

LIVEWIRE ERGOGENICS INC.  
Form 10-Q  
August 19, 2014

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 10-Q

(Mark One)

QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended June 30, 2014  
OR

TRANSITION REPORT UNDER SECTION 13 or 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

LIVEWIRE ERGOGENICS INC.  
(Exact name of registrant as specified in its charter)

Nevada  
(State or other  
jurisdiction of  
incorporation or  
organization)

000-54588  
(Commission file no.)

26-1212244  
(IRS Employee  
Identification No.)

24845 Corbit Place  
Yorba Linda, CA 92887

(Current Address of Principal Executive Offices)

Phone number: (714) 940-0155  
(Issuer Telephone Number)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act") during the past 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer (as defined in Rule 12b-2 of the Exchange Act). Check one:

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller Reporting Company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

The number of shares of Common Stock of the issuer outstanding as of August 11, 2014 was 139,470,340.

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## PART I – FINANCIAL INFORMATION

## Item 1. Financial Statements

LiveWire Ergogenics, Inc.  
Condensed Consolidated Balance Sheets

|  | June 30,<br>2014<br>(Unaudited) | December<br>31,<br>2013 |
|--|---------------------------------|-------------------------|
| <b>ASSETS</b>  |                                 |                         |
| <b>CURRENT ASSETS</b>  |                                 |                         |
| Cash and cash equivalents  | \$6,705                         | \$8,342                 |
| Accounts receivable, net   | 54,608                          | -                       |
| Related party receivables  | 85,640                          | -                       |
| Inventory, net   | 103,563                         | 46,234                  |
| Prepaid and other current assets   | 315,096                         | 930                     |
| <b>Total current assets</b>  | <b>565,612</b>                  | <b>55,506</b>           |
| Property and equipment, net  | 10,188                          | 7,456                   |
| Security deposits  | 23,430                          | -                       |
| <b>Total assets</b>  | <b>\$599,230</b>                | <b>\$62,962</b>         |
| <b>LIABILITIES AND STOCKHOLDERS' DEFICIT</b>   |                                 |                         |
| <b>CURRENT LIABILITIES</b>   |                                 |                         |
| Accounts payable and accrued expenses  | \$133,772                       | \$104,145               |
| Accounts payable - related party   | 5,830                           | 236,341                 |
| Deferred revenue   | 64,000                          | -                       |
| Notes payable  | 208,000                         | 165,096                 |
| Notes payable - related party  | 206,341                         | -                       |
| Convertible debentures, net  | 213,227                         | 322,859                 |
| <b>Total liabilities</b>   | <b>831,170</b>                  | <b>828,441</b>          |
| <b>STOCKHOLDERS' DEFICIT</b>   |                                 |                         |
| Preferred stock, \$0.0001 par value, 10,000,000 shares authorized  | -                               | -                       |
| Series B convertible preferred stock, \$0.0001 par value, 150,000 shares designated,<br>134,724 shares issued and outstanding at June 30, 2014 and<br>December 31, 2013, liquidation preference is \$1 per share             | 13                              | 13                      |
| Series C convertible preferred stock, \$0.0001 par value, 75 shares designated,<br>75 and 0 shares issued and outstanding at June 30, 2014 and<br>December 31, 2013, respectively, liquidation preference is \$200 per share | -                               | -                       |
| Common stock, \$0.0001 par value, 200,000,000 and 100,000,000 shares authorized,<br>respectively, 139,470,340 and 86,807,868 shares issued and outstanding at June 30,<br>2014 and<br>December 31, 2013, respectively        | 13,947                          | 8,681                   |

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|  |             |             |
|--|-------------|-------------|
| Class A convertible common stock, \$0.0001 par value, 1,000,000 shares authorized,<br>0 shares issued and outstanding at June 30, 2014 and December 31, 2013 | -           | -           |
| Subscription receivable  | -           | (45,000 )   |
| Additional paid-in-capital   | 6,995,886   | 3,221,758   |
| Accumulated deficit  | (7,241,786) | (3,950,931) |
| Total stockholders' deficit  | (231,940 )  | (765,479 )  |
| Total liabilities and stockholders' deficit  | \$599,230   | \$62,962    |

The accompanying notes to the unaudited condensed consolidated financial statements are an integral part of these statements.

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LiveWire Ergogenics, Inc.  
Condensed Consolidated Statements of Operations  
(Unaudited)

|  | For the three months ended<br>June 30, |              | For the six months ended<br>June 30, |              |
|--|--|--------------|--------------------------------------|--------------|
|  | 2014                                   | 2013         | 2014                                 | 2013         |
| <b>Income:</b>   |  |              |                                      |              |
| Sales  | \$118,766                              | \$37,490     | \$181,800                            | \$55,278     |
| Cost of goods sold   | 101,193                                | 22,950       | 119,642                              | 31,247       |
| Gross Profit   | 17,573                                 | 14,540       | 62,158                               | 24,031       |
| <b>Operating Expenses:</b>                                 |  |              |                                      |              |
| Selling costs  | 33,606                                 | 2,737        | 52,858                               | 16,488       |
| General and administrative costs                           | 213,632                                | 416,469      | 2,289,012                            | 649,634      |
| Depreciation   | 377                                    | 1,899        | 2,268                                | 3,797        |
| Total Operating Expenses                                   | 247,615                                | 421,105      | 2,344,138                            | 669,919      |
| Loss from operations                                       | (230,042 )                             | (406,565 )   | (2,281,980 )                         | (645,888 )   |
| <b>Other Expenses (Income):</b>                            |  |              |                                      |              |
| Other expense (income)                                     | 216,563                                | -            | 216,563                              | -            |
| Gain on change in fair value of derivative liability       | -                                      | (22,777 )    | -                                    | (65,544 )    |
| (Gain) loss on settlement of debt                          | (63,200 )                              | -            | 36,788                               | -            |
| Amortization of debt discount                              | 73,640                                 | 111,947      | 115,768                              | 191,367      |
| Interest expense   | 16,546                                 | 7,178        | 639,756                              | 12,078       |
| Total other expenses                                       | 243,549                                | 96,348       | 1,008,875                            | 137,901      |
| Net Loss Before Provision for Income Taxes                 | \$(473,591 )                           | \$(502,913 ) | \$(3,290,855 )                       | \$(783,789 ) |
| Income Tax   | -                                      | -            | -                                    | -            |
| Net Loss   | \$(473,591 )                           | \$(502,913 ) | \$(3,290,855 )                       | \$(783,789 ) |
| Basic and diluted loss per share                           | \$(0.00 )                              | \$(0.01 )    | \$(0.03 )                            | \$(0.01 )    |
| Weighted average shares<br>outstanding - basic and diluted | 135,106,779                            | 70,108,491   | 117,132,829                          | 69,288,868   |

The accompanying notes to the unaudited condensed consolidated financial statements are an integral part of these statements.

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LiveWire Ergogenics, Inc.  
Condensed Consolidated Statements of Cash Flows  
(Unaudited)

|   | For the six months ended<br>June 30, |              |
|---|--------------------------------------|--------------|
|   | 2014                                 | 2013         |
| <b>Cash Flows From Operating Activities:</b>                                |                                      |              |
| Net loss  | \$(3,290,855)                        | \$(783,789 ) |
| Adjustments to reconcile net loss to net cash used in operating activities: |                                      |              |
| Depreciation expense  | 2,268                                | 3,797        |
| Net loss on settlement of debt  | 84,141                               | -            |
| Change in fair value of derivative liability                                | -                                    | (65,544 )    |
| Amortization of debt discount   | 115,768                              | 191,367      |
| Amortization of prepaid consulting fees                                     | 89,351                               | -            |
| Common stock issued for services  | 140,000                              | 124,750      |
| Common stock issued for interest expense                                    | 614,200                              | -            |
| Stock based compensation  | 1,751,184                            | -            |
| Write off of subscription receivable  | 45,000                               | -            |
| Bad debt expense  | -                                    | 4,515        |
| Discount on issuance of common stock  | 80,600                               | -            |
| Change in operating assets and liabilities:                                 |                                      |              |
| Accounts receivable   | (54,608 )                            | (15,928 )    |
| Related party receivables   | (85,640 )                            | -            |
| Inventory   | (57,329 )                            | (32,238 )    |
| Prepaid and other current assets  | (106,637 )                           | -            |
| Accounts payable and accrued expenses                                       | 44,720                               | 52,892       |
| Accounts payable - related parties  | (24,170 )                            | 251,000      |
| Deferred revenue  | 64,000                               | -            |
| Net cash used in operating activities                                       | (588,007 )                           | (269,178 )   |
| <b>Cash Flows From Investing Activities</b>                                 |                                      |              |
| Purchase of equipment   | (5,000 )                             | -            |
| Payments towards security deposits  | (23,430 )                            | -            |
| Net cash used in investing activities                                       | (28,430 )                            | -            |
| <b>Cash Flows From Financing Activities</b>                                 |                                      |              |
| Cash overdraft  | -                                    | 1,919        |
| Proceeds from notes payable   | 155,000                              | 31,500       |
| Proceeds from convertible notes payable                                     | 73,500                               | 232,000      |
| Advance from stockholders   | -                                    | 39,946       |
| Repayment of advances to stockholders                                       | -                                    | (10,297 )    |
| Repayment of shareholder loans  | -                                    | (22,000 )    |
| Repayment of note payable   | (38,000 )                            | (6,000 )     |
| Proceeds from issuance of common stock                                      | 424,300                              | -            |
| Net cash provided by financing activities                                   | 614,800                              | 267,068      |
| Net Decrease in Cash  | (1,637 )                             | (2,110 )     |

|   |           |           |
|---|-----------|-----------|
| Cash at Beginning of Period   | 8,342     | 2,110     |
| Cash at End of Period   | \$6,705   | \$-       |
| Supplemental Disclosure of Cash Flow Information                                |           |           |
| Cash paid for interest  | \$-       | \$-       |
| Cash paid for income taxes  | \$-       | \$-       |
| Non Cash Investing and Financing Activities                                     |           |           |
| Beneficial conversion feature on convertible notes                              | \$78,500  | \$282,012 |
| Conversion of accounts payable - related party to convertible notes payable     | \$-       | \$90,045  |
| Common stock issued for payment of notes payable                                | \$50,000  | \$-       |
| Common stock issued for payment of convertible notes payable                    | \$171,800 | \$-       |
| Conversion of interest to note payable  | \$3,620   | \$-       |
| Conversion of debt to Class A common stock                                      | \$20,596  | \$-       |
| Conversion of Class A common stock to common stock                              | \$100     | \$-       |
| Accounts payable and accrued expenses settled by issuance of common stock       | \$15,093  | \$-       |
| Conversion of accounts payable - related party to notes payable - related party | \$206,341 | \$-       |
| Common stock issued for prepaid consulting services                             | \$296,880 | \$-       |

The accompanying notes to the unaudited condensed consolidated financial statements are an integral part of these statements.



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LIVEWIRE ERGOGENICS INC.  
NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
JUNE 30, 2014

NOTE 1 – BASIS OF PRESENTATION AND NATURE OF OPERATIONS

The Company

LiveWire MC2, LLC (“LVWR”) was organized under the laws of the State of California on January 7, 2008 as a limited liability company. LVWR was formed for the purpose of developing and marketing consumable energy supplements. LVWR adopted December 31 as the fiscal year end.

On June 30, 2011, LVWR, together with its members, entered into a purchase agreement (the “Purchase Agreement”), for a share exchange with SF Blu Vu, Inc., (“SF Blu”), a public Nevada shell corporation. SF Blu Vu Inc. was formed in Nevada on October 9, 2007 under the name Semper Flowers, Inc. On May 15, 2009 the Company changed its name to SF Blu Vu, Inc. The Purchase Agreement was ultimately completed on August 31, 2011. Under the terms of the purchase agreement (the “Purchase Agreement”), SF Blu issued 36,000,000 (30,000,000 shares pre stock split of 1 additional share for every five shares held) of their common shares for 100% of the members’ interest in LVWR. Subsequent to the Purchase Agreement, the members of LVWR owned 60% of common shares of SF Blu, effectively obtaining operational and management control of SF Blu. For accounting purposes, the transaction has been accounted for as a reverse acquisition under the purchase method of business combinations, and accordingly the transaction has been treated as a recapitalization of LVWR, the accounting acquirer in this transaction, with SF Blu (the shell) as the legal acquirer.

Subsequent to the Purchase Agreement the financial statements presented are those of LVWR, as if the Purchase Agreement had been in effect retroactively for all periods presented. Immediately following completion of the Purchase Agreement, LVWR and their stockholders had effective control of SF Blu even though SF Blu had acquired LVWR. For accounting purposes, LVWR will be deemed to be the accounting acquirer in the transaction and, consequently, the transaction will be treated as a recapitalization of LVWR i.e., a capital transaction involving the issuance of shares by SF Blu for the members’ interest in LVWR. Accordingly, the assets, liabilities and results of operations of LVWR, became the historical financial statements of SF Blu at the closing of the Purchase Agreement, and SF Blu’s assets, liabilities and results of operations have been consolidated with those of LVWR commencing as of August 31, 2011, the date the Purchase Agreement closed. SF Blu is considered the accounting acquiree, or legal acquirer, in this transaction. No step-up in basis or intangible assets or goodwill will be recorded in this transaction. As this transaction is being accounted for as a reverse acquisition, all direct costs of the transaction have been charged to additional paid-in capital. All professional fees and other costs associated with transaction have been charged to additional paid-in-capital.

Subsequent to the Purchase Agreement being completed, SF Blu as the legal acquirer and surviving company, together with their controlling stockholders from LVWR changed the name of SF Blu to LiveWire Ergogenics, Inc. (“LiveWire”) on September 20, 2011. Hereafter, SF Blu, LVWR, or LiveWire are referred to as the “Company”, unless specific reference is made to an individual entity.

In contemplation, and in connection with the Purchase Agreement, the Company’s directors on July 19, 2011 adopted resolutions determining the Designations, Rights and Preferences of the Series A Preferred Stock (“Series A”) consisting of One Million (1,000,000) shares. The Series A is senior to the common stock and all other shares of Preferred Stock that may be later authorized. Each outstanding share of Series A has One Thousand (1,000) votes on all matters

submitted to the stockholders and votes with the common stock on all matters. The Series A shares vote separately as a class has the right to elect three persons to serve on the board of directors. The shares of Series A (i) do not have a liquidation preference; (ii) do not accrue, earn, or participate in any dividends; (iii) are not subject to redemption by the Corporation; and (iv) each share of Series A has one thousand (1,000) votes per share and votes with the common stock on all matters. As such, the Series A has voting control of the Company and may use its majority control to affect the interests of the Company's common stockholders.

After December 31, 2012, each outstanding share of Series A may be converted, at the option of the owner, into fifty (50) shares of the Company's common stock; provided however, that no conversion shall be permitted unless (i) the Company's common stock is quoted for public trading in the United States or other international securities market and (ii) the Company's market capitalization (i.e., the number of issued and outstanding shares of common stock multiplied by the daily closing price) has exceeded Fifty Million Dollars (\$50,000,000) for 90 consecutive trading days. These provisions, if executed by the holders of the Series A, may significantly dilute the Company's common stockholders after December 31, 2012.

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On July 19, 2011, the Company issued 1,000,000 shares of the newly created Series A to Weed & Co. LLP, (“Weed & Co”) or its designee, in exchange for a \$100,000 reduction of the outstanding accounts payable, being the equivalent of One Cent (\$0.1) per share of Series A. Weed & Co., had provided legal services to SF Blu as a shell prior to the Purchase Agreement, and to the Company subsequent to the Purchase Agreement. Subsequent to the issuance of the Series A, Weed & Co assigned the Series A to a third party. On July 21, 2011 in connection with this Series A issuance, a Contingent Option Agreement (“Contingent Option”) was entered into between the two primary members of LVWR and the holder of the issued Series A. Under the terms of this Contingent Option the holder of the Series A is not allowed to transfer, sell or borrow against the Series A shares. Under the Contingent Option the two members of LVWR could purchase the issued Series A under the following circumstances:

- Provided that LVWR becomes a subsidiary of a public entity any time prior to December 31, 2012, the two members of LVWR could purchase the Series A for \$400,000.
- Provided that LVWR becomes a subsidiary of a public entity, and that entity has not secured an investment of \$350,000 prior to December 31, 2011 or March 31, 2012, the two members of LVWR could purchase the Series A for \$2.
- Provided that LVWR becomes a subsidiary of a public entity, and that entity has not secured an investment of \$600,000 prior to June 30, 2012, the two members of LVWR could purchase the Series A for \$2.
- Provided that LVWR becomes a subsidiary of a public entity, and that entity has not secured an investment of \$850,000 prior to December 31, 2012, the two members of LVWR could purchase the Series A for \$2.
- Provided that LVWR becomes a subsidiary of a public entity, and that entity reports cumulative gross revenue of \$600,000 by June 30, 2012, the two members of LVWR could purchase the Series A for \$2.
- Provided that LVWR becomes a subsidiary of a public entity, and that entity reports cumulative gross revenue of \$1,500,000 by December 31, 2012, the two members of LVWR could purchase the Series A for \$2.
- Provided that LVWR becomes a subsidiary of a public entity, and that entity secures funding in excess of \$200,000 through the efforts of the two members, then the two members of LVWR could purchase the Series A for \$2.

Based on the above noted terms of the Contingent Option the Company accounted for the issued Series A, similar to that of the 36,000,000 (30,000,000 shares pre stock split of 1 additional share for every five shares held) shares of common stock issued with the Purchase Agreement, as the terms of the Contingent Option are effectively made to ensure that the Series A, and any benefit there under, would ultimately reside with the LVWR members. Accordingly, the Series A are treated as having been issued by the accounting acquirer, or LVWR, since inception for all periods presented.

In March 2012, Bill Hodson and Brad Nichols exercised their rights under the Contingent Option Agreement dated July 21, 2011 with Rick Darnell. Based upon the Agreement and fulfillment of contingencies in the Agreement, Bill Hodson and Brad Nichols each acquired 500,000 shares of the Series A from Rick Darnell for \$2.00.

On December 4, 2012, the Company reached an agreement with the holders of the Company’s Series A Preferred Stock to surrender and cancel all outstanding shares of the Company’s Series A Preferred Stock. A copy of the Acknowledgement of Surrender and Cancellation of the Series A Preferred Stock is attached as Exhibit 4.4 to the Form 8-k filed on December 4, 2012. The surrender and cancellation of the Series A Preferred Stock improves the Company’s capital structure because it eliminated the super voting provisions and conversion features that, if exercised by the holders, might dilute the common stockholders of the Company.

## Interim Financial Statements

These unaudited condensed consolidated financial statements as of and for the six months ended June 30, 2014 and 2013 reflect all adjustments which, in the opinion of management, are necessary to present fairly the financial position, results of operations and cash flows for the periods presented in accordance with the accounting principles generally accepted in the United States of America. All adjustments are of a normal recurring nature.

These interim unaudited condensed consolidated financial statements should be read in conjunction with LVWR's financial statements and notes thereto for the years ended December 31, 2013 and 2012 included in the Company's Form 10-K filed with the United States Securities and Exchange Commission on April 14, 2014. The Company assumes that the users of the interim financial information herein have read, or have access to, the audited consolidated financial statements for the preceding period, and that the adequacy of additional disclosure needed for a fair presentation may be determined in that context. The results of operations for the three and six month period ended June 30, 2014 are not necessarily indicative of results for the entire year ending December 31, 2014.

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NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Advertising

Advertising is expensed as incurred and is included in selling costs on the accompanying statements of operations. Advertising and marketing expense for the six months ended June 30, 2014 and 2013 was approximately \$52,000 and \$16,500, respectively and for the three months ended June 30, 2014 and 2013 was approximately \$33,000 and \$2,500, respectively.

Accounts Receivable

Accounts receivable are presented net of an allowance for doubtful accounts. The Company maintains allowances for doubtful accounts for estimated losses. The Company reviews the accounts receivable on a periodic basis and makes general and specific allowances when there is doubt as to the collectability of individual balances. In evaluating the collectability of individual receivable balances, the Company considers many factors, including the age of the balance, a customer's historical payment history, its current credit-worthiness and current economic trends. Accounts are written off after exhaustive efforts at collection. At June 30, 2014 and December 31, 2013, the Company has established, based on a review of its outstanding balances, an allowance for doubtful accounts in the amount of \$28,098.

Basis of Accounting

These unaudited condensed consolidated financial statements have been prepared using the basis of accounting generally accepted in the United States of America for interim financial statements and with Form 10-Q and article 8 of the Regulation S-X of the United States Securities and Exchange Commission ("SEC"). Under this basis of accounting, revenues are recorded as earned and expenses are recorded at the time liabilities are incurred.

Cash and Equivalents

The Company considers all highly liquid instruments purchased with an original maturity of three months or less and money market accounts to be cash equivalents. There were no cash equivalents at June 30, 2014 and December 31, 2013.

Use of Estimates

The preparation of the financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, and disclosure of contingent liabilities at the date of the financial statements and the reported amounts of expenses during the reporting period. Actual results could differ from those estimates.

Derivative Liabilities

The Company assessed the classification of its derivative financial instruments as of June 30, 2014, which consist of convertible instruments and rights to shares of the Company's common stock, and determined that such derivatives meet the criteria for liability classification under ASC 815.

ASC 815 generally provides three criteria that, if met, require companies to bifurcate conversion options from their host instruments and account for them as free standing derivative financial instruments. These three criteria include circumstances in which (a) the economic characteristics and risks of the embedded derivative instrument are not

clearly and closely related to the economic characteristics and risks of the host contract, (b) the hybrid instrument that embodies both the embedded derivative instrument and the host contract is not re-measured at fair value under otherwise applicable generally accepted accounting principles with changes in fair value reported in earnings as they occur and (c) a separate instrument with the same terms as the embedded derivative instrument would be considered a derivative instrument subject to the requirements of ASC 815. ASC 815 also provides an exception to this rule when the host instrument is deemed to be conventional, as described.

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### Inventory

Inventory is stated at the lower of cost or market value using the FIFO method. Inventory consists primarily of finished goods and packaging materials and production supplies, i.e. packaged consumable energy supplements, manufactured under contract, and the wrappers and containers they are sold in. A periodic inventory system is maintained by 100% count. Inventory is replaced periodically to maintain the optimum stock on hand available for immediate shipment.

### Fair Value of Financial Instruments

Effective January 1, 2008, the Company adopted FASB ASC 820-Fair Value Measurements and Disclosures, or ASC 820, for assets and liabilities measured at fair value on a recurring basis. ASC 820 establishes a common definition for fair value to be applied to existing generally accepted accounting principles that require the use of fair value measurements establishes a framework for measuring fair value and expands disclosure about such fair value measurements. The adoption of ASC 820 did not have an impact on the Company's financial position or operating results, but did expand certain disclosures.

ASC 820 defines 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. Additionally, ASC 820 requires the use of valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs. These inputs are prioritized below:

Level 1: Observable inputs such as quoted market prices in active markets for identical assets or liabilities

Level 2: Observable market-based inputs or unobservable inputs that are corroborated by market data

Level 3: Unobservable inputs for which there is little or no market data, which require the use of the reporting entity's own assumptions.

The Company did not have any Level 2 or Level 3 assets or liabilities as of June 30, 2014, with the exception of its convertible notes payable. The carrying amounts of these liabilities at June 30, 2014 approximate their respective fair value based on the Company's incremental borrowing rate.

Cash is considered to be highly liquid and easily tradable as of June 30, 2014 and therefore classified as Level 1 within our fair value hierarchy.

In addition, FASB ASC 825-10-25 Fair Value Option, or ASC 825-10-25, was effective for January 1, 2008. ASC 825-10-25 expands opportunities to use fair value measurements in financial reporting and permits entities to choose to measure many financial instruments and certain other items at fair value. The Company did not elect the fair value options for any of its qualifying financial instruments.

### Convertible Instruments

The Company evaluates and accounts for conversion options embedded in its convertible instruments in accordance with professional standards for "Accounting for Derivative Instruments and Hedging Activities".

Professional standards generally provides three criteria that, if met, require companies to bifurcate conversion options from their host instruments and account for them as free standing derivative financial instruments. These three criteria include circumstances in which (a) the economic characteristics and risks of the embedded derivative instrument are not clearly and closely related to the economic characteristics and risks of the host contract, (b) the hybrid instrument that embodies both the embedded derivative instrument and the host contract is not re-measured at fair value under otherwise applicable generally accepted accounting principles with changes in fair value reported in earnings as they occur and (c) a separate instrument with the same terms as the embedded derivative instrument would be considered a derivative instrument. Professional standards also provide an exception to this rule when the host instrument is deemed to be conventional as defined under professional standards as “The Meaning of “Conventional Convertible Debt Instrument”.



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The Company accounts for convertible instruments (when it has determined that the embedded conversion options should not be bifurcated from their host instruments) in accordance with professional standards when “Accounting for Convertible Securities with Beneficial Conversion Features,” as those professional standards pertain to “Certain Convertible Instruments.” Accordingly, the Company records, when necessary, discounts to convertible notes for the intrinsic value of conversion options embedded in debt instruments based upon the differences between the fair value of the underlying common stock at the commitment date of the note transaction and the effective conversion price embedded in the note. Debt discounts under these arrangements are amortized over the term of the related debt to their earliest date of redemption. The Company also records when necessary deemed dividends for the intrinsic value of conversion options embedded in preferred shares based upon the differences between the fair value of the underlying common stock at the commitment date of the note transaction and the effective conversion price embedded in the note.

ASC 815-40 provides that, among other things, generally, if an event is not within the entity’s control could or require net cash settlement, then the contract shall be classified as an asset or a liability.

## Income Taxes

Prior to the Purchase Agreement LVWR was taxed as a limited liability company, which is a ‘pass through entity’ for tax purposes. Taxable income flowed through to its members, and income taxes were not levied at the company level. Subsequent to the reverse merger LVWR became a subsidiary of the SF Blu and is taxed at the Company’s marginal corporate rate. The Company accounts for income taxes under the provisions of ASC Section 740-10-30, which is an asset and liability approach that requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been recognized in their consolidated financial statements or tax returns.

## Stock Based Compensation

The Company accounts for the grant of stock options and restricted stock awards in accordance with ASC 718, “Compensation-Stock Compensation.” ASC 718 requires companies to recognize in the statement of operations the grant-date fair value of stock options and other equity based compensation.

## Recognition of Revenue

Sales are recorded at the time title of goods sold passes to customers, which based on shipping terms which generally occurs when the product is shipped to the customer and collectability is reasonably assured. Based on prior experience, the Company reasonably estimates its sales returns and warranty reserves. Sales are presented net of discounts and allowances. Discounts and allowances are determined when a sale is negotiated. The Company does not grant price adjustments after a sale is complete. The Company warrants its products sold on the internet with a right of exchange by means of an approved Return Merchandise Authorization (RMA). Returns of unused merchandise are similarly authorized. Warranty and return policy for product sold through retail distribution channels is negotiated with each customer.

The Company’s revenue is primarily derived from sales of their consumable energy supplement products through distributors who distribute their products to retailers. The Company also sells their products directly to consumers; this is normally done through internet sales. This portion of their sales is minimal.

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## Shipping costs

Shipping costs are included in cost of goods sold and totaled approximately \$18,400 and \$5,800 for the six months ended June 30, 2014 and 2013, respectively approximately \$14,000 and \$2,900 for the three months ended June 30, 2014 and 2013, respectively.

## Earnings (loss) per common share

The Company utilizes the guidance per FASB Codification "ASC 260 "Earnings Per Share". Basic earnings per share is calculated on the weighted effect of all common shares issued and outstanding, and is calculated by dividing net income available to common stockholders by the weighted average shares outstanding during the period. Diluted earnings per share, which is calculated by dividing net income available to common stockholders by the weighted average number of common shares used in the basic earnings per share calculation, plus the number of common shares that would be issued assuming conversion of all potentially dilutive securities outstanding, is not presented separately as it is anti-dilutive. Such securities, shown below, presented on a common share equivalent basis and outstanding as of June 30, 2014 and 2013 have been excluded from the per share computations:

|                           | For the Six Months Ended<br>June 30, |            |
|---------------------------|--------------------------------------|------------|
|                           | 2014                                 | 2013       |
| Convertible Notes Payable | 2,139,451                            | 21,417,407 |
| Warrants                  | 6,680,002                            | 5,805,002  |
| Series B Preferred Stock  | 134,724                              | -          |
| Series C Preferred Stock  | 600,000                              | -          |

## Long Lived Assets

The Company follows Accounting Standards Codification subtopic 360-10, Property, Plant and Equipment ("ASC 360-10"). ASC 360-10 requires those long-lived assets and certain identifiable intangibles held and used by the Company be reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Events relating to recoverability may include significant unfavorable changes in business conditions, recurring losses, or a forecasted inability to achieve break-even operating results over an extended period. The Company evaluates the recoverability of long-lived assets based upon forecasted undiscounted cash flows. Should impairment in value be indicated, the carrying value of intangible assets will be adjusted, based on estimates of future discounted cash flows resulting from the use and ultimate disposition of the asset. ASC 360-10 also requires assets to be disposed of be reported at the lower of the carrying amount or the fair value less costs to sell.

## Reclassification

Certain reclassifications have been made to conform the prior period data to the current presentation. These reclassifications had no effect on reported net loss.

## Recent Accounting Pronouncements

In May 2014, the FASB issued ASU 2014-09, "Revenue from Contracts with Customers (Topic 606)," which is the new comprehensive revenue recognition standard that will supersede all existing revenue recognition guidance under GAAP. The standard's core principle is that a company will recognize revenue when it transfers promised goods or services to a customer in an amount that reflects the consideration to which the company expects to be entitled in exchange for those goods or services. This ASU is effective for annual and interim periods beginning on or after

December 15, 2016, and early adoption is not permitted. Entities will have the option of using either a full retrospective approach or a modified approach to adopt the guidance in the ASU. The Company is currently evaluating the impact of adopting this guidance.

In June 2014, the FASB issued ASU 2014-12, "Compensation - Stock Compensation (Topic 718): Accounting for Share-Based Payments When the Terms of an Award Provide That a Performance Target Could be Achieved after the Requisite Service Period." This ASU provides more explicit guidance for treating share-based payment awards that require a specific performance target that affects vesting and that could be achieved after the requisite service period as a performance condition. The new guidance is effective for annual and interim reporting periods beginning after December 15, 2015. The Company does not expect the adoption of this guidance to have a material impact on the consolidated financial statements.

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## NOTE 3 – GOING CONCERN

The Company's unaudited condensed consolidated financial statements are prepared using 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 a net loss of \$3,290,855 for the six months ended June 30, 2014, and has an accumulated deficit of \$7,241,786 as of June 30, 2014. The Company has not yet established an adequate ongoing source of revenues sufficient to cover its operating costs and to allow it to continue as a going concern. The ability of the Company to continue as a going concern is dependent on the Company obtaining adequate capital to fund operating losses until it becomes profitable. If the Company is unable to obtain adequate capital, it could be forced to cease development of operations.

In order to continue as a going concern, develop a reliable source of revenues, and achieve a profitable level of operations the Company will need, among other things, additional capital resources. Management's plans to continue as a going concern include raising additional capital through increased sales of product and by sale of common shares. However, management cannot provide any assurances that the Company will be successful in accomplishing any of its plans. The ability of the Company to continue as a going concern is dependent upon its ability to successfully accomplish the plans described in the preceding paragraph and eventually secure other sources of financing and attain profitable operations. The accompanying unaudited condensed consolidated financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.

## NOTE 4 – PROPERTY AND EQUIPMENT

|                          | June 30,<br>2014<br>(Unaudited) | December 31,<br>2013 |
|--------------------------|---------------------------------|----------------------|
| Equipment                | \$ 27,780                       | \$ 26,338            |
| Accumulated depreciation | (17,592)                        | (18,882)             |
| Total                    | \$ 10,188                       | \$ 7,456             |

Equipment is stated at cost less accumulated depreciation and depreciated using straight line methods over the estimated useful lives of the related assets ranging from three to five years. Maintenance and repairs are expensed currently. The cost of normal maintenance and repairs is charged to operations as incurred. Major overhaul that extends the useful life of existing assets is capitalized. When equipment is retired or disposed, the costs and related accumulated depreciation are eliminated and the resulting profit or loss is recognized in income.

Depreciation expense amounted to \$2,268 and \$3,797 for the six months ended June 30, 2014 and 2013, respectively and \$377 and \$1,899 for the three months ended June 30, 2014 and 2013, respectively. During the six months ended June 30, 2014, the Company purchased equipment for cash totaling \$5,000.

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## NOTE 5 – INVENTORY

The Company outsources the manufacturing of their consumable energy supplements. The wife of the Company's CEO owns approximately 8% of this food outsource producer. The Company believes that they are a minor customer of this outsource producer and that production terms with this outsourcer are conducted on an arms-length basis.

|   | June 30,<br>2014<br>(Unaudited) | December<br>31,<br>2013 |
|---|---------------------------------|-------------------------|
| Finished Goods                              | \$ --                           | \$ 423                  |
| Packaging materials and production supplies | 121,462                         | 66,445                  |
|   | 121,462                         | 66,868                  |
| Reserve on inventory                        | (17,899)                        | (20,634)                |
|   | \$ 103,563                      | \$ 46,234               |

## NOTE 6 – RELATED PARTY TRANSACTIONS AND LOANS FROM STOCKHOLDERS

Included in accounts payable – related parties as of June 30, 2014 and December 31, 2013, \$0 and \$70,045, respectively, related to legal fees payable to a related party Richard Weed and Weed & Co. During the six months ended June 30, 2014 the Company issued 1,500,000 shares of its common stock for conversion of \$24,300 and the balance of \$45,745 was forgiven by the note holder.

Also included in accounts payable – related parties as of June 30, 2014 and December 31, 2013, \$5,830 and \$236,341, respectively, payable to an entity owned by the controlling shareholders of the Company. The decrease in accounts payable – related party is due to a reclassification of accounts payable to a note payable related party for the amount of \$206,341. The related entity provides marketing and product development costs and general and administrative expenses to the Company. During the six months ended June 30, 2014, the Company repaid \$30,000 in cash.

As of June 30, 2014 and December 31, 2013 the Company, CEO and President advanced \$0 and \$43,596, respectively. During the six months ended June 30, 2014, the Company repaid \$23,000 in cash and issued 1,000,000 shares of Class A common stock to convert the balance of \$20,596 valued at \$67,000. Excess of \$46,404 was recorded as a loss on settlement of debt during the six months ended June 30, 2014.

As of June 30, 2014 and December 31, 2013 the Company had related party receivables in the amount of \$85,640 and \$0, respectively. There are no formal agreements related to these receivable amounts.

## NOTE 7 – COMMITMENTS AND CONTINGENCIES

## Employment Agreements

On July 20, 2011 the Company entered into two employment agreements. The agreements have a five year term and may be terminated upon mutual agreement. The salary associated with each of the agreements is \$260,000 annually, A portion of which will be paid in cash and a portion of which will be deferred until the Company achieves certain levels of sales and or enters into a merger, purchase or sale agreement and or if the Company is sold.

During the year ended December 31, 2012, a total of \$209,448, due under these employment agreements, were converted into 1,256,688 (1,047,240 shares pre stock split of 1 additional share for every five shares held) shares of the Company's common stock and Class A warrants to purchase 1,256,688 (1,047,240 Class A warrants pre stock split

of 1 additional share for every five shares held) shares of the Company's common stock at \$1 per share. These warrants expire on January 31, 2016.

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On September 3, 2013, Bill Hodson, the chief executive officer, and Brad Nichols, the president of the Company, agreed to forgive their deferred salaries to date, the total amount of which is \$460,667, and shall no longer hold the Company responsible for payment of that amount. This has been recorded as a capital contribution. In addition, Mr. Hodson and Mr. Nichols agreed to change the terms of their employment agreements to a salary of \$1.00 per year. All other details of employment agreements shall remain in full effect.

## Litigation

The Company is subject to certain legal proceedings and claims, which arise in the ordinary course of its business. Although occasional adverse decisions or settlements may occur, the Company believes that the final disposition of such matters should not have a material adverse effect on its financial position, results of operations or liquidity.

## NOTE 8 – NOTES PAYABLE

On April 22, 2014, the Company issued a non-interest bearing promissory note for \$206,341 to a related party for cash. The principal is payable every 90 days beginning on September 30, 2014 at the rate of \$25,000 per quarter until the balance is zero.

On April 22, 2014, the Company issued a promissory note for \$150,000 to a third party for cash, which is due on October 22, 2014. Interest accrued at a rate of 12% per annum. Monthly interest payments of \$1,500 is payable every 30 days beginning on May 22, 2014.

During the six months ended June 30, 2014, the Company repaid \$5,000 in cash and 2,000,000 shares of common stock valued at \$74,000 to satisfy \$50,000 of notes payable. The remaining \$24,000 was recorded as loss on settlement of debt. As of June 30, 2014, the remaining balance for notes payable totaled \$203,000.

As of June 30, 2014 and December 31, 2013 the Company, CEO and President advanced \$0 and \$43,596, respectively. During the six months ended June 30, 2014, the Company repaid \$23,000 in cash and issued 1,000,000 shares of Class A common stock to convert the balance of \$20,596 valued at \$67,000. Excess of \$46,404 was recorded as a loss on settlement of debt during the six months ended June 30, 2014.

As of June 30, 2014, the Company wrote-off a note payable in the amount of \$3,500. There was no interest related to the note.

On June 24, 2014, the Company repaid \$10,000 in cash to satisfy \$10,000 of notes payable. There was no interest related to the note.

As of June 30, 2014 and December 31, 2013, the Company had accrued interest of \$20,079 and \$32,562 respectively, related to notes payable.

## NOTE 9 – CONVERTIBLE NOTES PAYABLE

At June 30, 2014 and December 31, 2013 convertible debentures consisted of the following:

|                           | June 30,<br>2014<br>(Unaudited) | December<br>31,<br>2013 |
|---------------------------|---------------------------------|-------------------------|
| Convertible notes payable | \$ 265,500                      | \$ 404,545              |

|                           |                   |                   |
|---------------------------|-------------------|-------------------|
| Unamortized debt discount | (52,273)          | (81,686)          |
| <b>Total</b>              | <b>\$ 213,227</b> | <b>\$ 322,859</b> |



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Notes issued on January 8, 2013:

On January 8, 2013 the Company entered three agreements with third party non-affiliates to 6% interest bearing convertible debentures totaling \$50,000 due on July 31, 2013, with the conversion features commencing immediately. The loans are convertible at 40% of the lowest closing price during the five days immediately prior to the date of the conversion notice. In connection with this debenture, the Company recorded a \$43,185 discount on debt, related to the beneficial conversion features of the notes to be amortized over the lives of the notes or until the notes are converted or repaid. During the year ended December 31, 2013 one of the agreements was repaid in full for \$15,000, a second agreement valued at \$20,000 was assigned to another debt holder and in October 2013 the remaining note was restructured. During the six months ended June 30, 2014, the Company converted the remaining balance of \$15,000 to 925,926 shares of common stock.

Note issued on January 23, 2013:

On January 23, 2013, the Company entered into an agreement with a third party non-affiliate to a 6% interest bearing convertible debentures for \$25,000 due on July 31, 2013, with the conversion features commencing immediately. The loan is convertible at 40% of the lowest closing bid price during the five days immediately prior to the date of the conversion notice. In connection with this debenture, the Company recorded a \$21,258 discount on debt, related to the beneficial conversion feature of the note to be amortized over the life of the note or until the note is converted or repaid. As of December 31, 2013 this note has not been converted. In October 2013 this note was restructured. During the six months ended June 30, 2014, the Company converted the remaining balance of \$25,000 to 1,543,210 shares of common stock.

Note issued on February 1, 2013:

On February 1, 2013, the Company entered into an agreement with a related party for conversion of accounts payable to a 6% interest bearing convertible debentures for \$90,045 due on July 31, 2013, with the conversion features commencing immediately. The loan is convertible at 40% of the lowest closing bid price during the five days immediately prior to the date of the conversion notice. In connection with this debenture, the Company recorded a \$75,824 discount on debt, related to the beneficial conversion feature of the note to be amortized over the life of the note or until the note is converted or repaid. As of December 31, 2013 this note has been partially converted into 2,604,167 shares of common stock valued at \$20,000. In October 2013 this note was restructured. During the six months ended June 30, 2014 the Company converted \$24,300 to 1,500,000 shares of common stock and the balance of \$45,745 was forgiven by the note holder and was recorded as a gain on settlement of debt during the six months ended June 30, 2014.

Note issued on April 29, 2013:

On April 29, 2013, the Company entered into an agreement with a third party non-affiliate to a 6% interest bearing convertible debentures for \$5,000 due on April 29, 2014, along with redemption premium of 110% of principal amount and conversion features commencing immediately. The loan is convertible at \$0.03 per share. In connection with this debenture, the Company recorded a \$333 discount on debt, related to the beneficial conversion feature of the note to be amortized over the life of the note or until the note is converted or repaid. During the six months ended June 30, 2014 the Company converted the balance of \$5,000 to 46,296 shares. In addition, the Company issued 153,704 shares of common stock valued at \$16,600 which was recorded as interest expense.

During the six months ended June 30, 2014, the Company fully amortized and wrote off a total debt discount of \$333 of which \$95 was recorded to current operation as interest expense.

Note issued on May 7, 2013:

On May 7, 2013, the Company entered into an agreement with a third party non-affiliate to a 6% interest bearing convertible debentures for \$12,000 due on May 6, 2014, along with redemption premium of 110% of principal amount and conversion features commencing immediately. The loan is convertible at \$0.03 per share. In connection with this debenture, the Company recorded a \$12,000 discount on debt, related to the beneficial conversion feature of the note to be amortized over the life of the note or until the note is converted or repaid. As of June 30, 2014 this note has not been converted.

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During the six months ended June 30, 2014, the Company amortized and wrote off a total debt discount of \$4,154 to current period operations as interest expense. As of June 30, 2014, a net discount of \$0 remained.

Note issued on May 23, 2013:

On May 23, 2013, the Company entered into an agreement with a third party non-affiliate to a 6% interest bearing convertible debentures for \$12,000 due on May 22, 2014, along with redemption premium of 110% of principal amount and conversion features commencing immediately. The loan is convertible at \$0.03 per share. In connection with this debenture, the Company recorded a \$5,200 discount on debt, related to the beneficial conversion feature of the note to be amortized over the life of the note or until the note is converted or repaid. During the six months ended June 30, 2014 the Company converted the balance of \$12,000 to 111,111 shares. In addition, the Company issued 288,889 shares of common stock valued at \$31,200 which was recorded as interest expense.

During the six months ended June 30, 2014, the Company fully amortized and wrote off a total debt discount of \$5,200 of which \$2,029 was recorded to current operation as interest expense.

Note issued on August 16, 2013:

On August 16, 2013, the Company entered into an agreement with a third party non-affiliate to a 10% interest bearing convertible debentures for \$100,000 due on August 16, 2016. The loan is convertible immediately at \$0.25 per share. In connection with this debenture, the note holder was issued 500,000 warrants and recorded a \$5,167 discount, related to the beneficial conversion feature of the note to be amortized over the life of the note or until the note is converted or repaid. As of June 30, 2014 this note has not been converted.

During the six months ended June 30, 2014, the Company amortized and wrote off a total debt discount of \$867 to current period operations as interest expense. As of June 30, 2014, a net discount of \$3,637 remained.

Note issued on October 3, 2013:

On October 3, 2013, the Company entered into an agreement with a third party non-affiliate to a 10% interest bearing convertible debentures for \$25,000 due on October 2, 2016. The loan is convertible immediately at \$0.25 per share. In connection with this debenture, the note holder was issued 125,000 warrants and recorded a \$3,637 discount, related to the beneficial conversion feature of the note to be amortized over the life of the note or until the note is converted or repaid. As of June 30, 2014 this note has not been converted.

During the six months ended June 30, 2014, the Company amortized and wrote off a total debt discount of \$595 to current period operations as interest expense. As of June 30, 2014, a net discount of \$2,743 remained.

Note issued on October 3, 2013:

On October 3, 2013, the Company entered into an agreement with a third party non-affiliate to a 10% interest bearing convertible debentures for \$25,000 due on October 2, 2016. The loan is convertible immediately at \$0.25 per share. In connection with this debenture, the note holder was issued 125,000 warrants and recorded a \$3,637 discount, related to the beneficial conversion feature of the note to be amortized over the life of the note or until the note is converted or repaid. As of June 30, 2014 this note has not been converted.

During the six months ended June 30, 2014, the Company amortized and wrote off a total debt discount of \$595 to current period operations as interest expense. As of June 30, 2014, a net discount of \$2,743 remained.

Note issued on October 30, 2013:

On October 30, 2013, the Company entered into an agreement with a third party non-affiliate to a 10% interest bearing convertible debentures for \$25,000 due on October 29, 2016. The loan is convertible immediately at \$0.25 per share. In connection with this debenture, the note holder was issued 125,000 warrants and recorded a \$2,687 discount, related to the beneficial conversion feature of the note to be amortized over the life of the note or until the note is converted or repaid. As of June 30, 2014 this note has not been converted.

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During the six months ended June 30, 2014, the Company amortized and wrote off a total debt discount of \$438 to current period operations as interest expense. As of June 30, 2014, a net discount of \$2,094 remained.

Note issued on October 30, 2013:

On October 30, 2013, the Company entered into an agreement with a third party non-affiliate to a 8% interest bearing convertible debentures for \$53,000 due on July 27, 2014, with conversion features commencing after 180 days following the date of this note. The loan is convertible at 58% of average of the lowest three trading prices for the common stock during the ten trading day prior to the conversion date. In connection with this debenture, the Company recorded a \$53,000 discount on debt, related to the beneficial conversion feature of the note to be amortized over the life of the note or until the note is converted or repaid. During the six months ended June 30, 2014, the Company converted the principal balance and accrued interest into 1,304,126 shares of common stock.

During the six months ended June 30, 2014, the Company amortized and wrote off a total debt discount of \$40,830 to current period operations as interest expense. As of June 30, 2014, a net discount of \$0 remained.

Note issued on December 17, 2013:

On December 17, 2013, the Company entered into an agreement with a third party non-affiliate to a 8% interest bearing convertible debentures for \$37,500 due on September 7, 2014, with conversion features commencing after 180 days following the date of this note. The loan is convertible at 58% of average of the lowest three trading prices for the common stock during the ten trading day prior to the conversion date. In connection with this debenture, the Company recorded a \$37,500 discount on debt, related to the beneficial conversion feature of the note to be amortized over the life of the note or until the note is converted or repaid. During the six months ended June 30, 2014, the Company converted the principal balance and accrued interest into 1,245,917 shares of common stock.

During the six months ended June 30, 2014, the Company amortized and wrote off a total debt discount of \$34,722 to current period operations as interest expense. As of June 30, 2014, a net discount of \$0 remained.

Note issued on February 19, 2014:

On February 19, 2014, the Company entered into an agreement with a third party non-affiliate to a 8% interest bearing convertible debentures for \$78,500 due on November 16, 2014, with conversion features commencing after 180 days following the date of this note. The loan is convertible at 58% of average of the lowest three trading prices for the common stock during the ten trading day prior to the conversion date. In connection with this debenture, the Company recorded a \$78,500 discount on debt, related to the beneficial conversion feature of the note to be amortized over the life of the note or until the note is converted or repaid. As of June 30, 2014 this note has not been converted.

During the six months ended June 30, 2014, the Company amortized and wrote off a total debt discount of \$37,443 to current period operations as interest expense. As of June 30, 2014, a net discount of \$41,057 remained.

NOTE 10 – STOCKHOLDERS’ DEFICIT

Common Stock

As a result of the reverse merger, the shares of the Company outstanding prior to the closing of the Purchase Agreement are treated as having been issued as of that date, whereas the shares issued in connection with the purchase Agreement are treated as having been issued since inception for all periods presented.

On January 8, 2014, the Company issued 6,100,000 shares of the Company's common stock. The Company issued the 6,100,000 shares as follows: (i) 3,969,136 shares of common stock at \$0.0162 per share for conversion of two convertible debentures totaling \$64,300 and 130,864 shares of common stock at \$0.0162 per share for conversion of accrued interest totaling \$2,120; (ii) 2,000,000 shares at \$0.037 per share for conversion of a note payable totaling \$50,000 and excess was recorded as a loss on settlement of debt totaling \$24,000.

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On January 21, 2014, the Company issued 400,000 shares of common stock pursuant to a stock purchase agreement at approximately \$0.02 per share for a total of \$8,050.

On January 23, 2014, the Company issued 5,600,000 shares of common stock at \$0.032 per share to two professional advisors for services rendered totaling \$140,000 and additional compensation of \$39,200 recorded as a loss on settlement of debt.

On January 31, 2014, the Company issued 1,200,000 shares of common stock pursuant to a stock purchase agreement at approximately \$0.03 per share for a total of \$30,000.

On February 3, 2014, the Company issued 96,000 shares of common stock pursuant to a stock purchase agreement at approximately \$0.05 per share for a total of \$4,800.

On February 4, 2014, the Company issued 500,000 shares of common stock pursuant to a stock purchase agreement at approximately \$0.05 per share for a total of \$25,000.

On February 6, 2014, the Company converted 1,000,000 shares of Series A Common Stock into 1,000,000 shares of restricted Common Stock.

On February 10, 2014, the Company issued 2,000,000 bonus shares of common stock to an investor valued at \$4,800 (\$0.0024 per share). These shares have been recorded as interest expense.

On February 11, 2014, the Company issued 1,000,000 shares of common stock pursuant to a stock purchase agreement at approximately \$0.07 per share for a total of \$70,000.

On February 14, 2014, the Company issued 3,000,000 shares of common stock pursuant to a stock purchase agreement at approximately \$0.05 per share for a total of \$150,000.

On February 25, 2014, the Company issued 1,000,000 shares of common stock pursuant to a stock purchase agreement at approximately \$0.07 per share for a total of \$70,000.

On February 28, 2014, the Company issued 150,000 shares of common stock pursuant to a stock purchase agreement at approximately \$0.07 per share for a total of \$10,500.

On March 13, 2014, the Company issued 22,266,428 shares of the Company's common stock. The Company issued the 22,266,428 shares as follows: (i) 16,035,000 shares of common stock at \$0.108 per share to twelve employees and eight professional advisors for compensation totaling \$1,731,780; (ii) 5,200,000 bonus shares to two investors valued at \$0.108 per share totaling \$561,600 (iii) 157,407 shares of common stock at \$0.108 per share for conversion of two notes payable totaling \$17,000 and 442,593 additional shares of common stock at \$0.108 per share for recorded as interest expense totaling \$47,800; (iv) 431,428 shares of common stock at \$0.108 per share to a professional advisor for accrued services totaling \$12,973 and additional compensation of \$33,621 recorded as a loss on settlement of debt.

On April 22, 2014, the Company entered in to a four month consulting agreement and issued 2,000,000 shares valued at \$140,000 pursuant to the agreement. The Company recorded these shares as prepaid expenses and has expensed \$80,328 of the total \$140,000 through June 30, 2014. The Company recognized a related expense of \$41,400 to reflect the discount.

On May 1, 2014, the Company issued 519,751 shares of common stock valued at \$0.048 per share totaling \$25,000 for partial conversion of a \$53,000 convertible note.

On May 8, 2014, the Company issued 784,375 shares of common stock valued at \$0.0384 per share totaling \$28,000 in principal and \$2,120 in accrued interest for the remaining conversion of a \$53,000 convertible note.

On June 17, 2014, the Company entered in to a one year consulting agreement and issued 2,000,000 shares valued at \$112,800 pursuant to the agreement. The Company recorded these shares as prepaid expenses and has expensed \$4,327 of the total \$112,800 through June 30, 2014.

On June 18, 2014, the Company entered in to a four month consulting agreement and issued 800,000 shares valued at \$44,080 pursuant to the agreement. The Company recorded these shares as prepaid expenses and has expensed \$4,697 of the total \$44,080 through June 30, 2014.



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On June 18, 2014, the Company issued 636,943 shares of common stock valued at \$0.0314 per share totaling \$20,000 in principal and \$26 in accrued interest for partial conversion of a convertible note.

On June 19, 2014, the Company issued 1,000,000 shares of common stock pursuant to a stock purchase agreement at \$0.05 per share for a total of \$50,000 for cash.

On June 23, 2014, the Company issued 608,974 shares of common stock valued at \$0.0312 per share totaling \$17,500 in principal and \$1,500 in interest for the remaining conversion of a \$37,500 convertible note.

### Subscription Receivable

The Company issued 216,000 (180,000 shares pre stock split of 1 share for every five shares held) shares (valued at \$54,000) for the year ended December 31, 2012 of the Company's restricted common stock. In April 2012, \$9,000 was paid and the balance at December 31, 2012 is \$45,000. These shares were never issued and the receivable was expenses to other expenses during the six months ended June 30, 2014.

### Series B Convertible Preferred Stock

#### Designation and Rank

On October 17, 2013, the Company created its new Series B preferred class of stock. The series of Preferred Stock shall be designated the "Series B Preferred Stock" and shall consist of 150,000 shares. The Series B Preferred Stock shall be senior to the common stock and all other shares of Preferred Stock that may be later authorized. Each share of Series B Preferred Stock shall have a Stated Par Value of \$1.00 per share.

#### Voting, Liquidation, Dividends, and Redemption

Each outstanding share of Series B Preferred Stock shall vote with the common stock on all matters. The shares of Series B Preferred Stock shall (i) have a liquidation preference of \$1.00 per share; (ii) accrue, earn, or participate in any dividends on the common stock; and (iii) shall be subject to redemption by the Corporation prior to December 31, 2014 at a fixed redemption price of \$1.10 per share.

#### Conversion

After March 31, 2014, each outstanding share of Series B Preferred Stock may be converted, at the option of the owner, into common stock using a conversion formula the delivers common stock worth \$1.25 for every \$1.00 of Series B converted. The owner shall provide a written Notice of Conversion that specifies the amount of Series B Preferred Stock to be converted into common stock and the lowest closing bid price of the Corporation's common stock during the preceding 10 trading days.

#### Limitation on Conversion

In no event (except while there is outstanding a tender offer for any or all of the shares of the Company's Common Stock) shall the owner be entitled to convert any shares of Series B Preferred Stock to the extent that, after such conversion the sum of (1) the number of shares of Common Stock then beneficially owned by the owner and its affiliates, and (2) the number of shares of Common Stock issuable upon the conversion of the shares of Series B Preferred Stock with respect to which the determination of this proviso is being made, would result in beneficial ownership by the owner and its affiliates of more than 9.99% of the outstanding shares of Common Stock (after taking into account the shares to be issued to the owner upon such conversion). For purposes of the proviso to the preceding

sentence, beneficial ownership shall be determined in accordance with Section 13(d) of the Securities Exchange Act of 1934, as amended, and the rules and regulations promulgated thereunder. Nothing herein shall preclude the owner from disposing of a sufficient number of other shares of Common Stock beneficially owned by the owner so as to thereafter permit the continued conversion of shares of Series B Preferred Stock.

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On October 17, 2013, the Company issued 134,724 shares of Series B convertible preferred stock as the result of the conversion of debt and accrued liabilities totaling \$134,724, valued at \$1 per share.

### Equity Designation and Issuances:

Effective January 29, 2014 the Company amended its Series B Preferred Stock designation in order to permit the issuance of junior Preferred Stock which have enhanced or “super-majority” voting rights. The amendment was approved by the holders of the Series B Preferred Stock. The amended Series B Preferred Stock designation is attached as Exhibit 10.1 in Form 8-K filed with the SEC on February 6, 2014.

### Series C Convertible Preferred Stock

Effective January 29, 2014 the Board of Directors authorized the creation of 75 shares of a new Series C convertible preferred stock. Each share of Series C Preferred has the right to convert into 8,000 shares of the Company’s common stock and have a liquidation preference of \$200. Additionally, the Series C Preferred is allowed to cast a vote, on all matters that the Company’s shareholders are permitted to vote upon, equal to .7% of all outstanding securities that are eligible to vote at the time of such shareholder action for each share of Series C Preferred (.7% X 75 shares = 52.5% of total vote).

On January 31, 2014 the Company issued 75 shares of Series C Preferred Stock valued at \$24,000 to its Chief Executive Officer, Bill Hodson in exchange for a \$15,000 as stock based compensation to the Executive by the

Company. In addition the remaining \$9,000 was recorded as a loss on settlement of debt.

### Class A Common Stock

Effective February 3, 2014 the Board of Directors recommended, and the Company’s shareholders approved by written consent, the creation of 1,000,000 shares of Class A Common Stock. Each share of Class A Common Stock is entitled to convert into one (1) share of regular common stock at any time at the option of the holder and to cast two hundred (200) votes on all matters as to which holders of the common stock, voting together as a class, are entitled to vote.

On February 3, 2014 the Company issued 1,000,000 shares of Class A Common Stock valued at \$67,000 to its Chief Executive Officer, Bill Hodson in exchange for \$20,596 owed to the Executive by the Company. In addition, the \$4,404 was recorded as a stock based compensation and \$42,000 was recorded as a loss on settlement of debt.

On February 6, 2014 Bill Hodson converted his 1,000,000 shares of Class A Common Stock into 1,000,000 shares of regular Common Stock. Following the conversion the Class A Common Stock is no longer outstanding.

### Amendment of Articles of Incorporation

Effective February 3, 2014, following the enactment of the First Amendment, Article Eight of the Company’s Articles of Incorporation was amended to (i) increase the authorized common stock from 100,000,000 shares to 150,000,000 shares, and (ii) to permit the holders of the Corporation’s outstanding Preferred Stock voting together as a class to effect a change in the number of authorized shares of regular Common Stock or Series A Common Stock by amending the Articles of Incorporation without the affirmative vote, either separately or as a class, of the holders of regular Common Stock and Series A Common Stock.

As of June 30, 2014 and December 31, 2013, the Company had 139,470,340 and 86,807,868 shares of its common stock issued and outstanding, respectively.

As of June 30, 2014 and December 31, 2013, the Company had 0 shares of its Class A common stock issued and outstanding.

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As of June 30, 2014 and December 31, 2013, the Company had 134,724 and 0 shares of its series B preferred stock issued and outstanding, respectively.

As of June 30, 2014 and December 31, 2013, the Company had 75 and 0 shares of its series C preferred stock issued and outstanding, respectively.

Effective July 24, 2014, Article Eight of the Company's Articles of Incorporation was amended to increase the authorized common stock from 150,000,000 shares to 200,000,000 shares.

## Warrants

The following table summarizes the changes in warrants outstanding and related prices for the shares of the Company's common stock issued to shareholders at June 30, 2014:

| Exercise Price | Number Outstanding | Warrants Outstanding Weighted Average Remaining Contractual Life (years) | Weighted Average Exercise price | Number Exercisable | Warrants Exercisable Weighted Average Exercise Price |
|----------------|--------------------|--|---------------------------------|--------------------|--|
| 0.20           |                    |  |                                 |                    |  |
| \$ - 1.00      | 6,680,002          | 1.67   | \$ 0.90                         | 6,680,002          | \$ 0.90  |

Transactions involving the Company's warrant issuance are summarized as follows:

|                                  | Number of Shares | Weighted Average Price Per Share |
|----------------------------------|------------------|----------------------------------|
| Outstanding at December 31, 2012 | 5,805,002        | \$ 1.00                          |
| Issued                           | 875,000          | 0.20                             |
| Exercised                        | —                | —                                |
| Expired                          | —                | —                                |
| Outstanding at December 31, 2013 | 6,680,002        | \$ 0.90                          |
| Issued                           | —                | —                                |
| Exercised                        | —                | —                                |
| Expired                          | —                | —                                |
| Outstanding at June 30, 2014     | 6,680,002        | \$ 0.90                          |

## NOTE 11 - CONCENTRATIONS

The following table sets forth information as to each customer that accounted for 10% or more of the Company's revenues for the six months ended June 30, 2014 and 2013. At June 30, 2014, three customers accounted for 50% of the Company's total revenue. At June 30, 2013, four customers accounted for 63% of the Company's total revenue.

| Customer | Six Months Ended June 30, 2014 | Six Months Ended June 30, 2013 |
|----------|--------------------------------|--------------------------------|
| A        | 23%                            | 21%                            |
| B        | 14%                            | 15%                            |
| C        | 13%                            | 14%                            |

D - 13%

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For the six months ended June 30, 2014, the Company had two suppliers who accounted for approximately \$22,276 of their purchases used for production or approximately 38% of total purchases for the six months then ended. For the six months June 30, 2013, the Company had one supplier who accounted for approximately \$40,000 of their purchases used for production or approximately 81% of total purchases for the six months then ended.

NOTE 12 - SUBSEQUENT EVENTS

The Company evaluated subsequent events through the date the unaudited condensed consolidated financial statements were available to be issued as follows:

From July 1, 2014 through the filing of this date, the Company has issued an additional 2,800,000 shares of common stock for consulting services.

Effective July 24, 2014, Article Eight of the Company's Articles of Incorporation was amended to increase the authorized common stock from 150,000,000 shares to 200,000,000 shares.

Pursuant to the 8-K filed on August 14, 2014 on Form 8-K filed by the Registrant with the Securities and Exchange Commission on May 20, 2014, the Company reported that "on May 13, 2014 the Company completed the acquisition of a majority stake of Apple Rush Company, Inc., pursuant to a Memorandum of Understanding which the Company had disclosed on Form 8-K filed on March 10, 2014". Due to the complicated and difficult nature of the due diligence and other requirements to complete the transaction, the parties to the agreements have agreed to postpone the closing of the transaction. The Company believes the closing will occur on or about August 31, 2014. The Company believes that because the transaction was not completed, the requirement to consolidate any financial information of Apple Rush and to present historical audited financial statements of Apple Rush has not been met as of the date of this filing.

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Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operation

The following discussion and analysis should be read in conjunction with the accompanying unaudited condensed consolidated financial statements and related notes included elsewhere in this report. It contains forward-looking statements that reflect our future plans, estimates, beliefs and expected performance. The forward-looking statements are dependent upon events, risks and uncertainties that may be outside our control. Our actual results could differ materially from those discussed in these forward-looking statements.

Factors that could cause or contribute to such differences include, but are not limited to, market prices for natural gas and oil, economic and competitive conditions, capital expenditures and other uncertainties, as well as those factors discussed below, all of which are difficult to predict and which expressly qualify all subsequent oral and written forward-looking statements attributable to us or persons acting on our behalf. In light of these risks, uncertainties and assumptions, the forward-looking events discussed may not occur. We do not have any intention or obligation to update forward-looking statements included in this report after the date of this report, except as required by law.

INTRODUCTION

The following discussion and analysis summarizes the significant factors affecting: (i) our plan of operations for the six months ended June 30, 2014. This discussion and analysis should be read in conjunction with our consolidated financial statements and notes included in our Annual Report on Form 10-K for the year ended December 31, 2013.

EXECUTIVE SUMMARY

We are engaged in the sale and marketing of energy chew products. Our product delivers a blend of ingredients that provides an energy boost similar to a large cup of coffee, but is about the size of a Starburst candy. The product is not a gum; it dissolves quickly and is an alternative to drinks or shots.



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### Results of Operations

The financial information with respect to the three and six months ended June 30, 2014 and 2013 that is discussed below is unaudited. In the opinion of management, such information contains all adjustments, consisting only of normal recurring accruals, necessary for a fair presentation of the results for such periods. The results of operations for interim periods are not necessarily indicative of the results of operations for the full fiscal years.

### Company Overview for the six months ended June 30, 2014 and 2013

During the six months ended June 30, 2014, we incurred a net loss of \$3,290,855. During the six months ended June 30, 2013, we incurred a net loss of \$783,789. The increase in 2014 is primarily attributable to stock based compensation of \$1,751,184 as well as an increase of \$627,678 in interest expense.

### Comparison of the results of operations for the six months ended June 30, 2014 and 2013

**Sales.** During the six months ended June 30, 2014, sales of our products amounted to \$181,800, as compared to \$55,278 in the corresponding 2013 period, an increase of \$126,522 or 229%. The increase is primarily attributable to sales of new products to our Joint Venture partner, Hempwire and new distributor relationships. Hempwire continues to order new products, and we anticipate further growth through this partnership. Additionally, we are transitioning to a more direct sales model which involves our sales force having direct contact with retailers. We also anticipate online business increasing as a percent of LiveWire sales as we have released a new website.

### Costs and Expenses

**Cost of goods sold.** For the six months ended June 30, 2014, cost of goods sold was \$119,642 compared to \$31,247 for the six months ended June 30, 2013 an increase of \$88,395 or 283%. The increase in revenue had a direct effect on the cost of sales for the six month period ended June 30, 2014. In addition, we reclassified a portion of labor expense from General and Administration to cost of sales. This reclassification was done to better reflect the complete labor component of manufacturing our product, and we anticipate no further changes to the cost component going forward.

**Gross profit.** For the six months ended June 30, 2014, our gross profit was \$62,158 (34% of revenue) compared to a gross profit of \$24,031 (43% of revenue) for the six months ended June 30, 2013, an increase of \$38,127 or 159%. The decrease in gross margin was due to the reclassification of labor costs as mentioned above. Total Gross Profit dollars increased as a result of higher sales.

**General and Administrative.** During the six months ended June 30, 2014, general and administrative expenses amounted to \$2,289,012, as compared to \$649,634 in the corresponding 2013 period, an increase of \$1,639,378 or 252%. The increase in general and administrative expenses was due almost entirely to \$1,751,184 of stock based compensation in 2014 compared to \$60,000 in the corresponding period in 2013.

**Selling Costs.** During the six months ended June 30, 2014 and 2013, selling costs amounted to \$52,858 or 29% of sales and \$16,488 or 30% of sales respectively. The dollar increase in selling costs is attributable to sales expense as a percent of sales staying around 30% with higher sales volume.

**Depreciation.** During the six months ended June 30, 2014 and 2013, depreciation expense amounted to \$2,268 and \$3,797, respectively.



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Other expense. During the six months ended June 30, 2014 and 2013, other expense totaled \$216,563 and \$0 respectively. The increase is primarily due to the write off of subscription receivable totaling \$45,000, loss of settlement of debt totaling \$24,000, and the issuance of common stock at a discount totaling \$80,600.

Interest expense. During the six months ended June 30, 2014 interest expense increased to \$639,756 from \$12,078 during the same period in 2013, an increase of \$627,678. The primary increase is due to the issuance of shares recorded as interest totaling \$614,200 in the first quarter of 2014

Loss on settlement of debt. During the six months ended June 30, 2014 and 2013, loss on settlement of debt totaled \$36,988 and \$0 respectively. The increase relates to the Company settling debts by issuing shares of common and preferred stock as well as the forgiveness of approximately \$45,000 in convertible debt.

Gain on change in fair value of derivative liability. As described in our accompanying unaudited condensed consolidated financial statements, we issued convertible notes with certain conversion features that have certain reset provisions. All of which, we are required to bifurcate from the host financial instrument and mark to market each reporting period. We recorded the initial fair value of the reset provision as a liability with an offset to equity or debt discount and subsequently mark to market the reset provision liability at each reporting cycle.

For the six months ended June 30, 2014 and 2013, we recorded a gain of \$0 in change in fair value of the derivative liability including initial non-cash interest as compared to \$65,544 for the same period in the previous year. Also, the Company amortized beneficial conversion feature expense on convertible notes of \$115,768 during the six months ended June 30, 2014 as compared to \$191,367 for the same period in the previous year.

### Company Overview for the three months ended June 30, 2014 and 2013

During the three months ended June 30, 2014, we incurred a net loss of \$473,591. During the three months ended June 30, 2013, we incurred a net loss of \$502,913. While revenues were up substantially in 2014, there were additional expenses including non-cash expenses that led to a greater loss in 2014

### Comparison of the results of operations for the three months ended June 30, 2014 and 2013

Sales. During the three months ended June 30, 2014, sales of our products amounted to \$118,766, as compared to \$37,490 in the corresponding 2013 period. The increase is primarily attributable to finalizing the education process with new distributors. The company signed several new distributors in the fourth quarter of 2013, but due to the amount of time required for new distributors to become fully educated on the product line, it can take up to 30 days before the company will start receiving purchase orders. The first quarter of 2014, the Company received purchase orders from several of the aforementioned distributors that are now offering LiveWire product in five new territories.

### Costs and Expenses

Cost of goods sold. For the three months ended June 30, 2014, cost of goods sold was \$101,193 compared to \$22,950 for the three months ended June 30, 2013. The increase in revenue had a direct effect on the cost of sales for the three month period ended June 30, 2014.

Gross profit. For the three months ended June 30, 2104, our gross profit was \$17,573 (15% of revenue) compared to a gross profit of \$14,540 (39% of revenue) for the three months ended June 30, 2013. The increase in our gross profit relates to the streamlining of manufacturing and production as well as the Company's concentration on bulk sales which requires less packaging and in turn increases gross profit.



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**General and Administrative.** During the three months ended June 30, 2014, general and administrative expenses amounted to \$213,632, as compared to \$416,469 in the corresponding 2013 period. The decrease in general and administrative expenses was a result of the reclassification of some direct labor expenses into cost of sales.

**Selling Costs.** During the three months ended June 30, 2014 and 2013, selling costs amounted to \$33,606 and \$2,737, respectively. The increase in selling costs is attributed to developing packaging and sales materials for all sales channels as well as an increase in advertising and promotions to stimulate sales growth.

**Depreciation.** During the three months ended June 30, 2014 and 2013, depreciation expense amounted to \$377 and \$1,899, respectively.

**Other expense.** During the three months ended June 30, 2014 and 2013, other expense totaled \$216,563 and \$0 respectively. The increase is primarily due to the write off of subscription receivable totaling \$45,000, loss of settlement of debt totaling \$24,000, and the issuance of common stock at a discount totaling \$80,600.

**Interest expenses.** During the three months ended June 30, 2014 and 2013, finance expenses were \$16,546 and \$7,178, respectively. The increase in financing expense is the result of additional borrowings during the quarter as described above.

**Gain on settlement of debt.** During the three months ended June 30, 2014 and 2013, gain on settlement of debt totaled \$63,200 and \$0 respectively. The increase is a result of debt that was settled in exchange for stock during the June 2014 quarter. This did not happen in the three month period ended June 30, 2013.

**Gain on change in fair value of derivative liability.** As described in our accompanying unaudited condensed consolidated financial statements, we issued convertible notes with certain conversion features that have certain reset provisions. All of which, we are required to bifurcate from the host financial instrument and mark to market each reporting period. We recorded the initial fair value of the reset provision as a liability with an offset to equity or debt discount and subsequently mark to market the reset provision liability at each reporting cycle.

For the three months ended June 30, 2014 and 2013, we recorded a gain of \$0 in change in fair value of the derivative liability including initial non-cash interest as compared to \$22,777 for the same period in the previous year. Also, the Company amortized beneficial conversion feature expense on convertible notes of \$73,640 during the three months ended June 30, 2014 as compared to \$111,947 for the same period in the previous year.

## Going Concern

We have an accumulated deficit of \$7,241,786 and our current liabilities exceeded our current assets by \$265,558 as of June 30, 2014. We may require additional funding to sustain our operations and satisfy our contractual obligations for our planned operations. Our ability to establish the Company as a going concern may be dependent upon our ability to obtain additional funding in order to finance our planned operations.

## Plan of Operations

For the remainder of fiscal 2014, we will focus on two business opportunities which we feel will maximize value to our shareholders. First, we plan to continue to increase the distribution of the LiveWire Caffeine Chew through the transition to a direct sales model from a distribution model. To support our direct sales effort, we plan to explore both traditional, electronic and on-site marketing as our resources allow. Second, we plan to expand our product offerings through our HempWire Joint Venture. We have been growing quickly, and have raised capital as necessary, however, our marketing plans are still limited by the amount of capital available to us.



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We have seen increases in revenues in each of our last four quarters and have added new partnerships that should give us additional traction in key parts of the country. We expect revenues to continue in a strong growth pattern as sales create excitement for our brand and inquiries increase on a daily basis.

We invite all interested parties to visit our new corporate website ([www.livewireergogenics.com](http://www.livewireergogenics.com)) to remain apprised of corporate updates.

## Liquidity and Capital Resources

During the six months ended June 30, 2014, our cash flows from operations were not sufficient for us to meet our operating commitments. Our cash flows from operations continue to be, and are expected to continue to be, insufficient to meet our operating commitments throughout the remainder of the fiscal year ending December 31, 2014.

Working Capital. As of June 30, 2014, we had a working capital deficit of \$265,558 and cash of \$6,705, while at December 31, 2013 we had a working capital deficit of \$772,935 and cash of \$8,342. The decrease in our working capital deficit is primarily attributable to the decrease in convertible debentures.

Cash Flow. Net cash used in or provided by operating, investing and financing activities for the six months ended June 30, 2014 and 2013 were as follows:

|   | Six Months Ended<br>March 31, |              |
|---|-------------------------------|--------------|
|   | 2014                          | 2013         |
| Net cash used in operating activities     | \$ (588,007)                  | \$ (269,178) |
| Net cash used in investing activities     | \$ (28,430)                   | \$ -         |
| Net cash provided by financing activities | \$ 614,800                    | \$ 267,068   |

Net Cash Used in Operating Activities. The changes in net cash used in operating activities are attributable to our net loss adjusted for non-cash charges as presented in the unaudited condensed consolidated statements of cash flows and changes in working capital as discussed above.

Net Cash Provided by Investing Activities. Net cash provided by investing activities relates to the purchase of equipment, as well as payments towards security deposits.

Net Cash Provided by Financing Activities. Net cash provided by financing activities relates primarily to cash received from the issuance of convertible notes payable and cash received from the issuance of shares offset by the repayment of shareholder loan and a partial payment of a note payable.

## Off-Balance Sheet Arrangements

We do not have off-balance sheet arrangements.

## Critical Accounting Policies and Estimates

Our unaudited condensed consolidated financial statements have been prepared by management in accordance with U.S. GAAP.





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### Inflation

The effect of inflation on the Company's revenue and operating results was not significant.

### Recently Issued Accounting Pronouncements

The Company has evaluated recent accounting pronouncements issued by the FASB (including its Emerging Issues Task Force), the AICPA and the SEC and we have not identified any that would have a material impact on the Company's financial position, or statements.

## ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

As a "smaller reporting company" as defined by Item 10 of Regulation S-K, the Company is not required to provide information required by this Item.

## ITEM 4. CONTROLS AND PROCEDURES

### Evaluation of Disclosure Controls and Procedures

Our Principal Executive Officer and Principal Accounting Officer have carried out an evaluation of the effectiveness of our disclosure, controls and procedures. Based upon that evaluation, our Principal Executive Officer and Principal Accounting Officer concluded that as of the end of the period covered by this report, our disclosures, controls and procedures are not effective to ensure that information required to be disclosed in reports filed under the Securities Exchange Act of 1934, as amended, is recorded, processed, summarized and reported within the time periods specified in Securities and Exchange Commission rules and forms. During the most recently completed six months ended June 30, 2014, there has been no significant change in the Company's internal control over financial reporting that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

We do not have an independent body to oversee our internal control over financial reporting and lack segregation of duties due to the limited nature and resources of the Company.

In light of these material weaknesses, we performed additional analysis and procedures in order to conclude that our financial statements included in this report were fairly stated in accordance with accounting principles generally accepted in the United States. Accordingly, we believe that despite our material weaknesses, our financial statements included in this report are fairly stated, in all material respects, in accordance with United States generally accepted accounting principles.

We plan to rectify these weaknesses by implementing an independent board of directors and hiring additional accounting personnel once we have additional resources to do so. We have also hired a new financial consultant who possesses additional financial reporting experience to assist the Company in future filings.

### Changes in Internal Control over Financial Reporting

Our management, with the participation the Principal Executive Officer and Principal Accounting Officer performed an evaluation as to whether any change in our internal controls over financial reporting occurred during the six months ended June 30, 2014. Based on that evaluation, the Company's Principal Executive Officer and Principal Accounting Officer concluded that no change occurred in the Company's internal control over financial reporting during the six months ended June 30, 2014 that has materially affected, or is reasonably likely to materially affect, the Company's internal controls over financial reporting.



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PART II-OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

None.

ITEM 1A. RISK FACTORS.

As a “smaller reporting company” as defined by Item 10 of Regulation S-K, the Company is not required to provide information required by this Item.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

None

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

ITEM 5. OTHER INFORMATION

None.

ITEM 6. EXHIBITS

| Exhibit No. | Description of Exhibits |
|-------------|-------------------------|
|-------------|-------------------------|

|             |   |
|-------------|---|
| <u>31.1</u> | <u>Section 302 Certification of Principal Executive Officer+</u>                                  |
| <u>31.2</u> | <u>Section 302 Certification of Principal Financial Officer+</u>                                  |
| <u>32.1</u> | <u>Section 906 Certification of Principal Executive Officer and Principal Financial Officer +</u> |
| 101.INS     | XBRL Instance Document *  |
| 101.SCH     | XBRL Taxonomy Extension Schema Document *   |
| 101.CAL     | XBRL Taxonomy Calculation Linkbase Document *   |
| 101.LAB     | XBRL Taxonomy Labels Linkbase Document *  |
| 101.PRE     | XBRL Taxonomy Presentation Linkbase Document *  |
| 101.DEF     | XBRL Definition Linkbase Document *   |

+filed herewith

\* submitted herewith



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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

LIVEWIRE ERGOGENICS, INC.

August 19, 2014

By: /s/ Bill Hodson  
Bill Hodson  
Chief Executive Officer, Treasurer,  
Principal Accounting Officer