# ISSUER INFORMATION DISCLOSURE

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# ORIENS TRAVEL & HOTEL MANAGEMENT CORPORATION

**(a Nevada Corporation)**

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**3960 Howard Hughes Parkway, Suite 500,**
**Las Vegas, Nevada 89169**

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## QUARTERLY REPORT

**For the period ended March 31, 2014**

**May 12, 2014**

# <u>ORIENS TRAVEL & HOTEL MANAGEMENT CORPORATION</u>

**May 12, 2014**

**Information required for compliance with the provisions of the**
**OTC Markets Group Inc. (f/k/a Pink Sheets, LLC)**
**OTC Pink Basic Disclosure Guidelines**
**(Version 1.1 – April 25, 2013)**

The following information specifies forward-looking statements of our management; this Issuer Information Statement contains certain “forward-looking statements” (as such term is defined in Section 21E of the Securities Exchange Act of 1934, as amended). These statements reflect our current expectations regarding our possible future results of operations, performance, and achievements. These forward-looking statements are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995, regulation of the Securities and Exchange Commission, and common law.

Wherever possible, we have tried to identify these forward-looking statements by using words such as “anticipate,” “believe,” “estimate,” “expect,” “plan,” “intend,” and similar expressions. These statements reflect our current beliefs and are based on information currently available to us. Accordingly, these statements are subject to certain risks, uncertainties, and contingencies, which could cause our actual results, performance, or achievements to differ materially from those expressed in, or implied by, such statements. These risks, uncertainties and contingencies include, without limitation, the factors set forth under “Item VI Describe the Issuer’s Business, Products and Services.” We have no obligation to update or revise any such forward-looking statements that may be made to reflect events or circumstances after the date of this Issuer Information Disclosure.

In preparing financial statements in conformity with accounting principles generally accepted in the United States of America, management makes estimates and assumptions that affect the reported amounts of assets and liabilities in the balance sheet and revenue and expenses in the statement of operations. Actual results could differ from those estimates. In the opinion of management, all adjustments, consisting of normal recurring adjustments, necessary for a fair presentation of financial position and the results of operations for the interim and year end periods presented have been reflected herein. The results of operations for interim periods are not necessarily indicative of the results to be expected for the full year.

**Item I** **Name of the issuer and its predecessors (if any).**

The exact name of the Issuer is ORIENS TRAVEL & HOTEL MANAGEMENT CORPORATION (the "Issuer" or "Company").

Other than listed above, the Issuer has used the following names in the past five years:
Formerly = Chimera Technology Corporation until 9-2007

**Item II** **Address of the issuer's principal executive offices.**

Company Headquarters

3960 Howard Hughes Parkway, Suite 500
Las Vegas, Nevada, 89169
Phone: (702) 483-0318
Fax: (509) 561-6923
E-mail: info@orienscorp.com
Website: http://www.orienscorp.com

IR Contact

3960 Howard Hughes Parkway, Suite 500
Las Vegas, Nevada, 89169
Phone: (702) 483-0318
E-mail: ir@orienscorp.com

**Item III** **Security Information.**

The Issuer has authorized one class of securities: common stock.

(1) Common Stock

| | | | | |
|---|---|---|---|---|
| Trading Symbol: | | OTHM | | |
| Exact title and class of securities outstanding: | | Common Stock | | |
| CUSIP: | | 68619Y105 | | |
| Par or Stated Value: | | $0.001 | | |
| Total shares authorized: | | 2,000,000,000 | as of: | March 31, 2014 |
| Total shares outstanding: | | 1,821,933,732 | as of: | March 31, 2014 |

(2) Preferred Stock

| | | | | |
|---|---|---|---|---|
| Trading Symbol: | | N/A | | |
| Exact title and class of securities outstanding: | | Preferred A Stock | | |
| CUSIP: | | None | | |
| Par or Stated Value: | | $0.001 | | |
| Total shares authorized: | | 1,000,000 | as of: | March 31, 2014 |
| Total shares outstanding: | | 0 | as of: | March 31, 2014 |

Transfer Agent
Transfer Online, Inc.
512 SE Salmon Street
Portland, OR 97214

Phone: 503.227.2950
Facsimile: 503.227.6874

Transfer Online, Inc. is registered under the Federal Exchange Act, and as such is regulated by the Securities and Exchange Commission, in conjunction with FINRA.

**List any restrictions on the transfer of security:**

None

**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**

The Issuer has not effectuated a reclassification, merger, consolidation, or purchase or sale of a significant amount of assets not in the ordinary course of business.

**Item IV** **<u>Issuance History</u>.**

1. During December 2012, the Company entered into a $53,800.00 Promissory Note Agreement with Wanda Chan, a natural person. The promissory note agreement bears interest at ten (10%) percent and has a one year maturity date. The note may be repaid in whole or in part any time prior to maturity. There are no common shares issuable upon the execution of this promissory note.
    a. The agreement was entered into pursuant to Section 4(2) of the Securities Act of 1933, as amended, and Rule 506 promulgated thereunder;

b. The transaction was unregistered;
c. The transaction was executed via a private agreement and not a public offering;
d. The agreement called for conversion, at the investor's sole discretion, into common shares at a variable conversion price;;
e. The Issuer received proceeds of $53,800.00;
f. The Promissory Note Agreement is not publicly traded;
g. The Promissory Note Agreement and any converted shares issued under this agreement contain the appropriate restrictive legend.

2. During September 2013, the Company entered into a Consulting Agreement with Chinese Investors.com, Inc., a corporation organized under the laws of Indiana. The agreement calls for 10,000,000 shares of the Company's common stock to be issued as consideration.
   a. The agreement was entered into pursuant to Section 4(2) of the Securities Act of 1933, as amended, and Rule 506 promulgated thereunder;
   b. The transaction was unregistered;
   c. The transaction was executed via a private agreement and not a public offering;
   d. The agreement called for common shares to be issued;
   e. The Issuer received no proceeds;
   f. The Agreement is not publicly traded;
   g. The Agreement and any shares issued under this agreement contain the appropriate restrictive legend.

3. During December 2013, the Company entered into a $48,000.00 Promissory Note Agreement with Wanda Chan, a natural person. The promissory note agreement bears interest at ten (10%) percent and has a one year maturity date. The note may be repaid in whole or in part any time prior to maturity. There are no common shares issuable upon the execution of this promissory note.
   a. The agreement was entered into pursuant to Section 4(2) of the Securities Act of 1933, as amended, and Rule 506 promulgated thereunder;
   b. The transaction was unregistered;
   c. The transaction was executed via a private agreement and not a public offering;
   d. The agreement called for conversion, at the investor's sole discretion, into common shares at a variable conversion price;
   e. The Issuer received proceeds of $48,000.00;
   f. The Promissory Note Agreement is not publicly traded;
   g. The Promissory Note Agreement and any converted shares issued under this agreement contain the appropriate restrictive legend.

4. During January 2014, the Company entered into a $14,000.00 Promissory Note Agreement with Wanda Chan, a natural person. The promissory note agreement bears

interest at ten (10%) percent and has a one year maturity date. The note may be repaid in whole or in part any time prior to maturity. There are no common shares issuable upon the execution of this promissory note.

a. The agreement was entered into pursuant to Section 4(2) of the Securities Act of 1933, as amended, and Rule 506 promulgated thereunder;
b. The transaction was unregistered;
c. The transaction was executed via a private agreement and not a public offering;
d. The agreement called for conversion, at the investor's sole discretion, into common shares at a variable conversion price;
e. The Issuer received proceeds of $14,000.00;
f. The Promissory Note Agreement is not publicly traded;
g. The Promissory Note Agreement and any converted shares issued under this agreement contain the appropriate restrictive legend.

5. During February 2014, the Company entered into a $10,000.00 Promissory Note Agreement with Wanda Chan, a natural person. The promissory note agreement bears interest at ten (10%) percent and has a one year maturity date. The note may be repaid in whole or in part any time prior to maturity. There are no common shares issuable upon the execution of this promissory note.
    a. The agreement was entered into pursuant to Section 4(2) of the Securities Act of 1933, as amended, and Rule 506 promulgated thereunder;
    b. The transaction was unregistered;
    c. The transaction was executed via a private agreement and not a public offering;
    d. The agreement called for conversion, at the investor's sole discretion, into common shares at a variable conversion price;
    e. The Issuer received proceeds of $10,000.00;
    f. The Promissory Note Agreement is not publicly traded;
    g. The Promissory Note Agreement and any converted shares issued under this agreement contain the appropriate restrictive legend.

**Item V** **Financial statements.**

The following documents are filed under "*Exhibit 1*" and are included as part of this Disclosure:

Financial Statements of the Company as of and for the three and twelve month periods ended March 31, 2014 and December 31, 2013 and for the period August 1, 2002 (date of inception) to March 31, 2014:

Balance Sheet
Statement of Operations
Statement of Shareholders' Deficit
Statement of Cash Flows

Notes to Financial Statements

See Attached Exhibit 1

**Item VI** **<u>Describe the Issuer's Business, Products and Services</u>.**

**A. Description of the Issuer's business operations;**

Oriens Travel & Hotel Management Corporation (the "Company" or "Oriens") provides proprietary technology, marketing solutions, infrastructure and branding services to Hotel operators. The company's vision is to build competitive operations in the areas of (i) online marketing and hotel internet booking engine services, (ii) hotel branding and management, and, (iii) own, operate and in some instances develop, boutique hotels under the Hotel PURE brand. This clearly defines the company's mission to become a top tier international hotel brand operator and internet booking and marketing service provider.

Over the years, the hospitality industry has seen many evolutions spurred by real estate growth, technology boom and severe economic downturn. These ongoing evolutions have greatly influenced the way Oriens has determined to grow its business in a long term manner and effectively deploy a bi-lateral and multilayered business model. Oriens recognizes the massive shift in consumer travel habits. Travelers have migrated from conventional travel agencies to sourcing and eventually making their travel and lodging arrangements independently online.

Oriens intends to offer this growing breed of travelers the tools necessary to facilitate hotel and entertainment accommodations online; particularly in 'emerging' destination markets. This allows Oriens to extend its services to clients operating in areas not yet saturated with hotels, entertainment venues and other booking engine services – putting Oriens in a 'first movers' position in several targeted markets. Operators looking to increase bookings and/or online exposure through creative internet marketing solutions, will find Oriens to be an exciting and affordable opportunity.

Oriens recognizes both need and opportunity.

1. **<u>Need:</u>** Boutique Hotel loses its flag due to inability to satisfy hotel chain's PIP (Property Improvement Program), or, doesn't have a flag or brand identity.
   **<u>Opportunity:</u>** Offer cost effective flag and branding services with managerial options.

2. **<u>Need:</u>** Increased visibility online for boutique hoteliers – establishing greater rates of occupancy and fewer vacancies for increased profitability.
   **<u>Opportunity:</u>** Providing an economical alternative to leading online hotel booking search engines.

3. **<u>Need:</u>** Rental Pool and Condo owners need a way to mitigate cost (mortgage, maintenance, etc.).
   **<u>Opportunity:</u>** Offering economical and flexible booking services tailored to each individual owner and/or property management company.

Each ‘need’ provides Oriens a platform from which to build a competitive operation primarily focused on online booking engine technologies and internet marketing solutions. Additionally, Oriens becomes well positioned to brand, flagging and manage boutique hotels worldwide; particularly in emerging destination markets.

The primary source of Oriens potential stems from its proprietary, user friendly online booking engine technology solution, FROL (Friendly Reservations Online). The FROL system gives travelers a hotel search engine which offers a wider range and variety of properties to choose from; including independent boutique properties and Hotel PURE branded hotels.

Currently, the FROL is undergoing an overhaul for its upcoming re-launch. The re-launch was slated to accommodate a pending merger/acquisition with Hundley Associates in Costa Rica. The re-launch of FROL will be in phases. The new FROL will ultimately incorporate new mobile apps, give travelers the newest electronic payment options, provide hoteliers with back-end technology services, and, operate as a standalone online hotel search and reservation booking system.

Oriens also operates the Hotel PURE brand. Hotel PURE is a boutique brand providing hoteliers with the necessary tools to successfully operate boutique hotel properties worldwide. Hotel PURE is contracted by hotel operators to provide brand identity – which ultimately increases occupancy levels. Hotel PURE also provides hoteliers online technologies, marketing solutions and other infrastructure to increase operational profits.

Hotel operators contracting with Hotel PURE receive the registered trademarked brand name, proprietary online central reservation and payment processing engine, integrated GDS distribution and e-Marketing. Hotel PURE also provides, operation management consulting, interior exterior design, ‘on the ground’ operation teams and senior executive corporate management teams. With the implementation of the FROL technology and other infrastructure offerings, a property can experience international exposure and recognition as well as increased occupancy and revenue.

Currently, due to the pending merger/acquisition with Hundley Associates, the Hotel PURE brand is getting a brand and operational ‘make-over.’ Like the FROL, Hotel PURE is undergoing a complete overhaul in preparation for a re-launch. The Hotel PURE re-launch will be almost immediate to the completion of the merger/acquisition as Oriens is likely to inherit at least one property from Hundley Associates which Oriens should have the ability to brand under the anticipated new flag.

Oriens business model leverages four (4) sources of revenue:

1. Initial Membership fees charged to each new hotel property joining Hotel PURE boutique lodging brand. Fees vary from $5,000 to $60,000 depending on number of guest rooms in each hotel;

(3) Monthly royalties from Hotel PURE locations of no more than 8% of the hotels' total

gross room sales revenue. Typical 100 rooms' hotel with ADR of $70/night running at 65% occupancy rate, will pay approximately $96,000 per year of royalty;

(4) Revenue generated from our corporate owned hotel properties, projected at approximately $420,000 per property, per year;

(5) e-Marketing Revenue.

Internet hotel search and reservation sites (Expedia, Orbitz, etc.) generally charge about 25% of the total reservation amount with the exception of Booking.com (12.5%). To be competitive and aggressively attract sites, Oriens will offer its 'stand-alone' hotel reservation service, utilizing its booking engine at 8% of the reservation amount. Having already successfully sign up over 50 properties [pre brand re-launch] Oriens believes that the post-merger/acquisition with Hundley Associates, it can attract, secure and successfully provide services to between 150 and 200 participating hotels in within the next 12 to 24 months.

To ensure a uniform standard for all Hotel PURE properties, the company has set a strict level of service standard for new hotels joining the Hotel PURE brand. As a result, some hotels will require assistant in refining their day to day operations and overall appearance. Armed with more than 40 years of hotel management experience, Oriens' management team is more than capable of assisting Hotel PURE members meet and maintain corporate requirements.

Oriens' Hotel PURE brand is poised to become a formidable competitor to the industry's larger hotel brand operators. Larger hotel operators continuously pressure individual hoteliers to continuously preform upgrades on their properties – PIP's (Property Improvement Program). This places a huge burden on the fiscal health of these hotels. Unfortunately, when property owners are unable to comply with new PIP requirements, the hotel is "DE-FRANCHISED" from the brands; losing the brand's flag (Holiday Inn, Hilton, Sheraton, etc.). These hoteliers and their properties become Hotel PURE's target market – whereby Oriens takes full advantage of these situations by aggressively targeting and acquiring these properties into its portfolio utilizing the following methods:

- Showcasing Hotel PURE in Hotel Convention throughout the America's (Canada, United States, Central & South America) – marketing to hotel owners
- Assembling a sales force throughout the America's to identify and acquire properties into our Hotel PURE brand.
- Qualifying as a preferred supplier by global financial institutions – recognized as a Hotel Brand Operator.
- Leveraging Oriens' relationship with marketing team of Daystar Properties & Hundley Associates in Costa Rica to market and sale the Hotel PURE brand to boutique hotel property owners.

Oriens intends to achieve an initiation fee of $25,000 to $60,000, from each hotel bearing the Hotel PURE flag – depending property size and market. Oriens will charge monthly dues of no more than 8% of the total room revenue – whereas most other hotel brand operators charge between $100,000-$180,000 initiation fees along with 9-17% monthly dues on the total room revenue.

Oriens promotes several tiered brands:

**Hotel PURE SIGNATURE** - Full Service Properties. 4 - 5 star rating.

**Hotel PURE SELECT** – Full Service Properties. 3 – 3.5 Star Rating properties.

**Hotel PURE EXPRESS –** Limited Service Properties. 2 – 2.5 Star Rating properties.

**Hotel PURE B+B** – Limited Service Properties. 1.5 – 2 Star Rating properties. Relaxed, homely and cozy environment. Oriens believes in a disciplined approach to a long term growth strategy. There are opportunities to grow our portfolio by acquiring selected properties at fractions of their original or enterprise value with great potential of future capital gains as well as a healthy yearly net return on investment. In addition, franchising our brand to selected worldwide hotel properties to be operated under our Hotel PURE boutique hotel brand, similar to the business model currently successfully operated by hotel brand operators such as Best Western, Holiday Inn, Marriott, Sheraton and others. Over time, Oriens would become recognized by the lending institutions such as commercial banks, as a successful hotel brand operator, hence qualifying us on their preferred list of suppliers. Virtually all mortgage applications on hotel property acquisitions are required to adopt a hotel brand operator to represent the properties in order to minimize the risk bear by the lending institutions.

Oriens has previously invested in Overseas Hotel Management which is an international company contracted by Oriens to focus on the R&D development and testing of various booking and search engine technologies. Hotel Pure International, although a separate group, is an international company contracted to assist with the marketing and branding of Oriens, primarily in Canada – domiciled in Canada.

Our current development plans are described in this disclosure document. Whether we develop a project will depend on the following factors:

- Availability and cost of capital;
- Costs and availability of equipment supplies and personnel necessary to conduct operations;
- Success or failure of activities in similar areas;
- Changes in the estimates of the costs to complete our projects; our ability to attract other industry partners to acquire a portion of the working interests, to reduce costs and exposure to risks;
- Decisions of our joint working interest owners and partners;
- Our operations may adversely impact the environment which could result in material liabilities to us;
- Obtaining governmental permits and approvals for operations, technology use and offerings, and/or operations which can be a costly and time-consuming process, can result

in restrictions on our operations, and may delay or prevent us from obtaining necessary permits, licenses and/or other approvals and authorizations; and,

- Union represented labor may result in an increased risk of work stoppages and increased labor costs.

We will continue to gather data about our projects, and it is possible that additional information will cause us to alter our schedule or determine that a project should not be pursued. You should understand that our plans regarding our projects might change.

The Company has determined that the Company is ***not now or any time in the past*** a "shell company" as that term is defined by the Commission as per Release 33-8869, footnote 172, whereby the Company is a fully operative ongoing operation with implemented business plan, Note payables, leases, rights, etc.

**B. Date and State (or Jurisdiction) of Incorporation:**

The Issuer was organized under the laws of the State of Nevada in 2002.

**C. The issuer's primary and secondary SIC codes;**

The Issuer's primary SIC Code is 7011.

**D. The Issuer's fiscal year end date;**

The issuer's fiscal year end date is December 31.

**E. Principal products or services, and their markets;**

Oriens Travel & Hotel Management Corporation (the "Company" or "Oriens") provides proprietary technology, marketing solutions, infrastructure and branding services to Hotel operators. The company's vision is to build competitive operations in the areas of (i) online marketing and hotel internet booking engine services, (ii) hotel branding and management, and, (iii) own, operate and in some instances develop, boutique hotels under the Hotel PURE brand. The new FROL will ultimately incorporate new mobile apps, give travelers the newest electronic payment options, provide hoteliers with back-end technology services, and, operate as a standalone online hotel search and reservation booking system. Hotel PURE also provides hoteliers online technologies, marketing solutions and other infrastructure to increase operational profits. There are opportunities to grow our portfolio by acquiring selected properties at fractions of their original or enterprise value with great potential of future capital gains as well as a healthy yearly net return on investment. In addition, franchising our brand to selected worldwide hotel properties to be operated under our Hotel PURE boutique hotel brand, similar to the business model currently successfully operated by hotel brand operators such as Best Western, Holiday Inn, Marriott, Sheraton and others.

**Item VII** **Describe the Issuer's Facilities.**

The Company owns no real estate. The Company currently maintains its corporate registered offices at 3960 Howard Hughes Parkway, Suite 500, Las Vegas, Nevada, 89169. In addition, the Company leases office space located at 12100 Riverside Road, Suite 101, Richmond, British Columbia, Canada V6W-1K5 from a related party for $3,500 per month. The lease is for a year to year term.

**Item VIII** **<u>Officers, Directors, and Control Persons</u>.**

**<u>A – Officers and Directors</u>**

Ken Chua
Chief Executive Officer
3960 Howard Hughes Parkway, Suite 500
Las Vegas, Nevada, 89169

Martin Chuah
Treasurer
3960 Howard Hughes Parkway, Suite 500
Las Vegas, Nevada, 89169

**<u>Directors</u>**

Ken Chua
David Cheng
Martin Chuah

**<u>B - Legal/Disciplinary History</u> 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 of the foregoing persons have been the subject of a conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding.

**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 a person's involvement in any type of business, securities, commodities, or banking activities;**

None of the foregoing persons have been the subject of any order, judgment, or decree, that permanently or temporarily enjoined, barred, suspended or otherwise limited such a person's involvement in any type of business, securities, commodities, or banking activities.

**3. A finding or judgment by a court of competent jurisdiction (in a civil action), the SEC, the CFTC, 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;**

None of the foregoing persons have been the subject of any finding or judgment by a court of competent jurisdiction (in a civil action), the SEC, the CFTC, or a state securities regulator of a violation of federal or state securities or commodities law.

**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 of the foregoing persons have been the subject of any 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.

**C – Beneficial Shareholders**

There is one (1) registered shareholders with 5% or more of the Company's issued and outstanding shares:

| Name | Number of Shares Beneficially Owned | Percent of Class (1) |
|---|---|---|
| Wanda Chan<br>9F, Flat 3, Yuen Kwai Building<br>Wham Pao Estate<br>Hom Hung, Hong Kong, China | 188,550,000 | 10.35% |
| S&M Chuah Enterprises<br>Ltd3960 Howard Hughes<br>Parkway, Suite 500<br>Las Vegas, Nevada, 89169 | 950,000,000 | 52.1% |
| Ken Chua<br>3960 Howard Hughes Parkway,<br>Suite 500<br>Las Vegas, Nevada, 89169 | 14,682,463 | 0.08% |

* less than 1%

(1) Based on 1,821,933,732 shares of common stock outstanding as of March 31, 2014.

**Item IX Third Party Providers.**

1. Legal Counsel

David E. Price, Esq.
Law Office of David E. Price
13520 Oriental St.
Rockville, MD 20853
Phone: (202) 536-5191

2. Accountant or Auditor

Accountant:

Wong Johnson & Associates APC
41856 Ivy Street, Suite 203
Murrieta, California 92562-8805
Telephone 951-693-1120
dgj@wjacpa.com

3. Investor Relations Consultant

   None

4. Any other advisor(s) that assisted, advised, prepared or provided information with respect to this disclosure statement

   None

**Item X** **Issuer's Certifications.**

**CERTIFICATIONS**

I, Ken Chua, Chief Executive Officer of Oriens Travel & Hotel Management Corporation, hereby certify that:

1. I have reviewed this "Quarterly Company Information and Disclosure Statement" of Oriens Travel & Hotel Management Corporation for the period through March 31, 2014; and

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 such statements 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, and for, the periods presenting this disclosure statement.

Date: May 12, 2014

/s/ *Ken Chua*___________
By: Ken Chua
Chief Executive Officer

**Exhibit 1**

## ORIENS TRAVEL & HOTEL MANAGEMENT CORPORATION

(Unaudited)

BALANCE SHEETS

| | | March 31, 2014 | | December 31, 2013 |
|---|---|---|---|---|
| ASSETS | | | | |
| CURRENT ASSETS | | | | |
| Cash | $ | 1,769 | $ | 937 |
| | | 1,769 | | 937 |
| LONG-TERM ASSETS | | | | |
| Investments in and advances to affiliated companies | | 1,233,201 | | 1,233,201 |
| Capitalized software costs | | 215,794 | | 215,794 |
| TOTAL ASSETS | $ | 1,450,764 | $ | 1,449,932 |
| LIABILITIES AND SHAREHOLDERS' DEFICIT | | | | |
| CURRENT LIABILITIES | | | | |
| Note payable – current portion | $ | 3,126,063 | $ | 3,120,063 |
| Accrued officer compensation | | 270,000 | | 258,000 |
| Accrued consulting fees | | 165,500 | | 280,500 |
| Accrued interest | | 4,086,788 | | 3,910,617 |
| Derivative liability | | 167,512 | | 73,932 |
| Other accrued liabilities | | 29,450 | | - |
| TOTAL CURRENT LIABILITIES | $ | 7,846,113 | $ | 7,643,112 |
| LONG-TERM LIABILITIES | | | | |
| Note Payable – related parties | | 287,978 | | 287,978 |
| TOTAL LIABILITIES | $ | 8,134,091 | | 7,931,090 |
| SHAREHOLDERS' DEFICIT | | | | |
| Common stock, $0.001 par value per share; 2,000,000,000 shares authorized; 1,821,933,732 shares issued and outstanding; 805,683,732 shares issued and outstanding, for the period ended March 31, 2014 and December 31, 2013, respectively | | 1,821,934 | | 805,684 |
| Additional paid-in capital | | 3,915,522 | | 3,880,647 |
| Subscriptions receivable | | (1,711,000) | | (1,711,000) |
| Accumulated deficit | | (10,709,784) | | (9,456,489) |
| TOTAL SHAREHOLDERS' DEFICIT | | (6,683,327) | | (6,481,158) |
| TOTAL LIABILITIES AND SHAREHOLDERS' DEFICIT | $ | 1,450,764 | $ | 1,449,932 |

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

**ORIENS TRAVEL & HOTEL MANAGEMENT CORPORATION**

(Unaudited)

STATEMENTS OF OPERATIONS

| | Quarter Ended March 31, 2014 | Year Ended December 31, 2013 | For the period August 1, 2002 (date of inception) to March 31, 2014 |
|---|---|---|---|
| SALES | $ -- | $ -- | $ 101,288- |
| OPERATING EXPENSES | | | |
| Advertising and Promotion | 2,528 | 3,600 | 36,765 |
| Bank charges | 45 | 102 | 1,567 |
| Depreciation expense | - | - | 10,933 |
| Dues and subscriptions | - | 1,800 | 10,600 |
| Licenses and permits | - | 5,750 | 8,217 |
| Office expense | 9,500 | 18,000 | 83,454 |
| Office supplies | - | 1,000 | 1,121 |
| Officer compensation | 12,000 | 60,000 | 510,564 |
| Professional fees | 9345 | 62,844 | 217,481 |
| Rent | 6,000 | 24,000 | 42,000 |
| Telephone | - | - | 3,000 |
| Travel | 11,000 | 9,000 | 169,273 |
| TOTAL OPERATING EXPENSES | 50,418 | 186,096 | 1,094,975 |
| | (50,418) | (186,096) | (993,687) |
| OTHER INCOME/(EXPENSES) | | | |
| Interest Expense | (1,109,296) | (1,325,941) | (6,432,295) |
| Interest income | - | - | - |
| Derivative financial instruments | (93,580) | (51,680) | (167,512) |
| NET LOSS FROM CONTINUING OPERATIONS | (1,253,294) | (1,563,717) | (7,593,494) |
| Discontinued Operations (Note 7) | | | |
| Loss from operations of gambling website | - | - | (3,116,289) |
| NET LOSS | $(1,253,294) | $(1,563,717) | $(10,709,783) |
| LOSS PER SHARE: | $ (0.0014) | $ $(0.005) | $ (0.0125) |
| WEIGHTED AVERAGE NUMBER OF SHARES OUTSTANDING: | | | |
| Basic and diluted | 854,536,459 | 312,998,454 | 854,536,459 |

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

**ORIENS TRAVEL & HOTEL**
**MANAGEMENT CORPORATION**
(UNAUDITED)
STATEMENT OF SHAREHOLDERS' DEFICIT

| | Common Stock | | Additional Paid-In | Subscriptions | Accumulated | |
|---|---|---|---|---|---|---|
| | **Shares** | **Amount** | **Capital** | **receivable** | **(Deficit)** | **Totals** |
| **Balance, December 31, 2012** | **141,963,182** | **$ 141,963** | **$ 3,515,521** | **$ (1,711,000)** | **$ (7,892,773)** | **$ (5,946,289)** |
| Common shares issued | 663,720,550 | 663,720 | 365,126 | - | - | 1,028,846 |
| Net loss for the twelvemonths ended December 31, 2013 | - | - | - | - | **(1,563,717)** | **(1,563,717)** |
| **Balance, December 31, 2013** | **805,683,732** | **$ 805,683** | **$ 3,880,647** | **$ (1,711,000)** | **$ (9,456,490)** | **$ (6,481,160)** |
| **Common shares issued** | **1,016,250,000** | **1,016,250** | **34,875** | **-** | **-** | **1,051,125** |
| **Net loss for the three months ended March 31, 2014** | **-** | **-** | **-** | **-** | **(1,253,294)** | **(1,253,294)** |
| **Balance, March 31, 2014** | **1,821,933,732** | **$ 1,821,933** | **$ 3,915,522** | **$ (1,711,000)** | **$ (10,709,784)** | **$ (6,683,329)** |

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

**ORIENS TRAVEL & HOTEL**
**MANAGEMENT CORPORATION**
(UNAUDITED)
STATEMENTS OF CASH FLOWS

| | Quarter Ended March 31, 2014 | Year Ended December 31, 2013 | For the period August 1, 2002 (date of inception) to March 31, 2014 |
|---|---|---|---|
| CASH FLOWS FROM OPERATING ACTIVITES | | | |
| Net loss | $ (1,253,294) | $ (1,563,717) | $ (10,709,783) |
| Adjustments to reconcile | - | - | - |
| Derivative liability | 93,580 | 51,680 | 167,512 |
| Estimated value of common stock issued to consultants | - | - | 40,000 |
| Estimated value of common stock issued for interest | 933,125 | 657,382 | 2,345,506 |
| Estimated value of common stock issued to officers | - | - | - |
| Depreciation expense | - | - | 10,933 |
| Accrued officer compensation | 12,000 | 30,000 | 255,000 |
| Accrued interest | 176,171 | 668,559 | 4,086,788 |
| Accrued consulting fees | 4,500 | 64,500 | 300,000 |
| Other accrued liabilities | 10,750 | - | 10,750- |
| Net cash used in operating activities | (23,168) | (91,596) | (3,493,294) |
| CASH FLOWS FROM INVESTING ACTIVITIES | | | |
| Investments in and advances to affiliated companies | - | - | (1,233,201) |
| Capitalized software costs | - | - | (15,794) |
| Purchase of office equipment | - | - | (10,933) |
| Net cash used in investing activities | - | - | (1,259,928) |
| CASH FLOWS FROM FINANCING ACTIVITES | | | |
| Proceeds from sale of common stock | - | - | 1,002,140 |
| Proceeds from note payables with related parties | - | - | 287,978 |
| Repayment of note payables with related parties | - | - | - |
| Proceeds from convertible notes payable | 24,000 | 47,990 | 3,469,000 |
| Repayment of convertible notes payable | - | - | (6,000) |
| Net cash used in financing activities | 24,000 | 47,990 | 4,753,118 |
| NET INCREASE (DECREASE) IN CASH | 832 | (43,606) | 1,769 |
| CASH, BEGINNING OF PERIOD | 936 | 44,542 | - |
| CASH, END OF PERIOD | $ 1,769 | $ 936 | $ 1,769 |

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

**ORIENS TRAVEL & HOTEL MANAGEMENT CORP.**
**(A DEVELOPMENT STAGE COMPANY)**
**NOTES TO FINANCIAL STATEMENTS**
**MARCH 31, 2014**

## NOTE 1 - ORGANIZATION AND DESCRIPTION OF BUSINESS

*Nature of Business*

Oriens Travel & Hotel Management Corp. (the “Company”) was originally organized under the law of Nevada in August 2002 as Chimera Technology Corp, to market an internet gambling site. In August 2007, the Company changed its name to Oriens Travel & Hotel Management Corp. During the same month, the Company acquired intellectual property rights to a travel and hotel management system and changed its business plan to market travel and hotel management through the Company’s website. The Company is in the process of an overall restructuring of its line of products and services whereby these new operations have not yet commenced and therefore, is considered to be in the development stage.

## NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

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This summary of significant accounting policies of Oriens Travel & Hotel Management Corporation is presented to assist in understanding the financial statements. The financial statements and notes are representations of the Company's management, which is responsible for their integrity and objectivity. These accounting policies conform to accounting principles generally accepted in the United States of America and have been consistently applied in the preparation of the financial statements herein as of and for the periods ended March 31, 2014 and December 31, 2013.

In the opinion of management, all adjustments, consisting of normal recurring adjustments, necessary for a fair presentation of financial position and the results of operations for the periods presented have been reflected herein.

*Basis of Presentation*

The Company’s financial statements are prepared in accordance with accounting principles generally accepted in the United States of America applicable to a going concern, which contemplates the realization of assets and liquidation of liabilities in the normal course of business. The Company has experienced recurring losses from operations, has an accumulated deficit of approximately $6,683,000 as of March 31, 2014 and has not yet re-launched its operations. These factors, among others, raise substantial doubt as to its ability to obtain additional long-term debt or equity financing in order to have the necessary resources to further design, develop and launch the website and market the Company’s new service.

In order to continue as a going concern, the Company needs to develop a reliable source of revenues, and achieve a profitable level of operations.

To fund operations for the next twelve months, the Company projects a need for $1.2 million that will have to be raised through debt or equity.

Accordingly, the financial statements are accounted for as if the Company is a going concern and does not include any adjustments relating to the recoverability and classification of recorded asset amounts or the amount and classification of liabilities or other adjustments that might be necessary should be Company be unable to continue as a going concern.

*Software Development*

During 2007, the Company purchased a turnkey travel system for 50,000,000 common shares (estimated value $200,000). The Company has capitalized other software development costs incurred subsequent to the purchase date as Company management has determined that technologically feasibility of the travel and hotel management software has generally been established.

**NOTE –2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**

Software product development costs incurred prior to reaching technological feasibility are expensed.

Upon commencement of operations, the Company will begin amortizing the software development costs using a straight line method over the estimated useful life of 10 years.

*Equipment*

Equipment is carried at cost. Depreciation is computed using a straight line method over the estimated useful lives of the depreciable property, which is 5 years. Management evaluates useful lives regularly in order to determine recoverability taking into consideration current technological conditions. Maintenance and repairs are charged to expense as incurred; additions and betterments are capitalized. Upon retirement or disposal of any item of equipment, the cost is and related accumulated depreciation of the disposed assets is removed, and any resulting gain or loss is credited or charged to operations.

*Investments*

Investments consist of a 20% interest in Hotel Pure International (International Boutique Hotel Lodging Brand operator) and a 20% in Overseas Hotel Management Group (Online Reservation / Payment Processing Engine). Investments are recorded under the cost method of accounting and adjusted upward or downward based upon additional investments of cash or distributions.

The cost method investment is evaluated for impairment when events or changes in circumstances indicate, in management's judgment, that the carrying value of such investment may have experienced an other than temporary decline in value. When evidence of loss in value has occurred, management compares the estimated fair value to the carrying value to determine when impairment has occurred. If the estimated fair value is less than the carrying value and management considers the decline in value to be other than temporary, the excess of the carrying value is recognized in the financial statements as impairment.

*Long-Lived Assets*

In accordance with ASC 360, *Accounting for the Impairment or Disposal of Long-Lived Assets*, long-lived assets, such as property and equipment, and purchased intangible assets subject to amortization, are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. If circumstances require a long-lived asset be tested for possible impairment, the Company first compares undiscounted cash flows expected to be generated by an asset to the carrying value of the asset. If the carrying value of the long-lived asset is not recoverable on an undiscounted cash flow basis, impairment is recognized to the extent that the carrying value exceeds its fair value. Fair value is determined through various valuation techniques including discounted cash flow models, quoted market values and third-party independent appraisals, as considered necessary.

*Fair Value of Financial Instruments*

In accordance with Accounting Standards Codification ("ASC") Topic 820, *Fair Value Measurement and Disclosure*, the Company uses fair value measurements to record fair value adjustments to certain assets and to determine fair value disclosures.

Company bases fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. When observable market prices and data are not readily available, significant management judgment often is necessary to estimate fair value.

In those cases, different assumptions could result in significant changes in valuation and may not be realize in an actual sale. Additionally, there may be inherent weaknesses in any calculation technique and changes in the underlying assumptions used, including discount rates, and expected cash flows could significantly affect the results of current or future values.

**NOTE –2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**

For certain financial instruments, including accounts receivable, accounts payable and accrued expenses, the carrying amounts approximate fair value due to their relatively short maturities. In the case of the notes payable, the interest rate on the notes approximates the market rate of interest for similar borrowings. Consequently the carrying value of the notes payable also approximates the fair value. It is not practicable to estimate the fair value of the related party notes payable due to the relationship of the counter party.

All assets of the Company are considered Level 1 type assets.

*Income Taxes*

The Company utilizes the asset and liability method of accounting for income taxes. The asset and liability method requires that the current or deferred tax consequences of all events recognized in the financial statements are measured by applying the provisions of enacted tax laws to determine the amount of taxes payable or refundable currently or in future years. Deferred tax assets are reviewed for recoverability and the Company records a valuation allowance to reduce its deferred tax assets when it is more likely than not that all or some portion of the deferred tax assets will not be recovered.

In July 2006, the FASB issued guidance that clarified the accounting for income taxes by prescribing a minimum probability threshold that a tax position must meet before a financial statement benefit is recognized. The minimum threshold is defined as a tax position that is more likely than not to be sustained upon examination by the applicable taxing authority, including resolution of any related appeals or litigation processes, based on the technical merits of the position. The tax benefit to be recognized is measured as the largest amount of benefit that is greater than fifty percent likely of being realized upon ultimate settlement. .

Company management believes that it had no material uncertain tax positions at March 31, 2014 and December 31, 2013.

*Use of Estimates*

In preparing financial statements in conformity with generally accepted accounting principles in the United States of America, management makes estimates and assumptions that affect the reported amounts of assets and liabilities in the balance sheet and revenue and expenses in the statement of operations. Examples include estimates of loss contingencies, including legal risks and exposures, valuation of stock-based compensation; the potential outcome of future tax consequences of events that have been recognized in our financial statements or tax returns; and valuation of derivative instruments. The accounting estimates that require our significant, difficult, and subjective judgments include:

- the assessment of recoverability of long lived assets; and
- the valuation and recognition of share-based compensation.

The actual results that we experience may differ materially from our estimates.

*Variable Interest Entities*

In June 2009, the FASB issued guidance to revise the approach to determine when a variable interest entity (VIE) should be consolidated. The new consolidation model for VIEs considers whether an entity has the power to direct the activities that most significantly impact a VIE's economic performance and shares in the significant risks and rewards of the VIE. The guidance on VIEs required companies to continually reassess VIEs to determine if consolidation is appropriate and provide additional disclosures. The Company has reviewed the provisions of the guidance and does not believe that there is an impact on the Company's financial statements.

*Share-Based Payment*

The Company follows ASC 718, *Share Based Payment,* which establishes standards for the accounting for transactions in which an entity exchanges its equity instruments for goods or services, primarily

**NOTE –2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**

focusing on accounting for transactions where an entity obtains services in share based payment transactions. ASC 718 requires entities to measure the cost of services received in exchange equity instruments, including stock options and warrants, based on the grant date fair value of the award and to recognize it as compensation expense over the period services are to be provided, usually the vesting period.

The fair value of options is calculated using the Black-Scholes option-pricing model. This model was developed to estimate the fair value of freely tradable, fully transferable options without vesting restrictions. As such, the values derived from using that model can differ significantly from other methods of valuing the Company's share based payment arrangements. The Black-Scholes model also requires subjective assumptions, including future stock price volatility and expected time to exercise, which greatly affect the calculated values. These factors could change in the future, affecting the determination of share based payment expense in future periods.

The assumptions used in the Black Scholes models referred to above are based upon the following data: (1) the expected life of the warrant is estimated by considering the contractual term of the warrant, the vesting period and the expected exercise price. (2) The expected stock price volatility of the underlying shares over the expected term is based upon historical share price data. (3) The risk free interest rate is based on published U.S. Treasury Department interest rates for the expected terms. (4) Expected dividends are based on historical dividend data and expected future dividend activity.

*Loss Per Share*

Basic and diluted net income (loss) per share calculations is presented in accordance with Statement of Financial Accounting Standards ("SFAS") No. 128, and are calculated on the basis of the weighted average number of common shares outstanding during the period. They include the dilutive effect of common stock equivalents in periods with net income.

Common stock equivalents represent the dilutive effect of the assumed conversion of convertible notes payable, using the "if converted" method, at either the beginning of the respective period presented or the date of issuance, whichever is later, and only if the common stock equivalents are considered dilutive based upon the Company's net income (loss) position at the calculation date.. All common stock equivalents were considered anti-dilutive for the periods ended March 31, 2014 and December 31, 2013.

*Recently issued accounting pronouncements*

Company management is in the process of reviewing the new accounting pronouncements issued or effective during the year and has not yet determined, if any, is expected to have a material impact on the financial statements.

**NOTE 3 – NOTES PAYABLE**

**Convertible Notes Payable**

During the period 2003 through March 31, 2014, the Company entered into a series of convertible debentures, which bear interest at a rate of 10 percent, due on an annual basis, and are secured by a first priority interest in the Company's assets. Any amount of interest which is not paid when due shall bear interest at 10 percent until paid in full. These debentures are convertible, at the investors' sole option, into common shares at $0.001 per share of the Company at either (i) a 40 percent discount to the 10 days average daily trading price immediately preceding the conversion date, or (ii) at a fixed conversion price of $0.001 per share during any time whereby the current day market price is at or less than $0.075.

If, at any time, the Company issues or sells any shares of common stock for no or below market consideration (dilutive issuance), then immediately upon the dilutive issuance, the fixed conversion price would be reduced to the amount of the consideration per share received by the Company in such dilutive issuance. The number of common shares issuable upon the conversion of the debentures is limited to 10.0

## NOTE 3 – NOTES PAYABLE (continued)

percent in beneficial ownership by the debenture holders of the outstanding shares of common stock. The debentures do not automatically convert to common shares on their due dates.

After a thorough analysis and review of the terms of the note, the Company has determined the appropriate method of accounting is including the entire debt as a current liability on the balance sheet, since the debt is immediately convertible at the option of the holder.

In accordance with SFAS 133, the debt features provision (collectively, the features) contained in the terms governing the notes is not clearly and closely related to the characteristics of the notes. Accordingly, the features qualified as embedded derivative instruments at issuance and, because they do not qualify for any scope exception within SFAS 133, they were required by SFAS 133 to be accounted for separately from the debt instrument and recorded as derivative financial instruments.

Pursuant to the terms of the notes, these notes are convertible at the option of the holder, at any time on or prior to maturity. There is an additional interest rate adjustment feature; a liquidated damages clause, as well as the redemption option. The debt features represent an embedded derivative that is required to be accounted for apart from the underlying notes. At issuance of the notes, the debt features had an estimated initial fair value as follows, which was recorded as a derivative liability on the balance sheet.

In subsequent periods, if the price of the security changes, the embedded derivative financial instrument related to the debt features will be adjusted to the fair value with the corresponding charge or credit to Other Expense or Income. The estimated fair value of the debt features was determined using the probability weighted averaged expected cash flows Black Scholes Model with the closing price on original date of issuance, a conversion price based on the terms of the note, a period based on the terms of the note, and a volatility factor on the date of issuance.

The recorded value of the debt features related to the notes can fluctuate significantly based on fluctuations in the fair value of the Company's common stock, as well as in the volatility of the stock price during the term used for observation and the term remaining for the warrants.

The significant fluctuations can create significant income and expense items on the financial statements of the Company.

Because the terms of the convertible notes require, the accounting rules require a presumption to be made due to the Company no longer having the control to physical or net share settle subsequent convertible instruments because it is tainted by the terms of the notes. Were the notes to not have contained those terms or even if the transactions were not entered into, it could have altered the treatment of the other notes and the conversion features of the latter agreement may have resulted in a different accounting treatment from the liability classification. The current note, as well as any subsequent convertible notes will be treated as derivative liabilities until all such provisions are settled.

For the periods ended March 31, 2014 and December 31, 2013, the Company recorded Other Income (expense) of $93,580 and $51,680, respectively, related to the derivative features of the convertible debt.

The balance of the carrying value of the derivative liability as of March 31, 2014 is as follows:

| | | |
|---|---|---|
| $ | 73,932 | December 31, 2013 value of derivative liability |
| | 93,580 | Increase in value of derivative liability |
| $ | 167,512 | March31, 2014 value of derivative liability |

The balance of the carrying value of the derivative liability as of March 31, 2014 is as follows:

| | | |
|---|---|---|
| $ | 22,252 | December 31, 2012 value of derivative liability |
| | 51,680 | Increase in value of derivative liability |
| $ | 73,932 | December 31, 2013 value of derivative liability |

**NOTE 3 – NOTES PAYABLE (continued)**

In connection with the convertible notes, the Company had approximately $4,087,000 and $3,911,000 of accrued interest at March 31, 2014 and December 31, 2013, respectively, which is included in these financial statements.

All convertible notes are issued to the same group, thus no conflict exists with security in the first priority interest in the Company's assets.

**Company Director**

During the period 2003 through March 31, 2014, the Company entered into various Loan Agreements with a Company Director, totaling $287,978. The loan agreements do not bear interest and do not mature until January 1, 2015.

**NOTE 4 – STOCKHOLDERS EQUITY**

**Share Based Payments**

As previously noted in Note 2, the Company adopted SFAS No. 123 which establishes standards for the accounting of transactions in which an entity exchanges its equity instruments for goods or services, primarily focusing on accounting for transactions where an entity obtains services in share based payment transactions. SFAS No. 123(R) requires a public entity to measure the cost of services received in exchange for an award of equity instruments, including stock warrants, based on the grant date fair value of the award and to recognize it as compensation expense over the period required to provide service in exchange for the award, usually the vesting period.

Stock based compensation expense recognized during the periods ended March 31, 2014 and December 31, 2013 are based on the value of the portion of share based payment awards that are ultimately expected to vest during the period. As stock based compensation expense recognized in the statement of operations for 2014 and 2013 has been based on awards currently vested, it was not necessary to reduce compensation expense for estimated forfeitures. SFAS No. 123R requires forfeitures to be estimated at the time of grant and revised, if necessary, in subsequent periods if actual forfeitures differ from those estimates.

SFAS No. 123(R) requires the cash flows resulting from the tax benefits resulting from tax deductions in excess of the compensation cost recognized for those warrants to be classified as financing cash flows. Due to the Company's loss position, there were no such tax benefits during the periods ended March 31, 2014 and December 31, 2013. The fair value of stock based awards is calculated using the Black Scholes option pricing model, even though this model was developed to estimate the fair value of freely tradable, fully transferable options without vesting restrictions, which differ significantly from the Company's stock awards. The Black Scholes model also requires subjective assumptions, including future stock price volatility and expected time to exercise, which greatly affect the calculated values. The risk free rate selected to value any particular grant is based on the United States Treasury's T-bill rate. The expected volatility is based on the historical volatility of the Company's stock price. These factors could change in the future, affecting the determination of stock based compensation expense in future periods.

The weighted average fair value of stock based compensation is based on the single option valuation approach. Forfeitures are estimated and it is assumed no dividends will be declared. The estimated fair value of stock based compensation awards are amortized using the straight-line method over the vesting period of the restricted common shares; as such method is consistent with the consultant's contractual obligation.

The Company's fair value calculations for stock based compensation; consulting and interest costs for the periods ended March 31, 2014 and December 31, 2013 were based on the following assumptions:

**NOTE – 4 STOCKHOLDERS EQUITY (continued)**

| | 2014 | 2013 |
|---|---|---|
| Expected life in years | 1 – 5 | 1 – 5 |
| Stock price volatility | 100% | 100% |
| Risk free interest rate | 1.73% | 0.76-0.78% |
| Expected dividends | None | None |

The following table summarizes stock based compensation, consulting and interest costs related to common shares under SFAS No. 123(R) for the periods ended March 31, 2014 and December 31, 2013 and for the period August 1, 2002 (date of inception) through March 31, 2014 is allocated as follows:

| | 2014 | 2013 | Inception to date |
|---|---|---|---|
| | | | |
| Professional fees | $ - | $ - | $ 40,000 |
| Interest | 933,125 | 657,382 | 2,345,506 |
| | | | |
| Total stock based compensation | $ 933,125 | $ 657,382 | $ 2,385,506 |

## Authorized Capital Stock

On March 21, 2014, the Board of Directors of the Company authorized the amendment of its Articles of Incorporation to amend its authorized shares to the following:

| | Number of authorized shares |
|---|---|
| Preferred Stock | 11,000,000 |
| Common stock | 2,000,000,000 |
| Total authorized shares | 2,011,000,000 |

**Common Shares**

The holders of Common Stock have one vote per share on all matters (including election of Directors) without provisions for cumulative voting. The Common Stock is not redeemable and has no conversion or preemptive rights.

In the event of liquidation of the Company, the holders of Common Stock will share equally in any balance of the Company's assets available for distribution to them after satisfaction of creditors and the holders of the Company's preferred securities. The Company may pay dividends, in cash or in securities or other property, when and as declared by the Board of Directors from assets legally available. To date, the Company has not declared or paid dividends on its Common Stock.

**Designation of Super Voting Preferred Stock**

On March 31, 2014, the Company filed with the Secretary of State with Nevada an amendment to the Company's Articles of Incorporation, as amended (the "Articles of Incorporation"), authorizing the issuance of up to eleven million (11,000,000) of preferred stock, par value $0.001 per share.

**NOTE – 4 STOCKHOLDERS EQUITY (continued)**

On April 2, 2014, the Company filed with the Secretary of State with Nevada in the form of a Certificate of Designation that authorized the issuance of up to one million (1,000,000) shares of a new series of preferred stock, par value $0.001 per share, designated “Series A Super Voting Preferred Stock,” for which the board of directors established the rights, preferences and limitations thereof.

Each holder of outstanding shares of Series A Super Voting Preferred Stock shall be entitled to one thousand (1,000) votes for each share of Series A Super Voting Preferred Stock held on the record date for the determination of stockholders entitled to vote at each meeting of stockholders of the Company.

The holders of the Series A Super Voting Preferred Stock shall not be entitled to receive dividends paid on the Company’s common stock.

Upon liquidation, dissolution and winding up of the affairs of the Company, whether voluntary or involuntary, the holders of the Series A Super Voting Preferred Stock shall not be entitled to receive out of the assets of the Company, whether from capital or earnings available for distribution, any amounts which will be otherwise available to and distributed to the common shareholders.

The shares of the Series A Super Voting Preferred Stock will not be convertible into the shares of the Company’s common stock.

**Stock Issued**

During the quarter ended March 31, the Company had no preferred stock issued and outstanding.

**Stock Splits**

On May 23, 2003, the Board declared a one-for-eight hundred reverse stock split of the Company’s common stock.

On May 23, 2003, after the reverse stock split noted above, the Company declared a five-for-one stock split of the Company’s common stock.

On May 23, 2003, the Board declared a one-for-two hundred reverse stock split of the Company’s common stock.

On August 21, 2007, the Company declared a five-for-one stock split of the Company’s common stock.

During February, 2013, the Company changed the authorized common shares to 2,000,000,000 from 200,000,000.

**Subscriptions Receivable**

During 2004 and 2005, the Company loaned $1,711,000 to various consultants / executives to purchase 71,750,796 common shares from Treasury. The loans are non-interest bearing and as of March 31, 2014 and December 31, 2013 have not yet been collected. Company management is actively pursuing the collection of these receivables but is unsure at this time how much will ultimately be collected.

**Stock Issued**

During the period 2003 through March 31, 2014, the Company sold 75,550,000 for proceeds totaling approximately $1,002,000.

**NOTE – 4 STOCKHOLDERS EQUITY (continued)**

During the period 2003 through 2007, the Company settled $192,000 in debt for the issuance of 16,583,333 common shares.

During 2007, the Company purchased a turnkey travel system for 50,000,000 common shares (estimated value $200,000).

During 2012, the Company issued to its convertible debt holder an aggregate total of 60,000,000 shares of common stock with an approximate value of $815,000. As the common stock was issued at below the Company's market price at the date of grant (average $0.012 cost per share), the Company recorded interest expense relating to the estimated value of these shares of approximately $755,000.

During 2013, the Company issued to its convertible debt holder an aggregate total of 670,720,550 shares of common stock with an approximate value of $1,035,800. As the common stock was issued at below the Company's market price at the date of grant (average $0.002 cost per share), the Company recorded interest expense relating to the estimated value of these shares of approximately $657,400.

During February 2014, the Company issued to its convertible debt holder an aggregate total of 116,250,000 shares of common stock with an approximate value of $151,100. As the common stock was issued at below the Company's market price at the date of grant (average $0.0013 cost per share), the Company recorded interest expense relating to the estimated value of these shares of approximately $133,100.

During March 2014, the Company issued 900,000,000 shares of restricted common stock with an approximate value of $900,000 as partial payment $100,000) to a debt holder and officer of the Company. As the restricted common stock was issued at below the Company's market price at the date of grant (average $0.001 cost per share), the Company recorded interest expense relating to the estimated value of these shares of approximately $800,000.

**NOTE – 5 RELATED PARTY TRANSACTIONS**

**Subscriptions Receivable**

In connection with the $1,711,000 the Company loaned to various consultants / executives to purchase common shares from Treasury, a relative of a Company Officer received approximately 40,084,000 shares of common stock (estimated value $615,000 at date of issuance) which has not yet been collected. Subsequent to the date of these financial statements, the Company obtained the share certificate and is in the process of resending the loan and cancelling the share certificate.

**Office space**

The Company currently maintains its corporate registered offices at 3960 Howard Hughes Parkway, Suite 500, Las Vegas, Nevada, 89169. In addition, the Company leases office space located at 12100 Riverside Road, Suite 101, Richmond, British Columbia, Canada V6W-1K5 from a related party for $3,500 per month. The lease is for a year to year term.

**NOTE – 6 INCOME TAXES**

The Company determines whether it is more likely than not that a tax position will be sustained upon examination based upon the technical merits of the position. If the more-likely-than-not threshold is met, the Company measures the tax position to determine the amount to recognize in the financial statements. The Company performed a review of its material tax positions at December 31, 2013 and 2012 determined that the overall cumulative impact to be an immaterial reduction of the net operating loss carry forwards.

Due to the uncertainty of the utilization of net operating loss carry forwards, a valuation allowance has been made to the extent of any tax benefit that net-operating losses may generate. A provision for income

**NOTE – 6  INCOME TAXES (continued)**

taxes has not been made due to net operating loss carry-forwards of $1,825,089 and $1,540,372 as of December 31, 2013 and 2012, respectively, which may be offset against future taxable income through 2033. No tax benefit has been reported in the financial statements.

**NOTE - 7 DISCONTINUED OPERATIONS**

During August 2007, the Company acquired intellectual property rights to a travel and hotel management system and changed its business plan to market travel and hotel management through the Company's website.  Specifically, the Company ceased its internet gambling website.  The Company had incurred losses during the past few years.

| | |
|---|---|
| Game site revenues | $1,428,300 |
| Cost of goods sold | (918,767) |
| General & administrative expenses | (1,081,864) |
| Write of gaming website investments | (2,543,959) |
| Net loss discontinued operations | $(3,116,290) |

**NOTE 8 -CONTINGENCIES**

In the opinion of Company management, there are no matters requiring recognition or disclosure as a loss contingency.

**NOTE 9 – SUBSEQUENT EVENTS**

The Company evaluated all events and transactions that occurred from the balance sheet date of March 31, 2014 through the financial statements issue date.  During this period, except as noted below, there were no events or transactions occurring which require recognition or disclosure in the financial statements.

During April 2014, the officer of the Company retired the 900,000,000 shares of common restricted stock originally issued to them during March 2014, back to treasury; subsequently, reducing the issued and outstanding by 900,000,000 million shares to 921,933,730 as of the date of this report. The Company issued 500,000 shares of Company's preferred stock to its CEO Ken Chua in exchange for the retirement of the restricted common shares.