLE OF CLASS	NAME AND TYPE OF BENEFICIAL OWNER	AMOUNT OF BENEFICIAL OWNERSHIP	PERCENT OF CLASS
Preferred Series "B" Stock	Richard Surber, President & Director	15,000,000	100%
Preferred Series "A" Stock	Richard Surber, President & Director	145,000	96.00%
Common Stock	Richard Surber, President & Director	19,301 Indirect	<0.10%
Common Stock	Richard Surber, President & Director	5,250,005	11.55%
Preferred Series "C" Stock	AmeriResource Technologies, Inc.*, 5% Owner Company	190,486	12.70%
Preferred Series "C" Stock	Joseph Corso*, 5% owner Person	294,600	19.67%
Preferred Series "C" Stock	Roboserver Systems Corp*., 5% owner Company	200,000	13.30%
Preferred Series "C" Stock	Steinhov Resources Ltd*, 5% owner Company	120,000	08.00%
Preferred Series "C" Stock	Casey J. Coleman*, 5% owner Person	85,000	05.67%

\*The above listed Preferred Series C Stock shareholders are limited to conversion into less than 5% of the issued common stock at any point in time and hold only 1 vote per share of preferred stock and thus hold less than 0.01% of votes in any shareholder vote. None of the named C shareholders are control persons at this point in time.

- B. Legal/Disciplinary History. Please identify whether any of the foregoing persons have, in the last five years, been the subject of:

1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);

N/A

2. The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities;

N/A

3. A finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated; or

N/A

4. The entry of an order by a self-regulatory organization that permanently or temporarily barred suspended or otherwise limited such person's involvement in any type of business or securities activities.

N/A

- C. **Beneficial Shareholders.** The following table provides a list of the names, address, and the percentage of shares owned by all persons beneficially owning more than ten percent (10%) of any class of the issuer's equity securities. If any of the beneficial shareholders are corporate shareholders, provide the name and address of the person(s) owning or controlling such corporate shareholders and the resident agents of the corporate shareholders.

<b>TITLE OF CLASS</b>	<b>NAME AND ADDRESS OF BENEFICIAL OWNER</b>	<b>PERCENT OF CLASS</b>
Preferred Series "B" Stock (\$0.001 par value)	Richard Surber, President & Director 59 West 100 South, Second Floor Salt Lake City, Utah 84101	100%
Preferred Series "A" Stock (\$0.001 par value)	Richard Surber, President & Director 59 West 100 South, Second Floor Salt Lake City, Utah 84101	96.0%
Preferred Series "C" Stock (\$0.001 par value)	AmeriResource Technologies, Inc.* c/o Delmar Janovec 3440 E Russell Rd #127 Las Vegas, NV 89120	12.7%
Preferred Series "C" Stock (\$0.001 par value)	Joseph Corso* 15 Ottavio Promenade Staten Island, NY 10307	19.67%
Preferred Series "C" Stock (\$0.001 par value)	Roboserver Systems Corp*. c/o Delmar Janovec 3440 E Russell Rd #127 Las Vegas, NV 89120	13.3%

\*The above listed Preferred Series C Stock shareholders are limited to conversion into less than 5% of the issued common stock at any point in time and hold only 1 vote per share of preferred stock and thus hold less than 0.01% of votes in any shareholder vote. None of the named C shareholders are control persons at this point in time.

## 9) **Third Party Providers**

Please provide the name, address, telephone number, and email address of each of the following outside providers that advise your company on matters relating to operations, business development and disclosure:

### Legal Counsel

Name: Michael Golightly  
Address 1: 59 West 100 South, 2<sup>nd</sup> Floor  
Address 2: Salt Lake City, UT 84101  
Phone: 801-575-8073  
Email: mikegolite@hotmail.com

### Accountant or Auditor

Tax accountant for income tax preparation  
Name: Richard Smith, CPA  
Address 1: 1336 East Millbrook Way  
Address 2: Bountiful Utah 84010  
Phone: 801-292-7613  
Email: richardnsmithcpa@gmail.com

### Investor Relations Consultant

Name: None

### Other Consultants

Name: None

## 10) Issuer Certification

The issuer shall include certifications by the chief executive officer and chief financial officer of the issuer (or any other persons with different titles, but having the same responsibilities).

The certifications shall follow the format below:

I, Richard D Surber certify that:

1. I have reviewed this statement for the quarters ended March 31, 2014 and 2013 of Nexia Holdings, 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 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.

July 31, 2014

/s/ Richard D. Surber

Richard D. Surber

President, CEO, CFO and Director