

FRESH HARVEST PRODUCTS, INC. ("FRHV")

Annual Report

For the Period Ending October 31, 2012

LETTER FROM THE FOUNDER

For October 31, 2012 on October 15, 2014

To the Shareholders of Fresh Harvest Products, Inc.

When I founded Fresh Harvest the vision was to create healthy, great tasting products at affordable prices. Period. This vision was not based on any single product or any single category of products. Wherever we saw a gap and an opportunity in the marketplace that we could exploit or take advantage of because the larger companies were failing in this market segment. Having this flexibility over the years has allowed us to shed product lines that did not meet our standards, and have a variety of products in our short life.

Although the products may have changed over the years, our mission has never wavered...providing the healthiest, best tasting products we can develop, and bring them to consumers at affordable prices.

The Company has been through several different stages of development at various times throughout our history. We are currently entering two new businesses, which will be the future direction(s) of the Company.

1. Products – We will not move away from our core...healthy, great tasting organic and natural products. We are working on new products for our AC LaRocco product line, and we are exploring expansion into the nutraceutical beverage category.
2. Digital – During 2012 we have begun a fundamental shift in our marketing, advertising toward a deeper focus on online and mobile platforms. We see online as the best distribution platform, which gives us the ability to reach billions of potential users and customers.

A.C. LaRocco Frozen Pizza
While we are working on a line of gluten free products in order to expand our product brand and product line extensions; due to capital restraints, we have decided to assign the intellectual property of our A.C. LaRocco brand to our manufacturer, who will also assume certain debt of A.C. LaRocco.

Nutraceutical Beverage
Our newest partnership, which we are working on finalizing, is with a South American beverage company that has developed a unique fiber beverage, which we believe will take advantage of a gaping hole in the beverage market. This unique nutraceutical beverage does not taste like it should be healthy and help your digestive system, but that is its secret weapon.

Digital Strategy
In the recent past we have made several announcements about our digital plan and strategy. We are focused on expanding our online network and community, as well as an expansion of online services, with a focus on developing various Software-as-a-Service models in the health, wellness, fitness, LOHAS and healthcare industries.

Our vision is not being altered: bringing healthier products to the mass market. We are however, adding the online platform with three major areas that we are going to focus on: mobile and gaming; internet publishing and broadcasting, and data.

We look forward to moving in our new direction with new products and a new strategy.

Regards,

Michael J. Friedman

FRESH HARVEST PRODUCTS, INC.

Profit and Loss

Annual Income Statement

For the Annual Fiscal Period Ending October 31, 2012

And Comparison To

For the Annual Fiscal Period Ending October 31, 2011

	2011 * Total	2012 Total
Income	668,000.00	
Cost of Income	506,000.00	
Gross Profit	$ 162,000.00	$ 0.00
Expenses		
General and administrative	$ 0.00	$ 362,815.61
Legal and professional fees	$ 0.00	$ 116,744.57
Salaries and wages	$ 0.00	$ 144,000.00
Sales & General and Administrative Expenses	630,000.00	84,500.00
Non-Recurring Items	436,000.00	217,076.87
Total Sales and marketing	$ 1,066,000.00	$ 301,576.87
Total Expenses	$ 1,066,000.00	$ 925,137.05
Net Operating Income	-$ 904,000.00	-$ 925,137.05
Other Expenses		
Other Income and Expenses **	51,000.00	150.00
Depreciation Expense		2,544.41
Interest Expense	92,000.00	77,045.42
Income from forgiveness of debt		-234,221.14
Adjustment in Expenses		-30,947.14
Total Other Income and Expenses	$ 143,000.00	-$ 185,428.45
Total Other Expenses	$ 143,000.00	-$ 185,428.45
Net Other Income	-$ 143,000.00	$ 185,428.45
Net Income	-$1,047,000.00	-$ 739,708.60

Note * The 2011 figures were taken from SEC filings.

Note ** Other Income & Expenses adjusted for rounding

FRESH HARVEST PRODUCTS, INC.
Balance Sheet
For the Annual Fiscal Period Ending October 31, 2012
And Comparison To
For the Annual Fiscal Period Ending October 31, 2011

	2011 Total	2012 Total
ASSETS		
Current Assets		
Cash		
Accounts Receivable, net	**$ 76,000.00**	**$ 0.00**
Inventory	7,000.00	0.00
Total Current Assets	**$ 83,000.00**	**$ 0.00**
Property and Equipment		
Equipment	3,000.00	0.00
TOTAL ASSETS	**$ 86,000.00**	**$ 0.00**
LIABILITIES AND EQUITY		
Current Liabilities		
Accounts Payable	1,665,000.00	1,051,058.35
Notes Payable, related parties, current		32,312.39
Notes Payable, current	816,000.00	741,561.81
Long Term Liabilities		
Long-term debt, related parties, net of current portion	0.00	0.00
Long-term debt, net of currnet portion	**$ 0.00**	**$ 0.00**
Total Long-term debt	**$ 0.00**	**$ 0.00**
Total Liabilities	**$ 2,481,000.00**	**$ 1,824,932.55**
Equity		
Opening Bal Equity		0.00
Retained Earnings **	-7,653,000.00	-7,636,863.21
Common Stock	51,000.00	133,421.22
1,635,610,445 common outstanding of which 927,971,619 is restricted; 2,000,000,000 is authorized.		
Convertible Preferred Stock	0.00	150,000.00
5,000,000 shares of the Parent Company's Series A Convertible Preferred Stock are issued and outstanding		
Paid in Capital	5,207,000.00	6,240,078.23
Contributed Capital	0.00	30,139.81
Net Income	0.00	-741,708.60
Total Equity	**-$2,395,000.00**	**-$1,824,932.55**
TOTAL LIABILITIES AND EQUITY	**$ 86,000.00**	**$ 0.00**

Note * 2011 figures taken from SEC Filings

Note ** 2011 income reflects closing balance of Net Income to Retained Earnings.

FRESH HARVEST PRODUCTS, INC.

Statement of Cash Flows

For the Annual Fiscal Period Ending October 31, 2012
And Comparison To
For the Annual Fiscal Period Ending October 31, 2011

	2011 Total	2012 Total
OPERATING ACTIVITIES		
Net Income	-1,047,000.00	-741,708.60
Adjustments to reconcile Net Income to Net Cash provided by operations:		
Accounts Payable		-511,418.03
Changes in Liabilities	678,000.00	
Changes in Accounts Receivables	-45,000.00	
Notes Payable		0.00
Change in Notes Payable		-870.53
Net cash provided by operating activities	**-$1,047,000.00**	**-$1,253,997.16**
INVESTING ACTIVITIES		
Accumulated Depreciation:accumulated Depreciation - Coff	4,000.00	2,544.41
Adjustments to Income	226,000.00	
Other Assets		571,685.32
Net cash provided by investing activities	**$ 230,000.00**	**$ 574,229.73**
FINANCING ACTIVITIES		
Retained Earnings		-615,445.00
Common Stock	51,000.00	112,872.51
Convertible Preferred Stock		150,000.00
Paid in Capital		1,032,870.44
Net cash provided by financing activities	**$ 51,000.00**	**$ 680,297.95**
Net cash increase for period	**-$ 766,000.00**	**$ 530.52**
Cash at beginning of period		-530.52
Cash at end of period		**$ 0.00**

Note * 2011 figures taken from SEC Filings

Fresh Harvest Products, Inc.
Earnings Per Share Calculation
For The Year Ending October 31, 2012

Earnings		$ (739,708.60)
Beginning Shares o/s	506,889,209	
Ending Shares o/s	1,635,610,445	
Average o/s Shares	1,071,249,827	

NET INCOME PER SHARE:

Basic and Diluted Per Share Earnings	$ (0.000691)

Weighted Average Number of Shares Outstanding
During the Year Ending October 31, 2014
Common Stock $.0001 par Value, 2,000,000,000
Shares Authorized, 1,334,212,222 Outstanding
as of October 31, 2012.

The accompanying notes are an integral part to these financial statements.

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The accompanying consolidated financial statements have been prepared in accordance with generally accepted accounting principles and reflect all adjustments, consisting of normal recurring adjustments, which management believes are necessary to fairly present the financial position, results of operations and cash flows of the Company as of and for the annual fiscal period ending October 31, 2012.

Reclassifications

These consolidated financial statements include reclassification adjustments as of October 31, 2012 to "accounts payable and accrued expenses" and "accrued expenses, related party, current" for comparison purposes, as well as breaking out depreciation expense in the statement of operations. These amounts have been reclassified on the balance sheet and statement of operations of the Company, accordingly. These reclassifications did not have any effect on the reported net income (loss) for the annual fiscal year ending October 31, 2012.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and the reported revenues and expenses during the reporting periods. Because of the use of estimates inherent in the financial reporting process, actual results may differ significantly from those estimates.

Cash and Cash Equivalents

The Company maintains cash balances in a non-interest bearing account that currently does not exceed federally insured limits. For the purpose of the statements of cash flows, all highly liquid investments with a maturity of three months or less are considered to be cash equivalents. There were no cash equivalents as of October 31, 2012.

As of October 31, 2012, the Company had zero cash balances.

Net Income (Loss) Per Share Calculation

Basic net loss per common share ("EPS") is computed by dividing income available to common stockholders by the weighted-average number of common shares outstanding for the period. Diluted earnings per share is computed by dividing net income by the weighted average shares outstanding, assuming all dilutive potential common shares were issued.

The weighted-average number of common shares outstanding for computing basic EPS for the annual fiscal year ending October 31, 2012 was 920,550,715. (This is computed as an average of the beginning and end of the annual period: 506,889,209 outstanding common shares a/o October 31, 2011 + 1,334,212,222 outstanding common shares a/o October 31, 2012, divided by 2).

Revenue Recognition and Sales Incentives

Sales are recognized when the earnings process is complete, which occurs when products are shipped in accordance with terms of agreements, title and risk of loss transfer to customers, collection is probable and pricing is fixed or determinable. Sales are reported net of sales incentives, which include trade discounts and promotions and certain coupon costs. Shipping and handling costs billed to customers are included in reported sales. Allowances for cash discounts are recorded in the period in which the related sale is recognized.

Concentrations of Credit Risk

Financial instruments which potentially subject the Company to concentrations of credit risk consist of accounts receivable.

For the annual fiscal year ending October 31, 2012, the Company entered into a developmental stage to reassess its business. As a result, no income was reported during the period.

Accounts Receivable

The Company performs ongoing credit evaluations on existing and new customers daily. When it is determined that an amount included in accounts receivable is uncollectible it is written off as uncollectible.

As of October 31, 2012, the allowance for doubtful accounts was $64,174.40, respectively.

Inventory

Inventory is valued at the lower of actual cost or market, utilizing the first-in, first-out method. The Company provides write-downs for finished goods expected to become non-saleable due to age and specifically identifies and provides for slow moving products and packaging.

As of October 31, 2012, the Company had no inventory.

Property and Equipment

Property and equipment is carried at cost and depreciated or amortized on a straight-line basis over their estimated useful life. The Company believes the asset lives assigned to its property and equipment is within the ranges/guidelines generally used in food manufacturing and distribution businesses. Depreciation is provided for on a straight-line basis over the useful life of the assets of five years. Ordinary repairs and maintenance are expensed as incurred.

For the annual fiscal year ending October 31, 2012, the depreciation expense was $0 as all company assets were completely depreciated.

Dividends

The Company has not yet adopted any policy regarding payment of dividends. No dividends have been paid during the annual fiscal year ending October 31, 2012.

Income Taxes

The provision for income taxes is the total of the current taxes payable and the net of the change in the deferred income taxes. Provision is made for the deferred income taxes where differences exist between the period in which transactions affect current taxable income and the period in which they enter into the determination of net income in the financial statements.

Fair Value of Financial Instruments

The Company's financial instruments, including cash, accounts receivable, and accounts payable are reflected in the accompanying consolidated financial statements at carrying value, which approximates fair value because of the short-term maturity of these instruments.

Impairment of Long-Lived Assets

Long-lived assets such as property and equipment are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset to the estimated undiscounted future cash flows expected to be generated by the asset. If the carrying amount of an asset exceeds its estimated future cash flows, an impairment charge is recognized by the amount by which the carrying amount of the asset exceeds the fair value of the asset.

Assets to be disposed of would be separately presented in the balance sheet and reported at the lower of the carrying amount or the fair value less costs to sell, and are no longer depreciated. The assets and liabilities of a disposal group classified as held for sale would be presented separately in the appropriate asset and liability sections of the balance sheet.

Share-based compensation

The Company accounts for common stock issued to employees, directors, and consultants in accordance with the provisions of Stock Compensation. The compensation cost relating to share-based payment transactions will be recognized in the consolidated financial

statements. The cost associated with common stock issued to employees, directors and consultants will recognized, at fair value, on the date issued. Awards granted to non-employee consultants will be subsequently re-measured to current fair value until performance is completed or a performance commitment exists.

For the annual fiscal year ending October 31, 2012, the Company recognized $0 in stock issued for services.

Accounting for Uncertain Tax Positions

The Parent Company and or its subsidiaries file income tax returns in the U.S. federal jurisdiction and various state, and local jurisdictions. The Company is no longer subject to U.S. federal income tax examination by tax authorities for the years prior to October 31, 2005. With respect to state and local jurisdictions, with limited exception, the Parent Company and or its subsidiaries are no longer subject to income tax audits prior October 31, 2005. In the normal course of business, the Company is subject to examination by various taxing authorities. Although the outcome of tax audits is always uncertain, the Company believes that adequate amounts of tax, interest and penalties have been provided for any adjustments that may result from these open tax years. Management has evaluated tax positions in accordance with FASB ASC 740, *Income Taxes*, and has not identified any other tax positions that require disclosure.

Subsequent Events

In accordance with ASC 855, *Subsequent Events*, the Company evaluated subsequent events through September 20, 2012, the date of this filing; the date the consolidated financial statements were available for issue. As of the date of filing of these financial statements, the following subsequent events that were required to be recorded or disclosed in the accompanying financial statements for the annual fiscal year October 31, 2012.

On September 11, 2012, Dominick Cingari, a Director of the Company since December 16, 2005, submitted an email of resignation, and stated that a letter of resignation was forthcoming, and which letter has not yet been received by the Company. Mr. Cingari is owed compensation of $14,000 as of July 31, 2012. This amount has a conversion option into common shares at the option and by a majority vote of the Company's Board of Directors.

NOTE 3. ACCOUNTS PAYABLE

As of October 31, 2012, the accounts payable was as follows:

	October 31, 2012
Account payable - trade	$ 717,727
Accrued salaries and wages	75,936
Accrued payroll taxes/penalties and interest	262,395
Total	$ 1,051,058

NOTE 4. NOTES PAYABLE - RELATED PARTIES

As of October 31, 2012, the notes payable – related parties were as follows:

	October 31, 2012
Twelve convertible notes for expenses paid on behalf of the Parent Company with original principal balances ranging between $500 and $2,000, with various maturity dates between July 26, 2012 and January 31, 2013. Some of these notes are currently in default. The notes have an interest rate of 10%. The notes are convertible into common shares at any time at the option of the lender at a 25% discount to the market price.	$ 32,312.39-
Total	$ 32,312.39-
Less: long-term portion	-
	-
Total notes payable - related parties, current	$ 32,312.39-

NOTE 5. NOTES PAYABLE

As of October 31, 2012, the notes payable were as follows:

			October 31, 2012
Convertible note, including accrued interest, dated October 1, 2005 with an original principal balance of $15,000 with a maturity date of April 1, 2007; annual interest at a rate of 10%. The note is convertible into common shares at any time at the option of the lender or the Company at $0.50 per share. As of October 31, 2012, this note is in default for the breach of certain covenants.	(1)	$	$ 27,695
Convertible note, including accrued interest, dated September 19, 2006 with an original principal balance of $100,000 with a maturity date of September 19, 2008; annual interest at a rate of 12%. The note is convertible into common shares at any time at the option of the lender or the Company. As of October 31, 2012, this note is in default for the breach of certain covenants.		-	72,406
Convertible note, including accrued interest, dated November 30, 2006 with an original principal balance of $50,000 with a maturity date of November 30, 2008; annual interest at a rate of 10%. The note is convertible into common shares at any time at the option of the lender or the Company at $0.85 per share. On May 4, 2012, the Company and Holder entered into a Modified Note Agreement, in which the parties agree that the note shall paid by the Company over a 24-month payment schedule. As of October 31, 2012, the Company is in default of the Modified Loan Agreement for the breach of certain covenants.			83,552
Convertible note, including accrued interest, dated December 23, 2006 with an original principal balance of $18,000 with a maturity date of December 23, 2008; annual interest at a rate of 10%. The note is convertible into common shares at any time at the option of the lender or the Company at $0.95 per share. As of October 31, 2012, this note is in default for the breach of certain covenants.			38,839
Convertible note, including accrued interest, dated January 29, 2007 with an original principal balance of $15,000 with a maturity date of January 29, 2009; annual interest at a rate of 10%. The note is convertible into common shares at any time at the option of the lender or the Company at $0.95 per share. As of October 31, 2012, this note is in default for the breach of certain covenants.			25,699
Convertible note, including accrued interest, dated February 26, 2007 with an original principal balance of $30,000 with a maturity date of February 26, 2009; annual interest at a rate of 12%. The note is convertible into common shares at any time at the option of the lender or the Company at $0.50 per share or a 35% discount of the market price of the Company's common shares. As of October 31, 2012, this note is in default for the breach of certain covenants.			52,266
Convertible note, including accrued interest, dated April 17, 2007 with an original principal balance of $20,000 with a maturity date of April 17, 2009; annual interest at a rate of 10%. The note is convertible into common shares at any time at the option of the lender or the Company at $0.45 per share of a 35% discount of the market price of the Company's common shares. As of October 31, 2012, this note is in default for the breach of certain covenants.			33,060
Convertible note, including accrued interest, dated April 17, 2007 with an original principal balance of $15,000 with a maturity date of April 17, 2009; annual interest at a rate of 10%. The note is convertible into common shares at any time at the option of the lender or the Company at $0.45 per share or a 35% discount of the market price of the Company's common shares. As of October 31, 2012, this note is in default for the breach of certain covenants.			24,781
Convertible note, including accrued interest, dated June 14, 2007 with an original principal balance of $15,000 with a maturity date of June 14, 2009; annual interest at a rate of 10%. The note is convertible into common shares at any time at the option of the lender or the Company at $0.50 per share or a 25% discount of the market price of the Company's common shares As of October 31, 2012, this note is in default for the breach of certain covenants.			24,795
Unreimbursed advances, including accrued interest, in June and July 2009 with an original amount of $4,000. There are no formal note agreements. The Company is accruing interest at an annual interest at a rate of 10%.			5,615
Convertible note, including accrued interest, dated August 26, 2009 with an original principal balance of $20,000 with a maturity date of August 26, 2012; annual interest at a rate of 12%. The note is convertible into common shares at any time at the option of the lender or the Company at $0.01 per share or a 20% discount of the market price of the Company's common shares. The lender received 500,000 shares of restricted common stock of the Company. As of October 31, 2012, this note is in default for the breach of certain covenants.	(1)		29,434

Convertible note, including accrued interest, dated August 26, 2009 with an original principal balance of $20,000 with a maturity date of August 26, 2012; annual interest at a rate of 12%. The note is convertible into common shares at any time at the option of the lender or the Company at $0.01 per share or a 20% discount of the market price of the Company's common shares. As of October 31, 2012, this note is in default for the breach of certain covenants.	(1)	29,434
Convertible note, including accrued interest, dated September 8, 2009 with an original principal balance of $15,000 with a maturity date of September 8, 2010; annual interest at a rate of 12%. The note is convertible into common shares at any time at the option of the lender or the Company at $0.01 per share or a 20% discount of the market price of the Company's common shares. As of October 31, 2012, this note is in default for the breach of certain covenants.	(1)	10,177
Convertible note, including accrued interest, dated December 3, 2010 with an original principal balance of $20,000; maturity date of December 2, 2012; annual interest rate of 10%. The note is convertible into common shares at any time at the option of lender or the Company at a 20% discount to the average closing price on the previous five trading days, not including the conversion date. As of October 31, 2012, this note is in default for the breach of certain covenants.		24,173
Convertible note, including accrued interest, dated February 11, 2011 with an original principal balance of $100,000; maturity date of August 10, 2011; annual interest rate of 12%. The principal amount of the note and accrued and unpaid interest is automatically convertible into common shares of the Company upon the due date at $0.005 per share, subject to adjustments. As of October 31, 2012, this note is in default for the breach of certain covenants.		109,602
Convertible note, including accrued interest, dated May 23, 2011 with an original principal balance of $7,500; maturity date of November 19, 2011; annual interest rate of 12%. The note is convertible into common shares at the maturity date of the Note at $0.005 per share. As of October 31, 2012, this note is in default for the breach of certain covenants.		7,727
Convertible note, including accrued interest, dated August 25, 2011 with an original principal balance of $108,101; maturity date is January 25, 2012; annual interest rate is 10 %. The note is convertible into common shares at the maturity date of the Note at $0.01 per share. As of October 31, 2012, this note is in default for the breach of certain covenants.		53,211
Convertible note, including accrued interest, dated October 11, 2011 with an original principal balance of $30,000; maturity date of April 11, 2012; annual interest rate of 12%. The note is convertible into common shares at the maturity date of the Note at $0.0039 per share. As of October 31, 2012, this note is in default for the breach of certain covenants.		2,631
Convertible note, including accrued interest, dated October 18, 2011 with an original principal balance of $1,907; maturity date of April 18, 2012; annual interest rate of 12%. The note is convertible into common shares at the maturity date of the Note at $0.005 per share. As of October 31, 2012, this note is in default for the breach of certain covenants.		2,841
Convertible note, including accrued interest, dated December 5, 2011 with an original principal balance of $43,300; maturity date is June 5, 2012; annual interest rate is 10 %. The note is convertible into common shares at the maturity date of the Note at $0.01 per share. As of October 31, 2012, this note is in default for the breach of certain covenants.		8,420
Convertible note, including accrued interest, dated January 26, 2012 with an original principal balance of $65,595; maturity date is July 26, 2012; annual interest rate is 10 %. The note will be converted into common shares at the maturity date of the Note at 25% discount to the market price per share. As of October 31, 2012, this note is in default for the breach of certain covenants		29,651
Convertible note, including accrued interest, dated February 10, 2012 with an original principal balance of $25,000; maturity date is August 10, 2012; annual interest rate is 10 %. The note will be converted into common shares at the maturity date of the Note at 30% discount to the market price per share.		26,902
Convertible note, including accrued interest, dated March 10, 2012 with an original principal balance of $25,000; maturity date is September 10, 2012; annual interest rate is 10 %. The note will be converted into common shares at the maturity date of the Note at a 25% discount to the market price per share.		26,653
Total		741,562
Less: long - term portion		
Total notes payable, current		$ 741,562

(1) As of October 31, 2012, the CEO of the Parent Company has personally guaranteed $170,249 of the outstanding notes payable.
(2) Balance of Notes Payable does not include accrued interest.

NOTE 6. STOCKHOLDERS' EQUITY

Common Stock

As of October 31, 2012, the Parent Company had authorized 2,000,000,000 and issued 1,635,610,445 shares of Common Stock at par value of $0.0001 per share.

Series A Preferred Stock

Certificate of Designations

On February 23, 2011, the Parent Company filed a Certificate of Designations of Series A Convertible Preferred Stock (the "Certificate of Designations") with the Secretary of State of the State of New Jersey. The Certificate of Designations, subject to the requirements of New Jersey law, states the designation, number of shares, powers, preferences, rights, qualifications, limitations and restrictions of the Parent Company's Series A Convertible Preferred Stock, par value $0.0001 per share (the "Series A Preferred Stock"). In summary, the Certificate of Designations provides:

Number

5,000,000 shares of the Parent Company's Preferred Stock are designated as shares of Series A Convertible Preferred Stock. As of October 31, 2012 5,000,000 shares of the Parent Company's Series A Convertible Preferred Stock are issued and outstanding.

Dividends

Any dividends (other than dividends on common stock payable solely in common stock or dividends on the Series A Preferred Stock payable solely in Series A Preferred Stock) declared or paid in any fiscal year will be declared or paid among the holders of the Series A Preferred Stock and common stock then outstanding in proportion to the greatest whole number of shares of common stock which would be held by each such holder if all shares of Series A Preferred Stock were converted into shares of common stock pursuant to the terms of the Certificate of Designations. The Parent Company's Board of Directors is under no obligation to declare dividends on the Series A Preferred Stock.

Conversion

Each share of Series A Preferred Stock is generally convertible (subject to an increase in the number of shares of the Parent Company's authorized common stock (the "Conversion Amendment")) into 100 shares of the Parent Company's common stock (the "Conversion Rate").

Subject to the prior increase in the number of the Parent Company's authorized shares of common stock, each share of Series A Preferred Stock would automatically be converted into shares of common stock at the then effective Conversion Rate for such share immediately upon the election of the Parent Company. On September 6, 2011, the authorized number of shares of the Parent Company's common stock was increased to 2,000,000,000 shares and the Parent Company has elected to cause the conversion of outstanding shares of Series A Preferred Stock into shares of common stock. As a result, 2,350,003 shares of Series A Convertible Preferred Stock converted into an aggregate of 235,000,300 shares of common stock

Liquidation

In the event of any liquidation, dissolution or winding up of the Parent Company, the assets of the Parent Company legally available for distribution by the Parent Company would be distributed with equal priority and pro rata among the holders of the Series A Preferred Stock and common stock in proportion to the number of shares of common stock held by them, with the shares of Series A Preferred Stock being treated for this purpose as if they had been converted to shares of common stock at the then applicable Conversion Rate.

Voting

On any matter presented to the stockholders of the Parent Company for their action or consideration at any meeting of stockholders of the Parent Company (or by written consent of stockholders in lieu of meeting), each holder of outstanding shares of Series A Preferred Stock would be entitled to cast the number of votes equal to the number of whole shares of common stock into which the shares of Series A Preferred Stock held by such holder are convertible as of the record date for determining stockholders entitled to vote on such matter. For purposes of the foregoing sentence, the Conversion Amendment shall be deemed to be in full force and all shares of Series A Preferred Stock would be considered to be fully convertible into shares of Common Stock without restriction. Except as provided by law or by the other provisions of the Parent Company's Certificate of Incorporation, holders of Series A Preferred Stock vote together with the holders of common stock as a single class.

Issuance to Take and Bake, Inc.

On March 2, 2011, in lieu of the 15,000,000 shares of common stock described in the Asset Purchase Agreement, the Parent Company issued 150,000 shares of Series A Preferred Stock to the Seller, which shares have been converted into 15,000,000 shares of the Parent Company's common stock. On May 27, 2011, the Parent Company issued an additional 150,000 shares of Series A Preferred Stock to the Seller pursuant to the terms of the Settlement Agreement, which shares have been converted into 15,000,000 shares of the Parent Company's common stock.

Other Issuances of Series A Preferred Stock

On March 4, 2011, the Parent Company entered into a letter agreement with Michael J. Friedman, the Parent Company's President and Chief Executive Officer, pursuant to which the Parent Company and Mr. Friedman agreed that an aggregate of $228,008 of accrued, but unpaid compensation would be converted into 268,244 shares of Series A Preferred Stock. Such shares of Series A Preferred Stock have been converted into 26,824,400 shares of the Parent Company's common stock.

On March 4, 2011, the Parent Company issued 100,000 shares of Series A Preferred Stock to each of Michael Friedman, Jay Odintz and Dominick Cingari as a fee for their service on the Parent Company's Board of Directors. Such shares of Series A Preferred Stock have been converted into an aggregate of 30,000,000 shares of the Parent Company's common stock.

On March 8, 2011, the Parent Company and Jumpstart Marketing, Inc. ("Jumpstart") entered into a letter agreement pursuant to which the Parent Company and Jumpstart agreed that all amounts owed by the Parent Company to Jumpstart under the Marketing Agreement dated November 20, 2009 (the "Marketing Agreement") between the Parent Company and Jumpstart (pursuant to which Jumpstart provided certain marketing services to the Parent Company) would be converted into 99,000 shares of Series A Preferred Stock and that the Parent Company would not have any further obligations to Jumpstart under the Marketing Agreement or otherwise. Such shares of Series A Preferred Stock have been converted into 9,900,000 shares of the Parent Company's common stock.

On March 8, 2011, the Parent Company and 5W Public Relations, LLC ("5W") entered into a letter agreement pursuant to which the Parent Company and 5W agreed that that all amounts owed by the Parent Company to 5W under the letter agreement dated May 25, 2010 (the "5W Agreement") between the Parent Company and 5W (pursuant to which 5W provided certain public relations services to the Parent Company) would be converted into 90,000 shares of Series A Preferred Stock and that the Parent Company would not have any further obligations to 5W under the 5W Agreement or otherwise. Such shares of Series A Preferred Stock have been converted into 9,000,000 shares of the Parent Company's common stock.

Between March 3, 2011 and March 8, 2011, the Parent Company entered into letter agreements with certain creditors of the Parent Company pursuant to which such creditors agreed to convert an aggregate debt of approximately $686,914 into an aggregate of approximately 1,232,759 shares of Series A Preferred Stock. Such shares of Series A Preferred Stock have been converted into 123,275,900 shares of the Parent Company's common stock.

On May 4, 2011, the Parent Company issued 60,000 shares of Series A Preferred Stock for consulting services rendered on behalf of the Company. Such shares of Series A Preferred Stock have been converted into 6,000,000 shares of the Parent Company's common stock.

Other Issuances

In addition to the issuances described above, during the quarter year ended January 31, 2012, the Parent Company entered into agreements with certain creditors and consultants of the Parent Company and converted an aggregate of $290,500 owed by the Company to such persons into an aggregate of 72,804,770 shares of the Company's common stock.

NOTE 7. PROVISION FOR CORPORATE INCOME TAXES

The Company provides for income taxes by the use of an asset and liability approach in accounting for income taxes. Deferred tax assets and liabilities are recorded based on the differences between the financial statement and tax bases of assets and liabilities and the tax rates in effect when these differences are expected to reverse. This also requires the reduction of deferred tax assets by a valuation allowance if, based on the weight of available evidence, it is more likely than not that some or all of the deferred tax assets will not be realized.

The Company has approximately $2,400,000 in gross deferred tax assets at October 31, 2012, resulting from net operating loss carry forwards. A valuation allowance has been recorded to fully offset these deferred tax assets because the future realization of the related income tax benefits is uncertain. Accordingly, the net provision for income taxes is zero as of October 31, 2012.

As of October 31, 2012, the Company has federal net operating loss carry forwards of approximately $5,400,000 available to offset future taxable income through 2031.

As of October 31, 2012, the difference between the tax provision at the statutory federal income tax rate and the tax provision attributable to loss before income taxes is as follows (in percentages):

Statutory federal income tax rate	-34%
State taxes – net of federal benefits	-5%
Valuation allowance	39%
Income tax rate – net	0%

NOTE 8. UNPAID PAYROLL TAXES

As of October 31, 3012, based on the situation known on July 31, 2012, the Company owed the Internal Revenue Service and New York State payroll related taxes in the amounts of $118,101 and $30,145, respectively, plus applicable interest and penalties. The total amount due to both taxing authorities including penalties and interest as of July 31, 2012 was approximately $244,000 subject to further penalties and interest plus accruals on unpaid wages for a total of $300,000. The Internal Revenue Service has placed a federal tax lien on all of the assets of the Company and has designated the balance owed as uncollectible at this time. The Company is currently negotiating a payment plan with the State of New York.

As of July 31, 2012, the New A.C. LaRocco had not filed to do business in the State of Washington and had unpaid payroll taxes payable to the Internal Revenue Service and the State of Washington in an approximate amount of $35,000 including estimated penalties and interest for non-filing and non-payment.

No accruals for interest on taxes due, nor allowance for known penalties in excess of those reported as of July 31, 2012 are know and/or have been reflecting.

NOTE 9. OPERATING LEASES

Rent

As of October 31, 2012, the Parent Company maintains its office New York, New York. There is no written office lease, however, the rent is approximately $1,050 per month for our current office location located in New York. The Company maintains a limited amount of office equipment and does not lease any vehicles. For the quarter ended October 31, 2012, rent expense was $3,150 and $0, respectively.

NOTE 10. THE EFFECT OF RECENTLY ISSUED ACCOUNTING STANDARDS

Recently Issued Accounting Pronouncements

As of and for the annual fiscal year ended October 31, 2012, the Company does not expect any of the recently issued accounting pronouncements to have a material impact on its financial condition or results of operations.

NOTE 11. LIQUIDITY, CAPITAL RESOURCES AND GOING CONCERN

The accompanying financial statements have been prepared on a going-concern basis, which contemplates the continuation of operations, realization of assets and liquidation of liabilities in the ordinary course of business.

For the annual fiscal year ended October 31, 2012, the Company reported a net loss of $739,708.60.

As of October 31, 2012, the Company maintained total assets of $0.00, total liabilities including long-term debt of $1,824,932.55 along with an accumulated deficit of $7,636,863.28.
Management believes that additional capital will be required to fund operations through the year ended October 31, 2012 and beyond, as it attempts to generate increasing revenue, and develop new products. Management intends to attempt to raise capital through additional equity offerings and debt obligations. The Company's ability to raise additional common equity capital is dependent on the approval of the Company's shareholders of an increase in the authorized common stock of the Company. There can be no assurance that the Company will be successful in obtaining financing at the level needed or on terms acceptable to the Company. These conditions

raise substantial doubt about the Company's ability to continue as a going concern. The accompanying annual financial statements do not include any adjustments that might result from the outcome of this uncertainty.

The Company's operations are subject to certain additional risks and uncertainties including, among others, dependence on outside suppliers and manufacturers, competition, dependence on its exclusive license and relationship with the licensor, uncertainties regarding patents and proprietary rights, dependence on key personnel, and other business risks. In addition, there is no assurance, assuming the Company is successful in raising additional capital that the Company will be successful in achieving profitability or positive cash flow.

FRESH HARVEST PRODUCTS, INC. ("FRHV")

Issuer's Certifications:

Certifications by President:

I, Michael J. Friedman, certify that:

1. I have reviewed the attached Fresh Harvest Products, Inc. ("FRHV") for the year ending October 31, 2012;

2. Based on my knowledge, the financial statements for the period ending October 31, 2012, do 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, 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 these financial statements.

Date: 10/15/14

By: _____
Michael J. Friedman, President