

# TERRA TECH CORP.

## FORM 10-Q (Quarterly Report)

Filed 11/19/13 for the Period Ending 09/30/13

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

FORM 10-Q

(MARK ONE)

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

For the quarterly period ended **September 30, 2013**

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

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

Commission File No. **000-54258**

**TERRA TECH CORP.**

(Exact name of registrant as specified in its charter)

Nevada

(State or other jurisdiction of  
incorporation or organization)

26-3062661

(I.R.S. Employer  
Identification No.)

**18101 Von Karman, Third Floor  
Irvine, California 92612**

(Address of principal executive offices, zip code)

**(855) 447-6967**

(Registrant's telephone number, including area code)

(Former name, former address and former fiscal year, if changed since last report)

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

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

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. (check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

(Do not check if a smaller reporting company)

Smaller reporting company

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

APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY  
PROCEEDINGS DURING THE PRECEDING FIVE YEARS:

Indicate by check mark whether the registrant has filed all documents and reports required to be filed by Sections 12, 13 or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court. Yes  No

APPLICABLE ONLY TO CORPORATE ISSUERS

As of October 28, 2013, there were 123,577,646 shares of common stock, \$0.001 par value per share, outstanding; 100 shares of Series A Preferred Stock, \$0.001 par value per share, outstanding; and 14,750,000 shares of Series B Preferred Stock, \$0.001 par value per shares,

outstanding.

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**TERRA TECH CORP.**  
**(A Development Stage Company)**  
**QUARTERLY REPORT ON FORM 10-Q**  
**FOR THE PERIOD ENDED SEPTEMBER 30, 2013**

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## CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q of Terra Tech Corp., a Nevada corporation (the “Company”), contains “forward-looking statements,” as defined in the United States Private Securities Litigation Reform Act of 1995. In some cases, you can identify forward-looking statements by terminology such as “may”, “will”, “should”, “could”, “expects”, “plans”, “intends”, “anticipates”, “believes”, “estimates”, “predicts”, “potential” or “continue” or the negative of such terms and other comparable terminology. These forward-looking statements include, without limitation, statements about our market opportunity, our strategies, competition, expected activities and expenditures as we pursue our business plan, and the adequacy of our available cash resources. Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, levels of activity, performance or achievements. Actual results may differ materially from the predictions discussed in these forward-looking statements. The economic environment within which we operate could materially affect our actual results. Additional factors that could materially affect these forward-looking statements and/or predictions include, among other things: (i) product demand, market and customer acceptance of Terra Tech’s equipment and other goods, (ii) ability to obtain financing to expand its operations, (iii) ability to attract qualified sales representatives, (iv) competition, pricing and development difficulties, (v) ability to integrate Edible Garden Corp. and GrowOp Technology Ltd. into its operations as a reporting issuer with the Securities and Exchange Commission, and (iv) general industry and market conditions and growth rates and general economic conditions., the exercise of the majority control the Company’s affiliates collectively hold of the Company’s voting securities, other factors over which we have little or no control; and other factors discussed in the Company’s filings with the Securities and Exchange Commission (“SEC”).

Our management has included projections and estimates in this Form 10-Q, which are based primarily on management’s experience in the industry, assessments of our results of operations, discussions and negotiations with third parties and a review of information filed by our competitors with the SEC or otherwise publicly available. We caution readers not to place undue reliance on any such forward-looking statements, which speak only as of the date made. We disclaim any obligation subsequently to revise any forward-looking statements to reflect events or circumstances after the date of such statements or to reflect the occurrence of anticipated or unanticipated events.

**PART I. FINANCIAL INFORMATION**

**ITEM 1. CONSOLIDATED FINANCIAL STATEMENTS.**

**TERRA TECH CORP.  
CONDENSED CONSOLIDATED BALANCE SHEETS**

	<b>September 30, 2013</b>	<b>December 31, 2012</b>
	<u><b>Unaudited</b></u>	<u></u>
<b>Assets</b>		
<b>Current Assets:</b>		
Cash	\$ 40,698	\$ 16,312
Accounts receivable, net	548,481	27,476
Inventories, net	248,612	256,714
Current portion of notes receivable, net of allowance	-	-
Prepaid Inventory	-	51,988
<b>Total Current Assets</b>	<u>837,791</u>	<u>352,490</u>
Property and equipment, net	24,439	33,650
Intangible assets, net	193,992	-
Deposits	2,631,532	-
<b>Total Assets</b>	<u><u>\$ 3,687,754</u></u>	<u><u>\$ 386,140</u></u>
<b>Liabilities and Stockholders' Equity</b>		
<b>Current Liabilities</b>		
Accounts payable and accrued expenses	\$ 1,955,940	\$ 377,376
Note payable	1,404,280	364,306
Loans from Related Party	102,500	104,998
Derivative liability	336,300	-
<b>Total Current Liabilities</b>	<u>3,799,020</u>	<u>846,680</u>
<b>Commitment and Contingencies</b>		
<b>Stockholders' Equity</b>		
Preferred stock, Convertible Series A, Par value \$0.001; authorized and issued 100 shares as of September 30, 2013 and December 31, 2012 respectively	-	-
Preferred stock, Convertible Series B, Par value \$0.001; authorized 24,999,900 shares; issued and outstanding 14,750,000 shares as of September 30, 2013 and December 31, 2012, respectively	14,750	14,750
Common stock, Par value \$0.001; authorized 350,000,000 shares; issued 101,165,307 and 82,371,853 shares as of September 30, 2013 and Decemebr 31, 2012, respectively	101,165	82,372
Additional paid-in capital	10,555,377	8,131,305
Common stock subscribed	546,500	-
Accumulated Deficit	(11,329,058)	(8,688,967)
<b>Total Stockholders' Equity</b>	<u>(111,266)</u>	<u>(460,540)</u>
<b>Total Liabilities and Stockholders' Equity</b>	<u><u>\$ 3,687,754</u></u>	<u><u>\$ 386,140</u></u>

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

**TERRA TECH CORP.**  
**CONDENSED CONSOLIDATED STATEMENT OF OPERATIONS**  
**Unaudited**

	<b>Three Months Ended September 30,</b>		<b>Nine Months Ended September 30,</b>	
	<b>2013</b>	<b>2012</b>	<b>2013</b>	<b>2012</b>
Total Revenues	\$ 773,140	\$ 105,214	\$ 1,504,626	\$ 400,290
Cost of Goods Sold	769,620	96,427	1,497,195	366,801
	3,520	8,787	7,431	33,489
Selling, general and administrative expenses	162,629	248,743	1,789,804	784,359
Impairment of goodwill	-	-	-	4,799,965
Loss from operations	(159,109)	(239,956)	(1,782,373)	(5,550,835)
Other Income (Expenses)				
Loss from derivatives issued with debt greater than debt carrying value	(201,000)	-	(1,562,000)	-
Gain on fair market valuation of derivatives	569,700	-	1,225,700	-
Loss on property and equipment	-	(1,322)	-	(1,322)
Interest Expense	(224,536)	(15,805)	(519,768)	(48,136)
Total Other Income (Expense)	144,164	(17,127)	(856,068)	(49,458)
Loss before Provision of Income Taxes	(14,945)	(257,083)	(2,638,441)	(5,600,293)
Provision for income taxes	-	-	1,650	878
Net Loss applicable to common shareholders	<u>\$ (14,945)</u>	<u>\$ (257,083)</u>	<u>\$ (2,640,091)</u>	<u>\$ (5,601,171)</u>
Net Loss per Common Share Basic and Diluted	<u>\$ (0.00)</u>	<u>\$ (0.00)</u>	<u>\$ (0.03)</u>	<u>\$ (0.07)</u>
Weighted Average Number of Common Shares Outstanding - Basic and Diluted	<u>94,071,535</u>	<u>82,176,201</u>	<u>88,520,734</u>	<u>75,049,917</u>

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

**TERRA TECH CORP.**  
**CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS**  
**Unaudited**

	<b>9 Months Ended September 30, 2013</b>	<b>9 Months Ended September 30, 2012</b>
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>		
Net Loss	\$ (2,640,091)	\$ (5,601,171)
Adjustments to reconcile net loss to net cash used in operating activities:		
Gain on fair market valuation of derivatives	(1,225,700)	-
Depreciation and amortization	27,618	11,018
Loss on disposal of property and equipment	-	1,322
Warrants issued with common stock	383,005	13,500
Stock issued for interest expense	55,777	-
Stock issued for services	671,924	-
Equity instruments issued with debt greater than debt carrying amount	1,562,000	-
Preferred Stock issued for compensation	-	200,000
Impairment of goodwill	-	4,799,965
Change in receivable reserve	(5,000)	135,400
Changes in operating assets and liabilities:		
Accounts receivable	(516,005)	(71,273)
Inventory	8,102	237,682
Prepaid inventory	51,988	(7,530)
Deposits	(2,439,532)	5,000
Accounts payable	1,578,564	69,771
Due to officers	-	(500)
Net cash used in operations	<u>(2,487,350)</u>	<u>(206,816)</u>
<b>CASH FLOW FROM INVESTING ACTIVITIES:</b>		
Proceeds from sale of property and equipment	-	6,293
Cash assumed in reverse merger	100	35
Net cash used in investing activities	<u>100</u>	<u>6,328</u>
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>		
Proceeds from issuance of notes payable	1,757,474	229,982
Proceeds from issuance of notes payable to related parties	17,502	44,190
Payments on notes payable	(100,000)	(150,000)
Payments on notes payable to related parties	(20,000)	(52,631)
Proceeds from issuance of common stock and warrants and common stock subscribed	856,660	180,000
Net cash provided by financing activities	<u>2,511,636</u>	<u>251,541</u>
NET CHANGE IN CASH AND CASH EQUIVALENTS	24,386	51,053
CASH AND CASH EQUIVALENTS, beginning of period	16,312	9,139
CASH AND CASH EQUIVALENTS, end of period	<u>\$ 40,698</u>	<u>\$ 60,192</u>

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



**TERRA TECH CORP.**  
**CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS**  
**Unaudited**

	<b>9 Months Ended September 30, 2013</b>	<b>9 Months Ended September 30, 2012</b>
<b>SUPPLEMENTAL DISCLOSURE FOR OPERATING ACTIVITIES</b>		
Cash paid for interest	<u>\$ 6,750</u>	<u>\$ -</u>
<b>SUPPLEMENTAL DISCLOSURE FOR FINANCING ACTIVITIES</b>		
Warrant expense	<u>\$ 383,005</u>	<u>\$ 13,500</u>

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

**TERRA TECH CORP.**  
**NOTES TO CONDENSED FINANCIAL STATEMENTS**

**1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

**Organization**

We were incorporated as Private Secretary, Inc. on July 22, 2008 in the State of Nevada. From inception until we completed our reverse acquisition of GrowOp Technology, the principal business of the Company originally was to develop a software program that would allow for automatic call processing through VoIP technology. On January 27, 2012, the Company filed an amendment to its Articles of Incorporation changing its name to Terra Tech Corp. During that time, we had no revenue and our operations were limited to capital formation, organization, and development of our business plan and target customer market. As a result of the merger with GrowOp Technology, on February 9, 2012 we ceased our prior operations and we are now a holding company and our wholly owned subsidiary engages in the design, marketing and sale of hydroponic equipment with proprietary technology to create sustainable solutions for the cultivation of indoor agriculture.

**Recent Developments**

On March 23, 2013, Terra Tech Corp. (formerly named, "Private Secretary, Inc.") (, a Nevada corporation (the "Company") entered into a Share Exchange Agreement with Edible Garden Corp., a Nevada corporation ("Edible Garden"), and the holders of common stock Edible Garden. The share exchange was consummated on April 24, 2013, when Articles of Exchange were filed with the Secretary of State of the State of Nevada.

Under the terms and conditions of the Agreement, the Company issued 1,250,000 shares of common stock of the Company in consideration for all the issued and outstanding shares in Edible Garden Corp. The effect of the issuance is that Edible Garden Corp. shareholders now hold outstanding shares of common stock of the Company.

On February 9, 2012, Terra Tech Corp. entered into an Agreement and Plan of Merger dated February 9, 2012 (the "Agreement and Plan of Merger"), by and among the Company, TT Acquisitions, Inc., a Nevada corporation and a wholly-owned subsidiary of the Company ("TT Acquisitions"), and GrowOp Technology Ltd., a Nevada corporation ("GrowOp Technology").

Under the terms and conditions of the Agreement and Plan of Merger, the Company sold 33,998,500 shares of common stock of the Company in consideration for all the issued and outstanding shares in GrowOp Technology. The effect of the issuance is that GrowOp Technology shareholders now hold approximately 41.46% of the issued and outstanding shares of common stock of the Company. Separately, TT Acquisitions merged with GrowOp Technology, with the effect that GrowOp Technology is a wholly-owned subsidiary of the Company. Articles of Merger, effecting the merger of GrowOp Technology and TT Acquisitions, were filed with the Secretary of State of the State of Nevada on February 9, 2012.

GrowOp Technology was founded in March 2010, in Oakland, California. GrowOp Technology's business (now the principal business of Terra Tech) is the integration of best of breed hydroponic equipment with proprietary technology to create sustainable solutions for the cultivation of indoor agriculture. We work closely with expert horticulturists, engineers, and scientists, to develop and manufacture advanced proprietary products for the hydroponic industry. Our products are utilized by horticulture enthusiasts, local urban farmers, and green house growers. We believe that the emerging trend of urban and indoor agriculture has fostered an entrepreneurial push by companies to bring their concept to market. Many of these companies lack both the intellectual resources and manufacturing capabilities to bring their idea to fruition. That is where Terra Tech is positioned. We have the team and the resources to help bring indoor cultivation designs from concept to production. Our products can be found through specialty retailers throughout the United States.

**TERRA TECH CORP.**  
**NOTES TO CONDENSED FINANCIAL STATEMENTS**

**1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, Continued**

The accompanying unaudited condensed financial statements include all of the accounts of Terra Tech. These condensed financial statements have been prepared in accordance with accounting principals generally accepted in the United States for financial information and with the instructions to Form S-1 and Regulation S-X. In the opinion of management, all adjustments (consisting only of normal recurring adjustments) considered necessary for a fair presentation have been included.

**Use of Estimates**

The preparation of the financial statements in conformity with United States generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities as of 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.

**Fair Value of Financial Instruments**

The Company applies fair value accounting for all financial assets and liabilities and non-financial assets and liabilities that are recognized or disclosed at fair value in the financial statements on a recurring basis. The Company defines fair value as the price that would be received from selling an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. When determining the fair value measurements for assets and liabilities, which are required to be recorded at fair value, the Company considers the principal or most advantageous market in which the Company would transact and the market-based risk measurements or assumptions that market participants would use in pricing the asset or liability, such as risks inherent in valuation techniques, transfer restrictions and credit risk. Fair value is estimated by applying the following hierarchy, which prioritizes the inputs used to measure fair value into three levels and bases the categorization within the hierarchy upon the lowest level of input that is available and significant to the fair value measurement:

*Level 1* – Quoted prices in active markets for identical assets or liabilities.

*Level 2* – Observable inputs other than quoted prices in active markets for identical assets and liabilities, quoted prices for identical or similar assets or liabilities in inactive markets, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

*Level 3* – Inputs that are generally unobservable and typically reflect management’s estimate of assumptions that market participants would use in pricing the asset or liability.

The Company’s valuation techniques used to measure the fair value of money market funds and certain marketable equity securities were derived from quoted prices in active markets for identical assets or liabilities. The valuation techniques used to measure the fair value of all other financial instruments, all of which have counterparties with high credit ratings, were valued based on quoted market prices or model driven valuations using significant inputs derived from or corroborated by observable market data.

In accordance with the fair value accounting requirements, companies may choose to measure eligible financial instruments and certain other items at fair value. The Company has not elected the fair value option for any eligible financial instruments.

**TERRA TECH CORP.**  
**NOTES TO CONDENSED FINANCIAL STATEMENTS**

**1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, Continued**

**Accounts Receivable**

The Company reviews all outstanding accounts receivable for collectability on a quarterly basis. An allowance for doubtful accounts is recorded for any amounts deemed uncollectable. The Company does not accrue interest receivable on past due accounts receivable. There was an allowance of \$80,576 at September 30, 2013 and \$85,576 at December 31, 2012.

**Prepaid Inventory**

Prepaid inventory represents deposits made to foreign manufacturers for purchase orders of specific inventory.

**Notes receivable**

Notes receivable due from customers are unsecured loans which assist with the purchase of products. The notes range from twelve to eighteen months and bear interest at the annual rates of 4% to 9%. A corresponding reserve is established for any uncollectable interest. There was a 100% reserve of \$29,424 against the collection of notes receivable at September 30, 2013 and December 31, 2012.

**Property and Equipment**

Property and equipment are stated at cost less accumulated depreciation. Depreciation is calculated using the straight-line method over the estimated useful lives of the assets: 3-8 years for machinery and equipment, leasehold improvements are amortized over the shorter of the estimated useful lives or the underlying lease term. Repairs and maintenance expenditures which do not extend the useful lives of related assets are expensed as incurred.

**Intangibles**

Intangible assets with definite lives are amortized, but are tested for impairment annually and when an event occurs or circumstances change such that it is more likely than not that an impairment may exist. Our annual testing date is December 31. We test intangibles for impairment by first comparing the carrying value of net assets to the fair value of the related operations. If the fair value is determined to be less than carrying value, a second step is performed to compute the amount of the impairment. In this process, a fair value for intangibles is estimated, based in part on the fair value of the operations, and is compared to its carrying value. The shortfall of the fair value below carrying value represents the amount of intangible impairment. We test these intangibles for impairment by comparing their carrying value to current projections of discounted cash flows attributable to the customer list. Any excess carrying value over the amount of discounted cash flows represents the amount of the impairment.

**Deposits**

Deposits are for the purchase of a greenhouse and farm.

**TERRA TECH CORP.**  
**NOTES TO CONDENSED FINANCIAL STATEMENTS**

**1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, Continued**

**Revenue Recognition**

Revenue is recognized net of discounts, rebates, promotional adjustments, price adjustments and estimated returns and upon transfer of title and risk to the customer which occurs at shipping (F.O.B. terms). Upon shipment, the Company has no further performance obligations and collection is reasonably assured as the majority of sales are paid for prior to shipping.

**Cost of Goods Sold**

Management decided to change the focus of the business in 2011 to designing, manufacturing and selling hydroponic equipment where favorable gross margins are achieved.

**Research and Development**

Research and development costs are expensed as incurred.

**Income Taxes**

The Company provides for income taxes based on enacted tax law and statutory tax rates at which items of income and expenses are expected to be settled in the Company's income tax return. Certain items of revenue and expense are reported for Federal income tax purposes in different periods than for financial reporting purposes, thereby resulting in deferred income taxes. Deferred taxes are also recognized for operating losses that are available to offset future taxable income. Valuation allowances are established when necessary to reduce deferred tax assets to the amount expected to be realized. The Company has incurred net operating losses for financial-reporting and tax-reporting purposes. Accordingly, for Federal and state income tax purposes, the benefit for income taxes has been offset entirely by a valuation allowance against the related federal and state deferred tax asset for the nine months ended September 30, 2013.

**Loss Per Common Share**

Net loss per share, in accordance with the provisions of ASC 260, "Earnings Per Share" is computed by dividing net loss by the weighted average number of shares of Common Stock outstanding during the period. During a loss period, the effect of the potential exercise of stock options, warrants, convertible preferred stock and convertible debt are not considered in the diluted income (loss) per share calculation since the effect would be anti-dilutive. The results of operations were a net loss for the three and nine months ended September 30, 2013 therefore the basic and diluted weighted average common shares outstanding were the same.

**Recently Issued Accounting Standards**

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

**TERRA TECH CORP.**  
**NOTES TO CONDENSED FINANCIAL STATEMENTS**

**2. GOING CONCERN**

The Company's future success is dependent upon its ability to achieve profitable operations and generate cash from operating activities, and upon additional financing. Management believes they can raise the appropriate funds needed to support their business plan and develop an operating company which is cash flow positive.

However, the Company has incurred net losses for the nine months ended September 30, 2013 and has accumulated a deficit of approximately \$11.3 million at September 30, 2013. The Company has not been able to generate sufficient cash from operating activities to fund its ongoing operations. There is no guarantee that the Company will be able to generate enough revenue and/or raise capital to support its operations. These factors raise substantial doubt about the Company's ability to continue as a going concern.

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

**3. CONCENTRATIONS OF BUSINESS AND CREDIT RISK**

The Company maintains cash balances in several financial institutions which are insured by the Federal Deposit Insurance Corporation up to certain federal limitations.

The Company provides credit in the normal course of business to customers located throughout the U. S. The Company performs ongoing credit evaluations of its customers and maintains allowances for doubtful accounts based on factors surrounding the credit risk of specific customers, historical trends, and other information.

**4. SHARE EXCHANGE**

On April 24, 2013, the shareholders of the Company entered into a definitive agreement pursuant to which its shareholders exchanged common stock of Edible Garden Corp. for common stock of the Company. Under the agreement the Company acquired the customer list. Under the terms of this agreement the Company paid 1,250,000 shares of common stock valued at \$212,500.

The transaction was accounted for as a business acquisition. In accordance with generally accepted accounting principles, intangible assets are recorded at fair values as of the date of the transaction. The Company has preliminarily allocated the \$212,500 consideration paid to the acquired assets as follows:

Cash	100
Intangible assets, customer list	<u>212,400</u>
Fair value acquired	<u>\$ 212,500</u>

Intangible assets with estimated useful lives are amortized over a 5 year period.

**TERRA TECH CORP.**  
**NOTES TO CONDENSED FINANCIAL STATEMENTS**

**5. REVERSE MERGER**

On February 9, 2012, the Company completed a reverse merger transaction through a merger with GrowOp Technology whereby we acquired all of the issued and outstanding shares of GrowOp Technology in exchange for 33,998,520 shares of our common stock, which represented approximately 41.4% of our total shares outstanding immediately following the closing of the transaction. As a result of the reverse acquisition, GrowOp Technology became our wholly owned subsidiary and the former shareholders of GrowOp Technology became our controlling stockholders. The share exchange transaction with GrowOp Technology was treated as a reverse acquisition, with GrowOp Technology as the acquiror and the Company as the acquired party.

On February 26, 2012, pursuant the Agreement and Plan of Merger, the Company issued an aggregate of 100 shares of Series A Preferred Stock and 14,750,000 shares of Series B Preferred Stock to Derek Peterson and Amy Almsteier, both of whom are officers and directors of the Company. The Company exchanged the shares for the Series A Preferred Stock and shares of Series B Preferred Stock issued by GrowOp Technology.

*Purchase Accounting*

The Acquisition was accounted for using the purchase method of accounting as a reverse acquisition. In a reverse acquisition, the post-acquisition net assets of the surviving combined company includes the historical cost basis of the net assets of the accounting acquirer (GrowOp Technologies Ltd.) plus the fair value of the net assets of the accounting acquiree (Terra Tech Corp). Further, under the purchase method, the purchase price is allocated to the assets acquired and liabilities assumed based on their estimated fair values and the excess of the purchase price over the estimated fair value of the identifiable net assets is allocated to any intangible assets with the remaining excess purchase price over net assets acquired allocated to goodwill.

The fair value of the consideration transferred in the Acquisition was \$4,800,000 and was calculated as the number of shares of common stock that GrowOp Technologies Ltd. would have had to issue in order for Terra Tech Corp. shareholders to hold a 58.6% equity interest in the combined Company post-acquisition, multiplied by the estimated fair value of the Company's common stock on the acquisition date. The estimated fair value of the Company's common stock was based on the offering price of the common stock sold in a private placement of share subscriptions which was completed most recently prior to the merger. This price was determined to be the best indication of fair value on that date since the price was based on an arm's length negotiation with a group consisting of both new and existing investors that had been advised of the pending Acquisition and assumed similar liquidity risk as those investors holding the majority of shares being valued as purchase consideration.

The following table summarizes the Company's determination of fair values of the assets acquired and the liabilities as of the date of acquisition.

Consideration - issuance of securities	\$ 4,800,000
Cash	\$ 35
Goodwill	<u>4,799,965</u>
Total purchase price	<u>\$ 4,800,000</u>

The Company performed an impairment test related to goodwill as of the date of the merger and it was determined that goodwill was impaired. At that time, the Company recorded a charge to operations for the amount of the impairment of \$4,799,965.

**TERRA TECH CORP.**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

**6. INVENTORIES**

Inventories consist of finished goods for the Company's product lines. Cost-of-goods sold are calculated using the average costing method. Inventory costs include direct materials, direct labor and cost of freight. The Company reviews its inventory periodically to determine net realizable value and considers product upgrades in its periodic review of realizability. The Company writes down inventory, if required, based on forecasted demand and technological obsolescence. These factors are impacted by market and economic conditions, technology changes and new product introductions and require estimates that may include uncertain elements. Inventories consist of the following:

	<b>September 30, 2013</b>	<b>December 31, 2011</b>
Finished Goods	<u>\$ 248,612</u>	<u>\$ 256,714</u>

**7. PROPERTY AND EQUIPMENT**

Property and equipment at cost, less accumulated depreciation, at September 30, 2013 consisted of the following:

	<b>September 30, 2013</b>	<b>December 31, 2012</b>
Furniture	\$ 31,539	\$ 31,539
Equipment	26,022	26,022
Leasehold improvements	<u>10,400</u>	<u>10,400</u>
Subtotal	67,961	67,961
Less accumulated depreciation	<u>(43,522)</u>	<u>(34,311)</u>
Total	<u>\$ 24,439</u>	<u>\$ 33,650</u>

Depreciation expense related to property and equipment for the nine months ended September 30, 2013 was \$9,211 and for the nine months ended September 30, 2012 was \$7,903.

**8. ACCOUNTS PAYABLE AND ACCRUED EXPENSES**

Accounts payable and accrued expenses consisted of the following:

	<b>September 30, 2013</b>	<b>December 31, 2012</b>
Accounts payable	\$ 1,312,192	\$ 159,118
Accrued officers' salary	60,000	75,000
Accrued interest	525,898	75,408
Accrued payroll taxes	57,850	57,850
Customer deposits	-	10,000
	<u>\$ 1,955,940</u>	<u>\$ 377,376</u>



**TERRA TECH CORP.**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

**9. NOTE PAYABLE**

Notes payable is as follows:

	<u>September 30, 2013</u>	<u>December 31, 2012</u>
Senior secured promissory note dated July 15, 2011, issued to an accredited investor, maturing July 15, 2012, bearing interest at a rate of 15% per annum. The maturity date has been extended until March 15, 2013. Principal in the amount of \$150,000 was paid during the twelve months ended December 31, 2012. The balance of principal and interest was paid in stock during the quarter ended March 31, 2013.	\$ -	\$ 100,000
Unsecured promissory demand note dated May 7, 2012, issued to an accredited investor, bearing interest at a rate of 4% per annum. Holder may elect to convert into common stock at \$0.75 per share.	5,000	5,000
Promissory note dated July 26, 2013, issued to an accredited investor, maturing July 15, 2014, bearing interest at a rate of 12% per annum. Principal and interest may be converted into common stock based on the average trading price of the ten days prior to maturity at the holders' option.	150,000	150,000
Unsecured promissory demand notes, issued to an accredited investor, bearing interest at a rate of 4% per annum. Holder may elect to convert into common stock at \$0.75 per share.	109,306	109,306
Unsecured promissory demand note, issued to an accredited investor, bearing interest at a rate of 15% per annum.	3,474	-
Senior secured promissory notes dated March 23, 2013, issued to accredited investors, maturing November 22, 2013, bearing interest at a rate of 60% per annum. Principal and interest may be converted into common stock based on the average trading price of the ten days prior to maturity at the holders' option. \$420,500 was converted in the third quarter ended September 30, 2013.	504,500	-
Senior secured promissory notes dated April 19, 2013, issued to accredited investors, maturing December 19, 2013, bearing interest at a rate of 60% per annum. Principal and interest may be converted into common stock based on the average trading price of the ten days prior to maturity at the holders' option.	250,000	-
Senior secured promissory notes dated May 3, 2013, issued to accredited investors, maturing November 22, 2013, bearing interest at a rate of 60% per annum. Principal and interest may be converted into common stock based on the average trading price of the ten days prior to maturity at the holders' option. \$47,000 was converted in the third quarter ended September 30, 2013.	153,000	-
Senior secured promissory notes dated July 26, 2013, issued to accredited investors, maturing April 26, 2014, bearing interest at a rate of 60% per annum. Principal and interest may be converted into common stock based on the average trading price of the ten days prior to maturity at the holders' option.	229,000	-
	<u>\$ 1,404,280</u>	<u>\$ 364,306</u>

The senior secured promissory notes are secured by shares of common stock. There is accrued interest of \$486,877 as of September 30, 2013.

**TERRA TECH CORP.**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

**10. LOANS FROM RELATED PARTY**

Notes payable to related party is as follows:

	<u>September 30, 2013</u>	<u>December 31, 2012</u>
Unsecured promissory note dated December 2, 2011 and due December 2, 2012, issued to an entity controlled by Michael James an officer of the Company, bearing interest at a rate of 15% per annum. The maturity date has been extended until August 31, 2013. Interest shall be paid in cash or common stock at the holders' option. Principal in the amount of \$5,000 has been paid during the nine months ended September 30, 2013.	\$ 30,000	\$ 35,000
Unsecured promissory note dated December 2, 2011 and due December 2, 2012, issued to Michael Nahass a director of the Company, bearing interest at a rate of 15% per annum. The maturity date has been extended until August 31, 2013. Interest shall be paid in cash or common stock at the holders' option. During the nine months ended September 30, 2013, \$17,502 has been advanced to the Company. Principal in the amount of \$15,000 has been paid during the nine months ended September 30, 2013.	72,500 <u>\$ 102,500</u>	69,998 <u>\$ 104,998</u>

The unsecured demand notes due to related parties have accrued interest of \$39,021 as of September 30, 2013.

**TERRA TECH CORP.**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

**11. CAPITAL STOCK**

**Preferred Stock**

The Company has authorized 25 million shares of preferred stock with \$0.001 par value, of which there were 100 shares of Series A Convertible Preferred Stock outstanding as of March 31, 2012. Series A Convertible Preferred Stock is convertible on a one-for-one basis into common stock and has all of the voting rights that the holders of our common stock has.

On February 26, 2012, pursuant the Agreement and Plan of Merger, the Company issued an aggregate of 100 shares of Series A Preferred Stock to Derek Peterson and Amy Almsteier, both of whom are officers and directors of the Company.

There were 14,750,000 shares of Series B Convertible Preferred Stock outstanding as of March 31, 2012. The Series B Convertible Preferred shares will vote with the common stock of the Company, be equal to 100 votes of common stock and be convertible into shares of common stock of the Company and a 1-for-5.384325537.

On February 26, 2012, pursuant the Agreement and Plan of Merger, the Company issued an aggregate of 14,750,000 shares of Series B Preferred Stock to Derek Peterson and Amy Almsteier, both of whom are officers and directors of the Company.

**Common Stock**

The Company has authorized 350 million shares of common stock with \$0.001 par value, of which there were issued and outstanding 101,165,307 as of September 30, 2013.

**12. WARRANTS**

The Company has the following shares of common stock reserved for the warrants outstanding as of September 30, 2013:

	<u>September 30, 2013</u>	
	<u>Shares</u>	<u>Weighted Average Exercise Price</u>
Warrants outstanding – beginning of year	6,711,733	\$ 0.35
Warrants exercised	-	-
Warrants granted	2,028,137	0.19
Warrants expired	-	-
Warrants outstanding – end of period	<u>8,739,870</u>	<u>\$ 0.32</u>

**TERRA TECH CORP.**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

**12. WARRANTS, Continued**

The weighted exercise price and weighted fair value of the warrants granted by the Company as of September 30, 2013, are as follows:

	<b>September 30, 2013</b>	
	<b>Weighted Average Exercise Price</b>	<b>Weighted Average Fair Value</b>
Weighted average of warrants granted during the nine months whose exercise price exceeded fair market value at the date of grant	\$ 0.32	\$ 0.46
Weighted average of warrants granted during the nine months whose exercise price was equal or lower than fair market value at the date of grant	\$ -	\$ -

The following table summarizes information about fixed-price warrants outstanding:

<b>Range of Exercise Prices</b>	<b>Number Outstanding at September 30, 2013</b>	<b>Average Remaining Contractual Life</b>	<b>Weighted Average Exercise Price</b>
\$ 0.33	5,588,400	15 Months	\$ 0.33
\$ 0.46	600,000	26 Months	\$ 0.46
\$ 0.46	150,000	31 Months	\$ 0.46
\$ 0.85	40,000	29 Months	\$ 0.85
\$ 0.40	333,333	29 Months	\$ 0.40
\$ 0.33	515,637	55 Months	\$ 0.33
\$ 0.16	875,000	57 Months	\$ 0.16
\$ 0.11	637,500	58 Months	\$ 0.11
	<b>8,739,870</b>		

For the warrants issued in January 2013, the Company valued the warrants utilizing the black schools method with the following inputs: stock price of \$0.46, exercise price of \$0.33, volatility of 106.26%, years 5, treasury bond rate 2.5% and dividend rate of 0%.

For the warrants issued in April 2013, the Company valued the warrants utilizing the black schools method with the following inputs: stock price of \$0.19, exercise price of \$0.16, volatility of 115.70%, years 5, treasury bond rate 2.5% and dividend rate of 0%.

For the warrants issued in May 2013, the Company valued the warrants utilizing the black schools method with the following inputs: stock price of \$0.11, exercise price of \$0.11, volatility of 114.54%, years 5, treasury bond rate 2.5% and dividend rate of 0%.

The warrant expense of \$383,005 was based on the Black Scholes calculation which was expensed during the nine months ended September 30, 2013.

**TERRA TECH CORP.**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

**13. OPERATING LEASE COMMITMENTS**

The Company leases certain office and industrial warehouse space in Lake Forest, California. The monthly rent is \$3,025 for the first year and will increase to \$3,300 for the second year. Net rent expense for the Company for the nine months ended September 30, 2013 was \$21,944.

**14. LITIGATION AND CLAIMS**

From time to time, the Company may be involved in various legal proceedings and claims arising in the ordinary course of business. The disposition of these additional matters, which may occur, individually or in the aggregate, is not expected to have a material adverse effect on the Company's financial condition. However, depending on the amount and timing of such disposition, an unfavorable resolution of some or all of these matters could materially affect the future results of operations or cash flows in a particular period.

As of September 30, 2013, there was no accrual recorded for any potential losses related to pending litigation.

**15. SUBSEQUENT EVENTS**

During October 2013 the issued 10,608,667 common shares for a total of \$636,520 or \$0.06 per share. The company also issued 10,608,667 warrants to acquire common stock at the price of \$0.06 per common share.

## **ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.**

### **Overview**

We were incorporated as Private Secretary, Inc. on July 22, 2008 in the State of Nevada. From inception until we completed our reverse acquisition of GrowOp Technology, the principal business of the Company originally was to develop a software program that would allow for automatic call processing through VoIP technology. On January 27, 2012, the Company filed an amendment to its Articles of Incorporation changing its name to Terra Tech Corp. During that time, we had no revenue and our operations were limited to capital formation, organization, and development of our business plan and target customer market. As a result of the merger with GrowOp Technology, on February 9, 2012 we ceased our prior operations and we are now a holding company and our wholly owned subsidiary engages in the design, marketing and sale of hydroponic equipment with proprietary technology to create sustainable solutions for the cultivation of indoor agriculture.

On February 9, 2012, Terra Tech Corp. (formerly named, "Private Secretary, Inc.") , a Nevada corporation (the "Company") entered into an Agreement and Plan of Merger dated February 9, 2012 (the "Agreement and Plan of Merger"), by and among the Company, TT Acquisitions, Inc., a Nevada corporation and a wholly-owned subsidiary of the Company ("TT Acquisitions"), and GrowOp Technology Ltd., a Nevada corporation ("GrowOp Technology").

Under the terms and conditions of the Agreement and Plan of Merger, the Company sold 33,998,520 shares of common stock of the Company in consideration for all the issued and outstanding shares in GrowOp Technology. The effect of the issuance is that GrowOp Technology shareholders now hold approximately 41.46% of the issued and outstanding shares of common stock of the Company. Separately, TT Acquisitions merged with GrowOp Technology, with the effect that GrowOp Technology is a wholly-owned subsidiary of the Company. Articles of Merger, effecting the merger of GrowOp Technology and TT Acquisitions, were filed with the Secretary of State of the State of Nevada on February 9, 2012.

GrowOp Technology was founded in March 2010, in Oakland, California. GrowOp Technology's business (now the principal business of Terra Tech) is the integration of best of breed hydroponic equipment with proprietary technology to create sustainable solutions for the cultivation of indoor agriculture. We work closely with expert horticulturists, engineers, and scientists, to develop and manufacture advanced proprietary products for the hydroponic industry. Our products are utilized by horticulture enthusiasts, local urban farmers, and green house growers. We believe that the emerging trend of urban and indoor agriculture has fostered an entrepreneurial push by companies to bring their concept to market. Many of these companies lack both the intellectual resources and manufacturing capabilities to bring their idea to fruition. That is where Terra Tech is positioned. We have the team and the resources to help bring indoor cultivation designs from concept to production. Our products can be found through specialty retailers throughout the United States.

### **Results of Operations for the quarter ended September 30, 2013 compared to the quarter ended September 30, 2012:**

Total revenues generated from the sales of the Company's products for the quarter ended September 30, 2013 totaled \$773,140, an increase of \$667,926 from the quarter ended September 30, 2012 which totaled \$105,214. The primary reason was due the revenue generated from Edible Gardens.

At this stage in the Company's development, revenues are not yet sufficient to cover ongoing operating expenses.

Gross profits for the quarter ended September 30, 2013 amounted to \$3,520 for a 0.46% gross margin. Gross profits decreased \$5,267 or 60% for the quarter ended September 30, 2013 compared to \$8,787 for the quarter ended September 30, 2012. The decrease in the gross margin was due to management lowering the selling price of certain products so that cash would be raised.

Selling, general and administrative expenses for the quarter ended September 30, 2013 were \$162,629, a decrease of \$86,114 from the quarter ended September 30, 2012 which totaled \$248,743. The major decreases were from warrant expense which was reduced by \$120,000 in 2013 offset by an increase in legal expense of \$14,242 and stock for services in the amount of \$26,674.

The Company had a loss on derivative of \$201,000 versus zero in the prior year, due to convertible notes issued in 2013. The Company had a gain on the fair market valuation of derivatives in the amount of \$569,700 versus zero from the prior year, since no derivatives were outstanding then. Interest expense totaled \$224,536 for the quarter ended September 30, 2013 versus \$15,805 in the quarter ended September 30, 2012. The increase is due to more debt outstanding at higher rates in the quarter ended September 30, 2013.

The net result for the quarter ended September 30, 2013 was a loss of \$14,945 or \$0.00 per share compared to a loss of \$257,083 or \$0.00 for the quarter ended September 30, 2012.

Management will continue to make an effort to lower operating expenses and increase revenue. The Company will continue to invest in further expanding its operations and a comprehensive marketing campaign with the goal of accelerating the education of potential clients and promoting the name and products of the Company. Given the fact that most of the operating expenses are fixed or have quasi-fixed character management expects them to significantly decrease as a percentage of revenues as revenues increase.

#### **Results of Operations for the nine months ended September 30, 2013 compared to the nine months ended September 30, 2012:**

Total revenues generated from the sales of the Company's products for the nine months ended September 30, 2013 totaled \$1,504,626, an increase of \$1,104,336 from the nine months ended September 30, 2012 which totaled \$400,290. The primary reason was due the revenue generated from Edible Gardens.

At this stage in the Company's development, revenues are not yet sufficient to cover ongoing operating expenses.

Gross profits for the nine months ended September 30, 2013 amounted to \$7,431. Gross profits decreased \$26,058 or 78% for the nine months ended September 30, 2013 compared to \$33,489 for the nine months ended September 30, 2012. The decrease in the gross margin was due to management lowering the selling price of certain products so that cash would be raised.

Selling, general and administrative expenses for the nine months ended September 30, 2013 were \$1,789,804, an increase of \$1,005,445 from the nine months ended September 30, 2012 which totaled \$784,359. Professional services increased by \$671,924 which was paid for with common stock. Legal costs increased by \$125,584 due to the company defending against claimants. Warrant expense increased by \$247,605 due to additional warrants being issued in 2013. The Company had incurred an impairment of goodwill in connection with the reverse merger on the amount of \$4,799,965 in the prior year versus zero in the current year.

The Company had a loss on derivative of \$1,562,000 versus zero in the prior year, due to convertible notes issued in 2013. The Company had a gain on the fair market valuation of derivatives in the amount of \$1,225,700 versus zero from the prior year, since no derivatives were outstanding then. Interest expense totaled \$519,768 for the nine months ended September 30, 2013 versus \$48,136 in the nine months ended September 30, 2012. The increase is due to more debt outstanding at higher rates in the nine months ended September 30, 2013.

The net result for the nine months ended September 30, 2013 was a loss of \$2,640,091 or \$0.03 per share compared to a loss of \$5,601,171 or \$0.07 for the nine months ended September 30, 2012.

Management will continue to make an effort to lower operating expenses and increase revenue. The Company will continue to invest in further expanding its operations and a comprehensive marketing campaign with the goal of accelerating the education of potential clients and promoting the name and products of the Company. Given the fact that most of the operating expenses are fixed or have quasi-fixed character management expects them to significantly decrease as a percentage of revenues as revenues increase.

## **Disclosure About Off-Balance Sheet Arrangements**

We do not have any transactions, agreements or other contractual arrangements that constitute off-balance sheet arrangements.

## **Critical Accounting Policies**

Our Management's Discussion and Analysis of Financial Condition and Results of Operations section discusses our consolidated condensed financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America. The preparation of these financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. On an on-going basis, management evaluates its estimates and judgments, including those related to revenue recognition, accrued expenses, financing operations, and contingencies and litigation. Management bases its estimates and judgments on historical experience and on various other factors that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying value of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions. The most significant accounting estimates inherent in the preparation of our financial statements include estimates as to the appropriate carrying value of certain assets and liabilities which are not readily apparent from other sources. These accounting policies are described at relevant sections in this discussion and analysis and in the notes to the consolidated financial statements included in this report.

## **Liquidity and Capital Resources**

The Company's future success is dependent upon its ability to achieve profitable operations and generate cash from operating activities, and upon additional financing. Management believes they can raise the appropriate funds needed to support their business plan and develop an operating, cash flow positive company.

The Company incurred net losses for the nine months ended September 30, 2013 and has accumulated a deficit of \$11,329,058 at September 30, 2013. The Company has not been able to generate sufficient cash from operating activities to fund its ongoing operations. There is no guarantee that the Company will be able to generate enough revenue and/or raise capital to support its operations. These factors raise substantial doubt about the Company's ability to continue as a going concern. The Company has never reported Net Income.

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

The Company's business operations generally have been financed by debt investments through promissory notes with accredited investors and equity investments in the common stock of the Company by accredited investors. During the nine months of 2013, the Company obtained new debt from the issuance of unsecured promissory notes that supplied the funds that were needed to finance operations during the reporting period. Such new borrowings resulted in the receipt by the Company of \$1,774,976. The Company also issued 1,390,637 shares of common stock for \$310,160. While these funds sufficed to compensate for the negative cash flow from operations they were not sufficient to build up a liquidity reserve. As a result, the Company's financial position at the end of the reporting period showed a working capital deficit of \$2,961,229. During the first nine months of 2013 the Company obtained new financing sufficient to fund ongoing working capital requirements. We need to continue to raise funds to cover working capital requirements until we are able to raise revenues to a point of positive cash flow.



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

As a smaller reporting company (as defined in Rule 12b-2 of the Exchange Act), we are not required to provide the information called for by this Item 3.

### **ITEM 4. CONTROLS AND PROCEDURES.**

#### **DISCLOSURE CONTROLS AND PROCEDURES**

Under the supervision and with the participation of our management, our principal executive officer and our principal financial officer are responsible for conducting an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures, as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as of the end of the fiscal year covered by this report. Disclosure controls and procedures means that the material information required to be included in our Securities and Exchange Commission reports is recorded, processed, summarized and reported within the time periods specified in SEC rules and forms relating to our company, including any consolidating subsidiaries, and was made known to us by others within those entities, particularly during the period when this report was being prepared. Based on this evaluation, our principal executive officer and principal financial officer concluded as of the evaluation date that our disclosure controls and procedures were not effective as of September 30, 2013.

There were no changes in the Company's internal controls over financial reporting during the most recently completed fiscal quarter that have materially affected or are reasonably likely to materially affect the Company's internal control over financial reporting.

## **PART II. OTHER INFORMATION**

### **ITEM 1. LEGAL PROCEEDINGS.**

The Company is not currently subject to any legal proceedings. From time to time, the Company may become subject to litigation or proceedings in connection with its business, as either a plaintiff or defendant. There are no such pending legal proceedings to which the Company is a party that, in the opinion of management, is likely to have a material adverse effect on the Company's business, financial condition or results of operations.

### **ITEM 1A. RISK FACTORS**

As a smaller reporting company (as defined in Rule 12b-2 of the Exchange Act), we are not required to provide the information called for by this Item 1A.

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

None.

### **ITEM 3. DEFAULTS UPON SENIOR SECURITIES.**

None.

### **ITEM 4. MINE SAFETY DISCLOSURES.**

None.

### **ITEM 5. OTHER INFORMATION.**

None.

**ITEM 6. EXHIBITS.**

(a) Exhibits required by Item 601 of Regulation SK.

<b>Number</b>	<b>Description</b>
2.1	Agreement and Plan of Merger dated February 9, 2012, by and among Terra Tech Corp., a Nevada corporation, TT Acquisitions, Inc., a Nevada corporation, and GrowOp Technology Ltd., a Nevada corporation (2)
2.2	Articles of Merger (2)
2.3	Share Exchange Agreement, dated April 24, 2013, by and among the Registrant, Edible Garden Corp., a Nevada corporation, and the holders of common stock of Edible Garden Corp. (5)
2.4	Form of Articles of Share Exchange (5)
3.1.1	Articles of Incorporation dated July 22, 2008 (1)
3.1.2	Certificate of Amendment dated July 8, 2011 (4)
3.1.3	Certificate of Change dated July 8, 2011 (4)
3.1.4	Certificate of Amendment dated January 27, 2012 (2)
3.1.5	Certificate of Designation for Series A Preferred Stock (3)
3.1.6	Certificate of Designation for Series B Preferred Stock (3)
3.2.1	Bylaws (1)
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31.1	Certification of Principal Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of Principal Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certification of Principal Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2	Certification of Principal Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

101.INS \* XBRL Instance Document

101.SCH \* XBRL Taxonomy Extension Schema Document

101.CAL \* XBRL Taxonomy Extension Calculation Linkbase Document

101.DEF \* XBRL Taxonomy Extension Definition Linkbase Document

101.LAB \* XBRL Taxonomy Extension Label Linkbase Document

101.PRE \* XBRL Taxonomy Extension Presentation Linkbase Document

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\* XBRL (Extensible Business Reporting Language) information is furnished and not filed or a part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, is deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and otherwise is not subject to liability under these sections.

- (1) Incorporated by reference to Registration Statement on Form S-1 (File No. 333-156421), filed with the Commission on December 23, 2008.
- (2) Incorporated by reference to Current Report on Form 8-K (File No. 000-54258), filed with the Commission on February 10, 2012.
- (3) Incorporated by reference to Amendment No. 3 to Current Report on Form 8-K (File No. 000-54258), filed with the Commission on April 19, 2012.
- (4) Incorporated by reference to Registration Statement on Form S-1 (File No. 333-191954), filed with the Commission on October 28, 2013.
- (5) Incorporated by reference to Current report on Form 8-K (File No. 000-54258), filed with the Commission on May 6, 2013.

## SIGNATURES

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

### **TERRA TECH CORP.**

(Name of Registrant)

Date: November 19, 2013

By: /s/ Derek Peterson

Name: Derek Peterson

Title: President and Chief Executive Officer (principal executive officer)

Date: November 19, 2013

By: /s/ Michael James

Name: Michael James

Title: Chief Financial Officer (principal accounting and principal financial officer)

## EXHIBIT INDEX

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- (3) Incorporated by reference to Amendment No. 3 to Current Report on Form 8-K (File No. 000-54258), filed with the Commission on April 19, 2012.
- (4) Incorporated by reference to Registration Statement on Form S-1 (File No. 333-191954), filed with the Commission on October 28, 2013.
- (5) Incorporated by reference to Current report on Form 8-K (File No. 000-54258), filed with the Commission on May 6, 2013.

**SECTION 302 CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER OF TERRA TECH CORP.**

I, Derek Peterson, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Terra Tech Corp.;
2. Based on my knowledge, this quarterly report 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 quarterly report;
3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, 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;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 19, 2013

By: /s/ Derek Peterson  
Derek Peterson  
President and Chief Executive Officer (principal executive officer)



**SECTION 302 CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER OF TERRA TECH CORP.**

I, Michael James, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Terra Tech Corp.;
2. Based on my knowledge, this quarterly report 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 quarterly report;
3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, 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;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 19, 2013

By: /s/ Michael James  
Michael James  
Chief Financial Officer (principal accounting officer and principal financial officer)

**SECTION 906 CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER OF TERRA TECH CORP.**

In connection with the accompanying Quarterly Report on Form 10-Q of Terra Tech Corp. for the quarter ended September 30, 2013, the undersigned, Derek Peterson, President and Chief Executive Officer of Terra Tech Corp., does hereby certify pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) such Quarterly Report on Form 10-Q for the quarter ended September 30, 2013 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
- (2) the information contained in such Quarterly Report on Form 10-Q for the quarter ended September 30, 2013 fairly presents, in all material respects, the financial condition and results of operations of Terra Tech Corp.

Date: November 19, 2013

By: /s/ Derek Peterson  
Derek Peterson  
President and Chief Executive Officer (principal executive officer)

**SECTION 906 CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER OF TERRA TECH CORP.**

In connection with the accompanying Quarterly Report on Form 10-Q of Terra Tech Corp. for the quarter ended September 30, 2013, the undersigned, Michael James, Chief Financial Officer of Terra Tech Corp., does hereby certify pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) such Quarterly Report on Form 10-Q for the quarter ended September 30, 2013 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
- (2) the information contained in such Quarterly Report on Form 10-Q for the quarter ended September 30, 2013 fairly presents, in all material respects, the financial condition and results of operations of Terra Tech Corp.

Date: November 19, 2013

By: /s/ Michael James  
Michael James  
Chief Financial Officer (principal accounting officer and principal financial officer)