

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

TLD3 Entertainment Group

A Florida Corporation

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New York, NY 10001

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SIC 3651 & 3679

Quarterly Report For the Period Ending: June 30, 2019 (the "Reporting Period")

As of March 31, 2019, the number of shares outstanding of our Common Stock Was:

171,245,649

As of June 30, 2019 the number of shares outstanding of our Common Stock was:

171,245,649

Indicate by check mark whether the company is a shell company (as defined in Rule 405 of the Securities Act of 1933 and Rule 12b-2 of the Exchange Act of 1934):

Yes: No: (Double-click and select "Default Value" to check)

Indicate by check mark whether the company's shell status has changed since the previous reporting period:

Yes: No:

Indicate by check mark whether a Change in Control¹ of the company has occurred over this reporting period:

Yes: No:

¹ "Change in Control" shall mean any events resulting in:

(i) Any "person" (as such term is used in Sections 13(d) and 14(d) of the Exchange Act) becoming the "beneficial owner" (as defined in Rule 13d-3 of the Exchange Act), directly or indirectly, of securities of the Company representing fifty percent (50%) or more of the total voting power represented by the Company's then outstanding voting securities;

(ii) The consummation of the sale or disposition by the Company of all or substantially all of the Company's assets;

(iii) A change in the composition of the Board occurring within a two (2)-year period, as a result of which fewer than a majority of the directors are directors immediately prior to such change; or

(iv) The consummation of a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its parent) at least fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity or its parent outstanding immediately after such merger or consolidation.

1) Name of the issuer and its predecessors (if any)

In answering this item, please also provide any names used by predecessor entities in the past five years and the dates of the name changes.

Ovation Music changed to TLD3 Entertainment Group July 2018

Date and state (or jurisdiction) of incorporation (also describe any changes to incorporation since inception, if applicable) Please also include the issuer's current standing in its state of incorporation (e.g. active, default, inactive):

Florida C Corp Organized on July 31, 1997, the company is active

Has the issuer or any of its predecessors ever been in bankruptcy, receivership, or any similar proceeding in the past five years?

Yes: No:

2) Security Information

Trading symbol:	<u>TLDE</u>
Exact title and class of securities outstanding:	<u>Common Stock A</u>
CUSIP:	87256B 103
Par or stated value:	<u>\$.001</u>
Total shares authorized:	<u>1,000,000,000</u> as of date: <u>6/30/19</u>
Total shares outstanding:	<u>171,245,649</u> as of date: <u>6/30/19</u>
Number of shares in the Public Float ² :	<u>34,235,649</u> as of date: <u>6/30/19</u>
Total number of shareholders of record:	<u>196</u> as of date: <u>6/30/19</u>

Additional class of securities (if any):

Trading symbol:	<u>TLDE</u>
Exact title and class of securities outstanding:	<u>Preferred B</u>
CUSIP:	87256B 103
Par or stated value:	<u>\$.01</u>
Total shares authorized:	<u>150,000,000</u> as of date: <u>6/30/19</u>
Total shares outstanding:	<u>105,288</u> as of date: <u>6/30/19</u>

Trading symbol:	<u>TLDE</u>
Exact title and class of securities outstanding:	<u>Preferred C</u>
CUSIP:	87256B 103
Par or stated value:	<u>\$.0001</u>
Total shares authorized:	<u>149,420,000</u> as of date: <u>6/30/19</u>
Total shares outstanding:	<u>9,920,000</u> as of date: <u>6/30/19</u>

Transfer Agent

Name: Olde Monmouth Stock Transfer
Phone: (732) 872.2727
Email: transferagent@oldemonmouth.com

² "Public Float" shall mean the total number of unrestricted shares not held directly or indirectly by an officer, director, any person who is the beneficial owner of more than 10 percent of the total shares outstanding (a "control person"), or any affiliates thereof, or any immediate family members of officers, directors and control persons.

Is the Transfer Agent registered under the Exchange Act?³ Yes: No:

Describe any trading suspension orders issued by the SEC concerning the issuer or its predecessors:

None

List any stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization either currently anticipated or that occurred within the past 12 months:

TLD3 Ovation Music was acquired by Digital Legends/Take It 2 The Next Level in July of 2018.

During the reporting period a reverse split was completed on January 19, 2017 at a ratio of 200:1, this is reflected in the table of 3 A.

3) Issuance History

The goal of this section is to provide disclosure with respect to each event that resulted in any direct changes to the total shares outstanding of any class of the issuer's securities **in the past two completed fiscal years and any subsequent interim period**.

Disclosure under this item shall include, in chronological order, all offerings and issuances of securities, including debt convertible into equity securities, whether private or public, and all shares or any other securities or options to acquire such securities issued for services. Using the tabular format below, please describe these events.

A. Changes to the Number of Outstanding Shares

Check this box to indicate there were no changes to the number of outstanding shares within the past two completed fiscal years and any subsequent periods:

Number of Shares outstanding as of <u>January 1, 2017</u>	Opening Balance: Common: <u>220,795,001</u> Preferred: <u>11,025,288</u>		*Right-click the rows below and select "Insert" to add rows as needed.						
Date of Transaction	Transaction type (e.g. new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to (entities must have individual with voting / investment control disclosed).	Reason for share issuance (e.g. for cash or debt conversion) OR Nature of Services Provided (if applicable)	Restricted or Unrestricted as of this filing?	Exemption or Registration Type?
<u>1/19/17</u>	<u>Reverse Split</u>	<u>(219,690,905)</u>	<u>A</u>		<u>No</u>		<u>Reverse Split</u>	<u>Restricted</u>	<u>144</u>
<u>2/17/17</u>	<u>New Issue</u>	<u>250,000</u>	<u>A</u>	<u>\$.92</u>	<u>No</u>	<u>Raymond Smith</u>	<u>Investor</u>	<u>Restricted</u>	<u>144</u>

³ To be included in the Pink Current Information tier, the transfer agent must be registered under the Exchange Act.

<u>2/17/17</u>	<u>New Issue</u>	<u>250,000</u>	<u>A</u>	<u>\$.92</u>	<u>No</u>	<u>Pasquale Pigliese</u>	<u>Investor</u>	<u>Restricted</u>	<u>144</u>
<u>2/17/17</u>	<u>New Issue</u>	<u>125,000</u>	<u>A</u>	<u>\$.92</u>	<u>No</u>	<u>Paolo Giurato</u>	<u>Investor</u>	<u>Restricted</u>	<u>144</u>
<u>2/17/17</u>	<u>New Issue</u>	<u>125,000</u>	<u>A</u>	<u>\$.92</u>	<u>No</u>	<u>Stephanie Tuttle</u>	<u>Investor</u>	<u>Restricted</u>	<u>144</u>
<u>2/17/17</u>	<u>New Issue</u>	<u>250,000</u>	<u>A</u>	<u>\$.92</u>	<u>No</u>	<u>Dimitri Zafiris</u>	<u>Investor</u>	<u>Restricted</u>	<u>144</u>
<u>2/17/17</u>	<u>New Issue</u>	<u>850,000</u>	<u>A</u>	<u>\$.92</u>	<u>No</u>	<u>George LaFrance</u>	<u>Investor</u>	<u>Restricted</u>	<u>144</u>
<u>2/17/17</u>	<u>New Issue</u>	<u>87,500</u>	<u>A</u>	<u>\$.92</u>	<u>No</u>	<u>Vernon Mcmath</u>	<u>Investor</u>	<u>Restricted</u>	<u>144</u>
<u>2/17/17</u>	<u>New Issue</u>	<u>200,000</u>	<u>A</u>	<u>\$.92</u>	<u>No</u>	<u>Bryant Bonnema</u>	<u>Investor</u>	<u>Restricted</u>	<u>144</u>
<u>2/17/17</u>	<u>New Issue</u>	<u>375,000</u>	<u>A</u>	<u>\$.92</u>	<u>No</u>	<u>Donald Horn</u>	<u>Investor</u>	<u>Restricted</u>	<u>144</u>
<u>2/17/17</u>	<u>New Issue</u>	<u>500,000</u>	<u>A</u>	<u>\$.92</u>	<u>No</u>	<u>Stephen Barnes</u>	<u>Investor</u>	<u>Restricted</u>	<u>144</u>
<u>2/17/17</u>	<u>New Issue</u>	<u>175,000</u>	<u>A</u>	<u>\$.92</u>	<u>No</u>	<u>Thomas Barton</u>	<u>Investor</u>	<u>Restricted</u>	<u>144</u>
<u>2/17/17</u>	<u>New Issue</u>	<u>400,000</u>	<u>A</u>	<u>\$.92</u>	<u>No</u>	<u>Donald Christensen</u>	<u>Investor</u>	<u>Restricted</u>	<u>144</u>
<u>2/17/17</u>	<u>New Issue</u>	<u>500,000</u>	<u>A</u>	<u>\$.92</u>	<u>No</u>	<u>Charles Morse</u>	<u>Investor</u>	<u>Restricted</u>	<u>144</u>
<u>2/17/17</u>	<u>New Issue</u>	<u>250,000</u>	<u>A</u>	<u>\$.92</u>	<u>No</u>	<u>Scott Miller</u>	<u>Investor</u>	<u>Restricted</u>	<u>144</u>
<u>2/17/17</u>	<u>New Issue</u>	<u>62,500</u>	<u>A</u>	<u>\$.92</u>	<u>No</u>	<u>Charles Glenn</u>	<u>Investor</u>	<u>Restricted</u>	<u>144</u>
<u>2/17/17</u>	<u>New Issue</u>	<u>156,250</u>	<u>A</u>	<u>\$.92</u>	<u>No</u>	<u>Alvin Richards</u>	<u>Investor</u>	<u>Restricted</u>	<u>144</u>
<u>2/17/17</u>	<u>New Issue</u>	<u>150,000</u>	<u>A</u>	<u>\$.92</u>	<u>No</u>	<u>Brian Setzer</u>	<u>Investor</u>	<u>Restricted</u>	<u>144</u>
<u>2/17/17</u>	<u>New Issue</u>	<u>125,000</u>	<u>A</u>	<u>\$.92</u>	<u>No</u>	<u>Richard Dvorak</u>	<u>Investor</u>	<u>Restricted</u>	<u>144</u>
<u>2/17/17</u>	<u>New Issue</u>	<u>87,500</u>	<u>A</u>	<u>\$.92</u>	<u>No</u>	<u>Henry Morgan</u>	<u>Investor</u>	<u>Restricted</u>	<u>144</u>
<u>2/17/17</u>	<u>New Issue</u>	<u>500,000</u>	<u>A</u>	<u>\$.92</u>	<u>No</u>	<u>Anthony Rossi</u>	<u>Investor</u>	<u>Restricted</u>	<u>144</u>

<u>2/17/17</u>	<u>New Issue</u>	<u>250,000</u>	<u>A</u>	<u>\$.92</u>	<u>No</u>	<u>Randle Blessing</u>	<u>Investor</u>	<u>Restricted</u>	<u>144</u>
<u>2/17/17</u>	<u>New Issue</u>	<u>250,000</u>	<u>A</u>	<u>\$.92</u>	<u>No</u>	<u>Jackie Ball</u>	<u>Investor</u>	<u>Restricted</u>	<u>144</u>
<u>2/17/17</u>	<u>New Issue</u>	<u>62,500</u>	<u>A</u>	<u>\$.92</u>	<u>No</u>	<u>Chris Henschen</u>	<u>Investor</u>	<u>Restricted</u>	<u>144</u>
<u>2/17/17</u>	<u>New Issue</u>	<u>625,000</u>	<u>A</u>	<u>\$.92</u>	<u>No</u>	<u>Daniel Waldoch</u>	<u>Investor</u>	<u>Restricted</u>	<u>144</u>
<u>2/17/17</u>	<u>New Issue</u>	<u>500,000</u>	<u>A</u>	<u>\$.92</u>	<u>No</u>	<u>John Boucher</u>	<u>Investor</u>	<u>Restricted</u>	<u>144</u>
<u>2/17/17</u>	<u>New Issue</u>	<u>750,000</u>	<u>A</u>	<u>\$.92</u>	<u>No</u>	<u>Tom Loughlin</u>	<u>Investor</u>	<u>Restricted</u>	<u>144</u>
<u>2/17/17</u>	<u>New Issue</u>	<u>100,000</u>	<u>A</u>	<u>\$.92</u>	<u>No</u>	<u>Melvin Young</u>	<u>Investor</u>	<u>Restricted</u>	<u>144</u>
<u>3/22/18</u>	<u>New Issue</u>	<u>10,000,000</u>	<u>A</u>	<u>\$.10</u>	<u>No</u>	<u>Gerald Baugh</u>	<u>Management</u>	<u>Restricted</u>	<u>144</u>
<u>3/22/18</u>	<u>New Issue</u>	<u>10,000,000</u>	<u>A</u>	<u>\$.10</u>	<u>No</u>	<u>Mike Manacchio</u>	<u>Management</u>	<u>Restricted</u>	<u>144</u>
<u>3/22/18</u>	<u>New Issue</u>	<u>10,000,000</u>	<u>A</u>	<u>\$.10</u>	<u>No</u>	<u>Ivan & Carmina Masanga</u>	<u>Management</u>	<u>Restricted</u>	<u>144</u>
<u>3/22/18</u>	<u>New Issue</u>	<u>10,000,000</u>	<u>A</u>	<u>\$.10</u>	<u>No</u>	<u>Jeffrey Watson</u>	<u>Board of Director</u>	<u>Restricted</u>	<u>144</u>
<u>3/22/18</u>	<u>New Issue</u>	<u>10,000,000</u>	<u>A</u>	<u>\$.10</u>	<u>No</u>	<u>Yu Jiang</u>	<u>Investor</u>	<u>Restricted</u>	<u>144</u>
<u>3/22/18</u>	<u>New Issue</u>	<u>5,000,000</u>	<u>A</u>	<u>\$.10</u>	<u>No</u>	<u>Timothy L.O. Webb</u>	<u>Consultant</u>	<u>Restricted</u>	<u>144</u>
<u>3/22/18</u>	<u>New Issue</u>	<u>5,000,000</u>	<u>A</u>	<u>\$.10</u>	<u>No</u>	<u>MBox Electronic Technology Gayna Whitaker</u>	<u>Company Acquisition</u>	<u>Restricted</u>	<u>144</u>
<u>3/22/18</u>	<u>Share Transfer</u>	<u>105,288</u>	<u>B</u>	<u>\$.10</u>	<u>No</u>	<u>MBox Electronics American Laboratories Gayna Whitaker</u>	<u>Company Acquisition</u>	<u>Restricted</u>	<u>144</u>
<u>3/22/18</u>	<u>Share Transfer</u>	<u>9,920,000</u>	<u>C</u>	<u>\$.10</u>	<u>No</u>	<u>MBox Electronics American</u>	<u>Company Acquisition</u>	<u>Restricted</u>	<u>144</u>

						<u>Laboratories Gayna Whitaker</u>			
<u>3/22/18</u>	<u>New Issue</u>	<u>2,000,000</u>	<u>A</u>	<u>\$.10</u>	<u>No</u>	<u>Thomas L. DiStefano</u>	<u>Company buyout</u>	<u>Restricted</u>	<u>144</u>
<u>3/22/18</u>	<u>New Issue</u>	<u>50,000</u>	<u>A</u>	<u>\$.10</u>	<u>No</u>	<u>Larry Fordham</u>	<u>Investor</u>	<u>Restricted</u>	<u>144</u>
<u>3/22/18</u>	<u>New Issue</u>	<u>20,000</u>	<u>A</u>	<u>\$.10</u>	<u>No</u>	<u>William S. Butts</u>	<u>Investor</u>	<u>Restricted</u>	<u>144</u>
<u>3/22/18</u>	<u>New Issue</u>	<u>20,000</u>	<u>A</u>	<u>\$.10</u>	<u>No</u>	<u>Kenneth Siemens</u>	<u>Investor</u>	<u>Restricted</u>	<u>144</u>
<u>3/22/18</u>	<u>New Issue</u>	<u>20,000</u>	<u>A</u>	<u>\$.10</u>	<u>No</u>	<u>Aubrey Houseworth</u>	<u>Investor</u>	<u>Restricted</u>	<u>144</u>
<u>3/22/18</u>	<u>New Issue</u>	<u>25,000</u>	<u>A</u>	<u>\$.10</u>	<u>No</u>	<u>Jesse Robinson</u>	<u>Investor</u>	<u>Restricted</u>	<u>144</u>
<u>3/22/18</u>	<u>New Issue</u>	<u>20,000</u>	<u>A</u>	<u>\$.10</u>	<u>No</u>	<u>Bryant Bonnema</u>	<u>Investor</u>	<u>Restricted</u>	<u>144</u>
<u>3/28/18</u>	<u>New Issue</u>	<u>500,000</u>	<u>A</u>	<u>\$.10</u>	<u>No</u>	<u>On The Ball Consulting David Woolson</u>	<u>Investor</u>	<u>Restricted</u>	<u>144</u>
<u>4/03/18</u>	<u>New Issue</u>	<u>500,000</u>	<u>A</u>	<u>\$.30</u>	<u>No</u>	<u>Troy Levy</u>	<u>Investor</u>	<u>Restricted</u>	<u>144</u>
<u>4/25/18</u>	<u>New Issue</u>	<u>2,500,000</u>	<u>A</u>	<u>\$.11</u>	<u>No</u>	<u>Cede & Co Greg Goodwin</u>	<u>Investor</u>	<u>Unrestrict ed</u>	<u>144</u>
<u>5/09/18</u>	<u>New Issue</u>	<u>2,000,000</u>	<u>A</u>	<u>\$.30</u>	<u>No</u>	<u>Jim Grady</u>	<u>Consultant</u>	<u>Restricted</u>	<u>144</u>
<u>5/9/18</u>	<u>New Issue</u>	<u>1,000,000</u>	<u>A</u>	<u>\$.30</u>	<u>No</u>	<u>Upper Branch Co. David Scott</u>	<u>Investor</u>	<u>Unrestrict ed</u>	<u>144</u>
<u>7/2/18</u>	<u>New Issue</u>	<u>500,000</u>	<u>A</u>	<u>\$.11</u>	<u>No</u>	<u>Cede & Co Greg Goodwin</u>	<u>Investor</u>	<u>Unrestrict ed</u>	<u>144</u>
<u>7/25/18</u>	<u>New Issue</u>	<u>3,030,303</u>	<u>A</u>	<u>\$.11</u>	<u>No</u>	<u>Thomas L. DiStefano</u>	<u>Company Buyout</u>	<u>Restricted</u>	<u>144</u>
<u>7/25/18</u>	<u>New Issue</u>	<u>20,000,000</u>	<u>A</u>	<u>\$.11</u>	<u>No</u>	<u>Dennis Day</u>	<u>Buyout of Inpulze</u>	<u>Restricted</u>	<u>144</u>

<u>10/30/18</u>	<u>New Issue</u>	<u>10,000,000</u>	<u>A</u>	<u>\$.11</u>	<u>No</u>	<u>Gerald Baugh</u>	<u>Management</u>	<u>Restricted</u>	<u>144</u>
<u>10/30/18</u>	<u>Conversion</u>	<u>8,000,000</u>	<u>A</u>	<u>\$.11</u>	<u>No</u>	<u>Dennis Comer</u>	<u>Investor</u>	<u>Restricted</u>	<u>144</u>
<u>10/30/18</u>	<u>Conversion</u>	<u>8,000,000</u>	<u>A</u>	<u>\$.11</u>	<u>No</u>	<u>Delawnia Hagan</u>	<u>Investor</u>	<u>Restricted</u>	<u>144</u>
<u>10/30/18</u>	<u>Conversion</u>	<u>6,000,000</u>	<u>A</u>	<u>\$.11</u>	<u>No</u>	<u>Matthew Burton</u>	<u>Investor</u>	<u>Restricted</u>	<u>144</u>
<u>10/30/18</u>	<u>Conversion</u>	<u>500,000</u>	<u>A</u>	<u>\$.11</u>	<u>No</u>	<u>Xi Chin</u>	<u>Investor</u>	<u>Restricted</u>	<u>144</u>
<u>10/30/18</u>	<u>Conversion</u>	<u>333,334</u>	<u>A</u>	<u>\$.11</u>	<u>No</u>	<u>Srini Govindarajan</u>	<u>Investor/Contributor</u>	<u>Restricted</u>	<u>144</u>
<u>10/30/18</u>	<u>Conversion</u>	<u>333,333</u>	<u>A</u>	<u>\$.11</u>	<u>No</u>	<u>Venkat Govindarajan</u>	<u>Investor/Contributor</u>	<u>Restricted</u>	<u>144</u>
<u>10/30/18</u>	<u>Conversion</u>	<u>333,333</u>	<u>A</u>	<u>\$.11</u>	<u>No</u>	<u>Radhak Govindarajan</u>	<u>Investor/Contributor</u>	<u>Restricted</u>	<u>144</u>
<u>10/22/18</u>	<u>New Issue</u>	<u>500,000</u>	<u>A</u>	<u>\$.11</u>	<u>No</u>	<u>Paul Lovito</u>	<u>Consultant</u>	<u>Unrestricted</u>	<u>144</u>
<u>10/22/18</u>	<u>New Issue</u>	<u>500,000</u>	<u>A</u>	<u>\$.11</u>	<u>No</u>	<u>Paul Lovito</u>	<u>Consultant</u>	<u>Unrestricted</u>	<u>144</u>
<u>10/22/18</u>	<u>New Issue</u>	<u>500,000</u>	<u>A</u>	<u>\$.11</u>	<u>No</u>	<u>Paul Lovito</u>	<u>Consultant</u>	<u>Unrestricted</u>	<u>144</u>
<u>10/22/18</u>	<u>New Issue</u>	<u>500,000</u>	<u>A</u>	<u>\$.11</u>	<u>No</u>	<u>Paul Lovito</u>	<u>Consultant</u>	<u>Unrestricted</u>	<u>144</u>
<u>10/22/18</u>	<u>New Issue</u>	<u>500,000</u>	<u>A</u>	<u>\$.11</u>	<u>No</u>	<u>Paul Lovito</u>	<u>Consultant</u>	<u>Unrestricted</u>	<u>144</u>
<u>11/26/18</u>	<u>New Issue</u>	<u>500,000</u>	<u>A</u>	<u>\$.10</u>	<u>No</u>	<u>Cede & Co Greg Goodwin</u>	<u>Investor</u>	<u>Unrestricted</u>	<u>144</u>
<u>1/8/19</u>	<u>New Issue</u>	<u>2,000,000</u>	<u>A</u>	<u>\$.02</u>	<u>No</u>	<u>Jacqueline Algarin</u>	<u>Advisor Product Developer</u>	<u>Restricted</u>	<u>144</u>
<u>1/8/19</u>	<u>New Issue</u>	<u>10,000,000</u>	<u>A</u>	<u>\$.02</u>	<u>No</u>	<u>Elmer Berico</u>	<u>Software Developer</u>	<u>Restricted</u>	<u>144</u>

<u>1/8/19</u>	<u>New Issue</u>	<u>3,000,000</u>	<u>A</u>	<u>\$.02</u>	<u>No</u>	<u>Jamil Flowers Wimbeldon Enterprises</u>	<u>Advisor Product Developer</u>	<u>Restricted</u>	<u>144</u>
<u>1/8/19</u>	<u>New Issue</u>	<u>1,000,000</u>	<u>A</u>	<u>\$.02</u>	<u>No</u>	<u>Orlando Geronimo</u>	<u>Software Developer</u>	<u>Restricted</u>	<u>144</u>
<u>1/8/19</u>	<u>New Issue</u>	<u>1,000,000</u>	<u>A</u>	<u>\$.02</u>	<u>No</u>	<u>Milben Tan</u>	<u>Software Developer</u>	<u>Restricted</u>	<u>144</u>
<u>1/8/19</u>	<u>New Issue</u>	<u>100,000</u>	<u>A</u>	<u>\$.02</u>	<u>No</u>	<u>Jamie Lowe</u>	<u>Investor</u>	<u>Restricted</u>	<u>144</u>
<u>1/8/19</u>	<u>New Issue</u>	<u>500,000</u>	<u>A</u>	<u>\$.02</u>	<u>No</u>	<u>Carol Matthews</u>	<u>Investor</u>	<u>Restricted</u>	<u>144</u>
<u>1/8/19</u>	<u>New Issue</u>	<u>500,000</u>	<u>A</u>	<u>\$.02</u>	<u>No</u>	<u>Hoang Nguyen</u>	<u>Investor</u>	<u>Restricted</u>	<u>144</u>
<u>1/8/19</u>	<u>New Issue</u>	<u>800,000</u>	<u>A</u>	<u>\$.02</u>	<u>No</u>	<u>Patrick Thompson</u>	<u>Investor</u>	<u>Restricted</u>	<u>144</u>
<u>1/8/19</u>	<u>New Issue</u>	<u>5,000,000</u>	<u>A</u>	<u>\$.02</u>	<u>No</u>	<u>Srini Govindarajan</u>	<u>Software Data Base Developer</u>	<u>Restricted</u>	<u>144</u>
<u>1/8/19</u>	<u>New Issue</u>	<u>250,000</u>	<u>A</u>	<u>\$.02</u>	<u>No</u>	<u>Siddarth Govindarajan</u>	<u>Inpulze Advisor</u>	<u>Restricted</u>	<u>144</u>
<u>1/8/19</u>	<u>New Issue</u>	<u>5,000,000</u>	<u>A</u>	<u>\$.02</u>	<u>No</u>	<u>Venkatarama Govindarajan</u>	<u>Software Data Base Developer</u>	<u>Restricted</u>	<u>144</u>
<u>1/8/19</u>	<u>New Issue</u>	<u>1,000,000</u>	<u>A</u>	<u>\$.02</u>	<u>No</u>	<u>Robert Boova</u>	<u>Investor Advisor</u>	<u>Restricted</u>	<u>144</u>
<u>1/8/19</u>	<u>New Issue</u>	<u>500,000</u>	<u>A</u>	<u>\$.02</u>	<u>No</u>	<u>Wei Ai</u>	<u>Investor</u>	<u>Restricted</u>	<u>144</u>
<u>1/10/19</u>	<u>New Issue</u>	<u>500,000</u>	<u>A</u>	<u>\$.02</u>	<u>No</u>	<u>Patrick Murphy</u>	<u>Investor</u>	<u>Restricted</u>	<u>144</u>
<u>1/8/19</u>	<u>New Issue</u>	<u>10,000</u>	<u>A</u>	<u>\$.02</u>	<u>No</u>	<u>Angela Bryant</u>	<u>Investor</u>	<u>Restricted</u>	<u>144</u>
<u>1/10/19</u>	<u>New Issue</u>	<u>340,000</u>	<u>A</u>	<u>\$.02</u>	<u>No</u>	<u>Gubin Fu</u>	<u>Investor</u>	<u>Restricted</u>	<u>144</u>
<u>1/8/19</u>	<u>New Issue</u>	<u>2,000,000</u>	<u>A</u>	<u>\$.02</u>	<u>No</u>	<u>Jonathan Orose</u>	<u>Advisor</u>	<u>Restricted</u>	<u>144</u>

Shares Outstanding on <u>June 30, 2019:</u>	<u>Ending Balance:</u> Common: <u>171,245,649</u> Preferred: <u>10,025,288</u>	
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Example: A company with a fiscal year end of December 31st, in addressing this item for its quarter ended September 30, 2018, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2016 through September 30, 2018 pursuant to the tabular format above.

Use the space below to provide any additional details, including footnotes to the table above:

During the reporting period additional engineering and design work was completed on the StreamBeatz player.

During the reporting period no new shares were issued.

B. Debt Securities, Including Promissory and Convertible Notes

Use the chart and additional space below to list and describe any issuance of promissory notes, convertible notes or convertible debentures **in the past two completed fiscal years and any subsequent interim period.**

Check this box if there are no outstanding promissory, convertible notes or debt arrangements:

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder	Reason for Issuance (e.g. Loan, Services, etc.)
<u>10/7/18</u>	<u>\$4,311</u>	<u>\$4,000</u>	<u>\$311</u>	<u>10/7/19</u>	<u>Conversion at a price of 25% of average bid price</u>	<u>Jeffrey Watson</u>	<u>Loan</u>
<u>12/17/18</u>	<u>\$10,569</u>	<u>\$10,000</u>	<u>\$569</u>	<u>12/17/19</u>	<u>Conversion at a price of 25% of average bid price</u>	<u>Amy Roy</u>	<u>Loan</u>
<u>3/6/19</u>	<u>\$5,169</u>	<u>\$5,000</u>	<u>\$169</u>	<u>3/6/2020</u>	<u>Conversion at a price of 25% of average bid price</u>	<u>Ronnie McCray</u>	<u>Loan</u>
<u>4/2/19</u>	<u>\$10,260</u>	<u>10,000</u>	<u>\$260</u>	<u>4/2/2020</u>	<u>Conversion at a price of 25% of average bid price</u>	<u>Amy Roy</u>	<u>Loan</u>

Use the space below to provide any additional details, including footnotes to the table above:

During the reporting period one convertible note was issued for \$10,000.00 of new capital invested into the company for one year at 10.5%.

4) Financial Statements

A. The following financial statements were prepared in accordance with:

- U.S. GAAP
 IFRS

B. The financial statements for this reporting period were prepared by (name of individual)⁴:

Name: **Gerald Baugh**
Title: **CEO**
Relationship to Issuer: CEO of TLD3 Entertainment Group

Name: **Vic Devlaeminck**
Title: **CPA**
Relationship to Issuer: Independent accountant hired by Company

Provide the financial statements described below for the most recent fiscal year or quarter. For the initial disclosure statement (qualifying for Pink Current Information for the first time) please provide reports for the two previous fiscal years and any subsequent interim periods.

- C. Balance sheet;
- D. Statement of income;
- E. Statement of cash flows;
- F. Financial notes; and
- G. Audit letter, if audited

You may either (i) attach/append the financial statements to this disclosure statement or (ii) file the financial statements through OTCIQ as a separate report using the appropriate report name for the applicable period end. ("Annual Report," "Quarterly Report" or "Interim Report").

If you choose to publish the financial statements in a separate report as described above, you must state in the accompanying disclosure statement that such financial statements are incorporated by reference. You may reference the document(s) containing the required financial statements by indicating the document name, period end date, and the date that it was posted to OTCIQ in the field below.

Financial Information is posted in a separate document as the Quarterly Financial report for June 2019. During the reporting period the company took in capital from investors in the form of cash and issued one convertible note. The company made additional progress on the engineering and design work of the StreamBeatz player.

Financial statement information is considered current until the due date for the subsequent report (as set forth in the qualifications section above). To remain qualified for Current Information, a company must post its Annual Report within 90 days from its fiscal year-end date and Quarterly Reports within 45 days of each fiscal quarter-end date.

5) Issuer's Business, Products and Services

The purpose of this section is to provide a clear description of the issuer's current operations. In answering this item, please include the following:

- A. Summarize the issuer's business operations (If the issuer does not have current operations, state "no operations")

TLD3 is a holding company which now owns Take It 2 the Next Level and Digital Legend.

⁴ The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS by persons with sufficient financial skills.

TLD3' acquisition includes Take It 2 The Next Level Technology (www.takeit2nextlevel.com), the originating developer of a music social networking application technology which is being developed by The Company. Through this acquisition, TLD3 now owns and controls the global marketing and development rights to Streambeatz™ wireless audio streaming technology as well as Take It 2 The Next Levels' music social networking application INPULZE™.

TLD3 Entertainment will remain the parent company, with a business strategy focused on creating, developing and marketing of innovative digital based technologies. The Company plans to create and develop new products as well as acquiring complimentary businesses and technology. The Company will operate several subsidiaries and brand names. Take it 2 the Next Level Technology Inc. will now operate as a wholly owned subsidiary of TLD3 and will be the Company's primary design and marketing arm; Digital Legend will remain as a company brand name for future products.

The Company is a New York, NY based designer and marketer of signature digital platforms for music, entertainment and social media markets. The Company currently has 2 products ready for commercialization, a music social networking application INPULZE™, and a Wi-Fi music streaming player Streambeatz™.

Streambeatz™ is The Company's proprietary music streaming technology platform. Streambeatz™ is meant to provide Ultra High-Fidelity playback of new beyond CD quality music formats like FLAC and Apples' Lossless playback. The Company intends to launch Streambeatz™ as an extensible platform technology that will be presented as a stand- alone music player, integrated into streaming car audio, headphones and other emerging technologies like wearables and Internet Of Things. Streambeatz™ is a wireless mobile audio streaming technology that provides 10x the sound quality at 30% of the cost of its nearest competitors like JVC, Sony, and Beats. The First Streambeatz™ products will be launched 3rd Quarter 2019.

INPULZE™ is an innovative social-networking app for music media and content. INPULZE™ unites music discovery, music sharing and interactive chatting into an easy to use personal music network for finding new music along with new and old friends. INPULZE™ will offer music producers and artist intimate and accurate interaction with their fan base. Additionally, INPULZE™ will reward both artist and producers with market rewards based on social interaction like voting and ratings uploads. INPULZE™ seeks to be the mobile social-media for global music discovery, interaction and participant rewards, perfect for the millennial generation.

B. Describe any subsidiaries, parents, or affiliated companies, if applicable, and a description of their business contact information for the business, officers, directors, managers or control persons. Subsidiary information may be included by reference

NA

C. Describe the issuers' principal products or services, and their markets

The Company is a New York, NY based designer and marketer of signature digital platforms for music, entertainment and social media markets. The Company currently has 2 products ready for commercialization, a music social networking application INPULZE™, and a Wi-Fi music streaming player Streambeatz™.

6) Issuer's Facilities

The goal of this section is to provide a potential investor with a clear understanding of all assets, properties or facilities owned, used or leased by the issuer.

In responding to this item, please clearly describe the assets, properties or facilities of the issuer, give the location of the principal plants and other property of the issuer and describe the condition of the properties. If the issuer does not have complete ownership or control of the property (for example, if others also own the property or if there is a mortgage on the property), describe the limitations on the ownership.

If the issuer leases any assets, properties or facilities, clearly describe them as above and the terms of their leases.

Currently the company leases office space at 276 Fifth Avenue Suite 704-885, New York, NY 10001.

7) Officers, Directors, and Control Persons

The goal of this section is to provide an investor with a clear understanding of the identity of all the persons or entities that are involved in managing, controlling or advising the operations, business development and disclosure of the issuer, as well as the identity of any significant or beneficial shareholders.

Using the tabular format below, please provide information regarding any person or entity owning 5% or more of the issuer, as well as any officer, and any director of the company, regardless of the number of shares they own. **If any listed are corporate shareholders or entities, provide the name and address of the person(s) beneficially owning or controlling such corporate shareholders, or the name and contact information of an individual representing the corporation or entity in the note section.**

Name of Officer/Director and Control Person	Affiliation with Company (e.g. Officer/Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Note
<u>Gerald Baugh</u>	<u>CEO</u>	<u>North Bergen, NJ</u>	<u>20,000,000</u>	<u>Common/A</u>	<u>11.7%</u>	_____
<u>Mike Manocchio</u>	<u>CFO</u>	<u>Boca Raton, FL</u>	<u>10,000,000</u>	<u>Common/A</u>	<u>5.8%</u>	_____
<u>Jeffrey Watson</u>	<u>Director</u>	<u>Miami, FL</u>	<u>10,000,000</u>	<u>Common/A</u>	<u>5.8%</u>	_____
<u>Ivan Masanga</u>	<u>Software Developer</u>	<u>Collegeville, PA</u>	<u>10,000,000</u>	<u>Common/A</u>	<u>5.8%</u>	_____
<u>Dennis Day</u>	<u>Creative Officer</u>	Fairfax, VA	<u>20,000,000</u>	<u>Common/A</u>	<u>11.7%</u>	_____
<u>Elmer Berico</u>	<u>Software Developer</u>	King of Prussia, PA	<u>10,000,000</u>	<u>Common/A</u>	<u>5.8%</u>	

<u>Yu Jiang</u>	<u>Investor</u>	<u>Sichuan Province, China</u>	<u>10,010,000</u>	<u>Common/A</u>	<u>5.8%</u>	
<u>Gayna Whitaker</u>	<u>Founder MBox Electronics American Laboratories</u>	<u>Westchester, PA</u>	<u>105,288</u>	<u>Preferred/B</u>	<u>100%</u>	
<u>Gayna Whitaker</u>	<u>Founder MBox Electronics American Laboratories</u>	<u>Westchester, PA</u>	<u>9,920,000</u>	<u>Preferred/C</u>	<u>100%</u>	

8) Legal/Disciplinary History

A. Please identify whether any of the persons listed above have, in the past 10 years, been the subject of:

1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);

No

2. The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities;

No

3. A finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated; or

No

4. The entry of an order by a self-regulatory organization that permanently or temporarily barred, suspended, or otherwise limited such person's involvement in any type of business or securities activities.

No

B. Describe briefly any material pending legal proceedings, other than ordinary routine litigation incidental to the business, to which the issuer or any of its subsidiaries is a party or of which any of their property is the subject. Include the name of the court or agency in which the proceedings are pending, the date instituted, the principal parties thereto, a description of the factual basis alleged to underlie the proceeding and the relief sought. Include similar information as to any such proceedings known to be contemplated by governmental authorities.

None

9) Third Party Providers

Please provide the name, address, telephone number and email address of each of the following outside providers:

Securities Counsel

Name: Richard Seay
Firm: Richard Seay Attorney At Law
Address 1: 533 NE 3rd Sole Building Suite 2
Address 2: Ft. Lauderdale, FL 33301
Phone: (754) 206.4997
Email: rseay@richardseaystorney.com

Accountant or Auditor

Name: Vic Devlaeminck
Firm: Vic Devlaeminck, CPA
Address 1: 10013 Hazel Dell Avenue, Suite 317
Address 2: Vancouver, WA 98685
Phone: (503) 806.3533
Email: vic@vicdelaeminck.com

Investor Relations Consultant

Name: NA
Firm: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

Other Service Providers

Provide the name of any other service provider(s), including, counsel, advisor(s) or consultant(s) **that assisted, advised, prepared or provided information with respect to this disclosure statement**, or provided assistance or services to the issuer during the reporting period.

Name: NA
Firm: _____
Nature of Services: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

Name: _____
Firm: _____
Nature of Services: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

10) Issuer Certification

Principal Executive Officer:

The issuer shall include certifications by the chief executive officer and chief financial officer of the issuer (or any other persons with different titles but having the same responsibilities).

The certifications shall follow the format below:

I, Gerald Baugh certify that:

1. I have reviewed this quarterly statement of TLD3 Entertainment Group;
2. Based on my knowledge, this disclosure statement 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 disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

February 3, 2020 [Date]

/s/Gerald Baugh [CEO's Signature]

(Digital Signatures should appear as "/s/ [OFFICER NAME]")

Principal Financial Officer:

I, Mike Manocchio certify that:

1. I have reviewed this quarterly report of TLD3 Entertainment Group;
2. Based on my knowledge, this disclosure statement 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 disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

February 3, 2020 [Date]

/s/Mike Manocchio [CFO's Signature]

(Digital Signatures should appear as "/s/ [OFFICER NAME]")