

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.

Readen Holding Corp.

2) Address of the issuer's principal executive offices

Company Headquarters

Address 1: Gijsbrecht van Amstelstraat

Address 2: 423A 1216CA

Address 3: Hilversum, The Netherlands

Phone: +31(0)35 6299970

Email: \_\_\_\_\_

Website(s): www.readeneurope.com; www.D5avenue.com

IR Contact

Address 1: \_\_\_\_\_

Address 2: \_\_\_\_\_

Address 3: \_\_\_\_\_

Phone: \_\_\_\_\_

Email: \_\_\_\_\_

Website(s): \_\_\_\_\_

3) Security Information

Trading Symbol: RHCO

Exact title and class of securities outstanding: Common Stock

CUSIP: 755255 106

Par or Stated Value: \$ .001

Total shares authorized: 295,000,000

as of: March 31, 2013

Total shares outstanding: 158,467,074

as of: March 31, 2013

Transfer Agent

Name: Jersey Transfer & Trust Co.

Address 1: 201 Bloomfield Avenue

Address 2: Verona

Address 3: New Jersey 07044

Phone: 973-239-2712

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:

\_\_\_\_\_

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

Not applicable.

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 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:

A. The nature of each offering (e.g., Securities Act Rule 504, intrastate, etc.);

For a description of share issuances prior to June 30, 2012, please see the Issuer's Annual Report (Revised) for the fiscal year ended June 30, 2012, published on October 2, 2012. During the fiscal quarter ended September 30, 2012, the Issuer issued a total of 8,200,000 shares of common stock that were exempt from the registration provisions of the Securities Act of 1933 by virtue of Regulation S promulgated thereunder.

B. Any jurisdictions where the offering was registered or qualified;

Not applicable.

C. The number of shares offered;

8,200,000

D. The number of shares sold;

8,200,000 were issued during the fiscal quarter ended September 30, 2012, as follows: 7,000,000 shares of common stock were issued to Poelhoeve Holding BV (a company organized in The Netherlands and owned and controlled by Mr. Bas Poel, who is deemed the beneficial owner of such 7,000,000 shares) and these 7,000,000 shares were issued for a value of \$0.25 per share or an aggregate of \$1,750,000; a total of 1,000,000 shares of common stock were issued to three citizens of The Netherlands, Mr. Henk vander Duim (333,334 shares), Mr. Michael Moring (333,333 shares) and Arjen Koopmans (333,333 shares) as consideration for the Issuer's purchase of the Onmix website. These 1,000,000 shares were valued at \$0.25 per share or \$250,000 in the aggregate; 100,000 shares of common stock were issued to Mr. David Romani, a citizen of The Netherlands, for conversion of a \$25,000 promissory note at a conversion price of \$0.25 per share; and 100,000 shares of common stock were issued to Mr. David Dadon, a citizen of The Netherlands, for the conversion of a \$25,000 promissory note at a conversion price of \$0.25 per share.

E. The price at which the shares were offered, and the amount actually paid to the issuer;

\$0.25 per share.

F. The trading status of the shares; and

Restricted

G. Whether the certificates or other documents that evidence the shares contain a legend (1) stating that the shares have not been registered under the Securities Act and (2) setting forth or referring to the restrictions on transferability and sale of the shares under the Securities Act.

The stock certificates for the 8,200,000 shares bear a Regulation S restrictive legend.

With respect to private offerings of securities, the list shall also indicate the identity of the persons who purchased securities in such private offering; *provided, however*, that in the event that any such person is an entity, the list shall also indicate (a) the identity of each natural person beneficially owning, directly or indirectly, more than ten percent (10%) of any class of equity securities of such entity and (b) to the extent not otherwise disclosed, the identity of each natural person who controlled or directed, directly or indirectly, the purchase of such securities for such entity.

## 5. Financial Statements *SEE ATTACHED QUARTERLY REPORT AS OF MARCH 31, 2013*

The financial statements requested pursuant to this item shall be prepared in accordance with US GAAP by persons with sufficient financial skills.

You may either (i) attach/append the financial statements to this disclosure statement or (ii) post such financial statements through the OTC Disclosure & News Service as a separate report using the appropriate report name for the applicable period end. ("Annual Report," "Quarterly Report" or "Interim Report").

If you choose to publish the financial reports separately as described in part (ii) above, you must state in the accompanying disclosure statement that such financial statements are incorporated by reference. You may reference the document(s) containing the required financial statements by indicating the document name, period end date, and the date that it was posted to otcq.com in the field below.

Please see the issuer's Annual Report (Revised) for the fiscal year ended June 30, 2012, published on the OTC Disclosure & News Service on October 2, 2012, which is hereby incorporated herein by reference. Please see the issuer's Quarterly Report for the quarter ended December 31, 2012, published on the OTC Disclosure & News Service on February 13, 2013, which is hereby incorporated herein by reference.

Information contained in a Financial Report is considered current until the due date for the subsequent Financial Report. To remain in the OTC Pink Current Information tier, a company must post its Annual Report within 90 days from its fiscal year-end date and Quarterly Reports within 45 days of its fiscal quarter-end date.

### 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;

For a description of the issuer's business, please see the issuer's Annual Report (Revised) for the fiscal year ended June 30, 2012, published on the OTC Disclosure & News Service on October 2, 2012.

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

\_\_\_\_\_

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

\_\_\_\_\_

D. the issuer's fiscal year end date;

\_\_\_\_\_

E. principal products or services, and their markets;

\_\_\_\_\_

### 7) Describe the Issuer's Facilities

The goal of this section is to provide a potential investor with a clear understanding of all assets, properties or facilities owned, used or leased by the issuer.

In responding to this item, please clearly describe the assets, properties or facilities of the issuer, give the location of the principal plants and other property of the issuer and describe the condition of the properties. If the issuer does not have complete ownership or control of the property (for example, if others also own the property or if there is a mortgage on the property), describe the limitations on the ownership.

If the issuer leases any assets, properties or facilities, clearly describe them as above and the terms of their leases.

For a description of the issuer's facilities, please see the Issuer's Annual Report (Revised) published on the OTC Disclosure & News Service on October 2, 2012, which is hereby incorporated herein by reference.

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. In responding to this item, please provide 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 the date of this information statement.

Information required by this entire section 8 is included in the issuer's Annual Report (Revised) published on the OTC Disclosure & News Service on October 2, 2012, which is hereby incorporated herein by reference.

- 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);

\_\_\_\_\_

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;

\_\_\_\_\_

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

\_\_\_\_\_

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.

\_\_\_\_\_

- C. Beneficial Shareholders. Provide a list of the name, address and shareholdings or 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.

\_\_\_\_\_

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: David E. Wise, Esq.

Firm: Law Offices of David E. Wise, P.C.

Address 1: 9901 IH-10 West, Suite 800

Address 2: San Antonio, Texas 78230

Phone: 210-558-2858

Email: wiselaw@verizon.net

Accountant or Auditor

Name: None

Firm: \_\_\_\_\_

Address 1: \_\_\_\_\_

Address 2: \_\_\_\_\_

Phone: \_\_\_\_\_

Email: \_\_\_\_\_

Investor Relations Consultant

Name: None

Firm: \_\_\_\_\_

Address 1: \_\_\_\_\_

Address 2: \_\_\_\_\_

Phone: \_\_\_\_\_

Email: \_\_\_\_\_

Other Advisor: Any other advisor(s) that assisted, advised, prepared or provided information with respect to this disclosure statement.

Name: None

Firm: \_\_\_\_\_

Address 1: \_\_\_\_\_

Address 2: \_\_\_\_\_

Phone: \_\_\_\_\_

Email: \_\_\_\_\_

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, G.R. Steenbergen certify that:

1. I have reviewed this quarterly disclosure statement of Readen Holding Corp.;
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.

June 3, 2013 [Date]

/s/ G. R. Steenbergen [Signature]

OTC Market Group, Inc.

OTC Pink Basic Disclosure Guidelines (v1.0 January 3, 2013)

PRESIDENT & CHIEF EXECUTIVE OFFICER

**QUARTERLY REPORT  
PURSUANT TO  
RULE 15C2-11(a)(5)**

As of March 31, 2013

**READEN HOLDING CORP.**  
Gijsbrecht van Amstelstraat  
423A 1216CA  
Hilversum,  
The Netherlands

Telephone: +31(0)35 6299970

Federal Employer's I.D. No. 06-1519079

CUSIP No. 755255 106

**ISSUER'S EQUITY SECURITIES AUTHORIZED AS OF MARCH 31, 2013:**

295,000,000 shares of common stock authorized, \$.001 par value per share

5,000,000 shares of preferred stock authorized, \$.001 par value per share

**SHARES OF CAPITAL STOCK OUTSTANDING ON MARCH 31, 2013:**

158,467,074 shares of common stock

766,667 shares of Series B Preferred Stock

We previously were a shell Company, therefore, the exemption offered pursuant to Rule 144 is not available. Anyone who purchased securities directly or indirectly from us or any of our affiliates in a transaction or chain of transactions not involving a public offering cannot sell such securities in an open market transaction.

**June 3, 2013**

# READEN HOLDING CORP.

## QUARTERLY REPORT

AS OF MARCH 31, 2013

All information contained in this Quarterly Report has been compiled to fulfill the disclosure requirements of Rule 15c2-11(a)(5) promulgated by the Securities Exchange Act of 1934, as amended. The enumerated items and captions contained herein correspond to the format set forth in the Rule.

### Item 1. The exact name of the issuer and the address of its principal executive offices:

Our name is Readen Holding Corp., a Nevada corporation, and our principal executive offices are located at:

Gijsbrecht van Amstelstraat  
423A 1216CA  
Hilversum,  
The Netherlands  
Telephone: +31(0)35 6299970

URLs: [www.readeneurope.com](http://www.readeneurope.com)  
[www.D5avenue.com](http://www.D5avenue.com)

### Item 2. Shares outstanding:

The Company is authorized to issue an aggregate of 295,000,000 shares of Common Stock (\$.001 par value per share) and 5,000,000 shares of Preferred Stock (\$.001 par value per share). As of the date of this filing, there were 158,467,074 shares of Common Stock issued and outstanding and 766,667 shares of Series B Convertible Preferred Stock issued and outstanding.

### Item 3. Interim financial statements of READEN HOLDINGS CORP.:

#### INDEX TO FINANCIAL STATEMENTS

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READEN HOLDING CORP.  
CONSOLIDATED BALANCE SHEET  
AT MARCH 31, 2013  
(unaudited)

**ASSETS**

<b>Current assets</b>	
Cash and cash equivalents	\$ 239,491
Accounts receivable	1,059,498
Inventory	496,875
Note receivable - related party	174,375
Claim receivable	1,218,138
Other current assets	995,920
<b>Total current assets</b>	<b>4,184,297</b>
<b>Other assets</b>	
Property and equipment, net	2,170,136
Transition isotope	200,000,000
Goodwill	5,336,274
Deferred compensation	3,500
Intangible assets	266,703
Deposits	1,754,280
<b>Total other assets</b>	<b>209,530,893</b>
<b>Total assets</b>	<b>\$ 213,715,190</b>

**LIABILITIES AND STOCKHOLDERS' EQUITY**

<b>Current liabilities</b>	
Accounts payable	\$ 644,223
Interest payable	17,461
Advances payable - related parties	42,585
Director fees payable	228,044
Notes payable	560,984
Other current liabilities	560,698
<b>Total current liabilities</b>	<b>2,053,995</b>
<b>Other liabilities</b>	
Notes payable, net of current portion	3,926,891
Convertible notes payable - related parties	95,512,125
Loans payable	2,687,156
<b>Total liabilities</b>	<b>104,180,167</b>
<b>Stockholders' Equity</b>	
Series B Convertible Preferred Stock: \$.001 par value, 5,000,000 shares authorized, 766,667 shares issued and outstanding as of March 31, 2013	767
Common Stock: \$.001 par value, 295,000,000 shares authorized, 158,467,074 shares issued and outstanding as of March 31, 2013	158,467
Additional paid-in capital	8,556,359
Common stock to be issued	100,000,000
Retained earnings	819,430
<b>Total stockholders' equity</b>	<b>109,535,023</b>
<b>Total liabilities and stockholders' equity</b>	<b>\$ 213,715,190</b>

See accompanying notes to financial statements



**READEN HOLDING CORP.**  
**CONSOLIDATED STATEMENT OF OPERATIONS**  
**FOR THE THREE MONTH PERIOD ENDED MARCH 31, 2013**  
**(unaudited)**

<b>Revenue</b>	\$ 637,607
<b>Cost of goods sold</b>	<u>354,744</u>
<b>Gross profit</b>	<u>282,863</u>
<b>Operating expenses</b>	
General and administrative expenses	<u>262,058</u>
<b>Total operating expenses</b>	<u>262,058</u>
<b>Income from operations</b>	<u>20,805</u>
<b>Other income / (expense)</b>	
Finance costs	(37,562)
Claim	1,218,138
Commission income	15,650
Foreign exchange loss	<u>(75)</u>
<b>Total other income / (expense)</b>	<u>1,196,151</u>
<b>Net income</b>	<u>\$ 1,216,956</u>
<b>Basic and diluted income per share</b>	<u>\$ 0.01</u>
<b>Weighted average shares used in per share calculation</b>	<u>158,467,074</u>

See accompanying notes to financial statements

READEN HOLDING CORP.  
CONSOLIDATED STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY  
FOR THE PERIOD ENDED MARCH 31, 2013  
(unaudited)

	Preferred Stock		Common Stock		Additional Paid-In Capital	Shares To Be Issued	Retained Earnings	Total Equity
	Series D Shares	Par Value	Shares	Par Value				
Balance December 31, 2012	766,667	\$ 767	158,467,074	\$ 158,467	\$ 8,556,359	\$ -	\$ (397,526)	\$ 8,318,067
Common shares to be issued for acquisition @ \$1.00/share	-	-	-	-	-	100,000,000	-	100,000,000
Net Income For Three Months Ended March 31, 2013	-	-	-	-	-	-	1,216,956	1,216,956
Balance March 31, 2013	766,667	\$ 767	158,467,074	\$ 158,467	\$ 8,556,359	\$ 100,000,000	\$ 819,430	\$ 109,535,023

See accompanying notes to financial statements

READEN HOLDING CORP.  
CONSOLIDATED STATEMENT OF CASH FLOWS  
FOR THE THREE MONTH PERIOD ENDED MARCH 31, 2013  
(unaudited)

Cash flows from operating activities	
Net income	\$ 1,216,956
Adjustments to reconcile net income to net cash used by operating activities:	
Common stock to be issued for acquisition	100,000,000
Depreciation and amortization	45,086
Changes in operating assets and liabilities:	
Decrease in accounts receivable	41,201
Increase in note receivable - related party	(1,875)
Increase in claim receivable	(1,218,138)
Decrease in inventory	300,868
Increase in other assets	(362,608)
Decrease in deferred compensation	5,250
Decrease in accounts payable	(144,352)
Increase in interest payable - related party	2,444
Increase in advances payable - related party	2,000
Decrease in director fees payable	(7,055)
Decrease in other current liabilities	(325,332)
Net cash provided by operating activities	99,554,445
Cash flows from investing activities	
Acquisition of Copper isotope	(200,000,000)
Decrease in goodwill	562,369
Net cash used in investing activities	(199,437,631)
Cash flows from financing activities	
Increase in notes payable	4,487,875
Increase in convertible notes payable - related parties	95,512,125
Decrease in loans payable	(23,207)
Net cash provided by financing activities	99,976,793
Net change in cash and cash equivalents	93,607
Cash and cash equivalents at beginning of period	145,884
Cash and cash equivalents at end of period	\$ 239,491
Supplemental disclosure of cash flow information	
Cash paid for interest	\$ -
Cash paid for income taxes	\$ -
Non-cash investing and financing activities	\$ -

See accompanying notes to financial statements

READEN HOLDING CORP.  
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
March 31, 2013  
(unaudited)

1. Background:

Readen Holding Corp., a Nevada corporation, was originally incorporated in the state of Idaho under the name of "Beacon Light Mining Company" in 1953. In 1997, we created a wholly-owned subsidiary with the same name in the state of Nevada. We then merged into the Nevada subsidiary and became a Nevada corporation. We were reincorporated in Nevada on November 19, 1997, under the name "Beacon Light Mining Company." On February 18, 1998, we changed our name to "Beacon Light Holding Corporation." On August 3, 2001, we changed our name to Wellux International, Inc. and operated under that name until May 5, 2005, when we changed our name to Readen Holding Corp.

The Company is engaged in the business of identifying and acquiring privately held equity holdings in various entities worldwide.

On June 1, 2011, the Company underwent a change of control when it elected its new officers.

On July 25, 2011, the Company entered into a Share Exchange Agreement with Readen Industries Ltd. pursuant to which we acquired 100% of the outstanding shares of common stock of Readen Industries Ltd. in exchange for 100,000,000 shares of our Common Stock. Readen Industries and our subsidiaries are engaged in the retail sale of mobile phones, prepaid phone cards and Sim cards.

Readen Holding Corp. is the parent company of Readen Industries Ltd., a company organized under the laws of Hong Kong, PRC. Readen Holding Corp. is the management unit. Readen Industries Ltd. has the following subsidiary: Moho Telecom Ltd., which owns or controls the following subsidiaries: D5 Mobile BV, D5 Mobile Sarl and D5 Avenue Ltd.

The following narrative offers an overview about our various companies:

Three companies, D5 Mobile BV, D5 Mobile Sarl and D5 Avenue Ltd, have been incorporated for the sales and distribution of different main lines of telecom products in Europe. Various agreements have been signed covering development, marketing and distribution of specific telecom and telecom related product. These exclusive agreements secure continuity in supply, innovation and factory support. The vision of the Group is to make mobile communication services affordable for everybody. The services contain communication and entertainment, which are available any time, everywhere and personally. In order to reach their vision of a full service telecom organization the following tasks have been defined for the following companies:

- D5 Mobile BV and D5 Mobile Sarl are responsible for providing mobile phones from China, which must fulfill the wishes and needs of EU users. One of the key values of D5 Mobile is to insure high standards for design, quality and functionalities of mobile phones. Product specifications will be 100% suitable for the market needs of target customers such as teenagers, business professionals, elderly, non-native and fashion/gadget buyers within the EU markets. In the 4th quarter of 2011, D5 Mobile will start with a B2B market approach offering devices in combination with postpaid subscriptions.
- D5 Avenue is responsible for website sales to consumers and retailers. Readen Industries acts as the buying office and looks after supply and innovation. Cost effectiveness is a key success factor of the Group. Expertise and management are the unique skills within the Group. The production technologies in China will be applied in the business. The Group will not invest in the production of mobile phones; D5 Mobile will manage the suppliers and optimize the

READEN HOLDING CORP.  
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
March 31, 2013  
(unaudited)

1. Background: (continued)

- production process and capabilities of its partners in China. Customization in mobile phones on requests of corporate partners is possible, which insures the sustainable competitiveness of D5 Mobile in the business market without large investment. D5 Mobile already has exclusive development and distribution agreements with suppliers in China.

2. Basis of Presentation

The accompanying consolidated financial statements include the accounts of the Company and its wholly owned subsidiary, Readen Industries Ltd and its subsidiaries. All intercompany balances and transactions have been eliminated in consolidation.

The accompanying unaudited consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America and in management's opinion, reflect all adjustments, including normal recurring adjustments, necessary to present fairly the Company's financial position, results of operations and cash flows for the three month period presented. The results of operations for the three months ended March 31, 2013 are not necessarily indicative of the results that the Company will have for any subsequent fiscal quarter.

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

3. Liquidity and Operations:

The Company had net income of \$1,216,956 for the three month period ended March 31, 2013.

As of March 31, 2013, the Company had cash and cash equivalents of \$239,481, accounts receivable of \$1,059,498, inventory of \$496,875, a note receivable – related party of \$174,375. A claim receivable of \$1,218,138 and other current assets of \$995,920. In order to satisfy any of the Company's short term working capital needs for operating expenses, the Company's President and a shareholder have agreed to advance any required funding.

4. Summary of Significant Accounting Policies:

Cash and Cash Equivalents - The Company considers all highly liquid debt instruments with original maturities of three months or less to be cash equivalents.

READEN HOLDING CORP.  
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
March 31, 2013  
(unaudited)

4. Summary of Significant Accounting Policies: (continued)

**Revenue Recognition** - The Company recognizes revenue from product sales when persuasive evidence of an arrangement exists, shipment has occurred, the seller's price to the buyer is fixed or determinable and collectability is reasonably assured. The revenue consists of the sales of commodities and the sale of plastics material.

**Research and Development Expenses** - Research and development expenses are charged to operations in the period incurred

**Selling and Marketing Expenses** - Selling and marketing expenses are expensed as incurred.

**General and Administrative Expenses** - General and administrative expenses are expensed as incurred. These expenses were \$262,058 for the three month period ended March 31, 2013.

**Concentrations of Credit Risk** - Credit risk represents the accounting loss that would be recognized at the reporting date if counterparties failed completely to perform as contracted. Concentrations of credit risk (whether on or off balance sheet) that arise from financial instruments exist for groups of customers or counterparties when they have similar economic characteristics that would cause their ability to meet contractual obligations to be similarly affected by changes in economic or other conditions.

**Use of Estimates** - The preparation of the financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the balance sheet and the reported amounts of revenue and expenses during the reporting period. Significant estimates include the Company's debt discount, and share-based compensation expense. Actual results could differ from these estimates.

**Stock-Based Compensation** - The Company accounts for stock-based compensation under the provisions of FASB ASC 718 (Statement of Financial Accounting Standards No. 123 (revised 2004), "SHARE-BASED PAYMENT"), which requires the Company to measure the stock-based compensation costs of share-based compensation arrangements based on the grant date fair value and generally recognizes the costs in the financial statements over the employee's requisite service period. Stock-based compensation expense for all stock-based compensation awards granted was based on the grant date fair value estimated in accordance with the provisions of FASB ASC 718.

The Company measures compensation expense for its non-employee stock-based compensation under FASB ASC 505-10 and 50, "Accounting for Equity Instruments that are Issued to Other Than Employees for Acquiring, or in Conjunction with Selling, Goods or Services". The fair value of the option issued is used to measure the transaction, as this is more reliable than the fair value of the services received. The fair value is measured at the value of the Company's common stock on the date that the commitment for performance by the counterparty has been reached or the counter party's performance is complete. The fair value of the equity instrument is charged directly to compensation expense and additional paid-in capital.

READEN HOLDING CORP.  
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
March 31, 2013  
(unaudited)

4. Summary of Significant Accounting Policies: (continued)

By recording employee stock-based compensation using the fair value recognition provisions of Accounting Standards Codification ("ASC") Topic 718 ("ASC 718") using the modified prospective transition method, and recording non-employee stock-based compensation expense in accordance with ASC Topic 505, the Company did not recognize any stock compensation expenses for the three month period ended March 31, 2013.

Income Taxes - The Company accounts for its income taxes under the provisions of FASB-ASC-10 "Accounting for Income Taxes." This statement requires the use of the asset and liability method of accounting for deferred income taxes. Deferred income taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax reporting purposes, at the applicable enacted tax rates. The Company provides a valuation allowance against its deferred tax assets when the future realization of the assets is no longer considered to be more likely than not.

Convertible Notes Payable - The Company accounts for any convertible notes payable under the provisions of FASB ASC 470 (Staff Position No. APB 14-1 "Accounting for Convertible Debt Instruments that may be Settled in Cash upon Conversion (including partial cash settlement)"). FASB ASC 470 clarifies that convertible debt instruments that may be settled in cash upon conversion (including partial cash settlement) are not addressed by FASB ASC 470-20-65-1 (paragraph 12 of APB Opinion No. 14, "Accounting for Convertible Debt and Debt Issued with Stock Purchase Warrants"). Additionally, FASB ASC 470 specifies that issuers of such instruments should separately account for the liability and equity components in a manner that will reflect the entity's nonconvertible debt borrowing rate when interest cost is recognized in subsequent periods.

The Company accounts for uncertain tax positions in accordance with FASB ASC 740-10, 30 and 270, "Accounting for Uncertainty in Income Taxes." The application of income tax law is inherently complex. As such, the Company is required to make certain assumptions and judgments regarding its income tax positions and the likelihood whether such tax positions would be sustained if challenged. Interest and penalties related to uncertain tax provisions are recorded as a component of the provision for income taxes. Interpretations and guidance surrounding income tax laws and regulations change over time. As such, changes in the Company's assumptions and judgments can materially affect amounts recognized in the Company's consolidated balance sheets and statement of operations.

5. Balance Sheet Information:

Note receivable - related party - As of March 31, 2013, the Company held a note receivable from the former President of the Company, Jerry Gruenbaum, with an original balance of \$75,000. This note accrued interest at an annual rate of 10% from the effective date of January 2, 2000.

The balance of the note at March 31, 2013 was \$174,375, which includes accrued interest of \$99,375.

Property and equipment - As of March 31, 2013, the Company owned property and equipment with a net value of \$2,170,136.

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5. Balance Sheet Information: (continued)

Property and equipment are stated at cost, net of accumulated depreciation. Expenditures for maintenance and repairs are expensed as incurred; additions, renewals and betterments are capitalized. Depreciation of property and equipment is provided using the straight-line method with estimated lives ranging from 3 to 5 years as follows:

Furniture and equipment	<u>\$ 2,268,897</u>
Less Accumulated depreciation	<u>(98,761)</u>
Total Property and equipment, net	<u>\$ 2,170,136</u>

Depreciation expense for the three month period ended March 31, 2013 was \$44,183 and was recorded as general and administrative expenses.

Transtion isotope - As of March 31, 2013, the Company recorded the aggregate amount of \$2,000,000 for Copper isotope material acquired during March of 2013.

Goodwill - As of March 31, 2013, goodwill in the aggregate amount of \$5,336,274 was recorded in relation to the acquisition of Readen Industries Ltd. and for Readen Real Estate B.V., which will be fully acquired prior to year end.

Other assets at March 31, 2013 consist of deferred compensation of \$3,500 and other various assets. In July 2011, the Company issued a total of 1,400,000 shares of its common stock, with an aggregate value of \$45,000, to four officers and directors, as base compensation for their services for the two year period from June 1, 2011, until May 31, 2013. The deferred compensation of \$3,500 represents the period for their services subsequent to March 31, 2013.

Advances Payable - related parties - During recent years, Ronald Steenberg and Philip Lam advanced the Company a total of \$42,585 to pay operating expenses. The advances are short term and non-interest bearing. The advances total \$42,585 as of March 31, 2013.

Interest Payable - The 766,667 Series B Preferred Shares bear dividends at a rate of 8.5% of their stated value of \$0.15 per share. The \$17,461 interest payable at March 31, 2013, represents the interest for the period from June 18, 2011 to March 31, 2013.

Director fees payable - As of March 31, 2013, \$228,044 are owed by the Company to Mr. Lam Kwok Kwong, a director of the Company.

Other current liabilities - As of March 31, 2013, the Company owes \$866,030 to various companies.

Notes payable - As of March 31, 2013, the Company owes \$4,487,875 in relation to the Copper isotope acquired, which includes a current liability of \$560,984.

Convertible notes payable-related parties - As of March 31, 2013, the Company owes \$95,512,125 in relation to the Copper isotope acquired, convertible into common stock at \$1.00 per share.

Loans payable - As of March 31, 2013, the Company owes \$2,687,156 in relation to the property acquired by Readen Real Estate B.V.



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6. Stockholders' Equity:

DESCRIPTION OF SECURITIES:

Common stock:

The Company is authorized to issue up to 295,000,000 shares of common stock with a par value of \$0.001, under terms and conditions established by the Board of Directors. The Company had 158,467,074 issued and outstanding common stock shares as of March 31, 2013.

As of March 31, 2013, the Company has recorded a liability of \$100,000,000 in relation to 100,000,000 shares of common stock to be issued for the Copper isotope acquired.

Each shareholder is entitled to one vote for each share of common stock owned of record. The holders of shares of common stock do not possess cumulative voting rights, which means that the holders of more than 50% of the outstanding shares voting for the election of directors can elect all of the directors, and in such event the holders of the remaining shares will be unable to elect any of our directors. Holders of outstanding shares of common stock are entitled to receive dividends out of assets legally available at such times and in such amounts as our Board of Directors may determine. Upon our liquidation, dissolution, or winding, the assets legally available for distribution to our shareholders will be distributable ratably among the holders of the shares outstanding at the time. Holders of our shares of common stock have no preemptive, conversion, or subscription rights, and our shares of common stock are not subject to redemption. All our shares of common stock are fully paid and non-assessable.

Preferred stock:

The Company is authorized to issue 5,000,000 shares of Series B Preferred Stock at a par value of \$0.001 per share. The Company had 766,667 issued and outstanding Series B Preferred Stock shares as of March 31, 2013.

The Series B Preferred Shares have no voting rights, may each be converted into one share of common stock and bear dividends at a rate of 8.5% of their stated value per annum, which are cumulative and accrue daily from the date they are issued at an interest rate of 1.5% per month.

7. Stock Options and Warrants:

As of March 31, 2013, the Company had not issued any options or warrants.

8. Commitments and Contingencies:

Employment agreements - The Company has recorded all commitments as of March 31, 2013.

Offices:

Our new office and showroom in The Netherlands are located in a modern office premises at Gijsbrecht van Amstelstraat, 423A 1216A, Hilversum, The Netherlands. We are leasing this office from a

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8. Commitments and Contingencies: (continued)

non-affiliated party through July 2, 2013. We are paying 1,500 Euros per month as base rent for this 160 square meter facility. In addition, we pay additional fees for T-1 access, phone, copies, fax service, conference room use and postage.

Our office and showroom in Hong Kong is located in the South Seas Centre, 75 Mody Road, room 302, Tower 1, Tsim Sha Tsui, Kowloon, Hong Kong. This is a 120 square meter facility that we lease for 17,000 Hong Kong dollars per month.

We also have an office and showroom in France located at 8385 Avenue Victor Hugo 93300, Aubervilliers, Paris, France. This is a 120 square meter office and showroom facility and a 60 square meter warehouse facility for which we pay 1,500 Euros per month.

The Company, as of March 31, 2013, has no additional financial commitments that would represent long term commitments on behalf of the Company.

9. Related Party Transactions:

As described in Note 5, above, the Company has a note receivable -- related party, advances payable -- related parties, director fees payable, convertible notes payable and interest payment commitments with certain related individuals.

10. Share Based Compensation:

The Company compensates its officers, directors and management with common stock shares pursuant to the terms of their employment agreements.

11. Legal Matters:

The Company is not aware of any legal matters that would have a financial impact on the Company's present financial condition.

12. Subsequent Events:

The Company is in the process of closing the transaction for the acquisition of Altembrouck Estate upon the filing of this report.

#### **Item 4. Management's Discussion and Analysis of Plan of Operations**

##### **CAUTIONARY FORWARD – LOOKING STATEMENT**

The following discussion should be read in conjunction with our financial statements and related notes.

Certain matters discussed herein may contain forward-looking statements that are subject to risks and uncertainties. Such risks and uncertainties include, but are not limited to, the following:

- the volatile and competitive nature of our industry,
- the uncertainties surrounding the rapidly evolving markets in which we compete,
- our dependence on its intellectual property rights,
- the success of marketing efforts by third parties,
- the changing demands of customers and
- the arrangements with present and future customers and third parties.

Should one or more of these risks or uncertainties materialize or should any of the underlying assumptions prove incorrect, actual results of current and future operations may vary materially from those anticipated.

##### **OVERVIEW**

Readen Holding Corp., a Nevada corporation, was originally incorporated in the state of Idaho under the name of "Beacon Light Mining Company" in 1953. In 1997, we created a wholly-owned subsidiary with the same name in the state of Nevada. We then merged into the Nevada subsidiary and became a Nevada corporation. We were reincorporated in Nevada on November 19, 1997, under the name "Beacon Light Mining Company." On February 18, 1998, we changed our name to "Beacon Light Holding Corporation." On August 3, 2001, we changed our name to Wellux International, Inc. and operated under that name until May 5, 2005, when we changed our name to Readen Holding Corp.

The Company is engaged in the business of identifying and acquiring privately held equity holdings in various entities worldwide.

On June 1, 2011, the Company underwent a change of control when it elected its new officers.

On July 25, 2011, the Company entered into a Share Exchange Agreement with Readen Industries Ltd. pursuant to which we acquired 100% of the outstanding shares of common stock of Readen Industries Ltd. in exchange for 100,000,000 shares of our Common Stock. Readen Industries and our subsidiaries are engaged in the retail sale of mobile phones, prepaid phone cards and Sim cards.

Readen Holding Corp. is the parent company of Readen Industries Ltd., a company organized under the laws of Hong Kong, PRC. Readen Holding Corp. is the management unit. Readen Industries Ltd. has the following subsidiary: Moho Telecom Ltd., which owns or controls the following subsidiaries: D5 Mobile BV, D5 Mobile Sarl and D5 Avenue Ltd.

The following narrative offers an overview about our various companies:

Three companies, D5 Mobile BV, D5 Mobile Sarl and D5 Avenue Ltd, have been incorporated for the sales and distribution of different main lines of telecom products in Europe. Various agreements have been signed covering development, marketing and distribution of specific telecom and telecom related product. These exclusive agreements secure continuity in supply, innovation and factory support. The vision of the Group is to make mobile communication services affordable for everybody. The services contain communication and entertainment, which are available any time, everywhere and personally. In

order to reach their vision of a full service telecom organization the following tasks have been defined for the following companies:

- D5 Mobile BV and D5 Mobile Sarl are responsible for providing mobile phones from China, which must fulfill the wishes and needs of EU users. One of the key values of D5 Mobile is to insure high standards for design, quality and functionalities of mobile phones. Product specifications will be 100% suitable for the market needs of target customers such as teenagers, business professionals, elderly, non-native and fashion/gadget buyers within the EU markets. In the 4th quarter of 2011, D5 Mobile will start with a B2B market approach offering devices in combination with postpaid subscriptions.
- D5 Avenue is responsible for website sales to consumers and retailers. Readen Industries acts as the buying office and looks after supply and innovation. Cost effectiveness is a key success factor of the Group. Expertise and management are the unique skills within the Group. The production technologies in China will be applied in the business. The Group will not invest in the production of mobile phones; D5 Mobile will manage the suppliers and optimize the production process and capabilities of its partners in China. Customization in mobile phones on requests of corporate partners is possible, which insures the sustainable competitiveness of D5 Mobile in the business market without large investment. D5 Mobile already has exclusive development and distribution agreements with suppliers in China.

#### Group Mission Statement

Becoming a valuable partner for corporate customers in terms of technical flexibility, prices and complete value chain (Sim cards, mobile phones and applications).

#### RECENTLY ISSUED ACCOUNTING PRONOUNCEMENTS

In April 2009, the FASB issued FASB ASC 825-10-50 and FASB ASC 270 ("FSP 107-1 AND APB 28-1 INTERIM DISCLOSURES ABOUT FAIR VALUE OF FINANCIAL INSTRUMENTS"), which increases the frequency of fair value disclosures to a quarterly basis instead of on an annual basis. The guidance relates to fair value disclosures for any financial instruments that are not currently reflected on an entity's balance sheet at fair value. FASB ASC 825-10-50 and FASB ASC 270 are effective for interim and annual periods ending after June 15, 2009. The adoption of FASB ASC 825-10-50 and FASB ASC 270 did not have a material impact on results of operations, cash flows, or financial position.

In May 2009, the FASB issued FASB ASC 470 (Staff Position No. APB 14-1 "ACCOUNTING FOR CONVERTIBLE DEBT INSTRUMENTS THAT MAY BE SETTLED IN CASH UPON CONVERSION (INCLUDING PARTIAL CASH SETTLEMENT)"). FASB ASC 470 clarifies that convertible debt instruments that may be settled in cash upon conversion (including partial cash settlement) are not addressed by FASB ASC 470-20-65-1 (paragraph 12 of APB Opinion No. 14, "ACCOUNTING FOR CONVERTIBLE DEBT AND DEBT ISSUED WITH STOCK PURCHASE WARRANTS"). Additionally, FASB ASC 470 specifies that issuers of such instruments should separately account for the liability and equity components in a manner that will reflect the entity's nonconvertible debt borrowing rate when interest cost is recognized in subsequent periods. FASB ASC 470 is effective for financial statements issued for fiscal years beginning after December 15, 2008 and interim periods within those fiscal years. The adoption of FASB ASC 470 did not have an effect on our consolidated financial statements.

In May 2009, the FASB issued FASB ASC 855 (SFAS No. 165, "SUBSEQUENT EVENTS"), which establishes general standards of accounting for and disclosure of events that occur after the balance sheet date but before financial statements are issued or are available to be issued. In particular, FASB ASC 855 sets forth (a) the period after the balance sheet date during which management of a reporting entity should evaluate events or transactions that may occur for potential recognition or disclosure in the financial statements, (b) the circumstances under which an entity should recognize events or transactions occurring after the balance sheet date in its financial statements, and (c) the disclosures that an entity should make about events or transactions that occurred after the balance

sheet date. FASB ASC 855 is effective for interim or annual financial reporting periods ending after June 15, 2009. The adoption of FASB ASC 855 did not have an impact on results of operations, cash flows, or financial position.

In June 2009, the FASB issued FASB ASC 810 (SFAS No. 167, "AMENDMENTS TO FASB INTERPRETATION NO. 46(R)"). FASB ASC 810 applies to FASB ASC 105 entities and is effective for annual financial periods beginning after November 15, 2009 and for interim periods within those years. Earlier application is prohibited. A calendar year-end company must adopt this statement as of January 1, 2010. The Company does not anticipate the adoption of FASB ASC 810 to have a material impact on results of operations, cash flows, or financial position.

In June 2009, the FASB issued FASB ASC 860 (SFAS No. 166, "ACCOUNTING FOR TRANSFERS OF FINANCIAL ASSETS-AN AMENDMENT OF FASB STATEMENT NO. 140"). FASB ASC 860 applies to all entities and is effective for annual financial periods beginning after November 15, 2009 and for interim periods within those years. Earlier application is prohibited. A calendar year-end company must adopt this statement as of January 1, 2010. This statement retains many of the criteria of FASB ASC 860 (FASB 140, "ACCOUNTING FOR TRANSFERS AND SERVICING OF FINANCIAL ASSETS AND EXTINGUISHMENTS OF LIABILITIES") to determine whether a transfer of financial assets qualifies for sale accounting, but there are some significant changes as discussed in the statement. Its disclosure and measurement requirements apply to all transfers of financial assets occurring on or after the effective date. Its disclosure requirements, however, apply to transfers that occurred BOTH before and after the effective date. In addition, because FASB ASC 860 eliminates the consolidation exemption for Qualifying Special Purpose Entities, a company will have to analyze all existing QSPEs to determine whether they must be consolidated under FASB ASC 810. The Company does not anticipate the adoption of FASB ASC 860 to have a material impact on results of operations, cash flows, or financial position.

In August 2009, the FASB issued ASU 2009-05, "MEASURING LIABILITIES AT FAIR VALUE." ASU 2009-05 applies to all entities that measure liabilities at fair value within the scope of FASB ASC 820, "FAIR VALUE MEASUREMENTS AND DISCLOSURES." ASU 2009-05 is effective for the first reporting period (including interim periods) beginning after issuance, October 1, 2009, for the Company. The Company does not anticipate the adoption of ASU 2009-05 to have a material impact on results of operations, cash flows, or financial position.

In October 2009, the FASB ratified FASB ASC 605-25 (the EITF's final consensus on Issue 08-1, "REVENUE ARRANGEMENTS WITH MULTIPLE DELIVERABLES"). FASB ASC 605-25 is effective for fiscal years beginning on or after June 15, 2010. Earlier adoption is permitted on a prospective or retrospective basis. The Company is currently evaluating the impact of this pronouncement on its consolidated financial statements.

## RESULTS OF OPERATIONS OF THE COMPANY

### FOR THE THREE MONTH PERIOD ENDED MARCH 31, 2013

**REVENUE.** Net sales for the three months ended March 31, 2013 was \$1,216,956. The revenue consisted of sales of commodities, plastics material and a claim in the amount of \$1,218,138.

**COST OF SALES.** Cost of sales for the three months ended March 31, 2013 was \$354,744 on net revenue of \$637,607, providing a gross profit of \$282,863.

**GROSS PROFIT.** Gross profit margin for the three months ended March 31, 2013 was 44%, based on the gross profit of \$282,863 for the respective period.

**OPERATING EXPENSES.** Our operating expenses consist of salaries, office rent, travel, transportation, depreciation, bank charges, selling and marketing expenses and general and administrative expenses. For the three months ended March 31, 2013, total operating expenses were \$262,058.

OTHER INCOME / EXPENSE. . For the three months ended March 31, 2013, other income and expenses consisted of net finance costs of \$37,562, claim receivable of \$1,218,138, foreign currency exchange losses of \$75 and commission income of \$15,650 for an aggregate income amount of \$1,196,151.

## LIQUIDITY AND CAPITAL RESOURCES

### CASH FLOWS - FOR THE THREE MONTH PERIOD ENDED MARCH 31, 2013

Net cash provided by operating activities was \$99,554,445 for the three month period ended March 31, 2013 and was attributable primarily to \$100,000,000 worth of common stock to be issued in relation to the acquisition of the Copper isotope.

Net cash used in investing activities was \$199,437,631 for the three month period ended March 31, 2013 and was attributable primarily to the aggregate value of the acquisition of the Copper isotope.

Net cash provided by financing activities was \$99,512,125 for the three month period ended March 31, 2013 and was attributable primarily to the issuance of convertible notes payable in the aggregate amount of \$95,512,125 in relation to the acquisition of the Copper isotope.

### MATERIAL IMPACT OF KNOWN EVENTS ON LIQUIDITY

The disruption in the credit markets has had a significant adverse impact on a number of financial institutions. As of March 31, 2013, however, our liquidity and capital investments have not been materially adversely impacted, and we believe that they will not be materially adversely impacted in the near future. We will continue to closely monitor our liquidity and the credit markets. We cannot, however, predict with any certainty the impact to us of any further disruption in the credit environment.

There are no other known events that are expected to have a material impact on our short-term or long-term liquidity.

### CAPITAL RESOURCES

We have financed our operations primarily through cash flows from operations and debt and equity financings.

We believe that our current cash and cash equivalents and anticipated cash flow from operations will be sufficient to meet our anticipated cash needs, including our cash needs for working capital and capital expenditures, for at least the next six months.

While we would like to grow our business with our cash flow, a robust increase in orders for our products, delays in collection of our accounts receivable and/or the incurrence of unforeseen expenses would likely necessitate our engaging in a capital raising transaction in the first or second quarter of 2013.

We may also seek to raise additional cash to fund future investments or acquisitions we may decide to pursue. To the extent it becomes necessary to raise additional cash in the future, we may seek to raise it through the sale of debt or equity securities, funding from joint-venture or strategic partners, debt financing or loans, issuance of common stock, or a combination of the foregoing. We currently do not have any binding commitments for, or readily available sources of, additional financing. Nor do we have any current plans to raise additional capital. However we reserve the right to raise additional capital in the future in which case the percentage ownership of our shareholders would be diluted. We cannot provide any assurances that we will be able to secure the additional cash or working capital we may require to continue our operations.

**Item 5. Legal proceedings**

None

**Item 6. Defaults upon senior securities**

None

**Item 7. Other information**

None

**Item 8. Exhibits**

None

**Item 9. Certifications**

None