WEED, INC. (Formerly United Mines, Inc.)
BALANCE SHEETS
(Unaudited)

	June 30, 2015	December 31, 2014
ASSETS		
Current assets:		
Cash	$ -	$ 5,622
Prepaid expenses	2,505	10,023
Total current assets	2,505	15,645
Property and equipment, net	459	524
Total assets	$ 2,964	$ 16,169
LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)		
Current liabilities:		
Checks drawn in excess of available funds	$ 638	$ -
Accounts payable	44,719	32,549
Accrued officer compensation	48,000	12,000
Accrued interest	29,706	27,398
Convertible notes payable	35,000	35,000
Notes payable, related parties	13,300	17,115
Total current liabilities	171,363	124,062
Commitments and contingencies	-	-
Stockholders' equity (deficit):		
Preferred stock, $0.001 par value, 20,000,000 shares authorized, no shares designated, issued and outstanding	-	-
Common stock, $0.001 par value, 200,000,000 shares authorized, 61,028,307 and 44,333,307 shares issued and outstanding at June 30, 2015 and December 31, 2014, respectively	61,028	44,333
Additional paid in capital	11,047,702	9,901,547
Subscriptions payable, consisting of -0- and 2,775,000 shares at June 30, 2015 and December 31, 2014, respectively	-	156,100
Accumulated deficit	(11,277,129)	(10,209,873)
Total stockholders' equity (deficit)	(168,399)	(107,893)
Total liabilities and stockholders' equity (deficit)	$ 2,964	$ 16,169

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

WEED, INC. (Formerly United Mines, Inc.)
STATEMENTS OF OPERATIONS
(Unaudited)

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2015	2014	2015	2014
Revenue	$ -	$ -	$ -	$ -
Operating expenses:				
General and administrative	25,170	13,144	546,117	24,792
Professional fees	95,237	-	518,666	-
Depreciation and amortization	32	972	65	1,939
Total operating expenses	120,439	14,116	1,064,848	26,731
Net operating loss	(120,439)	(14,116)	(1,064,848)	(26,731)
Other expense:				
Interest expense	(1,208)	(7,084)	(2,408)	(14,002)
Net loss	$ (121,647)	$ (21,200)	$ (1,067,256)	$ (40,733)
Weighted average number of common shares outstanding - basic and fully diluted	49,120,175	13,744,307	47,552,589	13,744,307
Net loss per share - basic and fully diluted	$ (0.00)	$ (0.00)	$ (0.02)	$ (0.00)

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

WEED, INC. (Formerly United Mines, Inc.)
STATEMENTS OF CASH FLOWS
(Unaudited)

	For the Six Months Ended June 30, 2015	2014
CASH FLOWS FROM OPERATING ACTIVITIES		
Net (loss)	$ (1,067,256)	$ (40,733)
Adjustments to reconcile net loss		
to net cash used in operating activities:		
Depreciation	65	1,939
Imputed interest on non-interest bearing related party debts	100	10,956
Shares issued for services, related parties	840,000	-
Shares issued for services	151,650	-
Decrease (increase) in assets:		
Prepaid expenses	7,518	-
Increase (decrease) in liabilities:		
Checks drawn in excess of available funds	638	-
Accounts payable	12,170	10,614
Accrued compensation	36,000	-
Accrued interest	2,308	3,046
Net cash used in operating activities	(16,807)	(14,178)
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchases of property and equipment	-	(650)
Net cash used in investing activities	-	(650)
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from notes payable, related parties	1,300	14,021
Repayments on notes payable, related parties	(5,115)	-
Proceeds from the sale of common stock	15,000	-
Net cash provided by financing activities	11,185	14,021
NET CHANGE IN CASH	(5,622)	(807)
CASH AT BEGINNING OF PERIOD	5,622	1,130
CASH AT END OF PERIOD	$ -	$ 323
SUPPLEMENTAL INFORMATION:		
Interest paid	$ -	$ -
Income taxes paid	$ -	$ -

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

WEED, INC.
(Formerly United Mines, Inc.)
Notes to Financial Statements
For the Six Months Ended June 30, 2015
(Unaudited)

Note 1 – Nature of Business and Significant Accounting Policies

Nature of Business
WEED, Inc. (the "Company"), (formerly United Mines, Inc.) was incorporated under the laws of the State of Arizona on August 20, 1999 ("Inception Date") as Plae, Inc. to engage in the exploration of gold and silver mining properties. On November 26, 2014, the Company was renamed from United Mines, Inc. to WEED, Inc. and was repurposed to pursue a business involving the purchase of land, and building Commercial Grade "Cultivation Centers" to consult, assist, manage & lease to Licensed Dispensary owners and organic grow operators on a contract basis, with a concentration on the legal and medical marijuana sector. The Company's plan is to become a True "Seed-to-Sale" company providing infrastructure, financial solutions and real estate options in this new emerging market. The Company, under United Mines, was formerly in the process of acquiring mineral properties or claims located in the State of Arizona, USA. The name was previously changed on February 18, 2005 to King Mines, Inc. and then subsequently changed to United Mines, Inc. on March 30, 2005. The Company trades on the OTC Pink Sheets under the stock symbol: BUDZ.

The accompanying financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America. These statements reflect all adjustments, consisting of normal recurring adjustments, which in the opinion of management are necessary for fair presentation of the information contained therein.

The Company has a calendar year end for reporting purposes.

Use of Estimates
The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, and the disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Cash and Cash Equivalents
We maintain cash balances in non-interest-bearing accounts, which do not currently exceed federally insured limits. For the purpose of the statements of cash flows, all highly liquid investments with an original maturity of three months or less are considered to be cash equivalents. There were no cash equivalents on hand for the periods presented herein.

Fair Value of Financial Instruments
Under FASB ASC 820-10-05, the Financial Accounting Standards Board establishes a framework for measuring fair value in generally accepted accounting principles and expands disclosures about fair value measurements. This Statement reaffirms that fair value is the relevant measurement attribute. The adoption of this standard did not have a material effect on the Company's financial statements as reflected herein. The carrying amounts of cash, prepaid expenses and accrued expenses reported on the balance sheet are estimated by management to approximate fair value primarily due to the short term nature of the instruments.

Property and Equipment
Property and equipment is stated at the lower of cost or estimated net recoverable amount. The cost of property, plant and equipment is depreciated using the straight-line method based on the lesser of the estimated useful lives of the assets or the lease term based on the following life expectancy:

Software	3 years
Furniture and fixtures	5 years
Equipment	5-7 years

Repairs and maintenance expenditures are charged to operations as incurred. Major improvements and replacements, which have extend the useful life of an asset, are capitalized and depreciated over the remaining estimated useful life of the asset. When assets are retired or sold, the cost and related accumulated depreciation and amortization are eliminated and any resulting gain or loss is reflected in operations.

Impairment of Long-Lived Assets
Long-lived assets held and used by the Company are reviewed for possible impairment whenever events or circumstances indicate the carrying amount of an asset may not be recoverable or is impaired. Recoverability is assessed using undiscounted cash flows based upon historical results and current projections of earnings before interest and taxes. Impairment is measured using discounted cash

flows of future operating results based upon a rate that corresponds to the cost of capital. Impairments are recognized in operating results to the extent that carrying value exceeds discounted cash flows of future operations. The Company did not recognize any impairment losses on the disposal of fixed assets during the six months ended June 30, 2015.

Basic and Diluted Loss Per Share

The basic net loss per common share is computed by dividing the net loss by the weighted average number of common shares outstanding. Diluted net loss per common share is computed by dividing the net loss adjusted on an "as if converted" basis, by the weighted average number of common shares outstanding plus potential dilutive securities. For the periods presented, potential dilutive securities had an anti-dilutive effect and were not included in the calculation of diluted net loss per common share.

Stock-Based Compensation

Under FASB ASC 718-10-30-2, all share-based payments to employees, including grants of employee stock options, to be recognized in the income statement based on their fair values. Pro forma disclosure is no longer an alternative. The Company's stock based compensation consisted of the following during the six months ended June 30, 2015 and 2014, respectively:

	June 30, 2015	June 30, 2014
Common stock issued for services	$ 151,650	$ -
Common stock issued for services, related parties	840,000	-
Total stock based compensation	$ 991,650	$ -

Revenue Recognition

Sales on fixed price contracts are recorded when services are earned, the earnings process is complete or substantially complete, and the revenue is measurable and collectability is reasonably assured. Provisions for discounts and rebates to customers, estimated returns and allowances, and other adjustments are provided for in the same period the related sales are recorded. The Company will defer any revenue from sales in which payment has been received, but the earnings process has not occurred. Sales have not yet commenced on the MMJ business. The Company also did not recognize revenues from its previous mining operations during the periods presented herein.

Advertising and Promotion

All costs associated with advertising and promoting products are expensed as incurred. These expenses were $-0- and $-0- for the six months ended June 30, 2015 and 2014, respectively.

Income Taxes

Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. A valuation allowance is provided for significant deferred tax assets when it is more likely than not, that such asset will not be recovered through future operations.

Uncertain Tax Positions

In accordance with ASC 740, "Income Taxes" ("ASC 740"), the Company recognizes the tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be capable of withstanding examination by the taxing authorities based on the technical merits of the position. These standards prescribe a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. These standards also provide guidance on de-recognition, classification, interest and penalties, accounting in interim periods, disclosure, and transition.

Various taxing authorities periodically audit the Company's income tax returns. These audits include questions regarding the Company's tax filing positions, including the timing and amount of deductions and the allocation of income to various tax jurisdictions. In evaluating the exposures connected with these various tax filing positions, including state and local taxes, the Company records allowances for probable exposures. A number of years may elapse before a particular matter, for which an allowance has been established, is audited and fully resolved. The Company has not yet undergone an examination by any taxing authorities.

The assessment of the Company's tax position relies on the judgment of management to estimate the exposures associated with the Company's various filing positions.

Recently Issued Accounting Pronouncements

In April 2015, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2015-03, *Interest–Imputation of Interest (Subtopic 835-30)* ("ASU 2015-03"), which changes the presentation of debt issuance costs in financial statements. ASU 2015-03 requires an entity to present such costs in the balance sheet as a direct deduction from the related debt liability rather than as an asset. Amortization of the costs will continue to be reported as interest expense. It is effective for annual reporting periods beginning after December 15, 2016. Early adoption is permitted. The new guidance will be applied retrospectively to each prior period presented. The Company is currently in the process of evaluating the impact of adoption of ASU 2015-03 on its balance sheets.

In May 2014, the FASB issued ASU No. 2014-09, *Revenue from Contracts with Customers* ("ASU 2014-09"), which supersedes the revenue recognition requirements in Topic 605, Revenue Recognition, including most industry-specific revenue recognition guidance throughout the Industry Topics of the Codification. The core principle of ASU 2014-09 is to recognize revenues when promised goods or services are transferred to customers in an amount that reflects the consideration that is expected to be received for those goods or services. ASU 2014-09 is effective for annual reporting periods beginning after December 15, 2016, including interim periods within that reporting period, and early application is not permitted. ASU 2014-09 allows for either full retrospective or modified retrospective adoption. We do not expect the adoption of the new provisions to have a material impact on our financial condition or results of operations.

In June 2014, the FASB issued ASU No. 2014-12, *Compensation – Stock Compensation (Topic 718): Accounting for Share-Based Payments When the Terms of an Award Provide That a Performance Target Could Be Achieved after the Requisite Service Period*. The new guidance requires that share-based compensation that require a specific performance target to be achieved in order for employees to become eligible to vest in the awards and that could be achieved after an employee completes the requisite service period be treated as a performance condition. As such, the performance target should not be reflected in estimating the grant-date fair value of the award. Compensation costs should be recognized in the period in which it becomes probable that the performance target will be achieved and should represent the compensation cost attributable to the period(s) for which the requisite service has already been rendered. If the performance target becomes probable of being achieved before the end of the requisite service period, the remaining unrecognized compensation cost should be recognized prospectively over the remaining requisite service period. The total amount of compensation cost recognized during and after the requisite service period should reflect the number of awards that are expected to vest and should be adjusted to reflect those awards that ultimately vest. The requisite service period ends when the employee can cease rendering service and still be eligible to vest in the award if the performance target is achieved. This new guidance is effective for fiscal years and interim periods within those years beginning after December 15, 2015. Early adoption is permitted. Entities may apply the amendments in this Update either (a) prospectively to all awards granted or modified after the effective date or (b) retrospectively to all awards with performance targets that are outstanding as of the beginning of the earliest annual period presented in the financial statements and to all new or modified awards thereafter. The adoption of ASU 2014-12 is not expected to have a material impact on our financial position or results of operations.

In June 2014, the FASB issued ASU No. 2014-10: *Development Stage Entities (Topic 915): Elimination of Certain Financial Reporting Requirements, Including an Amendment to Variable Interest Entities Guidance in Topic 810, Consolidation*, to improve financial reporting by reducing the cost and complexity associated with the incremental reporting requirements of development stage entities. The amendments in this update remove all incremental financial reporting requirements from U.S. GAAP for development stage entities, thereby improving financial reporting by eliminating the cost and complexity associated with providing that information. The amendments in this Update also eliminate an exception provided to development stage entities in Topic 810, Consolidation, for determining whether an entity is a variable interest entity on the basis of the amount of investment equity that is at risk. The amendments to eliminate that exception simplify U.S. GAAP by reducing avoidable complexity in existing accounting literature and improve the relevance of information provided to financial statement users by requiring the application of the same consolidation guidance by all reporting entities. The elimination of the exception may change the consolidation analysis, consolidation decision, and disclosure requirements for a reporting entity that has an interest in an entity in the development stage. The amendments related to the elimination of inception-to-date information and the other remaining disclosure requirements of Topic 915 should be applied retrospectively except for the clarification to Topic 275, which shall be applied prospectively. For public companies, those amendments are effective for annual reporting periods beginning after December 15, 2014, and interim periods therein. Early adoption is permitted. The adoption of ASU 2014-10 is not expected to have a material impact on our financial position or results of operations.

In July 2013, the FASB issued ASU No. 2013-11: *Presentation of an Unrecognized Tax Benefit When a Net Operating Loss Carryforward, a Similar Tax Loss, or a Tax Credit Carryforward Exists.* The new guidance requires that unrecognized tax benefits be presented on a net basis with the deferred tax assets for such carryforwards. This new guidance is effective for fiscal years and interim periods within those years beginning after December 15, 2013. We do not expect the adoption of the new provisions to have a material impact on our financial condition or results of operations.

No other new accounting pronouncements, issued or effective during the six months ended June 30, 2015, have had or are expected to have a significant impact on the Company's financial statements.

Note 2 – Going Concern

As shown in the accompanying financial statements, the Company has no revenues, incurred net losses from operations resulting in an accumulated deficit of $11,277,129, and had negative working capital of ($168,858) at June 30, 2015. These factors raise substantial doubt about the Company's ability to continue as a going concern. Management is actively pursuing new products and services to begin generating revenues. In addition, the Company is currently seeking additional sources of capital to fund short term operations. The Company, however, is dependent upon its ability to secure equity and/or debt financing and there are no assurances that the Company will be successful; therefore, without sufficient financing it would be unlikely for the Company to continue as a going concern.

The financial statements do not include any adjustments that might result from the outcome of any uncertainty as to the Company's ability to continue as a going concern. The financial statements also do not include any adjustments relating to the recoverability and classification of recorded asset amounts, or amounts and classifications of liabilities that might be necessary should the Company be unable to continue as a going concern.

Note 3 – Related Party

Notes Payable
From time to time, the Company has received short term loans from officers and directors as disclosed in Note 7 below.

Common Stock
On January 1, 2015, the Company granted 7,000,000 shares of common stock to our CEO, Glenn E. Martin, for services performed. The total fair value of the common stock was $490,000 based on the closing price of the Company's common stock on the date of grant. The shares were subsequently issued on June 29, 2015.

On January 1, 2015, the Company granted 4,000,000 shares of common stock to a related party for services performed. The total fair value of the common stock was $280,000 based on the closing price of the Company's common stock on the date of grant. The shares were subsequently issued on June 29, 2015.

On January 1, 2015, the Company granted 1,000,000 shares of common stock to a related party for services performed. The total fair value of the common stock was $70,000 based on the closing price of the Company's common stock on the date of grant. The shares were subsequently issued on June 29, 2015.

Capital Contributions
During the six months ended June 30, 2015, the Company imputed interest on non-interest bearing, related party loans, resulting in a total of $100 of contributed capital.

Note 4 – Fair Value of Financial Instruments

Under FASB ASC 820-10-5, fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (an exit price). The standard outlines a valuation framework and creates a fair value hierarchy in order to increase the consistency and comparability of fair value measurements and the related disclosures. Under GAAP, certain assets and liabilities must be measured at fair value, and FASB ASC 820-10-50 details the disclosures that are required for items measured at fair value.

The Company has certain financial instruments that must be measured under the new fair value standard. The Company's financial assets and liabilities are measured using inputs from the three levels of the fair value hierarchy. The three levels are as follows:

Level 1 - Inputs are unadjusted quoted prices in active markets for identical assets or liabilities that the Company has the ability to access at the measurement date.

Level 2 - Inputs include quoted prices for similar assets and liabilities in active markets, quoted prices for identical or similar assets or liabilities in markets that are not active, inputs other than quoted prices that are observable for the asset or liability (e.g., interest rates, yield curves, etc.), and inputs that are derived principally from or corroborated by observable market data by correlation or other means (market corroborated inputs).

Level 3 - Unobservable inputs that reflect our assumptions about the assumptions that market participants would use in pricing the asset or liability.

The following schedule summarizes the valuation of financial instruments at fair value on a recurring basis in the balance sheets as of June 30, 2015 and December 31, 2014, respectively:

	Fair Value Measurements at June 30, 2015		
	Level 1	Level 2	Level 3
Assets			
Cash	$ -	$ -	$ -
Total assets	-	-	-
Liabilities			
Checks drawn in excess of available funds	638	-	-
Convertible notes payable	-	35,000	-
Notes payable, related parties	-	13,300	-
Total liabilities	638	48,300	-
	$ (638)	$ (48,300)	$ -

	Fair Value Measurements at December 31, 2014		
	Level 1	Level 2	Level 3
Assets			
Cash	$ 5,622	$ -	$ -
Total assets	5,622	-	-
Liabilities			
Convertible notes payable	-	35,000	-
Notes payable, related parties	-	17,115	-
Total liabilities	-	52,115	-
	$ 5,622	$ (52,115)	$ -

The fair values of our related party debts are deemed to approximate book value, and are considered Level 2 inputs as defined by ASC Topic 820-10-35.

There were no transfers of financial assets or liabilities between Level 1, Level 2 and Level 3 inputs for the six months ended June 30, 2015 or the year ended December 31, 2014.

Note 5 – Property and Equipment

Property and equipment consist of the following at June 30, 2015 and December 31, 2014, respectively:

	June 30, 2015	December 31, 2014
Office equipment	$ 650	$ 650
Less accumulated depreciation	(191)	(126)
	$ 459	$ 524

Depreciation and amortization expense totaled $65 and $1,939 for the six months ended June 30, 2015 and 2014, respectively.

On September 30, 2014, we disposed of $25,483 of equipment with a net book value of $5,497, resulting in a loss on disposal of $5,497 for the year ended December 31, 2014.

Note 6 – Convertible Notes Payable

Convertible notes payable consist of the following at June 30, 2015 and December 31, 2014, respectively:

	June 30, 2015	December 31, 2014
On December 7, 2007, the Company issued a 10% note payable to the Lebrecht Group, PC ("Lebrecht Note") for services rendered related to the registration of certain securities of the Company. The note and accrued interest were due December 7, 2008 and at the option of the holder payable in full on the maturity date or in 12 monthly payments beginning on the maturity date. The note and accrued interest are convertible to common shares at any time at the option of the holder at 75% of the average closing bid price on the five trading days immediately preceding the conversion. Management estimates, at this time, that 1,650,000 shares may be issued if this conversion feature is exercised. In accordance with generally accepted accounting principles, the 25% discount to market related to the beneficial conversion feature has been reported as a component of additional paid in capital. Additionally, since this represents a prepayment for services related to a future public offering, management had elected to offset the cost to future capital raised as a result of the offering, if any. Currently in default.	$ 35,000	$ 35,000
Total convertible notes payable	35,000	35,000
Less unamortized debt discounts:		
Discount on beneficial conversion feature	-	-
Convertible notes payable (in default)	$ 35,000	$ 35,000

The Company recognized interest expense related to the convertible debts for the six months ended June 30, 2015 and 2014, respectively, as follows:

	June 30, 2015	June 30, 2014
Accrued interest	$ 1,750	$ 1,750
Amortization of beneficial conversion feature	-	-
Total interest expense	$ 1,750	$ 1,750

In addition, the Company recognized and measured the embedded beneficial conversion feature present in the convertible debts by allocating a portion of the proceeds equal to the intrinsic value of the feature to additional paid-in-capital. The intrinsic value of the feature was calculated on the commitment date using the effective conversion price of the convertible debt. This intrinsic value is limited to the portion of the proceeds allocated to the convertible debt.

Note 7 – Notes Payable, Related Parties

Notes payable, related parties consist of the following at June 30, 2015 and December 31, 2014, respectively:

	June 30, 2015	December 31, 2014
On April 12, 2010, the Company received an unsecured, non-interest bearing loan in the amount of $2,000, due on demand from an affiliate. Interest is being imputed at the Company's estimated borrowing rate, or 10% per annum.	$ 2,000	$ 2,000
Over various dates in 2011 and 2012, the Company received unsecured loans in the aggregate amount of $10,000, due on demand, bearing interest at 10%, from an affiliate.	10,000	10,000
On June 16, 2011, March 6, 2014 & May 6, 2014, the Company received unsecured, non-interest bearing, loans of $1,500 each, in the aggregate amount of $4,500, due on demand from an affiliate. The debt was discharged in full on September 30, 2014 pursuant to a settlement agreement.	-	1,500
On August 21, 2014, the Company received an unsecured, non-interest bearing loan in the amount of $5,115, due on demand from an affiliated Company to pay for mineral leases. The debt was repaid in full on January 5, 2015.	-	5,115
On January 21, 2015, the Company received an unsecured loan in the amount of $1,300, due on demand, bearing interest at 10%, from an affiliate.	1,300	-
Notes payable, related parties	$ 13,300	$ 17,115

The Company recorded interest expense in the amount of $658 and $12,252 for the six months ended June30 30, 2015 and 2014, respectively, and imputed interest expense in the amount of $100 and $10,956 for the six months ended June30 30, 2015 and 2014, respectively related to notes payable, related parties.

Note 8 – Commitments and Contingencies

On September 30, 2014, the majority of shareholders approved a Settlement Agreement dated December 11, 2013 and signed on August 19, 2014 pursuant to Case No. C20125545 in the Superior Court of the State of Arizona, whereby among other provisions, the Plaintiffs, consisting of United Mines, Inc. ("UMI") and its then principals, agreed to the cancellation of a total of 4,820,953 shares of common stock and control of the Company in exchange for (i) sixty five (65) of the unpatented Bureau of Land Management ("BLM") mining claims, the mill site, buildings and equipment, (ii) the four (4) Arizona State Land Department Exploration Permits registered to the Company, (iii) any permits, financial and reclamation guaranties, bonds and licenses connected with the foregoing assets. In addition, thirty-three (33) unpatented BLM mining claims remained the property of UMI, along with any associated permits, financial and reclamation guaranties, bonds, licenses, and the rights to the corporation, the corporation's name, stock symbol, or any other asset of UMI, shall remain the property of UMI under the management of Glenn E. Martin. As of the date of this report, the Plaintiffs have not surrendered the stock certificates to the Company.

Note 9 – Changes in Stockholders' Equity

Preferred Stock
On December 5, 2014, the Company amended the Articles of Incorporation, pursuant to which 20,000,000 shares of "blank check" preferred stock with a par value of $0.001 were authorized. No series of preferred stock has been designated to date.

Common Stock

On December 5, 2014, the Company amended the Articles of Incorporation, and increased the authorized shares to 200,000,000 shares of $0.001 par value common stock.

Common Stock Sales

On January 30, 2015, the Company sold 50,000 units, consisting of 50,000 shares of common stock and warrants to purchase 50,000 shares of common stock at an exercise price of $0.10 per share over a one (1) year period from the date of purchase in exchange for total proceeds of $5,000.

On February 20, 2015, the Company sold another 40,000 units, consisting of 50,000 shares of common stock and warrants to purchase 50,000 shares of common stock at an exercise price of $0.25 per share over a one (1) year period from the date of purchase in exchange for total proceeds of $10,000.

Common Stock in Satisfaction of Subscriptions Payable

During the six months ended June 30, 2015, the Company issued a total of 2,775,000 shares of common stock in satisfaction of common stock granted during the year ended December 31, 2014, in the aggregate value of $156,100

Common Stock Issued for Services

On January 1, 2015, the Company granted 120,000 shares of common stock to a consultant for services performed. The total fair value of the common stock was $8,400 based on the closing price of the Company's common stock on the date of grant.

On January 1, 2015, the Company granted 7,000,000 shares of common stock to our CEO, Glenn E. Martin, for services performed. The total fair value of the common stock was $490,000 based on the closing price of the Company's common stock on the date of grant. The shares were subsequently issued on June 29, 2015.

On January 1, 2015, the Company granted 4,000,000 shares of common stock to a related party for services performed. The total fair value of the common stock was $280,000 based on the closing price of the Company's common stock on the date of grant. The shares were subsequently issued on June 29, 2015.

On January 1, 2015, the Company granted 1,000,000 shares of common stock to a related party for services performed. The total fair value of the common stock was $70,000 based on the closing price of the Company's common stock on the date of grant. The shares were subsequently issued on June 29, 2015.

On February 12, 2015, the Company granted 60,000 shares of common stock to a consultant for services performed. The total fair value of the common stock was $8,850 based on the closing price of the Company's common stock on the date of grant.

On February 20, 2015, the Company granted 240,000 shares of common stock to a consultant for services performed. The total fair value of the common stock was $21,600 based on the closing price of the Company's common stock on the date of grant.

On March 16, 2015, the Company granted 50,000 shares of common stock to a consultant for services performed. The total fair value of the common stock was $4,000 based on the closing price of the Company's common stock on the date of grant.

On March 16, 2015, the Company granted 60,000 shares of common stock to a consultant for services performed. The total fair value of the common stock was $4,800 based on the closing price of the Company's common stock on the date of grant.

On March 16, 2015, the Company granted 120,000 shares of common stock to a consultant for services performed. The total fair value of the common stock was $9,600 based on the closing price of the Company's common stock on the date of grant.

On March 16, 2015, the Company granted 40,000 shares of common stock to a consultant for services performed. The total fair value of the common stock was $3,200 based on the closing price of the Company's common stock on the date of grant.

On March 16, 2015, the Company granted 40,000 shares of common stock to another consultant for services performed. The total fair value of the common stock was $3,200 based on the closing price of the Company's common stock on the date of grant.

On April 1, 2015, the Company granted 600,000 shares of common stock to a consultant for services performed. The total fair value of the common stock was $40,000 based on the closing price of the Company's common stock on the date of grant.

On April 1, 2015, the Company granted 500,000 shares of common stock to a consultant for services performed. The total fair value of the common stock was $48,000 based on the closing price of the Company's common stock on the date of grant.

Capital Contributions

During the six months ended June 30, 2015, the Company imputed interest on non-interest bearing, related party loans, resulting in a total of $100 of contributed capital.

Note 10 – Common Stock Warrants

Common Stock Warrants Granted

On January 30, 2015, the Company sold warrants to purchase 50,000 shares of common stock at $0.75 per share, exercisable until December 31, 2015, in exchange for total proceeds of $5,000 in conjunction with the sale of 50,000 shares of common stock. The relative fair value of the 50,000 common stock warrants using the Black-Scholes option-pricing model was $1,890, or $0.03781 per share, based on a volatility rate of 212%, a risk-free interest rate of 0.18% and an expected term of 1.0 year. The proceeds received were allocated between the common stock and warrants on a relative fair value basis.

On February 20, 2015, the Company sold warrants to purchase 100,000 shares of common stock at $0.75 per share over a one (1) year period from the date of sale, in exchange for total proceeds of $5,000 in conjunction with the sale of 50,000 shares of common stock. The relative fair value of the 50,000 common stock warrants using the Black-Scholes option-pricing model was $3,179, or $0.03179 per share, based on a volatility rate of 210%, a risk-free interest rate of 0.23% and an expected term of 1.0 year. The proceeds received were allocated between the common stock and warrants on a relative fair value basis.

Note 11 – Income Taxes

The Company accounts for income taxes under FASB ASC 740-10, which requires use of the liability method. FASB ASC 740-10-25 provides that deferred tax assets and liabilities are recorded based on the differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes, referred to as temporary differences.

For the six months ended June 30, 2015 and the year ended December 31, 2014, the Company incurred a net operating loss and, accordingly, no provision for income taxes has been recorded. In addition, no benefit for income taxes has been recorded due to the uncertainty of the realization of any tax assets. At June 30, 2015 and December 31, 2014, the Company had approximately $7,540,000 and $7,510,000 of federal net operating losses, respectively. The net operating loss carry forwards, if not utilized, will begin to expire in 2031.

The components of the Company's deferred tax asset are as follows:

	June 30, 2015	December 31, 2014
Deferred tax assets:		
Net operating loss carry forwards	$ 2,639,000	$ 2,628,910
Net deferred tax assets before valuation allowance	$ 2,639,000	$ 2,628,910
Less: Valuation allowance	(2,639,000)	(2,628,910)
Net deferred tax assets	$ -	$ -

Based on the available objective evidence, including the Company's history of losses, management believes it is more likely than not that the net deferred tax assets will not be fully realizable. Accordingly, the Company provided for a full valuation allowance against its net deferred tax assets at December 31, 2014 and 2013, respectively.

A reconciliation between the amounts of income tax benefit determined by applying the applicable U.S. and State statutory income tax rate to pre-tax loss is as follows:

	June 30, 2015	December 31, 2014
Federal and state statutory rate	35%	35%
Change in valuation allowance on deferred tax assets	(35%)	(35%)

In accordance with FASB ASC 740, the Company has evaluated its tax positions and determined there are no uncertain tax positions.

Note 12 – Subsequent Events

The Company has evaluated subsequent events from December 31, 2014 through the date whereupon the financial statements were issued and has determined that there are no items to disclose.