GAINCLIENTS, INC.

QUARTERLY REPORT

For the Period Beginning July 1, 2014 and

Ending September 30, 2014

GAINCLIENTS, INC.

QUARTERLY DISCLOSURE STATEMENT

FOR THE QUARTER ENDING SEPTEMBER 30, 2014

Table of Contents **Page No.**

1) Name of the issuer and its predecessors (if any)

GAINCLIENTS, INC. is a Florida corporation authorized to transact business in Arizona

2) Address of the issuer's principal executive offices

Company Headquarters

6245 E. Broadway Blvd., Suite 400
Tucson, AZ 85711

Phone Numbers: 1-800-920-1605 or 520-327-1605
Fax: 1-800-930-1605 or 520-844-8047
investorrelations@sikku.com
Web: www.sikku.com/

IR Contact

Cory Dosdall
Corporate Consultant
Suite 200, 708 11th Avenue SW
Calgary, Alberta T2R
403-903-7938
corydosdall@yahoo.ca

3) Security Information

Trading Symbol: GCLT			
CUSIP: 36268P105			
No Par Value			
		Total Preferred Stock Authorized: 10,000,000	
For the Quarter Ending September 30, 2014	**Common**	**Designated Preferred Series A**	**Designated Preferred Series B**
i. Number of Shares Designated	1,000,000,000	6,000,000	0
ii. Number of Shares Issued & Outstanding	263,557,461	1,600,000	0
iii. Number of Free-trading Shares	77,190,666	0	0
v. Total number of shareholders	767	1	0

Transfer Agent

Interest Transfer Co., Inc.
1981 East Murry-Holladay Road, Suite 100,
Salt Lake City, UT 84117
(801) 272-9294

Is the Transfer Agent registered under the Exchange Act? Yes

Security Information (Continued)

List any restrictions on the transfer of security: New treasury issues and transfers have a 12 month holding period and legend removals may require a legal opinion.

Describe any trading suspension orders issued by the SEC in the past 12 months.

None.

List any stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization either currently anticipated or that occurred within the past 12 months:

None.

4) Issuance History

Events, in chronological order, that resulted in changes in total shares outstanding by the issuer in the past two fiscal years and any interim period. The list includes all offerings of equity securities, including debt convertible into equity securities, whether private or public, and all shares or any other securities or options to acquire such securities issued for services, including a description of the securities, the persons or entities to whom such securities were issued and the services provided by such persons or entities.

Date	Person-Entity	Offering Type	No. Shares Offered	No. Shares Sold/Issued	Share Price or Loan Rate	Amount Paid	Warrant or Convertible Shares	Warrant or Convertible Share Price	Due Date	Trading Status
1/10/12	Raymond Desmond	Executive Services	5,000,000	5,000,000	$0.009	$0	N/A	$0	12/31/12	Restricted Legend
2/1/12	Henderson Systems LLC-GainClients Series	Exchange Agreement and Assignment	1,377,955 Preferred Series B	1,377,955 Preferred Series B	$0.02	$0	N/A	$0	N/A	12 Mos. Restricted Legend and 12 Mo. Restriction upon Transfer
2/23/12	Jose Abong	Securities Act Rule 230.215	22,000	22,000	$0.25	$2,200	11,000	$0.25	02/23/14	12 Mos. Restricted Legend
3/30/12	Brian Krueger	Securities Act Rule 230.215	250,000	250,000	$0.04	$10,000	125,000	$0.15	03/30/14	12 Mos. Restricted Legend
4/12/12	Richard A. Hofstetter	Securities Act Rule 230.215	500,000	500,000	$0.04	$20,000	250,000	$0.15	04/12/14	12 Mos. Restricted Legend
5/4/12	Christian McCabe	Securities Act Rule 230.215	62,500	62,500	$0.04	$2,500	31,250	$0.15	05/04/14	12 Mos. Restricted Legend

Date	**Person-Entity**	**Offering Type**	**No. Shares Offered**	**No. Shares Sold/Issued**	**Share Price or Loan Rate**	**Amount Paid**	**Warrant or Convertible Shares**	**Warrant or Convertible Share Price**	**Due/Expiration Date**	**Trading Status**
6/21/12	Charles F. & Jaclyn F. Krueger	Securities Act Rule 230.215	625,000	625,000	$0.04	$25,000	312,500	$0.15	06/21/14	12 Mos. Restricted Legend
7/6/12	Christian McCabe	Securities Act Rule 230.215	87,500	87,500	$0.04	$3,500	31,250	$0.15	07/06/14	12 Mos. Restricted Legend
7/19/12	Pat. A. Seifert, Trustee of the Ray E. and Pat A. Seifert Family Trust	9/28/11 Conv. Debenture Extension	300,000	300,000	N/A	$0	N/A	$0	3/27/14	12 Mos. Restricted Legend
7/30/12	CM Investments 41, LLC	Securities Act Rule 230.215	2,500,000	2,500,000	$0.03	$75,000	1,250,000	$0.15	07/30/14	12 Mos. Restricted Legend
9/20/12	Wallace Ballard	Securities Act Rule 230.215	833,333	833,333	$0.03	$25,000	416,667	$0.15	09/20/14	12 Mos. Restricted Legend
1/17/13	CM Investments 41, LLC	Securities Act Rule 230.215	1,250,000	1,250,000	$0.02	$25,000	625,000	$0.15	01/17/15	12 Mos. Restricted Legend
1/17/13	Miller Condominium Marketing LLC	Securities Act Rule 230.215	2,500,000	2,500,000	$0.02	$50,000	1,250,000	$0.15	01/17/15	12 Mos. Restricted Legend
1/25/13	Gary and Terry Williams JTTEN	Securities Act Rule 230.215	1,200,000	1,200,000	$0.025	$30,000	600,000	$0.15	01/25/15	12 Mos. Restricted Legend
3/4/13	James Short Joseph Goldstein Justin Winter Patricia Freeman	Employee Compen-sation	100,000 200,000 100,000 150,000	100,000 200,000 100,000 150,000	$0.016	$0	N/A	$0	12/31/13	12 Mos. Restricted Legend
3/5/13	Raymond Desmond	Executive Services	5,000,000	5,000,000	$0.03	$0	N/A	N/A	N/A	Restricted Legend
5/7/13	Pat. A. Seifert, Trustee of the Ray E. and Pat A. Seifert Family Trust	9/28/11 Conv. Debenture Extension	100,000	100,000	N/A	$0	N/A	$0	3/27/14	Registered 12 Mos. From date of Agreement
6/12/13	Raymond Desmond	Debt Converted to Equity	803,399	803,399	$0.04	$32,136	N/A	N/A	7/13/13	Restricted Legend
7/2/13	James Short Joseph Goldstein Justin Winter Patricia Freeman	Employee Compen-sation	25,000 25,000 25,000 25,000	25,000 25,000 25,000 25,000	$0.02	$0	N/A	$0	12/31/13	12 Mos. Restricted Legend
8/21/13	Otzar International Inc.	Capital Raise Agreement	14,300,000	14,300,000	$0.02	$0	N/A	$0	N/A	12 Mos. Restricted Legend

Date	Person-Entity	Offering Type	No. Shares Offered	No. Shares Sold/Issued	Share Price or Loan Rate	Amount Paid	Warrant or Convertible Shares	Warrant or Convertible Share Price	Due/Expiration Date	Trading Status
9/13/13	Brian S. Abney	Employee Compen-sation	75,000	75,000	$0.02	$0	N/A	N/A	09/30/13	12 Mos. Restricted Legend
9/19/13	James Short Joseph Goldstein Justin Winter Brian Abney	Employee Compen-sation	100,000 100,000 100,000 100,000	100,000 100,000 100,000 100,000	$0.0175	$0	N/A	N/A	12/31/13	12 Mos. Restricted Legend
9/25/13	ANML, LLC	Sales Services	5,000,000	5,000,000	$0.016	$0	N/A	$0	N/A	12 Mos. Restricted Legend
10/1/13	Norfolk International Inc.	Capital Raise Agreement	8,970,955	8,970,955	$0.03	$0	N/A	$0	N/A	12 Mos. Restricted Legend
10/30/13	HSL Properties, Inc.	Stock Purchase Agreement	500,000	0	$0.10	$0	N/A	$0	08/04/15	12 Mos. Restricted Legend
11/04/13	Michael Abney	Securities Act Rule 230.215	71,428	71,428	$0.04	$2,500	N/A	$0	N/A	12 Mos. Restricted Legend
12/17/13	Gary and Terry Williams JTTEN	Securities Act Rule 230.215	1,000,000	1,000,000	$0.035	$30,000	500,000	$0.20	12/07/15	12 Mos. Restricted Legend
12/17/13	Henderson Systems LLC-GainClients Series	Conversion from Preferred Series B to Common	41,338,650	41,338,650	$0.02	$0	N/A	$0	N/A	12 Mos. Restricted Legend and 12 Mo. Restriction upon Transfer
12/20/13	Patricia J. Freeman	Employee Compen-sation	100,000	100,000	$0.016	$0	N/A	N/A	12/31/13	12 Mos. Restricted Legend
1/16/14	James Short	Employee Compen-sation	25,000	25,000	$0.034	$0	N/A	N/A	N/A	12 Mos. Restricted Legend
1/16/14	William Winter	Employee Compen-sation	25,000	25,000	$0.034	$0	N/A	N/A	N/A	12 Mos. Restricted Legend
1/31/14	Brian S. Abney	Employee Compen-sation	25,000	25,000	$0.034	$0	N/A	N/A	N/A	12 Mos. Restricted Legend
1/31/14	James Swafford	Employee Compen-sation	75,000	75,000	$0.034	$0	N/A	N/A	N/A	12 Mos. Restricted Legend
3/18/14	Ian Morell	Securities Act Rule 230.215	357,143	357,143	$0.035	$12,500	178,571	$0.15	03/18/16	12 Mos. Restricted Legend
3/18/14	Zack Lazo	Securities Act Rule 230.215	357,143	357,143	$0.035	$12,500	178,571	$0.15	03/18/16	12 Mos. Restricted Legend
3/18/14	Greg Schneider	Securities Act Rule 230.215	142,857	142,857	0.035	$5,000	71,429	$0.15	3/18/16	12 Mos. Restricted Legend

Date	Person-Entity	Offering Type	No. Shares Offered	No. Shares Sold/Issued	Share Price or Loan Rate	Amount Paid	Warrant or Convertible Shares	Warrant or Convertible Share Price	Due/Expiration Date	Trading Status
3/31/14	Rea Investments Inc.	Securities Act Rule 230.215	142,857	142,857	0.035	$5,000	71,429	$0.15	3/31/16	12 Mos. Restricted Legend
4/16/14	Charles F. & Jaclyn F. Krueger	Securities Act Rule 230.215	833,333	833,333	$0.03	$25,000	N/A	N/A	N/A	12 Mos. Restricted Legend
4/18/14	David Montijo	Securities Act Rule 230.215	416,666	416,666	$0.06	$25,000	208,333	$0.25	4/18/15	12 Mos. Restricted Legend
5/30/14	Brian Prentice	Securities Act Rule 230.215	100,000	100,000	$0.08	$8,000	50,000	$0.25	5/30/16	12 Mos. Restricted Legend
6/2/14	James Davis	Securities Act Rule 230.215	250,000	250,000	$0.06	$15,000	125,000	$0.25	6/2/16	12 Mos. Restricted Legend
6/26/14	Michael & Susie Kennedy	Securities Act Rule 230.215	100,000	100,000	$0.05	$5,000	50,000	$0.25	6/26/16	12 Mos. Restricted Legend
6/30/14	Bart Long	Securities Act Rule 230.215	100,000	100,000	$0.05	$5,000	50,000	$0.25	6/30/16	12 Mos. Restricted Legend
7/16/14	Don James Livengood	Debenture and Interest Conversion to Stock	345,799	345,799	$0.12	25,000	N/A	N/A	N/A	Registered at time of conversion
7/18/14	Chris Maglione	Securities Act Rule 230.215	500,000	250,000	$0.05	$25,000	250,000	$0.25	7/18/16	12 Mos. Restricted Legend
7/18/2014	Paul Monfardini	Securities Act Rule 230.215	100,000	100,000	$0.05	$5,000	50,000	$0.25	7/18/16	12 Mos. Restricted Legend
08/01/14	Robert Turak	Securities Act Rule 230.215	100,000	100,000	$0.05	$5,000	50,000	$0.25	08/01/16	12 Mos. Restricted Legend
8/8/14	Elliot Glicksman	Securities Act Rule 230.215	100,000	100,000	$0.05	$5,000	50,000	$0.25	08/08/16	12 Mos. Restricted Legend
8/7/14	Paul Monfardini	Securities Act Rule 230.215	250,000	250,000	$0.04	$10,000	125,000	$0.15	04/04/14	12 Mos. Restricted Legend
8/10/14	Terry & Margaret Andolshek	Securities Act Rule 230.215	100,000	100,000	$0.05	$5,000	50,000	$0.25	08/10/16	12 Mos. Restricted Legend

Date	**Person-Entity**	**Offering Type**	**No. Shares Offered**	**No. Shares Sold/Issued**	**Share Price or Loan Rate**	**Amount Paid**	**Warrant or Convertible Shares**	**Warrant or Convertible Share Price**	**Due/Expiration Date**	**Trading Status**
8/13/14	Southwest Realty Advisors, Inc.	Securities Act Rule 230.215	200,000	200,000	$0.05	$10,000	100,000	$0.25	08/13/16	12 Mos. Restricted Legend
8/14/14	Travis Kraenzel	Securities Act Rule 230.215	140,000	140,000	$0.05	$7,000	70,000	$0.25	08/14/16	12 Mos. Restricted Legend
8/15/2014	Helen E. Roman	Securities Act Rule 230.215	400,000	400,000	$0.05	$20,000	200,000	$0.25	8/15/16	12 Mos. Restricted Legend
9/5/2014	Chris Maglione	Securities Act Rule 230.215	500,000	500,000	$0.05	$25,000	250,000	$0.25	9/5/16	12 Mos. Restricted Legend
9/15/2014	Chris Dengler/Right Arm Development	Developer Contractor Agreement	271,282	271,282	$0.07	$0.00	N/A	N/A	N/A	12 Mos. Restricted Legend
9/23/14	Larry Desmond	Consulting Agreement	350,000	350,000	$0.04	$0.00	N/A	N/A	N/A	12 Mos. Restricted Legend
11/7/2014	David Goldstein	Securities Act Rule 230.215	200,000	200,000	$0.05	$10,000	100,000	$0.25	11/7/16	12 Mos. Restricted Legend

5) Financial Statements

GAINCLIENTS, INC.
Balance Sheets
(Unaudited)

	September 30, 2014	December 31, 2013
Assets		
Current assets:		
Cash and cash equivalents	$ 2,762	$ 15,319
Accounts receivable	31,902	8,984
Prepaid expenses & other current assets	13,850	13,622
Total current assets	48,514	37,925
Property and equipment, net	691	832
Capitalized & acquired software costs:		
Acquired software - SMS	858,269	858,269
Software development costs	1,372,045	1,189,941
	2,230,314	2,048,210
Less: accumulated amortization	(1,538,924)	(1,306,309)
Capitalized & acquired software costs, net	691,390	741,901
Total assets	$ 740,595	$ 780,658
Liabilities and Shareholders' Equity		
Current liabilities:		
Accounts payable	$ 137,659	$ 126,908
Accrued expenses	21,633	41,016
Accrued interests	626,302	517,961
Notes payable	681,545	691,545
Due to shareholders	44,980	-
Due to shareholder - related party	-	5,186
Total current liabilities	1,537,119	1,382,616
Long term liabilities, net of current maturities:	1,184,127	697,859
Total liabilities	2,721,246	2,080,475
Shareholders' equity:		
Preferred stock, no par value; 10,000,000 shares authorized as of September 30, 2014 and December 31, 2013;		
Series A preferred stock, 1,600,000 shares issued and outstanding as of September 30, 2014 and December 31, 2013, respectively	500,000	500,000
Series B preferred stock, 1,377,955 shares issued and outstanding as of December 31, 2013	-	858,269
Common stock, no par value; 1,000,000,000 shares authorized as of September 30, 2014 and December 31, 2013; 263,557,461 and 253,000,381 shares issued and outstanding as of September 30, 2014 and December 31, 2013, respectively	6,327,516	5,434,146
Accumulated deficit	(8,783,167)	(8,092,232)
Total shareholders' deficit	(1,955,651)	(1,299,817)
Total liabilities and shareholders' equity	$ 740,595	$ 780,658

GAINCLIENTS, INC.
Statements of Operations
(Unaudited)

	For the Three Months Ended September 30, 2014	For the Three Months Ended September 30, 2013	For the Nine Months Ended September 30, 2014	For the Nine Months Ended September 30, 2013
Revenue	$ 37,765	$ 22,389	$ 66,567	$ 69,151
Cost of Revenue (exclusive of amortization)	19,062	23,271	60,558	64,609
Gross profit (loss)	18,703	(882)	6,009	4,542
Operating Expenses:				
Sales and marketing	579	2,271	3,252	8,432
Technology and development	48,480	42,378	184,484	148,197
Depreciation and amortization	80,828	108,243	232,756	282,763
General and administrative	54,615	38,889	137,690	123,905
Total operating expenses	184,502	191,781	558,182	563,297
Loss from operations	(165,799)	(192,663)	(552,173)	(558,755)
Other Expense:				
Interest expense - convertible debt	52,176	43,935	137,592	130,754
Interest expense - other	364	470	1,170	1,485
Total other expense	52,540	44,405	138,762	132,239
Loss before income taxes	(218,339)	(237,068)	(690,935)	(690,994)
Income tax provisions	-	-	-	-
Net loss	$ (218,339)	$ (237,068)	$ (690,935)	$ (690,994)
Weighted average number of shares outstanding (basic)	255,517,411	181,092,649	254,728,225	187,868,215
Net loss per shares (basic and diluted)	$ (0.00)	$ (0.00)	$ (0.00)	$ (0.00)

GAINCLIENTS, INC.
Statement of Cash Flows
For the Nine Months Ended September 30, 2014 and 2013
(Unaudited)

	September 30, 2014	September 30, 2013
Cash Flows from Operating Activities:		
Net Loss	$ (690,935)	(690,994)
Adjustments to reconcile net income to net cash used in operating activates:		
Depreciation and amortization	232,756	282,763
Changes in operating assets and liabilities:		
Accounts receivable	(22,918)	3,293
Prepaid expenses and other current assets	(228)	(10,220)
Accounts payable	10,751	(4,801)
Accrued expenses & interests	88,958	96,000
Due to shareholders	44,980	-
Net cash used in operating activities	(336,636)	(323,959)
Cash Flows from Investing Activities:		
Purchase of property and equipment	-	-
Capitalized software development costs	(177,004)	(53,762)
Net cash used in investing activities	(177,004)	(53,762)
Cash Flows from Financing Activities:		
Proceeds from convertible notes payable	307,082	285,344
Principal payments of notes payable	(41,000)	(25,000)
Proceeds from issuance of common stock	235,001	118,980
Net cash provided by financing activities	501,083	379,324
Net Increase (Decrease) in Cash	(12,557)	1,603
Cash, Beginning of Period	15,319	537
Cash, End of Period	$ 2,762	$ 2,140
Supplemental Disclosures of Cash Flow Information		
Cash paid for interest	$ 15,421	$ 25,167
Cash paid for income taxes	$ -	$ -

Non-cash activity:

In January of 2014, the Company issued its Common Stock to the certain employees for stock bonus valued at $5,100.

In May and June of 2014, the Company issued 621,282 shares of its Common Stock for various service agreements with third parties for stock valued at $32,990.

In July 2014, certain notes were converted to 345,799 shares of the Company's Common Stock valued at $51,870.

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

GAINCLIENTS, INC.
Notes to Unaudited Financial Statements
September 30, 2014 and December 31, 2013

NOTE 1 - ORGANIZATION AND NATURE OF BUSINESS

GainClients, Inc. (the "Company") was incorporated under the laws of the State of Florida on January 3, 2001 as e-Video Network, Inc. e-Video changed its name to Foster Community, Inc. in March of 2003 and subsequently changed its name to GainClients, Inc.

GainClients, Inc. is a technology provider to the real estate industry, including real estate agents/brokerages, loan officers/mortgage brokerages and title and escrow officers/companies, insurance agents/companies and consumers. The Company recently released the next generation of its SikkU (seek-u) software service, the SikkU GCard, a multi-platform (web, text, mobile web and iPhone/Android App) that builds and promotes relationships among real estate professionals.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

These financial statements have been prepared in conformity with accounting principles generally accepted in the United States ("GAAP").

Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make certain estimates and assumptions that affect the reported amounts of assets and liabilities and the related disclosures at the date of the financial statements, as well as the reported amounts of revenue and expenses during the periods presented. Estimates are used for the allowance for doubtful accounts, acquired software and website development costs, recoverability of intangible assets with definite lives and other long-lived assets, valuation of deferred tax assets, and for share-based compensation. These assumptions may prove incorrect as facts change in the future. Actual results may differ materially from these estimates under different assumptions or conditions.

Concentrations of Credit Risk

Financial instruments that potentially subject the Company to significant concentration of credit risk consist of its cash and accounts receivable. As of September 30, 2014 and December 31, 2013, the Company held all of its cash in deposit accounts with its financial institutions, which management assesses to be of high credit quality, in order to limit exposure of potential risk.

Credit risk with respect to accounts receivable is dispersed due to the large number of customers. In addition, the Company's credit risk on accounts receivable is largely mitigated by the short payment terms that it offers. Collateral is not required for accounts receivable. The Company maintains an allowance for doubtful accounts such that receivables are stated at net realizable value.

Accounts Receivable

Accounts receivable are uncollateralized customer obligations which generally require payment within the terms determined by management. Accounts receivable are stated at the invoice amount. Payments of accounts receivable are applied to the specific invoices identified on the customer's remittance advice or, if unspecified, to the earliest unpaid invoices.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Allowance for Doubtful Accounts

Accounts receivable are generally due within 30 days and are recorded net of the allowance for doubtful accounts. The Company considers accounts outstanding longer than the contractual terms past due. Management reviews accounts receivable on a regular basis and estimates an amount of losses for uncollectible accounts based on our historical collections experience, age of the receivable, knowledge of the customer.

Based on the management's reviews, the amount of uncollectible accounts receivable at September 30, 2014 and December 31, 2013 is considered negligible; thus, no valuation allowance has been recognized.

Revenue Recognition

The Company recognizes revenue in accordance with the provisions of Accounting Standards Codification ("ASC") 605, "Revenue Recognition", which states that revenue is realized when (i) persuasive evidence of an arrangement exists, (ii) delivery has occurred or services have been rendered to the customer, (iii) the fee is fixed or determinable, and (iv) collectability is reasonably assured. The Company considers a signed agreement, a binding insertion order or other similar documentation reflecting the terms and conditions under which products or services will be provided to be persuasive evidence of an arrangement. Collectability is assessed based on a number of factors, including payment history and the creditworthiness of a customer. The Company generates revenue from the sale of data subscriptions to businesses and professionals mainly associated with the real estate and mortgage industries.

Property and Equipment

The Company records property and equipment at cost and depreciates using the straight-line method over the estimated useful lives of the related assets. The useful lives are as follows:

Computer equipment	3 years
Office equipment, furniture, and fixtures	5 years

Ordinary maintenance and repair costs are charged to expense as incurred. Replacements and betterments, which extend the useful life of the related asset, are capitalized. When assets are retired or otherwise disposed of, the Company records gains or losses based on the differences between the proceeds received and the net book value of the disposed assets.

Software Development Costs and Acquired Software

The costs incurred in the preliminary stages of development are expensed as incurred. Once an application has reached the development stage, internal and external costs, if direct and incremental and deemed by management to be significant, are capitalized amortized on a straight-line basis over their estimated useful lives. Maintenance and enhancement costs, including those costs in the post-implementation stages, are usually expensed as incurred, unless such costs relate to substantial upgrades and enhancements to the website or software that result in added functionality, in which case the costs are capitalized and amortized on a straight-line basis over the estimated useful lives. Amortization expense related to the capitalized website and software development costs is included in operating expenses.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Software Development Costs and Acquired Software (Continued)

The estimated useful lives of website and software development activities are reviewed frequently and adjusted as appropriate to reflect upcoming development activities that may include significant upgrades and enhancements to the existing functionality.

Impairment of Long-Lived Assets

The Company periodically evaluates its long-lived assets for impairment whenever events or circumstances indicate that they may not be recoverable. Under the provision of ASC 360, "Long-Lived Assets", recoverability is measured by comparing the carrying amount of an asset group to future undiscounted net cash flows expected to be generated. Management groups assets for purposes of such review at the lowest level for which identifiable cash flows of the asset group are largely independent of the cash flows of the other groups of assets and liabilities. If the anticipated undiscounted cash flows of the long-lived assets are less than the carrying amount, their carrying amounts are reduced to fair value, and an impairment loss is recognized.

Cost of Revenue

Cost of revenue consists of expenses related to operating the Company's mobile applications and websites, including Multiple Listing Service data and other data feed fees and short code renewal fees.

Share-Based Compensation

The Company accounts for stock-based compensation in accordance with ASC 718, "Compensation – Stock Compensation" ("ASC 718"). ASC 718 establishes accounting for stock-based awards exchanged for employee services. Under the provisions of ASC 718, share-based compensation cost is measured at the grant date, based on the fair value of the award, and is recognized as expense over the employee's requisite service period (generally the vesting period of the equity grant). The fair value of the Company's common stock options are estimated using a Black Sholes valuation model with the following assumptions: stock price, exercise price, expected volatility, dividend rate, risk free interest rate and the expected life. The Company expenses stock-based compensation by using the straight-line method. In accordance with ASC 718, excess tax benefits realized from the exercise of stock-based awards are classified in cash flows from financing activities. The future realization of the reserved deferred tax assets related to these tax benefits associated with the exercise of stock options will result in a credit to additional paid in capital if the related tax deduction reduces tax payable. The Company has selected a "with-and-without" approach regarding the accounting for the tax effects of share-based compensation awards.

Warrants

The Company values its warrants using the Black-Scholes option-pricing model. The warrants are not subject to any form of vesting schedule and, therefore, are exercisable by the holders anytime at their discretion during the life of the warrants. No discounts are applied to the valuation determined by the option-pricing model provide that in determining volatility the Company utilizes the lesser of the 90-day volatility as reported by nationally recognized provider of financial market data.

Income (Loss) per Share

Basic income (loss) per share is computed suing the weighted-average number of common shares outstanding during the period. Diluted net income (loss) per share is computed using weighted-average number of common shares and excludes employee options and warrants as their effect is anti-dilutive.

Fair Value of Financial Instruments

Financial instruments include cash, accounts receivable, prepayments and other receivables, accounts payable and accrued expenses and other payables. The carrying amounts of cash, accounts receivable, prepayments and other

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Fair Value of Financial Instruments (Continued)

receivables, short-term loans, accounts payable and accrued expenses approximate their fair value due to the short term maturities of these instruments.

The Company adopted ASC 820, Fair Value Measurements and Disclosures as of January 1, 2009 for all financial assets and liabilities and nonfinancial assets and liabilities that are recognized or disclosed at fair value in the financial statements on a recurring basis.

ASC 820 defines fair value as the price that would be received from selling an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. When determining the fair value measurements for assets and liabilities required or permitted to be recorded at fair value, the Company considers the principal or most advantageous market in which it would transact and it considers assumptions that market participants would use when pricing the asset or liability. ASC 820 establishes a fair value hierarchy that requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. A financial instrument's categorization within the fair value hierarchy is based upon the lowest level of input that is significant to the fair value measurement. ASC 820 establishes three levels of inputs that may be used to measure fair value:

- Level 1 – Valuations based on unadjusted quoted prices in active markets for identical assets or liabilities that the Company holds. An active market for the asset or liability is a market in which transactions for the asset or liability occur with sufficient frequency and volume to provide pricing information on an ongoing basis.
- Level 2 **–** Valuation based on quoted prices in markets that are not active for which all significant inputs are observable, either directly or indirectly.
- Level 3 – Valuation based on inputs that are unobservable and significant to the overall fair value measurement.

Income Taxes

The Company accounts for income taxes according to ASC 740 "Income Taxes" which requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of temporary differences between the financial statement and tax bases of assets and liabilities at the applicable enacted tax rates. A valuation allowance is established when necessary to reduce deferred tax assets to the amount expected to be realized. Income tax expense is the tax payable or refundable for the period, plus or minus the change during the period in deferred tax assets and liabilities.

The Company follows the provision of ASC 740-1 "Accounting for Uncertainty in Income Taxes" ("ASC 740-10") effective of 2007. ASC 740-10 prescribes a recognition threshold and a measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. Benefits from tax positions should be recognized in the financial statements only when it is more likely than not that the tax position will be sustained upon examination by appropriate taxing authority that would have full knowledge of all relevant information. A tax position that meets the more likely than not recognition threshold is measured at the largest amount of benefit that is greater than fifty percent likely of being realized upon ultimate settlement. Tax positions that previously failed to meet the more likely than not recognition threshold should be recognized in the first subsequent financial reporting period in which that threshold is met. Previously recognized tax positions that no longer meet the more likely than not recognition threshold should be derecognized in the first subsequent financial reporting period in which that threshold is no longer met. ASC 740-10 also provides guidance on the accounting for and disclosure of unrecognized tax benefits, interest and penalties. The Company has not been

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)
Income Taxes (Continued)

subject to U.S. federal income tax examination by neither tax authorities nor state authorities since its inception in 2001.

Reclassifications

Convertible notes payable to a related party in the amount of $138,750 from the prior period have been reclassified to conform to the 2014 presentation with no effect on previously reported net income.

Cash and Cash Equivalents

For purposes of the Statement of Cash Flows, the Company considers all cash accounts, which are not subject to withdrawal restrictions or penalties to be cash equivalents.

Advertising

The Company follows the policy of charging the costs of advertising to expense as incurred. Advertising and promotion costs were $72 and $866 for the nine months ended September 30, 2014 and 2013, respectively.

Recently Issued Accounting Standards

In May 2011, the Financial Accounting Standards Board ("FASB") amended existing rules covering fair value measurement and disclosure to clarify guidance and minimize differences between GAAP and International Financial Reporting Standards ("IFRS"). The guidance requires entities to provide information about valuation techniques and unobservable inputs used in Level 3 fair value measurements and provide a narrative description of the sensitivity of Level 3 measurements to changes in unobservable inputs. The guidance is effective during interim and annual periods beginning after December 15, 2011. The Company adopted this guidance on January 1, 2012. The adoption of this guidance did not have any impact on the Company's financial position, results of operations or cash flows.

In June 2011, the FASB issued guidance on the presentation of comprehensive income to increase the prominence of other comprehensive income in the financial statements. An entity has the option to present the components of net income and comprehensive income in either one or two consecutive financial statements. This guidance is effective for interim and annual reporting periods beginning after December 15, 2011, with earlier adoption permitted, and must be applied retrospectively. The Company adopted this guidance on January 1, 2012. The adoption of this guidance did not have any impact on the Company's financial position, results of operations or cash flows as the Company does not have any items of other comprehensive income in any period presented, and therefore, the Company is not required to disclose other comprehensive income or comprehensive income.

In September 2011, the FASB issued guidance on testing goodwill for impairment to permit an entity to first assess qualitative factors to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount as a basis for determining whether it is necessary to perform the two-step goodwill application permitted. The Company adopted this guidance on January 1, 2012. The adoption of this guidance did not have any impact on the Company's financial position, results of operations or cash flows.

Presentation of Sales Taxes

The State of Arizona and counties within the State impose sales taxes on certain items the Company sells to nonexempt customers. The Company's accounting policy is to exclude the sales tax billed to and collected from

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)
Presentation of Sales Taxes (Continued)

customers from revenues and cost of sales and record the sales tax charged to customers as accrued liabilities until remitted to the appropriate state taxing authority.

Operating lease

For the nine months ended September 30, 2014, the Company was continuing the lease agreement for its main office space on a month-to-month basis in the approximate amount of $468. The Company is not responsible for utilities, other common areas and maintenance expenses.

NOTE 3 - PROPERTY AND EQUIPMENT, NET

The following table presents the detail of property and equipment as of September 30, 2014 and December 31, 2013:

	September 30, 2014	December 31, 2013
Computer equipment	$17,918	$17,918
Office equipment & furniture	6,071	6,071
Property and equipment	23,989	23,989
Less: accumulated depreciation	(23,298)	(23,157)
Property and equipment, net	$691	$832

The Company recorded depreciation expense of $141 and $162 during the nine months ended September 30, 2014 and 2013, respectively.

NOTE 4 - INTANGIBLE ASSETS, NET

The following table presents the detail of intangible assets subject to amortization as of the following quarters presented.

	September 30, 2014		
	Cost	Accumulated Amortization	Net
Acquired software – Short Message Service	$858,269	$(472,045)	$386,224
Software development costs	1,372,045	(1,066,879)	305,166
Intangible assets	$2,230,314	$(1,538,924)	$691,390

	December 31, 2013		
	Cost	Accumulated Amortization	Net
Acquired software – Short Message Service	$858,269	$(343,306)	$514,963
Software development costs	1,189,941	(963,003)	226,938
Intangible assets	$2,048,210	$(1,306,309)	$741,901

Amortization expense recorded for intangible assets was $232,615 and $282,601 for the nine months ended September 30, 2014 and 2013, respectively. On an annual basis the Company evaluates the carrying value of long-lived assets and determines if impairment has occurred and if so, records a charge for impairment. Management has not performed the evaluation for the nine months ended September 30, 2014. Management has concluded no impairment exists as of December 31, 2013

NOTE 5 - INCOME TAXES

The company is subject to federal and state income taxes in the United States. The Company has provided a full valuation allowance against its net deferred tax assets as of September 30, 2014 because, based on the weight of available evidence, it is more likely than not that some or all of the deferred tax assets will not be realized. Therefore, no tax liability or expense has been recorded in the financial statements. The company filed its 2013 income tax returns and the accumulated tax losses were $4,686,297 for the year ended December 31, 2013.

NOTE 6 –LONG-TERM LIABILITIES

Convertible notes and notes payable consist of the following as of the dates presented:

Convertible notes payable to related party	September 30, 2014	December 31, 2013
Note payable #2226 to a shareholder bearing interest at 12% due on December 31, 2014, convertible to common stock at $0.04 per share	$536,627	$385,000
Note payable #2227 to a shareholder bearing interest at 12% due on July 1, 2015, convertible to common stock at $0.04 per share	647,500	312,859
Total convertible notes payable to related party	1,184,127	697,859
Convertible notes payable		
Note #2201 payable bearing no interest, due date extended and extended maturity date not determined, and convertible to common stock at $0.20 per share	7,000	7,000
Note payable #2207 bearing interest at 10%, due date extended and extended maturity date not determined, and convertible to common stock at $0.25 per share	18,000	18,000
Note #2224 payable bearing interest at 10% due date extended to March 27, 2014, and convertible to common stock at $0.15 per share	25,000	25,000
Note payable #2215 bearing interest at 10% due date extended to September 1, 2014, and convertible to common stock at $0.15 per share	24,000	24,000
Note payable #2225 bearing interest at 12% due date extended to October 28, 2015 and convertible to common stock at $0.15 per share	25,000	25,000
Note payable #2213 bearing at 12% due date extended to April 17, 2014 and convertible to common stock at $0.25 per share	-	50,000
Note payable #2214 bearing interest at 12% due date extended to July 8, 2014 and convertible to common stock at $0.15 per share	-	25,000
Note payable #2209 bearing at 26% due date extended and extended maturity date not determined and convertible to $0.25 per share	50,000	50,000

NOTE 6 – LONG-TERM LIABILITIES (CONTINUED)

Notes payable bearing interest at 10% due dates extended and extended maturity dates not determined, extended notes convertible from $0.10 to $0.25 per share	$206,500	$206,500
Notes payable bearing interest at 12% due dates extended and extended maturity date not determined, extended notes convertible from $0.10 to $0.15 per share	136,045	136,045
Note payable bearing interest at 12% with a due date of August 15, 2015; convertible to common stock at $0.10 per share	65,000	-
Total convertible notes payable	$556,545	$566,545
Promissory notes		
Note payable #2206 with interest rate of 10%, due date extended and extended maturity date not determined	$50,000	$50,000
Note #2206 payable with interest rate of 12%, due date extended and extended maturity date not determined	75,000	75,000
Total Promissory notes payable	125,000	125,000
	$1,865,672	$1,389,404
Less current portion of convertible notes and notes payable	681,545	691,545
Total convertible notes and notes payable, net of current portion	1,184,127	697,859

NOTE 7 - GOING CONCERN

The financial statements have been prepared assuming that the Company will continue as a going concern. The Company commenced operations in 2001. Since inception, it has incurred losses and negative cash flows from operations. The Company has been dependent upon external financing, including private sales of securities and borrowings from its CEO to fund operations. For the nine months ended September 30, 2014 and 2013 the Company had revenue of $66,567 and $69,151 with an inception to date accumulated deficit of $8,783,167 and $7,782,416, respectively. This raises doubt about the Company's ability to continue as a going concern. The financial statements do not include any adjustments that might result from this uncertainty. Management continues to seek additional funding. There is no assurance that its efforts will be successful, or that the Company will be able to obtain additional debt or equity financing on terms acceptable to the Company. Failure to raise needed funds on satisfactory terms could have a material adverse impact on the Company's business, operating results or financial condition.

NOTE 8 – STOCKHOLERS’ EQUITY

Preferred Stock

On December 31, 2013, the Company approved the conversion of 1,377,955 shares of Series B Preferred Stock to 41,338,650 shares of restricted Common Stock held by Henderson Systems LLC – GainClients Series in accordance with an exchange agreement dated February 1, 2012. The Company subsequently recorded the conversion of as of January 1, 2014.

Subscription Agreement Warrants Stock

In October 2014, the Company extended the warrant purchase dates for all shareholders for two additional years from the original expiration date.

Common Stock Issuances

On September 23, 2014, the Company issued 350,000 shares of restricted Common Stock for a consulting services agreement equivalent to $14,000.

On September 15, 2014, the Company issued 271,282 shares of restricted Common Stock for software development services equivalent to $18,990.

On September 5, 2014, the Company issued 500,000 shares of Common Stock for $25,000 with 250,000 warrants that have an exercise price of $0.25 and expire on September 5, 2016.

On August 15, 2014, the Company issued 400,000 shares of Common Stock for $20,000 with 200,000 warrants that have an exercise price of $0.25 and expire on August 15, 2016.

On August 14, 2014, the Company issued 140,000 shares of Common Stock for $7,000 with 70,000 warrants that have an exercise price of $0.25 and expire on August 14, 2016.

On August 13, 2014, the Company issued 200,000 shares of Common Stock for $10,000 with 100,000 warrants that have an exercise price of $0.25 and expire on August 13, 2016.

On August 10, 2014, the Company issued 100,000 shares of Common Stock for $5,000 with 50,000 warrants that have an exercise price of $0.25 and expire on August 10, 2016.

On August 8, 2014, the Company issued 100,000 shares of Common Stock for $5,000 with 50,000 warrants that have an exercise price of $0.25 and expire on August 8, 2016.

On August 7, 2014, the Company issued 250,000 shares of Common Stock for $10,000 with 125,000 warrants that have an exercise price of $0.25 and expire on August 8, 2016.

On August 1, 2014, the Company issued 100,000 shares of Common Stock for $5,000 with 50,000 warrants that have an exercise price of $0.25 and expire on August 1, 2016.

On July 18, 2014, the Company issued 100,000 shares of Common Stock for $5,000 with 50,000 warrants that have an exercise price of $0.25 and expire on July 18, 2016.

NOTE 8 – STOCKHOLERS' EQUITY (CONTINUED)

Common Stock Issuances (Continued)

On July 18, 2014, the Company issued 250,000 of 500,000 shares of Common Stock for $25,000 with 250,000 warrants that have an exercise price of $0.25 and expire on July 18, 2016.

On July 16, 2014, the Company issued 345,799 shares of Common Stock for the conversion of a convertible debenture dated July 8, 2009 for $25,000 and $16,496 in interest at a conversion price of $0.12 per share.

On June 30, 2014, the Company issued 100,000 shares of Common Stock for $5,000 with 50,000 warrants that have an exercise price of $0.25 and expire on June 30, 2016.

On June 26, 2014, the Company issued 100,000 shares of Common Stock for $5,000 with 50,000 warrants that have an exercise price of $0.25 and expire on June 26, 2016.

On June 2, 2014, the Company issued 250,000 shares of Common Stock for $15,000 with 125,000 warrants that have an exercise price of $0.25 and expire on June 2, 2016.

On May 30, 2014, the Company issued 100,000 shares of Common Stock for $8,000 with 50,000 warrants that have an exercise price of $0.25 and expire on May 30, 2016.

On April 18, 2014, the Company issued 416,666 shares of Common Stock for $30,000 with 208,333 warrants that have an exercise price of $0.25 and expire on April 18, 2015.

On April 16, 2014, the Company issued 833,333 shares of Common Stock for $5,000 with no warrants.

On March 31, 2014, the Company issued 142,857 shares of Common Stock for $5,000 with 71,429 warrants that have an exercise price of $0.15 and expire on March 31, 2016.

On March 18, 2014, the Company issued 857,143 shares of Common Stock for $30,000 with 428,571 warrants that have an exercise price of $0.15 expiring on March 18, 2016.

Share-Based Compensation

In January 2014, the Company issued 150,000 shares of restricted Common Stock to its employees valued at $0.034 per share.

NOTE 9 – COMMITMENT AND CONTINGENCY

The Company is subject to various legal proceedings from time to time as part of its business. When the Company is aware of such legal proceedings, it assesses the likelihood of any loss or exposure. If it is probable that a loss will result and the amount of loss can be reasonably estimated, the Company will record a liability for the loss. If the loss is not probable or the amount of the loss cannot be reasonably estimated, the Company discloses the contingencies if the likelihood of a potential loss is reasonably possible and the amount involved could be material. As of September 30, 2014, the Company does not have any pending legal proceedings.

NOTE 10 – RELATED PARTY TRANSACTIONS

On November 1, 2014, the Company transferred $184,127 from the convertible debentures held by the Company's CEO dated November 11, 2012 and March 18, 2013 both for $500,000 each to the convertible debenture dated November 1, 2014 for $500,000 also held by the Company's CEO.

On July 2, 2014, the Company transferred $12,876.53 from the convertible debenture held by the Company's CEO dated June 7, 2013 for $500,000 to the convertible debenture dated November 14, 2012 for $500,000 also held by the Company's CEO.

On March 31, 2014, the Company reallocated a short-term cash advance in the amount of $5,186.00 from the Company's CEO to a long-term convertible note also held by the Company's CEO.

NOTE 11 – SUBSEQUENT EVENTS

In accordance with ASC 855-10, the Company evaluated all events and transactions that occurred subsequent to September 30, 2014, through the date these financial statements were available to be issued.

On November 7, 2014, the Company issued 200,000 shares of Common Stock for $10,000 with 100,000 warrants that have an exercise price of $0.25 and expire on November 7, 2016.

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

Description of the Issuer's Business, Products and Services:

GainClients, Inc. is a software service provider to the real estate industry. Its primary product, SikkU, is a relationship building and sales enhancement software. SikkU's patent-pending feature connects professionals (real estate agent, loan officer, title sales person and insurance agent) to consumers as they shop to buy or sell a home.

The service is available via the web, text and android and iOS applications.

A. Date and State (or Jurisdiction) of Incorporation:

GainClients, Inc. was incorporate in January 2001 in the state of Florida and remains a Florida corporation doing business in Arizona.

B. Primary and secondary SIC Codes:

7370 – Services – Computer Programming, Data Processing, etc.
7389 – Services – Business Services

C. Fiscal year end date:

December 31

Describe the Issuer's Business, Products and Services (Continued)

D. Principal products or services, and their markets:

The Company recently released the next generation of its SikkU software service, The SikkU (seek-u) GCard, a multi-platform (web, text, mobile web and iPhone/Android App) that builds and promotes relationships among real estate professionals including real estate agents/brokerages, loan officers/mortgage brokerages and title and escrow officers/companies, insurance agents/companies and consumers.

SikkU is a private system accessible by invitation only, given to consumers by professionals and their large institutional enterprises. SikkU's sales force is comprised of the real estate companies and professionals who wish to connect with their existing member data bases and with new clients to provide accurate listing and home/neighborhood data along with lender, title and insurance services via web and mobile technology. SikkU is also a progressive marketing system that allows a lender, a retailer, a title company, and an insurance company to be involved in the home purchase process from the beginning and offer free real estate services to its past, current and future clients. When these participating professionals share their client databases with each other, relationships become fluid and are virally grown and developed within each team's SikkU network.

The service is also a networking platform that allows professional users to invite their consumer customers and their partners (other professionals) and share contacts and information and provides consumers with real estate, lending and title services and information within each user's account. Each professional type can invite an unlimited number of consumers and professional partners into their network. The service is accessible via the web, mobile web, native mobile apps and text in limited locations.

7) Describe the Issuer's Facilities

GainClients, Inc. entered into a sublease agreement on October 1, 2011 for office space located in Tucson, AZ. The lease continues on month-to-month basis, is for approximately 500 square feet of space and its permitted use is for mortgage operations. The monthly rent is $467.50 annualized at $5,610.00.

The lease also includes access and usage of common areas inside and outside of the building and other administrative services. GainClients, Inc. has no ownership or other rights to the office building or leased space.

8) Officers, Directors, and Control Persons

The goal of this section is to provide an investor with a clear understanding of the identity of all the persons or entities that are involved in managing, controlling or advising the operations, business development and disclosure of the issuer, as well as the identity of any significant shareholders.

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

Officer and Directors
Raymond Desmond, President/Director
6245 E. Broadway, Suite 400
Tucson, AZ 85711

Officers, Directors, and Control Persons (Continued)

Patty Freeman, Corporate Secretary
6245 E. Broadway, Suite 400
Tucson, AZ 85711

Karen Fisher, Corporate Treasurer/Director
6245 E. Broadway, Suite 400
Tucson, AZ 85711

Control Persons:
Raymond Desmond
6245 E. Broadway, Suite 400
Tucson, AZ 85711

Henderson Systems, LLC-GainClients Series
1910 Grovespring St.
Las Vegas, NV 89135

B. Legal/Disciplinary History. Please identify whether any of the foregoing persons have, in the last five years, been the subject of:

1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);

   None.

2. The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities;

   None.

3. A finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated; or

   None.

4. The entry of an order by a self-regulatory organization that permanently or temporarily barred suspended or otherwise limited such person's involvement in any type of business or securities activities.

   None.

Officers, Directors, and Control Persons (Continued)

C. Beneficial Shareholders. Provide a list of the name, address and shareholdings or the percentage of shares owned by all persons beneficially owning more than ten percent (10%) of any class of the issuer's equity securities. If any of the beneficial shareholders are corporate shareholders, provide the name and address of the person(s) owning or controlling such corporate shareholders and the resident agents of the corporate shareholders.

Name	Secondary Name	Address	Percentage of Shares	Share Class
Raymond Desmond		6245 E. Broadway #400 Tucson, AZ 85711	19%	Common
Henderson Systems LLC	Jason Henderson	1910 Grovespring St. Las Vegas, NV 89135	16%	Common (converted from Pref. Series B on 12/30/13)
Raymond Desmond		6245 E. Broadway #400 Tucson, AZ 85711	100%	Preferred Series A

9) Third Party Providers

Please provide the name, address, telephone number, and email address of each of the following outside providers that advise your company on matters relating to operations, business development and disclosure:

Legal Counsel
Name: Eric Littman
Firm: Eric P. Littman, P.A.
Address 1: 7695 SW 104th Street, Suite 210
Address 2: Miami, FL 33156
Phone: (305) 663-3333
Email: littmanlaw@gmail.com

Accountant
Name: John G. Cho
Firm: JC Accounting & Consulting, PLLC
Address 1: P.O. Box 30127
Address 2: Tucson, AZ 85751
Phone: (520) 338-2838
Email: jcho.jccpas@gmail.com

Auditor
Name: Steve Clark
Firm: SE Clark & Company, PC
Address 1: 742 North Country Club Road
Address 2: Tucson, AZ 85716
Phone: (520) 323-7774
Email: SEClarkCPA@aol.com

10) Issuer Certification

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

The certifications shall follow the format below:

I, Raymond Desmond certify that:

1. I have reviewed this quarterly report of GainClients, Inc.

2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which statements were made, not misleading with respect to the period covered by the quarterly report; and

3. Based on my knowledge, the financial statements, and the 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 GainClients, Inc. as of, and for, the periods presented in this quarterly report.

Date: November 19, 2014

GainClients, Inc.

By: /s/ Raymond Desmond

Raymond Desmond, Principle Financial Officer