

CarSmartt, Inc.

15c2-11 Documentation

March 31, 2018

CarSmartt, Inc.

INFORMATION STATEMENT

**For Broker-Dealer Due Diligence
Pursuant to Rule 15c2-11
under the Securities Exchange Act of 1934**

March 31, 2018

(Date of this Information Statement)

CarSmartt, Inc.

(Exact name of issuer as specified in its charter)

NEVADA

(State of other jurisdiction of
incorporation or organization)

81-4837535

Federal ID Number

228 Hamilton Ave.

3rd Floor

Palo Alto, California

(Address of Principal Executive Office)

94301

(Zip Code)

The number of shares outstanding of each of the Registrant's classes of common equity,
as of the date of this Information Statement, are as follows:

Common Stock, \$0.00001 par value

(Class of Securities Quoted)

414,265,001

(Number of Shares Outstanding)

14575N 105

(CUSIP Number)

CarSmartt, Inc.
Information and Disclosure Statement

March 31, 2018

All information furnished herein has been prepared from the books and records of CarSmartt, Inc. in accordance with rule 15c2-11 (a) (5) promulgated under the Securities and Exchange Act of 1934, as amended, and is intended as information to be used by security Broker-Dealers.

No Dealer, salesman or any other person has been authorized to give any information or to make any representations not contained herein in connection with CarSmartt, Inc. any representations not contained herein, must not be relied upon as having been made or authorized Toron, Inc.

Delivery of this information and disclosure statement does not imply that the information contained herein is correct as of any time subsequent to the date first written above.

CURRENT INFORMATION REGARDING

CarSmartt, Inc.

A Nevada corporation

The following information is furnished to assist with "due diligence" compliance. The information is furnished pursuant to Rule 15c2-11 promulgated by the Securities and Exchange Commission under the Securities Exchange Act of 1934, as amended: The items and attachments generally follow the format set forth in Rule 15c2-11.

1. Exact name of Company and its predecessor (If any)

The exact name of the issuer is CarSmartt, Inc. (herein sometimes called the "Company" or the "Issuer").

We were incorporated as Cynergi Holdings, Inc., on February 27, 2007, in the State of Nevada for the purpose of is the acquisition and exploration of mineral resource. On January 16, 2009, the company changed its name to Sports Supplement Group, Inc to reflect a change in direction. On January 17, 2017, we entered into the Exchange Agreement with Luthor Web Development, Inc., a Florida corporation ("LWD"), whereby we acquired all of the issued and outstanding common stock of LWD. On January 17, 2017, LWD transferred all of its assets and liabilities to LWD Acquisition, Inc., our wholly owned subsidiary.

2. Address of its principal executive offices

A. Company Headquarters

228 Hamilton Ave
3rd floor
Palo Alto, CA 94301

Phone: 650-460-7416
Email: info@carsmartt.com
Website: www.carsmartt.com

B. Investor Relations Contact

CarSmartt,Inc
228 Hamilton av
3rd floor
Palo Alto, CA 94301

Phone: 650-460-7416
Email: ir@carsmartt.com
Website: ir.carsmartt.com

3. Security Information

A. The Company's Amended Articles of Incorporation authorize it to issue up to One Billion Two Hundred Fifty Million (1,250,000,000) share, of which all shares are common stock, with a par value of one-thousandth of one cent (\$0.0001) per share.

Trading Symbol:	SRSP
Exact Title & Class of Securities Outstanding:	Common
CUSIP:	14575N 105
Par or Stated Value:	\$0.00001 per Share
Total Shares Authorized (as of March 31, 2018)	1,250,000,000
Total Shares Outstanding (as of March 31, 2018)	414,265,001

B. Transfer Agent

Empire Stock Transfer
1859 Whitney Mesa Dr.
Henderson, NV 89014
(702) 818-5898 Tel
(702) 974-1444 fax
info@empirestock.com

The transfer agent is registered under the Exchange Act.

C. List Any Restrictions on the Transfer of the Securities

None.

D. Describe Any Trading Suspension Orders Issued by the SEC in the Past 12 Months

None.

E. List Any Stock Split, Stock Dividend, Recapitalization, Merger, Acquisition, Spin-Off or Reorganization either Currently Anticipated or that Occurred within the Past 12 Months.

On August 23, 2016, Barton Hollow, LLC (“Barton Hollow”), a Nevada limited liability company, and stockholder of the Issuer, filed an Application for Appointment of Custodian pursuant to Section 78.347 of the Act in the District Court for Clark County, Nevada. Barton Hollow was subsequently appointed custodian of the Issuer by Order of the Court on January 26, 2016 (the “Order”). In accordance with the provisions of the Order, Barton Hollow thereafter moved to: (a) reinstate the Issuer with the State of Nevada; (b) provide for the election of interim officers and directors; and (c) call and

hold a stockholder meeting. In addition, Barton Hollow elected Adam S. Tracy as the lone director and officer of the Issuer.

Subsequently, on January 17, 2017, the Custodian, together with the Issuer's lone director caused the Issuer to enter into an Agreement and Plan of Merger with Luthor Web Development, Inc ("LWD"), a Florida corporation (the "Merger Agreement"). Concomitant therewith, and as a condition precedent to closing of the contemplated merger transaction, the Custodian and director of the Issuer caused Roy Capasso to be named the Issuer's sole Director and Officer, at which time Mr. Tracy resigned. On January 25, 2017, the final Merger was closed between the Company and Luthor Web Development, Inc. ("LWD").

The Merger was originally designed as a reverse subsidiary merger pursuant to Section 368(a)(2)(E) of the Internal Revenue Code. That is, upon closing, the original plan was that LWD was going to merge into a newly-created Nevada subsidiary corporation called LWD Acquisition, Inc., which was to be created especially for this purpose. However, the parties elected to consummate the Merger without creating the acquisition sub, therefore, on January 25, 2017, LWD merged into the Company, with the members of LWD receiving shares of the common stock of the Issuer as consideration therefor. In exchange, the Company received 100% of the issued and outstanding shares in LWD. LWD survives as a wholly owned subsidiary of the Company.

On March 20, 2017, a Notice of Special Meeting Shareholder was sent to the shareholders where the following items were to be voted: (1) The election of the following nominee(s) to serve as the directors of the Company until the next meeting of its Stockholders: Roy Capasso, Vito M. Visconti, and Diego Visconti as Directors of the Company; and (2) To transact any other business as may properly come before the Special Meeting or any adjournment(s) thereof. The record date of the hearing was April 3, 2017. On March 28, 2017, the Company filed with FINRA to change the company name to CarSmartt, Inc. and requested a symbol change. FINRA has approved these corporate actions and the Company name has changed to CarSmartt, Inc.

On May 9, 2017, following the special meeting of the Issuer's Stockholders, Barton Hollow filed a Motion to Discharge Custodianship and Issue Final Order in the District Court and on May 23, 2017, that Motion was granted and the District Court issued an Order discharging the custodianship. As of March 31, 2018, the Company decided to convert the outstanding liabilities to equity, due to the creditors insolvent and/or collectability. The amount of liability converted

to stock was approximately of \$60,000. The Company pass through the balance to its stockholders.

4. Issuance History.

As of the date of this Information Statement, there are **414,265,001** shares of the Company's common stock issued and outstanding.

During the preceding two (2) years, the Company has issued the following securities:

On January 25, 2017, we issued 325,000,000 shares of our common stock to The Joker Group, Inc., a Florida corporation. The control person for The Joker Group, Inc is Vito M. Visconti, our Chief Operating Officer.

On June 15, 2017, we issued 32,000,000 shares under 3(a)(10) in settlement of claims under a lawsuit filed against the Company on May 26, 2017 in the Circuit Court of Sarasota, Florida, Case No. 2017-CA-2681-NC. The 32,000,000 shares were issued without restricted legend per the terms of a Settlement Agreement under 3(a)(1) dated June 5, 2017 and a Court Order dated June 9, 2017.

5. Financial Statements

See Exhibits.

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

A. Description of the Issuer's Business Operations

CarSmartt, Inc. (hereinafter "Sports Supplement" or the "Company") is engaged in the development of different IT projects included CarSmartt.Com. LWD currently has offices in Palo Alto, California and Miami, Florida.

Date and State (or Jurisdiction) of Incorporation

The Company was originally incorporated February 27, 2007 in the State of Nevada under the name Cynergi Holdings, Inc.

B. The Issuer's Primary and Secondary SIC Code:

Primary: 7372

Secondary: 7373

C. The Issuers Fiscal Year End

March 31

D. The Issuer's Principal Products or Services, and Their Markets.

CarSmartt, Inc. is the developer and owner of the revolutionary software application called CARSMARTT.COM a ride sharing concept located in Palo Alto CA. (Silicon Valley). At CarSmartt we aim to make long distance travel safer and more affordable, while connecting people along the way.

7. Describe the Issuer's Facilities.

The Company leases approximately 1,500 sq. feet of office space at 228 Hamilton Ave, Palo Alto, California 94301.

8. Officers, Directors and Control Persons.

A. Names of Officers, Directors and Control Persons

The following table sets forth certain information furnished by the following persons, or their representatives, regarding the ownership of the Common Shares of the Company as of the date of this report, by (i) each person known to the Company to be the beneficial owner of more than 5% of the outstanding shares of Common Stock, (ii) each of the Company's executive officers and directors, and (iii) all of the Company's executive officers and directors as a group. Unless otherwise indicated, the named person is deemed to be the sole beneficial owner of the shares.

Name of Beneficial Owner

	Number of Shares	Percent
The Joker Group, Inc. (1)	325,000,000	78.5%
Total Officer and Directors [1 persons]:	325,000,000	78.5%

(1) The control person for The Joker Group, Inc is Vito M. Visconti our COO.

B. Legal/Disciplinary History.

Please identify whether any of the foregoing persons have, in the last five years, been the subject of:

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

None.

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

None.

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

None.

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

None.

C. Beneficial Shareholders.

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

<u>Name</u>	<u>Address</u>	<u>No. of Shares</u>	<u>%</u>
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The Joker Group, Inc. (1)	5246 SW 8 th Street, Suite 204F Miami, FL 33144	325,000,000	78.5%
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(1) The control person for The Joker Group, Inc is Vito M. Visconti our COO.

9. Third Party Providers

A. Legal Counsel

Matheu J.W. Stout Esq.
400 E Pratt St. 8 floor
Baltimore MD 21202

B. Accountant or Auditor

Weinstein & Co.
17 Kissufim Street
Jerusalem, 9123101
Israel

C. Investor Relations Consultant

CarSmartt Inc.
228 Hamilton av.
3rd floor
Palo Alto, CA 94301
(650) 460-7416

D. Other Advisor

10. Issuer Certification

I, Roy Capasso, certify that:

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

CarSmartt, Inc.



Date: April 24, 2018
Roy Capasso - PRESIDENT AND CHIEF
EXECUTIVE OFFICER

EXHIBITS

The following documents are attached hereto as exhibits and are incorporated herein.

ATTACHMENT

DESCRIPTION

- | | |
|----|---|
| A. | Financial Statements for the Quarter Ending March 31, 2018. |
|----|---|

Luthor Web Development

Balance Sheet

As of March 31, 2018

	Total
ASSETS	
Current Assets	
Bank Accounts	
BUSINESS CHECKING (4296)	247,74
PayPal Bank	0,00
Total Bank Accounts	\$ 247,74
Other Current Assets	
Computer asset	2.300,00
Due from SRSP	64.440,00
Total Other Current Assets	\$ 66.740,00
Total Current Assets	\$ 66.987,74
TOTAL ASSETS	\$ 66.987,74
LIABILITIES AND EQUITY	
Liabilities	
Current Liabilities	
Other Current Liabilities	
Loan Payable	94.528,87
Total Other Current Liabilities	\$ 94.528,87
Total Current Liabilities	\$ 94.528,87
Long-Term Liabilities	
Escrow	45.699,00
Total Long-Term Liabilities	\$ 45.699,00
Total Liabilities	\$ 140.227,87
Equity	
Capital Stock	100,00
Retained Earnings	-72.812,41
Net Income	-527,72
Total Equity	-\$ 73.240,13
TOTAL LIABILITIES AND EQUITY	\$ 66.987,74

Luthor Web Development	
Profit and Loss	
January - March, 2018	
	Total
Income	
Loan from Vito Visconti	6.460,00
Restricted stock sold	700,00
Total Income	\$ 7.160,00
Gross Profit	\$ 7.160,00
Expenses	
Advertising & Marketing	870,15
Bank Charges & Fees	305,00
Car & Truck	15,00
Contractors	2.400,00
Legal & Professional Services	20,00
Office Supplies & Software	551,72
Rent & Lease	2.168,00
Taxes & Licenses	1.175,00
Travel	59,00
Utilities	123,85
Total Expenses	\$ 7.687,72
Net Operating Income	-\$ 527,72
Net Income	-\$ 527,72

Luthor Web Development

Statement of Cash Flows

January - March, 2018

	Total
OPERATING ACTIVITIES	
Net Income	-527,72
Adjustments to reconcile Net Income to Net Cash provided by operations:	
Due from SRSP	-6.199,00
Total Adjustments to reconcile Net Income to Net Cash provided by operations:	-\$ 6.199,00
Net cash provided by operating activities	-\$ 6.726,72
FINANCING ACTIVITIES	
Retained Earnings	6.450,00
Net cash provided by financing activities	\$ 6.450,00
Net cash increase for period	-\$ 276,72
Cash at beginning of period	524,46
Cash at end of period	\$ 247,74

NOTES TO FINANCIAL STATEMENTS

Note 1. Organization, History and Business

CarSmartt, Inc. ("the Company") was incorporated in Nevada on February 27, 2007.

Note 2. Summary of Significant Accounting Policies Revenue Recognition

Revenue is derived from contracts with our consumers. Revenue is recognized in accordance with ASC 605. As such, the Company identifies performance obligations and recognizes revenue over the period through which the Company satisfies these obligations. Any contracts that by nature cannot be broken down by specific performance criteria will recognize revenue on a straight line basis over the contractual term of period of the contract.

Accounts Receivable

Accounts receivable is reported at the customers' outstanding balances, less any allowance for doubtful accounts. Interest is not accrued on overdue accounts receivable.

Allowance for Doubtful Accounts

An allowance for doubtful accounts on accounts receivable is charged to operations in amounts sufficient to maintain the allowance for uncollectible accounts at a level management believes is adequate to cover any probable losses. Management determines the adequacy of the allowance based on historical write-off percentages and information collected from individual customers. Accounts receivable are charged off against the allowance when collectability is determined to be permanently impaired.

Stock Based Compensation

When applicable, the Company will account for stock-based payments to employees in accordance with ASC 718, "Stock Compensation" ("ASC 718"). Stock-based payments to employees include grants of stock, grants of stock options and issuance of warrants that are recognized in the consolidated statement of operations based on their fair values at the date of grant.

The Company accounts for stock-based payments to non-employees in accordance with ASC 505-

50, "Equity-Based Payments to Non-Employees." Stock-based payments to non-employees include grants of stock, grants of stock options and issuances of warrants that are recognized in the consolidated statement of operations based on the value of the vested portion of the award over the requisite service period as measured at its then-current fair value as of each financial reporting date.

The Company calculates the fair value of option grants and warrant issuances utilizing the Binomial pricing model. The amount of stock-based compensation recognized during a period is based on the value of the portion of the awards that are ultimately expected to vest. ASC 718 requires forfeitures to be estimated at the time stock options are granted and warrants are issued to employees and non-employees, and revised, if necessary, in subsequent periods if actual forfeitures differ from those estimates. The term "forfeitures" is distinct from "cancellations" or "expirations" and represents only the unvested portion of the surrendered stock option or warrant. The Company estimates forfeiture rates for all unvested awards when calculating the expense for the period. In estimating the forfeiture rate, the Company monitors both stock option and warrant exercises as well as employee termination patterns. The resulting stock-based compensation expense for both employee and non-employee awards is generally recognized on a straight-line basis over the period in which the Company expects to receive the benefit, which is generally the vesting period.

Loss per Share

The Company reports earnings (loss) per share in accordance with ASC Topic 260-10, "Earnings per Share." Basic earnings (loss) per share is computed by dividing income (loss) available to common shareholders by the weighted average number of common shares available. Diluted earnings (loss) per share is computed similar to basic earnings (loss) per share except that the denominator is increased to include the number of additional common shares that would have been outstanding if the potential common shares had been issued and if the additional common shares were dilutive. Diluted earnings (loss) per share has not been presented since there are no dilutive securities.

Cash and Cash Equivalents

For purpose of the statements of cash flows, the Company considers cash and cash equivalents to include all stable, highly liquid investments with maturities of three months or less.

Concentration of Credit Risk

The Company primarily transacts its business with one financial institution. The amount on deposit in that one institution may from time to time exceed the federally-insured limit.

Depreciation

Equipment is stated at cost less accumulated depreciation. Major improvements are capitalized while minor replacements, maintenance and repairs are charged to current operations. Depreciation is computed by applying the straight-line method over the estimated useful lives, which are generally three to five years.

Use of Estimates

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

Business segments

ASC 280, "*Segment Reporting*" requires use of the "*management approach*" model for segment reporting. The management approach model is based on the way a company's management organizes segments within the company for making operating decisions and assessing performance. The Company determined it has one operating segment as of March 31, 2017.

Income Taxes

The Company accounts for its income taxes under the provisions of ASC Topic 740, "Income Taxes." The method of accounting for income taxes under ASC 740 is an asset and liability method. The asset and liability method requires the recognition of deferred tax liabilities and assets for the expected future tax consequences of temporary differences between tax bases and financial reporting bases of other assets and liabilities.

Recent Accounting Pronouncements

The Company continually assesses any new accounting pronouncements to determine their applicability to the Company. Where it is determined that a new accounting pronouncement affects the Company's financial reporting, the Company undertakes a study to determine the consequence of the change to its financial statements and assures that there are proper controls in place to ascertain that the Company's financials properly reflect the change. The Company currently does not have any recent accounting pronouncements that they are studying and feel may be applicable.

Note 3. Income Taxes

Deferred income tax assets and liabilities are computed annually for differences between financial statement and

tax bases of assets and liabilities that will result in taxable or deductible amounts in the future based on enacted tax laws and rates applicable to the periods in which the differences are expected to affect taxable income. Valuation allowances are established when necessary to reduce deferred tax assets to the amount expected to be realized. Income tax expense is the tax payable or refundable for the period plus or minus the change during the period in deferred tax. The Company adopted the provisions of ASC 740-10-50, formerly FIN 48, and "Accounting for Uncertainty in Income Taxes". The Company had no material unrecognized income tax assets or liabilities as of March 31, 2018.

The Company's policy regarding income tax interest and penalties is to expense those items as general and administrative expense but to identify them for tax purposes. During the period ending March 31, 2018 there were no income tax, or related interest and penalty items in the income statement, or liabilities on the balance sheet. The Company files income tax returns in the U.S. federal jurisdiction and Nevada state jurisdiction.

Note 4. Related Party Transactions

None.

Note 5. Stockholders' Equity Common Stock

The holders of the Company's common stock are entitled to one vote per share of common stock held. As of March 31, 2018, the Company had **414,265,001** shares issued and outstanding.

Note 6. Commitments and Contingencies

Commitments: 0 0

414,265,001

The Company currently has no long term commitments as of our balance sheet date.

Contingencies:

None as of our balance sheet date.

Note 7. Net Income (Loss) Per Share

We compute net income (loss) per share in accordance with SFAS 128, "Earnings per Share". Basic net income (loss) per share is computed by dividing net income attributable to common stockholders (numerator) by the weighted average number of common shares outstanding (denominator) during the period. Diluted net income per share gives effect to all dilutive potential common shares outstanding during the period including stock options and warrants using the treasury stock method and preferred stock using the as-if-converted method.

Note 8. Notes Payable/ Liabilities

Notes payable consist of the following for the periods ended March 31, 2018;

Total Notes Payable 0.00

Note 9. Going Concern

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. Currently, the Company has limited operating history and has incurred operating losses, and as of the period ending March 31, 2018 the Company had a working capital deficit and an accumulated deficit.

These factors raise substantial doubt about the Company's ability to continue as a going concern. Management believes that the Company's capital requirements will depend on many factors including the success of the Company's development efforts and its efforts to raise capital. Management also believes the Company needs to raise additional capital for working capital purposes. There is no assurance that such financing will be available in the future. The conditions described above raise substantial doubt about our ability to continue as a going

concern. The financial statements of the Company do not include any adjustments relating to the recoverability and classification of recorded assets, or the amounts and classifications of liabilities that might be necessary should the Company be unable to continue as a going concern.

Note 10. Events

On May 9, 2017, following the special meeting of the Issuer's Stockholders, Barton Hollow filed a Motion to Discharge Custodianship and Issue Final Order. On May 23, 2017, the District Court granted the Motion and the custodianship was discharged.

On March 28, 2017, the Company filed with FINRA to change the company name to CarSmartt, Inc. and requested a symbol change. FINRA has approved these corporate actions on 02/14/2018 and the Company name has changed to CarSmartt, Inc.