

2014

FIRST QUARTER REPORT ENDED SEPTEMBER 30, 2014

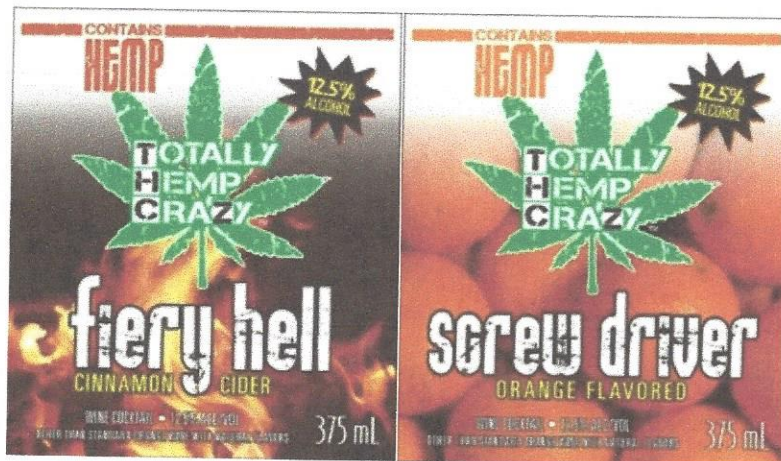
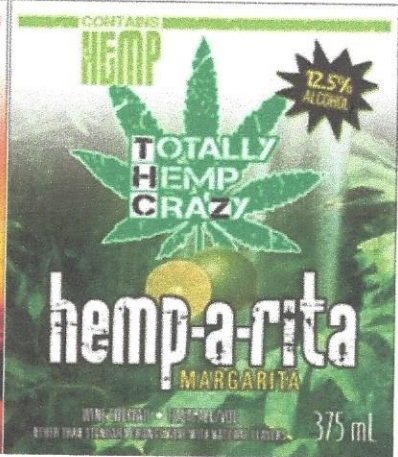
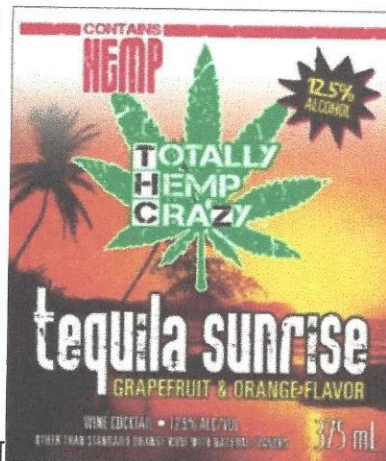
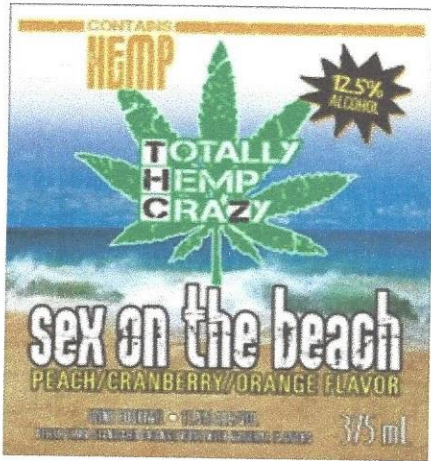
**FINANCIAL STATEMENTS AND FOOTNOTES FOR THE QUARTER ENDED SEPTEMBER 30, 2014
AS PRESCRIBED BY THE OTC MARKETS THIS REPORT ALSO INCLUDES THE INFO AND
DISCLOSURE DOCUMENT.**



**TOTALLY HEMP CRAZY INC
A NEVADA CORPORATION ON THE**



INITIAL PRODUCT LINE



INITIAL WINE PRODUCT LINE

OTC Pink Basic Disclosure Guidelines

TOTALLY HEMP CRAZY INC. 08/2014 TO present
Republic of Texas Brands Incorporated 11/2011 to 08/2014
Legends Food Corporation 05/2011 to 11/2011
Precious Metals Exchange 01/2009 to 05/2011
Stealth Industries 10/2000 to 01/2009

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.

NONE

2) Address of the issuer's principal executive offices

Company Headquarters

Address 1: 9101 LBJ FREEWAY Suite 650 Dallas, Texas 75243

Phone: 214-394-3865

Email: jerry@totallyhempcrazy.com

Website(s): www.cannabis-holdings.com

IR Contact

Address 1: NONE

Address 2: _____

Address 3: _____

Phone: _____

Email: _____

Website(s): _____

3) Security Information

Trading Symbol: THCZ

Exact title and class of securities outstanding: COMMON

CUSIP: 008495202

Par or Stated Value: .001

Total shares authorized: 400,000,000

as of: Sept 30, 2014

Total shares outstanding: 266,350,440

as of: Sept 30, 2014

Additional class of securities (if necessary): N/A

Trading Symbol: none

Exact title and class of securities outstanding: Preferred A

CUSIP: _____

Par or Stated Value: .001

Total shares authorized: 10,000,000

as of: September 30, 2014

Total shares outstanding: 10,000,000

as of: September 30, 2014

Transfer Agent

Name: Signature Stock Transfer

Address 1: _____

Address 2: 2632 Coachlight Plano, Texas 75093

Phone: 972-612-4120

Is the Transfer Agent registered under the Exchange Act?* _____

YES: ☐

No: ☐

*To be included in the OTC Pink Current Information tier, the transfer agent must be registered under the Exchange Act.

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:

Emerged from Chapter 11 bankruptcy on July 2, 2014.

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.);		
TOTAL SHARES OUTSTANDING	06/30/2014	202,434,700
Jerry Grisaffi exchanged for debt	restricted	1,404,790
David Seeberger exchange for debt to company per BK	restricted.	1,145,786
Mark Ussery exchange for debt to company per BK	restricted	336,620
Walter Stock exchange for 100% of Chill Texas	restricted	5,000,000
Donna Rayburn conversion of note		12,000,000
Michael Willcosky for services rendered	restricted	1,000,000
Joel Pedraza for services rendered	restricted	100,000
Ronald Affee Jr. for services rendered	restricted	500,000
Roy J Meadows conversion of note		12,000,000
Globex Transfer for direct investment	restricted	1,333,334
Partial note Conversion Dennis Dooley	restricted	5,000,000
Chris Dawkins for services rendered	restricted	200,000
Valentine Bazaco for services and rendered	restricted	2,000,000
Cheryl Koontz for services rendered	restricted	100,000
David Seeberger for services rendered	restricted	2,000,000
Tom Shuman per employment contract	restricted	21,000,000
TOTAL SHARES OUTSTANDING	09/30/2014	266,350,440

B. Any jurisdictions where the offering was registered or qualified;

NONE

C. The number of shares offered;

NONE

D. The number of shares sold;

NONE

E. The price

F. at which the shares were offered, and the amount actually paid to the issuer;

NONE

G. The trading status of the shares; and

NONE

H. 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.

N/A

5) Financial Statements

Provide the financial statements described below for the most recent fiscal year end or quarter end to maintain qualification for the OTC Pink Current Information tier. For the initial disclosure statement (qualifying for Current Information for the first time) please provide reports for the two previous fiscal years and any interim periods.

SEE POSTING OF FINANCIALS

- A. Balance sheet;
- B. Statement of income;
- C. Statement of cash flows;
- D. Financial notes; and
- E. Audit letter, if audited

The financial statements requested pursuant to this item shall be prepared in accordance with US GAAP by persons with sufficient financial skills.

You may either (i) attach/append the financial statements to this disclosure statement or (ii) post such financial statements through the OTC Disclosure & News Service as a separate report using the appropriate report name for the applicable period end. ("Annual Report," "Quarterly Report" or "Interim Report").

If you choose to publish the financial reports separately as described in part (ii) above, you must state in the accompanying disclosure statement that such financial statements are incorporated by reference. You may reference the document(s) containing the required financial statements by indicating the document name, period end date, and the date that it was posted to otcq.com in the field below.

Posted in 1st quarter and Annual Report 09/30/2014

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.

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

Describe the issuer's business so a potential investor can clearly understand the company. In answering this item, please include the following:

- A. The company emerged from Chapter 11 bankruptcy on July 2, 2014. This enable the company to restricted some debt and take back 500 million shares that was in dispute and to exchange insider compensation and debt for exchange of stock.

9101 LBJ FREEWAY Suite 650 Dallas, Texas 75087. Approximately 3000 square foot office of which we have an office.

- B. Date and State (or Jurisdiction) of Incorporation:

C. the issuer's primary and secondary SIC Codes;

8742 and 7380

D. the issuer's fiscal year end date;

JUNE 30

E. Principal products or services, and their markets;

HEMP BASED BEVERAGES including an energy drink, Iced tea, Lemonade and 5 flavored wine.

7) Describe the Issuer's Facilities

The goal of this section is to provide a potential investor with a clear understanding of all assets, properties or facilities owned, used or leased by the issuer.

If the issuer leases any assets, properties or facilities, clearly describe them as above and the terms of their leases.

The facility we are using at the time is of our auditor and they are located at 9101 LBJ Freeway Suite 650, Dallas, Texas 75243. It is the intention of the company when we become fully funded to move somewhere in the Downtown Dallas area with some warehouse spaced attached.

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. In responding to this item, please provide the names of each of the issuer's executive officers, directors, general partners and control persons (control persons are beneficial owners of more than five percent (5%) of any class of the issuer's equity securities), as of the date of this information statement.

Tom Shuman-President and CEO 8%
Mark Ussery- Vice-President assistant secretary
David Seeberger- Vice-President general counsel.
Jerry Grisaffi- Secretary and Treasurer 51%

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);

No

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;

No

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

No

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.

No

C.

Beneficial Shareholders. Provide a list of the name, address and shareholdings or the percentage of shares owned by all persons beneficially owning more than ten percent (10%) of any class of the issuer's equity securities. 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.

Jerry Grisaffi
9101 LBJ Freeway Suite 650
Dallas, Texas 75243

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: David M Seeberger
Firm: David M Seeberger Attorney at Law
Phone: 281-256-5417
Email: dseeberger@sbcglobal.net

Accountant or Auditor

Name:
Firm: STOCK AND COMPANY
Address: 9101 LBJ FREEWAY STE 650
Phone: 214-696-9269
Email: j.stock@stockandcompany.com

Investor Relations Consultant

Name: TOM HENSEY
Firm: RHINO WORLDWIDE MARKETING
Address: 550 POST OAK BLVD SUTIE 450
City: HOUSTON, TEXAS 77027
Phone: 713-681-6711

Email: thensey@rhinomarketing.cc

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

Name: James Stock

Firm: Stock and Company

Address 1: 9101 LBJ Freeway Suite 650

Phone: 214-356-7136

Email: j.stock@stockandcompany.com

10) Issuer Certification

The issuer shall include certifications by the chief executive officer and chief financial officer of the issuer (or any other persons with different titles, but having the same responsibilities).

The certifications shall follow the format below:

I, Jerry Grisaffi, certify that:

1. I have reviewed this annual information and disclosure statement of Republic of Texas Brands, Inc.
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, the financial statements, and other 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.

11/10/2014

/s/ [Jerry Grisaffi]

Secretary/Treasurer

Totally Hemp Crazy, Inc.
(Formerly known as Republic Of Texas Brands, Inc.)
Balance Sheet
As of September 30, 2014

ASSETS

Current Assets		
Cash	\$	8,449.88
Inventory		10,000.00
Total Current Assets	\$	18,449.88
Fixed Assets		
Personal Computers		1,560.00
Total Fixed Assets		1560.00
Other Assets		
Brand Devolopment		104,960.00
Trademark THCZ		2,814.95
Investment in Chill Texas		5,000.00
Total Other Assets		<u>112,774.95</u>
TOTAL ASSETS	\$	<u><u>132,784.83</u></u>

LIABILITIES & CAPITAL

CURRENT LIABILITIES		
Account Payable		31,716.13
Convertible Notes Payable Plus		250,000.00
Loans from Shareholders		25,500.00
TOTAL CURRENT LIABILITIES	\$	307,216.13
TOTAL LIABILITIES	\$	<u><u>307,216.13</u></u>

Shareholders Equity

Equity		
Common Stock		
(.001 par. 400,000,000 authorized)		
266,350,440 Outstanding		266,350.44
Capital Stock		
Additional Paid in Capital		1,381,583.05
Retained Earnings		-1,694,010.42
Net Income		-128,354.37
Total Shareholders Equity		<u>-174,431.30</u>
Total Liabilities and Equity	\$	<u><u>132,784.83</u></u>

Totally Hemp Crazy, Inc.
(Formerly known as Republic Of Texas Brands, Inc.)
Income Statement
1st Quarter Three Months Ending September 30, 2014

	Quarter 4	Quarter 1
Revenue	\$ 977.17	229.79
COGS	358.83	
Gross Profit	<u>618.34</u>	<u>229.79</u>
Expenses		
Advertising	-	26,333.00
Bank Fees	38.95	116.00
Administrative	300.00	25,859.57
Public Company Expense	-	-
Reorganization Expense		70,787.00
Travel	-	6,123.19
Total Expenses	<u>338.95</u>	<u>129,218.76</u>
Net Income	<u><u>279.39</u></u>	<u><u>-128,988.97</u></u>
 Basic & Fully Diluted Loss Per Share	 0.00	 0.00
Continuing Operations	-	-
Discontinued Operation	-	-
Net Loss	-	-
 Weighted Average Shares Outstanding	 192,927,450	 222,878,627

12:38 PM

11/18/14

Loans from Shareholders

-36,265.81

-421,050.55

Republic of Texas Brands Incorporated
Statement of Cash Flows
July through September 2014

OPERATING ACTIVITIES	Jul - Sep 14
Net Income	-128,988.97
Adjustments to reconcile Net Income to net cash provided by operations:	
Inventory	-10,000.00
Accounts Payable	-17,861.47
Convertible Notes Payable Plus	50,229.70
Deferred Consulting Fees	-278,164.00
INVESTING ACTIVITIES	
Investment In Chill Texas	-5,000.00
Trade Mark THCZ	-2,814.95
Net cash provided by Investing Activities	-7,814.95
FINANCING ACTIVITIES	
Common Stock	63,916.74
Additional Paid In Capital	36,250.05
Retained Earnings	336,794.79
Net cash provided by Operating Activities	
Net cash provided by Financing Activities	436,961.58
Net cash increase for period	8,096.08
Cash at beginning of period	353.80
Cash at end of period	<u>8,449.88</u>

TOTALLY HEMP CRAZY INC.
NOTES TO FINANCIAL STATEMENTS
(UNAUDITED)
September 30, 2014

1. GENERAL

Totally Hemp Crazy, Inc. hereinafter ("THCZ" or the "Company") is a public company listed on the OTC Markets with the symbol THCZ. The Company was formerly Republic of Texas Brands Inc., and changed its name to Totally Hemp Crazy Inc., in July 2014 and is a Nevada corporation.

The company emerged from Chapter 11 bankruptcy on July 2, 2014 as a debtor in possession. Since the bankruptcy the company has acquired Chill Texas the Texas distributor of Chillo energy drink products. The acquisition price of Chill Texas was five million shares of common stock of Republic of Texas Brands, Inc. The company acquired 100% of all Chill Texas stock and Inventory.

On July 2, 2014 The Company entered into an employment contract with Tom Shuman to develop a brand of Hemp Energy Beverages and lead the company into a new direction. Mr. Shuman was given a five year contract with a 21 million common restrictive share sign on bonus. To date Mr. Shuman has developed an entire line of drinks and packaging and marketing plan.

On August 2, 2014 we entered into a marketing agreement with Rhino Worldwide marketing company with Offices in Houston, London and Mumbai India. Rhino was the company that launched Red Bull in the United States and represented them for 15 years. We feel very fortunate to have a world class company represent our new drink line for the product launch.

2. BASIS OF PRESENTATION

The accompanying unaudited financial statements have been presented on the basis of its ability to become a going concern. While the company expects to successfully execute its plan, its ability to satisfy its obligations when due is dependent upon arranging adequate debt and/or equity financing until sufficient profitability and cash flow from operations can be achieved.

3. LOANS FROM SHAREHOLDER AND DIRECTORS AND OTHERS AND BANKRUPTCY ADJUSTMENTS

The following adjustments have been made since the closure of the Bankruptcy on July 2, 2014.

All loans and previous accrued salary to Jerry Grisaffi exchanged for 1,404,790 shares of restricted stock.

All loans from Matt Nicoletti a total of \$10,000 plus accrued interest. Charged off.

500 million shares of common stock returned and cancelled from Michael Welch.

145,000 shares of restricted stock issued to David Seeberger in exchange of \$14,500 debt due.

133,620 shares of restricted stock issued to Mark Ussery in exchange for 13,362.00 debt due

5,000,000 shares of restricted stock issued to Walter Stock for purchase of 100% of Chill Texas

Conversion of partial note to Donna Rayburn new stock issued 12,000,000 shares

Issued new stock of 1,000,000 restricted shares to Michael Willkowsky for services rendered.

Issued new stock to Joel Pedraza for website work done 100,000 restricted shares

Issued new stock to Ronald Affee Jr. for website work done 500,000 restricted shares
Conversion of partial note to Roy Meadows new stock issued 12,000,000 shares
New stock issued for \$10,000 to Globex Transfer 1,333,334 restricted shares

New shares issued to Chris Dawkins for services rendered 200,000 restrictive shares.
Convert partial Note Dennis Dooley restricted 5,000,000 shares
New stock issued to Valentine Bazaco for services and rendered 2,000,000 restricted shares
New stock issued to Cheryl Koontz for services rendered 100,000 restricted shares
New stock issued to David Seeberger for services rendered 2,000,000 restricted shares.

4. Notes and convertible notes

The following notes have been amended and terms restructured.

John Miller	\$10,000	60 months	166.00 per month
K. Suzanne Rickets	\$20,000	60 months	332.00 per month
Nelson and Denise Merkel	\$20,000	60 months	332.00 per month
ONS Partners	\$20,000	60 months	332.00 per month
Mitch Pisik	\$20,000	60 months	332.00 per month
Steve Perkins	\$20,000	60 months	332.00 per month

Roy Meadows has amended and restated his 250,000 line of credit note and advanced another \$50,000 ON July 7, 2014 another \$7500 on September 2, 2014 and another \$30,000 on September 24, 2014 for a total of \$87,500 towards the line of credit. Total Outstanding on credit line \$120,000 plus interest.

Kenneth Dougherty Note of \$25,000 has been amended and restricted as he has agreed to forgo any monthly installments for 24 months. Converted \$5000.00 balance \$20,000

The following are a list of creditors that will be adjusted on the books of the corporation.

State of Nevada	3200.00	paid
Sam Martinez	2224.54	paid
Millers Smokehouse	521.56	
Leverage PR	2,750.00	
Cypress Communications	1729.67	paid
Butson Enterprises	942.57	
Global Road Runner	2,150.00	
Signature stock transfer	2,750.00	
Gordon and Rees	22,602.00	

5. LEGAL PROCEEDINGS

On July 2, 2014 the company emerged from Chapter 11 bankruptcy and there are no Other Legal proceedings against the company.

OTHER INFORMATION:

The Directors of the Company
Jerry Grisaffi-Chairman
Mark Ussery-director

The officers of the Company

Tom Shuman-President

Jerry Grisaffi-Secretary Treasurer

David Seeberger-Vice President Legal affairs

Mark Ussery-Vice President- Business Development

EXHIBITS: Financials adjusted since Bankruptcy.