**Upper Street Marketing, Inc.**
(A Development Stage Company)
Consolidated Balance Sheets
(Unaudited)

| | December 31, 2014 | December 31, 2013 |
|---|---|---|
| **ASSETS** | | |
| CURRENT ASSETS | | |
| Cash | $ 51,294 | $ 26,780 |
| Subscriptions receivable | 11,500 | 400 |
| Inventory | 21,000 | 21,000 |
| Total Current Assets | 83,794 | 48,180 |
| PROPERTY PLANT AND EQUIPMENT, net | 120,000 | 120,000 |
| TOTAL ASSETS | $ 203,794 | $ 168,180 |
| **LIABILITIES AND STOCKHOLDERS DEFICIT** | | |
| CURRENT LIABILITIES | | |
| Accounts payable and accrued expenses | $ 25,010 | $ 26,988 |
| Notes payable | - | 25,000 |
| Convertible Debt | - | 29,900 |
| Related-party payables | - | 14,471 |
| Notes payable-related party | - | 1,200 |
| Total Current Liabilities | 25,010 | 97,559 |
| TOTAL LIABILITIES | 25,010 | 97,559 |
| STOCKHOLDERS' DEFICIT | | |
| Series A Preferred stock; 10,000,000 shares authorized, at $0.0001 par value, 700,000 shares issued and outstanding | 70 | 70 |
| Common stock; 100,000,000 shares authorized, at $0.0001 par value, 53,671,370 shares issued and outstanding, respectively | 4,130 | 4,019 |
| Additional paid-in capital | 379,000 | 117,511 |
| Accumulated deficit | (204,416) | (21,079) |
| Total Stockholders' Deficit | 178,784 | 70,621 |
| TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT | $ 203,794 | $ 168,180 |

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