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CREDNOLOGY HOLDING CORPORATION
(Formerly Cooper Holding Corp)

CONSOLIDATED BALANCE SHEETS
UNAUDITED

	March 31, 2013	December 31, 2012
ASSETS		
CURRENT ASSETS		
Cash and cash equivalents	\$ 33,803	\$ 22,378
Accounts receivable	44,283	23,292
Employee advances	6,998	6,998
Inventory	<u>13,620</u>	<u>-</u>
Total current assets	<u>98,704</u>	<u>52,668</u>
PROPERTY AND EQUIPMENT, net of accumulated depreciation of \$ 128,106 and \$ 127,806, respectively	<u>8,385</u>	<u>8,685</u>
OTHER ASSETS		
Customer lead list, net of amortization of \$16,625 and \$ 12,667, respectively	140,375	139,333
Goodwill	<u>437,240</u>	<u>-</u>
Total other assets	<u>577,615</u>	<u>139,333</u>
TOTAL ASSETS	<u>\$ 684,704</u>	<u>\$ 200,686</u>
LIABILITIES AND STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES		
Accounts payable	\$ 48,710	\$ 1,561
Payroll liabilities and withholdings	<u>26,235</u>	<u>20,179</u>
Total current liabilities	<u>74,945</u>	<u>21,740</u>
LONG-TERM LIABILITIES	-	-
STOCKHOLDERS' EQUITY		
Preferred stock authorized 20,000,000 shares, \$.001 par value each. At March 31, 2013 and December 31, 2012 there are 3 and no shares issued and outstanding, respectively	-	-
Common stock authorized 1,000,000,000 shares, \$.001 par value each. At March 31, 2013 and December 31, 2012 there are 59,939,459 and 50,000 shares issued and outstanding	59,939	50
Additional paid in capital	727,139	379,561
Retained earnings (deficit)	<u>(177,319)</u>	<u>(200,665)</u>
Total stockholders' equity	<u>609,759</u>	<u>178,946</u>
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	<u>\$ 684,704</u>	<u>\$ 200,686</u>

The accompanying notes are an integral part of these statements.

CREDNOLOGY HOLDING CORPORATION
(Formerly Cooper Holding Corp)

CONSOLIDATED STATEMENTS OF OPERATIONS
UNAUDITED

	For The Three Months Ended March 31, 2013	For The Three Months Ended March 31, 2012
Revenue-Merchandise sales	<u>\$ 217,661</u>	<u>\$ 254,519</u>
Operating Expenses		
Salaries and wages	88,904	94,821
Selling, general and administrative	101,153	134,021
Depreciation and amortization expense	<u>4,258</u>	<u>3,275</u>
Total operating expenses	<u>194,315</u>	<u>232,117</u>
Net income from operations	23,346	22,402
Other income (expenses)-interest	<u>—</u>	<u>—</u>
Net income	<u>\$ 23,346</u>	<u>\$ 22,402</u>
Basic earnings per common share	\$.00	\$.00
Weighted average shares outstanding (basic and diluted)	50,110,438	50,000,000

The accompanying notes are an integral part of these statement

CREDNOLOGY HOLDING CORPORATION
(Formerly Cooper Holding Corp)

CONSOLIDATED STATEMENTS OF OPERATIONS
UNAUDITED

	For the year ended December 31, 2012	For the year ended December 31, 2011	For the year ended December 31, 2010
Revenue	<u>\$ 896,965</u>	<u>\$ 889,102</u>	<u>\$ 807,306</u>
Operating Expenses			
Salaries and wages	370,671	354,096	407,492
Selling, general and administrative	368,292	381,024	337,958
Depreciation and amortization expense	<u>18,295</u>	<u>142</u>	<u>1,755</u>
Total operating expenses	<u>757,258</u>	<u>735,262</u>	<u>747,205</u>
Net income from operations	139,707	153,840	60,101
Other income (expenses)-interest	<u>-</u>	<u>(4,773)</u>	<u>(14,408)</u>
Net income	<u>\$ 139,707</u>	<u>\$ 149,067</u>	<u>\$ 45,693</u>
Basic earnings per common share	\$.00	\$.00	\$.01
Weighted average shares outstanding (basic and diluted)	50,000,000	34,500,000	3,500,000

The accompanying notes are an integral part of these statements

CREDNOLOGY HOLDING CORPORATION
(Formerly Cooper Holding Corp)

**CONSOLIDATED STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY
UNAUDITED**

	Common stock		Preferred stock		Additional	Accumulated	Total
	Shares	Amount	Shares	Amount	Paid in Capital	earnings (deficit)	
Balance at December 31,2010 (Unaudited)	3,500	\$ 4	-	-	\$ 24,996	\$ (489,439)	\$ (464,439)
Issuance of common stock for shareholder loans	46,500	46			354,565		354,611
Net income for the year ended December 31, 2011						149,067	149,067
Balance at December 31,2011 (Unaudited)	50,000	50	-	-	379,561	(340,372)	39,239
Net income for the year ended December 31, 2012						139,707	139,707
Balance at December 31,2012 (Unaudited)	50,000	50	-	-	379,561	(200,665)	178,946
Acquisition of Crednology, Inc-share elimination (March 30, 2013)	(50,000)	(50)					(50)
Existing Cooper Holding shares on acquisition (March 30, 2013)	9,939,459	9,939					9,939
Issuance of Crednology shares on acquisition (March 30, 2013):							
Common shares	50,000,000	50,000			347,578		397,578
Preferred shares			3	-			-
Net income for the three months ended March 31, 2013						23,346	23,346
Balance at March 31,2013 (Unaudited)	<u>59,939,459</u>	<u>\$ 59,939</u>	<u>3</u>	<u>\$ -</u>	<u>\$ 727,139</u>	<u>\$ (177,319)</u>	<u>\$ 609,759</u>

The accompanying notes are an integral part of this statement.

CREDNOLOGY HOLDING CORPORATION
(Formerly Cooper Holding Corp)

CONSOLIDATED STATEMENTS OF CASH FLOWS
UNAUDITED

	For The Three Months Ended March 31, 2013	For The Three Months Ended March 31, 2012
OPERATING ACTIVITIES		
Net income	\$ 23,346	\$ 22,402
Adjustments for noncash and nonoperating items:		
Depreciation and amortization expense	4,258	3,275
Acquisition of Crednology, net of contributed equity	(29,773)	-
Changes in operating assets and liabilities:		
Accounts receivable	(20,991)	4,478
Employee advances	-	(2,337)
Inventory	(13,620)	-
Accounts payable	47,149	(212)
Payroll liabilities and withholdings	<u>6,056</u>	<u>1,980</u>
Cash provided (used) by operating activities	<u>16,425</u>	<u>29,586</u>
INVESTING ACTIVITIES:		
Purchase of customer list leads	<u>(5,000)</u>	<u>-</u>
Cash (used) by investing activities	<u>(5,000)</u>	<u>-</u>
FINANCING ACTIVITIES:		
	<u>-</u>	<u>-</u>
NET INCREASE (DECREASE) IN CASH	11,425	29,586
CASH AND CASH EQUIVALENTS, BEGINNING OF PERIOD	<u>22,378</u>	<u>48,625</u>
CASH AND CASH EQUIVALENTS, END OF PERIOD	<u>\$ 33,803</u>	<u>\$ 78,211</u>
Supplemental Disclosures of Cash Flow Information:		
Interest expense	\$ -	\$ -

The accompanying notes are an integral part of these statements

CREDNOLOGY HOLDING CORPORATION
(Formerly Cooper Holding Corp)

CONSOLIDATED STATEMENTS OF CASH FLOWS
UNAUDITED

	For The Year Ended December 31, 2012	For The Year Ended December 31, 2011
OPERATING ACTIVITIES		
Net income	\$ 139,707	\$ 149,067
Adjustments for noncash and nonoperating items:		
Depreciation and amortization expense	18,295	142
Issuance of common stock for shareholder loans, net	-	(112,317)
Changes in operating assets and liabilities:		
Accounts receivable	(23,292)	-
Employee advances	118	2,337
Accounts payable	(272)	(496)
Payroll liabilities and withholdings	<u>5,297</u>	<u>12,235</u>
 Cash provided (used) by operating activities	 <u>139,853</u>	 <u>50,968</u>
INVESTING ACTIVITIES:		
Purchase of customer lead list	(152,000)	-
Purchase of property and equipment	<u>(14,100)</u>	<u>-</u>
 Cash (used) by investing activities	 <u>(166,100)</u>	 <u>-</u>
FINANCING ACTIVITIES:		
	<u>-</u>	
NET INCREASE (DECREASE) IN CASH	(26,247)	50,968
 CASH AND CASH EQUIVALENTS, BEGINNING OF PERIOD	 <u>48,625</u>	 <u>(2,343)</u>
 CASH AND CASH EQUIVALENTS, END OF PERIOD	 <u>\$ 22,378</u>	 <u>\$ 48,625</u>
Supplemental Disclosures of Cash Flow Information:		
Interest expense	\$ -	\$ 4,773

The accompanying notes are an integral part of these statements

CREDNOLOGY HOLDING CORPORATION

(Formerly Cooper Holding Corp)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS UNAUDITED

March 31, 2013

NOTE A – BASIS OF PRESENTATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Nature of Operations:

Crednology Holding Corporation (the “Company”) (formerly “Cooper Holding Corp”) was incorporated in the state of Delaware 1998 under the name of Celebrity Entertainment Group, Inc. The Company is a Credit Management company with exclusive **Point Deduction Software** technology. This technology has the unique ability to analyze a credit report and give full visibility to the points being deducted for each account. This then gives our trained staff the ability to create an actionable plan that will help our members reclaim those precious points and raise the score. The Company can help the client establish or re-establish a good credit history, and provide ongoing training and support. Crednology provides its members with up-to-date credit education material and assigns a credit coach to assist in keeping members on the right credit path. The Company offers our clients the ability to view all three credit bureaus: Equifax, Experian and TransUnion 24/7 through a private secured website designed to help members manage and monitor their credit. Crednology’s staff has over 30 years experience in assisting the general public in establishing and re-establishing credit.

On March 30, 2013, the parties executed and closed on an Agreement and Plan of Share Exchange (Exhibit I), whereby the Company agreed to issue one thousand (1000) shares of common stock for each outstanding share of common stock of Crednology. At Closing, Crednology had fifty thousand (50,000) shares of common stock outstanding. The Company's one share of Preferred stock outstanding was assigned to a designee of Crednology. Within 10 business days of Closing, Cooper Holding Corp filed an amendment to the Articles of Incorporation with the state of Delaware to form a newly designated Preferred share. The new Preferred shall grant each shareholder the right to convert one share of Preferred held into 9.5% of the common shares outstanding at the time of conversion. The Company shall issue one share each to Daniel Cooper and Timothy Durant. The share issued to Mr. Cooper is secured against any remaining liabilities.

CREDNOLOGY HOLDING CORPORATION

(Formerly Cooper Holding Corp)

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
UNAUDITED**

March 31, 2013

**NOTE A – BASIS OF PRESENTATION AND SUMMARY OF SIGNIFICANT ACCOUNTING
POLICIES (continued)**

Nature of Operations: (continued)

On April 4, 2013, the shareholders holding a majority of the Company's common stock approved a name change from Cooper Holding Corporation to Crednology Holding Corporation and a 1:100 reverse stock split. On April 8, 2013, the Company filed a Certificate of Amendment to its Articles of Incorporation for said approved actions.

Effective at the beginning of trading on May 3, 2013, the Company's name changed Crednology Holding Corporation from Cooper Holding Corp. In addition, the Company's shares began trading on a split-adjusted basis. The Company's shares will continue to trade under the symbol "COHO" with a "D" added for 20 trading days to signify the reverse stock split has occurred. After 20 trading days, the symbol will revert back to "COHO". A new CUSIP number has been assigned to the Company's common stock as a result of the reverse stock split.

The 1-for-100 reverse stock split will convert 100 shares of the Company's common stock into 1 share of common stock. The reverse stock split affects all issued and outstanding shares of the Company's common stock immediately prior to the effectiveness of the reverse stock split on May 3, 2013. The reverse stock split reduced the number of shares of the Company's common stock outstanding from 993,945,913 shares to approximately 9,939,460 shares. The number of authorized shares of common stock will remain at 1,000,000,000 and preferred shares at 20,000,000. No fractional shares will be issued in connection with the split and stockholders who would be entitled to fractional shares will receive a whole share of common stock in lieu of receiving fractional shares.

CREDNOLOGY HOLDING CORPORATION
(Formerly Cooper Holding Corp)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
UNAUDITED

March 31, 2013

NOTE A – BASIS OF PRESENTATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Basis of Presentation:

The financial statements included herein have been prepared without audit. Certain information and footnote disclosure normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. While management believes the procedures followed in preparing these financial statements are reasonable, the accuracy of the amounts are in respects dependent upon the facts that will exist, and procedures that will be accomplished by the Company later in the year. These unaudited financial statements reflect all adjustments, including normal recurring adjustments which, in the opinion of management, are necessary to present the operations and cash flows for the periods presented.

Cash Equivalents

Investments having an original maturity of 90 days or less that are readily convertible into cash are considered to be cash equivalents. During the periods presented, the Company had no cash equivalents.

Accounts receivable

The Company uses the allowance method to account for uncollectible accounts receivable. We maintain allowances for the estimated losses from doubtful accounts which result when our customers are unable to make required payments. If the financial condition of our customers were to deteriorate, resulting in an impairment of their ability to make payments, additional allowances may be required which would result in an additional general and administrative expense in the period such determination was made. As of March 31, 2013 and December 31, 2012, there were no doubtful allowances recorded.

CREDNOLOGY HOLDING CORPORATION

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**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
UNAUDITED**

March 31, 2013

**NOTE A – BASIS OF PRESENTATION AND SUMMARY OF SIGNIFICANT ACCOUNTING
POLICIES (continued)**

Inventories

Inventories, consisting of camouflage products, are stated at the lower of cost (first-in, first-out) or market as of March 31, 2013 and December 31, 2012.

Recently Enacted Accounting Standards

In May 2011, the Financial Accounting Standards Board (the “FASB”) issued Accounting Standards Update (“ASU”) No. 2011-04 (“ASU 2011-04”), “Fair Value Measurement: Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs.” ASU 2011-04 improves comparability of fair value measurements presented and disclosed in financial statements prepared in accordance with U.S. generally accepted accounting principles and International Financial Reporting Standards. ASU 2011-04 clarifies the application of existing fair value measurement requirements including (1) the application of the highest and best use and valuation premise concepts, (2) measuring the fair value of an instrument classified in a reporting entity’s shareholders’ equity, and (3) quantitative information required for fair value measurements categorized within Level 3. ASU 2011-04 also provides guidance on measuring the fair value of financial instruments managed within a portfolio and application of premiums and discounts in a fair value measurement. In addition, ASU 2011-04 requires additional disclosure for Level 3 measurements regarding the sensitivity of fair value to changes in unobservable inputs and any interrelationships between those inputs. The amendments in this guidance are to be applied prospectively, and are effective for interim and annual periods beginning after December 15, 2011. The Corporation adopted this standard on March 1, 2012. The adoption of this standard did not have a material effect on the Corporation’s financial statements.

CREDNOLOGY HOLDING CORPORATION

(Formerly Cooper Holding Corp)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS UNAUDITED

March 31, 2013

NOTE A – BASIS OF PRESENTATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Recently Enacted Accounting Standards (continued)

In June 2011, the FASB issued ASU No. 2011-05 (“ASU 2011-05”), “Comprehensive Income (Topic 220): Presentation of Comprehensive Income.” ASU 2011-05 eliminates the option to present components of other comprehensive income as part of the statement of changes in shareholders’ equity and requires the presentation of components of net income and other comprehensive income either in a single continuous statement or in two separate but consecutive statements. The provisions of this guidance are effective for interim and annual periods beginning after December 15, 2011. Effective March 1, 2012, the Corporation adopted the two consecutive statements approach for the presentation of components of net income (loss) and other comprehensive income (loss) and a total for comprehensive income (loss). The Corporation’s Consolidated Financial Statements include the Consolidated Statement of Comprehensive Income as a result of adopting this standard. In February 2013, the FASB issued ASU No. 2013-02 (“ASU 2013-02”), “Reporting of Amounts Reclassified Out of Accumulated Other Comprehensive Income.” ASU 2013-02 requires entities to disclose additional information about changes in other comprehensive income by component. In addition, an entity is required to present, either on the face of the statement where income is presented or in the notes, significant amounts reclassified out of accumulated other comprehensive income and the income statement line items affected. The provisions of this guidance are effective prospectively for annual and interim periods beginning after December 15, 2012. The Corporation does not expect that the adoption of this standard will have a material effect on its financial statements.

In July 2012, the FASB issued ASU No. 2012-02 (“ASU 2012-02”), “Testing Indefinite-Lived Intangible Assets for Impairment.” ASU 2012-02 gives entities an option to first assess qualitative factors to determine whether the existence of events and circumstances indicate that it is more likely than not that an indefinite-lived intangible asset is impaired. If based on its qualitative assessment an entity concludes that it is more likely than not that the fair value of an indefinite-lived intangible asset is less than its carrying amount, quantitative impairment testing is required. However, if an entity concludes otherwise, quantitative impairment testing is not required. ASU 2012-02 is effective for annual and interim impairment tests performed for fiscal years beginning after September 15, 2012. The Corporation does not expect that the adoption of this standard will have a material effect on its financial statements.

CREDNOLOGY HOLDING CORPORATION

(Formerly Cooper Holding Corp)

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
UNAUDITED**

March 31, 2013

**NOTE A – BASIS OF PRESENTATION AND SUMMARY OF SIGNIFICANT ACCOUNTING
POLICIES (continued)**

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

Property and Equipment

Property and equipment are stated at cost and are depreciated principally on methods and at rates designed to amortize their costs over their estimated useful lives.

The estimated service lives of property and equipment are principally as follows:

Furniture and fixtures	5- 7 years
Computer equipment	5- 7 years

Repairs and maintenance are expensed as incurred. Expenditures that increase the value or productive capacity of assets are capitalized.

Asset Impairments

The company regularly reviews its investments and other assets that include the extent to which carrying value exceeds its related market value, the financial condition of the investee, and the intent and ability to retain the investment for a sufficient period of time to allow for recovery of the market value of the investments.

CREDNOLOGY HOLDING CORPORATION
(Formerly Cooper Holding Corp)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
UNAUDITED

March 31, 2013

NOTE A – BASIS OF PRESENTATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Fair Value of Financial Instruments

The Company defines the fair value of a financial instrument as the amount at which the instrument could be exchanged in a current transaction between willing parties. Financial instruments included in the Company's financial statements include cash and cash equivalents, short-term investments, accounts receivable, other receivables, other assets, accounts payable, notes payable and due to affiliates. Unless otherwise disclosed in the notes to the financial statements, the carrying value of financial instruments is considered to approximate fair value due to the short maturity and characteristics of those instruments.

Advertising Cost

Advertising expense for the three months ended March 31, 2013 and 2012 aggregated \$ 3,200 and \$ 3,590, respectively. Advertising expense for the three years ended December 31, 2012, 2011 and 2010 aggregated \$ 13,637, \$ 5,846, and \$ 6,896, respectively.

Revenue Recognition

We derive revenue principally from credit management services provided to our customers and members on a month to month basis and also on a yearly contract basis. We commence revenue recognition when all of the following core revenue recognition criteria are satisfied: i) persuasive evidence of an arrangement exists; ii) delivery of the license or service has occurred or is occurring; iii) the arrangement fee is fixed or determinable and iv) collection of the arrangement fee is probable.

CREDNOLOGY HOLDING CORPORATION
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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
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March 31, 2013

NOTE B—EARNINGS PER SHARE

The computation of earnings per share is based on the weighted average number of common shares outstanding during the period presented. Diluted earnings per common share is the same as basic earnings per common share as there are no potentially dilutive securities outstanding (options and warrants). The weighted average number of shares outstanding for the period in which the combination took place is based on the weighted average number of shares of the legal subsidiary (Crednology, Inc) that are outstanding from the beginning of the period to the date of the combination. That number of shares is multiplied by the exchange ratio (1,000) established in the acquisition and added to the actual number of shares of the legal parent entity that are outstanding in the period following the transaction. Comparative EPS information is based on the profit of the legal subsidiary (Crednology, Inc,) and the legal subsidiary's historical weighted average number of shares that are outstanding multiplied by the exchange ratio (1,000) established in the acquisition.

NOTE C - INCOME TAXES

The Company provides for the tax effects of transactions reported in the financial statements. The provision, if any, consists of taxes currently due plus deferred taxes related primarily to differences between the basis of assets and liabilities for financial and income tax reporting. The deferred tax assets and liabilities, if any, represent the future tax return consequences of those differences, which will either be taxable or deductible when the assets and liabilities are recovered or settled. As of December 31, 2012, the Company had deferred tax assets of \$ 706,598. A valuation allowance of \$706,598 has been applied against deferred tax assets. The Company had no deferred tax liabilities as of December 31, 2012, and no current tax liability.

At December 31, 2012, the Company has net operating loss carryforwards for income tax purposes of approximately \$1.3 million. These carry forward losses are available to offset future taxable income, if any, and expire in the year 2025.

CREDNOLOGY HOLDING CORPORATION
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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
UNAUDITED

March 31, 2013

NOTE C - INCOME TAXES (continued)

The components of income tax expense for the years ended December 31, 2012, 2011 and 2010 are as follows:

	2012	2011	2010
Current:			
Federal	\$ 47,500	\$ 50,683	\$ 15,536
State	8,382	8,944	2,742
Deferred:			
Federal (benefit)	(47,500)	(50,683)	(15,536)
State (benefit)	<u>(8,382)</u>	<u>(8,944)</u>	<u>(2,742)</u>
Total provision for income taxes	<u>\$ 0</u>	<u>\$ 0</u>	<u>\$ 0</u>

The components of the net deferred tax assets and liabilities are as follows:

	2012	2011	2010
Deferred tax assets:			
Net operating loss carry forward	\$ 612,640	\$ 668,522	\$ 646,800
Stock-based compensation	<u>93,958</u>	<u>40,125</u>	<u>-</u>
Total deferred tax assets before valuation allowance	706,598	708,647	646,800
Valuation allowance	<u>(706,598)</u>	<u>(708,647)</u>	<u>(646,800)</u>
Total deferred tax assets	<u>\$ 0</u>	<u>\$ 0</u>	<u>\$ 0</u>
Deferred tax liabilities	<u>\$ 0</u>	<u>\$ 0</u>	<u>\$ 0</u>

SFAS No. 109 requires that a valuation allowance be provided if it is more likely than not that some portion or all of a deferred tax asset will not be realized. Based on the Company's forecast of future taxable income, management determined that a valuation allowance related to deferred tax assets was required as of December 31, 2012.

CREDNALOGY HOLDING CORPORATION
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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
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March 31, 2013

NOTE D – INTANGIBLE ASSETS

Intangible Assets:

Intangible assets consist principally of acquired customer list leads and goodwill. The amounts allocated to these intangible assets represent our estimates of their fair values at the acquisition date. The fair values are primarily estimated using the present value of expected future cash flows method of applying the income approach.

Goodwill:

Goodwill represents the excess of the purchase consideration over the net of the acquisition-date fair value of identifiable assets acquired, including identifiable intangible assets, and liabilities assumed in connection with our business combinations. Upon acquisition, goodwill was assigned to the reporting units that are expected to benefit from the synergies of the business combination. Since goodwill was only recorded on the acquisition date of March 30, 2013, the Company will test for impairment as of January 1 of each fiscal year, or more frequently if events or changes in circumstances indicate that the fair value of a reporting unit has been reduced below its carrying value. When conducting our annual goodwill impairment assessment, we will use a three step process. The first step is to perform an optional qualitative evaluation as to whether it is more likely than not that the fair value of any of our reporting units is less than its carrying value, using an assessment of relevant events and circumstances. In performing this assessment, we are required to make assumptions and judgments including but not limited to an evaluation of macroeconomic conditions as they relate to our business, industry and market trends, as well as the overall future financial performance of our reporting units and future opportunities in the markets in which they operate. If we determine that it is not more likely than not that the fair value of a reporting unit is less than its carrying value, we are not required to perform any additional tests in assessing goodwill for impairment. However, if we conclude otherwise or elect not to perform the qualitative assessment, we perform a second step for that reporting unit, consisting of a quantitative assessment of goodwill impairment. This quantitative assessment requires us to estimate the fair value of each reporting unit and compare the estimated fair value of each reporting unit determined using a combination of the income and market approaches on an invested capital basis, to its respective carrying value (including goodwill) as of the date of the impairment test. The third step, employed for any reporting unit that fails the second step, is used to measure the amount of any potential impairment and compares the implied fair value of the reporting unit with the carrying

CREDNOLOGY HOLDING CORPORATION

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS UNAUDITED

March 31, 2013

NOTE D – INTANGIBLE ASSETS (Continued)

Goodwill (continued):

amount of goodwill. If a reporting unit's carrying value is negative, the Company does not follow this three-step process, and instead performs a qualitative evaluation to determine whether it is more likely than not that the reporting unit's goodwill is impaired. If such reporting unit's goodwill is determined to be impaired, the third step discussed above is performed to measure the amount of any potential impairment.

Customer Lead List:

The customer lead list consist of mortgage company customers that the Company can place in their credit management program. During the years ended December 31, 2012 and 2011, the Company purchased leads aggregating \$ 152,000. The intangibles in the accompanying consolidated balance sheet are being amortized over the expected life of three years.

NOTE E – COMMON/PREFERRED STOCK ISSUANCES

From inception to date of the acquisition, Crednology, Inc. had issued and outstanding stock aggregating 50,000 shares. In an exchange ratio of 1000, Cooper Holding Corp issued 50,000,000 shares (after the 100 to 1 reverse stock split) to the owner of Crednology, Inc. for his 50,000 shares in a reverse acquisition agreement. After the transaction, Cooper Holding Corp (now "Crednology Holding Corporation") had issued 59,939,459 shares of common stock, of which 50,000,000 shares are owned by Crednology, Inc's former shareholder. The 50,000,000 shares of issued stock by Cooper Holding Corp was valued by the most reliable basis. The quoted market price of all of Cooper Holding's outstanding stock, based on the quoted market price just prior to the acquisition date of March 30, 2013, was calculated to a consideration value of \$ 397,578. Also in the acquisition agreement, two preferred shares of Series B stock was issued to the two officers of Cooper holding Corp and one share of Series A share was issued to the former shareholder of Crednology, Inc.'s former shareholder. The preferred shares had no value established as of March 30, 2013. See Note F.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS UNAUDITED

March 31, 2013

NOTE F– STOCK ACQUISITION AGREEMENT

On March 30, 2013, the Company entered into a reverse stock acquisition agreement with Cooper Holding Corp. 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 1 to 100 reverse stock split. The total number of outstanding shares after the acquisition and stock split was 59,939,459 shares of common stock and 3 shares of preferred stock.

Shareholders of Cooper Holding Corp. held a special meeting to approve a definitive merger of the two companies. The articles voted on in the meeting included: the 1/100 reverse stock split of all Cooper stock; approve the acquisition of Crednology's 50,000 shares of outstanding stock; and change the name to Crednology Holding Corporation.

As a result, the financial position and results of operations of Cooper Holding Corp prior to the date of the acquisition have been excluded from the accompanying financial statements. The assets and liabilities of Crednology, Inc. are measured at their pre-combination carrying amounts. They are not subject to a fair value uplift. The amount recognized as share capital is the amount in the Crednology's accounts prior to the business combination plus the fair value of Cooper Holding Corp calculated by the quoted market price just prior to the acquisition date.

The estimated fair values of the identifiable net assets of Cooper Holding Corp at March 30, 2013 (effective date of acquisition) consisted of:

	Cooper Holding Corp
Cash and cash equivalents	\$ 3,463
Accounts receivable	8
Inventory	13,620
Fair value of consideration	397,578
Total assets	414,669
Accounts payable	47,149
Total liabilities	47,149
Identifiable net assets	\$ 367,520

CREDNOLOGY HOLDING CORPORATION

(Formerly Cooper Holding Corp)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS UNAUDITED

March 31, 2013

NOTE F– STOCK ACQUISITION AGREEMENT (continued)

Goodwill of \$ 437,240 was recorded at the March 30, 2013 effective acquisition date. As the Company believed that the estimated fair value of the goodwill was \$ 437,240, no impairment of goodwill was recorded. The consideration of the reverse stock acquisition was measured by the quoted market price of Cooper Holding's shares just prior to the acquisition date of March 30, 2013. After the effect of the 100: 1 reverse stock split, the total outstanding shares of Cooper Holding Corp was 9,939,459 and the stock quotation value of \$.04 measured the consideration to be \$ 397,578.

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 1 to 100 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
CURRENT ASSETS				
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>
OTHER ASSETS				
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>
TOTAL ASSETS	<u>\$ 200,686</u>	<u>\$ 828,927</u>	<u>(146,095)</u>	<u>\$ 883,518</u>
LIABILITIES AND STOCKHOLDERS'				
EQUITY				
CURRENT LIABILITIES				
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>
STOCKHOLDERS' EQUITY				
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>
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	<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 stock 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 Corporation (formerly Cooper Holding Corp) is considered the parent company.

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 will conduct a 1 to 100 reverse stock split.
- c. The contributed equity of \$ 397,578 will result in a tax free stock exchange for 50,000 shares of Crednology being exchanged for 50,000,000 shares of Cooper Holding Corp. shares after the 1 to 100 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. There was no value placed on the restricted one year preferred shares.

CREDNOLOGY HOLDING CORPORATION

(Formerly Cooper Holding Corp)

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
UNAUDITED**

March 31, 2013

NOTE G– COMMITMENTS AND CONTINGENCIES

Lease agreement

The Company entered into a standard lease agreement with Empire Development Company on March 1, 2005 for a term of ten years ending on February 28, 2015 at a monthly rental fee of \$2,074. The Company has an option to extend the lease prior to the expiration date for terms to be agreed upon.

	<u>Monthly Base Rent</u>	<u>Annual Rent</u>
For the year 2013	\$ 2,074	\$ 24,888
For the year 2014	\$ 2,074	\$ 24,888
For the two months ended February 2015	\$ 2,074	\$ 4,148