

Trist Holdings, Inc.  
Form 10KSB/A  
August 20, 2008

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

(Amendment No. 1)

FORM 10-KSB/A

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

For the fiscal year ended December 31, 2007

OR

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

Commission file number: 333-83231

TRIST HOLDINGS, INC.  
(Name of small business issuer in its charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)

20-1915083  
(IRS Employer  
Identification No.)

7030 Hayvenhurst Avenue, Van Nuys, California  
(Address of principal executive offices)

91406  
(Zip Code)

(818) 464-1614  
(Issuer's telephone number)

Landbank Group, Inc.  
(Former name, former address and former fiscal year, if changed since last report)

Securities registered pursuant to Section 12(b) of the Act: None

Securities registered pursuant to Section 12(g) of the Act:

Title of each class	Name of each exchange on which registered
Common Stock, \$0.0001 Par Value	None

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Check whether the issuer is not required to file a report pursuant to Section 13 or 15(d) of the Exchange Act:

Check whether the issuer: (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 issuer was required to file such reports), and (2) has been subject to such filing requirements for past 90 days: Yes  No

Check if there is no disclosure of delinquent filers in response to Item 405 of Regulation S-B contained in this form, and no disclosure will be contained, to the best of issuer's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-KSB or any amendment to the Form 10-KSB:

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

State issuer's revenue for its most recent fiscal year: zero

The aggregate market value of the voting and non-voting common equity held by non-affiliates of the issuer, based upon the last available reported closing price of the issuer's common stock by a broker-dealer on the Gray Market was approximately \$28,613 (affiliates being defined, for these purposes only, as directors and executive officers of the issuer and holders of 5% or more of the issuer's outstanding common stock).

State the number of shares outstanding of each of issuer's classes of common equity, as of March 10, 2008:  
89,239,920

Transitional Small Business Disclosure Format: Yes:  No:

DOCUMENTS INCORPORATED BY REFERENCE

None

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Explanatory Note

This Annual Report on Form 10-KSB/A ("Form 10-KSB/A") is being filed as Amendment No. 1 to our Annual Report on Form 10-KSB for the year ended December 31, 2007, which was originally filed with the Securities and Exchange Commission (the "SEC") on March 31, 2008. We are amending and restating the following items in this Amendment No. 1:

- (i) Part II. Item 8A. Controls and Procedures
- (ii) Part III. Item 13. Exhibits
- (iii) Signatures
- (iv) Exhibit Index

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ITEM 8A. CONTROLS AND PROCEDURES

Disclosure Controls and Procedures.

Based on their evaluation as of December 31, 2007, our interim President had concluded that our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934) were effective. For disclosure purposes, the Company is required to state whether the internal controls were effective or not effective. The Company failed to make this disclosure. Due to the failure to make this disclosure, we now find that our disclosure controls and procedures were not effective as of December 31, 2007.

Management's Annual Report on Internal Control over Financial Reporting.

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act. Internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles in the United States.

We conducted an evaluation of the effectiveness of our internal control over financial reporting as of December 31, 2007 using the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in Internal Control—Integrated Framework. Based on this evaluation, our management concluded that as of December 31, 2007, our internal control over financial reporting was effective.

Attestation Report of the Registered Public Accounting Firm.

This annual report does not include an attestation report by our registered public accounting firm regarding internal control over financial reporting pursuant to the temporary rules of the Securities and Exchange Commission, or SEC, that permit us to provide only our management report in this annual report.

Changes in Internal Control over Financial Reporting.

There were no changes in our internal control over financial reporting during the quarter ended December 31, 2007 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Limitations on the Effectiveness of Controls.

Our disclosure controls and procedures provide our interim President reasonable assurances that our disclosure controls and procedures will achieve their objectives. However, our interim President does not expect that our disclosure controls and procedures or our internal control over financial reporting can or will prevent all human error. A control system, no matter how well designed and implemented, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Furthermore, the design of a control system must reflect the fact that there are internal resource constraints, and the benefit of controls must be weighed relative to their corresponding costs. Because of the limitations in all control systems, no evaluation of controls can provide complete assurance that all control issues and instances of error, if any, within our company are detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur due to human error or mistake. Additionally, controls, no matter how well designed, could be circumvented by the individual acts of specific persons within the organization. The design of any system of controls is also based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated objectives under all potential future conditions.

ITEM 8B. OTHER INFORMATION.

None

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ITEM 13. EXHIBITS LIST AND REPORTS ON FORM 8-K

EXHIBIT NUMBER	DESCRIPTION
2.1	Stock Purchase Agreement dated January 23, 2006 between iStorage Networks, Inc. and Landbank, LLC. (1)
2.2	Stock Purchase Agreement dated January 23, 2006 between M. Thomas Makmann and iStorage Networks, Inc. (1)
2.3	Securities Exchange Agreement dated November 1, 2007 between Landbank Group, Inc., Landbank Acquisition LLC and Family Products LLC. (2)
3.1	Certificate of Incorporation of the Company, formerly Camryn Information Services, Inc., dated May 13, 1997. (1)
3.2	Certificate of Renewal and Revival of Charter dated October 29, 2004. (1)
3.3	Certificate of Amendment to the Certificate of Incorporation to change name to iStorage Networks, Inc., dated November 8, 2004. (1)
3.4	Certificate of Amendment to the Certificate of Incorporation to change name to Landbank Group, Inc., dated January 27, 2006. (1)
3.5	Certificate of Amendment to the Certificate of Incorporation, dated June 29, 2006, reflecting the reverse split of the Company's common stock. (1)
3.6	Certificate of Amendment to the Certificate of Incorporation, dated December 31, 2007.
3.7	Amended and Restated By-Laws of the Company adopted November 2, 2006. (1)
3.8	Amendment to Amended and Restated By-Laws of the Company adopted November 2, 2006. (3)
10.1	Agreement with ICR dated August 1, 2005 as amended June 27, 2006. (1)
10.2	2006 Stock Incentive Plan (1)
10.3	Form of Stock Option Agreement under 2006 Stock Incentive Plan. (1)
10.4	Consulting, Confidentiality and Proprietary Rights Agreement between Landbank Group, Inc. and Venor, Inc., dated September 27, 2007 (4)
10.5	Form of Option Termination Agreement. (4)
10.6	Letter of Termination, dated September 12, 2007, between Landbank Group, Inc. and Aziz Munir and Ray Dirks (4)
10.7	Letter of Termination, dated September 12, 2007, between Landbank Group, Inc. and Investment Capital Researchers, Inc. (4)
10.8	Form of Demand Promissory Note issued by Landbank, LLC. (4)
10.9	Form of Assignment of Promissory Note, agreed to by Landbank, LLC. (4)
11	Statement re computation of per share earnings (see Statement of Operations and Notes to Financial Statements).
21	Subsidiaries of the Company.
23	Consent of Kabani & Company, Inc., independent auditors.
31	<u>Certification of Principal Executive Officer and Principal Financial Officer pursuant to Securities Exchange Act Rules 13a-14(a) and 15d-14(a) as adopted pursuant to section 302 of the Sarbanes-Oxley Act of 2002.</u>
32	<u>Certification of Principal Executive Officer and Principal Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to section 906 of the Sarbanes-Oxley Act of 2002.</u>

(1) Incorporated by reference to Amendment No. 2 to the Registrant's Registration Statement on Form 10-SB, filed with the Securities and Exchange Commission on January 4, 2007.

(2) Incorporated by reference to Registrant's Current Report on Form 8-K filed on November 7, 2007.

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- (3) Incorporated by reference to Exhibit 3.2 of Registrant's Current Report Form 8-K filed on November 21, 2007.
- (4) Incorporated by reference to Registrant's Quarterly Report on Form 10-QSB for the quarter ended September 30, 2007.

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Signatures

In accordance with Section 13 or 15(d) of the Exchange Act, the Issuer has caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Trist Holdings, Inc.

Date: August 20, 2008

By: /s/ ERIC STOPPENHAGEN  
 Name: Eric Stoppenhagen  
 Title: Interim President  
 (Principal Executive Officer, Principal  
 Financial and Accounting Officer)

POWER OF ATTORNEY

The undersigned directors and officer of Trist Holding, Inc. do hereby constitute and appoint Eric Stoppenhagen with full power of substitution and resubstitution, as their true and lawful attorneys and agents, to do any and all acts and things in our name and behalf in our capacities as directors and officer and to execute any and all instruments for us and in our names in the capacities indicated below, which said attorney and agent, may deem necessary or advisable to enable said corporation to comply with the Securities Exchange Act of 1934, as amended and any rules, regulations and requirements of the Securities and Exchange Commission, in connection with this Annual Report on Form 10-KSB, including specifically but without limitation, power and authority to sign for us or any of us in our names in the capacities indicated below, any and all amendments (including post-effective amendments) hereto, and we do hereby ratify and confirm all that said attorneys and agents, or either of them, shall do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

SIGNATURE	TITLE	DATE
/s/ ERIC STOPPENHAGEN Eric Stoppenhagen	President and Secretary  (Principal Executive Officer)	August 20, 2008
/s/ ERIC STOPPENHAGEN Eric Stoppenhagen	Chief Financial Officer (Principal Financial Officer)	August 20, 2008
/s/GARY FREEMAN Gary Freeman	Director	August 20, 2008
/s/RAY GAYTAN  Ray Gaytan	Director	August 20, 2008
	Director	August 20, 2008

/s/LEE  
MENDELSON  
Lee Mendelson

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