

# Company Information and Disclosure Statement

## Section One: Issuers' Quarterly Disclosure Obligations

### CARIBBEAN INTERNATIONAL HOLDINGS, INC. (f/k/a Caribbean Casino & Gaming Corporation) OTCPK: CGAQD

1) **Name used by predecessor entities in the past five years:**

- (a) Caribbean Casino & Gaming Corporation until January 17, 2013
- (b) Aladdin & Company Trading, a Utah company until March 2, 2009
- (c) Beverly Hills Ltd., a Utah corporation until July 7, 2006

2) **The address of the issuer's principal executive offices**

**Company Headquarters:**

Address: 4842 Kilty Court E, Bradenton, FL 34203  
US 1-561-610-2507  
Website: under construction

**IR Contact:**

NONE

3) **Security Information**

Trading Symbol: CGAQD (changing to CIHN)

CUSIP: 14185U101

**Common Stock**

	<b>Most Recent Fiscal Quarter</b>
<b>(i) As Of:</b>	09/30/12
<b>(ii) Number of shares authorized;</b>	500,000,000
<b>(iii) Number of shares outstanding;</b>	355,831,171
<b>(iv) Par Value</b>	.001

### Series A Preferred Stock

	Most Recent Fiscal Quarter
(i) As Of:	9/30/12
(ii) Number of shares authorized;	5,333
(iii) Number of shares outstanding;	5,333
(iv) Par Value	.001

### Series A-1 Preferred Stock

	Most Recent Fiscal Quarter
(i) As Of:	9/30/12
(ii) Number of shares authorized;	500,000
(iii) Number of shares outstanding;	500,000
(iv) Par Value	.001

### Series B Preferred Stock

	Most Recent Fiscal Quarter
(i) Period end date;	9/30/12
(ii) Number of shares authorized;	5
(iii) Number of shares outstanding;	5
(iv) Par Value	.001

**Series B-1 Preferred Stock**

	<b>Most Recent Fiscal Quarter</b>
<b>(i) As Of:</b>	9/30/12
<b>(ii) Number of shares authorized;</b>	500,000
<b>(iii) Number of shares outstanding;</b>	475,000
<b>(iv) Par Value</b>	.001

Transfer Agent:

Transfer Online, Inc.  
317 SW Alder Street, 2<sup>nd</sup> Floor  
Portland, OR 97204

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:

The company has not placed any restrictions on the transfer of its securities.

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

NONE

**4) Issuance History**

Date	Name of Person or Entity	Nature of Each Offering	Jurisdiction	Number of shares offered	Number of Shares sold	Price shares were offered	Amount paid to the Issuer	Trading Status of the shares	Legend
4/30/10	James T. Kowalczyk	4(2)	Florida	2,000,000	2,000,000	\$.02	Exchange for Services	Restricted	Restricted
4/30/10	Norma St-Hilaire	4(2)	Florida	1,000,000	1,000,000	\$035	In lieu of salary	Restricted	Restricted

5/11/10	Walter Kevin Bennet	4(2)	West Va.	1,850,000	1,850,000	\$.035	\$64,750	Restricted	Restricted
6/16/10	Quantum Corporation *	Rule 504		9,200,000	9,200,000	\$.24	\$180,000	Free Trading	Free Trading

07/4/10	Simmons	Rule 144	Ind	1,000,000	1,000,000	.005	\$5,000 services provided	Restricted	Restricted
7/19/10	Borco Trailers	Rule 144	PA	2,000,000	2,000,000	.01	Repayment of Loan valued \$20,000	Restricted	Restricted
8/2/10	Half Moon Advisors, LLC	504	WI	2,500,000	2,500,000	.006	\$15,000	Free Trading	Free Trading
9/16/10	Palatine Capital Investment Group, LLC	504	NV	2,000,000	2,000,000	.00625	\$12,500	Free Trading	Free Trading
9/16/10	M & A Advisors, LLC	504	FL	2,000,000	2,000,000	.00625	\$12,500	Free Trading	Free Trading
9/16/10	Half Moon Advisors, LLC	504	WI	3,076,923	3,076,923	.008	\$25,000	Free Trading	Free Trading
10/21/10	Barclay Lyons, LLC	504	Texas	5,729,167	5,729,167	.0076	\$44,000	Free Trading	Free Trading
11/2/10	Half Moon Advisors, LLC	504	WI	10,000,000	10,000,000	.0055	\$55,000	Free Trading	Restricted
11/22/10	Half Moon Advisors, LLC	504	WI	5,555,556	5,555,556	.009	\$50,000	Free Trading	Free Trading
11/30/10	Half Moon Advisors, LLC	504	WI	6,666,667	6,666,667	.0075	\$50,000	Free Trading	Free Trading
12/10/10	Half Moon Advisors, LLC	504	WI	8,823,530	8,823,530	.00566	\$50,000	Free Trading	Free Trading
1/10/11	Half Moon Advisors, LLC	504	WI	4,329,005	4,329,005	.005775	\$25,000	Free Trading	Free Trading
2/1/11	Half Moon Advisors, LLC	504	WI	9,615,385	9,615,385	.0052	\$50,000	Free Trading	Free Trading
2/15/11	Walter Kevin	Rule 144	WV	3,000,000	3,000,000	.0051	\$10,000	Restricted	Restricted

	Bennett								
2/17/11	Half Moon Advisors, LLC	504	WI	9,740,260	9,740,260	.0051	\$50,000	Free	Free
3/9/11	Steven L Brown	Rule 144	WI	225,000	225,000	.0111	\$2,500	Free	Free
3/16/11	Half Moon Advisors, LLC	504	WI	8,741,259	8,741,259	.00572	\$50,000	Free	Free
3/17/11	Half Moon Advisors, LLC	504	WI	8,741,259	8,741,259	.00572	\$50,000	Free	Free
4/6/11	Half Moon Advisors, LLC	504	WI	9,090,909	9,090,909	.011	\$100,000	Free	Free
4/13/11	Jose Miguel Pimentel			2,000,000	2,000,000			Restricted	Restricted
4/13/11	Half Moon Advisors, LLC	504	WI	7,142,858	7,142,858	.01399	\$100,000	Free	Free
5/13/11	Half Moon Advisors, LLC	504	WI	3,703,703	3,703,703	.0135	\$50,000	Free	Free
6/14/11	Half Moon Advisors, LLC	504	WI	4,058,442	4,058,442	.0123	\$50,000	Free	Free
6/29/11	Ronald Broekx	Rule 144		1,000,000	1,000,000	.01	\$10,000	Restricted	Restricted
7/29/11	John H Meyers	Rule 144	MD	85,000	85,000	.047	\$4,000	Restricted	Restricted
8/2/11	E Lionheart Associates LLC	504	NY	6,666,666	6,666,666	.0075	\$50,000	Free	Free

8/22/11	Jose Miguel Pimentel	Rule 144	FL	1,444,000	1,444,000	.0139	\$20,000	Restricted	Restricted
8/31/11	Fairhills Capital Offshore	504	DE	4,500,000	4,500,000	.0067	\$30,000	Free	Free
9/13/11	Wyatt Young	Rule 144	IL	5,000,000	5,000,000	.002	\$10,000	Restricted	Restricted
11/18/11	Liboritz, Inc.	504	NY	9,000,000	9,000,000	.005278	\$47,500	Free	Free
1/6/12	Carl Mueller	Rule 144	CA	187,060	187,060	.0027	\$500	Restricted	Restricted
1/17/12	Steven W Swank	Sec 4(2)	FL	494,667	494,667			Restricted	Restricted
1/20/12	Liboritz, Inc.	504	NY	5,500,000	5,500,000	.003636	\$20,000	Free	Free
1/24/12	Steven W Swank		FL	475,000	475,000			Restricted	Restricted
1/25/12	Liboritz, Inc.	504	NY	13,750,000	13,750,000	.003636	\$50,000	Free	Free
2/20/12	Carl Mueller	Rule 144	CA	313,600	313,600	.0016	\$500	Restricted	Restricted
3/6/12	Aaron Pieper	Rule 144	MO	1,428,571	1,428,571	.0035	\$5,000	Restricted	Restricted
3/6/12	Stella Gertrude McCallister	Rule 144	WV	5,200,000	5,200,000	.0019	\$10,000	Restricted	Restricted
3/6/12	Walter Kevin Bennett	Rule 144	WV	8,000,000	8,000,000	.0006	\$5,000	Restricted	Restricted
7/30/12	Carl Mueller		CA	650,000	650,000		\$	Restricted	Restricted
9/4/12	Wyatt Young		ILL	30,000,000	30,000,000		\$	Restricted	Restricted
9/17/12	Carl Mueller		CA	564,380	564,380		\$	Restricted	Restricted

5) **Financial Statements**

Provide the financial statements described below for the most recent 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 following Financial Statements are attached hereto and filed herewith for the Quarter ending September 30, 2012.

REPORT:

- a) Balance sheet
- b) Statement of income;
- c) Statement of cash flows;
- d) Statement of changes in stockholders' equity;
- e) Financial notes; and
- f) Audit Letter, if audited

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, include the following:

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

During the period covered by this disclosure, the Company continued to operate a casino in the Dominican Republic. The Casino and its operating Dominican corporation, Orion De Sosua S.A. were sold on November 24, 2012. The company no longer maintains a casino operation in the Dominican as of the date of this report.

The Company's new focus will be two-fold: (a) Slot Machine manufacturing and sales; and (b) acting as the world-wide marketing agent for medical tourism for ISCCI, a private Mexican corporation, located in Cancun, Mexico, which is focusing on cell research and applications. The Company is also making an equity investment in this company.

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

The Company was first started and named Beverly Hills, Ltd., and was incorporated in Utah on April 29, 1939 as Ophir Queen Mines Company.

On June 15, 1974, Ophir Queen Mines Company changed its name to Hawk International. The Company had substantial operations until March 15, 1996 when the Company began to develop new business subsidiaries. Hawk International changed its name to Beverly Hills Country Club on February 28, 1998. Beverly Hills Country Club then changed its name to Beverly Hills Ltd., on August 13, 1998.

The issuer, Caribbean Casino and Gaming Corporation was formerly Aladdin & Company Trading, a Utah corporation which was formed on July 7, 2006. Aladdin and Company Trading changed its name to

Caribbean Casino & Gaming Corporation and re-domiciled to Florida on March 2, 2009. The resulting issuer (CGAQ) is domiciled in Florida.

On January 17, 2013, the Company changed its name to Caribbean International Holdings, Inc.

**C. The issuers primary and secondary SIC Codes;**

Primary Code: 7900; Secondary Code: 7999

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

December 31

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

The Company has changed its direction upon the sale of the casino on November 24, 2012 and is now focusing on two business lines that were unexplored in prior years.

Slot Machine manufacturing and sales. The Company currently has a prototype slot machine ready for showing at upcoming trade shows in the Caribbean. It is our intent to continue the development of the slot machine manufacturing side our business. Currently the machines are made on order from an outside contractor, however, we intend on building up our manufacturing of these machines in the Dominican Republic for sale around the world.

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

During the period covered by this disclosure, the Company occupied approximately 12,000 square feet of leased office space & Casino, at the rate of \$20,000 US per month, which includes payment for the casino license. The lease was for 5 years commencing in 2009 with a 5 year renewal option. The Company was released from this lease when the casino and operating entity were sold on 11/24/12.

The Company currently operates out of a leased office in Porta Plata, Dominican Republic under a six (6) month lease that expires in June 2013. The Company intends to renew the lease at expiration.

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

- 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.

**Directors**

The Company sole Director is Steven Swank, President and CEO

**Officers**

Steven Swank is the Company's sole officer in the positions of President and CEO

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

NONE

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;

NONE

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

NONE

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.

NONE

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 (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.

<i>Name &amp; Address</i>	<i>Number of Beneficially Shares Owned</i>	<i>Percentage Beneficially Owned</i>
Name: Steven Swank PO Box 20487, Bradenton, Fl. 34204	<i>206,480</i>	<i>.0006%</i>
<b>Common</b>	<i>2,500</i>	<i>46.88%</i>
<b>Series A</b>	<i>497,167</i>	<i>99.43%</i>
Series B	<i>475,000</i>	<i>100%</i>
Name: Wyatt Young Address: 1780 North County Line Rd Carthage, ILL 62321		
<b>Common</b>	<i>1,457,144</i>	<i>13.53%</i>

## 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: Kimberly L. Graus  
Address: 4949 SR 64 E, #141, Bradenton, Fl. 34208  
Phone: (941) 747-5290  
Email: kgraus@tampabay.rr.com

### Accountant or Auditor

Name: Jerry Swartz  
Phone: 1-954-304-1270  
Email: Jerry@berttax.com

### Investors Relations Consultant

NONE

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

NONE

## 10. Issuer Certification

The issuers 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).

*I, Steven Swank, certify that:*

- 1. I have reviewed this Quarterly Disclosure Statement of Caribbean International 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, 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.*

Signature: \_\_\_\_\_

Date: \_\_\_\_\_

Name: Steven Swank, President & CEO

## 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: Kimberly L. ~~RUDGE~~  
 Address: 4949 SR 64 E, #141, Bradenton, FL 34208  
 Phone: (941) 747-5290  
 Email: ~~K.RUDGE@tampabay.rr.com~~

### Accountant or Auditor

Name: Jerry Swartz  
 Phone: 1-954-304-1270  
 Email: Jerry@berttax.com

### Investors Relations Consultant

NONE

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

NONE

## 10. Issuer Certification

The issuers 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).

I, Steven Swank, certify that:

1. *I have reviewed this Quarterly Disclosure Statement of Caribbean International 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, 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.*

Signature: *S.W. Swank*

Date: *3-1-2013*

Name: Steven Swank, President & CEO

CARIBBEAN CASINO AND GAMING CORPORATION

BALANCE SHEET

SEPTEMBER 30, 2012

**ASSETS:**

**CURRENT ASSETS:**

CASH ON HAND AND IN BANK		\$67,151
ACCOUNTS RECEIVABLE		41,471
LOANS TO OFFICERS		20,072
<b>TOTAL CURRENT ASSETS</b>		<b>128,694</b>

**FIXED ASSETS:**

**BUILDING EQUIPMENT:**

BUILDING SIGNS		\$14,154
DIESEL FUEL GENERATOR		1,677
ELECTRICAL BACK-UP SYSTEM		108,246
SAFETY EQUIPMENT		1,330
TELEVISIONS		5,100
<b>TOTAL BUILDING EQUIPMENT</b>		<b>130,507</b>

**CASINO EQUIPMENT:**

BAR AND KITCHEN EQUIPMENT		13,800
BLACK JACK TABLES		17,269
CASINO CHAIRS		9,824
LIGHTING		69,849
SLOT MACHINES		134,636
CABLE EQUIPMENT		302,256
<b>TOTAL CASINO EQUIPMENT</b>		<b>547,634</b>

**CONSTRUCTION COST:**

CASINO		1,718,389
DISCO		5,114
<b>TOTAL CONSTRUCTION COSTS</b>		<b>1,723,503</b>

**OFFICE EQUIPMENT:**

OFFICE FURNITURE & FIXTURES		19,365
OFFICE COMPUTERS		3,929
TELEPHONE SYSTEM		14,655
<b>TOTAL OFFICE EQUIPMENT</b>		<b>37,949</b>

**TOTAL FIXED ASSETS** 2,439,593

LESS: ACCUMULATED DEPRECIATION (686,005)

**TOTAL FIXED ASSETS** **1,753,588**

CARIBBEAN CASINO AND GAMING CORPORATION  
BALANCE SHEET  
SEPTEMBER 30, 2012

<b>OTHER ASSETS:</b>		
ADMINISTRATIVE LICENSES	28,571	
OPERATION LICENSES	19,429	
SLOT MACHINE IMPORT LICENSE	47,841	
	<u>95,841</u>	
LESS: ACCUMULATED AMORTIZATION	<u>(25,397)</u>	70,444
INVESTMENT IN NEW CASINOS		<u>1,379,200</u>
<b>TOTAL OTHER ASSETS</b>		<u>1,449,644</u>
<b>TOTAL ASSETS</b>		<u><u>\$3,331,926</u></u>
<b>LIABILITIES AND STOCKHOLDER EQUITY:</b>		
LIABILITIES		\$0
<b>STOCKHOLDER'S EQUITY:</b>		
SERIES A CONVERTIBLE PREFERRED STOCK, 20,000 SHARES AUTHORIZED WITH A PAR VALUE OF \$0.001; 5,333 SHARES ISSUED AND OUTSTANDING	\$5	
SERIES A-1 CONVERTIBLE PREFERRED STOCK, 500,000 SHARES AUTHORIZED WITH A PAR VALUE OF \$0.001; 500,000 SHARES ISSUED AND OUTSTANDING	500	
SERIES B PREFERRED STOCK, 5,000 SHARES AUTHORIZED WITH A PAR VALUE OF \$0.001; 5 SHARES ISSUED AND OUTSTANDING	0	
SERIES B-1 CONVERTIBLE PREFERRED STOCK, 500,000 SHARES AUTHORIZED WITH A PAR VALUE OF \$0.001; 475,000 SHARES ISSUED AND OUTSTANDING	475	
COMMON STOCK, 500,000,000 SHARES ISSUED AUTHORIZED WITH A PAR VALUE OF \$0.001; 355,831,171 SHARES ISSUED AND OUTSTANDING	355,831	
ADDITIONAL PAID IN CAPITAL	4,089,500	
RETAINED DEFECIT	<u>(1,114,385)</u>	
<b>TOTAL STOCKHODER'S EQUITY</b>		<u><u>\$3,331,926</u></u>

CARIBBEAN CASINO AND GAMING CORPORATION  
 PROFIT AND LOSS STATEMENT  
 FOR THE THREE MONTH PERIOD JULY 1 TO SEPTEMBER 30, 2012

**INCOME:**

**CASINO GAMES:**

BLACK JACK	\$12,372
LET IT RIDE/ 3 CARD POKER	14,406
TEXAS HOLDEM POKER	370
ROULETTE	31,723
SLOT MACHINES	41,063

<b>TOTAL CASINO GAMES INCOME</b>	<b>\$99,934</b>
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**OTHER INCOME SOURCES:**

BAR	111
DISCO	34,073

<b>TOTAL OTHER INCOME</b>	<b>34,184</b>
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<b>TOTAL INCOME</b>	<b>134,118</b>
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**COST OF GOOD:**

BAR AND DISCO	23,353
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<b>TOTAL GROSS PROFIT</b>	<b>110,765</b>
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**OPERATING EXPENSES:**

GENERAL AND ADMINISTRATIVE EXPENSES	149,441
PAYROLL	18,452
RENT	45,000
DEPRECIATION EXPENSES	60,928
AMORTIZATION EXPENSES	2,396

<b>TOTAL EXPENSES</b>	<b>276,217</b>
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<b>NET PROFIT OR LOSS FOR THE PERIOD</b>	<b>(\$165,452)</b>
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CARIBBEAN CASINO AND GAMING CORPORATION  
STATEMENT OF CASH FLOW  
FOR THE THREE MONTH PERIOD JULY 1, TO SEPTEMBER 30, 2012

**OPERATING ACTIVITIES:**

NET INCOME (LOSS) FOR THE PERIOD (165,452)

NON CASH ITEMS

DEPRECIATION 60,928

AMORTIZATION 2,396

**NET CASH PROVIDED BY OPERATING ACTIVITIES** (102,128)

**INVESTMENT ACTIVITIES**

INVESTMENT IN NEW ACTIVITY (12,000)

**FINANCING ACTIVITIES:**

SALES OF COMMON STOCK 31,214

ADDITIONAL PAID IN CAPITAL 24,786

LOAN FROM OFFICER 6,000

NET CASH DECREASE FOR PERIOD (52,128)

CASH AT BEGINNING OF PERIOD 119,279

**CASH AT END OF PERIOD** \$67,151

CARIBBEAN CASINO AND GAMING CORPORATION  
STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY  
FOR THE THREE MONTHS ENDED SEPTEMBER 30, 2012

CONVERTIBLE PREFERRED STOCK - SERIES A	
BALANCE AT JULY 1, 2012	\$ 5
PAR VALUE OF SHARES ISSUED:	
SHARES ISSUED TO INVESTORS	
SHARES ISSUED FOR SERVICES	
	<hr/>
BALANCE AT SEPTEMBER 30, 2012	<u>\$ 5</u>
CONVERTIBLE PREFERRED STOCK - SERIES A-1	
BALANCE AT JULY 1, 2012	\$ 450
PAR VALUE OF SHARES ISSUED:	
SHARES ISSUED TO INVESTORS	50
TO CORRECT MERGERS SHARES	
	<hr/>
BALANCE AT SEPTEMBER 30, 2012	<u>\$ 500</u>
CONVERTIBLE PREFERRED STOCK - SERIES B	
BALANCE AT JULY 1, 2012	\$ -
PAR VALUE OF SHARES ISSUED:	
SHARES ISSUED TO INVESTORS	
SHARES ISSUED FOR SERVICES	
	<hr/>
BALANCE AT SEPTEMBER 30, 2012	<u>\$ -</u>
CONVERTIBLE PREFERRED STOCK - SERIES B-1	
BALANCE AT JULY 1, 2012	\$ 40
PAR VALUE OF SHARES ISSUED:	
SHARES ISSUED TO INVESTORS	
TO CORRECT MERGER SHARES	435
	<hr/>
BALANCE AT SEPTEMBER 30, 2012	<u>\$ 475</u>
COMMON STOCK	
BALANCE AT JULY 1, 2012	\$ 324,617
PAR VALUE OF SHARES ISSUED:	
SHARES ISSUED TO INVESTORS	31,214
SHARES ISSUED FOR SERVICES	
	<hr/>
BALANCE AT SEPTEMBER 30, 2012	<u>\$ 355,831</u>

CARIBBEAN CASINO AND GAMING CORPORATION  
STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY  
FOR THE THREE MONTHS ENDED SEPTEMBER 30, 2012

ADDITIONAL PAID IN CAPITAL	
BALANCE AT JULY 1, 2012	\$ 4,064,714
SHARES ISSUED TO INVESTORS	24,786
SHARES ISSUED FOR SERVICES	<u>                    </u>
BALANCE AT SEPTEMBER 30, 2012	<u>\$ 4,089,500</u>
RETAINED EARNINGS	
BALANCE AT JULY 1, 2012	\$ (948,933)
NET INCOME FOR THE YEAR ENDED	<u>(\$165,452)</u>
BALANCE AT SEPTEMBER 30, 2012	<u>(\$1,114,385)</u>

CARIBBEAN CASION AND GAMING CORPORTION  
NOTES TO THE FINANCIAL STATEMENT  
SEPTEMBER 30 2012

NOTE A - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES:

**NATURE OF BUSINESS:** The Company was incorporated in 2009 under the laws of the State of Florida. The Company operates a gaming casino, located in the city of Sousa, in the Dominican Republic.

**BASIS OF ACCOUNTING:** These financial statements have been prepared under the cash method of accounting.

**REVENUE RECOGNITION:** The Company recognizes revenue under the cash method of accounting. On a daily basis the Company records the net income or loss from each gaming table. The income earned by the Disco for both admissions and liquor sales are also recorded daily. Income is earned in both United States Dollars and Dominican Republic Pesos. For reporting purposes, Dominican Republic Pesos are converted into United States Dollars at thirty eight (38) to one.

**INCOME TAXES:** There has been no provision for income tax expenses as the Company is currently operating at a loss and has no income tax liability.

**PROPERTY AND EQUIPMENT:** Property and equipment are stated at cost. Depreciation is computed over the estimated useful lives of the assets using the straight-line method. The estimated useful lives range from 3 to 10 years. Depreciation expense for the three months period July 1 to September 30, 2012 totaled \$60,928 and is included in operating expenses.

Expenditures for additions are capitalized and expenditures for maintenance and repairs are charged to income as incurred.

**OTHER ASSETS:** Other assets are stated at cost. Amortization is computed over the United States Tax Guidelines, for intangible assets. The guideline life is 15 years. Amortization expense for the three months period July 1, to september 30, 2012 totaled \$2,396 and is included in operating expen

NOTE B - CASH

Cash consists of demand deposits with banking institutions, and cash held by the Casino for operations. At September 30, 2012 the Company did not have any funds in excess of \$250,000 federally insured limit.

NOTE C - INVESTMENT IN NEW CASINO

As of December 31, 2010 the Corporation opened a new casino in the town of Luperon in the Dominican Republic. The first day of operations was December 31, 2010. This operation was considered by management to be value less and closed.

NOTE D - SLOT MACHINE IMPORT/EXPORT LICENSES

In the 4th Quarter of 2010 the Corporation secured from the Government of the Dominican