

**FREEDOM ENERGY HOLDINGS, INC.**  
**QUARTERLY REPORT**  
**For The Period Ended December 31, 2013**



**FREEDOM ENERGY HOLDINGS, INC.**  
**QUARTERLY REPORT**  
**FOR THE PERIOD ENDED DECEMBER 31, 2013**

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**Item 1: Name of the issuer**

Freedom Energy Holdings, Inc. is formerly known as:

- o Formerly=Freedom Financial Holdings until January 2010
- o Formerly=Titan Holdings until April 2006
- o Formerly=Northern Business Acquisition Corp until February 2006

**Item 2: Address of the Issuer’s Principal Executive Offices**

Address: 531 Airport North Office Park, Fort Wayne, Indiana 46825

Telephone: 260-490-9990

Fax: 866-745-8713

**Item 3: Security Information**

**COMMON STOCK TRADING SYMBOL: FDMF**

**CUSIP: 35637N304**

**PAR VALUE: \$0.0001**

	<b>For the Period Ended</b>
i.	December 31, <u>2013</u>
ii. Number of shares authorized:	10,000,000,000
iii. Number of shares outstanding:	4,440,036,558
iv. Freely tradable shares (public float); approximately:	2,711,460,432
v. Total number of beneficial shareholders:	407
vi. Total number of shareholders of record:	407

**PREFERRED STOCK**

**CUSIP: NONE**

**PAR VALUE: \$0.0001**

	<b>For the Period Ended</b>
i.	December 31, <u>2013</u>
ii. Number of Shares authorized	100,000,000
<b><u>Class A:</u></b>	
iii . Number of shares outstanding	2

**PREFERRED STOCK**

**CUSIP: NONE**

**PAR VALUE: \$0.0001**

**For the Period**

**Ended**

December 31,

2013

i.

**Class B:**

iii

. Number of shares outstanding 215,884

**Class C:**

iii

. Number of shares outstanding 162,000

**Class D:**

iii

. Number of Shares outstanding 225,191

iv Freely tradable shares (public float);

. approximately 0

v. Total number of beneficial shareholders 51

vi

. Total number of shareholders of record 51

**The name and address of the transfer agent.**

Fidelity Transfer Company  
8915 South 700 East, Suite 102  
Sandy, UT 84070  
Phone #801/562-1300  
Fax #801/233-0589

**Fidelity Transfer Company is registered under the Exchange Act**

List any restrictions on the transfer of security:

None

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

None

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

None

## **Item 4: Issuance History**

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

- A. The nature of each offering (e.g., Securities Act Rule 504, intrastate, etc.);
- B. Any jurisdiction where the offering was registered or qualified;
- C. The number of shares offered;
- D. The number of shares sold;
- E. The price at which the shares were offered, and the amount actually paid to the issuer;
- F. The trading status of the shares; and
- 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.

Fiscal Year Ending September 30, 2012	<u>A</u>	<u>B</u>	<u>C</u>	<u>D</u>	<u>E</u>	<u>F</u>	<u>G</u>
Post 1,000 to 1 reverse split							
Sold shares of Preferred B to Bruce Miller	Private	Indiana	5,000	5,000	\$ 10.00	Restricted	Yes
Converted Preferred D to Common for M&B Capital.	Private	Maryland	50,000	50,000	\$ 0.0001	Free-trading	No
Converted Preferred D to Common for Anna Pastorfide.	Private	Maryland	100,000	100,000	\$ 0.0001	Free-trading	No
Converted Preferred D to Common for Financial Providence Services.	Private	Maryland	130,000	130,000	\$ 0.0001	Free-trading	No
Converted Preferred D to Common for Quoro Trust.	Private	Maryland	125,000	125,000	\$ 0.0001	Free-trading	No
Converted Preferred D to Common for Raven Holdings, Inc..	Private	Maryland	140,000	140,000	\$ 0.0001	Free-trading	No
Converted Preferred D to Common for Loren Rosen.	Private	Maryland	120,000	120,000	\$ 0.0001	Free-trading	No
504 Offering to Hanover Holdings.	Private	Texas	10,582	10,582	\$1.89	Free-trading	No
504 Offering to Hanover Holdings.	Private	Texas	11,363	11,363	\$1.32	Free-trading	No
504 Offering to Hanover Holdings.	Private	Texas	26,000	26,000	\$1.73	Free-trading	No
504 Offering to Hanover Holdings.	Private	Texas	25,362	25,362	\$1.38	Free-trading	No
Issued common stock to Robert Carteaux for director services.	Private	Indiana	100,000	100,000	\$ 0.0001	Restricted	Yes
Issued common stock to Robert Carteaux for director services.	Private	Indiana	1,500,000	1,500,000	\$ 0.0001	Restricted	Yes
Issued common stock to Brian Kistler for director services	Private	Indiana	1,500,000	1,500,000	\$ 0.0001	Restricted	Yes
504 Offering to Kodiak Capital.	Private	Delaware	37,037	37,037	\$1.35	Free-trading	No
504 Offering to Kodiak Capital.	Private	Delaware	74,074	74,074	\$ 0.675	Free-trading	No
504 Offering to Kodiak Capital.	Private	Delaware	500,000	500,000	\$ 0.10	Free-trading	No

Sold shares of Preferred B to Anna Pastorfide.	Private	Indiana	1,000	1,000	\$ 10.00	Restricted	Yes
Converted note payable into Preferred C Shares for Donna Cardeaux.	Private	Indiana	170,000	170,000	\$ 10.00	Restricted	Yes

Fiscal Year Ending September 30, 2013	<u>A</u>	<u>B</u>	<u>C</u>	<u>D</u>	<u>E</u>	<u>F</u>	<u>G</u>
Converted Preferred D to Common for Brian Kistler.	Private	Indiana	2,000,000,000	2,000,000,000	\$ 0.0001	Restricted	Yes
Converted Preferred D to Common for Doji Capital.	Private	Maryland	100,000,000	100,000,000	\$ 0.0001	Free-trading	No
Converted Preferred D to Common for Donna Cardeaux.	Private	Indiana	200,000,000	200,000,000	\$ 0.0001	Free-trading	No
Converted Preferred D to Common for Tangiers Capital.	Private	Maryland	125,000,000	125,000,000	\$ 0.0001	Free-trading	No
Converted Preferred D to Common for Ascentalia, LLC.	Private	Maryland	100,000,000	100,000,000	\$ 0.0001	Free-trading	No
Converted Preferred D to Common for Crackerjack Classics, LLC.	Private	Maryland	100,000,000	100,000,000	\$ 0.0001	Free-trading	No
Converted Preferred D to Common for DJR Advisors, LLC.	Private	Maryland	100,000,000	100,000,000	\$ 0.0001	Free-trading	No
Converted Preferred D to Common for John Garrison.	Private	Maryland	50,000,000	50,000,000	\$ 0.0001	Free-trading	No
Converted Preferred D to Common for Frank Izzo.	Private	Maryland	25,000,000	25,000,000	\$ 0.0001	Free-trading	No
Sold Preferred B to Bruce Miller.	Private	Indiana	10,000	10,000	\$ 10.00	Restricted	Yes

Interim Period Ending December 31, 2013	<u>A</u>	<u>B</u>	<u>C</u>	<u>D</u>	<u>E</u>	<u>F</u>	<u>G</u>
Issued Common stock to Redline Internatinal, Inc.	Private	Maryland	225,000,000	225,000,000	\$0.0001	Restricted	Yes
Converted Preferred D to Common for an non-related party	Private	Maryland	100,000,000	100,000,000	\$0.0001	Free-trading	No
Converted Preferred D to Common for an non-related party	Private	Maryland	100,000,000	100,000,000	\$0.0001	Free-trading	No
Converted Preferred D to Common for an non-related party	Private	Maryland	100,000,000	100,000,000	\$0.0001	Free-trading	No
Sold Preferred B to an non-related party	Private	Indiana	2,500	2,500	\$ 10.00	Restricted	Yes
Converted Preferred B to Common for an non-related party	Private	Maryland	250,000,000	250,000,000	\$0.0001	Free-trading	No
Converted Preferred B to Common for an non-related party	Private	Maryland	225,000,000	225,000,000	\$0.0001	Free-trading	No
Converted Preferred B to Common for an non-related party	Private	Maryland	225,000,000	225,000,000	\$0.0001	Free-trading	No
Converted Preferred B to Common	Private	Maryland	50,000,000	50,000,000	\$0.0001	Free-trading	No

for an non-related party

Converted Preferred B to Common for an non-related party	Private	Maryland	200,000,000	200,000,000	\$0.0001	Free-trading	No
Converted Preferred B to Common for an non-related party	Private	Maryland	160,000,000	160,000,000	\$0.0001	Free-trading	No
Converted Preferred D to Common for an non-related party	Private	Maryland	300,000,000	300,000,000	\$0.0001	Free-trading	No
Converted Preferred D to Common for an non-related party	Private	Maryland	200,000,000	200,000,000	\$0.0001	Free-trading	No

**The non-related parties involved in the Preferred Share conversion objected to having their names released.**

**Item 5: Financial statements.**

<b>FREEDOM ENERGYHOLDINGS, INC.</b>	
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**FREEDOM ENERGY HOLDINGS, INC.**

**BALANCE SHEETS**

Unaudited

	<u>December 31,</u> <u>2013</u>	<u>September 30,</u> <u>2013</u>
<b>ASSETS</b>		
Current Assets:		
Cash and cash equivalents	\$ 21,711	\$ 12,803
Total Current Assets	<u>21,711</u>	<u>12,803</u>
Other assets:		
Intellectual properties	1,000,000	1,000,000
Shingle recycling joint venture	50,000	50,000
Non-current assets:		
Investment in equity securities - held-for-trade	596,137	598,012
<b>TOTAL ASSETS</b>	<b>\$ <u><u>1,667,849</u></u></b>	<b>\$ <u><u>1,660,815</u></u></b>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current Liabilities:		
Accounts payable	\$ 66,359	\$ 66,435
Accrued interest	17,511	15,489
Note payable, related party	20,000	20,000
Note payable	620,406	574,406
Total Current Liabilities	<u>724,276</u>	<u>676,330</u>
<b>TOTAL LIABILITIES</b>	<b><u>724,276</u></b>	<b><u>676,330</u></b>
<b>COMMITMENTS AND CONTINGENCIES (Note 9)</b>		
Stockholders' Equity		
Preferred stock: 100,000,000 authorized; \$0.0001 par value		
603,077 and 625,577 shares issued and outstanding, respectively	60	62
Common stock: 10,000,000,000 authorized; \$0.0001 par value		
4,440,036,558 and 2,305,036,558 shares issued and outstanding, respectively	444,003	230,503
Additional paid-in capital	7,541,417	7,766,415
Retained deficit	(7,041,908)	(7,012,495)
Total Stockholders' Equity	<u>943,572</u>	<u>984,485</u>
<b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY</b>	<b>\$ <u><u>1,667,849</u></u></b>	<b>\$ <u><u>1,660,815</u></u></b>

*See notes to unaudited financial statements*

**FREEDOM ENERGY HOLDINGS, INC.**

**Statements of Operations**

Unaudited

	<b>For the Three Months Ended</b>	
	<b>December 31,</b>	
	<b>2013</b>	<b>2012</b>
Revenues	\$ 59,125	\$ 29,200
Operating Expenses		
Stock based compensation	22,500	—
Professional fees	12,641	7,994
Selling, general and administrative expense	33,005	36,126
Rent	2,700	2,700
Total operating expenses	<u>70,846</u>	<u>46,820</u>
<b>Net loss from operations</b>	(11,721)	(17,620)
<b>Other income (expense)</b>		
Unrealized gain (loss) on securities held for trade	—	316,600
Discontinued operations	—	(877)
Interest expense-other, depreciation and amortization	(17,692)	(8,029)
Income taxes	—	—
<b>Net loss</b>	<u>\$ (29,413)</u>	<u>\$ 290,074</u>
<b>Basic and diluted loss per share</b>	<u>\$ (0.00)</u>	<u>\$ 0.00</u>
<b>Weighted average number of     shares outstanding</b>	<u>3,566,177,862</u>	<u>2,305,036,558</u>

*See notes to unaudited financial statements*

**FREEDOM ENERGY HOLDINGS, INC.**  
**STATEMENT OF CHANGE IN SHAREHOLDERS' EQUITY**  
**FOR THE THREE MONTHS ENDING DECEMBER 31, 2013**  
**Unaudited**

	Preferred Stock		Common Stock		Additional paid-in Capital	Retained Deficit	Total
	Shares	Par Value	Shares	Par Value			
<b>Balance at September 30, 2013 (Unaudited)</b> .....	<b>625,577</b>	<b>\$ 62</b>	<b>2,305,036,558</b>	<b>\$ 230,503</b>	<b>\$ 7,766,415</b>	<b>\$ (7,012,495)</b>	<b>\$ 984,486</b>
Issued 225 Million shares of restricted common stock to a non-related party for equity financing agreement.....	—	—	225,000,000	22,500	—	—	22,500
Converted 11,100 shares of Pref B into 1,110 Million shares of common to non-related parties.....	(11,100)	(1)	1,110,000,000	111,000	(110,999)	—	(0)
Converted 8,000 shares of Pref D into 800 million shares of common to a non-related parties .....	(8,000)	(1)	800,000,000	80,000	(79,999)	—	0
Sale of 2,500 shares of Pref B for cash to a non related parties .....	2,500	0	—	—	25,000	—	25,000
Purchased back 1,500 shares of Preferred C from a non-related party at \$10.00 per share on .....	(1,500)	(0)	—	—	(15,000)	—	(15,000)
Purchased back 2,150 shares of Preferred D from a related party at \$10.00 per share on .....	(2,150)	(0)	—	—	(21,500)	—	(21,500)
Purchased back 2,250 shares of Preferred D from a non-related party at \$10.00 per share on .....	(2,250)	(0)	—	—	(22,500)	—	(22,500)
Net loss as of December 31, 2013 (Unaudited).....	—	—	—	—	—	(29,413)	(29,413)
<b>Balance at December 31, 2013 (Unaudited)</b> .....	<b>603,077</b>	<b>\$ 60</b>	<b>4,440,036,558</b>	<b>\$ 444,003</b>	<b>\$ 7,541,417</b>	<b>\$ (7,041,908)</b>	<b>\$ 943,572</b>

*See notes to unaudited financial statements*

**FREEDOM ENERGY HOLDINGS, INC.**

**STATEMENTS OF CASH FLOWS**

Unaudited

	<b>December 31,</b>	
	<b>2013</b>	<b>2012</b>
	<u>          </u>	<u>          </u>
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>		
Net (loss)	\$ (29,413)	\$ 290,074
Adjustment to reconcile net loss to net cash provided in operations:		
Depreciation and amortization	—	768
Stock issued for service	22,500	—
Changes in assets and liabilities:		
Prepaid expense and other current assets	—	(320,000)
Accounts payable	(76)	(104,319)
Accrued interest	2,022	2,023
Net Cash (used in) provided by operating activities	<u>(4,967)</u>	<u>(131,454)</u>
 <b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>		
Investments held for trade	<u>1,875</u>	<u>—</u>
Net Cash Used in Investing Activities	<u>1,875</u>	<u>—</u>
 <b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>		
Proceeds from notes payable	46,000	120,000
Buy back and conversion of preferred stock	(59,000)	(52,500)
Proceeds from stock sales	25,000	100,000
Net Cash provided by financing activities	<u>12,000</u>	<u>167,500</u>
 Net change in cash and cash equivalents	 8,908	 36,046
 Cash and cash equivalents		
Beginning of period	12,803	10,271
End of period	<u>\$ 21,711</u>	<u>\$ 46,317</u>
 Supplemental cash flow information		
Cash paid for interest	<u>\$ 15,670</u>	<u>\$ 7,261</u>
Cash paid for taxes	<u>\$ —</u>	<u>\$ —</u>

*See notes to unaudited financial statements*

FREEDOM ENERGY HOLDINGS, INC.  
NOTES TO FINANCIAL STATEMENTS  
(Unaudited)

**NOTE 1: NATURE OF BUSINESS**

*ORGANIZATION*

Freedom Energy Holdings, Inc. (FDMF), a Maryland corporation formed in September 2005, is a holding company with a focus on the identification of opportunities within the oil & energy sectors. In August of 2008 in response to market conditions deeply advantageous for the company and its stockholders, FDMF acquired KC-9000<sup>®</sup>, the company's proprietary Heavy Oil technology, to assist in the recovery of "Heavy Oil". In 2011 the company developed a new product named SR 139 (Patent Pending) to extract hydro-carbons from asphalt shingles. The company management also consults with other private and public companies.

The Company is headquartered in Fort Wayne, Indiana.

**NOTE 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

*GOING CONCERN*

The Company's financial statements are prepared using accounting principles generally accepted in the United States of America applicable to a going concern which contemplates the realization of assets and liquidation of liabilities in the normal course of business. The Company has not yet established an ongoing source of revenues sufficient to cover its operating cost and allow it to continue as a going concern. The ability of the Company to continue as a going concern is dependent on the Company obtaining adequate capital to fund operating losses until it becomes profitable. If the Company is unable to obtain adequate capital, it could be forced to cease operations.

In order to continue as a going concern, the Company will need, among other things, additional capital resources. Management's plan to obtain such resources for the Company include, obtaining capital from management and significant stockholders sufficient to meet its minimal operating expenses. However, management cannot provide any assurance that the Company will be successful in accomplishing any of its plans.

There is no assurance that the Company will be able to obtain sufficient additional funds when needed or that such funds, if available, will be obtainable on terms satisfactory to the Company. In addition, profitability will ultimately depend upon the level of revenues received from business operations. However, there is no assurance that the Company will attain profitability. The accompanying financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.

*ADVERTISING*

Advertising cost are expensed as incurred. There were \$470 in advertising expenses incurred as of December 31, 2013 and \$-0- as of December 31, 2012.

*USE OF ESTIMATES*

The Company prepares its financial statements in conformity with accounting principles generally accepted in the United States of America ("GAAP"), which require management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, and reported amounts of revenues and expenses during the reporting year. Actual results could differ from those estimates.

FREEDOM ENERGY HOLDINGS, INC.  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
(Unaudited)

*CASH*

The Company considers all highly liquid investments with an original maturity of three months or less at the date of acquisition to be cash equivalents. There were no cash equivalents at December 31, 2013 or September 30, 2013.

*REVENUE RECOGNITION*

The Company derives revenue from the sale of its proprietary technology KC9000 and SR-139 and from consulting arrangements with clients. The consulting revenue is generated by hourly fee structure or fixed contract costs, based on expected time to complete, additionally, costs incurred may be billed, as defined by the contractual arrangements. The Company follows paragraph 605-10-S99-1 of the FASB Accounting Standards Codification for revenue recognition. The Company recognizes revenue when it is realized or realizable and earned. The Company considers revenue realized or realizable and earned when all of the following criteria are met: (i) persuasive evidence of an arrangement exists, (ii) the product has been shipped or the services have been rendered to the customer, (iii) the sales price is fixed or determinable, and (iv) collectability is reasonably assured.

*RESEARCH AND DEVELOPMENT*

The Company expenses research and development costs when incurred. Research and development costs include engineering and testing of product and outputs. Indirect costs related to research and developments are allocated based on percentage usage to the research and development. We spent \$-0- and \$-0- for the periods ending December 31, 2013 and 2012, respectively.

*DEFERRED INCOME TAXES AND VALUATION ALLOWANCE*

The Company accounts for income taxes under FASB ASC 740 "Income Taxes." Under the asset and liability method of FASB ASC 740, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statements carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. Under FASB ASC 740, the effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the year the enactment occurs. A valuation allowance is provided for certain deferred tax assets if it is more likely than not that the Company will not realize tax assets through future operations.

*NET INCOME (LOSS) PER COMMON SHARE*

Net income (loss) per share is calculated in accordance with FASB ASC 260, "Earnings Per Share." The weighted-average number of common shares outstanding during each year is used to compute basic earning or loss per share. Diluted earnings or loss per share is computed using the weighted average number of shares and diluted potential common shares outstanding. Dilutive potential common shares are additional common shares assumed to be exercised.

Basic net income (loss) per common share is based on the weighted average number of shares of common stock outstanding at December 31, 2013 and at December 31, 2012. As of December 31, 2013 and at December 31, 2012, the Company had no dilutive potential common shares.

*SHARE-BASED EXPENSES*

FASB ASC 718 "Compensation – Stock Compensation" prescribes accounting and reporting standards for all stock-based payments award to employees, including employee stock options, restricted stock, employee stock purchase plans and stock appreciation rights, may be classified as either equity or liabilities. The Company determines if a present obligation to settle the share-based payment transaction in cash or other assets exists. A present obligation to settle in cash or other assets exists if: (a) the option to settle by issuing equity instruments lacks commercial substance or (b) the present obligation is implied because of an entity's past practices or stated policies. If a present obligation exists, the transaction should be recognized as a liability; otherwise, the transaction should be recognized as equity the Company accounts for stock-based compensation issued to non-employees and consultants in

FREEDOM ENERGY HOLDINGS, INC.  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
(Unaudited)

accordance with the provisions of FASB ASC 505-50 “Equity – Based Payments to Non-Employees.” Measurement of share-based payment transactions with non-employees is based on the fair value of whichever is more reliably measurable: (a) the goods or services received; or (b) the equity instruments issued. The fair value of the share-based payment transaction is determined at the earlier of performance commitment date or performance completion date.

*CONVERTIBLE PREFERRED STOCK*

The Company applies EITF Issue No. 98-5 “Accounting for Convertible Securities with Beneficial Conversion Features or Contingently Adjustable Conversion Ratios” to convertible securities with beneficial conversion features that must be settled in stock. This Issue also applies to instruments with conversion features that are not beneficial at the commitment date but that become beneficial upon the occurrence of a future event, such as an initial public offering.

According to EITF 98-5, the embedded beneficial conversion feature should be recognized and measured by allocating a portion of the proceeds equal to the intrinsic value of that feature to additional paid-in capital. That amount should be calculated at the commitment date as the difference between the conversion price and the fair value of the common stock or other securities into which the security is convertible, multiplied by the number of shares into which the security is convertible (intrinsic value).

According to EITF 98-5, the commitment date is the date when an agreement, as to terms, has been reached and the investor is committed to purchase the convertible securities.

*RECENTLY IMPLEMENTED STANDARDS*

Except for rules and interpretive releases of the SEC under authority of federal securities laws and a limited number of grandfathered standards, the *FASB Accounting Standards Codification*<sup>TM</sup> (“ASC”) is the sole source of authoritative GAAP literature recognized by the FASB and applicable to the Company. Management has reviewed the aforementioned rules and releases and believes any effect will not have a material impact on the Company's present or future financial statements

**NOTE 3: RELATED PARTY TRANSACTIONS**

During the period ending December 31, 2013, the company repurchased from Brian Kistler, CEO, director and shareholder of the company a total of 2,150 Class D Convertible Preferred Shares @ \$10.00 per share.

**NOTE 4: BALANCE SHEET COMPONENTS**

*INTELLECTUAL PROPERTIES*

The Company has not identified the future economic benefit of its intellectual properties. Therefore the company has not introduced an impairment measurement or testing procedure as of December 31, 2013.

FREEDOM ENERGY HOLDINGS, INC.  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
(Unaudited)

*LONG-TERM DEBT*

Notes payable consisted of the following as of December 31, 2013:

	December 31, 2013	September 30, 2013
Fixed loan payable to Bruce Miller, non- related party. The loan is interest only at a fixed rate of 12%. Monthly payments are interest only until the principal can be paid in full. The note does not carry a maturity date.	\$ 485,000	460,000
Fixed loan payable to Succes Holdings, non-related party. The loan carries an eight percent (8%) annual percentage interest rate. Monthly payments are interest only until the principal can be paid in full. The note does not carry a maturity date.	21,000	-0-
Fixed loan payable to Louis Stephens, a non related party. The loan is interest only at a fixed rate of 15%. Monthly payments are deferred until a payment schedule can be arranged or paid in full. The note does not carry a maturity date.	2,000	2,000
Convertible promissory note payable to Stan Lipp, a non related party. The loan carries an eight percent (8%) annual percentage interest rate. Monthly payments are deferred until a payment schedule can be arranged or paid in full. The Company can at any point choose to convert the debt to common stock to be issued as payment in full. The note does not carry a maturity date.	100,000	100,000
Fixed loan payable to Brian Kistler, CEO, a related party. The monthly payments are deferred until a payment schedule can be arranged or paid in full. The note carries a 0%, interest rate.	20,000	20,000
Fixed loan payable to Herbert Hunt, a non related party. The monthly payments are deferred until a payment schedule can be arranged or paid in full. The note carries a 0%, interest rate.	\$ 12,406	12,406
Total long-term debt	640,406	594,406
Less: current maturities	0	-0-
Notes payable, net of current maturities	\$ 640,406	594,406

**NOTE 5: INCOME TAXES**

The Company has not recognized an income tax benefit for its operating losses generated based on uncertainties concerning its ability to generate taxable income in future years. The tax benefit for the years presented is offset by a valuation allowance established against deferred tax assets arising from the net operating losses and other temporary differences, the realization of which could not be considered more likely than not. In future years, tax benefits and related deferred tax assets will be recognized when management considers realization of such amounts to be more likely than not. As of December 31, 2013 the Company has incurred losses of \$7,041,908. The net operating loss in the amount of \$7,041,908, resulting from operating activities, result in deferred tax assets of approximately \$2,394,249 at the effective statutory rates. The deferred tax asset has been off-set by an equal valuation allowance.

FREEDOM ENERGY HOLDINGS, INC.  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
(Unaudited)

**NOTE 6: SHAREHOLDERS' EQUITY**

*AUTHORIZED CAPITAL*

The Company's authorized capital stock consists of 10,000,000,000 shares of \$0.0001 par value per share Common Stock and 100,000,000 shares of \$0.0001 par value per share preferred stock.

During the period ending December 31, 2013, the Company issued 225 million shares of its common stock to Redline International, Inc., a non-related party for an equity financing agreement. The shares were issued with restrictions pursuant to Section 4(2) of the Securities Act.

During the period ending December 31, 2013, the company repurchased from Brian Kistler, CEO, director and shareholder of the company a total of 2,150 Class D Convertible Preferred Shares @ \$10.00 per share.

During the period ending December 31, 2013, the Company issued 2,500 shares of its Preferred B stock to an unrelated party. The shares were issued in exchange for cash of 25,000 at \$10 per share. The shares were issued with restrictions pursuant to Section 4(2) of the Securities Act.

During the period ending December 31, 2013, the company repurchased from an unrelated party a total of 1,500 Class C Convertible Preferred Shares @ \$10.00 per share.

During the period ending December 31, 2013, the company repurchased from an unrelated party a total of 2,250 Class D Convertible Preferred Shares @ \$10.00 per share.

During the period ending December 31, 2013, the company allowed the conversion of 11,100 Class B Convertible Preferred Shares into 1,110,000,000 common shares to several non-related parties.

During the period ending December 31, 2013, the company allowed the conversion of 8,000 Class D Convertible Preferred Shares into 800,000,000 common shares to several non-related parties.

**NOTE 7: WARRANTS AND OPTIONS**

The Company at December 31, 2013 has a combined 1,884,765 options/warrants at a weighted average exercise price of \$2.97. The remaining options and warrants expire at various times between 2013 and 2019.

**NOTE 8: SUBSEQUENT EVENTS**

In accordance with ASC 855-10, the company has analyzed its operations subsequent to December 31, 2013, through the date these financial statements were issued (date of filing with the OTC Markets), and has determined that it does not have any material subsequent events to disclose in these financial statements other than the events discussed below.

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

Date and State (or Jurisdiction) of Incorporation: Maryland in June 2005  
Issuer's primary and secondary SIC Codes; Primary: 7389 ; Secondary: None  
Issuer's fiscal year end date; September 30,

### **A. Plan of Operation.**

Freedom Energy Holdings, Inc., a Maryland corporation, (the "Company"). The Company is a holding company with a focus on the identification of opportunities within the oil & energy sectors. In August of 2008 in response to market conditions deeply advantageous for the company and its stockholders, FDMF acquired KC-9000<sup>®</sup>, the company's proprietary Heavy Oil technology, to assist in the recovery of "Heavy Oil". In 2011 the company developed a new product named SR 139 (Patent Pending) to extract hydro-carbons from asphalt shingles. The company management also consults with other private and public companies.

In addition to the above, the company's management is also working as a corporate consultant to other private and public companies. This has been the main source of revenue and will be for the near future.

### **B. Management's Discussion and Analysis of Financial Condition and Results of Operations**

*The following Management's Discussion and Analysis of Financial Condition and Results of Operations contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of various factors, including those set forth under "Risk Factors" and elsewhere in this report. The management's discussion, analysis of financial condition, and results of operations should be read in conjunction with our financial statements and notes thereto contained elsewhere in this Annual Report.*

#### **Results of Operations**

*For the three months ending December 31, 2013 Compared to the three months ending December 31, 2012.*

#### **Revenues**

Total Revenues. Total revenues were \$59,125 for the three months ending December 31, 2013 and \$29,200 for the three months ending December 31, 2012. The increase was due to revenues generated by Consulting fees by the Company.

#### **Operating Expenses**

Total operating expenses. Total operating expenses was \$70,846 for the three months ending December 31, 2013 and \$46,820 for the three months ending December 31, 2012. Total expenses consist of Stock based compensation, Professional fees, selling, general and administrative expenses, and Rent.

Stock based compensation. Stock based compensation fees were \$22,500 for the three months ending December 31, 2013 and \$-0- for the three months ending December 31, 2012. Stock based compensation fees were due to signing a equity financing agreement with Redline International, Inc.

Professional fees. Professional fees were \$12,641 for the three months ending December 31, 2013 and \$7,994 for the three months ending December 31, 2012. Professional fees consist of legal, consulting and accounting expenses.

Selling, general and administrative expenses. Selling, general and administrative expenses were \$33,005 for the three months ending December 31, 2013 and \$36,126 for the three months ending December 31, 2012. This result is from the cost associated general administrative expenses.

### **Other income and expenses**

Unrealized gain on holding equity securities. Unrealized gain on holding equity securities was \$-0- for the three months ending December 31, 2013 and \$316,600 for the three months ending December 31, 2012. This result is from of certain equity positions held in common stock of companies that are quoted on the OTCBB. These securities are freely tradable.

Discontinued operations. Discontinued operations expense was \$-0- for the three months ending December 31, 2013 and \$877 for the three months ending December 31, 2012. This result is from the closing of FFMC and the sale of FEI. Management anticipates that expenses from discontinued operations will be concluded in 2014.

Interest expense-other, depreciation and amortization. Interest expense other was \$17,692 for the three months ending December 31, 2013 and \$8,029 for the three months ending December 31, 2012. This result is due to the increase in debt financing from 2012 to 2013.

Net income (loss). Net Income (loss) for the three months ending December 31, 2013 was (\$29,413) and \$290,074 for the three months ending December 31, 2012. The net loss for the three months ending December 31, 2013 was from results of operations. The net income for the three months ending December 31, 2012 is the result of the certain consulting contract being paid in full.

### **Financial Condition**

Total assets. Total assets at December 31, 2013 were \$1,667,849 and \$1,669,815 at September 30, 2013. Total assets consist of the balance of cash, intellectual property and investment in shingle recycling joint venture.

Cash at December 31, 2013 was \$21,711 and \$12,803 at September 30, 2013. The increase is due to the results of operations.

Other current assets at December 31, 2013 and September 30, 2013 was \$1,050,000 and \$1,050,000, respectively. Management believes that the investments are recoverable.

Intellectual properties at December 31, 2013 and September 30, 2013 was \$1,000,000, respectively. This is the result of the purchase and 100% ownership of our proprietary technology KC9000®. Management has not identified the future economic benefit of its intellectual properties. Therefore the company has not introduced an impairment measurement or testing procedure as of December 31, 2013.

Shingle recycling joint venture at December 31, 2013 and September 30, 2013 was \$50,000 and \$50,000, respectively. This is due to a cash investment into a joint venture for the purpose of recycling asphalt shingles.

Non-current assets at December 31, 2013 and September 30, 2013 was \$596,137 and \$598,012, respectively. This is due to an investment of cash and equity securities which is primarily used for the leverage of other investments. Management believes that the investments are recoverable.

Accounts payables at December 31, 2013 was \$66,359 and \$66,435 at September 30, 2013. Accounts payables are primarily associated with the general administrative expenses.

Accrued interest at December 31, 2013 was \$17,511 and \$15,489 at September 30, 2013. The note payable carries an interest rate of 8% per annum. There is no required payment of principal and interest. The principal and interest will be paid when possible.

Note payable at December 31, 2013 was \$620,406 and \$574,406 at September 30, 2013. The increase is the result of funds borrowed from a non related parties for operations.

### ***Liquidity and Capital Resources***

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern which contemplates, among other things, the realization of assets and satisfaction of liabilities in the ordinary course of business.

The Company had a net loss for three months ending December 31, 2013 of (\$29,413) and had a net profit for the three months ending December 31, 2012 of \$290,074. The decrease was due to normal operations. The Company will require additional funding for continuing the development and marketing of products. These factors raise substantial doubt about the Company's ability to continue as a going concern. The accompanying financial statements do not include any adjustments that might result from the outcome of this uncertainty.

We are presently able to meet our obligations as they come due. At December 31, 2013 we had a working capital deficit of \$702,568, or the amount by which our current liabilities exceed our current assets. Our working capital deficit was due to the results of operations.

Net cash (used in) provided by operating activities for three months ending December 31, 2013 was (\$4,967) and (\$131,454) for the three months ending December 31, 2012. Net cash used in investing activities for three months ending December 31, 2013 was \$1,875 and \$-0- for the three months ending December 31, 2012. Net cash provided by financing activities for the three months ending December 31, 2013 was \$12,000 and \$167,500 for the three months ending December 31, 2012.

We anticipate that our future liquidity requirements will arise from the need to fund our growth from operations, pay current obligations and future capital expenditures. The primary sources of funding for such requirements are expected to be cash generated from operations and raising additional funds from the private sources and/or debt financing. However, we can provide no assurances that we will be able to generate sufficient cash flow from operations and/or obtain additional financing on terms satisfactory to us, if at all, to remain a going concern. Our continuation as a going concern is dependent upon our ability to generate sufficient cash flow to meet our obligations on a timely basis and ultimately to attain profitability. In addition, our Plan of Operation for the next twelve months is to raise capital to continue to expand our operations. We would most likely rely upon the transaction exemptions from registration provided by Regulation D, Rule 504(b), Rule 506 or conduct another private offering under Section 4(2) of the Securities Act of 1933. See "Note 2 – Going Concern" in our financial statements for additional information as to the possibility that we may not be able to continue as a "going concern."

C. Off-Balance Sheet Arrangements.

NONE

**Item 7: describe the Issuer's Facilities**

We are currently leasing our office at 531 Airport North Office Park, Fort Wayne, Indiana 46825

**Item 8: Officers, Directors and Control Persons**

A. Officers and Directors.

1. Full name;

Brian Kistler is the Chief Executive Officer and Director.

2. Business address;

531 Airport North Office Park, Fort Wayne, Indiana 46825

3. Employment history (which must list all previous employers for the past 5 years, positions held, responsibilities and employment dates);

Brian Kistler -Freedom Energy Holdings, CEO 2005 to present

4. Board memberships and other affiliations;

Brian Kistler – KMRB Acquisitions, Inc.- CEO  
Brian Kistler – Success Holding Group Corp, USA- President  
Brian Kistler – Global Senior Enterprises, Inc- CEO

5. Compensation by the issuer; and

There is no compensation agreement and there has not been any compensation paid to any officer or director.

6. Number and class of the issuer's securities beneficially owned by each such person.

Brian Kistler -	1,503,317,763 common
	2 Preferred A share
	20,000 Preferred B Shares
	63,270 Preferred D Shares

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);

The foregoing persons have not had a conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding.

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;

The foregoing persons have not had an 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

The foregoing persons have not been found 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.

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.

The foregoing persons have not been the subject 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 Ownership. Provide a list of the name, address and shareholdigs 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 agent of the corporate shareholders.

Brian Kistler, CEO – 531 Airport North Office Park, Fort Wayne, IN 46825

<u>Class of Stock</u>	<u>Shares owned</u>	<u>Percentage of Ownership</u>
Common	1,503,317,763	65%
Preferrerd A	2	100%
Preferred B	20,000	9%
Preferred D	63,270	28%

**Item 9: Third Party Providers**

Clifford J. Hunt, Esquire  
Law Office of Clifford J. Hunt, P.A.  
8200 Seminole Boulevard  
Seminole, Florida 33772  
(727) 471-0444 telephone  
(727) 471-0447 facsimile  
cjh@huntlawgrp.com  
<http://www.huntlawgrp.com>

## **Item 10. Certifications**

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).

I, Brian Kistler, certify that:

1. I have reviewed this annual disclosure statement of Freedom Energy 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.

This 30<sup>th</sup> day of January 2014



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Brian Kistler  
Principal Executive Officer  
Principal Financial Officer