GREEN POLKADOT BOX INCORPORATED
OTC PINK BASIC DISCLOSURE
April 15, 2015

1. Name of the issuer and its predecessors (if any):

The issuer is Green PolkaDot Box Incorporated, a Nevada corporation (the "Company"), formerly Vault America, Inc. ("Vault") and before that MoneyFlow Systems International Inc., ("MoneyFlow"), was incorporated in Nevada on April 25,2001. The name of the Company was changed from MoneyFlow Systems International Inc. to Vault America, Inc. on February 21, 2008.

The Green PolkaDot Box LLC was a Utah Limited Liability Company organized on January 18, 2008. Effective January 2, 2012, The Green PolkaDot Box LLC converted into a corporation under the name, The Green PolkaDot Box, Inc. ("GPDB").

On February 29, 2012, GPDB entered into an Agreement and Plan of Merger with the Company to effect a reverse acquisition of GPDB by the Company through its wholly-owned subsidiary, Green PD Acquisitions, Inc., whereby GPDB became a wholly-owned subsidiary of the Company.

The name of the Company was changed from Vault America, Inc. to Green PolkaDot Box Incorporated, its present name, on March 26, 2012.

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

<u>Company Headquarters</u>

Address: 1450 S. Blackhawk Blvd, Mount Pleasant, UT 84647

Phone: 801-478-2500

Email: info@greenpolkadotbox.com

Website: greenpolkadotbox.com

<u>IR Contact</u>

Name: Rod Smith

Address: 1450 S. Blackhawk Blvd, Mount Pleasant, UT 84647

Phone: 801-478-2500

Email: rsmith@greenpolkadotbox.com

Website: www.greenpolkadotbox.com

3. Security Information

Trading Symbol:	GPDB
Exact title and class of securities outstanding:	Common Stock
CUSIP:	393229109
Par or stated value:	$.001
Total shares authorized:	Common Stock - 100,000,000 shares, par value $.001 as of December 31, 2013 and December 31, 2014
	Preferred Stock - 5,000,000 shares, par value $.001, as of December 31, 2013 and December 31, 2014
Total shares outstanding:	Common Stock – 11,806,234 as of December 31, 2013 and 13,566,751 as of December 31, 2014
	Preferred Stock – 76,667 as of December 31, 2013 and 182,229 as of December 31, 2014

<u>Transfer Agent</u>

Name:	Colonial Stock Transfer Company
Address:	66 Exchange Place, Suite 100, Salt Lake City, Utah 84111
Phone:	801-355-5740

Is the Transfer Agent registered under the Securities Exchange Act of 1934?	Yes
List any restrictions on the transfer of security:	None
Describe any trading suspension orders issued by the SEC in the past 12 months:	None
List any stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization either currently anticipated or that occurred with the past 12 months:	None

4. Issuance History:

4.1 Convertible Promissory Note (February 21, 2013)

On February 21, 2013, the Company entered into a Convertible Secured Promissory Note and Loan Agreement (the "February 2013 Convertible Note") with an accredited investor in the principal amount of $300,000. The February 2013 Convertible Note bears interest at the rate of 12% per annum, with principal and interest convertible into shares of Common Stock at the rate of $2.70 per share. The February 2013 Convertible Note matures on February 21, 2016. As additional consideration for the loan, the Company issued a three-year Common Stock Purchase Warrant enabling the lender to purchase 300,000 shares of Common Stock at a price of $3.00 per share, vested immediately (the "February 2013 Warrant"). The lender has declined to be named in this disclosure statement.

A. In connection with the issuance of the February 2013 Convertible Note, the Company relied upon the exemption from securities registration afforded by Section 4(2) of the Securities Act. No advertising or general solicitation was employed in offering the securities. The offerings and sales were made to a limited number of persons, all of whom were accredited investors, and transfer was restricted by the Company in accordance with the requirements of the Securities Act of 1933.

B. In connection with the issuance of the February 2013 Convertible Note, no securities were registered or qualified in any jurisdiction.

C. In connection with the issuance of the February 2013 Convertible Note, the Company offered to issue the February 2013 Convertible Note in the principal amount of $300,000 and the February 2013 Warrant with a $3.00 exercise price.

D. In connection with the issuance of the February 2013 Convertible Note, the Company issued the February 2013 Convertible Note in the principal amount of $300,000 and February 2013 Warrant with a $3.00 exercise price.

E. In connection with the issuance of the February 2013 Convertible Note, the Company received $300,000 in February 2013.

F. In connection with the issuance of the February 2013 Convertible Note, the securities issued were restricted securities of the Company.

G. In connection with the issuance of the February 2013 Convertible Note, the securities issued contained a legend (1) stating that the securities had not been registered under the Securities Act, and (2) setting forth and referring to the restriction on transferability and sale of the securities under the Securities Act.

4.2 Shares of Common Stock (February 2013)

In February 2013, the Company issued a total of 23,334 shares of Common Stock of the Company to two investors for a consideration of $3.00 per share (the "February 2013 Shares"). The stockholders have declined to be named in this disclosure statement.

A. In connection with the issuance of the February 2013 Shares, the Company relied upon the exemption from securities registration afforded by Section 4(2) of the Securities Act. No advertising or general solicitation was employed in offering the securities. The offerings and sales were made to a limited number of persons, all of whom were accredited investors, and transfer was restricted by the Company in accordance with the requirements of the Securities Act of 1933.

B. In connection with the issuance of the February 2013 Shares, no securities were registered or qualified in any jurisdiction.

C. In connection with the issuance of the February 2013 Shares, the Company offered to issue the February 2013 Shares for $3.00 per share.

D. In connection with the issuance of the February 2013 Shares, the Company issued the February 2013 Shares for $3.00 per share.

E. In connection with the issuance of the February 2013 Shares, the Company received $70,000 in February 2013.

F. In connection with the issuance of the February 2013 Shares, the securities issued were restricted securities of the Company.

G. In connection with the issuance of the February 2013 Shares, the securities issued contained a legend (1) stating that the securities had not been registered under the Securities Act, and (2) setting forth and referring to the restriction on transferability and sale of the securities under the Securities Act.

4.3 Convertible Promissory Note (March 26, 2013)

On March 26, 2013, the Company issued a 90-day convertible promissory note (the "March 2013 Convertible Note") to an accredited investor in the principal amount of $30,000. The March 2013 Convertible Note bears interest at the rate of 8% per annum, with principal and interest convertible into shares of Common Stock at the rate of $2.70 per share. The lender has declined to be named in this disclosure statement.

A. In connection with the issuance of the March 2013 Convertible Note, the Company relied upon the exemption from securities registration afforded by Section 4(2) of the Securities Act. No advertising or general solicitation was employed in offering the securities. The offerings and sales were made to a limited number of persons, all of whom were accredited investors, and transfer was restricted by the Company in accordance with the requirements of the Securities Act of 1933.

B. In connection with the issuance of the March 2013 Convertible Note, no securities were registered or qualified in any jurisdiction.

C. In connection with the issuance of the March 2013 Convertible Note, the Company offered to issue the March 2013 Convertible Note in the principal amount of $30,000.

D. In connection with the issuance of the March 2013 Convertible Note, the Company issued the March 2013 Convertible Note in the principal amount of $30,000.

E. In connection with the issuance of the March 2013 Convertible Note, the Company received $30,000 in March 2013.

F. In connection with the issuance of the March 2013 Convertible Note, the securities issued were restricted securities of the Company.

G. In connection with the issuance of the March 2013 Convertible Note, the securities issued contained a legend (1) stating that the securities had not been registered under the Securities Act, and (2) setting forth and referring to the restriction on transferability and sale of the securities under the Securities Act.

4.4 Shares of Common Stock (March 29, 2013)

On March 29, 2013, the Company issued a total of 141,814 shares of Common Stock of the Company to 32 individuals in connection with employee stock bonuses, conversion of outstanding debt and accrued interest, increase in the number of shares of Common Stock issuable as a result of a ratcheting provision, and for proceeds received for stock subscriptions (the “March 2013 Shares”). The stockholders have declined to be named in this disclosure statement.

A. In connection with the issuance of the March 2013 Shares, the Company relied upon the exemption from securities registration afforded by Section 4(2) of the Securities Act. No advertising or general solicitation was employed in offering the securities. The offerings and sales were made to a limited number of persons, all of whom were employees or consultants or former employees and former consultants of the Company.

A. In connection with the issuance of the March 2013 Shares, no securities were registered or qualified in any jurisdiction.

C. In connection with the issuance of the March 2013 Shares, the Company offered to issue the March 2013 Shares to employees at a valuation of $2.00 per share and to the debt holders at a conversion rate of $2.70 per share.

D. In connection with the issuance of the March 2013 Shares, the Company issued the March 2013 Shares to employees at a valuation of $2.00 and to the debt holders at a conversion rate of $2.70 per share.

E. In connection with the issuance of the March 2013 Shares, the Company received no cash consideration.

F. In connection with the issuance of the March 2013 Shares, the securities issued were restricted securities of the Company.

G. In connection with the issuance of the March 2013 Shares, the securities issued contained a legend (1) stating that the securities had not been registered under the Securities Act, and (2) setting forth and referring to the restriction on transferability and sale of the securities under the Securities Act.

4.5 Shares of Common Stock (July 2013)

In July 2013, the Company issued a total of 37,000 shares of Common Stock of the Company to a consultant valued at $146,150 or $3.95 per share (the "July 2013 Shares"). The consultant has declined to be named in this disclosure statement.

A. In connection with the issuance of the July 2013 Shares, the Company relied upon the exemption from securities registration afforded by Section 4(2) of the Securities Act. No advertising or general solicitation was employed in offering the securities. The offerings and sales were made to a limited number of persons, all of whom were employees or consultants or former employees and former consultants of the Company.

B. In connection with the issuance of the July 2013 Shares, no securities were registered or qualified in any jurisdiction.

C. In connection with the issuance of the July 2013 Shares, the Company offered to issue 37,000 July 2013 Shares for $3.95 per share.

D. In connection with the issuance of the July 2013 Shares, the Company issued the 37,000 July 2013 Shares for $3.95 per share Company and received $146,150 in services in July 2013.

E. In connection with the issuance of the July 2013 Shares, the Company received $146,150 in July 2013.

F. In connection with the issuance of the July 2013 Shares, the securities issued were restricted securities of the Company.

G. In connection with the issuance of the July 2013 Shares, the securities issued contained a legend (1) stating that the securities had not been registered under the Securities Act, and (2) setting forth and referring to the restriction on transferability and sale of the securities under the Securities Act.

4.6 Convertible Promissory Note (July 18, 2013)

On July 18, 2013, the Company entered into a Convertible Secured Promissory Note and Loan Agreement (the "July 2013 Convertible Note") with an accredited investor in the principal amount of $300,000. The July 2013 Convertible Note bears interest at the rate of 12% per annum and matures on December 31, 2013, with principal and interest convertible into shares of Common Stock at the rate of $2.70 per share. As additional consideration for the loan, the Company issued a five-year Common Stock Purchase Warrant enabling the lender to purchase 111,111 shares of Common Stock at a price of $3.00 per share, vested immediately (the "July 2013 Warrant"). The lender has declined to be named in this disclosure statement.

A. In connection with the issuance of the July 2013 Convertible Note, the Company relied upon the exemption from securities registration afforded by Section 4(2) of the Securities Act. No advertising or general solicitation was employed in offering the securities. The offerings and sales were made to a limited number of persons, all of whom were accredited investors, and transfer was restricted by the Company in accordance with the requirements of the Securities Act of 1933.

B. In connection with the issuance of the July 2013 Convertible Note, no securities were registered or qualified in any jurisdiction.

C. In connection with the issuance of the July 2013 Convertible Note, the Company offered to issue the July 2013 Convertible Note in the principal amount of $300,000 and the July 2013 Warrant with a $3.00 exercise price.

D. In connection with the issuance of the July 2013 Convertible Note, the Company issued the July 2013 Convertible Note in the principal amount of $300,000 and July 2013 Warrant with a $3.00 exercise price.

E. In connection with the issuance of the July 2013 Convertible Note, the Company received $300,000 in July 2013.

F. In connection with the issuance of the July 2013 Convertible Note, the securities issued were restricted securities of the Company.

G. In connection with the issuance of the July 2013 Convertible Note, the securities issued contained a legend (1) stating that the securities had not been registered under the Securities Act, and (2) setting forth and referring to the restriction on transferability and sale of the securities under the Securities Act.

4.7 Common Stock Purchase Warrant (September 20, 2013)

On September 20, 2013, the Company issued a ten-year Common Stock Purchase Warrant to a director of the Company enabling the director to purchase 600,000 shares of Common Stock at a price of $2.70 per share, vested immediately (the “September 2013 Warrant 2”). The director entered into a lease agreement with the Company for the current office and warehouse space the Company occupies. The Common Stock Purchase Warrant was issued as consideration for the director entering the lease agreement with the Company. The director has declined to be named in this disclosure statement.

A. In connection with the issuance of the September 2013 Warrant 2, the Company relied upon the exemption from securities registration afforded by Section 4(2) of the Securities Act. No advertising or general solicitation was employed in offering the securities. The offerings and sales were made to a limited number of persons, all of whom were employees or consultants or former employees and former consultants of the Company.

B. In connection with the issuance of the September 2013 Warrant 2, no securities were registered or qualified in any jurisdiction.

C. In connection with the issuance of the September 2013 Warrant 2, the Company offered to issue the September 2013 Warrant 2 with a $2.70 exercise price.

D. In connection with the issuance of the September 2013 Warrant 2, the Company issued the September 2013 Warrant 2 with a $2.70 exercise price.

E. In connection with the issuance of the September 2013 Shares, the Company issued the September 2013 Shares for $2.70 per share and received $500,000 in cash consideration.

F. In connection with the issuance of the September 2013 Shares, the securities issued were restricted securities of the Company.

G. In connection with the issuance of the September 2013 Shares, the securities issued contained a legend (1) stating that the securities had not been registered under the Securities Act, and (2) setting forth and referring to the restriction on transferability and sale of the securities under the Securities Act.

4.8 Shares of Common Stock (September 20, 2013)

On September 20, 2013, the Company issued 185,185 shares of Common Stock of the Company at $2.70 per share to an individual for $500,000 cash (the “September 2013 Shares”). In addition to the shares of Common Stock, the Company issued a five-year Common Stock Purchase Warrant enabling the lender to purchase 370,370 shares of Common Stock at a price of $3.00 per share, vested immediately (the “September 2013 Warrant 1”). The stockholder has declined to be named in this disclosure statement.

A. In connection with the issuance of the September 2013 Shares, the Company relied upon the exemption from securities registration afforded by Section 4(2) of the Securities Act. No advertising or general solicitation was employed in offering the securities. The offerings and sales were made to a limited number of persons, all of whom were accredited investors, and transfer was restricted by the Company in accordance with the requirements of the Securities Act of 1933.

B. In connection with the issuance of the September 2013 Shares, no securities were registered or qualified in any jurisdiction.

C. In connection with the issuance of the September 2013 Shares, the Company offered to issue the September 2013 Shares to a qualified investor at a valuation of $2.70 per share and the September 2013 Warrant 1 with a $3.00 exercise price.

D. In connection with the issuance of the September 2013 Shares, the Company issued the September 2013 Shares to a qualified investor at a valuation of $2.70 per share and the September 2013 Warrant 1 with a $3.00 exercise price.

E. In connection with the issuance of the September 2013 Shares, the Company issued the September 2013 Shares for $2.70 per share and received $500,000 in cash consideration.

F. In connection with the issuance of the September 2013 Shares, the securities issued were restricted securities of the Company.

G. In connection with the issuance of the September 2013 Shares, the securities issued contained a legend (1) stating that the securities had not been registered under the Securities Act, and (2) setting forth and referring to the restriction on transferability and sale of the securities under the Securities Act.

4.9 Convertible Promissory Note (July through September 2013)

In July through September, 2013, the Company issued 90-day convertible promissory notes (the “September 2013 Convertible Notes”) to accredited investors in the principal amount of $380,000. The September 2013 Convertible Notes bear interest at the rate of 8% per annum, with principal and interest convertible into shares of Common Stock at the rate of $2.70 per share. The lenders have declined to be named in this disclosure statement.

A. In connection with the issuance of the September 2013 Convertible Notes, the Company relied upon the exemption from securities registration afforded by Section 4(2) of the Securities Act. No advertising or general solicitation was employed in offering the securities. The offerings and sales were made to a limited number of persons, all of whom were accredited investors, and transfer was restricted by the Company in accordance with the requirements of the Securities Act of 1933.

B. In connection with the issuance of the September 2013 Convertible Notes, no securities were registered or qualified in any jurisdiction.

C. In connection with the issuance of the September 2013 Convertible Notes, the Company offered to issue the September 2013 Convertible Notes in the principal amount of $380,000.

D. In connection with the issuance of the September 2013 Convertible Notes, the Company issued the September 2013 Convertible Notes in the principal amount of $380,000.

E. In connection with the issuance of the September 2013 Convertible Notes, the Company received $380,000 in July through September 2013.

F. In connection with the issuance of the September 2013 Convertible Notes, the securities issued were restricted securities of the Company.

G. In connection with the issuance of the September 2013 Convertible Notes, the securities issued contained a legend (1) stating that the securities had not been registered under the Securities Act, and (2) setting forth and referring to the restriction on transferability and sale of the securities under the Securities Act.

4.10 Shares of Common Stock (November 2013)

In November 2013, the Company issued a total of 11,036 shares of Common Stock of the Company to a individuals valued at $29,800 or $2.70 per share (the "November 2013 Shares"). The consultant has declined to be named in this disclosure statement.

A. In connection with the issuance of the November 2013 Shares, the Company relied upon the exemption from securities registration afforded by Section 4(2) of the Securities Act. No advertising or general solicitation was employed in offering the securities. The offerings and sales were made to a limited number of persons and transfer was restricted by the Company in accordance with the requirements of the Securities Act of 1933.

B. In connection with the issuance of the November 2013 Shares, no securities were registered or qualified in any jurisdiction.

C. In connection with the issuance of the November 2013 Shares, the Company offered to issue 11,036 November 2013 Shares for $2.70 per share.

D. In connection with the issuance of the November 2013 Shares, the Company issued the 11,036 November 2013 Shares for $2.70 per share Company and received $29,800 in services in November 2013.

F. In connection with the issuance of the November 2013 Shares, the securities issued were restricted securities of the Company.

G. In connection with the issuance of the November 2013 Shares, the securities issued contained a legend (1) stating that the securities had not been registered under the Securities Act, and (2) setting forth and referring to the restriction on transferability and sale of the securities under the Securities Act.

4.11 Convertible Promissory Note (December 10, 2013)

On December 10, 2013, the Company issued 60-day convertible promissory note (the "December 2013 Convertible Note") to an accredited investor in the principal amount of $30,000. The December 2013 Convertible Note bear interest at the rate of 12% per annum, with principal and interest convertible into shares of Common Stock at the rate of $2.70 per share. The lenders have declined to be named in this disclosure statement.

A. In connection with the issuance of the December 2013 Convertible Note, the Company relied upon the exemption from securities registration afforded by Section 4(2) of the Securities Act. No advertising or general solicitation was employed in offering the securities. The offerings and sales were made to a limited number of persons, all of whom were accredited investors, and transfer was restricted by the Company in accordance with the requirements of the Securities Act of 1933.

B. In connection with the issuance of the December 2013 Convertible Note, no securities were registered or qualified in any jurisdiction.

C. In connection with the issuance of the December 2013 Convertible Note, the Company offered to issue the December 2013 Convertible Note in the principal amount of $30,000.

D. In connection with the issuance of the December 2013 Convertible Note, the Company issued the December 2013 Convertible Note in the principal amount of $30,000.

E. In connection with the issuance of the December 2013 Convertible Note, the Company received $30,000 on December 10, 2013.

F. In connection with the issuance of the December 2013 Convertible Note, the securities issued were restricted securities of the Company.

G. In connection with the issuance of the December 2013 Convertible Note, the securities issued contained a legend (1) stating that the securities had not been registered under the Securities Act, and (2) setting forth and referring to the restriction on transferability and sale of the securities under the Securities Act.

4.12 Debt Conversion (December 24, 2013)

On December 24, 2013, the Company issued a total of 5,288 shares of Common Stock of the Company, valued at $14,278, in connection with conversion of outstanding debt (the "December 24, 2013 Shares"). The stockholders have declined to be named in this disclosure statement.

A. In connection with the issuance of the December 24, 2013 Shares, the Company relied upon the exemption from securities registration afforded by Section 4(2) of the Securities Act. No advertising or general solicitation was employed in offering the securities. The offerings and sales were made to a limited number of persons and transfer was restricted by the Company in accordance with the requirements of the Securities Act of 1933.

B. In connection with the issuance of the December 24, 2013 Shares, no securities were registered or qualified in any jurisdiction.

C. In connection with the issuance of the December 24, 2013 Shares, the Company offered to issue the December 24, 2013 Shares to the debt holder at a conversion rate of $2.70 per share.

D. In connection with the issuance of the December 24, 2013 Shares, the Company issued the December 24, 2013 Shares to the debt holder at a conversion rate of $2.70 per share.

E. In connection with the issuance of the December 24, 2013 Shares, the Company received no cash consideration.

F. In connection with the issuance of the December 24, 2013 Shares, the securities issued were restricted securities of the Company.

G. In connection with the issuance of the December 24, 2013 Shares, the securities issued contained a legend (1) stating that the securities had not been registered under the Securities Act, and (2) setting forth and referring to the restriction on transferability and sale of the securities under the Securities Act.

4.13 Debt Conversion (December 31, 2013)

On December 31, 2013, the Company issued a total of 41,728 shares of Common Stock of the Company, valued at $112,666, in connection with conversion of outstanding debt (the "December 31, 2013 Shares"). The stockholders have declined to be named in this disclosure statement.

A. In connection with the issuance of the December 31, 2013 Shares, the Company relied upon the exemption from securities registration afforded by Section 4(2) of the Securities Act. No advertising or general solicitation was employed in offering the securities. The offerings and sales were made to a limited number of persons and transfer was restricted by the Company in accordance with the requirements of the Securities Act of 1933.

B. In connection with the issuance of the December 31, 2013 Shares, no securities were registered or qualified in any jurisdiction.

C. In connection with the issuance of the December 31, 2013 Shares, the Company offered to issue the December 31, 2013 Shares to the debt holder at a conversion rate of $2.70 per share.

D. In connection with the issuance of the December 31, 2013 Shares, the Company issued the December 31, 2013 Shares to the debt holder at a conversion rate of $2.70 per share.

E. In connection with the issuance of the December 31, 2013 Shares, the Company received no cash consideration.

F. In connection with the issuance of the December 31, 2013 Shares, the securities issued were restricted securities of the Company.

G. In connection with the issuance of the December 31, 2013 Shares, the securities issued contained a legend (1) stating that the securities had not been registered under the Securities Act, and (2) setting forth and referring to the restriction on transferability and sale of the securities under the Securities Act.

4.14 Shares of Common Stock (February 2014)

In February 2014, the Company issued 1,481 shares of Common Stock of the Company at $2.70 per share to individuals for $4,000 in cash (the "February 2014 Shares"). The stockholders have declined to be named in this disclosure statement.

A. In connection with the issuance of the February 2014 Shares, the Company relied upon the exemption from securities registration afforded by Section 4(2) of the Securities Act. No advertising or general solicitation was employed in offering the securities. The offerings and sales were made to a limited number of persons, all of whom were accredited investors, and transfer was restricted by the Company in accordance with the requirements of the Securities Act of 1933.

B. In connection with the issuance of the February 2014 Shares, no securities were registered or qualified in any jurisdiction.

C. In connection with the issuance of the February 2014 Shares, the Company offered to issue the February 2014 Shares to investors at a valuation of $2.70 per share.

D. In connection with the issuance of the February 2014 Shares, the Company issued the February 2014 Shares to investors at a valuation of $2.70 per share.

E. In connection with the issuance of the February 2014 Shares, the Company issued the February 2014 Shares for $2.70 per share and received $4,000 in cash consideration.

F. In connection with the issuance of the February 2014 Shares, the securities issued were restricted securities of the Company.

G. In connection with the issuance of the February 2014 Shares, the securities issued contained a legend (1) stating that the securities had not been registered under the Securities Act, and (2) setting forth and referring to the restriction on transferability and sale of the securities under the Securities Act.

4.15 Shares of Common Stock (February 2014 Employees)

In February 2014, the Company issued 9,535 shares of Common Stock of the Company at $2.70 per share to certain employees of the Company valued at $25,745 (the "February 2014 Employee Shares"). The stockholders have declined to be named in this disclosure statement.

A. In connection with the issuance of the February 2014 Employee Shares, the Company relied upon the exemption from securities registration afforded by Section 4(2) of the Securities Act. No advertising or general solicitation was employed in offering the securities. The offerings and sales were made to a limited number of persons, all of whom were accredited investors, and transfer was restricted by the Company in accordance with the requirements of the Securities Act of 1933.

B. In connection with the issuance of the February 2014 Employee Shares, no securities were registered or qualified in any jurisdiction.

C. In connection with the issuance of the February 2014 Employee Shares, the Company offered to issue the February 2014 Employee Shares to certain employees at a valuation of $2.70 per share.

D. In connection with the issuance of the February 2014 Employee Shares, the Company issued the February 2014 Employee Shares to certain employees at a valuation of $2.70 per share.

E. In connection with the issuance of the February 2014 Employee Shares, the Company issued the February 2014 Employee Shares for $2.70 per share prior service valued at $25,745.

F. In connection with the issuance of the February 2014 Employee Shares, the securities issued were restricted securities of the Company.

G. In connection with the issuance of the February 2014 Employee Shares, the securities issued contained a legend (1) stating that the securities had not been registered under the Securities Act, and (2) setting forth and referring to the restriction on transferability and sale of the securities under the Securities Act.

4.16 Shares of Common Stock for Services (February and March 2014)

Between February and March 2014, the Company issued a total of 227,222 shares of Common Stock of the Company to professional service companies valued at $613,500 or $2.70 per share (the “February and March Service Shares”). The service companies have declined to be named in this disclosure statement.

A. In connection with the issuance of the February and March Service Shares, the Company relied upon the exemption from securities registration afforded by Section 4(2) of the Securities Act. No advertising or general solicitation was employed in offering the securities. The offerings and sales were made to a limited number of persons and transfer was restricted by the Company in accordance with the requirements of the Securities Act of 1933.

B. In connection with the issuance of the February and March Service Shares, no securities were registered or qualified in any jurisdiction.

C. In connection with the issuance of the February and March Service Shares, the Company offered to issue 227,222 Shares for $2.70 per share.

D. In connection with the issuance of the February and March Service Shares, the Company issued the 227,222 February and March Service Shares for $2.70 per share Company and received $613,500 in services.

E. In connection with the issuance of the February and March Service Shares, the Company issued the 227,222 February and March Service Shares for $2.70 per share Company and received $613,500 in services.

F. In connection with the issuance of the February and March Service Shares, the securities issued were restricted securities of the Company.

G. In connection with the issuance of the February and March Service Shares, the securities issued contained a legend (1) stating that the securities had not been registered under the Securities Act, and (2) setting forth and referring to the restriction on transferability and sale of the securities under the Securities Act.

4.17 Exercise of Options (March 10, 2014)

On March 10, 2014, the Company issued 18,550 shares of Common Stock for $557 in cash (the "Option Shares"), pursuant to the exercise of options previously issued. The recipient of the Option Shares has declined to be named in this disclosure statement.

A. In connection with the issuance of the Option Shares, the Company relied upon the exemption from securities registration afforded by Section 4(2) of the Securities Act. No advertising or general solicitation was employed in offering the securities. The offerings and sales were made to a limited number of persons, all of whom were employees or consultants or former employees and former consultants of the Company.

B. In connection with the issuance of the Option Shares, no securities were registered or qualified in any jurisdiction.

C. In connection with the issuance of the Option Shares, the Company offered to issue 18,550 shares of Common Stock at the $.03 exercise price of the options.

D. In connection with the issuance of the Option Shares, the Company issued 18,550 shares of Common Stock.

E. In connection with the issuance of the Option Shares, the Option Shares were issued at $.03 per Option Share, and the Company received $.03 per Option Share for total consideration of $557.

F. In connection with the issuance of the Option Shares, the securities issued were restricted securities of the Company.

G. In connection with the issuance of the February and March Service Shares, the securities issued contained a legend (1) stating that the securities had not been registered under the Securities Act, and (2) setting forth and referring to the restriction on transferability and sale of the securities under the Securities Act.

4.18 Debt Conversion (March 10, 2014)

On March 10, 2014, the Company issued a total of 28,857 shares of Common Stock of the Company, valued at $77,915, in connection with conversion of outstanding debt (the "March 10, 2014 Debt Conversion Shares"). The stockholders have declined to be named in this disclosure statement.

A. In connection with the issuance of the March 10, 2014 Debt Conversion Shares, the Company relied upon the exemption from securities registration afforded by Section 4(2) of the Securities Act. No advertising or general solicitation was employed in offering the securities. The offerings and sales were made to a limited number of persons and transfer was restricted by the Company in accordance with the requirements of the Securities Act of 1933.

B. In connection with the issuance of the March 10, 2014 Debt Conversion Shares, no securities were registered or qualified in any jurisdiction.

C. In connection with the issuance of the March 10, 2014 Debt Conversion Shares, the Company offered to issue the March 10, 2014 Debt Conversion Shares to the debt holder at a conversion rate of $2.70 per share.

D. In connection with the issuance of the March 10, 2014 Debt Conversion Shares, the Company issued the March 10, 2014 Debt Conversion shares to the debt holder at a conversion rate of $2.70 per share.

E. In connection with the issuance of the March 10, 2014 Debt Conversion shares, the Company received no cash consideration.

F. In connection with the issuance of the March 10, 2014 Debt Conversion Shares, the securities issued were restricted securities of the Company.

G. In connection with the issuance of the March 10, 2014 Debt Conversion Shares, the securities issued contained a legend (1) stating that the securities had not been registered under the Securities Act, and (2) setting forth and referring to the restriction on transferability and sale of the securities under the Securities Act.

4.19 Shares of Series A Preferred Stock (January to March 2014)

During the three months ended March 31, 2014, the Company issued 63,200 shares of Series A Preferred Stock of the Company at $6.00 per share to individuals for $379,200 in cash (the "January to March Preferred Shares"). The Preferred Series A shares carry an 8% preferred dividend. In addition to their preferred dividends, the holders of preferred shares are entitled to participate in their pro rata share of 1.0% of the gross revenues of the Company commencing 90 days from the date of issuance of the Preferred shares and continuing as long as the Preferred shares are outstanding. The stockholders have declined to be named in this disclosure statement.

A. In connection with the issuance of the January to March Preferred Shares, the Company relied upon the exemption from securities registration afforded by Section 4(2) of the Securities Act. No advertising or general solicitation was employed in offering the securities. The offerings and sales were made to a limited number of persons, all of whom were accredited investors, and transfer was restricted by the Company in accordance with the requirements of the Securities Act of 1933.

B. In connection with the issuance of the January to March Preferred Shares, no securities were registered or qualified in any jurisdiction.

C. In connection with the issuance of the January to March Preferred Shares, the Company offered to issue the January to March Preferred Shares to investors at a valuation of $6.00 per share.

D. In connection with the issuance of the January to March Preferred Shares, the Company issued the January to March Preferred Shares to investors at a valuation of $6.00 per share.

E. In connection with the issuance of the January to March Preferred Shares, the Company issued the January to March Preferred Shares for $6.00 per share and received $379,200 in cash consideration.

F. In connection with the issuance of the January to March Preferred Shares, the securities issued were restricted securities of the Company.

G. In connection with the issuance of the January to March Preferred Shares, the securities issued contained a legend (1) stating that the securities had not been registered under the Securities Act, and (2) setting forth and referring to the restriction on transferability and sale of the securities under the Securities Act.

4.20 Shares of Common Stock (April 2014)

In April 2014, the Company issued 370 shares of Common Stock of the Company at $2.70 per share to individuals for $1,000 in cash (the "April 2014 Shares"). The stockholders have declined to be named in this disclosure statement.

A. In connection with the issuance of the April 2014 Shares, the Company relied upon the exemption from securities registration afforded by Section 4(2) of the Securities Act. No advertising or general solicitation was employed in offering the securities. The offerings and sales were made to a limited number of persons, all of whom were accredited investors, and transfer was restricted by the Company in accordance with the requirements of the Securities Act of 1933.

B. In connection with the issuance of the April 2014 Shares, no securities were registered or qualified in any jurisdiction.

C. In connection with the issuance of the April 2014 Shares, the Company offered to issue the April 2014 Shares to investors at a valuation of $2.70 per share.

D. In connection with the issuance of the April 2014 Shares, the Company issued the April 2014 Shares to investors at a valuation of $2.70 per share.

E. In connection with the issuance of the April 2014 Shares, the Company issued the April 2014 Shares for $2.70 per share and received $1,000 in cash consideration.

F. In connection with the issuance of the April 2014 Shares, the securities issued were restricted securities of the Company.

G. In connection with the issuance of the April 2014 Shares, the securities issued contained a legend (1) stating that the securities had not been registered under the Securities Act, and (2) setting forth and referring to the restriction on transferability and sale of the securities under the Securities Act.

4.21 Shares of Common Stock (April 2014 Employees)

In April 2014, the Company issued 16,959 shares of Common Stock of the Company at $2.70 per share to certain employees of the Company valued at $45,789 (the "April 2014 Employee Shares"). The stockholders have declined to be named in this disclosure statement.

A. In connection with the issuance of the April 2014 Employee Shares, the Company relied upon the exemption from securities registration afforded by Section 4(2) of the Securities Act. No advertising or general solicitation was employed in offering the securities. The offerings and sales were made to a limited number of persons, all of whom were accredited investors, and transfer was restricted by the Company in accordance with the requirements of the Securities Act of 1933.

B. In connection with the issuance of the April 2014 Employee Shares, no securities were registered or qualified in any jurisdiction.

C. In connection with the issuance of the April 2014 Employee Shares, the Company offered to issue the April 2014 Employee Shares to certain employees at a valuation of $2.70 per share.

D. In connection with the issuance of the April 2014 Employee Shares, the Company issued the April 2014 Employee Shares to certain employees at a valuation of $2.70 per share.

E. In connection with the issuance of the April 2014 Employee Shares, the Company issued the April 2014 Employee Shares for $2.70 per share prior service valued at $45,789.

F. In connection with the issuance of the April 2014 Employee Shares, the securities issued were restricted securities of the Company.

G. In connection with the issuance of the April 2014 Employee Shares, the securities issued contained a legend (1) stating that the securities had not been registered under the Securities Act, and (2) setting forth and referring to the restriction on transferability and sale of the securities under the Securities Act.

4.22 Shares of Common Stock for Services (April 2014)

In April 2014, the Company issued a total of 65,868 shares of Common Stock of the Company to professional service companies valued at $177,844 or $2.70 per share (the “April Service Shares”). The service companies have declined to be named in this disclosure statement.

A. In connection with the issuance of the April Service Shares, the Company relied upon the exemption from securities registration afforded by Section 4(2) of the Securities Act. No advertising or general solicitation was employed in offering the securities. The offerings and sales were made to a limited number of persons and transfer was restricted by the Company in accordance with the requirements of the Securities Act of 1933.

B. In connection with the issuance of the April Service Shares, no securities were registered or qualified in any jurisdiction.

C. In connection with the issuance of the April Service Shares, the Company offered to issue 65,868 April Service Shares for $2.70 per share.

D. In connection with the issuance of the April Service Shares, the Company issued the 65,868 April Service Shares for $2.70 per share Company and received $177,844 in services.

E. In connection with the issuance of the April Service Shares, the Company issued the 65,868 April Service Shares for $2.70 per share Company and received $177,844 in services.

F. In connection with the issuance of the April Service Shares, the securities issued were restricted securities of the Company.

G. In connection with the issuance of the April Service Shares, the securities issued contained a legend (1) stating that the securities had not been registered under the Securities Act, and (2) setting forth and referring to the restriction on transferability and sale of the securities under the Securities Act.

4.23 Exercise of Warrants (May 2014)

In May 2014, the Company issued 37,100 shares of Common Stock for $50,085 in cash (the “Warrant Shares”), pursuant to the exercise of warrants previously issued. The recipients of the Warrant Shares have declined to be named in this disclosure statement.

A. In connection with the issuance of the Warrant Shares, the Company relied upon the exemption from securities registration afforded by Section 4(2) of the Securities Act. No advertising or general solicitation was employed in offering the securities. The offerings and sales were made to a limited number of persons, all of whom were employees or consultants or former employees and former consultants of the Company.

B. In connection with the issuance of the Warrant Shares, no securities were registered or qualified in any jurisdiction.

C. In connection with the issuance of the Warrant Shares, the Company offered to issue 37,100 shares of Common Stock at the $1.35 exercise price of the warrants.

D. In connection with the issuance of the Warrant Shares, the Company issued 37,100 shares of Common Stock.

E. In connection with the issuance of the Warrant Shares, the Warrant Shares were issued at $1.35 per Warrant Share, and the Company received $1.35 per Warrant Share for total consideration of $50,085.

F. In connection with the issuance of the Warrant Shares, the securities issued were restricted securities of the Company.

G. In connection with the issuance of the April Service Shares, the securities issued contained a legend (1) stating that the securities had not been registered under the Securities Act, and (2) setting forth and referring to the restriction on transferability and sale of the securities under the Securities Act.

4.24 Debt Conversion (April 2014)

In April 2014, the Company issued a total of 4,900 shares of Common Stock of the Company, valued at $13,230, in connection with conversion of outstanding debt (the “April 2014 Debt Conversion Shares”). The stockholders have declined to be named in this disclosure statement.

A. In connection with the issuance of the April 2014 Debt Conversion Shares, the Company relied upon the exemption from securities registration afforded by Section 4(2) of the Securities Act. No advertising or general solicitation was employed in offering the securities. The offerings and sales were made to a limited number of persons and transfer was restricted by the Company in accordance with the requirements of the Securities Act of 1933.

B. In connection with the issuance of the April 2014 Debt Conversion Shares, no securities were registered or qualified in any jurisdiction.

C. In connection with the issuance of the April 2014 Debt Conversion Shares, the Company offered to issue the April 2014 Debt Conversion Shares to the debt holder at a conversion rate of $2.70 per share.

D. In connection with the issuance of the April 2014 Debt Conversion Shares, the Company issued the April 2014 Debt Conversion shares to the debt holder at a conversion rate of $2.70 per share.

E. In connection with the issuance of the April 2014 Debt Conversion shares, the Company received no cash consideration.

F. In connection with the issuance of the April 2014 Debt Conversion Shares, the securities issued were restricted securities of the Company.

G. In connection with the issuance of the April 2014 Debt Conversion Shares, the securities issued contained a legend (1) stating that the securities had not been registered under the Securities Act, and (2) setting forth and referring to the restriction on transferability and sale of the securities under the Securities Act.

4.25 Shares of Series A Preferred Stock (April to June 2014)

During the three months ended June 30, 2014, the Company issued 25,695 shares of Series A Preferred Stock of the Company at $6.00 per share to individuals for $154,144 in cash (the "April to June Preferred Shares"). The preferred Series A shares carry an 8% interest preferred dividend. In addition to their preferred dividends, the holders of preferred shares are entitled to participate in their pro rata share of 1.0% of the gross revenues of the Company commencing 90 days from the date of issuance of the preferred shares and continuing as long as the preferred shares are outstanding. The stockholders have declined to be named in this disclosure statement.

A. In connection with the issuance of the April to June Preferred Shares, the Company relied upon the exemption from securities registration afforded by Section 4(2) of the Securities Act. No advertising or general solicitation was employed in offering the securities. The offerings and sales were made to a limited number of persons, all of whom were accredited investors, and transfer was restricted by the Company in accordance with the requirements of the Securities Act of 1933.

B. In connection with the issuance of the April to June Preferred Shares, no securities were registered or qualified in any jurisdiction.

C. In connection with the issuance of the April to June Preferred Shares, the Company offered to issue the April to June Preferred Shares to investors at a valuation of $6.00 per share.

D. In connection with the issuance of the April to June Preferred Shares, the Company issued the April to June Preferred Shares to investors at a valuation of $6.00 per share.

E. In connection with the issuance of the April to June Preferred Shares, the Company issued the April to June Preferred Shares for $6.00 per share and received $154,170 in cash consideration.

F. In connection with the issuance of the April to June Preferred Shares, the securities issued were restricted securities of the Company.

G. In connection with the issuance of the April to June Preferred Shares, the securities issued contained a legend (1) stating that the securities had not been registered under the Securities Act, and (2) setting forth and referring to the restriction on transferability and sale of the securities under the Securities Act.

4.26 Shares of Common Stock (July 2014)

In July 2014, the Company issued 11,852 shares of Common Stock of the Company at $2.70 per share to individuals for $32,000 in cash (the "July 2014 Shares"). The stockholders have declined to be named in this disclosure statement.

A. In connection with the issuance of the July 2014 Shares, the Company relied upon the exemption from securities registration afforded by Section 4(2) of the Securities Act. No advertising or general solicitation was employed in offering the securities. The offerings and sales were made to a limited number of persons, all of whom were accredited investors, and transfer was restricted by the Company in accordance with the requirements of the Securities Act of 1933.

B. In connection with the issuance of the July 2014 Shares, no securities were registered or qualified in any jurisdiction.

C. In connection with the issuance of the July 2014 Shares, the Company offered to issue the July 2014 Shares to investors at a valuation of $2.70 per share.

D. In connection with the issuance of the July 2014 Shares, the Company issued the July 2014 Shares to investors at a valuation of $2.70 per share.

E. In connection with the issuance of the July 2014 Shares, the Company issued the July 2014 Shares for $2.70 per share and received $32,000 in cash consideration.

F. In connection with the issuance of the July 2014 Shares, the securities issued were restricted securities of the Company.

G. In connection with the issuance of the July 2014 Shares, the securities issued contained a legend (1) stating that the securities had not been registered under the Securities Act, and (2) setting forth and referring to the restriction on transferability and sale of the securities under the Securities Act.

4.27 Debt Conversion (July 2014)

In July 2014, the Company issued a total of 3,976 shares of Common Stock of the Company, valued at $10,735, in connection with conversion of outstanding debt (the "July 2014 Debt Conversion Shares"). The stockholders have declined to be named in this disclosure statement.

A. In connection with the issuance of the July 2014 Debt Conversion Shares, the Company relied upon the exemption from securities registration afforded by Section 4(2) of the Securities Act. No advertising or general solicitation was employed in offering the securities. The offerings and sales were made to a limited number of persons and transfer was restricted by the Company in accordance with the requirements of the Securities Act of 1933.

B. In connection with the issuance of the July 2014 Debt Conversion Shares, no securities were registered or qualified in any jurisdiction.

C. In connection with the issuance of the July 2014 Debt Conversion Shares, the Company offered to issue the July 2014 Debt Conversion Shares to the debt holder at a conversion rate of $2.70 per share.

D. In connection with the issuance of the July 2014 Debt Conversion Shares, the Company issued the July 2014 Debt Conversion shares to the debt holder at a conversion rate of $2.70 per share.

E. In connection with the issuance of the July 2014 Debt Conversion shares, the Company received no cash consideration.

F. In connection with the issuance of the July 2014 Debt Conversion Shares, the securities issued were restricted securities of the Company.

G. In connection with the issuance of the July 2014 Debt Conversion Shares, the securities issued contained a legend (1) stating that the securities had not been registered under the Securities Act, and (2) setting forth and referring to the restriction on transferability and sale of the securities under the Securities Act.

4.28 Exercise of Warrants (July to August 2014)

In July to August 2014, the Company issued 55,650 shares of Common Stock for $75,128 in cash (the "July to August Warrant Shares"), pursuant to the exercise of warrants previously issued. The recipients of the July to August Warrant Shares have declined to be named in this disclosure statement.

A. In connection with the issuance of the July to August Warrant Shares, the Company relied upon the exemption from securities registration afforded by Section 4(2) of the Securities Act. No advertising or general solicitation was employed in offering the securities. The offerings and sales were made to a limited number of persons, all of whom were employees or consultants or former employees and former consultants of the Company.

B. In connection with the issuance of the July to August Warrant Shares, no securities were registered or qualified in any jurisdiction.

C. In connection with the issuance of the July to August Warrant Shares, the Company offered to issue 55,650 shares of Common Stock at the $1.35 exercise price of the warrants.

D. In connection with the issuance of the July to August Warrant Shares, the Company issued 55,650 shares of Common Stock.

E. In connection with the issuance of the July to August Warrant Shares, the July to August Warrant Shares were issued at $1.35 per Warrant Share, and the Company received $1.35 per Warrant Share for total consideration of $75,128.

F. In connection with the issuance of the July to August Warrant Shares, the securities issued were restricted securities of the Company.

G. In connection with the issuance of the April Service Shares, the securities issued contained a legend (1) stating that the securities had not been registered under the Securities Act, and (2) setting forth and referring to the restriction on transferability and sale of the securities under the Securities Act.

4.29 Shares of Common Stock for Services (August 2014)

In August 2014, the Company issued 50,000 shares of Common Stock of the Company to professional service companies valued at $122,500 or $2.45 per share (the "August 2014 Service Shares"). The service companies have declined to be named in this disclosure statement.

A. In connection with the issuance of the August 2014 Service Shares, the Company relied upon the exemption from securities registration afforded by Section 4(2) of the Securities Act. No advertising or general solicitation was employed in offering the securities. The offerings and sales were made to a limited number of persons and transfer was restricted by the Company in accordance with the requirements of the Securities Act of 1933.

B. In connection with the issuance of the August 2014 Service Shares, no securities were registered or qualified in any jurisdiction.

C. In connection with the issuance of the August 2014 Service Shares, the Company offered to issue 50,000 Shares for $2.45 per share.

D. In connection with the issuance of the August 2014 Service Shares, the Company issued the 50,000 August 2014 Service Shares for $2.45 per share Company and received $122,500 in services.

E. In connection with the issuance of the August 2014 Service Shares, the Company issued the 50,000 August 2014 Service Shares for $2.45 per share Company and received $122,500 in services.

F. In connection with the issuance of the August 2014 Service Shares, the securities issued were restricted securities of the Company.

G. In connection with the issuance of the August 2014 Service Shares, the securities issued contained a legend (1) stating that the securities had not been registered under the Securities Act, and (2) setting forth and referring to the restriction on transferability and sale of the securities under the Securities Act.

4.30 Shares of Series A Preferred Stock (July and August 2014)

During the months July and August 2014, the Company issued 16,667 shares of Series A Preferred Stock of the Company at $6.00 per share to individuals for $100,002 in cash (the "July and August Preferred Shares"). The preferred Series A shares carry an 8% interest preferred dividend. In addition to their preferred dividends, the holders of preferred shares are entitled to participate in their pro rata share of 1.0% of the gross revenues of the Company commencing 90 days from the date of issuance of the preferred shares and continuing as long as the preferred shares are outstanding. The stockholders have declined to be named in this disclosure statement.

A. In connection with the issuance of the July and August Preferred Shares, the Company relied upon the exemption from securities registration afforded by Section 4(2) of the Securities Act. No advertising or general solicitation was employed in offering the securities. The offerings and sales were made to a limited number of persons, all of whom were accredited investors, and transfer was restricted by the Company in accordance with the requirements of the Securities Act of 1933.

B. In connection with the issuance of the July and August Preferred Shares, no securities were registered or qualified in any jurisdiction.

C. In connection with the issuance of the July and August Preferred Shares, the Company offered to issue the July and August Preferred Shares to investors at a valuation of $6.00 per share.

D. In connection with the issuance of the July and August Preferred Shares, the Company issued the July and August Preferred Shares to investors at a valuation of $6.00 per share.

E. In connection with the issuance of the July and August Preferred Shares, the Company issued the July and August Preferred Shares for $6.00 per share and received $100,002 in cash consideration.

F. In connection with the issuance of the July and August Preferred Shares, the securities issued were restricted securities of the Company.

G. In connection with the issuance of the July and August Preferred Shares, the securities issued contained a legend (1) stating that the securities had not been registered under the Securities Act, and (2) setting forth and referring to the restriction on transferability and sale of the securities under the Securities Act.

4.31 Shares of Common Stock for Services (November 2014)

In November 2014, the Company issued 17,840 shares of Common Stock of the Company to professional service companies valued at $17,840 or $1.00 per share (the "November 2014 Service Shares"). The service companies have declined to be named in this disclosure statement.

A. In connection with the issuance of the November 2014 Service Shares, the Company relied upon the exemption from securities registration afforded by Section 4(2) of the Securities Act. No advertising or general solicitation was employed in offering the securities. The offerings and sales were made to a limited number of persons and transfer was restricted by the Company in accordance with the requirements of the Securities Act of 1933.

B. In connection with the issuance of the November 2014 Service Shares, no securities were registered or qualified in any jurisdiction.

C. In connection with the issuance of the November 2014 Service Shares, the Company offered to issue 17,840 Shares for $1.00 per share.

D. In connection with the issuance of the November 2014 Service Shares, the Company issued the 17840 November 2014 Service Shares for $1.00 per share Company and received $17,840 in services.

E. In connection with the issuance of the November 2014 Service Shares, the Company issued the 17,840 November 2014 Service Shares for $1.00 per share Company and received $17,840 in services.

F. In connection with the issuance of the November 2014 Service Shares, the securities issued were restricted securities of the Company.

G. In connection with the issuance of the November 2014 Service Shares, the securities issued contained a legend (1) stating that the securities had not been registered under the Securities Act, and (2) setting forth and referring to the restriction on transferability and sale of the securities under the Securities Act.

4.32 Shares of Common Stock (October to December 2014)

Between October and December of 2014, the Company issued 573,836 shares of Common Stock of the Company at $1.00 per share to individuals for $573,836 in cash (the "October to December 2014 Shares"). The stockholders have declined to be named in this disclosure statement.

A. In connection with the issuance of the October to December 2014 Shares, the Company relied upon the exemption from securities registration afforded by Section 4(2) of the Securities Act. No advertising or general solicitation was employed in offering the securities. The offerings and sales were made to a limited number of persons, all of whom were accredited investors, and transfer was restricted by the Company in accordance with the requirements of the Securities Act of 1933.

B. In connection with the issuance of the October to December 2014 Shares, no securities were registered or qualified in any jurisdiction.

C. In connection with the issuance of the October to December 2014 Shares, the Company offered to issue the October to December 2014 Shares to investors at a valuation of $1.00 per share.

D. In connection with the issuance of the October to December 2014 Shares, the Company issued the October to December 2014 Shares to investors at a valuation of $1.00 per share.

E. In connection with the issuance of the October to December 2014 Shares, the Company issued the October to December 2014 Shares for $1.00 per share and received $32,000 in cash consideration.

F. In connection with the issuance of the October to December 2014 Shares, the securities issued were restricted securities of the Company.

G. In connection with the issuance of the October to December 2014 Shares, the securities issued contained a legend (1) stating that the securities had not been registered under the Securities Act, and (2) setting forth and referring to the restriction on transferability and sale of the securities under the Securities Act.

4.33 Debt Conversion (December 2014)

In December 2014, the Company issued a total of 112,542 shares of Common Stock of the Company, valued at $112,542 in connection with conversion of outstanding debt (the "December 2014 Debt Conversion Shares"). The stockholders have declined to be named in this disclosure statement.

A. In connection with the issuance of the December 2014 Debt Conversion Shares, the Company relied upon the exemption from securities registration afforded by Section 4(2) of the Securities Act. No advertising or general solicitation was employed in offering the securities. The offerings and sales were made to a limited number of persons and transfer was restricted by the Company in accordance with the requirements of the Securities Act of 1933.

B. In connection with the issuance of the December 2014 Debt Conversion Shares, no securities were registered or qualified in any jurisdiction.

C. In connection with the issuance of the December 2014 Debt Conversion Shares, the Company offered to issue the December 2014 Debt Conversion Shares to the debt holder at a conversion rate of $1.00 per share.

D. In connection with the issuance of the December 2014 Debt Conversion Shares, the Company issued the December 2014 Debt Conversion shares to the debt holder at a conversion rate of $1.00 per share.

E. In connection with the issuance of the December 2014 Debt Conversion shares, the Company received no cash consideration.

F. In connection with the issuance of the December 2014 Debt Conversion Shares, the securities issued were restricted securities of the Company.

G. In connection with the issuance of the December 2014 Debt Conversion Shares, the securities issued contained a legend (1) stating that the securities had not been registered under the Securities Act, and (2) setting forth and referring to the restriction on transferability and sale of the securities under the Securities Act.

4.34 Issuance of Common Stock (October to December 2014)

Between October and December 2014, the Company issued 523,979 shares of Common Stock valued at $523,979 for a loan inducement (the "October to December Common Shares"). The recipients of the October to December Common Shares have declined to be named in this disclosure statement.

A. In connection with the issuance of the October to December Common Shares, the Company relied upon the exemption from securities registration afforded by Section 4(2) of the Securities Act. No advertising or general solicitation was employed in offering the securities. The offerings and sales were made to a limited number of persons, all of whom were employees or consultants or former employees and former consultants of the Company.

B. In connection with the issuance of the October to December Common Shares, no securities were registered or qualified in any jurisdiction.

C. In connection with the issuance of the October to December Common Shares, the Company offered to issue 523,979 shares of Common Stock valued at $1.00 for a loan inducement.

D. In connection with the issuance of the October to December Common Shares, the Company issued 523,979 shares of Common Stock.

E. In connection with the issuance of the October to December Common Shares, the October to December Common Shares were issued valued at $1.00 per Common Share, and the Company recorded an expense related to the loan inducement valued at $523,979.

F. In connection with the issuance of the October to December Common Shares, the securities issued were restricted securities of the Company.

G. In connection with the issuance of the April Service Shares, the securities issued contained a legend (1) stating that the securities had not been registered under the Securities Act, and (2) setting forth and referring to the restriction on transferability and sale of the securities under the Securities Act.

5. Financial Statements

Attached hereto as Exhibit "A" are the Company's financial statements for the years ended December 31, 2014 and 2013, including (A) Consolidated Balance Sheets as of December 31, 2014 and 2013, (B) Statements of Operations for the years ended December 31, 2014 and 2013, (C) Statement of Stockholders Equity (Deficit), (D) Statements of Cash Flows for the years ended December 31, 2014 and 2013, and (E) Notes to Financial Statements.

6. Describe the issuer's Business, Products, and Services

A. Description of the issuer's business operations:

Business Summary

The Company is the first online membership club for the purchase of non-GMO (Genetically Modified Organisms) natural and organic foods in the United States. It operates a website at www.greenpolkaddotbox.com which was launched in December 2011 and through which is offered a wide array of healthy, natural, organic and specialty foods, and other products at low membership prices.

Our mission is to provide a complete selection of nutrient-dense clean food and products to our members at the lowest possible price and to educate our members about the links between a nutrition-poor diet and chronic disease.

We buy the majority of our merchandise directly from manufacturers, producers, and farmers and route it to our warehouses with the aim of maximizing handling efficiencies and eliminating many of the costs associated with traditional multiple-step distribution channels. Such traditional steps include purchasing from distributors as opposed to manufacturers and the use of central receiving, storing, and distributing warehouses.

"Buying Collective"

Our business model is based on creating a powerful buying collective. A "buying collective" is a group of consumers with similar purchasing needs and requirements that uses the leverage of its group size to influence the quality and pricing of the products it seeks to purchase. Green PolkaDot Box has carefully select name brand and trusted vendors that offer a wide variety of fresh and packaged foods and products at bargain prices.

Health-Conscious Products

We are dedicated to offering products to our members that are clean and safe. We not only use our collective bargaining power to be selective in the products we offer but use such influence to insist to our vendors that we are purchasing "clean food." "Clean food" means certified organic foods of all varieties that are third party verified to be free of genetically modified organisms ("GMO").

We aim to protect our consumers by insisting that food production is designed to exclude derivatives from GMO food crops and from dairy products injected with genetically modified growth hormone. In addition, we seek to exclude meat from animals fed from GMOfeed. Our "buying collective" intends to only partner with vendors who provide certified organic animal proteins or 100% wild caught or grass fed animals.

We endeavor, when possible, to work exclusively with manufacturers and growers that produce certified organic foods. Our objective pertaining to clean organic food is not only intended to protect consumers but to provide a large customer base and reward those providers that offer "clean food." By incentivizing providers to produce "clean food," we support and protect the labor and economic investment of providers who produce "organic" and "clean food."

Membership

Our commitment to providing "clean food" to our members is a quality that is intended to captures the purchasing loyalty of health-minded consumers across the country. As of December 31, 2014, GPDB has approximately 25,000 registered members, of which approximately 10,000 have placed at least one order. Our membership continues to grow through our marketing efforts and member referral programs. In order to create awareness of our operations, we have partnered with numerous national organizations whose members in aggregate represent large numbers of health-conscious people that would benefit from joining our buying collective.

Supplier Relationships

We have direct purchase agreements with hundreds of manufacturers of organic and natural foods and products. Direct purchasing agreements allow us to cut out certain costs that are embedded in the traditional supply chain. Typically, a retailer purchases its inventory through a wholesaler. The wholesaler purchases the products from a distributor, which distributor purchases the products directly from the manufacturer. The traditional model requires the consumer to bear the burden of multiple mark-ups. Our model seeks to change these inefficiencies by cutting out the middle-men in the traditional distribution channel.

Because of high sales volume and rapid inventory turnover, we generally sell inventory before we are required to pay many of our suppliers, even though we take advantage of early payment discounts when available. To the extent that sales increase and inventory turnover becomes more rapid, a greater percentage of inventory is expected to be financed through payment terms provided by suppliers rather than by working capital.

Advanced Logistics

We currently own approximately $561,599 in paid inventory, which is held in our approximate 40,000 square foot warehouse located in Mount Pleasant, Utah. This inventory is managed by an advanced warehouse management and delivery system that capitalizes on efficiencies of the Internet and a state-of-the-art online ordering system.

Our website orders come through an e-commerce platform called Magento Enterprise (v. 1.11). The order is transferred in real time to our warehouse management system called WISE, provided by Royal 4 Systems, Inc. We run a batch picking methodology in the warehouse. As the orders come into WISE, they are batched to picking carts. The batches of orders are sorted by pick location. All orders are picked and placed on the cart. The cart is sectioned off with each order having its own section. Once the orders have been picked, the cart is taken over to a verification station. The operator of the station scans the order number into WISE and starts the verification process. Each item in the warehouse has a scan-able UPC code. The operator scans each item associated with each order. If the item does not belong in the order, an error comes up and the operator is alerted. Once all items have been successfully scanned and verified, the order is transferred over to a pack-out station. All of the items for that order are wrapped, boxed, void-filled and processed through our shipping software, which shipping and software is provided by FedEx. Once the order is shipped, the tracking information from FedEx is fed back to WISE and the shipment is completed. WISE then transfers the tracking information back to Magento and Magento sends out a shipping email to the customer with the tracking number and other information.

Website and Consumer Tools

Our website, www.greenpolkadotbox.com, offers an expansive selection of fresh and packaged food and other products geared towards health-conscious customers. Because we have leveraged relationships with vendors, we are able to provide our members with a wide variety of products in a single purchasing platform. Furthermore, our website provides members with time-saving tools which use advanced software that enables consumers to sort through large inventory and customize their selections based upon their dietary needs, brand preferences and product type. Our website also boasts volumes of educational content that allows members to understand the impact of food on their bodies and the benefits they can get from the healthy food available on our website.

Member Services Center

Our Legendary Member Services staff, currently consisting of 12 full and part-time employees, is trained and dedicated to providing high levels of service with the aim of developing a stronger sense of loyalty in the membership base. Our staff is also dedicated to researching the best prices available to consumers. When the member services staff is not providing service to our members they are tracking the highs and lows of market prices for the products we carry so that we can ensure that we provide lower prices. Furthermore, we employ a full-time staff member dedicated to thoroughly vetting products offered or to be offered to our members by scrutinizing the dietary contents and ingredients of the products, as well as seeking verification of ingredient content.

“Living Produce”

The Company has acquired 40-acres of land in Sanpete County, Utahto develop a Living Produce® growing center. Our intention is to expand the benefits of the buying collective by giving members the ability to purchase fresh produce: superior to organically grown produce, at wholesale prices. Similar to the packaged food business segment, we intend to use the leverage of our buying collective to provide high-quality Living Produce at a discounted price to our Members. In anticipation of the Living Produce launch, we have developed an innovative system for shipping packaged goods and fresh-harvested Living Produce in a specially packed box.

Competition

The organic and natural food and products industry is highly competitive. Consumers have many choices in the club or membership retailer industry. Our largest competition comes from membership warehouses or other buying collectives such as Costco, Walmart’s Sam’s Club and BJ’s. We also compete with smaller regional and local retailers of organic, natural, gourmet and other specialty foods that focus on health-conscious consumers such as The Good Earth, Whole Foods and Trader Joe’s. Other competitive forces include conventional retail grocery stores.

We believe that our mission to provide low-cost products within a specific food category, natural and organic, gives us a competitive advantage over membership warehouses that do not have the variety, selection and exclusivity that targets health conscious consumers. We carefully research the current market prices of well-known retail merchants, including online stores, for all the products in our membership offering and then price those products at an average of 10%-15% below the lowest competitive prices found.

We believe that competitive pricing will generate greater member loyalty, which in turn will increase the membership base and product turnover.

We believe that we have a substantial competitive advantage over competitors who wish to enter the buying collective and/or health-conscious product market. We believe that it could take approximately 18 to 24 months for a competitor to launch a similar website. The primary reason for such a barrier to entry is that a potential competitor would have to invest a great deal of time to develop: (i) sales channel alliances; (ii) buying agreements with nationally recognized food manufacturers and farmers; (iii) distribution and fulfillment facilities; and (iv) efficient logistics systems. However, if a competitor could survive the time investment, we believe we could benefit because the emergence of other websites in our space would serve to validate the business category.

Sales and Marketing

To date substantially all sales and marketing have been through marketing agreements with national organizations such as the Organic Consumers Association, the Hippocrates Health Institute, the Natural Solutions Foundation, Citizens for Health, the National Health and Wellness Club, Natural News and Mission Possible many of which were formed specifically to raise awareness and to create a coalition of people that are interested in healthy lifestyles and dietary consciousness. In addition, we offer an incentive program that rewards current member for referring new members to the buying collective. Our rewards program, called "PolkaDot Rewards," enables members to earn points on purchases of members they refer, which points can be used to reduce or even eliminate the cost of products they purchase.

We intend to broaden the scope of our marketing campaigns by utilizing search engine optimization, direct response advertising, and social media.

Government Regulations

Our warehouse operations and the products that we sell in the United States are subject to regulation by state and local health departments, the USDA and the United States Food and Drug Administration, which generally impose standards for product quality and sanitation and are responsible for the administration of bioterrorism legislation. Our warehouse has not yet been subject to an inspection but we anticipate that such an inspection will occur once annually by state or federal authorities.

We believe that we are in material compliance with all federal, provincial, state and local laws applicable to our operations.

Intellectual Property

We have submitted two trademark applications intended to protect our name and logo. We license software used in our warehouse facility under non-exclusive license agreements which are generally non-transferable and have a perpetual term. When necessary we endeavor to enter into agreements with our employees and contractors and with parties with whom we do business in order to limit access to and disclosure of any proprietary information and production processes.

Employees

As of December 31, 2014, we had 25employees, all of whom are full time.

7. Describe the issuer's Facilities

Principal Executive Offices

Our principal executive offices are located at 1450 S Blackhawk Dr., Mount Pleasant, Utah 84647 and consist of 6,000 square feet of leased general office space, which is leased on a 36 month lease for a base rent of $6,500 per month.

Warehouse

We lease an approximate 40,000 square foot warehouse located at 1450 S Blackhawk Dr., Mount Pleasant, Utah 84647, which is included in the 36 month lease mentioned above.

8. Officers, Directors, and Control Persons

A. Names of Officers, Directors, and Control Persons

(i) Officers:

President and Chief Executive Officer - Rod A. Smith
Secretary – Andrew Smith

(ii) Directors:

Rod A. Smith
Andrew Smith
William Roberts

(iii) Control Persons:

Rod A. Smith
William Roberts
Robert W. Corl
Andrew Smith
Gary and Helen Smith
Daniel and Jill Fugal
Russ Karlen

B. Legal/Disciplinary History

None of the persons named in Item 8(A) above has been the subject of: (1) a conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses; (2) the entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities; (3) a finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended or vacated; or (4) the entry of an order by a self-regulatory organization that permanently or temporarily barred, suspended, or otherwise limited such person's involvement in any type of business or securities activities.

C. Beneficial Shareholders

Below is a list of the persons beneficially owning more than 10% of any class of the issuer's equity securities:

Beneficial Owner	**Amount of Beneficial Ownership (1)**	**Percentage Beneficially Owned (1)**
Rod Smith (2) 1450 S. Blackhawk Dr., Mount Pleasant, Utah 84647	6,433,689	37.38%
William Roberts (3) 1450 S. Blackhawk Dr., Mount Pleasant, Utah 84647	6,537,407	32.23%
Robert Corl (4) 1450 S. Blackhawk Dr., Mount Pleasant, Utah 84647	2,673,332	17.19%

(1) Beneficial ownership includes the shares of common stock that can be acquired within 60 days from December 31, 2014 upon the exercise of warrants or options. Each beneficial owner's percentage ownership is determined by assuming that the outstanding shares of common stock includes (i) the outstanding shares of common stock on December 31, 2014 (13,566,751 shares), (ii) the shares of common stock issuable upon the conversion of convertible preferred stock (364,458 shares), and (iii) the shares of common stock issuable upon exercise of the options and warrants that are held by each person (but not those held by any other person) that are exercisable within 60 days from the date of the calculation.

(2) Includes an aggregate of 3,278,249 vested options and warrants.

(3) Includes an aggregate of 6,352,222 vested options and warrants.

(4) Includes an aggregate of 1,624,168 vested options and warrants.

9. Third Party Providers

Legal Counsel:	Wilson & Oskam 9110 Irvine Center Drive Irvine, CA 92618
Accountant or Auditor:	HJ & Associates, LLC 50 West Broadway, Suite 600 Salt Lake City, Utah 84101
Investor Relations Consultant:	None
Other Advisor:	None

10.1 Issuer Certification

I, Rod A. Smith, certify that:

1. I have reviewed this annual disclosure statement of Green PolkaDot Box Incorporated (the “Company”);

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

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

Date: April 15, 2014
/s/ Rod A. Smith
Rod A. Smith,
President, Chief Executive Officer, and Chief Financial Officer

GREEN POLKADOT BOX INCORPORATED
OTC PINK BASIC DISCLOSURE
EXHIBIT "A"
FINANCIAL STATEMENTS

GREEN POLKADOT BOX INCORPORATED
INDEX TO CONSOLIDATED FINANCIAL STATEMENTS

Consolidated Financial Statements:

GREEN POLKADOT BOX INCORPORATED
CONSOLIDATED BALANCE SHEETS
(UNAUDITED)

	December 31, 2014	December 31, 2013
ASSETS		
Current assets:		
Cash	$ -	$ 1,035
Accounts receivable	93,714	50,423
Inventory, net	561,599	192,342
Prepaid assets	7,000	7,000
Total current assets	662,313	250,800
Fixed assets, net	621,744	598,048
Security deposits	10,994	10,994
Deferred costs, net	238,876	275,784
Total assets	$ 1,533,927	$ 1,135,626
LIABILITIES AND STOCKHOLDERS' DEFICIT		
Current liabilities:		
Accounts payable and accrued expenses	$ 1,833,434	$ 1,235,104
Checks drawn in excess of cash	7,788	-
Convertible notes payable, net of discount of $29,813 and $40,326 at December 31, 2014 and 2013, respectively	3,031,584	951,762
Convertible notes payable - related party, net of discount of $411,807 and $414,894 at December 31, 2014 and 2013, respectively	1,135,106	1,135,106
Loan payable-other	131,444	71,444
Reward point liability	238,876	275,784
Deferred revenue - annual and club membership	93,087	93,087
Derivative liability	1,852,272	9,575,998
Current portion of long-term debt	6,280	6,161
Current portion of obligation under capital lease	15,195	32,354
Total current liabilities	8,345,066	13,376,800
Loan payable, net of current portion	32,604	31,637
Obligation under capital lease, net of current portion	66,812	125,876
Total long-term liabilities	99,416	157,513
Total liabilities	8,444,482	13,534,313
Stockholders' deficit:		
Common stock; ($.001 par value) 100,000,000 shares authorized, 13,566,751 and 11,806,234 shares issued and outstanding at December 31, 2014 and December 31, 2013, respectively	13,567	11,806
Additional paid in capital	15,496,161	12,897,658
Preferred stock; ($.001 par value) 5,000,000 shares authorized, 182,229 and 76,667 shares issued and outstanding at September 30, 2014 and December 31, 2013, respectively	182	77
Accumulated deficit	(22,420,465)	(25,308,228)
Total stockholders' deficit	(6,910,555)	(12,398,687)
Total liabilities and stockholders' deficit	$ 1,533,927	$ 1,135,626

The accompanying notes are an integral part of these financial statements

GREEN POLKADOT BOX INCORPORATED
CONSOLIDATED STATEMENTS OF OPERATIONS
(UNAUDITED)

	Year Ended December 31, 2014	Year Ended December 31, 2013
SALES		
Merchandise sales, net of discounts	$ 1,443,767	$ 2,393,177
Membership revenue, annual and club	88,714	393,811
Membership revenue, founding trust memberships	2,045	1,470,189
Other	-	72,364
TOTAL SALES	1,534,526	4,329,541
COST OF SALES	1,641,134	3,654,896
GROSS PROFIT	(106,608)	674,645
OPERATING EXPENSES		
Wages and professional fees	1,739,879	3,037,110
Advertising, promotion and marketing costs	143,360	156,522
Warehouse expenses and supplies	78,606	303,759
Rent expenses	83,870	96,711
Depreciation and amoritization	106,943	108,950
Loss on disposal of assets	-	13,810
General and administrative	1,753,833	822,902
Total Operating Expenses	3,906,491	4,539,764
LOSS FROM OPERATIONS	(4,013,099)	(3,865,119)
OTHER INCOME (EXPENSE)		
Interest income (expense)	(580,486)	(450,860)
Amortization of debt discount	(217,894)	(286,099)
Amortization of beneficial conversion features	(22,311)	(966,914)
Gain (loss) on derivative valuation	7,721,553	(8,274,879)
Total Other Income (Expense)	6,900,862	(9,978,752)
INCOME BEFORE TAXES	2,887,763	(13,843,871)
PROVISION (BENEFIT) FOR INCOME TAXES	-	-
NET INCOME (LOSS)	$ 2,887,763	$ (13,843,871)
Basic and Diluted Income (Loss) Per Share of Common Stock	$ 0.24	$ (1.26)
Weighted Average Number of Shares Outstanding	12,072,148	10,995,145

The accompanying notes are an integral part of these financial statements

GREEN POLKADOT BOX INCORPORATED
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' DEFICIT
PERIOD ENDED DECEMBER 31, 2014 AND DECEMBER 31, 2013
(UNAUDITED)

	Preferred Stock	Preferred Amount	Common Stock	Common Amount	Additional Paid In Capital	Deficit Accumulated During the Development Stage	Total
Balance - December 31, 2012	-	$ -	10,769,705	$ 10,770	$ 7,066,147	$ (11,464,357)	$ (4,387,440)
Common stock sold for cash	-	-	236,222	236	649,572	-	649,808
Preferred stock sold for cash	76,667	77	-	-	459,925	-	460,002
Common stock issued as compensation	-	-	4,259	4	794,970	-	794,974
Conversions of debt and accrued interest	-	-	625,938	626	2,021,091	-	2,021,717
Warrants issued with convertible debt	-	-	-	-	408,151	-	408,151
Beneficial conversion features on convertible debt	-	-	-	-	1,000,692	-	1,000,692
Common stock issued for services, cashless	-	-	167,000	167	497,113	-	497,280
Common stock issued for ratcheting adjustment	-	-	3,110	3	(3)	-	-
Net loss for the period	-	-	-	-	-	(13,843,871)	(13,843,871)
Balance - December 31, 2013	**76,667**	**$ 77**	**11,806,234**	**$ 11,806**	**$ 12,897,658**	**$ (25,308,228)**	**$ (12,398,687)**
Common stock sold for cash	-	-	587,539	588	610,248	-	610,836
Preferred stock sold for cash	105,562	105	-	-	633,372	-	633,477
Common stock issued as compensation	-	-	92,362	92	249,286	-	249,378
Conversions of debt and accrued interest	-	-	150,275	150	214,272	-	214,422
Common stock issued for services, cashless	-	-	295,062	295	753,545	-	753,840
Common stock issued for options exercise	-	-	18,550	19	538	-	557
Common stock issued for warrant exercise	-	-	92,750	93	125,645	-	125,738
Common stock issued for loan inducement	-	-	523,979	524	(524)	-	-
Beneficial conversion features on convertible debt	-	-	-	-	12,122	-	12,122
Net loss for the period	-	-	-	-	-	2,887,763	2,887,763
Balance - December 31, 2014	**182,229**	**$ 182**	**13,566,751**	**$ 13,567**	**$ 15,496,161**	**$ (22,420,465)**	**$ (6,910,555)**

The accompanying notes are an integral part of these financial statements

GREEN POLKADOT BOX INCORPORATED
CONSOLIDATED STATEMENTS OF CASH FLOWS
(UNAUDITED)

	Year Ended December 31, 2014	Year Ended December 31, 2013
Cash Flows from Operating Activities:		
Net loss	$ 2,887,763	$ (13,843,871)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation	106,943	108,950
Amortization of debt discount	217,894	286,099
Amortization of beneficial conversion feature	22,311	966,915
Loss on sale of fixed assets	-	13,810
Change on derivative valuation	(7,723,726)	8,274,879
Common stock issued for services	753,840	497,280
Common stock based compensation	249,378	794,974
Provision for obsolete inventory	-	-
Noncash value of reward points redeemed	(133,850)	(1,212,137)
Noncash value of reward points awarded	96,942	1,299,599
Noncash value of deferred costs expensed	133,850	1,212,137
Noncash value of deferred costs for points awarded	(96,942)	(1,299,599)
Changes in assets and liabilities:		
Accounts receivable	(43,291)	24,768
Inventory	(369,257)	227,985
Prepaid assets	-	3,941
Accounts payable and accrued expenses	598,330	263,276
Deferred revenue from membership fees	-	(1,564,581)
Checks drawn in excess of cash	7,788	-
Accrued interest	(59,064)	(3,486)
Net cash used in operating activities	(3,351,091)	(3,949,061)
Cash flows from investing activities:		
Acquisition of fixed assets	(130,639)	(338,854)
Net cash used in investing activities	(130,639)	(338,854)
Cash flows from financing activities:		
Payments under capital lease	(16,073)	(19,865)
Proceeds received from loan payable	60,000	37,798
Proceeds received from convertible promissory notes	1,085,563	4,324,155
Common stock issued upon conversion	457,143	(1,311,975)
Common stock issued for option exercise	557	-
Common stock issued for warrant exercise	649,192	-
Common stock issued for cash	610,836	649,808
Preferred stock subscription received	633,477	460,002
Net cash provided by financing activities	3,480,695	4,139,923
Net increase (decrease) in cash and cash equivalents	(1,035)	(147,992)
Beginning cash and cash equivalents	1,035	149,027
Ending cash and cash equivalents	$ -	$ 1,035

GREEN POLKADOT BOX INCORPORATED
CONSOLIDATED STATEMENTS OF CASH FLOWS
(UNAUDITED)

Supplemental Disclosures of Cash flow information:				
Cash paid for interest	$	2,513	$	24,350
Cash paid for income taxes	$	-	$	-
Supplemental Disclosures of Non-cash Investing and Financing Activities				
Common shares issued in conversion of convertible notes	$	249,378	$	1,563,089
Fixed assets acquired through capital lease	$	-	$	-
Decrease in debt discount on convertible debt	$	(225,434)	$	286,099
Decrease in beneficial conversion feature on convertible debt	$	(10,189)	$	1,256,293

The accompanying notes are an integral part of these financial statements

NOTE 1 – ORGANIZATION AND BASIS OF PRESENTATION

On January 18, 2008, The Green Polka Dot Box, LLC ("GPDB LLC") was organized as a limited liability company (LLC) under the laws of the State of Utah.

On December 30, 2011, GPDB LLC filed Articles of Conversion with the Secretary of State of Utah to form a new corporation, The Green Polka Dot Box, Inc. ("GPDB") and convert GPDB LLC to a C Corporation. The conversion was effective at the end of business December 31, 2011 for 2012. As a result, on January 2, 2012, GPDB LLC transferred all of its assets and liabilities to GPDB. Also, on January 2, 2012, GPDB issued 26,735,925 shares of common stock (100,000,000 authorized, no par value) to the members of the LLC in exchange for their units. The conversion was completed as 1 unit for 1 share. All options and warrants were also converted on a 1:1 basis.

On February 29, 2012, GPDB entered into an Agreement and Plan of Merger to give effect to a reverse acquisition of GPDB by Vault America, Inc. ("Vault"), through its wholly owned subsidiary Green PD Acquisitions, Inc., whereby GPDB became a wholly-owned subsidiary of Vault (the resultant entity, the "Company").

On February 29, 2012, GPDB entered into an Agreement and Plan of Merger (the "Agreement") to give effect to a reverse acquisition of GPDB by Vault, through its wholly owned subsidiary Green PD Acquisitions, Inc., whereby GPDB became a wholly-owned subsidiary of Vault.

Prior to the closing of this transaction and pursuant to a certain Common Stock Purchase Agreement dated February 2, 2012, Vault sold 1,044,133 of its 1,144,324 issued and outstanding common shares, 460 of its 790 issued and outstanding Preferred Series A shares and 1,000 of its issued and outstanding 1,000 Preferred Series B shares to GPDB in exchange for $280,000. Simultaneous to the purchase of these shares, Vault spun out its subsidiary. Then, pursuant to the Agreement, Vault issued 9,919,028 common shares to the GPDB shareholders, in exchange for the 26,735,925 shares that GPDB had outstanding and simultaneously the 1,044,133 Vault common shares, the 460 Vault Preferred Series A shares and the 1,000 Vault Preferred Series B shares mentioned above, were cancelled. Also pursuant to the Agreement, Vault issued 33,000 common shares in exchange for its remaining 330 Preferred Series A shares.

This transaction was accounted for as a reverse acquisition. GPDB is the surviving company and the acquirer for accounting purposes. Following the completion of reverse merger, The Company changed its name from Vault America, Inc. to Green PolkaDot Box Incorporated. The Company also changed its reporting year end from October 31 to December 31.

The Company has developed and now operates an innovative online membership business providing natural and organic foods, products and information to the marketplace. The mission of the Company is to educate consumers about good, healthy food choices and then offer those good choices at the best value possible. The Company's website is designed for members to "learn" and "shop".

The "learn" section of the website is designed to provide members an online publication of current information related to dietary lifestyle preferences and good nutrition and health practices that includes expert commentary, recipes, scientific discoveries, documented research; and, the ability to ask questions and receive feedback. The Company plans to develop and complete the "learn" section of the website during 2013.

The "shop" section of the website provides members with hundreds of popular name brand products including healthy foods, supplements, cooking products, and, household and personal care products. The members can find their favorite brands and items they are already using in their daily diet. Products are be priced at the best value possible based on wholesale bulk volume purchasing and membership rewards programs; and, then delivered directly to their homes.

The Company raised investment capital from the founder and private investors to fund the "start-up" of the Company, research the organic and natural foods and products industry and market opportunities, and the design and development of a state-of-the-art website and online shopping. The Company began selling its products in December of 2011.

Going Concern

These consolidated financial statements have been prepared on a going concern basis, which implies that the Company will continue to realize its assets and discharge its liabilities in the normal course of business. The Company began generating revenues in 2011 and generated net income for the year ended December 31, 2014 of $2,887,763 and net loss for the year ended December 31, 2013 of $13,843,871, and has accumulated losses of $22,420,465 through December 31, 2014.

The Company had raised investment capital from the founder and private investors from the sale of the former LLC units of as well as certain convertible notes to assist them in acquiring certain fixed assets as well as provide some necessary working capital for development and start-up costs.

During the year ended December 31, 2014, the Company raised approximately $1,260,028 through the issuance of common stock consisting primarily of $610,836 in cash for 587,539 shares of common stock, $523,979 in cash related to a loan, and $125,738 in cash related to the exercise of 92,750 warrants. In addition, the Company raised approximately $1,085,563 from proceeds related to convertible promissory notes and received $633,477 in cash for 105,562 shares of preferred series A stock. The Company believes it will need to raise approximately and additional $5,000,000 to continue operations to a point where it may achieve positive cash flow through the expansion of facilities and sales.

The consolidated financial statements do not include any adjustments relating to the carrying amounts of recorded assets or the carrying amounts and classification of recorded liabilities that may be required should the Company be unable to continue as a going concern.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The accompanying financial statements are prepared in accordance with accounting principles generally accepted in the United States of America.

Use of Estimates

The preparation of financial statements in conformity with accounting principals 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 disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

Cash and cash equivalents

The Company considers all highly liquid debt instruments and other short-term investments with maturity of three months or less, when purchased, to be cash equivalents. The Company maintains cash balances at three financial institutions that are insured by the Federal Deposit Insurance Corporation.

Fixed Assets

The Company has fixed assets comprising of leasehold improvements, warehouse equipment, furniture and computer software and equipment, which are reflected on the books net of accumulated depreciation. Depreciation is calculated using the straight-line method over the estimated useful lives of the related assets ranging from 3 years to 10 years. Costs of maintenance and repairs that do not improve or extend the life of the respective assets are charged to expense as incurred.

Inventory

Inventory is valued at the lower of cost (on a first-in, first-out (FIFO) basis) or market. Inventory of $561,599 as of December 31, 2014 consists of finished goods that are packaged and awaiting shipment. The Company has set up a reserve for obsolescence of inventory based on its estimate of goods that may not sell prior to their “best if used by” date. The inventory reserve is $8,000 and $$8,000 at December 31, 2014and 2013, respectively.

Recoverability of Long-Lived Assets

The Company reviews the recoverability of their long-lived assets on a periodic basis whenever events and changes in circumstances have occurred which may indicate a possible impairment. The assessment for potential impairment is based primarily on the Company’s ability to recover the carrying value of its long-lived assets from expected future cash flows from its operations on an undiscounted basis. If such assets are determined to be impaired, the impairment recognized is the amount by which the carrying value of the assets exceeds the fair value of the assets. Fixed assets to be disposed of by sale are carried at the lower of the then current carrying value or fair value less estimated costs to sell.

Fair Value of Financial Instruments

The carrying amounts reported in the consolidated balance sheets for cash and cash equivalents, accounts receivable, accounts payable and notes payable approximate fair value because of the immediate or short-term maturity of these financial instruments and the stated interest rate is equivalent to rates currently available. For the warrants that are classified as derivatives, fair values were calculated using the Black-Scholes pricing model.

Income Taxes

Effective January 2, 2012, the Company converted from operating its business as a limited liability company (LLC) to operating its business as a C Corporation. Prior to the conversion, the Company was treated as a partnership for federal and state income tax purposes, and all losses generated through December 31, 2011 were passed through to the individual members of the LLC and taxed at their respective tax rates.

The Company accounts for income taxes utilizing the liability method of accounting. Under the liability method, deferred taxes are determined based on differences between financial statement and tax bases of assets and liabilities at enacted tax rates in effect in years in which differences are expected to reverse. Valuation allowances are established, when necessary, to reduce deferred tax assets to amounts that are expected to be realized.

The Company also follows the guidance related to accounting for income tax uncertainties. In accounting for uncertainty in income taxes, the Company recognizes the financial statement benefit of a tax position only after determining that the relevant tax authority would more likely than not sustain the position following an audit. For tax positions meeting the more likely than not threshold, the amount recognized in the financial statements is the largest benefit that has a greater than 50% likelihood of being realized upon ultimate settlement with the relevant tax authority. No liability for unrecognized tax benefits was recorded as of December 31, 2014 and 2013.

Revenue and Cost Recognition

The Company generates revenue from the sale of 1) its products and 2) its memberships. The Company generally recognizes merchandise sales revenue from the sale of its products as follows:

1) Persuasive evidence of an arrangement exists;
2) Delivery has occurred;
3) The price to the buyer is fixed or determinable, and
4) Collectability is reasonably assured.

Cost of sales includes all product purchases, packaging supplies, shipping, freight and duties costs.

Membership revenue represents membership fees paid by substantially all of the Company's annual "Rewards" and "Club" members. The Company accounts for membership fee revenue on a deferred basis, whereby revenue is recognized ratably over the one-year membership period.

The Company received additional funds through the sale of its Founding Trust and Charter Memberships. Each Founding Trust Membership was sold for $2,000 and Charter Memberships were sold for $1,000. These fees are recorded as “deferred revenue”.

In addition, each “Founding Trust” member receives 500 additional points just for signing up and is entitled to earn additional “reward” points upon completion of certain criteria in the Founding Trust Membership Agreement. These additional points either provided or earned during the period are accrued as a “reward point liability” and as a deferred cost in the period earned, and reclassified to cost of sales upon redemption of the points. The Company amortizes the deferred revenue to current revenue based on a formula utilizing 80% of the first 2,500 that a member spends. The formula is based on the fact that each member receives 2,500 points upon entering into the agreement. 2,000 of these points is for the cash paid to be a founding trust member and the 500 points is a promotional advertising campaign the Company conducted to encourage members to sign up. The 20% is a reduction of the “reward point liability” and deferred cost and reflected in the cost of sales.

Similar to the Founding Trust members, each “Charter” member receives 400 additional points just for signing up and is entitled to earn additional “reward” points upon completion of certain criteria in the Charter Membership Agreement. These additional points either provided or earned during the period are accrued as a “reward point liability” and as a deferred cost in the period earned, and reclassified to cost of sales upon redemption of the points.

The Company amortizes the deferred revenue to current revenue based on a formula utilizing 80% of the first 1,400 points that a member spends. The formula is based on the fact that each member receives 1,400 upon entering into the agreement. 1,000 of these points is for the cash paid to be a charter member and the 400 points is a promotional advertising campaign the Company conducted to encourage members to sign up. The 20% is a reduction of the “reward point liability” and deferred cost and reflected in the cost of sales.

The Company’s Founding Trust, Charter, and Reward members may qualify for certain “discounts” on the products they purchase. Additionally, the Founding Trust, Charter, and Rewards members may earn “reward points” which they may apply toward future purchases. The discounts and reward points either provided or earned during the period are accrued as a “reward point liability” and as a deferred cost in the period earned, and reclassified to cost of sales upon redemption of the related discounts and points. Since the Company’s sales are generated from online purchases of their merchandise, the customers use credits cards to pay for their purchases. The credit card companies generally take anywhere from 2 to 3 days to settle the cash into the Company’s bank accounts. The sales are final upon order being placed. The sales that are not settled at the balance sheet date are reflected in cash as accounts receivable, as all sales are final.

Stock-Based Compensation

The Company records stock-based compensation at fair value as of the date of grant and recognizes the corresponding expense over the requisite service period (usually the vesting period), utilizing the Black-Scholes option-pricing model. The volatility component of the calculation is based on the historic volatility of the Company’s stock or the expected future volatility. The expected life assumption is primarily based on historical exercise patterns and employee post-vesting termination behavior. The risk-free interest rate for the expected term of the option is based on the U.S. Treasury yield curve in effect at the time of grant.

Loss Per Share of Common Stock

Basic net loss per common share is computed using the weighted average number of common shares outstanding. Diluted earnings per share (EPS) include additional dilution from common stock equivalents, such as stock issuable pursuant to the exercise of stock options and warrants. Common stock equivalents are not included in the computation of diluted earnings per share when the Company reports a loss because to do so would be anti-dilutive for periods presented.

Reclassifications

Certain prior period amounts in the consolidated financial statements have been reclassified to conform to the current period's presentation.

Recently Adopted Accounting Pronouncements

The Company has implemented all new accounting pronouncements that are in effect and that may impact its consolidated financial statements and does not believe that there are any other new pronouncements that have been issued that might have a material impact on its financial position or results of operations.

NOTE 3 – FIXED ASSETS

Fixed assets as of December 31, 2013 and 2012 were as follows:

Assets	Estimated Useful Lives (years)	December 31, 2014	December 31, 2013
Furniture and Equipment	7	$ 20,879	$ 20,879
Automobile	5	47,618	47,618
Software	3	150,076	102,146
Computer Equipment	5	133,753	132,043
Warehouse Equipment	5	293,858	293,858
Leasehold Improvements	10	316,613	237,613
		962,797	834,157
Less: accumulated depreciation		(343,052)	(236,109)
Fixed Assets, net		$ 619,745	$ 598,048

Depreciation expense was $106,943 and $108,950 for the years ended December 31, 2014 and 2013, respectively. During the year ended December 31, 2013, the Company disposed of leasehold improvements with a net book value of $13,810 for $0 and recognized this amount as a loss on the disposition of fixed assets on the consolidated statements of operations. The Company carries two capital leases on its books for warehouse equipment totaling $192,025.

NOTE 4 – STOCKHOLDERS DEFICIT

Common Stock

On December 30, 2011, the Company filed Articles of Conversion with the Secretary of State of Utah to form a new corporation, The Green Polka Dot Box, Inc. and convert the LLC into a C Corporation. The conversion was effective at the end of business December 31, 2011 for 2012. As a result, on January 2, 2012, the Company transferred all of its assets and liabilities to GPDB. Also, on January 2, 2012, the Company issued 26,735,925 shares of common stock (had 100,000,000 authorized, no par value) to the members of the LLC in exchange for their units. The conversion was completed as 1 unit for 1 share. All options and warrants were also converted on a 1:1 basis.

On February 29, 2012, GPDB entered into an Agreement and Plan of Merger to give effect to a reverse acquisition of GPDB by Vault America, Inc., through its wholly-owned subsidiary Green PD Acquisitions, Inc., whereby GPDB became a wholly owned subsidiary of Vault.

Prior to the closing of this transaction and pursuant to a certain Common Stock Purchase Agreement dated February 2, 2012, Vault sold 1,044,133 of its 1,144,324 issued and outstanding common shares, 460 of its 790 issued and outstanding Preferred Series A shares and 1,000 of its issued and outstanding 1,000 Preferred Series B shares to GPDB in exchange for $280,000. Simultaneous to the purchase of these shares, Vault spun out their subsidiary. Then, pursuant to the Agreement, Vault issued 9,919,028 common shares to the GPDB shareholders, in exchange for the 26,735,925 shares that GPDB had outstanding and simultaneously the 1,044,133 Vault common shares, the 460 Vault Preferred Series A shares and the 1,000 Vault Preferred Series B shares mentioned above, were cancelled. Also pursuant to the Agreement, Vault issued 33,000 common shares in exchange for its remaining 330 Preferred Series A shares.

This transaction was accounted for as a reverse acquisition. GPDB is the surviving company and the acquirer for accounting purposes. In addition, all outstanding stock options and warrants were converted at the same ratio as the shares of common stock at the time of the reverse merger. All shares of common stock, stock options and warrants are reflected herein giving effect to the ratio of shares of Vault common stock exchanged for shares of GPDB common stock (.371:1).

Simultaneous to the closing of the reverse acquisition transaction, the Company issued 264,815 common shares and 264,815 warrants to acquire an additional 264,815 common shares to certain holders of its convertible promissory notes. The Company issued 320,411 shares of common stock at a private placement price of $3.00 per share, which included a ratchet provision adjusted to $2.70 per share. The individuals subscribing to the private placement also received 248,889 warrants exercisable at a price of $4.05. The Company received $856,000 during the year ended December 31, 2012. There were 7,420 stock options exercised during March 2012 into shares of common stock. Additionally, 14,840 shares of common stock were issued during March 2012 to a shareholder of GPDB that was entitled to be issued 14,480 shares of common stock pursuant to the Agreement but was not recorded due to a clerical oversight.

The Company issued 110,000 shares of common stock for $310,000 of services during the year. The Company also issued 153,704 common shares in consideration of conversion of debt and interest totaling $415,000 as mentioned below in Note 6. As of the year ended, the Company had agreed to a conversion of a note and interest totaling $318,000, collected $50,000 from a subscription agreement, and promised employees $4,971 as bonus, all of which were issued in subsequent periods.

On March 28, 2013, the Company issued an aggregate total of 165,148 shares of common stock valued at $495,444. 40,001 shares of common stock were issued for $120,000 in cash; $50,000 had been collected in a prior period and had been recorded as a liability. 117,778 shares of common stock associated with a conversion of a note and interest totaling $318,000, 4,259 share of common stock valued at $8,518, and 3,110 shares of common stock associated with a common stock ratcheting provision.

On July 1, 2013, the Company issued 37,000 shares of common stock to a consultant for services valued at $146,150.

On September 20, 2013, the Company issued 185,185 shares of common stock for cash at $2.70 per share for a total consideration of $500,000. In addition to these shares, the Company issued common stock purchase warrants to purchase 370,370 shares of common stock at an exercise price of $3.00 per share. Along with these warrants, the Company agreed to reduce the exercise price on 555,555 previously issued common stock purchase warrants to this individual to $3.00 per share. All 925,925 common stock purchase warrants expire on September 30, 2023.

In October 2013, the Company issued 130,000 shares of common stock for services valued at $351,000.

In December 2013, the Company issued an aggregate total of 519,196 shares of common stock valued at approximately $1,401,833. The Company issued 461,144 shares valued at approximately $1,245,089 upon conversion of convertible notes plus interest, 11,036 shares for cash of $29,800, 5,288 shares upon conversion of debt valued at $14,278, and 41,728 shares upon conversion of debt valued at $112,666.

The Company has 13,566,751 common shares issued and outstanding at December 31, 2014.

During the year ended December 31, 2014, the Company issued an aggregate total of 1,760,517 shares of common stock valued at $2,478,225. The Company issued 587,539 shares of common stock for $610,836 in cash; 92,362 shares of common stock were issued to certain employees valued at $249,378; 150,275 shares of common stock were issued associated with the conversion of convertible notes and interest totaling $214,422; 295,062 shares of common stock were issued related to professional services valued at $753,840; 18,550 shares of common stock were issued upon exercise of stock options valued at $557; 92,750 shares of common stock were issued upon exercise of stock warrants valued at $125,738; and 523,979 shares of common stock related to loan inducement.

Preferred Stock

As of December 31, 2014, the Company had 182,229 shares of Series A preferred stock issued and outstanding.

For the year ended December 31, 2014, the Company issued a total of 105,562 shares of Series A preferred stock for cash of $663,372.

The preferred Series A shares carry an 8% interest preferred dividend. In addition to their preferred dividends, the holders of preferred shares are entitled to participate in their pro rata share of 1.0% of the gross revenues of the Company commencing 90 days from the date of issuance of the preferred shares and continuing as long as the preferred shares are outstanding. The Company recognizes the accrued interest associated with preferred dividends as a liability on the consolidated balance sheets. As of December 31, 2014 and 2013, the accrued interest liability was $82,467 and $1,365, respectively.

At any time prior to December 31, 2018 or within 30 days after notice of the Company's exercise of its right to redeem all or part of the preferred shares outstanding, the Preferred Shares shall be convertible into shares of common stock of the Company at the rate of two shares of common stock for each preferred share plus additional shares of Common Stock equal to the quotient of the total amount of any unpaid preferred dividends divided by $3.00.

At any time, the Company shall have the right, in its sole discretion, to redeem all or part of the preferred shares outstanding on a pro rata basis from all holders, subject to the conversion rights of the holders of the preferred shares. The redemption price shall equal: (i) the original purchase price; plus (ii) any unpaid preferred dividends through the date of redemption; plus (iii) a premium equal to 10% of the original purchase price.

Options

As noted in "Common Stock" above, all outstanding stock options issued in the Company prior to the reverse merger were converted to stock options at a ratio of .371:1.

As of December 31, 2014 and 2013, the Company has the following options outstanding:

Date Issued	Number Outstanding	Expiration Date	Exercise Price	Contractual Life (Years)	Value if Exercised
Prior - 01/01/12	-	-	$ -	-	$ -
Issued - 01/02/12	150,000	12/31/2018	0.67	4.00	100,500
Issued - 01/19/12	150,000	12/31/2018	0.67	4.00	100,500
Issued - 03/01/12	18,550	12/31/2016	0.03	2.00	557
Issued - 03/01/12	39,363	12/31/2016	0.54	2.00	21,256
Issued - 03/01/12	274,682	12/31/2016	0.67	2.00	184,037
Issued - 03/01/12	49,520	12/31/2017	0.67	3.00	33,178
Issued - 03/01/12	1,782,589	12/31/2018	0.67	4.00	1,194,335
Issued - 03/01/12	2,233,420	12/31/2019	0.67	5.00	1,496,391
Issued - 03/01/12	63,070	12/31/2020	0.67	6.01	42,257
Issued - 03/01/12	37,100	12/31/2019	1.35	5.00	50,085
Issued - 03/01/12	37,100	12/31/2017	2.16	3.00	80,136
Issued - 03/01/12	7,420	12/31/2018	2.16	4.00	16,027
Issued - 06/30/12	2,378	6/30/2017	3.00	2.50	7,134
Issued - 07/19/12	30,000	8/30/2020	0.67	5.67	20,100
Exercised - 03/29/12	(7,420)		0.67		(4,971)
Forfeited	(2,056,100)		0.67		(1,377,587)
Balance - 12/31/2012	2,811,672		0.70		1,963,935
Issued - 12/31/13	147,016	12/31/2023	3.00	10.00	441,048
Forfeited	(244,562)		0.67		(163,857)
Balance - 12/31/2013	2,714,126		$ 0.83		$ 2,241,126
Exercised - 03/10/14	(18,550)		0.03		(557)
Issued - 4/24/14	19,161	4/30/2023	2.70		51,735
Balance - 12/31/2014	2,714,737		0.84		2,292,304

For the options granted in 2012 and prior, the Company has determined the estimated value of the options granted to employees and non-employees using the Black-Scholes pricing model and the following assumptions: stock price at valuation, $2.00-11.05; expected term of four to eight years, exercise price ranging from $0.03 to $3.00, a risk free interest rate of 0.62-1.04 percent, a dividend yield of 0 percent and volatility of 31-42 percent.

Of the 2,714,737 options outstanding at December 31, 2014, 1,590,333 are vested with the remaining 1,124,404 options vesting in January 2015 through December 2016. As of December 31, 2014, the outstanding options have an intrinsic value of approximately $8.94 million.

Warrants

On April 24, 2014, the Company issued an aggregate of 290,000 warrants to certain service providers. These warrants are 10-year warrants that have an exercise price of $2.70 per share and expire on April 30, 2024.

On July 11, 2014, the Company issued 20,000 warrants to a consultant. These warrants are 5-year warrants that have an exercise price of $2.70 per share and expire on March 31, 2019.

On August 25, 2014, the Company issued 50,000 warrants in connection with a loan from William Roberts, a director of the Company. These warrants are 10-year warrants that have an exercise price of $1.00 per share and expire on May 31, 2024.

On October 24, 2014, the Company issued 1,140,000 warrants in connection with a loan from William Roberts, a director of the Company. Also on October 24, 2014, the Company issued 1,000,000 warrants in connection with a line of credit agreement with T&K Corl Investments, LLC, an affiliate of the Company. These warrants are 10-year warrants that have an exercise price of $1.00 per share and expire on October 31, 2024.

The following table presents the weighted average assumptions used to estimate the fair values of the warrants granted:

	2013	2014
Expected volatility	41-42%	40-41%
Expected dividends	0%	0%
Expected term	10 Years	10 Years
Risk free interest rate	2.64 - 3.04%	2.52 - 2.84%

The Company has the following warrants outstanding December 31, 2014:

Number of Warrants	Maturity Date	Exercise Price
74,200	December 2014	$ 1.35
79,633	December 2016	$ 4.05
26,667	March 2017	$ 4.05
18,519	June 2017	$ 4.05
10,000	March 2019	$ 2.70
10,000	March 2020	$ 2.70
401,946	September 2023	$ 3.00
100,000	December 2023	$ 2.70
8,425,254	December 2023	$ 3.00
50,000	May 2014	$ 1.00
90,000	December 2024	$ 2.70
200,000	April 2024	$ 1.00
50,000	May 2024	$ 1.00
1,000,000	September 2024	$ 1.00
140,000	October 2024	$ 1.00
10,676,219		

NOTE 5 – LOANS PAYABLE

Loans Payable – Other

Since 2009 and prior to January 1, 2012, GPDB LLC entered into convertible bridge loans for working capital purposes with various individuals. Prior to January 1, 2012, the Company had borrowed $925,500, repaying $60,000 of these loans, and converting $815,500 (along with $145,205 of accrued interest) of these loans into 3,791,177 limited liability company membership units (“LLC Units”) during the year ended December 31, 2011. The conversions were recorded at $0.25 into LLC Units, and all accrued interest on these loans was also converted. These loans are interest bearing at 16% per annum and all were past due when converted.

All of the notes except one note for $50,000 was either repaid or converted by December 31, 2012. The $50,000 loan along with accrued interest of $35,879 remains outstanding at December 31, 2014.

In June 2008, the Company entered into a lease agreement for offices space which was terminated in June 2012. At termination date, the Company owed the Landlord $29,064 in back rent. Prior to the termination agreement, the Company signed a promissory note in May 2012 to pay the total back rent plus interest of 7% per annum with monthly payments of $3,382.42 beginning April 1, 2012 through maturity date of May 1, 2013. The Company made payments totaling $7,620 during the year and the loan is currently in default. According to the terms of default, the loan shall accrue interest of 18% per annum. As of December 31, 2014, $21,444 remained on the loan along with accrued interest of $1,407.

Convertible Promissory Notes

On November 29, 2012, the Company issued a convertible note for $300,000 with a maturity date of June 30, 2013. The note bears an interest rate of 12% per annum and is convertible, along with all accrued interest, into shares of the Company's Common Stock at $2.70 per share. As additional compensation, the Company issued to the holder a warrant to purchase 111,111 shares of the Company's Common Stock. The warrant has an exercise price of $4.05 per share and a contractual life of 5 years from the issuance date. The value of the BCF recorded was $61,111 and the debt discount related to the attached warrants was $51,733 on the date of issuance. As of December 31, 2014, the principal balance of the note was $300,000, with a remaining debt discount and BCF of $29,813 and $-0-, respectively, and accrued interest totaling $78,312.

On July 18, 2013, the Company issued a convertible note for $300,000 with a maturity date of December 31, 2013. The note bears an interest rate of 12% per annum and is convertible, along with all accrued interest, into shares of the Company's Common Stock at $2.70 per share. As additional compensation, the Company issued to the holder a warrant to purchase 111,111 shares of the Company's Common Stock. The warrant has an exercise price of $4.05 per share and a contractual life of 5 years from the issuance date. The value of the beneficial conversion feature recorded was $138,889 and the debt discount related to the attached warrants was $100,457 on the date of issuance. As of December 31, 2014, the principal balance of the note was $300,000, with a remaining debt discount and beneficial conversion feature of $-0- and $-0-, respectively, and accrued interest totaling $62,038.

For the year ended December 31, 2014, the Company issued convertible notes to certain individual totaling $1,721,250 with maturity dates of 90 days. The notes bear interest rates of 8% per annum and are convertible, along with all accrued interest, into shares of the Company's Common Stock at $2.70 per share. The value of the beneficial conversion feature recorded was $870,350 on the date of issuance for all of these notes. On December 31, 2013, $1,188,000 of these convertible notes, plus interest of $57,394, were converted into 461,144 shares of common stock. As of December 31, 2014, the principal balance of the re remaining convertible notes was $318,915, with a remaining beneficial conversion feature of $-0-, and accrued interest totaling $41,205.

Related Party – Board of Director

On April 9, 2012, the Company issued a convertible note for $500,000, which was to be received in three installments of $300,000, $100,000 and $100,000. The first installment of $300,000 has a maturity date of October 16, 2015. The note bears an interest rate of 12% per annum and is convertible, along with all accrued interest, into shares of the Company's Common Stock at $2.70 per share. As additional compensation, the Company issued to the holder a warrant to purchase 300,000 shares of the Company's Common Stock. The warrant has an exercise price of $3.00 per share and a contractual life of 5 years from the issuance date. The value of the beneficial conversion feature (BCF) recorded was $422,222 and the debt discount related to the attached warrants was $149,727 on the date of issuance. As of December 31, 2014, the principal balance of the note was $300,000, with a remaining debt discount and BCF of $-0-and $-0-, respectively, and accrued interest totaling $108,928.

On July 9, 2012, the Company issued a second installment on the convertible note for $500,000 in the amount of $100,000 bearing the same maturity date of October 16, 2015. The note bears an interest rate of 12% per annum and is convertible, along with all accrued interest, into shares of the Company's Common Stock at $2.70 per share. As additional compensation, the Company issued to the holder a warrant to purchase 100,000 shares of the Company's Common Stock. The warrant has an exercise price of $3.00 per share and a contractual life of 5 years from the issuance date. The value of the BCF recorded was $52,222 and the debt discount related to the attached warrants was $49,992 on the date of issuance. As of December 31, 2014, the principal balance of the note was $100,000, with a remaining debt discount and BCF of $-0- and $-0-, respectively, and accrued interest totaling $34,981.

On August 21, 2012, the Company received the final installment on the convertible note for $500,000 in the amount of $100,000 bearing the same maturity date of October 16, 2015. The note bears an interest rate of 12% per annum and is convertible, along with all accrued interest, into shares of the Company's Common Stock at $2.70 per share. As additional compensation, the Company issued to the holder a warrant to purchase 100,000 shares of the Company's Common Stock. The warrant has an exercise price of $3.00 per share and a contractual life of 5 years from the issuance date. The value of the BCF recorded was $52,222 and the debt discount related to the attached warrants was $44,181 on the date of issuance. As of December 31, 2014, the principal balance of the note was $100,000, with a remaining debt discount and BCF of $-0- and $-0-, respectively, and accrued interest totaling $32,679.

On October 16, 2012, the Company issued a convertible note for $500,000 with a maturity date of October 16, 2015. The note bears an interest rate of 12% per annum and is convertible, along with all accrued interest, into shares of the Company's Common Stock at $2.70 per share. As additional compensation, the Company issued to the holder a warrant to purchase 500,000 shares of the Company's Common Stock vested immediately, with an additional 150,000 vesting at a rate of 50,000 three anniversary dates. The warrant has an exercise price of $3.00 per share and a contractual life of 5 years from the issuance date. The value of the BCF recorded was $261,111 and the debt discount related to the attached warrants was $135,780 on the date of issuance. As of December 31, 2014, the principal balance of the note was $500,000, with a remaining debt discount and BCF of $76,584 and $-0-, respectively, and accrued interest totaling $144,987.

On February 28, 2013, the Company issued a convertible note for $300,000 with a maturity date of February 21, 2016. The note bears an interest rate of 12% per annum and is convertible, along with all accrued interest, into shares of the Company's Common Stock at $2.70 per share. As additional compensation, the Company issued to the holder a warrant to purchase 300,000 shares of the Company's Common Stock. The warrant has an exercise price of $3.00 per share and a contractual life of 5 years from the issuance date. The value of the beneficial conversion feature recorded was $5,556 and the debt discount related to the attached warrants was $57,694 on the date of issuance. As of December 31, 2014, the principal balance of the note was $300,000, with a remaining debt discount and beneficial conversion feature of $36,272 and $3,291, respectively, and accrued interest totaling $75,156.

On April 5, 2013, the Company issued a convertible note for $50,000 with a maturity date of April 5, 2016. The note bears an interest rate of 12% per annum and is convertible, along with all accrued interest, into shares of the Company's Common Stock at $2.70 per share. As additional compensation, the Company issued to the holder a warrant to purchase 50,000 shares of the Company's Common Stock. The warrant has an exercise price of $3.00 per share and a contractual life of five years from the issuance date. The value of the beneficial conversion feature recorded was $33,518 and the debt discount related to the attached warrants was $50,000 on the date of issuance. As of December 31, 2014, the principal balance of the note was $50,000, with a remaining debt discount and beneficial conversion feature of $21,031 and $24,022, respectively, and accrued interest totaling $11,852.

On November 8, 2013, the Company issued a convertible note for $200,000 with a maturity date of November 8, 2016. The note bears an interest rate of 12% per annum and is convertible, along with all accrued interest, into shares of the Company's Common Stock at $2.70 per share. As additional compensation, the Company issued to the holder a warrant to purchase 200,000 shares of the Company's Common Stock. The warrant has an exercise price of $3.00 per share and a contractual life of five years from the issuance date. The value of the beneficial conversion feature recorded was $11,111 and the debt discount related to the attached warrants was $200,000 on the date of issuance. As of December 31, 2014, the principal balance of the note was $200,000, with a remaining debt discount and beneficial conversion feature of $123,723 and $9,052, respectively, and accrued interest totaling $27,485.

On April 24, 2014, the Company issued a convertible note for $200,000 with a maturity date of April 30, 2017. The note bears an interest rate of 12% per annum and is convertible, along with all accrued interest, into shares of the Company's Common Stock at $2.70 per share. As additional compensation, the Company issued to the holder a warrant to purchase 200,000 shares of the Company's Common Stock. The warrant has an exercise price of $3.00 per share and a contractual life of five years from the issuance date. The value of the beneficial conversion feature recorded was $-0- and the debt discount related to the attached warrants was $200,000 on the date of issuance. As of December 31, 2014, the principal balance of the note was $200,000, with a remaining debt discount and beneficial conversion feature of $154,197 and $-0-, respectively, and accrued interest totaling $16,504.

NOTE 6 – MEMBERSHIP AGREEMENTS – REWARD POINT LIABILITY AND DEFERRED REVENUE

The Company's customers have had the option of entering into four distinct membership agreements. "Founding Trust Membership" – the "Founding Trust Membership" was a lifetime membership agreement, that required the member to pay $2,000. Upon payment of this fee, the member received 2,000 reward points, plus an additional bonus of 500 points (value of $2,500 per member, $1 per point). In addition to the 2,500 reward points received for signing up, each member had the opportunity to receive an additional 2,000 points over 18 months if the criteria in the agreement are met. The Company has accounted for these "Founding Trust Membership Fees" as "deferred revenue" for the initial 2,000 reward points paid for, and the balance of the fees as "reward point liability". The Company has classified the initial $2,000 of deferred revenue to current period revenue based on a formula of the initial 2,500 points being used. Since the members receive 2,500 points initially, 2,000 they pay for and 500 they are given, these points are reclassified 80% (2,000/2,500) to revenue and 20% (500/2,500) as an offset to cost of sales. Additionally, the 500 points are classified as a deferred cost and written off to cost of sales when the 20% of the first 2,500 points per member are redeemed. The Company accrued the additional 2,000 bonus points monthly in accordance with the agreement as "deferred costs" and "reward point liability" as well. In addition, the "Founding Trust" members are able to earn points for referrals to future members that sign up. As the points are redeemed in the members' sales, the "deferred costs" and "reward point liability" are offset to the cost of sales in the current period.

Charter Membership" – the "Charter Membership" is a lifetime membership agreement that requires the member to pay $1,000. Upon payment of this fee, the member receives 1,000 reward points, plus an additional bonus of 400 points (value of $1,400 per member, $1 per point). In addition to the 1,400 reward points received for signing up, each member has the opportunity to receive an additional 600 points over 15 months if the criteria in the agreement are met. The Company has accounted for these "Charter Membership Fees" as deferred revenue for the $1,000 paid. The Company has classified the $1,000 of deferred revenue to current period revenue based on a formula of the initial 1,400 points being used. Since the members receive 1,400 points initially, the deferred revenue is recorded as current period revenue based on 80% of the first 1,400 points used (1,000/1,400). The Company accrues the additional 600 bonus points monthly in accordance with the agreement as "deferred costs" and "reward point liability" as well. In addition, the "Charter" members are able to earn points for referrals to future members that sign up. As the points are redeemed in the members' sales, the deferred costs are classified to the cost of sales in the current period.

As of December 31, 2012, the "Founding Trust Membership" and "Charter Membership" are no longer available to customers.

Effective September 30, 2013, the Company cancelled $2,753,962 membership and bonus points relating to the "Founding Trust" and "Charter" memberships. As a result of the cancellation of these memberships, the Company reduced the rewards point liability by $2,753,962.

"Rewards" – the "rewards" members pay an annual membership fee of $125 that is classified as deferred revenue and amortized by the Company over 12 months. The "rewards" members have the availability to earn rewards points for shopping in accordance with their agreement. As of December 31, 2012, the reward membership is no longer available to new customers but existing reward members can continual to renew their reward membership annually. "Club" – the "Club" members' pay an annual membership fee of $50 that is classified as deferred revenue and amortized by the Company over 12 months. The "club" agreement was an early agreement the Company offered which enables the members to pay $50 per year to shop on the site. There is no reward point system for this membership class. "Club" members were offered the opportunity to upgrade their membership to the "Rewards" membership for $75. For the years ended December 31, 2014 and 2013, the Company has a total of $238,876 and $275,784, respectively, in deferred revenue for "Rewards" and "Club" membership fees.

The reward points are detailed in the table below:

Year/Period	Membership Points	Bonus Points	Earned Points	Redeemed Points	Cancelled Points	Total
Balance, December, 31, 2012	1,437,534	2,319,157	198,976	(1,021,779)	-	2,933,888
Points Activity for the Year 2013	70,205	1,051,664	244,070	(1,270,081)	(2,753,962)	(2,658,104)
Balance, December 31, 2013	1,507,739	3,370,821	443,046	(2,291,860)	(2,753,962)	275,784
Points Activity for the Year 2014	-	-	122,027	(158,935)	-	(36,908)
Balance, December 31, 2014	1,507,739	3,370,821	565,073	(2,450,795)	(2,753,962)	238,876

Less than 1% of the Company's Founding Trust Memberships were sold to related parties.

NOTE 7 – INCOME TAXES

Deferred income taxes are determined using the liability method for the temporary differences between the financial reporting basis and income tax basis of the Company's assets and liabilities. Deferred income taxes are measured based on the tax rates expected to be in effect when the temporary differences are included in the Company's tax return. Deferred tax assets and liabilities are recognized based on anticipated future tax consequences attributable to differences between financial statement carrying amounts of assets and liabilities and their respective tax bases.

As of December 31, 2014, there is no provision for income taxes, current or deferred.

	December 31, 2014
Net Operating losses	$ (6,147,356)
Valuation allowance	6,147,356
	$ -

The income tax provision differs from the amount of income tax determined by applying the U.S. federal income tax rate of 34% to pretax income from continuing operations for the year ended December 31, 2014 due to the following:

		December 31, 2014
Income tax benefit at U. S. federal statutory rates:	$	(7,444,805)
Deferred Costs		81,218
Reward Point Liability		81,218
Deferred Revenue		31,650
Stock-based compensation		361,411
Stock issued for services		108,800
Derivative liability		451,620
Amortization of debit discount		173,949
Amortization of beneficial Conversion Feature		7,586
	$	(6,147,353)

At December 31, 2014, the Company had a net operating loss carry forward in the amount of $18,080,457 available to offset future taxable income through 2033. The Company established valuation allowances equal to the full amount of the deferred tax assets due to the uncertainty of the utilization of the operating losses in future periods.

A reconciliation of the Company's effective tax rate as a percentage of income before taxes and federal statutory rate for the years ended December 31, 2014 is summarized below.

Federal statutory rate	34.00%
State income taxes, net of federal	0.00%
Valuation allowance	34.00%

NOTE 8 – FAIR VALUE MEASUREMENTS

The Company adopted certain provisions of ASC Topic 820. ASC 820 defines fair value, provides a consistent framework for measuring fair value under generally accepted accounting principles and expands fair value financial statement disclosure requirements. ASC 820's valuation techniques are based on observable and unobservable inputs. Observable inputs reflect readily obtainable data from independent sources, while unobservable inputs reflect our market assumptions. ASC 820 classifies these inputs into the following hierarchy:

Level 1 inputs: Quoted prices for identical instruments in active markets.

Level 2 inputs: Quoted prices for similar instruments in active markets; quoted prices for identical or similar instruments in markets that are not active; and model-derived valuations whose inputs are observable or whose significant value drivers are observable.

Level 3 inputs: Instruments with primarily unobservable value drivers.

The following table presents assets and liabilities that are measured and recognized at fair value as of December 31, 2014 and 2013, on a recurring basis:

Assets and liabilities measured at fair value on a recurring basis at December 31, 2014	Level 1	Level 2	Level 3	Total Carrying Value
Stock warrant derivative liabilities	$ —	$ —	$ (1,852,272)	$ (1,852,272)
	$ —	$ —	$ (1,852,272)	$ (1,852,272)

Assets and liabilities measured at fair value on a recurring basis at December 31, 2013	Level 1	Level 2	Level 3	Total Carrying Value
Stock warrant derivative liabilities	$ —	$ —	$ (9,575,998)	$ (9,575,998)
	$ —	$ —	$ (9,575,998)	$ (9,575,998)

NOTE 9 – OBLIGATION UNDER CAPITAL LEASE – RELATED PARTY

On September 18, 2013, the Company entered a lease for the Mt. Pleasant Property from a director at a base rent of $6,500 per month for a term of 36 months. As additional consideration for the lease agreement, the Company issued a warrant to purchase 600,000 shares of common stock at an exercise price of $2.70 per share expiring on September 30, 2023. The future lease commitments under this lease are as follows:

Year	Amount
2015	78,000
2016	78,000
2017	78,000
	$ 234,000

NOTE 10 – SUBSEQUENT EVENTS

In January 2015, the Company issued 147,677 shares of common stock related to a loan inducement valued at $147,677.

In February 2015, the Company issued a total of 67,232 shares of common stock valued at $67,232 to certain employees of the Company.

In February 2015, the Company issued 157,016 shares of common stock related to a loan inducement valued at $157,016.

In March 2015, the Company issued a total of 56,611 shares of common stock for cash of $56,611.