

Unique Pizza & Subs Corporation

REPORT FOR THE QUARTER ENDED

June 30, 2014

July 22, 2014

Item 1. The exact name of the issuer and its predecessor (if any):

Unique Pizza & Subs Corporation

P.O. Box 90
Trafford PA 15085
UPZSCorp@gmail.com
724-600-4720
Fax: 412-281-4273
uniquepizza.com

Item 2.

Shares outstanding as of the date of this filing:

Authorized shares of Common Stock: 300,000,000
Common shares issued and outstanding: 69,485,027
Common shares in the public float: 12,795,418
Number of shareholders: Approximately 2015
Number of "free-trading": N/A

Authorized shares of Preferred Stock: 50,000,000
Preferred shares issued and outstanding: 22,000,000
(20 million Issued to James Vowler, 2 million Issued to Dr. Reddy)
Shares in the public float: 0
Number of shareholders: 2

Item 3. Financial statements:

Please see the following page.

Unique Pizza and Subs Corporation
Unaudited Financial Statements
For the Quarter Ended June 30, 2014

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Unique Pizza and Subs Corporation
Balance Sheet
June 30, 2014

Assets

Current Assets:	
Cash	\$ 8,945
Deposits	179,000
Prepaid Expense – Related Party	735,300
Prepaid Distribution Services	58,298
Inventory	<u>19,500</u>
Total Current Assets	1,001,043

Property and Equipment:	
Vehicle	24,500
Office Equipment	<u>17,325</u>
Total Property & Equipment	41,825
Less: Accumulated Depreciation	<u>5,875</u>
Net Property & Equipment	<u>35,950</u>

Total Assets \$1,036,993

Liabilities and Shareholders' Deficit

Current Liabilities:	
Accounts Payable	\$ 233,242
Shareholder Loan Payable	30,000
Current Portion of Convertible Notes Payable	450,000
Accrued Salaries	<u>0</u>
Total Current Liabilities	713,242

Total Liabilities 713,242

Shareholders' Deficit:	
Preferred Stock, par value \$.0001 per share	50,000,000 shares authorized at June 30, 2014
	20,000,000 shares outstanding at June 30, 2014,
	convertible one for twenty-five into common
Common Stock, par value \$.0001 per share	300,000,000 shares authorized at June 30, 2014,
	66,456,027 shares issued and outstanding
	at June 30, 2014
Common Stock to be Issued to Related Party	700
Preferred Stock to be Issued to Related Party	200
Additional Paid-in Capital	<u>1,305,828</u>

(991.622)	<u>323,751</u>
	<u>\$1,036,993</u>

Retained (Deficit)
Total Shareholders' Equity

Total Liabilities and Shareholders' Equity

See Notes to Financial Statements

Unique Pizza and Subs Corporation
Statement of Operations
For the Six Months Ended June 30, 2014

Revenue:	
Franchise Fee Income	-
Rebate Income	-
Rent Income	-
Sales	-
Miscellaneous Income	-
Total Revenue	-
Costs and Expenses	
Consulting Expense	15,000
Depreciation Expense	375
Foreign Distribution Services	12,202
Other Selling, General and Administrative Expenses	-
Total Costs and Expenses	(27,577)
Other Income	-
Net (Loss)	(27,577)
Basic (Loss) per Common Share	\$ *
Diluted (Loss) per Common Share	\$ *

“*” = less than \$.01

See Notes to Financial Statements

UNIQUE PIZZA AND SUBS CORPORATION
STATEMENT OF STOCKHOLDERS' DEFICIT

For the Six Months Ended June 30, 2014

(Unaudited)

	Common Stock		Preferred Stock		Paid-in Additional Capital	Retained Deficit
	Shares	Amount	Shares	Amount		
Balances, January 1, 2014	900	\$ 9,008,090	22,000	\$ 22,000,000	\$ 424,676	\$ (963,670)
Conversion of Preferred into Common	50,000	5,000	(2,000)	(200)	-	-
Issuance of Common to Investor	695	6,947,937	-	-	130,902	-
Issuance of Common for Services	50	500,000	-	-	14,950	-
Common to be Issued to Related Party	-	-	-	-	735,300	-
Net loss for the six months ended June 30, 2014	-	-	-	-	-	(27,952)
Balances, June 30, 2014	66,456	\$ 66,456,027	20,000	\$ 20,000,000	\$ 1,305,828	\$ (991,622)

See Notes to Financial Statements

Unique Pizza and Subs Corporation
Statement of Cash Flows
For the Six Months Ended June 30, 2014

Operating Activities:	
Net (Loss)	\$ (27,952)
Adjustments to reconcile net loss to net cash used in operating activities:	
Depreciation	375
Issuance of common shares for services	15,000
Prepaid distribution services	(71,500)
Accounts Payable and Accrued Salaries	-
Net Cash Used In Operating Activities	<u>(84,077)</u>
Financing Activities:	
Issuance of common shares to investor	<u>131,597</u>
Investing Activities:	
Purchase of fixed assets	<u>(31,825)</u>
Decrease in Cash and Cash Equivalents	(5,301)
Cash and Cash Equivalents at Beginning of Period	<u>14,246</u>
Cash and Cash Equivalents at End of Period	<u>\$ 8,945</u>

See Notes to Financial Statements

Unique Pizza and Subs Corporation
Notes to Financial Statements
For the Six Months Ended June 30, 2014

Note 1 - Organization

Unique Pizza and Subs Corporation (the "Company") formerly Coastal Services Group, Inc. a Delaware corporation was incorporated November 20, 2003. The Company's mission is to be a leading national franchiser. The Company has a store conversion strategy which targets existing pizza shops as potential franchisees. The Company will provide all franchisees with a customer call center, state-of-the-art point-of-sale system, economies of scale buying power and other services to potentially increase the new store's profit margins.

The Company was a party to a reverse merger on February 9, 2006. The reverse merger was between Unique Pizza and Subs Corporation (formerly known as Coastal Services Group, Inc.) and their wholly owned subsidiary Coastal Communications, Inc. As a result of the reverse merger, all existing assets of Coastal Communications, Inc. have been removed from the financial statements. In addition, all of the liabilities of Coastal Communications, Inc. were removed from the financial statements. As a result, the financial statements include the following: The balance sheet consists of the net remaining assets at historical cost after the reverse merger. The statement of operations includes only the income and expenses of Unique Pizza and Subs Corporation (formerly known as Coastal Services Group, Inc.) and none of the income and expenses of Coastal Communications, Inc. (the previously wholly owned subsidiary).

Note 2 - Summary of Significant Accounting Policies

Management's Use of Estimates: The Company's financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America. The preparation of these financial statements requires that the Company make estimates and judgments that affect the reported amounts of assets, liabilities, revenue and expenses and related disclosures. On an ongoing basis, the Company evaluates its estimates, including those related to revenue recognition, the fair value and useful lives of intangible assets, property and equipment, income taxes, and contingencies, among others. Actual results could differ from those estimates.

Revenue Recognition: The Company's business model is to sell franchise agreements to customers. The revenue from these sales are recorded when the agreement to purchase the franchise is executed by the customer.

Basis of Presentation. The financial statements include the accounts of Unique Pizza and Subs Corporation under the accrual basis of accounting.

Unique Pizza and Subs Corporation
Notes to Financial Statements
For the Six Months Ended June 30, 2014

Note 2 – Summary of Significant Accounting Policies (Continued)

Risk and Uncertainties - The Company is subject to risks common to companies in the service industry, including, but not limited to, litigation, development of new technological innovations and dependence on key personnel.

Fair Value of Financial Assets and Financial Liabilities- The Company follows paragraph 825-10-50-10 of the FASB Accounting Standards Codification for disclosure about fair value of its financial instruments and paragraph 820-10-35-37 of the FASB Accounting Standards Codification ("Paragraph 820-10-35-37") to measure the fair value of its financial instruments. Paragraph 820-10-35-37 establishes a framework for measuring fair value in accounting disclosures about fair value measurements. To increase consistency and comparability in fair value measurements and related disclosures, Paragraph 820-10-35-37 establishes a fair value hierarchy which prioritizes the inputs to valuation techniques used to measure fair value into three broad levels. The fair value hierarchy gives the highest priority to quoted prices (unadjusted) in active markets for identical assets or liabilities and the lowest priority to unobservable inputs. The three levels of fair value hierarchy defined by Paragraph 820-10-35-37 are described below:

Level 1	Quoted market prices available in active markets for identical assets or liabilities as of the reporting date.
Level 2	Pricing inputs other than quoted prices in active markets included in Level 1, which are either directly or indirectly observable as of the reporting date.
Level 3	Pricing inputs that are generally observable inputs and not corroborated by market data.

The carrying amounts of the Company's financial assets and liabilities, such as cash, inventory, accounts payable and customer deposits approximate their fair values because of the short maturity of these instruments. The Company's bank note payable approximates the fair value of such instrument based upon management's best estimate of interest rates that would be available to the Company for similar financial arrangement at June 30, 2014.

The Company does not have any assets or liabilities measured at fair value on a recurring or a non-recurring basis, consequently, the Company did not have any fair value adjustments for assets and liabilities measured at fair value at June 30, 2014, nor gains or losses are reported in the statement of operations that are attributable to the change in unrealized gains or losses relating to those assets and liabilities still held at the reporting date for the quarter ended June 30, 2014.

Unique Piza and Subs Corporation
Notes to Financial Statements
For the Six Months Ended June 30, 2014

Note 2 – Summary of Significant Accounting Policies (Continued)

Cash and Cash Equivalents - For purposes of the Statements of Cash Flows, the Company considers highly liquid investments with an original maturity of three months or less to be cash equivalents.

Impairment of Long-Lived Assets: The Company evaluates the recoverability of its fixed assets and other assets in accordance with section 360-10-15 of the FASB Accounting Standards Codification for disclosures about Impairment or Disposal of Long-Lived Assets. Disclosure requires recognition of impairment of long-lived assets in the event the net book value of such assets exceeds its expected cash flows. If so, it is considered to be impaired and is written down to fair value, which is determined based on either discounted future cash flows or appraised values. The Company adopted the statement on inception. No impairments of these types of assets were recognized during the quarter ended March 31, 2014.

Income Taxes: The Company accounts for income taxes under Section 740-10-30 of the FASB Accounting Standards Codification. Deferred income tax assets and liabilities are determined based upon differences between the financial reporting and tax bases of assets and liabilities and are measured using the enacted tax rates and laws that will be in effect when the differences are expected to reverse. Deferred tax assets are reduced by a valuation allowance to the extent management concludes it is more likely than not that the assets will not be realized. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in the statements of operations in the period that includes the enactment date.

Fixed Assets: The Company's property and equipment consisting of building improvements, equipment, software, and furniture are stated at cost and depreciated over their estimated useful lives. Depreciation is computed using the straight line method. Book depreciation for the six months ended June 30, 2014 is \$375.

Advertising Costs - Advertising costs are expensed as incurred. The Company does not incur any direct-response advertising costs.

Loss Per Share - Net loss per common share is computed pursuant to section 260-10-45 of the FASB Accounting Standards Codification. Basic net loss per share is computed by dividing net loss by the weighted average number of shares of common stock outstanding during the period. Diluted net loss per share is computed by dividing net loss by the weighted average number of shares of common stock and potentially dilutive shares outstanding as of June 30, 2014.

Unique Pizza and Subs Corporation
Notes to Financial Statements
For the Six Months Ended June 30, 2014

Note 2 – Summary of Significant Accounting Policies (Continued)

Share-Based Payments - The Company acquires nonmonetary assets including goods for its common stock. The goods are recorded at the fair value of the nonmonetary asset exchanged or at an independent quoted market price for items exchanged.

The Company accounts for stock-based compensation using the fair value method following the guidance set forth in section 718-10 of the FASB Accounting Standards Codification for disclosure about Stock-Based Compensation. This section requires a public entity to measure the cost of employee services received in exchange for an award of equity instruments based on the grant-date fair value of the award (with limited exceptions). That cost will be recognized over the period during which an employee is required to provide service in exchange for the award- the requisite service period (usually the vesting period). No compensation cost is recognized for equity instruments for which employees do not render the requisite service.

Comprehensive Income (Loss) - The Company reports comprehensive income and its components following guidance set forth by section 220-10 of the FASB Accounting Standards Codification which establishes standards for the reporting and display of comprehensive income and its components in the consolidated financial statements. There were no items of comprehensive income (loss) applicable to the Company during the period covered in the financial statements.

Recent Accounting Pronouncements - The Company has reviewed all recently issued, but not yet effective, accounting pronouncements and do not believe the future adoption of any such pronouncements may be expected to cause a material impact on its financial condition or the results of its operations.

FASB Accounting Standards Codification

(Accounting Standards Update ("ASU") 2009-01)

Unique Pizza and Subs Corporation
Notes to Financial Statements
For the Six Months Ended June 30, 2014

Note 2 – Summary of Significant Accounting Policies (Continued)

In September 2009, FASB approved the FASB Accounting Standards Codification ("the Codification") as the single source of authoritative nongovernmental GAAP. All existing accounting standard documents, such as FASB, American Institute of Certified Public Accountants, Emerging Issues Task Force and other related literature, excluding guidance from the Securities and Exchange Commission ("SEC"), have been superseded by the Codification. All other non-grandfathered, non-SEC accounting literature not included in the Codification has become nonauthoritative. The Codification did not change GAAP, but instead introduced a new structure that combines all authoritative standards into a comprehensive, topically organized online database. The Codification is effective for interim or annual periods ending after September 15, 2009, and impacts the Company's financial statements as all future references to authoritative accounting literature will be referenced in accordance with the Codification. There have been no changes to the content of the Company's financial statements or disclosures as a result of implementing the Codification during the quarter ended June 30, 2013.

As a result of the Company's implementation of the Codification during the prior fiscal year, previous references to new accounting standards and literature are no longer applicable. In the current annual financial statements, the Company will provide reference to both new and old guidance to assist in understanding the impacts of recently adopted accounting literature, particularly for guidance adopted since the beginning of the current fiscal year but prior to the Codification.

Subsequent Events

(Included in Accounting Standards Codification ("ASC") 855 "Subsequent Events", previously SFAS No. 165 "Subsequent Events")

SFAS No. 165 established general standards of accounting for and disclosure of events that occur after the balance sheet date, but before the financial statements are issued or available to be issued ("subsequent events"). An entity is required to disclose the date through which subsequent events have been evaluated and the basis for that date. For public entities, this is the date the financial statements are issued. SFAS No. 165 does not apply to subsequent events or transactions that are within the scope of other GAAP and did not result in significant changes in the subsequent events reported by the Company. SFAS No. 165 became effective for interim or annual periods ending after September 15, 2009 and did not impact the Company's financial statements. The Company evaluated for subsequent events through the issuance date of the Company's financial statements. No recognized or non-recognized subsequent events were noted.

Unique Pizza and Subs Corporation
Notes to Financial Statements
For the Six Months Ended June 30, 2014

Note 2 – Summary of Significant Accounting Policies (Continued)

Determination of the Useful Life of Intangible Assets

(Included in ASC 350 "Intangibles — Goodwill and Other", previously FSP SFAS No. 142-3 "Determination of the Useful Lives of Intangible Assets")

FSP SFAS No. 142-3 amended the factors that should be considered in developing renewal or extension assumptions used to determine the useful life of a recognized intangible asset under previously issued goodwill and intangible assets topics. This change was intended to improve the consistency between the useful life of a recognized intangible asset and the period of expected cash flows used to measure the fair value of the asset under topics related to business combinations and other GAAP. The requirement for determining useful lives must be applied prospectively to intangible assets acquired after the effective date and the disclosure requirements must be applied prospectively to all intangible assets recognized as of, and subsequent to, the effective date. FSP SFAS No. 142-3 became effective for financial statements issued for fiscal years beginning after December 15, 2008, and interim periods within those fiscal years. The adoption of FSP SFAS No. 142-3 did not impact the Company's financial statements.

Noncontrolling Interests
(Included in ASC 810 "Consolidation", previously SFAS No. 160 "Noncontrolling Interests in Consolidated Financial Statements an amendment of ARB No. 51")

SFAS No. 160 changed the accounting and reporting for minority interests such that they will be recharacterized as noncontrolling interests and classified as a component of equity. SFAS No. 160 became effective for fiscal years beginning after December 15, 2008 with early application prohibited. The Company implemented SFAS No. 160 at the start of fiscal 2009 and no longer records an intangible asset when the purchase price of a noncontrolling interest exceeds the book value at the time of buyout. The adoption of SFAS No. 160 did not have any other material impact on the Company's financial statements.

Unique Pizza and Subs Corporation
Notes to Financial Statements
For the Six Months Ended June 30, 2014

Note 2 – Summary of Significant Accounting Policies (Continued)

Consolidation of Variable Interest Entities – Amended
(To be included in ASC 810 "Consolidation", SFAS No. 167 "Amendments to FASB Interpretation No. 46(R)")

SFAS No. 167 amends FASB Interpretation No. 46(R) "Consolidation of Variable Interest Entities regarding certain guidance for determining whether an entity is a variable interest entity and modifies the methods allowed for determining the primary beneficiary of a variable interest entity. The amendments include: (1) the elimination of the exemption for qualifying special purpose entities, (2) a new approach for determining who should consolidate a variable-interest entity, and (3) changes to when it is necessary to reassess who should consolidate a variable-interest entity. SFAS No. 167 is effective for the first annual reporting period beginning after November 15, 2009, with earlier adoption prohibited. The Company will adopt SFAS No. 167 in fiscal 2010 and does not anticipate any material impact on the Company's financial statements.

Note 3 – Shareholders' Deficit

As of February 19, 2006, pursuant to a unanimous consent of the sole director, the articles of incorporation were approved to be amended to increase the number of authorized shares from 700,000,000 to 4,000,000,000. Then, in May of 2010, pursuant to a unanimous consent of the board of directors, the articles of incorporation were amended to reduce the authorized common shares to 300,000,000.

At June 30, 2014, there were 20,000,000 shares of preferred stock issued and outstanding to the Company's officer, director and majority shareholder. These are convertible into shares of common stock at a rate of one preferred share into twenty-five preferred shares. Therefore, there are potentially 500,000,000 additional shares of common stock that could be issued in the future upon conversion from preferred shares by this person. The effects of these shares are non-dilutive at June 30, 2014 due to the net loss recorded. An officer of the Company converted 2,000,000 preferred shares into 50,000,000 common shares during March of 2014.

During the second quarter of 2014, the Company issued approximately 7 million shares to an unrelated investor in exchange for \$131,597 in proceeds. During the second quarter of 2014, the Company issued 500,000 shares to an unrelated entity for services to be performed. During the second quarter of 2014, the Company authorized issuance of 7 million common and 2 million preferred shares to a new Board member. These shares will be issued in the third quarter. The Company will also purchase test kitchen equipment in Denver, Colorado from this related party in the third quarter.

Unique Pizza and Subs Corporation
Notes to Financial Statements
For the Six Months Ended June 30, 2014

Note 4 – Judgments

Included in the accompanying unaudited balance sheet at June 30, 2014, is \$233,242 of collective unpaid judgments and awards from various employees and vendors.

Note 5 – Convertible Notes Payable

The Company has an unsecured convertible note payable to an unrelated third party at June 30, 2014 in the principal amount of \$325,000. The note has an imputed interest rate of 6% per annum, the effects of which are immaterial to the financial statements taken as a whole. The note is past due, is currently payable on demand, and has a conversion into common shares feature. The promissory note will not convert into more than ten percent of the Company's shares pursuant to an agreement between the parties. The note is not a derivative liability as it is not convertible at a percentage of a future share price nor is floorless.

The Company has an unsecured convertible note payable to an unrelated third party at June 30, 2014 in the principal amount of \$60,000. The note has an imputed interest rate of 6% per annum, the effects of which are immaterial to the financial statements taken as a whole. The note is currently payable on demand, and has a conversion into common shares feature. The promissory note will not convert into more than ten percent of the Company's shares pursuant to an agreement between the parties. The note is not a derivative liability as it is not convertible at a percentage of a future share price nor is floorless.

The Company has an unsecured convertible note payable to an unrelated third party at June 30, 2014 in the principal amount totaling \$65,000. The note has an imputed interest rate of 6% per annum, the effects of which are immaterial to the financial statements taken as a whole. The note is past due, is shown as currently payable in the accompanying balance sheet, and is due on November 2, 2012. The loan is convertible into 4,000,000 shares of common stock representing the principal portion of the loan only.

Note 6 – Loss Per Share

Loss per share is computed by dividing the net loss by the weighted average number of common shares outstanding during the period. Basic and diluted loss per share was the same for the quarter ended June 30, 2014.

Unique Pizza and Subs Corporation
Notes to Financial Statements
For the Six Months Ended June 30, 2014

Note 7 – Supplemental Cash Flow Information

Supplemental disclosures of cash flow information for the six months ended June 30, 2014 and 2013 are summarized as follows:

Cash paid during the periods for interest and income taxes:

	2014	2013
Income Taxes	\$ --	\$ --
Interest	\$ --	\$ --

Note 8 – Going Concern and Uncertainty

The Company has suffered recurring losses from operations since inception. In addition, the Company has yet to generate an internal cash flow from its business operations. These factors raise substantial doubt as to the ability of the Company to continue as a going concern.

Management's plans with regard to these matters encompass the following actions: 1) obtain funding from new investors to alleviate the Company's working deficiency, and 2) implement a plan to generate sales. The Company's continued existence is dependent upon its ability to resolve it liquidity problems and increase profitability in its current business operations. However, the outcome of management's plans cannot be ascertained with any degree of certainty. The accompanying financial statements do not include any adjustments that might result from the outcome of these risks and uncertainties.

Item 4. Management discussion and analysis:

Plan of Operation

Through the years of learning and increasing experience, some of the Key Elements and Principles of the Business Model and Associated Plan include the following:

- Become one of the 'Top Ten' pizza Franchises headquartered in the US
 - This would require > 1,000 stores
- Revenue sources to include:
 - Franchise Fees
 - 8% of Franchisee Revenue (major franchise's charge between 11 & 14%)
 - 1) 5% for Corporate
 - 2) 3% for Advertising and Customer Support Center
 - Vendor/Supplier Rebates
 - Stock Sales
- Three Growth propositions (both Franchised and Company owned)
 - 1) 'Organic' – new store openings
 - 2) Conversions – existing independent stores
 - 3) Acquisitions -- both pizza/sub businesses as well as 'complimentary businesses' that could also become independent profit centers

- 'Brick and Mortar' (buildings/structures) would NOT be important, but emphasis would be on product, building color scheme and 'look and feel.' Unique Pizza and Subs® signage, employee attire, etc.
- Store service option **Flexibility**, such as they can provide: (a) pick-up and delivery only, (b) sit-down and (a), (c) inclusion of wine, beer and/or liquor license
- Make a low 'Cost of Entry' (franchise fee) and overall ongoing Affordability
 - Initial Franchise Fee established at \$20K
 - Provide financing opportunities
 - Weekly fees tied to store revenues @ average of 5% below competitors
 - Individual (vs. quantity) pricing available for consumables such as shirts, hats, menu's business cards, gifts, etc.
 - Shared advertising fees

- Minimize Employee Theft of money and/or product through the use of Automation
 - Common Point of Sale system for all stores
 - Centralized toll free Call Center for ALL stores
 - Professional Customer Response Representatives for Order Accuracy
 - Product and Ingredient Consumption activities/histories matched to revenue
 - Accurate revenue and product Usage Tracking

We had no other expenses for the six months ended June 30, 2014.

Other Expenses

We had operating expenses of \$27,577 for the six months ended June 30, 2014. Our operating expenses include depreciation expense of \$375, \$15,000 in consulting expenses and \$12,202 in expiration of prepaid consulting services received for a one year agreement.

Operating Expenses

In 2006 and 2007 Unique Pizza and Subs Corp. entered into many different franchise agreements with different franchisees that included monies upfront which encompassed a variation of the initial franchise fee, stock and future royalty revenues. As a result of these diverse deals and because of an internal restructuring plan, UPZS does not have revenue to report for the six months ended June 30, 2014.

Revenues

RESULTS OF OPERATIONS – SIX MONTHS ENDED JUNE 30, 2014

Results of Operations

- **Product Consistency** expected of major franchisees, regardless of cook's expertise
 - Thorough Documentation
 - Timeless Training (Headquarters, Web-based and On-site)
- **Minimize call Order Time** without compromising **Order Accuracy**
 - Utilize Automated Call Directory (ACD) software tools
 - Corporate Enterprise system
 - Customer Data-base accuracy
- **A Customer Loyalty Program** is required to reward great consumers and to stimulate those who may need incentives or had a less than satisfactory experience
 - Up-selling to improve average 'order/ticket' price
 - Marketing
 - Headcount Reduction
 - Order Accuracy
 - Volume-based Pricing and vendor Discounts
 - Product Profitability Analysis
- **Improve store Profits**

Liquidity and Capital Resources

We had \$8,945 in cash at June 30, 2014.

Net cash flows used in operating activities were \$84,077 for the six months ended June 30, 2014. This is attributable to a net loss of \$27,952 for the six months ended June 30, 2014 less depreciation expense of \$375 for the six months ended June 30, 2014, \$15,000 in consulting expenses in exchange for common stock and \$71,500 in prepaid consulting services received.

There was \$31,825 in cash flows used in investing activities for the purchase of fixed assets during six months ended June 30, 2014.

There was \$131,597 in cash flows from financing activities for the receipt of cash from the sale of common shares during six months ended June 30, 2014.

Overall, we have funded all of our cash needs from inception through June 30, 2014 with proceeds from issuance of our common stock.

Item 5. Legal proceedings:

There are some current, past, pending and threatened legal proceedings and/or administrative actions either by or against the issuer that could have a material effect on the issuer's business, financial condition, or operations. UPZS has entered into agreements to pay, or judgments against, or pending legal proceedings, with the following companies or individuals: nine former employees from corporate office and call center include: J. Carroll \$50,000 plus costs, D. Sherbondy, A. Lazarchik, L. Lewis, B. Magill, K. Christy, L. Moss, L. Middleton, B. Tuulapua, we have judgments in the total amount of \$59,500; Carol Harris Staffing, LLC has a collection lawsuit pending for \$17,986.02; US Food Service, Inc. has a default judgment for \$28,910.91 plus costs; the US Department of Labor, \$28,276; Pick Up Stix, Inc. for \$17,050.

Item 6. Defaults upon senior securities:

None

Item 7. Other information:

None

Item 8. Exhibits:

None.

Item 9. Certifications:

I, James C. Vowler, certify that:

1. I have reviewed this Quarterly Report for Unique Pizza & Subs Corp. for the six months ended June 30, 2014;

2. To the best of my knowledge, this Annual Report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statement made, in light of the circumstances under which such statement were made, not misleading with respect to the period covered by this year end report; 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 period presented in this Quarterly Report.

July 22, 2014



/s/ James C. Vowler
James C. Vowler
President & CEO