

**Tanke Incorporated**  
**(A Development Stage Company)**

**Consolidated Financial Statements**

**For the Three Months Ended June 30, 2013**

**(Unaudited)**

**Tanke Incorporated**  
**(A Development Stage Company)**  
**Consolidated Balance Sheets**  
**(Unaudited)**

	<u>Three Months Ended</u> <u>June 30 2013</u>	<u>12 Months Ended</u> <u>December 31 2012</u>
<b>ASSETS</b>		
Current assets		
Cash and cash equivalents	\$ 3,223	\$ 7,118
Short Term Investments & Stocks [1]	\$ 139,975	\$ 560
Accounts receivable	\$ 46,943	\$ 15,609
Other receivable	-	-
Prepaid expenses	-	-
Inventories	-	-
<b>Total Current assets</b>	<u>\$ 190,141</u>	<u>\$ 23,287</u>
Property and equipments, net	-	-
Accumulated ammortization	-	-
Goodwill	-	-
Other assets	860,000	60,000
<b>TOTAL ASSETS</b>	<u><u>\$ 1,050,141</u></u>	<u><u>\$ 83,287</u></u>
<b>LIABILITIES &amp; STOCKHOLDERS' EQUITY</b>		
Current liabilities		
Accounts payable	\$ 411,835	\$ 121,817
Short/Current/Long debt	-	-
Interest Payable	\$ 13,455	\$ 11,280
<b>Total current liabilities</b>	<u>\$ 425,290</u>	<u>\$ 133,097</u>
Non-Current liabilities		
Long-term debt	\$ 63,000	\$ 63,000
<b>Total non-current liabilities</b>	<u>\$ 63,000</u>	<u>\$ 63,000</u>
<b>TOTAL LIABILITIES</b>	<u><u>\$ 488,290</u></u>	<u><u>\$ 196,097</u></u>
Stockholders' equities		
Preferred stock, \$0.0001 par value, 5,000,000 shares authorized; 800 shares issued at \$1,000 per share outstanding at March 31, 2013	\$ 800,000	-
Common stock, \$0.0001 par value, 995,000,000 shares authorized; 31,393,802 shares issued and outstanding at December 31, 2012	\$ 3,139	\$ 3,139
Additional paid-in capital		
Noncontrolling interest in subsidiary	-	-
Unrealized Gain (Loss) on available for sale securities	139,415	-
Retained earning	<u>\$ (380,703)</u>	<u>\$ (115,949)</u>
<b>Total Shareholders' equity</b>	<u>\$ 561,852</u>	<u>\$ (112,810)</u>
<b>TOTAL LIABILITIES &amp; STOCKHOLDERS' EQUITY</b>	<u><u>\$ 1,050,141</u></u>	<u><u>\$ 83,287</u></u>

**Notes:**

**[1] Company received restricted stock as one-time fee in February 2011; the stock was valued at \$0.001 Par. The stock is now qualified as non-restricted and the Company has valued the stock at market. This valuation and record entry may not be GAAP complaint.**

**Tanke Incorporated**  
**(A Development Stage Company)**  
**Consolidated Statements of Operations**  
**(Unaudited)**

	<u>Three Months Ended</u>		<u>12 Months Ended</u>
	<u>March 31 2013</u>	<u>Jun 30 2013</u>	<u>December 31 2012</u>
Revenue	\$ 113,207	\$ 111,295	\$ 286,096
Operating expenses			
Selling General Administrative	\$ 206,292	\$ 197,956	\$ 351,322
Others	\$ 25,005	\$ 60,007	\$ 7,737
Total operating expenses	\$ 231,298	\$ 257,962	\$ 359,059
Profit from operations	\$ (118,091)	\$ (146,667)	\$ (72,963)
Other income (expense)			
Other income	\$ -	\$ -	\$ -
Interest income	\$ 4	\$ -	\$ 9
Other expense	\$ -	\$ -	\$ -
Interest expense	\$ -	\$ -	\$ -
Total other income (expense)	\$ 4	\$ -	\$ 9
Consolidated income before income taxes	\$ (118,087)	\$ (146,667)	\$ (72,953)
To noncontrolling interest	\$ -	\$ -	\$ -
To controlling interest	\$ (118,087)	\$ (146,667)	\$ (72,953)
Provision for income taxes	-	-	-
Net profit	\$ (118,087)	\$ (146,667)	\$ (72,953)

The accompanying notes are an integral part of these financial statements.

**Tanke Incorporated**  
**(A Development Stage Company)**  
**Consolidated Statements of Changes in Stockholders' Equity**  
**(Unaudited)**

	Preferred Stock		Common Stock		Additional Paid-in Capital	Retained Income (Deficit)	Controlling Interest	Noncontrolling Interest	Total
	Share	Amount	Share	Amount					
Balance, September 30, 2012	-	-	18,393,802	\$ 1,839		\$ (111,852)			\$ (110,013)
Issuance of common stock	-	-	13,000,000	\$ 1,300		-			-
Net Income (Loss)	-	-	-	-		\$ (4,097)			\$ (4,097)
Balance, December 31, 2012	-	\$ -	31,393,802	\$ 3,139	\$ -	\$ (115,949)	\$ -	\$ -	\$ (112,809)
Balance, December 31, 2012	-	-	31,393,802	\$ 3,139		\$ (115,949)			\$ (112,809)
Issuance of Preferred Stock	800	\$ 800,000							
Issuance of common stock	-	-	-	-		-			-
Unrealized Gain (Loss) on available for sale securities									139,415
Net Income (Loss)	-	-	-	-		\$ (118,087)			\$ (118,087)
Balance, March 31, 2013	800	\$ 800,000	31,393,802	\$ 3,139	\$ -	\$ (234,036)	\$ -	\$ -	\$ 708,519
Balance, March 31, 2013	800	800,000	31,393,802	\$ 3,139		\$ (234,036)			\$ 708,519
Issuance of Preferred Stock	-	-	-	-		-			-
Issuance of common stock	-	-	-	-		-			-
Net Income (Loss)	-	-	-	-		\$ (146,667)			\$ (146,667)
Balance, June 30, 2013	800	\$ 800,000	31,393,802	\$ 3,139	\$ -	\$ (380,703)	\$ -	\$ -	\$ 561,852

The accompanying notes are an integral part of these financial statements.

**Tanke Incorporated**  
**(A Development Stage Company)**  
**Consolidated Statements of Cash Flows**  
**(Unaudited)**

	Three Months Ended	Cumulative Development Stage	During
	<u>June 30 2013</u>	<u>Through December 31, 2012</u>	
<b>OPERATING ACTIVITIES</b>			
Net Income	\$ (146,667)	\$ (72,953)	
Adjustments:			
Depreciation and amortization	-	-	
Changes in account/other receivable	\$ 15,609	\$ (5,303)	
Changes in inventories	-	-	
Changes in prepaid expense	-	-	
Increase in accounts payable	\$ 128,040	\$ 62,779	
Increase in accrued expenses	\$ 1,088	\$ 4,348	
Net cash used by operating activities	<u>\$ 31,041</u>	<u>(61,824)</u>	
<b>INVESTING ACTIVITIES</b>			
Purchases of property and equipment	\$ -	\$ (22,067)	
License Purchase	\$ -		
Share Purchase	-	-	
Net cash used in investing activities	<u>\$ -</u>	<u>\$ (22,067)</u>	
<b>FINANCING ACTIVITIES</b>			
Proceeds from issuance of preferred stocks	-	-	
Proceeds from issuance of common stocks	-	\$ 1,300	
Net cash provided by financing activities	<u>-</u>	<u>1,300</u>	
Net change in cash and cash equivalents	\$ (33,148)	\$ 777	
Cash and cash equivalents at beginning of period	\$ 36,371	\$ 6,341	
Cash and cash equivalents at end of period	<u><u>\$ 3,223.15</u></u>	<u><u>\$ 7,118</u></u>	

The accompanying notes are an integral part of these financial statements.

**Tanke Incorporated**  
**(A Development Stage Company)**  
**Notes to Financial Statements**  
**June 30, 2013**

**1. Organization and Activities**

Tanke Incorporated (the “Company” or “Tanke”), formerly LP Holdings Inc., and renamed Tanke Incorporated on August 28, 2007 was incorporated under the laws of the State of Nevada on March 30, 1984. The Company is a development stage technology company focusing in business development, commercialization, financing and consulting services of clean technology (also referred to as “cleantech”, and/or green technology or “greentech”) for animal health, hospitality, industrial and municipal applications among others.

The Company’s objective is to become the premier provider and innovator of clean technology solutions focusing on the largest markets and markets where the Company can expect to make immediate inroads, and as opportunities are developed, other key emerging markets. The Company seeks to develop, license and invest in environmental technologies developing a portfolio of advanced proprietary technologies and market them utilizing strong relationships of key management personnel in place or identified to penetrate these emerging markets.

The emphasis will be placed on developing global solutions for targeted environmental issues in emerging countries experiencing rapid growth in their economies thus putting extraordinary pressure on the environmental infrastructure; countries such as China, India, Brazil, Vietnam, the Philippines, etc.

In October 2007, the Company entered into a share exchanged agreement to acquire Tanke International Ltd, a Hong Kong corporation (Tanke HK), a company with operations in food additive technology for animal health and nutrition.

In August 2010, the Company entered into an agreement with Anagra Nutraceuticals Inc., a Nevada corporation, to provide consulting services and it received under this agreement a one-time fee of \$15,000, as a non-refundable retainer, and in 2011 an additional \$100,000 in cash and 559,898 shares of Common stock related to the facilitation of a merger and financing transaction under this agreement. The stock is held for the benefit of the Company by Hollyland Management Ltd, a company controlled by Xiaoying Zhang, the majority shareholder of the Company.

In October 2010, the Company entered into an asset purchase agreement to acquire certain intellectual property assets in water recycling including unregistered trademarks, a customer base and existing commercial agreements from Sophis Corporation, a Nevada Corporation. The Company paid \$50,000 in the form of a promissory note carrying 8% interest and maturing on October 18, 2012.

In May 2011, the Company entered into a management and finance advisory agreement which agreement includes management and project services and a credit line facility of \$200,000.

In August 2011, the Company entered into an asset purchase agreement to acquire certain additional intellectual property in water recycling including certain proprietary design and patent in progress. The Company paid \$10,000 in the form of a promissory note with interest at the rate of 10% maturing on January 1, 2013. This technology is complementary to the Sophis Acquisition and together they provide a strong technology base for ‘green hotel water recycling’ targeted at multi-unit buildings and hotels in markets where water is a significant issue.

In February 2013, the Company entered into a Master License and Investment agreement with E-waste Systems Inc.(EWSI) that grants the Company three nonexclusive licenses (“EWSI License”) to use

EWSI's brand name, logo, intellectual property and certain business process knowledge. The Company paid \$800,000 in the form of preferred convertible stock. This license and investment in electronic waste (eWaste) is complementary to the Company other technology assets in the environmental industry. Total revenue and general and administrative expenses are further itemized in Note 6 and 7.

## **2. Summary of Significant Accounting Policies**

### ***Method of Accounting***

The Company maintains its general ledger and journals with the accrual method of accounting for financial reporting purposes. The financial statements and notes are representations of management. Accounting policies adopted by the Company conform to generally accepted accounting principles in the United States of America and have been consistently applied in the presentation of financial statements, which are compiled on the accrual basis of accounting.

The accompanying financial statements have been prepared in accordance with the Statement of Financial Accounting Standards No. 7 *Accounting and Reporting by Development-Stage Enterprises*. A development-stage enterprise is one in which planned principal operations have not commenced or if its operations have commenced, there has been no significant revenues there from.

The Company's year-end for financial reporting and income reporting is December 31st.

### ***Use of estimates***

The preparation of our financial statements in conformity with accounting principles generally accepted in the United States of America ("GAAP") requires us to make estimates and assumptions that affect the amounts reported in these financial statements and accompanying notes. Due to the inherent uncertainty involved in making estimates, actual results reported in future periods may be based upon amounts that could differ from those estimates.

### ***Cash equivalents***

The Company considers cash on hand, cash in banks, certificates of deposit, time deposits, U.S. government and other highly liquid investments with original maturities of three months or less to be cash equivalents.

### ***Property, plant, and equipment***

Property, plant, and equipment is stated at historical cost. We compute depreciation by the straight-line method based on the following estimated useful lives:

Land improvements	5-20 years
Buildings and leasehold improvements	5-50 years
Machinery and equipment	3-5 years

Significant improvements that add to productive capacity or extend the lives of properties are capitalized. Costs for repairs and maintenance are charged to expense as incurred. When property is retired or otherwise disposed of, the cost and related accumulated depreciation are removed from the accounts and any related gains or losses are included in income.

### ***Revenue recognition***

The Company recognizes revenue when it is realized or realizable and has been earned. Revenue is recognized when persuasive evidence of an arrangement exists; shipment or delivery has occurred

(depending on the terms of the sale); the seller's price to the buyer is fixed or determinable; and collectability is reasonably assured.

Generally, there is no post-shipment obligation on product sold other than warranty obligations in the normal, ordinary course of business. In the event significant post-shipment obligations were to exist, revenue recognition would be deferred until substantially all obligations were satisfied.

### ***Selling Expenses***

Selling expenses are comprised of salary for the sales force, client entertainment, commissions, depreciation, advertising, and travel and lodging expenses.

### ***General & Administrative Expenses***

General and administrative expenses include outside consulting services, executive compensation, quality control, and general overhead such as the finance department, administrative staff, and depreciation and amortization expense.

### ***Income taxes***

Deferred tax assets and liabilities are recognized for the expected future tax consequences of differences between the carrying amounts of assets and liabilities and their respective tax basis using enacted tax rates in effect for the year in which the differences are expected to reverse.

The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period when the change is enacted. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or all of the deferred tax assets will not be realized. Changes in valuation allowances from period to period are included in our tax provision in the period of change.

### ***Earnings per share***

The Company calculates net income per share in accordance with SFAS No. 128, *Earnings per Share*. Basic net income per share is computed by dividing the net income by the weighted-average number of common shares outstanding during the periods. Diluted net income per share is computed similar to basic net income per share except that the denominator is increased to include the number of additional common shares that would have been outstanding if the potential common stock equivalents had been issued and if the additional common shares were dilutive.

### ***Related parties***

Related parties, which can be a corporation, individual, investor or another entity are considered to be related if the party has the ability, directly or indirectly, to control the other party or exercise significant influence over the Company in making financial and operating decisions. Companies are also considered to be related if they are subject to common control or common significant influence. The Company has these relationships.

### ***Merger & acquisition***

In December 2007, the FASB issued two new statements: (a.) SFAS No. 141(revised 2007), *Business Combinations*, and (b.) No. 160, *Non-controlling Interests in Consolidated Financial Statements*. These statements are effective for fiscal years beginning after December 15, 2008 and the application of these standards will improve, simplify and converge internationally the accounting for business combinations and the reporting of non-controlling interests in consolidated financial statements.



The Company adopted SFAS 141 (R) and SFAS 160 on the prospective basis. New merger and acquisition activities will be accounted for under these standards.

SFAS No. 141 (R) requires an acquiring entity in a business combination to: (i) recognize all (and only) the assets acquired and the liabilities assumed in the transaction, (ii) establish an acquisition-date fair value as the measurement objective for all assets acquired and the liabilities assumed, (iii) disclose to investors and other users all of the information they will need to evaluate and understand the nature of, and the financial effect of, the business combination, (iv) recognize and measure the goodwill acquired in the business combination or a gain from a bargain purchase, and (v) expense all related acquisition costs as period expenses if they are not related to the fair value of the acquired company.

SFAS No. 160 will improve the relevance, comparability and transparency of financial information provided to investors by requiring all entities to: (i) report non-controlling (minority) interests in subsidiaries in the same manner, as equity but separate from the parent's equity, in consolidated financial statements, (ii) net income attributable to the parent and to the non-controlling interest must be clearly identified and presented on the face of the consolidated statement of income, and (iii) any changes in the parent's ownership interest while the parent retains the controlling financial interest in its subsidiary be accounted for consistently.

### ***Recent Accounting Pronouncements***

The Company has reviewed all recently issued, but not yet effective, accounting pronouncements and do not believe the future adoption of any such pronouncements may be expected to cause a material impact on its consolidated financial condition or the results of its consolidated operations.

### **3. Acquisition of Assets**

In October 2010, the Company entered into an asset purchase agreement to acquire certain intellectual property assets in water recycling including unregistered trademarks, a customer base and existing commercial agreements from Sophis Corporation, a Nevada Corporation. The Company paid \$50,000 in the form of a promissory note carrying 8% interest and maturing on October 18, 2012.

In August 2011, the Company entered into an asset purchase agreement to acquire certain additional intellectual property in water recycling including certain proprietary design and patent in progress. The Company paid \$10,000 in the form of a promissory note with interest at the rate of 10% maturing on January 1, 2013. This technology is complementary to the Sophis Acquisition and together they provide a strong technology base for 'green hotel water recycling' targeted at multi-unit buildings and hotels in markets where water is a significant issue.

In February 2013, the Company acquired a master license and invested in EWSI in the total amount of \$800,000 that grants the Company 3 nonexclusive license ("EWSI License") to use EWSI's brand name, logo, intellectual property and certain business process knowledge EWSI possesses.

### **4. Capitalization**

#### ***Common Stock***

The Company is authorized to issue up to 995,000,000 shares of common stock, par value \$0.0001 per share. As of March 31, 2013, a total of 31,393,802 shares of common stock were issued and outstanding.

## ***Preferred Stock***

The Company is authorized to issue up to 5,000,000 shares of preferred stock, par value \$0.0001 per share. The Board of Directors may designate multiple series of preferred stock. As of March 31, 2013, 800 preferred stock with a par \$0.0001 at \$1,000 per share has been issued.

## ***Dilution***

The following table provides the total number of shares of fully diluted common stock as of March 31, 2013:

	<u>Number of Shares</u>
Common Stock Outstanding	<u>31,393,802</u>
Total Amount of Fully Diluted Common Stock	<u>31,393,802</u>

The following table provides the total number of shares of fully diluted preferred stock as of March 31, 2013:

	<u>Number of Shares</u>
Preferred Stock Outstanding	<u>800</u>
Total Amount of Fully Diluted Preferred Stock	<u>800</u>

## **5. Share-based Compensation**

### ***Stock Equity Plan***

The Company does not have at present a Stock Equity Plan.

### ***Employee Stock Option Plan***

The Company has not adopted an employee stock option plan.

## ***Valuation***

Under the requirements of SFAS No. 123 (revised 2004), *Share-Based Payment*, the fair value of the shares issued in connection with employee services should be valued on the grant date and recognized during the vesting periods. Under the Emerging Issues Task Force ("EITF") Issue No. 96-18, *Accounting for Equity Instruments That Are Issued to Other Than Employees for Acquiring, or in Conjunction with Selling, Goods or Services*, shares issued to non-employees should be valued and recognized on the grant date.

It is typical to use the Black-Scholes option-pricing model to value the grants of options or warrants based on assumptions on risk-free interest rate, expected dividend yield, expected stock price volatility, and the expected life of the options. Without public market for its securities, the Company has not determined the fair value of the grants due to uncertainty in the valuating factors. For the periods ended December 31, 2009, the Company recorded no expenses for the shared-based compensation.

## **6. Revenue**

During 2011, the Company recorded a one-time fee \$100,000 related to the facilitation of a financing and merger transaction of a company with a financial services firm. In addition, the Company received a one-

time award of 559,898 shares of restricted common stock and recorded as income at a value \$0.001 par or \$560. The share price in the public market is \$0.11 per share as of December 31, 2012.

For the period from January 1, 2012 and March 30, 2012, \$70,739 of revenue was recognized and recorded and from April 1, 2012 to June 30, 2012, \$4,778 of revenue was recognized and recorded. For the period from July 1, 2012 to September 30, 2012, \$135,651 of revenue was recognized and recorded. For the period from October 1, 2012 to December 31, 2012, \$74,929 of revenue was recognized and recorded.

For the period from January 1, 2013 to March 31, 2013 \$113,207 of revenue was recognized and recorded. For the period from April 1, 2013 to June 30, 2013 \$111,295 of revenue was recognized and recorded.

## **7. Expenses**

During 2011, the Company recorded total expenses of \$185,070 and during 2012, the Company recorded total expenses of \$359,059 for operations, selling and general administration expenses mainly as expenses for operation and for business development and marketing efforts in the China region.

For the period from July 1, 2012 and September 30, 2012, the Company recorded total expenses of \$87,640. For the period from October 1, 2012 and December 31, 2012, the Company recorded total expenses of \$79,031 for operations, selling and general administration expenses mainly as expenses for operation and for business development and marketing efforts in the China region.

For the period from January 1, 2013 to March 31, 2013, the Company recorded total expenses of \$231,297.62. For the period from April 1, 2013 to June 30, 2013, the Company recorded total expenses of \$257,962 for operations, selling and general administration expenses mainly as expenses for operation and for business development and marketing efforts in the China region.

The total operations, selling and general administrative expenses consist of the following items:

Labor (mkt, admin, ops)	\$ 158,201
Business Dev. & Sales Expenses	\$ 13,663
Maintenance & Repairs	\$ -
Office Rent & Expenses	\$ 21,774
Travel, Lodging & Transport Expenses	\$ 3,101
Office Expenses	\$ 1,217
Compliance, Legal Accounting	\$ -
Other	\$ 60,007
Grand Total	\$ 257,962

## **8. Related Parties**

In 2010, the Company entered into an agreement with Anagra Nutraceuticals Inc., a Nevada corporation, ("Anagra") to provide consulting services. One of the members of Anagra's Board of Directors, was also a director of the Company. In 2011 the Company received under this agreement a one-time fee of \$15,000, as a non-refundable retainer and an additional \$100,000 in cash and 559,898 shares of Common stock related to the facilitation of a merger and financing transaction under this agreement. The 559,898 shares of Common stock is being held for the benefit of the Company by Hollyland Management Ltd, a company controlled by the Xiaoying Zhang, the majority shareholder of Company.

## 9. Income Taxes

No provision for income taxes has been recorded in the financial statements as the Company has incurred net operating losses from the date of operations started in 2007 through June 30, 2013.

Due to the net losses, the Company has no tax liability. The net deferred tax assets generated by the losses carry-forward have been fully reserved. The cumulative net operating losses carry-forward are approximately \$36,976 on December 31, 2011 and \$153,845 at June 30, 2012, with the cumulative of \$118,087 from January 1, 2013 to March 31, 2013 and \$146,667 at June 30, 2013 expiring in the year 2032.

The cumulative tax effects at the expected rate of 34% of significant items comprising our net deferred tax amounts are as follows:

<b>As of June 30 2013</b>	
Deferred tax asset attributable to:	
Net operating loss	\$ 146,667
Valuation allowance	-146,667
Net deferred tax asset	\$ 0

## 10. Commitments and Contingencies

The Company is in the development stage, and has not entered into any material contracts with other companies except for the acquisitions of technologies as described above.

## 11. Subsequent Events

There are no subsequent events after the balance sheet dates that materially affected the accounting estimates and transactions that will otherwise require adjustments to be recorded within these financial statements.