**Here To Serve Holding Corp.**




## Part A General Company Information

**Item I** **The exact name of the issuer and the address of its principal executive offices.**

Here To Serve Holding Corp.
Formerly F3 Technologies, Inc. until November 2013

**Item 2** **Company Headquarters**

12540 Broadwell Road, Suite 1203
Milton, GA 30004
(678) 871-7457 phone
(770) 521-0259 fax
www.HTSHC.com

IR Contact:
Jeff S. Cosman
Chairman, CEO
Here To Serve Holding Corp.
12540 Broadwell Road, Suite 1203
Milton, GA 30004
(678) 871-7457 phone
jeff@htshc.com

**Item 3 Security Information**

Trading Symbol: HTSC.PK

Exact title and class of securities outstanding

Common Stock:
CUSIP: 42710U106
Par Value $0.0001
Total shares authorized: 400,000,000 @ 9/30/14
Total shares outstanding: 59,177,334 @ 9/30/14

Preferred A Stock:
CUSIP – NONE
Par Value $0.001
Total shares authorized: 2,000,000 @ 9/30/14
Total shares outstanding: 2,000,000 @ 9/30/14

Preferred B Stock:
CUSIP – NONE
Par Value $0.001
Total shares authorized: 71,210 @ 9/30/14
Total shares outstanding: 71,208 @ 9/30/14

Transfer Agent
Address: Island Stock Transfer
15500 Roosevelt Boulevard, Suite 301
Clearwater, Florida 33760
Office phone: 727-289-0010
Fax: 727-289-0069

Island Stock Transfer is registered under the Exchange Act.

There are no restrictions on the transfer of securities.

There have been no trading suspension orders issued by the SEC during the last 12 months

**Item 4 Issuance History**

Please see Appendix A attached to this report.

**Item 5 Financial Statements**

**Interim financials are posted as Quarterly Financials:**

1) Balance Sheet
2) Statement of Income
3) Statement of Cash Flows
4) Statement of changes in stockholders' equity
5) Note to Financial Statements
6) These financial statements are unaudited.

**Item 6 Describe the Issuer's Business, Products and Services.**

**A.** On September 5, 2013, by way of a board resolution and due to a key employee's desire to leave the Company to pursue other interests, Jeffrey Cosman ("Cosman") was appointed as the CEO of the Company and replaced Francis Connor as CEO and Chairman of the Company. Following the resignation of Connor from the Board, Rachel Cosman was appointed to the Board as Secretary. In an Assignment Agreement dated September 5, 2013, Connor assigned 13,000,000 shares of his personal restricted common stock and 2,000,000 of his personal Series "A" Preferred shares to Cosman. There was no financial consideration paid for these shares. This assignment made Mr. Cosman the controlling and majority shareholder of the Company. At the time of this filing Mr. Cosman personally and by way of controlling Legacy Waste Solutions LLC owns or controls 16 million shares, which equates to roughly 27.7% of the common shares issued and outstanding. The Series A Preferred share that Mr. Cosman owns is not convertible into common shares of the Company; however, it shall entitle him to the number of votes, collectively, which shall equal seventy percent (70%) of the total number of votes that may be cast, including the votes of the issued and outstanding common stock as well as any shares of Series A Preferred outstanding.

On September 5, 2013 Connor (the "Creditor") entered into a Debt Settlement Agreement with the Company (the "Debtor"). In the Debt Settlement Agreement, the Company mitigated over $460,000 of accrued debt owed to Connor and Connor resigned all of his positions and duties with the Company, in exchange for 49% of the rights and interest in the 100% Company-owned product, FargoTube, and 10.5 shares of 44.5 shares the Company owned in Interactive Defense, LLC. As a result the Company now owns 51% of the FargoTube product and 34 shares of Interactive Defense, LLC.

On September 12, 2013, the Company completed the first of many expected acquisitions. The assets of COVI Point, LLC, specifically the cConnects™ application platforms, was purchased for approximately $272,000 by the

issuance of restricted Company stock, cash and Convertible Notes issued to shareholders and note holders of COVI Point, LLC. Jeffrey Cosman as majority owner and Managing Director of Legacy Waste, LLC owned 70% of COVI Point, LLC.

On November 5, 2013, F3 Technologies, Inc. changed its name to Here To Serve Holding Corp ("HTSHC"), which is its current name. HTSHC repositioned its business focus from software as a service development to being a mobile app based development company.

On November 18, 2013 HTSHC announced that it has signed a Letter Of Intent ("LOI") to acquire a 10 year-old waste management collection and recycling company in the mid-west.

January 6, 2014, Here To Serve Holding Corp., announced it has signed the definitive agreement to purchase its platform waste management company. The waste management company located in the Midwest will add over $10.5M in annual revenues along with over $2.75M in positive EBITDA.

February 3rd, 2014, Here To Serve Holding Corp. announced it has released its beta version of cConnects™ to a Fortune 500 Business Services company for testing; which has a potential monthly recurring user base of over 20,000,000. At the request of the Fortune 500 Company and under a mutual NDA, access to the cConnects™ beta version has been granted for testing and review.

March 24, 2014, Here To Serve Technology, LLC, a wholly owned subsidiary of Here To Serve Holding Corp., (OTC Markets: HTSC), announced it has entered into a Software Evaluation and Trial License Agreement with a Fortune 500 Company for its cConnects™ mobile App. At the request of the Fortune 500 Company and under a mutual NDA, access to the cConnects™ beta version has was granted for testing and review in January 2014 and has now progressed into a Trial License; as well as becoming a Certified Vendor.

On May 16, 2014 Here To Serve Missouri Waste Division, LLC, a wholly owned subsidiary of Here To Serve Holding Corp., acquired all the assets of Meridian Waste Services, LLC of Bridgton, Mo., which is the target acquisition in the LOI announced on November 18, 2013. The Assets were purchased for approximately $20,600,000 by way of the issuance of restricted Company stock, cash and Convertible Preferred B Shares, which were issued to the three owners of Meridian Waste services, LLC.

On July 6th, 2014 Here To Serve Holding Corp held an annual shareholder meeting in St. Augustine, FL. The following were items discussed and approved by the company in the shareholder meeting:

- Re-elected Jeff Cosman and Rachel Cosman as its sole board members.

- Engaged the law firm of Lucosky Brookman LLP as its SEC counsel.
- Engaged a New York Stock Exchange (NYSE) member Investment Banking firm.
- Working with King & Spalding on the patent process of cConnects™.
- Working on the version of cConnects™ which will be the final beta version prior to submission of Version 1.0 to the iTunes and Google Play stores
- Engaged an online marketing firm to assist with the "social" launch of cConnects™ and drive visibility through SEO strategies.
- Interviewing investor relation (IR) firms who will support the HTSC growth story in the public markets.
- Filed Form D notices with the SEC for previous 2010 and 2011 transactions.
- Finishing a two-year financial audit of Meridian Waste Services.
- Approved the ability of the Board of Directors to implement a stock option plan at the sole discretion of the Board.

On July 13th, 2014 Here To Serve Holding Corp announced it had appointed Ed Kniep IV as the President of its Technology Division. In this newly created position, Mr. Kniep IV will focus on building the Company's "go-to-market" strategy for the upcoming launch of cConnects™. Mr. Kniep IV will remain in St. Louis, MO and build his team from there while reporting directly to Jeffrey Cosman, CEO of Here To Serve Holding Corp.

On July 25th, 2014, pursuant to the Master Credit Agreement the Company's subsidiary, Here To Serve – Missouri Waste Division, LLC has with Comerica Bank; it entered into an Interest Rate Swap for $6,000,000 of the $9,500,000 Senior Secured Note. The purpose of this agreement is to limit or manage exposure to fluctuations in interest rates, or to obtain a marginally lower interest rate than it would have been able to get without the swap.

August 4th, 2014. Here To Serve Holding Corp. filed a provisional patent application for its proprietary mobile app, cConnects™. On July 31st, 2014, Here To Serve Holding Corp's patent attorneys, King & Spalding L.L.P. of Atlanta, GA, filed the provisional patent application for cConnects™ with the United States Patent & Trademark Office.

**Waste Division**

As previously mentioned, on May 16th, 2014 Here To Serve - Missouri Waste Division, LLC acquired all the assets of Meridian Waste Services, LLC ("Meridian") of Bridgton, Mo. We believe this company is an ideal platform for a number of reasons including the following:

*Mature Company.* Meridian is a 10-year old company and is concentrated in municipal contracts across the St. Louis, MO marketplace. In the past two years,

Meridian has added services in temporary roll off, commercial and recycling. The company has strong EBITDA margins and will continue to be run at the local level. We believe that the combination of our maturity and proven business practices, additional capital and performance metrics will be a critical component of our future success.

*Strong Operating Platform.* The history of growth of Meridian will allow us to create a company with a strong, selective operating platform. The foundation of this platform is our aggressiveness and knowledge in the market.

*Strong Capital Structure.* HTSHC will rely on a conservative capital structure to grow the business. Initially, we will finance our acquisitions with debt and stock. If the value of our stock improves from the low pennies to the dollar range, we will use our stock as currency to continue to grow the company through acquisitions. This strong cash producing characteristic will allow us to pursue our mission of increasing shareholder value by focusing on investing in our business, paying down our debt and acquiring new companies.

*Decentralized Management Structure.* We maintain a relatively small corporate headquarters staff, relying on a decentralized management structure to minimize administrative overhead costs and to manage our day-to-day operations more efficiently. Our local management has extensive industry experience in growing, operating and managing solid waste companies and has substantial experience in their local geographic markets. We will offer long-term incentive programs, and stock options to our local teams. As a result of retaining experienced managers with extensive knowledge of and involvement in their local communities, we are proactive in anticipating our customers' needs and adjusting to changes in our markets.

*Integrated Operations.* In the future, we seek to internalize our waste streams from the point of collection through the development of Waste to Energy ("WTE") technology in our markets. We expect that a fully integrated market will generally have a lower cost of operations and more favorable cash flows. Through acquisitions, landfill operating agreements and other market development activities, we can create market-specific, integrated operations typically consisting of one or more collection companies, transfer stations and landfills. We consider acquiring companies that own or operate landfills with significant permitted disposal capacity and appropriate levels of waste volume. We also seek to acquire solid waste collection companies in markets in which we don't own or operate landfills, with the potential of adding a WTE system. As we grow through acquisitions, we anticipate being required to take waste to government-controlled disposal facilities. This provides us with an opportunity to effectively compete in these markets without investing in landfill capacity. Because we do not have landfill facilities or government-controlled disposal facilities for all markets in which we provide collection services, we believe that through landfill,

transfer station acquisitions and the development of WTE facilities, operating agreements, and market development, we have the opportunity to increase our waste internalization rate and further integrate our operations.

*High Levels of Customer Satisfaction.* We strive to provide the highest level of service to our customer base. We will use our technology developed internally (cConnects™) to "bring the customer closer to the organization" methodology for unparalleled service. We will have municipal marketing representatives in most service areas that are responsible for working with each municipality or community to ensure a high level of customer satisfaction. Additionally, the municipal representatives organize and drive the effort to obtain new or renew municipal contracts in their service areas.

**Growth Strategy**

Our growth strategy focuses on increasing revenue, gaining market share and enhancing shareholder value through internal growth and acquisitions. We manage our growth strategy as follows:

*Internal Growth.* Our internal growth strategy focuses on retaining existing customers and obtaining commercial, municipal and industrial customers through our well-managed sales and marketing activities.

*Pricing Activities.* We seek to secure price increases necessary to offset increased costs, to improve our operating margins and to obtain adequate returns on our substantial investments in assets. Price increases will remain a major component of our overall future operating strategy.

*Long-Term Contracts.* We seek to obtain long-term contracts for collecting solid waste in markets with growing populations. These include exclusive franchise agreements with municipalities as well as commercial and industrial contracts. By obtaining such long-term agreements, we have the opportunity to grow our contracted revenue base at the same rate as the underlying population growth in these markets. In addition, we believe that by securing a base of long-term recurring revenue in growing population markets, we are better able to protect our market position from competition and our business may be less susceptible to downturns in economic conditions.

*Sales and Marketing Activities.* We seek to manage our sales and marketing activities to enable us to build a significant position in more markets in which we want to operate. Two sales reps are currently on the street, the former owner of Meridian and his General Manager are actively involved in sales development for Meridian. We emphasize our rate and cost structures when we train new and existing sales personnel. We have recently added Salesforce.com as our CRM package to track our sales organization leads, as well as develop new internal processes to build future sales. As we develop cConnects, we are designing functionality to perform an Application Programming Integration ("API") with our

current software systems, including Salesforce.com. Salesfore.com assists sales people in many ways, including renewal periods for potential commercial, industrial and franchise contracts.

*Development Activities.* We seek to identify opportunities to further our position in markets where we provide services for a portion of the waste stream. Where appropriate, we seek to obtain permits to build transfer stations, landfills or WTE facilities that would provide vertically integrated waste services. Development projects, while generally less capital intensive, typically require extensive permitting efforts that can take years to complete with no assurance of success. We undertake development projects when we believe there is a reasonable probability of success and where reasonably priced acquisition opportunities are not available.

*Acquisition Growth.* We look to acquire businesses that complement our existing business platform. Our acquisition growth strategy focuses primarily on privately held solid waste companies and the waste operations of municipal and other local governmental authorities. We believe that our ability to acquire privately held companies is enhanced by increasing competition in the solid waste industry, increasing capital requirements as a result of changes in solid waste regulatory requirements, and the limited number of exit strategies for these privately held companies' owners and principals. We also seek to acquire operations and facilities from municipalities that are privatizing, as they seek to increase available capital and reduce risk. In addition, we will continue to evaluate opportunities to acquire operations and facilities that are being divested by other publicly owned waste companies. In sum, our acquisition growth strategy focuses primarily on the following: acquiring privately held businesses that position us for growth in existing and new markets, and acquiring privately held businesses that position us for growth in existing and new markets.

We also seek to acquire landfills, transfer stations and collection companies that operate in markets that we are already servicing in order to fully integrate our operations from collection to disposal. In addition, we have in the past and may continue in the future to exchange businesses with other solid waste companies if by doing so there is a net benefit to our business platform. These activities allow us to increase our revenue and market share, lower our cost of operations as a percentage of revenue, and consolidate duplicative facilities and functions to maximize cost efficiencies and economies of scale.

**Technology Division**

Here To Serve Holding Corp. created Here To Serve Technology Division, LLC ("HTST") in early 2014. The purpose of HTST is to control all of HTSHC technology assets in one portfolio. The assets will include any and all joint ventures, minority ownership rights and all wholly owned and internally developed products. The primary business focus of HTST is to develop products

designed for mobile applications. We believe our products will be offered as Enterprise versions (large national and multinational companies), social versions (readily available to the general public) and Unified Governmental and Defense organizations. The following products represent the portfolio either offered or will be offered by HTST.

**cConnects™** is a cloud based mobile application used as a micro-scheduling solution, as well as a fleet/asset management system. It allows users in any industry to connect with their customers, vendors and internal organization without wasting time using the current switch board type operations of the current phone system. cConnects™ was created to maximize time for its users, reduce costs to deliver products and services, provide new technology to an aging business model, while changing the future of customer service.

Most competitors of cConnects™ must have a hardware and software component to make their systems work. cConnects™ is mobile app, which is cross platform from iOS to droid to web.

**Interactive Defense Solution ("IDS")** products have been developed with HTST resources through an investment vehicle, Interactive Defense, LLC. Initially, IDS was building a Record Management System ("RMS") to provide a cloud based RMS system to local municipalities for their law enforcement agencies. Although there were initial investments by HTSHC to make this system work, HTST has since abandoned the investment in the RMS and has begun to focus on more desirable products, which were considered modules within the RMS.

***FargoTube.com***

FargoTube was an online software as a service (SaaS) video and music entertainment platform for users seeking to profit from their on-line video content in three different ways. First, FargoTube™ allows users to create and manage subscription or video based "Tubes". Users can charge a subscription fee to access their tube and/or charge for other users to watch their proprietary content viaPay Per View, Rental and Purchase options. Revenue generated from the subscription or video "Tube" is shared between the Company and the tube owner. Second, FargoTube™ will share a portion of ad revenue generated by "Tubes" created by users. Lastly, FargoTube™ will share a portion of revenue generated by the tube owners eStorefront. Target market is video content producers that own the distribution rights of their material. Although there were initial investments by HTSHC to make FargoTube work, HTST has since abandoned the investment and has begun to focus on more desirable products.

FargoTube was an online software as a service (SaaS) video and music entertainment platform which is owned 51% by Here To Serve Holding Corp. and 49% by Francis Connor.

**B. Date and State (or jurisdiction) of Incorporation;** Issuer was incorporated in Delaware as New Ithaca Corporation on September 22, 1983.

**C. The issuer's primary and secondary SIC Codes:** 9511 & 7372

**D. The issuer's fiscal year end date is:** September 31.

**E. Principal products or services, and their markets;**

Here To Serve is a diversified holding company with two distinct divisions: a Waste Division and a Technology Division. The Waste Division is being built through an acquisition strategy. The Technology Division consists of wholly owned software products, each creating cloud based mobile platforms for industries ranging from business services, healthcare, law enforcement and governmental services.

**Waste Division:**

On May 16, 2014 Here To Serve - Missouri Waste Division, LLC, a wholly owned subsidiary of Here To Serve Holding Corp., acquired all the assets of Meridian Waste Services, LLC of Bridgeton, Mo., which is the target acquisition in the LOI announced on November 18, 2013. The Assets were purchased for approximately $20,600,000 by way of the issuance of restricted Company stock, cash and Convertible Preferred B Shares, which were issued to the three owners of Meridian Waste services, LLC.

We seek to acquire additional solid waste and recycling collection companies in markets in which we don't own or operate landfills, with the potential of adding a WTE system. In a number of larger markets, we anticipate being required to take waste to government-controlled disposal facilities. This provides us with an opportunity to effectively compete in these markets without investing in landfill capacity. Because we do not have landfill facilities or government-controlled disposal facilities for all markets in which we provide collection services, we believe that through landfill, transfer station acquisitions and the development of WTE facilities, operating agreements, and market development, we have the opportunity to increase our waste internalization rate and further integrate our operations.

**Technology Division**

Here To Serve Holding Corp. is currently in the business of designing, developing, selling and maintaining mobile app based products.

**cConnects™:** On September 12, 2013, the Company completed its first of technology acquisition. The assets of COVI Point, LLC, specifically the cConnects (formerly cDetails) application platforms, was purchased for approximately $272,000 by the issuance of restricted Company stock, cash and Convertible Notes issued to shareholders and note holders of COVI Points, LLC. Jeffrey Cosman as majority owner and Managing Director of Legacy Waste, LLC owned 70% of COVI Point, LLC. **cConnects™:** is a cloud based mobile app designed as a micro-scheduling solution, as well as a fleet/asset management system. It allows users in any industry to connect with their customers, vendors and internal organization without wasting time using the current switch board type operations of the current phone system. cConnects was created to maximize time for its users, reduce costs to deliver products and services, provide new technology to an aging business model, while changing the future of customer service.

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**FargoTube.com** was an on-line software as a service (SaaS) video and music entertainment platform for users seeking to profit from their on-line video content in three different ways. First, FargoTube™ allows users to create and manage subscription or video based "Tubes". Users can charge a subscription fee to access their tube and/or charge for other users to watch their proprietary content via Pay Per View, Rental and Purchase options. Revenue generated from the subscription or video "Tube" is shared between Here To Serve and the tube owner. Second, FargoTube will share a portion of ad revenue generated by "Tubes" created by users. Lastly, FargoTube will share a portion of revenue generated by the tube owners eStorefront. Target market is video content producers that own the distribution rights of their material. FargoTube is now owned 51% by Here To Serve Holding Corp. and 49% by Francis Connor. Connor is the creator and visionary behind FargoTube. Although there were initial investments by HTSHC to make FargoTube work, HTST has since abandoned the investment and has begun to focus on more desirable products.

**Item 7** **Describe the issuer's facilities**

As of May 2014 the issuer has signed a sublease agreement for its corporate headquarters at:

12540 Broadwell Road, Suite 1203
Milton, GA 30004

**Item 8** **Officers, Directors, Control Persons**

A. Names of Officers, Directors and Control Persons

Mr. Jeffrey S. Cosman, Chief Executive Officer

Mr. Cosman owns and or controls 16,000,000 shares of restricted common stock. Mr. Cosman owns 2,000,000 shares of the Preferred A Stock which among other designations states: The Series A preferred Shares shall be entitled to the number of Votes, collectively, which shall be equal to seventy percent (70%) of the total number of votes that may be cast (including the votes of the issued and outstanding common stock as well as any voting preferred stock) at the time of such vote, at each meeting (or by written consent) of shareholders of the Corporation for their action or consideration, including the election of directors, Holders of Series A Preferred shares shall vote together with the holders of common shares as a single class.

B. Legal/Disciplinary History

1. None of the forgoing persons have been involved in a criminal proceeding or named as a defendant in a pending criminal proceeding

2. None of the forgoing persons have been involved in nor named in any order, judgment, or decree by any court which enjoined, barred, suspended nor limited them to participate in any type of business activity.

3. None of the forgoing persons have been named in any finding or judgment by any court, the Securities and Exchange Commission, the Commodity Futures Trading Commission, nor any state securities regulator as to a violation

of federal or state securities or commodities law.

4. None of the forgoing persons have been named in any order by a self-regulatory organization that barred, suspended, or otherwise limited their involvement in any type of business or securities activity.

C. Beneficial HTSC Shareholders.

Jeffrey S. Cosman, Chief Executive Officer
Mr. Cosman owns and or controls 16,000,000 shares of restricted common stock. 12540 Broadwell Road, Suite 1203, Milton, GA 30004

Item 9 Third Party Providers

Corporate - Legal Counsel
Richard J. Dreger, Attorney at Law, P.C.
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Auditors
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Boca Raton, FL 33433
Phone: 561 826 8576 (direct)
561 756 9250 (main)
Fax: 561 826 8936
www.dp-cpas.com

Item 10 Issuer's Certifications

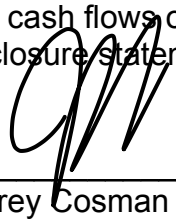
November 14, 2014

I, Jeffrey Cosman, certify that:

1. I have reviewed this quarterly disclosure statement of Here To Serve Holding Corp.;

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 operation and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.



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Jeffrey Cosman
Chief Executive Officer

Here To Serve Holding Corp. f/n/a F3 Technologies, Inc. 2 fiscal year Issuance History 6/30/14

| Date Issued | Entity Name | Shares Issued | Shares Offered | Paid To Issuer | Price | Nature of Offering | Jurisdiction | Status | Restrictive Legend |
|---|---|---|---|---|---|---|---|---|---|
| 10/6/11 | Constantine Financial Management LLC | 62,500 | 62,500 | $ 17,500.00 | $ 0.2800 | Debt conversion | | Free-Trading | |
| 10/6/11 | Smallcap Support Services | 15,000 | 15,000 | $ - | $ - | Vendor settlement | | Free-Trading | |
| 10/24/11 | Fairhills Capital Offshore | 100,000 | 100,000 | $ 20,000.00 | $ 0.2000 | Private placement | | Free-Trading | |
| 11/3/11 | Jeremy Harrison | 25,000 | 25,000 | $ - | $ - | Employee incentive | | Restricted | *** |
| 12/12/11 | Frank Connor | 125,000 | 125,000 | $ 110,000.00 | $ 0.8800 | Employee incentive | | Restricted | *** |
| 12/12/11 | James Canouse | 125,000 | 125,000 | $ 28,237.00 | $ 0.2259 | Debt conversion | | Restricted | *** |
| 12/14/11 | Fairhills Capital Offshore | 145,000 | 145,000 | $ 40,000.00 | $ 0.2759 | Private placement | | Free-Trading | |
| 12/15/11 | Machiavelli Ltd LLC | 50,000 | 50,000 | $ 5,000.00 | $ 0.1000 | Debt conversion | | Free-Trading | |
| 12/15/11 | Machiavelli Ltd LLC | 75,000 | 75,000 | $ 7,500.00 | $ 0.1000 | Debt conversion | | Free-Trading | |
| 12/21/11 | Anvil Financial Management LLC | 50,000 | 50,000 | $ 5,000.00 | $ 0.1000 | Debt conversion | | Free-Trading | |
| 12/21/11 | Constantine Financial Management LLC | 75,000 | 75,000 | $ 7,500.00 | $ 0.1000 | Debt conversion | | Free-Trading | |
| 2/14/12 | Machiavelli Ltd LLC | 118,881 | 118,881 | $ 15,000.00 | $ 0.1262 | Debt conversion | | Free-Trading | |
| 3/9/12 | Fairhills Capital Offshore | 205,000 | 205,000 | $ 35,000.00 | $ 0.1707 | Private placement | | Free-Trading | |
| 3/28/12 | Anvil Financial Management LLC | 125,000 | 125,000 | $ 15,000.00 | $ 0.1200 | Debt conversion | | Free-Trading | |
| 3/28/12 | Constantine Financial Management LLC | 125,000 | 125,000 | $ 15,000.00 | $ 0.1200 | Debt conversion | | Free-Trading | |
| 3/28/12 | Machiavelli Ltd LLC | 145,750 | 145,750 | $ 17,500.00 | $ 0.1201 | Debt conversion | | Free-Trading | |
| 4/11/12 | Fairhills Capital Offshore | 212,500 | 212,500 | $ 25,000.00 | $ 0.1176 | Private placement | | Free-Trading | |
| 5/30/12 | Camille Barbone | 5,000 | 5,000 | | $ - | Vendor settlement | | Free-Trading | |
| 6/4/12 | EMSEG & CO | 265,000 | 265,000 | $ 18,000.00 | $ 0.0679 | Private placement | | Free-Trading | |
| 7/6/12 | EMSEG & CO | 275,000 | 275,000 | $ 16,000.00 | $ 0.0582 | Private placement | | Free-Trading | |
| 7/19/12 | EMSEG & CO | 250,000 | 250,000 | $ 17,500.00 | $ 0.0700 | Private placement | | Free-Trading | |
| 7/23/12 | Anvil Financial Management LLC | 248,570 | 248,570 | $ 15,000.00 | $ 0.0603 | Debt conversion | | Free-Trading | |
| 7/23/12 | Constantine Financial Management LLC | 290,000 | 290,000 | $ 17,500.00 | $ 0.0603 | Debt conversion | | Free-Trading | |
| 7/23/12 | Machiavelli Ltd LLC | 368,570 | 368,570 | $ 22,500.00 | $ 0.0610 | Debt conversion | | Free-Trading | |
| 9/7/12 | EMSEG & CO | 475,000 | 475,000 | $ 19,000.00 | $ 0.0400 | Private placement | | Free-Trading | |
| 10/15/12 | EMSEG & CO | 500,000 | 500,000 | $ 7,500.00 | $ 0.0150 | Private placement | | Free-Trading | |
| 10/21/12 | Anvil Financial Management LLC | 336,500 | 336,500 | $ 7,500.00 | $ 0.0223 | Debt conversion | | Free-Trading | |
| 10/23/12 | Constantine Financial Management LLC | 336,500 | 336,500 | $ 7,500.00 | $ 0.0223 | Debt conversion | | Free-Trading | |
| 10/23/12 | Machiavelli Ltd LLC | 448,500 | 448,500 | $ 10,000.00 | $ 0.0223 | Debt conversion | | Free-Trading | |
| 11/9/12 | EMSEG & CO | 650,000 | 650,000 | $ 10,000.00 | $ 0.0154 | Private placement | | Free-Trading | |
| 12/10/12 | Baron Agee | 100,000 | 100,000 | | $ - | Employee incentive | | Restricted | *** |
| 1/25/13 | Camille Barbone | 500,000 | 500,000 | $ 10,000.00 | $ 0.0200 | Vendor settlement | | Free-Trading | |
| 9/16/13 | Halkos Medical Consultants LLC | 42,857 | 42,857 | $ - | $ - | Product acquisition | | Restricted | *** |
| 9/16/13 | Legacy Waste Solutions | 3000000 | 3000000 | $ - | $ - | Product acquisition | | Restricted | *** |
| 9/16/13 | Rick Diemert | 128,572 | 128,572 | $ - | $ - | Product acquisition | | Restricted | *** |
| 9/16/13 | TTK Development LLC | 1114285 | 1114285 | $ - | $ - | Product acquisition | | Restricted | *** |
| 10/29/13 | Sandee cosman | 2,000,000 | 2,000,000 | $ 50,000.00 | $ 0.0250 | Debt conversion | | Free-Trading | |
| 11/18/13 | Machiavelli Ltd LLC | 2,488,000 | 2,488,000 | $ 50,000.00 | $ 0.0201 | Debt conversion | | Free-Trading | |
| 11/22/13 | Jeffrey D. Martin | 1,643,571 | 1,643,571 | $ 25,000.00 | $ 0.0152 | Debt conversion | | Free-Trading | |
| 11/22/13 | Constantine Financial Management LLC | 304,546 | 304,546 | $ 5,000.00 | $ 0.0164 | Debt conversion | | Free-Trading | |
| 12/28/13 | James Canouse | 5,000,000 | 5,000,000 | $ - | $ - | Employee incentive | | Restricted | *** |
| 3/13/14 | Jimmie N. Carter | 500,000 | 500,000 | $ - | $ - | Employee incentive | | Restricted | *** |
| 3/24/14 | Wally Hall | 250,000 | 250,000 | $ - | $ - | Consulting Services | | Restricted | *** |
| 4/2/14 | Joseph D. Reich | 4,397,222 | 4,397,222 | | $ 0.16 | acquiston | | Restricted | *** |
| 4/2/14 | Edward H. Kniep IV | 4,397,222 | 4,397,222 | | $ 0.16 | acquiston | | Restricted | *** |
| 4/2/14 | Charles E. Barcom | 4,397,222 | 4,397,222 | | $ 0.16 | acquiston | | Restricted | *** |
| 4/1/14 | Robert Keene Jr. | 6,000 | 6,000 | | | Consulting Services | | Restricted | *** |
| 4/16/14 | Jimmie N. Carter | 213,936 | 213,936 | | $ 0.10 | Debt conversion | | | |
| 4/24/14 | Sandee cosman | 1,500,000 | 1,500,000 | $ 50,000.00 | $ 0.07 | Debt conversion | | | |
| 5/19/14 | Richard Dreger | 250,000 | 250,000 | | | Consulting Services | | Restricted | *** |
| 5/19/14 | Jon Newcomer | 125,000 | 125,000 | | | Consulting Services | | Restricted | *** |
| 5/27/14 | Machiavelli Ltd LLC | 3,344,142 | 3,344,142 | $ 183,000.00 | $ 0.08 | Debt conversion | | | |
| 5/27/14 | Larry Guess | 700,000 | 700,000 | | | Consulting Services | | Restricted | *** |
| 5/30/14 | Michael Cosman | 500,000 | 500,000 | | | Consulting Services | | Restricted | *** |
| 5/30/14 | Jim Cosman Jr. | 500,000 | 500,000 | | | Consulting Services | | Restricted | *** |
| 5/31/14 | Michael Cosman | 162,352 | 162,352 | $ 20,000.00 | $ 0.13 | Debt Conversion | | | |

*** Restrictive Legend

RESTRICTIVE LEGENED
THE SHARES REPRESENTED BY THIS CERTIFICATE HAVE NOT BEEN REGISTERD UNDER THE SECURITIES ACT OF 1933, AS AMNDED. THE SHARES HAVE BEEN ACUIRED FOR INVESTMENT AND MAY NOT BE OFFERED, SOLD, OR OTHERWISE TRANSFERRED IN THE ABSENCE OF AN EFFECTIVE REGISTRAION STATMENT WITH RESPECT TO THE SHARES OR EXEMPTION FROM THE REGISTRATION REQUIREMENTS OF SAID ACT THAT IS THEN APPLICABLE TO THE SHARES, AS TO WHICH A PRIOR OPINION OF COUNSEL MAY BE REQUEIRED BY THE ISSUER OR THE TRANSFER AGENT.

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