

FOR:
BENEFICIAL HOLDINGS, INC.
(OTCPK: BFHJ)



**Real Estate
Financial Services
Energy Management**

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BENEFICIAL HOLDINGS REVIEWS 2012 ACTIVITIES

Montvale, NJ, February 5, 2013 – Beneficial Holdings Inc. (OTCPK: BFHJ) today announced updates to corporate activities and developments.

“New Management has resolved the activities of the Company’s prior management and controlling interests and has appointed the requisite professionals to assist us in our corporate governance and assurance functions,” according to Gregory N. Senkevitch, Chairman, President and Chief Executive Officer of Beneficial Holdings, Inc. “House cleaning is a necessary task to ensure we are on sound footing as we move forward with our business plan. Now that we have defined the status of our Company, we look forward to concentrating on our core businesses,” he said.

“While we cannot be assured of the success of our business plan, we believe that concentrating our efforts on service-oriented businesses in the real estate, financial services and energy management sectors with U.S. domestic revenue sources will benefit the Company over the near term,” Senkevitch pointed out.

COMPANY BACKGROUND AND HISTORY

Beneficial Holdings, Inc., a Nevada Corporation (the "Company"), was incorporated on December 20, 1990. The Company had been engaged in several lines of business since its formation and became inactive in 2004. In April 2009, a private investor group (“Old Private

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Investors”) acquired control of the Company. Old Private Investors appointed a management team (“Old Management”) and began to seek opportunities in the gaming and hospitality sectors. Old Management invested in a non-controlling interest in Grupo Beneficial, SA, a foreign company engaged in gaming and hospitality.

In April of 2012, a new private investor group (“New Private Investors”) acquired control of the Company from Old Private Investors and installed new management (“New Management”). Subsequent to April 2012, New Management has concluded the activities of Old Management and has disposed of assets acquired by Old Management effective June 30, 2012.

New Management is seeking to acquire and invest in service-oriented businesses in the real estate, financial services and energy management sectors. It is expected that such operations will have a significant portion of their activities in the United States of America.

Upon the assumption of control by Old Private Investors, the appointment of Old Management and the re-starting of business operations in April 2009; the Company was a development-stage company.

DEVELOPMENT STAGE ACTIVITIES

The Company is presently in the development stage with no significant revenues from operations. Accordingly, all of the Company’s operating results and cash flows are related to development stage activities and represent the cumulative from inception amounts from its development stage activities reported pursuant to Financial Accounting Standards Board (“FASB”) Accounting Standards Codification (“ASC”) 915-10-05, *Development Stage Entities*. As a developmental stage company, the Company has limited access to the capital markets, and

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the Company's ability to continue in business is dependent upon obtaining sufficient financing or attaining profitable operations. There can be no assurance that New Management will be successful in obtaining additional funding or in attaining profitable operations and, therefore, the Company's ability to continue as a going concern is subject to a high degree of risk.

CHANGE IN MANAGEMENT AND CONTROLLING INTERESTS

In December 2011, the Company issued 2,000,000 shares of Preferred Stock to Old Private Investors ("Series B Preferred Stock"). The Board of Directors of the Company determined that the Series B Preferred Stock shall at all times have voting rights equal to 2,000,000,000 shares of the Company's Common Stock. Additionally, the Series B Preferred Stock is at all times convertible into 2,000,000,000 shares of the Company's Common Stock ("Conversion Amount"). The Conversion Amount is to be adjusted for any issuance of Common Stock by the Company subsequent to the date of issuance such that the adjusted Conversion Amount shall at all times be no less than 51% of the aggregate amount of outstanding Common Stock, inclusive of the Common Shares to be issued to the Series B Preferred Stock, assuming all the Series B Preferred Stock is converted.

In April 2012, New Private Investor acquired control of the Company by purchasing all of the outstanding 2,000,000 shares of the Company's Series B Preferred Stock and appointed New Management as described above.

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NON-CONTROLLING INVESTMENT IN FOREIGN SUBSIDIARY, GRUPO

BENEFICIAL, SA

New Management has determined that the Company's investment in and activities of its 97% owned subsidiary, Grupo Beneficial, SA ("Grupo"), were unverifiable under U.S. management and reporting practices. The shareholders' agreement between our Company and the minority shareholders of Grupo precluded our Company from exercising control over the day-to-day activities and capital transactions of Grupo. Furthermore, Grupo was not required to provide financial data to the Company.

Under the Agreement, Grupo indemnified the Company from any losses associated with its operations and actions. While Old Management had invested upwards of \$160,000 in Grupo through the date New Management was appointed; our Company was not obligated to fund any capital to Grupo for any reason. In Summary, our Company had no authority to approve, control or manage the activities of Grupo, nor did it bear any of the risks or rewards of its investment in Grupo.

Thus, due to the fact that the Company exercised no control over the operations of Grupo, nor was the beneficiary of any of the income or gains of Grupo, nor was responsible for any losses or deficits of Grupo, nor was obligated to support the capital structure of Grupo and was fully indemnified against any loss resultant from the acts or operations of Grupo; the Company has determined that it should not consolidated the operations of Grupo with its results of operations and financial position at December 31, 2012 and 2011, in accordance with New Management's understanding of U.S. Generally Accepted Accounting Principles (GAAP). As a

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result of these and other factors, the Company terminated its involvement with Grupo and all of its activities effective June 30, 2012. The Company also sold its 97%, non-controlling interest in Grupo to Grupo's minority shareholders effective June 30, 2012 for \$400,000. The Company does not expect to receive any cash from the sale of Grupo and has provided a valuation reserve for the full amount of the sale price (\$400,000). No gain has been recorded on the sale of Grupo.

CAPITAL STRUCTURE

Upon recommencing developmental stage operations in April of 2009, Old Private Investor had funded the operations of the Company through a Convertible Note Facility dated April 25, 2009 in the amount of \$250,000 bearing interest at 10% per annum. The Convertible Note Facility allowed for the conversion of all or part of the balance of the note (inclusive of accrued interest) into shares of the Company's Common Stock at 70% of the lowest trade of Common Stock on the prior business day.

Through July 24, 2012 (the payoff date of the Convertible Note Facility), Old Private Investor funded \$222,461 under the Convertible Note Facility. From time to time in various transactions through July 24, 2012, Old Private Investor converted portions of the outstanding note balance to Common Shares of the Company totaling 3,105,143,517 Common Shares.

On October 20, 2010, the Company entered into an additional agreement (the "Additional CNF") with Old Private Investor for additional funding of \$80,644. No amounts were funded under this facility. The Additional CNF was terminated in July 2012.

In April 2012, the Company granted the Company's Chief Executive Officer an option to acquire up to 10,000,000 shares of the Company's for \$0.03 per share. The amount of shares

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issuable under this agreement (and the strike price per share) are adjustable for stock splits and dividends but are not adjusted for any reverse stock splits or share buy backs by the Company.

In May, 2012, the Company issued New Private Investor 300,000,000 shares of Common Stock in exchange for funding of certain of the Company's expenses.

At December 31, 2012, the Company entered into a line of credit arrangement with an affiliate of New Management (the "Credit Agreement"). The Credit Agreement allows the Company to borrow up to \$25,000 through December 31, 2013 when the Credit Agreement matures and is due and payable. The Credit Agreement bears interest at a rate of 12% per annum, compounded monthly. Substantially all of the Company's assets are pledged to secure borrowings under the Credit Agreement.

At December 31, 2012, the Company was authorized to issue up to 4,600,000,000 shares of Common Stock at \$0.00001 par value per share ("Common Stock"). As of December 31, 2012, the Company had 4,099,099,952 shares of Common Stock issued and outstanding.

At December 31, 2012, the Company was authorized to issue up to 2,000,000 shares of Series B Preferred Stock at \$0.00001 par value per share ("Series B Preferred Stock"). As previously discussed, the Series B Preferred Stock at all times maintains a minimum of 51% of the voting power of the total of the Company's Common Stock, inclusive of shares to be issued in conversion of the Series B Preferred Stock, assuming conversion. At December 31, 2012, the Series B Convertible Preferred Stock was convertible into and had the voting power of 4,267,346,889 Common Shares.

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CORPORATE DIRECTION

The Company has prepared unaudited financial statements for the years ended December 31, 2011 and 2012 reflecting the activities described above. These financial statements will be examined by the Company's independent public accountants. Upon completion of their audit, the Company will make the appropriate release of its financial results for 2011 and 2012.

The Company will seek to redirect its mission towards acquiring and investing in service-oriented businesses in the real estate, financial services and energy management sectors. Previously announced negotiations in other areas have been concluded, and the Company has withdrawn from all such Memorandums of Understanding without any obligations.

ABOUT BENEFICIAL HOLDINGS, INC.

Beneficial Holdings, Inc. is a holding company seeking to acquire and invest in operating service-oriented businesses in the real estate, financial services and energy management sectors. For more information on the Company please visit our web site at www.beneficial-holdings.net.

FORWARD-LOOKING STATEMENTS

This news release may contain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. As a general matter, forward-looking statements reflect our current expectations and projections relating to our financial condition, results of operations, plans, objectives, future performance and business. These statements may be identified by the use of forward-looking terminology such as "may", "will", "expects", "plans", "estimates", "anticipates", "projects", "intends",

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"believes", "outlook" and similar expressions.

The forward-looking statements contained in this news release are based upon our historical performance, current plans, estimates, expectations and other factors we believe are appropriate under the circumstances. The inclusion of this forward-looking information is inherently subject to risks and uncertainties, many of which cannot be predicted with accuracy and some of which might not even be anticipated. Future events and actual results, financial and otherwise, may differ materially from the results discussed in the forward-looking statements. Statements regarding the following subjects, among others, may be forward-looking: our business and investment strategy; our projected operating results; estimates relating to our ability to make distributions to our stockholders in the future and economic trends and economic recoveries.

All information in this release is as of February 5, 2013. The Company does not undertake a duty to update forward-looking statements, including its projected operating results. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this news release. The Company may, in its discretion, provide information in future public announcements regarding its outlook that may be of interest to the investment community.

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