

**ISSUER INFORMATION DISCLOSURE
FOR QUARTER ENDED SEPTEMBER 30, 2018**

October 12, 2018



World Poker Fund Holdings, Inc.
(a Delaware Corporation)

**TRADING SYMBOL: WPFH
CUSIP NUMBER: 98160D 101**

ISSUER'S EQUITY SECURITIES:

Voting Common Stock, \$0.0001 par value, 250,000,000 Shares authorized

Issued and Outstanding Common Shares at September 30, 2018: 53,696,938

Preferred Stock, \$0.0001 par value, 5,000,000 Shares authorized

**Issued and Outstanding Preferred Shares at September 30, 2018: 1,000,000
(Series A Convertible Preferred Shares)**

TRANSFER AGENT:

**Continental Stock Transfer & Trust
17 Battery Place, New York, NY 10004
Telephone 212-845-3299**

World Poker Fund Holdings, Inc.

September 30, 2018

Information required for compliance with the provisions of the OTC Markets Guidelines for Providing Adequate Current Information

PART A GENERAL COMPANY INFORMATION

Item 1: The exact name of the Issuer and its predecessor (if any) and the dates of any name changes.

Name of Issuer: World Poker Fund Holdings, Inc.

Predecessor Entities (by name change):

Crown City Pictures, Inc. (until November 21, 2014)

American Post Tension, Inc. (until June 30, 2011)

Magic Communications, Inc. (until September 24, 2007)

Item 2: The address of the Issuer's principal executive offices.

714 W. Olympic Blvd.
Suite 450
Los Angeles, CA 90015

- i. Telephone Number: (626) 466-9734
- ii. Website URL: www.worldpokerfund.com
- iii. Person responsible for Issuer's investor relations:

Eddie Kwong
714 W. Olympic Blvd.
Suite 450
Los Angeles, CA 90015
Telephone: (626) 466-9734
E-mail: investors@worldpokerfund.com

Item 3: Security Information

World Poker Fund Holdings, Inc. is a Delaware Corporation, which was originally formed as a New York corporation under the name Magic Communications Group, Inc. on January 16, 1997 and was then reincorporated in Delaware in November 2002. On September 24, 2007, the corporate name was changed to American Post Tension, Inc. as the result of an acquisition. On June 30, 2011, the Company

acquired Crown City Pictures, Inc., a Florida corporation and changed its corporate name to Crown City Pictures, Inc. on that date as part of the acquisition. Effective November 21, 2014, the Company amended its Certificate of Incorporation to change its corporate name to World Poker Fund Holdings, Inc., as part of the acquisition of World Poker Fund, Inc., which closed in May, 2015. The Company has never been a shell company.

The exact title and class of securities outstanding.

Common Stock, par value \$0.0001:

As of September 30, 2018, there were 53,696,938 common shares issued and outstanding.

Preferred Stock, par value \$0.0001:

5 million preferred shares authorized, 1,000,000 Series A Convertible Preferred Stock issued and outstanding at December 31, 2016 and December 31, 2017, respectively.

The Series A Convertible Preferred Stock carries voting power equal to 51 percent of all classes of stock entitled to vote on any manner, and is convertible at the election of the holder into 51 percent of the resulting common stock thereafter issued and outstanding.

Number of shares or total amount of the securities outstanding for each class or securities authorized.

Common stock:

(i)	Period end date:	<u>September 30, 2017</u>
(ii)	Number of common shares authorized	250,000,000
(iii)	Number of shares outstanding:	53,696,938
(iv)	Freely tradable shares (public float):	5,262,307
(v)	Total number of restricted shares:	48,434,631
(vi)	Total number of shareholders of record:	291

Preferred stock:

(i)	Period end date:	<u>September 30, 2018</u>
(ii)	Number of preferred shares authorized	5,000,000
(iii)	Number of preferred shares outstanding:	1,000,000
(iv)	Freely tradable shares (public float):	NA
(v)	Total number of shareholders of record:	1

The name and address of the transfer agent.

Continental Stock Transfer & Trust
17 Battery Place
New York, NY 10004

This transfer agent is registered under the Exchange Act. The regulatory authority of this transfer agent is the Securities and Exchange Commission.

There are no restrictions on the transfer of any securities issued by the Issuer other than restrictions under applicable federal and state securities laws.

There have been no trading suspension orders issued by the SEC at any time.

There have been no stock splits, stock dividends, recapitalizations, mergers, spin-offs or reorganizations either currently anticipated or that occurred within the past 12 months.

During the past 12 months, the Issuer has undertaken the following transactions:

In December 2017, we secured a coveted online gaming license in Spain. To maximize this new online gaming license, we partnered with VXL Payment Solutions, a global merchant services company, which is a leader in merchant services and payment processing for online casinos. We will continue to expand our gaming offerings by securing a license to run an online gaming casino in Castilblanco, Spain as a sub-licensee. These talks continue as we seek to secure an additional sub-license for a land-based casino license in Castilblanco, Spain.

In February 2018, we signed a manufacturing agreement with Neotech C&C of South Korea. Neotech will become the primary manufacturer for all slot machines for us and the exclusive manufacturer for all smart technologies for all of WPFH-branded resorts and developments across the world. As part of the agreement, we will develop its first PLAY All-Inclusive Resort on part of Neotech's 50-acre campus in Saejoongsi Hanok Town, South Korea. The Play Resort will include a state of the art sports and fitness camp and will look to partner with the local government to bring professional athletes from the US and the world to teach and educate Korean youth on sports training and fitness.

In April 2018, we signed an agreement to acquire all of the assets of The Crypto Market for 100,000 shares of common stock, a digital currency vending machine business and cryptocurrency mining equipment company at the mutually agreed upon stack valuation of \$1/share.

In May 2018, we signed an agreement with Picking Duck, Inc, for 5,000,000 shares in a stock for stock acquisition. This is inclusive of the shares of all shareholders within Picking Duck and all the assets. The assets include a fantasy sportsbook, which is currently available for download on the iTunes store.

In May 2018, we signed an agreement to develop a program to further develop along with Picking Duck's platform of educating the public on sports betting. The program is entitled "Beat the Bookie" which is a rotating talking heads format wherein various "bookies, handicappers and professional sports commentators" will discuss sports and sports betting from the book maker's perspective. The concept and format was created by Brian Burkhardt, who has produced several well regarded gaming/gambling documentaries, including "Poker Bust Outs" and the upcoming documentary "Where's Vinny" the story of comedian and "degenerate gambler" Vinny Favorito.

PERSONAL WAGER APPLICATION

On July 9, 2018, WPFH finalized the acquisition of the software/application of Personal Wager. A Peer-to-Peer betting application from DesignTech Software Labs (DTSL) for 450,000 shares of common stock of WPFH.

In furtherance of WPFH's plan to expand its gaming and betting platforms, WPFH plans to integrate the Peer-to-Peer technology into its existing platform, Picking Duck. This will allow for all users, new and old, to bet directly with and to challenge their friends on the winners of sporting events.

WPFH will license the technology in its current format to PW, which is already planning to roll out the app in Asia and Europe initially. WPFH will work on integrating this Peer-to-Peer betting technology into its existing platform, Picking Duck™. The Peer-to-Peer betting technology will allow friends to challenge and bet directly with their friends on sporting events.

As part of the licensing deal and in a show of confidence in a hopefully growing relationship with WPFH, PW has agreed to purchase 1 million WPFH shares at an agreed upon valuation of \$2.50 per share, based on the potential of the new license arrangement, in a private placement deal with WPFH.

WPFH is selling the foreign rights to its recently acquired Peer-to-Peer betting technology and will be retaining the US rights and will continue with its plans to integrate the Peer-to-Peer Betting technology with its other recently acquired app Picking Duck. WPFH sold it for \$2.5 million.

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 jurisdictions 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.

The Issuer has engaged in no public offerings of stock in the past two fiscal years or in the current fiscal year through September 30, 2018. As of January 1, 2016, there were 31,342,743 common shares outstanding. As of September 30, 2018, there are 53,696,938 common shares outstanding, an increase of 22,354,195.

During the fiscal year ended December 31, 2016, the Issuer issued a total of 1,383,000 shares on conversion of multiple convertible notes outstanding from 2011, prior to the current business of the Issuer. The Issuer also issued shares in connection with several acquisitions, as follows:

Cancellation of acquisition deposit	(200,000)	
Acquisition of Real Deck Incorporated	10,000,000	
Acquisition of Recruiter.com, Inc.	2,000,000	
Non-refundable deposit for acquisition of Universal Entertainment	<u>135,416</u>	
Total acquisition related		11,935,416
Total conversion shares		<u>1,383,000</u>
Total shares issued in 2016		13,318,416

At December 31, 2016, there were 44,661,159 common shares outstanding.

During the fiscal year ended December 31, 2017, the Issuer issued a total of 1,603,000 shares on conversion of multiple convertible notes outstanding from 2011, prior to the current business of the Issuer.

The Issuer also issued shares in connection with several transactions, as follows:

Issued shares to Cicero Consulting Group for cash in the amount of \$35,000 in a private placement under Section 4 of the “34 Act	162,779
Joint venture investment in Celebrity VR Gaming	500,000
Issued shares in a proposed acquisition with USH Productions	65,000

Issued shares as consulting compensation at then current market price to Dennis Cameron, before he became a director and President of the Issuer	<u>500,000</u>
Total other shares issued	1,227,779
Total conversion	<u>1,603,000</u>
Total shares issued in 2017	2,830,779

At December 31, 2017, there were 47,491,938 common shares outstanding.

During fiscal year 2018, through September 30, 2018, the Issuer issued a total of 2,005,000 shares on conversion of multiple convertible notes outstanding from 2011, prior to the current business of the Issuer.

The Issuer also issued shares in connection with several transactions, as follows:

Acquisition of valued at \$2,000,000	4,000,000
Compensation to StockVest for marketing services	<u>200,000</u>
Total other shares issued	4,200,000
Total conversion shares issued	<u>2,005,000</u>
Total shares issued in 2018 to September 30	6,205,000

At September 30, 2018, there were 53,696,938 common shares outstanding.

All of the offerings were private offerings under Section 4 or 5 of the '34 Act and were made without registration with the SEC or any state regulatory authority. The shares were issued as conversion shares under pre-existing convertible notes, as consideration in acquisitions from unrelated parties, as compensation at the then current market price, and, in one instance, as a one-time cash investment at market value. All of the shares issued except the conversion shares, were issued with transfer restrictions printed on the certificates and none of the shares have been offered or sold in the market to date. The shares issued in the conversions of convertible notes were issued as free trading shares under Rule 144, with appropriate legal opinions acceptable to the Issuer and the transfer agent.

Item 5 Financial Statements

Financial information for the Issuer's most recent fiscal period. The Issuer shall provide the following financial statements for the most recent fiscal period (whether fiscal quarter or fiscal year):

- 1) **Balance sheet:**
- 2) **Statement of income:**

- 3) **Statement of cash flows:**
- 4) **Financial notes:**
- 5) **Audit letter, if audited:**

N/A

Consolidated financial statements of the Issuer and its subsidiaries for the fiscal quarter ended September 30, 2018, with footnotes, are attached as Schedule A. The consolidated financial statements include the financial results of both the Company and its wholly-owned subsidiaries, World Poker Fund, Inc., WPF Interactive, Inc. and World Poker Fund Hospitality, Inc.

All such financial statements are incorporated by reference. The financial statements have been prepared by management in accordance with GAAP.

Comparative financial statements for the fiscal years ended December 31, 2015 and 2014, with footnotes, were attached to the Disclosure Statement filed by the Company for the year ended December 31, 2015. Consolidated financial statements for the fiscal years ended December 31, 2017 and 2016 were filed with the Annual Disclosure Reports filed by the Company for those periods. Disclosure reports for the fiscal quarters ended March 31, 2018 and June 30, 2018 and September 30, 2017 also are on file on the OCTIQ reporting system, with complete financial statements.

Item 6. The nature of the Issuer's business.

A. Business Development

1. The form of the organization of the Issuer:

World Poker Fund Holdings, Inc. is a Delaware corporation. It currently has three operating subsidiaries, World Poker Fund, Inc., a Nevada corporation, WPF Interactive, Inc., a Nevada corporation, and World Poker Fund Hospitality, Inc., a Florida corporation. A fourth subsidiary, RealDeck Incorporated, a Nevada corporation, is inactive and the Issuer has demanded rescission and arbitration of the acquisition transaction.

2. The year the Issuer (or any predecessor) was organized:

World Poker Fund Holdings, Inc. is a Delaware corporation, which was originally formed as a New York corporation under the name Magic Communications Group, Inc. on January 16, 1997 and was then reincorporated in Delaware in November 2002. On September 24, 2007, the corporate name was changed to American Post Tension, Inc. as the result of an acquisition. On June 30, 2011, the Company acquired Crown City Pictures, Inc., a Florida corporation and changed its corporate name to Crown City Pictures, Inc. on that date as part of the acquisition. On November 21, 2014, the Company amended its

Certificate of Incorporation to change its corporate name to World Poker Fund Holdings, Inc. The Company anticipates changing its corporate name to WPF Holdings to better reflect its expanded business model.

3. The Issuer's primary and secondary SIC Codes:

Primary – 7900

Secondary – 7999, 7997

4. The Issuer's fiscal year end date:

The Issuer's fiscal year end date is December 31.

4. Whether the Issuer (and/or any predecessor) has been in bankruptcy, receivership or any similar proceeding:

Neither the Issuer nor any predecessor has been in bankruptcy, receivership or any similar proceeding.

5. Any material reclassification, merger, consolidation, or purchase or sale of a significant amount of assets not in the ordinary course of business:

None during the quarter ended September 30, 2018.

6. Any default of the terms of any note, loan, lease, or other indebtedness or financing arrangement requiring the Issuer to make payments:

None

7. Any change of control:

None during the period ended September 30, 2018.

8. Any increase of 10% or more of the same class of outstanding equity securities:

None during the quarter ended September 30, 2018.

9. Any past, pending or anticipated stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization:

On January 6, 2015, the Company completed a 1 for 150 reverse split, reducing the number of shares of common stock outstanding to 1,007,135 common shares. In March

2015, the Company completed the acquisition of World Poker Fund, Inc. as a result of which an additional 28,925,800 common shares were issued to the former shareholders of World Poker Fund, Inc. In June, 2016, the Company acquired all of the issued and outstanding stock of RealDeck Incorporated. In November, 2017, the Company demanded rescission of the acquisition for misrepresentations and alleged fraud and demanded arbitration as provided in the acquisition agreement.

10. Any delisting of the Issuer's securities by any securities exchange or deletion from the OTC Bulletin Board:

The company previously was a fully reporting company under Section 12(g) of the Securities Exchange Act of 1934. In March 2013, the Company filed a Form 15 terminating its reporting obligations. As a result, the Company was delisted from the OTC Bulletin Board. The common shares continue to trade on the OTC Pink Markets under the symbol WPFH and the Company is current on all of its filings, to the SEC or OTCIQ.

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.

Mr. Mills filed a lawsuit demanding payment on a promissory note relating to the prior RealDeck Incorporated acquisition. Mr. Mills falsely states that he has completed all requirements required for payment, however, he has failed to complete several requirements, one of which is to complete the transfer of all patents, intellectual property and the like relating to the acquisition of RealDeck by WPFH. Similar to Mr. Mills dismissed arbitration demand, this promissory note is an exhibit of the RealDeck acquisition by WPFH.

B. Business of Issuer

DIGITAL CURRENCY VENDING MACHINE

We have secured 5 locations in the Greater Los Angeles area that will host the digital currency vending machines, and will continue to seek out locations including cannabis dispensaries, casinos, and near college campuses. Our goal is to simplify the buying and liquidation of digital currency, we intend to provide an alternative payment solution and also make international fund transfers more efficient. We plan on providing a revenue share of our earned transaction fees initially to be more enticing to our potential location partners.

We are in talks with several other larger partners to secure many more locations with the hope that some of the locations will hold several machines. We plan to roll out between 25-75 locations each of the next several years. One potential partnership has between 80-

100 locations within the United States at present and will be launching a rapid expansion program for their locations which we could tie in to.

Additionally, we plan to tie in our vending machines to fundraising for non-profits. Any qualified charity/non-profit will be able to register with our company/platform and generate a code/key that they can provide to the machine during any transaction. We will then take a percentage of the fee generated (somewhere between 15-25% of the transaction fee) and pay that to the registered charity/non-profit.

We hope to provide an incentive for our users plus providing an opportunity to raise funds for any charity/non-profit of our customer's choosing.

We anticipate that based on current industry standards we will be able to generate between \$2,000 to \$50,000 per machine per month depending on the type of currency and the number and amount of transactions at the given machine.

DIGITAL CURRENCY MINING EQUIPMENT

We have acquired the assets of The Crypto Market. Through The Crypto Market, we will be marketing and selling cryptocurrency mining equipment for businesses in the digital currency mining business.

The cryptocurrency mining equipment market was valued at US\$ 838.4 million in 2016 and is projected to reach US\$ 16,377.2 million by 2025, exhibiting a CAGR of 18.68 percent over the forecast period according to a Global Cryptocurrency Mining Equipment Market Report published by Coherent Market Insights.

DIGITAL CURRENCY PAYMENT PLATFORM

We are contemplating rolling the OPSTI platform into and with the Cryptocurrency Vending Machines. We hope that this will allow for a more robust system in both the vending machines, wallets and potentially Point of Sale software as it relates to Cryptocurrency.

OPSTI™, a cross-exchange currency management solution, consumer wallet services, as well as other on-line cryptocurrency payment services. OPSTI™ allows individuals and organizations a centralized service for the management of their cryptocurrency portfolio and the integration of a consumer-based wallet that enables the transformation of cryptocurrency for purchase of goods through fiat currency. OPSTI™ is an end to end solution facilitating full cryptocurrency management and life cycle services from purchase to sale across virtually all venues, ranging from individual peer to peer transfer to currency exchanges.

CRYPTOCURRENCY

We had partnered and were planning to be a participating partner in several Initial Coin Offerings (“ICO”), however, given the complex and changing regulatory environment, we think it better to participate through our Cryptocurrency vending machines. We can still offer and partner with the cryptocurrency & digital coins that we had planned to be involved with. This will allow us to focus on channels of implementation and payment processing and the like for all various types of cryptocurrency.

GAMING ASSETS & JOINT VENTURES

We will, on a continuous basis, procure and evaluate asset acquisitions, business combinations, and strategic partnerships which will increase our brand recognition and earnings.

PICKING DUCK – FANTASY & REAL MONEY SPORTS APP

We are seeking to strengthen our presence in the Fantasy Sports & Sports Betting Market with the acquisition of *Picking Duck*. With the Supreme Court recently overturning “Professional and Amateur Sports Protection Act” (PASPA), many states have started to prepare new laws.

Eilers & Krejcik Gaming, a boutique research firm, estimates that the U.S. regulated sports betting market could reach over \$6 Billion in annual revenue by 2023 (See Eilers & Krejcik Gaming - Regulated Sports Betting: Defining The U.S. Opportunity, September 2017). Current estimates of offshore (and illegal sports betting) U.S. sports betting revenue to be between \$2-3 Billion annually.

Picking Duck has been an active leader in the Fantasy Sports & Sports Betting arena for many years, recently having placed 2nd at the Fantasy Sports Trade Association’s Winter 2018 Pitch Competition. Picking Duck’s iOS app is free to download and is currently the highest rated Fantasy Sportsbook App available.

The two biggest and well known competitors to Picking Duck are actually Fantasy Sports Apps, which is not a sportsbook and not useable for direct sportsbetting. Additionally, neither of the major competitors in this space are publicly traded, thus preventing investors from readily and easily investing in this burgeoning market.

Given the design of Picking Duck’s app as a Fantasy Sportsbook, it will only take minor adjustments to take the app from a fantasy app to a real money sports betting app and/or platform. However, WPFH will be launching a sister platform/app for Real Money Sports Betting called “Golden Goose Sportsbetting”. This will allow for Picking Duck to focus on education of the population and getting users familiar with how to make sports picks.

Given that Picking Duck is the only Sportsbetting App (Fantasy or Real Money) that is owned by a publicly traded company available for download on iOS/iTunes, WPFH is further along than any other competitors within the US market. WPFH is primed and ready to lead the marketplace in this brand new industry.

There is still a lot to unpack and the path forward is unclear given that every state will be set to issue rules, regulations and license requirements for Real Money Sportsbetting. While the states take the next several months (or longer) to work out their new rules and regulations, WPFH will still be able to market the Picking Duck App, as it is not Real Money and is a Fantasy Sportsbetting App, thus allowing for its continued use.

WPFH plans to work with and partner with casinos, sports bars and other key sports leaders to white/private label the Picking Duck App to assist our partner's clientele with the world of sports betting. Example: Bob's Fantasy Sportsbook, powered by Picking Duck. Thus helping bringing value add and educating our Partner's clientele to prepare them for the lucrative opportunities in Sportsbetting.

PLAY CASINOS

We have signed a manufacturing agreement with Neotech C&C of South Korea. Neotech will become the primary manufacturer for all slot machines for us and the exclusive manufacturer for all smart technologies for all of WPFH-branded resorts and developments across the world.

As part of the agreement, we will develop its first PLAY All-Inclusive Resort on part of Neotech's 50-acre campus in Saejoongsi Hanok Town, South Korea. The Play Resort will include a state of the art sports and fitness camp and will look to partner with the local government to bring professional athletes from the US and the world to teach and educate Korean youth on sports training and fitness.

Neotech C&C was founded by Kyung Choo, who worked for LG for 15 years. From there, Mr. Choo started BLK Corporation, a leader in developing the latest in TV & Tablet screen technologies. Mr. Choo is also known for creating the world's first tablet and pioneering TV thin-screen technologies and other major TV components for LG and related companies.

We plan to work with Neotech to help further the goal of creating the most environmentally friendly resort possible. We anticipate that PLAY Resorts and PLAY Casinos will need tens of thousands of TVs and tablets for its developing international resorts. To that end, WPFH has placed an initial order of 1,000 TVs (valued at \$1.6 million US Dollars) and plans to expand on that order by placing an initial order for 500 slot machines and 2,500 tablets as we ramp up the development of its PLAY Resorts and PLAY Casinos.

WPF POKER PLATFORM

We have acquired a proprietary gaming engine from the Interactive Gaming Development Group of Bulgaria. This platform will accommodate Texas Hold'em, Omaha, Omaha High, Omaha Low, 7 Card Stud, 5 Card Stud, Roulette, and Blackjack gaming. The platform is also the backbone of America Loves Poker.

RECRUITER.COM

We have teamed up with Recruiter.com in a joint venture to provide recruiting related services for the gaming vertical. Recruiter.com Gaming Group, LLC, owned equally by the Company and Recruiter.com, Inc., will focus on permanent placement and consulting jobs specific to the gaming space. The goal is to bring in casinos from all over the country, as well as leverage the star power that World Poker Fund Holdings has established to drive visibility both in terms of employers and applicants. WPFH is aligned with celebrities that have over 30 million followers which could be leveraged to promote the partnership. See, www.recruiter.com

VIRTUAL REALITY

We have entered into a joint venture agreement with Global 3DVR Steaming Corporation. We plan to distribute VR gaming and entertainment content, enabling our players and viewership a VR experience.

PERSONAL WAGER APPLICATION

On July 9, 2018, WPFH finalized the acquisition of the software/application of Personal Wager. A Peer-to-Peer betting application from DesignTech Software Labs (DTSL) for 450,000 shares of common stock of WPFH.

In furtherance of WPFH's plan to expand its gaming and betting platforms, WPFH plans to integrate the Peer-to-Peer technology into its existing platform, Picking Duck. This will allow for all users, new and old, to bet directly with and to challenge their friends on the winners of sporting events.

WPFH will license the technology in its current format to PW, which is already planning to roll out the app in Asia and Europe initially. WPFH will work on integrating this Peer-to-Peer betting technology into its existing platform, Picking Duck™. The Peer-to-Peer betting technology will allow friends to challenge and bet directly with their friends on sporting events.

As part of the licensing deal and in a show of confidence in a hopefully growing relationship with WPFH, PW has agreed to purchase 1 million WPFH shares at an agreed upon valuation of \$2.50 per share, based on the potential of the new license arrangement, in a private placement deal with WPFH.

WPFH is selling the foreign rights to its recently acquired Peer-to-Peer betting technology and will be retaining the US rights and will continue with its plans to integrate the Peer-to-Peer Betting technology with its other recently acquired app Picking Duck. WPFH sold it for \$2.5 million.

REVENUE STREAMS

DIGITAL CURRENCY

Our Digital Currency revenues will be derived from:

- 1) *Mining Equipment Sales*
- 2) *Transaction Fees - Digital Currency Vending Machine*
- 3) *Transactions Fees - Digital Wallet*
- 4) *Transaction Fees & Sales – Picking Duck Fantasy Sportbook*
- 5) *Sponsorship & Licensing – Picking Duck Fantasy Sportsbook*

ONLINE POKER & SOCIAL GAMING

We anticipate the bulk of the poker and social gaming platforms to generate revenues by consulting/management/royalty fees, virtual chips, memberships, and advertising.

CASINO DEVELOPMENT & SERVICES

Depending on the arrangement agreed upon with the Indian tribes, revenue streams will be generated by royalties, consulting, and management fees.

Currently, through our Joint Venture with Chairman Films, LLC, we have obtained the rights to license the 4Kings brand. We anticipate licensing royalties commencing in 2018.

Item 7: The nature and extent of the Issuer's facilities.

The assets:

The Company and its subsidiaries now operate primarily as service providers, so assets are minimal, other than cash and receivables and intangibles.

Properties or facilities:

The Issuer has no owned properties or facilities. The Company now operates from leased office space in Los Angeles, CA, and through its joint venture partners in Las Vegas, NV and New York, NY.

Location of principal plants and other property of the Issuer:

Los Angeles, CA

Description of the condition of the property(ies):

Not applicable

If the issuer does not have complete ownership or control of the property, (for example, if others also own the property or if there is a mortgage on the property), describe the limitations on the ownership:

The Company now operates from leased office space in Los Angeles, CA. The landlord is an unrelated commercial company.

Item 8 The name of the Chief Executive Officer. Members of the Board of Directors, as well as control persons.

A. Officers, Directors and Control Persons. Include the following for each such person:

Board of Directors

A. Travis Kasper

1. Name: Travis Guevara Kasper

2. *Business Address:*

714 W. Olympic Blvd.
Suite 450
Los Angeles, CA 90015

3. Employment History:

Mr. Kasper is a business owner, entrepreneur and attorney who was born and raised in Southern California. He has expertise in business continuity, business logistics, regulatory & legal compliance, working with businesses that are pushing boundaries, both geographically and technologically.

EDUCATION

LL.M., Taxation – Georgetown University Law Center, 2009

J.D. – Loyola Law School, 2008

B.F.A., Film Production – Chapman University, 2004

4. *Board memberships and other affiliations:*

Mr. Kasper is the principal of Periodic Holdings, Inc., a Delaware corporation which is the owner of the Series A Preferred Stock and the controlling owner of the Company.

5. *Compensation by the Issuer:*

None currently

B. Francisco de Borbon, Director

1. *Name:* Francisco de Borbon

2. *Business Address:*

714 W. Olympic Blvd.
Suite 450
Los Angeles, CA 90015

3. *Employment History (include previous employers for the past 5 years, positions held, responsibilities and employment dates):*

Mr. Borbon is the current Duke of Seville. He was elected as the 48th Grand Master of the Order of Saint Lazarus in 1996 in Santa Maria dell Passione, Milan, Italy. Mr. Borbon is a businessman and has been involved in banking, real estate and other commercial activities.

4. *Board memberships and other affiliations:*

Not applicable

5. *Compensation by the Issuer:*

None currently

C. Dennis Cameron, Director and President

D.

1. *Full Name:* Dennis Cameron

2. *Business Address:*

714 W. Olympic Blvd.
Suite 450
Los Angeles, CA 90015

3. *Employment History (include previous employers for the past 5 years, positions held, responsibilities and employment dates):*

Board memberships and other affiliations:

Not applicable

5. *Compensation by the Issuer:*

Mr. Cameron received 500,000 shares of common stock during the Fourth Quarter of 2017 as compensation, valued at \$190,000..

1. *Number and class of the Issuer's securities beneficially owned:*

500,000 common shares

E. had Gordon, Director, Esq.

1. *Full Name:* Chad Gordon

2. *Business Address:*

714 W. Olympic Blvd.
Suite 450
Los Angeles, CA 90015

3. *Employment History (include previous employers for the past 5 years, positions held, responsibilities and employment dates):*

Chad Gordon is a lawyer and real estate broker with nearly two decades of experience in gaming, gaming regulation, real estate and corporate issues. Mr. Gordon has represented tribal governments throughout the United States on tribal economic diversification and all aspects of gaming, casino, and Native American law. Mr. Gordon received his B.A from U.C. Santa Barbara, M.A. from UCLA, and J.D. from the UCLA School of Law.

Board memberships and other affiliations:

Not applicable

4) *Compensation by the Issuer:*

None until cash flow from operations increases.

5) *Number and class of the Issuer's securities beneficially owned:*

None

F. Randy Garcia Doten, Director

1. *Full Name:* Randy Garcia Doten

2. *Business Address:*

714 W. Olympic Blvd.
Suite 450
Los Angeles, CA 90015

3. *Employment History (include previous employers for the past 5 years, positions held, responsibilities and employment dates):*

Randy Garcia Doten has served as President, Secretary, and Director of several publicly traded companies. He has successfully implemented marketing and production campaigns for talk, radio and game shows. Mr. Doten also runs several well-known and successful celebrity-owned businesses including high-end celebrity restaurants and sports & entertainment companies. He is an avid connoisseur of casinos and slot machines all over the world.

Board memberships and other affiliations:

Not applicable

4) *Compensation by the Issuer:*

None until cash flow from operations increases.

5) *Number and class of the Issuer's securities beneficially owned:*

None

G. Other Officers and Principals

VP of Investor Relations

1. *Name:* Eddie Kwong

2. *Business Address:*

714 W. Olympic Blvd.
Suite 450
Los Angeles, CA 90015

3. *Employment History (include previous employers for the past 5 years, positions held, responsibilities and employment dates):*

Kwong has authored several authoritative trading and investing books including: "The Real Holy Grail: Money Management Techniques of Top

Traders", "The 401(k) MarketBuster: A Proven Way to Beat The Market With Your 401k Retirement Plan", "The 1-Day Breakout Method", and "The Answers."

4. *Board memberships and other affiliations:*
Not applicable

5. *Compensation by the Issuer:*

150,000 common shares were issued to Mr. Kwong during the year ended December 31, 2106.

B. Legal/Disciplinary History. List whether any of the foregoing persons have, in the last 5 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;

None

4. The entry of an order by a self-regulatory organization that permanently or temporarily barred, suspended or otherwise limited such person's involvement in any type of business or securities activities;

None

C. Beneficial Owners.

All persons beneficially owning more than five percent (5%) of any class of the Issuer's equity securities are as follows:

The Series A Convertible Preferred Stock, carrying 51 percent of the total voting power of all classes of stock of the Company, is held by World Casinos & Resorts, Inc, which is now the control party of the Company.

The following hold 5 percent or more of the outstanding common stock at September 30, 2018 (based on 53,696,938 common shares then outstanding):

Shareholder	Address¹	Common Shares	Common Percent²
Floyd Mayweather	714 W. Olympic Blvd. Suite 450 Los Angeles, CA 90015	3,000,000	5.56
Kyle Massey	714 W. Olympic Blvd. Suite 450 Los Angeles, CA 90015	3,000,000	5.56
Justin Bieber	714 W. Olympic Blvd. Suite 450 Los Angeles, CA 90015	3,000,000	5.56
Michael Ray Nguyen-Stevenson (aka Tyga)	714 W. Olympic Blvd. Suite 450 Los Angeles, CA 90015	3,000,000	5.56
Jason Paul Douglas Boyd (aka Poo Bear)	714 W. Olympic Blvd. Suite 450 Los Angeles, CA 90015	3,000,000	5.56
Maurice Mills ³	714 W. Olympic Blvd. Suite 450 Los Angeles, CA 90015	5,067,945	9.43
Performance Systems, Ltd. ⁴	714 W. Olympic Blvd. Suite 450 Los Angeles, CA 90015	2,310,387	4.3

¹ The address of each beneficial holder is listed as the address of the Company due to privacy and security concerns.

² Although each beneficial shareholders holds more than 5 percent of the common stock, they are not "control persons" as defined in the OTC Disclosure Guidelines, because each holds less than 5 percent of the voting power of all stock of the Company, due to the control position of the voting preferred stock held by World Casinos & Resorts, Inc.

³ The shares held by Mr. Mills are the subject of the demand for rescission of the Company's acquisition of RealDeck Incorporation. Pending resolution of that matter, the shares are considered outstanding and Mr. Mills is considered an affiliate of the Company by virtue of holding more than 10 percent of the outstanding common stock.

⁴ Performance Systems Limited is a Nevada corporation owned by sixteen shareholders, none of whom hold 10 percent or more of the outstanding stock of that corporation and none of whom are affiliates of the Issuer; however, Maurice Mills is one of two directors, President and Treasurer of Performance Systems Limited and therefore may be considered the beneficial owner of the shares held by that corporation by virtue of his positions.

Item 9. 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

The Company has recently engaged the services of Clear Stock Consultants and StockVest to perform marketing and advertising services starting in September 2018.

3. Counsel

Gregory Nanton, Esquire, Brooklyn, NY

4. Accountant or Auditor

None selected yet.

5. Public Relations Consultant(s)

None.

6. Investor Relations Consultant

Eddie Kwong, Vice President
714 W. Olympic Blvd.
Suite 450
Los Angeles, CA 90015
Telephone: (626) 466.9734
E-mail: investors@worldpokerfund.com

7. Any other advisor(s)

In April 2016, the Company signed Francisco de Borbon Hardenberg as our International Business Development and Brand Advisor. Francisco brings 18 years of international business development and entertainment experience to the World Poker Fund Holdings (WPFH). Prior to joining the WPFH Francisco started his career at IMG as a marque Sports Agent working in all professional sport athlete sectors. In 2005, Francisco founded Asap Sports, the first pro-sport pressroom transcript service. The company

currently services NBA, NFL, NBL, NHL, PGA, NCAA, NASCAR and many more. In 2010, ASAP Sports branched into licensing and production sectors. In 2011, Francisco made a transition from Sports Marketing to investing and then founding Icon 44 Consulting; a company dedicated to advisory in infrastructure and natural resources to emerging markets. Icon 44 since has partnered with Walltech Spain for the development and finance of social housing projects in Africa, South America, and Asia.

In April 2016, the Company signed a 5-year deal with DeAndre Cortez Way (a/k/a/ Souja Boy, to provide services to WPFH as an advisor and brand ambassador. Way is an American rapper, record producer, actor, and entrepreneur. In September 2007, his single “Crank That (Souja Boy)” reached number one on the US Billboard Hot 100. The single was initially self-published on the internet, and it later became a number-one hit in the United States for seven non-consecutive weeks starting in September 2007. On August 17 Way was listed at number 18 on the Forbes list of Hip-Hop Cash Kings of 2010 earning \$7 million for that year. Way has currently released three studio albums and numerous mixtapes. His debut studio album Souljaboytellem.com (2007) was certified platinum by the RIAA. He is known for singles off of iSouljaBoyTellem (2008) and The DeAndre Way (2010) titled “Kiss Me Thru the Phone” and “Turn My Swag On” (iSouljaBoyTellem) and “Pretty Boy Swag” (The DeAndre Way) which were all radio and internet sensations of their own.

In May 2016, the Company signed seven-time NBA All-Star Tracy McGrady as a brand ambassador and advisor. The endorsement deal focuses on marketing and outreach support with user acquisition and assistance with on-boarding more NBA and professional athletes to CelebrityWorld.com and other WPFH social gaming platforms.

In December, 2017, we entered into a Joint Venture Agreement with South Pacific Interactive Ltd., to form a new joint venture company, Celeb Gaming LLC, to reintroduce the celebrity slot machines and other technology driven gaming products through a gaming and slot machine distribution arrangement which includes distribution to 400 land-based casinos and 90 Indian Tribes in the U.S.

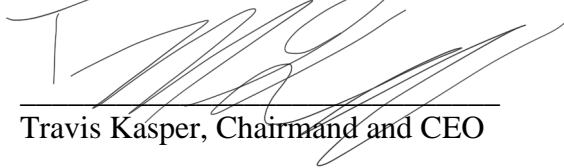
Item 10 Issuer’s Certification

I, Travis Kasper, the Chairman and CEO of World Poker Fund Holdings, Inc., hereby certify that:

- 1) I have reviewed the foregoing Information and Disclosure Statement, Exhibits and all notes thereto of World Poker Fund Holdings, Inc. as of September 30, 2018.
- 2) Based on my knowledge, this Information and 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 made, not misleading with respect to the period covered by the Information and Disclosure Statement; and
- 3) Based on my knowledge, the financial statements and other financial information included or incorporated by reference in this Information and Disclosure Statement fairly present in all

material respects, the financial condition, results of operations and cash flows of World Poker Fund Holdings, Inc. as of and for the period presented ending September 30, 2018.

Dated as of this 9th day of October, 2018



Travis Kasper, Chairmand and CEO

**WORLD POKER FUND HOLDINGS, INC.
AND SUBSIDIARIES
BALANCE SHEET AT SEPTEMBER 30, 2018**

	September 30 2018
ASSETS	
Accounts receivable	2,500,000
Other Assets	
Total Investment in JVs	2,500,000
Total Investment in Subsidiaries	10,500,000
Total Other Assets	<u>13,000,000</u>
TOTAL ASSETS	<u><u>15,500,000</u></u>
 LIABILITIES & SHAREHOLDERS' EQUITY	
Liabilities	
Current Liabilities	
Accounts Payable	2,486
Other Current Liabilities	
Accrued Interest	163,732
Due for Asset purchase	500,000
Due related parties	15,500
Due unrelated parties	294,417
Total Other Liabilities	<u>973,649</u>
Total Current Liabilities	976,135
Long term Liabilities	
Notes payable-unrelated	444,261
Convertible Notes Payable	135,405
Total Long term Liabilities	<u>579,666</u>
Total Liabilities	1,555,801
Shareholder Equity	
Additional Paid in Capital	8,965,482
Common Stock, par value \$0.0001, 250,000,000 authorized, 53,696,938 issued and outstanding	53,697
Common Stock Issuable	5,000,000
Preferred Stock, par value \$0.0001, 5,000,000 authorized, 1,000,000 issued	100
Retained Earnings	(75,080)
Total Shareholder Equity	<u>13,944,199</u>
 Total Liabilities and Shareholder Equity	 <u><u>15,500,000</u></u>

**WORLD POKER FUND HOLDINGS, INC.
AND SUBSIDIARIES
INCOME STATEMENT
Quarter Ended September 30, 2018**

	September 30 2018
Income from operations	2,500,000
Operating expenses	
Advertising and Promotion	36,000
Public relations	900
Internet expense	135
Rent Expense	120
Transfer agent fees	2,486
Total Expenses	<u>39,641</u>
Net Ordinary Income	2,460,359
Other Income/Expense	
Interest Expense	<u>11,434</u>
Total Other Expense	<u>11,434</u>
Net Other Income	<u>(11,434)</u>
Net Income	<u><u>2,448,925</u></u>

**WORLD POKER FUND HOLDINGS, INC.
AND SUBSIDIARIES
Statement of Cash Flows
Quarter Ended September 30, 2018**

	September 30 2018
Cash Flows from Operating Activities	
Net Income (loss)	2,448,925
Adjustments to reconcile Net Income to Net Cash (Increase) Decrease in:	
Accounts receivable	(2,500,000)
Accounts payable	784
Accrued Interest	11,434
Due third parties	<u>18,248</u>
Net Cash Provided By (Used In) Operating Activities	(20,609)
Cash Flows from Investing Activities	
Investment in JVs	<u>(2,000,000)</u>
Net Cash Provided By (Used In) Investing Activities	(2,000,000)
Cash Flows from Financing Activities	
Additional Paid in Capital	2,020,609
Net Cash Provided By (Used In) Financing Activities	<u>2,020,609</u>
Net Increase (Decrease) in Cash	0
Total Cash at Beginning of Period	<u>0</u>
Cash at End of Period	<u><u>0</u></u>

World Poker Fund Holdings, Inc. and Subsidiaries
Notes to Consolidated Financial Statements
September 30, 2018
(Unaudited)

Note 1. BASIS OF PRESENTATION OF FINANCIAL STATEMENTS ORGANIZATION AND NATURE OF BUSINESS

World Poker Fund Holdings, Inc. was originally formed as a New York corporation under the name Magic Communications, Inc. on January 16, 1997 and was then reincorporated in Delaware in November 2002. On September 24, 2007, the corporate name was changed to American Post Tension, Inc. as the result of an acquisition. On December 31, 2011, the Company acquired Crown City Pictures, Inc., a Florida corporation and changed its corporate name to Crown City Pictures, Inc. on that date as part of the acquisition. The Company operated under that name through January 2015, when the corporate name was changed to World Poker Fund Holdings, Inc. On October 10, 2014, the Company and the shareholders of World Poker Fund, Inc. agreed to exchange their shares in that company for stock of the Company. Under the Exchange Agreement, the outstanding preferred stock of the Company remained issued and outstanding, the current issued and outstanding common stock of the Company, after giving effect to conversions of convertible securities then outstanding, was reduced on a 1 for 150 basis, the authorized stock of the Company was set at 250 million shares of common stock and 5 million shares of preferred stock. highest whole number, and 1,000,000 Series A Preferred Stock remained outstanding, as of December 31, 2015. In January 2016, World Casinos & Resorts, Inc. acquired the Series A Preferred Stock and became the controlling owner of the Company. Periodic Holdings, Inc., a Delaware corporation in which the Chairman and CEO of the Company is a principal, acquired the controlling interest in World Casinos & Resorts, Inc. during 2017.

On August 30, 2015, the Company entered into an agreement to acquire an interactive gaming asset from Interactive Gaming Development Group of Bulgaria. The proprietary gaming engine accommodates Texas Hold'em, Omaha, Omaha High, Omaha Low, 7 Card Stud, 5 Card Stud, Roulette, and Blackjack gaming and is market ready. The original agreement was then amended on September 15, 2015 and closed on December 31, 2015 with the transfer of the gaming assets to the Company, which plans to form a new wholly-owned subsidiary to which the assets and business will be transferred. Under the terms of the amended agreement and closing, the Company purchased the gaming asset for a total of \$5,500,000 through a combination of stock and cash. The acquisition has been entered into the financial records at the full deal value of \$5,500,000; however, the Company has not made an independent evaluation of the asset acquired. At closing, the market price of the last trade of the Company's common stock was at \$2.96 per share, which would indicate a transaction value of more than \$7.9 million. No independent valuation has been requested or prepared for the acquisition value reported and there is a risk that the actual value could be far less, or have no value at all, in which case the carrying amount of the investment would have to be written off as a loss at the end of the next fiscal year. The price of the common stock on the date of this report is less than the stock price at the time of the transaction.

Effective September 28, 2016, the Company completed the acquisition of RealDeck Incorporated, which became a wholly-owned subsidiary. At closing, all of the debts of RealDeck were assumed by and are to be paid by the former majority shareholder of RealDeck. The acquisition was closed for 10,000,000 common shares of the Company valued at the closing market price of \$1.17, plus a promissory note for \$465,326. In the event that the closing price of the stock one year after closing was less than the deal price, the Company agreed to issue additional shares necessary to reach the deal price. The acquisition was entered into the financial records at the deal value of \$12,165,376; however, the Company did not have an independent evaluation of the asset acquired requested or prepared for the acquisition value reported and it has subsequently been determined that the acquisition had no value at all, due to misrepresentations and failure to perform by RealDeck Incorporated and its President and former controlling shareholder. During the quarter ended September 30, 2017, the Company reversed the entry of the acquisition on the books of the Company and treated the acquisition as without value. The Company has demanded rescission of the transaction and is currently engaged in discussions to resolve the dispute. Maurice Mills, the President and former controlling shareholder of RealDeck Incorporated, has filed an action against the Company alleging compensation due under a consulting agreement, and the Company has denied any liability or that Mills performed any services.

In October, 2016, the Company signed a Joint Venture Agreement with Global 3DVR Streaming Corporation to form a limited liability company to develop and distribute VR gaming and entertainment content, enabling our players and viewership a VR experience. The new company will be owned and managed equally by Global 3DVR Streaming Corporation and the Company.

In December, 2016, the Company completed an agreement with Recruiter.com, Inc. to form a joint venture limited liability company to develop and operate a recruiting site for the gaming industry. As part of the agreement, the Company issued 2,000,000 shares of common stock, valued at \$1.00 per share, to fund the joint venture company.

In December 2017, the Company entered into an agreement to acquire all of the member interests in LinkDate LLC for a total of 4 million common shares valued at \$2,000,000. The transaction closed in January 2018 and the shares were issued at that time.

In July, 2018, the Company acquired a Peer-to-Peer gaming application for 450,000 common shares to be issued. In September, 2018, the Company sold the rights to non-US rights to the technology for \$2,500,000, which is reported as income in the current period.

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The financial statements of the Company as of September 30, 2018 include the consolidated operations of World Poker Fund, Inc., WPF Interactive, Inc., LinkDate LLC and WPFH Hospitality, Inc. In management's opinion, all adjustments (consisting only of normal recurring adjustments) considered necessary for a fair presentation to make the Company's financial statements not misleading have been included. The consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America. The consolidated financial statements include the accounts of the Company and our wholly owned Subsidiaries. All significant inter-company balances and transactions have been eliminated in consolidation.

Cash and Cash Equivalents

Cash includes all cash and highly liquid investments with original maturities of three months or less. The Company maintains cash in bank deposit accounts which, at times, may exceed federally insured limits. The Company has not experienced any losses on these accounts.

Property and Equipment

Property and equipment are recorded at cost less accumulated depreciation. Depreciation and amortization on property and equipment are determined using the straight-line method over the three to seven year estimated useful lives of the assets.

Impairment of Long-Lived Assets

The Company reviews our long-lived assets for impairment when events or changes in circumstances indicate that the book value of an asset may not be recoverable. The Company evaluates, at each balance sheet date, whether events and circumstances have occurred which indicate possible impairment. The Company uses an estimate of future undiscounted net cash flows of the related asset or group of assets over the estimated remaining life in measuring whether the assets are recoverable. If it is determined that an impairment loss has occurred based on expected cash flows, such loss is recognized in the statement of operations.

Accounts Receivable

Trade accounts receivable are recorded at the invoiced amount and do not bear interest. The Company extends unsecured credit to our customers in the ordinary course of business but mitigates the associated risks by performing credit checks and actively pursuing past due accounts. An allowance for doubtful accounts is established and determined based on managements' assessment of known requirements, aging of receivables, payment history, the customer's current credit worthiness and the economic environment. Trade receivables are written off when deemed uncollectible. Recoveries of trade receivables previously written off are recorded when received.

Income Taxes

Income taxes are accounted for in accordance with the provisions of FASB ASC Topic 740-10. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement 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 quarters 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 as income in the period that includes the enactment date. Valuation allowances are established, when necessary, to reduce deferred tax assets to the amounts expected to be realized, but no less than quarterly. Due to the uncertainty whether the accumulated losses will be available to offset future revenues, no deferred tax asset has been reported.

The Company follows the provisions of FASB ASC 740-10-50 and has performed a comprehensive review of our uncertain tax positions in accordance with recognition and measurement standards established by the codification. In this regard, an uncertain tax position represents the Company's expected treatment of a tax position taken in a filed tax return, or expected to be taken in a tax return, that has not been reflected in measuring income tax expense for financial reporting purposes. The Company does not expect any reasonably possible material changes to the estimated amount of liability associated with uncertain tax position. The Company's continuing policy is to recognize accrued interest and penalties related to income tax matters in income tax expense.

Related Parties

For the purposes of these financial statements, parties are considered to be related if one party has the ability, directly or indirectly, to control the party or exercise significant influence over the other party in making financial and operating decisions, or vice versa, or where the Company and the party are subject to common control or common significant influence. Related parties may be individuals or other entities. Currently, World Casino Resorts, our majority shareholder by virtue of its ownership of the Series A Convertible Preferred Stock, is considered to be a related party, as is our principal officer, Travis Kasper, who is also a controlling owner of Periodic Holdings, Inc., which owns all of the outstanding stock of World Casino Resorts, Inc.

As a result of the acquisition of RealDeck Incorporated, the former shareholders of RealDeck, as a group, acquired 10,000,000 shares of common stock of the Company, representing 24.4 percent of the total common shares issued at September 30, 2018. The former principal shareholder of RealDeck Incorporated, Maurice Mills, received a total of 5,067,945 common shares, or 12.21% of the then outstanding common shares, and Performance Systems Ltd., acquired 2,310,387 common shares, or 5.61% of the then outstanding common shares at December 31, 2016. Mr. Mills is one of two directors and the President of Performance Systems, Ltd., although not a shareholder; however, by virtue of his control over that company, those shares may be considered as beneficially controlled by him. Maurice Mills, former principal owner of RealDeck, Incorporated, is accordingly considered to be a related or affiliated party due to his ownership and control of more than 15 percent of the outstanding common stock, acquired in the acquisition of RealDeck by the Company, until such time as those shares are cancelled.

In April 2016, the Company signed a 5-year deal with DeAndre Cortez Way (a/k/a/ Souja Boy), to provide services to WPFH as an advisor and brand ambassador. Way is an American rapper, record producer, actor, and entrepreneur. In September 2007, his single "Crank That (Souja Boy)" reached number one on the US Billboard Hot 100. The single was initially self-published on the internet, and it later became a number-one hit in the United States for seven non-

consecutive weeks starting in September 2007. Way was listed at number 18 on the Forbes list of Hip-Hop Cash Kings of 2010 earning \$7 million for that year. Way has currently released three studio albums and numerous mixtapes. His debut studio album Souljaboytellem.com (2007) was certified platinum by the RIAA. He is known for singles off of iSouljaBoyTellem (2008) and The DeAndre Way (2010) titled “Kiss Me Thru the Phone” and “Turn My Swag On” (iSouljaBoyTellem) and “Pretty Boy Swag” (The DeAndre Way) which were all radio and internet sensations of their own.

In addition, the following obtained shares representing more than 5 percent of the total common shares outstanding as a result of the acquisition of World Poker Fund, Inc. in March, 2015, which shares they continued to hold at September 30, 2018. As a result of the issuance of 10,000,000 common shares to the former shareholders of RealDeck Incorporated at September 28, 2016 and other share issuances, the ownership percentages of these shareholders at September 30, 2018 (based on 53,696,938 common shares outstanding) is as follows:

<u>Shareholder</u>	<u>Number of Shares</u>	<u>Percent of Common</u>
Floyd Mayweather	3,000,000 shares	5.76%
Kyle Massey	3,000,000 shares	5.76%
Justin Bieber	3,000,000 shares	5.76%
Michael Ray Nguyen-Stevenson (aka Tyga)	3,000,000 shares	5.76%
Jason Paul Douglas Boyd (aka Poo Bear)	3,000,000 shares	5.76%
DeAndre Cortez Way (aka Soulja Boy)	1,500,000 shares	2.88%
Maurice Mills	5,067,945 shares	9.73%
Performance Systems, Ltd.	2,310,387 shares	4.44%

Revenue Recognition

The Company recognizes revenue in accordance with FASB ASC 926-605 on revenue recognition for entertainment films. Revenue from the sale of film and television programming rights and license arrangements will be recognized only when persuasive evidence of a sale or arrangement with a customer exists, the project is complete, the contractual delivery arrangements have been satisfied, the license period has commenced if applicable, the arrangement fee is fixed or determinable, collection of the arrangement fee is reasonably assured, and other conditions as specified in the respective agreements have been met.

Revenue from production services for third parties is recognized when the production is completed and delivered. All associated production costs are deferred and charged against income when the film is delivered and the related revenue is recognized.

Fees for other services provided to third parties are recognized as revenues when the services are performed and there is reasonable assurance over the collection of the fees. Cash received in advance of meeting the revenue recognition criteria described above is recorded as deferred revenue.

Basic and Diluted Earnings/ (Loss) Per Share

Net earnings and loss per share is computed in accordance with FASB ASC 260-10 and requires the presentation of both basic and diluted earnings per share. Basic net earnings and loss per common share is computed using the weighted average number of common shares outstanding during the period. Diluted loss per share reflects the potential dilution that could occur through the potential effect of common shares issuable upon the exercise of stock options, warrants and convertible securities. The calculation assumes: (i) the exercise of stock options and warrants based on the treasury stock method; and (ii) the conversion of convertible preferred stock only if an entity records earnings from continuing operations, as such adjustments would otherwise be anti-dilutive to earnings per share from continuing operations.

Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements and the reported revenues and expenses during the reporting periods. Actual results could differ from those estimates and those differences could be material.

Going Concern

The accompanying consolidated financial statements of the Company have been prepared on a going concern basis, which contemplates the realization of assets and satisfaction of liabilities in the normal course of business. The Company has suffered an operating loss, has operating cash outflows, and negative working capital and stockholders' equity. Our ability to continue as a going concern is dependent upon achieving profitable operations and generating positive cash flows. The level of operations may not sustain the Company's expenses and it may have to borrow additional funds to meet our cash needs. These factors, among others, could affect our ability to continue as a going concern.

There can be no assurances that the Company will be able to achieve profitable operations or obtain additional funding. These factors create substantial doubt about the Company's ability to continue as a going concern. The consolidated financial statements do not include any adjustments that might result from the outcome of the uncertainty.

Other Comprehensive Income

The Company has no components of other comprehensive income and, accordingly, no Statement of Comprehensive Income has been included in the accompanying consolidated financial statements.

Recent Accounting Pronouncements

The Company has reviewed all recently issued, but not yet effective, accounting pronouncements and does not believe the future adoption of any such pronouncements may be expected to cause a material impact on our financial condition or the results of our operations.

Note 2. FAIR VALUE MEASUREMENTS

Accounting principles generally accepted in the United States define fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants at the measurement date. Additionally, the inputs used to measure fair value are prioritized based on a three-level hierarchy. This hierarchy requires entities to maximize the use of observable inputs and minimize the use of unobservable inputs. The three levels of inputs used to measure fair value are as follows:

Level 1 — Quoted prices in active markets for identical assets or liabilities.

Level 2 — Observable inputs other than quoted prices included in Level 1. We value assets and liabilities included in this level using dealer and broker quotations, bid prices, quoted prices for similar assets and liabilities in active markets, or other inputs that are observable or can be corroborated by observable market data.

Level 3 — Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities. This includes certain pricing models, discounted cash flow methodologies and similar techniques that use significant unobservable inputs.

Recurring Fair Value Measurements

In accordance with accounting principles generally accepted in the United States, certain assets and liabilities are required to be recorded at fair value on a recurring basis.

On January 6, 2015, the Company completed a 1 for 150 reverse split, reducing the number of shares of common stock outstanding to 1,007,135 common shares. In March 2015, the Company completed the acquisition of World Poker Fund, Inc. as a result of which an additional 28,925,800 common shares were issued to the former shareholders of World Poker Fund. The exchange transaction was recorded on the Company books at an acquisition value of \$3,000,000 based on management's best estimate of the transaction value. At the time of the closing of the transaction, the market price of the last trade of the Company's common stock was at \$0.60 per share, which would indicate a transaction value of more than \$17 million. No independent valuation has been requested or prepared for the acquisition value of \$3,000,000 estimated by management and there is a risk that the actual value could be far less, or have no value at all, in which event the carrying amount for the investment would have to be written off as a loss at the end of the current fiscal year. As of December 31, 2016, Management reviewed the acquisition, the carrying value of the Subsidiaries and related factors and determined that no impairment of the asset was required.

On December 31, 2015, the Company acquired an interactive gaming asset from Interactive Gaming Development Group of Bulgaria. The proprietary gaming engine accommodates Texas Hold'em, Omaha, Omaha High, Omaha Low, 7 Card Stud, 5 Card Stud, Roulette, and Blackjack gaming and is market ready. The acquisition has been entered into the financial records at the full deal value of \$5,500,000; however, the Company has not made an independent evaluation of the asset acquired. At closing, the market price of the last trade of the Company's common stock was at \$2.96 per share, which would indicate a transaction value of more than \$7.9 million. No independent valuation has been requested or prepared for the acquisition value reported and there is a risk that the actual value could be far less, or have no value at all, in which case the carrying amount of the investment would have to be written off as a loss at the end of the fiscal year. As of September 30, 2018, Management reviewed the acquisition, the carrying value of the Subsidiaries and related factors and determined that no impairment of the asset was required. The price of the common stock on the date of this report is \$0.51, less than the stock price at the time of the transaction.

Effective September 28, 2016, the Company completed the acquisition of RealDeck Incorporated, which became a wholly-owned subsidiary. At closing, all of the debts of RealDeck were assumed and will be paid by the former majority shareholder of RealDeck. The acquisition was closed for 10,000,000/40 common shares of the Company valued at the closing market price of \$1.17, plus a promissory note for \$465,326. The acquisition was entered into the financial records at the deal value of \$12,165,376; however, the Company has not had an independent evaluation of the asset acquired requested or prepared for the acquisition value reported and has determined that the value of the acquired asset should be removed from the financial records of the Company during the quarter ended September 30, 2017.

Note 3. INCOME TAXES

The Company accounts for income taxes in accordance with accounting standards for Accounting for Income Taxes which require the recognition of deferred tax assets and liabilities for both the expected impact of differences between the financial statements and tax basis of assets and liabilities, and for the expected future tax benefit to be derived from tax loss and tax credit carry-forwards. Additionally, the standards require the establishment of a valuation allowance to reflect the likelihood of realization of deferred tax assets.

The following is a reconciliation of income taxes computed using the statutory Federal rate to the income tax expense in the financial statements for September 30, 2018:

Income tax provision at the federal statutory rate	34%
Income tax provision at the state statutory rate	4%
Effect of operating losses	(38%)

Under Sections 382 and 269 (the 'shell corporation' rule) of the Code following an 'ownership change,' special limitations ('Section 382 Limitations') apply to the use by a corporation of its net operating loss, or NOL,

carryforwards arising before the ownership change and various other carry-forwards of tax attributes (referred to collectively as the 'Applicable Tax Attributes'). As a result of the March 2015 transactions, the Company experienced an ownership change, and Section 382 limitations will apply to the Applicable Tax Attributes of the Company.

Note 4. OPERATING LEASES

As of September 30, 2018, the Company occupies leased office space in Los Angeles, California as its offices.

Note 5. COMMON STOCK

There were a total of 53,696,938 common shares issued and outstanding as of September 30, 2018.

Note 6. CONVERTIBLE DEBTS

As of September 30, 2018, the Company had short term convertible notes outstanding in the total principal amount of \$135,405 held by non-affiliates. A total of \$444,411 in long-term convertible debt is owed to former consultants for services rendered in 2016 and prior years and \$283,973 in open account, non-interest bearing loans are owed to third parties for advances of operating capital to the Company.