TWIN VEE POWERCATS, INC.

# INTERIM FINACIAL STATEMENTS

QUARTER ENDED JUNE 30, 2016

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# ACCOUNTANT'S REPORT

Stockholders of Twin Vee PowerCats, Inc. Fort Pierce, Florida

We have compiled the accompanying consolidated balance sheets of Twin Vee PowerCats, Inc. and Subsidiaries as of June 30, 2016 and December 31, 2015, and the related consolidated statements of operations, stockholders' equity and cash flows. We have not audited or reviewed the accompanying consolidated financial statements and, accordingly, do not express an opinion or provide any assurance about whether the financial statements are in accordance with accounting principles generally accepted in the United States of America.

Management is responsible for the preparation and fair presentation of the financial statements in accordance with accounting principles generally accepted in the United States of America and for designing, implementing, and maintaining internal control relevant to the preparation and fair presentation of the financial statements.

Our responsibility is to conduct the compilation in accordance with Statements on Standards for Accounting and Review Services issued by the American Institute of Certified Public Accountants. The objective of a compilation is to assist management in presenting financial information in the form of financial statements without undertaking to obtain or provide any assurance that there are no material modifications that should be made to the financial statements.

We are not independent with respect to Twin Vee PowerCats, Inc.

/s/ Gretchen Cabrera, CPA

August 18<sup>TH</sup>, 2016

# VALUERICH, INC. CONSOLIDATED BALANCE SHEETS - UNAUDITED

	June 30 2016	December 31 2015
ASSETS		
CURRENT ASSETS:		
Cash and cash equivalents	\$ 147,380	\$ 477,158
Accounts receivable	767,455	135,048
Accounts receivable - related parties	63,225	49,780
Due from officer	117,440	87,440
Note receivable	548,500	-
Note receivable - related party	481,336	605,293
Inventory	1,318,450	1,567,051
Total current assets	3,443,786	2,921,770
PROPERTY AND EQUIPMENT, net	654,078	533,358
OTHER ASSETS:		
Real estate held for development and sale	647,375	1,064,260
Intangibles, net	859,362	859,362
Total other assets	1,506,737	1,923,622
Total assets	\$ 5,604,601	\$ 5,378,750
LIABILITIES AND STOCKHOLDERS' EQU	ЛТҮ	
CURRENT LIA BILITIES:		
Accounts payable and accrued expenses	\$ 1,144,303	\$ 952,125
Other current liabilities	133,918	133,918
Current portion of notes payable, net	54,723	890,529
Total current liabilities	1,332,944	1,976,572
LONG-TERM LIA BILITIES:		
Notes payable, net - less current portion	2,175,677	1,899,862
Total liabilities	3,508,621	3,876,434
COMMITMENTS AND CONTINGENCIES		
STOCKHOLDERS' EQUITY:		
Common stock; \$0.01 par value; 100,000,000 shares authorized;		
12,000,385 shares issued and outstanding for both periods	120,003	120,003
Additional paid-in capital	7,914,134	7,914,134
Accumulated deficit	(5,938,157)	(6,531,821)
Total stockholders' equity	2,095,980	1,502,316
Total liabilities and stockholders' equity	\$ 5,604,601	\$ 5,378,750

# VALUERICH, INC. CONSOLIDATED STATEMENTS OF OPERATIONS UNAUDITED

	Three Months Ended June 30,		Six Months E June 30,					
		2016		2015		2016		2015
REVENUE:								
Service income	\$	12,156	\$	21,835	\$	16,156	\$	24,327
Real estate sales		1,350		207,466		425,393		207,466
Boat Sales		778,216		-	2,	987,510		-
Management fees - related party		15,000		50,400		40,000		95,400
Other Income		13,550		6,000		29,300		15,000
Membership buyout		-		200,000		-		200,000
Net revenue		820,272		485,701	4,	498,359		542,193
Cost of Revenue								
Real estate sales		-		40,379		387,266		40,379
Boat Sales		591,079		-	2,	170,360		-
Membership buyout		(13,500)		300,000		35,500		300,000
Gross profit		242,693		145,322	1,	905,233		201,814
OPERATING EXPENSES:								
Salaries and wages		450,249		43,796		796,172		46,570
General and administrative expenses		132,113		182,971		215,712		376,119
Rent		84,882		-		173,916		-
Professional fees		45,359		231		63,034		14,054
Property taxes		-		4,853		(17,964)		9,706
Depreciation and amortization expense		(6,263)		1,645	1	3,290		3,290
Total operating expenses		706,339		233,496	1,	234,160		449,739
(LOSS) / PROFIT FROM OPERATIONS	(	463,646)		(88,174)		671,073		(247,925)
OTHER INCOME (EXPENSES):								
Interest expense		(42,642)		(18,034)		(92,659)		(45,188)
Interest income		17		12,445		15,250		24,892
Net other expense		(42,625)		(5,589)		(77,409)		(20,295)
(LOSS) / PROFIT BEFORE PROVISION FOR								
INCOME TAXES	(	506,271)		(93,763)		593,664		(268,221)
INCOME TAX PROVISION		-		-		-		-
NET (LOSS) / PROFIT	\$ (	506,271)	\$	(93,763)	\$	593,664	\$	(268,221)
NET (LOSS) / PROFIT PER SHARE - BASIC AND DILUTED	\$	(0.04)	\$	(0.01)	\$	0.05	\$	(0.02)
WEIGHTED AVERAGE SHARES OUTSTANDING - BASIC AND DILUTE	[ 12,	000,385	1	1,637,877	12,	000,385	11	,637,877

# VALUERICH, INC. STATEMENT OF STOCKHOLDERS' EQUITY - UNAUDITED

			Additional		
	Commo	n Stock	Paid-in	Accumulated	
	Shares	Amount	Capital	Deficit	Total
Balance - December 31, 2015	12,000,385	120,003	7,914,134	(6,531,821)	1,502,317
Conversion of notes payable to common stock					-
Net income Balance -June 30, 2016	12,000,385	\$ 120,003	\$ 7,914,134	593,663 \$ (5,938,158)	593,663 \$ 2,095,980

### VALUERICH, INC. CONSOLIDATED STATEMENTS OF CASH FLOWS - UNAUDITED

	Six Months Ended June 30			nded
		2016		2015
CASH FLOW FROM OPERATING ACTIVITIES:				
Net income (loss)	\$	593,663	\$	(268,221)
Adjustment to reconcile net loss to net cash				
used in operating activities:				
Depreciation and amortization		3,290		3,290
Accrued interest on note receivable - related party Changes in operating assets and liabilities:		(12,445)		(24,890)
Increase in trade accounts receivable		(645,852)		(116,780)
Decrease (increase) in real estate held for development and sale		-		34,850
Increase in accounts payable and accrued expenses		192,177		(182,882)
Increase in inventory		248,601		-
Net cash provided by (used in) operating activities		379,434		(554,633)
CASH FLOW FROM INVESTING ACTIVITIES:				
Purchase of fixed assets		(124,010)		-
Proceeds from sale of assets		416,885		-
Advance to officer		(30,000)		(5,200)
(Proceeds from) repayments of notes receivable		(412,098)		72,174
Net cash (used in) provided by investing activities		(149,223)		66,974
CASH FLOW FROM FINANCING ACTIVITIES:				
Proceeds from (repayments of) issuance of notes payable		(559,990)		446,836
Net cash (used in) provided by financing activities		(559,990)		446,836
NET DECREA SE IN CA SH AND				
CASH EQUIVALENTS		(329,779)		(40,823)
CASH AND CASH EQUIVALENTS, Beginning of period		477,158		115,934
CASH AND CASH EQUIVALENTS, End of period	\$	147,379	\$	75,111
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:				
Interest paid	\$	92,659	\$	_
Income taxes paid	\$	-	\$	-
SCHEDULE OF NONCASH INVESTING AND FINANCING ACTIVITI Settlement of note payable by principal stockholder	ES: \$	_	\$	

# TWIN VEE POWERCATS, INC. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS Six months ended June 30, 2016 and 2015

#### Note 1 - Organization and Basis of Presentation

Twin Vee PowerCats, Inc. (the "Company") (f/k/a ValueRich, Inc) was incorporated under the laws of the state of Florida on July 11, 2003 and reincorporated in Delaware on March 3, 2006. Twin Vee PowerCats, Inc. is publicly traded under the symbol TVPC on the OTCMarkets.com.

From 2010 to present day, Twin Vee PowerCats through multiple wholly owned subsidiaries has acquired, operated and selectively sold off real estate assets located in Port St Lucie, Florida. Over the past year Twin Vee has sold much of its real estate assets known as the Ravello residential Community, The Island of Ravello, the Ravello Estate section and 7 acres of commercial land located on the back side of the Ravello development. Twin Vee continues to own and operate a 75 lot privately gated development named Via Visconti in Port St Lucie, Florida. The Visconti development is under contract with NVR Ryan Homes, where Ryan homes is scheduled to construct 65 new, single-family homes over the next two years. The construction and sale of these new homes would liquidated Twin Vee's remaining 60 Via Visconti lots.

On February 1, 2015 ValueRich, consummated a Business Purchase Agreement to acquire 100% of the stock and ownership of Twin Vee Catamarans, Inc. Twin Vee Catamarans was founded in 1994, the company designs, manufactures, markets, and sells commercial and recreational boats primarily under the "Twin Vee" brand. Over the past 21 years, Twin Vee has concentrated on perfecting the high-speed, twin displacement hull design also known as a "catamaran powerboat." ValueRich has changed its corporate name from ValueRich, Inc. to Twin Vee PowerCats and also has a new trading symbol ("TVPC") that better represents the Twin Vee PowerCat corporate name. The Twin Vee Company is now focusing its corporate efforts, resources and capital on the Twin Vee boat manufacturing company. As Twin Vee continues to divest itself of its Port St Lucie residential real estate assets, the Company is focused on successfully growing the Twin Vee PowerCat brand via dealer development and opening new potential markets for the company that also includes new lines of PowerCats. The heart and soul of the Twin Vee business model is based upon the principle of producing a safe, reliable, quality twin hull powerboats at an affordable price.

### Note 2 – Summary of Significant Accounting Policies

### Use of Estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the amounts reported in the financial statements. The Company bases its estimates on historical experience, management expectations for future performance, and other assumptions as appropriate. Key areas affected by estimates include the assessment of the recoverability of long-lived assets, which is based on such factors as estimated future cash flows. The Company re-evaluates its estimates on an ongoing basis; actual results may vary from those estimates.

# Principles of Consolidation

The consolidated financial statements ("financial statements") include the accounts of Twin Vee PowerCats, Inc. and its wholly-owned subsidiaries; Tesoro Preserve Development, LLC, Tesoro Preserve Opportunity Fund, LLC, Tesoro Club, LLC, VR Circle Holdings, LLC, VR Premier Holdings, LLC, VRPT, LLC, JAMO Development, LLC, Via Visconti, LLC, NOBO Group, LLC and Twin Vee PowerCats and have been prepared in accordance with U.S. generally accepted accounting principles. All intercompany transactions and balances have been eliminated in consolidation.

### Investment in Real Estate Held for Development and Sale

Costs incurred that are directly attributable to the acquisition, development, and construction of real estate are capitalized. The carrying amount of real estate held for development and sale is reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of the real estate may not be recoverable. An impairment loss is recognized if the carrying amount of the real estate is not recoverable. The carrying amount is not recoverable if it exceeds the undiscounted sum of cash flows expected to result from the disposition of the real estate. If the carrying value is not recoverable, an impairment loss is recorded equal to the excess of the carrying amount of the real estate over its fair value. There have been no events or changes in circumstances that indicate that the carrying amount of the real estate may not be recoverable.

# **Revenue Recognition**

The Company recognizes revenue and profit in full on the sale of real estate when 1) a sale is consummated as indicated by a binding agreement, the exchange of all consideration, arrangement of permanent financing, if any, and all conditions precedent to the closing having been met; 2) the buyer's commitment to pay has been demonstrated and collectability of the sales price is reasonably assured or the amount that will not be collected can be reasonably estimated; 3) any receivable from the buyer is collateralized by the property and not subject to subordination other than by existing or contemplated liens; and 4) the Company has transferred the usual risks and rewards of ownership to the buyer, is not obligated to perform significant activities after the sale without compensation, and does not otherwise have substantial continuing involvement in the property.

The Company recognizes consulting and management fee revenue when persuasive evidence of an arrangement exists, performance has occurred according to the terms of the relevant agreement, the price is fixed and determinable, and collectability is reasonably assured.

### Concentration of Credit Risk

Financial instruments, which potentially subject the Company to concentrations of credit risk, consist of cash and cash equivalents. The Company places its cash and cash equivalents with high quality financial institutions, which at times may exceed the FDIC insurance limit.

# Cash and Cash Equivalents

Cash and cash equivalents include cash on hand and cash in time deposits, certificates of deposit and all highly liquid debt instruments with original maturities of three months or less.

### Property, Plant and Equipment

Property and equipment are stated at historical cost and are depreciated using the straight-line method over their estimated useful lives. The useful life and depreciation method are reviewed periodically to ensure that the depreciation method and period are consistent with the anticipated pattern of future economic benefits. Expenditures for maintenance and repairs are charged to operations as incurred while renewals and betterments are capitalized. Gains and losses on disposals are included in the results of operations.

The Company provides for depreciation over the assets' estimated lives as follows:

Building	40 years
Computers, software and equipment	3 years
Furniture and fixtures	5 years
Leasehold improvements	Lesser of lease life or
	economic life

# Impairment or Disposal of Long-lived Assets

The Company applies the provisions of Accounting Standards Codification ("ASC") Topic 360, "Property, Plant, and Equipment," which addresses financial accounting and reporting for the impairment or disposal of long-lived assets. ASC 360 requires impairment losses to be recorded on long-lived assets used in operations when indicators of impairment are present and the undiscounted cash flows estimated to be generated by those assets are less than the assets' carrying amounts. In that event, a loss is recognized based on the amount by which the carrying amount exceeds the fair market value of the long-lived assets. Loss on long-lived assets to be disposed of is determined in a similar manner, except that fair market values are reduced for the cost of disposal. The Company has determined that there were no impairments of its long-lived assets during the three months ended March 31, 2016 and 2015.

### Income Taxes

Income taxes are provided based upon the asset and liability method of accounting in accordance with ASC Topic 740 "Income Taxes". The Company is required to compute deferred income tax assets for net operating losses carried forward. 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 realized or settled. The effect of a change in tax rates on deferred tax assets and liabilities is recognized in income in the period that includes the enactment date. The realization of deferred tax assets is assessed throughout the year and a valuation allowance is recorded if necessary to reduce net deferred tax assets to the amount more likely than not to be realized. The potential benefits of net operating losses ("NOLs") have not been recognized in these financial statements because the Company cannot be assured it is more likely than not it will utilize the net operating losses carried forward in future years.

The Company has an NOL carry forward for income tax reporting purposes that may be offset against future taxable income. Current tax laws limit the amount of loss available to be offset against future taxable income

when a substantial change in ownership occurs. Accordingly, the amount available to offset future taxable income may be limited. No tax benefit has been reported in the financial statements, because the Company is uncertain if they will ever be in a position to utilize the NOL carry forward. Accordingly, the potential tax benefits of the loss carry forward are offset by a valuation allowance of the same amount.

The Company is current in its filing of federal income tax returns. The Company believes that the statutes of limitations for its federal income tax returns are open for years after 2010. The Company is not currently under examination by the Internal Revenue Service or any other taxing authority.

The Company's practice is to recognize interest accrued related to unrecognized tax benefits in interest expense and penalties in operating expenses. As of June 30, 2016 and 2015, the Company had no accrued interest or penalties.

# Basic and Diluted Losses Per Share

Earnings per share is calculated in accordance with the FASB ASC 260, "Earnings Per Share." Basic earnings per share is based upon the weighted average number of common shares outstanding. Diluted earnings per share is based on the assumption that all dilutive convertible shares and stock options were converted or exercised. There were no potentially dilutive securities outstanding as of June 30, 2016 and 2015.

# Stock-Based Compensation

The Company records stock-based compensation in accordance with ASC Topic 718, "Compensation – Stock Compensation." ASC 718 requires companies to measure compensation cost for stock-based employee compensation at fair value at the grant date and recognize the expense over the employee's requisite service period. Under ASC 718, the Company's volatility is based on the historical volatility of the Company's stock or the expected volatility of similar companies. The expected life assumption is primarily based on historical exercise patterns and employee post-vesting termination behavior. The risk-free interest rate for the expected term of the option is based on the U.S. Treasury yield curve in effect at the time of grant.

The Company uses the Black-Scholes option-pricing model, which was developed for use in estimating the fair value of options. Option-pricing models require the input of highly complex and subjective variables including the expected life of options granted and the Company's expected stock price volatility over a period equal to or greater than the expected life of the options. Because changes in the subjective assumptions can materially affect the estimated value of the Company's employee stock options, it is management's opinion that the Black-Scholes option-pricing model may not provide an accurate measure of the fair value of the Company's employee stock options. Although the fair value of employee stock options is determined in accordance with ASC 718 using an option-pricing model, that value may not be indicative of the fair value observed in a willing buyer/willing seller market transaction.

The Company recognized in the statement of operations the grant-date fair value of stock options and other equity-based compensation issued to employees sand non-employees. The Company did not recognize any stock-based compensation expense during the three months ended June 30, 2016 and 2015.

# Recently Issued Accounting Standards

Management does not believe that any other recently issued, but not yet effective, accounting standards if currently adopted would have a material effect on the accompanying consolidated financial statements.

### Note 3 - Note Receivable - Related Party

On January 19, 2010, the Company entered into a four year 8% note receivable agreement with Tesoro Preserve Property Owners Association Inc. ("the POA") evidencing amounts advanced to the POA. The Note Receivable requires monthly payments of principal and interest totaling \$15,000 commencing on February 19, 2010. The note agreement required an initial payment of principal in the amount of \$120,000. Effective February 2016, the POA was sold to another party and the debt was fully satisfied.

#### Note 4 – Notes Payable

Notes payable as of June 30, 2016 and December 2015 consist of the following:

2016 2015 On July 22, 2010, the Company issued a note payable in the amount of \$25,000 pursuant to a private placement offering ("Offering") by its wholly owned subsidiary, Tesoro Preserve Opportunity Fund, LLC ("the Fund"). The proceeds of the note were used to acquire "build ready" home lots, located within the Tesoro Preserve Development that are either bank owned, in foreclosure, or impaired by liens. The note bears interest at an annual rate of 8% and matures in June 2013 unless repaid early as allowed by the terms of the note. The holder of note is entitled to 50% of a pro rate share of the profits of the Fund after repayment of all outstanding principle and interest to all investors in the Offering. Pursuant to the Offering, the Company will issue to the holder of the note, 10,000 shares of common stock. The Company allocated \$1,589 of the net proceeds from the note to the common stock based on their relative fair value on the date of the note issuance. The fair value of the common stock was based on quoted market prices and the amount allocated to the common stock is recorded as a discount, which will be amortized into expense over 25,000 25,000 the three-year term of the note. Roger & Carol Martin, Co-Trustees, Profit Sharing Plan Note 500,000 500,000 **VR** Circle Note 224,000 224,000

During the year ended December 31, 2013, the Company issued notes payable with an aggregate face value of \$758,872. The notes are secured by real estate, bear interest at an annual rate of 10% and mature three years from issuance.

252,891

252,891

In February 2015 the company entered into an agreement to purchase TwinVee Catamarans. The Company issued a notes payable of \$1,000,000 at an interest rate of 5% with a balloon payment due in March 2019 and \$1,500,000 due in installments before February 2016.

Jeffery Grossman	243,468	-
Total	2,230,400	2,790,391
Less current portion	(54,723)	(890,529)
	<u>\$ 2,175,677</u>	<u>\$ 1,899,862</u>

984,941

1,788,500

Future minimum payments of principal are as follows:

Twelve months ending June 30,		
2016	\$	54,722
2017	\$	94,895
2018	\$2	,080,783

# Note 5 – Related Party Transactions

### Management Fees

Effective July 1, 2011, the Company's wholly owned subsidiary entered into a real estate management agreement, pursuant to which the Company provides management services to the POA for a monthly fee of \$15,000. In July 2015, The Company adjusted the agreement to \$5,000 a month, this agreement was retroactively dated to begin January 1, 2015. The Company transferred ownership rights of the POA effective February 2016 and will no longer charge the management fee going forward.

### Note 6 – Litigation

The Company is not engaged in any litigation at this time.

#### Note 7 - Income Taxes

The actual income tax expense for the year ended June 30, 2016 and 2015 differs from the statutory tax expense for the year (computed by applying the U.S. federal corporate tax rate of 34% to income before provision for income taxes) as follows:

	<u>2016</u>	2015
Federal taxes at statutory rate	34.00%	34.00%
State income taxes, net of federal tax benefit	3.60	3.60
Other permanent differences	(0.08)	(0.08)
Change in valuation allowance	(37.52)	<u>(37.52)</u>
Total		

The Company's deferred tax assets as of June 30, 2016 and December 31, 2015 are as follows:

	2016	2015
Deferred tax assets:		
Stock based compensation	\$ 0	50,391
Net operating loss carryover	2,962,124	2,911,733
	2,962,124	2,962,124
Less: Valuation allowance	<u>(2,962,124</u> )	<u>(2,962,124</u> )
Net deferred tax asset	\$ 	\$

As of December 31, 2015, the Company has available approximately \$5,400,000 of operating loss carryforwards, which may be used in the future filings of the Company's tax returns to offset future taxable income for United States income tax purposes. Net operating losses begin to expire in the year 2025. As of March 31, 2016, the Company has determined that due to the uncertainty regarding profitability in the near future, a 100% valuation allowance is needed with regards to the deferred tax assets. Changes in the estimated tax benefit that will be realized from the tax loss carry forwards and other temporary differences will be recognized in the financial statement in the years in which those changes occur.

The U.S. Federal jurisdiction and Florida are the major tax jurisdictions where the company files income tax returns. The Company does not anticipate U.S. Federal or State examinations by tax authorities for years before 2009.

### Note 8 – Subsequent Events

None