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GLOBAL CONCEPTS, LTD.

Form 8-K/A

January 19, 2005

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 8-K/A  
(Amendment No. 1)

Current Report  
Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): October 1, 2004

GLOBAL CONCEPTS, LTD.

-----  
(Exact Name of Registrant as Specified in its Charter)

|                          |                             |                                      |
|--------------------------|-----------------------------|--------------------------------------|
| Colorado                 | 0-25319                     | 84-1191355                           |
| -----                    | -----                       | -----                                |
| (State of Incorporation) | (Commission File<br>Number) | (IRS Employer<br>Identification No.) |

14 Garrison Inn Lane, Garrison, NY 10524

-----  
(Address of principal executive offices)

(845) 424-4100

-----  
Registrant's Telephone Number

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communication pursuant to Rule 425 under the Securities Act (17 CFR 230.425).
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12).
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b)).
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c)).

Amendment No. 1

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This amendment is being filed to include the required financial statements.

### Item 2.01 Completion of Acquisition of Assets

On October 1, 2004 Transportation Logistics acquired sixty percent (60%) of the capital stock of Compagnie Logistique de Transports Automobiles ("CLTA"). CLTA is a French corporation located in Nugent sur Oise, France. Its principal business is warehousing automobiles for Peugeot and Citroen, then completing the final dealer preparation work before the automobiles are delivered. CLTA also performs brake installation and testing of new cars for Peugeot.

Transportation Logistics acquired the shares directly from CLTA, with the approval of the other shareholders in CLTA. Neither Transportation Logistics nor any of its affiliates had any prior relationship with either CLTA or its shareholders. Transportation Logistics paid CLTA a purchase price of \$500,000 for the shares. Transportation Logistics also agreed to loan up to \$500,000 to CLTA if requested by the Board of Directors of CLTA prior to December 31, 2004. Transportation Logistics also agreed to guarantee a lease of ten trucks/trailers needed to fulfill its new contract with CAT/Peugeot.

Transportation Logistics borrowed the \$500,000 purchase price from Kevin Waltzer. The terms on which the loan will be repaid are still being negotiated. Mr. Waltzer is a shareholder of Transportation Logistics. Transportation Logistics will soon appoint three of the five members of the CLTA Board of Directors, and Mr. Waltzer will be one of the three individuals appointed.

### Item 9.01 Financial Statements and Exhibits

#### (a) Financial Statements

1. Financial Statements of Compagnie Logistique de Transports Automobiles.
2. Pro Forma Financial Statements.

#### (c) Exhibits

- 10-a Purchase Agreement dated September 15, 2004 among Compagnie Logistique de Transports Automobiles, Transportation Logistics Int'l, Inc., Mr. M. Marstal, Mr. S. Taleb, Mr. D. DeMaio and Mr. Jean-Claude Corre.

### SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

GLOBAL CONCEPTS, LTD.

Dated: January 18, 2005

By:/s/ Michael Margolies

-----  
Michael Margolies  
Chief Executive Officer

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\* \* \* \* \*

## Independent Auditors' Report

To the Board of Directors and Stockholders of  
Compagnie Logistique De Transports Automobile

We have audited the accompanying balance sheet of Compagnie Logistique De Transports Automobile as of June 30, 2004, and the related statement of operations, and cash flows for the year then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan an perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatements. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to about present fairly, in all material respects, the financial position of Compagnie Logistique De Transports Automobile as of June 30, 2004, and the results of their operations and cash flows for the years then ended in conformity with accounting principles generally accepted in the united States of America.

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 1 to the financial statements, the Company's significant operating loss raise substantial doubt about its ability to continue as a going concern. These financial statements do not include any adjustments that might result from the outcome of this uncertainty.

/s/ Rosenberg Rich Baker Berman & Company  
-----  
Rosenberg Rich Baker Berman & Company

Bridgewater, New Jersey  
December 22, 2004

Compagnie Logistique  
De Transports Automobile  
(CLTA)  
Balance Sheet  
June 30, 2004

### Assets

#### Current Assets

|                     |    |           |
|---------------------|----|-----------|
| Cash                | \$ | 53,935    |
| Accounts receivable |    | 2,821,318 |

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|                        |              |
|------------------------|--------------|
| Other current assets   | 118,965      |
|                        | -----        |
| Total Current Assets   | 2,994,218    |
|                        | -----        |
| Property and Equipment | 802,955      |
|                        | -----        |
| Total Assets           | \$ 3,797,173 |
|                        | =====        |

|  |              |
|--|--------------|
| Liability and Stockholders Impairment                          |              |
| Current Liabilities  |              |
| Accounts payable   | \$ 1,176,026 |
| Accrued expenses   | 32,231       |
| Payroll taxes payable  | 2,383,066    |
| Current maturities of capitalized lease obligations            | 282,873      |
|  | -----        |
| Total Current Liabilities                                      | 3,874,196    |
|  | -----        |
| Obligations under capital leases, excluding current maturities | 408,333      |
|  | -----        |
| Total Liabilities  | 4,282,529    |
|  | -----        |
| Stockholders Equity (Impairment)                               |              |
| Common stock   | 625,000      |
| Retained deficit   | (1,110,356)  |
|  | -----        |
| Total Stockholders Equity (Impairment)                         | (485,356)    |
|  | -----        |
| Total Liabilities and Stockholders Equity (Impairment)         | \$ 3,797,173 |
|  | =====        |

See notes to financial statements.

## Compagnie Logistique De Transports Automobile (CLTA) Statement of Operations Year Ended June 30, 2004

|                            |               |
|----------------------------|---------------|
| Sales                      | \$ 13,754,980 |
| Cost of Sales              | 13,455,099    |
|                            | -----         |
| Gross Profit               | 299,881       |
|                            | -----         |
| Operating Expenses         |               |
| Sales and marketing        | 334,900       |
| General and administrative | 1,022,626     |
|                            | -----         |
| Total Operating Expenses   | 1,357,526     |
|                            | -----         |
| Loss From Operations       | (1,057,645)   |

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|                              |                |
|------------------------------|----------------|
| Other Income (Expense)       |                |
| Interest income              | 5,316          |
| Interest expense             | (58,027)       |
| Total Other Income (Expense) | (52,711)       |
| Loss Before Income Taxes     | (1,110,356)    |
| Income taxes                 | -              |
| Net Income                   | \$ (1,110,356) |

See notes to financial statements.

## Compagnie Logistique De Transports Automobile (CLTA) Statement of Cash Flows Year Ended June 30, 2004

|  |                |
|--|----------------|
| Cash Flows From Operating Activities:      |                |
| Net loss                                   | \$ (1,110,356) |
| Depreciation                               | 253,048        |
| (Increase) in Assets                       |                |
| Accounts receivable                        | (2,821,318)    |
| Other current assets                       | (118,965)      |
| Increase in Liabilities                    |                |
| Accounts payable                           | 1,176,026      |
| Accrued expenses                           | 32,231         |
| Payroll taxes payable                      | 2,383,066      |
| Net Cash From Operating Activities         | (206,268)      |
| Cash Flows From Investing Activities       |                |
| Purchase of property and equipment         | (102,268)      |
| Cash Flows From Financing Activities       |                |
| Repayment of capitalized lease obligations | (262,529)      |
| Proceeds from issuance of capital stock    | 625,000        |
| Net Cash From Financing Activities         | 362,471        |
| Net Increase in Cash                       | 53,935         |
| Cash, beginning of year                    | -              |
| Cash, end of year                          | \$ 53,935      |

### SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION

|   |           |
|---|-----------|
| Interest paid                               | \$ 58,027 |
| SUPPLEMENTAL SCHEDULE OF NON-CASH INVESTING |           |

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### ACTIVITIES

|  |            |
|--|------------|
| Capitalized lease obligations incurred for |            |
| use of equipment                           | \$ 953,735 |
|  | =====      |

See notes to financial statements.

Compagnie Logistique  
De Transports Automobile  
(CLTA)  
Notes to the Financial Statements

### SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

#### Nature of the Business

Compagnie Logistique De Transports Automobile ("CLTA") commenced July 1, 2003. CLTA is a French corporation located in France. The Company warehouses automobiles for Peugeot and Citreon, and completes the final dealer preparation work before the automobiles are delivered. CLTA also performs brake installations and testing of new cars for Peugeot.

#### Cash and Equivalents

For the purposes of the statement of cash flows, cash equivalents include time deposits, certificate of deposits and highly liquid debt instruments with maturities of three months or less.

#### Property, Plant and Equipment

Property, plant and equipment are carried at cost, less allowances for depreciation and amortization. Depreciation and amortization are computed by the straight-line method over the estimated useful lives of the assets. Depreciation and amortization was \$13,060 for the year ended June 30, 2004. Repairs and maintenance expenditures which do not extend the useful lives of the related assets are expensed as incurred.

#### Revenue Recognition

Revenue for product sales are recognized at the time of delivery; products are not sold on a conditional basis. Therefore, when delivery has occurred the sale is complete as long as the collection of the resulting receivables is probable.

#### Shipping and Handling Costs

Shipping and handling costs are expensed as insured into cost of goods sold.

#### Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at

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the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

### FAIR VALUE OF FINANCIAL INSTRUMENTS

The carrying amount of cash, inventory, prepaid expenses, accounts payable and deferred income and credits approximates fair value because of the short maturity of these instruments. The fair value of the Company's capital lease obligations approximates its carrying value and is based on the current rates offered to the Company for debt of the same remaining maturities with similar collateral requirements.

Compagnie Logistique  
De Transports Automobile  
(CLTA)  
Notes to the Financial Statements

### LIMITATIONS

Fair value estimates are made at a specific point in time, based on relevant market information and information about the financial statement. These estimates are subjective in nature and involve uncertainties and matters of significant judgment and therefore cannot be determined with precision. Changes in assumptions could significantly affect the estimates.

### ECONOMIC DEPENDENCY

The Company derives 100% of its income from one customer.

### CAPITAL LEASES

The Company leases transportation equipment under capital leases expiring in various years through 2008. The assets and liabilities under capital leases are recorded at the lower of the present value of the minimum lease payments or the fair value of the asset at the inception of the lease. The assets are amortized over the lower of their related lease terms or their estimated productive lives. Amortization of assets under capital leases is included in depreciation expense for the year ended June 30, 2004.

Properties under capital leases as of June 30, 2004 are as follows:

|                               |            |
|-------------------------------|------------|
| Transportation                | \$ 953,735 |
| Less accumulated amortization | 235,988    |
|                               | -----      |
| Total                         | \$ 717,747 |
|                               | =====      |

The following is a schedule of minimum lease payments due under capital leases as of June 30, 2004.

|                                 |            |
|---------------------------------|------------|
| Year Ending June 30,            |            |
| 2005                            | \$ 303,280 |
| 2006                            | 251,755    |
| 2007                            | 145,542    |
| 2008                            | 95,309     |
| Total net minimum capital lease | -----      |
| payments                        | 795,886    |

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|   |            |
|---|------------|
| Less amounts representing interest                                | 104,680    |
|   | -----      |
| Present value of net minimum<br>capital lease payments            | 691,206    |
| Less current maturities of capital<br>lease obligations           | 282,873    |
|   | -----      |
| Obligations under capital leases,<br>excluding current maturities | \$ 408,333 |
|   | =====      |

Interest rates on capitalized leases vary from 6% to 10% and are imputed based on the lower of the Company's incremental borrowing rate at the inception of each lease or the lessor's implicit rate of return.

### SUBSEQUENT EVENTS

On October 1, 2004, Global Concepts, LTD acquired sixty percent (60%) of the capital stock of CLTA, with approval of the other shareholders of CLTA. Global Concepts, LTD paid CLTA a purchase price of \$500,000 for the shares. Global Concepts, LTD also agreed to loan up to \$500,000 to CLTA if requested by the Board of Directors of CLTA prior to December 31, 2004.

### Global Concepts, Ltd. Unaudited Pro Forma Condensed Financial Statements

On October 1, 2004 Global Concepts, Ltd. and Subsidiaries (the "Company") acquired sixty percent (60%) of the capital stock of Compagnie Logistique de Transports Automobiles ("CLTA"). CLTA is a French corporation located in Nugent sur Oise, France. Its principal business is warehousing automobiles for Peugeot and Citroen, and then completing the final dealer preparation work before the automobiles are delivered. CLTA also performs brake installation and testing of new cars for Peugeot.

Under the terms of the agreement, the Company paid CLTA a purchase price of \$500,000 for the shares. The Company also agreed to loan up to \$500,000 to CLTA if requested by the Board of Directors of CLTA prior to December 31, 2004. The Company also agreed to guarantee a lease of ten trucks/trailers needed to fulfill its new contract with CAT/Peugeot.

The Company borrowed the \$500,000 purchase price from a shareholder. The terms on which the loan will be repaid are still being negotiated. The Company will appoint three of the five members of the CLTA Board of Directors, and the shareholder will be one of the three individuals appointed.

The following unaudited pro forma condensed financial statements of the Company have been prepared to indicate how the financial statements of the Company might have looked if the Merger with CLTA and transactions related to that Merger had occurred as of the beginning of the period presented.

The pro forma condensed financial statements have been prepared using the unaudited historical financial statements of the Company and CLTA as of and for the nine months ended September 30, 2004 and for the year ended December 31, 2003.

The pro forma condensed financial statements are presented for illustrative purposes only and are not intended to be indicative of actual financial



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condition or results of operations had the Merger been in effect during the periods presented, or of financial condition or results of operations that may be reported in the future.

## Unaudited Pro Forma Condensed Financial Statements (Continued)

### Global Concepts, Ltd. and Subsidiaries Unaudited Pro Forma Condensed Balance Sheet

|   | Global<br>Concepts,<br>Ltd. and<br>Subsidiaries | J&J<br>Marketing,<br>LLC | Compagnie<br>Logistique<br>de<br>Transports<br>Automobiles | Pro Forma<br>Adjustments | Pro Forma<br>Consolidate |
|---|---|--------------------------|--|--------------------------|--------------------------|
| -----   |   |                          |  |                          |                          |
| Assets  |   |                          |  |                          |                          |
| Current Assets  |   |                          |  |                          |                          |
| Cash  | \$ 227  | \$ 1,273                 | \$ 305,758   | \$ -                     | \$ 307,258               |
| Accounts receivable,<br>net                           | -   | 3,527                    | 2,869,166  | -                        | 2,872,693                |
| Inventories   | -   | 8,583                    | -  | -                        | 8,583                    |
| Other current assets                                  | -   | -                        | 311,473  | -                        | 311,473                  |
|   | -----   | -----                    | -----  | -----                    | -----                    |
| Total Current Assets                                  | 227   | 12,383                   | 3,486,397  | -                        | 3,500,007                |
|   | -----   | -----                    | -----  | -----                    | -----                    |
| Property and Equipment                                | -   | -                        | 751,712  | -                        | 751,712                  |
| Deposit on acquisition                                | 250,000   | -                        | -  | (250,000) (3)            | -                        |
| Goodwill  | 23,524  | -                        | -  | 17,407 (1) (2)           | 40,931                   |
|   | -----   | -----                    | -----  | -----                    | -----                    |
| Total Other Assets                                    | 273,524   | -                        | -  | (232,593)                | 40,931                   |
|   | -----   | -----                    | -----  | -----                    | -----                    |
| Total Assets  | 273,751   | 13,383                   | 4,238,109  | (232,593)                | 4,292,650                |
|   | =====   | =====                    | =====  | =====                    |                          |
| Liabilities and Stockholders' (Members') (Deficit)    |   |                          |  |                          |                          |
| Current Liabilities                                   |   |                          |  |                          |                          |
| Accounts payable and<br>accrued expenses              | 135,509   | 27,642                   | 1,464,063  | -                        | 1,627,214                |
| Convertible debenture                                 | 200,000   | -                        | -  | -                        | 200,000                  |
| Current maturities of<br>capital lease<br>obligations | -   | -                        | 282,893  | -                        | 282,873                  |
| Notes payable   | 350,000   | -                        | 250,000  | (250,000) (3)            | 350,000                  |
| Payroll taxes payable                                 | -   | -                        | 3,045,814  | -                        | 3,045,814                |
| Net liabilities of<br>discontinued<br>operations      | 1,265,927                                       | -                        | -  | -                        | 1,265,927                |
|   | -----   | -----                    | -----  | -----                    | -----                    |
| Total Current<br>Liabilities                          | 1,951,436                                       | 27,642                   | 5,042,750  | (250,000)                | 6,771,828                |
| Obligations Under                                     |   |                          |  |                          |                          |

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|  |             |           |              |              |              |
|--|-------------|-----------|--------------|--------------|--------------|
| Capital Lease,<br>excluding current<br>maturities              | -           | -         | 337,613      | -            | 337,613      |
| Loan Payable   | 1,076,619   | -         | -            | -            | 1,076,619    |
|  | -----       | -----     | -----        | -----        | -----        |
| Total Liabilities  | 3,028,055   | 27,642    | 5,380,363    | (250,000)    | 8,186,060    |
| Stockholders' (Members')<br>Equity                             |             |           |              |              |              |
| Preferred stock  | 10,000      | -         | -            | -            | 10,000       |
| Common stock and<br>additional paid in<br>capital              | 4,442,392   | -         | 650,000      | 6,000 (1)    | 5,098,392    |
| Retained (deficit)/<br>Members' (deficit)                      | (5,807,780) | (14,259)  | (1,792,254)  | 11,407 (2)   | (7,602,886)  |
| Consulting services<br>to be provided                          | (1,398,916) | -         | -            | -            | (1,398,916)  |
|  | -----       | -----     | -----        | -----        | -----        |
| Total Stockholders'<br>(Members') (deficit)                    | (2,754,304) | (14,259)  | (1,142,254)  | 17,407       | (3,893,410)  |
|  | -----       | -----     | -----        | -----        | -----        |
| Total Liabilities and<br>Stockholders'<br>(Members') (Deficit) | \$ 273,751  | \$ 13,383 | \$ 4,238,109 | \$ (232,593) | \$ 4,292,650 |
|  | =====       | =====     | =====        | =====        | =====        |

Unaudited Pro Forma Condensed Financial Statements (Continued)

Global Concepts, Ltd. and Subsidiaries  
Unaudited Pro Forma Condensed Statement of Operations  
For the Nine Months Ended September 30, 2004

|   | Global<br>Concepts,<br>Ltd. and<br>Subsidiaries | Compagnie<br>J&J<br>Marketing,<br>LLC | Logistique<br>de<br>Transports<br>Automobiles | Pro Forma<br>Adjustments | Pro Forma<br>Consolidate |
|---|---|---------------------------------------|---|--------------------------|--------------------------|
|   | -----   | -----                                 | -----   | -----                    | -----                    |
| Operating Revenues                                  | \$ 10,350                                       | \$ 27,904                             | \$ 11,471,155                                 | \$ -                     | \$ 11,509,05             |
| Direct Operating<br>Expenses                        | -   | 12,974                                | 11,105,366                                    | -                        | 11,118,34                |
|   | -----   | -----                                 | -----   | -----                    | -----                    |
| Gross Profit  | 10,350  | 14,930                                | 365,789                                       | -                        | 390,71                   |
| Operating Expenses                                  |   |                                       |   |                          |                          |
| Selling, general and<br>administrative              | 86,382  | 27,838                                | 1,366,800                                     | -                        | 1,481,02                 |
| Stock based compensation                            | 301,084   | -                                     | -   | -                        | 301,08                   |
|   | -----   | -----                                 | -----   | -----                    | -----                    |
| Total Operating Expenses                            | 387,466   | 27,838                                | 1,366,710                                     | -                        | 1,779,01                 |
|   | -----   | -----                                 | -----   | -----                    | -----                    |
| Loss Before Income Taxes<br>(Provision) Benefit for | (377,116)                                       | (12,908)                              | (1,001,011)                                   | -                        | (1,388,29                |

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|  |              |             |                |       |                |
|--|--------------|-------------|----------------|-------|----------------|
| Income Taxes                             | -            | -           | -              | -     | -              |
|  | -----        | -----       | -----          | ----- | -----          |
| Loss from continuing operations          | \$ (377,116) | \$ (12,908) | \$ (1,001,011) | \$ -  | \$ (1,388,290) |
|  | =====        | =====       | =====          | ===== | =====          |
| Loss Per Common Share, basic and diluted | \$ (0.01)    | \$ -        | \$ (.02)       | \$ -  | \$ (.02)       |
|  | =====        | =====       | =====          | ===== | =====          |

Unaudited Pro Forma Condensed Financial Statements (Continued)

Global Concepts, Ltd. and Subsidiaries  
Unaudited Pro Forma Condensed Statement of Operations  
For the Year Ended December 31, 2003

|  | Period<br>July 1, 2003<br>(date of<br>inception)<br>to December<br>31, 2003<br>-----<br>Compagnie<br>Logistique<br>de<br>Transports<br>Automobiles |                          |              |       |                | Pro Forma<br>Adjustments | Pro Forma<br>Consolidated |
|--|--|--------------------------|--------------|-------|----------------|--------------------------|---------------------------|
|  | Global<br>Concepts,<br>Ltd. and<br>Subsidiaries  | J&J<br>Marketing,<br>LLC |              |       |                |                          |                           |
| Operating Revenues                       | \$ 65,533  | \$ 45,966                | \$ 5,631,422 | \$ -  | \$ 5,742,921   |                          |                           |
| Direct Operating Expenses                | -  | 9,516                    | 5,777,812    | -     | 5,787,328      |                          |                           |
|  | -----  | -----                    | -----        | ----- | -----          |                          |                           |
| Gross Profit                             | 65,533   | 36,450                   | (146,390)    | -     | (44,407)       |                          |                           |
|  | -----  | -----                    | -----        | ----- | -----          |                          |                           |
| Operating Expenses                       |  |                          |              |       |                |                          |                           |
| Selling, general and administrative      | 138,489  | 54,971                   | 581,853      | -     | 775,313        |                          |                           |
| Stock based compensation                 | 635,500  | -                        | -            | -     | 635,500        |                          |                           |
|  | -----  | -----                    | -----        | ----- | -----          |                          |                           |
| Total Operating Expenses                 | 773,989  | 54,971                   | 581,853      | -     | 1,410,813      |                          |                           |
|  | -----  | -----                    | -----        | ----- | -----          |                          |                           |
| Loss Before Income Taxes                 | (708,456)  | (18,521)                 | (728,243)    | -     | (1,453,220)    |                          |                           |
| (Provision) Benefit for Income Taxes     | -  | -                        | -            | -     | -              |                          |                           |
|  | -----  | -----                    | -----        | ----- | -----          |                          |                           |
| Loss from continuing operations          | \$ (708,456)   | \$ (18,521)              | \$ (728,243) | \$ -  | \$ (1,453,220) |                          |                           |
|  | =====  | =====                    | =====        | ===== | =====          |                          |                           |
| Loss Per Common Share, basic and diluted | \$ (0.02)  |                          |              |       | \$ (0.02)      |                          |                           |
|  | =====  |                          |              |       | =====          |                          |                           |

- (1) Recognition of common stock of the Company issued for the acquisition of J&J Marketing and goodwill
- (2) Represents elimination of 80% of J&J Marketing members' equity upon acquisition
- (3) Represents elimination of deposit to purchase CLTA