

# **Company Information and Disclosure Statement**

**(For Period Ended December 31, 2011)**

## **PBS Holding, Inc. OTCPK: PBHG**

**4101 International Parkway  
Carrollton, Texas 75007  
Phone: 877-278-6672  
Facsimile: 866-534-2847**

### **Part A General Company Information**

#### **Item I The exact name of the issuer and its predecessor (if any)**

PBS Holding, Inc. (hereinafter referred to as "we", "us", or "our" or "the Issuer"

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

f/k/a Primary Business Systems, Inc., a Nevada corporation, from 2/26/2003 to 9/29/2005;  
f/k/a ShareCom, Inc., a Nevada corporation, from 7/25/2001 to 2/26/2003; and  
f/k/a Anonymous Data, Inc., a Nevada corporation, from 11/15/1996 to 7/25/2001.

#### **Item II The address of the issuer's principal executive offices**

Address: 4101 International Parkway Carrollton, Texas 75007  
Phone: 877-278-6672  
Facsimile: 866-534-2847

#### **Item III The jurisdiction and date of the issuer's incorporation or organization**

The Corporation was formed in the State of Nevada on November 15, 1996 under the name Anonymous Data, Inc..

### **Part B Share Structure**

#### **Item IV The exact title and class of securities outstanding.**

CUSIP Number: 69317R103  
Trading Symbol: PBHG  
Common Stock Issued & Outstanding: 15,664,167 (as of 6/30/2011)  
Preferred Stock Outstanding: 0 (as of 6/30/2011)

#### **Item V Par or stated value and description of the security**

Common Stock has a par value of \$0.001 per share. Preferred Stock has a par value of \$0.001 per share.

**B. Common or Preferred Stock.**

**1. For common equity, describe any dividend, voting and preemption rights.**

Each holder of the Common Stock is entitled to one vote for each share of Common Stock held.

**2. For preferred stock, describe the dividend, voting, conversion and liquidation rights as well as redemption or sinking fund provisions.**

The Issuer is authorized to issue 25,000,000 shares of Preferred Stock of \$0.001 par value per share with any non-voting convertible and/ or non- voting non-convertible preferred shares together with any additional classes of shares as may be limited by a resolution of the Board of Directors of the Issuers. Additionally, preferred shares and additional classes of shares may be issued from time to time as the Board of Directors of the Issuer may determine in their sold judgment and without the necessity of action by the shareholders.

**3. Describe any other material rights of common or preferred**

**stockholders.** Not Applicable

**4. Describe any provision in issuer's charter or by-laws that would delay, defer or prevent a change in control of the issuer.**

Not Applicable

**Item VI The number of shares or total amount of the securities outstanding for each class of securities authorized.**

**Common Stock**

	<b>Most Recent Fiscal Year</b>	<b>Last Fiscal Year</b>	<b>Previous to Last Fiscal Year</b>
<b>(i) Period end date;</b>	12/31/2011	12/31/2010	12/31/2009
<b>(ii) Number of shares authorized;</b>	750,000,000	750,000,000	750,000,000
<b>(iii) Number of shares outstanding;</b>	34,797,536	11,769,539	11,769,539
<b>(iv) Freely tradable shares (public float);</b>	9,102,766	1,089,973	1,089,973
<b>(v) Total number of beneficial shareholders; and</b>	5	2	2
<b>(vi) Total number of shareholders of record.</b>	46	23	23

## Preferred Stock

	<b>Most Recent Fiscal Year</b>	<b>Last Fiscal Year</b>	<b>Previous to Last Fiscal Year</b>
<b>(i) Period end date;</b>	12/31/2011	12/31/2010	12/31/2009
<b>(ii) Number of shares authorized;</b>	25,000,000	25,000,000	25,000,000
<b>(iii) Number of shares outstanding;</b>	0	0	0
<b>(iv) Total number of shareholders of record.</b>	0	0	0

## **Part C Business Information**

### Item VII The name and address of the transfer agent\*

Name: Island Stock Transfer  
Address: 100 Second Avenue South, Suite 705S, St. Petersburg, FL 33701  
Phone: 727-289-0010  
Registered Under Exchange Act: Yes  
Regulatory Authority: Security Exchange Commission (SEC)

### Item VIII The nature of the issuer's business

**A. Business Development. Describe the development of the issuer and material events during the last three years so that a potential investor can clearly understand the history and development of the business. If the issuer has not been in business for three years, provide this information for any predecessor company. This business development description must also include:**

- 1. the form of organization of the issuer (e.g., corporation, partnership, limited liability company, etc.);**

PBS Holding, Inc. is a Nevada Corporation.

- 2. the year that the issuer (or any predecessor) was organized;**

The Company was incorporated on November 15, 1996.

- 3. the issuer's fiscal year end date;**

12/31

- 4. whether the issuer (or any predecessor) has been in bankruptcy, receivership or any similar proceeding;**

The Company has not been in bankruptcy, receivership or any similar proceeding.

**any material reclassification, merger, consolidation, or purchase or sale of a significant amount of assets;**

The company's assets and stock was acquired by Artfest International, INC. (OTCQB: ARTS) in February, 2011.

**5. any default of the terms of any note, loan, lease, or other indebtedness or financing arrangement requiring the issuer to make payments;**

None

**6. any change of control;**

The Majority Shareholder sold his shares to Artfest International.

**7. any increase of 10% or more of the same class of outstanding equity securities;**

See below.

**8. any past, pending or anticipated stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization;**

Capital Change=shares decreased by 1 for 400 split. Pay date=05/12/2011.

The company issued a stock dividend to shareholders of record of Artfest International. Record Date April 15<sup>th</sup> 2010.

**9. explain asset purchase**

The company acquired Starfest Direct Inc., a Nevada Corporation from Artfest International. The asset is a direct sales software and marketing web portal and software. Starfest Direct Inc, will enable the company to track and create sales via direct/network marketing model of wellness, high energy drinks, nutritional and lifestyles products. The price was agreed at \$ 1.2 Million, and was paid with 10,000,000 common shares of PBHG.

**10. any delisting of the issuer's securities by any securities exchange or deletion from the OTC Bulletin Board; and**

The Company has not been de-listed and, to the best of the Company's knowledge, is not in the process of being de-listed by the Securities and Exchange Commission or any exchange or regulatory authority.

**11. any current, past, pending or threatened legal proceedings or administrative actions either by or against the issuer that could have a material effect on the issuer's business, financial condition, or operations and any current, past or pending trading suspensions by a securities regulator. State the names of the principal parties, the nature and current status of the matters, and the amounts involved.**

The Company was included in a law suit between Artfest International Inc, and Mr. Stephen Rash, a former Artfest employee. The management feels that the suit is frivolous and without merit.

**B. Business of Issuer. Describe the issuer's business so a potential investor can clearly understand it. To the extent material to an understanding of the issuer, please also include the following:**

**the issuer's primary and secondary SIC Codes; 8999**

. Services, misc.

**if the issuer has never conducted operations, is in the development stage, or is currently conducting operations;**

The Issuer, PBS Holding Inc., is a company focused on growth by mergers and acquisitions of technology, media, multimedia, television, film productions and content development. As a wholly own subsidiary, Starfest Direct, Inc. is utilized for its high-end Direct Sales Technology Enterprise System. Starfest Direct is a virtual product and services catalog system designed to facilitate sales and membership accounting and maintenance.

The Issuer through Starfest Direct sells nutritional, wellness and high energy drinks ,products and lifestyle items as well as limited edition, signed and numbered fine art and collectibles Its Members, which include Network Marketing professionals, direct sales entrepreneurs, home-based businesses, collectors, dealers, artists, decorators, designers, private collectors and investors. Starfest drives its membership through its proprietary direct-sales e-commerce venue, membership awards programs, and benefits from both a syndicated TV programming about how to buy art, which will broadcast to over 40 Million households via satellite and cable and a brick and mortar galleries run by Artfest International. Membership is free and includes a member branded, direct-sales e-commerce website having full back office support including a merchant account, "just-in-time" inventory, and fulfillment.

The principals of Starfest are seasoned professionals and entrepreneurs with extensive backgrounds in the media, production, marketing, product placement/advertising, and direct-sales industries. Management is highly confident that they have developed an innovative concept on its way to becoming one of the most successful direct-sales companies. Starfest is leveraging the momentum and growth in the Direct Sales/Network Marketing arena, featuring energy drinks, nutritional products, sports and branded fine art reproduction and collectibles industries and combining it with Web 2.0 and television advertising and marketing to drive global direct-sales channels.

Starfest serves as a concierge and a referral service between Network Marketing Executives, Home based business professionals, artists, private collectors, interior designers, retailers, wholesalers, and gallery operators who buy, sell and trade valuable art and home decor. This subscriber service offers e-commerce visibility and convenience. Members can post items for sale or trade, search for their perfect item, and post information about themselves. New items will be uploaded regularly and fresh artists and galleries constantly featured so buyers will have reason to return again and again to [www.starfestdirect.com](http://www.starfestdirect.com).

**3. whether the issuer is or has at any time been a "shell company" The**

Company is not and has never been a shell company.

**4. The names of any parent, subsidiary, or affiliate of the issuer, and its business purpose, its method of operation, its ownership, and whether it is included in the financial statements attached to this disclosure statement.**

The company's parent company is Artfest International, Inc. Artfest acquired the company from its majority shareholder in 2010. Artfest sold one of its wholly owned subsidiaries; (Starfest Direct Inc.) to the company for the purpose of establishing a virtual catalog and sales management system in the

company. Starfest Direct is designed to enable the company to manage the sales activities and marketing through its network marketing software and web portal. RETVi, Inc., is an acquisition by the company that will enable the company to produce and distribute content specifically designed for the real estate and related industries. The distribution is provided through RDP Hospitality and GMR Productions. PBS Holding, Inc. acquired an equity share in GMP and of the new RDP developed Real Estate TV Interactive Network (RETVi). RETVi will provide national listings of real estate through a new platform available to guests staying at select properties providing the new Rev-Pak bundled services. RDP primarily focuses on the creation of customized content and media for reward, retail commercial, hospitality free-to-guests and pay-per-use in-room interactive systems.

**the effect of existing or probable governmental regulations on the business;**

Not Applicable

**an estimate of the amount spent during each of the last two fiscal years on research and development activities, and, if applicable, the extent to which the cost of such activities are borne directly by customers;**

Not Applicable

**costs and effects of compliance with environmental laws (federal, state and local); and**

Not Applicable

**the number of total employees and number of fulltime employees.**

Number Total Employees: 3

Number of Full-time Employees: 3

**Item IX The nature of products or services offered**

The Issuer, through its wholly owned subsidiary Starfest Direct, offers hundreds of products: Nutritional and wellness products, high energy drinks, nutritional supplements, fine art originals and reproductions; sports memorabilia of teams and athlete; and unique collectibles in music, entertainment, and history. Some products are One-of-A-Kind but most are Limited-Edition Collectibles, which are individually signed by the artist, athlete, or entertainer witnessed by a certified Starfest Direct Authenticator, and then assigned a unique serial number and print number. With that in mind, the Limited-Edition Art Collectible from Starfest Direct has added value with the potential to increase even more in the future.

Starfest Direct supplies an easy and convenient ecommerce shop, with a catalogue offering some of the finest best Aloe based nutritional products, energy drinks , and branded sports products including; limited edition art, sports memorabilia, family collectibles, and music and entertainment collectibles. In addition, the Starfest's Direct Marketing Business model provides a unique opportunity giving individuals the ability to work from home with a flexible full-time or part-time schedule.

**Item X The nature and extent of the issuer's facilities.**

The Issuer leases production and gallery offices at 4101 International Parkway Carrollton, Texas 75007. Within such office space are assets that are used in or associated with the business operations of the Issuer, such as; general intangibles, Television and Film productions, Video and Audio recordings, staging and events featuring; energy drinks, art, sports memorabilia, collectibles, furniture, fixtures equipment, and supplies.

## Part D Management Structure and Financial Information

### Item XI The name of the chief executive officer, members of the board of directors, as well as control persons

#### A. Officers and Directors ( Fiscal Year: 2011\*\*).

Edward Vakser; CEO, Director

Business address: 4101 International Parkway Carrollton, Texas 75007 Employment history

/ Board Memberships & other affiliations:

Artfest International CEO. Board Member and Chairman/Director.  
Artfest International Inc, CEO 2007-Current  
Art Channel Inc CEO 2004-2007  
Intelecon Inc CEO 1990-2004

Compensation by the issuer: \$75,000.00

Number, Class & Percentage of Outstanding Shares of the Issuers Securities Beneficially Owned:

Person Named above owns 3,000,000 shares of Common stock (8.62% of Outstanding)

Anzhelika Tassan; CMO, Secretary, Director

Business address: 4101 International Parkway Carrollton, Texas 75007

Employment history / Board Memberships & other affiliations:

Artfest International CMO, Board Member and secretary. Artfest  
International CMO 2007-Current  
TNT Media Productions CEO 2003-Current  
Intelecon Inc, CMO 1995-2003

Compensation by the issuer: \$65,000.00

Number, Class & Percentage of Outstanding Shares of the Issuers Securities Beneficially Owned:

Person Named above owns 3,000,000 shares of Common stock (8.62% of Outstanding).

James Scott Tassan; Treasurer, Director

Business address: 4101 International Parkway Carrollton, Texas 75007

Employment history / Board Memberships & other affiliations: Artfest  
International Treasurer. PBS Holdings Board member. Artfest International  
Treasures 2007-Current  
TNT Media Productions 2003-2007

Compensation by the issuer: \$60,000.00

Number, Class & Percentage of Outstanding Shares of the Issuers Securities Beneficially Owned:

Person Named above owns 3,000,000 shares of Common stock (8.62% of Outstanding).

Edward Vakser, Anzhelika Tassan, and James Scott Tassan have held their positions with the Company since February 2011. Prior to February 2011, Patrick D. Matthews held the CEO, CFO, and Treasurer

position while Amanda Sinclair held the position of COO and Secretary with the Issuer since November 2002. Neither Patrick Matthews nor Amanda Sinclair received any compensation from the Issuer in 2009 or 2010.

\*\* On January 3, 2012, the Board of Directors of the Issuer elected two new officers and directors of PBS Holding, Inc., and upon the new officers and directors acceptance of their appointments, the former officers and directors of the Issuer, including Edward Vakser, Anzhelika Tassan, and James Scott Tassan, listed above, resigned all positions with the Issuer.

The new officers and directors of the Issuer are: Bob A. Varma, Chairman of the Board of Directors, and President, and Keith W. Hayter, Secretary and Treasurer.

The following is biographical information on each of the new officers and directors:

**Varma, Bob A. C.P.A.,**  
President, Director

Mr. Varma has over 30 years of multi-national experience in all facets of finance. Mr. Varma has worked in small and large private and public accounting firms as well as senior finance positions in industry. He has worked extensively in England, Canada and the United States. Mr. Varma, in his last position in industry was the head of finance and administration for a \$300 million + company, Novatel who are in the cell phone industry. He has operated as an independent C.P.A. since 1992 and during that period has been a consultant as well as CFO for a wide range of established and start-up companies. Mr. Varma is also Vice President and CFO of AW Solutions Inc., a private company.

Prior Work Experience

- |                |   |
|----------------|---|
| • 1992–current | Varma & Assoc. Tax Consulting - Owner   |
| • 2002-2006    | CLT Meetings International - CFO        |
| • 1990-1991    | Novatel Comm. – VP, Group Controller    |
| • 1988-1989    | Novatel Comm. – Corporate Controller    |
| • 1978-1988    | Nortel – Assistant Corporate Controller |
| • 1974-1978    | Ernst & Young – Audit Supervisor        |

Education

- C.P.A. , Florida 1994
- MBA Finance Webster University 1993
- Fellowship, English Institute of Chartered Accountants 1976
- Chartered Accountant 1974
- Kingston Polytechnic, London England 1970 - 1974
- Sheen Strickland & Co College & Accounting Firm Program 1970 – 1974
- Farnborough Technical College 1969 – 1970
- GCE Ordinary Level, England 1969

## **Hayter, Keith William**

Secretary, Treasurer, Director

Mr. Hayter has over 30 years of multi-national experience in the start-up, development, management and selling of businesses in the telecommunication and construction industry. With Alcoa Wireless Services Mr. Hayter was responsible for running operations in five (5) S.E. branch offices, covering 12 States with a staff of over 170 full time employees who generated sales of over \$25 million a year. Mr. Hayter is also President and CEO of AW Solutions Inc., a private company.

### Prior Work Experience

- 11/2006 – Current AW Solutions, Inc., President
- 01/2005–11/2006 Alcoa Wireless Services, VP–GM
- 11/2001–12/2004 Alcoa Wireless Services, VP–Business Development
- 04/1997–12/2004 Pacific 17 Inc. – Principle/Senior VP (Acquired by Alcoa, 11/01)
- 04/1995 – 04/1997 KNK Engineers, LLC – Principle/CEO (Acquired by Pacific 17, 04/97)
- 04/1993 – 04/1995 Kercheval Engineers – Vice President (Acquired by PBS&J, 04/95)
- 05/1991 – 03/1993 Dames & Moore – CADD Design Manager
- 02/1990 – 04/1991 Action Auto Rental – Branch Manager
- 08/1989 – 02/1990 US Army – Combat Engineer
- 02/1983 – 07/1989 British Army – Infantry
- 01/1980 – 01/1984 British Telecom International - Technician
- 07/1978 – 01/1980 Swindle General Construction - Partner

### Education

- Platt College, Design Technology, San Diego 1991
- Corps of Engineers US Army, Missouri 1990
- British Army, Engineering, United Kingdom 1989
- City and Guilds Institute, Mechanics, London, 1988
- City and East London College, Telecommunications, London, 1984
- G.C.E., Cambridge, England 1981

**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);**

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. Disclosure of Family Relationships. Describe any family relationships among and between the issuer's directors, officers, persons nominated or chosen by the issuer to become directors or officers, or beneficial owners of more than five percent (5%) of the any class of the issuer's equity securities.**

Edward Vakser and Anzhelika Tassan are brother and sister. James Scott Tassan and Anzhelika Tassan are husband and wife.

**D. Disclosure of Related Party Transactions. Describe any transaction during the issuer's last two full fiscal years and the current fiscal year or any currently proposed transaction, involving the issuer, in which (i) the amount involved exceeds the lesser of \$120,000 or one percent of the average of the issuer's total assets at year-end for its last three fiscal years and (ii) any related person had or will have a direct or indirect material interest. Disclose the following information regarding the transaction.**

**Mr. Edward Vakser is the sole owner of NRG, Inc.**

**1. The name of the related person and the basis on which the person is related to the issuer;**

Not Applicable

**2. The related person's interest in the transaction;**

Not Applicable

**3. The approximate dollar value involved in the transaction (in the case of indebtedness, disclose the largest aggregate amount of principal outstanding during the time period for which disclosure is required, the amount thereof outstanding as of the latest practicable date, the amount of principal and interest paid during the time period for which disclosure is required, and the rate or amount of interest payable on the indebtedness);**

Not Applicable

**4. The approximate dollar value of the related person's interest in the transaction; and**

Not Applicable

**5. Any other information regarding the transaction or the related person in the context of the transaction that is material to investors in light of the circumstances of the particular transaction.**

Not Applicable

**E. Disclosure of Conflicts of Interest. Describe any conflicts of interest. Describe the circumstances, parties involved and mitigating factors for any executive officer or director with competing professional or personal interests.**

None

**Item XII Financial information for the issuer's most recent fiscal period**

The most recent information for the Issuer's applicable period ending December 31, 2011, is available on Pinksheets.com as an "Annual Report", as is hereby incorporated herein by reference.

**Item XIII Similar financial information for such part of the two preceding fiscal years as the issuer or its predecessor has been in existence**

Financial Statements for the Company for the following have been each separately filed with Pink Sheets:

1. Unaudited financial statements as of and for the quarter ended September 30, 2011. (See "Interim Financial Report" for "Period End Date" September 30, 2011.)
2. Unaudited financial statements as of and for the quarter ended June 30, 2011. (See "Interim Financial Report" for "Period End Date" June 30, 2011.)
3. Unaudited financial statements as of and for the quarter ended March 31, 2011. (See "Interim Financial Report" for "Period End Date" March 31, 2011.)
4. Unaudited financial statements as of and for the fiscal year ended December 31, 2010. (See "Annual Report" for "Period End Date" of December 31, 2010.)

**Item XIV Beneficial Owners**

***Provide a list of the name, address and shareholdings of all persons beneficially owning more than five percent (5%) of any class of the issuer's equity securities.***

<b><i>Name &amp; Address</i></b>	<b><i>Number of Beneficially Shares Owned</i></b>	<b><i>Percentage Beneficially Owned</i></b>
Artfest International, Inc. (Edward Vakser, Resident Agent) 15851 Dallas Parkway Suite #600 Addison, TX 75001	10,000,000	28.74%
NRG, Inc. 16160 County Road 635 Blue Ridge, TX 75424	3,000,000	8.62%
Anzhelika Tassan 10019 Maple Drive Province Village, TX 76227	3,000,000	8.62%

James Scott Tassan 10019 Maple Drive Province Village, TX 76227	3,000,000	8.62%
Edward Vakser 16160 County Road 635 Blue Ridge, TX 75424	3,000,000	8.62%

**Item XV The name, address, telephone number, and email address of each of the following outside providers that advise the issuer on matters relating to the operations, business development and disclosure**

**1. Investment Banker**

None

**2. Promoters**

None

**3. Counsel**

Name: Brian Faulkner

Address: 27127 Calle Arroyo Ste 1923, San Juan Capistrano, CA 92675-2765 Phone:  
(949) 240-1361

Email: [briffaulk@aol.com](mailto:briffaulk@aol.com)

**4. Accountant**

Name: Continewity LLC (Rick Toussaint) Address: 2201  
Main St, Suite 512, Dallas, TX 75201 Phone: (972) 514-6316

The accounting services provided are a review of the various financial documents and include: (a) review of the general ledger and the recording of all required journal entries, both quarterly and annually; (b) the preparation of the financial statements and the associated footnotes; and (c) the preparation and/or review of the federal and state income tax returns.

**5. Public Relations Consultant(s)**

None

**6. Investor Relations Consultant**

None

**7. Any other advisor(s) that assisted, advised, prepared or provided information with respect to this disclosure statement - the information shall include the telephone number and email address of each advisor.**

None

**Item XVI Management's Discussion and Analysis or Plan of Operation**

**A. Plan of Operation.**

**1. Describe the issuer's plan of operation for the next twelve months. This description should include such matters as:**

**i. a discussion of how long the issuer can satisfy its cash requirements and whether it will have to raise additional funds in the next twelve months;**

The Company made financial arrangement to fund the starting order of the product and inventories. Specifically, as it pertains to the Energy Drinks and Nutritional Drinks initial inventory. These assets will be purchased with 50,000 restricted shares and \$ 8,500.00 cash. The company intends to continue the sales and operations using the proceeds to re order the inventories. The sales plan and structure, involves a "just in time" manufacturing and fulfillment of the product. Under this arrangement, the manufacturer will also provide Fulfillment and shipping of the products direct to clients and members.

**ii. a summary of any product research and development that the issuer will perform for the term of the plan;**

The research and development of the line of product was performed Q 3, and Q 4 of 2010. The Starfest Direct Inc, in conjunction with a supplier, developed 3 lead products to launch.

- a. The leading product is a 32oz nutritional Drink, formulated specifically for the company.
- b. The second product is a 2oz energy shot, formulated specifically for the company.
- c. The third product is an energy drink product in a packet in a powder form, specifically formulated for the company, and designed for a quick and inexpensive "auto-ship" program.

The company intends to allocate 5% of NET income, as a research and development fund for future products.

**iii. any expected purchase or sale of plant and significant equipment;**

None

**iv. and any expected significant changes in the number of employees.**

None

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

**1. Full fiscal years.**

Through the Subsidiaries we provide a broad range of products and comprehensive services. Through our recently acquired Starfest Direct Inc, we are managing and providing service in our direct sales marketing component. This is designed to manage and calculate memberships and commissions, as they relate to each independent direct sales member/contractor.

**i. Any known trends, events or uncertainties that have or are reasonably likely to have a material impact on the issuer's short-term or long-term liquidity;**

The past several years our nation experienced financial difficulties and hardships particularly in the lack of new jobs and employment opportunities. We are creating cash flow programs and opportunities for a home based business and network sales and marketing genres. Our focus is to provide comprehensive and useful products for resale through our web portal direct

sales platform. In these economic times, the trends are very positive toward a possibility of an explosive growth in Direct Sales/Social Marketing space. While our parent company concentrated solely on collectable items, we are in a more consumables and highly nutritional market segment. Our energy drinks and nutritional products, are designed specifically for our company, and are not available elsewhere in retail, web or any other distribution sources. Our second layer of products and services that will be managed through our Starfest Direct Portal; involves commission's structures and payout utilizing our newly acquired equity positions with RETVi real estate program, and RDP Hospitality'd Keys2Cash systems.

**ii. Internal and external sources of liquidity;**

We are launching our nutritional and energy drinks direct sales initiative as well as continue to receive revenues from content productions and our acquired RETVi and RDP Hospitality sources. Our Energy Drinks and Nutritional products program is designed to be self-funding.

**iii. Any material commitments for capital expenditures and the expected sources of funds for such expenditures;**

Currently, the company made arrangements with a manufacturer and a formula provider for a large quantity of Energy Drinks and Nutritional Products to be provided as an initial inventory for the concept and product launch scheduled for Sept 15<sup>th</sup>, 2011. These items were procured by an agreement to issue the manufacturer 50,000 shares of Restricted 144 PBHG shares, and an \$ 8,500.00 cash deposit.

**iv. Any known trends, events or uncertainties that have had or that are reasonably expected to have a material impact on the net sales or revenues or income from continuing operations;**

The business model is designed to be a self-funding vehicle, upon the sales of the first batch of inventories. The high profit margin that is built into our products accounts for overhead and operating model of our plan, and consequent orders will be financed out of immediate sales. However, there is always a chance that the sales may not meet the forecast and may result in a company seeking funding through its PPM. (Private Placement Memorandum.)

**v. Any significant elements of income or loss that do not arise from the issuer's continuing operations;**

N/A

**vi. The causes for any material changes from period to period in one or more line items of the issuer's financial statements; and**

N/A

**vii. Any seasonal aspects that had a material effect on the financial condition or results of operation.**

N/A

**2. Interim Periods.**

The new management introduced and is operating a complete different business concepts and companies. Whereas previous business model involved Human Resources outsourcing, the Company's

current model involved content development and production, wrapped around a Network Marketing and Direct sales management and distribution. The company operated the sales model in the new entity, and the revenue comparison to previous year's performance by a completely different business plan is not productive. However, all of the previous liabilities and overhead that the company had, including all the contracts and debts, have been retained by the exiting entity, and therefore, with the exception of aforementioned Note to a shareholder for \$ 189,923.44, All the liabilities are eliminated from the current company.

### **C. Off-Balance Sheet Arrangements.**

- i. The Company does not have any off-balance sheet arrangements. The nature and business purpose to the issuer of such off-balance sheet arrangements;**

Not applicable.

- i The importance to the issuer of such off-balance sheet arrangements in respect of its liquidity, capital resources, market risk support, credit risk support or other benefits;**

Not applicable.

- iii. The amounts of revenues, expenses and cash flows of the issuer arising from such arrangements; the nature and amounts of any interests retained, securities issued and other indebtedness incurred by the issuer in connection with such arrangements; and the nature and amounts of any other obligations or liabilities (including contingent obligations or liabilities) of the issuer arising from such arrangements that are or are reasonably likely to become material and the triggering events or circumstances that could cause them to arise; and**

Not applicable.

- iv Any known event, demand, commitment, trend or uncertainty that will result in or is reasonably likely to result in the termination, or material reduction in availability to the issuer, of its off-balance sheet arrangements that provide material benefits to it, and the course of action that the issuer has taken or proposes to take in response to any such circumstances.**

Not applicable.

***2. As used in paragraph C of this Item XVI, the term off-balance sheet arrangement means any transaction, agreement or other contractual arrangement to which an entity unconsolidated with the issuer is a party, under which the issuer has:***

**Any obligation under a guarantee contract that has any of the characteristics identified in paragraph 3 of FASB Interpretation No. 45, Guarantor's Accounting and Disclosure Requirements for Guarantees, Including Indirect Guarantees of Indebtedness of Others (November 2002) ("FIN 45"), as may be modified or supplemented, and that is not excluded from the initial recognition and measurement provisions of FIN 45 pursuant to paragraphs 6 or 7 of that Interpretation;**

Not applicable.

- ii. A retained or contingent interest in assets transferred to an unconsolidated entity or similar arrangement that serves as credit,**

liquidity or market risk support to such entity for such assets;

Not applicable.

iii. Any obligation, including a contingent obligation, under a contract that would be accounted for as a derivative instrument, except that it is both indexed to the issuer's own stock and classified in stockholders' equity in the issuer's statement of financial position, and therefore excluded from the scope of FASB Statement of Financial Accounting Standards No. 133, Accounting for Derivative Instruments and Hedging Activities (June 1998), pursuant to paragraph 11(a) of that Statement, as may be modified or supplemented; or

Not applicable.

iv. Any obligation, including a contingent obligation, arising out of a variable interest (as referenced in FASB Interpretation No. 46, Consolidation of Variable Interest Entities (January 2003), as may be modified or supplemented) in an unconsolidated entity that is held by, and material to, the issuer, where such entity provides financing, liquidity, market risk or credit risk support to, or engages in leasing, hedging or research and development services with, the issuer.

Not applicable.

## Part E Issuance History

### Item XVII List of securities offerings and shares issued for services in the past two years

*List below any events, in chronological order, that resulted in changes in total shares outstanding by the issuer (1) within the two-year period ending on the last day of the issuer's most recent fiscal year and (2) since the last day of the issuer's most recent fiscal year. The list shall include all offerings of securities, whether private or public, and shall indicate:*

Since December 31, 2010, through the 12 months ending December 31, 2011, the following events have resulted in changes in total shares outstanding of our securities. None of the shares issued are registered under the Securities Act and therefore are restricted and bear a legend on restriction or transfer, unless they were issued under an exemption from registration under Rule 144.

### PBS Holding, Inc. Common Stock Issuances January 1, 2011 – December 31, 2011

Date	Name of Person or Entity	Nature of Each Offering	Jurisdiction	Number of Shares sold	Price shares were offered	Amount paid to the Issuer	Trading Status of the shares	Restrictive Legend
5/26/2011	Douglas Feeney	Dividend for ARTS	NY	25,000	1,000 to 1 dividend	Paid as a dividend to a shareholder	Restricted	Yes
6/01/2011	Jason Kirk	Dividend for ARTS	TX	3,477	1,000 to 1 dividend	Paid as a dividend to a shareholder	Restricted	Yes

06/08/2011	Artfest International Inc.	For Asset Purchase	TX	10,000,000	\$ .12	1,200,000	Restricted	Yes
06/12/2011	Roy Meadows	Debt Conversion	FL	1,000,000	\$ .01	N/A	Free Trading	No**
06/12/2011	Randall James	For Acquisition RETVi	TN	250,000	\$ 1.04	260,000	Restricted	Yes
06/12/2011	James Scott Tassan	Services	TX	1,000,000	\$ .01	N/A	Restricted	Yes*
06/12/2011	Edward Vakser	Services	TX	1,000,000	\$ .01	N/A	Restricted	Yes*
06/12/2011	Anzhelika Tassan	Services	TX	1,000,000	\$ .01	N/A	Restricted	Yes*
06/12/2011	Silverman family Trust	Investment	TN	250,000	\$ .10	\$ 25,000	Restricted	Yes
06/12/2011	NRG, Inc	Services	TX	1,000,000	\$.01	N/A	Restricted	Yes*
06/15/2011	Patrick C.Guillot	Services	TX	50,000	\$ 4.00	N/A	Restricted	Yes*
06/15/2011	Kevin Dillingham	Loan	TX	37,500	\$ 4.00	150,000	Restricted	Yes
06/23/2011	Dawn Berndt	Asset Acquisition	TX	18,750	\$ 4.00	75,000	Restricted	Yes
7/26/2011	Shirley Casavant	Services	TX	50,000	\$.01	N/A	Restricted	Yes*
8/15/2011	Boost Marketing	Services	FL	400,000	\$.01	N/A	Restricted	Yes*
9/6/2011	Jessica Asenjo	Debt Conversion	FL	200,000	\$.01	N/A	Free Trading	No**

9/6/2011	Tim Murray	Debt Conversion	FL	200,000	\$.01	N/A	Free Trading	No**
9/6/2011	James Skalko	Debt Conversion	FL	200,000	\$.01	N/A	Free Trading	No**
9/6/2011	Sunbelt Building Supply, Inc.	Debt Conversion	FL	200,000	\$.01	N/A	Free Trading	No**
9/6/2011	Robert Talbot	Debt Conversion	FL	200,000	\$.01	N/A	Free Trading	No**
9/7/2011	Randy Jacobs	Services	TX	1,000,000	\$.01	N/A	Restricted	Yes*
9/28/2011	NRG, Inc	Services	TX	2,000,000	\$.01	N/A	Restricted	Yes*
9/28/2011	Anzhelika Tassan	Services	TX	2,000,000	\$.01	N/A	Restricted	Yes*
9/28/2011	James Scott Tassan	Services	TX	2,000,000	\$.01	N/A	Restricted	Yes*
9/28/2011	Edward Vakser	Services	TX	2,000,000	\$.01	N/A	Restricted	Yes(
11/9/2011	Bonnie Sue Porterfield	Services	TX	1,000,000	.01	N/A	Restricted	Yes*
12/8/2011	Ron T. Briscoe	Services	IL	250,000	.01	N/A	Restricted	Yes*

\*Shares issued for Services are not registered and were issued under the provisions of Rule 506 of Regulation D of the Securities Act, and therefore are restricted and bear a restrictive legend. Shares were issued at par value per share of \$0.001.

\*\*Shares issued under a Debt Conversion are not registered under the Securities Act, and were issued as free-trading under an exemption from registration under Rule 144.

## **Part F Exhibits**

### **Item XVIII Material Contracts**

**A. Every material contract, not made in the ordinary course of business that will be performed after the disclosure statement is posted through the OTC Disclosure and News Service or was entered into not more than two years before such posting. Also include the following contracts:**

- 1. Any contract to which directors, officers, promoters, voting trustees, security holders named in the disclosure statement, or the Designated Advisor for Disclosure are parties other than contracts involving only the purchase or sale of current assets having a determinable market price, at such market price;**

None

- 2. Any contract upon which the issuer's business is substantially dependent, including but not limited to contracts with principal customers, principal suppliers, and franchise agreements;**

None

- 3. Any contract for the purchase or sale of any property, plant or equipment for consideration exceeding 15 percent of such assets of the issuer; or**

None

- 4. Any material lease under which a part of the property described in the disclosure statement is held by the issuer.**

None

**B. Any management contract or any compensatory plan, contract or arrangement, including but not limited to plans relating to options, warrants or rights, pension, retirement or deferred compensation or bonus, incentive or profit sharing (or if not set forth in any formal document, a written description thereof) in which any director or any executive officer of the issuer participates shall be deemed material and shall be included; and any other management contract or any other compensatory plan, contract, or arrangement in which any other executive officer of the issuer participates shall be filed unless immaterial in amount or significance.**

None

**C. The following management contracts or compensatory plans need not be included:**

- 1. Ordinary purchase and sales agency agreements;**

Not Applicable

- 2. Agreements with managers of stores in a chain organization or similar organization;**

Not Applicable

**3. Contracts providing for labor or salesmen's bonuses or payments to a class of security holders, as such; and**

Not Applicable

**4. Any compensatory plan that is available to employees, officers or directors generally and provides for the same method of allocation of benefits between management and non-management participants**

Not Applicable

**Item XIX Articles of Incorporation and Bylaws**

The Corporation has posted its articles of incorporation and amendments to articles of incorporation on [pinksheets.com](http://pinksheets.com) as of 2/28/2011.

- (i) Articles of Incorporation; and
- (ii) Amendment to Articles of Incorporation..

The corporation has posted its bylaws amendments to by laws on [pinksheets.com](http://pinksheets.com) as of 2/28/2011 (i) Company Bylaws

**Item XX Purchases of Equity Securities by the Issuer and Affiliated Purchasers**

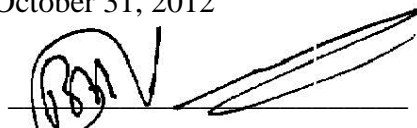
There has not been any purchase of equity securities by, or on behalf of, the Issuer or any "Affiliated Purchaser" of shares or other units of any class of the Issuer's equity securities.

**IX. Issuer's Certifications**

I, Robert Varma, President, Director, certify that:

1. I have reviewed this disclosure statement of PBS Holding, Inc.;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of 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.

October 31, 2012

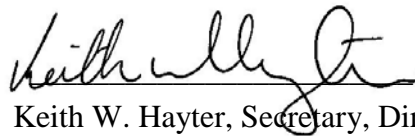
A handwritten signature in black ink, appearing to read 'Bobby Varma', is written over a horizontal line. The signature is stylized and includes a large 'V'.

Bobby Varma, President, Director

I, Keith W. Hayter, Secretary and Director, certify that:

1. I have reviewed this disclosure statement of PBS Holding, Inc.;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of 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.

October 31, 2012

A handwritten signature in black ink, appearing to read "Keith W. Hayter". The signature is written in a cursive style with a large, stylized initial "K".

Keith W. Hayter, Secretary, Director