

**World Poker Fund Holdings, Inc.
and Subsidiary**

Consolidated Financial Statements

Unaudited

December 31, 2015

WORLD POKER FUND HOLDINGS, INC.
And Subsidiary
CONSOLIDATED BALANCE SHEETS

December 31, 2015
(Unaudited)

CURRENT ASSETS

Receivables	\$ 135,000
Total current assets	135,000
Investment in subsidiary	8,500,000
Total assets	\$ 8,635,000

CURRENT LIABILITIES

Accounts payable	\$ 159,466
Accrued interest	36,038
Due to third party	586,331
Convertible notes payable	408,159
Total current liabilities	1,189,994

STOCKHOLDERS' DEFICIT

Common stock, \$0.0001 par value; 250,000,000 shares authorized. 31,302,743 shares issued and outstanding	31,303
Common stock issuable	5,000,000
Preferred Stock, \$0.0001 par value; 1,000,000 shares authorized and outstanding	100
Additional paid in capital	4,354,943
Deficit accumulated	(1,941,340)
Total stockholders' deficit	7,445,006
Total liabilities and stockholders' equity	\$ 8,635,000

WORLD POKER FUND HOLDINGS, INC.
And Subsidiary
CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited)

	For the Three Months Ended December 31, 2015	For the Year Ended December 31, 2015
REVENUES	\$ -	\$ 150,000
Cost of Goods Sold	-	-
GROSS PROFIT	\$ -	\$ 150,000
GENERAL AND ADMINISTRATIVE EXPENSES		
Bank service charges	\$ -	\$ 335
Consulting and professional fees	294,444	728,134
Rent	493	5,577
Office expense	3,369	36,489
Professional fees	750	21,270
Travel	9,087	35,868
Total operating expense	\$ 308,143	\$ 827,673
OTHER INCOME AND EXPENSES		
Debt cancellation income	-	301,401
Interest, net	(8,230)	(30,434)
Total other income and expenses	-	270,967
Net income (loss)	(316,373)	(406,706)
Net loss per share - basic and diluted	(0.021)	(0.027)
Weighted average number of shares outstanding during the period - basic and diluted	14,966,467	14,966,467

WORLD POKER FUND HOLDINGS, INC.
And Subsidiary
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

		<u>For the Year Ended December 31, 2015</u>
CASH FLOWS FROM OPERATING ACTIVITIES		
Net loss	\$	(406,706)
Adjustments to reconcile net loss to net cash used by operations:		
Debt cancellation income		(301,401)
Change in operating assets and liabilities:		
Increase in receivables		(135,000)
Increase in accrued interest		30,434
Increase in accounts payable		614,671
Net cash used by operating activities	\$	(198,002)
CASH FLOWS FROM FINANCING ACTIVITIES		
Related party advances		197,765
Net cash provided by financing activities	\$	197,765
Net increase (decrease) in cash		(237)
Cash and equivalents, beginning of period		237
Cash and equivalents, end of period	\$	0
SUPPLEMENTAL CASHFLOW INFORMATION		
Cash paid for income taxes		-
Cash paid for interest		-
Significant non-cash activities		
Liabilities converted to notes payable		272,100

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Note 1. BASIS OF PRESENTATION OF FINANCIAL STATEMENTS

ORGANIZATION AND NATURE OF BUSINESS

World Poker Fund Holdings, Inc. is a Delaware Corporation, which was originally formed as a New York corporation under the name Magic Communications, Inc. on January 16, 1997 and was then reincorporated in Delaware in November 2002. On September 24, 2007, the corporate name was changed to American Post Tension, Inc. as the result of an acquisition. On September 30, 2011, the Company acquired Crown City Pictures, Inc., a Florida corporation and changed its corporate name to Crown City Pictures, Inc. on that date as part of the acquisition. The Company operated under that name through January, 2015, when the corporate name was changed to World Poker Fund Holdings, Inc.

On September 30, 2011, American Post Tension, Inc. (“APTI,” “Registrant,” or “the Company”), a Delaware Corporation, acquired all of the issued and outstanding stock of Crown City Pictures, Inc., a Florida corporation (“Crown City Florida”), from Crown City Holdings, Inc. (“Holdings”) in exchange for 20,000,000 shares of Registrant’s common stock and 1,000,000 shares of a new class of convertible preferred stock, with voting rights equal to 51 percent of the total vote of all classes of stock entitled to vote and convertible at the discretion of the holder into 51 percent of the then outstanding common stock of Registrant at any time commencing one year after closing. As a result of the transaction, Crown City Holdings, Inc. acquired control of the Company, two of the three members of the Board of Directors resigned and were replaced by new directors, and new officers were elected. The change of control of the Company was reported in a Schedule 14F-1 filed with the U.S. Securities and Exchange Commission (“SEC”) on September 30, 2011, and the change in directors was effective on July 11, 2011.

At the same time, the Company exchanged all of its interest in the wholly-owned operating subsidiary, Post Tension of Nevada, Inc. (PTNV), and all of its interest in the post tension concrete business, in exchange for the redemption and cancellation of 23,329,705 shares of common stock held by the former controlling shareholders, Edward Hohman and John Hohman, and the assumption by them of all outstanding liabilities of the Company as of September 30, 2011. Effective August 1, 2011, the Company changed its corporate name to Crown City Pictures, Inc. and obtained a new trading symbol (CCPI) by application filed with the Financial Industry Regulatory Association (FINRA), effective October 7, 2011.

Crown City Florida, incorporated in Florida on April 27, 2011 as Century City Pictures, Inc., was a holding company with two operating subsidiaries in the movie and film industry, United Front, LLC and The Uprising Film and Television, LLC (“The Uprising”). On May 2, 2011, Century City Pictures, Inc. changed our name to World Poker Fund Holdings, Inc. United Front, LLC was incorporated in California on December 22, 2006 and was contributed to Crown City Florida on September 5, 2011 by Holdings. The Uprising was formed in California on May 5, 2011 and was contributed to Crown City Florida on September 27, 2011 by Holdings. The Uprising acquisition was rescinded by mutual agreement on April 3, 2012, and no operating or financial information regarding The Uprising is included in these financial statements accordingly. As a result of the acquisition of Crown City Florida, the Company engaged in the business of development and production of independent motion pictures, feature-length documentaries, reality television series, commercials and emerging online branded content, feature films, action sports programs and events, music television, reality based series and documentaries.

In September, 2013, the Company entered into a transaction resulting in the acquisition of StarPoint USA, Inc. as a wholly-owned subsidiary, and simultaneously rescinded the earlier acquisition of United Front, LLC.

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Effective September 22, 2013, the Company acquired a controlling interest in StarPoint USA, Inc. in exchange for the issuance of a total of 78,333,333 shares of common stock and the issuance of a convertible promissory note for \$1,000,000. StarPoint USA (www.starpointUS.com) is a U.S. based vehicle distribution company that has a proven sales track record having distributed vehicles and parts to the US market since 1998. As part of its ongoing business, StarPoint USA has been the ongoing and exclusive distributor of Daewoo vehicles and Genuine Daewoo Parts to the US market. StarPoint USA continues to provide both warranty administration and genuine Daewoo parts to the remaining Daewoo owners in the US as it also does business in the alternative fuel vehicles (“AFVs”) space. StarPoint USA plans to maximize sales and market share through the near term use and further development of an existing and robust independent retail dealership network. The company planned to offer unique vehicles of exceptional value at very competitive prices with sales being supported by a seasoned, market savvy management team that is capable of implementing a marketing strategy designed to introduce new models/brands and establish it as a leader in the alternative fuel vehicle market niche.

StarPoint USA, Inc. planned to distribute all-electric buses manufactured and assembled by GreenPower Motor Company, Inc. (GreenPower), based in Vancouver, British Columbia, Canada (www.greenpowerbus.com). StarPoint has previously executed a Factory Direct Representative Agreement with GreenPower which appoints StarPoint USA as GreenPower’s exclusive, authorized, factory-direct representative for the sale of the GreenPower EV350 and EV350-MC all-electric buses, and all future models, for Texas, Oklahoma, New Mexico, Louisiana, Mississippi and Puerto Rico.

On July 23, 2014, the Company entered into a settlement agreement with StarPoint USA, Inc. and SenTen, Inc., the previous owner of StarPoint, under which the \$1,000,000 secured promissory note issued at the time of the acquisition was cancelled, control of StarPoint USA, Inc. was transferred to SenTen, Inc., and 6 million shares of common stock were issued to the two principal officers of StarPoint USA, Inc. as compensation, pursuant to existing employment agreements entered into with them in September, 2013.

As part of the agreement with SenTen to dispose of the StarPoint operations, on August 8, 2014, the Company entered into a merger agreement with World Poker Fund, Inc., a Nevada corporation, with the Nevada corporation to be the surviving entity operating under the name World Poker Fund, Inc. As part of the merger, common shareholders of the Company would receive 1 share of the surviving entity for each 100 shares of the Company currently held, on a fully diluted basis, and outstanding convertible debt of the Company would be converted into common stock according to its terms, the Company outstanding Series A Convertible Preferred Stock would be replaced with a similar preferred stock in the surviving entity, and the shareholders of World Poker Fund, Inc. would receive common shares in the surviving entity equal to 90 percent of the total outstanding common shares after the merger. In anticipation of the merger transaction, the outstanding Series A Convertible Preferred Stock were sold to an unrelated third party and the 6 million common shares of the Company were issued to the two officers of StarPoint USA, Inc. during the quarter ended September 30, 2015

Subsequently, on October 10, 2014, the Company and World Poker Fund, Inc. agreed to rescind the Merger Agreement, which had not yet been finally approved by the shareholders of either company, and the shareholders of World Poker Fund, Inc. agreed to exchange their shares in that company for stock of the Company, with the exchange shares to be issued as soon as the Company completed a 1 for 150 reverse split of its common stock and changed its corporate name to World Poker Fund Holdings, Inc. Under the Exchange Agreement, the outstanding preferred stock of the Company would remain issued and outstanding, the current issued and outstanding common stock of the Company, after giving effect to conversions of convertible securities then outstanding, would be reduced on a 1 for 150 basis, the authorized common stock of the Company would be 250 million shares of common stock and 5 million shares of preferred stock, and new common shares would be issued by the Company to the shareholders of World Poker Fund, Inc. representing a majority of the resulting common shares outstanding.

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As a result, as of January 6, 2015, the common shares held by the former shareholders of World Poker Fund Holdings, Inc. were reduced from 151,070,250 common shares to 1,007,115 post-split common shares. In May, 2015, an additional 28,925,800 common shares were issued to the shareholders of World Poker Fund, Inc., resulting in a total of 29,932,915 common shares outstanding, after adjusting for fractional shares rounded up to the next highest whole number, and 1,000,000 Series A Preferred Stock outstanding as of September 30, 2015.

On April 12, 2015, World Poker Fund, Inc., as a wholly owned subsidiary of the Company, signed a 3 year worldwide licensing agreement with Lookhu, Inc., to distribute two WPF productions (*Urban Poker* and *Poker Dreams*) via Internet, IPTV, Mobile Devices, Mobile TV, and Encrypted Download Services for an initial fee of \$150,000 plus royalties. As part of the licensing agreement, World Poker Fund will receive: For Programs offered on a free to the customer basis, 50% of all Net Revenue generated from advertising associated with the Programs; For Programs made available for viewing on a purchase basis (whether on an individual program basis, as part of a subscription of a channel entirely comprised of Programs, or on a download to own basis), 50% of the Net Revenue attributable to the Program or channel that is entirely comprised of Programs. Net Revenue means all revenue actually collected (whether from advertising or purchase, as applicable) by Lookhu, Inc. from Programs minus all customary deductions in the industry including affiliate fees and sales commissions, but specifically excluding fixed costs such as overhead.

On May 1, 2015, Lookhu, Inc. acquired 1,000,000 shares of Series A Convertible Preferred Stock and became the controlling shareholder of the Company with 51 percent of the total vote. In January 2016, that acquisition was rescinded and World Casinos & Resorts, Inc. acquired the Series A Preferred Stock and became the controlling owner of the Company.

On August 30, 2015, the Company entered into an agreement to acquire an interactive gaming asset from Interactive Gaming Development Group of Bulgaria. The proprietary gaming engine accommodates Texas Hold'em, Omaha, Omaha High, Omaha Low, 7 Card Stud, 5 Card Stud, Roulette, and Blackjack gaming and is market ready. The original agreement was then amended on September 15, 2015 and closed on September 30, 2015 with the transfer of the gaming assets to the Company, which plans to form a new wholly-owned subsidiary to which the assets and business will be transferred.

Under the terms of the amended agreement and closing, the Company purchased the gaming asset for a total of \$5,500,000 through a combination of stock and cash, as follows:

Stock (valued at \$2.00 per share for the acquisition):

Date	Shares	<u>Amount:</u>
December 1, 2015	250,000	\$ 500,000
January 1, 2016	1,000,000	\$ 2,000,000
10 days after launch of gaming	<u>1,250,000</u>	<u>\$ 2,500,000</u>
	2,500,000	\$ 5,000,000
Cash:		
February 28, 2016		\$ 25,000
March 31, 2016		\$ 25,000
June 30, 2016		\$ 150,000
25% of gross advertising revenue as earned		<u>\$ 300,000</u>
		\$ 500,000

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In the event that the closing price of WPFH stock on the date one year after closing is less than \$2.00, the Company will issue additional common shares so that the total deal value of the common stock portion of the consideration is \$5,000,000. As of the date of this filing, none of the shares issuable in the acquisition have been issued and are not included in the common shares issued and outstanding at December 31, 2015 and are reflected in the balance sheet as "Stock Issuable" at \$5,000,000, representing the full value of the 2,500,000 shares to be issued as consideration.

The acquisition has been entered into the financial records at the full deal value of \$5,500,000; however, the Company has not made an independent evaluation of the asset acquired. At closing, the market price of the last trade of the Company's common stock was at \$2.96 per share, which would indicate a transaction value of more than \$7.9 million. No independent valuation has been requested or prepared for the acquisition value reported and there is a risk that the actual value could be far less, or have no value at all, in which case the carrying amount of the investment would have to be written off as a loss at the end of the current fiscal year. The price of the common stock on the date of this report is \$1.20, less than the stock price at the time of the transaction.

The financial statements of the Company as of December 31, 2015 include the consolidated operations of World Poker Fund, Inc. through December 31, 2015. In management's opinion, all adjustments (consisting only of normal recurring adjustments) considered necessary for a fair presentation to make the Company's financial statements not misleading have been included.

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America. The consolidated financial statements include the accounts of the Company and our wholly owned subsidiary. All significant inter-company balances and transactions have been eliminated in consolidation.

Cash and Cash Equivalents

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

Property and Equipment

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

Impairment of Long-Lived Assets

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

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Accounts Receivable

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

Income Taxes

Income taxes are accounted for in accordance with the provisions of FASB ASC Topic 740-10. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases.

Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the quarters in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized as income in the period that includes the enactment date. Valuation allowances are established, when necessary, to reduce deferred tax assets to the amounts expected to be realized, but no less than quarterly. Due to the uncertainty whether the accumulated losses will be available to offset future revenues, no deferred tax asset has been reported.

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

Related Parties

For the purposes of these financial statements, parties are considered to be related if one party has the ability, directly or indirectly, to control the party or exercise significant influence over the other party in making financial and operating decisions, or vice versa, or where the Company and the party are subject to common control or common significant influence. Related parties may be individuals or other entities. Currently, Lookhu, Inc., our majority shareholder by virtue of its ownership of the Series A Convertible Preferred Stock, is considered to be a related party, as is our principal officer and sole director, Brice Miller.

In addition, the following obtained shares representing more than 5 percent of the total common shares outstanding as a result of the acquisition of World Poker Fund, Inc. in March, 2015, which shares they continued to hold at December 31, 2015:

<u>Shareholder</u>	<u>Number of Shares</u>	<u>Percent of Common</u>
Floyd Mayweather	3,000,000 shares	9.58%
Kyle Massey	3,000,000 shares	9.58%
Justin Bieber	3,000,000 shares	9.58%
Michael Ray Nguyen-Stevenson(aka Tyga)	3,000,000 shares	9.58%
Jason Paul Douglas Boyd (aka Poo Bear)	3,000,000 shares	9.58%
DeAndre Cortez Way (aka Soulja Boy)	1,500,000 shares	4.79%

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Revenue Recognition

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

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

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

Basic and Diluted Earnings/ (Loss) Per Share

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

Use of Estimates

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

Going Concern

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

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

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Other Comprehensive Income

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

Recent Accounting Pronouncements

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

Note 2. FAIR VALUE MEASUREMENTS

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

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

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

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

Recurring Fair Value Measurements

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

On January 6, 2015, the Company completed a 1 for 150 reverse split, reducing the number of shares of common stock outstanding to 1,007,135 common shares. In March 2015, the Company completed the acquisition of World Poker Fund, Inc. as a result of which an additional 28,925,800 common shares were issued to the former shareholders of World Poker Fund. As of September 30, 2015, there are 30,882,997 common shares issued and outstanding. The exchange transaction was recorded on the Company books at an acquisition value of \$3,000,000 based on management's best estimate of the transaction value. At the time of the closing of the transaction, the market price of the last trade of the Company's common stock was at \$0.60 per share, which would indicate a transaction value of more than \$17 million. No independent valuation has been requested or prepared for the acquisition value of \$3,000,000 estimated by management and there is a risk that the actual value could be far less, or have no value at all, in which event the carrying amount for the investment would have to be written off as a loss at the end of the current fiscal year. As of December 31, 2015, Management reviewed the acquisition, the carrying value of the subsidiary and related factors and determined that no impairment of the asset was required.

On September 30, 2015, the Company acquired an interactive gaming asset from Interactive Gaming Development Group of Bulgaria. The proprietary gaming engine accommodates Texas Hold'em, Omaha, Omaha High, Omaha Low, 7 Card Stud, 5 Card Stud, Roulette, and Blackjack gaming and is market ready. The acquisition has been

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entered into the financial records at the full deal value of \$5,500,000; however, the Company has not made an independent evaluation of the asset acquired. At closing, the market price of the last trade of the Company's common stock was at \$2.96 per share, which would indicate a transaction value of more than \$7.9 million. No independent valuation has been requested or prepared for the acquisition value reported and there is a risk that the actual value could be far less, or have no value at all, in which case the carrying amount of the investment would have to be written off as a loss at the end of the current fiscal year. The price of the common stock on the date of this report is \$2.15, less than the stock price at the time of the transaction.

Note 3. DUE TO RELATED PARTY

During the period ending June 30, 2015 the Company had received net cash advances to its subsidiary, World Poker Fund, Inc. from its then controlling shareholder. The net cash advances at June 30, 2015 were \$98,384 which were cancelled by agreement with the former controlling shareholder. The total amount was reported in the quarter ended June 30, 2015 as income from debt cancellation. The Company also agreed with the former controlling shareholder to cancel a total of \$160,000 in accrued payables due for services rendered under a consulting agreement, with the total amount also reported as income from debt cancellation as of June 30, 2015. In addition, the Company converted an accrued payable owed by its subsidiary in the amount of \$100,000 for services rendered into a one year convertible promissory note, which is reported on the Company's balance sheet at December 31, 2015.

Note 4. INCOME TAXES

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

The following is a reconciliation of income taxes computed using the statutory Federal rate to the income tax expense in the financial statements for September 30, 2015:

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

Under Sections 382 and 269 (the 'shell corporation' rule) of the Code following an 'ownership change,' special limitations ('Section 382 Limitations') apply to the use by a corporation of its net operating loss, or NOL, carry-forwards arising before the ownership change and various other carry-forwards of tax attributes (referred to collectively as the 'Applicable Tax Attributes'). As a result of the March 2015 transactions, the Company experienced an ownership change, and Section 382 Limitations will apply to the Applicable Tax Attributes of the Company.

Note 5. OPERATING LEASES

As of December 31, 2015, the Company occupies leased office space in Los Angeles, California as its offices.

Note 6. CONVERTIBLE DEBTS

On April 1, 2015, the Company agreed with four unrelated convertible note holders to rescind an earlier transaction under which they received convertible notes in the original principal amount of \$44,662.50 each. As a result the notes were all cancelled, with the principal amounts added to additional paid in capital and the total accrued interest of \$32,716 was reported as debt cancellation income in the quarter ended June 30, 2015.

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During the year ended December 31, 2015, the Company issued 1,169,750 common shares in conversion of convertible debt.

As of December 31, 2015, the Company had convertible notes outstanding in the total principal amount of \$408,159 held by non-affiliates.

Note 7. SUBSEQUENT EVENTS

On July 10, 2015, the Company entered into an agreement with Vegas Media Group, Inc., a Nevada corporation to acquire the tournament and show rights for International Poker League (“IPL”). in exchange for 150,000 restricted and common shares and \$15,000. Included in the assets are 20 episodes of successful tournaments, which will be broadcasted on Lookhu.com. The acquisition was expected to close by year end; however, the transaction has not closed and Management is re-evaluating the acquisition.

In December 2014, the Company entered into an agreement to acquire RealDeck, Inc. RealDeck is a gaming technology company with exclusive intellectual property rights and internet marketing expertise. RealDeck has been in the online poker game development space since 2006 and currently holds two issued patents that will bring a new level of integrity and transparency to the online poker industry.

The patented RealDeck poker platform provides poker players the ability to play real poker on their computer or internet enabled device with a live dealer and real cards, which creates a transparent and interactive poker experience emulating the real-card hand outcomes and the overall live-dealer experience playing live at a casino. The RealDeck system can host poker games bringing together players from anywhere in the world. A planned future release of the RealDeck software will include peer-to-peer (P2P) audio and video features, which are also included in the patent filing. This component will allow players to host Home Games, with a live dealer, from our site with the ability to see and talk to their friends while they play in a secure and private setting.

RealDeck is one of the first complete poker systems ever to be patented. Online poker has been delivered in the same format since the inception of the industry on January 1, 1998. Since then, players have been anticipating the introduction of a “game changing” technology to the standard online poker platform such as the RealDeck technology provides. We expect to close this acquisition during the second quarter of 2016.

In February 2016, the Company signed World Series of Poker Champion Jamie Gold as an Advisor and Brand Ambassador to WPFH. Gold was the winner of the biggest poker event in history with 8,773 players and an \$87 million prize pool, and has helped raise over \$300 million for charitable causes worldwide as a host, emcee or donator at more than 200 charity events in the last 9 years. Gold currently works most closely with the Jed Foundation, the Care Fund, the Peace Fund and the Global Creative Forum for the United Nations.

In February 2016, the Company entered into an agreement with Flowplay, Inc. to develop CelebrityWorld.com. Flowplay offers a variety of online asynchronous and synchronous video games to the public via the Internet and mobile devices. The agreement will expire on the third anniversary of the Launch Date (the “Initial term”). The term will thereafter automatically renew for one (1) year (“Renewal Term”) and, together with the Initial Term and the Wind Down Period, and subject to earlier termination.

In April 2016, the Company executed a Letter of Intent to acquire a rapidly growing cloud-based ad network (“Target Company”) that works with publishers and advertisers hand-in-hand to deliver relevant ads across all media and platforms. The proprietary, custom-built yield optimization platform allows for the monetization of internet traffic, delivering over one billion video views to date. The Target Company is currently focused on providing solutions to two key end-users – advertisers and publishers – and has identified several additional growth opportunities, providing enhanced enterprise analytics and delivering white-label solutions. The Target Company’s leadership has deep institutional knowledge of the digital advertising space, particularly within the video-rich media

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segment. The Target Company has established significant momentum, generating over 700M impressions per month across thousands of websites, over 1B video opportunities per month and over \$4.5M in 2014 and 2015 revenue.

On April 14, 2016, the Company signed an acquisition agreement to acquire 49% of the Gaming Assets of Universal Entertainment Group, LLC (“UEG”) for \$8,900,000. UEG is the developer and owner of the software and intellectual property designed to host and maintain an on-line poker site to be utilized by the The Iowa Tribe of Oklahoma under its new, first-in-the nation, .gov-hosted poker site. UEG has an agreement in place with The Iowa Tribe to launch an online poker site, to maintain the site, and to develop new games and applications, in exchange for 49% of the total revenue generated from the site. The online poker site plans to offer gaming on airline flights, cruises, and to international players where online gambling is legal. In order to close this transaction, the Company would be required to raise \$1M by April 22, 2016. At this time, the Company has not secured the funding. The Company has entered into the agreement, with the limited time available to raise funds, due to the nature of the opportunity and revenue potential.