

Global Entertainment Holdings, Inc.

4915 E. Hunter Ave., Anaheim, California 92807

COMPANY TELEPHONE: (877) 807-8880

Websites: www.Global-GBHL.com and www.GlobalUniversal.com

Email: info@Global-GBHL.com

SIC Code: 7812

QUARTERLY REPORT

FOR THE 3 MONTHS ENDED MARCH 31, 2023

Outstanding Shares

The number of shares outstanding of our Common Stock was:

5,053,350,455 Common Shares as of March 31, 2023

1,252,265,152 Common Shares as of December 31, 2022

1,224,515,152 Common Shares as of December 31, 2021

Shell Status

Indicate by check mark whether the company is a shell company (as defined in Rule 405 of the Securities Act of 1933, Rule 12b-2 of the Exchange Act of 1934 and Rule 15c2-11 of the Exchange Act of 1934):

Yes: ☐ No: ☒

Indicate by check mark whether the company's shell status has changed since the previous reporting period:

Yes: ☐ No: ☒

Change in Control

Indicate by check mark whether a Change in Control¹ of the company has occurred over this reporting period:

Yes: ☒ No: ☐

On January 9, 2023 a Change in Control occurred (see Note 1 to the Consolidated Financial Statements)

1). Name and address of the issuer and its predecessors:

Issuer: Global Entertainment Holdings Inc**Name changed with the Nevada Secretary of State effective March 31, 2023 to Mesa Home Resources, Inc. and then on March 31, 2023, the Company changed its name back to Global Entertainment Holdings, Inc.

4915 E. Hunter Ave.,
Anaheim, California 92807

Predecessor Names: LitFunding Corp. (from March 2003 – December 2007)
RP Entertainment Inc. (from July 11, 1996 – March, 2003)

We were incorporated in the State of Nevada on July 11, 1996. The Issuer is in active status currently.

We have had no trading suspension orders issued by the SEC concerning the Issuer or its predecessors since inception.

We have had no stock split, stock dividend, recapitalization, spin-off or reorganization either currently anticipated or that have occurred within the past 12 months. We have however submitted a request to FINRA to effect a reverse stock split subsequent to March 31, 2023 for a yet-to-be-determined and approved ratio.

Address of Issuer's principal executive office and principal place of business:

4915 E. Hunter Ave.,
Anaheim, California 92807

☒ Check if the principal executive office and principal place of business are the same address

Has the issuer or any of its predecessors ever been in bankruptcy, receivership, or any similar proceeding in the past five years?

Yes: ☐ No: ☒

2) Security Information

Transfer Agent

Name: Colonial Stock Transfer Co., Inc.
Phone: 1-801-355-5740
Email: www.colonialstock.com
Address: 7840 S 700 E.
Sandy, UT 84070

Publicly Quoted or Traded Securities:

Trading symbol:	<u>GBHL</u>
Exact title and class of securities outstanding:	<u>Common Shares</u>
CUSIP:	<u>378987 10 1</u>
Par or stated value:	<u>\$0.0001*</u>
Total shares authorized:	<u>15,900,000,000</u> as of date: March 31, 2023*
Total shares outstanding:	<u>5,053,350,455</u> as of date: March 31, 2023
Total number of shareholders of record:	<u>280</u> as of date: March 31, 2023

(* on January 17, 2023 the Company increased its authorized common shares from 1,950,000,000 to 15,950,000,000)

Additional class of securities (not publicly traded):

Preferred shares: Total authorized **50,000,000***

Trading symbol:	N/A
Exact title and class of securities outstanding:	<u>Convertible Series B Preferred shares</u>
CUSIP:	N/A
Par or stated value:	\$ 0.0001
Total shares designated:	<u>4,000,000</u> as of date: March 31, 2023
Total shares outstanding:	<u>3,990,134</u> as of date: March 31, 2023

Trading symbol:	N/A
Exact title and class of securities outstanding:	<u>Convertible Series C Preferred shares</u>
CUSIP:	N/A
Par or stated value:	\$0.0001
Total shares designated:	<u>6,500,000</u> as of date: March 31, 2023
Total shares outstanding:	<u>6,200,000</u> as of date: March 31, 2023

Trading symbol:	N/A
Exact title and class of securities outstanding:	<u>Convertible Series D Preferred shares</u>
CUSIP:	N/A
Par or stated value:	\$0.0001
Total shares authorized:	<u>10,000</u> as of date: March 31, 2023
Total shares outstanding:	<u>None</u> as of date: March 31, 2023

Security Description:

Common equity. Dividend, voting, conversion and preemption rights The Board of Directors may declare and pay dividends from time to time as advisable and after setting aside a reserve fund to meet contingencies or for equalizing dividends. Dividends are not cumulative. The holders of each common share are entitled to one vote at a meeting of the stockholders. There are no conversion or preemption rights.

1. Preferred equity:

Convertible Series B Preferred Shares Each share of Series B Preferred Stock is presently convertible into one share of common stock and is not affected by any forward or reverse stock splits.

Convertible Series C Preferred Stock. The 6,500,000 total authorized shares of Convertible Series C Preferred Shares (the "Series C Shares") are convertible wherein each 100,000 shares of Series C Shares shall be convertible into such number of shares of common stock that is equal to 1% of the total outstanding shares of common stock at that time (calculated after giving effect to the issuance of the shares of common stock derived from the conversion of Series C stock). In the event that all 6,500,000 Series C Shares are converted into shares of common stock, it would result in the Series C shareholders owning a total of 65% of the total issued and outstanding common stock. In addition, each share of Series C Shares shall vote equally with the shares of common stock, and not as a separate class, and each Series C Share carries voting rights equal to that number of shares of common stock that would result from the instant conversion of each share of Series C Preferred Stock into common stock.

Convertible Series D Preferred Stock. No Series D Preferred Stock has been issued.

The Company's Board of Directors is expressly granted the authority to divide any or all of the preferred stock into series and to fix and determine the relative preferences of the shares of each series established. Upon liquidation, dissolution or winding up of the Company the holders of preferred stock have priority over the common stockholders for the full payment of their capital invested and accrued dividends thereon, if any, from the realizable proceeds from the Company's net assets after settlement of secured and priority debt.

- There are no other material rights of common or preferred stockholders to report.
- There have been no material modifications to rights of holders of the Company's securities that have occurred over the reporting period covered by this report.

3) Issuance History

A. Changes to the Number of Outstanding Shares

Check this box to indicate whether there were any changes to the number of outstanding shares within the past two completed fiscal years

No: ☐ Yes: ☒

A chart listing all changes within the past two completed fiscal years follows:

Shares Outstanding as of January 1, 2021 (the beginning of the second most recent fiscal year)		*Right-click the rows below and select "Insert" to add rows as needed.							
Common: <u>843,946,581</u>									
Preferred B & C: <u>10,490,314</u>									
Date of Transaction	Transaction type (e.g. new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to (entities must have individual with voting / investment control disclosed).	Reason for share issuance (e.g. for cash or debt conversion) OR Nature of Services Provided (if applicable)	Restricted or Unrestricted as of this filing?	Exemption or Registration Type?
CHANGES IN FISCAL YEAR 2021									
January 26, 2021	New Issuance	42,112,900	Common	\$0.0003	No	Auctus, LLC/Louis Posner	Interest and principal payment	Unrestricted	144
March 4, 2021	New Issuance	44,214,292	Common	\$0.00065	No	Auctus, LLC/Louis Posner	Interest and principal payment	Unrestricted	144
April 15, 2021	New Issuance	46,420,598	Common	\$0.00102	No	Auctus, LLC/Louis Posner	Interest and principal payment	Unrestricted	144
May 5, 2021	New Issuance	48,737,000	Common	\$0.00102	No	Auctus, LLC/Louis Posner	Interest and principal payment	Unrestricted	144
May 26, 2021	New Issuance	51,169,000	Common	\$0.00108	No	Auctus, LLC/Louis Posner	Interest and principal payment	Unrestricted	144

June 22, 2021	New Issuance	31,017,259	Common	\$0.00108	No	Auctus, LLC/Louis Posner	Interest and principal payment	Unrestricted	144
July 30, 2021	New Issuance	63,292,463	Common	Not applicable	No	Gary Rasmussen (CEO)	Conversion of Series C Preferred	Restricted	Conversion
July 30, 2021	Cancellation on Conversion to Common (see above)	(200,000)	Series C Preferred	Not applicable	No	Gary Rasmussen (CEO)	Conversion to Common (see above)	Restricted	Conversion
August 2, 2021	New Issuance	3,000,000	Common	\$0.0001	No	Alan Bailey(CFO)	Payment for services	Restricted	144
August 4, 2021	New Issuance	34,605,059	Common	Not applicable	No	Jacqueline Giroux	Conversion of Series C Preferred	Restricted	Conversion
August 4, 2021	Cancellation on Conversion to Common (see above)	(100,000)	Series C Preferred	Not applicable	No	Jacqueline Giroux	Conversion to Common (see above)	Restricted	Conversion
October 10, 2021	New Issuance	3,000,000	Common	\$0.0001	No	Thomas Amon	Payment for legal services	Restricted	144
November 23, 2021	New issuance	3,000,000	Common	\$0.0001	No	Alan Bailey, CFO	Payment for services	Restricted	144
December 3, 2021	New issuance	3,000,000	Common	\$0.002	No	Mark Sevier	Acquisition of Muscrat Media, LLC	Restricted	144
December 3, 2021	New Issuance	7,000,000	Common	\$0.002	No	Michael Schlie	Acquisition of Muscrat Media, LLC	Restricted	144
Shares Outstanding as of December 31, 2021 (the end of the second most recent fiscal year) Common: <u>1,224,515,152</u> Preferred B & C: <u>10,190,314</u>									
Date of Transaction	Transaction type (e.g. new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to (entities must have individual with voting / investment control disclosed).	Reason for share issuance (e.g. for cash or debt conversion) OR Nature of Services Provided (if applicable)	Restricted or Unrestricted as of this filing?	Exemption or Registration Type?
CHANGES IN FISCAL YEAR 2022									

June 23,2022	New Issuance	1,500,000	Common	\$0.001	No	Bengt Bjorkberg	For services	Restricted	144
July 21,2022	New Issuance	5,000,000	Common	\$0.0014	No	Cimarron Trust (Alan Bailey, CFO)	For CFO services (May 1/22-Oct 31/22)	Restricted	144
August 15, 2022	New issuance	6,000,000	Common	\$0.0018	No	Charles Colby	Acquisition of Colby Marketing LLC	Restricted	144
August 15,2022	New Issuance	4,000,000	Common	\$0.0018	No	Charles Colby	3 year Consulting Agreement	Restricted	144
September 16, 2022	New issuance	1,500,000	Common	\$0.0012	No	Bengt Bjorkberg	For services	Restricted	144
November 1, 2022	New Issuance	5,000,000	Common	\$0.001	No	Cimarron Trust (Alan Bailey, CFO)	For CFO services (Nov 1/22-May 31/23)	Restricted	144
November 28, 2022	New Issuance	2,000,000	Common	\$0.001	No	Virginia Perfili	Director Fee	Restricted	144
November 28, 2022	New Issuance	2,000,000	Common	\$0.001	No	Stanley Weiner	Director Fee	Restricted	144
December 15, 2022	New Issuance	750,000	Common	\$0.001	No	Bengt Bjorkberg	For Services	Restricted	144
Shares Outstanding as of December 31,2022 (at the date of the most recent completed fiscal year): Common: <u>1,252,265,152</u> Preferred B & C: <u>10,190,134</u>									
March 1, 2023	New Issuance	1,500,000,000	Common	\$0.0008	No	Dwight Eshard	Acquisition of DCE Construction, Inc.	Restricted	144
March 1, 2023	New Issuance	1,500,000,000	Common	\$0.0008	No	Mike Layman	Acquisition of DCE Construction, Inc.	Restricted	144
March 1, 2023	New Issuance	702,000,000	Common	\$0.0008	No	Jim Mahoney	Acquisition of DCE Construction, Inc.	Restricted	144
March 14, 2023	New Issuance	99,085,303	Common	\$0.0007	No	Pinnacle Consulting Services, Inc/Robert Hymers	Fees re: Acquisition of DCE Construction, Inc.	Restricted	144
Shares Outstanding as of March 31, 2023 :									

Global Entertainment Holdings, Inc.
Quarterly Report for the Three Months Ended March 31, 2023

Common: <u>5,053,350,455</u> Preferred B & C: <u>10,190,134</u>									
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B. Promissory and Convertible Notes at March 31, 2023

Indicate by check mark whether there are any outstanding promissory, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer's equity securities:

No ☐ Yes: ☒

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder	Reason for Issuance (e.g. Loan, Services, etc.)
November 7, 2011	\$50,600	\$50,600	\$37,181	On demand	None. 6%per annum interest	Eric Leffler	Loan
June 2, 2015	\$6,200	\$6,200	\$6,421	On demand	None. 12% per annum interest.	Douglas Fleck	Loan
Feb 6, 2017	\$4,500	\$4,500	\$3,329	February6/18	Convertible at 50% of market value of GBHL common shares.12% per annum interest	Penn Lux LLC/ Jerry Polis	Loan
Jan 3, 2018	\$6,955	\$6,955	\$0	On demand	Loan, interest free.	Jacqueline Giroux	Loan
July 9,2020	\$3,000	\$3,000	None	July 9/21	SBA loan carries interest at 3.75% per annum and repayment begins July 9,2021 over 30 years	Small Business Administration Disaster Loan	Loan
June 30, 2022	\$3,100	\$3,100	\$0	On demand	Loan, interest free.	Jacqueline Giroux	Loan
September 30, 2022	\$1,529	\$1,529	\$0	On Demand	Loan, interest free.	Jacqueline Giroux	Loan
December 29, 2022	\$77,360	\$77,300	\$1,526	On demand	Convertible to common shares at 50% of lowest trading price 5 trading days prior to conversion, 8& per annum interest	Dwight Esnard	Loan acquired from Rochester Capital Partners/Gary Rasmussen
December 29, 2022	\$77,360	\$77,300	\$1,526	On demand	Convertible to common shares at 50% of lowest trading price 5 trading days prior to conversion, 8& per annum interest	Michael Layman	Loan acquired from Rochester Capital Partners/Gary Rasmussen
December 29, 2022	\$36,292	\$36,282	\$716	On demand	Convertible to common shares at 50% of lowest trading price 5 trading days prior to conversion, 8& per annum interest	James Mahoney	Loan acquired from Rochester Capital Partners/Gary Rasmussen

December 31, 2022	\$5,750	\$5,750	\$0	On Demand	Loan, interest free.	Rochester Capital Partners/Gary Rasmussen	Loan
December 31, 2022	\$900	\$900	\$0	On Demand	Loan, interest free.	Jacqueline Giroux	Loan
March 31, 2023	\$4,000	\$4,000	\$0	On Demand	Loan, interest free.	Rochester Capital Partners/Gary Rasmussen	Loan
March 31, 2023	4,834	\$4,834	\$0	On Demand	Loan, interest free.	Jacqueline Giroux	Loan
Debt and accrued interest at: March 31, 2023	<u>\$281,380</u>	<u>\$281,380</u>	<u>\$50,699</u>		.		

4) Issuer's Business, Products and Services

A. Issuer's business operations

Effective February 9, 2023 with the execution and closing of a Share Exchange Agreement the Company acquired 100% of the issued share capital of DCE Construction, Inc, dba "Mesa Garage Doors" ("Mesa") in a cashless exchange of stock. Mesa is a California-based company engaged in the manufacture, sale and installation of home improvement products, including garage doors, entry doors, wood gates and pedestrian gates. Mesa enjoys annual gross revenue of approximately \$19.6 million and gross assets of approximately \$5.7 million.

Meanwhile, the Company continued to operate its former media business segment, including the production, financing and sale of motion pictures and other entertainment related content through its wholly-owned subsidiary Global Universal Film Group, Inc. ("GUFG") including through GUFG's consolidated subsidiaries. GUFG is an independent global entertainment company and OTT streaming distribution company that connects with audiences through compelling motion picture content and social media websites. The Company's website is: www.Global-GBHL.com. In addition, subject to raising sufficient new capital, the Company has developed and plans to launch its "You've Got the Part" web platform and mobile App. We also plan to distribute via OTT streaming channels a Library of approximately 1,900 titles of iconic Hollywood classic movies, TV shows, shorts and vintage cartoons (www.GlobalEntClassics.com) through our "Global Entertainment Classics" brand.

The Company also owns and operates a 24/7 advertising sponsored digital streaming channel operating under the brand name of "Crimes & Capers" (<https://crimesncapers.com>). available on Amazon Fire, Apple TV and Roku. The platform broadcasts from a library of approximately 500 older public domain classic programs and TV shows, including the classic "Sherlock Homes" and "Dragnet" movies, as well as movies starring such notable actors as James Cagney, Steve McQueen and Walter Matthau.

Beginning May, 2022 the Company commenced development of its newest OTT streaming channel called "Final Chance Films" (<https://finalchancefilms.com>). Final Chance Films is a niche OTT platform being developed for independent filmmakers whose content (estimated at almost 10,000 videos per year) has not been distributed or widely seen. (See video: <https://vimeo.com/667382858>). Final Chance Films expects to provide worldwide exposure for independently produced movies, shorts, TV pilots and other digital media content, as well as "Premieres" for exposure to buyers in all territories of the world. Consumers will enjoy viewing fresh new video content that has not been distributed and they will eventually be able to 'voice' their opinion with 'likes.' The channel will include trailers, behind-the-scenes and "The Scoop", which will reveal an inside story about the movie or content. In mid-October, 2022, Final Chance Films commenced its "beta" testing with approximately 30 video titles from various film makers, including Global Universal Film Group. The channel is presently being broadcast on ROKU.

On August 15, 2022, through a Share Exchange Agreement, the Company acquired 100% of Colby Marketing, LLC , a direct-to-consumer retailer of a proprietary fun product. Prior to the Pandemic, Colby Marketing utilized distributors to successfully sell approximately 17,000 units per year of its product (primarily on Amazon), Since acquisition , the Company has had manufactured and has shipped approximately 5,000 units to a U.S. fulfillment center that are distribution ready to meet online direct-to-consumer sales.

B. List of active subsidiaries:

- (i) Global Universal Film Group, Inc.
- (ii) You've Got the Part, Inc.
- (iii) Global Entertainment Film Fund, LLC
- (iv) Muskrat Media, LLC
- (v) Colby Marketing, LLC
- (vi) DCE Construction, Inc (dba "Mesa Garage Doors")

C. Principal product and services

Global Universal Film Group ("GUFG") distributes motion pictures which it has produced (such as "Blue Seduction" which continues to generate sales) and film product which it has acquired (such as a Library of approximately 1,900 titles of iconic Hollywood classic movies, TV shows, shorts and vintage cartoons (www.GlobalEntClassics.com) through our *Global Entertainment Classics* brand. GUFG also owns and operates a 24/7 digital streaming channel operating under the brand name of "Crimes & Capers". The platform broadcasts from a library of approximately 500 older public domain classic programs and TV shows, including the classic "Sherlock Homes" and "Dragnet" movies, as well as movies starring such notable actors as James Cagney, Steve McQueen and Walter Matthau. GUFG also sells a fun, proprietary, consumer targeted product through its subsidiary, Colby Marketing LLC.

Through the Company's newly acquired subsidiary DCE Construction, Inc (doing business as "Mesa Garage Doors"), the Company is now also engaged in the manufacture, sale and installation of home improvement products, including garage doors, entry doors, wood gates and pedestrian gates in California.

5) Issuer's Facilities

The Company primarily operates from its address at 4915 E. Hunter Ave., Anaheim, CA 92807.
Telephone: (877) 807-8880

6) Officers, Directors, and Control Persons (owning more than 5% pf any class of securities) at March 31, 2023

Name of Officer/Director or Control Person	Affiliation with Company (e.g. Officer Title /Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Note
Dwight Esnard	CEO and Director	Anaheim, California	1,500,000,000	Common shares	29.68%	
Dwight Esnard	CEO and Director	Anaheim, California	2,430,000	Series C Preferred	39.19%	
Michael Layman	CFO and Director	Anaheim, California,	1.500,000,000	Common shares	29.68%	
Michael Layman	CFO and Director	Anaheim, California,	2,430,000	Series C Preferred	39.19%	

James Mahoney	Control Person	Anaheim, California,	702,000,000	Common Shares	13.89%	
James Mahoney	Control Person	Anaheim, California,	1,140,000	Series C Preferred	18.39%	
Richard Golubow	Director	Anaheim,, California	None	Common Shares	0%	
Jennifer Trowbridge	Legal Counsel	San Diego, California	None	Common Shares	0%	
Gary Rasmussen	CEO, Global Universal Film Group, Inc.	Palm Bay, Florida	1,093,227	Series B Preferred	27.40%	
Jacqueline Giroux	President, Global Universal Film Group, Inc,	Studio City, California	2,255,682	Series B Preferred	56.53%	

7) Legal/Disciplinary History

A. Identify whether any of the persons listed above have, in the past 10 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

B. There are no current or pending legal proceedings.

8) Third Party Providers

Securities Counsel

Procopio, Cory, Hargreaves & Savitch LLP
525 B Street, Suite 2200
San Diego, CA 92101
Tel: (619) 238-1900

Email: jennifer.trowbridge@procopio.com

Accountant or Auditor

Hudgens CPA, LLC
1220 Blalock Road, Suite 300
Houston, TX 77055
Tel: (713) 429-0724
Email: info@hudgenscpas.com

Investor Relations:

None.

All other means of Investor Communication

Twitter: <https://twitter.com/GBHL-Ent>

Discord None:

LinkedIn: <https://www.linkedin.com/company/global-entertainment-holdings/>

Facebook: <https://www.facebook.com/globalgbhl/>

Other Service Providers:

None

9) Financial Statements

A. The following financial statements were prepared in accordance with:

- ☒ U.S. GAAP
☐ IFRS

B. The financial statements for this reporting period were prepared by (name of individual)²:

Name: Alan Bailey
Title: Former CFO (resigned effective February 9, 2023)
Relationship to Issuer: Former Director (resigned effective February 9, 2023)

Alan Bailey is a Chartered Accountant with more than 50 years experience as a senior accountant, senior auditor and financial executive in both public accounting and industry, and has maintained the books of account and prepared quarterly and annual financial reports, for both 12g SEC reporting and for alternative OTCMarkets reporting companies, for variety of businesses and enterprises, to date for approximately 14 years.

ATTACHED ON PAGES F1-F13 ARE THE UNAUDITED QUARTERLY CONSOLIDATED FINANCIAL STATEMENTS OF MESA HOME RESOURCES, INC. (FORMERLY GLOBAL ENTERTAINMENT HOLDINGS, INC.) FOR THE THREE MONTHS ENDED MARCH 31, 2023

- a. Audit letter (not applicable)
- b. Balance Sheet
- c. Statement of Income
- d. Statement of Cash Flows
- e. Statement of Retained Earnings (Statement of Changes in Stockholder's Equity)
- f. Financial Notes.

10) Issuer Certification

Principal Executive Officer:

Chief Executive Officer

I, Dwight Esnard, certify that:

1. I have reviewed this Disclosure Statement for formerly Global Entertainment Holdings, Inc.; and
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

May 15, 2023

"/s/ Dwight Esnard

Principal Financial Officer:

I, Michael Layman certify that:

1. I have reviewed this Disclosure Statement for formerly Global Entertainment Holdings, Inc.; and
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

May 15, 2023

"/s/ Michael Layman (CFO's Signature]

QUARTERLY CONSOLIDATED FINANCIAL STATEMENTS
, INC.
GLOBAL ENTERTAINMENT HOLDINGS, INC.
for the Three Months Ending
MARCH 31, 2023

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Statement of Stockholders' Equity for the Two Years and Three Months Ended March 31, 2023 (unaudited)	Page F3
Consolidated Statements of Cash Flows for the Three Months Ended March 31, 2023 and March 31, 2022 (unaudited)	Page F4
Notes to the Consolidated Financial Statements (unaudited)	Pages F5 - F13

GLOBAL ENTERTAINMENT HOLDINGS, INC.

CONSOLIDATED BALANCE SHEETS

(Unaudited)

	March 31, <u>2023</u>	December 31, <u>2022</u>
		Restated
		(Note 4)
ASSETS		
Current assets:		
Cash	\$ 5,718	\$ 2,473
Accounts receivable	-	2,492
Inventory of consumer products	17,722	20,029
Prepaid expense	<u>6,159</u>	<u>8,133</u>
Total current assets	<u>29,599</u>	<u>33,127</u>
Fixed assets , net of depreciation	<u>-</u>	<u>-</u>
Other assets:		
Investment, at cost	2,670,668	-
Movie inventory	16,500	16,500
Technology platforms and app. development	<u>183,605</u>	<u>183,605</u>
	<u>2,870,773</u>	<u>200,105</u>
TOTAL ASSETS	<u>\$ 2,900,372</u>	<u>\$ 233,232</u>
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities:		
Accounts payable and accrued expense	\$ 54,746	\$ 57,596
Accrued note interest	50,699	89,783
Convertible notes and loans	<u>282,389</u>	<u>236,081</u>
Total current liabilities	<u>387,834</u>	<u>383,460</u>
Stockholders' equity (deficit)		
Share Capital , \$ 0.0001 par value		
Preferred shares:		
Total preferred shares authorized: 50,000,000		
(at par value \$ 0.0001) allocated to date as follows:		
Convertible Series B: 4,000,000 authorized; 3,990,134		
issued and outstanding	399	399

Convertible Series C: 6,500,000 authorized; 6,200,000 issued and outstanding, respectively	620	620
Convertible Series D: 10,000 authorized; None issued and outstanding	-	-
Common shares: 15,900,000,000 authorized (at par value \$0.0001) 5,053,350,455 and 1,252,265,152 issued and outstanding as of March 31, 2023 and December 31, 2022	505,335	125,227
Additional paid-in capital	15,869,995	13,579,435
Accumulated deficit	<u>(13,863,811)</u>	<u>(13,855,909)</u>
Total stockholders' equity (deficit)	<u>2,512,538</u>	<u>(150,228)</u>
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	<u>\$ 2,900,372</u>	<u>\$ 233,232</u>

See accompanying notes to the consolidated financial statements

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GLOBAL ENTERTAINMENT HOLDINGS, INC.
CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited)

	For the 3 Months Ended March 31,	
	<u>2023</u>	<u>2022</u>
Revenue		
Film licensing	\$ 10	\$ 12
Consumer product sales	<u>3,730</u>	<u>-</u>
	3,740	12
Less: Cost of goods sold	<u>(2,306)</u>	<u>-</u>
Gross Margin	<u>1,434</u>	<u>12</u>
Expense		
Platform broadcast fees	1,347	1,464
Movie channel development costs	1,751	-
Consumer product costs	4,342	-
General and administrative	<u>37,669</u>	<u>6,052</u>
	<u>11,855</u>	<u>7,516</u>
Net operating loss	<u>(10,421)</u>	<u>(7,504)</u>
Other income (expense)		

Interest	2,519	(3,901)
	<u>2,519</u>	<u>(3,901)</u>
Net loss	<u>\$ (7,902)</u>	<u>\$ (11,405)</u>
Loss per Share - Basic and Diluted	<u>\$(0.000003)</u>	<u>\$(0.000009)</u>
Weighted Average Common Shares Outstanding	<u>2,696,596,569</u>	<u>1,224,515,152</u>

See accompanying notes to the consolidated financial statements

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GLOBAL ENTERTAINMENT HOLDINGS, INC.

STATEMENT OF CHANGES IN STOCKHOLDERS' DEFICIT

FOR THE 3 MONTHS ENDED MARCH 31, 2023

AND FOR THE 12 MONTHS ENDED DECEMBER 31, 2022 AND DECEMBER 31, 2021

(Unaudited)

	SHARE CAPITAL						ADDITIONAL PAID IN	ACCUMULATED	STOCKHOLDERS'
	Convertible		Convertible		Common Shares		CAPITAL	DEFICIT	EQUITY(DEFICIT)
	Series B Preferred		Series C Preferred		(Restated- Note 4) (Restated- Note 4)				
	#	\$	#	\$	#	\$			
At January 1, 2021	3,990,314	\$399	6,500,000	\$650	843,946,581	\$84,395	\$13,327,407	\$ (14,113,377)	\$ (700,526)
January 1- December 31,2021:									
Stock issued to repay Note and accrued interest thereon	-		-		263,671,049	26,367	200,827	-	227,194
Conversion of Series C Preferred to Common Shares	-	-	(300,000)	(30)	97,897,522	9,789	(9,759)	-	-
Stock issued for services	-		-		9,000,000	900	-	-	900
Stock issued to acquire Muscrat Media, LLC streaming channel			-		10,000,000	1,000	24,735	-	25,735
Net income for 12 months ended Dec. 31,2021	-	-	-	-	-	-	-	330,358	336,093
At Dec..31,2021	3,990,314	\$399	6,200,000	\$620	1,224,515,152	\$122,452	\$13,543,210	\$ (13,783,019)	\$ (116,338)

Global Entertainment Holdings, Inc.

Quarterly Report for the Three Months Ended March 31, 2023

Stock issued for Web site services	-	-	-	-	3,750,000	375	3,825	-	4,200
Stock issued For CFO services	-	-	-	-	10,000,000	1,000	11,000	-	12,000
Stock issued to acquire Colby Marketing LLC	-	-	-	-	6,000,000	600	10,200	-	10,800
Stock issued for Consulting services	-	-	-	-	4,000,000	400	6,800	-	7,200
Stock issued for Services of Directors	-	-	-	-	4,000,000	400	4,400	-	4,800
Loss for 12 months ended Dec..31, 2022	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>(72,890)</u>	<u>(72,890)</u>
At Dec. 31, 2022	3,990,314	\$399	6,200,000	\$620	1,252,265,152	\$125,227	\$13,579,435	\$ (13,855,909)	\$(150,228)
Stock issued to acquire - DCE Construction, Inc (dba Mesa Garage Doors) -	-	-	-	-	3,702,000,000	370,200	2,221,200	-	2,591,400
Additional costs of Mesa Garage Doors acquisition	-	-	-	-	99,085,303	9,908	69,360	-	79,268
Loss for 3 months ended March 31, 2023	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>(7,902)</u>	<u>(7,902)</u>
At March 31, 2023	<u>3,990,314</u>	<u>\$399</u>	<u>6,200,000</u>	<u>\$620</u>	<u>5,053,350,455</u>	<u>\$505,335</u>	<u>\$15,860,995</u>	<u>\$ (13,863,811)</u>	<u>\$2,514,538</u>

See accompanying notes to the consolidated financial statements

GLOBAL ENTERTAINMENT HOLDINGS, INC.

GLOBAL ENTERTAINMENT HOLDINGS, INC
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

	3 Months Ended	
	<u>March 31,</u>	
	<u>2023</u>	<u>2022</u>
Cash flows used in operating activities:		
Net loss	\$ (7,902)	\$ (11,405)
<i>Net change in current assets and liabilities:</i>		
Decrease in prepaid expense	1,974	1,375
Decrease in accounts receivable	2,492	4,711
Decrease in inventory of consumer products	2,307	-
Decrease in accounts payable	(2,850)	-
(Decrease) increase in accrued note interest	<u>(1,610)</u>	<u>3,901</u>
Net cash used in operating activities	<u>(5,589)</u>	<u>(1,418)</u>
Cash flows used in used in investing activities	<u>-</u>	<u>-</u>
Cash flows from financing activities:		
Proceeds from loans and notes payable	<u>8,834</u>	<u>3,000</u>
Cash from financing activities	<u>8,834</u>	<u>3,000</u>
Increase (decrease) in cash	3,245	1,582

Cash - beginning of period	<u>2,473</u>	<u>3,624</u>
Cash - end of period	<u>\$ 5,718</u>	<u>\$ 5,206</u>

Supplemental information of transactions not involving cash:

Investment, at cost	\$ 2,670,668	-	-
Increase in additional paid-in capital	\$(2,290.560)	-	-
Issuance of common stock	\$(380.108)	-	-

See accompanying notes to the consolidated financial statements

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GLOBAL ENTERTAINMENT HOLDINGS, INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

**For Three Months Ended March 31, 2023
(Unaudited)**

NOTE 1 - DESCRIPTION OF THE BUSINESS

The Company was formed on July 11, 1996, in the State of Nevada.

Effective December 1, 2022 the Company reorganized the holding of certain film and media streaming assets by assigning the ownership of those assets to its wholly-owned subsidiary Global Universal Film Group, Inc. ("GUFG") in consideration for GUFG assuming any and all obligations, contracts, commitments and liabilities, contingent or otherwise due, associated with and related to such Company assets and wholly-owned subsidiaries as follows:

- (a) 100% ownership of Global Entertainment Film Fund, LLC , a Wyoming limited liability company
- (b) 100% ownership of You've Got The Part, Inc., a Wyoming corporation
- (c) 100% ownership of Colby Marketing, LLC, a Wyoming limited liability company
- (d) 100% ownership of Muskrat Media, LLC , a Nevada limited liability company
- (e) 100% of the rights to the "Hollywood Classics Library"
- (f) The ownership of any and all websites and social media accounts associated with the above entities.

The assignment of assets was an internal reorganization only and does not affect the financial consolidation of the Company's operations as a whole.

Through Global Universal Film Group, Inc and its consolidated subsidiaries, the Company is an independent global entertainment content production and distribution company that connects with audiences through compelling motion picture content and social media websites (www.Global-GBHL.com). GUFG's primary focus is the production, financing and sales of motion pictures and other entertainment related content, as well as developing OTT streaming channels (www.GlobalUniversal.com), which also manages the Company's *Global Entertainment Classics* Library with approximately

Global Entertainment Holdings, Inc.

Quarterly Report for the Three Months Ended March 31, 2023

1,900 titles of iconic Hollywood classic movies, TV shows, shorts and vintage cartoons (www.GlobalEntClassics.com). GUG has long-term relationships with third party distributors for U.S. and for international distribution, primarily on a pre-sale basis. GUG also takes advantage of beneficial production tax incentives offered by state and foreign governments to both lower its production cost and mitigate investment risk. Through Muskrat Media, LLC GUG owns and operates a 24/7 digital streaming platform under the brand name of "Crimes & Capers" (<https://CrimesnCapers.com>). The OTT platform broadcasts from a library of approximately 1,500 older public domain classic programs and TV shows, including the classic "Sherlock Holmes" and "Dragnet" movies, as well as movies starring such notable actors as James Cagney, Steve McQueen and Walter Matthau.

In late May, 2022, the Company commenced development its newest OTT streaming channel called Final Chance Films (<https://finalchancefilms.com>). Final Chance Films is a niche OTT platform being developed for independent filmmakers whose content (estimated at almost 10,000 videos per year) has not been distributed or widely seen. (See video: <https://vimeo.com/667382858>). Final Chance Films will provide worldwide exposure for independently produced movies, shorts, TV pilots and other digital media content, as well as "Premieres" for exposure to buyers in all territories of the world.

Through its subsidiary, You've Got The Part, Inc., the Company is also developing the "You've Got The Part" (YGTP) new social media App. platform that will allow anyone, anywhere and at anytime, the opportunity to audition for a "walk-on" role in a real Hollywood movie or TV program via the Internet using their SmartPhone or web cam. Development of the YGTP platform is substantially complete, with the next step being (subject to raising new capital) the planned launch and branding of a beta site, followed by a full-scale release. The Company anticipates being able to incorporate YGTP as an add-on for consumers viewing video content on Final Chance Films. Our current working site is: www.YGTP.Net. Additionally, a promotional video for You've Got the Part can be viewed at: <https://vimeo.com/manage/videos/604033222>.

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Effective August 15, 2022, through a Share Exchange Agreement, the Company acquired 100% of Colby Marketing, LLC, a successful distributor of a fun product to consumers. Revenue for the 3 months ended March 31, 2023 primarily consists of sales of this consumer product.

The assignment of assets was an internal reorganization only and does not affect the financial consolidation of the Company's operations as a whole.

Change in Control

On January 9, 2023 the Company, together with certain of its shareholders, entered into and closed upon a Securities Purchase Agreement relating to the sale of 6,000,000 of 6,200,000 of the Company's Series C Preferred stock, which results in a change in the voting control of Global. The sellers of the 6,000,000 Series C Preferred stock were Gary Rasmussen (3,200,000 Series C Preferred) and Jacqueline Giroux (2,800,000 Series C Preferred) and the purchasers were Michael Layman (2,430,000 Series C Preferred), Dwight Esnard (2,430,000 Series C Preferred), and James Mahoney (1,140,000 Series C Preferred).

Increase in Authorized Capital

Effective January 17, 2023 the Company increased its authorized common stock from to 1,950,000,000 to 15,950,000,000. The primary purpose for the increase was to complete the cashless exchange of stock to acquire DCE Construction, Inc. (dba "Mesa Garage Doors").

Acquisition of DCE Construction, Inc. , Change in Officers and Directors and Name Change

Effective February 9, 2023 with the execution and closing of a Share Exchange Agreement the Company acquired 100% of the issued share capital of DCE Construction, Inc, dba "Mesa Garage Doors ("Mesa") in a cashless exchange of stock. A total of 3,702,000,000 common shares were issued to acquire 100% of Mesa. The Officers and Directors of Global Entertainment Holdings, Inc. resigned effective that date and were replaced by the principals of Mesa.

Mesa is a successful California -based company engaged in the manufacture, sale and installation of home improvement products, including garage doors, entry doors, wood gates and pedestrian gates.

Effective March 31, 2023 the name of the Company was changed with the Nevada Secretary of State from Global Entertainment Holdings, Inc. to Mesa Home Resources, Inc. but due to an administrative error, the name was changed back to Global Entertainment Holdings, Inc. on March 31, 2023.

Both the Company and DCE Construction, Inc. have retained PCOAB registered audit firm Hudgens CPA, LLC to conduct audits of both respective companies in anticipation of the Company returning to full 12g SEC reporting status.

Principles of Consolidation

The consolidated financial statements of the Company include the accounts of Global Entertainment Holdings, Inc., Global Universal Film Group, Inc., its subsidiaries and variable interest entities ("VIE's") where the Company is considered the primary beneficiary, after elimination of intercompany accounts and transactions. Investments in business entities in which the Company lacks control but does have the ability to exercise significant influence over operating and financial policies are accounted for using the equity method. Accordingly, the Company's consolidated financial statements include the accounts of the Company, and its active Subsidiaries: Global Universal Film Group, Inc., You've Got the Part, Inc., Global Entertainment Film Fund, LLC., Muskrat Media, LLC. and Colby Marketing, LLC.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Use of estimates in the preparation of financial statements

Preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect reported amounts in the financial statements and accompanying notes. Actual results could differ from those estimates.

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Cash

At March 31, 2023, and December 31, 2022, none of the Company's cash balances were in excess of federally insured limits.

Prepaid expense

Prepaid expense at March 31, 2023 and December 31, 2022 includes the balance of the prepaid annual subscription fee to OTC Markets and the prepayment of consulting services.

Securities and Related Debt Financing

In connection with an agreement between the Company and a third party investor, dated February 28, 2017, the Company was provided with a firm financing commitment. Pursuant to such agreement, the Company acquired from the third party 3 million common shares of Apcentive Inc., a private company, in exchange for 3 million common shares of GBHL common stock having a market value of \$ 7,500 at the date of issuance. On August 4, 2017, the Company received a stock certificate representing 3,424,550 shares of Airborne Wireless Network ("ABWN") restricted common stock, dated July 19, 2017, in exchange for its 3 million shares of Apcentive in connection with Apcentive's pro-rata distribution of 40 million shares of ABWN it held. The Company pledged a portion of its ABWN holdings as collateral for \$215,000 in debt financing from Auctus Fund LLC that was used primarily to fund the development of the web platform and mobile App for "You've Got The Part". However, immediately after the date the Company was legally able to sell the ABWN shares, the value of the shares collapsed rapidly to almost zero in a massive dilution scheme beginning in May, 2018, followed by a one for 30,000 reverse split sixty days later. As a result, the Company now owns only 114 shares of ABWN which has negligible trading value. Management recognized that the ABWN stock asset was significantly impaired and has fully reserved against the decline in value accordingly.

Impairment

The Company periodically reviews for the impairment of its assets whenever events or changes in circumstances indicate that the carrying amount of an asset may not be realizable. An impairment loss would be recognized when estimated future cash flows expected to result from the use of the asset and its eventual disposition is less than carrying amount.

Fixed Assets

Fixed assets are stated at cost less accumulated depreciation. Depreciation is recorded on a straight-line basis over a period of the shorter of the related applicable lease term or the estimated useful lives of the assets ranging from 3 to 5 years. At March 31, 2023 and December 31, 2022, the Company's fixed assets were fully depreciated.

Fair value of financial instruments

The carrying amounts of the Company's accounts payable, accrued expenses, and notes payable approximate fair value due to their short-term nature.

Income taxes

Under ASC Topic 740, "Income Taxes", the Company is required to account for its income taxes through the establishment of a deferred tax asset or liability for the recognition of future deductible or taxable amounts and operating loss and tax credit carry forwards. Deferred tax expense or benefit is recognized as a result of timing differences between the recognition of assets and liabilities for book and tax purposes during the year. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. Deferred tax assets are recognized for deductible temporary differences and operating losses, and tax credit carry forwards. A valuation allowance is established to reduce that deferred tax asset if it is "more likely than not" that the related tax benefits will not be realized. At this time, no provision for the payment of income taxes is required on the results of the Company's operations through March 31, 2023. Accumulated net losses, on a consolidated basis, through March 31, 2023, totaled approximately \$ 13.8 million.

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Revenue recognition

Film revenue from licensing agreements is recognized when the license period begins and the licensee and the Company become contractually obligated under a non-cancellable agreement. All revenue recognition for license agreements is in compliance with the AICPA's Statement of Position 00-2, Accounting by Producers or Distributors of Films. We recognize revenue when all of the following conditions are met:

- Persuasive evidence of an arrangement exists;
- The products or services have been delivered; for feature film content products (VOD, DVDs, etc.) released or sold by our Global Universal Film Group subsidiary, we believe this condition is met when the film product is complete and, in accordance with the terms of our contractual arrangement, has been delivered or is available for immediate and unconditional sales and/or delivery;
- The license or sales period has begun; and
- Collection of the arrangement fee or selling commission is fixed or determinable and reasonably assured.
-

Net Income (Loss) per Share

Net income (loss) per share is calculated using the weighted average number of shares of common stock outstanding during the year. The Company has adopted the provisions of SFAS No. 128, Earnings per Share.

Recent Accounting Pronouncements

There have been no new accounting pronouncements issued by the FASB applicable to the Company's operations in either the 3 months ended March 31, 2023 or the 12 months ended December 31, 2022. Any FASB pronouncements, as applicable, has been or will be adopted by the Company accordingly.

NOTE 3 Other Assets**(a) Investment, at cost**

As described in Note 1, effective February 9, 2023 with the execution and closing of a Share Exchange Agreement the Company acquired 100% of the issued share capital of DCE Construction, Inc, dba "Mesa Garage Doors ("Mesa") in a cashless exchange of stock. A total of 3,702,000,000 common shares were issued to acquire 100% of Mesa and certain additional acquisition costs were settled through the issuance of 99,085,303 common shares. Accordingly this investment has been recorded at the following cost:

Issuance of 3,702,000,000 common shares at \$0.0008 per share	\$ 2,591,400
Issuance of 99,085,303 common shares at \$0.0007 per share	<u>79,268</u>
Combined total	\$ <u>2,670,668</u>

The following represents a summary of the unaudited Balance Sheet at March 31, 2023 and of the unaudited revenue and earnings for the 3 months ended March 31, 2023 of DCE Construction, Inc. (dba:"Mesa Garage Doors"):

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DCE Construction, Inc. (dba "Mesa Garage Doors")

Summarized Balance Sheet March 31, 2023

(Unaudited)

Assets

Current assets	\$ 3,402,838
Fixed assets, net of depreciation	77,119
Other assets	
Loans to Officer	<u>2,264,865</u>
Total assets	\$ <u>5,744,822</u>

Liabilities

Current liabilities	\$ 4,073,243
Notes payable	<u>4,060,445</u>
	<u>8,133,688</u>

Temporary equity

SAFE notes	<u>1,075,000</u>
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Shareholders' deficit	
Common stock	265,556
Additional paid in capital	106,575
Accumulated deficit	<u>(3,835,997)</u>
	<u>(3,463,866)</u>
Total liabilities and shareholders' deficit	<u>\$ 5,744,822</u>

Summarized Statement of Operations

3 Months Ended March 31, 2023

(Unaudited)

Revenue	\$ 4,902,746
Cost of Sales	<u>(3,424,366)</u>
Gross margin	1,478,380
Operating expenses	<u>(2,250,882)</u>
Net operating loss	(772,502)
Other income	<u>450,108</u>
Net loss	<u>\$ (322,394)</u>

(b) Movie inventory. During 2022, Management assessed the fair market value of its various movie and other rights, including Book Rights, TV Game/Reality Show Rights, Film Rights and Movie development costs in connection with the GAAP accounting policy of amortizing their cost using the individual "lifetime" revenue forecast method compared with their accumulated actual revenue to date.

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In addition, any projects in development that are not placed in production for expected exploitation or have no active continued development should also be amortized in the year that the expenditure is incurred. . Through this assessment, it was determined that the fair value of movie inventory required to be amortized, retroactively, by the amount of \$822,648 and accordingly Other Assets and Accumulated Deficit has both been restated, retroactively, by reducing the carrying value of Other Assets by \$822,648 and increasing Accumulated Deficit retroactively (see Note 4.)

(c) Technology platforms and app. development

Management of Global Universal film Group, Inc. continues to pursue the development of the "You've Got the Part" App. and the Company is therefore continuing to carry these development costs.

On December 3, 2021, Management acquired 100% of Muskrat Media LLC and its advertising sponsored digital streaming channel entitled "Crimes & Capers" through the issuance of a total of 10,000,000 of the Company's common shares to the owners of the LLC. Based on the trading stock price of GBHL at December 3, 2021 of \$0.002 per share the acquisition had an equivalent cost of \$20,000. Muskrat Media LLC operates as a wholly-owned subsidiary and through its flagship portal "Crimes & Capers" owns and operates a 24/7 advertising supported, digital streaming channel which broadcasts with a library of approximately 1,500 older crime-related, public domain classic programs. This digital platform is currently available for view on Amazon Fire, Apple TV+ and ROKU and can now act as an additional portal for the distribution of the Company's own library of Hollywood Classic movies and vintage TV programs.

Effective August 15, 2022, through a Share Exchange Agreement, the Company acquired 100% of Colby Marketing, LLC, in a cashless exchange for 6 million of the Company's restricted common stock., having a market value of \$10,800, based on the closing trading price of common shares on August 15, 2022 of \$0.0018 per share, which the Company has recorded as the IP acquired. Colby Marketing LLC distributes a fun consumer product.

	<u>March 31, 2023</u>	<u>December 31, 2022</u>
<u>Movie inventory</u>		
“Blue Seduction”, which continues to be distributed by Starz/Lionsgate	\$ 15,000	\$ 15,000
Library of classic public domain titles, at cost (Note1)	<u>1,500</u>	<u>1,500</u>
	<u>16,500</u>	<u>16,500</u>
<u>Technology platforms and app. development</u>		
“You’ve Got The Part” digital subscription app. in development	152,805	152,805
Streaming Channel “Crimes & Capers”, at cost	20,000	20,000
Consumer products IP and molds, at cost	<u>10,800</u>	<u>10,800</u>
	<u>183,605</u>	<u>183,005</u>
Total	<u>\$200,105</u>	<u>\$200,105</u>

NOTE 4 Restatement

As described in Note 3, in the December 31, 2022 and December 31, 2021 balance sheets , the Company has restated ” “Other Assets” and “Accumulated Deficit” to retroactively reduce such assets and increase accumulated deficit each by \$822,648, with a corresponding adjustment to the January 1 2021 opening balance for “Accumulated Deficit” in the Statement of Shareholders’ Deficit.

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NOTE 5. Notes and Debentures Payable, and Accrued Interest Thereon

At December 31, 2022 the following amounts were due and payable within the next 12 months or on demand:

<u>Due to:</u>	<u>Principal</u>	<u>Accrued Interest</u>	<u>Combined</u>
Rochester Capital Partners, LLC- Notes	\$ 147,347	\$ 44,666	\$ 192,013
Rochester Capital Partners LLC – Advances	5,750	-	5,750
Eric Leffner	50,600	35,684	86,284
Jacqueline Giroux- advances	11,584	-	11,58
Douglas Fleck	6,200	6,238	12,438
Penn Lux LLC	4,500	3,195	7,695
SBA Disaster Recovery Loan	<u>3,000</u>	<u>-</u>	<u>3,000</u>
	<u>\$ 228,981</u>	<u>\$ 89,783</u>	<u>\$ 318,784</u>

Effective January 1, 2023 the Notes Payable and Accrued Interest due Rochester Capital Partners LLC were acquired by the Principals of DCE Constriction Inc (dba “Mesa Garage Doors”) , Dwight Esnard, Michael Layman and James Mahoney. Accordingly, at March 31, 2023 the following was outstanding:

<u>Due to:</u>	<u>Principal</u>	<u>Accrued Interest</u>	<u>Combined</u>
Dwight Esnard- CEO	\$ 77,360	\$ 1,526	\$ 78,886

Michael Layman- CFO	77,360	1,526	78,886
Janes Mahoney – Person owning more than 5%	36,292	716	37,008
Eric Leffner	50,600	37,181	87,781
Douglas Fleck	6,200	6,421	12,621
Penn Lux LLC	4,500	3,329	7,829
Jacqueline Giroux- advances	17,327	-	17,327
Rochester Capital Partners LLC – advances	9,750	-	9,750
SBA Disaster Recovery Loan	<u>3,000</u>	<u>-</u>	<u>3,000</u>
	<u>\$282,389</u>	<u>\$50,699</u>	<u>\$333,088</u>

At March 31, 2023 the outstanding principal and interest on the Dwight Esnard, Michael Layman and Janes Mahoney notes are convertible to the Company's common shares at 50% of lowest trading price 5 trading days prior to conversion and accrue 8% per annum interest.

The Penn Lux LLC outstanding principal and interest is convertible at 50% of market value of the Company's common shares and accrues 12% per annum interest.

At March 31, 2023 the Jacqueline Giroux and Rochester Capital Partners LLC principal represents short-term interest free advances to sustain working capital.

The Douglas Fleck and Penn Lux :LLC notes are not convertible and carry interest at 12% per annum.

NOTE 6 – SHARE CAPITAL

Increase in Authorized Share Capital

Effective January 17, 2023 Company's authorized capital stock was increased to 15,950,000,000, of which 15,900,000,000 shares were designated as Common stock and 50,000,000 shares were designated as Preferred stock.

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Series “B” Convertible Preferred Stock

Pursuant to the reverse tri-party merger with Global Universal Film Group, Inc. (“GUFG”), the Company issued a total of 1,500,000 shares of Series B Convertible Preferred Stock to the stockholder's of GUFG. Mr. Rasmussen, our former CEO and present CEO of GUFG owned 50% of the shares of GUFG and also received 750,000 Series B Shares in the merger. Jacqueline Giroux, President of GUFG, received the balance of 750,000 shares. In December 2007, the Company issued an additional 2,490,134 shares of Series B Preferred stock in exchange for the cancellation of \$273,915 in debt of GUFG. Mr. Rasmussen received 343,227 shares directly in his name; Rochester Capital Partners LP received 641,225 shares in its name; and Ms. Giroux received 1,505,682 shares directly in her name.

At March 31, 2023 and December 31, 2022, the Company had a total of 3,990,134 shares of Series B Preferred stock outstanding, which are convertible into 3,990,134 shares of common stock at any time.

The rights and preferences of the Series B shares are as follows:

Dividend Provisions. The holders of the Series B Convertible Preferred Stock will not be entitled to any dividends on the Preferred Stock.

Liquidation Preference. In the event of any liquidation, dissolution or winding up of the Company, either voluntary or involuntary, subject to the rights of series of preferred stock that may from time to time come into existence, the holders of

Series B Convertible Preferred Stock shall be entitled to receive, prior to and in preference to any distribution of any of the assets of the Company to the holders of Common Stock by reason of their ownership thereof, an amount per share equal to the sum of (i) \$0.001 for each outstanding share of Series B Preferred Stock ("Original Series B Issue Price") and (ii) an amount equal to the Original Series B Issue Price for each twelve (12) months that has passed since the date of issuance of any Series B Preferred Stock.

Spin-off Rights. At the election of a majority in interest of the Series B Preferred Stock, GUGF shall be spun off to the holders of the Series B Preferred Stock, with 90% of such shares in GUGF being issued, pro rata to the holders of the Series B Preferred Stock, and 10% being issued and distributed to the shareholders of the Company in common stock on a pro-rata basis. This provision was eliminated entirely with the filing of an amendment to the designation of rights and preferences of our Series B Preferred with the State of Nevada on December 6, 2007.

Conversion. Each share of Series B Convertible Preferred Stock is convertible, at the election of the holder, into one (1) share of the Company's common stock on such date as the majority shareholders of all Series B have elected to effect the Spin-Off transaction; however, the Series B Convertible Preferred Stock shall automatically convert into shares of Common Stock of the Company after twelve (12) months from the date of LitFunding's acquisition of Film Group, regardless of whether or not an election has been made to spin-off Film Group. This provision was amended with the filing of an amendment to the designation of rights and preferences of our Series B Preferred with the State of Nevada on December 6, 2007. Currently, the conversion into common stock may be made at any time, without conditions, by the holders of the Series B Preferred stock. The Series B Preferred stock is not affected or adjusted for any forward or reverse stock splits.

Voting Rights. The shares of the Series B Preferred Stock do not have any voting rights except as to issues affecting the rights and preferences of the entire class of the Series B Preferred.

Series "C" Convertible Preferred Stock

In January, 2023 the Company filed an Amendment to the Certificate of Designation pertaining to the Series C Convertible Preferred Stock ("CoD") to correct an earlier administrative error. The CoD should have reflected a total of 6,500,000 authorized Series C Preferred Stock and Section 2 (b) should have reflected that the stock is convertible to common shares at the rate of 1% for every 100,000 Series C Convertible Preferred shares (i.e. to become 62% of the total issued and outstanding common stock after conversion). On January 9, 2023 6,000,000 of the 6,200,000 issued and outstanding Series "C" Preferred Stock was sold by Gary Rasmussen (the former CEO) and Jacqueline Giroux to the Principals of DCE Construction, Inc (dba "Mesa Garage Doors") Dwight Esnard, Michael Laymen and James Mahoney, which resulted in a change in control, and thus voting control, of the Company.

At March 31, 2023 and December 31, 2022 the Company had 6,200,000 Series "C" Preferred Stock issued and outstanding, respectively.

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Voting Rights. The shares of the Series C Preferred Stock carry voting rights equal to the number of shares of common stock into which they are convertible. As of March 31, 2023 the entire class of 6,200,000 issued and outstanding Series C Preferred Stock could convert into approximately 8.25 billion shares of common stock and carry an equal amount in voting rights.

Series "D" Convertible, Participating Preferred Stock

The Board of Directors had previously authorized the issuance of up to 10,000 shares of Series D Convertible, Participating Preferred Stock with a Stated Liquidation Value of \$100 per share (the "Series D Preferred"), to be offered to investors pursuant to the terms of a private offering document designed to raise capital for You've Got The Part. Upon receipt of proceeds from the private offering, the Company plans to file a Certificate of Amendment with the Nevada Secretary of State to modify the terms of the original Certificate of Designation to comport to the offering.

At March 31, 2023 and December 31, 2022, the Company had no shares of Series "D" Preferred Stock issued and outstanding.

NOTE 6 – GOING CONCERN

The Company has historically incurred losses since inception as a media entertainment company. With the acquisition of DCE Construction, Inc (dba "Mesa Garage Doors") through a cashless exchange of stock on February 9, 2023 the Company now has an additional business source to potentially sustain it. However, there can be no assurance that the Company can reach or will continue to operate profitably. Unless significant additional cash flows are raised by the Company through the aforementioned business acquisition, the Company could be in jeopardy of continuing operations. The Company seeks to also generate needed funds from the sale of Company stock through a Private Placement, Regulation A+ and/or a Crowdfunding offering, loans from affiliate shareholders, or by entering into financing arrangements with third-parties. No provision for loss has been made in these Financial Statements in the event that the Company is unable to continue operations.

NOTE 7 – COMMITMENTS AND CONTINGENCIES

Contingent asset and corresponding liability

Effective November 11, 2015 the Company acquired the rights to approximately 1,900 digital masters to motion pictures, television series, vintage films and short form content and cartoons for worldwide distribution. In this regard, the Company is presently entertaining several output deals for distribution of the library, as well as negotiating for transcoding and closed captioning services of the digital content. These rights entitle the Company to distribute this digital content on a variety of platforms, including but not limited to traditional broadcast TV, electronic sell-through, video-on-demand, online subscription and advertising supported channels, over-the-top IP channels, mobile and multi-screen devices and legacy set-top boxes and game consoles. Payment for the acquisition of the library will be handled on a revenue share basis, with the Company agreeing to remit 50% of the net proceeds from exploitation of the digital content with the rights seller up to an initial contingent payable cap to the seller of \$480,000. As an added inducement to the seller, the Company agreed to issue one million restricted common shares within 30 days from the execution of the Purchase Agreement. At March 31, 2023 and December 31, 2022 no revenue share liability was due or had accrued to the seller.