OTC Pink Basic Disclosure

1) Name of the issuer and its predecessors:

Bayport International Holdings, Inc. (Current)
Exit Only, Inc. (2002)

2) Address of the issuer's principal executive offices.

Company Headquarters Address:

7633 E. 63 Place, Suite 300
Tulsa, Oklahoma 74135
Phone: 918-459-4595
Email: bayport@bayportinternational.com
Website: www.bayportinternational.com

IR Contact Address:

4432 Merrick Run Lane
Valrico, Florida 33596
Phone: 813-438-5225
Email: info@olibrigroup.com

3) Security Information:

Trading Symbol: BAYP
Exact title and class of securities outstanding: Common
CUSIP: 073068 108
Par or Stated Value: .001
Total shares authorized: 1,500,000,000 as of: 12/31/13
Total shares outstanding: 1,500,000,000 as of: 12/31/13

Additional class of securities:
Trading Symbol: BAYP
Exact title and class of securities outstanding: preferred
CUSIP: 073068 108
Par or Stated Value: .01
Total shares authorized: 25,000,000 as of: 12/31/13
Total shares outstanding: 6,000,000 as of: 12/31/13

Transfer Agent:

Holladay Stock Transfer
2939 North 67th Place
Scottsdale, Arizona 85251
Phone: 480-481-3940

The Transfer Agent is registered under the Exchange Act. To be included in the OTC Pink Current Information tier, the transfer agent must be registered under the Exchange Act.

List any restrictions on the transfer of security:

None

Describe any trading suspension orders issued by the SEC in the past 12 months:

None

List any stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization either currently anticipated or that occurred within the past 12 months:

None

4) Issuance History

Listed below are any events, in chronological order, which resulted in changes in total shares outstanding by the issuer in the past two fiscal years and any interim period. The list includes all offerings of equity securities, including debt convertible into equity securities, whether private or public, and all shares or any other securities or options to acquire such securities issued for services, describing the securities, the persons or entities to whom such securities were issued and the services provided by such persons or entities.

02/2013	27,000,000 shares	non restricted
05/2013	40,000,000 shares	non restricted
06/2013	50,000,000 shares	restricted

06/2013	10,000,000 shares	restricted
06/2013	62,641,976 shares	restricted
06/2013	62,641,975 shares	restricted
06/2013	65,000,000 shares	non restricted
06/2013	100,000,000 shares	non restricted
07/2013	125,000,000 shares	non restricted
08/2013	130,000,000 shares	non restricted
09/2013	140,000,000 shares	non restricted
10/2013	90,000,000 shares	non restricted
10/2013	78,283,951 shares	non restricted

5) Financial Statements:

Provided are the financial statements described below for the most recent fiscal year end or quarter end to maintain qualification for the OTC Pink Current Information tier.

A. Balance sheet;	Attached/Appended
B. Statement of income;	Attached/Appended
C. Statement of cash flows;	Attached/Appended
D. Financial notes;	Attached/Appended
E. Audit letter,	Not Applicable (currently in process)

The financial statements provided pursuant to this item have been prepared in accordance with US GAAP by persons with sufficient financial skills.

<u>See OTC</u>

Information contained in a Financial Report is considered current until the due date for the subsequent Financial Report. To remain in the OTC Pink Current Information tier, a company must post its Annual Report within 90 days from its fiscal year-end date and Quarterly Reports within 45 days of its fiscal quarter-end date.

6) Describe the Issuer’s Business, Products and Services:

Describe the issuer’s business so a potential investor can clearly understand the company. In answering this item, please include the following:

A. a description of the issuer's business operations;

The Company is primarily involved in acquisitions of oil and gas interests and mining properties.

B. date and State (or Jurisdiction) of Incorporation:

February 2, 2005 - Nevada

C. the issuer's primary and secondary SIC Codes;

1311 Oil Gas
1041 Gold Ore

D. the issuer's fiscal year end date;

December 31

E. principal products or services, and their markets;

Oil & Gas

7) Describe the Issuer's Facilities

The Company currently rents office space at:
7633 East 63rd Place, Suite 300, Tulsa, Oklahoma 74135

8) Officers, Directors, and Control Persons

The goal of this section is to provide an investor with a clear understanding of the identity of all the persons or entities that are involved in managing, controlling or advising the operations, business development and disclosure of the issuer, as well as the identity of any significant shareholders.

A. Names of Officers, Directors, and Control Persons. In responding to this item, please provide the names of each of the issuer's executive officers, directors, general partners and control persons (control persons are beneficial owners of more than five percent (5%) of any class of the issuer’s equity securities), as of the date of this information statement.

Directors:	James L. Porter Clay Franks Gina L. Porter
Officers:	James L. Porter Clay Franks Gina L. Porter
Control Persons:	James L. Porter - Preferred Clay Franks - Preferred Gina L. Porter - Preferred

B. Legal/Disciplinary History. Please identify whether any of the foregoing persons have, in the last five years, been the subject of:

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

   No

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

   No

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

   No

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

No

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

None

9) Third Party Providers

Please provide the name, address, telephone number, and email address of each of the following outside providers that advise your company on matters relating to operations, business development and disclosure:

<u>Legal Counsel - Primary</u>
Kenneth Bart
Bart & Associates, LLC
8400 East Prentice Avenue, Suite 1500
Greenwood Village, CO 80111
Phone: 720-226-7511
Email: kbart@kennethbartesq.com

<u>Legal Counsel - Secondary</u>
Norman T. Reynolds
Norman T. Reynolds Law Firm, P.C.
Three Riverway, Suite 1800
Houston, Texas 77056
Phone: 713-503-9411
Fax: 713-456-2509
Email: nreynolds@ntrlawfirm.com

Skype: norman.t.reynolds
Web Site: www.ntrlawfirm.com

Accountant or Auditor
Cameron Terry, CPA
M&K CPAS, PLLC
4100 N. Sam Houston Parkway W Suite 200B
Houston, TX 77086
Phone: 832-242-9950 ext 209
Fax: 832-242-9956
Email: cterry@mkacpas.com
Web Site: www.mkacpas.com

Investor Relations Consultant
Briggs Smith
Olibri Group
4432 Merrick Run Lane
Valrico, Florida 33596
Phone: 813-438-5225
Email: info@olibrigroup.com

Other Advisor: Any other advisor(s) that assisted, advised, prepared or provided information with respect to this disclosure statement.

None

10. Issuer Certification

I, James L. Porter certify that:

1. I have reviewed this Annual Disclosure Statement of BAYP;

2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and

3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

January 15, 2014

James L. Porter
President

Bayport International Holdings, Inc.
Balance Sheet

	31-Mar-13	30-Jun-13	30-Sep-13	31-Dec-13
ASSETS				
Current Assets				
Checking/Savings				
Cash in Bank				
First National Bank	4.84	4,020.60	3,275.79	1,387.39
Petty Cash	1,000.00	0.00	0.00	0.00
Total Cash in Bank	1,004.84	4,020.60	3,275.79	1,387.39
Total Checking/Saving	1,004.84	4,020.60	3,275.79	1,387.39
Other Current Assets				
Mining Bond	7,904.00	7,904.00	7,904.00	7,904.00
Total Other Current Assets	7,904.00	7,904.00	7,904.00	7,904.00
Total Current Assets	8,908.84	11,924.60	11,179.79	9,291.39
Fixed Assets				
Oil & Gas Projects	51,000.00	103,378.59	113,036.83	113,036.83
Capiatlized Mining Expenses	315,905.21	315,905.21	315,065.21	315,065.21
Equipment	1,912.93	1,912.93	1,912.93	1,912.93
Accumulated Depreciation	-2,728.00	-3,069.00	-3,069.00	-3,069.00
Total Fixed Assets	366,090.14	418,127.73	426,945.97	426,945.97
Other Assets				
Due From Related Parties	869.50	0.00	0.00	0.00
Start Up Costs	15,710.51	15,710.51	15,710.51	15,710.51
Total Other Assets	16,080.01	15,710.51	15,710.51	15,710.51
TOTAL ASSETS	391,078.99	445,762.84	453,836.27	451,947.87
LIABILITIES & EQUITY				
Liabilities				
Current Liabilities				
Other Current Liabilities				
Loan	0.00	0.00	0.00	5,000.00
Accrued Wages Payable	115,000.00	130,000.00	145,000.00	160,000.00
Total Other Current Liabilities	115,000.00	130,000.00	145,000.00	165,000.00
Total Current Liabilities	115,000.00	130,000.00	145,000.00	165,000.00
Total Liabilities	115,000.00	130,000.00	145,000.00	165,000.00
Equity				
Capital Stock	691,211.00	756,211.00	831,191.00	837,191.00
Deficit Accumulated	-492,216.00	-492,216.00	-492,216.00	-492,216.00
Paid in Capital	267,800.00	267,800.00	267,800.00	267,800.00
Retained Earnings	-178,391.09	-193,391.09	-208,391.09	-223,391.09
Net Income	-12,324.92	-22,641.07	-89,547.64	-102,436.04
Total Equity	276,078.99	315,762.84	308,836.27	286,947.87
TOTAL LIABILITIES & EQUITY	391,078.99	445,762.84	453,836.27	451,947.87

Bayport International Holdings, Inc.
Profit Loss

	Jan-Mar 13	Apr-Jun 13	Jul-Sep 13	Oct-Dec 13	Jan-Dec 13
Ordinary Income/Expense					
Income					
Oil & Gas	0.00	0.00	0.00	6,018.14	6,018.14
Total Income	0.00	0.00	0.00	6,018.14	6,018.14
Expense					
Oil & Gas Exploration	0.00	0.00	20,857.50	760.84	21,618.34
Advertising and Promotion	3,274.00	1,670.00	2,021.00	1,994.00	8,959.00
Automobile Expense					
Gasoline	120.01	50.00	100.00	241.01	511.02
Total Automobile Expense	120.01	50.00	100.00	241.01	511.02
Bank Service Charges	29.38	169.58	0.00	5.00	203.96
Computer Expenses	0.00	0.00	0.00	97.90	97.90
Contracted Services	8,015.00	0.00	4,000.00	10,425.00	22,440.00
Depreciation Expense	341.00	341.00	0.00	0.00	682.00
Internet and Web	0.00	111.12	378.00	484.50	973.62
Investor Relations	0.00	548.00	0.00	0.00	548.00
Legal Fees	400.00	2,500.00	5,015.00	500.00	8,415.00
Office Supplies	4.82	0.00	0.00	0.00	4.82
Postage and Delivery	0.00	102.31	5.60	94.93	202.84
Professional Fees	0.00	269.20	31,545.00	2,500.00	34,314.20
Public Company Fees & Expenses					
Transfer Agent	0.00	1,200.00	755.00	0.00	1,955.00
OTC	0.00	0.00	2,100.00	0.00	2,100.00
Registered Agent	0.00	153.00	0.00	0.00	153.00
Public Company Fees & Expeses - Other	0.00	1,650.00	0.00	0.00	1,650.00
Total Public Company Fees & Expenses	0.00	3,003.00	2,855.00	0.00	5,858.00
Rent Expense	0.00	0.00	0.00	1,803.36	1,803.36
Telephone Expense	140.71	182.86	129.47	0.00	453.04
Travel Expense					
Auto Rental	0.00	91.81	0.00	0.00	91.81
Airfare	0.00	1,077.60	0.00	0.00	1,077.60
Lodging	0.00	199.67	0.00	0.00	199.67
Total Travel Expense	0.00	1,369.08	0.00	0.00	1,369.08
Total Expense	12,324.92	10,316.15	66,906.57	18,906.54	108,454.18
Net Ordinary Income	-12,324.92	-10,316.15	-66,906.57	-12,888.40	-102,436.04
Net Income	-12,324.92	-10,316.15	-66,906.57	-12,888.40	-102,436.04

Bayport International Holdings, Inc.
Statement of Cash Flow

	Jan-Mar 13	Apr-Jun 13	Jul-Sep 13	Oct-Dec 13	Jan-Dec 13
OPERATING ACTIVITIES					
Net Income	-12,324.92	-10,316.15	-66,906.57	-12,888.40	-102,436.04
Adjustments to reoncile Net Income	0.00	0.00	0.00	5,000.00	5000
Net cash provided by Operating Acivities	-12,324.92	-10,316.15	-66,906.57	-7,888.40	-97,436.04
INVESTING ACTIVITIES					
Oil & Gas Projects	0.00	-52,378.59	-9,658.24	0.00	-62,036.83
Capitalized Mining Expense	0.00	0.00	840.00	0.00	840.00
Accumulated Depreciation	341.00	341.00	0.00	0.00	682.00
Advances to Related Parties	0.00	369.50	0.00	0.00	369.5
Net cash provided by Investing Activities	341.00	-51,668.09	-8,818.24	0.00	-60,145.33
FINANCING ACTIVITIES					
Capital Stock	11,995.00	65,000.00	74,980.00	6,000.00	157,975.00
Net cash provided by Fanancing Activities	11,995.00	65,000.00	74,980.00	6,000.00	157,975.00
Net cash increase for period	11.08	3,015.76	-744.81	-1,888.40	393.63
Cash at beginning of period	993.76	1,004.84	4,020.60	3,275.79	993.76
Cash at end of period	1,004.84	4,020.60	3,275.79	1,387.39	1387.39

Bayport International Holdings, Inc.
A Development Stage Company
Notes to the Consolidated Compiled Financial Statements

December 31, 2013

Nature of Operations

Bayport International Holdings, Inc. (the "Company") was formed as Exit Only, Inc., a Nevada corporation on February 8, 2005. The company changed its name to Bayport International Holdings, Inc., in early 2012. The corporate office is located in Las Vegas, Nevada and has a satellite office in Tulsa, OK.

Bayport International Holdings, Inc. is in the process of acquiring and commercially exploiting various prospective oil and natural gas properties throughout the Northeastern and Midwestern United States primarily in Texas and Pennsylvania.

Cosmic American Rare Earth, Inc., a Nevada corporation and Bayport subsidiary acquired certain mineral claims in Utah from third parties and is evaluating the feasibility of commercial exploitation for various minerals claims. We have a mining bond currently in place with the United States Bureau of Land Management.

At present, Bayport's business will be primarily focused upon the commercial exploitation of various oil and gas opportunities.

On September 27, 2013, the Company retained the services of Norman Reynolds of Norman Reynolds Law Firm PC to compile and submit a Form 10 filing working toward SEC Fully Reporting Status and OTCQB up listing. We have supplied our attorney with business plan, Industry Standard Asset Questionnaire, Articles of Incorporation, Bylaws, Meeting Notes and Amendments.

On September 30, 2013, the Company retained the accounting services of M&K CPAS PLLC., to perform an audit of the Company's financials in order to achieve Fully Reporting Status in the near future. Our auditor has received 3 years bank statements, digital financial documentation, permission forms to speak to all associated banks, transfer agent and other financial institutions, mining bonds, asset valuations, and a series of receipts and invoices for cash payment support. As they request additional documentation we will promptly provide the requested information.

it has been the goal of the Company since inception to become SEC Fully Reporting. This brings a level of trust and transparency that can be gained only with the assistance from an SEC Attorney to file the Form 10 and a CPA/Auditor to conduct a comprehensive audit of the company's financials. We feel that this move is best for current and future shareholders.

Summary of Significant Accounting Policies

Cash and Cash Equivalents

For the purpose of the statement of cash flows, the company considers all short-term debt securities purchased with a maturity of three months or less to be cash equivalents.

Property and Depreciation

Expenditures for additions and improvements are capitalized at cost. Maintenance and repairs are expensed as incurred. Depreciation is computed using the straight-line method, based upon the estimated useful lives of the related assets.

Revenue Recognition

The Company's revenue will be derived from the sale of oil, natural gas, and minerals. Revenue will be recognized when the income is earned.

Use of Estimates

The preparation of financial statements requires management to make estimates and assumptions that affect reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

Income Taxes

Income taxes will be provided for the tax effects of transactions reported in the financial statements and will consist of taxes currently due plus deferred taxes for operating losses that are available to offset future taxable income.

Facilities

The company is currently utilizing rented office space at 7633 East 63rd Place, Tulsa, Oklahoma.

Shareholders' Equity

The company has authorized 1,500,000,000 common shares, par value $.001 per share. As of December 31, 2013, there were 1,500,000,000 common shares issued and outstanding.

The Company has authorized 25,000,000 preferred shares, par value $.001 per share. On July 19, 2012 the company issued a total of 6,000,000 shares of preferred stock to its officers and directors in lieu of compensation. As of December 31, 2013 6,000,000 preferred shares are outstanding. These shares have 1,000 votes for each share, for a total of 6,000,000,000 votes. If the Shareholder converts these shares to common shares, they convert on a one-to-one basis.

Rights as to dividends, return of capital, redemption, conversion, voting, and otherwise with respect to the preference of shares may be determined by the Company's Board of Directors on or before the time of issuance. In the event of the liquidation of the Company, the holders of any preference shares then outstanding would be entitled to payment to them of the amount for which the preference shares were subscribed and any unpaid dividends prior to any payment to the common shareholders.

Receivables and Related Party Transactions

None

Subsequent Events

Management has evaluated subsequent events through January 15, 2014, the date which the financial statements were available to be issued.

There were no significant subsequent events.

To the Board
Bayport International Holdings, Inc.
7633 East 63rd Place, Suite 300
Tulsa, Oklahoma 74135

Attached is the compiled consolidated balance sheet of Bayport International Holdings, Inc. (BAYP) (a development stage company) as of December 31, 2013, and the related statement of operations and the consolidated statement of cash flows for the three, six and nine months then ended. These financials are results from a compilation performed by certified public accountants and non-certified accountants and are not audited. Management does not express an opinion or provide any assurance about any of the accountants being responsible for the financials.

Management is responsible for the preparation and fair presentation of the financial statements in accordance with generally accepted accounting principles (GAAP) in the United States of America and for designing, implementing, and maintaining internal control relevant to the preparation and fair presentation of financial statements.

Management's responsibility is to conduct, with the assistance of its private accountants, the compilation in accordance with Statements on Standards for Accounting and Review Services issued by the American Institute of Certified Public Accountants. The objective of a compilation is to assist in presenting financial information in the form of financial statements without undertaking to obtain or provide any assurance that there are no material modifications that should be made to the financial statements.

James L. Porter
President, Bayport International Holdings, Inc.
December 31, 2013