

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

Hannover House, Inc.

1621 Central Avenue, Cheyenne, WY 82001

818-481-5277

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Eric@HannoverHouse.com

SIC Codes: 7822 / 2731

ANNUAL REPORT

For the 12-Month Period Ending December 31, 2023
(the "Reporting Period")

With Additional Information regarding the
Quarterly Report For the 3-Month Period Ending: December 31, 2023

As of December 31, 2023, the CURRENT REPORTING PERIOD, the number of shares outstanding of our Common Stock was:

1,012,765,343

As of December 31, 2022, the MOST RECENT FULL YEAR REPORTING PERIOD, the number of shares outstanding of our Common Stock was:

1,000,310,429

Indicate by check mark whether the company is a shell company (as defined in Rule 405 of the Securities Act of 1933 and Rule 12b-2 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: ☒

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

Yes: ☐ No: ☒

¹ "Change in Control" shall mean any events resulting in:

(i) Any "person" (as such term is used in Sections 13(d) and 14(d) of the Exchange Act) becoming the "beneficial owner" (as defined in Rule 13d-3 of the Exchange Act), directly or indirectly, of securities of the Company representing fifty percent (50%) or more of the total voting power represented by the Company's then outstanding voting securities;

(ii) The consummation of the sale or disposition by the Company of all or substantially all of the Company's assets;

(iii) A change in the composition of the Board occurring within a two (2)-year period, as a result of which fewer than a majority of the directors are directors immediately prior to such change; or

(iv) The consummation of a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its parent) at least fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity or its parent outstanding immediately after such merger or consolidation.

1) Name of the issuer and its predecessors (if any)

The Public Company was originally incorporated in 1999 as ECKLAN CORPORTION and has endured several name changes since that date as described below. The privately held company (Truman Press, Inc., dba "Hannover House") that is now the operating entity, was incorporated in 1993 and merged into the Public Company in December, 2009.

Hannover House, Inc.

Ticker Symbol: HHSE

Hannover House, Inc. - Predecessor Entity Details

Entity Name	Active From	Active Until
Ecklan Corporation	12/30/1999	3/5/2001
Mindset Interactive, Inc.	3/5/2001	8/15/2005
Target Development Group, Inc.	8/15/2005	12/15/2009
Truman Press, Inc./Hannover House	9/15/1993	12/15/2009
TDGI / Hannover House, Inc.	12/15/2009	CURRENT

The Target Development Group, Inc. / Publicly-traded company was incorporated on January 29, 2009 in **Wyoming**; the predecessor privately-held company (Truman Press, Inc.) was originally incorporated in California on Sept. 15, 1993. Hannover House, Inc. is listed by the Wyoming Secretary of State as being an Active Corporation in **Good Standing**.

There have been no trading suspension orders issued by the SEC concerning the issuer or its predecessors since inception.

The company has not implemented any stock split, stock dividend, recapitalization, merger, acquisition, spin-off or reorganization within the past 12 months or which is presently anticipated.

Although registered in Wyoming, as an accommodation and convenience for the company's CEO, the issuer's executive production office is located at: 1275 Sunchase Circle, STE 3, Fayetteville, AR 72701, and the primary address for receipt of mail is: 1722 N. College Ave., # C303, Fayetteville, AR 72703.

The issuer's principal place of business is: 1621 Central Ave., Cheyenne, WY 82001

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: Standard Registrar & Transfer Co., Inc.
Phone: 801-571-8844
Email: Amy@StandardRegistrar.com
Address: 440 East 400 South, Suite 200, Salt Lake City, UT 84111

Is the Transfer Agent registered under the Exchange Act?²² Yes: ☒ No: ☐

To be included in the Pink Current Information tier, the transfer agent must be registered under the Exchange Act.

Trading symbol: HHSE
Exact title and class of securities outstanding: Common Stock Shares
CUSIP: 410686 101
Par or stated value: \$.001

Total shares authorized: 1,100,000,000 as of: December 31, 2023
Total shares outstanding: 1,012,765,343 as of: Dec. 31, 2023
Number of shares in the Public Float³: 758,845-458 as of: Dec. 31, 2023
Total number of shareholders of record: 226 as of date: Dec. 31, 2023

Other classes of authorized or outstanding equity securities:

The goal of this section is to provide a clear understanding of the share information for its other classes of authorized or outstanding equity securities (e.g. preferred shares). Use the fields below to provide the information, as applicable, for all other authorized or outstanding equity securities.

Trading symbol: HHSE
Exact title and class of securities outstanding: Series "A" Preferred Shares
CUSIP: 410686 101
Par or stated value: \$.001
Total shares authorized: 10,000,000 as of date: Dec. 31, 2023
Total shares outstanding: 8,000,000 as of date: Dec. 31, 2023

Describe any trading suspension orders issued by the SEC concerning the issuer or its predecessors:
NONE.

3) Issuance History

The goal of this section is to provide disclosure with respect to each event that resulted in any direct changes to the total shares outstanding of any class of the issuer's securities **in the past two completed fiscal years and any subsequent interim period.**

Disclosure under this item shall include, in chronological order, all offerings and issuances of securities, including debt convertible into equity securities, whether private or public, and all shares, or any other securities or options to acquire such securities, issued for services. Using the tabular format below, please describe these events.

A. Changes to the Number of Outstanding Shares

Check this box to indicate there were no changes to the number of outstanding shares within the past two completed fiscal years and any subsequent periods: ☐

Shares Outstanding as of Second Most Recent Fiscal Year End: <u>Opening Balance</u> Date <u>12-31-2021</u> Common: 936,492,996 Preferred: <u>4,000,000</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	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.

³ "Public Float" shall mean the total number of unrestricted shares not held directly or indirectly by an officer, director, any person who is the beneficial owner of more than 10 percent of the total shares outstanding (a "control person"), or any affiliates thereof, or any immediate family members of officers, directors and control persons.

Mar. 16, 2021	Return of Collateral Shares to Treasury	<500,000>	Common	\$6,500	NO	Martin Langer	Return of stock certificate issued as collateral	Restricted	Shares issued as corp. loan collateral returned
July 30, 2021	New Issuance	19,000,000	Common	\$416,100	NO	Getting Grace, LLC, Daniel Roebuck Managing Partner	Settlement Agreement re: Prior Legal dispute	Restricted	HHSE common stock shares are not currently registered
July 30, 2021	New Issuance	7,500,000	Common	\$164,250	NO	Eric Parkinson (Officer)	Conversion of officer loans to restricted shares	Restricted	HHSE common stock shares are not currently registered
July 30, 2021	New Issuance	4,000,000	Preferred	\$40.00	NO	Eric Parkinson (Officer)	Exercise of earned option to gain addl. preferred shares	Restricted	HHSE Preferred stock shares are not currently registered
July 30, 2021	New Issuance	3,000,000	Common	\$65,700	NO	Sentient Asset Management Trust (Jon Cheng, Mgr)	Shares Issued per Production and MyFlix financing	Restricted	HHSE common stock shares are not currently registered
July 30, 2021	New Issuance	1,500,000	Common	\$32,850	NO	Suzanne Holmquist	Shares Issued per Production and MyFlix financing	Restricted	HHSE common stock shares are not currently registered
July 30, 2021	New Issuance	1,000,000	Common	\$21,900	NO	Christian K. Large (Board Advisory Sign-On Shares)	Shares issued for Board Advisors	Restricted	HHSE common stock shares are not currently registered
July 30, 2021	New Issuance	1,000,000	Common	\$21,900	NO	Kyle Martens (Board Advisory Sign-On Shares)	Shares issued for Board Advisors	Restricted	HHSE common stock shares are not currently registered
July 30, 2021	New Issuance	1,000,000	Common	\$21,900	NO	Steven M. Kay (Board Advisory Sign-On Shares)	Shares issued for Board Advisors	Restricted	HHSE common stock shares are not currently registered
Aug. 27, 2021	New Issuance	3,343,750	Common	\$60,187	NO	Morten Stisen	Shares Issued per Production and MyFlix financing	Restricted	HHSE common stock shares are not currently registered
Oct. 18, 2021	New Issuance	9,482,758	Common	\$55,000	NO	Nordic Food Services APS (Morten Stisen authorized signatory)	Restricted shares issued as collateral to Corp. Loan	Restricted	HHSE common stock shares are not currently registered

Oct. 18, 2021	New Issuance	10,689,655	Common	\$62,000	NO	Accounting for Value APS (multiple Morten Stisen authorized signatory)	Restricted shares issued as collateral to Corp. Loan	Restricted	HHSE common stock shares are not currently registered
Nov. 1, 2021	New Issuance	9,224,137	Common	\$50,000	NO	Accounting for Value APS (multiple Morten Stisen authorized signatory)	Restricted shares issued as collateral to Corp. Loan	Restricted	HHSE common stock shares are not currently registered
Nov. 1, 2021	New Issuance	2,675,000	Common	\$20,000	NO	Nordic Food Services APS (Morten Stisen authorized signatory)	Restricted shares issued as collateral to Corp. Loan	Restricted	HHSE common stock shares are not currently registered
Dec. 28, 2021	New Issuance	25,000,000	Common	\$1,650,000	NO	Lewin Family Irrevocable Trust (Bruce Lewin, primary beneficiary)	Shares issued per legal settlement resolution	Restricted	HHSE common stock shares are not currently registered
Jan. 18, 2022	New Issuance	2,847,582	Common	\$17,085	NO (issued as collateral)	Morten Stisen	Collateral Shares per Promissory Note	Restricted	HHSE common stock shares are not currently registered
Jan. 18, 2022	New Issuance	10,700,000	Common	\$58,250	NO (issued as collateral)	Morten Stisen	Collateral Shares per Promissory Note	Restricted	HHSE common stock shares are not currently registered
Jan. 18, 2022	New Issuance	6,050,000	Common	\$33,598	NO (issued as collateral)	Jim Durm	Collateral Shares per Promissory Note	Restricted	HHSE common stock shares are not currently registered
Jan. 18, 2022	New Issuance	2,115,579	Common	\$16,502	NO (issued as collateral)	Morten Stisen	Collateral Shares per Promissory Note	Restricted	HHSE common stock shares are not currently registered
Jan. 18, 2022	New Issuance	19,496.844	Common	\$155,000	NO (issued as collateral)	Nordic Food Services, APS (Morten Stisen authorized signatory)	Collateral Shares per Promissory Note	Restricted	HHSE common stock shares are not currently registered
Feb. 22, 2022	New Issuance	6,153,846	Common	\$40,000	NO (issued as collateral)	Nordic Food Services, APS (Morten Stisen authorized signatory)	Collateral Shares per Promissory Note	Restricted	HHSE common stock shares are not currently registered
Aug. 24, 2022	New Issuance	769,231	Common	\$5,000	NO (issued as collateral)	Morten Stisen	Collateral Shares per Promissory Note	Restricted	HHSE common stock shares are not currently registered
									HHSE common stock shares are not currently registered

Aug. 24, 2022	New Issuance	1,724,138	Common	\$10,000	NO (issued as collateral)	Nordic Food Service APS (Morten Stisen authorized signatory)	Collateral Shares per Promissory Note	Restricted	HHSE common stock shares are not currently registered
Aug. 24, 2022	New Issuance	4,115,385	Common	\$25,000	NO (issued as collateral)	Nordic Food Service APS (Morten Stisen authorized signatory).	Collateral Shares per Promissory Note	Restricted	HHSE common stock shares are not currently registered
Aug. 24, 2022	New Issuance	5,534,483	Common	\$30,000	NO (issued as collateral)	Accounting for Value APS (Morten Stisen authorized signatory).	Collateral Shares per Promissory Note	Restricted	HHSE common stock shares are not currently registered
Aug. 24, 2022	New Issuance	4,319,345	Common	\$25,000	NO (issued as collateral)	Accounting for Value APS (Morten Stisen authorized signatory).	Collateral Shares per Promissory Note	Restricted	HHSE common stock shares are not currently registered
Sept. 18, 2023	New Issuance	12,454,914	Common	\$40,000	YES, per convertible note terms	Graham Financial Services, Inc. (Paul Graham)	Conversion of aged, eligible promissory note	Not Restricted	HHSE common stock shares are not currently registered
Shares Outstanding on Date of This Report:									
Ending Balance:									
Date	Common: 1,012,765,343								
Dec. 31, 2023	Preferred: 8,000,000								

B. Debt Securities, Including Promissory and Convertible Notes

Use the chart and additional space below to list and describe any issuance of promissory notes, convertible notes or convertible debentures.

Check this box if there are no outstanding promissory, convertible notes or debt arrangements: ☐

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 (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g. Loan, Services, etc.)
Aug. 1, 2010	\$127,706	\$100,000	\$126,429	Aug. 1, 2011	50% discount to market price based on 10-day VWAP	Jo Lynn Anderson	Theatrical Releasing for "Twelve"
Aug. 1, 2010	\$127,706	\$100,000	\$126,429	Aug. 1, 2011	50% discount to market price based on 10-day VWAP	Dennis Anderson	Theatrical Releasing for "Twelve"
Aug. 10, 2012	\$77,500	\$50,000	\$27,500	Aug. 10, 2013	50% discount to market price based on 10-day VWAP	Sue Bartholomew, Southwinds Homes	"Toys in the Attic" Star Cast Funding
Sept. 14, 2012	\$155,000	\$100,000	\$55,000	Sept. 14, 2013	50% discount to market price based on 10-day VWAP	Sue Bartholomew, Southwinds Homes	General O/H and "Toys in the Attic" Prod.

Apr. 15, 2017	\$158,471	\$130,000	\$28,471	Apr. 15, 2018	50% discount to market price based on 10-day VWAP	Genautica, LLC (Dan Scholefield, primary beneficiary)	Legal Fees & Settlement re: TCA
Oct. 13, 2018	\$12,849	\$11,628	\$1,221	Oct. 13, 2019	50% discount to market price based on 10-day VWAP	Daniel Roebuck	DVD Replication Loan
Nov. 18, 2019	\$57,887	\$55,000	\$2,887	Nov. 18, 2020	50% discount to market price based on 10-day VWAP	Graham Financial Services, Inc. (Paul Graham, Pres.)	General O/H, Audit and Legal Fees
Nov. 28, 2019	\$16,003	\$15,443	\$560	Nov. 28, 2020	50% discount to market price based on 10-day VWAP	Graham Financial Services, Inc. (Paul Graham, Pres.)	General O/H, Audit and Legal Fees
Nov. 28, 2019	\$33,048	\$31,400	\$1,648	Nov. 28, 2020	50% discount to market price based on 10-day VWAP	Graham Financial Services, Inc. / Paul Graham, Pres.	General O/H, Audit and Legal Fees
June 30, 2019	\$15,629	\$14,850	\$1,559	June 30, 2020	No conversion formula specified to affiliate holder; funds received during 2020	Eric F. Parkinson	Legal Fees, Overhead, Audit costs
Nov. 20, 2020	\$25,729	\$25,729	\$151	Nov. 20, 2021	No conversion formula specified to affiliate holder; funds received during 2020	Eric F. Parkinson	Legal Fees, Overhead, Audit costs
June 19, 2020	\$17,085	\$17,085	\$0	June 18, 2022	2,847,582 Restricted shares issued as collateral.	Morten Stisen	General Operations & Form 10
Dec. 3, 2020	\$58,250	\$58,250	\$0	Dec. 2, 2022	10,700,000 Restricted shares issued as collateral.	Morten Stisen	Legal fees and Settlements
Dec. 24, 2020	\$33,598	\$33,598	\$0	Dec. 23, 2022	6,050,000 Restricted shares issued as collateral	Jim Durm	General Operations and Form 10
July 6, 2021	\$16,502	\$16,502	\$0	July 5, 2023	2,115,579 Restricted shares issued as collateral	Morten Stisen	Legal fees and Settlements
July 8, 2020	\$155,000	\$155,000	\$0	July 7, 2022	19,496,844 Restricted shares issued as collateral	Nordic Food Svc (Morten Stisen)	Legal, acctng and Form 10
Nov. 25, 2021	\$40,000	\$40,000	\$0	Nov. 24, 2023	6,153,846 Restricted shares issued as collateral	Nordic Food Svc (Morten Stisen)	Legal fees and settlements
Dec. 8, 2021	\$17,150	\$17,150	\$2,188	Dec. 7, 2023	Note is convertible at 50% discount to Market / VWAP	Graham Financial Svs., Inc., / Paul Graham	Correction on prior accrued interest
Sep. 12, 2023	\$36,000	\$36,000	\$455	Sep. 11, 2024	Note is convertible at 50% discount to Market / VWAP	Graham Financial Svc., Inc. / Paul Graham	General Use, audits and legal costs
Oct. 3, 2023	\$25,000	\$25,000	\$0	Oct. 2, 2024	Note is not convertible	Accounting for Value / Morten Stisen	General Use and Wildfire post-Prod.
Dec. 12, 2023	\$30,000	\$30,000	\$0	Dec. 11, 2024	Note is not convertible	Sue Bartholomew, Southwinds	General Use and Indian Territory film
Dec. 15, 2023	\$49,500	\$49,500	\$0	Dec. 14, 2024	Note is not convertible	Eric F. Parkinson	General Use and Wildfire Marketing

4) 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)⁴:

Name: Eric Parkinson (Chairman, CEO, SECY)
Title: Chairman, CEO & SECY / President
Relationship to Issuer: Officer / Director

5) Issuer's Business, Products and Services

Company is a media production and distribution enterprise, involved in book publishing, feature film and video production, and distribution of feature films and videos through various media platforms and territories worldwide.

Wholly-owned subsidiaries are Medallion Releasing, Inc. (for handling non-Hannover House producer clients), Vodwiz, Inc. and Bookworks, Inc. Both Medallion Releasing, Inc., and Vodwiz, Inc. are Arkansas domiciled corporations. Bookworks, Inc., as the Screen Actors Guild signatory entity, was previously registered in Arkansas, but is being moved to a registration in Oklahoma to conform to film incentive requirements. Income, assets and costs (if any) from these three subsidiaries are incorporated into the Company's consolidated financial statements.

Company publishes fiction and non-fiction books; Company's media distribution includes the release of films to theatres, home video, digital streaming formats, television outlets and international licensors. Company is working with MyFlix, LLC for the development and launch of a new digital streaming site to be named "MyFlix." The business model for MyFlix is to consolidate feature films and television series programming owned by a wide range of studios and content owners, into a single destination digital streaming site. The revenue model for MyFlix will be tailored after the hugely successful sites of TUBI and ROKU, both of which are generating hundreds-of-millions-of-dollars from "Advertising Supported Video On Demand" (AVOD) models – in which consumers can watch films for "free" but subject to seeing paid ads. This model is not only more attractive to customers than a "subscription" model, but it also avoids the complications of dealing with consumer credit cards, disputes, billings and such operational issues that add costs, but do not contribute positively to a company's bottom line. As of the date of this filing, forty-three program suppliers, collectively representing over 12,000 titles, had agreed to participate in the MyFlix service, which would position the site as one of the largest sources for total streaming programming. The growth of digital streaming services has created both a boom and bust in the independent film sectors. Consumers are less likely now to purchase DVDs of unknown movies knowing that the same ten-dollar cost could cover a month's subscription to a service such as Netflix with over 1,000 titles at any given time. As other studios scramble to open "studio specific" streaming services, Hannover House believes that the MyFlix model is more like the successful Walmart retail strategy of offering a wider selection of programming at everyday low prices. The success of TUBI.TV (a Disney-Fox owned streaming service) supports the validity of the MyFlix business model. Hannover House has an option to purchase MyFlix subject to the achievement of obtainable corporate benchmarks which include the filing of the Form 10 Registration and the resolution or dismissal of four foreign judgments for which the Company has meritorious defenses and legal strategies to oppose.

6) Issuer's Facilities

As of the date of this filing, the Company is leasing a combination office-warehouse-production center facility in Fayetteville, Arkansas, located at 1275 Sunchase Circle. This facility has over 3,200 square feet of space that is being used for general offices, storage and as a motion-picture "cyclorama" stage for production activities. Additionally, the company has closed out its prior storage facilities and moved the DVD and book inventories to this new office-warehouse location. The principal assets for the company are the intellectual property rights granted to the company through distribution licenses or sales agency agreements, none of which are transferrable under the terms of the agreements. The granting of sales rights to film and television programs is very specialized and dependent upon the quality of long-standing relationships between the company as seller, and the outlets (which for HHSE products range from USA based retail stores, to digital streaming platforms, television broadcasters and international licensors). As of the applicable filing period of

⁴ The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS by persons with sufficient financial skills.

this report, the company has approximately 19,686 units of DVD and BluRay inventory. Inventory of viable book products is 1,466 units. DVD and BluRay replication equipment, and motion picture related support equipment is also being stored at the new office-warehouse in Arkansas, along with standard office furnishings, desktop computers and fixtures customarily needed for a staff of up to ten persons. Most of the equipment, fixtures and other gear are aged at greater than ten years, and as a result, the Company has elected to significantly reduce the valuation of these items by increasing the reserve for depreciation as of this reporting period.

7) Officers, Directors, and Control Persons

Name of Officer/Director and Control Person	Affiliation with Company (e.g. Officer/Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Note
Eric Parkinson	Officer / Director	Fayetteville, AR	50,641,649	Common Stock	5.82%	Rule 144 Restrictions
Eric Parkinson	Officer / Director	Fayetteville, AR	6,400,000	Series "A" Preferred	100% *	1000-to-1 Voting Value; 100-to-1 conversion

* **Notes to Officer, Directors, and Control Persons – stock ownership** – former company President D. Frederick Shefte retired in March of 2021 due to health issues, and passed away on April 18, 2022. . Until such time that a replacement President can be engaged, Company CEO Eric Parkinson will assume the duties as President, in addition to his existing duties as CEO and Secretary. Per the bylaws and other internal agreements with officers, upon cessation of employment for any reason, an officer (in this case, Shefte), is required to surrender "Preferred" (voting) shares. As of the date of this report, Shefte had 1,600,000 Preferred shares that the company is moving to cancel and return to treasury stock for that class of shares. Christian K. Large and Kyle Martens have provided board consultation services to the Company.

8) Legal/Disciplinary History

A. Please 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);

Not Applicable

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;

Not Applicable

3. A finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated; or

Response: On October 8, 2019, Company was advised of an order from the Arkansas Securities Commission regarding their concerns regarding the issuance of a convertible debt instrument to JSJ Investments, Inc. in 2014, which transaction was not registered with the Arkansas Securities

Commission. Company responded a cited federal securities laws as well as the review of the JSJ transaction by three separate and competent securities attorneys as being in compliance with allowable practices for OTC markets issuers. .

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.

Not Applicable

- B. Describe briefly any material pending legal proceedings, other than ordinary routine litigation incidental to the business, to which the issuer or any of its subsidiaries is a party or of which any of their property is the subject. Include the name of the court or agency in which the proceedings are pending, the date instituted, the principal parties thereto, a description of the factual basis alleged to underlie the proceeding and the relief sought. Include similar information as to any such proceedings known to be contemplated by governmental authorities.

During 2018, the Company neglected to defend selected producer disputes if such disputes were filed outside of the State of Arkansas (*in violation of the governing law and jurisdiction as prescribed in the representation agreements*). The rationale in not defending such court actions occurring outside of Arkansas is that sister-state judgment enforcement laws enable a foreign default judgment to be adjudicated in Arkansas if a meritorious basis exists. The business sector of independent film distribution is litigious across all major industry entities – due primarily to the difficulties of marketing independent films not conforming to expectations of the program suppliers. Accordingly, company has found itself the target of 17 lawsuits over a 25+ year span from program suppliers with false claims of monies owed. While this may seem to be a large number of disputes – the vast majority of which were adjudicated in favor of Hannover House – it represents what we believe to be the best track record in the industry (e.g., 3.7% of programs distributed by Hannover House have resulted in producer disputes, specifically 17 out of 454 titles handled). These disputes meet the standard of ordinary routine litigation incidental to the business, and therefore do not merit further detail.

As recommended by counsel, in order to mitigate any potential concerns that these defaults could impede the company's activities as a going concern, the three foreign (sister-state) default judgments of concern have each been addressed and responded to as of the date of this Q1 disclosure filing. The "Lewin New York Default" had been listed as a liability with a potential value in excess of \$2-million; however, this matter has now been settled, with a remaining payment obligation balance of \$150,000 as of 3-31-2022, and due within the next year (*the adjustment of the "reserve" previously listed on the company's balance sheet has resulted in a gain of over \$1.3-mm in shareholder equity as of this filing*); the UPTONE defamation claim has been addressed in California; however, the court rejected Company's motion to set aside the default judgment. However, a settlement was reached in March, 2022, and the liability impact of settlement payments that Hannover House has agreed to pay are reflected in the current balance sheet. With respect to the "Daisy Winters-Shuttlewoods" – a court hearing was held on or about Jan. 7, 2022 hearing. As of this filing date, the "default judgment" previously awarded in the Daisy Winters-Shuttlewoods dispute was ruled in favor of HHSE, due to the factual merits of the HHSE response. In order to clear the path for the company's registration filing, a settlement was made in March, 2022 and the liability impact is reflected in the balance sheet to this disclosure filing. There have been no lawsuits against the company in the past six (6) years, primarily reflecting the company's business move away from representing (as distributor or sales agency), low-end, third-party productions from inexperienced suppliers.

9) Third Party Providers

Securities Counsel

Name:	Morgan Petitti, Esq.
Firm:	Petitti Law Firm
Address 1:	118 W. Streetsboro Road, # 117
Address 2:	Hudson, OH, 44236
Phone:	330-697-8548
Email:	Petittilaw@gmail.com

Accountant or Auditor *

As of this filing, the Company does not have a Tax Accounting firm. Corporate 1120 S returns have been reviewed by a licenced CPA. Under advisement, the PCAOB auditing firm will be disclosed upon filing of the Form 10 Registration.

Investor Relations Consultant

Company has elected to defer “promotion” of stock shares and traditional investor relations at this time; it is possible that after the Form 10 Registration has been filed, that resources will be expended to broaden awareness of the Company and its various activities.

Other Service Providers

Name: Steven H. Kay, Esq.
Firm: Steven Kay Law Firm
Nature of Services: Legal Representation
Address 1: 1875 Main Drive
Address 2: Fayetteville, AR 72704
Phone: 479-521-3334 / Email: Steven@Rockhouselaw.com

Name: Jonathan McCallum
Firm: Oleum Rain Studios
Nature of Services: Mastering & Graphic Design
Address 1: 854 N. Willow
Address 2: Fayetteville, AR 72701
Phone: 479-283-1687 / Email: JLMcCallum@aol.com

Name: Raymond Ragues
Firm: RAGUES LAW FIRM
Nature of Services: New York Litigation Representation
Address 1: 521 5th Avenue
Address 2: New York, NY 10175
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Name: Tomer Tal, Esq.
Firm: NEW VENTURE ATTORNEYS
Nature of Services: Securities Law and Filings
Address 1: 101 Church St., Suite 22
Address 2: Los Gatos, CA 95030
Phone: 845-481-0086
Email: Tomer@NewVentureAttorneys.com

Name: Andy Forman
Firm: New Century Media
Nature of Services: Manufacturing of DVD & BluRay Consumer Products
Address 1: 2727 Pellissier Place
Address 2: City of Industry, CA 90601
Phone: (408) 560-9606
Email: Andy@NewCenturyMediaUSA.com

Name: Jeff Miller
Firm: ARROW MEDIA SERVICES
Nature of Services: Mastering and Formatting of V.O.D. Titles
Address 1: 114 W. Adams St., Suite 601
Address 2: Phoenix, AZ 85003
Phone: (602) 358-0061
Email: Jeff@ArrowMedia.Services

10) Issuer Certification

Principal Executive Officer:

The issuer shall include certifications by the chief executive officer and chief financial officer of the issuer (or any other persons with different titles but having the same responsibilities).

The certifications shall follow the format below:

I, Eric Parkinson, certify that:

1. I have reviewed this Annual and Quarterly Report for the 3-month period ending December 31, 2023 and the additional information which makes this filing qualify as an Annual Report for the twelve month period ending 12-31-2023 - including additional information required for the OTC Market Disclosure Compliance of Hannover House, Inc.;
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.

April 7, 2024

/s/ ERIC PARKINSON, Chairman, CEO, President and Corporate Secretary

Principal Financial Officer:

I, Eric Parkinson certify that:

1. I have reviewed this Annual and Quarterly Report for the 3-month period ending December 31, 2023 and the additional information which makes this filing qualify as an Annual Report for the twelve month period ending 12-31-2023 - including additional information required for the OTC Market Disclosure Compliance of Hannover House, Inc.;
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.

April 7, 2024

/s/ ERIC PARKINSON, Principal Financial Officer

HANNOVER HOUSE, INC. AND AFFILIATES AND SUBSIDIARIES
Financial Statements
December 31, 2023 (UNAUDITED / Audit in process)

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F-1 (OTC ITEM “4-C”)

**HANNOVER HOUSE, INC., AND AFFILIATES AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
FOR THE THREE (and TWELVE) MONTH PERIOD ENDING DECEMBER 31, 2023**

	12/31/2023
ASSETS	
CURRENT ASSETS	
Cash & Cash Equivalents	21,676
Accounts Receivable, Net	(1) 1,235,657
Prepaid Wages	-
Merchandise Inventory	100,704
Prepaid Advertising	(2) -
Prepaid Producer Royalties	2,406,065
Producer Marketing Recoupment	(3) 2,215,432
Film Distribution Rights	1,996,379
Film Production Investments	(4) -
Notes Receivable and Net Recoupment	(5) 381,052
TOTAL CURRENT ASSETS	8,356,965
PROPERTY & EQUIPMENT	
Office Furnishings, Equip. & Film Gear	180,600
Less Accumulated Depreciation	(154,264)
Vehicles	5,000.00
Less Accumulated Depreciation	-
Real Property	-
TOTAL PROPERTY & EQUIPMENT	31,336
OTHER ASSETS	
FILM & TV LIBRARY (incl. VODWIZ)*	(6) 28,442,922
TOTAL OTHER ASSETS	28,442,922
	36,831,223

ITEM F 1 – (OTC ITEM “4-C” continued)

LIABILITIES & SHAREHOLDER'S EQUITY

	<u>12/31/2023</u>
CURRENT LIABILITIES	
Accounts payable	32,499
Accrued Royalties	8,500
Acquisition Advances Due	-
Accrued Wages	-
Payroll Taxes Payable	-
Shuttlewood Investments	13,000
Interest on Shuttlewood Note	-
Graham Financial Services Note	78,770
Interest on Graham Note	5,594
Bartolomew / Southwind Notes	117,500
Interest on Bartholomew Notes	3,281
All Other Notes Payable	(7) 1,049,113
Interest on Above Notes Payable	150,050
All other Legal Settlements	(8) 157,000
TOTAL CURRENT LIABILITIES	<u>1,615,307</u>
LONG-TERM LIABILITIES	
Long-Term Payables	\$ 827,121
Executive Salary Deferrals	362,949
Lewin Foreign Judgment	90,000
Contingent Legal Liabilities	
Officer Notes Payable	<u>152,993</u>
TOTAL LONG-TERM LIABILITIES	<u>1,433,063</u>
TOTAL OF ALL LIABILITIES	3,048,370
SHAREHOLDER'S EQUITY	
Common Stock	31,704,503
Retained Earnings	(9) <u>2,078,350</u>
TOTAL SHAREHOLDER'S EQUITY	<u>33,782,853</u>
	<u>36,831,223</u>

F2 (OTC ITEM "4-D")

**CONSOLIDATED STATEMENT OF INCOME
FOR THE THREE (and TWELVE) MONTH PERIOD ENDING 12-31-2023**

	Q1 2023	Q2 2023	Q3 2023	Q4 2023	12-Months Ending 12/31/2023
REVENUES <i>(all media, fees & licenses)</i>	\$ 25,123	\$ 263,809	\$ 104,138	\$ 11,482	\$ 404,552
Net, Collected Revenues	25,123	13,809	29,138	11,482	79,552
Additional Invoiced Sales	\$ 33,190	\$ -	\$ 75,000	\$ -	\$ 108,190
<i>Reserve for Potential Returns</i>	-	-	-	-	-
ADJUSTED REVENUES FOR PERIOD	\$ 58,313	\$ 263,809	\$ 179,138	\$ 11,482	\$ 512,742
COST OF SALES					
Commissions	-	-	-	-	-
Sales, Marketing & Mastering	\$ -	\$ -	\$ -	\$ -	\$ -
Video Mfg & Releasing Costs	-	-	-	-	-
Film & Book Royalties	\$ 924	\$ 200,000	\$ 20,846	\$ -	\$ 221,770
Freight	-	-	-	-	-
Other Expenses (Ads, PR, Publicity)	\$ -	\$ 6,550	\$ -	\$ -	\$ 6,550
					-
TOTAL COST OF SALES	\$ 924	\$ 206,550	\$ 20,846	\$ -	\$ 228,320
					-
GROSS PROFIT	\$ 57,389	\$ 57,259	\$ 158,292	\$ 11,482	\$ 284,422
					-
GENERAL AND ADMINISTRATIVE EXP.	\$ 28,611	\$ 83,996	\$ 44,730	\$ 21,072	\$ 178,409
					-
INCOME FROM OPERATIONS	\$ 28,778	\$ (26,737)	\$ 113,562	\$ (9,590)	\$ 106,013
					-
INTEREST EXPENSES	\$ 13,518	\$ 15,821	\$ 16,788	\$ 12,909	\$ 59,036
					-
OTHER EXPENSES (SALARY DEFERRALS)	\$ -	\$ -	\$ -	\$ -	\$ -
					-
INCOME BEFORE TAXES	\$ 15,260	\$ (42,558)	\$ 96,774	\$ (22,499)	\$ 46,977
					-
PROVISION FOR INCOME TAXES	\$ -	\$ -	\$ -	\$ -	\$ -
					-
NET INCOME	\$ 15,260	\$ (42,558)	\$ 96,774	\$ (22,499)	\$ 46,977
RETAINED EARNINGS (Beginning of Period)	3,332,692	3,347,952	3,305,394	3,402,168	3,379,669
RETAINED EARNINGS (End of Period)	3,347,952	3,305,394	3,402,168	3,379,669	3,426,646

F3 (OTC ITEM “4-E”)

Hannover House, Inc.

Consolidated Statement of Cash Flow

For the 3-and-12-Month Period Ending December 31, 2023

	3-Mos. Ending 12/31/2023	FYE 12/31/2023
Cash flows from operating activities		
Net Income	\$ (22,499)	\$ 46,997
Increase in Accounts Receivable	-	\$ 358,190
Decrease in Prepaid Expenses	-	
Decrease in Other Current Assets	-	
Increase in Notes Payable	104,500	\$ 186,660
Increase in Accounts Payable	(10,096)	\$ (21,348)
Cash Provided By / Used in Operating Activites	\$ 71,905	\$ 453,660
Cash Flow from Investing Activities	\$ -	\$ -
Cash Provided By / Used in Investing Activities	71,102	724,038
Cash Flow from Financing Activities	\$ -	\$ -
Cash Provided by Financing Activities	\$ -	
NET INCREASE IN CASH	\$ (803)	\$ (1,934)
BEGINNING CASH BALANCE (1-1-2023)	\$ 2,342	\$ 3,473
ENDING CASH BALANCE (12-31-2023)	\$ 1,549	\$ 1,549

F 4 (OTC ITEM “4-F”)

**STATEMENT OF SHAREHOLDERS EQUITY
FOR THE THREE-MONTH PERIOD ENDING 12-31-2023**

	Common Stock		Retained Earnings	Total
	Shares	Amount		
Balance at Sept. 30, 2023	1,012,765,343	\$ 31,704,503	\$ 3,327,169	35,031,672
<i>Net Adjustments to Equity</i>			\$	\$ 1,226,320
<i>Net Adjustments to Retained Earnings</i>			\$ (1,248,819)	\$
Net Income			\$	\$ (22,499)
Balances at Dec. 31, 2023	1,012,765,343	31,704,503	2,078,350	33,782,853

F5

**GENERAL AND AMINISTRATIVE EXPENSES
FOR THE THREE-AND-TWELVE MONTH PERIOD ENDING 12-31-2023**

GENERAL AND ADMINISTRATIVE EXPENSES

CATEGORY	3-Months Ending 3/31/2023	3-Months Ending 6/30/2023	3-Months Ending 9/30/2023	3-Months Ending 12/31/2023	12-Months Ending 12/31/2023
Auto	\$ -	\$ -	\$ -	\$ -	\$ -
Bank Charges	\$ 600	\$ 735	\$ 605	\$ -	\$ 1,940
Consulting	\$ 7,000	\$ 4,500	\$ -	\$ -	\$ 11,500
Employees and Officers	\$ -	\$ 31,653	\$ 22,550	\$ 4,500	\$ 58,703
Entertainment	\$ -	\$ -	\$ -	\$ -	\$ -
Equipment	\$ -	\$ -	\$ -	\$ -	\$ -
Fees	\$ -	\$ -	\$ -	\$ -	\$ -
Insurance	\$ 375	\$ -	\$ 375	\$ 375	\$ 1,125
Labor	\$ -	\$ -	\$ 3,680	\$ 2,682	\$ 6,362
Legal and Accounting	\$ 13,000	\$ 26,000	\$ 9,400	\$ 4,500	\$ 52,900
Misc / Marketing & Promos.	\$ -	\$ -	\$ 1,413	\$ 5,290	\$ 6,703
Office & Storage	\$ 935	\$ 930	\$ 930	\$ 1,815	\$ 4,610
Rent	\$ 4,260	\$ 4,260	\$ 4,260	\$ -	\$ 12,780
Taxes & Payroll Taxes	\$ -	\$ -	\$ -	\$ -	\$ -
Telephone	\$ 1,266	\$ 1,215	\$ 1,106	\$ -	\$ 3,587
Travel	\$ 809	\$ 13,155	\$ -	\$ 1,433	\$ 15,397
Utilities & Internet	\$ 366	\$ 558	\$ 411	\$ 477	\$ 1,812
TOTAL OF G&A EXPENSES	\$ 28,611	\$ 83,006	\$ 44,730	\$ 21,072	\$ 177,419

F 6 (OTC ITEM “4-G”)

NOTES TO FINANCIAL STATEMENTS FOR THE PERIOD ENDING 12-31-2023

The following notes refer to those items marked on Item F1 (consolidated balance sheets) as indicated with red note reference markers.

- (1) Accounts Receivable has been adjusted to include newly invoiced on-boarding & metadata services performed for MyFlix program suppliers. It is relevant to note that the majority of Accounts Receivable are for deferred on-boarding / mastering fees on MyFlix supplier titles, which must be earned-out from digital deliveries of titles in a first position priority payment. The other receivables, the majority of which are to Cinedigm (*as principal wholesaler to Walmart, Target & Best Buy*) are disputed by Cinedigm due to a claim of offset for marketing fees;
- (2) Company had previously capitalized \$765,000 worth of “prepaid advertising” with Tradewell Agency for more than 12 years, including subsequent transfer of the obligation to Tradewell assignees. However, recent efforts to utilize the credits proved futile, so this asset item has been written off. There will be future attempts to utilize these advertising credits, and if successful, the value of such utilized ads will be noted on future statements;
- (3) “Producer Marketing Recoupment” has been written down by \$632,137 in order to reflect a write-down for expenses that can no longer be recouped, due to loss of title distribution rights;
- (4) Film Production Investments were reconciled to: 1). Remove previously capitalized costs on “abandoned” productions (*e.g., Championship Soccer, Dinosaurs and ShadowVision*), and to correctly identify that funds provided for “Wildfire”, “Belle Starr” and “Indian Territory” are subject to secured, promissory notes, and therefore are not considered Film Production Investments;
- (5) Notes Receivable – See footnote item “4” above;
- (6) The prior Hannover House Film & Television Library report was conducted ten years ago, and this item adjustment represents the new valuation report from a reputable, third-party specialty firm (as required for auditors and Form 10 filing). This valuation represents seventy-seven (77) titles as the majority of titles previously listed in the HHSE library report (455 total) have either expired (and not pursued for relicensing), or have been discontinued for mutual consent or lack of value to the company. The new library report includes the improved valuations for higher-end titles (including WILDFIRE and THE LAST DAYS OF BELLE STARR), and significant adjustments on catalog titles to diminish prior forecasts for DVD and BluRay sales in favor of the growing revenues enjoyed from Video-On-Demand streaming outlets. Most of the titles in the Hannover House Film & Television Library are represented by the Company under sales agency agreements, which do not allow the sales rights to be sold, transferred or otherwise disposed of by Company or successors; a majority of the titles additionally include provisions allowing for the termination of sales rights in the event that Hannover House ceases to operate or that Eric Parkinson (as “key man”) ceases to perform his duties as principal executive of Hannover House. These are customary protections that independent producers usually require when engaging independent distributors for the representation of their title assets. The new library valuation report shows an increase of \$1,029,405 during the next seven-year licensing cycle, which improvement in asset value is represented on the company’s assets balance sheet;
- (7) Notes Payable – The Company did enter into new loans during Q4 totaling \$104,500;
- (8) Other Legal Settlements are Uptone and Hinds Law balances as of 12-31-2023;
- (9) Retained Earnings has been reduced by \$1,248,819, to reflect those write-downs described above;

Some of the legal fees paid during Q4, 2023 include payments made to Hinds Law Group, formerly known as Hinds-Shankman, for application to prior legal fees incurred prior to the reporting period.

**EXHIBIT “1-A” – KEY PROJECTS FOR COMPANY
(AND IMAGES / GRAPHICS)**

1). WILDFIRE: THE LEGEND OF THE CHEROKEE GHOST HORSE –

Company has completed this production and will be releasing the film to theatres, under a major studio streaming agreement – which provides HHSE with a 60-day window for USA theatrical release. As the studio distribution partner has not yet finalized the streaming launch date for this film, Hannover House has been on hold for the film’s theatrical window, which will precede the streaming release. Company had hoped for Jan. 26 and later for April 19 as the theatrical launch date... but now believes that the major streaming date is likely for October, thus setting an August theatrical window opportunity for HHSE.

2). THE LAST DAYS OF BELLE STARR – Highlights from footage of this film was screened at the Cannes Film Festival last year – after which time HHSE was “strongly encouraged” by a major studio distributor to modify the focus of the movie to be more about the U.S. Marshals and the Tribes – as opposed to being centered on Belle Starr. Accordingly, the film has been reworked and partially re-written as “**INDIAN TERRITORY**” with the Belle Starr elements set-aside for a future sequel or stand-alone production. Ten days of filming remain on **INDIAN TERRITORY**, set to occur in early June. Four major stars (*with a multi-billion-dollar worldwide box office value*) are signed to star in this film.

3). MODERN ANTIQUITIES – Film is planned for production in winter, 2025. As of the date of this filing, approx. half of this film’s production costs have been arranged through confirmed incentives; company hopes to secure international sales at the Cannes Film Festival that will provide the remaining funding commitment required. Two major stars will appear in this film.

4). MYFLIX – Consumer website is under construction (off-line) with a placeholder site published at www.MyFlix.com (*temporary site was published in order to qualify for the recently granted TRADEMARK approval for the “MyFlix” business name*). Activation of the consumer site (*which is the official “launch” of the service*) is timed to occur on or about the same time as the forthcoming HHSE Form 10-(12)g registration filing.

5). INTERNATIONAL SALES & LICENSING – Company will be taking a slate of existing (catalog) titles, as well as four new feature titles, to the Cannes Film Festival (*May 14-25, 2024*) to solicit international sales and licensing deals. Details of the new titles and completed properties will be published in early May.

6). NEW TITLES FOR DISTRIBUTION – Company will be representing and releasing two original productions, “UNHOLY SONG” and “DARK FEATHERS: DANCE OF THE GEISHA” to theatres and internationally during 2024.

**IMAGES FROM HHSE-FACILITATED FEATURE PRODUCTIONS
AND UPCOMING THEATRICAL / INTERNAITONAL RELEASES**

