



## UPDATED INFORMATION AND DISCLOSURE STATEMENT

FOR THE PERIOD ENDED JUNE 30, 2014

### 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.

Green Cures & Botanical Distribution Inc. (the "Company") was incorporated in the State of Colorado on September 22, 1986 under the name Petramerica Oil, Inc. The Company operated as Petramerica Oil, Inc. until the Company completed a transaction with Triton Distribution Systems, Inc., a Nevada corporation, and changed its name to Triton Distribution Systems, Inc. The Company operated as Triton Distribution Systems, Inc. from August 17, 2006 through May 7, 2014 when the Company adopted its current name.

On February 25, 2014, the Company completed the sale of its entire business, including all assets to Privileged World Travel Club, Inc., a Delaware corporation, under a Material Definitive Agreement entered on February 1, 2014. Under the Material Definitive Agreement, Privileged World Travel Club, Inc., assumed all of the Company's outstanding debts and agreed to indemnify the Company from any and all claims related thereto for a purchase price consisting of 4,062,500 shares of common stock of Privileged World Travel Club, Inc.

On February 25, 2014, control of the Company was transferred from Gregory Lykiardopoulos to Green Cures, Inc., a California corporation, pursuant to a Stock Purchase Agreement entered on February 5, 2014. Green Cures, Inc. acquired 8,000,000 shares of the Company's \$.001 par value Common Stock; 1 share of the Company's Series A Preferred Stock; 1,000,000 shares of the Company's Series B Preferred Stock; 4,250,000 shares of the Company's Series C Preferred Stock; and 8,000,000 shares of the Company's Series F Preferred Stock.

### 2) Address of the issuer's principal executive offices

#### Company Headquarters

Address: 20201 Sherman Way, Suite 101, Winnetka, CA 91306  
Phone: 818-773-3929  
Email: [info@gcbdinc.com](mailto:info@gcbdinc.com)  
Website(s): [www.gcbdinc.com](http://www.gcbdinc.com)

### 3) Security Information

Trading Symbol: GRCU

Exact title and class of securities outstanding: COMMON STOCK

CUSIP: 393007 109

Par or Stated Value: \$0.001

Total shares authorized: 2,500,000,000

as of: 07/28/14

Total shares outstanding: 1,636,233,097 as of: 07/28/14

Additional class of securities (if necessary):

Trading Symbol: None

Exact title and class of securities outstanding: SERIES A PREFERRED STOCK

CUSIP: None

Par or Stated Value: \$0.001

Total shares authorized: 100 as of: 07/28/2014

Total shares outstanding: 1 as of: 07/28/2014

Trading Symbol: None

Exact title and class of securities outstanding: SERIES B PREFERRED STOCK

CUSIP: None

Par or Stated Value: \$0.001

Total shares authorized: 6,000,000 as of: 07/28/2014

Total shares outstanding: 1,508,050 as of: 07/28/2014

Trading Symbol: None

Exact title and class of securities outstanding: SERIES C PREFERRED STOCK

CUSIP: None

Par or Stated Value: \$0.001

Total shares authorized: 6,000,000 as of: 07/28/2014

Total shares outstanding: 4,250,000 as of: 07/28/2014

Trading Symbol: None

Exact title and class of securities outstanding: SERIES D PREFERRED STOCK

CUSIP: None

Par or Stated Value: \$0.001

Total shares authorized: 2,000,000 as of: 07/28/2014

Total shares outstanding: 0 as of: 07/28/2014

Trading Symbol: None

Exact title and class of securities outstanding: SERIES E PREFERRED STOCK

CUSIP: None

Par or Stated Value: \$0.001

Total shares authorized: 4,000,000 as of: 07/28/2014

Total shares outstanding: 580,000 as of: 07/28/2014

Trading Symbol: None

Exact title and class of securities outstanding: SERIES F PREFERRED STOCK

CUSIP: None

Par or Stated Value: \$0.001

Total shares authorized: 60,000,000 as of: 07/28/2014

Total shares outstanding: 12,000,000 as of: 07/28/2014

Trading Symbol: None

Exact title and class of securities outstanding: SERIES G PREFERRED STOCK

CUSIP: None

Par or Stated Value: \$0.001

Total shares authorized: 60,000,000 as of: 07/28/2014

Total shares outstanding: 0 as of: 07/28/2014

Transfer Agent

Name: Action Stock Transfer Agent

Address 1: 2469 E. Fort Union Blvd., Salt Lake City, UT 84121  
Phone: 801-274-1088

Is the Transfer Agent registered under the Exchange Act?\* Yes: ☒ No: ☐

List any restrictions on the transfer of security:

None

Describe any trading suspension orders issued by the SEC in the past 12 months.

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:

The company anticipates that a stock dividend to the shareholders of common stock may take place on or before June 30, 2015, as a result of a public disclosure and agreement made involving a possible friendly take over of the previous company (Triton Distribution Systems Inc) by Green Cures Inc.

#### **4) Issuance History**

List below any events, in chronological order, that resulted in changes in total shares outstanding by the issuer in the past two fiscal years and any interim period. The list shall include all offerings of equity 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, describing (1) the securities, (2) the persons or entities to whom such securities were issued and (3) the services provided by such persons or entities. The list shall indicate:

- A. The nature of each offering (e.g., Securities Act Rule 504, intrastate, etc.);
- B. Any jurisdictions where the offering was registered or qualified;
- C. The number of shares offered;
- D. The number of shares sold;
- E. The price at which the shares were offered, and the amount actually paid to the issuer;
- F. The trading status of the shares; and
- G. Whether the certificates or other documents that evidence the shares contain a legend (1) stating that the shares have not been registered under the Securities Act and (2) setting forth or referring to the restrictions on transferability and sale of the shares under the Securities Act.

Fiscal year ended December 31, 2012

During the fiscal year ended December 31, 2012, the Company issued 1,501,000,000 shares of common stock claiming an exemption from registration under Section 4(2) and Regulation D, Rule 504 for gross proceeds of \$150,000. In the opinion of current management, these shares cannot be resold without registration under the Securities Act or unless the transfer and sale are exempt from registration under the Securities Act.

Fiscal year ended December 31, 2013

None.

For the quarter ended March 31, 2014

None.

For the quarter ended June 30, 2014

During the quarter ended June 30, 2014, the Company issued 2,537,500 shares of common stock to certain officers and directors of the Company.

Green Cures & Botanical Distribution Inc (the "Company") recently entered into several employment agreements for key officers of the Company. A summary of the terms of the agreements is as follows:

Robert F. Calkin – Chief Executive Officer

Effective March 31, 2014, the Company and Robert F. Calkin entered into an employment agreement whereby Mr. Calkin agreed to serve as the Chief Executive Officer of the Company. His duties will be of those normally performed by a chief executive officer, and will be assigned by the Company's Board of Directors. The term of the agreement is for a period of one year, with automatic renewals for subsequent one-year periods, unless otherwise earlier terminated by the Company or Mr. Calkin. Mr. Calkin's agreement may be terminated by the Company for cause, or without cause or in the event of a change of control of the Company. Pursuant to his agreement, Mr. Calkin is entitled to receive up to 4,000,000 shares of the Company's common stock during 1 calendar year; 1,000,000 vesting quarterly on each three-month anniversary of the commencement of Mr. Calkin's employment with the Company, provided that Mr. Calkin remains employed with the Company. In the event that the agreement is terminated, any unvested shares will be forfeited and not issued by the Company. As of June 30, 2014, 1,000,000 of Mr. Calkin's shares had vested and had been issued by the Company.

Romeo Orlando Cruz – Chief Financial Officer, Treasurer

Effective April 1, 2014, the Company and Romeo Orlando Cruz entered into an employment agreement whereby Mr. Cruz agreed to serve as the Chief Financial Officer and Treasurer of the Company. His duties will be of those normally performed by a chief financial officer, and will be assigned by the Company's Board of Directors. The term of the agreement is for a period of one year, with automatic renewals for subsequent one-year periods, unless otherwise earlier terminated by the Company or Mr. Cruz. Mr. Cruz's agreement may be terminated by the Company for cause, or without cause or in the event of a change of control of the Company. Pursuant to his agreement, Mr. Cruz is entitled to receive up to 2,250,000 shares of the Company's common stock during 1 calendar year; 562,500 vesting quarterly on each three-month anniversary of the commencement of Mr. Cruz's employment with the Company, provided that Mr. Cruz remains employed with the Company. In the event that the agreement is terminated, any unvested shares will be forfeited and not issued by the Company. As of June 30, 2014, 562,500 of Mr. Cruz's shares had vested and had been issued by the Company.

Meki Cox – Marketing Director

Effective June 1, 2014, the Company and Meki Cox entered into an employment agreement whereby Ms. Cox agreed to serve as the Marketing Director of the Company. Her duties will be of those normally performed by a marketing director, and will be assigned by the Company's Board of Directors. The term of the agreement is for a period of three months, with automatic renewals for subsequent three-month periods, unless otherwise earlier terminated by the Company or Ms. Cox. Ms. Cox's agreement may be terminated by the Company for cause, or without cause or in the event of a change of control of the Company. Pursuant to her agreement, Ms. Cox is entitled to receive up to 937,500 shares of the Company's common stock during 1 calendar year, with 562,500 shares vesting on June 1, 2014, and the remaining 375,000 shares vesting on August 31, 2014, provided that Ms. Cox remains employed with the Company. In the event that the agreement is terminated, any unvested shares will be forfeited and not issued by the Company. As of June 30, 2014, the 562,500 shares had vested and had been issued by the Company.

### Ben Craik – Chief Technology Officer

Effective June 15, 2014, the Company and Ben Craik entered into an employment agreement whereby Mr. Craik agreed to serve as the Chief Technology Officer of the Company. His duties will be of those normally performed by a chief technology officer, and will be assigned by the Company's Board of Directors. The term of the agreement is for a period of six months, with automatic renewals for subsequent six-month periods, unless otherwise earlier terminated by the Company or Mr. Craik. Mr. Craik's agreement may be terminated by the Company for cause, or without cause or in the event of a change of control of the Company. Pursuant to his agreement, Mr. Craik is entitled to receive up to 1,000,000 shares of the Company's common stock during a period of 6 months, with 500,000 vesting on September 15, 2014, and 500,000 vesting on December 15, 2014, provided that Mr. Craik remains employed with the Company. In the event that the agreement is terminated, any unvested shares will be forfeited and not issued by the Company. As of June 30, 2014, none of Mr. Craik's shares had vested or issued by the Company.

### Additional Issuances

Additionally, the Company has elected to compensate its non-employee directors, and members of its Product Research & Development Advisory Committee (the "Advisory Committee") with shares of the Company's common stock, vesting on a quarterly basis. Jhasmin Santizo is entitled to receive an aggregate of 1,250,000 shares for her service as a Director during 1 calendar year, 312,500 vesting quarterly on each three-month anniversary of the commencement of her service as a director with the Company, provided that she remains a director of the Company. As of June 30, 2014, 312,500 of Ms. Santizo's shares had vested and had been issued by the Company.

Wendy Osegueda is entitled to receive an aggregate of 400,000 shares for her service as a Director during 1 calendar year, 100,000 vesting quarterly on each three-month anniversary of the commencement of her service as a director with the Company, provided that she remains a director of the Company. As of June 30, 2014, 100,000 of Ms. Osegueda's shares had vested and had been issued by the Company.

The Company and Dr. Gerry Bedore recently entered into an Advisory Committee Member Agreement, effective as of June 25, 2014. In connection with his service as a member of the Advisory Committee, and pursuant to his agreement, Dr. Bedore is entitled to receive up to 1,600,000 shares of the Company's common stock during 1 calendar year, 400,000 vesting quarterly on each three-month anniversary of the commencement of Dr. Bedore's participation with the Advisory Committee, provided that Dr. Bedore continues to participate with the Advisory Committee. In the event that the agreement is terminated, any unvested shares will be forfeited and not issued by the Company. As of June 30, 2014, none of Dr. Bedore's shares had vested and had been issued by the Company.

## 5) Financial Statements

**The accompanying financial statements and notes have been prepared in accordance with US GAAP by persons who the Company believes possess sufficient financial skills. None of the persons who assisted in the preparation of the financial statements is qualified as a Certified Public Accountant. Investors are cautioned that previous management did not provide full copies of or full access to the historical financial information concerning the Company. As such, the Company has chosen to present its financial statements based upon the removal of all assets and liabilities as of February 25, 2014, the closing date under the Material Definitive Agreement between the Company and Privileged World Travel Club, Inc., and the commencement of new operations during the quarter ended June 30, 2014, the sale and marketing of nutritional, medicinal and body care products through retail and wholesale channels.**

**GREEN CURES & BOTANICAL DISTRIBUTION, INC., A COLORADO CORPORATION**

Unaudited Financial Statements for the Quarter Ended June 30, 2014

Unaudited Balance Sheet for the Quarter Ended June 30, 2014 and Fiscal Year Ended December 31, 2013

Unaudited Statement of Operations for the Quarter Ended June 30, 2014 and Fiscal Year Ended December 31, 2013

Unaudited Statement of Cash Flows for the Quarter Ended June 30, 2014 and Fiscal Year Ended December 31, 2013

**The accompanying financial statements and notes have been prepared in accordance with US GAAP by persons who the Company believes possess sufficient financial skills. None of the persons who assisted in the preparation of the financial statements is qualified as a Certified Public Accountant. Investors are cautioned that previous management did not provide full copies of or full access to the historical financial information concerning the Company. As such, the Company has chosen to present its financial statements based upon the removal of all assets and liabilities as of February 25, 2014, the closing date under the Material Definitive Agreement between the Company and Privileged World Travel Club, Inc., and the commencement of new operations during the quarter ended June 30, 2014, the sale and marketing of nutritional, medicinal and body care products through retail and wholesale channels.**

Information contained in a Financial Report is considered current until the due date for the subsequent Financial Report. To remain in the OTC Pink Current Information tier, a company must post its Annual Report within 90 days from its fiscal year-end date and Quarterly Reports within 45 days of its fiscal quarter-end date.

## FINANCIAL INFORMATION

**GREEN CURES & BOTANICAL DISTRIBUTION, INC., A COLORADO CORPORATION**

## Balance Sheet (Unaudited)

	Quarter Ended June.30, 2014	Fiscal Year Ended Dec.31, 2013
	USD	USD
<b><u>Assets</u></b>		
<b>Current Assets</b>		
Cash and Cash equivalents	9,630	0
Accounts receivable	0	0
Prepaid expenses	0	0
Other current Assets	7,309	0
Total Current Assets	16,939	0
<b>Other Assets</b>		
Notes receivable	0	0
Fixed Assets, net	11,127	0
Goodwill	0	0
Intangible Assets, net	52,416	0
<b>Total Assets</b>	<b>80,482</b>	<b>0</b>
<b><u>Liabilities and Stockholders' Equity</u></b>		
<b>Current Liabilities</b>		
Accounts Payable	3,563	0
Related party payable	0	0
Loan payable	0	0
Notes payable	106,742	0
Total Current Liabilities	110,305	0
<b>Stockholders' Equity:</b>		
Preferred Stock, \$.001 par value,168,000,100 shares authorized.		
Series A Preferred Stock, 100 shares authorized, 1 share issued and outstanding at June 30, 2014 and December 31, 2013, respectively	1,250,000	1,250,000
Series B Preferred Stock, 6,000,000 shares authorized, 1,508,050 shares issued and outstanding at June 30, 2014 and December 31, 2013, respectively	2,262,750	2,262,750
Series C Preferred Stock, 50,000,000 shares authorized, 4,250,000 shares and 0 shares issued and outstanding at June 30,2014 and December 31, 2013 respectively.	4,250	0
Series D Preferred Stock, 2,000,000 Shares authorized, 0 shares issued and outstanding at June 30, 2014 and December 31, 2013, respectively	0	0
Series E Preferred Stock, 4,000,000 shares authorized, 580,000 shares issued and outstanding at June 30, 2014 and December 31, 2013, respectively.	145,000	145,000
Series F Preferred Stock, 60,000,000 shares authorized, 12,000,000 shares issued and outstanding at June 30, 2014 and December 31, 2013, respectively	0	0
Series G Preferred Stock, 40,000,000 shares authorized, 0 shares issued and outstanding at June 30, 2014 and December 31, 2013, respectively	0	0
Common Stock, \$.001 par value, 2,500,000,000 shares authorized, 1,633,670,597 shares and 1,933,670,597 shares issued and outstanding at June 2014 and Dec. 31,2013.	1,933,671	1,933,671
Additional paid in Capital	29,915,949	29,914,749
Deficit accumulated	-35,541,443	-35,423,338
<b>Total Liabilities and Stockholders' Equity</b>	<b>80,482</b>	<b>-82832</b>

**GREEN CURES & BOTANICAL DISTRIBUTION, INC., A COLORADO CORPORATION****Statements of Operations**  
**(Unaudited)**

	Quarter Ended	Fiscal Year Ended
	June.30, 2014	Dec.31, 2013
	USD	USD
<b>Sales</b>		
Revenue	19,779	0
Cost of sales	7,813	0
Gross profit	11,966	0
<b>Operating expenses</b>		
Payroll and related benefits		0
Marketing and advertising		0
Amortization expenses		0
General and administrative expenses	42,989	0
Total operating expenses		0
Loss from operations	<b>-31,023</b>	0
<b>Loss from operations before income tax, interest and similar</b>		-82,832
Income tax		
Loss before non-controlling interest and discontinued operations		
Net income attributable to non-controlling interest		
Income from discontinued operations		
Net income (Loss) attributable to Green Cures & Botanical Dist.Inc		
Net loss from continuing operations		
Net income (Loss) per common share-basic and diluted		
Net income (Loss) attributable to Green Cures & Botanical Dist.Inc		
Net income from discontinued operations		
Net income (Loss) per common share from discontinued operations		
<b>Weighted average common shares-basic and diluted</b>	-31,023	-82,832



**GREEN CURES & BOTANICAL DISTRIBUTION, INC., A COLORADO CORPORATION****Statements of Cash Flows****(Unaudited)**

	Quarter Ended June.30, 2014	Fiscal Year Ended Dec.31, 2013
	USD	USD
<b>Operating activities:</b>		
Net income (loss) attributable to Green Cures & Botanical Distribution, Inc	-31,023	0
Gain on disposal of subsidiary, net	0	0
Net loss attributable to continuing operations	-31,023	0
<b>Adjustments to reconcile net loss to cash used in operations</b>		
Share based payments issued for services		
Amortization and depreciation expenses		
Net income attributable to non-controlling interest of subsidiary		
Change in operating assets and liabilities		
Accounts receivable	3,562	0
Prepaid expenses	0	0
Accounts payable and accrued liabilities	-7,308	0
Other assets	-63,543	0
<b>Net cash used in operating activities</b>	<b>-67,289</b>	
<b>Financing activities</b>		
Advance from related party payable	1,200	0
Proceeds from issuance of common stock	0	0
Proceeds/payments-notes payable	106,742	0
<b>Net cash provided by financing activities</b>	<b>107,942</b>	
<b>Net increase (decrease) in cash</b>	<b>9,630</b>	0
Cash at beginning of period	0	0
Cash at end of period	9,630	0
<b>Supplemental schedule of non-cash investing and financing</b>		
Common stock issued for acquired assets	0	0
<b>Supplemental Cash Flow information</b>		
Interest paid	0	0
Income tax paid	0	0

**GREEN CURES & BOTANICAL DISTRIBUTION INC.  
NOTES TO THE UNAUDITED FINANCIAL STATEMENTS**

**JUNE 30, 2014**

**NOTE 1 – DESCRIPTION OF BUSINESS**

Green Cures & Botanical Distribution Inc. (the “Company”) was incorporated in the State of Colorado on September 22, 1986 under the name Petramerica Oil, Inc. The Company operated as Petramerica Oil, Inc. until the Company completed a transaction with Triton Distribution Systems, Inc., a Nevada corporation, and changed its name to Triton Distribution Systems, Inc. The Company operated as Triton Distribution Systems, Inc. from August 17, 2006 through May 7, 2014 when the Company adopted its current name.

On February 25, 2014, the Company completed the sale of its entire business, including all assets to Privileged World Travel Club, Inc., a Delaware corporation, under a Material Definitive Agreement entered on February 1, 2014. Under the Material Definitive Agreement, Privileged World Travel Club, Inc., assumed all of the Company’s outstanding debts and agreed to indemnify the Company from any and all claims related thereto for a purchase price consisting of 4,062,500 shares of common stock of Privileged World Travel Club, Inc.

On February 25, 2014, control of the Company was transferred from Gregory Lykiardopoulos to Green Cures, Inc., a California corporation, pursuant to a Stock Purchase Agreement entered on February 5, 2014. Green Cures, Inc. acquired 8,000,000 shares of the Company’s \$.001 par value Common Stock; 1 share of the Company’s Series A Preferred Stock; 1,000,000 shares of the Company’s Series B Preferred Stock; 4,250,000 shares of the Company’s Series C Preferred Stock; and 8,000,000 shares of the Company’s Series F Preferred Stock.

**NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

The unaudited financial statements as of June 30, 2014 reflect all adjustments which, in the opinion of management, are necessary to fairly state the Company’s financial position and the results of its operations for the periods presented in accordance with the accounting principles generally accepted in the United States of America.

The information included in this report should be read in conjunction with information posted under the Company’s name on [www.otcmarkets.com](http://www.otcmarkets.com).

The operating results for the periods presented are not necessarily indicative of financial results for the full year. Moreover, the results do not provide a meaningful comparison against prior periods. The financial statements have been prepared based upon the Material Definitive Agreement entered on February 1, 2014 and closed on February 25, 2014 wherein Privileged World Travel Club, Inc., a Delaware corporation, (1) purchased the Company’s entire business, including all assets; (2) assumed all of the Company’s outstanding debts; and (3) agreed to indemnify the Company from any and all claims related thereto for a purchase price consisting of 4,062,500 shares of common stock of Privileged World Travel Club, Inc. As such, the financial statements reflect no operations, zero assets and zero liabilities as of February 25, 2014. Investors are cautioned that even though the financial statements reflect no operations, zero assets and zero liabilities as of February 25, 2014, none of the Company’s creditors agreed to the assumption of the Company’s outstanding debts by Privileged World Travel Club, Inc. and that if Privileged World Travel Club, Inc. is unable to honor its obligations to satisfy the Company’s outstanding debts, then those creditors will have a claim against the Company.

The Company is currently a development stage company under the as defined by Statement of Financial Accounting Standards (“SFAS”) No.7 *Accounting and Reporting by Development Stage Enterprises*.

The accompanying financial information has been prepared in accordance with accounting principles generally accepted in the United States of America (US GAAP)

#### *Use of estimates*

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting periods. Actual results could differ from these estimates.

#### *Fair value of financial instruments*

For certain of the Company's financial instruments, including cash and cash equivalents, accounts payable and accrued expenses, the carrying amounts approximate fair value due to their short maturities.

#### *Cash and cash equivalents*

For purposes of the statements of cash flows, the Company defines cash equivalents as all highly liquid debt instruments purchased with a maturity of three months or less.

#### *Furniture and equipment*

Furniture and equipment are stated at cost and are depreciated using the straight-line method over their estimated useful lives of 3-7 years.

#### *Revenue recognition*

The Company applies the guidance within SEC Staff Accounting Bulletin No. 104, Revenue Recognition in Financial Statements (SAB 104) to determine when to properly recognize revenue. SAB 104 states that revenue generally is realized or realizable and earned when persuasive evidence of an arrangement exists, services have been rendered, the seller's price to the buyer is fixed or determinable and collectability is reasonably assured.

The Company's reporting currency is the US dollar (USD).

#### *Stock based compensation*

The Company accounts for stock option grants in accordance with SFAS No. 123(R), *Share Based Payment*. The Company records the cost of employee and non-employee services received in exchange for an award of equity instruments based on the grant date fair value of the award. That cost is recognized over the period during which an employee is required to provide service in exchange for the award the requisite service period (usually the vesting period). No compensation cost is recognized for equity instruments for which employees do not render the requisite service. The grant-date fair value of employee share options and similar instruments is estimated using a Black-Scholes option-pricing model. If an equity award is modified after the grant date, incremental compensation cost will be recognized in an amount equal to the excess of the fair value of the modified award, if any, over the fair value of the original award.

#### *Income taxes*

The Company accounts for income taxes in accordance with SFAS No. 109, "Accounting for Income Taxes." Deferred taxes are provided on the liability method whereby deferred tax assets are recognized for deductible temporary differences, and deferred tax liabilities are recognized for taxable temporary differences. Temporary differences are the differences between the reported amounts of assets and liabilities and their tax bases. 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. Deferred tax assets and liabilities are adjusted for the effects of changes in tax laws and rates on the date of enactment.

On January 1, 2007, the Company adopted Financial Accounting Standards Board (FASB) Interpretation No. 48, *Accounting for Uncertainty in Income Taxes an interpretation of FASB Statement No. 109* (FIN 48). The Interpretation gives guidance related to the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return, and requires that we recognize in our financial statements the impact of a tax position, if that position is more likely than not to be sustained upon an examination, based on the technical merits of the position.

#### *Loss per share*

The Company reports loss per share in accordance with SFAS No. 128, *Earnings per Share*. Basic loss per share is computed by dividing the net loss by the weighted average number of common shares outstanding. Diluted loss per share is computed by dividing net income by the weighted average number of common shares used in the basic earnings per share calculation plus the number of common shares that would be issued assuming exercise or conversion of all potentially dilutive common shares outstanding. The Company excludes equity instruments from the calculation of diluted weighted average shares outstanding if the effect of including such instruments is anti-dilutive to earnings per share. For the periods presented, all equity instruments are considered anti-dilutive.

#### *Development Stage Company*

The Company is subject to risks and uncertainties, including new product development, actions of competitors, reliance on the knowledge and skills of its employees to be able to service customers, and availability of sufficient capital and a limited operating history. Accordingly, the Company presents its financial statements in accordance with the accounting principles generally accepted in the United States of America that apply in establishing new operating enterprises. As a development stage enterprise, the Company discloses the deficit accumulated during the development stage and the accumulated statement of operations and cash flows from inception of the development stage to the date on the current balance sheet. Contingencies exist with respect to this matter, the ultimate resolution of which cannot presently be determined.

### **NOTE 3 – GOING CONCERN**

The Company has sustained operating losses of \$35,541,443 since inception. The Company's continuation as a going concern is dependent on management's ability to develop profitable operations, and / or obtain additional financing from its stockholders and / or other third parties.

The accompanying unaudited financial statements have been prepared assuming that the Company will continue as a going concern; however, the above conditions raise substantial doubt about the Company's ability to do so. The unaudited financial statements do not include any adjustments to reflect the possible future effects on the recoverability and classification of assets or the amounts and classifications of liabilities that may result should the Company be unable to continue as a going concern.

If management projections are not met, the Company may have to reduce its operating expenses and to seek additional funding through debt and/or equity offerings.

### **NOTE 4 – ACQUISITIONS**

Effective June 30, 2014, the Company acquired certain intangible assets, web portals, and domain names from Green Cures, Inc. (the controlling shareholder/related party) valued at \$46,116.17. The Company agreed to pay Green Cures, Inc. \$46,116.16, plus accrued interest at 5% per month, on or before November 1, 2014 for these assets.

**NOTE 6 – INTANGIBLE ASSETS**

As the result of the Company's acquisition of certain intangible assets, web portals, and domain names from Green Cures, Inc. (the controlling shareholder/related party), the Company allocated the purchase price as follows.

Purchase of domain name <b>Allbotanical.com</b>	\$1,000.00
Purchase of domain name <b>Allcannabis.com</b>	\$6,000.00
Purchase of online CBD Centers Portfolio ( <b>cbdcenters.com; cbdcolorado.com; cbdoil.us, futuremarijuana.com</b> )	\$35,000.00
Purchase of domain name <b>Allhemp.com</b>	\$3601.17
Purchase of domain name <b>Allcbd.com</b>	\$515.00
Allbotanical.com website value (includes designing and development cost)	\$6,300.00
<b>Total</b>	<b>\$52,416.17</b>

**NOTE 7 – NOTES PAYABLE**

During the period ended June 30, 2014, Green Cures, Inc. (the controlling shareholder/related party) made two loans to the Company.

At June 30, 2014, the Company has a Note payable to Green Cures, Inc. for \$46,116.16, plus interest at 7.5% per annum, accrued monthly, due on or before November 1, 2014.

At June 30, 2014, the Company has a Note payable to Green Cures, Inc. for \$56,126.03, plus interest at 5% per annum, accrued monthly, due on or before November 1, 2014.

**NOTE 8 – CAPITAL STOCK TRANSACTIONS**

The Company's Articles of Incorporation, as amended, provide for capital stock consisting of Two Billion Five Hundred Million (2,500,000,000) shares of Common Stock, \$.001 par value each, and One Hundred Sixty Eight Million One Hundred shares of Preferred Stock, \$.001 par value each, to be issued in one or more series, with such designations, voting powers, if any, preferences and relative, participating, optional or other special rights, and such qualifications, limitations and restrictions, as are authorized by the board of directors, or by vote of the shareholders.

**Common Stock**

During the three month period ended June 30, 2014, the Company issued/sold 2,537,500 shares of Common Stock to 4 persons who are executive officers and/or directors of the Company. The Company recorded a compensation expense of \$2,537.50 based upon the \$.001 par value of the Company's Common Stock (\$41,868.75 based upon the closing stock price of the Company's Common Stock on June 30, 2014 of \$0.0165 per share). There was no underwriter, no underwriting discounts or commissions, no general solicitation, no advertisement, and resale restrictions were imposed by placing a Rule 144 legend on the certificates. The persons who received securities have such knowledge in business and financial matters that he/she/it is capable of evaluating the merits and risks of the transaction. This transaction was exempt from registration under the Securities Act of 1933, based upon Section 4(2) for transactions by the issuer not involving any public offering.

During the three month period ended June 30, 2014, a shareholder of the Company returned 300,000,000 shares of the Company's Common Stock that had been improperly issued in 2010 and 2012.

At June 30, 2014, the Company had 1,633,670,597 shares of Common Stock issued and outstanding.

### Preferred Stock

No shares of Preferred Stock were issued/sold during the three month period ended June 30, 2014.

At June 30, 2014, the Company had 1 share of the Series A Preferred Stock; 1,508,050 shares of Series B Preferred Stock; 4,250,000 shares of Series C Preferred Stock; 0 shares of Series D Preferred Stock; 580,000 shares of Series E Preferred Stock; 12,000,000 shares of Series F Preferred Stock; and 0 shares of Series G Preferred Stock issued and outstanding.

The following summary of the designations, preferences, limitations, and relative rights of the Company's Series A, B, C, D, E, F, and G Preferred Stock is qualified as a summary. For the complete terms of designations, preferences, limitations, and relative rights of the Company's Series A, B, C, D, E, F, and G Preferred Stock, please see the Company's filings with the Colorado Secretary of State.

*Series A Preferred Stock*, 100 shares authorized, 1 share issued and outstanding at June 30, 2014 and December 31, 2013, respectively. Filed with the Colorado Secretary of State on July 9, 2010.

Designation and Rank	Senior
Par Value	\$.001 per share
Stated Value	None
Voting Rights	Equal to 66% of all votes
Conversion Rights	Convertible into Common Stock which shall equal 66% of total number of all shares of Common Stock, plus the total number of all other series of stock issued and outstanding
Dividend Rights	None
Liquidation Rights	\$5,000,000.00 per share

*Series B Preferred Stock*, 6,000,000 shares authorized, 1,508,050 shares issued and outstanding at June 30, 2014 and December 31, 2013, respectively. Filed with the Colorado Secretary of State on July 9, 2010.

Designation and Rank	Senior, except to Series A
Par Value	\$.001 per share
Stated Value	None
Voting Rights	One vote per share
Conversion Rights	\$6.00 of common stock at market value for each share of Series B converted, 9.9% limitation, 10 years from issue date
Dividend Rights	Equal to the Common Stock
Liquidation Rights	\$6.00 per share
Redemption Rights	\$6.00 per share in cash or Common Stock at the Company's election

*Series C Preferred Stock*, 50,000,000 shares authorized, 4,250,000 shares and 0 shares issued and outstanding at June 30, 2014 and December 31, 2013, respectively. Filed with the Colorado Secretary of State on July 9, 2010 and amended January 12, 2011.

Designation and Rank	Senior, except to Series A, B, and D
Par Value	\$.001 per share

Stated Value	None
Voting Rights	One vote per share
Conversion Rights	5 shares of common stock for each share of Series C converted, 9.9% limitation, 10 years from issue date
Dividend Rights	Equal to the Common Stock
Liquidation Rights	\$5.00 per share
Redemption Rights	\$5.00 per share in cash or Common Stock at the Company's election

*Series D Preferred Stock*, 2,000,000 shares authorized, 0 shares issued and outstanding at June 30, 2014 and December 31, 2013, respectively. Filed with the Colorado Secretary of State on July 9, 2010.

Designation and Rank	Senior, except to Series A, B, and C
Par Value	\$.001 per share
Stated Value	None
Voting Rights	Fifty votes per share
Conversion Rights	50 shares of common stock for each share of Series D converted
Dividend Rights	Equal to the Common Stock and Preferred Stock
Liquidation Rights	None
Redemption Rights	None

*Series E Preferred Stock*, 4,000,000 shares authorized, 580,000 shares issued and outstanding at June 30, 2014 and December 31, 2013, respectively. Filed with the Colorado Secretary of State on July 9, 2010.

Designation and Rank	Senior, except to Series A, B, C, and D
Par Value	\$.001 per share
Stated Value	None
Voting Rights	Twenty five votes per share
Conversion Rights	25 shares of common stock for each share of Series E converted
Dividend Rights	None
Liquidation Rights	None
Redemption Rights	None

*Series F Preferred Stock*, 60,000,000 shares authorized, 12,000,000 shares issued and outstanding at June 30, 2014 and December 31, 2013, respectively. Filed with the Colorado Secretary of State on July 9, 2010.

Designation and Rank	Senior, except to Series A, B, C, D, and E
Par Value	\$.001 per share
Stated Value	None
Voting Rights	Ten votes per share
Conversion Rights	2,500 shares of common stock for each share of Series F converted
Dividend Rights	At Board's discretion
Liquidation Rights	\$1.00 per share
Redemption Rights	None

*Series G Preferred Stock*, 40,000,000 shares authorized, 0 shares issued and outstanding at June 30, 2014 and December 31, 2013, respectively. Filed with the Colorado Secretary of State on July 9, 2010.

Designation and Rank	Senior, except to Series A, B, C, D, E, and F
Par Value	\$.001 per share
Stated Value	None

Voting Rights	Ten votes per share
Conversion Rights	2,000 shares of common stock for each share of Series C converted, 9.9% limitation, 10 years from issue date
Dividend Rights	At Board's discretion
Liquidation Rights	\$1.00 per share
Redemption Rights	None

## NOTE 9 – SUBSEQUENT EVENTS

On July 25, 2014, the Company agreed to issue/sell 1,000,000 shares of Common Stock to 1 person designated by its legal counsel to insure the availability of legal counsel and to increase legal counsel's proprietary interest in the success of the Company. The Company recorded a compensation expense of \$1,000 based upon the \$.001 par value of the Company's Common Stock (\$10,400 based upon the closing stock price of the Company's Common Stock on July 25, 2014 of \$0.0104 per share). There was no underwriter, no underwriting discounts or commissions, no general solicitation, no advertisement, and resale restrictions were imposed by placing a Rule 144 legend on the certificates. The person who received securities has such knowledge in business and financial matters that it is capable of evaluating the merits and risks of the transaction. This transaction was exempt from registration under the Securities Act of 1933, based upon Section 4(2) for transactions by the issuer not involving any public offering.

On July 29, 2014, the Company and Meki Cox, Marketing Director, terminated the Employment Agreement dated June 1<sup>st</sup> 2014. The termination without cause was based upon the Board of Directors determination to outsource the marketing functions being performed by Ms. Cox to a third party to reduce operating expenses.



## 6) Describe the Issuer's Business, Products and Services

The Company is a development stage company that retails and wholesales nutritional, medicinal and body care products. The products offered by the company are made in the United States of America. Currently, some of our products are being manufactured of imported materials from the European Continent and Canada. The company is currently Web-based and focuses on online retailing.

The Company seeks to become the leading cannabis and botanical industry innovator, by providing the highest quality hempseed oils, cannabis flower topical medicinal and botanical products, as permitted by law. The company's current line of products which include nutritional supplements and body care products are labeled **Green Magic**, and **Green Cures**.

The Company is currently retailing its products labeled Green Magic through its Ecommerce site allbotanical.com. The Company is in the process of adding a new line of products labeled **Rico Suave**, which will operate in the functional beverage industry. The Company is currently outsourcing the manufacturing and packaging of its products to different suppliers based in the state of California. The Company is currently not dependent on one supplier or provider of essential raw materials.

Competition in the market is expected to be price and quality of products. We believe that offering higher quality products than the competitors with more accessible pricing; together with, the effectiveness of our distribution network, coupled with marketing and geographic expansion, the Company and its products may be able to establish presence, branding recognition, and consumer preference within 1 year in the industries where the Company is seeking to operate.

The Company does not hold any registered patent or trademark; however, the company has submitted an application for trademark with the intent to use Rico Suave to the USPTO. Also, internally, the company has been granted by Green Cures Inc, an open and pending application for trademark with the intent to use CBD Centers. Finally, Green Cures & Botanical Distribution Inc has been granted by Green Cures Inc and David Osegueda, the Founder of Green Magic and Green Cures a Royalty Free Agreement to exclusively market, sell and distribute the products labeled Green Magic and Green Cures, Nationally and Internationally. A License or Royalty Fee Agreement with terms that are not detrimental to the company may be negotiated and enter into effect if or when the company is able to produce positive cash flow in its balance sheets.

The Company seeks to become the leading cannabis and botanical industry innovator, by providing the highest quality hempseed oils, cannabis flower topical medicinal and botanical products, as permitted by law. With our current and upcoming line of products including Green Magic, Green Cures and Rico Suave, we plan to be able to operate in numerous industries, including Nutritional Supplement/Dietary, Health and Wellness, Functional Beverages, Hemp, and Online Marketing. At the same time, the company expects to be able to capitalize on the strong growth that many of these industries are experiencing across the country and around the globe.

We believe that offering higher quality products than the competitors with more accessible pricing; together with, the effectiveness of our distribution network, coupled with marketing and geographic expansion are key factors that if we are able to formulate and apply them properly, the Company and its products will establish presence and branding recognition within 1 year in the following markets:

### A) Nutritional Supplement/Dietary

According to The Council Responsible for Nutrition (CRN); along with, economic and market research reports conducted by leading sales and marketing firms, the Nutritional Supplement/Dietary industry in the United States is worth over \$31 Billion. Over 50% of all Americans use some form of dietary supplement and it is estimated that approximately 40% of Americans use nutritional supplements. Green Cures management believes that the aging US population, together with an increase in consumer health concerns, signals continuing growth and opportunity in this market.

B) Health and Wellness

Research also shows that the Health and Wellness industry in the United States generates over \$153 Billion a year, which accounts for approximately one quarter of global health and wellness sales. The health and wellness market has continued growing at a rate of about 5% annually, and management believes that much of this continued growth can be attributed to the American consumers' interest on promoting healthy lifestyles and total body wellness.

C) Functional Beverage

According to market data and industry research, the functional beverage industry in the United States is worth an estimated \$8.6 Billion dollars, which represents a growth of approximately 300% since 2004. This industry is one of the fastest growing subsectors of the functional food industry, with an annual growth rate of almost 20%. According to statistical analysis conducted by industry leaders, the functional beverage industry is growing at a much faster rate than the general food or beverage market in the US.

D) Hemp

According to estimates published by the Hemp Industry Association, in the year 2013, American retailers sold approximately \$581 million of products containing hemp seeds and hemp fiber. Due to the similarity in leaf shape, hemp is frequently confused with marijuana. Although both plants are from the species cannabis, hemp contains virtually no THC (delta-9 tetrahydrocannabinol), the active ingredient in marijuana. In the United States and many countries around the world, the consumption and use of Hemp is legal. Products like Hemp Fiber, Hemp Protein, and Hemp Oils are used every day by the general public. As a food or supplement, Hemp is rich in protein, omega fatty acids and high in fiber.

Marketing and Distribution Methods of the Products

The company plans to promote its products through:

- A) Conventional Media Advertising.
- B) Online Marketing.
- C) Marketing and Distribution Agreements with national based firms.
- D) Guerilla Marketing.

Our marketing strategy is to promote and enhance our brands in targeted geographic locations, including selected areas in the State of California, New York, Florida, and Washington. Our strategy has been designed to strengthen our brands, products and increase awareness of our brands within selected geographic locations. The company anticipates launching its first Online Marketing as well as Distribution and Marketing programs during the month of August 2014.

The Company is not dependent on one or a few major customers.

Green Cures & Botanical Distribution Inc is continuously following both state and federal lawmaking with respect to statutes and regulations involved in the medical cannabis industry. Green Cures & Botanical Distribution Inc does not manufacture or carry any type of products that do not meet federally acceptable guidelines that allow for the sale and distribution of these products.

On July 29, 2014, the Company and Meki Cox, Marketing Director, terminated the Employment Agreement dated June 1st 2014. The termination without cause was based upon the Board of Directors determination to outsource the marketing functions being performed by Ms. Cox to a third party and reduce operating expenses.

The Company was formed in Colorado on September 22, 1986. The Company's primary SIC Code is 7380 Services-Miscellaneous. The Company's fiscal year ends on December 31.

**7) Describe the Issuer's Facilities**

The Company currently leases an estimated 2,000 square feet of office space on a month to month basis. The offices are located at 20201 Sherman Way, Suite 101, Winnetka, CA 91306. The monthly lease payments are \$1,500.00.

**8) 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 shareholders.

**A. Names of Officers, Directors, and Control Persons.**

Robert Calkin - Chief Executive Officer

Mr. Robert Calkin has over 25 years of experience in the cannabis industry. Mr. Calkin has helped create numerous cannabis businesses that are successful today. He is a delivery service expert and is sought after for training throughout the cannabis industry. He created Green Dot Delivery Service in Los Angeles in 1988, and beginning on that same year, he was one of the original members of the American Hemp Council for four years with Chris Conrad and Jack Herer. Mr. Calkin is the author of "Starting Your Own Medical Marijuana Delivery Service: The Mobile Caregiver's Handbook" which is a bestseller in the cannabis industry. He has been a consultant on the TV Show "Weeds" and he is the professor of "Delivery 102" at Oaksterdam University (Oakland, California), which uses his book for their curriculum. He is the founder and President of Cannabis Career Institute which opened in 2009, as well as Cannabis State University which began in 2010.

Wendy Osegueda - Central and South America Chief of Operations and Director

Dr. Wendy M Osegueda is a nutritionist and dietitian. She was the Director of the Food and Nutrition Department of a southern regional hospital in the country of El Salvador. Dr. Osegueda has been invited on several occasions to participate on national Salvadoran television networks to educate the public in subjects regarding nutrition and diet. She is a noted online blogger and editor for [equilibratesv.com](http://equilibratesv.com); also, contributor writer for [portadastv.com](http://portadastv.com) and health magazines.

Romeo Orlando Cruz - CFO/Treasurer and Director

Mr. Romeo Orlando Cruz, has over 20 years of experience in the real estate industry. He has established strong business relations with numerous investors throughout the state of California. He is the founder and President of Brightstone Estate Properties, a company that has worked diligently for the investment community in the acquisition of strategic real estate assets at the commercial, industrial, and residential level. Mr. Cruz also has many years of experience in the exporting of goods to Central American countries.

Ben Craik -Chief Technology Officer

Benjamin Craik is an entrepreneur and systems architect who has spent the last four years as the CTO of New Frontiers Staffing. There, he has been responsible for co-founding, developing and managing several innovative cannabis-industry businesses including Cannajobs, CannaTrends, and CannaIndex. Having had a life-long passion for technology, Benjamin thrives in any environment where he is given the opportunity to solve complex technical problems. He is particularly motivated by the rapid growth of the technology sector. His areas of expertise include Linux Systems Administration, data mining, high-precision marketing, process improvement,

project management, social media trend analysis and search engine optimization. His work draws from over nineteen years of research, experience, and dedication to the study of computer science.

Jhasmin Santizo - Director

Dr. Jhasmin Santizo graduated as a Chiropractor in April 2012. Throughout her career, she has educated her patients that Chiropractic care is not just about low back and neck pain, but also about how to live and maintain a healthy lifestyle by allowing the nervous system to work to its maximum potential. Dr. Santizo currently has a thriving practice in West Los Angeles, California.

B. Legal/Disciplinary History. Please identify whether any of the foregoing persons have, in the last five 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);

None

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;

None

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

None

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.

None

C. Beneficial Shareholders.

The table below contains a list of the name, address and shareholdings or the percentage of shares owned by all persons beneficially owning more than five percent (5%) of any class of the issuer's equity securities as of August 14, 2014. If any of the beneficial shareholders are corporate shareholders, provide the name and address of the person(s) owning or controlling such corporate shareholders and the resident agents of the corporate shareholders.

<u>Name of Shareholder</u>	<u>Class of Equity Securities</u>	<u>Number of Shares</u>	<u>Voting Power</u>
Green Cures, Inc.	Common Stock	0	<1%
Robert Calkin Chief Executive Officer	Common Stock	1,000,000	<1%

Romeo Orlando Cruz (1) - CFO/Treasurer and Director	Common Stock	562,500	<1%
Wendy Osegueda Central and South America Chief of Operations and Director	Common Stock	100,000	<1%
Jhasmin Santizo Director	Common Stock	312,500	<1%
Green Cures, Inc.	Series A Preferred	1 share & 100% of Class	66%
Michael W. Overby (2)	Series B Preferred	500,000 shares & 33% of Class	Less than 1%
Green Cures, Inc.	Series B Preferred	1,000,000 shares & 66% of Class	Less than 1%
Green Cures, Inc.	Series C Preferred	4,250,000 shares & 100% of Class	Less than 1%
Wendel Lew (3)	Series E	580,000 shares & 100% of Class	Less than 1%
Green Cures, Inc.	Series F Preferred	8,000,000 shares & 67% of Class	Less than 1%
Michael W. Overby (2)	Series F Preferred	4,000,000 shares & 33% of Class	Less than 1%

(1) Mr. Romeo Orlando Cruz is the Chief Financial Officer, Treasurer, and director of the Company. Further, Mr. Cruz is the beneficial owner of Green Cures, Inc., a California corporation, with its principal office at 20201 Sherman Way #101, Winnetka, CA 91306. The registered agent for Green Cures Inc. is Romeo Orlando Cruz, 20201 Sherman Way #101, Winnetka, CA 91306. As the controlling shareholder of Green Cures, Inc., Mr. Cruz can exercise majority voting control over the Company.

(2) Michael W. Overby, 21261 Canyon View Drive, Saratoga, CA 95070

(3) Wendel Lew, 1288 Ala Moana Blvd, Apt 36L, Honolulu, HI 96814

## 9) Third Party Providers

Please provide the name, address, telephone number, and email address of each of the following outside providers that advise your company on matters relating to operations, business development and disclosure:

### Legal Counsel

Name: Richard O. Weed

Firm: WEED & CO. L.C.

Address: 4695 MacArthur Court, Suite 1430, Newport Beach, CA, 92660

Phone: 949-475-9086

Email: rick@weedco.com

Legal Counsel

Name: Park Lloyd

Firm: KIRTON MCCONKIE

Address: 50 E. South Temple, Suite 400, Salt Lake City, UT, 84111

Phone: 801-350-7619

Email: plloyd@kmclaw.com

Accountant or Auditor

Name: At this time, the Company does not have an outside accountant. An appointment is currently under consideration.

Investor Relations Consultant

Name: At this time, the Company does not have an outside investor relations consultant. An appointment is currently under consideration.

Other Advisor: Any other advisor(s) that assisted, advised, prepared or provided information with respect to this disclosure statement.

Name: N/A

**11.) Certification of Chief Executive Officer**

I, Robert Calkin, certify that:

1. I have reviewed the Quarterly Disclosure Statement for the period ending June 30, 2014;
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, and the 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.

/s/ Robert Calkin  
Chief Executive Officer

August 15, 2014  
Date

**12.) Certification of Chief Financial Officer**

I, Romeo O Cruz, certify that:

1. I have reviewed the Quarterly Disclosure Statement for the period ending June 30, 2014;
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, and the 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.

/s/ Romeo O Cruz  
Chief Financial Officer

August 15, 2014  
Date