CANNABIS SCIENCE, INC.
Form 10-Q
May 15, 2009

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

(Mark One)

[X]QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended March 31, 2009

OR

[ ]TRANSITION REPORT UNDER SECTION 13 OF 15(d) OF THE EXCHANGE ACT OF 1934

From the transition period from ___________ to ____________.

Commission File Number 000-51750

CANNABIS SCIENCE, INC.
(Exact name of small business issuer as specified in its charter)

Nevada	91-1869677
(State or other jurisdiction of incorporation or organization)	(IRS Employer Identification No.)

4310 Wiley Post Road, Suite 201
Addison, Texas 75001
(Address of principal executive offices)

(972) 788-4500
(Issuer's telephone number)

GULF ONSHORE, INC.
(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) filed all reports required to be filed by Section 13 or 15(d) of 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 [X] No [ ].

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of “large accelerated filer,” “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act:

Large Accelerated Filer [ ]	Accelerated Filer [ ]
Non-Accelerated Filer [ ].	Smaller Reporting Company [X]

Indicate by a check mark whether the company is a shell company (as defined by Rule 12b-2 of the Exchange Act: Yes [ ] No [X].

As of May 15, 2009, there were 14,687,279 shares of Common Stock of the issuer outstanding.

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CANNABIS SCIENCE, INC.
(A Development Stage Company)
Consolidated Balance Sheets

	March 31, 2009 (Unaudited)	December 31, 2008 (Audited)
Assets		
Current Assets:		
Cash	$ 849	$ 580
		-
Total Current Assets	849	580
Fixed assets:		
Equipment	3,000	2,000
Less: Accumulated Depreciation	(533)	(433)
Total Fixed Assets	2,467	1,567
Other Assets:		
Goodwill (Note 11)	524,000	-
		-
Total Other Assets	524,000	-
Total Assets	$ 527,316	$ 2,147
Liabilities and Shareholders' Equity/(Deficit)		
Current Liabilities:		
Accounts Payable	$ 339,166	$ 359,179
Accrued Expenses	41,914	45,415
Accrued Interest Payable to Affiliate	156,005	136,346
Loan Payable to Affiliate	814,742	814,742
Line-of-Credit to Affiliate	45,438	(3,031)
Total Liabilities (All Current)	1,397,265	1,352,651
Commitments and Contigencies (Note 8)	-	-
Shareholders' Equity/(Deficit):		
Common Stock, $.001 par value, 30,000,000 shares authorized, 14,687,279 and 12,597,279 shares issued and outstanding respectively	14,687	12,597
Additional Paid in Capital	48,671,693	48,148,783
Accumulated Deficit	(49,556,329)	(49,511,884)
Total Shareholders' Equity/(Deficit)	(869,949)	(1,350,504)
Total Liabilities and Shareholder' Equity/(Deficit)	$ 527,316	$ 2,147

See accompanying summary of accounting policies and notes to consolidated financial statements.

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CANNABIS SCIENCE, INC.
(A Development Stage Company)
Consolidated Statements of Operations
For the Three Ended March 31, 2009 and 2008
And the Period from January 27, 2005 (inception) to March 31, 2009
(Unaudited)

	Three Months Ended		Period from January January 27, 2005 (inception) to
	March 31, 2009	March 31, 2008	March 31, 2009
OIL & GAS OPERATIONS:			
Oil & Gas Revenues	$ 0	$ 46,689	$ 459,652
Lease Operating Expenses	0	13,884	230,164
Gross Profit	0	32,805	229,488
OTHER EXPENSES:			
Professional Fees	24,123	52,116	31,215,085
Technology License Royalties	0	0	160,417
Impairment of Oil & Gas Leases	0	0	7,486,000
Net Gain on Settlement of Liabilities	0	(6,285,651)	(5,935,451)
General and Administrative	663	67,847	15,789,018
Total Operating Expenses	24,786	(6,165,688)	48,715,069
OPERATING INCOME (LOSS)	(24,786)	6,198,493	(48,485,581)
Other Income (Expense):			
Other Income	0	0	1,439
Beneficial Conversion Feature	0	0	(1,098,992)
Gain on Settlement of Debt	0	0	117,950
Interest Expense	(19,659)	0	(91,145)
Total Other Income (Expense)	(19,659)	0	(1,070,748)
NET INCOME (LOSS)	$ (44,445)	$ 6,198,493	$ (49,556,329)
Basic and Diluted Earnings per Share	$ (0.00)	$ 4.67	
Basic and Diluted Earnings per Share	$ (0.00)	$ 4.61	
Weighted Average Shares Outstanding: Basic	14,687,261	1,327,261	
Weighted Average Shares Outstanding: Diluted	NA	1,345,261	

See accompanying summary of accounting policies and notes to consolidated financial statements.

CANNABIS SCIENCE, INC.
(A Development Stage Company)
Consolidated Statements of Shareholders' Equity
For the Three Months Ended March 31, 2009 and 2008
and the Period from January 27, 2005 (inception) to March 31, 2009
(Unaudited)

	Common Stock Shares	Par	Additional Paid-in Capital	Prepaid Consulting	Deficit Accumulated During The Development Stage	Totals
Balance at January 27, 2005 (inception)	0	$ 0	$ 0	$ 0	$ 0	$ 0
Founder's Stock Issued	83,800	84	(84)	-	-	0
Shares Issued for Debt	8,000	8	399,992	-	-	400,000
Shares issued for License Agreement	86,188	86	(86)	-	-	0
Effect of Reverse Merger	13,840	14	(200,014)	-	-	(200,000)
Divestiture of Subsidiary to Related Party	-	-	544,340	-		544,340
Net loss					(807,600)	(807,600)
Balance at December 31, 2005	191,828	192	744,148	-	(807,600)	(63,260)
Shares Issued for Employment	45,500	45	8,487,455	-	-	8,487,500
Shares Issued for Services	171,080	171	28,798,329	(7,633,750)	-	21,164,750
Shares Issued for Lease Agreement	6,770	7	406,193	-	(350,200)	56,000
Net loss					(36,906,584)	(36,906,584)
Balance at December 31, 2006	415,178	$ 415	$ 38,436,125	$ (7,633,750)	$ (38,064,384)	$ (7,261,594)
Shares Issued For Services	63,021	63	528,285	(387,500)	-	140,848
Shares Issued for Debt Conversion	350,000	350	349,650	-	-	350,000
Amortization of Beneficial Conversion Feature	0	0	1,066,657	-	-	1,066,657
	0	0	0	8,021,250	-	8,021,250

Amortization of shares issued for services									
Shares Issued for Properties	500,000		500	4,999,500		-		-	5,000,000
Net loss								(15,007,117)	(15,007,117)
Balance at December 31, 2007	1,328,198		1,328	45,380,217		-		(53,071,501)	(7,689,956)
Amortization of Beneficial Conversion Feature	0		0	32,335					32,335
Cancellation and Amortization of Shares	(919)		(1)	1					0
Issuance of Shares for Cash	10,000		10	19,990					20,000
Shares Issued for Debt Conversion	990,000		990	98,010					99,000
Purchase of Subsidiary with Stock	10,000,000		10,000	2,490,000					2,500,000
Issuance of Stock for Services	270,000		270	128,230					128,500
Net Income								3,559,617	3,559,617
Balance at December 31, 2008	12,597,279	$	12,597	$ 48,148,783	$	-	$	(49,511,884)	$ (1,350,504)
Issuance of Shares for Assets	2,100,000		2,100	522,900					525,000
Cancellation of Stock Previously Issued	(10,000)		(10)	10					
Net Loss								(44,445)	(44,445)
Balance at March 31, 2009	14,687,279	$	14,687	$ 48,671,693	$	-	$	(49,556,329)	$ (869,949)

See accompanying summary of accounting policies and notes to consolidated financial statements.

CANNABIS SCIENCE, INC.
(A Development Stage Company)
Consolidated Statements of Cash Flows
For the Three Month Periods Ended March 31, 2009 and 2008
And the Cumulative Period from January 27, 2005 (inception) to March 31, 2009
(Unaudited)

	Three Months Ended March 31, 2009	Three Months Ended March 31, 2008		Period from January 27, 2005 (inception) to March 31, 2009
CASH FLOWS FROM OPERATING ACTIVITIES				
Net Income (Loss)	$ (44,445)	$ 6,198,493		$ (49,556,329)
Adjustments to reconcile net income (loss) to cash from (used in) operating activities:				
Depreciation and Depletion	100	100		6,282
Impairment on Oil Lease Investments	0	0		7,486,000
Write-off of oil & gas properties	0	0		100,000
Stock Issued for Services	0	0		29,442,8118
Amortization of Prepaid Consulting Fees	0	0		8,021,250
Amortization of Beneficial Conversion Feature	0	0		1,098,992
Loss on disposition of subsidiary				97,0505
Change in assets and liabilities:				
(Decrease) in Shares to be Issued	0	(5,000,000)		0
(Increase) in Accounts Receivable	0	11,675	0	0 0
(Increase) Decrease in Other Assets	0	(3,269)	0	3,110
Increase in Accrued Interest Payable to Affiliates	19,659	17,872 0		967,716
Increase (Decrease) in Accounts Payable	(20,013)	32,467		339,166
Increase in Line-of-Credit to Affiliate	48,469	0 0		45,438
Increase (Decrease) in Accrued Expenses	(3,501)	(1,306,151)		41,914
CASH FLOWS PROVDED BY (USED IN) OPERATING ACTIVITIES	269	(48,813)		(1,906,000)
CASH FLOWS FROM INVESTING ACTIVITIES				
Purchase of oil & gas lease	0			(30,000)
Purchase of plant, property & equipment	0	0		(42,890)
CASH FLOWS USED IN INVESTING ACTIVITIES	0	0		(72,890)
CASH FLOWS FROM FINANCING ACTIVITIES				
Proceeds from Convertible Note – Related Party	0	23,060		951,342
Proceeds from sale of common stock	0	0		20,000
Loan Payable to Affiliates	0	23,060		1,008,997

CASH FLOWS PROVIDED BY FINANCING ACTIVITIES		0		46,120		1,980,339
NET INCREASE (DECREASE) IN CASH		269		(2,693)		849
Cash, beginning of period		580		4,769		0
Cash, end of period	$	849	$	2,076	$	849
SUPPLEMENTAL CASH FLOW INFORMATION						
Issuance of common stock for services	$	0	$	0	$	9,502,629
Issuance of common stock for assets	$	525,000	$	0	$	525,000
Related Party note payable	$	0	$	0	$	250,000
Net liabilities assumed with recapitalization	$	0	$	0	$	200,000
Divestiture of subsidiary to related party	$	0	$	0	$	200,000
Issuance of common stock for debt	$	0	$	0	$	1,100,000
Issuance of common stock for oil & gas leases	$	0	$	0	$	907,200

See accompanying summary of accounting policies and notes to consolidated financial statements.

CANNABIS SCIENCE, INC.
(A DEVELOPMENT STAGE COMPANY)
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
March 31, 2009

NOTE 1 – NATURE OF ACTIVITIES AND SIGNIFICANT ACCOUNTING POLICIES

Organization and Description of Business:

Cannabis Science, Inc. (“We” or “the Company”), was incorporated under the laws of the State of Colorado, on February 29, 1996, as Patriot Holdings, Inc.. On August 26, 1999, the Company changed its name to National Healthcare Technology, Inc., and commenced a business plan to develop Magkelate, a patented intravenous drug developed to re-establish normal electrolyte balance in ischemic tissue and certain other patents for medical instruments and medical instrument technology. On January 14, 2000, the Company filed its Form 10SB12G. In 2002, the Company ceased its medical technology business following the death of Magkelate’s inventor. The Company conducted no substantial business until 2005.

In July 2005, the Company acquired Es3, Inc., a Nevada Corporation ("Es3"), pursuant to the terms of an Exchange Agreement (the "Exchange Agreement") by and among the Company, Crown Partners, Inc., a Nevada corporation ("Crown Partners"), Es3, and certain stockholders of Es3 (the "Es3 Stockholders"). Under the terms of the Exchange Agreement, the Company acquired all of the outstanding capital stock of Es3 in exchange for the issuance of 191,828 shares of the Company's common stock (adjusted for splits) to the Es3 Stockholders, Crown Partners and certain consultants. The transactions effected by the Exchange Agreement were accounted for as a reverse merger, and recapitalization. In addition, the Company changed its accounting year-end from September 30 to December 31, which was Es3's accounting year-end. The Company then commenced business manufacturing and marketing products under the name Special Stone Surfaces. The Company sold its shares in Es3 in October 2005, and thereafter conducted no substantial business until 2006,

On April 3, 2006, the Company acquired a group of oil and gas leases in Oklahoma in exchange for issuance of common stock and commenced the business of oil and gas exploration and production, mineral lease purchasing and all activities associated with acquiring, operating and maintaining the assets of such operations. On June 6, 2007, the Company changed its name from National Healthcare Technology, Inc., to Brighton Oil & Gas, Inc., and converted to a Nevada corporation. The Company acquired additional oil and gas leases during 2007, all for issuance of common stock; in October 2007, the Company acquired leases from K & D Equity Investments, Inc., a Texas corporation in a transaction that effected a change of control, with K & D acquiring a majority stake in the Company. The Company also entered into a Line of Credit Agreement with South Beach Live, Inc., a Florida corporation, to provide it with working capital of up to $100,000 on a revolving credit line. The Agreement permitted South Beach the right to repayment on demand, or to convert amounts owed for shares.

On March 25, 2008 the Company changed its name to Gulf Onshore, Inc. On June 6, 2008, the Company entered into an Asset Acquisition Agreement with K & D to acquire additional leases (the “Leases”) in exchange for common stock and a Stock Purchase Agreement (“SPA”) with South Beach Live, Inc., a Florida corporation, to purchase 100% of the common shares of Curado Energy Resources, Inc., a Texas corporation (“Curado”). Curado is registered with the Texas Railroad Commission as an oil and gas well operator, and is the operator for the Leases. The Company acquired the Leases into Curado, in exchange for shares issued to K & D. The Company issued South Beach a promissory note for $250,000, payable in 1 year at 10% interest, which was guaranteed by Curado. The Company consolidated the operations of Curado commencing in 3Q 2008.

Throughout 3Q 2008, declining oil prices and increased operating costs made continued oil and gas operations on the Leases unprofitable, and the Company was continually drawing down on its Line of Credit Agreement with South Beach. In exchange for concessions from South Beach regarding further cash advances and future stock conversions, in August 2008, the Company granted South Beach a security interest in its Curado shares and the Curado assets.

On October 6, 2008, in the face of further oil price declines and general economic conditions, the Company and South Beach entered into an Accord and Satisfaction Agreement under which the Company surrendered its interest in the Putnam "M" oil and gas lease in Throckmorton Co., Texas in exchange for a complete release on the Promissory Note and Line of Credit. In addition, the Company waived any claim on the shares of Curado common stock that secured the Promissory Note or the assets of Curado. South Beach then made claim against Curado under the guarantee agreement and then exercised its rights under the collateral agreement. As a result, the Company's 4Q 2008, financial statements reflected the disposition of Curado and its assets, and furthermore that the Company has, once again, become a Development Stage Company seeking a new business partner or acquisition. A Form 8-K reflecting this transaction was timely filed.

On March 30, 2009, the Company entered into an agreement with Cannex Therapeutics, LLC, ("Cannex") a California limited liability company, and its principal, medical cannabis pioneer and entrepreneur Steven W. Kubby, to acquire all of their interest in certain assets used to conduct a cannabis research and development business. The asset purchase agreement includes all of Cannex' and Kubby's intellectual property rights, formulas, patents, trademarks, client base, hardware and software, including the website www.phytiva.com. The Company and its largest shareholder, K & D Equities, Inc., exchanged a total of 10,600,000 shares of common stock for the assets of Cannex; the Company issued 2,100,000 shares to Cannex, and K & D transferred 8,500,000 shares to Cannex and others. A Form 8-K reflecting this transaction was timely filed. Please see Note 10.

As part of the Agreement, on April 1, 2009, the Company appointed Mr. Kubby as President and CEO, Richard Cowan as Director and CFO, and Robert Melamede Ph. D., as Director and Chief Science Officer. Each of them was also appointed as a director. All of the Company's current directors then resigned. On April 7, 2009, the Company changed its name to Cannabis Science, Inc., and obtained a new CUSIP number. Its shares now trade under the symbol CBIS.OB. A Form 8-K was timely filed, with a copy of the Asset Acquisition Agreement and Board Resolution ratifying the Agreement provided as exhibits thereto.

Unaudited Interim Financial Statements:

The accompanying unaudited interim financial statements have been prepared in accordance with accounting principles generally accepted in the United States and applicable Securities and Exchange Commission ("SEC") regulations for interim financial information. These financial statements for the interim periods in 2009 and 2008 are unaudited and, in the opinion of management, include all adjustments (consisting of normal recurring accruals) necessary to present fairly the balance sheets, statements of operations and statements of cash flows for the periods presented in accordance with accounting principles generally accepted in the United States. Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States have been condensed or omitted pursuant to SEC rules and regulations. It is presumed that users of this interim financial information have read or have access to the audited financial statements and footnote disclosure for the preceding fiscal year contained in the Company's Annual Report on Form 10-K. Operating results for the interim periods presented are not necessarily indicative of the results that may be expected for the year ending December 31, 2009.

Significant Accounting Policies:

The Company's management selects accounting principles generally accepted in the United States of America and adopts methods for their application. The application of accounting principles requires the estimating, matching and timing of revenue and expense. It is also necessary for management to determine, measure and allocate resources and obligations within the financial process according to those principles. The accounting policies used conform to generally accepted accounting principles which have been consistently applied in the preparation of these financial statements.

The financial statements and notes are representations of the Company’s management which is responsible for their integrity and objectivity. Management further acknowledges that it is solely responsible for adopting sound accounting practices, establishing and maintaining a system of internal accounting control and preventing and detecting fraud. The Company's system of internal accounting control is designed to assure, among other items, that 1) recorded transactions are valid; 2) valid transactions are recorded; and 3) transactions are recorded in the proper period in a timely manner to produce financial statements which present fairly the financial condition, results of operations and cash flows of the Company for the respective periods being presented.

Basis of Presentation:

The Company prepares its financial statements on the accrual basis of accounting. All intercompany balances and transactions are eliminated. During a portion of 2008, the financial statements included the accounts of Curado Energy Resources, Inc.

Reclassification:

Certain prior year amounts have been reclassified in the consolidated balance sheets, consolidated statements of operations and consolidated statements of cash flows to conform to current period presentation. These reclassifications were not material to the consolidated financial statements and had no effect on net earnings reported for any period.

Use of Estimates:

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

Recently Issued Accounting Pronouncements:

The Company does not expect the adoption of recently issued accounting pronouncements to have a significant impact on the Company’s results of operations, financial position or cash flow.

Cash and Cash Equivalents:

Cash and cash equivalents includes cash in banks with original maturities of three months or less and are stated at cost which approximates market value, which in the opinion of management, are subject to an insignificant risk of loss in value.

Long Lived Assets:

Effective January 1, 2005, the Company adopted Statement of Financial Accounting Standards No. 144, “Accounting for the Impairment or Disposal of Long-Lived Assets” (“SFAS 144”), which addresses financial accounting and reporting for the impairment or disposal of long-lived assets and supersedes SFAS No. 121, “Accounting for the Impairment of Long-Lived Assets and for Long-Lived Assets to be Disposed Of,” and the accounting and reporting provisions of APB Opinion No. 30, “Reporting the Results of Operations for a Disposal of a Segment of a Business.” The Company periodically evaluates the carrying value of long-lived assets to be held and used in accordance with SFAS 144. SFAS 144 requires impairment losses to be recorded on long-lived assets used in operations when indicators of impairment are present and the undiscounted cash flows estimated to be generated by those assets are less than the assets’ carrying amounts. In that event, a loss is recognized based on the amount by which the carrying amount exceeds the fair market value of the long-lived assets. Loss on long-lived assets to be disposed of is determined in a similar manner, except that fair market values are reduced for the cost of disposal.

During the year ended December 31, 2007, the Company had acquired two oil & gas leases in two separate transactions. One lease was acquired for cash consideration of $30,000 and the other lease was acquired in exchange of 500,000 shares. The lease was valued at the fair market value of the shares which was $5,000,000.

As of December 31, 2007, the Company estimated the future cash flows expected to result from the use and eventual disposition of the two oil & well gas leases. Based on its review, the Company determined that the carrying value of the assets is not recoverable and hence the leases were determined to be impaired as of December 31, 2007. The Company recorded an impairment loss of $5,030,000 for the year ended December 31, 2007.

In June 2008 the Company acquired eleven oil well leases in a related party transaction with the majority shareholder, K&D Investments, for 10,000,000 shares. The value of the stock at the time of the transaction was $2,500,000 and the predecessor cost was $100,000. Therefore, an impairment of $2,400,000 was recorded related to the transaction and the net cost recorded on the Company's balance sheet is $100,000. The Leases were acquired into Curado Energy Resources, Inc., the operator of the Leases, which the Company acquired from South Beach Live, Inc., its most significant creditor.

Throughout 3Q 2007, declining oil prices and increased operating costs made continued oil and gas operations on the Leases unprofitable, and the Company was continually drawing down on its Line of Credit Agreement with South Beach. In exchange for concessions from South Beach regarding further cash advances and future stock conversions, in August 2007, the Company agreed to grant South Beach a security interest in its South Beach shares.

On October 6, 2008, in the face of further oil price declines and general economic conditions, the Company and South Beach entered into an Accord and Satisfaction Agreement under which the Company surrendered its interest in the Putnam "M" oil and gas lease in Throckmorton Co., Texas in exchange for a complete release on the Promissory Note and Line of Credit. In addition, the Company waived any claim on the shares of Curado common stock that secured the Promissory Note or the assets of Curado. As a result, the Company's 4Q 2007, financial statements will reflect the disposition of Curado and its assets, and furthermore that the Company has, once again, become a Development Stage Company seeking a new business partner or acquisition. A Form 8-K reflecting this transaction was timely filed.

Fair Value of Financial Instruments:

Statement of financial accounting standard No. 107, Disclosures about fair value of financial instruments, requires that the Company disclose estimated fair values of financial instruments. The carrying amounts reported in the consolidated balance sheet for current assets and current liabilities qualifying as financial instruments are a reasonable estimate of fair value.

Stock-Based Compensation:

In December 2004, the FASB issued SFAS No. 123 (revised 2004), ''Share-Based Payment'' (''SFAS 123R''), which requires the measurement of all employee share-based payments to employees, including grants of employee stock options, using a fair-value-based method and the recording of such expense in the consolidated statements of operations. In March 2005, the SEC issued Staff Accounting Bulletin No. 107 ("SAB 107") regarding the SEC's interpretation of SFAS 123R and the valuation of share-based payments for public companies. The Company has adopted SFAS 123R and related FASB Staff Positions ("FSPs") as of January 1, 2006 and will recognize stock-based compensation expense using the modified prospective method.

Income Taxes:

The Company accounts for its income taxes using SFAS No. 109, "Accounting for Income Taxes," which requires the establishment of a deferred tax asset or liability for the recognition of future deductible or taxable amounts and operating loss and tax credit carry forwards. Deferred tax expense or benefit is recognized as a result of timing differences between the recognition of assets and liabilities for book and tax purposes during the year.

Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. Deferred tax assets are recognized for deductible temporary differences and operating loss, and tax credit carry forwards. A valuation allowance is established to reduce that deferred tax asset if it is "more likely than not" that the related tax benefits will not be realized.

Property and Equipment:

Property and equipment are stated at cost less accumulated depreciation. Major renewals and improvements are capitalized; 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 five to seven years.

Earnings per Share (Loss):

The Company adopted the provisions of SFAS No. 128, "Earnings Per Share" ("EPS"). SFAS No. 128 provides for the calculation of basic and diluted earnings per share. Basic EPS includes no dilution and is computed by dividing income or loss available to common shareholders by the weighted average number of common shares outstanding for the period. Diluted EPS reflects the potential dilution of securities that could share in the earnings or losses of the entity. For the three month period ended March 31, 2009, basic and diluted earnings per share is the same ($0.00) since the calculation of diluted per share amounts would result in an anti-dilutive calculation. For the three month period ended March 31, 2008, basic and diluted loss per share are $4.67 and $4.61, respectively.

Comprehensive Income:

SFAS No. 130 “Reporting Comprehensive Income”, establishes standards for reporting and display of comprehensive income and its components in a full set of general purpose financial statements. For the quarters ended March 31, 2009 and 2008, the Company had no items of other comprehensive income. Therefore, the net loss equals the comprehensive loss for the periods then ended.

NOTE 2 – GOING CONCERN

The accompanying financial statements have been prepared in conformity with generally accepted accounting principles, which contemplate the continuation of the Company as a going concern. The Company reported a cumulative deficit of $49,556,329 and had a stockholders’ deficit of $869,949 at March 31, 2009. The information included in this Form 10-Q should be read in conjunction with Management’s Discussion and Analysis and Financial Statements and notes thereto included in the Company’s December 31, 2008 Form 10-K.

NOTE 3 – FIXED ASSETS

Fixed assets at March 31, 2009 and December 31, 2008 are as follows:

	March 31, 2009	Dec 31, 2008
Equipment	$ 3,000	$ 2,000
Less: Accumulated Depreciation	(533)	(433)
Total Fixed Assets	$ 2,467	$ 1,567

Depreciation expense for the three month periods ended March 31, 2009 and 2008 was $100 and $100 respectively.

The Company acquired Cannex's website, which has an estimated value of $1,000 based on the original cost of the asset.

NOTE 4 – INCOME TAXES

The Company utilizes SFAS No. 109, "Accounting for Income Taxes," which requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the financial statements or tax returns. Under this method, deferred income taxes are recognized for the tax consequences in future years of differences between the tax bases of assets and liabilities and their financial reporting amounts at each period end based on enacted tax laws and statutory tax 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.

The following table sets forth the significant components of the net deferred tax assets as of March 31, 2009:

	March 31, 2009	December 31, 2008
Net operating loss carry forward	$ 49,556,329	$ 49,511,884
Total deferred tax assets	16,445,147	16,440,389
Less: valuation allowance	(16,445,147)	(16,440,389)
Net deferred tax assets	$ -	$ -

For the quarter ended March 31, 2009, income taxes were offset by the utilization of a portion of the net operating loss carryforward.

NOTE 5 – NOTE PAYABLE

On January 11, 2007 the Company entered into an agreement with Camden Holdings, Inc., also an affiliate of the Company, wherein the Company memorialized its obligation to pay Camden Holdings, Inc $650,000 by December 31, 2007 for monies owed to Camden. The Company also gave Camden the right to convert all or part of this debt into shares of the Company's common stock at $.01 per share. The Company recorded a beneficial conversion of $650,000 on the note which is being amortized over the life of the note. During the three month period ended March 31, 2007, the Company amortized $162,500 of this unamortized discount as interest expense. The Company recorded an interest payable of $19,659 for the three month period ended March 31, 2009.

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On March 25, 2009 Summitt Oil & Gas, Inc. and Melissa 364 CR, Ltd. entered into a purchase and sale agreement by which Summitt assigned its rights with respect to debt of $814,742 plus accrued interest, and sold 400,000 shares of restricted stock.

NOTE 6 - EQUITY TRANSACTIONS

The Company is authorized to issue 30,000,000 shares of common shares with a par value of $.001 per share. These shares have full voting rights. There were 14,687,279 and 12,597,279 issued and outstanding as of March 31, 2009 and December 31, 2008.

The Company is also authorized to issue 1,000,000 shares of preferred stock. To date, the Company has not filed any manner of designation rights with the State of Nevada and has no preferred shares outstanding.

A. Issuance of Common Stock

On June 6, 2008, the Company entered into an Asset Purchase Agreement (the “Agreement”) with K&D Equity Investments, Inc., a Texas corporation (“K&D”). Under the terms of the Agreement, the Company acquired, though Curado Energy Resources, Inc., working interests in ten (10) oil, gas and mineral leases (the “Leases”) located in Texas, with Net Revenue Interests (N.R.I.) in these leases ranging from 75% to 84.76%. Gulf paid K&D 10,000,000 shares of its $.001 par value common stock for the Leases. K&D was the owner of 500,000 shares of the Company’s common stock and became its largest single shareholder, owning approximately 88% of the Company’s issued and outstanding shares.

On June 13, 2008, the Company issued 500,000 shares of its $.001 par value common stock to South Beach Live, Inc., a Florida corporation, pursuant to the terms of an October 4, 2007, Promissory Note. Under the terms of the Note, the Company was released from $50,000 of the principal obligation under the Note in exchange for issuance of these shares. Provisions of the Note are fully disclosed in the Company’s Form 10-KSB, filed on April 10, 2008.

On March 30, 2009, the Company entered into an agreement with Cannex Therapeutics, LLC, a California limited liability company, and its principal, medical cannabis pioneer and entrepreneur Steven W. Kubby, to acquire all of their interest in certain assets used to conduct a cannabis research and development business. The asset purchase agreement included all of Cannex’ and Kubby’s intellectual property rights, formulas, patents, trademarks, client base, hardware and software, including the website www.phytiva.com. The Company and its largest shareholder, K & D Equity Investments, Inc., paid a total of 10,600,000 shares of common stock for the assets of Cannex; the Company issued 2,100,000 shares to Cannex, and K & D transferred 8,500,000 shares to Cannex and others.

B. Warrants

No warrants were granted during the three month period ended March 31, 2009.

The weighted average remaining contractual life of warrants outstanding is 0.25 years at March 31, 2009.

Outstanding Warrants			Exercisable Warrants	
Range of Exercise Price	Number	Average Remaining Contractual Life	Average Intrinsic Value	Number
$67.00	18,000	0.25	-	18,000

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The current Exercise Price of $67.00 per share reflects the impact of the two 1:10 stock splits. Prior to the splits the Exercise price was $0.67 per share.

The Company estimated the fair value of each stock warrant at the grant date by using the Black-Scholes option-pricing mode.

The weighted-average assumptions used in estimating the fair value of warrants outstanding as of March 31, 2009, along with the weighted-average grant date fair values, were as follows.

	2009
Expected volatility	80.0%
Expected life in years	5 years
Risk free interest rate	5.07%
Dividend yield	0%

C. Employee Options

On April 3, 2006, the Board of Directors of the Company authorized and approved the adoption of the 2006 Stock Option Plan effective April 3, 2006 (the "Plan"). The Plan is administered by the duly appointed compensation committee. The Plan is authorized to grant stock options of up to 25,000,000 shares of the Company's common stock. At the time a stock option is granted under the Plan, the compensation committee shall fix and determine the exercise price and vesting schedules at which such shares of common stock of the Company may be acquired. As of March 31, 2009, no options to purchase the Company's common stock have been granted under the Plan. There were no options outstanding at March 31, 2009.

In September, 2006, the Board of Directors of the Company authorized and approved the adoption of the 2006-1 Consultants and Employees Service Plan effective September 7, 2006 (the "Consultants Plan"). The Plan is administered by the duly appointed compensation committee. The Plan is authorized to grant stock options and make stock awards of up to 38,000 shares of the Company's common stock. At the time a stock option is granted under the Plan, the compensation committee shall fix and determine the exercise price and vesting schedules at which such shares of common stock of the Company may be acquired. The Consultants Plan was registered on September 15, 2006 and as of December 31, 2006 a total of 37,990 shares had been issued and granted under the Consultants Plan. During 2008 and 2009 no additional shares have been issued.

NOTE 7 – RELATED PARTY

On June 6, 2008, the Company entered into an Asset Purchase Agreement (the “Agreement”) with K&D Equity Investments, Inc., a Texas corporation (“K&D”). Under the terms of the Agreement, the Company acquired, though Curado Energy Resources, Inc., working interests in ten (10) oil, gas and mineral leases (the “Leases”) located in Texas, with Net Revenue Interests (N.R.I.) in these leases ranging from 75% to 84.76%. Gulf paid K&D 10,000,000 shares of its $.001 par value common stock for the Leases. K&D was the owner of 500,000 shares of the Company’s common stock, and as a result of the Agreement owned approximately 88% of the Company’s issued and outstanding shares. K & D’s president, Jeffrey Joyce, was an officer of the Company at the time of the transaction.

On June 6, 2008, the Company entered into a Stock Purchase Agreement ("SPA") with South Beach Live, Inc., a Florida corporation, to purchase 100% of the common shares of Curado Energy Resources, Inc., a Texas corporation ("Curado"). Curado is registered with the Texas Railroad Commission as an oil and gas well operator, and is the operator for the Leases. The Company has agreed to issue South Beach a promissory note for $250,000, payable in 1 year at 10% interest. The Company will close the SPA at the same time it closes the Agreement. The Fair Market Value ("FMV") of net assets of Curado at the time of the transaction were $157,040. This generated an amount of Goodwill of $92,960 which is reflected in the consolidated financial statements. At the time of the transaction, Michele Sheriff, who was a director and Secretary of the Company, was also an officer and the sole director of South Beach.

In October 2008, the Company and SBL entered into an Accord and Satisfaction Agreement. Under the terms of the Agreement, South Beach released the Company from any further obligation under the parties' $250,000 Promissory Note in exchange for an assignment of the Company's interest in a (currently) non-producing oil well, the Putnam M, located in Throckmorton Co., Texas, and a surrender of any claim to shares of Curado Energy Resources, Inc., the Company's wholly-owned subsidiary, currently held by South Beach under a Security Agreement. The Company is advised that South Beach has exercised its rights to these shares and requested re-registration thereof.

On March 25, 2009 Summitt Oil & Gas, Inc.. and Melissa 364 CR, Ltd. entered into a purchase and sale agreement under which Summitt agreed to assign its rights with respect to debt of $814,742 plus accrued interest, and to sell 400,000 shares of restricted stock to Melissa. The debt comprises the Secured Convertible Note issued on January 5, 2007, in the amount of $650,000, further advances of $164,742 (total $814,742) and accrued interest of $136,346. South Beach Live is the General Partner of Melissa.

On March 30, 2009, the Company entered into an agreement with Cannex Therapeutics, LLC, a California limited liability company, and its principal, medical cannabis pioneer and entrepreneur Steven W. Kubby, to acquire all of their interest in certain assets used to conduct a cannabis research and development business. The asset purchase agreement includes all of Cannex' and Kubby's intellectual property rights, formulas, patents, trademarks, client base, hardware and software, including the website www.phytiva.com. The Company and its largest shareholder, K & D Equities, Inc., exchanged a total of 10,600,000 shares of common stock for the assets of Cannex; the Company issued 2,100,000 shares to Cannex, and K & D transferred 8,500,000 shares to Cannex and others.

NOTE 8 – COMMITMENTS AND CONTINGENCIES

A. Legal

The Company is periodically involved in legal actions and claims that arise as a result of events that occur in the normal course of operations. The Company is not currently aware of any formal legal proceedings or claims that the Company believes will have, individually or in the aggregate, a material adverse effect on the Company's financial position or results of operations.

B. Operating Leases

The Company currently leases office space at 4310 Wiley Post Road, Addison, Texas 75001. The lease is a one year lease for $1,000 per month and expires on May 31, 2009. The Company is not committed to any additional lease obligations.

C. Liabilities

The Company had a collection notice for $87,183 related to legal billings in 2006 that had not been booked. The amount was recorded in the third quarter of 2007. The billings were related to acquisition work that was never completed. The Company contends that the agreement was not with Gulf Onshore, Inc. but with a potential acquirer and therefore believes that the accrual is not necessary.

On December 19, 2006, Empire Relations Group Inc. ("Empire") filed an arbitration claim against the Company in connection with a consulting agreement entered into by and between the Company and Empire on September 28, 2006. An arbitration award in the amount of $13,000 was issued against the Company on March 9, 2007, which also provided for interest at the rate of nine percent per annum, commencing 30 days after the date of the award and continuing until paid in full. The amount has been accrued in the accompanying financials.

Included in "Accounts payable" on the consolidated balance sheet at March 31, 2009 and December 31, 2008, the Company has payables totaling $250,000 to two former directors and one attorney, that were incurred in 2006 and 2005, respectively.

- The attorney represented a former related party when it was in negotiations to acquire the Company in 2005. The Company's position is that this is not its liability as it did not contract the attorney and will pursue a legal opinion in 2009 to reverse the liability.
- The former directors were awarded severance agreements in June 2006 shortly before resigning from the Company. The severance and other fees totaled $81,250 for each director for a total of $162,500. The severance was not immediately paid and there has been no correspondence concerning payment since they resigned. The states statute of limitations expires in June 2010 and the Company, at that time, will accordingly adjust the liabilities to $0 if no demand is received.

Included in "Accounts payable" on the consolidated balance sheet at March 31, 2009 and December 31, 2008, the Company also has payables totaling $70,000 to various vendors incurred in 2005 through 2007.

- There is $30,000 balance to a former related party that has not been resolved. This liability was incurred in 2005 and there has been no correspondence with the vendor since the signing of the contract and unless the vendor contacts the Company, we will accordingly adjust the liability to $0 in compliance with the state statutes of limitations of four years, in October of 2009.
- There is $12,175 to a former consultant that is unresolved. This liability was incurred in 2005 and there has been no correspondence with the vendor since the liability was incurred. In the event the vendor does not contact the Company, we will accordingly adjust the liability to $0 in compliance with the state statutes of limitations of four years, in December of 2009.
- There is approximately $28,000 of other smaller and aged payables that the Company will also write-off in future periods using the applicable stature of limitations as a guide.

NOTE 9 – EXTINGUISHMENT OF DEBT

On March 21, 2008 the Board of Directors determined that it was in the best interest of the Company and its shareholders to void the contracts of two former directors and extinguish the associated liability and related accrued payroll taxes. The contracts originated in 2006 and called for the issuance of restricted common stock in the amount of $5,000,000. During 2006 a liability for $5,000,000 and $1,285,651 of related accrued payroll taxes was recorded. Accordingly, during the nine months ended March 31, 2009, management has recorded a nonrecurring gain in the amount of $6,285,651.

NOTE 10 – ASSET VALUATION

On March 30, 2009, the Company entered into an agreement with Cannex Therapeutics, LLC, a California limited liability company, and its principal, to acquire all of their interest in certain assets used to conduct a cannabis research and development business. The asset appraisal to determine the value to be assigned to the assets included in the transaction is planned to be conducted by the end of the third quarter of 2009 and therefore will require amended disclosure pertaining to the assets of the Company. The transaction, where 2,100,000 shares were exchanged by the

Company was valued at $525,000 based on the price of the stock on March 30, 2009.

NOTE 11 – GOODWILL

Goodwill of $524,000 is a result of the transaction referenced in both Note 3 and Note 10 with Cannex Thereapeutics, LLC, (“Cannex”). Identified and estimated assets at the time of this filing was $1,000 for the Company website and the balance was allocated to goodwill. Once the asset valuation referenced in Note 10 is completed it is more than likely that this balance will be adjusted.

NOTE 12 --SUBSEQUENT EVENTS

The Company has become aware of a potential lawsuit that has been initiated by K & D Equity Investments, Inc. (“K & D”), a shareholder of the Company and a party to the Asset Purchase Agreement that the Company entered into and disclosed on a Form 8-K filed with the SEC on April 7, 2009 (the “Asset Purchase Agreement”). K & D filed suit against Cannex Therapeutics, LLC, another party to the Asset Purchase Agreement, two of our directors and our transfer agent. K & D is alleging fraud, breach of contract and is seeking rescission of the Asset Purchase Agreement. Management has reviewed the suit and believes that it is without merit.

Item 2. MANAGEMENT'S DISCUSSION AND ANALYSIS

This report contains forward looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended and Section 21E of the Securities Exchange Act of 1934, as amended. The Company's actual results could differ materially from those set forth on the forward looking statements as a result of the risks set forth in the Company's filings with the Securities and Exchange Commission, general economic conditions, and changes in the assumptions used in making such forward looking statements.

General

In 4Q 2008, the Company terminated all its oil and gas operations and relinquished all its rights to oil and gas leases and working interests in oil and gas wells in exchange for a release of debt. In 1Q 2008, the Company acquired all of the assets of Cannex Therapeutics, LLC from Cannex and Steven W. Kubby, and committed itself to research and development of cannabis based medical products. The Company owns intellectual property related to a whole cannabis extract lozenge, which has demonstrated some efficacy in non-blind informal testing. Other research indictates that cannabis extracts available in non-smoked forms, including lozenges and topical creams, may have medicinal uses in treating a variety of diseases, the symptoms of those diseases, and for analgesic purposes.

The Company is committed to research and development of cannabis extract medicines and intends to pursue Independent New Drug certification, possibly under the Orphan Drug Act, for such treatments. We face two significant challenges, financing and government regulation.

The Company is extremely undercapitalized, and will be reliant on outside financing from sales of securities or issuance of debt instruments. We expect many traditional lenders will be reluctant to provide us with capital in light of our financial condition and the nature of our expected business, so that any financing activities will likely be expensive and result in dilution to the Company. In this regard, it should be noted that the Asset Acquisition Agreement among Cannex, the Company and K & D Equity Investments, Inc. contains non-dilution provisions that provided additional shares to K & D in the event our shares are sold privately for less than $1.00 per share. We can make no representation that financing for our business will be available to us, regardless of cost.

Furthermore, although cannabis has been used for medicinal purposes for over 5,000 years, there is a significant prejudice against development of smoked cannabis medical products in the medical and law enforcement communities. In spite of recent statements by the current administration that indicate a softening of these views, marijuana is still classified as a controlled substance. We can provide no assurances that we can develop and market our intended product, or how long government approval, if obtained, will take.

Our goal is not the legalization of marijuana, but instead the development of FDA-approved and legal non-smoked cannabis based medicines. We face not only the challenges of other business at an early stage of development, but special problems arising from the nature of our business. And while it should go without saying, shareholders and prospective shareholders should recognize that any investment in our Company is risky and speculative, and could result in a total loss.

RESULTS FOR THE QUARTER ENDED March 31, 2009

Our quarter ended on March 31, 2009. Any reference to the end of the fiscal quarter refers to the end of the second calendar quarter for 2008 for the period discussed herein.

REVENUE. Revenue for the three months ended March 31, 2009, was $0 compared to $46,689 for the period ended March 31, 2008. The decrease is attributed to the oil properties acquired in 2007 and Curado Energy Resources, Inc., ("Curado") acquired in June 2008 which were disposed of in October 2008. In March 2009 the Company agreed to purchase the assets of Cannex with the intent to enter the pharmaceutical indutry.

GROSS PROFIT. Gross profit for the three months ended March 31, 2009, was $0 compared to $32,805 for the period ended March 31, 2008. The decrease in gross profit is due to the disposition of lease properties and Curado Energy Resources as mentioned above.

OPERATING EXPENSES. Total operating expenses, net of depreciation expense of $100 and $100 respectively, for the three months ended March 31, 2009, were $24,686 compared to expenses for the period ended September 30, 2008 of ($6,165,788). 2008 expenses include a one-time nonrecurring gain of $6,285,651 due to the voiding of former director contracts. Backing out the one time charge and 2008 expenses would have been $119,683; 2009 expenses netted a reduction of $95,177 versust his adjusdted figure. The reduction is due to reduced professional fees of $28,000 and reduced Other G&A of $67,000 as there were no oil related contract services and other expenses in 2009.

NET INCOME (LOSS). Net income for the three months ended March 31, 2009 was ($44,445) compared to the period ended March 31, 2008 of $6,198,493. The 2008 balance is impacted by the voiding of former director contracts and associated payroll taxes of $6,285,651 as mentioned above.

Employees

As of March 31, 2009, the Company had two employees: its President and CFO.

ITEM 3. N/A

ITEM 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

We carried out an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) as of March 31, 2009. This evaluation was accomplished under the supervision and with the participation of our chief executive officer / principal executive officer, and chief financial officer / principal financial officer who concluded that our disclosure controls and procedures are not effective to ensure that all material information required to be filed in the annual Form 10-Q/A has been made known to them.

For purposes of this section, the term disclosure controls and procedures means controls and other procedures of an issuer that are designed to ensure that information required to be disclosed by the issuer in the reports that it files or submits under the Act (15 U.S.C. 78a et seg.) is recorded, processed, summarized and reported, within the time periods specified in the Commission’s rules and forms. Disclosure, controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by in our reports filed under the Securities Exchange Act of 1934, as amended (the "Act") is accumulated and communicated to the issuer's management, including its principal executive and principal financial officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure.

Based upon an evaluation conducted for the period ended March 31, 2009, our Chief Executive and Chief Financial Officer as of March 31, 2009 and as of the date of this Report, has concluded that as of the end of the periods covered by this report, we have identified the following material weakness of our internal controls:

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Reliance upon independent financial reporting consultants for review of critical accounting areas and disclosures and material non-standard transaction.

- Lack of sufficient accounting staff which results in a lack of segregation of duties necessary for a good system of internal control.

In order to remedy our existing internal control deficiencies, as our finances allow, we will hire additional accounting staff.

Changes in Internal Controls over Financial Reporting

We have not yet made any changes in our internal controls over financial reporting that occurred during the period covered by this report on Form 10-Q that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II

Items No. 1, 2, 3, 4, - Not Applicable.

Item No. 5 – Other Information

In January 2009, Earl Moore and Mark Smith resigned as officers and directors of the Company, leaving Jeffrey Joyce, Michele Sheriff and Wayne Duke as officers and directors. On March 30, 2009, the Company entered into an agreement with Cannex Therapeutics, LLC, a California limited liability company, to acquire all of their interest in certain assets used to conduct a cannabis research and development business. As part of the Agreement, the Company appointed Mr. Kubby as President and CEO, Richard Cowan as Director and CFO, and Robert Melamede Ph. D., as Director and Chief Science Officer, and each of them was also appointed as a director. All of the Company's current directors then resigned.

The Company has become aware of a potential lawsuit that has been initiated by K & D Equity Investments, Inc. ("K & D"), a shareholder of the Company and a party to the Asset Purchase Agreement that the Company entered into and disclosed on a Form 8-K filed with the SEC on April 7, 2009 (the "Asset Purchase Agreement"). K & D filed suit against Cannex Therapeutics, LLC, another party to the Asset Purchase Agreement, two of our directors and our transfer agent. K & D is alleging fraud, breach of contract and is seeking rescission of the Asset Purchase Agreement. Management has reviewed the suit and believes that it is without merit.

Item No. 6 - Exhibits and Reports on Form 8-K

(a) One Form 8-K was filed during the three month period ended March 31, 2009.
   a. On 1/29/09 announcing the resignation of E. Moore and M. Smith as officers and directors.

(b) Exhibits

Exhibit Number / Name of Exhibit
31.1 Certification of Chief Executive Officer, pursuant to Rule 13a-14(a) of the Exchange Act, as enacted by Section 302 of the Sarbanes-Oxley Act of 2002.

31.2 Certification of Chief Financial Officer, pursuant to Rule 13a-14(a) of the Exchange Act, as enacted by Section 302 of the Sarbanes-Oxley Act of 2002.

32.1 Certification of Chief Executive Officer and Chief Financial Officer, pursuant to 18 United States Code Section 1350, as enacted by Section 906 of the Sarbanes-Oxley Act of 2002.

SIGNATURES

In accordance with 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.

CANNABIS SCIENCE, INC.

By /s/ Steven W. Kubby

Steven W. Kubby, President

Date: May 15, 2009

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