# CANNAGROW HOLDINGS, INC.

# FINANCIAL STATEMENTS

# FOR THE PERIOD ENDED

# MARCH 31, 2015
# &
# DECEMBER 31, 2014

-Financial Principal's Letter Regarding Financial Statements

-March 31, 2015 and December 31, 2014, Period-end Financial Statements and Accompanying Notes

## CERTIFICATION

The financial information contained in this report is unaudited and is based upon present knowledge and belief. This information is believed to be correct and does not contain untrue statement of material fact and is in accordance with generally accepted accounting principles, consistently applied.

These financial statements and the notes hereto, fairly present in all material respects the financial condition, results of operations, and cash flows for the three months ended March 31, 2015, and year-ended December 31, 2014, in conformity with generally accepted accounting principles in the United States, consistently applied.

The Issuer has duly caused this report to be signed and certified on its behalf by the undersigned, duly authorized, on this 19th Day of May, 2015.

/s/ Delmar Janovec

Delmar Janovec
President and Principal
Financial Officer

**CROUCH & ASSOCIATES**
**1453 SOUTH MAJOR STREET**
**SALT LAKE CITY, UTAH 84115**

May 18, 2015

Mr. Delmar Janovec, President
CannaGrow Holdings, Inc.
12835 E. Arapahoe Rd.
Tower II, Suite 800
Centennial, CO 80112

Dear Mr. Janovec,

I have compiled the accompanying consolidated balance sheets of BizAuctions, Inc., as of March 31, 2015, and December 31, 2014, and the related consolidated statements of loss, changes in stockholders' deficit and cash flows for three months ended March 31, 2015, and March 31, 2014, in accordance with Statements of Standards for Accounting and Review Services issued by the American Institute of Certified Public Accountants.

A compilation is limited to presenting in the form of financial statements information that is the representation of management. I have not audited or reviewed the accompanying financial statements and accordingly, do not express an opinion or any other form of assurance on them.

These financial statements have been prepared in accordance with Unites States generally accepted accounting principles.

I have participated in the decision making process regarding certain financial transactions and am therefore not independent.

/s/ Brent Crouch

Brent Crouch
May 18, 2015
Salt Lake City, Utah

CannaGrow Holdings, Inc.
(Formerly BIZAUCTIONS, INC.)
CONSOLIDATED BALANCE SHEETS
(Unaudited)

| | March 31, 2015 (unaudited) | December 31, 2014 (unaudited) |
|---|---|---|
| ASSETS: | | |
| Current Assets: | | |
| Cash | $ 2,278 | $ 4,863 |
| Inventory | 1,647 | 1,647 |
| Prepaid expenses | 1,050 | 1,050 |
| Note receivable (Note H) | 16,183 | 16,183 |
| Due from affiliates (Note C) | - | - |
| Total Current Assets | 21,158 | 23,743 |
| Plant, Property and Equipment (net) | - | - |
| Deposits | 3,100 | 3,100 |
| Intangible assets - Candwich License | 250,000 | 250,000 |
| Total Assets | $ 274,258 | $ 276,843 |
| LIABLIITIES AND STOCKHOLDERS' DEFICIT | | |
| Current Liabilities: | | |
| Accounts payable and accrued expenses | $ 878,971 | $ 838,937 |
| Note Payable - related party (Note F) | 588,777 | 558,777 |
| Note Payable, short-term (Note G) | 1,859,792 | 1,829,792 |
| Total Current Liabilities | 3,327,540 | 3,227,506 |
| Total Liabilities | 3,327,540 | 3,227,506 |
| STOCKHOLDERS' DEFICIT | | |
| Preferred stock, Series D, $.001 par value; 25,000,000 shares authorized 10,000,000 shares issued and outstanding, | 10,000 | 10,000 |
| Preferred stock, Series C convertible stock, 20,000,000 shares authorized 185,000 shares issued and outstanding converts to $5 of common shares per each share of preferred | 185 | 185 |
| Preferred stock - Series A convertible stock, 100,000,000 shares authorized; voting rights - 10 votes to one share of common; 42,000,000 issued and outstanding | 42,000 | 42,000 |
| Common stock, $.001 par value; 500,000,000 shares authorized; 102,073,434 and 102,073,434 issued and outstanding at March 31, 2015 and December 31, 2014 | 102,073 | 102,073 |
| Additional paid-in Capital | 7,565,005 | 7,565,005 |
| Subscription receivable | | |
| Retained deficit | (10,772,545) | (10,669,926) |
| Total Stockholders' Deficit | (3,053,282) | (2,950,663) |
| Total Liabilities and Stockholders' Deficit | $ 274,258 | $ 276,843 |

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

CannaGrow Holdings, Inc.
(Formerly BIZAUCTIONS, INC.)
CONSOLIDATED STATEMENT OF LOSS
(unaudited)

| | Three Months Ended | |
|---|---|---|
| | March 31, 2015 | March 31, 2014 |
| Revenues | $ 6,760 | $ 7,550 |
| Cost of goods sold | 5,900 | 7,000 |
| Gross profit | 860 | 550 |
| Operating expenses: | | |
| Selling, general and administrative expenses | 63,445 | 52,570 |
| Depreciation and amortization | - | - |
| Total operating expenses | 63,445 | 52,570 |
| Other income and expenses: | | |
| Interest expense | 40,034 | 51,098 |
| Loss before tax and extraordinary items | (102,619) | (103,118) |
| Income tax expenses | - | - |
| Net income (loss) | $ (102,619) | $ (103,118) |
| Net loss per common share | $ (0.00) | $ (0.00) |
| Weighted average common shares outstanding | 102,073,434 | 98,333,434 |

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

CannaGrow Holdings, Inc.
(Formerly BIZAUCTIONS, INC.)
CONSOLIDATED STATEMENT OF CHANGES IN STOCKHOLDERS' DEFICIT
FROM DECEMBER 31, 2012 To MARCH 31, 2015
(Restated for a 1 for 17,000 reverse split effective 2-21-2012)
(unaudited)

| | Preferred stock | | Common Stock | | Additional Paid-in | Retained |
|---|---|---|---|---|---|---|
| | Shares | Amount | Shares | Amount | Capital | Deficit |
| Balance at December 31, 2012 | 52,134,500 | $ 52,135 | 98,333,434 | $ 98,333 | $ 7,356,095 | $ (10,165,436) |
| Net income for the period ended December 31, 2013 | | | | | | (337,400) |
| Balance at December 31, 2013 | 52,134,500 | $ 52,135 | 98,333,434 | $ 98,333 | $ 7,356,095 | $ (10,502,836) |
| Conversion of note for common stock | | | 21,240,000 | 21,240 | 176,460 | |
| Stock issued for services | | | 7,500,000 | 7,500 | 7,500 | |
| Cancelled contract with Candwich | | | (25,000,000) | (25,000) | (225,000) | |
| New contract with Candwich | 50,000 | 50 | | | 249,950 | |
| Net Loss for the period ended December 31, 2014 | | | | | | (167,090) |
| Balance at December 31, 2014 | 52,184,500 | $ 52,185 | 102,073,434 | $ 102,073 | $ 7,565,005 | $ (10,669,926) |
| Net income for the period ended March 31, 2015 | | | | | | $ (102,619) |
| | 52,184,500 | $ 52,185 | 102,073,434 | $ 102,073 | $ 7,565,005 | $ (10,772,545) |

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

CannaGrow Holdings, Inc.
(Formerly BIZAUCTIONS, INC.)
CONSOLIDATED STATEMENTS OF CASH FLOWS
(unaudited)

| | Three Months Ended | |
|---|---|---|
| | March 31, 2015 | March 31, 2014 |
| Cash flows from operating activities: | | |
| Net income (Loss) | $ (102,619) | $ (103,118) |
| Adjustment to reconcile net loss to cash used in operations: | | |
| Change in operation accounts: | | |
| Accounts payable and accrued expenses | 40,034 | 63,492 |
| Inventory | - | 1,500 |
| Note payable related party | 30,000 | 30,000 |
| | (32,585) | (8,126) |
| Cash flows from investing activities: | | |
| Purchase assets | - | - |
| Sale assets | - | - |
| | - | - |
| Cash flows from financing activities: | | |
| Proceeds from loans - related party | - | 5,911 |
| Proceeds from loans (net) | 30,000 | - |
| | 30,000 | 5,911 |
| Increase (decrease) in cash | (2,585) | (2,215) |
| Cash - Beginning of the year | 4,863 | 4,375 |
| Cash - End of the Period | $ 2,278 | $ 2,160 |

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

## NOTE A – SUMMARY OF ACCOUNTING POLICIES

A summary of the significant accounting policies applied in the preparation of the accompanying financial statement follows.

In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included in this year-end report.

The consolidated financial statements include a company which is effectively controlled directly by the Parent Company, where control is defined as the power to govern the financial operation policies. This control is generally evidenced when the company directly or indirectly owns more than 50% of the voting rights of the company's share capital. Significant intercompany transactions have been eliminated in consolidation.

In May of 2006, the Company's former parent, Green Endeavors LTD., formerly Net2Auction, Inc., purchased 50,000 shares (50,000,000 shares prior to the pre-reverse stock split on June 27, 2006) to gain a 50.02% ownership of BizAuctions, Inc. On June 27, 2006, the Company had a reverse stock split whereby each shareholder received 1 share for each 1,000 shares owned. On June 28, 2006, the former parent company, Green Endeavors LTD., acquired 50,000,000 post reverse split shares to gain a 99.9% ownership of the Company's outstanding common stock. In this transaction, the Company acquired 100% of BizAuctions, Corp. from its parent. This transaction was valued at $154,400 or $0.003, per share.

As of March 31, 2015, and December 31, 2014, Delmar Janovec and Brent Crouch, ("Parent" or its "Affiliates"), controlled approximately 65% and 69%, respectively, of the outstanding common stock of the Company. Upon the conversion of the Series A and Series D Preferred stock owned by Delmar Janovec and Brent Crouch would give approximately 92% and 93% voting control of the Company as of March 31, 2015, and December 31, 2014.

Effective August 17, 2006, a forward stock split was effective whereby each shareholder of record received 2 shares of common stock for each share owned.

Business and Basis of Presentation

BizAuctions, Inc. was formed as a Delaware Corporation on May 5, 1995 as Topper's Brick Oven Pizza, Inc. Since the inception of the Company there have been four (4) subsequent name changes to its current name, CannaGrow Holdings, Inc.

CannaGrow Holdings changed its business model during the spring of 2014 and has entered into the Medical and Recreational Marijuana industry in the State of Colorado as a Lessor, Liaison, and Consultant to developers, licensed growers and operators.

The first project the Company is currently working on is a 20 acre lease in which the Company is acting as Liaison with the various County and State Agencies, and the Utility Companies during the development phase of the property. Once the "Turn-Key" Growing Facilities are built to the exact specifications of expert consultants already employed by CannaGrow Holdings, Inc., the Company will then sub-lease the facilities to Licensed Growers and assist in manage the operations from seed to sale. CannaGrow Holdings, Inc. will also make available consulting services to Investment Groups looking

NOTE A – SUMMARY OF ACCOUNTING POLICIES (CONTINUED)

Business and Basis of Presentation-(Continued)

to enter the Industry as well as other Licensed Growers in other areas through the utilization of its expert consultants the Company engaged in calendar year, 2014. CannaGrow intention is to become a "One-Stop-Shop" providing expert oversight into the Cannabis Industry. The Company intends to expand this business model within this industry as the business opportunities evolve.

CannaGrow Holdings, Inc. does not and will not, until such time as Federal law allows, grow, harvest, distribute or sell marijuana or any substance that violate the laws of the United States of America.

The Company operates out of its office in Centennial, Co., and has two (2) full time employees and one (1) part-time employee at the end of this calendar year, 2014.

CannaGrow Holdings sales for the quarter of March 31, 2015 have decreased to approximately $6,760. The decrease in revenues is due to the changing of its business model in the spring of 2014 and the sale of a substantial portion of the retail operations in the fall of calendar year, 2012.

Cash and Cash Equivalents

For the purposes of the Statements of Cash Flows, the company considers all highly liquid debt instruments purchased with a maturity date of three months or less to be cash equivalents.

Income Taxes

The Company has adopted Financial Accounting Standard No. 109 (SFAS 109) which requires the recognition of deferred tax liabilities and assets for the expected future tax consequences of events that have been included in the financial statement or tax returns. Under this method, deferred tax liabilities and assets are determined based on the difference between financial statements and tax basis of assets and liabilities using enacted tax rates in effect for the year in which the differences are expected to reverse. Temporary differences between taxable income reported for financial reporting purposes and income tax purposes are insignificant.

Net Loss Per Common Share

The Company computes earnings per share under Financial Accounting Standard No. 128, "Earnings Per Share" (SFAS 128). Net loss per common share is computed by dividing net loss by the weighted average number of shares of common stock and dilutive common stock equivalents outstanding during the year. Dilutive common stock equivalents consist of shares issuable upon conversion of convertible preferred

NOTE A – SUMMARY OF ACCOUNTING POLICIES (CONTINUED)

Net Loss Per Common Share-(Continued)

shares. During the periods ended March 31, 2015, and December 31, 2014, common stock equivalents are not considered in the calculation of the weighted average number of common shares outstanding because they would be anti-dilutive, thereby decreasing the net loss per common share.

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly actual results could differ from those estimates.

Revenue Recognition

Revenue for product sales is recognized at the time the product is shipped to or picked up by the customer.

Advertising

The Company follows the policy of charging the costs of advertising to expenses as incurred. For the periods ended March 31, 2015, and December 31, 2014, advertising costs were not material to the statement of loss.

Liquidity

As shown in the accompanying financial statements, the Company has incurred a net loss of, ($102,619) during the period ended March 31, 2015. As of March 31, 2015, the Company had working capital deficit of ($3,306,382). In order for the Company to sustain operations, additional working capital must be raised by increases in revenue realizing profitable margins, by the sale of equity securities, advances or loans from its parent company or its affiliates.

Concentrations of Credit Risk

Financial instruments and related items, which potentially subject the Company to concentrations of credit risk, consist primarily of cash, cash equivalents and related party receivables. The Company places its cash and temporary cash investments with credit quality institutions. At times, such investments may be in excess of the FDIC insurance limit.

Stock Based Compensation

In December 2002, the FASB issued SFAS No. 148, "Accounting for Stock-Based Compensation-Transition and Disclosure-an amendment of SFAS 123." This statement amends SFAS No. 123, "Accounting for Stock-Based Compensation," to provide alternative methods of transition for a voluntary change to the fair value based method of accounting for stock-based employee compensation. In addition, this statement amends the disclosure requirements of SFAS No. 123 to require prominent disclosures in both annual and interim financial statements about the method of accounting for stock-based employee

NOTE A – SUMMARY OF ACCOUNTING POLICIES (CONTINUED)

Stock Based Compensation-(Continued)

compensation and the effect of the method used on reported results. The Company has chosen to continue to account for stock-based compensation using the intrinsic value method prescribed in APB Opinion No. 25 and related interpretations. Accordingly, compensation expense for stock options is measured as the excess, if any, of the fair market value of the Company's stock at the date of the grant over the exercise price of the related option. The Company has adopted the annual disclosure provisions of SFAS No. 148 in its financial reports for the periods ended March 31, 2015, and December 31, 2014.

Comprehensive Income

Statement of Financial Accounting Standards No. 130, "Reporting Comprehensive Income" (SFAS 130), establishes standards for reporting and display of comprehensive income, its components and accumulated balances. Comprehensive income is defined to include all changes in equity except those resulting from investments by owners and distributions to owners. Among other disclosures, SFAS 130 requires that all items that are required to be recognized under current accounting standards as components of comprehensive income be reported in a financial statement that is displayed with the same prominence as other financial statements. The Company adopted SFAS 130 during the periods ended March 31, 2015, and December 31, 2014, and has no items of comprehensive income to report.

Segment Information

Statement of Financial Accounting Standards No. 131, Disclosures about Segments of an Enterprise and Related Information (SFAS 131) establishes standards for reporting information regarding operating segments in annual financial statements and requires selected information for those segments to be presented in interim financial reports issued to stockholders. SFAS 131 also establishes standards for related disclosures about products and services and geographic areas. Operating segments are identified as components of an enterprise about which separate discrete financial information is available for evaluation by the chief operating decision maker, or decision-making group, in making decisions to allocate resources and assess performance. The information disclosed herein, materially represents all of the financial information related to the Company's principal operating segment.

New Accounting Pronouncements

SFAS No. 168. In June of 2009, the Financial Accounting Standards Board, (“FASB”), issued SFAS No. 168, The FASB Accounting Standards Codification and the Hierarchy of Generally Accepted Accounting Principles-replacement of SFAS No. 162. No 168 established the FASB Accounting Standards Codification as the source of authoritative accounting principles recognized by the FASB to be applied in the preparation of financial statements in conformity with generally accepted accounting principles. No.168 explicitly recognizes rule and interpretive releases of the Securities and Exchange Commission (SEC) under federal securities laws issued for fiscal years and interim periods ending after September 15, 2009. The Company has adopted SFAS No. 168 and there was no impact on the Company’s consolidated financial statements or results of operations.

SFAS No. 165. In May of 2009, the Financial Accounting Standards Board, (“FASB), issued SFAS No. 165, Subsequent Events No. 165 establishes general standards of accounting for, and requires disclosures of events that occur after the balance sheet date but before the financial statements are issued or available

NOTE A - SUMMARY OF ACCOUNTING POLICIES (CONTINUED)

New Accounting Pronouncements-(Continued)

to be issued. SFAS No. 165 is effective for interim or annual financial periods ending after June 15, 2009, and should be applied prospectively. The Company has adopted SFAS 165 and there was no impact on the Company's consolidated financial statements or results of operations.

NOTE B – ACQUISITION

On June 28, 2006, the Company entered into a purchase agreement ("Agreement") with Green Endeavors LTD., formerly Net2Auction, Inc., to acquire a 100% interest in BizAuctions, Corp. for the issuance of Fifty (50,0000,000) million shares of common restricted stock.

NOTE C – DUE FROM AFFILIATES

Affiliate balances due from its affiliates or parent, in the amount of $134,000, was deemed uncollectible during the year-ended December 31, 2014, and was written off.

NOTE D – INVENTORY

Inventory consists of unsold merchandise purchased from retailer-wholesalers for re-sale. Inventory is valued at the lower of cost or market.

NOTE E – RELATED PARTY TRANSACTIONS

During the calendar year 2012, the Company issued 33,333,300 shares of common restricted stock at $0.015, per share, to an officer and director of the Company in exchange for a partial reduction of a note payable, in the amount of $49,999.

During the calendar year 2012, the Company issued 1,090,910 shares of common restricted stock at $0.037, per share, to an officer and director of the Company in exchange for a partial reduction of a note payable in the amount of $40,367.

During the calendar year 2012, the Company issued 508,075 shares of common restricted stock at $0.02, per share, to an officer and director of the Company in exchange for a partial reduction of a note payable, in the amount of $10,162.

During the calendar years 2009 and 2008, the Company issued its parent 60,000,000 shares of common restricted stock and 42,000,000 of Series A Preferred for services rendered and financial guarantees.

During the calendar year 2009, the Company issued 50,000,000 shares of common restricted stock to the officers of the Company for services rendered and financial guarantees.

During the calendar year 2009, the Company issued its parent 10,000,000 shares of Series D Preferred in exchange for the partial reduction of debt in the amount of $179,046 owed to its parent.

NOTE E – RELATED PARTY TRANSACTIONS-(CONTINUED)

During the calendar year 2008, the Company issued 8,000,000 shares of restricted common stock to an officer of the Company for the conversion of debt in the amount of $80,000 that was owed to the officer of the Company.

On June 28, 2006, the Company purchased 100% of Green Endeavors LTD., formerly Net2Auction, Inc.'s subsidiary, BizAuctions, Corp. for the issuance of Fifty (50,000,000) million shares of its common restricted stock. The total value of the transaction was $154,400.

NOTE F – NOTES PAYABLE-RELATED PARTY

At March 31, 2015, the Company had notes payable to an officer of the Company in the amount of $265,152. The note is payable on demand and is non-interest bearing and is convertible into common stock, at the option of the note holder.

At March 31, 2015, the Company had notes payable to Brent Crouch, a former officer, in the amount of $232,625. The note is payable on demand and interest of 9% and is convertible into common stock, at the option of the note holder.

NOTE G – NOTES PAYABLE

The Company entered into a Promissory Note with an investor on March 23, 2015 and in the amount of $10,000. The note is due on March 24, 2017 with an interest rate of 8% and is convertible into common stock upon the note holder's option.

The Company entered into a Promissory Note with an investor on February 24, 2015 and in the amount of $10,000. The note is due on February 24, 2017 with an interest rate of 8% and is convertible into common stock upon the note holder's option.

The Company entered into a Promissory Note with an investor on January 26, 2015 and in the amount of $10,000. The note is due on January 26, 2017 with an interest rate of 8% and is convertible into common stock upon the note holder's option.

The Company entered into a Promissory Note with an investor on December 22, 2014 and in the amount of $10,000. The note is due on December 22, 2017 with an interest rate of 8% and is convertible into common stock upon the note holder's option.

The Company entered into a Promissory Note with an investor on October 29, 2014 and in the amount of $10,000. The note is due on October 29, 2017 with an interest rate of 8% and is convertible into common stock upon the note holder's option

The Company entered into a Promissory Note with an investor on September 26, 2014 and in the amount of $10,000. The note is due on September 26, 2016 with an interest rate of 8% and is convertible into common stock upon the note holder's option.

The Company entered into a Promissory Note with an investor on June 26, 2014 and in the amount of $35,000. The note is due on June 26, 2016 with an interest rate of 8% and is convertible into common stock upon the note holder's option.

NOTE G – NOTE PAYABLE-(CONTINUED)

The Company entered into a Promissory Note with an investor in July and in the amount of $100,000. The note is due on September 27, 2011 with an interest charge of $10,000. The note can be extended at the option of the note holder. (For additional information, see Notes K-Legal and Note M-Subsequent Events.)

The Company entered into a Promissory Note with an investor in on April 6, 2011 and in the amount of $25,000. The note is due on April 6, 2013 with an interest rate of 15% and is convertible into common stock upon the note holder's option. The Company and the note holder have negotiated new terms with interest adjusted to reflect a rate of 8% that is retroactive to the original effective date of April 6, 2011.

The Company entered into a Promissory Note with an investor on May 4, 2011 and in the amount of $20,000. The note is due on May 4, 2013 with an interest rate of 15% and is convertible into common stock upon the note holder's option. The Company and the note holder have negotiated new terms with interest adjusted to reflect a rate of 8% that is retroactive to the original effective date of May 4, 2011.

The Company entered into a Promissory Note with an investor on May 24, 2011 and in the amount of $10,000. The note is due on May 24, 2013 with an interest rate of 15% and is convertible into common stock upon the note holder's option. The Company and the note holder have negotiated new terms with interest adjusted to reflect a rate of 8% that is retroactive to the original effective date of May 24, 2011.

The Company entered into a Promissory Note with an investor in January of 2011, and in the amount of $100,000. The note is due on January 3, 2012 with an interest rate of 15% and can be extended for an additional year upon the note holder's option. (For additional information, see Notes K-Legal and Note M-Subsequent Events of this report.)

The Company entered into a Convertible Promissory Note with an investor on January 27, 2011 and in the amount of $50,000. The note is due on January 27, 2013 with an interest rate of 10% and can be converted into common stock upon the note holder's option.

The Company entered into a working capital loan with Strategic Funding in October of 2011, and in the amount of $45,000 with an interest charge of $17,505. The loan is to be paid back at the rate of 15% of the total monthly net credit card sales. The loan balance at the end of this reporting period, is $56,304. (For additional information, see Note K-Legal of the Company's year-end report for December 31, 2014 filed with OTC Markets at www.otcmarkets.com.

The Company entered into a Convertible Promissory Note with an investor on December 15, 2010 and in the amount of $25,000. The note is due on December 15, 2012 with an interest rate of 10% and can be converted into common stock upon the note holder's option.

The Company entered into a Convertible Promissory Note with an investor on December 8, 2010 and in the amount of $50,000. The note is due on December 8, 2012 with an interest rate of 18% and can be converted into common stock upon the note holder's option. The Company and the note holder have negotiated new terms with interest adjusted to reflect a rate of 8% that is retroactive to the original effective date of December 8, 2010.

NOTE G – NOTE PAYABLE-(CONTINUED)

The Company entered into a Convertible Promissory Note with an investor on December 15, 2010 and in the amount of $50,000. The note is due on December 15, 2012 with an interest rate of 18% and can be converted into common stock upon the note holder's option. The Company and the note holder have negotiated new terms with interest adjusted to reflect a rate of 8% that is retroactive to the original effective date of December 15, 2010.

The Company entered into a Convertible Promissory Note with an investor on December 1, 2010 and in the amount of $25,000. The note is due on December 1, 2012 with an interest rate of 10% and can be converted into common stock upon the note holder's option.

The Company entered into a Convertible Promissory Note with an investor on November 23, 2010 and in the amount of $25,000. The note is due on November 23, 2012 with an interest rate of 18% and can be converted into common stock upon the note holder's option. The Company and the note holder have negotiated new terms with interest adjusted to reflect a rate of 8% that is retroactive to the original effective date of November 23, 2010.

The Company entered into a Convertible Promissory Note with an investor on November 16, 2010 and in the amount of $50,000. The note is due on November 16, 2012 with an interest rate of 18% and can be converted into common stock upon the note holder's option. The Company and the note holder have negotiated new terms with interest adjusted to reflect a rate of 8% that is retroactive to the original effective date of November 16, 2010.

The Company entered into a Promissory Note with an investor on October 21, 2010 and in the amount of $150,000. The note is due on October 21, 2011 with an interest rate of 15% and can be extended for an additional one year upon the note holder's option. (For additional information, see Notes K-Legal and Note M-Subsequent Events of this report.)

The Company entered into a Convertible Promissory Note with an investor on October 12, 2010 and in the amount of $25,000. The note is due on October 12, 2012 with an interest rate of 15% and can be converted into common stock upon the note holder's option. The Company and the note holder have negotiated new terms with interest adjusted to reflect a rate of 8% that is retroactive to the original effective date of October 12, 2010.

The Company entered into a Convertible Promissory Note with an investor on October 14, 2010, and in the amount of $25,000. The note is due on October 14, 2012 with an interest rate of 18% and can be converted into common stock upon the note holder's option. The Company and the note holder have negotiated new terms with interest adjusted to reflect a rate of 8% that is retroactive to the original effective date of October 14, 2010.

The Company entered into a Promissory Note with an investor on September 15, 2010 and in the amount of $150,000. The note is due on September 15, 2011 with an interest rate of 15% and can be extended for an additional one year upon the note holder's option. (For additional information, see Notes K-Legal and Note M-Subsequent Events of this report.)

NOTE G – NOTE PAYABLE-(CONTINUED)

The Company entered into a Convertible Promissory Note with an investor on September 2, 2010, and in the amount of $10,000. The note is due on September 2, 2012 with an interest rate of 15% and can be converted into common stock upon the note holder's option. The Company and the note holder have negotiated new terms with interest adjusted to reflect a rate of 8% that is retroactive to the original effective date of September 2, 2010.

The Company entered into a Convertible Promissory Note with an investor on August 30, 2010 and in the amount of $25,000. The note is due on August 30, 2012 with an interest rate of 15% and can be converted into common stock upon the note holder's option. The Company and the note holder have negotiated new terms with interest adjusted to reflect a rate of 8% that is retroactive to the original effective date of August 30, 2010.

The Company entered into a Convertible Promissory Note with an investor on August 28, 2010 and in the amount of $10,000. The note is due on August 28, 2012 with an interest rate of 15% and can be converted into common stock upon the note holder's option. The Company and the note holder have negotiated new terms with interest adjusted to reflect a rate of 8% that is retroactive to the original effective date of August 28, 2010.

The Company entered into a Convertible Promissory Note with an investor on August 23, 2010 and in the amount of $30,000. The note is due on August 23, 2012 with an interest rate of 15% and can be converted into common stock upon the note holder's option. The Company and the note holder have negotiated new terms with interest adjusted to reflect a rate of 8% that is retroactive to the original effective date of August 23, 2010.

The Company entered into a Convertible Promissory Note with an investor on August 16, 2010, and in the amount of $30,000. The note is due on August 16, 2012 with an interest rate of 15% and can be converted into common stock upon the note holder's option. The Company and the note holder have negotiated new terms with interest adjusted to reflect a rate of 8% that is retroactive to the original effective date of August 16, 2010.

The Company entered into a Convertible Promissory Note with an investor on July 30, 2010 and in the amount of $57,000. The note is due on July 30, 2012 with an interest rate of 15% and can be converted into common stock upon the note holder's option. The Company and the note holder have negotiated new terms with interest adjusted to reflect a rate of 8% that is retroactive to the original effective date of July 30, 2010.

The Company entered into a Convertible Promissory Note with an investor on June 28, 2010, and in the amount of $77,000. The note is due on June 28, 2012 with an interest rate of 18% and can be converted into common stock upon the note holder's option. The Company and the note holder have negotiated new terms with interest adjusted to reflect a rate of 8% that is retroactive to the original effective date of June 28, 2010.

The Company entered into a Convertible Promissory Note with an investor on June 1, 2010, and in the amount of $45,000. The note is due on June 1, 2012 with an interest rate of 18% and can be converted into common stock upon the note holder's option. The Company and the note holder have negotiated new terms with interest adjusted to reflect a rate of 8% that is retroactive to the original effective date of June 1, 2010.

NOTE G – NOTE PAYABLE-(CONTINUED)

The Company entered into a Convertible Promissory Note with an investor on May 18, 2010, and in the amount of $45,000. The note is due on May 18, 2012 with an interest rate of 18% and can be converted into common stock upon the note holder's option. The Company and the note holder have negotiated new terms with interest adjusted to reflect a rate of 8% that is retroactive to the original effective date of May 18, 2010.

The Company entered into a Convertible Promissory Note with an investor on April 30, 2010, and in the amount of $50,000. The note is due on April 30, 2012 with an interest rate of 15% and can be converted into common stock upon the note holder's option. The Company and the note holder have negotiated new terms with interest adjusted to reflect a rate of 8% that is retroactive to the original effective date of April 30, 2010.

The Company entered into a note with Ford Motor Credit in the amount of $51,164 in April, 2010 for the purchase of a 2010 vehicle with an interest rate of 15%. The note is due on April 28, 2015, and the current balance was $39,133. The Company entered into an agreement with Ford Motor Credit in October of 2012 that allowed for the return of the vehicle and to be sold at auction. If the auction price was not adequate to pay-off the existing loan amount due, the Company would be responsible for the balanced owed.

The Company entered into a Convertible Promissory Note with an investor on April 1, 2010, and in the amount of $75,000. The note is due on April 1, 2012 with an interest rate of 10% and can be converted into common stock upon the note holder's option.

The Company entered into a Convertible Promissory Note with an investor on March 30, 2010, and in the amount of $50,000. The note is due on March 30, 2012 with an interest rate of 18% and can be converted into common stock upon the note holder's option. The Company and the note holder have negotiated new terms with interest adjusted to reflect a rate of 8% that is retroactive to the original effective date of March 30, 2010.

The Company entered into a Convertible Promissory Note with an investor on March 4, 2010, and in the amount of $60,000. The note is due on March 4, 2012 with an interest rate of 18% and can be converted into common stock upon the note holder's option. The Company and the note holder have negotiated new terms with interest adjusted to reflect a rate of 8% that is retroactive to the original effective date of March 4, 2010.

The Company entered into a Convertible Promissory Note with an investor on February 1, 2010, and in the amount of $75,000. The note is due on February 1, 2012 with an interest rate of 18% and can be converted into common stock upon the note holder's option. The Company and the note holder have negotiated new terms with interest adjusted to reflect a rate of 8% that is retroactive to the original effective date of February 1, 2010.

The Company entered into a Convertible Promissory Note with an investor on December 30, 2009 and in the amount of $75,000. The note is due on December 30, 2011 with an interest rate of 18% and can be converted into common stock upon the note holder's option. The Company and the note holder have negotiated new terms with interest adjusted to reflect a rate of 8% that is retroactive to the original effective date of December 30, 2009.

NOTE G – NOTE PAYABLE-(CONTINUED)

The Company entered into a Convertible Promissory Note with an investor on December 17, 2009 and in the amount of $50,000. The note is due on December 17, 2011 with an interest rate of 18% and can be converted into common stock upon the note holder's option. The Company and the note holder have negotiated new terms with interest adjusted to reflect a rate of 8% that is retroactive to the original effective date of December 17, 2009.

The Company entered into a Convertible Promissory Note with an investor on December 3, 2009 and in the amount of $110,000. The note is due on December 3, 2011 with an interest rate of 18% and can be converted into common stock upon the note holder's option. The Company and the note holder have negotiated new terms with interest adjusted to reflect a rate of 8% that is retroactive to the original effective date of December 3, 2009.

The Company entered into a Convertible Promissory Note with an investor on November 2, 2009 and in the amount of $50,000. The note is due on November 2, 2011 with an interest rate of 18% and can be converted into common stock upon the note holder's option. The Company and the note holder have negotiated new terms with interest adjusted to reflect a rate of 8% that is retroactive to the original effective date of November 2, 2009.

The Company entered into a Convertible Promissory Note with an investor on November 23, 2009 and in the amount of $20,000. The note is due on November 23, 2011 with an interest rate of 18% and can be converted into common stock upon the note holder's option. The Company and the note holder have negotiated new terms with interest adjusted to reflect a rate of 8% that is retroactive to the original effective date of November 23, 2009.

The Company entered into a Convertible Promissory Note with an investor on November 15, 2009 and in the amount of $16,000. The note is due on November 15, 2011 with an interest rate of 10% and can be converted into common stock upon the note holder's option.

The Company entered into a Convertible Promissory Note with an investor on October 26, 2009 and in the amount of $25,000. The note is due on October 26, 2011 with an interest rate of 10% and can be converted into common stock upon the note holder's option.

The Company entered into a Convertible Promissory Note with an investor on October 21, 2009 and in the amount of $10,000. The note is due on October 21, 2011 with an interest rate of 15% and can be converted into common stock upon the note holder's option. The Company and the note holder have negotiated new terms with interest adjusted to reflect a rate of 8% that is retroactive to the original effective date of October 21, 2009.

The Company entered into a Convertible Promissory Note with an investor on October 9, 2009 and in the amount of $25,000. The note is due on October 9, 2011 with an interest rate of 15% and can be converted into common stock upon the note holder's option. The Company and the note holder have negotiated new terms with interest adjusted to reflect a rate of 8% that is retroactive to the original effective date of October 9, 2009.

NOTE G – NOTE PAYABLE-(CONTINUED)

The Company entered into a Convertible Promissory Note with an investor on October 5, 2009 and in the amount of $15,000. The note is due on October 5, 2011 with an interest rate of 15% and can be converted into common stock upon the note holder's option. The Company and the note holder have negotiated new terms with interest adjusted to reflect a rate of 8% that is retroactive to the original effective date of October 5, 2009.

The Company entered into a Convertible Promissory Note with an investor on September 11, 2009 and in the amount of $50,000. The note is due on September 11, 2012 with 10% interest and can be converted into common stock upon the note holder's option.

The Company entered into a Convertible Promissory Note with an investor on July 24, 2009 and in the amount of $10,000. The note is due on July 24, 2011 with 15% interest and can be converted into common stock upon the note holder's option. The Company and the note holder have negotiated new terms with interest adjusted to reflect a rate of 8% that is retroactive to the original effective date of July 24, 2009.

The Company entered into a Convertible Promissory Note with an investor on July 23, 2009 and in the amount of $20,000. The note is due on July 23, 2011 with 15% interest and can be converted into common stock upon the note holder's option. The Company and the note holder have negotiated new terms with interest adjusted to reflect a rate of 8% that is retroactive to the original effective date of July 23, 2009.

The Company entered into a Convertible Promissory Note with an investor in May 29, 2009 and in the amount of $5,000. The note is due on May 29, 2012 with 15% interest and can be converted into common stock upon the note holder's option. The Company and the note holder have negotiated new terms with interest adjusted to reflect a rate of 8% that is retroactive to the original effective date of May 29, 2009.

The Company entered into a Convertible Promissory Note with an investor on May 22, 2009 and in the amount of $5,000. The note is due on May 22, 2011 with 15% interest and can be converted into common stock upon the note holder's option. The Company and the note holder have negotiated new terms with interest adjusted to reflect a rate of 8% that is retroactive to the original effective date of May 22, 2009.

The Company entered into a Convertible Promissory Note with an investor on May 15, 2009 and in the amount of $57,720. The note is due on May 15, 2011 with 10% interest and can be converted into common stock upon the note holder's option.

The Company entered into a Convertible Promissory Note with an investor on May 11, 2009 and in the amount of $8,850. The note is due on May 11, 2011 with 15% interest and can be converted into common stock upon the note holder's option. The Company and the note holder have negotiated new terms with interest adjusted to reflect a rate of 8% that is retroactive to the original effective date of May 11, 2009.

The Company entered into a Convertible Promissory Note with an investor on March 31, 2009 and in the amount of $23,500. The note is due on March 31, 2011 with 10% interest and can be converted into common stock upon the note holder's option.

NOTE G – NOTE PAYABLE-(CONTINUED)

The Company entered into a Convertible Promissory Note with an investor on March 31, 2009 and in the amount of $55,800. The note is due on March 31, 2011 with 10% interest and can be converted into common stock upon the note holder's option.

The Company borrowed $125,000 from an investor on June 28, 2006, through a Convertible Promissory Note. The note which bears interest at the rate of 10% is convertible into common stock of the Company at a ratio of $0.01 per share. The note plus accrued interest may be converted into common stock at the option of the note holder after the maturity date of June 28, 2008. No interest or principal payments are due prior to the maturity date. An officer of the Company is liable as a co-signer on the note. The note will be converted into Twelve Million Five Hundred Thousand (12,500,000) shares of restricted common stock.

NOTE H – NOTE RECEIVABLE

The Company made a loan on August 10, 2007 and in the amount of $10,000 to Candwich, Inc. The note has been extended since the initial due date of October 10, 2007, and is due on December 31, 2015.

The Company made a loan during 2012 to a business associate, Guy Deiro, in the amount of $6,183. The note is due and payable at the time of this reporting period.

NOTE I– STOCHOLDERS' DEFICIT

Preferred Stock:

The Company is authorized to issue 150,000,000 shares with 100,000,000 of Series A Preferred stock, 5,000,000 shares of Series B Preferred stock, 20,000,000 shares of Series C Preferred stock, and 25,000,000 shares of Series D Preferred stock.

The Series A Preferred stock is convertible at the option of the holder into common stock at the rate of 10 shares of common for every one share of Series A Preferred after one year from the date of issue. Each share of Series A Preferred stock has voting rights equal to 10 shares of common stock.

The Series B Preferred stock is convertible at the option of the holder into common stock at the rate of 1 share of common for each share of Series B after one year from the date of issue. Each share of Series B Preferred stock has voting rights equal to 1 share of common stock

The Series C Preferred stock has a stated conversion value of $5.00, per share, upon conversion to common stock. Each share of Series C Preferred stock has voting rights equal to five shares of common stock.

The Series D Preferred stock has a stated conversion value of $2.00 divided by 50% of the average closing price of the Common Stock on five business days preceding the date of conversion. Each share of the Series D Preferred stock has voting rights equal to the conversion factor at the time of conversion.

NOTE I– STOCHOLDERS' DEFICIT-(CONTINUED)

As of March 31, 2015, and December 31, 2014 respectively, the Company had 42,000,000 and 42,000,000 shares of Series A preferred stock outstanding, 0 and 0 shares of Series B preferred stock outstanding, 184,500 and 134,500 shares of Series C preferred stock outstanding, 10,000,000 and 10,000,000 shares of Series D preferred stock outstanding.

Issuances of Preferred stock during this reporting period ended March 31, 2015:

There were no issuances of Preferred Series stock during the quarter.

Issuances of Preferred stock during the calendar year 2014:

There Company issued 50,000 shares of Preferred Series C stock in December to Mark One Foods, Inc. for the world-wide licensing rights to utilize its Candwich patented packaging systems.

Issuances of Preferred stock during the calendar year 2013:

There were no issuances of Preferred Series stock during the calendar year, 2013.

Common Stock:

The Company is authorized 500,000,000 shares of common stock with a par value of $.001 per share. As of March 31, 2015, and December 31, 2014, the Company has issued and has outstanding, 102,073,434 and 102,073,434 shares of common stock.

Issuances of common stock during the quarter ended March 31, 2015:

There were no issuances of stock during this reporting period.

Issuances of common stock during the calendar year 2014:

During the quarter, the Company issued 5,000,000 shares of common stock at par value, $0.001, per share, to a consultant for services rendered and to be rendered on an on-going basis during the calendar year.

During the quarter, the Company issued 2,500,000 shares of common stock at par value, $0.001, per share, to a consultant for services rendered and to be rendered on an on-going basis during the calendar year.

During the 2nd Quarter, the Company issued 6,440,000 shares of common stock for the partial conversion of a note payable at $0.01, per share.

During the 2nd Quarter, the Company issued 9,800,000 shares of common stock for the partial conversion of a note payable at $0.0085, per share.

During the 2nd Quarter, the Company issued 5,000,000 shares of common stock for the partial conversion of a note payable at $0.01, per share.

NOTE I– STOCHOLDERS' DEFICIT-(CONTINUED)

Issuances of common stock during the calendar year 2013:

There were no issuances of stock during this calendar year.

NOTE J – COMMITMENTS AND CONTINGENCIES

The Company entered into a Facility and Land Lease with NuGro Industries, Inc., (the Landlord or Lessor), for the lease of a Head-house in the approximate size of 3,200 sq. ft., a state of the art Nexus Greenhouse in the approximate size of 6,500 sq. ft., and six, (6), Hoop houses in the approximate size of 1,900 sq. ft. for each house, on twenty, (20), acres of land with an option for additional fifteen, (15) acres, and with all site developments for the land to be completed by the Lessor. The Lease is for Five, (5), years with an optional Four, (4), Two, (2) years leases or until 2029. The Lease begins on October 1, 2014 with the first six, (6), months to be accrued, paid proportionately over the Base Years, and at the following monthly rates;

Base Years:

October 1, 2014 to September 30, 2015 is: $20,000.00
October 1, 2015 to September 30, 2016 is: $22,500.00
October 1, 2016 to September 30, 2017 is: $25,000.00
October 1, 2017 to September 30, 2018 is: $27,500.00
October 1, 2018 to September 30, 2019 is: $30,000.00

Option Years:

October 1, 2019 to September 30, 2021 is: $32,500.00
October 1, 2021 to September 30, 2023 is: $35,000.00
October 1, 2023 to September 30, 2025 is: $37,500.00
October 1, 2025 to September 30, 2027 is: $40,000.00

The Company entered into a Lease Agreement, ("Lease"), with the Jason N. Duncan Insurance Agency, (the "Lessor") on July 2, 2014 for office space located at 12835 E. Arapahoe Rd., Tower II, Suite 800, Centennial, Colorado, 80112. The office space governed by the Lease consists of approximately 200 sq. ft. The Lease is for a twelve (12) month period that can be extended for an additional twelve (12) months at the following sq. ft. prices;

Base Year:
12835 E. Arapahoe Rd., Tower II, Suite 800, Centennial, Co. 80112-July 2, 2014 through July 1, 2015, $500.00, per month.

The Company had made security deposits on the leases totaling $500.00.

Rent expense totaled $3,151and $1,950, respectively, during the quarters ended March 31, 2015, and March 31, 2014.

The Leases were guaranteed by Delmar Janovec.

NOTE J – COMMITMENTS AND CONTINGENCIES-(CONTINUED)

The Company recorded contingencies in the amount of $95,571 that consisted of trade payables for various vendors owed by the Company. These trade payables were accrued more than seven years ago (beyond the statute of limitations in most states) or prior to the Company acquiring the subsidiary. Accordingly, these amounts have been written off during calendar year, 2013.

(For additional information, see the Company's year-end report for December 31, 2014, filed with the OTC Markets, at www.otcmarkets.com)

NOTE K-LEGAL

Kenneth J. Sullivan Family Trust, vs. BizAuctions, Inc., a Delaware corporation, BizAuctions Corp., a Nevada corporation, Lucky 7's, Inc., a Nevada Corporation, and Delmar Janovec, an individual. The complaint was filed on July 27, 2012 in the District Court, Clark County, Nevada, Case No. A-12-665844-B. The complaint is for breach of fiduciary duty for Lucky 7's, misappropriation, conversion and waste of corporation assets, unjust enrichment, misrepresentation and fraud, and attorney fees.

Kenneth J. Sullivan Family Trust, vs. BizAuctions, Inc., a Delaware corporation, BizAuctions Corp., a Nevada corporation, and Delmar Janovec, an individual. The complaint was filed on August 21, 2012 in the District Court, Clark County, Nevada, Case No. A-12-667160-C. The complaint is for breach of promissory note contracts, breach of implied covenant of good faith and fair dealing, unjust enrichment, misrepresentation and fraud, and attorney fees.

The companies and Delmar Janovec entered into a Settlement Agreement with the Plaintiffs on April 15, 2015 with full settlement of the complaints. For further information, please see Note M-Subsequent events of this report.

(For additional information, see the Company's year-end report for December 31, 2014, filed with the OTC Markets, at www.otcmarkets.com)

NOTE L–OTHER MATTERS

The Company received notice from the Depository Trust Corporation, (DTC), through the law firm of Clyde Snow & Sessions, counsel to the Company for the DTC matter, on March 26, 2015, that DTC was lifting the electronic Deposit Chill on the Company's common stock. The electronic Deposit Chill was lifted on the Company's stock in March.

The Company filed to amend its articles of incorporation with the State of Delaware on November 5, 2014, whereby amending its articles of incorporation after receiving consent by more than 70% of the shareholders of the Company, to reduce the authorized common stock from Two Billion, (2,000,000,000), to Five Hundred Million, (500,000,000) shares nd the Preferred Shares remaining at One Hundred Fifty Million, (150,000,000), shares with an effective date of December 1, 2014. Shareholders of record as of November 2, 2014, were given notice of this corporate action by regular mail. The Company was not required to file a Notice of Corporate Action with FINRA for this corporate action.

NOTE L–OTHER MATTERS-(CONTINUED)

The Company filed with FINRA for a Notice of Corporate Action on or about October 17, 2014, whereby the Company amended its articles of incorporation with the State of Delaware on October 2, 2014, after receiving consent by more than 70% of the shareholders of the Company, to change the corporate name of the Company to CannaGrow Holdings, Inc., with an effective date for the name change of November 1, 2014. Shareholders of record as of October 2, 2014, were given notice of this corporate action by regular mail. The Company received final approval from FINRA on November 5, 2014 for the name change and a new CUSIP number from CUSIP.

NOTE M - SUBSEQUENT EVENTS

Kenneth J. Sullivan Family Trust, vs. BizAuctions, Inc., a Delaware corporation, BizAuctions Corp., a Nevada corporation, Lucky 7's, Inc., a Nevada Corporation, and Delmar Janovec, an individual. The complaint was filed on July 27, 2012 in the District Court, Clark County, Nevada, Case No. A-12-665844-B. The complaint is for breach of fiduciary duty for Lucky 7's, misappropriation, conversion and waste of corporation assets, unjust enrichment, misrepresentation and fraud, and attorney fees.

Kenneth J. Sullivan Family Trust, vs. BizAuctions, Inc., a Delaware corporation, BizAuctions Corp., a Nevada corporation, and Delmar Janovec, an individual. The complaint was filed on August 21, 2012 in the District Court, Clark County, Nevada, Case No. A-12-667160-C. The complaint is for breach of promissory note contracts, breach of implied covenant of good faith and fair dealing, unjust enrichment, misrepresentation and fraud, and attorney fees.

The Company, Delmar Janovec, and the Plaintiffs through their counsels entered into preliminary discussions for a settlement of these complaints in late January of 2015 with a settlement agreement reached on April 15, 2015 for a full settlement of both complaints with a dismissal, with prejudice, from the Courts.

The settlement agreement amount is for $225,000.00 with a payment of $35,000.00 due within seven (7) calendar days upon the execution of the settlement agreement and monthly payments of $8,500.00, due on the 15$^{th}$ of each month, for a period of twenty-two (22) months. The payments have been made pursuant to the settlement agreement and prior to the filing of this report.

The Company agreed to execute a Confession of Judgment in the amount of $1,000,000.00 and Delmar Janovec agreed to Confession of Judgment should he be found to be personally liable in the amount of $400,000.00. The Confession of Judgments is only valid upon a default of the terms of the settlement Agreement entered into between the Parties.

NOTE N - INCOME TAXES

The Company has adopted Financial Accounting Standard No. 109 which requires the recognition of deferred tax liabilities and assets for the expected future tax consequences of events that have been included in the financial statement or tax returns. Under this method, deferred tax liabilities and assets are determined based on the difference between financial statements and tax bases of assets and liabilities using enacted tax rates in effect for the year in which the differences are expected to reverse. Temporary differences between taxable income reported for financial reporting purposes and income tax purposes are insignificant.

NOTE N - INCOME TAXES (CONTINUED)

At March 31, 2015, the Company has available for federal income tax purposes a net operating loss carry forward of approximately, ($ 10,700,000), beginning to expire in the year 2025, that may be used to offset future taxable income. The Company has provided a valuation reserve against the full amount of the net operating loss benefit, since in the opinion of management based upon the start-up status of the Company, the tax benefits will not be recognized until income is realized. Due to significant changes in the Company's ownership, the future use of its existing net operating losses may be limited.

Components of deferred tax assets as of March 31, 2015, are as follows:

| | |
|---|---|
| Non Current: | |
| Net operating loss carry forward | $ 3,638,000 |
| Valuation allowance | (3,638,000) |
| Net deferred tax asset | $ -- |

NOTE O - GOING CONCERN

The accompanying consolidated statements have been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. As shown in the financial statements during the period ended March 31, 2015, and December 31, 2014, the Company incurred a loss from operations of ($102,619) and has not obtained profitable operation under its current operating plan. This may indicate that the Company will be unable to continue as a going concern for a reasonable period of time.

The Company's existence is dependent upon advances from its Parent company and its affiliates, the sale of additional equity stock, loans, and management's ability to develop profitable operations. Management anticipates the Company will attain profitable status and improve its liquidity through the continued developing, marketing and selling of its products and additional equity investments in the Company. The accompanying financial statements do not include any adjustments that might result should the Company be unable to continue as a going concern. In order to improve the Company's liquidity, the Company is actively pursing additional equity financing through discussions with investment bankers and private investors. There can be no assurance the Company will be successful in its effort to secure additional equity financing. If operations and cash flows continue to improve through these efforts, management believes that the Company can continue to operate and achieve profitability. However, no assurance can be given that management's actions will result in profitable operations or the resolution of its liquidity problems.