# Issuer's Annual Report –2014 Disclosure Obligations

# For The Fiscal Year Ended July 31, 2014

All information contained in this Information and Disclosure Statement has been compiled to fulfill the disclosure requirements of OTC Markets' Pink Sheets' **Issuers' Annual Reporting Requirements.** 

# Part A General Company Information

# Item I The Name of the Issuer

## Andiamo Corporation

The Company was incorporated as Natell Corporation in the state of Delaware on September 21, 2000. It changed its name to Title Consulting Services, Inc., in March, 2009. The company changed its name to Andiamo Corporation in June, 2011 and redomiciled to Nevada concurrently.

# Item II The Address of the Issuer's Principal Executive Offices

Andiamo Corporation PO Box 80244 Lansing, MI 48908

Telephone: (517) 227-2350 Email: IR@andiamo-corp.com

Contact: William White

## Item III The Jurisdiction and Date of the Issuer's Incorporation

The Company was incorporated on September 21, 2000 in the State of Delaware.

## Part B Share Structure

# Item IV The exact title and class of securities outstanding.

We have two classes of stock, common and preferred. Our preferred class consists of three series, as follows:

Title and Class	<u>CUSIP</u>	Trading Symbol
Common Preferred	034206102	ANDI
Series A	888352200	[none]
Series B Series C	888352309 [none]	[none] [none]
001100 0	[]	[]

# Item V Par or Stated Value and Description of the Security

Common Par Value: \$0.00001 per share

Preferred

Series A Par Value: \$0.00001 per share
Series B Par Value: \$0.00001 per share
Series C Par Value: \$0.00001 per share

# **Certificate of Designations**

No series of preferred stock includes any redemption or sinking fund provision.

#### SERIES A PREFERRED STOCK DESCRIPTION

## CONVERSION RIGHTS.

Preferred A Stock is non-convertible.

#### VOTING RIGHTS.

If at least one share of Series A Preferred Stock is issued and outstanding, then the total aggregate issued shares of Series A Preferred Stock at any given time, regardless of their number, shall have voting rights equal to four times the sum of: i) the total number of shares of Common Stock which are issued and outstanding at the time of voting, plus ii) the total number of shares of Series B and Series C Preferred Stocks which are issued and outstanding at the time of voting.

Each individual share of Series A Preferred Stock shall have the voting rights equal to:

[four times the sum of: {all shares of Common Stock issued and outstanding at time of voting + all shares of Series B and Series C Preferred Stocks issued and outstanding at time of voting}]

divided by:

[the number of shares of Series A Preferred Stock issued and outstanding at the time of voting]

DIVIDENDS. The holders of Series A Preferred Stock shall be entitled to receive dividends when, as and if declared by the Board of Directors, in its sole discretion.

#### SERIES B PREFERRED STOCK DESCRIPTION

DIVIDENDS. The holders of Series B Preferred Stock shall be entitled to receive dividends when, as and if declared by the Board of Directors, in its sole discretion.

LIQUIDATION RIGHTS. Upon any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, before any distribution or payment shall be made to the holders of any stock ranking junior to the Series B Preferred Stock, the holders of the Series B Preferred Stock shall be entitled to be paid out of the assets of the Corporation an amount equal to \$1.00 per share or, in the event of an aggregate subscription by a single subscriber for Series B Preferred Stock in excess of \$100,000, \$0.997 per share (as adjusted for any stock dividends, combinations, splits, recapitalizations and the like with respect to such shares) (the "Preference Value"), plus all declared but unpaid dividends, for each share of Series B Preferred Stock held by them. After the payment of the full applicable Preference Value of each share of the Series B Preferred Stock as set forth herein, the remaining assets of the Corporation legally available for distribution, if any, shall be distributed ratably to the holders of the Corporation's Common Stock.

#### CONVERSION AND ANTI-DILUTION.

- (a) Each share of Series B Preferred Stock may be convertible, at any time by the respective holder, into the number of shares of the Corporation's common stock, par value \$0.00001 per share (the "Common Stock"), equal to the price of the Series B Preferred Stock as stated in 2.6 of this Certificate of Designations, divided by one hundred times the par value of the Common Stock, subject to adjustment as may be determined by the Board of Directors from time to time (the "Conversion Rate"). For example, assuming a \$2 price per share of Series B Preferred Stock, and a par value of \$0.00001 per share for Common Stock, each share of Series B Preferred Stock would be convertible into 2,000 shares of Common Stock. Such conversion shall be deemed to be effective on the business day (the "Conversion Date") following the receipt by the Corporation of written notice from the holder of the Series B Preferred Stock of the holder's intention to convert the shares of Series B Stock, together with the holder's stock certificate or certificates evidencing the Series B Preferred Stock to be converted.
- (b) Promptly after the Conversion Date, the Corporation shall issue and deliver to such holder a certificate or certificates for the number of full shares of Common Stock issuable to the holder pursuant to the holder's conversion of Series B Preferred Shares in accordance with the provisions of this Section. The stock certificate(s) evidencing the Common Stock shall be issued with a restrictive legend indicating that it was issued in a transaction exempt from registration under the Securities Act of 1933, as amended (the "Securities Act"), and that it cannot be transferred unless it is so registered, or an exemption from registration is available, in the opinion of counsel to the Corporation. The Common Stock shall be issued in the same name as the person who is the holder of the Series B Preferred Stock unless, in the opinion of counsel to the Corporation, such transfer can be made in compliance with

applicable securities laws. The person in whose name the certificate(s) of Common Stock are so registered shall be treated as a holder of shares of Common Stock of the Corporation on the date the Common Stock certificate(s) are so issued.

All shares of Common Stock delivered upon conversion of the Series B Preferred Shares as provided herein shall be duly and validly issued and fully paid and nonassessable. Effective as of the Conversion Date, such converted Series B Preferred Shares shall no longer be deemed to be outstanding and all rights of the holder with respect to such shares shall immediately terminate except the right to receive the shares of Common Stock issuable upon such conversion.

- (c) The Corporation covenants that, within 30 days of receipt of a conversion notice from any holder of shares of Series B Preferred Stock wherein which such conversion would create more shares of Common Stock than are authorized, the Corporation will increase the authorized number of shares of Common Stock sufficient to satisfy such holder of shares of Series B submitting such conversion notice.
- (d) Shares of Series B Preferred Stock are anti-dilutive to reverse splits, and therefore in the case of a reverse split, are convertible to the number of Common Shares after the reverse split as would have been equal to the ratio established in Section 2.4(a) prior to the reverse split. The conversion rate of shares of Series B Preferred Stock, however, would increase proportionately in the case of forward splits, and may not be diluted by a reverse split following a forward split.

VOTING RIGHTS. Each share of Series B Preferred Stock shall have ten votes for any election or other vote placed before the shareholders of the Company.

#### SERIES C PREFERRED STOCK DESCRIPTION

DIVIDENDS. The holders of Series C Preferred Stock shall be entitled to receive dividends when, as and if declared by the Board of Directors, in its sole discretion.

LIQUIDATION RIGHTS. Upon any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, before any distribution or payment shall be made to the holders of any stock ranking junior to the Series C Preferred Stock, the holders of the Series C Preferred Stock shall be entitled to be paid out of the assets of the Corporation an amount equal to \$1.00 per share or, in the event of an aggregate subscription by a single subscriber for Series C Preferred Stock in excess of \$100,000, \$0.997 per share (as adjusted for any stock dividends, combinations, splits, recapitalizations and the like with respect to such shares) (the "Preference Value"), plus all declared but unpaid dividends, for each share of Series C Preferred Stock held by them. After the payment of the full applicable Preference Value of each share of the Series C Preferred Stock as set forth herein, the remaining assets of the Corporation legally available for distribution, if any, shall be distributed ratably to the holders of the Corporation's Common Stock.

### CONVERSION AND ANTI-DILUTION.

- (a) Each share of Series C Preferred Stock may be convertible, with the approval and at the discretion of the Board Of Directors, into 500 shares of Common Stock. Such conversion shall be deemed to be effective on the business day (the "Conversion Date") following the receipt by the Corporation of written notice from the holder of the Series C Preferred Stock of the holder's intention to convert the shares of Series C Stock, together with the holder's stock certificate or certificates evidencing the Series C Preferred Stock to be converted.
- (b) Promptly after the Conversion Date, the Corporation shall issue and deliver to such holder a certificate or certificates for the number of full shares of Common Stock issuable to the holder pursuant to the holder's conversion of Series C Preferred Shares in accordance with the provisions of this Section. The stock certificate(s) evidencing the Common Stock shall be issued with a restrictive legend indicating that it was issued in a transaction exempt from registration under the Securities Act of 1933, as amended (the "Securities Act"), and that it cannot be transferred unless it is so registered, or an exemption from registration is available, in the opinion of counsel to the Corporation. The Common Stock shall be issued in the same name as the person who is the holder of the Series C Preferred Stock unless, in the opinion of counsel to the Corporation, such transfer can be made in compliance with applicable securities laws. The person in whose name the certificate(s) of Common Stock are so registered shall be treated as a holder of shares of Common Stock of the Corporation on the date the Common Stock certificate(s) are so issued.

All shares of Common Stock delivered upon conversion of the Series C Preferred Shares as provided herein shall be duly and validly issued and fully paid and nonassessable. Effective as of the Conversion Date, such converted Series C Preferred Shares shall no longer be deemed to be outstanding and all rights of the holder with respect to such shares shall immediately terminate except the right to receive the shares of Common Stock issuable upon such conversion.

- (c) The Corporation covenants that, within 30 days of receipt of a conversion notice from any holder of shares of Series C Preferred Stock wherein which such conversion would create more shares of Common Stock than are authorized, the Corporation will increase the authorized number of shares of Common Stock sufficient to satisfy such holder of shares of Series C submitting such conversion notice.
- (d) Shares of Series C Preferred Stock are anti-dilutive to reverse splits, and therefore in the case of a reverse split, are convertible to the number of Common Shares after the reverse split as would have been equal to the ratio established in Section 2.4(a) prior to the reverse split. The conversion rate of shares of Series C Preferred Stock, however, would increase proportionately in the case of forward splits, and may not be diluted by a reverse split following a forward split.

VOTING RIGHTS. Each share of Series C Preferred Stock shall not have voting rights.

# **Common Stock Description**

VOTING RIGHTS. Each share of common stock shall have one vote for any election or other vote placed before the shareholders of the Company

DIVIDENDS. The holders of Series B Preferred Stock shall be entitled to receive dividends when, as and if declared by the Board of Directors, in its sole discretion

PREEMPTION RIGHTS. Shares of common stock are not entitled to preemption rights.

Item VI	The	number	of	shares	or	total	amount	of	the
	secu	rities out	tsta	nding fo	r <u>ea</u>	<u>ich</u> cla	ass of se	cur	ities
	auth	orized.							

Shares	Outstandin	a

# Common Stock Class

Period End Date	7/31/2014	7/31/2013
Number of Shares Authorized	1,500,000,000	1,500,000,000
Number of Shares Outstanding	1,182,237,196	1,182,237,196
Free Trading Shares (Public Float)	939,533,246	939,533,246
Total Number of Shareholders of Record	111	111

# Preferred Class A

Period End Date	7/31/2014	7/31/2013
Number of Shares Authorized	130,000,000	130,000,000
Number of Shares Outstanding	99,202,300	99,202,300
Free Trading Shares (Public Float)	0	0
Total Number of Shareholders of Record	100	100

#### Preferred Class B

Period End Date	7/31/2014	7/31/2013
Number of Shares Authorized	70,000,000	70,000,000
Number of Shares Outstanding	18,927,385	18,927,385
Free Trading Shares (Public Float)	0	0
Total Number of Shareholders of Record	102	102
Preferred Class C		
Period End Date	7/31/2014	7/31/2013
Number of Shares Authorized	20,000,000	20,000,000
Number of Shares Outstanding	634,254	634,254

0

164

164

New management has commenced an in depth review of the preferred stock holdings listed here. Specifically, issuance resolutions and consideration brought forward for them that have been verified by prior management; however the documentation that make-up these amounts are still being reviewed.

# Part C Business Information

Free Trading Shares (Public Float)

Total Number of Shareholders of Record

# Item VII The name and address of the transfer agent.

Action Stock Transfer Corp. 2469 E. Fort Union Blvd, Ste 214 Salt Lake City, UT 84121 (801) 274-1088 office

Action Stock Transfer Corporation is registered under the Exchange Act of 1934, as amended, and the U.S. Securities and Exchange Commission acts as Action Stock Transfer Corporation's appropriate regulatory authority.

# Item VIII The nature of the issuer's business.

# A. <u>Business Development</u>.

## **Business Development Narrative**

The Company was incorporated as Natell Corporation, in the state of Delaware on September 21, 2000.

In March, 2009, the company acquired a Florida corporation, issuing 91,422,300 shares to the former shareholders of the Florida corporation in exchange for all outstanding shares of the Florida corporation, making the Florida corporation a wholly-owned subsidiary of the Company, which changed its name to Title Consulting Services, Inc in connection with the acquisition. The company changed its name to Andiamo Corporation in June, 2011 and redomiciled to Nevada concurrently

- 1. Andiamo Corporation is a corporation, currently incorporated in the state of Nevada after re-domiciling from the state of Delaware in June, 2011.
- 2. We were incorporated in 2000.
- 3. Our fiscal year ends July 31.
- 4. We have not been in bankruptcy, receivership or any similar proceeding in the past three years.
- 5. In March, 2009, the company acquired a Florida corporation, issuing 91,422,300 shares to the former shareholders of the Florida corporation in exchange for all outstanding shares of the Florida corporation, making the Florida corporation a wholly-owned subsidiary of the Company, which changed its name to Title Consulting Services, Inc in connection with the acquisition.

In March of 2011 Presentall Corporation was acquired by issuing 36,363,636 common shares.

In April of 2011 Text My Market Corporation was acquired by issuing 68,181,818 common shares.

In May of 2011Action App Corporation was formed as the holding company for smartphone app companies.

In May of 2011 we acquired T3 Apps, LLC and The Best Phone Game Tracker Security Alarm Battery Mirror Flashlight Booth Talking Test Apps Company, LLC.

In July of 2011, Presentall Corporation and Text My Market Corporation were both divested and the shares used for these acquisitions in the respective amounts of 36,363,636 and 68,181,818 were returned to treasury.

In January of 2012 Title Consulting Services was divested. Along with this divestment, ANDI shall no longer be liable or in any other way responsible for any and all outstanding liabilities of Title Consulting Services and the following liabilities shall be removed from ANDI financials Old Republic \$186,025; Regions Credit Line \$19,692; Synovus \$254,289; AD Mortgage \$43,000; Custom Search \$32,528; Secure Scan \$3,534. Losses for Title Consulting Services, Inc. are sizeable and in the following approximate calendar amounts: 2009 \$185,600; 2010 \$69,900; 2011 \$309,500.

As of the date of this report, our current corporate structure is as follows:

- Andiamo Corporation, a Nevada corporation (OTC: ANDI), is the parent company.
- Andiamo operates:

T3 Apps
The Best Phone Game Tracker Security Alarm Battery
Mirror Flashlight Booth Talking Test Apps Company
All Pro Apps

- 6. We have not defaulted on any note, loan or lease.
- 7. In connection with the acquisition in 2009, Robert Bryan, the sole officer and director of the Company, resigned, and Dustin Secor was appointed CEO and President. Dustin Secor resigned on April 29, 2013 and was replaced by Richard Shykora as CEO and two board members were added, Les Eveneshen and Agnes Cruz. Richard Shykora resigned on February 3, 2014 in favor of William White. Les Evenshen resigned Feb 3, 2014. Agnes Cruz resigned October 27, 2014.
- 8. We have increased the number of issued and outstanding shares of our common stock as detailed in our response to Item VIII (A)(5.) above, as well as our financial statements.
- 9. On April 15, 2010, we conducted a dividend as follows:
  - For every 1 (one) share of common class stock a shareholder owns as of the record dates, the holder will receive 1 (one) share of Preferred Class, Series A stock
  - For every 1 (one) share of common class stock a shareholder owns as of the record dates, the holder will receive 0.2 (one-fifth of one) share of Preferred Class, Series B stock

11. We are not involved in any material legal proceedings that could have a material effect on our business.

### B. Business of Issuer.

- Our primary Standard Industrial Classification (SIC) Code is: 7372 Services-Prepackaged Software
- 2. We are currently a going concern, fully operational and generating income.
- 3. We are not currently, nor have we ever been, a "shell company", as that term is defined in Rule 144(i) promulgated by the SEC under the Securities Act of 1933, as amended.
- 4. The App development industry is unregulated by governmental regulating authorities
- 5. The Issuer over the past 2 years has spent approximately \$5,000 each fiscal year on research and development activities. These expenses have been directly borne by the company and its affiliates. The related expenses are shown on the company's financial statements.
- 6. The Issuer currently does not have to comply with local, state or federal environmental laws within its current business strategy. The Issuer does not currently involve its business activities whereby it has to comply with related environmental law.
- 7. As of July 31, 2014 we have 1 total employees, and access to numerous outsourced contractors.

# Item IX The nature of products or services offered.

## Forward-Looking Statements

This section of the report includes a number of forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, and Section 21E of the Securities Exchange Act of 1934 that reflect our current views with respect to future events and financial performance. Forward-looking statements are often identified by words like: believe, expect, estimate, anticipate, intend, project and similar expressions, or words which, by their nature, refer to future events. You should not place undue reliance on these forward-looking statements, which apply only as of the date of this report. These forward-looking statements are subject to certain risks and uncertainties that could cause actual results to differ materially from historical results or our predictions.

Although we believe the expectations reflected in these forward-looking statements are reasonable, such expectations cannot guarantee future results, levels of activity, performance or achievements.

All forward-looking statements included in this report and all subsequent written or oral forward looking statements attributable to us or persons acting on our behalf are expressly qualified in their entirety by these cautionary statements. The forward-looking statements speak only as of the date made, other than as required by law, and we undertake no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

## **Business Description**

Andiamo Corporation operates:

T3 Apps
The Best Phone Game Tracker Security Alarm Battery
Mirror Flashlight Booth Talking Test Apps Company
All Pro Apps

We are currently a going concern, fully operational and generating income.

# **SMART MOBILE PHONE APPS:**

- We hold three developer accounts that provides mobile applications currently distributed through the Apple iTunes App Store and the Google Android Market
- Smart Phone applications (apps) have achieved international market penetration unlike any technology before it due to the popularity of Apple's iPhone and the general public's insatiable appetite for data and information
- Mobile Apps are comprised of small pieces of software code designed to run on a particular mobile platform (iOS, Android, BlackBerry etc) and perform a simple task, most of which are of short duration
- Apple has revolutionized software distribution by allowing third party developers to create independent applications and then providing them with a worldwide distribution network and payment processing system (iTunes App Store, available in over 80 countries) Apple's success and the rapid acceptance and adoption of iPhone apps has caused several major companies (Google, Microsoft, Blackberry etc) to enter the app market and create competing platforms and apps stores

# Plan of Operation

The mobile applications industry is in a state of rapid and explosive international growth fed by the increasingly larger number of smart phone mobile devices sold every day. With the addition of Verizon and Sprint as an iPhone provider in the US, the user base and the resulting demand for apps continues to grow. Action App is also well positioned in overseas markets with the majority of our foreign website traffic coming from Japan, the leading country in mobile subscription density per capita.

Our banner ads should rotate every 30 seconds with a new banner or ad. Our apps send out a request and if our ad requests are not getting filled, we modify the selection of our ad providers so that we are getting as close to 100% as possible. In addition to fill rates, we also watch which network is paying the most revenue for our ad space, so we are constantly watching the conversion rates to once again maximize the revenue. Again, this is something that changes sometimes on a daily basis.

## **Company Acquisitions**

We continue to search for additional opportunities for expansion through acquisition of other companies and have reviewed several recently. If and when we find suitable candidates, we will make appropriate announcements.

# **Human Resource Expansion**

Due to the current job market and economic situation, there is a large pool of talent seeking employment. Action App can take advantage of this to add in house graphic designers and programmers to lower the cost of app productions and to increase the speed of growth

# Geographic Expansion

- Our apps are available in every country apple has opened an app store, these are currently more than 80 countries
- The apps will be available in more counties as Apple continues to expand the iTunes App store into additional countries as well. We will also see a rapid increase of subscribers and additional income from the introduction of all of our apps to the Android Market We have also translated many of their apps in many of the major languages to increase the appeal of the apps to the non-English speaking natives of these countries which will increase sales and ad revenue. App localization will be a focus going forward as part of our global expansion business model.

#### Marketing, Advertising, and Competitive Factors

We have developed a proprietary cross application / cross company marketing platform which allows the companies to advertise new apps to its existing user base. Newly created apps are integrated into this network and acquired apps can be integrated with mostly minor modifications

- We will continue to update their applications on a regular basis, reengage existing users and provide additional value for existing and future users. Some of our apps are ranked in the entertainment, and photography categories and enjoy increased visibility through "browse traffic"
- We also very carefully selects app titles, keywords, descriptions etc, to optimize and benefit from the inherent search traffic on the app store Action App Corporation also enjoy word of mouth / viral advertising as their apps are intuitive,

entertaining, and created with the user in mind. To this end we are also integrating the major social networks in all of our apps to help increase the viral marketing affect

# Personnel Upgrades

- As industry demand and growth continues, we will evaluate and add experienced team members as needed.

As of July 31, 2014, the decision to divest Campaign Matrix has been made. The decision to divest this asset was based on significant changes that were made within the internet market and world wide web that deemed this asset obsolete due to changes in programming. The cost associated with bringing this platform up to current programming standards would have been far too expensive and as the platform had not been maintained, this will be offered for sale through a business broker as a non-operational asset. The asset will be sold to the highest offer.

# **B.** Results of Operations

The financial statements have been prepared on a consolidated basis and are included as part of this filing.

#### Item X The nature and extent of the issuer's facilities.

## **PROPERTIES**

As the components of app are virtual and in an effort to preserve capital, we do not lease space at this time.

## Part D Management Structure and Financial Information

Item XI The name of the chief executive officer, members of the board of directors.

Directors and Executive Officers

The names and ages of our directors and executive officers, and their positions with us, are as follows:

<u>Name</u>	<u>Age</u>	<u>Position</u>
William White	51	President and Chief Executive Officer

#### Board of Directors

Andiamo Corporation has one member of its Board of Directors, as follows:

William White 51 President and Chief Executive Officer

Legal/Disciplinary History

NONE

Disclosure of Family Relationships

NONE

Disclosure of Related Party Transactions

None during the fiscal year ending 7/31/2014

Item XII and Item XIII Financial Statements.

We incorporate by reference our financial statements for the year ended July 31, 2014.

Item XIV Beneficial Owners.

BENEFICIAL OWNERS OF GREATER THAN 10% OF ANY CLASS OF STOCK

The ownership of anyone known to the Issuer to own beneficially more than ten (10%) percent of the outstanding common or preferred shares, and the beneficial ownership of the officers and directors:

Name of Beneficial OwnerShares OwnedWilliam White85,950,000PO Box 80244Series ALansing, MI 48908Preferred

Item XV The name, address, telephone number, and email address of each of the following outside providers that advise the issuer on matters relating to operations, business development and disclosure:

- 1. Investment Banker N/A
- 2. Promoters N/A
- Counsel –
   Ken Bart
   Bart and Associates LLC
   8400 East Prentice Avenue
   Suite 1500
   Greenwood Village, CO 80111
   United States

# 720-226-7511 kbart@kennethbartesq.com

- Accountant N/A
- 5. Public Relations Consultant N/A
- 6. Investor Relations Consultant: N/A
- 7. Other advisors assisting with this Disclosure Statement N/A

# Item XVI Management's Discussion and Analysis or Plan of Operation.

For <u>Plan of Operation</u> and <u>Results of Operations</u> discussions, please see Item IX above.

## OFF-BALANCE SHEET ARRANGEMENTS AND/OR TRANSACTIONS

We have no off-balance sheet arrangements or transactions.

# Part E Issuance History

**Item XVII** Please see accompanying consolidated financial statements, which we are filing under separate online postings on the OTC/Pink Sheets Disclosure Service. A list of issuances can be found on page 13, Section D of our consolidated financial statements and accompanying notes.

# Part F Exhibits

## Item XVIII Material Contracts

As a course of our normal business, the Company enters into contracts on a regular basis. Examples of these contracts would be independent contractor agreements with service providers, employment contracts with employees, agreements with mobile phone device application distributors and other such legally binding obligations. There are no material contracts that individually were not made in the ordinary course of business.

# Item XIX Articles of Incorporation and Bylaws.

Please see Articles of Incorporation and Bylaws, which were filed June 15, 2011 under separate online postings on the OTC/Pink Sheets Disclosure Service.

# Item XX Purchases of Equity Securities by the Issuer and Affiliated Purchasers.

During our fiscal year-ended July 31, 2014, there have been no purchases of our equity securities by us or any Affiliated Purchaser, nor have there been any such purchases in our current year to date.

## Item XXI Issuer's Certifications.

- I, William White, certify that:
  - 1. I have reviewed this Annual Information Statement of Andiamo Corporation, a Nevada Corporation;
  - Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
  - 3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

Dated: November 26, 2014

/s/ William White
William White
Title: CEO

**Compiled Consolidated Financial Statements** 

of

**Andiamo Corporation** 

For the Fiscal Year Ended July 31, 2014 and 2013

# **Consolidated Statement of Assets, Liabilities and Equity**

# As of July 31, 2014 and 2013

	_	12 Months Ended July 31, 2014	12 Months Ended July 31, 2013		
Assets					
Current Assets					
Bank - Operating Account	\$	1852	\$	1,990	
Accounts Receivable		-581		17,266	
Deposit – Rent		-		915	
Total Current Assets	_	1,270	_	20,171	
Property and Equipment (Note B)					
Software		435.982		541,429	
Less: Accumulated Amortization	_	(87,196)	-	(105,447)	
Total Property and Equipment	_	348,786	-	435,982	
Total Assets	\$_	350,038	\$	456,153	

# **Consolidated Statement of Assets, Liabilities and Equity**

# As of July 31, 2014 and 2013

	12 Months Ended July 31, 2014			12 Months Ended July 31, 2013
Liabilities & Equity				
Current Liabilities				
Accounts Payable	\$	7,116	\$	6,911
N/P Dustin Secor (Note C)		-		-
Income Tax Payable		-		3,607
Accrued Interest – NFS, Inc.	_	27,594		21,762
Total Current Liabilities		34,710		32,280
Long Term Liabilities (Note C)				
Note Payable – NFS, Inc.		50,000		50,000
Total Long Term Liabilities	_	50,000		50,000
Total Liabilities		84,710		82,280
Stockholders' Equity (Note D)				
Series A preferred stock: \$.00001 par value, 130,000,000 shares authorized, 99,202,300 issued and outstanding		992		992
Series B convertible preferred stock: \$.00001 par value, 70,000,000 authorized, 18,927,385 issued and outstanding		189		190
Series c convertible preferred stock: \$.00001 par value, 20,000,000 authorized, 634,254 issued or outstanding		6		6
Common Stock: \$.00001 par value, 1,500,000,000 shares authorized, 1,182,237,196 issued and outstanding		11,823		11,823
Additional Paid in Capital		769,284		769,284
Stock Subscription Receivable		(874)		(874)
Retained Earnings		(1,138,488)		(239,522)
Net Income (Loss)	_	(15,805)		(168,026)
Total Stockholders' Equity	_	373,873	•	373,873
Total Liabilities And Stockholders' Equity	\$ 458,583 \$		456,153	

	12 Months Ended July 31, 2014			12 Months Ended July 31, 2013
Liabilities & Equity  Current Liabilities				
Accounts Payable	\$	7,116	\$	6,911
Income Tax Payable	•	, -	,	3,607
Payroll Liabilities				<u> </u>
Total Current Liabilities		7,116		10,518
Long Term Liabilities (Note C)				
Note Payable – NFS, Inc		77,594		71,762
Total Long Term Liabilities		77,594		71,762
Total Liabilities		84,710		82,280
Stockholders' Equity				
Capital Stock (Note D)		12,762		12,762
Additional Paid in Capital		769,528		769,528
Stock Subscription Receivable		(874)		(874)
Retained Earnings		(239,517)		(239,517)
Net Income (Loss)		(168,026)		(168,026)
Total Stockholders' Equity		373,873		373,873
Total Liabilities And Stockholders' Equity		458,583		456,153

# **Consolidated Statement of Operations**

Twelve Months Ended July 31, 2014 and 2013

	12 Months Ended July 31, 2014		 12 Months Ended July 31, 2013
Revenue			
Income	\$	34,520	\$ 175,980
Total Revenue		34,520	175,980
Cost of Goods Sold			
Cost of Goods Sold		-	 57,844
Total Cost of Goods Sold		-	57,844
Gross Profit		34,520	118,136
Operating Expenses			
Operating Expenses		50,325	 262,975
Total Operating Expenses		50,235	 262,975
Operating Income (Loss)		(15,805)	(144,839)
Other Income			
Other Income		-	 -
Total Other Income		-	-
Other Expenses			
Uncollectible Note Receivable / Asset Write Off		-	 23,187
Total Other Expenses		-	23,187
Net Other Income	_	(-)	 (23,187)
Net Income (Loss)	\$	(15,805)	 (168,026)

# **Consolidated Statement of Cash Flows**

# Twelve Months Ended July 31, 2014 and 2013

	12 Months Ended July 31, 2014			12 Months Ended July 31, 2013		
Cash flows from Operating Activities:						
Net Income	\$	(15,805)	\$	(168,026)		
Adjustments to Reconcile Net Income (Loss) to Net Cash:						
Amortization		87,196		69,592		
(Increase) Decrease in:						
Accounts Receivable		-		25,180		
Increase (Decrease) in:						
Accounts Payable		6,911		6,911		
Income Tax Payable	_	-				
Total Adjustments	_	94,107	•	67,258		
Net Cash Provided By (Used In) Operating Activities		78,302		(100,768)		
Cash Flows from Investing Activities:						
Loss on Investment		-		-		
Uncollectible Note Write off		-		12,719		
Divestiture of Title Consulting Services, Inc.		-		-		
Net (Purchase) Disposal of Equipment and Software	_	-	•	(137,701)		
Net Cash Provided By (Used in) Investing Activities		-		(124,982)		
Cash Flows from Financing Activities:						
Note Payable – NFS, Inc.		5,832		5,626		
Additional Paid in Capital		-		84,374		
Capital Stock	_	-		626		
Net Cash Provided By (Used in) Financing Activities	_	84,134		90,626		
Net Cash Increase (Decrease) in Cash		(3,303)		(100,854)		
Cash at Beginning of Period		1,990	_	102,844		
Cash at End of Period	\$	1,313	\$	1,990		
Non Cash Transactions:						
N/P Dustin Secor settled for preferred shares	\$	-	\$	233,633		

# Statement of Changes in Stockholder's Equity

# For The Period ended July 31, 2014

	Number of Shares	Common Stock	Preferred A stock	Preferred B Stock	Preferred C Stock	Additional Paid – in Capital	Stock Subscription Receivable	Retained	Total
Dalamas at July 24, 2042						•		Earnings	
Balance at July 31, 2013	1,159,756,513	10,416	992	190	=	451858	(874)	(239517)	223065
Company amended shares authorized as follows:									
Converted from Debt 20,000,000 at par \$.00001	20,000,000	200	-	-	-	-	-	-	200
Converted Preferred B to Common	27,581,118	276	-	-	-	(276)	-	-	-
Cancelled 500 Preferred Shares	(500)	-	-	-	-	-	-	-	-
Direct Investment	62,500,000	625	-	-	-	49,375	-	-	50,000
Converted Preferred B to Common	6,120,000 (13,600)	61	-	-	-	(61)	-	-	-
Converted Preferred B to Common	24,480,000 (54,400)	245	-	(1)	-	(244)	-	-	-
Cancelled 2,250 Preferred Shares	(2,250)	-	-	-	-	-	-	-	-
Issued Stock Dividend of Preferred C	526,709	-	-	-	5	-	-	(5)	-
Converted from Debt 107,545 Preferred C at par \$.00001	107,545	-	-	-	1	268,632	-	-	268,633
Net Income	-	-	-	-	-	-	-	(168,026)	(168,026)
Balance at July 31, 2014	1,301,001,135	11,823	992	189	6	769,284	(874)	(407,548)	373,873

#### Note A - Nature Of Business And Summary Of Significant Accounting Policies

On July 5, 2011 Title Consulting Services, Inc. a Delaware Corporation, redomiciled to Nevada from Delaware and changed its name to Andiamo Corporation (the "Company"). The Company is a holding company for several corporations. The Company owns a software application company.

#### Basis of Presentation

The accompanying financial statements have been prepared on the accrual basis of accounting. Revenues are recognized at the time when the services are provided and earned and expenses are recorded when incurred.

#### Cash and Cash Equivalents

For purposes of the statement of cash flows, the Company considers all unrestricted highly liquid investments with an initial maturity of three months or less to be cash equivalents.

#### Income Taxes

The Company files as a regular C corporation for federal tax purposes.

#### Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

#### Advertising

The Company expenses all advertising and marketing costs as incurred. Advertising and marketing costs for the years then ended July 31, 2014 and 2013 were \$592 and \$4,569, respectively.

#### Fair Value of Financial Instruments

The Company believes that the carrying value of its current assets and current liabilities approximate the fair value of such items due to their short-term nature. The carrying amounts of cash, accounts receivable, accounts payable and other liabilities are carried at amounts that reasonably approximate their fair values.

#### Property and Equipment

Property and equipment are stated at cost. The Company provides for amortization on the straight-line method and depreciation on the straight-line and MACRS methods over the estimated useful lives of the related assets. Major classes of property and equipment and their related lives are as follows:

## Software - 3 to 15 years

Maintenance and repairs are expensed as incurred. Replacements and betterments are capitalized.

#### Asset Impairment

When the Company has long-lived assets which have a possible impairment indicator, the Company estimates the future cash flows from the operation of these assets. Because events and circumstances frequently do not occur as expected, there will usually be differences between the estimated and actual future cash flow and these differences may be material. If the estimated cash flows recoup the recorded value of the assets, they remain on the books at that value. If the net recorded value cannot be recovered, the assets are written down to their market value if lower than the recorded value.

## Note B - Property and Equipment

	July 31, 2014		July 31, 2013	
Software	\$	435,982	\$	541,429
Less: Accumulated Amortization		(87,196)		(105,477)
	\$	348,786	\$	435,982

Amortization expense was \$87,196 and \$69,592 for the years ended July 31, 2014 and 2013, respectively.

# Note C – Notes Payable

NSF, Inc. Note

Original amount: \$50,000

Amount due July 31, 2014: \$77,594 Amount due July 31, 2013: \$71,762

Interest rate 8% No repayment terms

The maturities of long term debt are as follows:

The matamate of forig term debt are de femente.				
Year ending:	July	31, 2014	July 3	31, 2013
2012	\$	0	\$	0
2013		0		0
2014		0		0
2015		0		0
2016		0		0
Thereafter	_	77,594		71,762
Total	\$	77.594	\$	71.762

### Note D - Stockholders' Equity

As of November 2009 the Company amended shares authorized to twenty billion (20,000,000,000) shares of common stock, par value \$.00001 per share, one hundred thirty million (130,000,000) shares of Series A preferred stock, par value \$.00001 per share with no conversion rights, seventy million (70,000,000) shares of Series B preferred stock, par value \$.00001 per share with a conversion right of 1 to 2000, and twenty million (20,000,000) shares of Series C preferred stock, par value \$.00001 per share with a conversion right of 1 to 500.

During the quarter ending October 31, 2012, the Company converted debt into equity, issuing 20,000,000 common shares pursuant to the NFS, Inc. note agreement. These shares were subsequently transferred from NFS, Inc. to Equititrend, LLC. Also during the period, 15,532 preferred shares were cancelled and converted into 27,596,650 common shares. Additionally, 500 preferred B shares were cancelled.

As of October 31, 2012 there were 1,089,137,196 common shares issued at .00001 par of which 87,387,300 were restricted, 99,202,300 series A preferred shares issued at .00001 par, 18,997,635 series B preferred shares issued at .00001 par and no series C preferred shares issued.

During the quarter ending January 31, 2013, a direct investment in the Company was made in exchange for 62,500,000 restricted common shares pursuant to a Private Placement Memorandum. These shares were issued as restricted for a period of one year. Additionally, 13,600 preferred B shares were converted into 6,120,000 common shares. As of January 31, 2013 there were 1,157,757,196 common shares at .00001 par of which 149,887,300 were restricted, 99,202,300 series A preferred shares issued at .00001 par, 18,984,035 series B preferred shares issued at .00001 par and no serried C preferred shares issued.

During the quarter ending April 30, 2013, Dustin Secor transferred ownership of 85,950,000 series A preferred shares with a par value \$.00001 per share to three parties as follows: Richard Shykora; 28,650,000, Agnes Cruz; 28,650,000 and Les Eveneshen: 28,650,000. This assignment was effective as of April 29, 2013.

During the quarter ending April 30, 2013, the Company issued a stock dividend consisting of a total of 526,709 series C preferred shares with a par value of \$.0001 per share, to a selected number of common stock shareholders.

During the quarter ending July 31, 2013, the Company converted debt to equity, issuing 107,545 series C preferred shares with a par value \$.00001 per share pursuant to the Dustin Secor note agreement and in exchange for the note payable to Mr. Secor in the amount of \$233,633 for money he previously lent to the company.

As of July 31, 2013 there were 1,182,237,196 common shares at .00001 par of which 242,703,950 were restricted, 99,202,300 series A preferred shares issued at .00001 par, 18,927,385 series B preferred shares issued at .00001 par, and 634,254 series C preferred shares at .00001 par issued.

During the period ending July 31, 2014, Rick Shykora transferred ownership of 28,650,000 Preferred A shares to William White with a par value \$.00001 per share. Les Evershen transferred ownership of

28,650,000 Preferred A shares to Agnes Cruz with a par value \$.00001 per share this transfer was affected as of February 3, 2014. Agnes Cruz transferred ownership of 57,300,000 Preferred A shares to William White effective October 27, 2014 with a par value of \$.00001 per share.

As of July 31, 2014 there were 1,182,237,196 common shares at .00001 par of which 69,937,300 were restricted, 99,202,300 series A preferred shares issued at .00001 par, 18,927,385 series B preferred shares issued at .00001 par, and 634,254 series C preferred shares at .00001 par issued.

## Note E - Related Party Transactions

The amounts due to a related party for the years ended July 31, 2014 and 2013 were \$0 and \$0, respectively. No interest or repayment terms apply to these amounts.

During the year the Company entered into transactions with companies owned either by the major shareholder or an employee. These transactions were entered into on an arm's length basis.

## Note F - Commitments and Contingencies

Contingent Liabilities - Operating Leases:

The Company leases office space and equipment. Rent expense paid during the years ended July 31, 2014 and 2013 was \$4895 and \$87,249, respectively. Equipment lease expense paid for the years ended July 31, 2014 and 2013 was \$0 and \$0.

In the normal course of its business, the Company is subject to litigation. Management, based upon discussions with its legal counsel, does not believe any claims, individually or in the aggregate, will have a material adverse impact on the Company's financial position.

#### Commitments

#### Note H - Income Taxes

The Company files federal and state income tax returns on a calendar year basis. For calendar year 2013, through July 31, the Company would have an estimated tax liability of \$0 based on the net income for the period and current federal and state corporate income tax rates. A provision for income taxes was included in the financial statements

#### Note I - Basis of Consolidation

The Group financial statements consolidate those of the parent company and all of its subsidiaries. The subsidiaries are all entities over which the Group has the power to control the financial and operating policies. The Company obtains and exercises control through all of the voting rights of the subsidiaries.

Any intercompany receivables, payables, sales, purchases and profits are eliminated.

#### Note J – Business Acquisitions and Divestures

On September 21, 2012, the assets known as "The Magic Bullet System" as well as the assets of Digispace were acquired for \$50,000 plus a note payable of \$10,000, due on November 1, 2012. This asset shall be renamed Campaign Matrix.