

# CANNABIS SCIENCE, INC.

## FORM 8-K

(Current report filing)

Filed 10/22/07 for the Period Ending 10/19/07

Address	6946 N ACADEMY BLVD., SUITE B # 254 COLORADO SPRINGS, CO 80918
Telephone	1-888-889-0888
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Sector	Healthcare
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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

FORM 8-K

CURRENT REPORT  
Pursuant to Section 13 or 15(d)  
of the  
Securities Exchange Act

Date of Report (Date of Earliest Event Reported): October 19, 2007

**BRIGHTON OIL & GAS, INC.**

(Exact name of registrant as specified in its charter)

Nevada

(State or other jurisdiction of incorporation or organization)

01-28911

(Commission File No.)

91-1869677

(IRS Employer Identification No.)

15851 Dallas Parkway Suite 190 Addison TX 75001

(Address of principal executive offices)

( 972) 450-5995

(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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#### ITEM 1.01 Entry into a Material Definitive Agreement

Brighton Oil & Gas, Inc. (the "Company") entered into a Contract of Sale with K & D Equity Investments, Inc. ("K & D") for all right, title and interest to certain oil producing leases comprised of seventeen well oil leases in Throckmorton County, Texas. The Company will issue 50,000,000 shares of its common stock, \$.001, in restricted form to K & D for this lease. A copy of the Contract for Sale is attached hereto as Exhibit 10(19).

#### ITEM 3.02 Unregistered Sales of Equity Securities

The Company acquired all right, title and interest to a seventeen well oil leases in Throckmorton County, Texas from K & D Equity Investments, Inc., a Texas corporation, in exchange for the issuance of 50,000,000 shares of the Company's common stock in restricted form.

The Company has stopped transfer and/or cancelled 59,545,752 shares of its common stock previously issued to certain shareholders over the past year which the Company believes to have been issued erroneously and without sufficient consideration.

#### ITEM 5.02 Departure of Directors or Principal Officers; Election of Officers; Appointment of Principal Officers.

On October 19, 2007, the Company appointed R. Wayne Duke as a director to fill a vacancy on the Board of Directors. With over 25 years MRO industry experience, Mr. Duke is CEO of USMETRICS, INC. Mr. Duke is also chairman and CEO of Industrial Clearinghouse, one of the largest private clearinghouses for MRO industrial products, and is known as an innovator in the MRO industry. Prior to Industrial Clearinghouse, Mr. Duke was founder and operating principal of several companies, all related to the MRO industry, which were either sold or merged into larger companies. Mr. Duke holds a BBA in Finance and a Masters Degree in Business from The University of North Texas.

#### ITEM 7.01 FD Disclosure

- (a) The Company filed a press release on October 19, 2007, which is attached hereto as an exhibit.
  - (b) The information in this Form 8-K shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Securities Exchange Act of 1934, except as shall be expressly set forth by specific reference in such filing.
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ITEM 9.01 Financial Statements and Exhibits

Exhibit No.	Description of Exhibit
10(19)	Contract for Sale by and between Brighton Oil & Gas, Inc. and K &D Equity Investments, Inc.
99(i)*	October 19, 2007 Press Release

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\* Filed herewith

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Current Report on Form 8-K to be signed on its behalf by the undersigned hereunto duly authorized.

BRIGHTON OIL & GAS, INC.

By: /s/ Charles Stidham

Name Charles Stidham  
Chief Executive Office

Dated: October 19, 2007

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## CONTRACT OF SALE

THIS CONTRACT OF SALE is made by **K&D EQUITY INVESTMENTS, INC.** , a Texas corporation (herein referred to as “K&D”), and **BRIGHTON OIL & GAS, INC.** , a Nevada corporation, (herein referred to as **BRIGHTON**) .

### RECITALS

K&D is the owner of record title to certain interests oil, gas and/or mineral leases located in Throckmorton county as herein described (The Leases”) more fully described in Exhibit “A”. **K&D** wishes to sell any and all right, title and interest in and to The Leases and **BRIGHTON** wishes to purchase any and all right, title and interest of **K&D** in and to The Leases.

### PURCHASE AND SALE

**K&D** agrees to sell and agrees to convey and **BRIGHTON** agrees to purchase and to pay for The Leases.

### PURCHASE PRICE AND ALLOCATION

The total purchase price for the Property is 50,000,000 shares of **BRIGHTON**

### NEGATIONS OF WARRANTIES

BRIGHTON AGREES THAT K&D HAS NOT MADE, DOES NOT MAKE AND SPECIFICALLY NEGATES AND DISCLAIMS ANY REPRESENTATIONS, WARRANTIES, PROMISES, COVENANTS, AGREEMENTS OR GUARANTIES OF ANY KIND OR CHARACTER WHATSOEVER, WHETHER EXPRESS OR IMPLIED, ORAL OR WRITTEN, PAST, PRESENT OR FUTURE OF, AS TO CONCERNING OR WITH RESPECT TO AS THE VALUE, NATURE, QUALITY OR CONDITION OF THE LEASES, INCLUDING, WITHOUT LIMITATION, THE WATER, SOIL AND GEOLOGY; (B) THE INCOME TO BE DERIVED FROM THE LEASES; (C) THE SUITABILITY OF THE LEASES FOR ANY AND ALL ACTIVITIES AND USES WHICH BRIGHTON MAY CONDUCT THEREON; (D) THE COMPLIANCE OF OR BY THE LEASES OR ITS OPERATION WITH ANY LAWS, RULES ORDINANCES OR REGULATIONS OF ANY APPLICABLE GOVERNMENTAL AUTHORITY OR BODY; (E) THE HABITABILITY, MERCHANTABILITY, MARKETABILITY, PROFITABILITY OR FITNESS FOR A PARTICULAR PURPOSES OF THE LEASES; (F) THE HABITABILITY MERCHANTABILITY, MARKETABILITY, PROFITABILITY OR FITNESS FOR A PARTICULAR PURPOSE OF THE LEASES; (G) THE MANNER, QUALITY, STAE OF REPAIR OR LACK OF REPAIR OF THE LEASES; OR (H) ANY OTHER MATTER WITH RESPECT TO THE LEASES, AND SPECIFICALLY, THAT K&D HAS NOT MADE, DOES NOT MAKE AND SPECIFICALLY DISCLAIMS ANY RESPRESENTATIONS REGARDING COMPLIANCE WITH ANY ENVIRONMENTAL PROTECTION, POLLUTION OR LAND USE LAWS, RULES REGULATIONS, ORDERS OR REQUIREMENTS, INCLUDING SOLID WASTE, AS DEFINED BY THE U.S. ENVIRONMENTAL PROTECTION AGENCY REGULATIONS AT 30 C.F.R. PART 261, OR THE DISPOSAL OR EXISTENCE IN OR ON THE LEASES, OF ANY HAZARDOUS SUBSTANCES, AS DEFINED BY THE COMPREHENSIVE ENVIRONMENTAL RESPONSE COMPENSATION AND LIABILITY ACT OF 1980, AS AMENDED, AND REGULATIONS PROMULGATED THEREUNDER. BRIGHTON FURTHER ACKNOWLEDGES AND AGREES THAT HAVING BEEN GIVEN THE OPPORTUNITY TO INSPECT THE LEASES, BRIGHTON IS RELYING SOLEY ON ITS OWN INVESTIGATION OF THE LEASES AND NOT ON ANY INFORMATION PROVIDED OR TO BE PROVIDED BY K&D. BRIGHTON FURTHER ACKNOWLEDGES AND AGREES THAT ANY INFORMATION PROVIDED OR TO BE PROVIDED WITH RESPECT TO THE LEASES WAS OBTAINED FROM A VARIETY OF SOURCES AND THE K&D HAS NOT MADE ANY INDEPENDENT INVESTGATION OR VERIFICATION OF SUCH INFORMATION AND MAKES NO REPRESENTATIONS AS TO THE ACCURACY OR COMPLEMENTS OF SUCH INFORMATION. K&D IS NOT LIABLE OR BOUND IN ANY MANNER BY ANY VERBAL OR WRITTEN STATEMENTS, REPRESENTATION OR INFORMATION PERTAINING TO THE LEASES OR THE OPERATION THEREOF, FURNISHED BY ANY REAL ESTATE BROKER, AGENT, EMPLOYEE, SERVANT OR OTHER PERSON. GRANTEE FURTHER ACKNOWLEDGES AND AGREES THAT TO THE MAXIMUM EXTENT PERMITTED BY LAW, THE SALE OF THE LEASES AS PROVIDED OR HEREIN IS MADE ON AN AS IS AND WHERE IS CONDITION AND BASIS WITH ALL FAULTS. IT IS UNDERSTOOD AND AGREED THAT THE PURCHASE PRICE HAS BEEN ADJUSTED BY PRIOR NEGOTIATIONS TO REFLECT THAT ALL THE LEASES IS SOLD BY K&D AND PURCHASED BY BRIGHTON OIL & GAS, INC. SUBJECT TO THE FOREGOING. BY BRIGHTON ACCEPTANCE OF THIS AGREEMENT, BRIGHTON ACKNOWLEDGES THIS AGREEMENT IS SUBJECT TO ALL OF THE FORGOING CONDITIONS.

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## ASSIGNMENT

The sale and transfer of The Leases from K&D to BRIGHTON shall be as set forth in Exhibit "B" attached hereto and incorporated herein by reference for all purposes.

## MISCELLANEOUS PROVISIONS

Survival of Covenants Any of the representations, warranties, covenants, and Agreements of the parties, as well as any rights and benefits of the parties, pertaining to a period of time following the closing of the transactions contemplated hereby shall survive the closing and shall not be merged therein.

Texas Law to Apply This agreement shall be construed under and in accordance with the laws of the State of Texas, and all obligations of the parties created hereunder are performable in Wichita County, Texas.

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Parties Bound This Agreement shall be binding upon and inure to the benefit of the parties and their respective heirs, executors, administrators, legal representatives, K&D and assigns where permitted by this Agreement.

Legal Construction In case any one or more of the provisions contained in this Agreement shall for any reason be held to be invalid, illegal, or unenforceable in any respect, such invalidity, illegality or unenforceability shall not affect any other provision hereof, and this Agreement shall be construed as if the invalid, illegal, or unenforceable provision had never been contained herein.

Prior Agreements Superseded This Agreement constitutes the sole and only Agreement of the parties and superseded any prior understandings or written or oral agreements among the parties respecting the within subject matter.

Time of Essence Time is of the essence in this Agreement.

EXECUTED and EFFECTIVE this 19th day of October, 2007.

K&D EQUITY INVESTMENTS, INC., a  
Texas Corporation

By:/s/ Jeff Joyce  
Jeff Joyce, President

BRIGHTON Oil & GAS, INC., a  
Nevada Corporation

By:/s/ Charles Stidham  
Charles Stidham, President

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## Brighton Acquires 17 Well Oil Lease

DALLAS, TX October 19, 2007 — Brighton Oil & Gas, Inc. (OTC BB: [BOGS.OB](#) - [News](#).) The Company has closed on a 10 well oil lease in Throckmorton County Texas. The lease has 17 existing wells that are equipped with 4 producing, the balance of the wells require minimal work to put them back on line. The Company paid 50,000,000 shares of its Common stock, par value .001, as consideration for the lease. The engineering report shows proved developed producing (PDP) and proved developed non producing (PDNP) reserves of 220,000 Bbls of oil.

The Board of Directors filled a Director vacancy with Wayne Duke. Mr. Duke has been in the industrial equipment business for the past 40 years and has extensive experience in the oil field operations business. Mr. Duke is an outside Director and will advise the company on gas operations.

In reviewing the financial records of the Company the Board has determined that certain transactions in the common stock issuance over the past year have not been paid for or earned. In connection with the report of the independent account the Company has stopped transfer and/or cancelled 59,545,752 shares of its common stock. The individuals and companies affected will be notified and an 8-K will be filed. All existing consulting contracts with the Company have been cancelled since there has been no contact with management.

About Brighton Oil & Gas, Inc.

Brighton Oil & Gas, Inc. is an oil and gas company with a focus on gulf coast oil and gas prospects and properties. Brighton is careful to develop a thorough drilling plan using advanced technologies in both mapping and the use of 3D seismic reports and information. Brighton trades under the ticker symbol BOGS. For more information on the Company, visit <http://www.Brightonoil.com>.

This Press Release may include forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Act of 1934. A statement identified by the words "expects," "intends," "projects," "plans," or similar phrases may be deemed "forward-looking statements." Although Brighton Oil & Gas, Inc. believes that the expectations reflected in such forward-looking statements are reasonable, these statements involve risks and uncertainties that may cause actual future activities and results to be materially different from those suggested or described in this press release. These include risks inherent in the drilling of oil and natural gas wells, including risks of fire, explosion, blowout, pipe failure, casing collapse, unusual or unexpected formation pressures, environmental hazards, and other operating and production risks inherent in oil and natural gas drilling and production activities, which may temporarily or permanently reduce production or cause initial production or test results to not be indicative of future well performance or delay the timing of sales or completion of drilling operations; risks with respect to oil and natural gas prices, a material decline in which could cause the Company to delay or suspend planned drilling operations or reduce production levels; and risks relating to the availability of capital to fund drilling operations that can be adversely affected by adverse drilling results, production declines and declines in oil and gas prices and other risk factors.

*Contact:*

*Michele Sheriff 972-450-5995*

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