

**ISSUER INFORMATION DISCLOSURE  
FOR YEAR ENDED DECEMBER 31, 2017**

**May 23, 2018**



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

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

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**ISSUER'S EQUITY SECURITIES:**

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

**Issued and Outstanding Common Shares at December 31 2017: 47,491,938**

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

**Issued and Outstanding Preferred Shares at December 31, 2017: 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.

December 31, 2017

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

## PART A GENERAL COMPANY INFORMATION

**Item I: 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 II: The address of its 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](http://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](mailto:investors@worldpokerfund.com)

**Item III: The state and date of incorporation, if it is a corporation.**

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.

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

Common Stock, par value \$0.0001:

As of December 31, 2017, there were 47,491,938 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.

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

Common Stock, Par Value \$0.0001

Preferred Stock, Par Value \$0.0001

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

**Common stock:**

(i)	Period end date:	<u>December 31, 2017</u>
(ii)	Number of common shares authorized	250,000,000
(iii)	Number of shares outstanding:	47,491,938
(iv)	Freely tradable shares (public float):	6,222,831
(v)	Total number of restricted shares:	41,269,107
(vi)	Total number of shareholders of record:	306

**Preferred stock:**

(i)	Period end date:	<u>December 31, 2017</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

**Item VII: The name and address of the transfer agent, if the security is not listed on**

**any exchange, the transfer agent must be registered under the Exchange Act.**

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.

**Item VIII: 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 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 December 31, 2017.

- 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 year ended December 31, 2017.

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

None during the quarter ended December 31, 2017.

- 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.**

None pending or threatened during the period ended December 31, 2017 or to the date of this report, except that Maurice Mills, former president of RealDeck Incorporated, filed in November 2017 a demand for arbitration of a consulting agreement allegedly executed in December 2015. The Company has denied the jurisdiction for arbitration because the December 2015 consulting agreement was only an exhibit to a then proposed

acquisition agreement of RealDeck Incorporated, was a condition to the closing of that acquisition, and was never implemented. The December 2015 acquisition agreement was later amended in June 2016 in a number of respects, including the elimination of the proposed consulting agreement with Mr. Mills and the Company, and the proposed acquisition closed at the end of June 2016. The arbitration demanded by Mr. Mills was subsequently dismissed by the American Arbitration Association.

Mr. Mills also filed a lawsuit in May 2018 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](http://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.

## **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.

#### **1. The Issuer's primary and secondary SIC Codes:**

Primary – 7900

Secondary – 7999, 7997

#### **2. Whether the Issuer has never conducted operations, is in the development stage, or is currently conducting operations:**

The Company conducted operations through its subsidiary, StarPoint USA, Inc. through December 31, 2014. On closing of the acquisition of World Poker Fund, Inc., the Company returned to the entertainment business. Prior to June 22, 2013 when StarPoint USA was acquired, the Company also operated in the entertainment markets through two operating subsidiaries, The Uprising Entertainment and United Front Entertainment, and before that operated as a post-tension contractor, as previously reported on our SEC annual and quarterly reports on Forms 10-K and 10-Q. The Company has always had operations and has never been a shell company.

#### **3. Whether the Issuer is or has at any time been a "shell company":**

The Issuer has never been a shell company. The Issuer filed a Form 15 terminating its reporting obligations in March 2013. It was not then a shell corporation and did not report its status as a shell corporation on its last periodic filing before filing the Form 15. It is not

now a shell company and has continuously maintained operations through its operating subsidiaries from its date of formation.

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

Control of the Company is through ownership of the Series A Convertible Preferred stock, which carries total voting power equal to 51 percent of the total vote of all classes of stock entitled to vote on any matter. The preferred shares were sold to Lookhu, Inc. in May, 2015 and subsequently assigned to World Casinos & Resorts, Inc in January 2016 and the latter is the control person of the Company. World Casinos & Resorts, Inc is controlled by Periodic Holdings, Inc., a Delaware corporation. The controlling owner of Periodic Holdings, Inc. is Travis Kasper a business owner, entrepreneur and attorney who has expertise in business continuity, business logistics, regulatory and legal compliance, working with businesses that are pushing boundaries, both geographically and technologically. Mr. Kasper is also Chairman of the Company

The Company currently has four subsidiaries, World Poker Fund, Inc, RealDeck Incorporated (which is inactive), World Poker Fund Hospitality, Inc. and WPF Interactive, Inc. WPF Interactive, Inc will hold all the interactive gaming assets. The Company also has a 50 percent member interest, with recruiter.com, Inc., in a new recruiting site for the gaming interest, operated under Recruiter.com Gaming Group LLC. See, <https://www.recruiter.com/careers/gaming-dealers/>

**5. The effect of existing or probable governmental regulations on the business:**

The gambling industry is highly regulated and the Company's operations may be subject to such regulations. The Company currently does not provide or operate any games of chance or other activities requiring regulation or licensing under any gaming laws in effect in the United States.

**6. An estimate of the amount spent during each of the last two fiscal years on research and development activities and the extent to which the cost of such activities are borne directly by customers:**

None

**7. Costs and effects of compliance with environmental laws (federal, state and local):**

Not applicable

**8. The number of total employees and number of full-time employees:**

The Company now employs eleven consultants through its wholly-owned subsidiaries, World Poker Fund, Inc., WPF Interactive, Inc. and WPFH Hospitality.

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

**A. Principal products or services and their markets:**

The Company is now engaged in the entertainment programming, poker tournaments, and casino development, social media and consulting markets.

**B. Distribution methods of the products or services:**

Through on-line and digital media platforms.

**C. Status of any publicly announced new product or service:**

None during the quarter ended December 31, 2017

**D. Competitive business conditions, the Issuer's competitive position in the industry and methods of competition:**

In the new business of sponsored poker tournaments, on-line poker and casino development and entertainment programming related markets, it is not believed there are any companies engaged in a similar business model at this time.

**E. Sources and availability of raw materials and the names of principal suppliers:**

Not applicable

**F. Dependence on one or a few major customers:**

None

**G. Patents, trademarks, licenses, franchises, concessions, royalty agreements or labor contracts, including their duration:**

In December 2015, we entered into an agreement to acquire RealDeck, Inc. RealDeck is a gaming technology company which claimed intellectual property rights and internet marketing expertise. The original acquisition agreement included an undertaking to retain Maurice Mills, the principal of RealDeck, as a consultant to the Company and for him to operate RealDeck as a wholly-owned subsidiary of the Company, and a consulting agreement dated in December 2015, was attached as an exhibit to the original acquisition agreement, as one of the condition to closing of the acquisition. The agreed closing date for that acquisition was on or before March 31, 2016, but the acquisition did not close. The original acquisition agreement was later amended and replaced in June 2016 by a new agreement which substantially changed the acquisition terms in a number of respects, including eliminating the consulting agreement directly with the Company. We closed this acquisition during the quarter ended June 30, 2016. Mr. Mills has provided no significant services to the Company since the acquisition and has failed and refused to provide management and development of RealDeck, as provided in the acquisition agreement; accordingly, RealDeck is effectively dormant and has not developed or protected any of its

claimed intellectual property. In November 2017 the Company demanded rescission of the transaction and all related matters and demanded arbitration, as provided in the June, 2016 Acquisition Agreement. That matter remains under dispute and is the subject of discussions between the parties.

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. As compensation for the services to be performed, Way was issued a warrant to purchase shares of the common stock of WPFH for a period of five years from the date of issue at an exercise price equal to the closing market price of the common stock on the OTC Pink market on the day of issuance. The warrant may be exercised, in whole or in part, on notice by the holder, at any time after the portion of the warrant to be exercised has vested. The warrant shares vest in increments based on the average closing price of the stock on the OTC market.

We have signed (and will continue to sign) affiliate agreements with celebrities and individuals with high social media followings to promote the business of the Company. These celebrities will have a revenue share generated from their promotions.

We have a 50 percent member interest in a recruiting site for casino and gaming jobs through Recruiter.com Gaming Group LLC. See, <https://www.recruiter.com/careers/gaming-dealers>.

Through our Joint Venture with Chairman Films, LLC we have obtained a licensing agreement to promote the 4 Kings brand. 4 Kings is a production show based around four friends who are professional gamblers living in Las Vegas.

**H. The need for any government approval of principal products or services and the status of any requested government approvals:**

None.

**Item X: 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 XI      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:*

601 South Figueroa Street  
Suite 4050  
Los Angeles, CA 90017

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 48<sup>th</sup> 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**

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:*

None until cash flow from operations increases.

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

*None*

**D. Chad 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 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*

**E. Randy Garcia Doten, Director**

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):*

*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*

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

None.

**G. Disclosure of Related Party Transactions.**

None

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

None

**Item XII. Financial information for the Issuer's most recent fiscal period. The 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

Financial statements for the fiscal year ended December 31, 2017, 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.

**Item XII. Similar financial information for such part of the two preceding fiscal quarters as the Issuer or its predecessor has been in existence.**

Comparative financial statements for the 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. Financial statements for the year ended December 31, 2016 were filed with the Annual Disclosure Report filed by the Company for that period. Disclosure reports for the quarters ended March 31, 2017, June 30, 2017 and September 30, 2017 also are on file on the OCTIQ reporting system, with complete financial statements.

**Item XIV. 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 December 31, 2017 (based on 47,491,938 common shares then outstanding):

**Common Common**

Shareholder	Address <sup>1</sup>	Shares	Percent <sup>2</sup>
Floyd Mayweather	714 W. Olympic Blvd. Suite 450 Los Angeles, CA 90015	3,000,000	6.52
Kyle Massey	714 W. Olympic Blvd. Suite 450 Los Angeles, CA 90015	3,000,000	6.52
Justin Bieber	714 W. Olympic Blvd. Suite 450 Los Angeles, CA 90015	3,000,000	6.52
Michael Ray Nguyen-Stevenson (aka Tyga)	714 W. Olympic Blvd. Suite 450 Los Angeles, CA 90015	3,000,000	6.52
Jason Paul Douglas Boyd (aka Poo Bear)	714 W. Olympic Blvd. Suite 450 Los Angeles, CA 90015	3,000,000	6.52
Maurice Mills <sup>3</sup>	714 W. Olympic Blvd. Suite 450 Los Angeles, CA 90015	5,067,945	11.01
Performance Systems, Ltd. <sup>4</sup>	714 W. Olympic Blvd. Suite 450 Los Angeles, CA 90015	2,310,387	5.02

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

<sup>2</sup> 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.

<sup>3</sup> 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.

<sup>4</sup> 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 XV. The name, address, telephone number, and email address of each of the following outside providers that advise the issuer on matters relating to the operations, business development and disclosure:**

**1. Investment Banker**

None

## **2. Promoters**

None. The Company does not engage in promotional activity regarding its stock.

## **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  
601 South Figueroa Street  
Suite 4050  
Los Angeles, CA 90017  
Telephone: (626) 466.9734  
E-mail: investors@worldpokerfund.com

## **7. Any other advisor(s)**

In July 2015, the Company appointed Mark G. Grant as Chief Advisor of the WPF Indian Gaming Enterprise Committee. Grant served as the Controller for the Navajo Nation from 1997 to February 2015, when he resigned. Grant has also served in multiple capacities with the Navajo Nation and was instrumental in the start-up of the Navajo Gaming Enterprise, which includes Fire Rock Casino, Northern Edge Casino, Flowing Waters Casino, and the Twin Arrows Casino. He also helped start the Navajo Gaming Regulatory Office and the Navajo Gaming Commission.

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 (Soulja 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.

In December, 2017, we entered into a letter of intent to do a licensing deal with Oscar De La Hoya and Golden Boy Promotions, LLC to create social and real-money gaming slot machines with their brands.

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.

#### **Subsequent Events:**

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 stock 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.

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

**A.     Plan of Operation.**

**1.     Describe the Issuer's plan of operation for the next twelve (12) months including:**

**i.     Cash requirements:**

Short Term Working Capital Needs are estimated at \$5,000,000, which is expected to be raised through issue of convertible debt or private offerings of common stock.

**ii. Research and development:**

We are continuing to research strategic partnerships, companies, intellectual properties, and technologies to acquire and develop in the interactive gaming/entertainment space. We are also continuously seeking marketing and branding opportunities to generate and capitalize our platforms.

**iii. Expected purchase or sale of plant and significant equipment:**

None expected.

**iv. Expected significant changes in the number of employees.**

As funding increases, the number of employees employed by us will increase, but we are unable to predict the exact number of employees in the next 12 months.

**B.     Management's discussion and analysis of financial condition and results of operations.**

**1. Trends, events or uncertainties likely to have a material impact on the Issuer's short-term or long-term liquidity:**

It is uncertain that we will have sufficient capital necessary to produce, develop, manage, publish, and distribute the media properties in the future. It is also uncertain that we will be able to secure distribution agreements for these properties.

**2. Internal and external sources of liquidity:**

We expect to raise funds through convertible debt or equity offerings, from revenues generated from our licensed properties, and through acquisitions.

**3. Material commitments for capital expenditures and the expected sources of funds for such expenditures:**

None.

**4. Known trends, events or uncertainties that are reasonably expected to have a material impact on the net sales or revenues or income from continuing operations:**

Should any new casino management contracts become secured or a major network pick up any of our produced shows, our net sales or revenues will be impacted.

**5. Significant elements of income or loss that do not arise from the Issuer's continuing operations:**

Should any of our sponsored player's place in a high-stakes Poker Tournament or any of our entertainment properties be picked up from a major network, our income may have a material impact.

**6. Causes for any material changes:**

**7. Seasonal aspects:**

None.

**C. Off-balance sheet arrangements.**

None.

**Item XVII List of securities offerings and shares issued for services in the past two quarters.**

NA

**Item XVIII Material Contracts.**

**Item XIX Articles of Incorporations and Bylaws.**



**A. A complete copy of the Issuer's Articles of Incorporation.**

The Articles of Incorporation and Amended Articles of Incorporation have been filed previously as part of the Company's prior SEC periodic filings. A copy of the Amended Articles of Incorporation dated January, 2015 was filed with the December 31, 2014 Annual Report.

**B. A complete copy of the Issuer's Bylaws.**

The Bylaws have been filed previously as part of the Company's prior SEC periodic filings.

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

None.

**Item XXI Issuer's Certifications**

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 December 31, 2017.
- 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 December 31, 2017.

Dated as of this 23<sup>rd</sup> day of May, 2018



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Travis Kasper, Chairmand and CEO