TITANIUM HOLDINGS GROUP, INC. & SUBSIDIARY
FINANCIAL STATEMENTS
As of and for the year ended December 31, 2023
And Independent Accountant's Compilation Report

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INDEPENDENT ACCOUNTANT'S COMPILATION REPORT

To the Board of Directors
Titanium Holdings Group, Inc. and Subsidiary
San Antonio, TX

Management is responsible for the accompanying consolidated financial statements of Titanium Holdings Group, Inc. and Subsidiary which comprise the balance sheet as of December 31, 2023 and the related statements of operations, stockholders' equity, and cash flows for the year then ended, and the related notes to the financials statements in accordance with accounting principles generally accepted in the United States of America. We have performed a compilation engagement in accordance with Statements on Standards for Accounting and Review Services promulgated by the Accounting and Review Services Committee of the AICPA. We did not audit or review the financial statements nor were we required to perform any procedures to verify the accuracy or completeness of the information provided by management. Accordingly, we do not express an opinion, a conclusion, nor provide any assurance on these financial statements.

Pasternack & Company LLP
Lake Success, NY
March 17, 2024

TITANIUM HOLDINGS GROUP, INC. AND SUBSIDIARY
CONSOLIDATED BALANCE SHEET
DECEMBER 31, 2023

ASSETS

Current assets	
Cash	$ 2,451,655
Accounts receivable, net of allowance for doubtful accounts of $14,071	266,511
Inventory	424,702
Right of use asset	222,305
Prepaid expenses and other current assets	116,227
Total current assets	3,481,400
Fixed assets-at cost less accumulated depreciation and amortization of $961,907	1,615,711
Other investments	228,580
Right of use asset	271,800
Goodwill	100,192
TOTAL ASSETS	$ 5,697,683

LIABILITIES & STOCKHOLDERS' EQUITY

Current Liabilities	
Accounts payable and accrued liabilities	$ 98,354
Notes payable-real estate	43,050
Lease liability	222,305
Income taxes payable	7,800
Total current liabilities	371,509
Long-term liabilities	
Lease liability	271,800
Notes payable-real estate	135,118
Total long-term liabilities	406,918
Commitments and Contingencies	
Redeemable preferred stock-$.001 par value; authorized 5,000,000 shares 70,000 shares of convertible stock designated as Series E stock-$2.50 stated value; issued and outstanding -0- shares	-
Total liabilities	778,427
Stockholders' equity	
Common stock-$.001 par value; authorized 20,000,000 shares; issued and outstanding 9,170,062	9,229
Additional paid-in capital	11,246,532
Accumulated deficit	(6,335,916)
Subtotal	4,919,845
Less: Treasury stock (58,935 shares of common stock at $.01 cost)	(589)
Total stockholders' equity	4,919,256
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	$ 5,697,683

TITANIUM HOLDINGS GROUP, INC. AND SUBSIDIARY
CONSOLIDATED STATEMENT OF OPERATIONS
FOR THE YEAR ENDED DECEMBER 31, 2023

Net Sales	$ 5,264,615
Cost of sales	4,240,134
Gross profit	1,024,481
Operating expenses:	
Salaries	954,068
Rent	55,713
Marketing	16,764
Professional fees	149,321
Utilities	19,964
Delivery and auto	30,770
Office expense	55,779
Payroll and other taxes	36,526
Repairs and maintenance	16,460
Insurance	25,546
Travel	7,288
Directors fees	-
Dues and subscriptions	12,831
Bad debts	2,420
Depreciation and amortization	91,113
Interest expense	14,030
Other	1,536
Total operating expenses	1,490,129
Operating loss	(465,648)
Other income	77,894
Loss before income tax expense	(387,754)
State income tax expense	10,834
Net loss attributable to common stockholders	$ (398,588)
Loss per share-basic and diluted	$ (0.0435)
Weighted average number of shares outstanding	9,170,062

TITANIUM HOLDINGS GROUP, INC. AND SUBSIDIARY
CONSOLIDATED STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED DECEMBER 31, 2023

Cash flows from operating activities:	
Net loss	$ (398,588)
Adjustments to reconcile net (loss) income to net cash (used) in provided by in operating activities:	
Depreciation and amortization	91,113
Bad debts	2,420
Changes in assets and liabilities net of effects of dispositions:	
Increase in accounts receivable	(15,900)
Increase in prepaid expenses and taxes	(1,134)
Decrease in inventories	32,776
Decrease in accounts payable and accrued expenses	(41,689)
Total adjustments	67,586
Net cash used in operating activities	(331,002)
Cash flows from investing activities:	
Proceeds from partnership distributions	3,250
Purchase of property and equipment	(29,021)
Net cash used in investing activities	(25,771)
Cash flows from financing activities:	
Principal payments on notes payable	(40,148)
Net cash used in financing activities	(40,148)
Net (decrease) increase in cash	(396,921)
Cash - beginning	2,848,576
Cash - ending	$ 2,451,655
Supplemental information:	
Cash paid during the period for:	
Interest	$ 14,030
Income taxes	$ 9,470

TITANIUM HOLDINGS GROUP, INC. AND SUBSIDIARY
CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY
FOR THE YEAR ENDED DECEMBER 31, 2023

	Common Stock Number of Shares	Amount	Additional Paid-in Capital	Accumulated Deficit	Treasury Stock	Stockholders' Equity
Balance at January 1, 2023:	9,170,062	$9,229	$ 11,246,532	$ (5,937,328)	$ (589)	$5,317,844
Comprehensive income:						
Net loss				(398,588)		(398,588)
Balance at December 31, 2023	9,170,062	$ 9,229	$ 11,246,532	$ (6,335,916)	$ (589)	$4,919,256

1. PRINCIPAL BUSINESS ACTIVITY AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES:

The accompanying consolidated financial statements include the accounts of Titanium Holdings Group, Inc. and its Subsidiary (collectively the "Company"). All significant intercompany balances and transactions have been eliminated in consolidation.

The principal business activity of the Company is manufacturing and the wholesale distribution of sanitary maintenance supplies and paper products.

The Company recognizes revenue when products are shipped.

The Company maintains cash in bank deposit accounts which, at times, may exceed federally insured limits. The Company has not experienced any losses in such accounts. The Company believes it is not exposed to any significant credit risk on cash.

Merchandise inventories are valued at the lower of cost or market. Cost is determined using the first-in, first-out and average cost methods.

Inventory is comprised of the following:

Raw materials	$ 79,949
Work in process	28,494
Finished goods	316,259
	$ 424,702

Property and equipment are recorded at cost. Depreciation and amortization of property and equipment is provided for by the straight-line method over the estimated useful lives of the respective assets. Leasehold improvements are amortized over the shorter of the economic life of the improvement or the lease term.

The preparation of financial statements in accordance with generally accepted accounting principles requires the use of estimates by management. Actual results could differ from these estimates.

Basic net income per common share is based on the weighted-average number of shares outstanding during the period while diluted net income per common share considers the diluted effect of stock options and warrants reflected under the treasury stock method. Both basic net income per share and diluted net income per share are the same since the Company's outstanding warrants and common stock to be issued have not been included in the calculation because their effect would have been antidilutive.

PRINCIPAL BUSINESS ACTIVITY AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED):

In July 2001, the Financial Accounting Standards Board issued Statement of Financial Accounting Standards No. 141, "Business Combinations" (SFAS No. 141) and Statement of Financial Accounting Standards No. 142, "Goodwill and Other Intangible Assets" (SFAS No. 142.)

SFAS No. 141 addresses financial accounting and reporting for business combinations. This statement requires the purchase method of accounting to be used for all business combinations, and prohibits the pooling-of-interests method of accounting. This statement is effective for all business combinations initiated after June 30, 2001 and supercedes APB Opinion No. 16, "Business Combinations" as well as FASB Statement of Financial Accounting Standards No. 38, "Accounting for Preacquisition Contingencies of Purchased Enterprises".

SFAS No. 142 addresses how intangible assets that are acquired individually or with a group of other assets should be accounted for in financial statements upon their acquisition. This statement requires goodwill to be periodically reviewed for impairment rather than amortized, beginning on January 1, 2002. SFAS No. 142 supercedes APB Opinion No. 17, "Intangible Assets".

Management does not believe that any recently issued, but not yet effective, accounting standards, if currently adopted, would have a material effect on the accompanying financial statements.

Uncertain tax positions - Management has evaluated the Company's tax positions and concluded that the Company has not taken any uncertain tax positions that require adjustment to the financial statements to comply with the provisions of Accounting Standards Codification 740. Generally, the Company is no longer subject to income tax examination by U.S. federal, state or local tax authorities for the years before 2019, which is the standard statute of limitations look-back period.

For purposes of the statement of cash flows, the Company considers all highly liquid debt instruments and other short-term investments with an initial maturity of three months or less to be cash equivalent.

Fair Value Measurements

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. To increase the comparability of fair value measurements, a three-tier fair value hierarchy, which prioritizes the inputs used in the valuation methodologies, is as follows:

PRINCIPAL BUSINESS ACTIVITY AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED):

Level 1 – Valuations based on quoted prices for identical assets and liabilities in active markets.
Level 2 - Valuations based on observable inputs other than quoted prices included in Level 1, such as quoted prices for similar assets or liabilities in active markets, quoted prices for identical or similar assets and liabilities in the markets that are not active, or other inputs that are observable or can be corroborated by observable market data.
Level 3 – Valuations based on unobservable inputs reflecting the Company's own assumptions, consistent with reasonably available assumptions made by other market participants. These valuations require significant judgment.

At December 31, 2023, the fair value of the Company's financial instruments including cash, accounts receivable, accounts payable and accrued expenses, approximated book value due to the short maturity of these instruments.

Management has evaluated subsequent events for inclusion or disclosure in the financial statements from December 31, 2023 through March 17, 2024, which is the date the financial statements were available to be issued. No events or transactions were identified during this period that required disclosure or recognition.

New Accounting Pronouncements- The Company has adopted Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2014-09, Revenue from Contracts with Customers. The standard's core principle is that a company will recognize revenue when it transfers promised goods or services to customers in an amount that reflects the consideration to which the company expects to be entitled in exchange for those goods or services. This standard also includes expanded disclosure requirements that result in providing users of financial statements with comprehensive information about the nature, amount, timing and uncertainty of revenue and cash flows arising from the entity's contracts with customers. There was no material impact with the adoption of the standard on the Company's financial statements.

2. INVESTMENTS

The Company classifies its existing marketable equity securities as available-for-sale in accordance with the provisions of Statement of Financial Accounting Standards ("SFAS No. 115"), "Accounting for Certain Investments in Debt and Equity Securities." These securities are carried at fair market value, with unrealized holding gains and losses reported in stockholders' equity as a component of other comprehensive income (loss). Gains or losses on securities sold are based on the specific identification method.

During February 2020, the Company, with Board approval, purchased an additional interest in a real estate Limited Liability Company ("LLC") that it had invested in previously. The "LLC" acquires existing properties to develop them with residential townhomes and condominiums as well as some office and commercial space. The total cost of this additional investment was $100,000. In June 2020, the Company was informed by the "LLC" that all interest payments to investors would be frozen until after the effects of the COVID-19 pandemic subsides and all financing of construction is in place. The following is an update directly from the "LLC" in December 2023. "We are actively advancing our project, POP Denver, located on Santa Fe Drive, in collaboration with our two existing lenders. After months of negations, our current construction lender has agreed to a significant transformation: converting our construction loan into an 18-24 month bridge loan, alongside an increased loan commitment from our second-tier lender. This strategic move is aimed at providing stability to the project during the critical lease-up phase.
Depending on the economic landscape towards the end of this period, one of two promising scenarios may unfold:
The first scenario envisions the initiation of a permanent loan. This path has the potential to not only yield a return of a portion of our investors' equity but also generate ongoing cash flow throughout its duration. The second potential outcome involves the sale of the asset, wherein investors would receive a complete return of their equity, along with profits. We anticipate finalizing these new aforementioned loans and stabilizing our debt within approximately 3 weeks. It is crucial to bear in mind that these scenarios are contingent on future financial conditions, which, at this juncture, remain inherently uncertain and beyond precise prediction.
While we embark on this 18-24 month bridge loan journey, it's important to note that cash distributions to our investors will not be possible during this period. However, this strategic approach hopefully ensures the security of investors' equity and offers the prospect of cash flow or profits, contingent on market conditions at that time. Presently, we have successfully leased approximately 25% of the building, with our management diligently conducting apartment showings each week. POP Denver is steadily transforming into a vibrant community, with residents relishing the offerings of the Arts District and indulging in various Colorado adventures".

3. PROPERTY AND EQUIPMENT

On January 24, 2014, the Board received an independent appraisal for two (2) buildings the Company had previously been renting for its offices, manufacturing facility and warehouse, indicating a value of $895,000 for both buildings.

On February 27, 2014, a negotiated price of $824,391, representing the appraised value less an 8% discount, was presented to the Board. After discussion, which included the annual rent savings of $107,700, the purchase was unanimously approved, subject to a clean Phase 1 Environmental Study. Mr. Randall K. Davis, President of the Company, abstained from the vote.

On March 19, 2014, a Phase 1 Environmental Study was completed and indicated that the properties were clean with no contamination.

On April 22, 2014, the properties were purchased using available cash. The total purchase price, inclusive of certain additional expenses, was $833,393. The property is being depreciated on the straight-line method over 39 years.

During March 2017, the Chairman of the Board, Steven Etra, instructed the CEO and President, Randall K. Davis, to contract with an independent firm to provide an appraisal of the building at 401 Main Street, in Kerrville, Texas. The Company has leased this building for one of its retail operations since the early 1990's. The property was owned as a joint venture by Charles H. Davis (father of Randall K. Davis) and Randall K. Davis. Mr. Etra wanted to pursue a purchase of the property and to present the appraisal to the Board of Directors for discussion. On March 20, 2017 the Company engaged Stouffer & Associates to provide the appraisal. The Company received the appraisal on April 10, 2017 which amounted to $710,000. Subsequently, the Board discussed and unanimously approved the purchase of the property for $688,700. Mr. Randall K. Davis was not included in the discussions or the Board approval. The property was purchased on September 6, 2017 and financed with a $300,000 cash down payment and two (2) notes issued to the sellers totaling $388,700, payable over 10 years with interest at 7% per annum.

PROPERTY AND EQUIPMENT (CONTINUED):

Property and equipment are comprised of the following:

	2022	Useful Life
Land	$ 382,152	
Buildings	1,146,457	39 years
Furniture, fixtures and equipment	517,931	5 years
Leasehold improvements	263,501	39 years
Transportation and delivery equipment	147,072	5 years
Computer hardware	120,505	5 years
	2,577,618	
Less: accumulated depreciation and amortization	961,907	
	$1,615,711	

Depreciation expense charged to operations amounted to $91,113.

4. ACCOUNTS PAYABLE AND ACCRUED EXPENSES

The following are included in accounts payable and accrued expenses at December 31:

Accounts payable	$ 72,733
Other accrued liabilities	33,421
	$ 106,154

5. NOTES AND LOANS PAYABLE

On September 6, 2017, the Company purchased a building in Kerrville, Texas that it had leased for one of its retail operations. The purchase price was $688,700 and was financed with a $300,000 down payment and two (2) notes totaling $388,700. The notes are over 10 years and payable monthly at $4,513 including interest at 7% per annum.

Interest expense charged to operations amounted to $14,030 for the year ended December 31, 2023.

NOTES AND LOANS PAYABLE (CONTINUED):

The balance at December 31, 2023 is $178,168.

Aggregate annual maturities of the notes payable are as follows:

2024	$ 43,050
2025	46,162
2026	49,499
2027	39,457
	$178,168

6. STOCKHOLDERS' EQUITY

The Chairman of the Board, Steven Etra, directly owns 4,611,293 shares of issued and outstanding common stock of the Company and indirectly controls an additional 842,318 of the shares. This total of 5,453,611 outstanding shares of common stock gives Mr. Etra control of approximately 59% of all outstanding, voting common stock issued. The Board of Directors, as a group, currently owns 6,012,519 shares, representing approximately 65% of all outstanding, voting common stock issued.

7. CONTRACTS

During September 2021, the Compensation Committee and the independent members of the Board, unanimously voted to renew the employment contract of Randall K. Davis, CEO and President of the Company, and a consulting agreement with Mr. Steven Etra. Both new contracts are for 5-year terms.

8. COMMITMENTS AND CONTINGENCIES

The Company leases warehouse, retail store space, other facilities and equipment under noncancelable operating leases expiring through June 2027.

Future minimum lease payments under these leases at December 31, 2023 are as follows:

Year ending December 31,	
2024	$ 222,305
2025	166,864
2026	76,957
2027	27,979
	$ 494,105

COMMITMENTS AND CONTINGENCIES (CONTINUED):

Certain leases contain escalation clauses relating to operating expenses and real estate taxes. Rent expense charged to operations amounted to $222,853 in 2023.

9. INCOME TAXES

The provision for income taxes includes state and local taxes of the Subsidiary which files separate state and local taxes.

As of December 31, 2023, the Company had net operating loss carryforwards available to offset future taxable income of approximately $1,300,000 and a capital loss carryforward of approximately $760,000.

10. STOCK OPTIONS

In January 2000, the Board of Directors adopted the 2000 Stock Incentive Plan ("the Plan") to provide for grants of options to purchase shares of Common Stock to employees, non-employee directors and independent contractors of the Company who are eligible to participate in the Plan. Options granted under the Plan are fully vested at issuance. Generally, options granted have a term of three years. The Company has reserved 1,500,000 shares of Common Stock for issuance pursuant to options granted under the Plan.

11. RISKS RELATING TO THE COMPANY

Post Pandemic

Primarily, as a result of the Covid-19 pandemic, not only are lead times extending out due to the high demand for goods, but this high demand is also driving up costs as demand outstrips the supply. There are many general market factors contributing to substantial cost increases, the most significant of which are increases in fuel cost, small parcel delivery carrier price increases, and rapid and significant increases in ocean freight costs. In addition to the general economic conditions, the Company's manufacturer partners are alerting the Company to industry specific challenges increasing their cost of components and final product. This inflation will impact all of product categories the Company carries and modes of transportation.

The Company has implemented mitigation strategies to offset costs as best they can. Based upon the information the Company has today, however, the Company does not believe they will be able to mitigate all cost increases due to their magnitude and impact across the multiple categories noted above. The Company intends to be proactive and transparent in communicating any significant price changes consistent with past practices.

RISKS RELATING TO THE COMPANY (CONTINUED):

Competition

The sanitary and janitorial supplies market is highly competitive and is served by numerous small, owner-operated private companies, public companies and several large regional and national companies. In addition, relatively few barriers prevent entry into the industry. As a result, any organization that has adequate financial resources and access to a minimum of technical cleaning expertise may become a competitor of the Company. Competition in the industry depends on a number of factors, including price. Certain of the Company's competitors may have lower overhead cost structures and may, therefore, be able to provide their products and services at lower rates than the Company can provide such products and services. Many of these competitors have longstanding operations and longstanding relationships with large customers such as hospitals and governmental agencies.

There can be no assurance that the Company's competitors will not be able to use their competitive advantages in competing in price, offering more extensive lines of products or more favorable payment terms or otherwise, resulting in material adverse effects on the business of the Company. In addition, many of the Company's competitors are larger and have greater resources than are available to the Company. The Company cannot be certain that its competitors will not develop the expertise, experience, and resources to provide products and services that are superior in both price and quality to the products and services of the Company. Similarly, the Company cannot be certain that it will be able to attain, maintain or enhance a competitive position in the market.

Government Regulation

Maintenance and distribution of many of the Company's products are subject to extensive regulation at the federal, state, and local levels. In particular, the Company is subject to regulations involving storage of hazardous materials promulgated by the Federal Environmental Protection Agency and the Occupational Safety and Health Act. As such, the Company's business is dependent upon continued compliance with governmental regulations regarding the operations of the Company's facilities. The Company believes that it is in substantial compliance with all such regulations that are applicable to its business. However, failure to maintain and demonstrate compliance with all such regulations could result in the preclusion of handling certain product lines and in mandated clean up expenditures.

RISKS RELATING TO THE COMPANY (CONTINUED):

Potential Exposure to Environmental Liabilities

The operations of the Company are subject to various environmental laws and regulations, including those dealing with the handling and disposal of waste products. As part of the cleaning and janitorial supplies manufacturing process, the Company may store and use some raw materials that are deemed to be hazardous materials and are closely regulated. As a result of past and future operations, the Company may be required to incur environmental remediation costs and other clean-up expenses.

In addition, the Company cannot be certain that it will be able to identify or be indemnified for all potential liabilities relating to any acquired business.

There can be no assurance that the aggregate amount of any environmental liabilities that might be asserted against the Company in any such proceeding will not be material.

The Company cannot predict the types of environmental laws or regulations that may from time to time be enacted in the future by federal, state, or local governments, how existing or future laws or regulations will be interpreted or enforced, or what types of environmental conditions may be found to exist at its facilities. The enactment of more stringent laws or regulations or a more strict interpretation of existing laws and regulations may require additional expenditures by the Company, some of which could be material.

Product Liability and Insurance

The business of the Company involves substantial product liability risks associated with the handling, storing, and usage of cleaning products. While the Company believes its practices and procedures provide safeguards that comply with industry standards, it is not possible to eliminate all risks in this regard. The Company maintains product liability insurance in amounts it believes are usual and customary for a business of its size in its industry, though there can be no assurance that the Company may not be held liable on a product liability claim for an amount substantially in excess of its insurance policy limits or not covered by insurance. If the Company were to incur product liability in excess of its insurance limits, it would have a material adverse impact on the Company's business and prospects.

RISKS RELATING TO THE COMPANY (CONTINUED):

Dependence on Key Personnel; Need For Additional Personnel

The success of the Company is substantially dependent on the performance of its senior management and key employees, as well as its Board. There can be no assurance that the Company will be able to locate and hire, and if hired, retain adequate additional management personnel. The Company has entered into an employment agreement with its Chief Executive Officer Randall K. Davis, upon terms and conditions the Company believes are reasonable and customary for companies its size in its industry. The loss of key personnel or the inability to hire and retain qualified executives and other employees could have a material adverse effect on the business, financial condition, and results of operations of the Company. The majority of the gross sales is dependent upon the direct involvement of the CEO. In addition, one customer represents approximately 20% of the Company's gross sales.

Control by Existing Stockholders (Management Control); No Cumulative Voting

As of December 31, 2020, the Company's executive officers and directors and their affiliates (the "Insiders") beneficially owned approximately 6,012,519 shares of Common Stock, including derivative securities beneficially owned by them,

representing approximately 65% of the aggregate outstanding shares of Common Stock. Further Mr. Steven Etra, Chairman of the Board, directly and indirectly controls 5,453,611 shares of Common Stock representing approximately 59% of the aggregate outstanding shares of Common Stock.

Holders of the Company's Common Stock are not entitled to accumulate their votes for the election of directors or otherwise. Accordingly, the Insiders will have significant influence on the election of the directors of the Company. The Board elects officers and effectively controls the day to day operations through control of the Company management.

Indemnification and Limitation of Liability

Under the Nevada Revised Statutes (the "Statutes"), the Company shall have the power to eliminate the personal liability of the directors and officers of the Company for monetary damages to the fullest extent possible under the Statutes or other applicable law. These provisions eliminate the liability of directors or officers to the Company and its stockholders for monetary damages arising out of any violation of a director of his fiduciary duty of due care.

Under the Statutes, the Company may, by a majority of its disinterested directors, shareholders, or, in some cases, by independent legal counsel, indemnify any officer or

RISKS RELATING TO THE COMPANY (CONTINUED):

director against expenses actually and reasonably incurred, if such person acted in good faith in a manner reasonably believed to be in the best interests of the Company, and in the case of any criminal action or proceeding, if such person had no reasonable cause to believe his conduct was unlawful. The Company may indemnify any officer or director against expenses and amounts actually paid or incurred in settlement not exceeding, in the judgment of the Board, estimated expenses of litigation. Indemnification and/or advancement of expenses provided by the Statutes are not exclusive and the Company may make any further advancement or payment of expenses. However, no indemnification and/or advancement will be made to any officer or director if such person shall have been adjudged to be liable, unless, upon application and determination of the court that in view of the circumstances in the case, such person is fairly and reasonably entitled to indemnification.

The Commission has taken the position that indemnification of officers and directors for liability under the federal securities laws may be against public policy and, therefore, unenforceable.