



PTA HOLDINGS, INC
UNAUDITED FINANCIAL STATEMENTS
FOR THE 6 MONTHS ENDED
JUNE 30, 2013 AND 2012



I, Leonard J. Lewensohn, President certify that:

1. I have reviewed this annual financial statement of PTA 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.

Date: August 11, 2013

/s/Leonard J. Lewensohn

Leonard J. Lewensohn, President

PTA Holdings, Inc.
Balance Sheet
As of June 30, 2013 and 2012

| | <u>June 30</u> <u>2013</u> | <u>June 30</u> <u>2012</u> |
|---|-------------------------------|-------------------------------|
| ASSETS | | |
| Current Assets | | |
| Cash | 3,464 | 2,493 |
| Accounts Receivable | 174,818 | |
| Other Current Assets | <u>277,050</u> | |
| Total Current Assets | 455,333 | |
| Fixed Assets | | |
| Equipment | 193,249 | 461,500 |
| Other Assets | | |
| Due from Ted Leverette II | 56,100 | |
| Goodwill remaining from Pro Flow | 142,361 | |
| Investment in NortFord, LLP | <u>500,000</u> | |
| TOTAL ASSETS | <u><u>1,347,043</u></u> | <u><u>463,993</u></u> |
| LIABILITIES & EQUITY | | |
| Liabilities | | |
| Current Liabilities | | |
| Accrued Payroll | | 168,000 |
| Accounts Payable | 76,184 | |
| Accrued Expenses | 170,699 | |
| Convertible Short-Term Notes | 30,000 | |
| Unsecured Note - Kingsley Logistics Group | <u>112,750</u> | |
| Total Current Liabilities | 389,633 | 168,000 |
| Long-Term Liabilities | | |
| Notes Payable | 131,352 | 200,632 |
| Equipment Loans | 160,147 | |
| Note Payable to NortFord, LLP | <u>500,000</u> | |
| Total Long-Term Liabilities | <u>791,499</u> | 200,632 |
| TOTAL LIABILITIES | 1,181,132 | |
| Equity | | |
| Common Stock | | |
| Class A - authorized 2013 1,800,000,000 | | 11,812 |
| 2012 260,000,000 issued and outstanding | | |
| as of June 30, 2012 118,119,450 | | |
| as of June 30, 2013 903,452,210 | 90,345 | |
| Class B - authorized 40,000,000 shares | 1,250 | 1,250 |
| authorized and outstanding is 12,500,000 | | |
| Preferred Stock | | |
| Series A - authorized 20,000,000 | 0 | |
| par value .001 none issued | | |
| Series B - authorized 2,000,000 | 1,000 | |
| par value .001 issued and outstanding | | |
| 1,000,000 shares | | |
| Total Stock Issued | 92,695 | 13,062 |

| | | |
|---------------------------------------|-------------------------|-----------------------|
| Retained Earnings | 36,307 | 122,151 |
| Net Income | <u>37,009</u> | <u>(39,852)</u> |
| Total Equity | 165,911 | 82,299 |
| TOTAL LIABILITIES & EQUITY | <u><u>1,347,043</u></u> | <u><u>463,993</u></u> |

PTA Holdings, Inc.
Income Statement
For the 6 Months Ended June 30, 2013 & 2012
(Unaudited)

| | 2013 | | 2012 | |
|--------------------|----------------------|----------------------|---------------------|-----------------------|
| | 2nd Qtr | Y-T-D | 2nd Qtr | Y-T-D |
| Income | 1,142,070 | 2,165,853 | 96,541 | 172,965 |
| Cost of Goods Sold | <u>1,007,458</u> | <u>1,918,086</u> | <u>48,078</u> | <u>84,431</u> |
| Gross Profit | 134,612 | 247,767 | 48,463 | 88,535 |
| Expenses | 76,845 | 210,758 | 48,657 | 92,550 |
| Net Income(Loss) | <u><u>57,767</u></u> | <u><u>37,009</u></u> | <u><u>(194)</u></u> | <u><u>(4,015)</u></u> |

PTA Holdings, Inc
Statement of Cash Flows
For the 6 Months Ended June 30, 2013
(Unaudited)

| | |
|---|-------------|
| OPERATING ACTIVITIES | <u>2013</u> |
| Net Income | 35,859 |
| Adjustment to reconcile Net Income to net cash provided by operations: | |
| Accounts Receivable | (39,368) |
| Inter Company Transactions | (3,192) |
| Inventory | (13,753) |
| Drivers Advances | (36,837) |
| Accounts Payable | (46,333) |
| Notes Payable | 537 |
| Accrued Expenses | (26,247) |
| Net cash provided by Operating Activities | (129,334) |
| INVESTING ACTIVITIES | |
| Tractors & Trailers | (68,249) |
| FINANCING ACTIVITIES | |
| Bank Line of Credit | 40,000 |
| Capital less Draws | 24,976 |
| Long-Term Notes | 131,352 |
| Net cash provided by Financing Activities | 196,328 |
| Net cash increase for period | (1,255) |
| Cash at beginning of period | 4,719 |
| Cash at end of period | 3,464 |

PTA Holdings
Changes in Shareholders' Equity
For the 6 Months Ended June 30, 2013

| | Common <u>Shares</u> | Class A <u>Amount</u> | Common <u>Shares</u> | Class B <u>Amount</u> | Preferred | Series B | Retained <u>Earnings</u> | <u>Equity</u> |
|-------------------------------------|-------------------------|--------------------------|-------------------------|--------------------------|----------------|----------|-----------------------------|---------------|
| Balance Dec 31, 2012 | 602,629,450 | 60,263 | 12,500,000 | 1,250 | | | 36,307 | 97,820 |
| Shares Issued for Debt Reduction | 240,822,760 | 24,082 | | | | | | 24,082 |
| 504D Program | 60,000,000 | 6,000 | | | | | | 6,000 |
| Issued to Directors | | | | | 1,000,000 , | 1,000 | | 1000 |
| Net Income | | | | | | | 37,009 | 37,009 |
| Balance June 30, 2013 | 903,452,210 - | 90,345 | 12,500,000 - | 1,250 | 1,000,000 | 1,000, | 73,316 | 165,911 |

**PTA HOLDINGS,
INC.**
Notes to Unaudited Financial
Statements
As of
June 30, 2013

NOTE 1 - ORGANIZATION AND DESCRIPTION OF BUSINESS

PTA Holdings, Inc. (the "Company") was incorporated under the Laws of the State of Delaware on February 16, 2000 and re-incorporated in Nevada on November 3, 2004. PTA Holdings, Inc. (PTAH) is a holding company with a core focus on providing logistics services throughout the Midwest. The Company operates NortFord, a logistics company and Eggspress, a multi-state refrigerated trucking company, both based in Iowa. The Company also opened a public truck repair center, Hwy 18 Truck Service, based in northern Iowa. The Company is engaged in an expansion program through a roll-up strategy by acquiring transportation companies that are synergistic because of their route structure, operating equipment, management and I T systems.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The unaudited financial statements included herein were prepared from the records of the Company in accordance with general accounting principles. These financial statements reflect all adjustments that are, in the opinion of management, necessary to provide a fair statement of the results of operations and financial position of the periods presented. Significant adjustments may be required upon financial statements being audited to be in conformity with Generally Accepted Accounting Principles.

Revenue Recognition

The Company recognizes revenue invoiced as earned.

Cash and Cash Equivalents

The Company's policy is to consider cash and cash equivalents to consist of checking accounts, money market accounts or certificates of deposit have maturity dates of 180 days or less.

Advertising Costs

Advertising costs are expensed as incurred. For the period ended June 30, 2013 advertising expense were \$1000.

Reclassifications

Some of the statement balances from prior periods may have been reclassified in order to present financial statements that are comparable.

Income Taxes

The Company records its federal and state net income tax liability as it is incurred.

Stock-Based Compensation

The Company accounts for its stock based compensation based upon provisions in ASC Topic 718 Compensation-Stock Compensation. The Company utilizes the fair value of the stock issued as the measure of the value of services obtained to record the stock issued for compensation.

NOTE 3 - EQUIPMENT

The Company owns tractors, semi-trailers and shop equipment. The carrying value of the equipment is carried on the financial statements. Depreciation is to be provided for at year end statements.

NOTE 4 - GOING CONCERN

Management continues to seek additional funding. There is no assurance that its efforts will be successful, or that the Company will be able to obtain additional debt or equity financing on terms acceptable to the Company. Failure to raise needed funds on satisfactory terms could slow the Company's business, operating results or financial condition.

NOTE 5 – LONG TERM AND CONVERTIBLE DEBT

On January 15, 2009 the company entered into a one year consulting agreement with RJB Consulting Inc. and T. Peter & Company Inc. Both Consultants were contracted at the rate of \$50,000 per year payable with a one year note payable for \$50,000 which bears an interest rate of 15% per annum and is convertible to common shares at the Conversion Price per share of the lesser of .001 or 75% of the lowest closing price for the Company's stock during the previous 20 trading days. Both Notes for 2009 were purchased by third party investors that were issued shares of Class A Common stock based upon the formula set forth in the notes leaving a \$0.00 balance.

On February 1, 2010 the company entered into a new one year consulting agreement with RJB Consulting Inc. and T. Peter & Company Inc. Both Consultants were contracted at the rate of \$25,000 per year payable with a one year note payable for \$25,000 which bears an interest rate of 15% per annum and is convertible to common shares at the Conversion Price per share of the lesser of .001 or 75% of the lowest closing price for the Company's stock during the previous 20 trading days. The combined total due on both obligations is \$50,000 plus interest as of June 30, 2013. The Company will seek to reduce this debt through negotiations with the holders during the 3rd quarter.

During the 1st and 2nd quarter the company the company retired \$120,550 of above debt in exchange of 445,252,760 shares of Common stock.

On June 12, 2012 The Company assumed short term debt obligations of Kingsley Logistic Group in the amount of \$112,750.

On March 6 2013 the Company entered into two short term Convertible Notes due and payable in one year in the amount of \$15,000 bearing an interest rate of 12%.

During the 2nd quarter of 2013, the Company issued 60,000,000 shares of class A common stock to Deer Valley LLC, through a 504D program, receiving \$13,000 in proceeds, used for working capital.

The Company acquired Nortford LLP and Eggspress LLP in 2012 by issuing a promissory note in the amount of \$500,000, payable in the 1st quarter of 2014. The Company is negotiating additional terms of this note to include partial payment through Preferred Shares. Operating equipment debt is due to banks with a term of 2 years.

NOTE 5 - SECURED LOANS

During the quarter ended June 30, 2013 Nortford, the Company's refrigerated carrier, purchased \$193,249 of operating equipment through secured vendor loans.

NOTE 6 - STOCKHOLDERS' EQUITY

Common Stock

Class A --The Company increased its authorized to ,1,800,000,000 shares of Class A common stock with a par value of \$0.0001 per share. As of June 30, 2013 the company had 903,452,210 common shares Issued and Outstanding including 392,302,000 Rule 144 Restricted shares, of which 306,000,000 are held by insiders.

Class B - The Company has been authorized to issue 40,000,000 shares of Class B common stock with a par value of \$0.0001 per share. As of September 30, 2012 the company had 12,500,000 common shares of Class B issued and outstanding. Each Class B share has ten votes per share.

Preferred Stock

SERIES A - The Company has been authorized to issue 20,000,000 shares of Series A preferred stock with a par value of \$.001 per share. Voting rights, 10 times the Class A Common, and conversion rights at the rate of 10 shares of common for each preferred. As of March 31, 2013 the Company had not issued any shares.

SERIES B - The Company has been authorized to issue 2,000,000 shares of Series B preferred stock with a par value of \$.001 per share. Voting rights, 500 times the Class A Common, and conversion rights at the rate of 100 shares of common for each preferred. The Company has issued one million shares of Series B Preferred, all of which are held by the Directors.

NOTE 7 - INCOME STATEMENT

Income statement for the quarter ending March 31, 2013 reflects first quarter of 2013, for the Company and 1st quarter for ProFlo 2012. The balance sheet items reflect only the Company's assets and liabilities.

NOTE 8 – ACQUISITIONS AND DISPOSITIONS

The Company acquired ProFlow, Inc. in April 2007. Kingsley Logistics Group, acquired in June of 2012. , The Agreement between Kingsley Consulting Corporation (KCC) and Ted Leverette II requires that KCC merge its Kingsley Logistic Group into PTAH, and Leverette would exchange the assets of ProFlow and its liabilities, and surrender 51 million shares of common stock to the Company. The accounting for this transaction is reflected herein, giving effect that ProFlo was eliminated from PTAH, as of 9/30/2012. ProFlo has become a private company, and the transaction will be completed by the 2nd quarter of 2013. The transaction eliminates the operating losses and debt of ProFlow, as of 9/30/2012, which assets and liabilities are assumed by Leverette. ProFlo has not been profitable for several years.

In the 4th quarter of 2012, the Company acquired Nortford, LLP an Iowa based logistics company and during the 1st quarter of 2013, Eggspress its sister company. Eggspress is a motor carrier primarily hauling refrigerated cargo such as eggs and other agricultural and foodstuff products for an exclusive customer base.

Also in the 1st quarter of 2013, the Company's Iowa based carriers, opened Hwy 18 Truck Service and Repair. This operation services company equipment as well as other trucking and trailer business in the region.

The Company has entered into a Letter of Intent to acquire a Wisconsin based Intermodal carrier and expects to complete the transaction prior to year end.