

NO BORDERS, INC.



LANNISTER
HOLDINGS, INC.

**CONDENSED UNAUDITED FINANCIAL STATEMENTS FOR
THE YEAR ENDED DECEMBER 31, 2017**

No Borders, Inc.

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(UNAUDITED)

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NO BORDERS, INC.
CONDENSED BALANCE SHEETS
(Unaudited)

Assets:
Current Assets:

December 31,
2017

December 31,
2016

Cash in Bank	\$15,709	\$68,711
Accounts Receivable	13,720	543
Inventory	-	15,449
Total Current Assets	<u>29,429</u>	<u>84,703</u>
Deposits	<u>23,576</u>	<u>23,576</u>
Total Assets	<u><u>\$53,005</u></u>	<u><u>\$108,279</u></u>
Liabilities and Stockholders' Deficit:		
Current Liabilities:		
Accounts Payable and Accrued Expenses	\$7,224	\$6,950
Accrued Derivative	41,974	51,994
Note payable	112,434	112,434
Total Current Liabilities	<u>161,632</u>	<u>171,378</u>
Total Liabilities	<u>161,632</u>	<u>171,378</u>
Stockholders' Equity:		
Preferred Stock, series A par value \$0.0001, authorized 10,000,000 shares issued 0 shares respectively	-	-
Common stock, par value \$0.0001, authorized 1,888,000,000 shares, issued 199,785,734 shares, respectively	199,786	199,786
Common Stock Payable	5,500	5,500
Additional Paid in Capital	(207,285)	(207,285)
Retained Earnings (Deficit)	<u>(106,628)</u>	<u>(61,100)</u>
Total Stockholders' Deficit	<u>(108,627)</u>	<u>(63,099)</u>
Total Liabilities and Stockholders' Equity	<u><u>\$53,005</u></u>	<u><u>\$108,279</u></u>

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

NO BORDERS, INC.
CONDENSED STATEMENTS OF OPERATIONS
(Unaudited)

**For the Year
Ended**

**For the Year
Ended**

	December 31, 2017	December 31, 2016
Revenues	\$262,743	\$343,500
Costs of Services	33,901	69,314
Gross Margin	\$228,842	\$274,186
Operating Expenses:		
General and administrative	76,467	120,207
Officer compensation	207,923	129,132
Derivative Expense	(10,020)	51,994
Total Operating Expenses	274,370	301,333
Operating Income (Loss)	(45,528)	(27,147)
Net Income (Loss) Before Interest	(45,528)	(27,147)
Interest	-	-
Net Income (Loss)	\$(45,528)	\$(27,147)
Net income (loss) per share- basic and diluted	\$ (0.00)	\$ (0.00)
Weighted average common outstanding- basic and diluted	199,785,734	199,785,734

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

NO BORDERS, INC.
CONDENSED STATEMENTS OF CASH FLOWS
(Unaudited)

	For the Year Ended December 31, 2017	For the Year Ended December 31, 2016
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net (Loss) for the Period	\$(45,528)	\$(27,147)
Adjustments to reconcile net loss to net cash provided by operating activities:		
Changes in Operating Assets and Liabilities:		
(Increase) in Inventory	15,449	(10,409)
Decrease in accounts receivable and Deposits	(13,177)	16,272
Increase in accounts payable and accrued Derivative	(9,746)	46,277
Net Cash Provided By (Used) in Operating Activities	(53,002)	24,993
Net Increase (Decrease) in Cash	(53,002)	24,993
Cash at Beginning of Period	68,711	43,718
Cash at End of Period	\$15,709	\$68,711

SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:

Cash paid during the year for:

Interest	\$	-	\$	-
Franchise and Income Taxes	\$	-	\$	-

**SUPPLEMENTAL DISCLOSURE OF NON-CASH
INVESTING**

AND FINANCING ACTIVITIES:

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

**NO BORDERS, INC.
STATEMENT OF STOCKHOLDERS' EQUITY
DECEMBER 31, 2017**

				Additional		Total
Preferred	Stock	Common	Common	Paid in	Accumulated	Stockholders'

	Shares	Payable	Shares	Stock	Capital	Deficit	Equity (Deficit)
Balance December 31, 2015	-	\$5,500	199,785,734	\$199,786	\$(207,285)	\$(33,953)	(35,952)
Net loss for the year	-	-	-	-	-	(27,147)	(27,147)
Balance, December 31, 2016	-	5,500	199,785,734	199,786	(207,285)	(61,100)	(63,099)
Net loss for year	-	-	-	-	-	(45,528)	(45,528)
Balance, December 31, 2017	-	\$5,500	199,785,734	\$199,786	\$(207,285)	\$(106,628)	\$(108,627)

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

NO BORDERS, INC.
NOTES TO CONDENSED FINANCIAL STATEMENTS
DECEMBER 31, 2017 AND DECEMBER 31, 2016

NOTE 1 – ORGANIZATION AND DESCRIPTION OF BUSINESS

No Borders, Inc. the Company was incorporated on May 28, 1999 in the state of Nevada. On December 13, 2013, the Company purchased Action Sports Media, Inc. which was incorporated under the laws of the state of Nevada. On December 13, 2013, the Company executed an asset purchase agreement with Jason Fierro's sole proprietorship dba TYME, ("TYME"), a private marketing business.

The Company's accounts include the financial accounts of No Borders, Inc. Action Sports Media and TYME.

The Company is a boutique sports marketing agency focusing on athlete and team representation, branding, athlete program management, social media strategy and business consulting.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of presentation

The Company's financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP") and all intercompany transactions have been eliminated in consolidation.

The accompanying unaudited quarterly financial statements have been prepared on a basis consistent with generally accepted accounting principles in the United States ("GAAP") for interim financial information and pursuant to the rules of the Securities and Exchange Commission ("SEC"). In the opinion of management, the accompanying unaudited financial statements reflect all adjustments, consisting of only normal and recurring adjustments, necessary for a fair presentation of the results of operations, financial position and cash flows for the periods presented. The results of operations for the periods are not necessarily indicative of the results expected for the full year or any future period. These statements should be read in conjunction with the Company's annual financial statements as posted on the Over the Counter Markets Website. .

Use of estimates

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and 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. Accordingly, actual results could differ from those estimates. Such estimates include management's assessments of the carrying value of certain assets, useful lives of assets, and related depreciation and amortization methods applied.

Cash equivalents

The Company considers all highly liquid investments with an original maturity of three months or less when purchased to be cash equivalents. At December 31, 2017 and December 31, 2016, the Company had no cash equivalents.

Inventory

The Company's inventory consisting of Action Sports equipment is valued at the lower of cost or market under the FIFO method of costing.

Fair value of financial instruments

The Company adopted the provisions of FASB Accounting Standards Codification ("ASC") 820 (the "Fair Value Topic") which defines fair value, establishes a framework for measuring fair value under U.S. GAAP, and expands disclosures about fair value measurements.

The Fair Value Topic defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. It requires that valuation techniques maximize the use of observable inputs and minimize the use of unobservable inputs. It also establishes a fair value hierarchy, which prioritizes the valuation inputs into three broad levels.

Fair value of financial instruments

The following fair value hierarchy is used to classify assets and liabilities based on the observable inputs and unobservable inputs used in order to value the assets and liabilities:

A) Market approach—Uses prices and other relevant information generated by market transactions involving identical or comparable assets or liabilities. Prices may be indicated by pricing guides, sale transactions, market trades, or other sources;

B) Cost approach—Based on the amount that currently would be required to replace the service capacity of an asset (replacement cost); and

C) Income approach—Uses valuation techniques to convert future amounts to a single present amount based on current market expectations about the future amounts (includes present value techniques, and option-pricing models). Net present value is an income approach where a stream of expected cash flows is discounted at an appropriate market interest rate.

Level 1: Quoted market prices available in active markets for identical assets or liabilities as of the reporting date. An active market for an asset or liability is a market in which transactions for the asset or liability occur with significant frequency and volume to provide pricing information on an ongoing basis.

Level 2: Observable inputs other than Level 1 inputs. Example of Level 2 inputs include quoted prices in active markets for similar assets or liabilities and quoted prices for identical assets or liabilities in markets that are not active.

Level 3: Unobservable inputs based on the Company's assessment of the assumptions that are market participants would use in pricing the asset or liability.

The carrying amount of the Company's financial assets and liabilities, such as cash, prepaid expenses, accounts payable, accrued expenses, and deferred revenue approximate their fair value because of the short maturity of those instruments. The Company's note payable approximates the fair value of such instruments based upon management's best estimate of interest rates that would be available to the Company for similar financial arrangements at December 31, 2017 and December 31, 2016.

The carrying amount of the Company's derivative liability of \$41,974 and \$51,994 as of December 31, 2017 and December 31, 2016, respectively was based on Level 3 measurements.

Property and equipment are recorded at cost. Expenditures for major additions and betterments are capitalized. Maintenance and repairs are charged to operations as incurred. Depreciation is computed by the straight-line method over the assets estimated useful life of three (3) years for equipment, five (5) years for automobile, and seven (7) years for furniture and fixtures. Upon sale or retirement of property and equipment, the related cost and accumulated depreciation are removed from the accounts and any gain or loss is reflected in statements of operations.

Commitments and contingencies

The Company follows subtopic 450-20 of the FASB ASC to report accounting for contingencies. Liabilities for loss contingencies arising from claims, assessments, litigation, fines and penalties and other sources are recorded when it is probable that a liability has been incurred and the amount of the assessment can be reasonably estimated.

Revenue recognition

The Company follows paragraph 605-10-S99-1 of the FASB ASC for revenue recognition. The Company will recognize revenue when it is realized or realizable and earned. The Company considers revenue realized or realizable and earned when all of the following criteria are met: (i) persuasive evidence of an arrangement exists, (ii) the product has been shipped or the services have been rendered to the customer, (iii) the sales price is fixed or determinable and

(iv) collectability is reasonably assured. In addition, the Company records allowances for accounts receivable that are estimated to not be collected.

Income taxes

The Company follows Section 740-10-30 of the FASB ASC, which requires recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the financial statements or tax returns. Under this method, deferred tax assets and liabilities are based on the differences between the financial statement and tax bases of assets and liabilities using enacted tax rates in effect for the fiscal year in which the temporary differences are expected to be recovered or settled. Deferred tax assets are reduced by a valuation allowance to the extent management concludes it is more likely than not that the assets will not be realized. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date.

The Company adopted section 740-10-25 of the FASB ASC ("Section 740-10-25") with regards to uncertainty in income taxes. Section 740-10-25 addresses the determination of whether tax benefits claimed or expected to be claimed on a tax return should be recorded in the financial statements. Under Section 740-10-25, the Company may recognize the tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be sustained on examination by the taxing authorities, based on the technical merits of the position. The tax benefits recognized in the financial statements from such a position should be measured based on the largest benefit that has a greater than fifty percent (50%) likelihood of being realized upon ultimate settlement. Section 740-10-25 also provides guidance on de-recognition, classification, interest and penalties on income taxes, accounting in interim periods and requires increased disclosures. The Company had no material adjustments to its assets and/or liabilities for unrecognized income tax benefits according to the provisions of Section 740-10-25.

Stock-based compensation

In December 2004, the FASB issued FASB ASC No. 718, *Compensation – Stock Compensation* ("ASC No. 718"). Under ASC No. 718, companies are required to measure the compensation costs of share-based compensation arrangements based on the grant-date fair value and recognize the costs in the financial statements over the period during which employees are required to provide services. Share-based compensation arrangements include stock options, restricted share plans, performance-based awards, share appreciation rights and employee share purchase plans. As such, compensation cost is measured on the date of grant at their fair value. Such compensation amounts, if any, are amortized over the respective vesting periods of the option grant. The Company applies this statement prospectively.

Equity instruments ("instruments") issued to other than employees are recorded on the basis of the fair value of the instruments, as required by ASC No. 718. FASB ASC No. 505, *Equity Based Payments to Non-Employees*, defines the measurement date and recognition period for such instruments. In general, the measurement date is when either (a) a performance commitment, as defined, is reached or (b) the earlier of (i) the non-employee performance is complete or (ii) the instruments are vested. The measured value related to the instruments is recognized over a period based on the facts and circumstances of each particular grant as defined in the FASB ASC.

Net income (loss) per share

The Company computes basic and diluted earnings per share amounts pursuant to section 260-10-45 of the FASB ASC. Basic earnings per share is computed by dividing net income (loss) available to common shareholders, by the weighted average number of shares of common stock outstanding during the period, excluding the effects of any potentially dilutive securities. Diluted earnings per share is computed by dividing net income (loss) available to common shareholders by the diluted weighted average number of shares of common stock during the period. The diluted weighted average number of common shares outstanding is the basic weighted number of shares adjusted as of the first day of the year for any potentially diluted debt or equity.

There were no potentially dilutive shares outstanding as of December 31, 2017 and December 31, 2016, respectively.

Subsequent events

The Company follows the guidance in Section 855-10-50 of the FASB ASC for the disclosure of subsequent events. The Company will evaluate subsequent events through the date when the financial statements were issued.

Recently issued accounting pronouncements

The Company has implemented all new accounting pronouncements that are in effect. These pronouncements did not have any material impact on the financial statements unless otherwise disclosed, and the Company does not believe that there are any other new accounting pronouncements that have been issued that might have a material impact on its financial position or results of operations.

NOTE 3 – GOING CONCERN

The Company's financial statements have been prepared on a going concern basis, which contemplates the realization of assets and satisfaction of liabilities in the normal course of business. The financial statements do not include any adjustment relating to recoverability and classification of recorded amounts of assets and liabilities that might be necessary should the Company be unable to continue as a going concern.

The Company has a minimum cash balance available for payment of ongoing operating expenses. Its continued existence is dependent upon its ability to continue to execute its operating plan and to obtain additional debt or equity financing. There can be no assurance the necessary debt or equity financing will be available, or will be available on terms acceptable to the Company.

NOTE 4– NOTES PAYABLE

At December 31, 2017 the Company has two convertible notes payable. Note 1 is for \$74,327 and can be converted at a fixed stock price of .015 cents per share. Note 2 is for \$38,107 and can be converted at a discount of 50% of the lowest market price of the stock for the ten days immediately preceding such conversion. The Company has recognized a derivative liability valued using Black-Scholes-Merton model and is shown on the balance sheet as a derivative liability. Any gain or loss on the derivative is shown in the statement of operations.

NOTE 5 – RELATED PARTY TRANSACTIONS

Free office space provided by president

The Company has been provided office space by its President, Jason Fierro, at no cost. Management has determined that such cost is nominal and did not recognize the rent expense in its financial statements.

NOTE 6 – SUBSEQUENT EVENTS

On March 9, 2018, The Company and MJ Holdings, Inc., a Florida corporation (the “Consultant”), entered into a Consulting Agreement (“Agreement”). Wherein, the Consultant agreed to provide consulting services for a period of six months in exchange for a total of \$53,000 (“Consulting Fee”). The Consulting Fee is divided into a \$35,000 promissory note that accrues interest at a rate of 8% per annum and is convertible into common stock at a 50% discount to the lowest closing price over the previous twenty trading days that is due at the execution of the Agreement (“Promissory Note”) and a \$18,000 promissory note that is due at the end of the Agreement that will accrue 8% interest per annum and is convertible into common stock of the Company at a 45% discount based upon a twenty day review period.

The convertible debt issued to MJ Holdings, Inc., as described above and the underlying securities were offered by the Company to MJ Holdings, Inc., pursuant to the exemption from registration under the Securities Act of 1933, as amended, provided by Section 4(a)(2) of the Act.

On March 6, 2018, Lannister Holdings, Inc., an Arizona Corporation, acquired control of Ten Million (10,000,000) shares of the Series A Preferred Stock of the Company, representing 100% of the Company’s total issued and

outstanding Series A Preferred Stock, from MJ Holdings, Inc., a Florida Corporation, in exchange for \$25,000, per the terms of a Stock Purchase Agreement (the “**Stock Purchase Agreement**”) by and between MJ Holdings, Inc., and Lannister Holdings, Inc.

There are no arrangements or understandings between MJ Holdings, Inc., and Lannister Holdings, Inc., and/or their respective associates with respect to the election of directors or other matters.

On March 8, 2018, Lannister Holdings, Inc., distributed the shares of Series A Preferred Stock to its shareholders.

The following table sets forth, as of March 12, 2018, the beneficial ownership of the outstanding common stock by: (i) any holder of more than five (5%) percent; (ii) each of our executive officers and directors; and (iii) our directors and executive officers as a group. Unless otherwise indicated, each of the stockholders named in the table below has sole voting and dispositive power with respect to such shares of common stock. As of the date of this Current Report, there are 209,685,734 shares of common stock and 10,000,000 shares of the Series A Preferred Stock issued and outstanding.

Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership⁽¹⁾	Percentage of Beneficial Ownership⁽²⁾
Directors and Officers:		
Joseph Snyder	2,400,000	19.9%
Christopher Brown	2,400,000	19.9%
Cynthia Tanabe	2,400,000	19.9%
Kyle Kummerle	750,000	6.2%
BVMH Enterprises, LLC ⁽³⁾	1,300,000	11%
Glenn Clyde Suydam	750,000	6.2%
All executive officers and directors as a group (4 persons)	7,950,000	65.9%

(1)Under Rule 13d-3, a beneficial owner of a security includes any person who, directly or indirectly, through any contract, arrangement, understanding, relationship, or otherwise has or shares: (i) voting power, which includes the power to vote, or to direct the voting of shares; and (ii) investment power, which includes the power to dispose or direct the disposition of shares. Certain shares may be deemed to be beneficially owned by more than one person (if, for example, persons share the power to vote or the power to dispose of the shares). In addition, shares are deemed to be beneficially owned by a person if the person has the right to acquire the shares (for example, upon exercise of an option) within 60 days of the date as of which the information is provided. In computing the percentage ownership of any person, the amount of shares outstanding is deemed to include the amount of shares beneficially owned by such person (and only such person) by reason of these acquisition rights. As a result, the percentage of outstanding shares of any person as shown in this table does not necessarily reflect the person’s actual ownership or voting power with respect to the number of shares of common stock actually outstanding.

(2)Based upon 1,209,685,734 shares issued and outstanding, when fully converted.

(3)BVMH Enterprises, LLC is managed by Valerie Miller.

Other than the shareholders listed above, we know of no other person who is the beneficial owner of more than five percent (5%) of our common stock.

On March 7, 2018, Mr. Jason Fierro resigned as the Corporation’s sole Officer and Director. His resignation was not the result of any disagreement with the Corporation on any matter relating to the Corporation’s operations, policies or practices. His resignation letter is attached as an exhibit as part of this Current Report on Form 8-K.

On March 7, 2018, Mr. Joseph Snyder was appointed to the Company’s Board of Directors and as the Company’s President, Chief Executive Officer.

On March 7, 2018, Ms. Cynthia Tanabe, was appointed to the Company’s Board of Directors and as the Company’s Chief Financial Officer, Treasurer, and Secretary.

On March 7, 2018, Mr. Christopher Brown, was appointed to the Company's Board of Directors and as the Vice President.

On March 7, 2018, Mr. Kyle Kummerle was appointed to the Company's Board of Directors.

The following sets forth biographical information for Mr. Joseph Snyder, Ms. Cynthia Tanabe, Mr. Christopher Brown, and Mr. Kyle Kummerle are set forth below:

Joseph Snyder, Age 36: Mr. Snyder, our President, CEO and Director, began his career with the learning of sales and team management techniques. Joseph, is currently and has been the CEO of a digital development operations and strategy consulting firm, for the last three years. Prior to that Joseph was the CEO of an insurance agency from 2006 until 2015. Mr. Snyder, now has eighteen years of sales, team management, risk management, financial services, investment, mergers and acquisitions as well as philanthropic experience. He has built multiple private companies from incorporation to millions in revenue and value over his career, he has also acquired national multi-million-dollar businesses and has served as a County Commissioner in Kern County, California. Due to his encompassing knowledge and successes the Board of Directors believes that Mr. Snyder's vision for the Company combined with his experience and business acumen would be a powerful asset to the success and growth of the Company.

Cynthia Tanabe, Age 55: Mrs. Cynthia Tanabe, began her investment career in 1986 and is currently the owner and head broker of Desert View Realty in Arizona, since its incorporation. Cynthia has over thirty years of real estate investment, property management and transaction management in the real estate industry. She formed the base of her financial and investment knowledge working for various mid and large size companies; wherein, she focused on financial compliance, national payroll management and company asset allocations. Our Board of Directors believes that Mrs. Tanabe's real estate and accounting knowledge as well as her business acumen would be a valuable strategic asset as a Director, Chief Financial Officer and as our Secretary.

Christopher Brown, Age 32: Mr. Christopher Brown our Director and Chief Operations Officer, began his career serving in the United States Air Force. After completing his service, Mr. Brown earned a dual B.S. degree in Computational Mathematics and Biochemistry from the Arizona State University, in 2013. Since graduating Mr. Brown has been building a developmental operations and digital strategy consulting firm as its Founder and Chief Technology Officer, for the past three years, where he his duties include overseeing the internal and client projects that are primarily focused on AWS cloud services, blockchain technology development and integration, and dapp development on the Ethereum blockchain platform. Mr. Brown, is well-versed in leading teams for the development and deployment of smart contracts on the Ethereum and other blockchain platforms. Our Board of Directors believes that Mr. Brown's security based strategic approach to software and company development combined with his experience and education would be great asset and bring strong value to the Company.

Kyle Kummerle, Age 29: Mr. Kummerle is currently the head of business development for Tectonic Engineering and Surveying Consultants, P.C., where he has worked since 2002. Kyle has successfully assisted in building that company to a Top 15 Telecommunications firm and Top 150 Engineering firm during his tenure there. Mr. Kummerle also has experience in acquiring capital and mentoring companies, as he has worked with nearly thirty real estate start-up businesses, which he has scaled up into successful businesses, with a core focus' on gentrification and redevelopment. Due to Mr. Kummerle's extensive experience with start-ups and in the small business world the Company is proud to bring him on as one of its Directors.

The Corporation has not entered into any compensatory agreement with any of the newly appointed directors at this time but may do so in the future.

On March 12, 2018, The Company after review and recommendation from the Board, entered into an Agreement for Conversion of Indebtedness into Restricted Common Stock with Lannister Holdings, Inc., pursuant to which it was agreed that \$53,107 of outstanding convertible indebtedness (the "Indebtedness") would be converted to 38,738,000 shares of the Company's restricted common stock at a price per share of \$0.0015 (the "Agreement for Conversion").

On March 14, 2018, the Company signed the share exchange agreement ("Agreement") with Lannister Holdings, Inc., a company incorporated under the laws of the State of Arizona (the "Lannister") and all of the shareholders of Lannister (the "Selling Shareholders") pursuant to the Agreement by and amongst the Company, Lannister and the

Selling Shareholders. The Company, will acquire 100% of the issued and outstanding securities of Lannister Holdings, Inc., in exchange for the issuance of 20,000,000 shares of the Company's Restricted Common Stock, par value \$0.001 per share.

As a result of the Agreement the Selling Shareholders will acquire up to approximately 8% of the voting rights of Company's currently issued and outstanding shares of common stock. Upon completion of the Agreement, Lannister Holdings, Inc., will become the wholly-owned subsidiary of the Company and the Company will have acquired the business and operations of Lannister Holdings, Inc.

The Agreement includes customary representations, warranties and covenants of the Company, Lannister Holdings, Inc., and the Selling Shareholders, made to each other as of specific dates.

On March 28, 2018, the Company entered into an amended agreement of conversion ("Conversion Agreement"), with Black Ice Advisors, LLC (the "Holder") of a note in the principal amount of \$62,380 (the "Note") with an original issuance date of March 24, 2015; whereby, the Holder of the Note agreed to convert the entire note and interest, based on a fifty percent discount to a share price of \$0.03 per share, instead of using the Note's original conversion price of a fifty percent discount to the lowest traded price of the Common Stock over a ten trading day look back period, which would have given the Holder a conversion price of \$0.005 per share. Based upon the Conversion Agreement the Company issued 4,982,466 shares to the Holder for the complete extinguishment of that Note.

On April 2, 2018, the Company filed a Certificate of Amendment with the Nevada Secretary of State to decrease its authorized capital of its common stock from One Billion Eight Hundred Eighty-Eight Million (1,888,000,000) shares of common stock to Seven Hundred Fifty Million (750,000,000) shares of Common Stock, par value \$0.001 per share. The decrease in Authorized was effective with the Nevada Secretary of State on April 3, 2018, when the Certificate of Amendment was approved. The decrease in Authorized was approved by the Board of Directors and the shareholders holding a majority of the total issued and outstanding shares of common stock on March 28, 2018.

On April 27, 2018, Ms. Cynthia Tanabe resigned as the Corporation's Chief Financial Officer. Her resignation was not the result of any disagreement with the Corporation on any matter relating to the Corporation's operations, policies or practices. Her resignation letter is attached as an exhibit as part of this Current Report on Form 8-K.

On April 27, 2018, Mr. Michael Handelman was appointed as the Corporation's Chief Financial Officer.

The following sets forth biographical information for Mr. Handelman:

Michael D. Handelman, Age 59, In 2015, Mr. Handelman, founded the M Handelman Group, an accounting and business advisory services firm, headquartered in Westlake Village, Ca. Mr. Handelman has previously served as the Chief Financial Officer of Lion Biotechnologies a public company engaged in the research, development and commercialization of autologous cellular immunotherapies optimizing personalized, tumor-directed Tumor Infiltrating Lymphocytes (TIL) from February 2011 until June 2015. Prior to that position Mr. Handelman, served as Chief Financial Officer and as a financial management consultant of Oxis International, Inc., a public company engaged in the research, development and commercialization of nutraceutical products, from August 2009 until October 2011. From November 2004 to July 2009, Mr. Handelman served as Chief Financial Officer and Chief Operating Officer of TechnoConcepts, Inc., formerly a public company engaged in designing, developing, manufacturing and marketing wireless communications semiconductors, or microchips. Prior thereto, Mr. Handelman served from October 2002 to October 2004 as Chief Financial Officer of Interglobal Waste Management, Inc., a manufacturing company, and from July 1996 to July 1999 as Vice President and Chief Financial Officer of Janex International, Inc., a children's toy manufacturer. Mr. Handelman, was also the Chief Financial Officer from 1993 to 1996 of the Los Angeles Kings, a National Hockey League franchise. Mr. Handelman, is a certified public accountant and holds a degree in accounting from the City University of New York. The Corporation is excited to be able bring someone with Mr. Handelman's extensive public financial officer experience to be an Officer of our Corporation.

We evaluated subsequent events after the balance sheet date through the date the financial statements were issued. We did not identify any additional material events or transactions occurring during this subsequent event reporting period that required further recognition or disclosure in these financial statements.

