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

FORM 10-K

(MARK ONE)

☒ **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended March 31, 2015
OR

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

FOR THE TRANSITION PERIOD FROM __________________ TO _______________________

Commission file number 333-167219

LOTON, CORP
(Exact name of Registrant as Specified in its Charter)

Nevada	**90-0657263**
(State or Other Jurisdiction of Incorporation or Organization)	*(I.R.S. Employer Identification Number)*

269 South Beverly Drive
Beverly Hills, California 90212
(Address of Principal Executive Offices including Zip Code)

(310) 601-2500
(Registrant's Telephone Number, Including Area Code)

Securities registered pursuant to Section 12(b) of the Act: None

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the Registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☐ No ☒

Indicate by check mark if the Registrant is not required to file reports pursuant to Section 13 or 15(d) of the Act. Yes ☒ No ☐

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☐ No ☒

Indicate by check mark whether the Registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the Registrant was required to submit and post such files). Yes ☒ No ☐

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§ 229.405) is not contained herein, and will not be contained, to the best of Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K, or any amendment to this Form 10-K. ☒

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer", "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer ☐	Accelerated filer ☐	Non-accelerated filer ☐ (Do not check if a smaller reporting company)	Smaller reporting company ☒

Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes ☐ No ☒

The aggregate market value of the voting and non-voting common stock held by non-affiliates of the Registrant as of September 30, 2014, is not determinable because no active trading market had been established as of September 30, 2014.

There were 45,024,988 shares of common stock outstanding as of June 30, 2015.

DOCUMENTS INCORPORATED BY REFERENCE

None.

LOTON, CORP

FORM 10-K
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Explanatory Note

On April 30, 2014, Loton, Corp (the “Registrant,” the “Company,” we,” “us” or “our”) filed with the Securities and Exchange Commission (the “SEC”) a Current Report on Form 8-K (the “Original Form 8-K”), with respect to our entry into an Agreement and Plan of Merger (the “Merger Agreement”), by and among the Company, Loton Acquisition Sub I, Inc., a Delaware corporation (“Acquisition Sub”) and KoKo (Camden) Holdings (US), Inc. (“KoKo Parent”), a Delaware corporation and wholly-owned subsidiary of JJAT Corp. (“JJAT”), a Delaware corporation wholly-owned by Robert Ellin, the Company’s Executive Chairman, President, Director and controlling shareholder (“Mr. Ellin”), and his affiliates (the “Merger”). As a result of the Merger, KoKo Parent became a wholly-owned subsidiary of the Company, and the Company’s primary business became that of KoKo Parent and its subsidiaries, KoKo (Camden) Limited, a private limited company registered in England and Wales (“KoKo UK”) which owns 50% of OBAR Camden Holdings Limited, a private limited company registered in England and Wales (“OCHL”) which in turn wholly-owns its operating subsidiary OBAR Camden Limited, a private limited company registered in England and Wales (“OCL”).

In connection with entering into the Merger Agreement, the Company requested and received written accommodation from the SEC pursuant to Rule 306(c) of Regulation S-X to account for its 2014 fiscal year on a slightly-shortened, 362-day basis, in order to present financial statements for the Company as a stand-alone shell company prior to its acquisition of 50% of the voting equity of OCHL on April 28, 2014. OCHL is an operating company that merged with a wholly-owned acquisition subsidiary of the Company on such date, which was two days prior to the Company’s fiscal year-end of April 30, 2014.

Please refer to the Company’s Current Report on Form 8-K filed with the SEC on April 30, 2014, as amended on Form 8-K/A filed with the SEC on June 30, 2014 for audited consolidated financial statements of OCHL as of and for the fiscal year ended March 31, 2014 and pro forma combined financial information of Loton and OCHL as of April 30, 2014.

Forward-Looking Statements

This Current Report on Form 10-K (“Form 10-K”) and other reports filed by the Registrant from time to time with the SEC (collectively the “Filings”) contain or may contain forward-looking statements and information that are based upon beliefs of, and information currently available to, the Registrant’s management as well as estimates and assumptions made by the Registrant’s management. When used in the filings the words “anticipate,” “believe,” “estimate,” “expect,” “future,” “intend,” “plan,” “may,” “will,” or the negative of these terms and similar expressions as they relate to the Registrant or the Registrant’s management identify forward-looking statements. Such statements reflect the current view of the Registrant with respect to future events and are subject to risks, uncertainties, assumptions and other factors (including the risks contained in the section of this report entitled “Risk Factors”) relating to the Registrant’s industry, the Registrant’s operations and results of operations and any businesses that may be acquired by the Registrant. Should one or more of these risks or uncertainties materialize, or should the underlying assumptions prove incorrect, actual results may differ significantly from those anticipated, believed, estimated, expected, intended or planned.

Although the Registrant believes that the expectations reflected in the forward-looking statements are reasonable, the Registrant cannot guarantee future results, levels of activity, performance or achievements. Except as required by applicable law, including the securities laws of the United States, the Registrant does not intend to update any of the forward-looking statements to conform these statements to actual results.

Part I

Item 1. Business

Loton, Corp was incorporated in the State of Nevada on December 28, 2009 to provide 3D rendering, animation and architectural visualization services using advanced computer technology to produce photo realistic 3D rendering, walk-through animation and 360 degree panorama.

On September 9, 2011, Trinad Capital Master Fund, Ltd., a Cayman Island exempted company, ("Trinad Master Fund"), entered into a Securities Purchase Agreement with Alex Kuznetsov, a shareholder and the sole director and executive officer of the Company (the "Purchase Agreement"). Pursuant to the terms of the Purchase Agreement, Mr. Kuznetsov sold to Trinad Master Fund an aggregate of 4,000,000 shares of the Company's common stock $.001 par value per share, representing 75% of the issued and outstanding Common Stock of the Company as of October 31, 2011. Trinad Master Fund paid $311,615 for the shares. Trinad Management, LLC ("Trinad Management") is the investment manager of Trinad Master Fund. The managing member of Trinad Management is Robert S. Ellin. In accordance with the Purchase Agreement, effective upon the closing (a) Alex Kuznetsov resigned as the Company's Chief Executive Officer, President and sole director, (b) Robert S. Ellin was appointed as the sole director of the Board to serve until the next annual stockholders meeting and until his successor is duly elected and qualified, (c) Robert S. Ellin was appointed President, Chairman and Chief Executive Officer of the Company. He also served as our Chief Financial Officer from April 26, 2012 until September 30, 2013. Jay Krigsman was also appointed to our Board on April 26, 2012.

On April 28, 2014, we entered into an Agreement and Plan of Merger (the "Merger Agreement"), by and among the Company, Loton Acquisition Sub I, Inc., a Delaware corporation ("Acquisition Sub") and KoKo (Camden) Holdings (US), Inc. ("KoKo Parent"), a Delaware corporation and wholly-owned subsidiary of JJAT Corp. ("JJAT"), a Delaware corporation wholly-owned by Robert Ellin, the Company's Chief Executive Officer, Director and controlling shareholder ("Mr. Ellin"), and his affiliates (the "Merger"). As a result of the Merger, KoKo Parent became a wholly-owned subsidiary of the Company, and the Company's primary business became that of KoKo Parent and its subsidiaries, KoKo (Camden) Limited, a private limited company registered in England and Wales ("KoKo UK") which owns 50% of OBAR Camden Holdings Limited, a private limited company registered in England and Wales ("OCHL") which in turn wholly-owns its operating subsidiary OBAR Camden Limited, a private limited company registered in England and Wales ("OCL"). Upon the closing of the Merger, pursuant to the terms of the Merger Agreement, KoKo Parent's former sole shareholder, JJAT Corp., received 29,000,000 shares of Loton, Corp common stock ("Company Common Stock"), or approximately 77.2% of the issued and outstanding common stock of the Company immediately after consummation of the Merger Agreement.

Our principal business through the operation of OCHL and its wholly-owned subsidiary OCL, is the operation of the live music venue and nightclub known as KOKO in Camden, London. KOKO provides live shows, club nights, corporate and other events at KOKO and broadcasted digitally. The venue has been used to record live performances which have been broadcast to an international audience. OCHL and OCL are 50% co-owned by Olly Bengough, who was our former Chief Executive Officer and Director.

We continue to expand into live music and in February 2015, we formed FestreamTV, which is a new 100% owned subsidiary, which subsequently changed its name to LiveXLive ("LXL") in May 2015. LXL's mission is to aggregate thousands of hours of live music and content driven by live music through mutually beneficially relationships with the world's top talent, music companies, festivals and promoters. LXL plans to showcase professionally produced, innovative, immersive and experiential live broadcasts in HD. Fans will have the opportunity to see their favorite festivals, concerts and experiences on any screen they choose across all video platforms and devices from mobile to the home. These fans will be able to view concert experiences from any connected device with exclusive access only LXL brings from the stage to backstage, inside dressing rooms, and places previously off limits to anyone but VIPs and artists.

Business Objective

The Company's strategy is to provide the first independent global live music and lifestyle streaming network delivering around the clock live music to viewers on any connected device as an authentic and experiential platform to grow revenue, earnings and cash flow. LXL will provide consumers with the opportunity to view the most sought after live music around the globe via any distribution channel on a 24/7/365 basis. The platform will offer the world's leading music festivals with multi-day and multi-stage coverage, unique concerts, intimate performances and cutting edge programming.

The LXL network plans to provide compelling and curated content that showcases the entire spectrum of music to include music inspired fashion, food, and lifestyle content and showcase interviews, back stage access and both fan and artist perspectives. We will extend the live experience to fans on desktop, laptop, mobile, tablets, consoles, connected TV's and virtual reality platforms. LXL will feature all genres of music including rock, pop, indie, alternative, EDM, country and feature major festival headliners as well as emerging artists performing at clubs and venues around the globe. LXL is also developing key strategic relationships in technology, distribution, advertising, mobile and virtual reality to augment its network delivery strategy. LXL anticipates generating its revenues from subscription fees from users and from advertising sales.

In addition, the Company plans to leverage KOKO's success and brand in live entertainment and relationships with fans, artists and advertisers to capture originated content, create owned/co-owned branded activity and develop new and complimentary brand extensions and intellectual property. The Company is seeking capital to drive this process and address present working capital expenditures.

Competition

Competition in the live entertainment industry is intense. We believe that OCL competes primarily on the basis of its ability to deliver quality music events and provide enhanced fan and artist experiences. We believe that OCL's primary strengths include:

- the quality of service delivered to artists, fans and corporate sponsors;
- a track record in producing live music concerts, club nights and corporate events at KOKO; and
- Artist relationships.

Although we believe that OCL's products and services currently compete favorably with respect to such factors, we cannot provide any assurance that OCL can maintain its competitive position against current and potential competitors, especially those with significantly greater brand recognition, or financial, marketing, support, technical and other resources.

In the markets in which OCL produces music concerts, it faces competition from both promoters and other venue operators. We believe that barriers to entry into the promotion services business are low and that certain local promoters are increasingly expanding the geographic scope of their operations.

OCL's main competitors in the live music industry include all other live music venues in London including without limitation the Forum, Electric Brixton, the Electric Ballroom, the Village Underground and the Shepherd's Bush Empire. Some of OCL's competitors in the live music industry may have greater financial resources than we do which may enable them to gain a greater competitive advantage in relation to us.

In markets where OCL currently operates and/or plans to operate a venue, it competes with other venues to serve artists likely to perform in that general region. Consequently, artists have various alternatives to OCL's venues when scheduling performances. Some of OCL's competitors in venue management have a greater number of venues in certain markets and may have greater financial resources in those markets.

The manner in which the Company participates in an opportunity will depend upon the nature of the opportunity, the respective needs and desires of the Company and the promoters of the opportunity, and the relative negotiating strength of the Company and such promoters.

Live streamed music is the only remaining media genre without a dominant brand. While sports has ESPN, long-form content has HBO, and news has CNN, there is a tremendous amount of high quality live music content available without a home. LXL is partnering with rights holders and their influencers (agencies, promoters, venues, artists and record labels) to build optimal digital strategies thereby increasing revenues for participants in the music world.

LXL expects to compete for the time and attention of its users with other content providers on the basis of a number of factors, including quality of experience, relevance, acceptance and diversity of content, ease of use, price, accessibility, perceptions of ad load, brand awareness and reputation. LXL also expects to compete for users on the basis of its presence and visibility as compared with other providers that deliver content through the internet, mobile devices and consumer products.

LXL's competitors will include (i) broadcast radio providers, including terrestrial radio providers such as Clear Channel and CBS and satellite radio providers such as Sirius XM, (ii) interactive on-demand audio content and pre-recorded entertainment, such as Apple's iTunes Music Store and Apple Music, RDIO, Rhapsody, Spotify, Pandora, Tidal and Amazon that allow listeners to stream music or select the audio content that they stream or purchase and (iii) other forms of entertainment, including Facebook (including Instagram), Google, Twitter (including Periscope), Yahoo, and Meerkat which offer a variety of Internet and mobile device-based products, services and content. To the extent existing or potential users choose to watch satellite or cable television, stream video from on-demand services such as Hulu, VEVO or YouTube or play interactive video games on their home-entertainment system, computer or mobile phone rather than use the LXL service, these content services pose a competitive threat.

Contracts

The OCHL Shareholders' Agreement

On February 12, 2014, (1) Mr. Bengough, and (2) KoKo UK, Mr. Ellin, Trinad Capital Master Fund Limited, Ltd. (the "Ellin Parties") and (3) OCHL entered into a Shareholders' Agreement (the "OCHL Shareholders' Agreement") pursuant to which, amongst other terms, the parties agreed that each of Mr. Ellin and Mr. Bengough shall constitute the Board of Directors of OCHL and each shall be restricted from taking actions on behalf of OCHL without the written consent of the other individual, including, but not limited to, changes in the nature of the business, amendments to governing documents, restructuring or recapitalizations, issuances of stock, purchases of material assets, entry into material contracts, incurring or guaranteeing debt, removal of any director or restructure the board of OCHL. Because OCHL is the sole parent of OCL, the Company's ability to manage OCHL and OCL is subject to the terms of the OCHL Shareholder Agreement and Mr. Bengough's consent is required for most material actions to be taken by OCHL and OCL, so long as the OCHL Shareholders' Agreement remains in effect. Each of Mr. Bengough and Mr. Ellin are entitled to serve on the board of OCHL so long as the OCHL Shareholders' Agreement is in effect, and the board cannot take action without the consent of both board members. Pursuant to the OCHL Shareholder Agreement, any cash distributions by OCHL must be distributed pro rata to each of KoKo UK and Mr. Bengough. Finally, the OCHL Shareholder Agreement restricts the transfer of shares in OCHL or OCL by KoKo UK or Mr. Bengough and grants each a right of first refusal and the right to have the proposed shares valued by an independent accounting firm and sold to the other party at a price determined by valuation rather than the price necessarily offered by the prospective purchaser.

Variation to Shareholders Agreement

On April 24, 2014, the OCHL Shareholders Agreement was amended pursuant to the terms of the Variation to Shareholders Agreement ("Variation Agreement") among Mr. Bengough, KoKo UK, the Ellin Parties, OCHL, OCL, JJAT and the Company which, amongst other terms, (1) joined OCL, JJAT and the Company as parties to the OCHL Shareholders Agreement, and (2) Mr. Bengough also agreed to transfer all of his interests in OCHL in exchange for 29,000,000 shares of common stock of the Company to be issued in a private placement transaction, which would constitute no less than 42.5% of the outstanding capital stock of the Company on a fully diluted basis (but before the Company's future issuance of up to 3,200,000 shares of common stock to advisors, consultants and key employees of the Company as approved by the board) and pursuant to the OCHL Shareholders' Agreement, subject to Mr. Bengough's receipt of satisfactory tax clearances under the tax laws of the United Kingdom. The Company agreed to indemnify Mr. Bengough from any adverse tax expenses and costs required to be paid by Mr. Bengough in connection with the transfer of his interests in OCHL. To date, the parties to the Variation Agreement have been unable to reach an agreement on mutually acceptable documentation to effect the share exchange described above. The Company and Mr. Bengough are presently continuing to co-operate OCHL and OCL with Mr. Bengough leading OCL's day-to-day business.

The Variation Agreement and the related OCHL Shareholders' Agreement, the terms of which are disclosed in the Original Form 8-K, remain in full force and effect. Pursuant to the terms of the OCHL Shareholders' Agreement and Variation Agreement, each of Mr. Ellin and Mr. Bengough constitute the Board of Directors of OCHL and each of Mr. Bengough and Mr. Ellin are restricted from taking actions on behalf of OCHL without the written consent of the other individual.

Employees

As of March 31, 2015, OCL had approximately 60 full-time employees including 8 salaried positions for operations, sales and marketing, and administration. In addition, as of March 31, 2015, we had two full-time employees including LXL's President and the Company's executive assistant. Other than as noted above, we presently have no employees apart from our management. Our officers and directors are engaged in outside business activities and anticipate that they will devote to our business limited time until funding and capital resources are available to implement the Company's plan of operations.

OCL's weekly staffing needs vary throughout the year depending upon the number and type of events appearing at KOKO and consist principally of personnel associated with running the bar and coatroom. OCL also hires third party providers for KOKO security, cleaning and technical crews. In addition, our business operations at our facility may be interrupted as a result of labor disputes by outside unions attempting to unionize the venue even though OCL does not have unionized labor at the venue. A work stoppage at KOKO or at one of OCL's promoted events could have a material adverse effect on our business, results of operations and financial condition. We cannot predict the effect that a potential work stoppage would have on our results of operations.

Going Concern

The Company is dependent upon the receipt of capital investment, other financing and, as of April 28, 2014, cash generated from operations of OCHL to fund its ongoing operations and to execute its business plan. If continued funding and capital resources are unavailable at reasonable terms, or if cash generated from operations of OCHL are not adequate to satisfy our working capital, capital expenditure and debt service requirements, the Company may not be able to implement its plan of operations. The Company may be required to obtain alternative or additional financing, from financial institutions or otherwise, in order to maintain and expand our existing operations. The failure by us to obtain such financing, if needed, would have a material adverse effect upon our business, financial condition and results of operations.

Our financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. Our independent registered public accounting firm has included an explanatory paragraph in their report in our audited financial statements for the fiscal year ended March 31, 2015 to the effect that our losses from operations and our negative cash flows from operations raise substantial doubt about our ability to continue as a going concern. Our financial statements do not include any adjustments that might be necessary should we be unable to continue as a going concern. We may be required to cease operations which could result in our stockholders losing all or almost all of their investment.

Management Agreement

On September 23, 2011, the Company entered into a Management Agreement with Trinad Management, LLC (the “Management Agreement”). Pursuant to the Management Agreement, Trinad Management has agreed to provide certain management services to the Company for a period of three (3) years, including, without limitation, the sourcing, structuring and negotiation of business combination transactions involving the Company. Under the Management Agreement, the Company compensates Trinad Management for its services with (i) a fee equal to $2,080,000, with $90,000 payable in advance of each consecutive three-month period during the term of the Management Agreement and with $1,000,000 due at the end of the 3 year term unless the Management Agreement is otherwise terminated earlier in accordance with its terms, and (ii) issuance of a warrant to purchase 1,125,000 shares of the Company’s common stock at an exercise price of $0.15 per share. The warrant may be exercised in whole or in part by Trinad Management at any time for a period of ten (10) years from the date of the Management Agreement.

The payment of the $1,000,000 fee accrued on the books at the end of the term has been deferred. Trinad LLC continues to provide service at $30,000 per month on a month to month basis.

Penzance Agreement

The Company entered into Secured Convertible Note Purchase Agreements, (the "Purchase Agreements"), dated as of March 25, 2013 and September 17, 2013, as investor and collateral agent, with Penzance, LLC, d/b/a Acheven, LLC, a California limited liability company (“Penzance”). Penzance designs and develops Cost Per Click (CPC) advertising campaigns and distributes them across the web utilizing its proprietary technology platform and media buying expertise.

Pursuant to the Purchase Agreements, the Company purchased $150,000 of Secured Convertible Notes (the "Notes") out of a total $200,000 of notes offered to investors by Penzance. The Notes are secured by a Security Agreement amongst the parties.

The principal under the Notes accrues interest at a rate of 6% per annum. The Notes mature on September 17, 2015 and are pre-payable without penalty. Note holders are entitled to repurchase rights under the Notes if the Company undergoes a Fundamental Change, as such term is defined in the Notes.

The Company has the right to convert all or part of the accrued and unpaid principal due under the Notes into membership interests of Penzance comprising up to 31.67% of the fully diluted membership interests of Penzance at the time of conversion. The Company has determined the receivables attributable to this investment to be impaired because, based on current information and events, it is probable that it will be unable to collect all amounts of the investment.

Recent Financing

On September 10, 2014 the Company entered into a securities purchase agreement with an investor pursuant to which the Company issued the investor 25,000 shares of common stock for an aggregate purchase price of $25,000.

On September 16, 2014 the Company entered into a securities purchase agreement with an investor pursuant to which the Company issued the investor 100,000 shares of common stock for an aggregate purchase price of $100,000.

On September 17, 2014 the Company entered into a securities purchase agreement with an investor pursuant to which the Company issued the investor 25,000 shares of common stock for an aggregate purchase price of $25,000.

On November 18, 2014 the Company entered into a securities purchase agreement with an investor pursuant to which the Company agreed to issue an aggregate of 325,000 Units (each, a “Unit”) at a purchase price per Unit of $1.00 for an aggregate purchase price of $325,000, with each Unit consisting of one common share in the capital of the Company (each, a “Share”) and one warrant to purchase a share of Company common stock (each, a “Warrant”). The Warrants are exercisable for a period of four (4) years from the date of original issuance at an exercise price of $0.01 per share.

On December 1, 2014, the Company issued warrants to purchase 2,625,000 shares of the Company’s common stock at an exercise price of $0.01 per share to eight investors who had previously purchased shares of the Company’s common stock for $1.00 per share. The warrants expire four (4) years from the date of original issuance.

On December 22, 2014 the Company entered into a securities purchase agreement with an investor pursuant to which the Company agreed to issue an aggregate of 250,000 Units (each, a “Unit”) at a purchase price per Unit of $1.00 for an aggregate purchase price of $250,000, with each Unit consisting of one common share in the capital of the Company (each, a “Share”) and one warrant to purchase a share of Company common stock (each, a “Warrant”). The Warrants are exercisable for a period of four (4) years from the date of original issuance at an exercise price of $0.01 per share.

During the period ended December 31, 2014, the Company issued 2,400,000 shares of common stock for an aggregate purchase price of $24,000 in connection with the exercise of warrants to purchase shares of the Company’s common stock at $0.01 per share.

During the period ended December 31, 2014, the Company entered into a Subscription Agreement with its legal advisors (the “Subscription Agreement”). Pursuant to the Subscription Agreement, the advisors agreed to subscribe to the purchase of 954,988 shares of the

Company’s common stock, at the price of $0.50 per share, in exchange for legal services previously rendered to the Company in the aggregate amount of $477,494.

On December 31, 2014, the Company entered into a Senior Convertible Promissory Note (the "Senior Note") with Trinad Capital Master Fund ("Trinad Capital") allowing for advances up to a maximum loan amount of $1,000,000, plus interest at the rate of six percent (6%) per annum on the unpaid principal amount of outstanding advances. As of March 31, 2015, $825,000 principal was outstanding under the Senior Note.

On December 31, 2014, the Company converted accounts payable into a Senior Promissory Note (the "Note") in the aggregate principal amount of $242,498.

On March 19 and 20, 2015, the Company entered into a securities purchase agreement with two investors pursuant to which the Company agreed to issue an aggregate of 100,000 Units (each, a "Unit") at a purchase price per Unit of $1.00 for an aggregate purchase price of $100,000, with each Unit consisting of one common share in the capital of the Company (each, a "Share") and one warrant to purchase a share of Company common stock (each, a "Warrant"). The Warrants are exercisable for a period of four (4) years from the date of original issuance at an exercise price of $0.01 per share.

On April 8, 2015, the Company entered into a senior promissory note with Trinad Capital in the amount of $195,500. The note bears interest at the rate of eight percent (8%) per annum and all outstanding unpaid principal and accrued interest is due and payable on June 30, 2016 or such later date as Trinad Capital may agree to in writing, unless prior to such date this note has been prepaid in full. Trinad Capital made additional advances to the Company in April, May and June 2015 totaling $450,000. On July 10, 2015, the Company and Trinad Capital amended and restated the above senior promissory note from $195,500 to $645,500 to include these additional advances.

Item 1A. Risk Factors

You should carefully consider each of the following risks and all of the other information set forth in this Form 10-K. The following risks relate principally to our business, which we acquired on April 28, 2014, and our common stock. These risks and uncertainties are not the only ones facing our Company. Additional risks and uncertainties not presently known to us or that we currently believe to be immaterial may also adversely affect our business. If any of the risks and uncertainties develop into actual events, this could have a material adverse effect on our business, financial condition or results of operations. In that case, the trading price of our common stock could decline.

Risks Relating to Our Business

We own 50% of KOKO .

We own 50% of the shares of capital stock of OCHL. OCHL is the sole owner of OCL which owns and operates KOKO. As 50% owner of OCHL, we have the right to appoint half of the members of the board of directors of OCHL and, as a result of the OCHL Shareholders Agreement, as amended, of OCL as well. Following the Merger, the Board of OCHL is comprised of Mr. Ellin and Mr. Bengough and both manage pursuant to the terms of the OCHL Shareholders' Agreement and the Variation Agreement. Pursuant to the OCHL Shareholder Agreement discussed above under the heading " *The OCHL Shareholder Agreement* ," and the Variation Agreement, discussed above under the heading *"Variation to Shareholder's Agreement,"* we are subject to shared control of OCHL and thus of KOKO with regard to the management of KOKO so long as the OCHL Shareholder Agreement and the Variation Agreement are in effect and the Company controls 50% or less of the shares of capital stock of OCHL. In the absence of holding a majority of voting rights, neither we nor the other owner of 50% of OCHL, Mr. Bengough, can unilaterally implement decisions pertaining to the operation or disposition of KOKO.

Pursuant to the Variation Agreement, Mr. Bengough has agreed, promptly following the closing of the Merger, subject to Mr. Bengough's receipt of satisfactory tax clearances under the tax laws of the United Kingdom, and entry into mutually acceptable documentation, to transfer all shares of OCHL held by him to KoKo UK with the result that OCHL would become an indirect, wholly-owned subsidiary of the Company. There is no assurance that Mr. Bengough will obtain such satisfactory tax clearances and will close on the exchange agreement to transfer his shares of OCHL to KoKo UK. Since Mr. Bengough has failed to close on the exchange agreement to transfer his shares of OCHL to KoKo UK, the Company will continue to co-operate OCHL with Mr. Bengough and seek expansion through other means such as acquisition of other live concert or event or media companies, licensing opportunities and hiring skilled personnel in the concert venue, media and night-club operations industries. The Company may not be able to fully leverage its strategies or to direct the expansion of the KOKO brand or enter into licensing or promotional arrangements, or to exploit the KOKO venue, without the consent of Mr. Bengough.

Our business is highly sensitive to public tastes and is dependent on our ability to maintain our attractiveness and reputation.

Our business is highly sensitive to rapidly changing public tastes and is dependent on our ability to maintain the attractiveness of our venue and reputation as a place where shows can be successfully promoted and performed.

Our business depends on relationships between key promoters, executives, agents, managers, artists and clients and any adverse changes in these relationships could adversely affect our business, financial condition and results of operations.

The live music business is uniquely dependent upon personal relationships, as executives within live music companies such as ours leverage their existing network of relationships with artists, agents, promoters and managers in order to secure the rights to live music performances and events which are critical to our success. Due to the importance of those industry contacts to our business, the loss of any of OCL's or our officers or other key personnel could adversely affect our business. We can give no assurance that all or any of these key employees or managers will remain with us or will retain their associations with key business contacts, including musical artists.

Similarly, OCL depends upon the Mint Group for management services including oversight of operational, financial and marketing activities. OCL's contract with the Mint Group is of one year duration. It is generally renewed each year but there is no assurance that at the end of any given one-year term, it will be renewed. If it were not renewed, OCL would have to hire employees or enter a contract with a different service provider. There is no assurance that OCL would be able to do so successfully or within a time period that would not have a material adverse effect upon our business, financial condition and results of operations.

Another important component of our success is our ability to maintain existing and to build new relationships with third-party distribution channels, advertisers, sponsors and service providers. Any adverse change in these relationships including the inability of these parties to fulfill their obligations to our businesses for any reason, would adversely affect our business, financial condition and results of operations.

We face intense competition in the live music industry, and we may not be able to maintain or increase our current revenue, which could adversely affect our business, financial condition and results of operations.

Our business is in a highly competitive industry, and we may not be able to maintain or increase our current revenue due to such competition. The live music industry competes with other forms of entertainment for consumers' discretionary spending and within this industry we compete with other venues to book artists, and, in the markets in which we promote music concerts; we face competition from other promoters and venue operators. Our competitors compete with us for key employees who have relationships with popular music artists and that have a history of being able to book such artists for concerts and tours. These competitors may engage in more extensive development efforts, undertake more far-reaching marketing campaigns, adopt more aggressive pricing policies and make more attractive offers to existing and potential artists. Our competitors may develop services, advertising options or music venues that are equal or superior to those we provide or that achieve greater market acceptance and brand recognition than we achieve. It is possible that new competitors may emerge and rapidly acquire significant market share.

Other variables that could adversely affect our financial performance by, among other things, leading to decreases in overall revenue, the number of sponsors, event attendance, ticket prices and fees or profit margins include:

- unfavorable fluctuations in operating costs which we may be unwilling or unable to pass through to our customers;
- competitors' offerings that may include more favorable terms than we offer in order to obtain agreements for new venues or ticketing arrangements or to obtain events for the venues they operate;
- technological changes and innovations that we are unable to adopt or are late in adopting that offer more attractive entertainment alternatives than we or other live entertainment providers currently offer, which may lead to a reduction in attendance at live events;
- other entertainment options available to our audiences that we do not offer;
- general economic conditions which could cause our consumers to reduce discretionary spending;
- unfavorable changes in labor conditions which may require us to spend more to retain and attract key employees; and
- unfavorable shifts in population and other demographics which may cause us to lose audiences as people migrate to markets where we have a smaller presence, or which may cause sponsors to be unwilling to pay for sponsorship and advertising opportunities if the general population shifts into a less desirable age or geographical demographic from an advertising perspective.

We have incurred net losses and may experience future net losses.

We incurred a net loss of $5.2 million in the fiscal year ended March 31, 2015. We may face reduced demand for our live music events, our streaming platform and related services and other factors that could adversely affect our business, financial condition and results of operations in the future. We cannot predict whether we will achieve and maintain profitability in future periods.

Our success depends, in significant part, on entertainment and leisure events and factors adversely affecting such events could have a material adverse effect on our business, financial condition and results of operations.

A decline in attendance at or reduction in the number of live entertainment and leisure events may have an adverse effect on our revenue and operating income. In addition, during past economic slowdowns and recessions, many consumers reduced their discretionary spending and advertisers reduced their advertising expenditures. The impact of economic slowdowns on our business is difficult to predict, but they may result in reductions in sponsorship opportunities and our ability to generate revenue. The risks associated with our businesses may become more acute in periods of a slowing economy or recession, which may be accompanied by a decrease in attendance at live entertainment and leisure events.

Our business depends on discretionary consumer and corporate spending. Many factors related to corporate spending and discretionary consumer spending, including economic conditions affecting disposable consumer income such as employment, fuel prices, interest and tax rates and inflation can significantly impact our operating results. Business conditions, as well as various industry conditions, including corporate marketing and promotional spending and interest levels, can also significantly impact our operating results. These factors can affect attendance at our events, premium seat sales, sponsorship, advertising and hospitality spending, concession and merchandise sales, as well as the financial results of sponsors of our venues, events and the industry. Negative factors such as challenging economic conditions, public concerns over terrorism and security incidents, particularly when combined, can impact corporate and consumer spending, and one negative factor can impact our results more than another. There can be no assurance that consumer and corporate spending will not be adversely impacted by current economic conditions, or by any further or future deterioration in economic conditions, thereby possibly impacting our operating results and growth.

We may enter into future acquisitions and take certain actions in connection with such transactions that could affect our results of operations and the price of our common stock.

As part of our growth strategy, we expect to review acquisition prospects that would offer growth opportunities. In the event of future acquisitions, we could, among other things:

- use a significant portion of our available cash;
- issue equity securities, which would dilute current stockholders' percentage ownership;
- incur substantial debt;
- incur or assume contingent liabilities, known or unknown;
- incur amortization expenses related to intangibles; and
- incur large accounting write-offs.

Such actions by us could adversely affect our results of operations and the price of our common stock.

OCL currently operates in the London market, but we plan to expand internationally which may expose us to risks not found doing business in the United Kingdom.

OCL currently provides services in the United Kingdom but we expect to expand our presence internationally. We expect to face additional risks in the case of our existing and future international operations, including:

- political instability, adverse changes in diplomatic relations and unfavorable economic conditions in our current market and in new markets into which we may expand;
- more restrictive or otherwise unfavorable government regulation of the music and live entertainment industries, which could result in increased compliance costs and/or otherwise restrict the manner in which we provide services and the amount of related fees charged for such services;
- limitations on the ability of foreign subsidiaries to repatriate profits or otherwise remit earnings;
- adverse tax consequences;
- any failure to comply with foreign laws and regulations could subject us to fines and penalties;
- operating in foreign countries subjects us to risk from currency fluctuations;
- expropriations of property and risks of renegotiation or modification of existing agreements with governmental authorities;
- diminished ability to legally enforce our contractual rights in foreign countries;
- lower levels of internet usage, credit card usage and consumer spending in comparison to those in the United Kingdom; and
- difficulties in managing operations and adapting to consumer desires due to distance, language and cultural differences, including issues associated with (i) business practices and customs that are common in certain foreign countries but might be prohibited by U.S. or British law and our internal policies and procedures, and (ii) management and operational systems and infrastructures, including internal financial control and reporting systems and functions, staffing and managing of foreign operations, which we might not be able to do effectively, or if so, on a cost-efficient basis.

Since Mr. Bengough has failed to close on the exchange agreement to transfer his shares of OCHL to KoKo UK, the Company will need to seek expansion through other means such as acquisition of other live concert or event or media companies, seeking out licensing opportunities and hiring skilled personnel in the concert venue, media and night-club operations industries.

If the revenue generated by international operations is insufficient to offset expenses incurred in connection with the maintenance and growth of these operations, our business, financial condition and results of operations could be materially and adversely affected. In addition, in an effort to make international operations in one or more given jurisdictions profitable over the long term, significant additional investments that are not profitable over the short term could be required over a prolonged period.

OCL and/or LXL may fail to adequately protect its intellectual property rights or may be accused of infringing upon intellectual property rights of third parties.

OCL and/or LXL may fail to adequately protect its intellectual property rights or may be accused of infringing upon intellectual property rights of third parties. We regard our and OCL/LXL's intellectual property rights, including service marks, trademarks, domain names, copyrights, trade secrets and other intellectual property (as applicable) as critical to our success.

OCL and LXL rely on a combination of laws and contractual restrictions with employees, customers, suppliers, affiliates and others to establish and protect these proprietary rights. Despite these precautions, it may be possible for a third party to copy or otherwise obtain and use trade secrets, trademarks, service marks, domain names, or copyrighted intellectual property without authorization which, if discovered, might require legal action to correct. In addition, third parties may independently and lawfully develop substantially similar intellectual properties.

OCL and LXL have generally registered and continue to apply to register, or secure by contract when appropriate, our trademarks and service marks as they are developed and used. OCL and LXL consider the protection of their trademarks and service marks to be important for purposes of brand maintenance and reputation. While OCL and LXL vigorously protect their trademarks, service marks and domain names, effective trademark protection may not be available or may not be sought in every country in which OCL and LXL may operate, and contractual disputes may affect the use of marks governed by private contract. As we expand internationally, we may become aware of third parties in other jurisdictions that already own prior rights to the KOKO and LiveXLive trademarks. Depending on the circumstances, we may deem it appropriate, for instance, to acquire a license or a consent from any such prior mark owners, or we may determine to operate under a different mark in that jurisdiction. Also, OCL and LXL have generally also registered and continue to reserve and register domain names as we deem appropriate. Not every variation of a domain name may be available, however, or OCL or LXL may determine not to register it, even if available. Our or OCL's or LXL's failure to protect our intellectual property rights in a meaningful manner or challenges to related contractual rights could result in erosion of brand names and limit our ability to control marketing on or through the internet using our various domain names or otherwise, which could adversely affect our business, financial condition and results of operations.

In addition, litigation may be necessary in the future to enforce our intellectual property rights, protect trade secrets or determine the validity and scope of proprietary rights claimed by others. Any litigation of this nature, regardless of outcome or merit, could result in substantial costs and diversion of management and technical resources, any of which could adversely affect our business, financial condition and results of operations.

Exchange rates may cause fluctuations in our results of operations that are not related to our operations.

Because we own, through OCL, assets overseas and derive revenue from our international operations, we may incur currency translation losses or gains due to changes in the values of foreign currencies relative to the United States Dollar. We cannot predict the effect of exchange rate fluctuations upon future operating results.

There is the risk of personal injuries and accidents in connection with OCL's live music events, which could subject us or OCL to personal injury or other claims and increase our expenses, as well as reduce attendance at OCL's live music events, causing a decrease in our revenue.

There are inherent risks involved with producing live music events. As a result, personal injuries and accidents have, and may, occur from time to time, which could subject us to claims and liabilities for personal injuries. Incidents in connection with OCL's live music events at any of our venues could also result in claims, reducing operating income or reducing attendance at our events, which could cause a decrease in our revenue. While we maintain insurance policies that provide coverage within limits that are sufficient, in management's judgment, to protect us from material financial loss for personal injuries sustained by persons at OCL's venues or events or accidents in the ordinary course of business, there can be no assurance that such insurance will be adequate at all times and in all circumstances.

Activities or conduct, such as illegal drug use, at OCL's properties or the events OCL produces may expose OCL to liability, cause OCL to lose business licenses or government approvals, result in the cancellation of all or a part of an event or result in adverse publicity.

OCL is subject to risks associated with activities or conduct, such as drug use at our events or venue that are illegal or violate the terms of our OCL's business licenses. Illegal activities or conduct at any of our events or venue may result in negative publicity, adverse consequences (including illness, injury or death) to the persons engaged in the illegal activity or others, and litigation against us. OCL has developed policies and procedures aimed at ensuring that the operation of each event is conducted in conformance with local, state and federal laws. Additionally, OCL has a ''no tolerance'' policy on illegal drug use in or around its facilities, and OCL continually monitors the actions of entertainers, fans and our employees to ensure that proper behavioral standards are met. However, such policies, no matter how well designed and enforced, cannot provide absolute assurance that the policies' objectives are achieved. Because of the inherent limitations in all control systems and policies, there can be no assurance that our policies will prevent deliberate acts by persons attempting to violate or circumvent them. The consequences of these acts may increase our costs, result in the loss or termination of the lease for OCL's venue by the property owner, result in our inability to get the necessary permits and locations for our events, or lead to the cancellation of all or part of an event. These consequences may also make it more difficult for OCL to obtain or retain sponsorships, lower consumer demand for OCL's events, subject OCL to liability claims, divert management's attention from OCL's business and make an investment in our securities unattractive to current and potential investors. These outcomes could have the effect of lowering our revenue, profitability and/or our stock price.

Costs associated with, and our ability to obtain, adequate insurance could adversely affect our profitability and financial condition.

Heightened concerns and challenges regarding property, casualty, liability, business interruption and other insurance coverage have resulted from terrorist and related security incidents along with varying weather-related conditions and incidents. As a result, OCL may experience increased difficulty obtaining high policy limits of coverage at reasonable rates, including coverage for acts of terrorism and weather-related property damage. OCL has a material investment in property and equipment at its existing venue and may have material investments at future venues, which are located in or near major cities and which hold events typically attended by a large number of fans.

These operational, geographical and situational factors, among others, may result in significant increases in insurance premium costs and difficulties obtaining sufficiently high policy limits with deductibles that we believe to be reasonable. OCL cannot assure that future increases in insurance costs and difficulties obtaining high policy limits will not adversely impact its profitability, thereby possibly impacting our operating results and growth.

We cannot guarantee that our insurance policy coverage limits, including insurance coverage for property, casualty, liability and business interruption losses and acts of terrorism, would be adequate under the circumstances should one or multiple events occur at or near any of our venues, or that our insurers would have adequate financial resources to sufficiently or fully pay our related claims or damages. We cannot guarantee that adequate coverage limits will be available, offered at reasonable rates, or offered by insurers with sufficient financial soundness. The occurrence of such an incident or incidents affecting our existing venue or any one or more of our future venues could have a material adverse effect on our financial position and future results of operations if asset damage and/or company liability were to exceed insurance coverage limits or if an insurer were unable to sufficiently or fully pay our related claims or damages.

Costs associated with capital improvements could adversely affect our profitability and liquidity.

Growth or maintenance of OCL's existing revenue depends in part on consistent investment in its venue. Therefore, OCL expects to continue to make substantial capital improvements to meet long-term increasing demand, value and revenue. OCL frequently may have a number of significant capital projects underway. Numerous factors, many of which are beyond OCL's control, may influence the ultimate costs and timing of various capital improvements, including:

- availability of financing on favorable terms;
- advances in technology and related changes in customer expectations;
- unforeseen changes in design;
- increases in the cost of materials, equipment and labor;
- fluctuations in foreign exchange rates;
- litigation, accidents or natural disasters;
- national or regional economic changes; and
- additional venue acquisition costs.

The amount of capital expenditures can vary significantly from year to year. In addition, actual costs could vary materially from our estimates if the factors listed above and our assumptions about the quality of materials, equipment or workmanship required or the cost of financing such expenditures were to change. Construction is also subject to governmental permitting processes which, if changed, could materially affect the ultimate cost.

OCL is subject to extensive governmental regulation, and our failure to comply with these regulations could adversely affect our business, financial condition and results of operations.

OCL's operations are subject to national statutes, rules, regulations, policies and procedures, both domestically and internationally, which are subject to change at any time, governing matters such as:

- construction, renovation and operation of our venues;
- licensing and planning laws, including those relating to noise, security and playing copyrighted music and sound recordings;
- human health, safety and sanitation requirements;
- the service of food and alcoholic beverages;
- working conditions, labor, minimum wage and hour, immigration and employment laws;
- compliance with the DDA, DDR and regarding any operations in the US, the ADA;
- listed building regulation;
- compliance with United States FCPA, the United Kingdom's Bribery Act 2010 and similar regulations in other countries;
- advertising regulation;
- hazardous and non-hazardous waste and other environmental protection laws;
- sales and other taxes and withholding of taxes;

- privacy laws and protection of personally identifiable information;
- marketing activities via post, telephone, text and online; and
- the timely filing of corporate documentation with the Company Registrar (including in relation to financial accounts).

OCL's failure to comply with these laws and regulations could result in fines and/or proceedings against us by governmental agencies and/or consumers, which if material, could adversely affect our business, financial condition and results of operations. While OCL attempts to conduct its business and operations in a manner that it believes to be in compliance with such laws and regulations, there can be no assurance that a law or regulation will not be interpreted or enforced in a manner contrary to OCL's current understanding of the law or regulation. In addition, the promulgation of new laws, rules and regulations could restrict or unfavorably impact our business, which could decrease demand for services, reduce revenue, increase costs and/or subject us to additional liabilities.

Unfavorable outcomes in legal proceedings may adversely affect our business and operating results.

Our results may be affected by the outcome of any future litigation. Unfavorable rulings in future legal proceedings may have a negative impact on us that may be greater or smaller depending on the nature of the rulings. In addition, from time to time in the future we may be subject to various claims, investigations, legal and administrative cases and proceedings (whether civil or criminal) or lawsuits by governmental agencies or private parties, as further described in the immediately preceding risk factor. If the results of these investigations, proceedings or suits are unfavorable to us or if we are unable to successfully defend against third-party lawsuits, we may be required to pay monetary damages or may be subject to fines, penalties, injunctions or other censure that could have a material adverse effect on our business, financial condition and operating results. Even if we adequately address the issues raised by an investigation or proceeding or successfully defend a third-party lawsuit or counterclaim, we may have to devote significant financial and management resources to address these issues, which could harm our business, financial condition and operating results.

Our primary strategy for the growth of LXL is dependent upon our ability to acquire and develop live music festival streaming rights, and any inability to fund the significant up-front cash requirements associated with our live music streaming platform could result in the inability to secure and retain such festival rights.

In order to secure live music festival streaming rights, we are often required to advance cash to the festival promoter prior to the sale of any advertising or sponsorships or for that festival. If we do not have sufficient cash on hand or available capacity to advance the necessary cash for any given festival, we would not be able to retain the rights for that festival and our live music streaming business would be negatively impacted.

If we fail to develop and grow LXL's user base, or if ad engagement on our platform declines, our revenue, business and operating results may be harmed.

The size of LXL's user base is critical to our success. LXL will need to develop and cultivate a strong user base. We expect to generate revenue based upon subscription fees from our users and ads that we display. If people do not perceive our products and services to be useful, reliable and trustworthy, we may not be able to attract users to subscribe to our services and/or increase the frequency of their engagement with our platform and the ads that we display. A number of consumer-oriented websites that achieved early popularity have since seen their user bases or levels of engagement decline, in some cases precipitously. There is no guarantee that we will not experience a similar erosion of our user base. A number of factors could potentially negatively affect user growth and engagement, including if:

- users engage with other products, services or activities as an alternative to ours;

- influential users, such as world leaders, government officials, celebrities, athletes, journalists, sports teams, media outlets and brands or certain age demographics conclude that an alternative product or service is more relevant;

- we are unable to convince potential new users of the value and usefulness of our products and services;

- there is a decrease in the perceived quality of our content;

- we fail to introduce new and improved products or services or if we introduce new or improved products or services that are not favorably received or that negatively affect user engagement;

- technical or other problems prevent us from delivering our products or services in a rapid and reliable manner or otherwise affect the user experience, including issues with connecting to the Internet;

- users have difficulty installing, updating, or otherwise accessing our products or services on mobile devices as a result of actions by us or third parties that we rely on to distribute our products and deliver our services;

- users believe that their experience is diminished as a result of the decisions we make with respect to the frequency, relevance and prominence of ads that we display;

- there are user concerns related to privacy and communication, safety, security or other factors;
- there are adverse changes in our products or services that are mandated by, or that we elect to make to address, legislation, regulatory authorities or litigation, including settlements or consent decrees;
- we fail to provide adequate customer service to users; or
- we do not maintain our brand image or our reputation is damaged.

If we are unable to develop and grow our user base, or if these metrics decline, our products and services could be less attractive to potential new users, as well as to advertisers and platform partners, which would have a material and adverse impact on our business, financial condition and operating results.

If LXL is unable to compete effectively for users and advertiser spend, our business and operating results could be harmed.

Competition for users of LXL's products and services is intense. Although LXL is developing a new platform for streaming live music events in real time, LXL faces strong competition in its business. LXL will compete against many companies to attract and engage users, including, (i) broadcast radio providers, including terrestrial radio providers such as Clear Channel and CBS and satellite radio providers such as Sirius XM, (ii) interactive on-demand audio content and pre-recorded entertainment, such as Apple's iTunes Music Store and Apple Music, RDIO, Rhapsody, Spotify, Pandora, Tidal and Amazon that allow listeners to stream music or select the audio content that they stream or purchase and (iii) other forms of entertainment, including Facebook (including Instagram), Google, Twitter (including Periscope), Yahoo, and Meerkat which offer a variety of Internet and mobile device-based products, services and content. To the extent users choose to watch satellite or cable television, stream video from on-demand services such as Hulu, VEVO or YouTube or play interactive video games on their home-entertainment system, computer or mobile phone rather than use the LXL service, these content services pose a competitive threat. We believe that LXL's ability to compete effectively for users depends upon many factors both within and beyond our control, including:

- the popularity, usefulness, ease of use, performance and reliability of our products and services compared to those of our competitors;
- the timing and market acceptance of our products and services;
- the adoption of our products and services domestically and internationally;
- our ability, and the ability of our competitors, to develop new products and services and enhancements to existing products and services;
- the frequency and relative prominence of the ads displayed by us or our competitors;
- our ability to establish and maintain relationships with platform partners that integrate with our platform;
- changes mandated by, or that we elect to make to address, legislation, regulatory authorities or litigation, including settlements and consent decrees, some of which may have a disproportionate effect on us;
- our ability to attract, retain and motivate talented employees, particularly engineers, designers and product managers;
- acquisitions or consolidation within our industry, which may result in more formidable competitors; and
- our reputation and the brand strength relative to our competitors.

LXL also will face significant competition for advertiser spend. We expect the substantial majority of LXL's advertising revenue will be generated through festival sponsorships and ads on the LXL mobile app and website, and LXL competes against online and mobile businesses, including those referenced above, and traditional media outlets, such as television, radio and print, for advertising budgets. LXL also will compete with advertising networks, exchanges, demand side platforms and other platforms, such as Google AdSense, DoubleClick Ad Exchange, Yahoo Ad Exchange, AOL's Ad.com and Microsoft Media Network, for marketing budgets and in the development of the tools and systems for managing and optimizing advertising campaigns. In order to grow LXL's revenue and improve LXL's operating results, LXL must increase its share of spending on advertising relative to its competitors, many of which are larger companies that offer more traditional and widely accepted advertising products. In addition, some of LXL's larger competitors have substantially broader product or service offerings and leverage their relationships based on other products or services to gain additional share of advertising budgets.

If LXL is not able to compete effectively for users and advertisers spend our business and operating results would be materially and adversely affected.

LXL's products and services may contain undetected software errors, which could harm our business and operating results.

LXL's products and services incorporate complex software and we encourage employees to quickly develop and help us launch new and innovative features. Our software, including any open source software that is incorporated into our code, may contain errors, bugs or vulnerabilities. Any errors, bugs or vulnerabilities discovered in our code after release could result in damage to our reputation, loss of users, loss of platform partners, loss of advertisers or advertising revenue or liability for damages, any of which could adversely affect our business and operating results.

LXL's products and services contain open source software, and LXL licenses some of its software through open source projects, which may pose particular risks to LXL proprietary software, products, and services in a manner that could have a negative effect on our business.

LXL uses open source software in its products and services and will use open source software in the future. The terms of many open source licenses to which LXL is subject have not been interpreted by U.S. or foreign courts, and there is a risk that open source software licenses could be construed in a manner that imposes unanticipated conditions or restrictions on LXL's ability to provide or distribute its products or services. Additionally, LXL may from time to time face claims from third parties claiming ownership of, or demanding release of, the open source software or derivative works that LXL developed using such software, which could include LXL proprietary source code, or otherwise seeking to enforce the terms of the applicable open source license. These claims could result in litigation and could require LXL to make its software source code freely available, purchase a costly license or cease offering the implicated products or services unless and until LXL can re-engineer them to avoid infringement. This re-engineering process could require significant additional research and development resources, and LXL may not be able to complete it successfully. In addition to risks related to license requirements, use of certain open source software can lead to greater risks than use of third-party commercial software, as open source licensors generally do not provide warranties or controls on the origin of software. Any of these risks could be difficult to eliminate or manage, and, if not addressed, could have a negative effect on our business, financial condition and operating results.

We will require substantial amounts of capital to develop, launch and operate LXL, and we cannot be certain that this capital will be available on reasonable terms when required, or at all.

We will require substantial amounts of capital to develop, launch and operate LXL. Our ability to obtain financing, if and when required, will depend on investor and lender demand, our operating performance, the condition of the capital markets and other factors, and we cannot assure you that additional financing will be available to us on favorable terms when required, or at all. If we raise additional funds through the issuance of equity, equity-linked or debt securities, those securities may have rights, preferences or privileges senior to the rights of our common stock, and our existing stockholders may experience dilution. If we are unable to obtain adequate financing or financing on terms satisfactory to us when we require it, our ability to continue to support the operation or growth of our business could be significantly impaired and our operating results may be harmed.

Our revenue depends in part on the promotional success of our marketing campaigns, and there can be no assurance that such advertising, promotional and other marketing campaigns will be successful or will generate revenue or profits.

Such marketing activities include, among others, promotion of events and ticket sales, premium seat sales, hospitality and other services for our events and venues and advertising associated with our distribution of related merchandise and apparel. There can be no assurance that these marketing or advertising efforts will be successful or will generate revenue or profits.

We are vulnerable to the potential difficulties associated with rapid growth.

We believe that our future success depends on our ability to manage the rapid growth that we expect to achieve organically and through acquisitions and the demands and additional responsibilities that our growth will place on our management.

The following factors could present us with difficulties in managing our growth:

- a lack of sufficient executive-level personnel;
- the inability to successfully develop, expand and monetize our digital music, video and other content offerings;
- an increased administrative burden on our employees;
- the inability to attract, train, manage and retain the qualified personnel necessary to manage and operate a greater number of venues, events and other business activities; and
- the inability to integrate acquired businesses.

If we fail to address these and other challenges associated with our anticipated growth, our growth itself may fail to materialize, we may grow without achieving profitability, we may have difficulty with our internal controls and procedures and the quality of our events and other offerings may decline, among other things. Any of these could harm our business and financial results.

OCL and/or LXL may be adversely affected by the occurrence of extraordinary events, such as terrorist attacks.

The occurrence and threat of extraordinary events, such as terrorist attacks, intentional or unintentional mass-casualty incidents, natural disasters or similar events, may substantially decrease the use of and demand for our services and the attendance at live music events, which may decrease OCL's and/or LXL's revenue or expose them to substantial liability. The terrorism and security incidents in the past, military actions in foreign locations and periodic elevated terrorism alerts have raised numerous challenging operating factors, including public concerns regarding air travel, military actions and additional national or local catastrophic incidents, causing a nationwide disruption of commercial and leisure activities.

Following past terrorism actions, some artists refused to travel or book tours, which adversely affected our business. The occurrence or threat of future terrorist attacks, military actions by the United States or others, contagious disease outbreaks, natural disasters such as earthquakes and severe floods or similar events cannot be predicted, and their occurrence can be expected to negatively affect the economies of the United States, the United Kingdom and other foreign countries where we may do business in the future.

To service OCL's lease obligations and to fund potential acquisitions and capital expenditures, OCL will require a significant amount of cash, which depends on many factors beyond our control.

OCL's ability to service its lease obligations and to fund potential acquisitions and capital expenditures will require a significant amount of cash, which depends on many factors beyond our control. This is, to an extent, subject to general economic, financial, competitive, legislative, regulatory and other factors that are beyond our control.

We cannot assure you that OCL's business will generate sufficient cash flow or that future borrowings will be available to OCL in an amount sufficient to enable OCL to pay its lease obligations or to fund its other liquidity needs. If OCL's future cash flow from operations and other capital resources are insufficient to pay its obligations as they occur or to fund its liquidity needs, it may be forced to reduce or delay business activities and capital expenditures, sell assets or obtain additional equity capital.

These measures might also be unsuccessful or inadequate in permitting OCL to meet scheduled lease obligations. It may be unable to restructure or refinance its obligations and obtain debt or equity financing or sell assets on satisfactory terms or at all. Capital markets have been volatile in the recent past; a downturn could negatively impact our ability to access capital should the need arise. As a result, the inability to meet OCL's lease obligations could cause it to default on those obligations. Any such defaults could materially harm our financial condition and liquidity.

Risks Relating to Our Common Stock

We cannot predict the prices at which our common stock may trade.

The market price of our common stock may fluctuate significantly due to a number of factors, some of which may be beyond our control, including:

- our quarterly or annual earnings, or those of other companies in our industry;
- actual or anticipated fluctuations in our operating results due to the seasonality of our business and other factors related to our business;
- our loss of or inability to obtain significant popular artists;
- changes in accounting standards, policies, guidance, interpretations or principles;
- announcements by us or our competitors of significant contracts, acquisitions or divestitures;
- the publication by securities analysts of financial estimates or reports about our business;
- changes by securities analysts of earnings estimates or reports, or our inability to meet those estimates or achieve any goals described in those reports;
- the disclosure of facts about our business that may differ from those assumed by securities analysts in preparing their estimates or reports about us;
- media reports, whether accurate or inaccurate;
- receptivity of the capital markets to our efforts to expand into the live music festival streaming business;
- the operating and stock price performance of other comparable companies;
- overall market fluctuations; and
- general economic conditions.

In particular, the realization of any of the risks described in these Risk Factors could have a significant and adverse impact on the market price of our common stock.

In addition, in the past, some companies that have had volatile market prices for their securities have been subject to securities class action suits filed against them. If a suit were to be filed against us, regardless of the outcome, it could result in substantial legal costs and a diversion of our management's attention and resources. This could have a material adverse effect on our business, results of operations and financial condition.

We have no plans to pay dividends on our common stock, which could affect its market price.

We currently intend to retain any future earnings to finance the growth, development and expansion of our business and/or to repay existing indebtedness. Accordingly, we do not intend to declare or pay any dividends on our common stock for the foreseeable future. The declaration, payment and amount of future dividends, if any, will be at the sole discretion of the board of directors after taking into account various factors, including our financial condition, results of operations, cash flow from operations, current and anticipated capital requirements and expansion plans, the income tax laws then in effect and the requirements of Nevada law.

Accordingly, holders of common stock will not receive cash payments on their investment and the market price may be adversely affected.

Future sales or other issuances of our common stock could adversely affect its market price.

We have a large number of shares of common stock outstanding and available for resale beginning at various points in time in the future. Sales of a substantial number of shares of our common stock in the public market, or the possibility that these sales may occur, could cause the market price for our common stock to decline. As of June 26, 2015, there were approximately 45.0 million shares of Company common stock outstanding (including 1.41 million shares of unvested restricted stock awards), and warrants to purchase 1.475 million shares of common stock.

We continually explore acquisition opportunities consistent with our strategy. These acquisitions may involve the payment of cash, the incurrence of debt or the issuance of common stock or other securities. Any such issuance could be at a valuation lower than the trading price of our common stock at the time. In addition, future financing transactions through the sale of additional shares of our common stock at or below market prices may adversely affect our stock prices. The price of our common stock could also be affected by possible sales of our common stock by hedging or arbitrage trading activity that may develop involving our common stock.

Our directors and officers do not hold the majority of voting rights to control or to submit to stockholders for approval matters related to the operations of OCHL, OCL or KOKO.

Pursuant to the OCHL Shareholder Agreement and the Variation Agreement, the Company is restricted from taking actions on behalf of OCHL without the written consent of Mr. Bengough, and Mr. Bengough's consent is required for most material actions to be taken by OCHL and OCL, so long as the OCHL Shareholder's Agreement and the Variation Agreement remain in effect. This severely limits the power of the shareholders of the Company to vote to take actions with respect to KOKO's business. Therefore, the management of the Company needs to make decisions relating to the operations of KOKO in consultation with Mr. Bengough and subject to the terms of the OCHL Shareholders Agreement and the Variation Agreement.

Item 1B. Unresolved Staff Comments

None.

Item 2. Description of Property

As of March 31, 2015, the Company neither rents nor owns any properties other than in respect of OCL's lease for KOKO at 1 Camden High Street, London NW1. We believe that KOKO's existing property is in good condition and is suitable for the conduct of OCL's business.

The Company normally utilizes the office space and equipment of its management at no cost. Management estimates such amounts to be immaterial. During the fiscal year ended March 31, 2015, the Company sub-leased office space from Trinad Management LLC from October 1, 2014 to January 8, 2015. The Company currently has no policy with respect to investments or interests in real estate, real estate mortgages or securities of, or interests in, persons primarily engaged in real estate activities.

Item 3. Legal Proceedings

The judicial review is being brought by Obar Camden Limited. The current judicial review claim (case number CO/738/2015) was filed in the High Court by Obar Camden Limited on February 16, 2015. (Judicial review is the process by which the Courts review the exercise of statutory functions by public bodies in England and Wales). The claim is a legal challenge to the decision by the London Borough of Camden Council to grant planning permission reference 2014/2621 on January 6, 2015 for the redevelopment of the former Hope & Anchor public house as 8 residential units. This is the neighboring property to the Koko Club and the grounds of challenge relate to legal flaws in the way that the Council assessed noise and heritage impacts of the proposed development as part of its decision. The relief sought is a Court Order to quash the planning permission that has been granted. Whilst the Council is defending the claim, the applicant is playing no active role in the proceedings.

Judicial review is a two stage process, where the case is first considered by a judge on the papers to decide whether it should get permission to proceed to a substantive hearing. The Court granted permission for the claim to proceed on March 27, 2015 and a one-day hearing has been listed in the High Court on August 5, 2015.

The case has been brought because the Council has granted a planning permission for a multiple occupancy residential development adjacent to KOKO. Obar Camden believes that the Council did not properly seek to understand and consider the potential for conflict between the venue and new residents being in such close proximity to each other and without requiring adequate sound insulation measures to be in place to ensure that the parties can co-exist peacefully. The grant of the permission in its current form leaves the venue potentially vulnerable to complaints, which in turn could have adverse consequences for KOKO's premises licence. If successful, the planning permission will be quashed.

Item 4. Mine Safety Disclosures

Not Applicable.

Part II

Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

Common Stock

Our Articles of Incorporation authorizes the issuance of up to 75,000,000 shares of common stock, par value $.001 per share. The common stock is eligible for trading on QB Tier of the Over-the-Counter Bulletin Board under the symbol "LTNR," but a trading market has not developed to date. As of June 19, 2015, there were approximately 58 holders of record of the common stock.

The Company's common stock is a "penny stock" as defined in Rule 3a51-1 under the Exchange Act. The penny stock rules require a broker-dealer, prior to a transaction in penny stock not otherwise exempt from the rules, to deliver a standardized risk disclosure document that provides information about penny stocks and the nature and level of risks in the penny stock market. The broker-dealer also must provide the customer with current bid and offer quotations for the penny stock, the compensation of the broker-dealer and its sales person in the transaction, and monthly account statements showing the market value of each penny stock held in the customer's account. In addition, the penny stock rules require that the broker-dealer, not otherwise exempt from such rules, must make a special written determination that the penny stock is suitable for the purchaser and receive the purchaser's written agreement to the transaction. These disclosure rules have the effect of reducing the level of trading activity in the secondary market for a stock that becomes subject to the penny stock rules. So long as the common stock of the Company is subject to the penny stock rules, it may be more difficult to sell the Company's common stock.

Dividend Policy

The Company has not declared or paid any cash dividends on its common stock and does not intend to declare or pay any cash dividend in the foreseeable future. The payment of dividends, if any, is within the discretion of the Board of Directors and will depend on the Company's earnings, if any, its capital requirements and financial condition and such other factors as the Board of Directors may consider.

Securities Authorized for Issuance under Equity Compensation Plans

The Company does not have any equity compensation plans or any individual compensation arrangements with respect to its common stock or preferred stock. The issuance of any of our common or preferred stock is within the discretion of our Board of Directors, which has the power to issue any or all of our authorized but unissued shares without stockholder approval.

Recent Sales of Unregistered Securities

On September 10, 2014 the Company entered into a securities purchase agreement with an investor pursuant to which the Company issued the investor 25,000 shares of common stock for an aggregate purchase price of $25,000. The proceeds were used for general administrative purposes.

On September 16, 2014 the Company entered into a securities purchase agreement with an investor pursuant to which the Company issued the investor 100,000 shares of common stock for an aggregate purchase price of $100,000. The proceeds were used for general administrative purposes.

On September 17, 2014 the Company entered into a securities purchase agreement with an investor pursuant to which the Company issued the investor 25,000 shares of common stock for an aggregate purchase price of $25,000. The proceeds were used for general administrative purposes.

On November 18, 2014 the Company entered into a securities purchase agreement with an investor pursuant to which the Company agreed to issue an aggregate of 325,000 Units (each, a "Unit") at a purchase price per Unit of $1.00 for an aggregate purchase price of $325,000, with each Unit consisting of one common share in the capital of the Company (each, a "Share") and one warrant to purchase a share of Company common stock (each, a "Warrant"). The Warrants are exercisable for a period of four (4) years from the date of original issuance at an exercise price of $0.01 per share. The proceeds were used for general administrative purposes.

On December 1, 2014, the Company issued warrants to purchase 2,625,000 shares of the Company's common stock at an exercise price of $0.01 per share to eight investors who had previously purchased shares of the Company's common stock for $1.00 per share. The warrants expire four (4) years from the date of original issuance. As consideration for these warrants, the investors (each, a "Holder") agreed to release the Company and its principals from any and all claims relating to the Holder's present or prior investments in the Company and from any other claim, existing on or prior to the warrant's date of original issuance.

On December 22, 2014 the Company entered into a securities purchase agreement with an investor pursuant to which the Company agreed to issue an aggregate of 250,000 Units (each, a "Unit") at a purchase price per Unit of $1.00 for an aggregate purchase price of $250,000, with each Unit consisting of one common share in the capital of the Company (each, a "Share") and one warrant to purchase a share of Company common stock (each, a "Warrant"). The Warrants are exercisable for a period of four (4) years from the date of original issuance at an exercise price of $0.01 per share. The proceeds were used for general administrative purposes.

During the period ended December 31, 2014, the Company issued 2,400,000 shares of common stock for an aggregate purchase price of $24,000 in connection with the exercise of warrants to purchase shares of the Company's common stock at $0.01 per share.

During the period ended December 31, 2014, the Company entered into a Subscription Agreement with its legal advisors (the "Subscription Agreement"). Pursuant to the Subscription Agreement, the advisors agreed to subscribe to the purchase of 954,988 shares of the Company's common stock, at the price of $0.50 per share, in exchange for legal services previously rendered to the Company in the aggregate amount of $477,494. For the period ended December 31, 2014, 954,988 common shares, valued at $0.50 per share, or $477,494, were earned and recorded as a reduction in accounts payable relating to this Agreement.

On March 19 and 20, 2015, the Company entered into a securities purchase agreement with two investors pursuant to which the Company agreed to issue an aggregate of 100,000 Units (each, a "Unit") at a purchase price per Unit of $1.00 for an aggregate purchase price of $100,000, with each Unit consisting of one common share in the capital of the Company (each, a "Share") and one warrant to purchase a share of Company common stock (each, a "Warrant"). The Warrants are exercisable for a period of four (4) years from the date of original issuance at an exercise price of $0.01 per share.

For each of the above, we relied on Section 4(2) of the Securities Act, as providing an exemption from registering the sale of these shares of common stock under the Securities Act because, among other reasons, the offerees/issuees were accredited investors who were not subject to any general solicitation.

Issuer Purchases of Equity Securities

None.

Item 6. Selected Financial Data

Not applicable.

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operation

On April 28, 2014, we entered into an Agreement and Plan of Merger (the "Merger Agreement"), by and among the Company, Loton Acquisition Sub I, Inc., a Delaware corporation ("Acquisition Sub") and KoKo (Camden) Holdings (US), Inc. ("KoKo Parent"), a Delaware corporation and wholly-owned subsidiary of JJAT Corp. ("JJAT"), a Delaware corporation wholly-owned by Robert Ellin, the Company's Chief Executive Officer, Director and controlling shareholder ("Mr. Ellin"), and his affiliates (the "Merger"). As a result of the Merger, KoKo Parent became a wholly-owned subsidiary of the Company, and the Company's primary business became that of KoKo Parent and its subsidiaries, KoKo (Camden) Limited, a private limited company registered in England and Wales ("KoKo UK") which owns 50% of OBAR Camden Holdings Limited, a private limited company registered in England and Wales ("OCHL") which in turn wholly-owns its operating subsidiary OBAR Camden Limited, a private limited company registered in England and Wales ("OCL"). Upon the closing of the Merger, pursuant to the terms of the Merger Agreement, KoKo Parent's former sole shareholder, JJAT Corp., received 29,000,000 shares of Loton, Corp common stock ("Company Common Stock"), or approximately 73.9% of the shares of the Company outstanding post-merger. On May 1, 2014, Olly Bengough was appointed to our Board as a Director and was appointed our Chief Executive Officer with Rob Ellin remaining as our President and Executive Chairman. On September 23, 2014, Olly Bengough resigned as the Chief Executive Officer of the Company and from the Board of Directors of the Company.

As a result of the Merger, we abandoned our prior business plan and are currently pursuing our principal business through the operation of OCHL and its wholly-owned subsidiary OCL. OCHL was incorporated in England and Wales on October 17, 2012 to become a comprehensive digital music and entertainment company. OCL, is a music and entertainment company whose principal business is the operation of a live music venue and nightclub known as KOKO located in Camden, London. KOKO provides live shows, club nights, corporate and other events at KOKO and broadcasted digitally. The venue has been used to record live performances which have been broadcast to an international audience. OCHL and OCL are 50% co-owned by Olly Bengough, who was our former Chief Executive Officer and Director.

We continue to expand into live music and in February 2015, we formed a new 100% owned subsidiary FestreamTV which subsequently changed its name to LiveXLive ("LXL") in May 2015. LXL's mission is to aggregate thousands of hours of live music and content driven by live music through mutually beneficially relationships with the world's top talent, music companies, festivals and promoters. LXL plans to showcase professionally produced, innovative, immersive and experiential live broadcasts in HD. We expect that fans will have the opportunity to see their favorite festivals, concerts and experiences on any screen they choose across all video platforms and devices from mobile to the home. We intend for these fans to be able to view concert experiences from any connected device with exclusive access only LXL brings from the stage to backstage, inside dressing rooms, and places previously off limits to anyone but VIPs and artists.

The Company's strategy is to provide the first independent global live music and lifestyle streaming network delivering around the clock live music to viewers on any connected device as an authentic and experiential platform to grow revenue, earnings and cash flow. LXL expects to provide consumers with the opportunity to view the most sought after live music around the globe via any distribution channel on a 24/7/365 basis. We anticipate that the platform will offer the world's leading music festivals with multi-day and multi-stage coverage, unique concerts, intimate performances and cutting edge programming.

The LXL network expects to provide compelling and curated content that showcases the entire spectrum of music to include music inspired fashion, food, and lifestyle content and showcase interviews, back stage access and both fan and artist perspectives. We plan to extend the live experience to fans on desktop, laptop, mobile, tablets, consoles, connected TV's and virtual reality platforms. LXL intends to feature all genres of music including rock, pop, indie, alternative, EDM, country and feature major festival headliners as well as emerging artists performing at clubs and venues around the globe. LXL is also developing key strategic relationships in technology, distribution, advertising, mobile and virtual reality to augment its network delivery strategy.

In addition, the Company plans to leverage KOKO's success and brand in live entertainment and relationships with fans, artists and advertisers to capture originated content, create owned/co-owned branded activity and develop new and complimentary brand extensions and intellectual property. The Company is seeking capital to drive this process and address present working capital expenditures.

Liquidity and Capital Resources

As of March 31, 2015, the Company had total assets of $2,553,134, comprised primarily of cash of $866,951, accounts receivable of $67,876, inventories of $161,977, prepayments and other current assets of $459,416, and net property and equipment of $950,208. This compares with total assets of $2,724,349, comprised primarily of cash of $731,208, accounts receivable of $148,452, inventories of $67,252, prepayments and other current assets of $562,318 and net property and equipment of $1,162,807 as of March 31, 2014. The Company had current liabilities of $4,798,120 comprised of accounts payable of $843,668, management service obligation to related party of $1,000,000, short term notes of $1,701,124 outstanding to investors and accrued expenses and other current liabilities of $1,253,328 as of March 31, 2015. This compares with current liabilities of $1,180,487, comprised of accounts payable of $574,828 and accrued expenses and other current liabilities of $605,659 as of March 31, 2014.

The Company depends upon debt and equity financing and, as of March 31, 2015, net cash generated from operations of OCHL, to fund its ongoing operations and to execute its business plan. If continued funding and capital resources are unavailable at reasonable terms, or if cash generated from operations of OCHL is inadequate to satisfy our working capital, capital expenditure and debt service requirements, the Company may curtail its plan of operations. The Company may be required to obtain alternative or additional financing from financial institutions or otherwise, in order to maintain and expand our existing operations. The failure by us to obtain such financing, if needed, would have a material adverse effect upon our business, financial condition and results of operations.

Results of Operations

Pursuant to ASC Paragraphs 805-40-45-1 and 45-2 consolidated financial statements following a reverse acquisition are issued under the name of the legal parent (accounting acquiree) but described in the notes as a continuation of the financial statements of the legal subsidiary (accounting acquirer), with one adjustment, which is to retroactively adjust the accounting acquirer's legal capital to reflect the legal capital of the accounting acquiree. That adjustment is required to reflect the capital of the legal parent (the accounting acquiree). Comparative information presented in those consolidated financial statements also is retroactively adjusted to reflect the legal capital of the legal parent (accounting acquiree). The consolidated financial statements reflect all of the following: a. The assets and liabilities of the legal subsidiary (the accounting acquirer) recognized and measured at their pre-combination carrying amounts. b. The assets and liabilities of the legal parent (the accounting acquiree) recognized and measured in accordance with the guidance in Topic 805 **"business combinations"** . c. The retained earnings and other equity balances of the legal subsidiary (accounting acquirer) before the business combination. d. The amount recognized as issued equity interests in the consolidated financial statements determined by adding the issued equity interest of the legal subsidiary (the accounting acquirer) outstanding immediately before the business combination to the **fair value** of the legal parent (accounting acquiree) determined in accordance with the guidance in this Topic applicable to business combinations. However, the equity structure (that is, the number and type of equity interests issued) reflects the equity structure of the legal parent (the accounting acquiree), including the equity interests the legal parent issued to effect the combination. Accordingly, the equity structure of the legal subsidiary (the accounting acquirer) is restated using the exchange ratio established in the acquisition agreement to reflect the number of shares of the legal parent (the accounting acquiree) issued in the reverse acquisition. e. The **non-controlling interest** 's proportionate share of the legal subsidiary's (accounting acquirer's) pre-combination carrying amounts of retained earnings and other equity interests as discussed in paragraphs 805-40-25-2 and 805-40-30-3.

Pursuant to ASC Paragraphs 805-40-45-4 and 45-5 In calculating the weighted-average number of common shares outstanding (the denominator of the earnings-per-share ("EPS') calculation) during the period in which the reverse acquisition occurs: a. The number of common shares outstanding from the beginning of that period to the **acquisition date** shall be computed on the basis of the weighted-average number of common shares of the legal acquiree (accounting acquirer) outstanding during the period multiplied by the exchange ratio established in the merger agreement. b. The number of common shares outstanding from the acquisition date to the end of that period shall be the actual number of common shares of the legal acquirer (the accounting acquiree) outstanding during that period. The basic EPS for each comparative period before the acquisition date presented in the consolidated financial statements following a reverse acquisition shall be calculated by dividing (a) by (b): a. The income of the legal acquiree attributable to common shareholders in each of those periods. b. The legal acquiree's historical weighted-average number of common shares outstanding multiplied by the exchange ratio established in the acquisition agreement.

Revenues

OCHL's revenues increased by $478,027, or 6.9% to $7,436,877 for the fiscal year ended March 31, 2015, from $6,958,850 in the prior year. The increase in revenues reflects: (i) higher sales from live events, (ii) higher sales per event for corporate functions; (iii) higher sales per event for the Friday Club events and (iv) the effect of fluctuation in the average rates of exchange used in translating U.K. sales to their U.S. dollar equivalent. The increase in revenues was partially offset by lower revenues from a slight reduction in the Saturday Night and luxury club events.

Cost of Revenue

Cost of revenue of OCHL increased by $80,805, or 7.9% to $1,101,267 for the fiscal year ended March 31, 2015, from $1,020,462 in the prior year. The increase in cost of revenue primarily reflects higher sales from live events, Friday Club events and corporate functions, and the effect of fluctuation in the average rates of exchange used in translating U.K. costs to their U.S. dollar equivalent. The overall mix of events was similar between the current and the prior year with a cost of revenue percentage of 14.8% and 14.7% of revenues for the fiscal years ended March 31, 2015 and 2014, respectively.

Gross Margin

Gross margin of OCHL increased by $397,222, or 6.7% to $6,335,610 (85.2% of revenues) for the fiscal year ended March 31, 2015, from $5,938,388 (85.3% of revenues) in the prior year. The increase in gross margin primarily reflects the higher revenues noted above. The overall mix of events was similar between the current and prior year.

Selling and Marketing Expenses

Selling and marketing expenses primarily consist of outside services, advertising, public relations and travel and entertainment expense.

Selling and marketing expenses for the fiscal year ended March 31, 2015 decreased by $57,748 to $217,920 for the fiscal year ended March 31, 2015, from $275,668 in the prior year reflects a decrease in event promotion costs due mainly to only having one luxury club event in the current year versus two such events in the prior year. Selling and marketing expenses represented 2.9% and 4.0% of revenues for the fiscal years ended March 31, 2015 and 2014, respectively.

Management Services – Related Parties

Management services – related parties consisted of management fees paid and accrued by the Company under agreements with Trinad Management, LLC and Mint Group Holdings Limited ("Mint Group")(see Note 6). During the fiscal year ended March 31, 2015, the Company paid and accrued management fees to Trinad Management, LLC of $480,343and Mint Group of $128,840.

General and Administrative Expenses

General and administrative expenses primarily consist of employee costs, depreciation and amortization, licenses, outside contractor's costs, travel and entertainment and insurance. Certain costs associated with being a publicly held corporation are also included in general and administrative expenses, as well as bad debts expense.

General and administrative expenses increased by $417,694, or 17.2%, to $2,839,242 for the fiscal year ended March 31, 2015 from $2,421,548 in the prior year. The increase in general and administrative expense for the fiscal year ended March 31, 2015 compared with the prior year was primarily due to higher wages, insurance, travel related costs and the effect of fluctuation in the average rates of exchange used in translating U.K. expenses to their U.S. dollar equivalent. General and administrative expenses represented 38.2% and 34.8% of revenues for the fiscal year ended March 31, 2015 and 2014, respectively.

Operating Expenses

Operating expenses have increased by $2,885,223 or 51.4%, to $8,496,006 for the fiscal year ended March 31, 2015 from $5,610,783 in the prior year. The increase in operating costs for the fiscal year ended March 31, 2015 compared with the prior year due mainly to higher: (i) consulting fees associated with the Company's business plans and growth strategy; (ii) general and administrative expenses as noted above; and (iii) the effect of fluctuation in the average rates of exchange used in translating U.K. expenses to their U.S. dollar equivalent.

Other (Income) Expense

Other (income) expense increased by $2,731,787 for the fiscal year ended March 31, 2015 compared with the prior year, which reflects previously disclosed settlement costs associated with granting warrants to investors to purchase common stock of the Company in the amount of $2,600,080 and interest expense of $131,707 incurred in the current fiscal year and the absence of such costs in the prior year.

Income Tax Provision

The income tax provision increased by $177,852 to $261,784 for the fiscal year ended March 31, 2015, from $83,932 in the prior year primarily as a result of the increase in OCHL's pretax income.

Off-Balance Sheet Arrangements

The Company does not have any off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on the Company's financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that is material to investors.

Critical Accounting Policies and Estimates

Critical accounting policies are defined as those most important to the portrayal of a company's financial condition and results and that require the most difficult, subjective or complex judgments. The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements, the disclosure of contingent assets and liabilities, and the reported amounts of revenues and expenses during the reporting period. The estimates that we make include assumption as a going concern, fair value of long-lived assets, valuation allowance for deferred tax assets and estimates and assumptions used in valuation of equity instruments. Estimates are based on historical experience, where applicable or other assumptions that management believes are reasonable under the circumstances. We have identified the policies described below as our critical accounting policies. Due to the inherent uncertainty involved in making estimates, actual results may differ from those estimates under different assumptions or conditions. See "Notes to the Financial Statements-Note 2 Summary of Significant Accounting Policies."

Stock-Based Compensation for Obtaining Employee Services

The Company accounts for share-based payment transactions issued to employees under the guidance of the Topic 718 Compensation—Stock Compensation of the FASB Accounting Standards Codification ("ASC Topic 718").

Pursuant to ASC Section 718-10-20 an employee is an individual over whom the grantor of a share-based compensation award exercises or has the right to exercise sufficient control to establish an employer-employee relationship based on common law as illustrated in case law and currently under U.S. Internal Revenue Service ("IRS") Revenue Ruling 87-41. A nonemployee director does not satisfy this definition of employee. Nevertheless, nonemployee directors acting in their role as members of a board of directors are treated as employees if those directors were elected by the employer's shareholders or appointed to a board position that will be filled by shareholder election when the existing term expires. However, that requirement applies only to awards granted to nonemployee directors for their services as directors. Awards granted to nonemployee directors for other services shall be accounted for as awards to non-employees.

Pursuant to ASC Paragraphs 718-10-30-2 and 718-10-30-3 a share-based payment transaction with employees shall be measured based on the fair value of the equity instruments issued and an entity shall account for the compensation cost from share-based payment transactions with employees in accordance with the fair value-based method, i.e., the cost of services received from employees in exchange for awards of share-based compensation generally shall be measured based on the grant-date fair value of the equity instruments issued or the fair value of the liabilities incurred/settled.

Pursuant to ASC Paragraphs 718-10-30-6 and 718-10-30-9 the measurement objective for equity instruments awarded to employees is to estimate the fair value at the grant date of the equity instruments that the entity is obligated to issue when employees have rendered the requisite service and satisfied any other conditions necessary to earn the right to benefit from the instruments (for example, to exercise share options). That estimate is based on the share price and other pertinent factors, such as expected volatility, at the grant date. As such, the fair value of an equity share option or similar instrument shall be estimated using a valuation technique such as an option pricing model. For this purpose, a similar instrument is one whose fair value differs from its intrinsic value, that is, an instrument that has time value.

If the Company's common shares are traded in one of the national exchanges the grant-date share price of the Company's common stock will be used to measure the fair value of the common shares issued, however, if the Company's common shares are thinly traded the use of share prices established in its most recent private placement memorandum ("PPM"), or weekly or monthly price observations would generally be more appropriate than the use of daily price observations as such shares could be artificially inflated due to a larger spread between the bid and asked quotes and lack of consistent trading in the market.

Pursuant to ASC Paragraph 718-10-55-21, if an observable market price is not available for a share option or similar instrument with the same or similar terms and conditions, an entity shall estimate the fair value of that instrument using a valuation technique or model that meets the requirements in paragraph 718-10-55-11 and takes into account, at a minimum, all of the following factors:

a. The exercise price of the option.

b. The expected term of the option, taking into account both the contractual term of the option and the effects of employees' expected exercise and post-vesting employment termination behavior: The expected life of options and similar instruments represents the period of time the option and/or warrant are expected to be outstanding. Pursuant to paragraph 718-10-S99-1, it may be appropriate to use the *simplified method* , *i.e., expected term = ((vesting term + original contractual term) / 2)* , if (i) A company does not have sufficient historical exercise data to provide a reasonable basis upon which to estimate expected term due to the limited period of time its equity shares have been publicly traded; (ii) A company significantly changes the terms of its share option grants or the types of employees that receive share option grants such that its historical exercise data may no longer provide a reasonable basis upon which to estimate expected term; or (iii) A company has or expects to have significant structural changes in its business such that its historical exercise data may no longer provide a reasonable basis upon which to estimate expected term. The Company uses the simplified method to calculate expected term of share options and similar instruments as the company does not have sufficient historical exercise data to provide a reasonable basis upon which to estimate expected term.

c. The current price of the underlying share.

d. The expected volatility of the price of the underlying share for the expected term of the option. Pursuant to ASC Paragraph 718-10-55-25 a newly publicly traded entity might base expectations about future volatility on the average volatilities of similar entities for an appropriate period following their going public. A nonpublic entity might base its expected volatility on the average volatilities of otherwise similar public entities. For purposes of identifying otherwise similar entities, an entity would likely consider characteristics such as industry, stage of life cycle, size, and financial leverage. Because of the effects of diversification that are present in an industry sector index, the volatility of an index should not be substituted for the average of volatilities of otherwise similar entities in a fair value measurement. Pursuant to paragraph 718-10-S99-1 if shares of a company are thinly traded the use of weekly or monthly price observations would generally be more appropriate than the use of daily price observations as the volatility calculation using daily observations for such shares could be artificially inflated due to a larger spread between the bid and asked quotes and lack of consistent trading in the market. The Company uses the average historical volatility of the comparable companies over the expected term of the share options or similar instruments as its expected volatility.

e. The expected dividends on the underlying share for the expected term of the option. The expected dividend yield is based on the Company's current dividend yield as the best estimate of projected dividend yield for periods within the expected term of the share options and similar instruments.

f. The risk-free interest rate(s) for the expected term of the option. Pursuant to ASC 718-10-55-28 a U.S. entity issuing an option on its own shares must use as the risk-free interest rates the implied yields currently available from the U.S. Treasury zero-coupon yield curve over the contractual term of the option if the entity is using a lattice model incorporating the option's contractual term. If the entity is using a closed-form model, the risk-free interest rate is the implied yield currently available on U.S. Treasury zero-coupon issues with a remaining term equal to the expected term used as the assumption in the model.

Pursuant to ASC Paragraphs 718-10-30-11 and 718-10-30-17, a restriction that stems from the forfeitability of instruments to which employees have not yet earned the right, such as the inability either to exercise a non-vested equity share option or to sell non-vested shares, is not reflected in estimating the fair value of the related instruments at the grant date. Instead, those restrictions are taken into account by recognizing compensation cost only for awards for which employees render the requisite service and a non-vested equity share or non-vested equity share unit awarded to an employee shall be measured at its fair value as if it were vested and issued on the grant date.

Pursuant to ASC Paragraphs 718-10-35-2 and 718-10-35-3, the compensation cost for an award of share-based employee compensation classified as equity shall be recognized over the requisite service period, with a corresponding credit to equity (generally, paid-in capital). The requisite service period is the period during which an employee is required to provide service in exchange for an award, which often is the vesting period. The total amount of compensation cost recognized at the end of the requisite service period for an award of share-based compensation shall be based on the number of instruments for which the requisite service has been rendered (that is, for which the requisite service period has been completed). An entity shall base initial accruals of compensation cost on the estimated number of instruments for which the requisite service is expected to be rendered. That estimate shall be revised if subsequent information indicates that the actual number of instruments is likely to differ from previous estimates. The cumulative effect on current and prior periods of a change in the estimated number of instruments for which the requisite service is expected to be or has been rendered shall be recognized in compensation cost in the period of the change. Previously recognized compensation cost shall not be reversed if an employee share option (or share unit) for which the requisite service has been rendered expires unexercised (or unconverted).

Under the requirement of ASC Paragraph 718-10-35-8, the Company made a policy decision to recognize compensation cost for an award with only service conditions that has a graded vesting schedule on a straight-line basis over the requisite service period for the entire award.

Equity Instruments Issued to Parties Other Than Employees for Acquiring Goods or Services

The Company accounts for equity instruments issued to parties other than employees for acquiring goods or services under the guidance of Sub-topic 505-50 of the FASB Accounting Standards Codification ("Sub-topic 505-50").

Pursuant to ASC paragraph 505-50-25-7, if fully vested, non-forfeitable equity instruments are issued at the date the grantor and grantee enter into an agreement for goods or services (no specific performance is required by the grantee to retain those equity instruments), then, because of the elimination of any obligation on the part of the counterparty to earn the equity instruments, a measurement date has been reached. A grantor shall recognize the equity instruments when they are issued (in most cases, when the agreement is entered into). Whether the corresponding cost is an immediate expense or a prepaid asset (or whether the debit should be characterized as contra-equity under the requirements of paragraph 505-50-45-1) depends on the specific facts and circumstances. Pursuant to ASC paragraph 505-50-45-1, a grantor may conclude that an asset (other than a note or a receivable) has been received in return for fully vested, non-forfeitable equity instruments that are issued at the date the grantor and grantee enter into an agreement for goods or services (and no specific performance is required by the grantee in order to retain those equity instruments). Such an asset shall not be displayed as contra-equity by the grantor of the equity instruments. The transferability (or lack thereof) of the equity instruments shall not affect the balance sheet display of the asset. This guidance is limited to transactions in which equity instruments are transferred to other than employees in exchange for goods or services.

Pursuant to Paragraphs 505-50-25-8 and 505-50-25-9, an entity may grant fully vested, non-forfeitable equity instruments that are exercisable by the grantee only after a specified period of time if the terms of the agreement provide for earlier exercisability if the grantee achieves specified performance conditions. Any measured cost of the transaction shall be recognized in the same period(s) and in the same manner as if the entity had paid cash for the goods or services or used cash rebates as a sales discount instead of paying with, or using, the equity instruments. A recognized asset, expense, or sales discount shall not be reversed if a stock option that the counterparty has the right to exercise expires unexercised.

Pursuant to ASC Paragraphs 505-50-30-2 and 505-50-30-11, share-based payment transactions with nonemployees shall be measured at the fair value of the consideration received or the fair value of the equity instruments issued, whichever is more reliably measurable. The issuer shall measure the fair value of the equity instruments in these transactions using the stock price and other measurement assumptions as of the earlier of the following dates, referred to as the measurement date: (a) The date at which a commitment for performance by the counterparty to earn the equity instruments is reached (a performance commitment); or (b) The date at which the counterparty's performance is complete. If the Company's common shares are traded in one of the national exchanges the grant-date share price of the Company's common stock will be used to measure the fair value of the common shares issued, however, if the Company's common shares are thinly traded the use of share prices established in the Company's most recent private placement memorandum ("PPM"), or weekly or monthly price observations would generally be more appropriate than the use of daily price observations as such shares could be artificially inflated due to a larger spread between the bid and asked quotes and lack of consistent trading in the market.

Pursuant to ASC Paragraph 718-10-55-21, if an observable market price is not available for a share option or similar instrument with the same or similar terms and conditions, an entity shall estimate the fair value of that instrument using a valuation technique or model that meets the requirements in paragraph 718-10-55-11 and takes into account, at a minimum, all of the following factors:

a. The exercise price of the option.

b. The expected term of the option, taking into account both the contractual term of the option and the effects of employees' expected exercise and post-vesting employment termination behavior: Pursuant to Paragraph 718-10-50-2(f)(2)(i) of the FASB Accounting Standards Codification the expected term of share options and similar instruments represents the period of time the options and similar instruments are expected to be outstanding taking into consideration of the contractual term of the instruments and holder's expected exercise behavior into the fair value (or calculated value) of the instruments. The Company uses historical data to estimate holder's expected exercise behavior. If the Company is a newly formed corporation or shares of the Company are thinly traded the contractual term of the share options and similar instruments is used as the expected term of share options and similar instruments as the Company does not have sufficient historical exercise data to provide a reasonable basis upon which to estimate expected term.

c. The current price of the underlying share.

d. The expected volatility of the price of the underlying share for the expected term of the option. Pursuant to ASC Paragraph 718-10-55-25 a newly publicly traded entity might base expectations about future volatility on the average volatilities of similar entities for an appropriate period following their going public. A nonpublic entity might base its expected volatility on the average volatilities of otherwise similar public entities. For purposes of identifying otherwise similar entities, an entity would likely consider characteristics such as industry, stage of life cycle, size, and financial leverage. Because of the effects of diversification that are present in an industry sector index, the volatility of an index should not be substituted for the average of volatilities of otherwise similar entities in a fair value measurement. Pursuant to paragraph 718-10-S99-1 if shares of a company are thinly traded the use of weekly or monthly price observations would generally be more appropriate than the use of daily price observations as the volatility calculation using daily observations for such shares could be artificially inflated due to a larger spread between the bid and asked quotes and lack of consistent trading in the market. The Company uses the average historical volatility of the comparable companies over the expected term of the share options or similar instruments as its expected volatility.

e. The expected dividends on the underlying share for the expected term of the option. The expected dividend yield is based on the Company's current dividend yield as the best estimate of projected dividend yield for periods within the expected term of the share options and similar instruments.

f. The risk-free interest rate(s) for the expected term of the option. Pursuant to ASC 718-10-55-28 a U.S. entity issuing an option on its own shares must use as the risk-free interest rates the implied yields currently available from the U.S. Treasury zero-coupon yield curve over the contractual term of the option if the entity is using a lattice model incorporating the option's contractual term. If the entity is using a closed-form model, the risk-free interest rate is the implied yield currently available on U.S. Treasury zero-coupon issues with a remaining term equal to the expected term used as the assumption in the model.

Pursuant to ASC paragraph 505-50-S99-1, if the Company receives a right to receive future services in exchange for unvested, forfeitable equity instruments, those equity instruments are treated as unissued for accounting purposes until the future services are received (that is, the instruments are not considered issued until they vest). Consequently, there would be no recognition at the measurement date and no entry should be recorded.

Going Concern

Our financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. We have a history of losses that are likely to continue in the future. Our financial statements do not include any adjustments that might be necessary should we be unable to continue as a going concern. We may be required to cease operations which could result in our stockholders losing almost all of their investment.

Item 7A. Quantitative and Qualitative Disclosures about Market Risk

Not applicable.

Item 8. Financial Statements and Supplementary Data

Loton, Corp

March 31, 2015 and 2014

Index to the Consolidated Financial Statements

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Directors and Stockholders
Loton, Corp

We have audited the accompanying consolidated balance sheets of Loton, Corp (the "Company") as of March 31, 2015 and 2014 and the related consolidated statements of operations, changes in equity (deficit) and cash flows for the reporting periods then ended. These financial statements are the responsibility of the management of the Company. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. 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 consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as of March 31, 2015 and 2014 and the results of its operations and its cash flows for the reporting periods then ended, in conformity with accounting principles generally accepted in the United States of America.

The accompanying consolidated financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 3 to the consolidated financial statements, the Company had an accumulated deficit at March 31, 2015, a net loss and net cash used in operating activities for the reporting periods then ended. These factors raise substantial doubt about the Company's ability to continue as a going concern. Management's plans in regards to these matters are also described in Note 3. The consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty.

/s/Li and Company, PC
Li and Company, PC

Skillman, New Jersey
July 14, 2015

Loton, Corp
Consoldiated Balance Sheets

	March 31, 2015	March 31, 2014
ASSETS		
CURRENT ASSETS		
Cash	$ 866,951	$ 731,208
Accounts receivable	67,876	148,452
Inventories	161,977	67,252
Prepayments and other current assets	460,226	562,318
Deferred taxes	36,345	40,772
Total Current Assets	1,593,375	1,550,002
PROPERTY AND EQUIPMENT		
Leasehold improvements	1,241,986	1,379,677
Furniture, fixtures and office equipment	402,997	429,785
Production and entertainment equipment	1,343,851	1,457,955
Accumulated depreciation	(2,038,626)	(2,104,610)
Property and Equipment, net	950,208	1,162,807
INTANGIBLE ASSETS		
Trademarks	14,694	16,484
Website development costs	34,213	38,381
Accumulated amortization	(39,356)	(43,325)
Intangible Assets, net	9,551	11,540
Total Assets	$ 2,553,134	$ 2,724,349
LIABILITIES AND EQUITY (DEFICIT)		
CURRENT LIABILITIES		
Accounts payable	$ 843,667	$ 574,828
Deferred rent, current portion	80,700	91,246
Income taxes payable	241,813	87,946
Management service obligation - related party	1,000,000	-
Notes payable - related parties	1,701,124	-
VAT tax payable and payroll liabilities	202,024	180,664
Advances from related parties	127,467	8,161
Accrued expenses and other current liabilities	601,324	237,642
Total Current Liabilities	4,798,119	1,180,487
NON-CURRENT LIABILITIES		
Note payable	242,498	-
Deferred rent	1,049,114	1,267,445
Total Non-Current Liabilities	1,291,612	1,267,445
Total Liabilities	6,089,731	2,447,932
COMMITMENTS AND CONTINGENCIES		
EQUITY (DEFICIT)		
Preferred stock, par value $0.001: 1,000,000 shares authorized; none issued or outstanding	-	-
Common stock, par value $0.001: 75,000,000 shares authorized; 43,275,822 and 29,000,000 shares issued and outstanding, respectively	43,276	29,000
Additional paid-in capital	2,440,947	(28,998)
Retained earnings (accumulated deficit)	(5,272,900)	160,026
Accumulated other comprehensive income (loss):		
Foreign currency translation loss	(25,932)	(21,819)

Total Loton Corp. Stockholders' Equity (Deficit)	(2,814,609)	138,209
NON-CONTROLLING INTEREST		
Non-controlling interest - capital stock	1	1
Non-controlling interest - Retained earnings (accumulated deficit)	(696,058)	160,025
Accumulated other comprehensive income (loss):		
Foreign currency translation loss	(25,931)	(21,818)
Total Non-Controlling Interest	(721,988)	138,208
Total Equity (Deficit)	(3,536,597)	276,417
Total Liabilities and Equity (Deficit)	$ 2,553,134	$ 2,724,349

See accompanying notes to the consolidated financial statements.

Loton, Corp
Consolidated Statements of Operations

		For the Fiscal Year Ended March 31, 2015		For the Fiscal Year Ended March 31, 2014
Revenues	$	7,436,877	$	6,958,850
Cost of Revenue		1,101,267		1,020,462
Gross Margin		6,335,610		5,938,388
Operating Expenses				
Selling expenses		217,920		275,668
Rent		850,024		783,721
Professional fees		814,056		-
Management services - related parties		609,183		904,785
Salary and wages		1,419,136		1,225,061
Consulting fees		1,746,445		-
General and administrative expenses		2,839,242		2,421,548
Total operating expenses		8,496,006		5,610,783
Income (loss) from operations		(2,160,396)		327,605
Other (income) expense				
Settlement costs of potential claim		2,600,080		-
Interest expense		131,707		-
Other (income) expense, net		2,731,787		-
Income (loss) before income tax provision		(4,892,183)		327,605
Income tax provison		261,784		83,932
Net income (loss)				
Net income (loss) before non-controlling interest		(5,153,967)		243,673
Net income (loss) attributable to non-controlling interest		278,959		121,836
Net income (loss) attributable to Loton Corp. stockholders		(5,432,926)		121,837
Other comprehensive income (loss)				
FX translation gain (loss)		(8,226)		13,510
FX translation gain (loss) attributable to non-controlling interest		(4,113)		6,755
Other comprehensive income (loss) attributable to Loton Corp stockholders		(4,113)		6,755
Comprehensive income (loss)	$	(5,437,039)	$	128,592
Earnings Per Share:				
- basic and diluted	$	(0.13)	$	0.01
Weighted average common shares outstanding:				
- basic and diluted		39,952,286		29,000,000

See accompanying notes to the consolidated financial statements.

Loton, Corp
Statement of Changes in Equity (Deficit)
For the Fiscal Year Ended March 31, 2015 and 2014

	Loton Corp. Stockholders' Equity (Deficit)						Non-controlling Interest				
	Common Stock Par Value $0.001 Number of Shares	Common Stock Par Value $0.001 Amount	Additional Paid-in Capital	Retained Earnings (Accumulated Deficit)	Accumulated Other Comprehensive Income (Loss)	Total Loton Corp. Stockholders' Equity (Deficit)	Capital Stock	Retained Earnings (Accumulated Deficit)	Accumulated Other Comprehensive Income (Loss)	Total Non-controlling Interest	Total Equity (Deficit)
Balance, March 31, 2013	29,000,000	$ 29,000	$ (28,998)	$ 38,189	$ (28,574)	$ 9,617	$ 1	$ 38,189	$ (28,573)	$ 9,617	$ 19,234
Comprehensive income (loss)											
Net income				121,837		121,837		121,836		121,836	243,673
Foreign currency translation gain					6,755	6,755			6,755	6,755	13,510
Total comprehensive income (loss)						128,592				128,591	257,183
Balance, March 31, 2014	29,000,000	29,000	(28,998)	160,026	(21,819)	138,209	1	160,025	(21,818)	138,208	276,417
Reverse acqusition adjustment	8,576,666	8,576	(2,391,224)			(2,382,648)					(2,382,648)
50% of acquisition related costs recorded as deemed dividend non-controlling interest						-		(1,135,042)		(1,135,042)	(1,135,042)
Amortization of warrants issued to related party for services received			11,461			11,461					11,461
Issuance of common stock to Advisory members for one year service in October and December 2013 earned during the period	341,667	342	341,325			341,667					341,667
Issuance of common stock to consultants for one year service in October and November 2013 earned during the period	88,750	89	88,661			88,750					88,750
Issuance of common stock to consultants for one year service in February and April 2014 earned during the period	112,917	113	112,804			112,917					112,917
Issuance of common stock to Advisory members for one year service in May and June 2014 earned during the period	129,167	129	129,038			129,167					129,167
Issuance of common stock to Advisory members for one year service in October and November 2014 earned during the period	108,333	108	108,225			108,333					108,333
Issuance of common stock to consultants for one year service in November 2014 earned during the period	56,667	57	56,610			56,667					56,667

Issuances of common shares for warrant exercises at $.01 per share	2,950,000	2,950	26,550			29,500					29,500
Issuance of common shares in settlement of accounts payable	954,988	955	476,539			477,494					477,494
Issuance of common shares for cash at $1.00 per share	825,000	825	824,175			825,000					825,000
Issuance of common stock for services	40,000	40	39,960			40,000					40,000
Issuance of warrants in settlement of potential claim			2,600,080			2,600,080					2,600,080
Issuance of common stock to consultants for one year service in February and March 2015 earned during the period	25,000	25	12,475			12,500					12,500
Issuance of common stock to Advisory members for one year service in January, February and March 2015 earned during the period	66,667	67	33,266			33,333					33,333
Comprehensive income (loss)											
Net loss				(5,432,926)		(5,432,926)		278,959		278,959	(5,153,967)
Foreign currency translation gain					(4,113)	(4,113)			(4,113)	(4,113)	(8,226)
Total comprehensive income (loss)						(5,437,039)				274,846	(5,162,193)
Balance, March 31, 2015	43,275,822	$ 43,276	$ 2,440,947	$ (5,272,900)	$ (25,932)	$ (2,814,609)	$ 1	$ (696,058)	$ (25,931)	$ (721,988)	$ (3,536,597)

See accompanying notes to the consolidated financial statements.

Loton, Corp
Consoldiated Statements of Cash Flows

	For the Fiscal Year Ended March 31, 2015	For the Fiscal Year Ended March 31, 2014
Cash flows from operating activities		
Net income (loss) before non-controlling interest	$ (5,153,967)	$ 243,673
Adjustments to reconcile net income (loss) before non-controlling interest to net cash used in operating activities		
Depreciation expense	172,986	207,332
Amortization expense	799	825
Common shares and warrants issued for services	934,795	-
Warrants issued for settlement of potential claims	2,600,080	-
Changes in operating assets and liabilities:		
Accounts receivable	69,975	(109,709)
Inventories	(110,764)	(9,263)
Prepayments and other current assets	300,115	(82,686)
Accounts payable	382,479	(128,692)
Income tax payable	177,408	(108,293)
Payroll liabilities	43,627	(56,758)
Accrued interest on notes payable - related party	38,757	-
Accrued expenses and other current liabilities	313,339	82,425
Management service obligation - related party	138,882	-
Deferred rent	(88,302)	(91,243)
Net cash used in operating activities	(179,791)	(52,389)
Cash flows from investing activities		
Cash acquired from business acquisition	85,608	-
Purchases of property and equipment	(70,250)	(150,965)
Net cash provided by (used in) investing activities	15,358	(150,965)
Cash flows from financing activities		
Advances from related parties	120,185	87,500
Proceeds from notes payable - related parties	325,000	-
Proceeds from warrants exercised	29,500	-
Repayments of notes payable - related parties	(500,000)	-
Dividends paid	(407,707)	-
Proceeds from sale of common stock	825,000	-
Net cash provided by financing activities	391,978	87,500
Effect of exchange rate changes on cash	(91,802)	84,173
Net change in cash	135,743	(31,681)
Cash at beginning of the period	731,208	762,889
Cash at end of the period	$ 866,951	$ 731,208
	-	
SUPPLEMENTAL DISCLOSURE OF CASH FLOWS INFORMATION:		
Interest paid	$ -	$ -
Income tax paid	$ 84,376	$ 187,262
NON CASH FINANCING AND INVESTING ACTIVITIES:		
Accounts payable settled in note payable	$ 242,498	$ -

Accounts payable settled in common stock	$	477,494	$	-

See accompanying notes to the consolidated financial statements.

Note 1 - Organization and Operations

Loton, Corp

Loton, Corp (the "Company") was incorporated under the laws of the State of Nevada on December 28, 2009.

Obar Camden Limited

Obar Camden Limited ("Obar Camden" or "OCL"), an indirect, 50%-owned subsidiary of the Company, was incorporated on November 13, 2003 as a private limited company registered in England and Wales. Obar Camden engages in the operations of the nightclub and live music venue "KOKO" in Camden, London.

Obar Camden Holdings Limited

Obar Camden Holdings Limited ("OCHL") was incorporated on October 17, 2012 as a private limited company registered in England and Wales. OCHL was formed by Obar Camden's stockholders for the sole purpose of acquiring all of the registered and contributed capital of Obar Camden. Upon formation, OCHL issued ten (10) shares of the newly formed corporation's ordinary shares to a significant stockholder of Obar Camden Limited No value was given to the shares issued, therefore, the shares were recorded to reflect the £0.50 par value and paid in capital was recorded as a negative amount of (£0.50).

OCHL is a 50%-owned subsidiary of the Company and is the parent of OCL. From October 17, 2012 to November 20, 2012, the date of the recapitalization, OCHL was inactive and had no assets or liabilities.

Merger of Obar Camden Limited

On November 20, 2012, OCHL acquired all of the issued and outstanding ordinary shares of Obar Camden from its stockholders in exchange for issuing 97,746 shares of OCHL's ordinary shares to such stockholders. The number of shares issued represented 99.99% of the issued and outstanding ordinary shares immediately after the consummation of the Obar Camden acquisition.

As a result of the transfer of ownership interests of the former stockholders of Obar Camden, for financial statement reporting purposes, the merger between OCHL and Obar Camden has been treated as a reverse acquisition with Obar Camden deemed the accounting acquirer and OCHL deemed the accounting acquiree under the acquisition method of accounting in accordance with section 805-10-55 of the FASB Accounting Standards Codification. The reverse merger is deemed a capital transaction and the net assets of Obar Camden (the accounting acquirer) were carried forward to OCHL (the legal acquirer and the reporting entity) at their carrying value before the acquisition. The acquisition process utilized the capital structure of OCHL and the assets and liabilities of Obar Camden which were recorded at historical cost. The equity of the combined entity is the historical equity of Obar Camden retroactively restated to reflect the number of shares issued by OCHL in the transaction.

Acquisition of Obar Camden Holdings Limited Treated as a Reverse Acquisition

On April 28, 2014, the Company consummated an Agreement and Plan of Merger (the "Merger Agreement"), by and among the Company, Loton Acquisition Sub I, Inc., a Delaware corporation ("Acquisition Sub") and KoKo (Camden) Holdings (US), Inc. ("KoKo Parent"), a Delaware corporation and wholly-owned subsidiary of JJAT Corp. ("JJAT"), a Delaware corporation wholly-owned by Robert Ellin, the Company's Executive Chairman, President, Director and controlling shareholder ("Mr. Ellin"), and his affiliates (the "Merger"). As a result of the Merger, KoKo Parent became a wholly-owned subsidiary of the Company, and the Company's primary business became that of KoKo Parent and its subsidiaries, KoKo (Camden) Limited, a private limited company registered in England and Wales ("KoKo UK") which owns 50% of OCHL, which in turn wholly-owns its operating subsidiary OBAR Camden. Upon the closing of the Merger, pursuant to the terms of the Merger Agreement, KoKo Parent's former sole shareholder, JJAT, received 29,000,000 shares of the Company's common stock, or approximately 77.2% of the issued and outstanding common stock immediately after the consummation of the Merger Agreement.

As a result of the controlling financial interest of the former stockholder of OCHL, for financial statement reporting purposes, the Merger has been treated as a reverse acquisition with OCHL deemed the accounting acquirer and the Company deemed the accounting acquiree under the acquisition method of accounting in accordance with section 805-10-55 of the FASB Accounting Standards Codification. The reverse acquisition is deemed a capital transaction and the net assets of OCHL (the accounting acquirer) are carried forward to the Company (the legal acquirer and the reporting entity) at their carrying value before the acquisition. The acquisition process utilizes the capital structure of the Company and the assets and liabilities of OCHL which are recorded at their historical cost. The equity of the Company is the historical equity of OCHL, taking into consideration the 50% non-controlling interest, retroactively restated to reflect the number of shares issued by the Company in the transaction.

Note 2 - Significant and Critical Accounting Policies and Practices

The Management of the Company is responsible for the selection and use of appropriate accounting policies and the appropriateness of accounting policies and their application. Critical accounting policies and practices are those that are both most important to the portrayal of the Company's financial condition and results and require management's most difficult, subjective, or complex judgments, often as a result of the need to make estimates about the effects of matters that are inherently uncertain. The Company's significant and critical accounting policies and practices are disclosed below as required by generally accepted accounting principles.

Basis of Presentation

The accompanying consolidated financial statements and related notes have been prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP").

Fiscal Year End

On June 30, 2014, in connection with the closing of the Merger, the Company changed its fiscal year-end date from April 30 to March 31.

Use of Estimates and Assumptions and Critical Accounting Estimates and Assumptions

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(s) of the financial statements and the reported amounts of revenues and expenses during the reporting period(s).

Critical accounting estimates are estimates for which (a) the nature of the estimate is material due to the levels of subjectivity and judgment necessary to account for highly uncertain matters or the susceptibility of such matters to change and (b) the impact of the estimate on financial condition or operating performance is material. The Company's critical accounting estimates and assumptions affecting the financial statements were:

(i) *Assumption as a going concern* : Management assumes that the Company will continue as a going concern, which contemplates continuity of operations, realization of assets, and liquidation of liabilities in the normal course of business.

(ii) *Allowance for doubtful accounts* : Management's estimate of the allowance for doubtful accounts is based on historical sales, historical loss levels, and an analysis of the collectability of individual accounts; and general economic conditions that may affect a client's ability to pay. The Company evaluated the key factors and assumptions used to develop the allowance in determining that it is reasonable in relation to the financial statements taken as a whole.

(iii) *Inventory Obsolescence and Markdowns* : The Company's estimate of potentially excess and slow-moving inventories is based on evaluation of inventory levels and aging, review of inventory turns and historical sales experiences. The Company's estimate of reserve for inventory shrinkage is based on the historical results of physical inventory cycle counts.

(iv) *Fair value of long-lived assets:* Fair value is generally determined using the asset's expected future discounted cash flows or market value, if readily determinable. If long-lived assets are determined to be recoverable, but the newly determined remaining estimated useful lives are shorter than originally estimated, the net book values of the long-lived assets are depreciated over the newly determined remaining estimated useful lives. The Company considers the following to be some examples of important indicators that may trigger an impairment review: (i) significant under-performance or losses of assets relative to expected historical or projected future operating results; (ii) significant changes in the manner or use of assets or in the Company's overall strategy with respect to the manner or use of the acquired assets or changes in the Company's overall business strategy; (iii) significant negative industry or economic trends; (iv) increased competitive pressures; (v) a significant decline in the Company's stock price for a sustained period of time; and (vi) regulatory changes. The Company evaluates acquired assets for potential impairment indicators at least annually and more frequently upon the occurrence of such events;

(v) *Valuation allowance for deferred tax assets:* Management assumes that the realization of the Company's net deferred tax assets resulting from its net operating loss ("NOL") carry–forwards for Federal income tax purposes that may be offset against future taxable income was not considered more likely than not and accordingly, the potential tax benefits of the net loss carry-forwards are offset by a full valuation allowance. Management made this assumption based on (a) the Company has incurred recurring losses, (b) general economic conditions, and (c) its ability to raise additional funds to support its daily operations by way of a public or private offering, among other factors;

(vi) *Estimates and assumptions used in valuation of equity instruments:* Management estimates expected term of share options and similar instruments, expected volatility of the Company's common shares and the method used to estimate it, expected annual rate of quarterly dividends, and risk free rate(s) to value share options and similar instruments.

These significant accounting estimates or assumptions bear the risk of change due to the fact that there are uncertainties attached to these estimates or assumptions, and certain estimates or assumptions are difficult to measure or value.

Management bases its estimates on historical experience and on various assumptions that are believed to be reasonable in relation to the financial statements taken as a whole under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources.

Management regularly evaluates the key factors and assumptions used to develop the estimates utilizing currently available information, changes in facts and circumstances, historical experience and reasonable assumptions. After such evaluations, if deemed appropriate, those estimates are adjusted accordingly.

Actual results could differ from those estimates.

Principles of Consolidation

The Company applies the guidance of Topic 810 *"Consolidation"* of the FASB Accounting Standards Codification ("ASC") to determine whether and how to consolidate another entity. Pursuant to ASC Paragraph 810-10-15-10 all majority-owned subsidiaries—all entities in which a parent has a controlling financial interest—shall be consolidated except (1) when control does not rest with the parent, the majority owner; (2) if the parent is a broker-dealer within the scope of Topic 940 and control is likely to be temporary; (3) consolidation by an investment company within the scope of Topic 946 of a non-investment-company investee. Pursuant to ASC Paragraph 810-10-15-8 the usual condition for a controlling financial interest is ownership of a majority voting interest, and, therefore, as a general rule ownership by one reporting entity, directly or indirectly, of more than 50 percent of the outstanding voting shares of another entity is a condition pointing toward consolidation. The power to control may also exist with a lesser percentage of ownership, for example, by contract, lease, agreement with other stockholders, or by court decree . The Company consolidates all less-than-majority-owned subsidiaries in which the parent's power to control exists.

The Company's consolidated subsidiary and/or entity is as follows:

Name of consolidated subsidiary or entity	State or other jurisdiction of incorporation or organization	Date of incorporation or formation (date of acquisition, if applicable)	Attributable interest
FestreamTV	Delaware	February 24, 2015	100%
KoKo (Camden) Holdings (US), Inc.	Delaware	March 17, 2014	100%
Koko (Camden) Limited	United Kingdom	November 7, 2013	100%
Obar (Camden) Holdings Limited	United Kingdom	October 17, 2012	50%
Obar (Camden) Limited	United Kingdom	November 13, 2003	50%

The consolidated financial statements include all accounts of the Company and the consolidated subsidiaries and/or entities as of reporting period ending date(s) and for the reporting period(s) then ended.

All inter-company balances and transactions have been eliminated.

Reverse Acquisitions

Identification of the Accounting Acquirer

The Company considers factors in ASC paragraphs 805-10-55-10 through 55-15 in identifying accounting acquirer. The Company uses the existence of a controlling financial interest to identify the acquirer—the entity that obtains control of the acquiree. Other pertinent facts and circumstances also shall be considered in identifying the acquirer in a business combination effected by exchanging equity interests, including the following: a. The relative voting rights in the combined entity after the business combination. The acquirer usually is the combining entity whose owners as a group retain or receive the largest portion of the voting rights in the combined entity taking into consideration the existence of any unusual or special voting arrangements and options, warrants, or convertible securities. b. The existence of a large minority voting interest in the combined entity if no other owner or organized group of owners has a significant voting interest. The acquirer usually is the combining entity whose single owner or organized group of owners holds the largest minority voting interest in the combined entity. c. The composition of the governing body of the combined entity. The acquirer usually is the combining entity whose owners have the ability to elect or appoint or to remove a majority of the members of the governing body of the combined entity. d. The composition of the senior management of the combined entity. The acquirer usually is the combining entity whose former management dominates the management of the combined entity. e. The terms of the exchange of equity interests. The acquirer usually is the combining entity that pays a premium over the pre-combination **fair value** of the equity interests of the other combining entity or entities. The acquirer usually is the combining entity whose relative size (measured in, for example, assets, revenues, or earnings) is significantly larger than that of the other combining entity or entities.

Pursuant to ASC Paragraph 805-40-05-2 as one example of a reverse acquisition, a private operating entity may arrange for a public entity to acquire its equity interests in exchange for the equity interests of the public entity. In this situation, the public entity is the legal acquirer because it issued its equity interests, and the private entity is the legal acquiree because its equity interests were acquired. However, application of the guidance in paragraphs 805-10-55-11 through 55-15 results in identifying: a. The public entity as the **acquiree** for accounting purposes (the accounting acquiree) and b. The private entity as the **acquirer** for accounting purposes (the accounting acquirer).

Measuring the Consideration Transferred and Non-controlling Interest

Pursuant to ASC Paragraphs 805-40-30-2 and 30-3 in a reverse acquisition, the accounting acquirer usually issues no consideration for the **acquiree** . Instead, the accounting acquiree usually issues its equity shares to the owners of the accounting acquirer. Accordingly, the **acquisition-date fair value** of the consideration transferred by the accounting acquirer for its interest in the accounting acquiree is based on the number of equity interests the legal subsidiary would have had to issue to give the owners of the legal parent the same percentage equity interest in the combined entity that results from the reverse acquisition. The fair value of the number of equity interests calculated in that way can be used as the fair value of consideration transferred in exchange for the acquiree. The assets and liabilities of the legal acquiree are measured and recognized in the consolidated financial statements at their pre-combination carrying amounts (see paragraph 805-40-45-2(a)). Therefore, in a reverse acquisition the non-controlling interest reflects the non-controlling shareholders' proportionate interest in the pre-combination carrying amounts of the legal acquiree's net assets even though the non-controlling interests in other acquisitions are measured at their fair values at the acquisition date.

Presentation of Consolidated Financial Statements Post Reverse Acquisition

Pursuant to ASC Paragraphs 805-40-45-1 and 45-2 consolidated financial statements following a reverse acquisition are issued under the name of the legal parent (accounting acquiree) but described in the notes as a continuation of the financial statements of the legal subsidiary (accounting acquirer), with one adjustment, which is to retroactively adjust the accounting acquirer's legal capital to reflect the legal capital of the accounting acquiree. That adjustment is required to reflect the capital of the legal parent (the accounting acquiree). Comparative information presented in those consolidated financial statements also is retroactively adjusted to reflect the legal capital of the legal parent (accounting acquiree). The consolidated financial statements reflect all of the following: a. The assets and liabilities of the legal subsidiary (the accounting acquirer) recognized and measured at their pre-combination carrying amounts. b. The assets and liabilities of the legal parent (the accounting acquiree) recognized and measured in accordance with the guidance in Topic 805 **"business combinations"** . c. The retained earnings and other equity balances of the legal subsidiary (accounting acquirer) before the business combination. d. The amount recognized as issued equity interests in the consolidated financial statements determined by adding the issued equity interest of the legal subsidiary (the accounting acquirer) outstanding immediately before the business combination to the **fair value** of the legal parent (accounting acquiree) determined in accordance with the guidance in this Topic applicable to business combinations. However, the equity structure (that is, the number and type of equity interests issued) reflects the equity structure of the legal parent (the accounting acquiree), including the equity interests the legal parent issued to effect the combination. Accordingly, the equity structure of the legal subsidiary (the accounting acquirer) is restated using the exchange ratio established in the acquisition agreement to reflect the number of shares of the legal parent (the accounting acquiree) issued in the reverse acquisition. e. The **non-controlling interest** 's proportionate share of the legal subsidiary's (accounting acquirer's) pre-combination carrying amounts of retained earnings and other equity interests as discussed in paragraphs 805-40-25-2 and 805-40-30-3.

Pursuant to ASC Paragraphs 805-40-45-4 and 45-5 In calculating the weighted-average number of common shares outstanding (the denominator of the earnings-per-share ("EPS") calculation) during the period in which the reverse acquisition occurs: a. The number of common shares outstanding from the beginning of that period to the **acquisition date** shall be computed on the basis of the weighted-average number of common shares of the legal acquiree (accounting acquirer) outstanding during the period multiplied by the exchange ratio established in the merger agreement. b. The number of common shares outstanding from the acquisition date to the end of that period shall be the actual number of common shares of the legal acquirer (the accounting acquiree) outstanding during that period. The basic EPS for each comparative period before the acquisition date presented in the consolidated financial statements following a reverse acquisition shall be calculated by dividing (a) by (b): a. The income of the legal acquiree attributable to common shareholders in each of those periods. b. The legal acquiree's historical weighted-average number of common shares outstanding multiplied by the exchange ratio established in the acquisition agreement.

Fair Value of Financial Instruments

The Company follows paragraph 825-10-50-10 of the FASB Accounting Standards Codification for disclosures about fair value of its financial instruments and has adopted paragraph 820-10-35-37 of the FASB Accounting Standards Codification ("Paragraph 820-10-35-37") to measure the fair value of its financial instruments. Paragraph 820-10-35-37 of the FASB Accounting Standards Codification establishes a framework for measuring fair value in generally accepted accounting principles (GAAP), and expands disclosures about fair value measurements. To increase consistency and comparability in fair value measurements and related disclosures, paragraph 820-10-35-37 of the FASB Accounting Standards Codification establishes a fair value hierarchy which prioritizes the inputs to valuation techniques used to measure fair value into three (3) broad levels. The fair value hierarchy gives the highest priority to quoted prices (unadjusted) in active markets for identical assets or liabilities and the lowest priority to unobservable inputs. The three (3) levels of fair value hierarchy defined by paragraph 820-10-35-37 of the FASB Accounting Standards Codification are described below:

Level 1 Quoted market prices available in active markets for identical assets or liabilities as of the reporting date.

Level 2 Pricing inputs other than quoted prices in active markets included in Level 1, which are either directly or indirectly observable as of the reporting date.

Level 3 Pricing inputs that are generally observable inputs and not corroborated by market data.

Financial assets are considered Level 3 when their fair values are determined using pricing models, discounted cash flow methodologies or similar techniques and at least one significant model assumption or input is unobservable.

The fair value hierarchy gives the highest priority to quoted prices (unadjusted) in active markets for identical assets or liabilities and the lowest priority to unobservable inputs. If the inputs used to measure the financial assets and liabilities fall within more than one level described above, the categorization is based on the lowest level input that is significant to the fair value measurement of the instrument.

The carrying amounts of the Company's financial assets and liabilities, such as cash, accounts receivable, prepaid expenses, accounts payable, income tax payable, accrued expenses, and other current liabilities approximate their fair values because of the short maturity of these instruments.

Transactions involving related parties cannot be presumed to be carried out on an arm's-length basis, as the requisite conditions of competitive, free-market dealings may not exist. Representations about transactions with related parties, if made, shall not imply that the related party transactions were consummated on terms equivalent to those that prevail in arm's-length transactions unless such representations can be substantiated.

Fair Value of Non-Financial Assets or Liabilities Measured on a Recurring Basis

The Company's non-financial assets include inventories. The Company identifies potentially excess and slow-moving inventories by evaluating turn rates, inventory levels and other factors. Excess quantities are identified through evaluation of inventory aging, review of inventory turns and historical sales experiences. The Company provides lower of cost or market reserves for such identified excess and slow-moving inventories. The Company establishes a reserve for inventory shrinkage, if any, based on the historical results of physical inventory cycle counts.

Carrying Value, Recoverability and Impairment of Long-Lived Assets

The Company has adopted Section 360-10-35 of the FASB Accounting Standards Codification for its long-lived assets. Pursuant to ASC Paragraph 360-10-35-17 an impairment loss shall be recognized only if the carrying amount of a long-lived asset (asset group) is not recoverable and exceeds its fair value. The carrying amount of a long-lived asset (asset group) is not recoverable if it exceeds the sum of the undiscounted cash flows expected to result from the use and eventual disposition of the asset (asset group). That assessment shall be based on the carrying amount of the asset (asset group) at the date it is tested for recoverability. An impairment loss shall be measured as the amount by which the carrying amount of a long-lived asset (asset group) exceeds its fair value. Pursuant to ASC Paragraph 360-10-35-20 if an impairment loss is recognized, the adjusted carrying amount of a long-lived asset shall be its new cost basis. For a depreciable long-lived asset, the new cost basis shall be depreciated (amortized) over the remaining useful life of that asset. Restoration of a previously recognized impairment loss is prohibited.

Pursuant to ASC Paragraph 360-10-35-21, the Company's long-lived asset (asset group) is tested for recoverability whenever events or changes in circumstances indicate that its carrying amount may not be recoverable. The Company considers the following to be some examples of such events or changes in circumstances that may trigger an impairment review: (a) significant decrease in the market price of a long-lived asset (asset group); (b) A significant adverse change in the extent or manner in which a long-lived asset (asset group) is being used or in its physical condition; (c) A significant adverse change in legal factors or in the business climate that could affect the value of a long-lived asset (asset group), including an adverse action or assessment by a regulator; (d) An accumulation of costs significantly in excess of the amount originally expected for the acquisition or construction of a long-lived asset (asset group); (e) A current-period operating or cash flow loss combined with a history of operating or cash flow losses or a projection or forecast that demonstrates continuing losses associated with the use of a long-lived asset (asset group); and (f) A current expectation that, more likely than not, a long-lived asset (asset group) will be sold or otherwise disposed of significantly before the end of its previously estimated useful life. The Company tests its long-lived assets for potential impairment indicators at least annually and more frequently upon the occurrence of such events.

Pursuant to ASC Paragraphs 360-10-45-4 and 360-10-45-5, an impairment loss recognized for a long-lived asset (asset group) to be held and used shall be included in income from continuing operations before income taxes in the income statement of a business entity. If a subtotal such as income from operations is presented, it shall include the amount of that loss. A gain or loss recognized on the sale of a long-lived asset (disposal group) that is not a component of an entity shall be included in income from continuing operations before income taxes in the income statement of a business entity. If a subtotal such as income from operations is presented, it shall include the amounts of those gains or losses.

Cash Equivalents

The Company considers all highly liquid investments with maturities of three months or less at the time of purchase to be cash equivalents.

Accounts Receivable and Allowance for Doubtful Accounts

Pursuant to FASB ASC paragraph 310-10-35-47, trade receivables that management has the intent and ability to hold for the foreseeable future shall be reported in the balance sheet at outstanding principal adjusted for any charge-offs and the allowance for doubtful accounts. The Company follows FASB ASC paragraphs 310-10-35-7 through 310-10-35-10 to estimate the allowance for doubtful accounts. Pursuant to FASB ASC paragraph 310-10- 35-9, losses from uncollectible receivables shall be accrued when both of the following conditions are met: (a) information available before the financial statements are issued or are available to be issued (as discussed in Section 855-10-25) indicates that it is probable that an asset has been impaired at the date of the financial statements, and (b) the amount of the loss can be reasonably estimated. Those conditions may be considered in relation to individual receivables or in relation to groups of similar types of receivables. If the conditions are met, accrual shall be made even though the particular receivables that are uncollectible may not be identifiable. The Company reviews individually each trade receivable for collectability and performs on-going credit evaluations of its customers and adjusts credit limits based upon payment history and the customer's current credit worthiness, as determined by the review of their current credit information; and determines the allowance for doubtful accounts based on historical write-off experience, customer specific facts and general economic conditions that may affect a client's ability to pay. Bad debt expense is included in general and administrative expenses, if any.

Pursuant to FASB ASC paragraph 310-10-35-41, credit losses for trade receivables (uncollectible trade receivables), which may be for all or part of a particular trade receivable, shall be deducted from the allowance. The related trade receivable balance shall be charged off in the period in which the trade receivables are deemed uncollectible. Recoveries of trade receivables previously charged off shall be recorded when received. The Company charges off its trade account receivables against the allowance after all means of collection have been exhausted and the potential for recovery is considered remote.

There was no allowance for doubtful accounts at March 31, 2015 or 2014.

Inventories

Inventory Valuation

The Company values inventories, consisting of consumables and purchased merchandise for resale, at the lower of cost or market. Cost is determined on the first-in and first-out ("FIFO") method. The Company reduces inventories for the diminution of value, resulting from product obsolescence, damage or other issues affecting marketability, equal to the difference between the cost of the inventory and its estimated market value. Factors utilized in the determination of estimated market value include (i) current sales data, (ii) estimates of future demand, (iii) competitive pricing pressures, and (iv) product expiration dates.

Inventory Obsolescence and Markdowns

The Company evaluates its current level of inventories considering historical sales and other factors and, based on this evaluation, classify inventory markdowns in the statements of income as a component of cost of sales pursuant to Paragraph 420-10-S99 of the FASB Accounting Standards Codification to adjust inventories to net realizable value. These markdowns are estimates, which could vary significantly from actual requirements if future economic conditions, customer demand or competition differ from expectations.

The Company normally carries approximately four weeks' worth of pre-packaged and fresh food, soft drinks and liquor supplies and replenishes them when the number of individual items falls below the reorder point.

Lower of Cost or Market Adjustments

There was no lower of cost or market adjustments for the reporting period ended March 31, 2015 or 2014.

Slow-Moving or Obsolescence Markdowns

The Company recorded no inventory obsolescence adjustments for the reporting period ended March 31, 2015 or 2014.

Property and Equipment

Property and equipment is recorded at cost. Expenditures for major additions and betterments are capitalized. Maintenance and repairs are charged to operations as incurred. Depreciation is computed by the straight-line method (after taking into account their respective estimated residual values) over the estimated useful lives of the respective assets as follows:

	Estimated Useful Life (Years)
Leasehold improvement	25
Furniture, fixtures	5
Production and entertainment equipment	10

(*) Amortized on a straight-line basis over the term of the lease or the estimated useful lives, whichever is shorter.

Upon sale or retirement, the related cost and accumulated depreciation are removed from the accounts and any gain or loss is reflected in the statements of operations.

Leases

Lease agreements are evaluated to determine whether they are capital leases or operating leases in accordance with paragraph 840-10-25-1 of the FASB Accounting Standards Codification ("Paragraph 840-10-25-1"). Pursuant to Paragraph 840-10-25-1, a lessee and a lessor shall consider whether a lease meets any of the following four criteria as part of classifying the lease at its inception under the guidance in the Lessees Subsection of this Section (for the lessee) and the Lessors Subsection of this Section (for the lessor): a. Transfer of ownership. The lease transfers ownership of the property to the lessee by the end of the lease term. This criterion is met in situations in which the lease agreement provides for the transfer of title at or shortly after the end of the lease term in exchange for the payment of a nominal fee, for example, the minimum required by statutory regulation to transfer title. b. Bargain purchase option. The lease contains a bargain purchase option. c. Lease term. The lease term is equal to 75 percent or more of the estimated economic life of the leased property. d. Minimum lease payments. The present value at the beginning of the lease term of the minimum lease payments, excluding that portion of the payments representing executory costs such as insurance, maintenance, and taxes to be paid by the lessor, including any profit thereon, equals or exceeds 90 percent of the excess of the fair value of the leased property to the lessor at lease inception over any related investment tax credit retained by the lessor and expected to be realized by the lessor. In accordance with paragraphs 840-10- 25-29 and 840-10-25-30, if at its inception a lease meets any of the four lease classification criteria in Paragraph 840-10-25-1, the lease shall be classified by the lessee as a capital lease; and if none of the four criteria in Paragraph 840-10-25-1 are met, the lease shall be classified by the lessee as an operating lease. Pursuant to Paragraph 840-10-25-31 a lessee shall compute the present value of the minimum lease payments using the lessee's incremental borrowing rate unless both of the following conditions are met, in which circumstance the lessee shall use the implicit rate: a. It is practicable for the lessee to learn the implicit rate computed by the lessor. b. The implicit rate computed by the lessor is less than the lessee's incremental borrowing rate. Capital lease assets are depreciated on a straight line method, over the capital lease assets estimated useful lives consistent with the Company's normal depreciation policy for tangible fixed assets. Interest charges are expensed over the period of the lease in relation to the carrying value of the capital lease obligation.

Operating leases primarily relate to the Company's leases of nightclub and concert performance venue spaces. When the terms of an operating lease include tenant improvement allowances, periods of free rent, rent concessions, and/or rent escalation amounts, the Company establishes a deferred rent liability for the difference between the scheduled rent payment and the straight-line rent expense recognized, which is amortized over the underlying lease term on a straight-line basis as a reduction of rent expense.

Intangible Assets Other Than Goodwill

The Company has adopted Subtopic 350-30 of the FASB Accounting Standards Codification for intangible assets other than goodwill. Under the requirements, the Company amortizes the acquisition costs of intangible assets other than goodwill on a straight-line basis over their estimated useful lives, the terms of the exclusive licenses and/or agreements, or the terms of legal lives of the patents, whichever is shorter. Upon becoming fully amortized, the related cost and accumulated amortization are removed from the accounts.

Website Development Costs

The Company has adopted Subtopic 350-50 of the FASB Accounting Standards Codification for website development costs. Under the requirements of Sections 350-50-15 and 350-50-25, the Company capitalizes c osts incurred to develop a website as website development costs, which are amortized on a straight-line basis over the estimated useful lives of three (3) years. Upon becoming fully amortized, the related cost and accumulated amortization are removed from the accounts.

Related Parties

The Company follows subtopic 850-10 of the FASB Accounting Standards Codification for the identification of related parties and disclosure of related party transactions.

Pursuant to section 850-10-20 the related parties include a) affiliates of the Company ("Affiliate" means, with respect to any specified Person, any other Person that, directly or indirectly through one or more intermediaries, controls, is controlled by or is under common control with such Person, as such terms are used in and construed under Rule 405 under the Securities Act); b) entities for which investments in their equity securities would be required, absent the election of the fair value option under the Fair Value Option Subsection of section 825–10–15, to be accounted for by the equity method by the investing entity; c) trusts for the benefit of employees, such as pension and profit-sharing trusts that are managed by or under the trusteeship of management; d) principal owners of the Company; e) management of the Company; f) other parties with which the Company may deal if one party controls or can significantly influence the management or operating policies of the other to an extent that one of the transacting parties might be prevented from fully pursuing its own separate interests; and g) other parties that can significantly influence the management or operating policies of the transacting parties or that have an ownership interest in one of the transacting parties and can significantly influence the other to an extent that one or more of the transacting parties might be prevented from fully pursuing its own separate interests.

The financial statements shall include disclosures of material related party transactions, other than compensation arrangements, expense allowances, and other similar items in the ordinary course of business. However, disclosure of transactions that are eliminated in the preparation of consolidated or combined financial statements is not required in those statements. The disclosures shall include: a) the nature of the relationship(s) involved; b) a description of the transactions, including transactions to which no amounts or nominal amounts were ascribed, for each of the periods for which income statements are presented, and such other information deemed necessary to an understanding of the effects of the transactions on the financial statements; c) the dollar amounts of transactions for each of the periods for which income statements are presented and the effects of any change in the method of establishing the terms from that used in the preceding period; and d) amounts due from or to related parties as of the date of each balance sheet presented and, if not otherwise apparent, the terms and manner of settlement.

Commitments and Contingencies

The Company follows subtopic 450-20 of the FASB Accounting Standards Codification to report accounting for contingencies. Certain conditions may exist as of the date the consolidated financial statements are issued, which may result in a loss to the Company but which will only be resolved when one or more future events occur or fail to occur. The Company assesses such contingent liabilities, and such assessment inherently involves an exercise of judgment. In assessing loss contingencies related to legal proceedings that are pending against the Company or unasserted claims that may result in such proceedings, the Company evaluates the perceived merits of any legal proceedings or unasserted claims as well as the perceived merits of the amount of relief sought or expected to be sought therein.

If the assessment of a contingency indicates that it is probable that a material loss has been incurred and the amount of the liability can be estimated, then the estimated liability would be accrued in the Company's consolidated financial statements. If the assessment indicates that a potentially material loss contingency is not probable but is reasonably possible, or is probable but cannot be estimated, then the nature of the contingent liability, and an estimate of the range of possible losses, if determinable and material, would be disclosed.

Loss contingencies considered remote are generally not disclosed unless they involve guarantees, in which case the guarantees would be disclosed.

Revenue Recognition

The Company follows paragraph 605-10-S99-1 of the FASB Accounting Standards Codification for revenue recognition. The Company will recognize revenue when it is realized or realizable and earned. The Company considers revenue realized or realizable and earned when all of the following criteria are met: (i) persuasive evidence of an arrangement exists, (ii) the product has been shipped or the services have been rendered to the customer, (iii) the sales price is fixed or determinable, and (iv) collectability is reasonably assured. In addition to the aforementioned general policy, the following are the specific revenue recognition policies:

Revenue from ticket sales from events and concerts is recognized when the performance occurs. Ticket sales collected in advance of an event date are recorded as deferred revenue.

The Company evaluates the criteria outlined in Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") Subtopic 605-45, "Revenue Recognition—Principal Agent Considerations," in determining whether it is appropriate to record the gross amount of revenues and related costs or the net revenues. Under the guidance of ASC Subtopic 605-45, if the Company is the primary obligor to perform the services being sold, has general inventory risk as it pertains to recruiting and compensating the talent, has the ability to control the ticket pricing, has discretion in selecting the talent, is involved in the production of the event, generally bears the majority of the credit or collection risk, or has several but not all of these indicators, revenue is recorded gross. If the Company does not have several of these indicators, it records revenues or losses on a net basis.

In accordance with the guidance Subtopic 605-45, for the majority of the Company's events, the Company has several of the above indicators and therefore it recognizes revenue gross as a principal. Additionally, the Company charges for and collects ticketing and credit card processing surcharges and records the amounts in revenue on a gross basis. Actual expenses paid to the ticket service provider and credit card merchant processors are reflected in expenses.

Net sales of products and services represent the invoiced value of goods or services, net of value added taxes (“VAT”). The Company is subject to VAT which is levied on all of the Company’s products and services at the rate of 20% on the invoiced value of sales. Sales or Output VAT is borne by customers in addition to the invoiced value of sales and purchases and Purchase or Input VAT is borne by the Company in addition to the invoiced value of purchases.

Stock-Based Compensation for Obtaining Employee Services

The Company accounts for share-based payment transactions issued to employees under the guidance of the Topic 718 Compensation—Stock Compensation of the FASB Accounting Standards Codification (“ASC Topic 718”).

Pursuant to ASC Section 718-10-20 an employee is an individual over whom the grantor of a share-based compensation award exercises or has the right to exercise sufficient control to establish an employer-employee relationship based on common law as illustrated in case law and currently under U.S. Internal Revenue Service (“IRS”) Revenue Ruling 87-41. A nonemployee director does not satisfy this definition of employee. Nevertheless, nonemployee directors acting in their role as members of a board of directors are treated as employees if those directors were elected by the employer’s shareholders or appointed to a board position that will be filled by shareholder election when the existing term expires. However, that requirement applies only to awards granted to nonemployee directors for their services as directors. Awards granted to nonemployee directors for other services shall be accounted for as awards to non-employees.

Pursuant to ASC Paragraphs 718-10-30-2 and 718-10-30-3 a share-based payment transaction with employees shall be measured based on the fair value of the equity instruments issued and an entity shall account for the compensation cost from share-based payment transactions with employees in accordance with the fair value-based method, i.e., the cost of services received from employees in exchange for awards of share-based compensation generally shall be measured based on the grant-date fair value of the equity instruments issued or the fair value of the liabilities incurred/settled.

Pursuant to ASC Paragraphs 718-10-30-6 and 718-10-30-9 the measurement objective for equity instruments awarded to employees is to estimate the fair value at the grant date of the equity instruments that the entity is obligated to issue when employees have rendered the requisite service and satisfied any other conditions necessary to earn the right to benefit from the instruments (for example, to exercise share options). That estimate is based on the share price and other pertinent factors, such as expected volatility, at the grant date. As such, the fair value of an equity share option or similar instrument shall be estimated using a valuation technique such as an option pricing model. For this purpose, a similar instrument is one whose fair value differs from its intrinsic value, that is, an instrument that has time value.

If the Company’s common shares are traded in one of the national exchanges the grant-date share price of the Company’s common stock will be used to measure the fair value of the common shares issued, however, if the Company’s common shares are thinly traded the use of share prices established in its most recent private placement memorandum (“PPM”), or weekly or monthly price observations would generally be more appropriate than the use of daily price observations as such shares could be artificially inflated due to a larger spread between the bid and asked quotes and lack of consistent trading in the market.

Pursuant to ASC Paragraph 718-10-55-21, if an observable market price is not available for a share option or similar instrument with the same or similar terms and conditions, an entity shall estimate the fair value of that instrument using a valuation technique or model that meets the requirements in paragraph 718-10-55-11 and takes into account, at a minimum, all of the following factors:

a. The exercise price of the option.

b. The expected term of the option, taking into account both the contractual term of the option and the effects of employees’ expected exercise and post-vesting employment termination behavior: The expected life of options and similar instruments represents the period of time the option and/or warrant are expected to be outstanding. Pursuant to paragraph 718-10-S99-1, it may be appropriate to use the *simplified method , i.e., expected term = ((vesting term + original contractual term) / 2)* , if (i) A company does not have sufficient historical exercise data to provide a reasonable basis upon which to estimate expected term due to the limited period of time its equity shares have been publicly traded; (ii) A company significantly changes the terms of its share option grants or the types of employees that receive share option grants such that its historical exercise data may no longer provide a reasonable basis upon which to estimate expected term; or (iii) A company has or expects to have significant structural changes in its business such that its historical exercise data may no longer provide a reasonable basis upon which to estimate expected term. The Company uses the simplified method to calculate expected term of share options and similar instruments as the company does not have sufficient historical exercise data to provide a reasonable basis upon which to estimate expected term.

c. The current price of the underlying share.

d. The expected volatility of the price of the underlying share for the expected term of the option. Pursuant to ASC Paragraph 718-10-55-25 a newly publicly traded entity might base expectations about future volatility on the average volatilities of similar entities for an appropriate period following their going public. A nonpublic entity might base its expected volatility on the average volatilities of otherwise similar public entities. For purposes of identifying otherwise similar entities, an entity would likely consider characteristics such as industry, stage of life cycle, size, and financial leverage. Because of the effects of diversification that are present in an industry sector index, the volatility of an index should not be substituted for the average of volatilities of otherwise similar entities in a fair value measurement. Pursuant to paragraph 718-10-S99-1 if shares of a company are thinly traded the use of weekly or monthly price observations would generally be more appropriate than the use of daily price observations as the volatility calculation using daily observations for such shares could be artificially inflated due to a larger spread between the bid and asked quotes and lack of consistent trading in the market. The Company uses the average historical volatility of the comparable companies over the expected term of the share options or similar instruments as its expected volatility.

e. The expected dividends on the underlying share for the expected term of the option. The expected dividend yield is based on the Company's current dividend yield as the best estimate of projected dividend yield for periods within the expected term of the share options and similar instruments.

f. The risk-free interest rate(s) for the expected term of the option. Pursuant to ASC 718-10-55-28 a U.S. entity issuing an option on its own shares must use as the risk-free interest rates the implied yields currently available from the U.S. Treasury zero-coupon yield curve over the contractual term of the option if the entity is using a lattice model incorporating the option's contractual term. If the entity is using a closed-form model, the risk-free interest rate is the implied yield currently available on U.S. Treasury zero-coupon issues with a remaining term equal to the expected term used as the assumption in the model.

Pursuant to ASC Paragraphs 718-10-30-11 and 718-10-30-17, a restriction that stems from the forfeitability of instruments to which employees have not yet earned the right, such as the inability either to exercise a non-vested equity share option or to sell non-vested shares, is not reflected in estimating the fair value of the related instruments at the grant date. Instead, those restrictions are taken into account by recognizing compensation cost only for awards for which employees render the requisite service and a non-vested equity share or non-vested equity share unit awarded to an employee shall be measured at its fair value as if it were vested and issued on the grant date.

Pursuant to ASC Paragraphs 718-10-35-2 and 718-10-35-3, the compensation cost for an award of share-based employee compensation classified as equity shall be recognized over the requisite service period, with a corresponding credit to equity (generally, paid-in capital). The requisite service period is the period during which an employee is required to provide service in exchange for an award, which often is the vesting period. The total amount of compensation cost recognized at the end of the requisite service period for an award of share-based compensation shall be based on the number of instruments for which the requisite service has been rendered (that is, for which the requisite service period has been completed). An entity shall base initial accruals of compensation cost on the estimated number of instruments for which the requisite service is expected to be rendered. That estimate shall be revised if subsequent information indicates that the actual number of instruments is likely to differ from previous estimates. The cumulative effect on current and prior periods of a change in the estimated number of instruments for which the requisite service is expected to be or has been rendered shall be recognized in compensation cost in the period of the change. Previously recognized compensation cost shall not be reversed if an employee share option (or share unit) for which the requisite service has been rendered expires unexercised (or unconverted).

Under the requirement of ASC Paragraph 718-10-35-8, the Company made a policy decision to recognize compensation cost for an award with only service conditions that has a graded vesting schedule on a straight-line basis over the requisite service period for the entire award.

Equity Instruments Issued to Parties Other Than Employees for Acquiring Goods or Services

The Company accounts for equity instruments issued to parties other than employees for acquiring goods or services under the guidance of Sub-topic 505-50 of the FASB Accounting Standards Codification ("Sub-topic 505-50").

Pursuant to ASC paragraph 505-50-25-7, if fully vested, non-forfeitable equity instruments are issued at the date the grantor and grantee enter into an agreement for goods or services (no specific performance is required by the grantee to retain those equity instruments), then, because of the elimination of any obligation on the part of the counterparty to earn the equity instruments, a measurement date has been reached. A grantor shall recognize the equity instruments when they are issued (in most cases, when the agreement is entered into). Whether the corresponding cost is an immediate expense or a prepaid asset (or whether the debit should be characterized as contra-equity under the requirements of paragraph 505-50-45-1) depends on the specific facts and circumstances. Pursuant to ASC paragraph 505-50-45-1, a grantor may conclude that an asset (other than a note or a receivable) has been received in return for fully vested, non-forfeitable equity instruments that are issued at the date the grantor and grantee enter into an agreement for goods or services (and no specific performance is required by the grantee in order to retain those equity instruments). Such an asset shall not be displayed as contra-equity by the grantor of the equity instruments. The transferability (or lack thereof) of the equity instruments shall not affect the balance sheet display of the asset. This guidance is limited to transactions in which equity instruments are transferred to other than employees in exchange for goods or services.

Pursuant to Paragraphs 505-50-25-8 and 505-50-25-9, an entity may grant fully vested, non-forfeitable equity instruments that are exercisable by the grantee only after a specified period of time if the terms of the agreement provide for earlier exercisability if the grantee achieves specified performance conditions. Any measured cost of the transaction shall be recognized in the same period(s) and in the same manner as if the entity had paid cash for the goods or services or used cash rebates as a sales discount instead of paying with, or using, the equity instruments. A recognized asset, expense, or sales discount shall not be reversed if a stock option that the counterparty has the right to exercise expires unexercised.

Pursuant to ASC Paragraphs 505-50-30-2 and 505-50-30-11, share-based payment transactions with nonemployees shall be measured at the fair value of the consideration received or the fair value of the equity instruments issued, whichever is more reliably measurable. The issuer shall measure the fair value of the equity instruments in these transactions using the stock price and other measurement assumptions as of the earlier of the following dates, referred to as the measurement date: (a) The date at which a commitment for performance by the counterparty to earn the equity instruments is reached (a performance commitment); or (b) The date at which the counterparty's performance is complete. If the Company's common shares are traded in one of the national exchanges the grant-date share price of the Company's common stock will be used to measure the fair value of the common shares issued, however, if the Company's common shares are thinly traded the use of share prices established in the Company's most recent private placement memorandum ("PPM"), or weekly or monthly price observations would generally be more appropriate than the use of daily price observations as such shares could be artificially inflated due to a larger spread between the bid and asked quotes and lack of consistent trading in the market.

Pursuant to ASC Paragraph 718-10-55-21, if an observable market price is not available for a share option or similar instrument with the same or similar terms and conditions, an entity shall estimate the fair value of that instrument using a valuation technique or model that meets the requirements in paragraph 718-10-55-11 and takes into account, at a minimum, all of the following factors:

a. The exercise price of the option.

b. The expected term of the option, taking into account both the contractual term of the option and the effects of employees' expected exercise and post-vesting employment termination behavior: Pursuant to Paragraph 718-10-50-2(f)(2)(i) of the FASB Accounting Standards Codification the expected term of share options and similar instruments represents the period of time the options and similar instruments are expected to be outstanding taking into consideration of the contractual term of the instruments and holder's expected exercise behavior into the fair value (or calculated value) of the instruments. The Company uses historical data to estimate holder's expected exercise behavior. If the Company is a newly formed corporation or shares of the Company are thinly traded the contractual term of the share options and similar instruments is used as the expected term of share options and similar instruments as the Company does not have sufficient historical exercise data to provide a reasonable basis upon which to estimate expected term.

c. The current price of the underlying share.

d. The expected volatility of the price of the underlying share for the expected term of the option. Pursuant to ASC Paragraph 718-10-55-25 a newly publicly traded entity might base expectations about future volatility on the average volatilities of similar entities for an appropriate period following their going public. A nonpublic entity might base its expected volatility on the average volatilities of otherwise similar public entities. For purposes of identifying otherwise similar entities, an entity would likely consider characteristics such as industry, stage of life cycle, size, and financial leverage. Because of the effects of diversification that are present in an industry sector index, the volatility of an index should not be substituted for the average of volatilities of otherwise similar entities in a fair value measurement. Pursuant to paragraph 718-10-S99-1 if shares of a company are thinly traded the use of weekly or monthly price observations would generally be more appropriate than the use of daily price observations as the volatility calculation using daily observations for such shares could be artificially inflated due to a larger spread between the bid and asked quotes and lack of consistent trading in the market. The Company uses the average historical volatility of the comparable companies over the expected term of the share options or similar instruments as its expected volatility.

e. The expected dividends on the underlying share for the expected term of the option. The expected dividend yield is based on the Company's current dividend yield as the best estimate of projected dividend yield for periods within the expected term of the share options and similar instruments.

f. The risk-free interest rate(s) for the expected term of the option. Pursuant to ASC 718-10-55-28 a U.S. entity issuing an option on its own shares must use as the risk-free interest rates the implied yields currently available from the U.S. Treasury zero-coupon yield curve over the contractual term of the option if the entity is using a lattice model incorporating the option's contractual term. If the entity is using a closed-form model, the risk-free interest rate is the implied yield currently available on U.S. Treasury zero-coupon issues with a remaining term equal to the expected term used as the assumption in the model.

Pursuant to ASC paragraph 505-50-S99-1, if the Company receives a right to receive future services in exchange for unvested, forfeitable equity instruments, those equity instruments are treated as unissued for accounting purposes until the future services are received (that is, the instruments are not considered issued until they vest). Consequently, there would be no recognition at the measurement date and no entry should be recorded.

Deferred Tax Assets and Income Tax Provision

The Company follows paragraph 740-10-30-2 of the FASB Accounting Standards Codification, which requires recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the financial statements or tax returns. Under this method, deferred tax assets and liabilities are based on the differences between the financial statement and tax bases of assets and liabilities using enacted tax rates in effect for the year in which the differences are expected to reverse. Deferred tax assets are reduced by a valuation allowance to the extent management concludes it is more likely than not that the assets will not be realized. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in the Statements of Operations in the period that includes the enactment date.

The Company adopted the provisions of paragraph 740-10-25-13 of the FASB Accounting Standards Codification. Paragraph 740-10-25-13 addresses the determination of whether tax benefits claimed or expected to be claimed on a tax return should be recorded in the financial statements. Under paragraph 740-10-25-13, the Company may recognize the tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be sustained on examination by the taxing authorities, based on the technical merits of the position. The tax benefits recognized in the financial statements from such a position should be measured based on the largest benefit that has a greater than fifty percent (50%) likelihood of being realized upon ultimate settlement. Paragraph 740-10-25-13 also provides guidance on de-recognition, classification, interest and penalties on income taxes, accounting in interim periods and requires increased disclosures. The Company had no material adjustments to its liabilities for unrecognized income tax benefits according to the provisions of paragraph 740-10-25-13.

The estimated future tax effects of temporary differences between the tax basis of assets and liabilities are reported in the accompanying consolidated balance sheets, as well as tax credit carry-backs and carry-forwards. The Company periodically reviews the recoverability of deferred tax assets recorded on its consolidated balance sheets and provides valuation allowances as management deems necessary.

Management makes judgments as to the interpretation of the tax laws that might be challenged upon an audit and cause changes to previous estimates of tax liability. In addition, the Company operates within multiple taxing jurisdictions and is subject to audit in these jurisdictions. In management’s opinion, adequate provisions for income taxes have been made for all years. If actual taxable income by tax jurisdiction varies from estimates, additional allowances or reversals of reserves may be necessary.

Tax years that remain subject to examination by major tax jurisdictions

The Company’s tax years 2011 to 2014 remain subject to examination by major tax jurisdictions pursuant to the ASC Paragraph 740-10-50-15.

Limitation on Utilization of NOLs due to Change in Control

Pursuant to the Internal Revenue Code Section 382 (“Section 382”), certain ownership changes may subject the NOL’s to annual limitations which could reduce or defer the NOL. Section 382 imposes limitations on a corporation’s ability to utilize NOLs if it experiences an “ownership change.” In general terms, an ownership change may result from transactions increasing the ownership of certain stockholders in the stock of a corporation by more than 50 percentage points over a three-year period. In the event of an ownership change, utilization of the NOLs would be subject to an annual limitation under Section 382 determined by multiplying the value of its stock at the time of the ownership change by the applicable long-term tax-exempt rate. Any unused annual limitation may be carried over to later years. The imposition of this limitation on its ability to use the NOLs to offset future taxable income could cause the Company to pay U.S. federal income taxes earlier than if such limitation were not in effect and could cause such NOLs to expire unused, reducing or eliminating the benefit of such NOLs.

Foreign Currency Translation

The Company follows Section 830-10-45 of the FASB Accounting Standards Codification (“Section 830-10-45”) for foreign currency translation to translate the financial statements of the foreign subsidiary from the functional currency, generally the local currency, into U.S. Dollars. Section 830-10-45 sets out the guidance relating to how a reporting entity determines the functional currency of a foreign entity (including of a foreign entity in a highly inflationary economy), re-measures the books of record (if necessary), and characterizes transaction gains and losses. Pursuant to Section 830-10-45, the assets, liabilities, and operations of a foreign entity shall be measured using the functional currency of that entity. An entity’s functional currency is the currency of the primary economic environment in which the entity operates; normally, that is the currency of the environment, or local currency, in which an entity primarily generates and expends cash.

The functional currency of each foreign subsidiary is determined based on management’s judgment and involves consideration of all relevant economic facts and circumstances affecting the subsidiary. Generally, the currency in which the subsidiary transacts a majority of its transactions, including billings, financing, payroll and other expenditures, would be considered the functional currency, but any dependency upon the parent and the nature of the subsidiary’s operations must also be considered. If a subsidiary’s functional currency is deemed to be the local currency, then any gain or loss associated with the translation of that subsidiary’s financial statements is included in accumulated other comprehensive income. However, if the functional currency is deemed to be the U.S. Dollar, then any gain or loss associated with the re-measurement of these financial statements from the local currency to the functional currency would be included in the consolidated statements of income and comprehensive income (loss). If the Company disposes of foreign subsidiaries, then any cumulative translation gains or losses would be recorded into the consolidated statements of income and comprehensive income (loss). If the Company determines that there has been a change in the functional currency of a subsidiary to the U.S. Dollar, any translation gains or losses arising after the date of change would be included within the statement of income and comprehensive income (loss).

Based on an assessment of the factors discussed above, the management of the Company determined the relevant subsidiaries' local currencies to be their respective functional currencies.

The financial records of the Company's UK operating subsidiary are maintained in their local currency, the British Pound ("GBP"), which is the functional currency. Assets and liabilities are translated from the local currency into the reporting currency, U.S. dollars, at the exchange rate prevailing at the balance sheet date. Revenues and expenses are translated at weighted average exchange rates for the period to approximate translation at the exchange rates prevailing at the dates those elements are recognized in the consolidated financial statements. Foreign currency translation gain (loss) resulting from the process of translating the local currency financial statements into U.S. dollars are included in determining accumulated other comprehensive income in the consolidated statement of stockholders' equity.

Unless otherwise noted, the rate presented below per U.S. $1.00 was the midpoint of the interbank rate as quoted by OANDA Corporation (www.oanda.com) contained in its consolidated financial statements. Management believes that the difference between GBP vs. U.S. dollar exchange rate quoted by the Bank of England and GBP vs. U.S. dollar exchange rate reported by OANDA Corporation were immaterial. Translations do not imply that the GBP amounts actually represent, or have been or could be converted into, equivalent amounts in U.S. dollars. Translation of amounts from GBP into U.S. dollars has been made at the following exchange rates for the respective periods:

	March 31, 2015	March 31, 2014	March 31, 2013
Consolidated balance sheets	0.6741	0.6009	0.6580
Consolidated statements of operations and comprehensive income (loss)	0.6209	0.6297	0.6381

Earnings per Share

Earnings per share ("EPS") is computed pursuant to section 260-10-45 of the FASB Accounting Standards Codification. Basic EPS is computed by dividing earnings by the weighted average number of shares of common stock outstanding during the period. Diluted EPS is computed by dividing earnings by the weighted average number of shares of common stock and potentially outstanding shares of common stock during the period to reflect the potential dilution that could occur from common shares issuable through contingent shares issuance arrangement, stock options or warrants.

Pursuant to ASC Paragraphs 260-10-45-22 and 45-23, the dilutive effect of outstanding call options and warrants (and their equivalents) issued by the reporting entity shall be reflected in diluted EPS by application of the treasury stock method unless the provisions of paragraphs 260-10-45-35 through 45-36 and 260-10-55-8 through 55-11 require that another method be applied. Equivalents of options and warrants include non-vested stock granted to employees, stock purchase contracts, and partially paid stock subscriptions (see paragraph 260–10–55–23). Anti-dilutive contracts, such as purchased put options and purchased call options, shall be excluded from diluted EPS. Under the treasury stock method: a. Exercise of options and warrants shall be assumed at the beginning of the period (or at time of issuance, if later) and common shares shall be assumed to be issued. b. The proceeds from exercise shall be assumed to be used to purchase common stock at the average market price during the period. (See paragraphs 260-10-45-29 and 260-10-55-4 through 55-5.) c. The incremental shares (the difference between the number of shares assumed issued and the number of shares assumed purchased) shall be included in the denominator of the diluted EPS computation.

The Company's contingent share issuance arrangements, stock options or warrants are as follows:

	Contingent shares issuance arrangement, warrants	
	For the Reporting Period Ended March 31, 2015	For the Reporting Period Ended March 31, 2014
Warrant Shares		
Upon consummation of the reverse merger on April 28, 2014, the Company assumed the September 23, 2011 warrant to purchase 1,125,000 shares of the Company's common stock with an exercise price of $0.15 per share expiring ten (10) years from date of issuance	1,125,000	-
Warrants to purchase 350,000 shares of the Company's common stock with an exercise price of $0.01 per share expiring four (4) years from date of issuance on December 1, 2014, March 19, 2014 and March 20, 2014	350,000	-
Total contingent share issuance arrangements, stock options or warrants	1,475,000	-

There were approximately 1,133,912 and 0 potentially outstanding dilutive shares under the Treasury Stock Method for the reporting period ended March 31, 2015 and 2014, respectively, which were excluded from the diluted earnings per share calculation as they were anti-dilutive.

Cash Flows Reporting

The Company adopted paragraph 230-10-45-24 of the FASB Accounting Standards Codification for cash flows reporting, classifies cash receipts and payments according to whether they stem from operating, investing, or financing activities and provides definitions of each category, and uses the indirect or reconciliation method ("Indirect method") as defined by paragraph 230-10-45-25 of the FASB Accounting Standards Codification to report net cash flow from operating activities by adjusting net income to reconcile it to net cash flow from operating activities by removing the effects of (a) all deferrals of past operating cash receipts and payments and all accruals of expected future operating cash receipts and payments and (b) all items that are included in net income that do not affect operating cash receipts and payments. The Company reports the reporting currency equivalent of foreign currency cash flows, using the current exchange rate at the time of the cash flows and the effect of exchange rate changes on cash held in foreign currencies is reported as a separate item in the reconciliation of beginning and ending balances of cash and cash equivalents and separately provides information about investing and financing activities not resulting in cash receipts or payments in the period pursuant to paragraph 830-230-45-1 of the FASB Accounting Standards Codification.

Subsequent Events

The Company follows the guidance in Section 855-10-50 of the FASB Accounting Standards Codification for the disclosure of subsequent events. The Company will evaluate subsequent events through the date when the financial statements were issued. Pursuant to ASU 2010-09 of the FASB Accounting Standards Codification, the Company as an SEC filer considers its financial statements issued when they are widely distributed to users, such as through filing them on EDGAR.

Recently Issued Accounting Pronouncements

In May 2014, the FASB issued the FASB Accounting Standards Update No. 2014-09 "Revenue from Contracts with Customers (Topic 606)" ("ASU 2014-09")

This guidance amends the existing FASB Accounting Standards Codification, creating a new Topic 606, Revenue from Contracts with Customer. The core principle of the guidance is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services.

To achieve that core principle, an entity should apply the following steps:

1. Identify the contract(s) with the customer

2. Identify the performance obligations in the contract

3. Determine the transaction price

4. Allocate the transaction price to the performance obligations in the contract

5. Recognize revenue when (or as) the entity satisfies performance obligations

The ASU also provides guidance on disclosures that should be provided to enable financial statement users to understand the nature, amount, timing, and uncertainty of revenue recognition and cash flows arising from contracts with customers. Qualitative and quantitative information is required about the following:

1. Contracts with customers – including revenue and impairments recognized, disaggregation of revenue, and information about contract balances and performance obligations (including the transaction price allocated to the remaining performance obligations)

2. Significant judgments and changes in judgments – determining the timing of satisfaction of performance obligations (over time or at a point in time), and determining the transaction price and amounts allocated to performance obligations

3. Assets recognized from the costs to obtain or fulfill a contract.

ASU 2014-09 is effective for periods beginning after December 15, 2016, including interim reporting periods within that reporting period for all public entities. Early application is not permitted.

In June 2014, the FASB issued the FASB Accounting Standards Update No. 2014-12 "Compensation—Stock Compensation (Topic 718) : Accounting for Share-Based Payments When the Terms of an Award Provide That a Performance Target Could Be Achieved after the Requisite Service Period" ("ASU 2014-12").

The amendments clarify the proper method of accounting for share-based payments when the terms of an award provide that a performance target could be achieved after the requisite service period. The Update requires that a performance target that affects vesting and that could be achieved after the requisite service period be treated as a performance condition. The performance target should not be reflected in estimating the grant-date fair value of the award. Compensation cost should be recognized in the period in which it becomes probable that the performance target will be achieved and should represent the compensation cost attributable to the period(s) for which the requisite service has already been rendered.

The amendments in this Update are effective for annual periods and interim periods within those annual periods beginning after December 15, 2015. Earlier adoption is permitted.

In August 2014, the FASB issued the FASB Accounting Standards Update No. 2014-15 *"Presentation of Financial Statements—Going Concern (Subtopic 205-40): Disclosure of Uncertainties about an Entity's Ability to Continue as a Going Concern ("ASU 2014-15").*

In connection with preparing financial statements for each annual and interim reporting period, an entity's management should evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the entity's ability to continue as a going concern within one year after the date that the *financial statements are issued* (or within one year after the date that the *financial statements are available to be issued* when applicable). Management's evaluation should be based on relevant conditions and events that are known and reasonably knowable at the date that the *financial statements are issued* (or at the date that the *financial statements are available to be issued* when applicable). Substantial doubt about an entity's ability to continue as a going concern exists when relevant conditions and events, considered in the aggregate, indicate that it is probable that the entity will be unable to meet its obligations as they become due within one year after the date that the financial statements are issued (or available to be issued). The term *probable* is used consistently with its use in Topic 450, Contingencies.

When management identifies conditions or events that raise substantial doubt about an entity's ability to continue as a going concern, management should consider whether its plans that are intended to mitigate those relevant conditions or events will alleviate the substantial doubt. The mitigating effect of management's plans should be considered only to the extent that (1) it is probable that the plans will be effectively implemented and, if so, (2) it is probable that the plans will mitigate the conditions or events that raise substantial doubt about the entity's ability to continue as a going concern.

If conditions or events raise substantial doubt about an entity's ability to continue as a going concern, but the substantial doubt is alleviated as a result of consideration of management's plans, the entity should disclose information that enables users of the financial statements to understand all of the following (or refer to similar information disclosed elsewhere in the footnotes):

a. Principal conditions or events that raised substantial doubt about the entity's ability to continue as a going concern (before consideration of management's plans)
b. Management's evaluation of the significance of those conditions or events in relation to the entity's ability to meet its obligations
c. Management's plans that alleviated substantial doubt about the entity's ability to continue as a going concern.

If conditions or events raise substantial doubt about an entity's ability to continue as a going concern, and substantial doubt is not alleviated after consideration of management's plans, an entity should include a statement in the footnotes indicating that there is *substantial doubt about the entity's ability to continue as a going concern* within one year after the date that the financial statements are issued (or available to be issued). Additionally, the entity should disclose information that enables users of the financial statements to understand all of the following:

a. Principal conditions or events that raise substantial doubt about the entity's ability to continue as a going concern
b. Management's evaluation of the significance of those conditions or events in relation to the entity's ability to meet its obligations
c. Management's plans that are intended to mitigate the conditions or events that raise substantial doubt about the entity's ability to continue as a going concern.

The amendments in this Update are effective for the annual period ending after December 15, 2016, and for annual periods and interim periods thereafter. Early application is permitted.

In November 2014, the FASB issued the FASB Accounting Standards Update No. 2014-16 " Derivatives and Hedging (Topic 815) : Determining Whether the Host Contract in a Hybrid Financial Instrument Issued in the Form of a Share Is More Akin to Debt or to Equity" ("ASU 2014-16").

The amendments in ASU No. 2014-16 clarify that an entity must take into account all relevant terms and features when reviewing the nature of the host contract. Additionally, the amendments state that no one term or feature would define the host contract's economic characteristics and risks. Instead, the economic characteristics and risks of the hybrid financial instrument as a whole would determine the nature of the host contract.

The amendments in this Update are effective for public business entities for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2015. Early adoption, including adoption in an interim period, is permitted.

In January 2015, the FASB issued the FASB Accounting Standards Update No. 2015-01 " Income Statement—Extraordinary and Unusual Items (Subtopic 225-20) : Simplifying Income Statement Presentation by Eliminating the Concept of Extraordinary Items" ("ASU 2015-01").

This Update eliminates from GAAP the concept of extraordinary items and the requirements in Subtopic 225-20 for reporting entities to separately classify, present, and disclose extraordinary events and transactions.

The amendments in this Update are effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2015. Early adoption is permitted provided that the guidance is applied from the beginning of the fiscal year of adoption.

In February 2015, the FASB issued the FASB Accounting Standards Update No. 2015-02 " Consolidation (Topic 810) - Amendments to the Consolidation Analysis" ("ASU 2015-02") to improve certain areas of consolidation guidance for reporting organizations (i.e., public, private, and not-for-profit) that are required to evaluate whether to consolidate certain legal entities such as limited partnerships, limited liability corporations, and securitization structures (e.g., collateralized debt/loan obligations).

All legal entities are subject to reevaluation under the revised consolidation model. Specifically, the amendments:

- Eliminating the presumption that a general partner should consolidate a limited partnership.
- Eliminating the indefinite deferral of FASB Statement No. 167, thereby reducing the number of Variable Interest Entity (VIE) consolidation models from four to two (including the limited partnership consolidation model).
- Clarifying when fees paid to a decision maker should be a factor to include in the consolidation of VIEs. Note: a VIE is a legal entity in which consolidation is not based on a majority of voting rights.
- Amending the guidance for assessing how related party relationships affect VIE consolidation analysis.
- Excluding certain money market funds from the consolidation guidance.

The amendments in this Update are effective for public business entities for fiscal years, and for interim periods within those fiscal years, beginning after December 15, 2015. Early adoption is permitted, including adoption in an interim period.

Management does not believe that any recently issued, but not yet effective accounting pronouncements, when adopted, will have a material effect on the accompanying financial statements.

Note 3 - Going Concern

The Company elected to adopt early application of Accounting Standards Update No. 2014-15, *"Presentation of Financial Statements—Going Concern (Subtopic 205-40): Disclosure of Uncertainties about an Entity's Ability to Continue as a Going Concern ("ASU 2014-15")* .

The Company's consolidated financial statements have been prepared assuming that it will continue as a going concern, which contemplates continuity of operations, realization of assets, and liquidation of liabilities in the normal course of business.

As reflected in the consolidated financial statements, the Company had an accumulated deficit at March 31, 2015, a net loss and net cash used in operating activities for the reporting period then ended. These factors raise substantial doubt about the Company's ability to continue as a going concern.

Prior to the Merger, the Company was seeking a suitable candidate for a business combination; however, notwithstanding the Company's cash position may not be sufficient to support the Company's daily operations. While the Company believes in the viability of its strategy and in its ability to raise additional funds, there can be no assurance to that effect. The ability of the Company to continue as a going concern is dependent on the Company's ability to execute its strategy and in its ability to raise additional funds.

The consolidated financial statements do not include any adjustments related to the recoverability and classification of recorded asset amounts or the amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

Note 4 – Prepayments and Other Current Assets

Prepayments and other current assets consisted of the following:

	March 31, 2015	March 31, 2014
Rent	$ 203,359	$ 228,131
Taxes	111,110	121,972
Insurance	115,475	127,397
Other	29,472	84,818
Total	$ 459,416	$ 562,318

Note 5 – Property and Equipment

(i) *Impairment*

The Company completed the annual impairment testing of property and equipment and determined that there was no impairment as the fair value of the property and equipment, exceeded their carrying values at March 31, 2015.

(ii) *Depreciation Expense*

Depreciation expense was $172,986 and $207,332 for the reporting period ended March 31, 2015 and 2014, respectively.

Note 6 – Related Party Transactions

Related Parties

Related parties with whom the Company had transactions are:

Related Parties	**Relationship**	**Related Party Transactions**	**Business Purpose of transactions**
Management and significant stockholder			
Trinad Capital Master Fund	Significant stockholder	Advances/Loans to the Company	Working capital
Entity controlled by significant stockholder			
Trinad Management, LLC	An entity owned and controlled by the significant stockholder	Consulting services	Consulting services
JJAT Corp.	An entity principally owned and controlled by the Executive Chairman, President and significant stockholder	Advances/Loans to the Company	Working capital
Mint Group Holdings, Ltd.	An entity owned and controlled by a non-controlling interest holder of OCHL and OCL	(i) Advances to the Company; (ii) Management Services	(i) Working capital; (ii) Management services

Reimbursement Agreement

The Company was previously a party to a Reimbursement Agreement, dated January 29, 2014 with JJAT Corp., an affiliate principally owned by an officer, director and majority stockholder of the Company, for advancing funds for expenses of JJAT Corp., totaling $195,502 for the acquisition of KoKo Parent by JJAT. Because the Company ultimately acquired KoKo Parent from JJAT as a result of the Merger, the Reimbursement Agreement was terminated, and the $195,502 was deemed to be part of the Company's acquisition costs in acquiring KoKo Parent.

Advances from Stockholders

From time to time, stockholders of the Company advance funds to the Company for working capital purposes. Those advances are unsecured, non-interest bearing and due on demand.

Notes Payable - Related Parties

Notes Payable - Trinad Capital Master Fund

On December 31, 2014, the Company entered into a Senior Convertible Promissory Note (the “Senior Note”) with Trinad Capital Master Fund (“Trinad Capital”) allowing for advances up to a maximum loan amount of $1,000,000, plus interest at the rate of six percent (6%) per annum on the unpaid principal amount of outstanding advances.

Prior to December 31, 2014, Trinad Capital advanced $700,000 to the Company in various term loans during the period between April 2, 2012 and November 30, 2014. The aggregate principal and accrued interest payable to Trinad Capital through December 31, 2014 under the prior loans was $770,151 and this amount constitutes a portion of the outstanding loan balance under the Senior Note. Upon entry into the Senior Note, each of the prior loans was cancelled. Pursuant to the terms of the Senior Note, all outstanding unpaid principal and accrued interest is due and payable on June 30, 2016 or such later date as Trinad Capital may agree to in writing unless, prior to such date, the Senior Note has been repaid in full or Trinad Capital elects to convert all or any portion of the then-outstanding loan balance into common stock of the Company in connection with the Company consummating an equity financing in excess of $5,000,000 or greater as set forth in the terms of the Senior Note .

On January 27, 2015, the Company and Trinad Capital entered into an amendment to the Senior Note, effective as of December 31, 2014, pursuant to which: (1) the term of the Senior Note was extended to June 30, 2016 and (2) the conversion price for conversion of the unpaid balance and interest outstanding in connection with an equity financing was amended to be the price per share equal to the average price per share paid by investors in the equity financing.

On February 5, 2015, the Company and Trinad Capital entered into an amendment and restatement of the Senior Note, effective as of December 31, 2014, pursuant to which the convertibility feature of the note was eliminated in its entirety.

As of March 31, 2015, $825,000 principal and $81,102 accrued interest payable was outstanding under the Senior Note.

Note Payable – JJAT

OCHL entered into a Senior Promissory Note (the “OCHL Senior Promissory Note”), dated April 28, 2014 to repay $1,376,124 of transaction expenses of the Merger to JJAT, due October 28, 2015 that accrues interest at 8% per annum, or $85,618, as of March 31, 2015. Outstanding interest payable under the OCHL Senior Promissory Note is due on the first anniversary of the note with the balance payable upon maturity of the note. On November 3, 2014, $500,000 of principal under the OCHL Senior Promissory Note was repaid pursuant to the Forbearance Agreement described below.

On October 30, 2014, the Company entered into a Forbearance Agreement (the “Forbearance Agreement”) with Mr. Bengough, Mr. Ellin, and JJAT whereby the parties agreed to forbear, pursuant to any claims relating to the Share Exchange, the Variation Agreement, the related Shareholders Agreement amongst the parties dated February 12, 2014 (the “Shareholders Agreement”), and the promissory notes (the “Notes”) and other documents entered into pursuant to the Shareholder’s Agreement during the term of the Forbearance Agreement, which is terminable by any party upon fifteen days prior written notice following a 90-day period from October 30, 2014.

Pursuant to the terms of the Forbearance Agreement, OCL made a payment to JJAT in the amount of $500,000 to be applied to the principal under the OCHL Senior Promissory Note. Following entry into the Forbearance Agreement, a total of $876,124 of principal remained outstanding under the OCHL Senior Promissory Note. Interest continues to accrue under the OCHL Senior Promissory Note.

Management Services from Trinad Management LLC

Upon consummation of the reverse merger on April 28, 2014, the Company assumed the September 23, 2011 Management Agreement (“Management Agreement”) with Trinad Management, LLC (“Trinad LLC”). Pursuant to the Management Agreement, Trinad LLC had agreed to provide certain management services to the Company through September 22, 2014, including, without limitation, the sourcing, structuring and negotiation of potential business acquisitions and customer contracts for the Company. Under the Management Agreement, the Company compensated Trinad LLC for its services with (i) a fee equal to $2,080,000, with $90,000 payable in advance of each consecutive three-month calendar period during the term of the Agreement and with $1,000,000 due at the end of the three (3) year term, and (ii) issuance of a Warrant to purchase 1,125,000 shares of the Company’s common stock at an exercise price of $0.15 per share (“Warrant”). The Warrant may be exercised in whole or in part by Trinad LLC at any time for a period of ten (10) years.

The payment of the $1,000,000 fee accrued on the books at the end of the term has been deferred. Trinad LLC continues to provide service at $30,000 per month on a month to month basis.

The Company (i)(a) recorded $30,000 per month for the $1,080,000 portion of the management services to be paid on a quarterly basis, (i)(b) accrued $27,778 per month for the $1,000,000 portion of the management services, due at the end of the three (3) year term; and (ii) recorded amortization of $2,294 per month for the fair value of the warrant portion of the management services issued on September 23, 2011 in connection with the Management Agreement, or $60,072 of management services per month in aggregate.

The management services from Trinad LLC were as follows:

	For the Period from April 28, 2014 (acquisition) through March 31, 2015
(i) (a) Management services billed or accrued on a quarterly basis	$ 330,000
(i) (b) Long-term management services due at the end of the term accrued	138,882
(ii) Amortization of the fair value of the warrant issued	11,461
	$ 480,343

Management Fee to Mint Group Holdings Ltd.

From time to time, the Company engages the Mint Group to provide management services for the Company. For the fiscal years ended March 31, 2015 and 2014 the Company was billed $128,840 and $904,785, respectively.

Advances to/from Mint Group Holdings Ltd.

From time to time, the Company provides or receives funds from Mint Group Holdings Ltd. for working capital purposes. These advances are unsecured, non-interest bearing and due on demand.

Note 7 – Note Payable

On December 31, 2014, the Company converted accounts payable of $242,498 into a Senior Promissory Note (the "Note"). The Note bears interest at 6% per annum and interest is payable on a quarterly basis commencing March 31, 2015 or the Company may elect that the amount of such interest be added to the principal sum outstanding under this Note. The payables arose in connection with professional services rendered by attorneys for the Company prior to and through December 31, 2014, and the Note had an original maturity date of December 31, 2015 which was amended to June 30, 2016.

Note 8 – Commitments and Contingencies

Operating Lease - Obar Camden Limited

On February 19, 2004 OCL entered into a non-cancellable lease for premises for a period of 25 years expiring November 27, 2028. On October 22, 2004, OCL entered into a deed of variation to the original non-cancellable lease for the premises with an annual rent of £473,000 per year plus valued added taxes for the first five (5) years and with an annual rent of £548,337 per year plus valued added taxes for the remainder of the lease, with free rent for the first fifteen (15) months of the occupancy. The lease provides for a rent review every fifth anniversary of the effective date whereby the principal rent may be increased at each such review date to the open market rent (as defined) if that is greater than the amount of the principal rent under the lease immediately before the review date. In conjunction with the signing of the deed of variation the landlord (i) provided consideration of £175,000, and (ii) contributed an additional £175,000 towards improvements upon execution of the deed of variation.

Future minimum lease payments under the non-cancelable operating lease are as follows:

Year ending March 31:	**£**	**$**
2016	£ 548,337	$ 813,436
2017	548,337	813,436
2018	548,337	813,436
2019	548,337	813,436

2020	548,337	813,436
2021 and after	4,748,749	7,044,574
	£ 7,490,434	$ 11,111,754

Deferred Rent

To induce OCL to enter into the operating lease and the deed of variation for a period of 25 years, the landlord granted free rent for the first fifteen (15) months of the occupancy and consideration/contribution of £350,000 in aggregate, which will be recognized on a straight-line basis over the duration of the initial lease term of 25 years.

Legal Proceedings

The judicial review is being brought by Obar Camden Limited. The current judicial review claim (case number CO/738/2015) was filed in the High Court by Obar Camden Limited on February 16, 2015. (Judicial review is the process by which the Courts review the exercise of statutory functions by public bodies in England and Wales). The claim is a legal challenge to the decision by the London Borough of Camden Council to grant planning permission reference 2014/2621 on January 6, 2015 for the redevelopment of the former Hope & Anchor public house as 8 residential units. This is the neighboring property to the Koko Club and the grounds of challenge relate to legal flaws in the way that the Council assessed noise and heritage impacts of the proposed development as part of its decision. The relief sought is a Court Order to quash the planning permission that has been granted. Whilst the Council is defending the claim, the applicant is playing no active role in the proceedings.

Judicial review is a two stage process, where the case is first considered by a judge on the papers to decide whether it should get permission to proceed to a substantive hearing. The Court granted permission for the claim to proceed on March 27, 2015 and a one-day hearing has been listed in the High Court on August 5, 2015.

The case has been brought because the Council has granted a planning permission for a multiple occupancy residential development adjacent to KOKO. Obar Camden believes that the Council did not properly seek to understand and consider the potential for conflict between the venue and new residents being in such close proximity to each other and without requiring adequate sound insulation measures to be in place to ensure that the parties can co-exist peacefully. The grant of the permission in its current form leaves the venue potentially vulnerable to complaints, which in turn could have adverse consequences for KOKO's premises licence. If successful, the planning permission will be quashed.

Note 9 –Equity (Deficit)

Shares Authorized

Upon formation, the total number of shares of all classes of stock which the Company is authorized to issue is Seventy Five Million (75,000,000) shares which shall be common stock, par value $.001 per share.

Common Stock

Upon consummation of the Merger on April 28, 2014, the Company issued 29,000,000 shares of its common stock to JJAT, a related party, for the acquisition of 100% of the issued and outstanding capital stock of KoKo US.

Sale of Common Stock or Equity Units

For the period between September 10, 2014 and September 17, 2014, the Company issued an aggregate of 150,000 shares of its common stock at $1.00 per share for $150,000 in cash.

On November 17 and December 19, 2014, and March 19 and March 20, 2015, the Company entered into four separate securities purchase agreements with four accredited investors, pursuant to which the Company agreed to issue an aggregate of 675,000 Units (each, a "Unit") at a purchase price per Unit of $1.00 per share for an aggregate purchase price of $675,000 with each unit consisting of one common share in the capital of the Company (each, a "Share") and one warrant to purchase a share of Company common stock exercisable for a period of four (4) years from the date of original issuance at an exercise price of $0.01 per share (each, a "Warrant"), $338,850 ($0.50 per common share) and $336,150 ($0.50 per warrant share) were allocated as the relative fair value of the common stock and warrants, respectively.

Issuance of Common Stock to Parties Other Than Employees for Acquiring Goods or Services

Advisory Board Agreements

Upon consummation of the Merger on April 28, 2014, the Company assumed the Advisory Board Agreements entered into by Loton prior to the Merger with seven (7) individuals. Pursuant to the Advisory Board Agreements, the Advisory Board members agreed to provide advisory service to the Board and officers of the Company on various business matters for one (1) year in exchange for 100,000 shares each or 700,000 shares in the aggregate of restricted common stock of the Company. The restricted stock will vest after one (1) year, and is subject to a lock-up period of one (1) year after vesting. For the fiscal year ended March 31, 2015, 341,667 common shares, valued at $1.00 per share, or $341,667, were earned and recorded as consulting fees relating to these agreements.

During the period ended March 31, 2015, the Company entered into Advisory Board Agreements with nine (9) additional individuals. Pursuant to the Advisory Board Agreements, these additional Advisory Board Members agreed to provide advisory service to the Board and officers of the Company on various business matters for one (1) year in exchange for 875,000 shares in the aggregate of restricted common stock of the Company. The restricted stock will vest after one (1) year, and is subject to a lock-up period of one (1) year after vesting.

For the period ended December 31, 2014, 237,500 common shares, valued at $1.00 per share, which was the most recent Private Placement Memorandum ("PPM") price on quarter end dates, or $237,500, were earned and recorded as consulting fees.

For the quarter ended March 31, 2015, 66,667 common shares, valued at $0.50 per share, which was the most recent PPM price on quarter end date, or $33,333, were earned and recorded as consulting fees.

Authorization of Stock Grants to Consultants/Professionals

Upon consummation of the Merger on April 28, 2014, the Company assumed eight (8) Consulting Services Agreements ("2014 Consulting Agreements") entered into by Loton prior to the Merger with eight (8) consultants. Pursuant to the Consulting Agreements, the Company agreed to issue a total of 315,000 shares of the Company's restricted common stock to the consultants for services to be performed for one (1) year. These shares will vest in two (2) years, and are subject to a lock-up period of two (2) years after vesting. These restricted shares were valued at $1.00 per share or $315,000 on the date of grant and are being amortized over the service period. For the fiscal year ended March 31, 2015, the Company recognized $201,667 as consulting fees relating to these agreements.

During the period ended March 31, 2015, the Company entered into seven (7) Consulting Services Agreements with five (5) additional individuals. Pursuant to the Consulting Agreements, the Company agreed to issue a total of 370,000 shares of the Company's restricted common stock to the consultants for services to be performed for one (1) year. These shares will vest in two (2) years, and are subject to a lock-up period of two (2) years after vesting.

For the period ended December 31, 2014, 56,667 common shares, valued at $1.00 per share, which was the most recent PPM price on quarter end dates, or $56,667, were earned and recorded as consulting fees.

For the quarter ended March 31, 2015, 25,000 common shares, valued at $0.50 per share, which was the most recent PPM price on quarter end date, or $12,500, were earned and recorded as consulting fees.

During the fiscal year ended March 31, 2015, the Company entered into a capital markets advisory and placement agent agreement with Merriman Capital, Inc. (the "Agreement"). Pursuant to the Agreement, Merriman Capital agreed to provide capital markets advisory services to the Company for three months, subject to written extensions thereafter, in exchange for 10,000 shares of restricted common stock of the Company for the first three engaged months of advisory services. Merriman will receive capital market advisory fees of $5,000 in cash and $5,000 in equity-in-lieu of cash per engaged month thereafter, upon written confirmation of renewal. Either party may terminate the relationship at any time by providing thirty (30) calendar days written notice to the other party. For the fiscal year ended March 31, 2015, 40,000 common shares, valued at $1.00 per share, or $40,000, were earned and recorded as consulting fees relating to this Agreement.

During the fiscal year ended March 31, 2015, the Company entered into a Subscription Agreement with its legal advisors (the "Subscription Agreement"). Pursuant to the Subscription Agreement, the advisors agreed to subscribe to the purchase of 954,988 shares of the Company's common stock, at the price of $0.50 per share, in exchange for legal services previously rendered to the Company in the aggregate amount of $477,494. For the fiscal year ended March 31, 2015, 954,988 common shares, valued at $0.50 per share, or $477,494, were earned and recorded as a reduction in accounts payable relating to this Agreement.

Warrants

Assumed Warrants Issued in September 2011 by Loton, Corp

Upon consummation of the Merger on April 28, 2014, the Company assumed the September 23, 2011warrant issued to Trinad LLC, pursuant to the Management Agreement, to purchase 1,125,000 shares of the Company's common stock at an exercise price of $0.15 per share expiring ten (10) years from the date of original issuance.

November and December 2014 and March 2015 Issuances

On November 17 and December 19, 2014, and March 19 and March 20, 2015, the Company issued four warrants to purchase an aggregate of 675,000 shares with an exercise price of $0.01 per share expiring four years from the date of issuance as part of the sale of equity units.

The Company estimated the fair value of the warrants on the date of grant using the Black-Scholes option-pricing model with the following weighted-average assumptions:

Expected life (year)	4
Expected volatility (*)	37.67% - 38.20%
Expected annual rate of quarterly dividends	0.00%
Risk-free rate(s)	1.21% - 1.40%

* As a thinly traded public entity it is not practicable for the Company to estimate the expected volatility of its share price. The Company selected three (3) comparable public companies listed on NYSE MKT and NASDAQ Capital Market within live entertainment industry which the Company engages in to calculate the expected volatility. The Company calculated those three (3) comparable companies' historical volatility over the expected life of the options or warrants and averaged them as its expected volatility .

The estimated relative fair value of the warrants was $0.50 per warrant share or $336,150, at the date of issuance using the Black-Scholes Option Pricing Model.

On December 1, 2014, the Company issued warrants to purchase 2,625,000 shares of the Company's common stock at an exercise price of $0.01 per share to eight investors who had previously purchased shares of the Company's common stock for $1.00 per share. The warrants expire four (4) years from the date of issuance. As the consideration for these warrants, the investors (each, a "Holder") agreed to release the Company and its principals from any and all claims relating to the Holder's present or prior investments in the Company and from any other claim, existing on or prior to the warrant's date of original issuance.

The Company estimated the fair value of the warrants on the date of grant using the Black-Scholes option-pricing model with the following weighted-average assumptions:

Expected life (year)	4
Expected volatility (*)	38.15%
Expected annual rate of quarterly dividends	0.00%
Risk-free rate(s)	1.21%

* As a thinly traded public entity it is not practicable for the Company to estimate the expected volatility of its share price. The Company selected three (3) comparable public companies listed on NYSE MKT and NASDAQ Capital Market within live entertainment industry which the Company engages in to calculate the expected volatility. The Company calculated those three (3) comparable companies' historical volatility over the expected life of the options or warrants and averaged them as its expected volatility .

The estimated fair value of the warrants was $0.9905 per warrant share or $2,600,080, at the date of issuance using the Black-Scholes Option Pricing Model, which was recorded as settlement cost of potential claims in the consolidated statements of operations.

Summary of Warrant Activities

The table below summarizes the Company's warrant activities:

	Number of Warrant Shares	Exercise Price Range Per Share	Weighted Average Exercise Price	Fair Value at Date of Issuance	Aggregate Intrinsic Value
Balance, March 31, 2014	1,125,000	$ 0.15	$ 0.15	$ 82,575	$ -
Granted	3,300,000	0.01	0.01	2,936,230	-
Canceled for cashless exercise	(-)	-	-	-	-
Exercised (Cashless)	(-)	-	-	-	-
Exercised	(2,950,000)	0.01	0.01	(2,761,930)	-
Expired	-	-	-	-	-
Balance, March 31, 2015	1,475,000	$ 0.01 - 0.15	$ 0.12	$ 256,875	-

Amortized, March 31, 2015	1,475,000	0.01 - 0.15	0.12	256,875	-
Unamortized, March 31, 2015	-	$ -	$ -	$ -	-

The following table summarizes information concerning outstanding and exercisable warrants as of March 31, 2015:

		Warrants Outstanding				Warrants Exercisable			
Range of Exercise Prices		Number Outstanding	Average Remaining Contractual Life (in years)	Weighted Average Exercise Price		Number Exercisable	Average Remaining Contractual Life (in years)	Weighted Average Exercise Price	
$	0.01 - 0.15	1,475,000	5.83	$	0.12	1,475,000	5.83	$	0.12

Note 10 - Concentration of Credit Risk

Credit Risk Arising from Financial Instruments

Financial instruments that potentially subject the Company to significant concentration of credit risk consist primarily of cash and cash equivalents.

As of March 31, 2015, substantially all (96%) of the Company’s cash was held by major financial institutions in the United Kingdom and the balance at certain accounts may exceed the maximum amount insured by the Financial Services Compensation Scheme (FSCS) (£85,000 per account, per authorized institution as of December 31, 2010). However, the Company has not experienced losses on these accounts and management believes that the Company is not exposed to significant risks on such accounts.

Note 11 - Foreign Operations

Foreign Operations

The Company’s operations are primarily carried out in the United Kingdom (“UK”). Accordingly, the Company’s business, financial condition and results of operations may be influenced by the political, economic and legal environments in the UK. The Company’s business may be influenced by changes in governmental policies with respect to laws and regulations, anti-inflationary measures, currency fluctuation and remittances and methods of taxation, among other things.

Note 12 - Income Tax Provision

United States Income Tax

The Company is incorporated in the State of Nevada and is subject to the United States of America tax law.

Deferred Tax Assets

At March 31, 2015, the Company had net operating loss (“NOL”) carry-forwards for Federal income tax purposes of $1,942,041 that may be offset against future taxable income through 2035. No tax benefit has been reported with respect to these net operating loss carry-forwards in the accompanying financial statements because the Company believes that the realization of the Company’s net deferred tax assets of approximately $1,026,928, was not considered more likely than not and accordingly, the potential tax benefits of the net loss carry-forwards are fully offset by a full valuation allowance.

Deferred tax assets consist primarily of the tax effect of NOL carry-forwards. The Company has provided a full valuation allowance on the deferred tax assets because of the uncertainty regarding its realizability. The valuation allowance decreased approximately $848,423 for the fiscal year ended March 31, 2015 and increased approximately $1,230,644 for the reporting period ended April 27, 2014.

Components of deferred tax assets are as follows:

		March 31, 2015	April 27, 2014
Net deferred tax assets - Non-current:			
Expected income tax benefit from NOL carry-forwards	$	1,942,041	1,928,900
Impairment loss on notes receivable		-	(17,000)
Warrants issued for services		(3,897)	(9,360)
Warrants issued for potential claims		(884,027)	-
Less valuation allowance		(1,054,117)	(1,902,540)

Deferred tax assets, net of valuation allowance	$ -	$ -

Income Tax Provision in the Statements of Operations

A reconciliation of the federal statutory income tax rate and the effective income tax rate as a percentage of income before income taxes is as follows:

	For the Fiscal Year Ended March 31, 2015	For the Reporting Period Ended April 30, 2014
Federal statutory income tax rate	34.0%	34.0%
Change in valuation allowance on net operating loss carry-forwards	(34.0)%	(34.0)%
Effective income tax rate	0.0%	0.0%

Tax years that remain subject to examination by major tax jurisdictions

The Company's corporation income tax returns are subject to audit under the statute of limitations by the Internal Revenue Service ("IRS") and the States of California for a period of three (3) years from the date when they are filed. The table below summarizes the reporting periods for which the Company's corporation income tax returns remain subject to audit under the statute of limitations by the IRS:

Reporting Period Ending Date	Date Tax Return Filed	Remaining Subject to Audit (Y/N)
April 30, 2012	09/25/2012	Y
April 30, 2013	09/12/2013	Y
April 30, 2014	09/15/2014	Y
March 31, 2015	N/A	Y

United Kingdom Income Tax Provision

Obar Camden and OCHL are registered and operate in the United Kingdom ("UK") and are subject to UK tax law. There were no significant differences between income reported for financial reporting purposes and income reported for income tax purposes for the reporting period ended March 31, 2015 or 2014.

Income Tax Provision in the Statements of Operations

A reconciliation of the statutory income tax rate and the effective income tax rate as a percentage of income before income tax provision is as follows:

	For the fiscal year ended March 31, 2015	For the fiscal year ended March 31, 2014
Statutory income tax rate	23.0%	23.0%
Effective income tax rate	23.0%	23.0%

Corporation Income Tax Returns Remaining subject to Audit of UK Government

Generally speaking, HM Revenue & Customs (" HMRC") must normally send the Corporation a notice of enquiry within 12 months of receiving the said corporation tax return. Different deadlines may apply when:

- The Corporation files its corporation tax return late,
- The Corporation amends its return,
- The Corporation makes a claim separately from its return,
- Information the Corporation gave HMRC about its corporation tax return was deliberately misleading.

HMRC can make a discovery assessment to correct a careless error up to six (6) years after the end of the Corporation Tax accounting period; 20 years after the accounting period if the mistake was a deliberate error; or no time limit if a fraudulent error was found.

Obar Camden corporation income tax return for the fiscal year ended March 31, 2013 was filed with HMRC on December 31, 2013, which remains subject to audit under the statute of limitations by HMRC for a period of 12 months from the date of filing.

Obar Camden corporation income tax return for the fiscal year ended March 31, 2014 was filed with HMRC on December 31, 2014, which remains subject to audit under the statute of limitations by HMRC for a period of 12 months from the date of filing.

OCHL and Obar Camden corporation income tax returns for the fiscal year ended March 31, 2015 due December 31, 2015 have not yet been filed with HMRC, which remain subject to audit under the statute of limitations by HMRC for a period of 12 months from the date when it is filed.

Note 13 – Subsequent Events

The Company has evaluated all events that occurred after the balance sheet date through the date when the financial statements were issued to determine if they must be reported. The management of the Company determined that there were certain reportable subsequent event(s) to be disclosed as follows.

On April 8, 2015, the Company entered into a senior promissory note with Trinad Capital in the amount of $195,500. The note bears interest at the rate of eight percent (8%) per annum and all outstanding unpaid principal and accrued interest is due and payable on June 30, 2016 or such later date as Trinad Capital may agree to in writing, unless prior to such date this note has been prepaid in full. Trinad Capital made additional advances to the Company in April, May and June 2015 totaling $450,000. On July 10, 2015, the Company and Trinad Capital amended and restated the above senior promissory note from $195,500 to $645,500 to include these additional advances.

On April 28, 2015, OCL made a payment to JJAT in the amount of $90,995 to be applied to the interest under the OCHL Senior Promissory Note. On July 14, 2015, OCL made a payment to JJAT in the amount of $125,550 to be applied to the principal under the OCHL Senior Promissory Note.

Item 9. Changes in and Disagreements With Accountants on Accounting and Financial Disclosure

None.

Item 9A. Controls and Procedures

Disclosure Controls and Procedures

Our management, under the supervision of our Principal Executive Officer and Principal Financial Officer performed an evaluation of the effectiveness of our disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) as of the end of the period covered by this Annual Report on Form 10-K. Disclosure controls and procedures include, without limitation, controls and procedures designed to provide a reasonable level of assurance that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the Securities and Exchange Commission's rules and forms, and is accumulated and communicated to our management, including our principal executive and principal financial officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure. Based on that evaluation, our principal executive officer and principal financial officer concluded that, as of March 31, 2015, our disclosure controls and procedures were effective for the fiscal year ended March 31, 2015, subject to the two material weaknesses described below.

Notwithstanding the foregoing, there can be no assurance that the Company's disclosure controls and procedures will detect or uncover all failures of persons within the Company and its consolidated subsidiaries to disclose material information otherwise required to be set forth in the Company's periodic reports. There are inherent limitations to the effectiveness of any system of disclosure controls and procedures, including the possibility of human error and the circumvention or overriding of the controls and procedures. Accordingly, even effective disclosure controls and procedures can only provide reasonable, not absolute, assurance of achieving their control objectives.

Management's Report on Internal Control Over Financial Reporting

Management is responsible for establishing and maintaining adequate internal controls over financial reporting for the Company. Internal control over financial reporting is defined in Rule 13a-15(f) and 15d-15(f) promulgated under the Exchange Act as a process designed by, or under the supervision of, the Company's principal executive and principal financial officers and effected by the Company's Board of Directors, management and other personnel, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles and includes those policies and procedures that:

- Pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of the assets of the company;
- Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Internal control over financial reporting cannot provide absolute assurance of achieving financial reporting objectives because of its inherent limitations. Internal control over financial reporting is a process that involves human diligence and compliance and is subject to lapses in judgment and breakdowns resulting from human failure. Internal control over financial reporting can also be circumvented by collusion or improper management override. Because of such limitations, there is a risk that material misstatements may not be prevented or detected on a timely basis by internal control over financial reporting. However, these inherent limitations are known features of the financial reporting process. Therefore, it is possible to design into the process safeguards to reduce, though not eliminate, this risk.

We assessed the effectiveness of the Company's internal control over financial reporting as of March 31, 2015. In making this assessment, the Company's management used the criteria set forth by the Committee of Sponsoring Organizations ("COSO") of the Treadway Commission's Internal Control-Integrated Framework.

As a result of this assessment, we have determined that our internal control over financial reporting was ineffective as of March 31, 2015. We had neither the resources, nor the personnel, to provide an adequate control environment. The following two material weaknesses in our internal control over financial reporting existed at March 31, 2015:

(i) We do not have written documentation of our internal control policies and procedures. Written documentation of key internal controls over financial reporting is a requirement of Section 404 of the Sarbanes-Oxley Act which is applicable to us for the fiscal year ended March 31, 2015. Management evaluated the impact of our failure to have written documentation of our internal controls and procedures on our assessment of our disclosure controls and procedures and has concluded that the control deficiency that resulted represented a material weakness.

(ii) We do not have sufficient segregation of duties within accounting functions, which is a basic internal control. Due to our size and nature, segregation of all conflicting duties may not always be possible and may not be economically feasible. However, to the extent possible, the initiation of transactions, the custody of assets and the recording of transactions should be performed by separate individuals. Management evaluated the impact of our failure to have segregation of duties on our assessment of our disclosure controls and procedures, and concluded that the control deficiency that resulted represented a material weakness.

It should be noted that any system of controls, however well designed and operated, can provide only reasonable and not absolute assurance that the objectives of the system are met. In addition, the design of any control system is based in part upon certain assumptions about the likelihood of certain events. Because of these and other inherent limitations of control systems, there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions, regardless of how remote.

Attestation Report of the Independent Registered Public Accounting Firm

This annual report does not include an attestation report of our independent registered public accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation by our independent registered public accounting firm pursuant to Section 404(c) of the Sarbanes-Oxley Act that permits us to provide only management's report in this Annual Report.

Changes in Internal Control over Financial Reporting

There were no significant changes in the Company's internal control over financial reporting that occurred during the fiscal quarter ended March 31, 2015 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

Item 9B. Other Information

The following disclosure would have otherwise been filed on Form 8-K under the headings "Item 1.01 Entry into Material Definitive Agreement" and "Item 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant".

On April 8, 2015, the Company entered into a senior promissory note with Trinad Capital, an affiliate of the principal stockholder of the Company, in the amount of $195,500. The note bears interest at the rate of eight percent (8%) per annum and all outstanding unpaid principal and accrued interest is due and payable on June 30, 2016 or such later date as Trinad Capital may agree to in writing, unless prior to such date this note has been prepaid in full. In lieu of making interest payments in cash, the Company may from time to time elect that the amount of such interest be added to the principal sum outstanding under the note. Trinad Capital made additional advances to the Company in April, May and June 2015 totaling $450,000. On July 10, 2015, the Company and Trinad Capital amended and restated the above senior promissory note from $195,500 to $645,500 to include these additional advances and to provide that additional advances may be made by Trinad Capital if requested by the Company and if Trinad Capital decides to do so in its sole discretion so long as the total outstanding principal amount does not exceed $1,000,000 under such amended and restated senior promissory note.

PART III

Item 10. Directors, Executive Officers and Corporate Governance

The following table sets forth certain information regarding the Company's current directors and executive officers:

Name	Age	Position
Robert S. Ellin	50	Executive Chairman, President & Director
Jay Krigsman	50	Director
Barry I. Regenstein	58	Interim Chief Financial Officer
John J. Petrocelli	48	President – LiveXLive, Corp.

Robert S. Ellin has served as our Executive Chairman and President and as a director since September 9, 2011 and as our Chief Executive Officer from September 9, 2011 to April 30, 2014. He also served as our Chief Financial Officer from April 26, 2012 until September 30, 2013. Mr. Ellin has more than twenty years of investment and turnaround experience. He is Managing Director and Portfolio Manager of Trinad Capital Master Fund, Ltd. Trinad Capital Master Fund, Ltd. is our principal stockholder and a hedge fund dedicated to investing in micro-cap public companies. Mr. Ellin served as a member of the board of directors from February 2005 to September 2013, and as Executive Chairman from December 2011 to April 2013, of Mandalay Digital Group, Inc. He has also served on the Board of Governors at Cedars-Sinai Hospital in Los Angeles, California since March 2007. Prior to joining Trinad Capital Master Fund, Ltd., Mr. Ellin was the founder and President of Atlantis Equities, Inc. ("Atlantis"), a private investment company. Founded in 1990, Atlantis actively managed an investment portfolio of small capitalization public companies as well as select private company investments. Mr. Ellin played an active role in Atlantis investee companies including board representation, management selection, corporate finance and other advisory services. Through Atlantis and related companies, Mr. Ellin spearheaded investments into THQ, Inc., Grand Toys, Forward Industries, Inc. (FORD), Majesco Entertainment and iWon.com. Mr. Ellin also completed a leveraged buyout of S&S Industries, Inc. where he served as President from 1996 to 1998. The company was the largest manufacturer in the world of underwires which had strong partnerships with leading companies including Bally's, Maidenform, and Sara Lee. Prior to founding Atlantis Equities, Mr. Ellin worked in Institutional Sales at LF Rothschild and was Manager of Retail Operations at Lombard Securities. Mr. Ellin received his Bachelor of Arts degree from Pace University.

Jay Krigsman has served as our director since April 26, 2012. Mr. Krigsman has been the Executive Vice President and Asset Manager of The Krausz Companies since 1992, where he oversees the company's property management team and is responsible for developing and implementing strategic leasing programs. Prior to joining The Krausz Companies, Mr. Krigsman had the senior leasing responsibilities for Birtcher Development Co. Mr. Krigsman holds a Certified Commercial Investment Member designation from the CCIM Institute, a Sr. Certified Leasing Specialist designation from the International Council of Shopping Centers and holds a California Real Estate Broker's License. Mr. Krigsman is currently a director of Lateral Media Inc. Mr. Krigsman received a B.A. in Business Administration from the University of Maryland.

Barry I. Regenstein has served as our Interim Chief Financial Officer since October 1, 2013. Mr. Regenstein served as Command Security Corporation's President from January 2006 to March 2013, and as its Executive Vice President and Chief Operating Officer from August 2004 until December 2005, and also as its Chief Financial Officer from October 2004 to January 2013. Mr. Regenstein has over thirty years of experience including twenty-six years in operations and finance of contract services companies. Mr. Regenstein rendered consulting services for Trinad Capital, L.P., a shareholder of the Company, and its affiliates, from February 2004 until August 2004. Prior to that period, Mr. Regenstein served as a Senior Vice President and Chief Financial Officer of GlobeGround North America LLC (formerly Hudson General Corporation), an airport services company from 2001 until 2003. Mr. Regenstein also served as Vice President and Chief Financial Officer of GlobeGround North America LLC from 1997 to 2001 and was employed in various executive capacities with GlobeGround North America LLC since 1982. Prior to joining Hudson General Corporation, he was with Coopers & Lybrand in Washington, D.C. Mr. Regenstein is a Certified Public Accountant and received a B.S. in Accounting from the University of Maryland and an M.S. in Taxation from Long Island University. Mr. Regenstein has also held board seats in several public companies.

John J. Petrocelli has served as President of LiveXLive, Corp. (formerly FestreamTV, Corp.), a wholly-owned subsidiary of the Company since March 4, 2015. Mr. Petrocelli is the founder of Bulldog Digital Media, the first digital agency focused on the execution and optimization of live streamed events and content experiences with a core emphasis on live music. Previously, as CEO of incited Media, Mr. Petrocelli spearheaded the sale of the live streaming services company to AEG in 2009 to form AEG Digital Media. At AEG, Mr. Petrocelli executed services agreements to enable the live streaming of events like The Grammys, The Oscars, Coachella, Bonnaroo, Austin City Limits, Lollapalooza, Rock in Rio, American Express's Unstaged series on YouTube and VEVO, the Royal Wedding, the MTV VMA's, and the E3 conference as well as events for brands like HP, Hyundai, Oracle, Heineken, Pepsi, Coca Cola, Dell, AMD and Wrigley's.

Audit Committee and Audit Committee Financial Expert

We do not currently have an audit committee financial expert, nor do we have an audit committee. Our entire Board of Directors handles the functions that would otherwise be handled by an audit committee. We do not currently have the capital resources to pay director fees to a qualified independent expert who would be willing to serve on our Board of Directors and who would be willing to act as an audit committee financial expert.

Nominating Committee

The Board of Directors has not established a nominating committee due to our early stage of development. Our entire Board of Directors currently operates as our nominating committee. We have not adopted any procedures by which security holders may recommend nominees to our Board of Directors.

Code of Ethics

We have not adopted a Code of Business Conduct and Ethics that applies to our principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions because of the small number of persons involved in the management of the Company.

Board Leadership Structure and Role in Risk Oversight

Due to the small size and early stage of the Company, we have not adopted a formal policy on whether the Chairman and Chief Executive Officer positions should be separate or combined. Presently, the Chief Executive Officer of the Company is not the Chairman of the Board of the Company.

Our Board of Directors is primarily responsible for overseeing our risk management processes.

Compensation Committee Interlocks and Insider Participation

The Company has no compensation committee, and during the period ended March 31, 2015, its directors and officers participated in deliberations of our Board of Directors regarding officer compensation. During the period ended March 31, 2015, no executive officer of our Company (i) served as a member of the compensation committee (or other committee performing equivalent functions or, in the absence of any such committee, the entire board of directors) of another entity, one of whose executive officers served on our Company's Board of Directors, (ii) served as a director of another entity, one of whose executive officers served on our Company's Board of Directors, or (iii) served as a member of the compensation committee (or other committee performing equivalent functions or, in the absence of any such committee, the entire board of directors) of another entity, one of whose executive officers served as a director of our Company.

Item 11. Executive Compensation

Other than as set forth on the table below, no officer of the Company receives any compensation for the services they render to the Company, has received compensation in the past, and is accruing any compensation pursuant to any agreement with the Company. We currently have no formal written salary arrangement with any of our officers. We did, however, enter into an offer letter with Mr. Bengough, pursuant to which he accrued $1,333 per month as of May 1, 2014 until his termination as Chief Executive Officer on September 23, 2014. Our executive officers may receive a salary or other compensation for services that they provide to the Company in the future, but there are not any current understandings or agreements regarding compensation our management will receive after a business combination. No retirement, pension, profit sharing, stock option or insurance programs or other similar programs have been adopted by the Company for the benefit of the Company's employees.

SUMMARY COMPENSATION TABLE

The following table sets forth information concerning the total compensation paid during our fiscal years ended March 31, 2015 and 2014, for our Executive Chairman and President, Interim Chief Financial Officer, Former Chief Executive Officer and President of LXL. We have no other executive officers or individuals who are former executive officers of the Company.

Position	Fiscal Year Ended	Salary ($)	Bonus ($)	Stock ($)	All Other ($)	Total ($)
Robert S. Ellin (1)	March 31, 2015	—	—	—	—	—
Executive Chairman and President	March 31, 2014	—	—	—	—	—
Barry I. Regenstein (2)	March 31, 2015	137,500	—	30,000	—	137,500
Interim Chief Financial Officer	March 31, 2014	112,500	—	50,000	12,500	175,000
Oliver Bengough (3)	March 31, 2015	—	—	—	—	—
Former Chief Executive Officer	March 31, 2014	—	—	—	—	—
John J. Petrocelli (4)	March 31, 2015	7,448	—	—	34,500	41,948
President – LiveXLive, Corp.	March 31, 2014	—	—	—	—	—

(1) Mr. Ellin served as our Chief Executive Officer from September 9, 2011 to April 30, 2014. We are currently a party to a Management Agreement, dated September 23, 2011 with Trinad Management, LLC, the manager of Trinad Capital Master Fund, Ltd. which is one of our principal stockholders. Mr. Ellin is the managing director of and portfolio manager for Trinad Management, LLC. Pursuant to the terms of the Management Agreement, Trinad Management, LLC provides certain management services, including, without limitation, relating to the sourcing, structuring and negotiation of a potential business combination involving the Company, for (i) a fee equal to $2,080,000, with $90,000 payable in advance of each consecutive three-month period during the term of the Agreement and with $1,000,000 due at the end of the 3 year term unless the Management Agreement is otherwise terminated earlier in accordance with its terms, and (ii) issuance of a warrant to purchase 1,125,000 shares of the Company's common stock at an exercise price of $0.15 per share. The warrant may be exercised in whole or in part by Trinad Management, LLC at any time for a period of ten (10) years.

(2) Mr. Regenstein commenced employment with the Company on October 1, 2013 and received a grant of 100,000 shares of the Company's restricted stock as a member of and for service on the Company's Advisory Board which commenced on October 1, 2013. Mr. Regenstein deferred $12,500 of compensation from the month of January 2014 which was paid in December 2014.

(3) Mr. Bengough served as our former Chief Executive Officer and as a director of the Company from May 1, 2014 to September 23, 2014.

(4) Mr. Petrocelli commenced employment with LiveXLive, Corp. ("LXL")(formerly FestreamTV, Corp.), a wholly-owned subsidiary of the Company on March 4, 2015 and received a grant of 500,000 shares of the Company's restricted stock subject to a vesting schedule (see below). Prior to his employment with LXL, Mr. Petrocelli received other compensation for consulting services provided on a month to month basis since October 15, 2014 and subsequently in accordance with a consulting services agreement entered into with the Company on December 15, 2014 in the aggregate amount of $34,500.

Employment Agreements

John J. Petrocelli

The Company is a party to an employment agreement with Mr. Petrocelli, which provides for his services as President of LXL until March 4, 2017. During the term of the employment agreement, Mr. Petrocelli will receive a monthly salary of $7,500 per month (the "Salary"), provided that, upon the Company successfully entering into a festival streaming rights agreements with a major music festival or content experience series having a term of three (3) or more years, the Salary will be increased $5,000 per month; provided further, that upon the Company entering into five (5) festival streaming rights or content experience series agreements having a term of three (3) or more years, the Salary will be increased to an aggregate Salary amount equal to $250,000 for the calendar year. Mr. During the term of the agreement, Mr. Petrocelli shall be entitled, at the discretion of the Board of Directors, to receive an annual incentive bonus in an amount up to 100% of the Salary received by Mr. Petrocelli for such calendar year.

If the Company terminates Mr. Petrocelli without cause, Mr. Petrocelli is entitled to a lump sum severance payment in an amount of Salary that Mr. Petrocelli would have earned had Mr. Petrocelli remained employed with the Company for the greater of one (1) year or the expiration of the term of the employment agreement and all outstanding restricted stock which have not vested as of the date of termination become fully vested.

Outstanding Equity Awards at March 31, 2015

Our named executive officers held no outstanding options. Mr. Regenstein received a grant of 100,000 shares of the Company's restricted stock as a member of and for service on the Company's Advisory Board which commenced on October 1, 2013. The shares vest on the one year anniversary of his Advisory Board Consulting Agreement or October 1, 2014. The market value of the shares is $100,000. Mr. Petrocelli received a grant of 500,000 shares of the Company's restricted stock which shall vest: (i) one third (1/3) upon the Company successfully entering into a festival streaming rights agreement with a major music festival having a term of three (3) or more years; (ii) one third (1/3) upon the Company entering into four (4) additional festival streaming rights agreements following the occurrence of sub-clause (i) hereof, and (iii) one third (1/3) upon the earlier to occur of (a) the Company entering into fifteen (15) total festival streaming agreements and (b) two (2) years following the effective date of the restricted stock agreement or March 4, 2017. The Company accounts for its stock based compensation under the fair value recognition provisions of Section 718-10-30 of the FASB Accounting Standards Codification. See "Stock-Based Compensation for Obtaining Employee Services," above.

Director Compensation

There was no compensation paid to our current directors during the fiscal year ended March 31, 2015.

Non-employee director compensation for a new director is determined on an ad hoc basis by the existing members of the board of directors at the time a director is elected.

Narrative Disclosure of Compensation Policies and Practices as They Relate to the Company's Risk Management

We believe that our compensation policies and practices for all employees, including executive officers, do not create risks that are reasonably likely to have a material adverse effect on us.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

The Company has one class of its stock outstanding, its common stock. The following table sets forth certain information as of June 26, 2015, with respect to the beneficial ownership of our common stock for (i) all persons known to us to be beneficial owners of more than 5% of our outstanding common stock; (ii) each director and executive officer of the Company, and (iii) all of our officers and directors as a group. Each of the persons in the table below has sole voting power and sole dispositive power as to all of the shares shown as beneficially owned by them, except as otherwise indicated.

Name and address of beneficial owner	Number of Shares Beneficially Owned(1)	Percent of Outstanding Shares(1)
Certain Beneficial Owners and Named Executive Officers		
Robert S. Ellin (2)(3)	34,025,000	74.37%
Sandor Capital Master Fund (4)	4,000,000	8.96%
Barry I. Regenstein (5)	100,000	0.22%
*Directors and Director Nominees**		
Jay Krigsman (6)	336,784	0.75%
John J. Petrocelli (7)	500,000	1.11%
All officers and directors as a group (4 persons)	35,193,432	75.32%

*Information with respect to our common shares that are owned by Mr. Ellin, who is also a member of our Board, is set forth above in this table under the heading "Certain Beneficial Owners and Named Executive Officers."

(1) For the purposes of this table, a person is deemed to have "beneficial ownership" of any shares of capital stock that such person has the right to acquire within 60 days of June 26, 2015 and in accordance with SEC rules are deemed to be issued and outstanding and have been outstanding in calculating the percentage ownership of those individuals. Except as noted in the preceding sentence, all percentages for common stock are calculated based upon a total of 44,934,988 shares outstanding as of June 26, 2015.

(2) 3,900,000 shares of the Company are owned by Trinad Capital Master Fund, Ltd. Robert Ellin is the portfolio manager of Trinad Capital Master Fund, Ltd. and is deemed to have voting and dispositive power over such shares. Trinad Management, LLC owns warrants to purchase 1,125,000 shares of common stock of the Company issuable upon the exercise of a 10 year warrant. The warrant may be exercised in whole or in part at an exercise price of $0.15 per share. Robert Ellin is the managing member of Trinad Management, LLC and is deemed to have voting and dispositive power over such shares. 29,000,000 shares of common stock are owned by JJAT Corp., an entity owned by Mr. Ellin, pursuant to the Merger Agreement, and Mr. Ellin is deemed to have voting and dispositive power over such shares. Accordingly, securities owned by these entities may be regarded as being beneficially owned by Mr. Ellin. Mr. Ellin disclaims beneficial ownership in the shares held by Trinad Management, and Trinad Capital Master Fund. The address for Mr. Ellin, JJAT Corp. Trinad Management and Trinad Capital Master Fund is 269 South Beverly Drive, Suite #1450, Beverly Hills, CA 90212. See " *Certain Relationships and Related Transactions, and Director Independence - Management Agreement* ."

(3) Does not include 231,648 shares held in family trusts as to which Mr. Ellin does not exercise voting dispositive power.

(4) John Lemak is the principal of Sandor Capital Master Fund, and its address is 2828 Routh St., Ste. 500, Dallas TX 75201.

(5) Includes 100,000 shares of restricted common stock of the Company, issued to Mr. Regenstein on October 1, 2013 for services as an Advisory Board member of the Company. The shares vested on the first anniversary of the date of the grant and are subject to a one-year restriction on transfer following the vesting date.

(6) Includes 100,000 shares of restricted common stock of the Company, issued to Mr. Krigsman on January 29, 2013 for services as a director to the Company. The shares vested on the first anniversary of the date of the grant and are subject to a two-year restriction on transfer following the vesting date.

(7) Includes 500,000 shares of restricted common stock of the Company granted to Mr. Petrocelli pursuant to his employment agreement dated March 4, 2015.

Director Independence

Our Board of Directors has determined that Jay Krigsman would qualify as "independent" as that term is defined by Nasdaq Listing Rule 5605(a)(2). Further, although we do not presently have established separately designated audit, nominating or compensation board committees, Mr. Krigsman would qualify as "independent" under Nasdaq Listing Rules applicable to such board committees. Mr. Ellin would not qualify as "independent" under Nasdaq Listing Rules applicable to the Board of Directors generally or to separately designated board committees because Mr. Ellin currently serves as our Executive Chairman and President.

Item 13. Certain Relationships and Related Transactions, and Director Independence

The Company presently is provided office space by its principal stockholder, Trinad Capital Master Fund, Ltd. at no cost. During the fiscal year ended March 31, 2015, the Company sub-leased office space from Trinad Management LLC from October 1, 2014 to January 8, 2015 for an aggregate rental of $24,500. Robert Ellin, the Company's Executive Chairman, Director and controlling shareholder, is the Managing Director of Trinad Capital Master Fund, Ltd. and Trinad Management. The Company is seeking out new office space in the Los Angeles area.

Reimbursement Agreement

The Company was previously a party to a Reimbursement Agreement, dated January 29, 2014 with JJAT Corp., an affiliate principally owned by an officer, director and majority stockholder of the Company, for advancing funds for expenses of JJAT Corp., totaling $195,502 for the acquisition of KoKo Parent by JJAT. Because the Company ultimately acquired KoKo Parent from JJAT as a result of the Merger, the Reimbursement Agreement was terminated, and the $195,502 was deemed to be part of the Company's acquisition costs in acquiring KoKo Parent.

Management Agreement

On September 23, 2011, the Company entered into a Management Agreement with Trinad Management, LLC (the "Management Agreement"). Pursuant to the Management Agreement, Trinad Management has agreed to provide certain management services to the Company for a period of three (3) years, including without limitation the sourcing, structuring and negotiation of a potential business combination transaction involving the Company. Under the Management Agreement the Company will compensate Trinad Management for its services with (i) a fee equal to $2,080,000, with $90,000 payable in advance of each consecutive three-month period during the term of the Agreement and with $1,000,000 due at the end of the 3 year term unless the Management Agreement is otherwise terminated earlier in accordance with its terms, and (ii) issuance of a warrant to purchase 1,125,000 shares of the Company's common stock at an exercise price of $0.15 per share. The warrant may be exercised in whole or in part by Trinad Management at any time for a period of ten (10) years from the date of the Management Agreement.

The payment of the $1,000,000 fee accrued on the books at the end of the term has been deferred. Trinad LLC continues to provide service at $30,000 per month on a month to month basis.

Management Fee to Mint Group Holdings Ltd.

From time to time, the Company engages the Mint Group to provide management services for the Company. For the fiscal years ended March 31, 2015 and 2014 the Company was billed $128,840 and $904,785, respectively.

Due from Related Parties

In connection with the acquisition of OCHL, OCHL advanced $367,017 to JJAT for working capital purposes and Mint Group Holdings Ltd. advanced $7,195 to OCHL for working capital purposes.

Senior Note Payable

On December 31, 2014, the Company entered into a Senior Convertible Promissory Note (the "Senior Note") with Trinad Capital Master Fund ("Trinad Capital") allowing for advances up to a maximum loan amount of $1,000,000, plus interest at the rate of six percent (6%) per annum on the unpaid principal amount of outstanding advances.

Prior to December 31, 2014, Trinad Capital advanced $700,000 to the Company in various term loans during the period between April 2, 2012 and November 30, 2014. The aggregate principal and accrued interest payable to Trinad Capital through December 31, 2014 under the prior loans was $770,151 and this amount constitutes a portion of the outstanding loan balance under the Senior Note. Upon entry into the Senior Note, each of the prior loans was cancelled. Pursuant to the terms of the Senior Note, all outstanding unpaid principal and accrued interest is due and payable on June 30, 2016 or such later date as Trinad Capital may agree to in writing unless, prior to such date, the Senior Note has been repaid in full or Trinad Capital elects to convert all or any portion of the then-outstanding loan balance into common stock of the Company in connection with the Company consummating an equity financing in excess of $5,000,000 or greater as set forth in the terms of the Senior Note .

On January 27, 2015, the Company and Trinad Capital entered into an amendment to the Senior Note, effective as of December 31, 2014, pursuant to which: (1) the term of the Senior Note was extended to June 30, 2016 and (2) the conversion price for conversion of the unpaid balance and interest outstanding in connection with an equity financing was amended to be the price per share equal to the average price per share paid by investors in the equity financing.

On February 5, 2015, the Company and Trinad Capital entered into an amendment and restatement of the Senior Note, effective as of December 31, 2014, pursuant to which the convertibility feature of the note was eliminated in its entirety.

As of March 31, 2015, $825,000 principal and $81,102 accrued interest payable was outstanding under the Senior Note.

Promissory Notes Payable

OCHL entered into a Senior Promissory Note (the “OCHL Senior Promissory Note”), dated April 28, 2014 to repay $1,376,124 of transaction expenses of the Merger to JJAT, due October 28, 2015 that accrues interest at 8% per annum, or $85,618, as of March 31, 2015. Outstanding interest payable under the OCHL Senior Promissory Note is due on the first anniversary of the note with the balance payable upon maturity of the note. During the fiscal year ended March 31, 2015, transaction expenses of $1,376,124 were recorded as Acquisition professional costs and Notes payable-related party in the accompanying consolidated financial statements. On November 3, 2014, $500,000 of principal under the OCHL Senior Promissory Note was repaid pursuant to the Forbearance Agreement described below.

On October 30, 2014, the Company entered into a Forbearance Agreement (the “Forbearance Agreement”) with Mr. Bengough, Mr. Ellin, and JJAT whereby the parties agreed to forbear, pursuant to any claims relating to the Share Exchange, the Variation Agreement, the related Shareholders Agreement amongst the parties dated February 12, 2014 (the “Shareholders Agreement”), and the promissory notes (the “Notes”) and other documents entered into pursuant to the Shareholder’s Agreement during the term of the Forbearance Agreement, which is terminable by any party upon fifteen days prior written notice following a 90-day period from October 30, 2014.

Pursuant to the terms of the Forbearance Agreement, OCL made a payment to JJAT in the amount of $500,000 to be applied to the principal under the OCHL Senior Promissory Note. Following entry into the Forbearance Agreement, a total of $876,124 of principal remained outstanding under the OCHL Senior Promissory Note. Interest continues to accrue under the OCHL Senior Promissory Note.

On April 8, 2015, the Company entered into a senior promissory note with Trinad Capital in the amount of $195,500 (the “April 2015 Senior Note”). The April 2015 Senior Note bears interest at the rate of eight percent (8%) per annum and all outstanding unpaid principal and accrued interest is due and payable on June 30, 2016 or such later date as Trinad Capital may agree to in writing, unless prior to such date this note has been prepaid in full. In lieu of making interest payments in cash, the Company may from time to time elect that the amount of such interest be added to the principal sum outstanding under the note. Trinad Capital made additional advances to the Company in April, May and June 2015 totaling $450,000. On July 10, 2015, the Company and Trinad Capital amended and restated the above senior promissory note from $195,500 to $645,500 to include these additional advances and to provide that additional advances may be made by Trinad Capital if requested by the Company and if Trinad Capital decides to do so in its sole discretion so long as the a total outstanding principal amount does not exceed $1,000,000 under such amended and restated senior promissory note.

Item 14. Principal Accountant Fees and Services

The following table sets forth the aggregate fees billed by Li and Company, PC, our independent registered public accounting firm for audit and non-audit services rendered to the Company in our fiscal years ended March 31, 2015 and 2014. These fees are categorized as audit fees, audit-related fees, tax fees and all other fees. The nature of the services provided in each category is described following the table.

Fee Category	Fiscal Year Ended March 31, 2015	Fiscal Year Ended March 31, 2014
Audit Fees	$ 51,500	$ 38,500
Audit-Related Fees	—	—
Tax Fees	1,600	—
All Other Fees	—	2,500
	$ 53,100	$ 41,000

Audit Fees

These fees generally consist of professional services rendered for the audits of the financial statements of the Company and its internal control over financial reporting, quarterly reviews, consents, income tax provision procedures and assistance with and review of documents filed with the SEC.

Audit-Related Fees

These fees generally consist of assurance and other services related to the performance of the audit or review of the Company’s financial statements or that are traditionally performed by the independent registered public accounting firm, issuance of consents, due diligence related to acquisitions, internal control reviews, attest services that are not required by statute or regulation and consultations concerning financial accounting and reporting standards.

Tax Fees

These fees generally relate primarily to tax compliance, including review and preparation of corporate tax returns, assistance with tax audits, review of the tax treatment for certain expenses and tax due diligence relating to acquisitions. They also include fees for state and local tax planning and consultations with respect to various tax matters.

All Other Fees

These fees generally consist of reviews for compliance with various government regulations, risk management and treasury reviews and assessments and audits of various contractual arrangements.

Audit Committee Approval

The Board of Directors acts as the audit committee of the Company, and accordingly, all services are pre-approved by the Board of Directors. Our Board has determined that the services rendered by Li and Company, PC are compatible with maintaining their independence as the Company’s independent auditors.

PART IV

Item 15. Exhibits and Financial Statement Schedules

(a) Documents filed as part of this report are as follows:

(1) Financial Statements and Report of Independent Registered Public Accounting Firm

(2) Financial Statement Schedules

None required.

(3) Exhibits:

The exhibit list required by this item is incorporated by reference to the Exhibit Index included in this Annual Report.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

LOTON, CORP

Date: July 14, 2015

By: /s/Robert S. Ellin
Robert S. Ellin
Executive Chairman
(Principal Executive Officer)

Date: July 14, 2015

By: /s/Barry I. Regenstein
Barry I. Regenstein
Interim Chief Financial Officer
(Principal Financial Officer and Principal Accounting Officer)

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Signature	Title	Date
/s/ Robert S. Ellin Robert S. Ellin	Executive Chairman and Director (Principal Executive Officer)	July 14, 2015
/s/ Jay Krigsman Jay Krigsman	Director	July 14, 2015

EXHIBIT INDEX

Exhibit Number	Exhibit Description
2.1	Agreement and Plan of Merger, dated April 28, 2014, by and among the Company, Loton Acquisition Sub I, Inc. and KoKo Camden Holdings (US), Inc. (previously filed as Exhibit 2.1 to the Registrant’s Current Report on Form 8-K, filed with the SEC on April 30, 2014, and incorporated herein by reference).
3.1	Articles of Incorporation (previously filed as Exhibit 3.1 to the Registrant’s Registration Statement on Form S-1, filed with the SEC on June 1, 2010, and incorporated herein by reference).
3.2	Bylaws (previously filed as Exhibit 3.2 to the Registrant’s Registration Statement on Form S-1, filed with the SEC on June 1, 2010, and incorporated herein by reference).
3.3	Amendment to Bylaws of the Company dated April 24, 2014 (previously filed as Exhibit 3.3 to the Registrant’s Current Report on Form 8-K, filed with the SEC on April 30, 2014, and incorporated herein by reference).
4.1	Senior Promissory Note, dated April 28, 2014 between OCHL as Promisor and JJAT as Payee (previously filed as Exhibit 4.1 to the Registrant’s Current Report on Form 8-K, filed with the SEC on April 30, 2014, and incorporated herein by reference).
4.2	Promissory Note, dated April 28, 2014 between OCHL as Promisor and the Company as Payee (previously filed as Exhibit 4.2 to the Registrant’s Current Report on Form 8-K, filed with the SEC on April 30, 2014, and incorporated herein by reference).
4.3	Form of Warrant, dated September 23, 2011 issued to Trinad Management, LLC (previously filed as Exhibit 10.1 to the Registrant’s Current Report on Form 8-K, filed with the SEC on September 28, 2011, and incorporated herein by reference).
4.4	Form of Note, dated April 2, 2012, issued by Loton, Corp to Trinad Master Fund, Ltd. (previously filed as Exhibit 10.3 to the Registrant’s Annual Report on Form 10-K, filed with SEC on August 15, 2012, and incorporated herein by reference).
4.5	Form of Note, dated June 21, 2012, issued by Loton, Corp to Trinad Master Fund, Ltd. (previously filed as Exhibit 10.3 to the Registrant’s Annual Report on Form 10-K, filed with SEC on August 15, 2012, and incorporated herein by reference).
4.6	Form of Common Stock Warrant entered into on November 18, 2014 (previously filed as Exhibit 4.1 to the Registrant’s Quarterly Report on Form 10-Q, filed with the SEC on February 17, 2015, and incorporated herein by reference).
4.7	Form of Common Stock Warrant entered into on November 18, 2014 (previously filed as Exhibit 4.2 to the Registrant’s Quarterly Report on Form 10-Q, filed with the SEC on February 17, 2015, and incorporated herein by reference).
10.1	Share Purchase Agreement relating to OCHL, dated February 13, 2014 among Alex Rutherford and KoKo (Camden) Limited and certain Guarantors (previously filed as Exhibit 10.1 to the Registrant’s Current Report on Form 8-K, filed with the SEC on April 30, 2014, and incorporated herein by reference).
10.2	Share Sale Agreement relating to shares in OBAR Camden Holdings Limited, dated February 13, 2014 among Hugh Doherty and Laurence Seymour and KoKo (Camden) Limited and certain Guarantors (previously filed as Exhibit 10.2 to the Registrant’s Current Report on Form 8-K, filed with the SEC on April 30, 2014, and incorporated herein by reference).
10.3	Shareholders Agreement, dated February 12, 2014, in relation to OCHL between Oliver Bengough and KoKo (Camden) Limited and Robert Ellin and OCHL and Trinad Capital Master Fund Limited (previously filed as Exhibit 10.3 to the Registrant’s Current Report on Form 8-K, filed with the SEC on April 30, 2014, and incorporated herein by reference).
10.4	Deed of Reimbursement, dated February 2014 amongst KoKo (Camden) Limited, Alex Rutherford, Oliver Bengough, Hugh Doherty and Laurence Seymour and Mint Group Holdings Limited (previously filed as Exhibit 10.4 to the Registrant’s Current Report on Form 8-K, filed with the SEC on April 30, 2014, and incorporated herein by reference).
10.5	Deed of Subordination, dated February 2014 amongst Alex Rutherford, Hugh Doherty and Laurence Seymour and KoKo (Camden) Limited and Trinad Capital Master Funds, Ltd. and JJAT Corp. (previously filed as Exhibit 10.5 to the Registrant’s Current Report on Form 8-K, filed with the SEC on April 30, 2014, and incorporated herein by reference).

10.6	Variation to Shareholders Agreement, dated April 24, 2014, among Oliver Bengough, Koko (Camden) Limited, Robert Ellin, Trinad Capital Master Fund LTD, Obar Camden Holdings Limited, Obar Camden Limited, JJAT Corp. and the Company (previously filed as Exhibit 10.6 to the Registrant's Current Report on Form 8-K, filed with the SEC on April 30, 2014, and incorporated herein by reference).
10.7	Share Purchase Agreement relating to certain shares of Obar Camden Holdings Limited dated April 24, 2014 between JJAT Corp and Oliver Bengough (previously filed as Exhibit 10.7 to the Registrant's Current Report on Form 8-K, filed with the SEC on April 30, 2014, and incorporated herein by reference).
10.8	Share Charge in respect of Ordinary Shares of Obar Camden Holdings Limited, dated April 24, 2014 between Oliver Bengough and JJAT Corp. (previously filed as Exhibit 10.8 to the Registrant's Current Report on Form 8-K, filed with the SEC on April 30, 2014, and incorporated herein by reference).
10.9	Promissory Note, dated April 24, 2014 between Oliver Bengough as Promisor and KoKo (Camden) Limited as Payee (previously filed as Exhibit 10.9 to the Registrant's Current Report on Form 8-K, filed with the SEC on April 30, 2014, and incorporated herein by reference).
10.10	Promissory Note, dated April 24, 2014 between Oliver Bengough as Promisor and JJAT Corp. as payee (previously filed as Exhibit 10.10 to the Registrant's Current Report on Form 8-K, filed with the SEC on April 30, 2014, and incorporated herein by reference).
10.11	Reimbursement Agreement, effective as of January 29, 2014, between JJAT Corp. and Loton, Corp (previously filed as Exhibit 10.2 to the Registrant's Current Report on Form 8-K, filed with the SEC on March 6, 2014 and incorporated herein by reference).
10.12	Termination of Reimbursement Agreement, dated April 25, 2014 by and between JJAT Corp. and Loton, Corp (previously filed as Exhibit 10.12 to the Registrant's Current Report on Form 8-K, filed with the SEC on April 30, 2014, and incorporated herein by reference).
10.13	Contribution Agreement, dated April 24, 2014 between JJAT Corp. and KoKo (Camden) Holdings (US), Inc. (previously filed as Exhibit 10.13 to the Registrant's Current Report on Form 8-K, filed with the SEC on April 30, 2014, and incorporated herein by reference).
10.14	Form of Director Indemnification Agreement (previously filed as Exhibit 10.14 to the Registrant's Current Report on Form 8-K, filed with the SEC on April 30, 2014, and incorporated herein by reference).
10.15	Form of Securities Purchase Agreement, dated September 11 and September 20, 2012, between the Company and certain investors (previously filed as Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-Q, filed with the SEC on December 12, 2012, and incorporated herein by reference).
10.16†	Form of Restricted Stock Agreement (previously filed as Exhibit 10.4 to the Registrant's Quarterly Report on Form 10-Q, filed with the SEC on March 21, 2013, and incorporated herein by reference).
10.17†	Form of Advisory Board Agreement (previously filed as Exhibit 10.5 to the Registrant's Quarterly Report on Form 10-Q, filed with the SEC on March 21, 2013, and incorporated herein by reference).
10.18†	Form of Consulting Agreement (previously filed as Exhibit 10.6 to the Registrant's Quarterly Report on Form 10-Q, filed with the SEC on March 21, 2013, and incorporated herein by reference).
10.19	Secured Convertible Note Purchase Agreement, dated as of March 25, 2013, between the Company and Penzance, LLC, d/b/a Acheven, LLC (previously filed as Exhibit 10.12 to the Registrant's Annual Report on Form 10-K, filed with the SEC on July 29, 2013, and incorporated by reference).
10.20	Secured Convertible Note, dated as of March 25, 2013, between the Company and Penzance, LLC, d/b/a Acheven, LLC (previously filed as Exhibit 10.13 to the Registrant's Annual Report on Form 10-K, filed with the SEC on July 29, 2013, and incorporated by reference).
10.21	Security Agreement, dated as of March 25, 2013, among Penzance, LLC, Investors and the Company (previously filed as Exhibit 10.14 to the Registrant's Annual Report on Form 10-K, filed with the SEC on July 29, 2013, and incorporated by reference).

10.22	Form of Promissory Notes dated May 13, May 23, June 17 and July 3, 2013 (previously filed as Exhibit 10.1 to the Registrant's Current Report on Form 8-K, filed with the SEC on July 29, 2013, and incorporated herein by reference).
10.23	Form of Note Extension Agreement dated July 15, 2013 (previously filed as Exhibit 10.2 to the Registrant's Current Report on Form 8-K, filed with the SEC on July 29, 2013, and incorporated herein by reference).
10.24	Securities Purchase Agreement, dated August 28, 2013 between Sandor Capital Master Fund and the Company (previously filed as Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-Q, filed with the SEC on September 16, 2013, and incorporated herein by reference).
10.25†	Advisory Board Consulting Agreement, dated August 30, 2013 (previously filed as Exhibit 10.2 to the Registrant's Quarterly Report on Form 10-Q, filed with the SEC on September 16, 2013, and incorporated herein by reference).
10.26†	Employment Agreement effective as of October 1, 2013 between Barry Regenstein and Loton, Corp (previously filed as Exhibit 10.1 to the Registrant's Current Report on Form 8-K, filed with the SEC on November 6, 2013, and incorporated herein by reference).
10.27†	Advisory Board Agreement, effective as of October 1, 2013, by and between Barry Regenstein and Loton, Corp (previously filed as Exhibit 10.2 to the Registrant's Current Report on Form 8-K, filed with the SEC on November 6, 2013, and incorporated herein by reference).
10.28	Stock Purchase Agreement, dated as of September 19, 2013 (previously filed as Exhibit 10.3 to the Registrant's Quarterly Report on Form 10-Q, filed with the SEC on December 16, 2013, and incorporated herein by reference).
10.29	Stock Purchase Agreement, dated as of October 7, 2013 (previously filed as Exhibit 10.4 to the Registrant's Quarterly Report on Form 10-Q, filed with the SEC on December 16, 2013, and incorporated herein by reference).
10.30	Stock Purchase Agreement, dated as of October 8, 2013 (previously filed as Exhibit 10.5 to the Registrant's Quarterly Report on Form 10-Q, filed with the SEC on December 16, 2013, and incorporated herein by reference).
10.31	Stock Purchase Agreement, dated as of October 30, 2013 (previously filed as Exhibit 10.6 to the Registrant's Quarterly Report on Form 10-Q, filed with the SEC on December 16, 2013, and incorporated herein by reference).
10.32	Management Agreement between Loton, Corp and Trinad Management, LLC, dated September 23, 2011 (previously filed as Exhibit 10.2 to the Registrant's Current Report on Form 8-K, filed with SEC on September 28, 2011, and incorporated herein by reference).
10.33	Forbearance Agreement, dated as of October 30, 2014, between the Company, Olly Bengough, Robert Ellin and JJAT (previously filed as Exhibit 10.1 to the Registrant's Current Report on Form 8-K, filed with the SEC on November 5, 2014, and incorporated herein by reference).
10.34	Form of Warrant Agreement with investors dated December 1, 2014 (previously filed as Exhibit 10.1 to the Registrant's Current Report on Form 8-K, filed with the SEC on February 12, 2015, and incorporated herein by reference).
10.35†	Form of Consulting Services Agreement with John Petrocelli dated December 15, 2014 (previously filed as Exhibit 10.2 to the Registrant's Current Report on Form 8-K, filed with the SEC on February 12, 2015, and incorporated herein by reference).
10.36	Form of Stock Purchase Agreement entered into November 18, 2014 with an accredited investor (previously filed as Exhibit 10.3 to the Registrant's Quarterly Report on Form 10-Q, filed with the SEC on February 17, 2015, and incorporated herein by reference).
10.37	Form of Subscription Agreement entered into December 29, 2014 with a vendor (previously filed as Exhibit 10.4 to the Registrant's Quarterly Report on Form 10-Q, filed with the SEC on February 17, 2015, and incorporated herein by reference).
10.38	Form of Senior Promissory Note dated December 31, 2014 (previously filed as Exhibit 10.5 to the Registrant's Quarterly Report on Form 10-Q, filed with the SEC on February 17, 2015, and incorporated herein by reference).
10.39	Form of Senior Convertible Promissory Note dated December 31, 2014 (previously filed as Exhibit 10.6 to the Registrant's Quarterly Report on Form 10-Q, filed with the SEC on February 17, 2015, and incorporated herein by reference).

10.40	Form of Amendment to Senior Convertible Promissory Note entered into January 27, 2015 (previously filed as Exhibit 10.7 to the Registrant's Quarterly Report on Form 10-Q, filed with the SEC on February 17, 2015, and incorporated herein by reference).
10.41	Form of Amended and Restated Senior Promissory Note dated February 5, 2015 (previously filed as Exhibit 10.8 to the Registrant's Quarterly Report on Form 10-Q, filed with the SEC on February 17, 2015, and incorporated herein by reference).
10.42	Assignment Agreement entered into March 4, 2015 between FestreamTV, Corp., a wholly-owned subsidiary of the Company, and Bulldog DM, LLC (previously filed as Exhibit 10.1 to the Registrant's Current Report on Form 8-K, filed with the SEC on March 9, 2015, and incorporated herein by reference).
10.43	Employment Agreement entered into March 4, 2015 between FestreamTV, Corp., a wholly-owned subsidiary of the Company, and John Petrocelli (previously filed as Exhibit 10.2 to the Registrant's Current Report on Form 8-K, filed with the SEC on March 9, 2015, and incorporated herein by reference).
10.44*	Form of Amended and Restated Senior Promissory Note, dated as of July 10, 2015, between the Registrant and Trinad Capital Master Fund.
21*	List of Subsidiaries.*
31.1*	Certification of Principal Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act.
31.2*	Certification of Principal Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act.
32.1*	Certification of Principal Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2*	Certification of Principal Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

*Filed Herewith.
† Management contract or compensatory plan or arrangement.

Exhibit 10.44

AMENDED AND RESTATED SENIOR PROMISSORY NOTE

Up to $1,000,000

Original Issue Date: April 8, 2015
Amended and Restated: July 10, 2015
Los Angeles, CA

FOR VALUE RECEIVED, Loton, Corp, a Nevada corporation (" *Borrower* "), promises to pay to the order of Trinad Capital Master Fund, Ltd., a Cayman Island exempted company (" *Lender* "), the lesser of (i) the principal sum of One Million Dollars ($1,000,000) (the " *Maximum Advance Amount* "), or (ii) the aggregate unpaid principal amount of the Advances (as defined below) made by Lender to Borrower from time to time pursuant to the terms of this Amended and Restated Senior Promissory Note (this " *Note* "), plus interest at the applicable Note Rate (as defined in paragraph 2) on the unpaid principal amount hereof from the date of disbursement until the date such amounts are repaid by Borrower in full.

This Note amends and restates in its entirety that certain Senior Promissory Note dated April 8, 2015 (the " *Original Note* ") made payable to Lender in the original principal amount of $195,500 and evidences loans or Advances made by Lender to Borrower from time to time under the Original Note, as amended and restated by this Note. This Note does not constitute a satisfaction, release, termination, novation or discharge of the Original Note but is a modification (and, as modified, a continuation) of the Original Note.

1. **Maturity** . All outstanding unpaid principal and accrued but unpaid interest (the " *Advance Balance* ") shall be due and payable on June 30, 2016 or such later date as Lender may agree to in writing (the " *Maturity Date* ") unless, prior to such date, this Note shall have been prepaid in full pursuant to paragraph 4.

2. **Interest** .

(a) The principal sum outstanding at any time during the period from the Original Issue Date of this Note until the Maturity Date (the " *Term* ") shall bear interest at the rate of eight percent (8%) per annum (the " *Note Rate* "), but in no event more than the maximum interest rate permitted by applicable law. Interest shall be calculated daily on the basis of a 365-day year at the rate equal to the Note Rate, and shall be payable on the last business day of each calendar quarter commencing on June 30, 2015 (each, an " *Interest Payment Date* ").

(b) Prior to the Maturity Date, Borrower may from time to time in lieu of making a payment to Lender pursuant to paragraph 3 of the interest due and payable under this Note on any applicable Interest Payment Date, elect that the amount of such interest be added to the principal sum outstanding under this Note (such election, the " *PIK Election* "). Borrower shall provide written notice of the PIK Election to Lender at least five (5) days before such applicable Interest Payment Date, which notice shall state (i) the amount of interest due and payable under this Note to be added to the principal sum outstanding ("PIK Interest") and (ii) the Interest Payment Date on which the PIK Interest would otherwise be due and payable to Lender. For the avoidance of doubt, immediately after each PIK Election, the principal sum outstanding under this Note shall equal the sum of (x) the outstanding unpaid principal immediately before the PIK Election, and (y) the amount of PIK Interest subject to such PIK Election. The Lender may make a notation hereon of all PIK Interest paid pursuant to a PIK Election.

3. **Manner of Payment** . All payments under this Note shall be made by wire transfer of immediately available funds to an account designated by Lender in writing. Any payment shall be applied when received, first, to the payment of any accrued but unpaid interest and, thereafter, to reduce the principal balance of this Note. If any payment of principal or interest on this Note is due on a day which is not a Business Day, such payment shall be due on the next succeeding Business Day. As used herein, " *Business Day* " means a day other than Saturday on which banks are generally open for business in New York City.

4. **Prepayment** . Borrower may, without premium or penalty, at any time and from time to time, upon fifteen (15) days' prior written notice to Lender, prepay all or a part of the outstanding unpaid principal, together with accrued but unpaid interest thereon computed to the date of prepayment.

5. **Intentionally Omitted.**

6. **Advances** .

(a) Subject to the terms and conditions of this Note, Borrower may from time to time during the Term request that Lender advance funds to Borrower (each, an " *Advance* "), and Lender may make such Advance if it decides to do so in its sole discretion. Borrower shall request each Advance (each, an " *Advance Request* ") by written notice to Lender (each a " *Notice of Advance* ") stating the amount of the Advance Request and the proposed date of funding. For the avoidance of doubt, Lender shall not be obligated to make Advances under this Note during the Term unless it consents to do so. The Lender may make a notation hereon of each Advance made by it hereunder.

(b) Borrower shall not be entitled to make any further Advance Requests (i) on or after the Maturity Date, (ii) in the event that the aggregate principal sum outstanding, including the proposed Advance Request, equals or exceeds Maximum Advance Amount, or (iii) in the event that any representation or warranty by Borrower contained herein is untrue or incorrect as of the date of funding of any such Advance Request.

7. **Representations and Warranties** . Borrower makes the following representations, warranties and agreements in favor of Lender, which representations and warranties shall survive the execution of this Note and shall remain true, accurate and in full force and effect until all obligations of Borrower under this Note have been satisfied and paid in full:

(a) Borrower is a duly organized and validly existing corporation and in good standing under the laws of the State of Nevada, and has the power and authority to enter into and perform its obligations under this Note; and

(b) Borrower has duly executed and delivered this Note, and this Note is a legal, valid and binding obligation of Borrower, enforceable against Borrower in accordance with its terms.

8. **Covenants** . Borrower covenants and agrees that, on and after the date hereof, and until the unpaid principal amount of this Note and any other obligations of Borrower hereunder are paid and performed in full and satisfied, Borrower shall comply with each of the following covenants, unless compliance therewith shall have been waived in writing by Lender:

(a) Borrower will pay when due all its payment obligations hereunder, in the manner and at the time and place specified in this Note or otherwise by Lender in writing; and

(b) Borrower will not without the prior written consent of Lender guarantee any obligations other than in the ordinary course of business.

9. **Events of Default** . Upon written notice by the Lender and failure to cure by the Borrower within five (5) business days of receipt of such notice, the occurrence or existence of any one or more of the following shall constitute an " *Event of Default* " hereunder:

(a) Borrower fails to make any payment when due or otherwise to perform any of the material terms, covenants or provisions of any loan agreement, promissory note or other contract to which Borrower is a party; and/or

(b) Borrower fails to observe or perform any covenant, obligation, condition or agreement set forth herein.

10. **Remedies Upon an Event of Default** . Upon the occurrence and during the continuance of an Event of Default, Lender may declare by notice to Borrower the entire outstanding principal balance of this Note, together with all accrued interest thereon, immediately due and payable, without presentment, demand, protest or notice of protest of any kind, all of which are hereby expressly waived. To the extent permitted by law, Borrower shall pay Lender all out-of-pocket costs and expenses, including reasonable attorneys' fees, incurred by Lender in the collection of this Note upon any Event of Default.

11. **Obligation for Fees and Expenses** . Borrower agrees to pay immediately upon demand all costs and expenses of Lender, including reasonable attorneys' fees, (a) if after default this Note be placed in the hands of an attorney or attorneys, or other appropriate agent(s) for collection; (b) if after an Event of Default hereunder, Lender finds it necessary or desirable to secure the services or advice of one or more attorneys with regard to collection of this Note against Borrower, any guarantor or any other party liable therefor or for the protection of its rights under this Note.

12. **No Waiver** . The acceptance by Lender of any payments under this Note after the date that such payment is due shall not constitute a waiver of the right to require prompt payment when due of future or succeeding payments or to declare a default as herein provided for any failure to so pay. The acceptance by Lender of the payment of a portion of any installment at any time that such installment is in its entirety due and payable shall not cure such default and shall not constitute a waiver of Lender's rights to require full payment when due of all future or succeeding installments.

13. **Governing Law** . This Note is governed by the laws of the State of California, without regard to conflict or choice of law principles that would result in the application of any law other than the laws of the State of California.

14. **Assignment and Delegation** . Borrower shall have no right to assign its rights hereunder, or to delegate any of its obligations hereunder. Lender shall be entitled to delegate its obligations hereunder and to assign this Note in whole or in part to any person or entity without the consent of Borrower.

15. **Remedies Cumulative** . If Lender delays in exercising or fails to exercise any of its rights under this Note, that delay or failure will not constitute a waiver of any of Lender's rights or of any breach, default, or failure of condition under this Note. No waiver by Lender of any of its rights or of any breach, default or failure of a condition under this Note shall be effective unless it is stated in writing signed by Lender. All of Lender's remedies in connection with this Note or under applicable law shall be cumulative, and Lender's exercise of any one or more of those remedies will not constitute an election of remedies. Time is expressly made of the essence with respect to every provision hereof.

16. **Participation** . Borrower understands that Lender may transfer this Note, or sell or grant participation in some or all of Borrower's indebtedness outstanding under this Note. In connection with any such transaction, Lender may disclose to each prospective and actual transferee, purchaser or participant all documents and information relating to the Advances. Lender shall give Borrower notice of any such transfer, sale or grant.

17. **Notices** . Any notice, demand, consent, approval, direction, agreement or other communication (any " *Notice* ") required or permitted hereunder shall be in writing and shall be validly given and effectively served if mailed by United States mail, first class or certified mail, return receipt requested, postage prepaid, sent by or if sent by verifiable facsimile or e-mail. Any Notice shall be deemed to have been validly given and effectively served hereunder three (3) days after so mailed or on the business day the facsimile or e-mail was sent if delivered during normal business hours, or else on the next succeeding business day. Any person shall have the right to specify, from time to time, as its address or addresses for purposes of this Note, any other address or addresses upon giving three (3) days' notice thereof to each other person then entitled to receive notices or other instruments hereunder.

18. **Counterparts** . This Note may be executed in one or more counterparts, each of which shall be deemed to be an original, and all of which together comprise but a single instrument.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned have executed this Amended and Restated Senior Promissory Note as of the date first written above.

BORROWER

Loton, Corp

By: ____________________
Name: ____________________
Its: ____________________

LENDER

Trinad Capital Master Fund, Ltd.

By: ____________________
Name: ____________________
Its: ____________________

SCHEDULE

PROMISSORY NOTE

Date	Principal Amount of Advance Made or PIK Interest	Principal Amount of Advance or PIK Interest Paid or Prepaid	Unpaid Principal Amount of Note	Notation Made By
04/08/2015	$ 195,500.00		$ 195,500.00	
04/24/2015	$ 200,000.00		$ 395,500.00	
05/06/2015	$ 50,000.00		$ 445,500.00	
05/23/2015	$ 100,000.00		$ 545,500.00	
06/09/2015	$ 100,000.00		$ 645,500.00	

EXHIBIT 21

LIST OF SUBSIDIARIES OF REGISTRANT

Loton, Corp
a Nevada corporation

Subsidiaries	Jurisdiction
LiveXLive, Corp. (formerly FestreamTV, Corp.)	Delaware
KoKo (Camden) Holdings (US), Inc.	Delaware
Koko (Camden) Limited	United Kingdom
Obar (Camden) Holdings Limited (Attributable interest 50%)	United Kingdom
Obar (Camden) Limited (Attributable interest 50%)	United Kingdom

EXHIBIT 31.1

CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER

I, Robert Ellin, certify that:

1. I have reviewed this Annual Report on Form 10-K of Loton, Corp;

2. Based on my knowledge, this annual report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: July 14, 2015

By: /s/ Robert Ellin
Robert Ellin
Executive Chairman
(Principal Executive Officer)

EXHIBIT 31.2

CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER

I, Barry Regenstein, certify that:

1. I have reviewed this Annual Report on Form 10-K of Loton, Corp;

2. Based on my knowledge, this annual report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant’s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and

5. The registrant’s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the audit committee of the registrant’s board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal control over financial reporting.

Date: July 14, 2015

By: /s/ Barry Regenstein
Barry Regenstein
Interim Chief Financial Officer
(Principal Financial Officer)

EXHIBIT 32.1

Certification of Principal Executive Officer
Pursuant to U.S.C. Section 1350
As Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

Pursuant to section 906 of the Sarbanes-Oxley Act of 2002 (subsections (a) and (b) of section 1350, chapter 63 of title 18, United States Code), the undersigned officer of Loton, Corp, a Nevada corporation (the “Company”), does hereby certify, to such officer’s knowledge, that:

The Annual Report on Form 10-K for the period ending March 31, 2015 of the Company (the “Form 10-K”) fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and the information contained in the Form 10-K fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: July 14, 2015

By: /s/ Robert Ellin
Robert Ellin
Executive Chairman
(Principal Executive Officer)

EXHIBIT 32.2

Certification of Principal Financial Officer
Pursuant to U.S.C. Section 1350
As Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

Pursuant to section 906 of the Sarbanes-Oxley Act of 2002 (subsections (a) and (b) of section 1350, chapter 63 of title 18, United States Code), the undersigned officer of Loton, Corp, a Nevada corporation (the "Company"), does hereby certify, to such officer's knowledge, that:

The Annual Report on Form 10-K for the period ending March 31, 2015 of the Company (the "Form 10-K") fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and the information contained in the Form 10-K fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: July 14, 2015

By: /s/ Barry Regenstein
Barry Regenstein
Interim Chief Financial Officer
(Principal Financial Officer)