

**CREDNOLOGY HOLDING CORPORATION**  
**(Formerly Cooper Holding Corp)**

**UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL STATEMENTS**

On March 30, 2013, Cooper Holding Corp. acquired all of the issued and outstanding shares of Crednology, Inc., a Georgia corporation having its principal place of business in the State of Georgia, in a thousand for one share exchange by issuing 50,000,000 shares of common stock after a 100 to 1 reverse stock split. The total number of outstanding shares after the acquisition and stock split will be 59,939,459 shares of common stock and 3 shares of preferred stock.

The unaudited pro forma condensed combined balance sheet at December 31, 2012 presents the financial position of the Combined Corporation assuming the merger was completed on December 31, 2012. The pro forma condensed combined statement of operations for the twelve months ended December 31, 2012 presents the results of operations of the combined Corporation, assuming the merger was completed on January 1, 2012.

The pro forma condensed combined financial statements have been prepared by management of Cooper Holding Corp based on the financial statements included elsewhere herein. The pro forma adjustments include certain assumptions and preliminary estimates as discussed in the accompanying notes and are subject to change. These pro forma statements may not be indicative of the results that actually would have occurred if the combination had been in effect on the dates indicated or which may be obtained in the future. These pro forma financial statements should be read in conjunction with the accompanying notes and the historical financial information of both Cooper Holding Corp and Crednology, Inc. (including the notes thereto) included in this Form.

**CREDNOLOGY HOLDING CORPORATION**  
**(Formerly Cooper Holding Corp)**

**UNAUDITED PRO FORMA CONDENSED CONSOLIDATED BALANCE SHEETS**

**DECEMBER 31, 2012**

	Crednology, Inc.	Cooper Holding Corp	Pro Forma Adjustments	Pro Forma Consolidated
<b>CURRENT ASSETS</b>				
Cash and cash equivalents	\$ 22,378	\$ 84,220		\$ 106,598
Accounts receivable	23,292	124,425		147,717
Employee advances	6,998	-		6,998
Inventory, at cost	<u>-</u>	<u>36,248</u>		<u>36,248</u>
Total current assets	<u>52,668</u>	<u>244,893</u>		<u>297,561</u>
PROPERTY AND EQUIPMENT, net	<u>8,685</u>	<u>699</u>		<u>9,384</u>
<b>OTHER ASSETS</b>				
Patent	-	83,335	(83,335)	-
Customer leads, net of amortization	139,333	-		139,333
Goodwill	<u>-</u>	<u>500,000</u>	<u>(62,760)</u>	<u>437,240</u>
Total other assets	<u>139,333</u>	<u>583,335</u>	<u>(146,095)</u>	<u>576,573</u>
<b>TOTAL ASSETS</b>	<u>\$ 200,686</u>	<u>\$ 828,927</u>	<u>(146,095)</u>	<u>\$ 883,518</u>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>				
<b>CURRENT LIABILITIES</b>				
Accounts payable	\$ 1,561	\$ 148,649	-	\$ 150,210
Payroll liabilities and withholdings	20,179	-	(A)	20,179
Loans payable	<u>-</u>	<u>95,588</u>	<u>(95,588)</u>	<u>-</u>
Total current liabilities	<u>21,740</u>	<u>244,237</u>	<u>(95,588)</u>	<u>170,389</u>
<b>STOCKHOLDERS' EQUITY</b>				
Preferred stock	-	-	(C)	-
Common stock	50	693,946	(634,057)	59,939
Additional paid in capital	379,561	11,301,597	(10,954,019)	727,139
Retained earnings (deficit)	<u>(200,665)</u>	<u>(11,410,853)</u>	<u>11,537,569</u>	<u>(73,949)</u>
Total stockholders' equity	<u>178,946</u>	<u>584,690</u>	<u>(50,507)</u>	<u>713,129</u>
<b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY</b>	<u>\$ 200,686</u>	<u>\$ 828,927</u>	<u>(146,095)</u>	<u>\$ 883,518</u>

*The accompanying notes are an integral part of these statements.*

**CREDNOLOGY HOLDING CORPORATION**  
**(Formerly Cooper Holding Corp)**

**UNAUDITED PRO FORMA CONDENSED CONSOLIDATED**  
**STATEMENTS OF OPERATIONS**

**FOR THE YEAR ENDED DECEMBER 31, 2012**

	Crednology, Inc.	Cooper Holding Corp	Pro Forma Adjustments	Pro Forma Consolidated
Revenue	<u>\$ 896,965</u>	<u>\$ 443,681</u>		<u>\$ 1,340,646</u>
Cost of goods sold	<u>-</u>	<u>205,146</u>		<u>205,146</u>
Gross profit	<u>896,965</u>	<u>238,535</u>		<u>1,135,500</u>
Operating Expenses				
Officers' salary	104,700	23,800		128,500
Salaries	265,971	-		265,971
Consulting fees-stock issued	-	80,002		80,002
Selling, general and administrative	368,292	164,110		532,402
Depreciation and amortization expense	<u>18,295</u>	<u>280</u>		<u>18,575</u>
Total operating expenses	<u>757,258</u>	<u>268,192</u>		<u>1,025,450</u>
Net income (loss) from operations	139,707	(29,657)		110,050
Other income (expenses)-interest	<u>-</u>	<u>(26)</u>		<u>(26)</u>
Net income (loss)	<u>\$ 139,707</u>	<u>\$ (29,683)</u>		<u>\$ 110,024</u>
Basic earnings (loss) per common share				\$ .00
Weighted average shares outstanding				59,939,459

*The accompanying notes are an integral part of these statements*

## NOTES TO UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL STATEMENTS

### (1) General

On March 30, 2013, the shareholders of Cooper Holding Corp completed a stock acquisition with Crednology, Inc., a Georgia corporation. The merger was accounted for as a reverse acquisition, with Crednology, Inc. being treated as the acquirer for accounting purposes because it has obtained control over the operations of Cooper Holding Corp.

For financial reporting purposes, Crednology Holding Corp (formerly Cooper Holding Corp) is considered the parent company. (Name change in process)

For purposes of preparing these pro forma financial statements, certain assumptions as set forth in the notes to the pro forma adjustments have been made. As such, the pro forma adjustments discussed below are subject to change.

### (2) Pro Forma Adjustments

(A) Prior to acquisition, Cooper Holding Corp will issue 300,000,000 shares to two individuals for converting their notes due from the company. (for complete debt obligation being satisfied)

(B) After the acquisition, Cooper Holding Corp will conduct a 100 to 1 reverse stock split.

(C) The contributed equity of \$ 397,578 will result in a tax free stock exchange for 50,000 shares of Crednology, Inc. being exchanged for 50,000,000 shares of Cooper Holding Corp shares after the 100 to 1 reverse stock split. The acquisition-date fair value of the consideration transferred has been determined by reference to the fair value of the issued shares of Cooper Holding Corp immediately prior to the business combination.

(D) Upon the resignation of two of Cooper Holding Corp's officers, each will be issued one share of the newly designated Preferred B stock. The Preferred B share grants each ex-officer the option to convert to 9.5% of the outstanding common stock. The one issued and outstanding share of the previously designated Preferred A stock will be assigned to the new officer of Crednology Holding Corporation. The Preferred A share grants the new officer the option to convert to 51% of the outstanding common stock.