FISCIAL YEAR END
2013

GRAND CAPITAL VENTURES, INC.

FOOTNOTES TO THE FINANCIALS

December 31, 2013

CUSIP NUMBER: 38526T101

PART A GENERAL COMPANY INFORMATION

Item 1: **<u>The Exact Name of the Issuer and its Predecessor (If Any)</u>**

The company was incorporated under the law of the state of Nevada on May 30th 1991 as Crowne Ventures, Inc and the company changed its name to Grade Capital Ventures, Inc in November of 2012. On October 28th 2013 the company completed domestication requirements pursuant to s. 607.1801 to the state of Florida.

<u>The Address of its Principal Executive Offices</u>

<u>Company Headquarters</u>
Address 1: 5405 NW 102nd Ave Suite 209E
Address 2: Sunrise, FL 33351
Phone: 440-832-1830
Email: Johncr22@cox.net
Website(s): www.grandcapitalventures.com
<u>IR Contact</u>
Email: johncr22@cox.net

SHARE STRUCTURE

Item 2: **<u>The Exact Title and Class of Securities Outstanding</u>**

The Company has two classes of capital stock consisting of 6,000,000,000 shares of Common Stock at 0.00001 par value and 165,000,000 shares of Preferred Stock. The Company's trading symbol is GRCV and CUSIP number is 38526T101.

<u>Authorized and Outstanding Shares by Class for the period ending December 31, 2013:</u>
Common Stock – 6,000,000,000 - $0.00001 per share – 275,052,545
Preferred Stock Class A - 5,000,000 - $0.00001 per share – 5,000,000
Preferred Stock Class B - 90,000,000 - $0.00001 per share – 200
Preferred Stock Class C - 20,000,000 - $0.00001 per share – -0-
Preferred Stock Class D - 50,000,000 - $0.00005 per share – -0-

Item 3: **<u>Interim Financial Statements</u>**

The accompanying financial statements for the Fiscal Year ended December 31, 2013 are incorporated in this disclosure statement. They include the balance sheet, statement of income, statement of cash flows, statement of changes in stockholders' equity, and financial notes.

Item 4: **<u>Management's Discussion and Analysis or Plan of Operation</u>**

Over the next twelve months, the Company will maintain its business operations. The Company intends to expand into new markets by aggressively seeking out candidates for mergers and acquisitions. Pending the availability of additional financing, it is anticipated that the Company can increase its budget requirements and continue to grow in its industry.

i) The Company is waiting on agreements with key candidate companies and plans to finalize and announce these agreements in Q1 and/or Q2 2014.
ii) The Company is also in negotiations with a certain company related to strengthening its position as a proponent of green, clean renewable energy.
iii) There are no material commitments for capital expenditures and the expected

sources of funds for such expenditures.
iv) There are no expected 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.
v) There are no significant elements of income or losses that do not arise from the issuer's continuing operations.
vi) There are no causes for any material changes from period to period in one or more line items of the issuer's financial statements.
vii) There are no seasonal aspects that had a material effect on the financial condition or results of operation.

The Company does not have any off-balance sheet arrangements.

Item 5: <u>Legal Proceedings</u>

None

Item 6: <u>Promissory Notes and Senior Securities</u>

On March 2nd, 2012, the company issued a note payable to Weinberger Consulting in the amount of $2,000. The note bears interest at the rate of 12% per annum and was due on March 2, 2013. The note is unsecured and is convertible into shares of the common stock of the Company as per the terms of the Convertible Promissory Note. As of December 31, 2013, the accrued interest thereon was $440.00

On March 2nd, 2012, the company issued a note payable to Al Mesa in the amount of $2,000. The note bears interest at the rate of 12% per annum and was due on March 2, 2013. The note is unsecured and is convertible into shares of the common stock of the Company as per the terms of the Convertible Promissory Note. As of December 31, 2013, the accrued interest thereon was $440.00

On March 2nd, 2012, company issued a note payable to a Ray Weisbein in the amount of $2,000. The note bears interest at the rate of 12% per annum and was due on March 2, 2013. The note is unsecured and is convertible into shares of the common stock of the Company as per the terms of the Convertible Promissory Note. As of December 31, 2013, the accrued interest thereon was $440.00

On March 2nd, 2012, the company issued a note payable to a Stuart Krost in the amount of $2,000. The note bears interest at the rate of 12% per annum and was due on March 2, 2013. The note is unsecured and is convertible into shares of the common stock of the Company as per the terms of the Convertible Promissory Note. As of December 31, 2013, the accrued interest thereon was $440.00

Since inception through the end of 2011, CEC has issued notes payable in the amount of $95,250 primarily for working capital purposes. The notes are unsecured, bear interest at the rate of 14% per annum and are due on demand. At December 31, 2013, the accrued interest thereon was $48,486.

In addition, during the year of 2010 CEC issued notes payable to another private investor in the amount of $909. The notes are unsecured, bear no interest and are due on demand.

As a result of the above, the total notes payable and accrued interest reflected in the accompanying financial statements as of At December 31, 2013, amounted to $104,159 and $50,246, respectively.

On December 29, 2009, company issued a note payable for services rendered in the amount of $40,000. The note bears interest at the rate of 12% per annum and was due on December 29, 2010. The note is unsecured and is convertible into shares of the common stock of the Company as per the terms of the Convertible Promissory Note.

On December 21, 2010, the company issued a note payable to private party in the amount of

$14,000. The note bears interest at the rate of 8% per annum and was due on December 21, 2011. The note is unsecured and is convertible into shares of the common stock of the Company as per the terms of the Convertible Promissory Note. As of December 31, 2013 the accrued interest was $3,360.00

On March 24, 2011, company issued a note payable to Weinberger Consulting in the amount of $150,000. On March 25, 2011, the note was amended. The note bears interest at the rate of 18% per annum, compounded daily and was due on March 24, 2012. The note is unsecured and is convertible into shares of the common stock of the Company as per the terms of the Convertible Promissory Note as amended. As of December 31,2013 the accrued interest was $74,700.

On April 2nd, 2014, the Company approved a partial assignment of the above listed "Weinberger Consulting" note to Lion of Judah Capital (LOJ) whereby LOJ purchased Fifty Thousand Dollars ($50,000.00) of the Convertible Promissory Note.

As a result of the above, the total notes payable and accrued interest reflected in the accompanying financial statements as of December 31, 2013, amounted to $204,000 and $97,260, respectively.

On March 26, 2013, the Company issued a note payable to a private company in the amount of $300,000 bearing interest of 12% per annum and is due on March 26, 2014. The note is unsecured and is convertible into the shares of common stock of the Company as per the terms of the Convertible promissory Note. As of December 31, 2013, the accrued interest thereon was $27,400.

On July 15, 2013, the Company issued a note payable to a Company Officer for unpaid salary in the amount of $36,000 bearing interest of 12% per annum and is due on July 25, 2014. The note is unsecured and is convertible into the shares of common stock of the Company as per the terms of the Convertible promissory Note. As of December 31, 2013, the accrued interest thereon was $1188.00

On July 15, 2013, the Company issued a note payable to a private company for services rendered in the amount of $27,000 bearing interest of 12% per annum and is due on or before July 15, 2014. The note is unsecured and is convertible into the shares of common stock of the Company as per the terms of the Convertible promissory Note. As of December 31, 2013, the accrued interest thereon was $810.00

The Company issued 250,000,488 shares of stock for a Joint Venture partnership. The Company valued this investment at the market rate of the stock at the close of business on January 25, 2013 that was .2250 per share and correspondingly impaired the investment to only reflect the future benefit estimate of the venture at 1 million.

Management has commenced an exhaustive review of the ten transaction list above and has concluded that all these transactions are all properly documented and verified. As a result of the review, the total notes payable and accrued interest reflected in the accompanying financial statements as of December 31, 2013, amounted to $670,200 and $185,470, respectively for GRCV consolidated.

Item 7: <u>Subsequent Events and Other Information</u>

The Company was incorporated on in 1991 at which time 2,057 shares of common stock were issued to the Company's Founder. In November 2012 the Company effectuated a 10,000 to 1 reverse stock split. The financials have been restated to reflect this split for all periods presented.

In July of 2011 the Company issued 24,771 shares of stock to settle a debt of $24,771. Also in July of 2011 the Company issued 19,929 shares at market for services valued at $1,992,900.

In February 2012, the Company issued 5,300 shares of stock for services valued at market which resulted in an expense $106,000.

On February 27, 2013 the Company issued 25,000,000 shares of stock for a reduction in debt of $25,000.

On March 26, 2013 the Company entered in a Purchase Agreement with WBC Holdings, a green and renewable energy consulting company, for 10% of their HomeGen Electrical Generator Product. The purchase entitles the Company to 10% of all net profits from the sales of the Product. At the time of the purchase the Company was not in a financial position to pay for the purchase in cash, so WBC Holdings agreed to take payment in the form of a $300,000 convertible promissory note. On June 25, 2014, after review by new management of the Company, the Company and WBC Holdings mutually agreed to an addendum to this Purchase Agreement which increased the Company's ownership of the Product, as well as the nets profits entitlement, from 10% to 30%.

On October 28, 2013 the Company wholly acquired Corporate Excellence Consulting Inc, including its subsidiaries DMD Lighting & Energy Control Systems Inc., a Florida corporation. The acquisition was paid for with 200 Series B Convertible Preferred shares of the Company and included all of the assets and liabilities of Corporate Excellence Consulting and its subsidiary, DMD Lighting & Energy Control Systems Inc., a Florida corporation.

On May 21, 2014, John Correnti was appointed as the President, CEO and a Director of the Company. Additionally, at this time, Michael Zoyes resigned from all positions with the Company.

On May 16, 2014, Steve Perlstein was appointed as a Director of the Company.

On May 27, 2014, Simon Dronfield was appointed as a Director of the Company.

On June 2, 2014, Kenneth Bar of Bart and Associates LLC was appointed as Counsel for the Company.

On June 12, 2014 the Company acquired Invest Smart Corp, a Florida company. The acquisition was paid for with 5 Series B Convertible Preferred shares of the Company and included all of the assets and liabilities of Invest Smart Corp.

On June 16, 2014 the Company acquired MVP Partners Corp, a Wyoming company. The acquisition was paid for with 5 Series B Convertible Preferred shares of the Company and included all of the assets and liabilities of MVP Partners Corp.

On June 16, 2014, the Company acquired Stelee Enterprises, Inc, an Ohio company ("SEI). The transaction occurred through a definitive share exchange and acquisition agreement, in which the company paid for all of the assets and liabilities of SEI with 4 Series B Convertible Preferred shares of the Company. SEI assets consist of Double and Single family residential housing in the Cleveland market and surrounding areas.

On August 26, 2014, the Company entered into an agreement to acquire Arive Holdings LLC, a Minnesota company ("AHL").The transaction will accurre through an acquisition agreement in which the Company will acquire 76% of the member units of AHL. AHL assets consist of a Full service FINRA Broker Dealer and member of SIPC, and as such the acquisition by the Company is subject to FINRA approval.

Item 8: **<u>Exhibits</u>**

None

Item 9. Basis of Presentation

The accompanying condensed unaudited financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("US GAAP"); however, they do not include all of the information and footnotes required by US GAAP for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring adjustments) considered necessary for a fair presentation have been included.

Management further acknowledges that it is solely responsible for adopting sound accounting practices, establishing and maintaining a system of internal accounting control and preventing and detecting fraud. The Company's system of internal accounting control is designed to assure, among other items, that 1) recorded transactions are valid; 2) valid transactions are recorded; and 3) transactions are recorded in the proper period in a timely manner to produce financial statements which present fairly the financial condition, results of operations and cash flows of the Company for the respective periods being presented

Item 10: Going Concern

As reflected in the accompanying financial statements, the Company had an accumulated deficit of $55,598,821 at December 31, 2013 and had a net/loss income of ($189,9933.00) for the twelve months ended December 31, 2013. While the Company is attempting to commence operations and generate revenues, the Company's cash position may not be significant enough to support the Company's daily operations. Management intends to raise additional funds by way of a public or private offering. Management believes that the actions presently being taken to further implement its business plan and generate revenues provide the opportunity for the Company to continue as a going concern. While the Company believes in the viability of its strategy to generate revenues and in its ability to raise additional funds, there can be no assurances to that effect. The ability of the Company to continue as a going concern is dependent upon the Company's ability to further implement its business plan and generate revenues.

The financial statements of the Company do not include any adjustments relating to the recoverability and classification of recorded assets, or the amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

Item 11: Development Stage Company

The Company is a development stage company as defined by section 915-10-20 of the Financial Accounting Standards Board ("FASB") Accounting Standards Codification. Although the Company has recognized some nominal amount of income since inception, the Company is still devoting substantially all of ·its efforts on establishing the business and, therefore, still qualifies as a development stage company. All losses, accumulated since inception, have been considered as part of the Company's development stage activities.

Use of Estimates

The preparation of financial statements in conformity with US GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Significant estimates include the estimated useful lives of property and equipment. Actual results could differ from those estimates.

Cash Equivalents

The Company considers all highly liquid investments with a maturity of three months or less when purchased to be cash equivalents.

Fair Value of Financial Instruments

The Company follows paragraph 825-10-50-10 of the FASB Accounting Standards Codification for disclosures about fair value of its financial instruments and paragraph 820-10-35-37 of the FASB Accounting Standards Codification ("Paragraph 820-10-35-37") to measure the fair value of its financial instruments. Paragraph 820-10-35-37 establishes a framework for measuring fair value in accounting principles generally accepted in the United States of America (U.S. GAAP), and expands disclosures about fair value measurements. To increase consistency and comparability in fair value measurements and related disclosures, Paragraph 820-10-35-37 establishes a fair value hierarchy which prioritizes the inputs to valuation techniques used to measure fair value into three (3) broad levels. The fair value hierarchy gives the highest priority to quoted prices (unadjusted) in active markets for identical assets or liabilities and the lowest priority to unobservable inputs. The three (3) levels of fair value hierarchy defined by Paragraph 820-10-35-37 are described below:

Level 1 Quoted market price available in active markets for identical assets or liabilities as of the financial reporting date.

Level 2 Pricing inputs other than quoted prices in active markets included in Level 1, which are either directly or indirectly observable in the reporting period.

Level 3 Pricing inputs that are generally observable inputs and not corroborated by market data.

The carrying amount of the Company's financial assets and liabilities, such as cash, prepaid expenses and accrued expenses approximate their fair value because of the short maturity of those instruments. The Company's notes payable approximate the fair value of such instruments based upon management's best estimate of interest rates that would be available to the Company for similar financial arrangements at December 31,2013.

Equipment

Equipment is recorded at cost. Expenditures for major additions and betterments are capitalized. Maintenance and repairs are charged to operations as incurred. Depreciation of equipment is computed by the straight-line method (after taking into account their respective estimated residual values) over the assets estimated useful life of three (3) or seven (7) years. Upon sale or retirement of equipment, the related cost and accumulated depreciation are removed from the accounts and any gain or loss is reflected in the statement of operations.

Impairment of Long-lived Assets

The Company follows paragraph 360-10-05-4 of the FASB Accounting Standards Codification for its long-lived assets. The Company's long-lived assets, which includes computer equipment is reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of the asset may not be recoverable.

The Company assesses the recoverability of its long-lived assets by comparing the projected undiscounted net cash flow associated with the related long-lived asset or group of long-lived assets over their remaining estimated useful lives against their respective carrying amounts. Impairment, if any, is base on the excess of the carrying amount over the fair value of those assets. Fair value is generally determined using the asset's expected future discounted cash flows or market value, if readily determinable. If long-lived assets are determined to be recoverable, but the newly determined remaining estimated useful lives are shorter than originally estimated, the net book values of the long- lived assets are depreciated over the newly determined remaining estimated useful lives.

Commitments and Contingencies

The Company follows 450-20 of the FASB Accounting Standards Codification to report accounting for contingencies. Liabilities for loss contingencies arising from claims, assessments, litigation, fines and penalties and other sources are recorded when it is probable that a liability has been incurred and the amount of the assessment can be reasonably estimated.

Revenue Recognition

The Company follows paragraph 605-1O-S99-1 of the FASB Accounting Standards Codification for revenue recognition. The Company will recognize 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) CV 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.

Income Taxes

The Company follows Section 740-10-30 of the FASB Accounting Standards Codification, which requires recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the financial statements or tax returns. Under this method, deferred tax assets and liabilities are based on the differences between the financial statement and tax bases of a sets and liabilities using enacted tax rates in effect for the fiscal year in which the differences are expected to reverse. Deferred tax assets are reduced by a valuation allowance to the extent management concludes it is more likely than not that the assets will not be realized. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the fiscal years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in the Statement of Income and Comprehensive Income in the period that includes the enactment date.

The Company adopted section 740-10-25 of the FASB Accounting Standards Codification ("Section 740-10-25") with regards to the uncertainty of income taxes. Section 740-10-25 addresses the determination of whether tax benefits claimed or expected to be claimed on a tax return should be recorded in the financial statements. Under Section 740-10-25, the Company may recognize the tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be greater than fifty percent (50%) likelihood of being realized upon ultimate settlement. Section 740-10-25 also provides guidance on de-recognition, classification, interest and penalties on income taxes, accounting in interim periods and requires increased disclosures. The Company had no material adjustments to its liabilities for unrecognized income tax benefits according to the provisions of Section 740-10-25.

Net Income (Loss) per Common Share

Net income (loss) per common share is computed pursuant to section 260-10-45 of the FASB Accounting Standards Codification. Basic net income (loss) per common share is computed by dividing net income (loss) by the weighted average number of shares of common stock outstanding during the period. . Diluted net income (loss) per common share is computed by dividing net income (loss) by the weighted average number of shares of common stock and potentially outstanding shares of common stock during the period. The weighted average number of common shares outstanding and potentially outstanding common shares assumes that the Company incorporated as of the beginning of the first period presented. There were no potentially di1lutive shares outstanding as of December 31, 2013 and December 31, 2012.

Cash Flows Reporting

The Company adopted paragraph 230-10-45-24 of the FASB Accounting Standards Codification for cash flows reporting, classifies cash receipts and payments according to whether they stem from operating, investing, or financing activities and provides definitions of each category, and uses the indirect or reconciliation method ("Indirect method") as defined by paragraph 230-10- 45-25 of the FASB Accounting Standards Codification to report net cash flow from operating activities by adjusting net income to reconcile it to net cash flow from operating activities by removing the effects of (a) 11 deferrals of past operating cash receipts and payments and all accruals of expected future operating cash receipts and payments and (b) all items that are included in net income that do not affect operating cash receipts and payments. The Company reports the reporting currently equivalent of foreign currency cash flows, using the current exchange rate at the time of pie cash flows and the effect of exchange rate changes on cash held in foreign currencies is reported as a separate item in the reconciliation of beginning and ending balances of cash and cash equivalents and separately provides information about investing and financing activities not resulting in cash receipts or payments in the period pursuant to paragraph 830-230-45-1 of the FASB Accounting Standards Codification.

Subsequent Events

The Company follows the guidance in Section 855-10-50 of the FASB Accounting Standards Codification for the disclosure of subsequent events. The Company will evaluate subsequent events through the date that the financial statements were issued.

Recently Issued Accounting Pronouncements

The Company has reviewed the implemented and proposed accounting pronouncements issued by the various regulatory authorities as of December 31, 2013 and has determined that the guidance provided therein is either not applicable to the Company nor will they have a significant impact on the financial statements presented herein.

Commitments and Contingencies

The Company follows subtopic 450-20 of the FASB Accounting Standards Codification to report accounting for contingencies. Liabilities for loss contingencies arising from claims, assessments, litigation, fines and penalties and other sources are recorded when it is probable that a liability has been incurred and the amount of the assessment can be reasonably estimated.

Item 12: **Certification**

I, John Correnti, certify that:

1. I have reviewed this Year End 2013 Issuer Information and Footnotes of Grand Capital Ventures, Inc.

2. Based on my knowledge, these footnotes to the financial statements does not contain any untrue statements of material fact or omit to state a material fact necessary to make the statements made, in the 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 these footnotes to the financial statements, fairly present in all material respects the financial condition, results of operations, cash flows of the issuer as of, and for, the periods presented in the referenced financial statement.

Dated: November 4, 2014

/s/ John Correnti Name:
John Correnti
Title: CEO/President/Director