



## Edgar Filing: FREEWILLPC COM INC - Form 8-K/A

Edward Seaga resigned from AMLH's board of directors effective August 26, 2002.

### Item 7 Financial Statements and Exhibits

#### (a) Financial statements of businesses acquired

The following auditors' report and financial statements for American Leisure, Inc. are attached as Exhibit 99.1:

- o Report of Independent Certified Public Accountants
  
  
  
  
  
  
  
  
  
  
- o Consolidated Balance Sheets as of December 31, 2001, 2000 and 1999
- o Consolidated Statements of Operations for the years ended December 31, 2001, 2000 and 1999
- o Consolidated Statements of Deficit in Stockholders' Equity for the years ended December 31, 2001, 2000 and 1999
- o Consolidated Statements of Cash Flows for the years ended December 31, 2001, 2000 and 1999
- o Notes to Financial Statements
- o Consolidated Balance Sheet as of June 30, 2002
- o Consolidated Statement of Operations for the six months ended June 30, 2002
- o Consolidated Statement of Cash flows for the six months ended June 30, 2002
- o Notes to Unaudited Financial Statements

The following auditors' report and financial statements for American Professional Management Group, Inc. are attached as Exhibit 99.2:

- o Report of Independent Certified Public Accountants
- o Balance Sheets as of December 31, 2001, 2000 and 1999
- o Statements of Operations for the years ended December 31, 2001, 2000 and 1999
- o Statements of Deficit in Stockholders' Equity for the years ended December 31, 2001, 2000 and 1999
- o Statements of Cash Flows for the years ended December 31, 2001, 2000 and 1999
- o Notes to Financial Statements
- o Balance Sheet as of June 30, 2002

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- o Statement of Operations for the six months ended June 30, 2002
- o Statement of Cash Flows for the six months ended June 30, 2002
- o Notes to Unaudited Financial Statements

The following auditors' report and financial statements for Sunstone Golf Resort, Inc. are attached as Exhibit 99.3:

- o Report of Independent Certified Public Accountants
- o Balance Sheets as of December 31, 2001 and 2000
- o Statements of Operations for the years ended December 31, 2001 and 2000
- o Statements of Deficit in Stockholders' Equity for the years ended December 31, 2001 and 2000
- o Statements of Cash Flows for the years ended December 31, 2001 and 2000
- o Notes to Financial Statements
- o Balance Sheet as of June 30, 2002
- o Statement of Operations for the six months ended June 30, 2002
- o Statement of Cash Flows for the six months ended June 30, 2002
- o Notes to Unaudited Financial Statements

The following auditors' report and financial statements for Leisureshare International Ltd are attached as Exhibit 99.4:

- o Report of the Directors
- o Statement of Directors Responsibilities
- o Auditors Report
- o Consolidated Profit and Loss Accounts for the years ended December 31, 2001 and 2000
- o Consolidated Balance Sheets as of December 31, 2001 and 2000
- o Consolidated Statements of Cash Flows for the years ended December 31, 2001 and 2000
- o Notes to Financial Statements
- o Consolidated Profit and Loss Accounts for the six months ended June 30, 2002 and 2001
- o Consolidated Balance Sheets as of June 30, 2002 and 2001
- o Consolidated Statements of Cash Flows for the six months ended June 30, 2002 and 2001
- o Notes to Unaudited Financial Statements

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(b) Pro forma financial information

The following unaudited pro forma condensed combined financial statements are attached hereto as Exhibit 99.5:

- o Pro Forma Condensed Consolidated Balance Sheet as of June 30, 2002
- o Pro Forma financial information for the year ended December 31, 2001 and six months ended June 30, 2002
- o Notes to Pro Forma Condensed Consolidated Financial Statements

(c) Exhibits

- 10.1 Consulting Agreement by and between OTC Derivatives & Co., SA and American Leisure, Inc. dated February 14, 2002
- 99.1 Financial statements for American Leisure, Inc.
- 99.2 Financial statements for American Professional Management Group, Inc.
- 99.3 Financial statements for Sunstone Golf Resort, Inc.
- 99.4 Financial statements for Leisureshare International Ltd.
- 99.5 Pro forma financial information
- 99.6 Executive Summary

Item 9 Regulation FD Disclosure

AMLH's Executive Summary is attached hereto as Exhibit 99.6 and included in this Form 8-K solely for purposes of disclosure under Regulation FD.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this Form 8-K to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: October 1, 2002

AMERICAN LEISURE HOLDINGS, INC.

By: /s/ L. WILLIAM CHILES

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L. William Chiles,  
Chief Executive Officer

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