

**NO BORDERS, INC.**



**LANNISTER**

**HOLDINGS, INC.**

**CONDENSED UNAUDITED FINANCIAL STATEMENTS FOR  
THE THREE MONTHS ENDED JUNE 30, 2018**

No Borders, Inc.

TABLE OF CONTENTS

(UNAUDITED)

Condensed Balance Sheets As Of June 30, 2018 & December 31, 2017	F-3
Condensed Statements Of Operations For The Six Months Ended June 30, 2018 and 2017	F-4
Condensed Statements Of Cash Flows For The Six Months Ended June 30, 2018 and 2017	F-5
Notes To The Condensed Financial Statements	F-6

**No Borders, Inc.**  
**Condensed Consolidated Balance Sheets**  
**(Unaudited)**

	<b>June 30, 2018</b>	<b>December 31, 2017</b>
<b>ASSETS</b>		
Current assets		
Cash	\$ 148,342	\$ -
Prepaid expenses and other current assets	35,316	-
Current assets from discontinued operations	-	53,005
Total current assets	183,658	53,005
 Total Assets	 \$ 183,658	 \$ 53,005
 <b>LIABILITIES AND STOCKHOLDERS' DEFICIT</b>		
Current liabilities		
Accounts payable and accrued expenses	\$ 1,301	\$ -
Convertible notes payable, net of discount	32,683	-
Derivative liability	51,998	-
Current liabilities from discontinued operations	-	161,632
Total current liabilities	85,982	161,632
 Commitments and Contingencies	 -	 -
 Stockholders' Deficit:		
Series A Preferred stock, par value \$0.001, 10,000,000 shares authorized 9,250,000 and 0 shares issued and outstanding as of June 30, 2018 and December 31, 2017	9,250	-
Common stock, par value \$0.001, 750,000,000 shares authorized 276,176,200 and 199,786,734 shares issued and outstanding as of June 30, 2018 and December 31, 2017, respectively	276,176	199,786
Common stock payable	5,500	5,500
Additional paid in capital	196,192	(207,285)
Dividends paid	(70,500)	-
Accumulated deficit	(318,942)	(106,628)
Total Stockholders' Deficit	97,676	(108,627)
 Total Liabilities and Stockholders' Deficit	 \$ 183,658	 \$ 53,005

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

**No Borders, Inc.**  
**Condensed Consolidated Statements of Operations**  
**(Unaudited)**

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2018	2017	2018	2017
				\$
<b>Revenue</b>	\$ -	\$ -	\$ -	-
<b>Cost of goods sold</b>	-	-	-	-
<b>Gross Profit</b>	-	-	-	-
<b>Operating Expenses:</b>				
General and administrative	106,121	-	142,471	-
Total operating expenses	106,121	-	142,471	-
Loss from operations	(106,121)	-	(142,471)	-
<b>Other Income (Expense)</b>				
Interest expense	(1,057)	-	(1,301)	-
Amortization of debt discount	(26,500)	-	(32,683)	-
Financing costs	-	-	(17,838)	-
Change in fair value of derivative liability	1,147,899	-	18,840	-
<b>Total Other (Income) Expense</b>	1,120,342	-	(32,982)	-
<b>Income (Loss) From Continuing Operations</b>	1,014,221	-	(175,453)	-
<b>Income (Loss) From Discontinued Operations:</b>				
<b>Income (loss) from operations of discontinued business component</b>	-	(65,462)	(1,031)	(64,229)
<b>Loss from sale of discontinued business component</b>	-	-	(35,830)	-
<b>Total Income (Loss) From Discontinued Operations</b>	-	(65,462)	(36,861)	(64,229)
<b>Net Income (Loss)</b>	\$1,014,221	\$(65,462)	\$(212,314)	\$(64,229)
Net income (loss) from continuing operations per common share				
-Basic and diluted	\$0.00	\$0.00	\$0.00	\$0.00
Net income (loss) from discontinued operations per common share				
-Basic and diluted	\$0.00	\$0.00	\$0.00	\$0.00
Net income (loss)				
-Basic and diluted	\$0.00	\$0.00	\$0.00	\$0.00
Weighted average common shares outstanding				
-Basic and diluted	267,493,013	199,785,734	219,000,163	199,785,734

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

**No Borders, Inc.**  
**Condensed Consolidated Statements of Cash Flows**  
**(Unaudited)**

	<b>For the Six Months Ended</b>	
	<b>June 30,</b>	<b>June 30,</b>
	<b>2018</b>	<b>2017</b>
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>		
Net income (loss)	\$ (212,314)	\$ (65,462)
Adjustments to reconcile net income (loss) to net cash used in operating activities:		
Issuance of common shares for services	3,630	
Financing cost	17,838	-
Change in fair value of derivative liability	(18,840)	-
Amortization of debt discount and debt issuance cost	32,683	-
Changes in operating liabilities		-
Prepaid expenses and other current assets	(35,316)	-
Accounts payable	1,301	-
Net Cash Provided By Operating Activities of Continuing Operations	112,469	(65,462)
Net Cash Used in Operating Activities of Discontinued Operations	(108,627)	60,798
Net Cash Provided by (Used in) Operating Activities	3,842	(4,664)
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>		
Dividends paid	(70,500)	-
Net Cash Provided by Financing Activities	(70,500)	-
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>		
Proceeds from sale of preferred stock	25,000	-
Proceeds from sale of common stock	190,000	-
Net Cash Provided by Financing Activities	215,000	-
Net Increase in Cash	148,342	(4,664)
Cash at Beginning of Period	-	43,718
Cash at End of Period	\$ 148,342	\$ 39,054
<b><u>SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:</u></b>		
Cash paid during the year for:		
Interest	\$ -	\$ -
Income taxes paid	\$ -	\$ -
<b><u>SUPPLEMENTAL DISCLOSURE OF NON-CASH INVESTING AND FINANCING ACTIVITIES:</u></b>		
Issuance of common stock upon conversion of notes payable	\$ 0,487	\$ -

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

**ORDERS, INC.**  
**NOTES TO CONDENSED FINANCIAL STATEMENTS**  
**JUNE 30, 2018 AND DECEMBER 31, 2017**

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**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 software marketing agency focusing on software and decentralized technologies representation, branding, program management, social media strategy and business consulting.

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.

Effective as of March 6, 2018, the Company assigned and conveyed Action Sports Media, Inc. (d/b/a TYME) ("TYME") and all its assets and liabilities to Jason Fierro, as per the Agreement of Conveyance, Transfer, and Assignment of Assets and Assumption of Obligations ("Agreement"). As per the Agreement the Company will no longer be responsible for the obligations of TYME. The Company remains in the marketing industry.

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 that was filed on March 20, 2018 with the Securities and Exchange Commission.

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 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., becomes a 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 2, 2018, the Company filed an amended certificate of designation with the Nevada Secretary of State, designating 10,000,000 shares of the Preferred authorized as Series A Preferred Stock, par value, \$0.001. Series A Preferred Stock has the voting rights to cast 100 votes per each share of Series A Preferred Stock outstanding, and the conversion ratio to 1:20 of Series A Preferred Stock to Common stock.

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.

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

On June 7, 2018, the Company received the resignation of Kyle Kummerle as a director of the Company. His resignation was not the result of any disagreement with the Corporation on any matter relating to the Corporation’s operations, policies or practices.

On June 13, 2018, the Company’s Board of Directors created an Advisory Board consisting of twelve possible members. The Corporation believes that the creation of the advisory board will be beneficial to the corporation as it will allow the corporation to more easily attract highly skilled personnel who will be able to help guide the Company’s business strategies.

## **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 June 30, 2018 and December 31, 2017, 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 June 30, 2018 and December 31, 2017.

The carrying amount of the Company's derivative liability of \$51,998 and \$41,974 (reflected in the liabilities from discontinued operations, See Note 7) as of June 30, 2018 and December 31, 2017, respectively was based on Level 3 measurements.

#### Property and equipment

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 June 30, 2018 and December 31, 2017, 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**

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 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 Treasurer*

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

#### **NOTE 6 – SHARE ISSUANCES**

On May 4, 2018, the Company issued 5,000,000 shares of its restricted common stock through a private placement to Johanna Guimarra, an accredited investor for total cash consideration of \$100,000 or \$0.02 per share.

On May 9, 2018, the Company issued 1,820,000 restricted common shares at \$0.0015 per share, to five individuals for their work performed as per consulting agreements and for services rendered to the Company.

On June 13, 2018, the Company received a conversion notice from Mr. Kummerle; wherein, he requested to convert his 750,000 shares of Series A Preferred Stock into 750,000 shares of common stock at a ratio of 1 share of Series A Preferred Stock for 1 share of common stock. On June 13, 2018, The Company issued to Mr. Kummerle the 750,000 shares of common stock as per his conversion request.

On June 25, 2018, the Company issued 3,000,000 shares of its restricted common stock through a private placement to BVMH Enterprises, LLC, an accredited investor for total cash consideration of \$60,000 or \$0.02 per share.

#### **NOTE 7 –DISCONTINUED OPERATIONS**

On March 6, 2018, the Company entered into an Agreement of Conveyance, Transfer, and Assignment of Assets and Assumption of Obligations (“Agreement”) with TYME, a California company. Pursuant to the Agreement, the Company agreed to assign and convey to TYME all of the assets and liabilities of TYME a business owned by the Company. Pursuant to current accounting guidelines, the business component is reported as discontinued operations.

The following table summarizes the assets and liabilities of our former subsidiary’s discontinued operations as of December 31, 2017:

	<b>December 31, 2017</b>
<b>ASSETS:</b>	
Current assets	
Cash	\$ 15,709
Accounts receivable	13,720

Total Current Assets	<u>29,429</u>
Deposits	<u>23,576</u>
Total Assets	<u>\$ 53,005</u>
<b>LIABILITIES:</b>	
Current liabilities	
Accounts payable and accrued expenses	\$ 7,224
Derivative liability	41,974
Notes payable	<u>112,434</u>
Total Liabilities	<u>\$ 161,632</u>

The following table summarizes the results of operations of our former subsidiary for the six months ended June 30, 2018 and 2017 and is included in the condensed consolidated statements of operations as discontinued operations:

	<b>For the Six Months Ended</b>	
	<b>June 30,</b>	
	<u>2018</u>	<u>2017</u>
<b>Revenue</b>	\$ 7,961	\$ 81,944
<b>Cost of goods sold</b>	<u>58</u>	<u>9,216</u>
<b>Gross Profit</b>	<u>7,903</u>	<u>72,728</u>
<b>Operating Expenses:</b>		
General and administrative	<u>8,934</u>	<u>76,159</u>
Total operating expenses	<u>8,934</u>	<u>76,159</u>
Loss from operations	<u>(1,031)</u>	<u>(3,431)</u>
<b>Other Income (Expense)</b>		
Change in fair value of derivative liability	<u>-</u>	<u>(60,798)</u>
<b>Total Other Income (Expense)</b>	<u>-</u>	<u>(60,798)</u>
<b>Income (Loss) From Operations of Discontinued Business Component</b>	<u>\$ (1,031)</u>	<u>\$ (64,229)</u>

#### **NOTE 8 – SUBSEQUENT EVENTS**

On July 3, 2018, the Company's FAST application was approved by the DTC. The Fast-Automated Securities Transfer Program (FAST) is a contract between DTC and transfer agents that eliminates the movement of physical securities by allowing agents to act as custodians for DTC. By becoming FAST approved the Company's securities should be able to be traded in a more transparent and seamless manner.

On or about July 11, 2018, the Company through its wholly owned subsidiary Lannister Development, Inc., entered into an initial phase software development contact for scoping and deployment of blockchain smart contracts, UI/UX design and web 3 integrations with Crypto Emporium Ltd. a corporation based out of the United Kingdom. The initial phase agreement is structured as a results-based pricing model that minimizes initial costs for our client by keeping up front contract payments below ten percent (10%) of contracted USD value while providing scaled returns for Lannister in concert with our clients results from deployment of these tools and technologies. The total contracted cash portion of this initial phase award is One Hundred Twenty-Five Thousand Dollars (\$125,000.00) plus additional generous bonus structures based on the success of Crypto Emporium Ltd.'s post deployment sales and results. While there is little guaranteed compensation, this results-based model allows Lannister to deploy our technologies and teams immediately for an international client, proving that we are a world class decentralized operation developing distributed technologies while increasing our global branding and value.

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.