INITIAL INFORMATION AND DISCLOSURE

STATEMENT

Pursuant to Rule 15c2-(11)(a)(5) For

UPPER STREET MARKETING, INC.

2nd Quarter Report

For the Periods Ended June 30, 2015

And December 31, 2014

Dated: September 3, 2015

All information contained in this Information and Disclosure Statement has been compiled to fulfill the disclosure requirements of Rule 15c2-11 (a)(5) promulgated under the Securities and Exchange Act of 1934. as amended. The enumerated captions contained herein correspond to the sequential format as set forth in the rule.

UPPER STREET MARKETING, INC.

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UPPER STREET MARKETING, INC.

QUARTERLY REPORT

All information contained in this Initial Information and Disclosure Statement has been complied to fulfill the disclosure requirements of Rule 15c2-11 (a)(5) promulgated under the Securities and Exchange Act of 1934, as amended. The enumerated captions contained herein correspond to the sequential format as set forth in the rule.

No dealer, salesman or any other person has been authorized to give any information or to make any representations not contained herein in connection with the Issuer. Any representations not contained herein must not be relied upon as having been made or authorized by the issuer.

Delivery of this information does not imply that the information contained herein is correct as of any time subsequent to the date of this Issuer Quarterly Report.

ITEM 1. THE EXACT NAME OF THE ISSUER AND ITS PREDECESSORS

The name of the Issuer is Upper Street Marketing, Inc.

The name of its predecessor is Knox Nursery, Inc. In January 2014 the Issuer and Knox Nursery, Inc. an Oklahoma corporation, completing a statutory reorganization pursuant to Section 1081 (g) of the Oklahoma General Corporation Laws by implementing an exchange of the shares of Knox Nursery, Inc. for shares of the Issuer.

ITEM 2. ADDRESS OF THE ISSUER'S PRINCIPAL EXECUTIVE OFFICES

Company Headquarters:

11445 East Via Linda
Scottsdale, AZ 85259
(213) 400-0770

ITEM 3. SECURITY INFORMATION

Trading Symbol
The Company's trading symbol is **UPPR**

The Company's **CUSIP**
The Company's **CUSIP** is 916636 103

Par or Stated Value:
The Company's Common Stock and the Company's Preferred Stock each has a par value of $ 0.0001.

Shares Authorized:

The Issuer has two classes of securities outstanding: Common Stock and Series A Preferred Stock.

The Company is authorized to issue one hundred million (100,000,000) shares of common stock, of which 56,703,866, par value $0.0001 per share, were issued and outstanding as of June 30, 2015.

The Company is authorized to issue ten million (10,000,000) shares of Preferred Stock, par value $0.0001, of which there are 700,000 shares issued and outstanding.

Shares Outstanding:

As of June 30, 2015:

Class	Shares Authorized	Shares Outstanding	Freely Tradable Shares (Float)	Total Number of Beneficial Shareholders	Total Number of Shareholders of Record
Common	100,000,000	56,703,866	1,692,893	61	61
Preferred	10,000,000	700,000	0	1	1

Transfer Agent:
Standard Registrar & Transfer Company Inc.
12528 South 1840 East
Draper UT 84020
(801) 571-8844
(801) 571-2551
standardregistrar@comcast.net

Standard Registrar & Transfer Company Inc. is registered under the Exchange Act.

Restrictions on the transfer of any security: None

Describe any trading suspension orders issued by the SEC in the past 12 months: None

ITEM 4. ISSUANCE HISTORY

Events by the Issuer Resulting in Changes in Total Outstanding Shares for the Past Two Fiscal Years.

To the best knowledge of the present management of the Company, the list identified below identifies all events in chronological order, that resulted in changes in total shares outstanding by the Company (1) within the two-year period ending on the last day of the Company's most recent fiscal year and (2) since the last day of the Company's most recent fiscal year.

(1) At December 31, 2012, there were 9,536 shares of the company's common stock issued and outstanding.

(2) At December 31, 2013, there were 66,752 shares of the Company's common stock issued and outstanding pursuant to a forward split of the Company's common stock.

(3) Subsequent to the year ending December 31, 2013, on January 3, 2014, Upper Street Activewear, Inc., an Oklahoma corporation, and the owners of 100% of its issued and outstanding stock, and the Company, entered into a Share Exchange Agreement, wherein 40,016,000 shares of Common Stock and 700,000 shares of Preferred Series A Stock, representing 100% of the issued and outstanding stock, of Upper Street Activewear were exchanged for 40,016,000 shares of Common Stock and 700,000 shares of Preferred Series A Stock. The shares were authorized for the issuance on January 3, 2014.

(4) On April 25, 2014 the Company issued 4,000,000 shares of common stock in exchange for the capital stock of MagMo, Inc. On the same date the Company issued 6,000,000 shares of common stock pursuant to the terms of its employment agreement with Stephen Meade.

(5) Between January 1, 2014 and June 30, 2015 the Company sold 6,621,114 shares of common stock in private placements, including shares issued in satisfaction or pre-existing debts.

(6) At June 30, 2015, there were 56,703,866 shares of the company's common stock issued and outstanding.

ITEM 5. FINANCIAL STATEMENTS

The Company does not have audited financial statements.

Unaudited financial statements for the Company for the period ended June 30, 2015 are included herein. Management of the Company internally prepared these financial statements.

Upper Street Marketing, Inc.

Consolidated Balance Sheets
(Unaudited)

ASSETS

	June 30, 2015	December 31, 2014
CURRENT ASSETS		
Cash	$ 19,409	$ 51,294
Subscriptions receivable	7,500	11,500
Inventory	21,000	21,000
Total Current Assets	47,909	83,794
PROPERTY PLANT AND EQUIPMENT, net	$ 120,000	$ 120,000
TOTAL ASSETS	$ 167,909	$ 203,794

LIABILITIES AND STOCKHOLDERS' DEFICIT

CURRENT LIABILITIES		
Accounts payable and accrued expenses	$ 10,170	$ 25,010
Notes payable - related party	24,000	-
Total Current Liabilities	34,170	25,010
TOTAL LIABILITIES	34,170	25,010
STOCKHOLDERS' DEFICIT		
Series A Preferred stock; 1,000,000 shares authorized, at $0.0001 par value, 700,000 shares issued and outstanding	70	70
Common stock; 50,000,000 shares authorized, at $0.0001 par value, 40,901,252 and 40,082,752 shares issued and outstanding, respectively	4,195	4,130
Additional paid-in capital	529,985	379,000
Accumulated deficit	(400,511)	(204,416)
Total Stockholders' Deficit	133,739	178,784
TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT	$ 167,909	$ 203,794

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

Upper Street Marketing, Inc.
Consolidated Statements of Operations
(Unaudited)

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2015	2014	2015	2014
REVENUES	$ -	$ -	$ -	$ -
COST OF SALES	-	-	-	-
GROSS PROFIT	-	-	-	-
OPERATING EXPENSES				
Salaries and wages	50,250	62,500	87,750	85,000
Professional fees	6,250	14,761	62,126	48,433
General and administrative	40,210	7,286	46,021	22,785
Total Operating Expenses	96,710	84,547	195,897	156,218
LOSS FROM OPERATIONS	(96,710)	(84,547)	(195,897)	(156,218)
OTHER EXPENSE				
Interest expense	(183)	(1,082)	(198)	(2,152)
Total Other Expense	(183)	(1,082)	(198)	(2,152)
LOSS BEFORE INCOME TAXES	(96,893)	(85,629)	(196,095)	(158,370)
PROVISION FOR INCOME TAXES	-	-	-	-
NET LOSS	$ (96,893)	$ (85,629)	$ (196,095)	$ (158,370)
BASIC AND DILUTED LOSS PER SHARE	$ (0.00)	$ (0.00)	$ (0.00)	$ (0.02)
WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING	40,836,756	40,274,263	40,440,406	10,197,534

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

Upper Street Marketing, Inc.
Consolidated Statements of Cash Flows
(Unaudited)

	For the Six Months Ended June 30,	
	2015	2014
OPERATING ACTIVITIES		
Net loss	$ (196,095)	$ (158,370)
Adjustments to reconcile net loss to net cash used by operating activities:		
Common stock issued for services	-	-
Changes in operating assets and liabilities:		
Accounts receivable	-	(5,391)
Subscription receivable	4,000	
Accounts payable and accrued expenses	3,910	74,989
Net Cash Used in Operating Activities	(188,185)	(88,772)
INVESTING ACTIVITIES		
Purchase of equipment	-	-
Net Cash Used in Investing Activities	-	-
FINANCING ACTIVITIES		
Proceeds from notes payable	-	25,000
Proceeds from sale of common stock	132,300	120,900
Proceeds from notes payable - related party	24,000	-
Net Cash Provided by Financing Activities	156,300	145,900
NET INCREASE IN CASH	(31,885)	57,128
CASH AT BEGINNING OF PERIOD	51,294	26,780
CASH AT END OF PERIOD	$ 19,409	$ 83,908
SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION		
CASH PAID FOR:		
Interest	$ -	$ -
Income taxes	$ -	$ -
NON CASH INVESTING ACTIVITIES:		
Common stock issued for debt	$ 18,750	$ -

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

NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNT POLICIES

Nature of Business

On January 3, 2014, the Company underwent a Statutory A Reorganization in compliance with Section 368(a)(1)(B) of the Internal Revenue Code of 1986, as amended, and pursuant to Section 1081(g) of the Oklahoma General Corporation Act. On that date, Knox Nursery, Inc. caused Upper Street Marketing, Inc. ("Upper Street Marketing") to be incorporated in the State of Oklahoma as a direct wholly-owned subsidiary. Concurrently, Upper Street Marketing, Inc. caused Knox Nursery Merger Corp. ("Knox Merger") to be incorporated as a direct wholly-owned subsidiary. Under the terms of the Reorganization, Knox Nursery, Inc. was merged with and into Knox Merger. Upon consummation of the Reorganization, Knox Nursery Merger Corp. was the surviving corporation, and Knox Nursery, Inc. ceased to exist. Knox Nursery Merger Corp. subsequently changed its name to Knox Nursery, Inc. Additionally, each issued and outstanding equity of Knox Nursery, Inc. was exchanged for an equivalent equity of Upper Street Marketing, Inc. on a one for one basis. The issued and outstanding shares of Upper Street Marketing, inc. have the same designations, rights, powers and preferences, and qualifications, limitations and restrictions as the equities of Knox Nursery, Inc. being converted. Upper Street Marketing, Inc. concurrently determined that its ownership of Knox Merger was of no further value and returned the newly issued shares evidencing its ownership in Knox Merger to the Board of Directors of Knox Merger for cancellation. Upper Street Marketing, Inc. has no interest in Knox Merger nor any ownership or control over Knox Merger, and never managed, controlled or capitalized Knox Merger. The shares of Knox Merger held by Upper Street Marketing, Inc. were cancelled on January 3, 2014.

On January 3, 2014, Upper Street Activewear, Inc., an Oklahoma corporation, (Formerly J & J Acquisitions Seven, Inc.) and the owners of 100% of its issued and outstanding stock, and the Company, entered into a Share Exchange Agreement, wherein 40,016,000 shares of Common Stock and 700,000 shares of Preferred Series A Stock, representing 100% of the issued and outstanding stock, of Upper Street Activewear, Inc. were exchanged for 40,016,000 shares of Common Stock and 700,000 shares of Preferred Series A Stock. For accounting purposes, the transaction is a accounted for as a recapitalization of Upper Street Marketing, Inc., which is treated as the surviving and continuing entity although Upper Street Activewear, Inc. is the legal acquirer. Accordingly, the Company's historical financial statements are those of Upper Street Activewear, Inc.

On April 25, 2014 the Company entered into a Share Exchange Agreement with MagMo, Inc. (“MagMo”), whereby the Company issued 4,000,000 shares of common stock in order to acquire 100 percent of the issued and outstanding common shares of MagMo. Pursuant to this transaction, MagMo became a wholly-owned subsidiary of the Company. Concurrent with the execution of the Share Exchange Agreement, the Company entered into an Employment Agreement with Stephen Meade, and pursuant to the terms of the Employment Agreement issued 6,000,000 shares of common stock to Mr. Meade.

Principles of Consolidation

The attached financial statements include the business activities of Upper Street Marketing, Inc., and its wholly-owned subsidiaries Upper Street Activewear, Inc. and MagMo, Inc. All Intercompany transactions have been eliminated in the consolidation process.

Basis of Presentation

These financial statements and related notes are presented in accordance with accounting principles generally accepted in the United States, and are expressed in US dollars. The Company’s fiscal year-end is December 31.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities 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.

Revenue Recognition

The Company recognizes revenue when products are fully delivered or services have been provided and collection is reasonably assured.

NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNT POLICIES (Continued)

Advertising Costs

The Company’s policy regarding advertising is to expense advertising when incurred. The Company did not incur any advertising expenses for the six months ended June 30, 2015 and 2014.

Cash and Cash Equivalents

The Company considers all highly liquid instruments purchased with a maturity of three months or less to be cash equivalents to the extent the funds are not being held for investment purposes.

Basic (Loss) per Common Share
Basic (loss) per share is calculated by dividing the Company's net loss applicable to common shareholders by the weighted average number of common shares during the period. Diluted earnings per share is calculated by dividing the Company's net income available to common shareholders by the diluted weighted average number of shares outstanding during the year. The diluted weighted average number of shares outstanding is the basic weighted number of shares adjusted for any potentially dilutive debt or equity. There are no such common stock equivalents outstanding as of June 30, 2015.

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

NOTE 2 - GOING CONCERN

The accompanying financial statements have been prepared in conformity with accounting principles generally accepted in the United States, which contemplate continuation of the Company as a going concern. However, the Company has not generated revenues since inception and has an accumulated deficit of $400,511 as of June 30, 2015. The Company currently has limited liquidity and has not completed its efforts to establish a stabilized source of revenues sufficient to cover operating costs over an extended period of time. These factors raise substantial doubt about the Company's ability to continue as a going concern.

Management anticipates that the Company will be dependent, for the near future, on additional investment capital, primarily from its shareholders, to fund operating expenses. The Company intends to position itself so that it may be able to raise additional funds through the capital markets. In light of management's efforts, there are no assurances that the Company will be successful in this or any of its endeavors or become financially viable and continue as a going concern.

NOTE 3 - STOCKHOLDERS' EQUITY

Common Stock
The Company is authorized to issue 50,000,000 common shares with a par value of $0.0001. As of June 30, 2015, there were 40,901,252 shares of common stock issued and outstanding.

On May 27, 2015 the Company issued 125,000 shares of common stock as full payment on $18,750 in outstanding Company debts.

Series A Preferred Stock
The Company is authorized to issue 1,000,000 shares of Series A Preferred Stock with a par value of $0.0001. As of June 30, 2015, there were 700,000 preferred shares issued and outstanding. Each share of Series A Preferred Stock is entitled to a liquidation preference of $.25 per share. The holders of Series A Preferred Stock are entitled to convert their shares into common stock at a ratio of one share of Series A Preferred Stock for ten shares of common stock. Holders of Series A Preferred Stock have no voting rights. The Company was required to redeem the outstanding shares of Series A Preferred Stock on December 1, 2014 for a price of $.25 per share.

NOTE 4 – NOTES PAYABLE

On June 2, 2015 the Company executed a promissory note with an unrelated third-party entity whereby the Company borrowed $4,000. The note bears interest at a rate of ten percent per annum, and is due on June 1, 2016.

On June 2, 2015 the Company executed a promissory note with an unrelated third-party entity whereby the Company borrowed $20,000. The note bears interest at a rate of ten percent per annum, and is due on June 1, 2016.

NOTE 5 - SIGNIFICANT EVENTS

Share Reversion Agreement

On May 29, 2015 the Company entered into a Share Reversion Agreement with MagMo and Mr. Meade, pursuant to which the Company agreed to return 100 percent of its MagMo shares to Magmo. As an additional stipulation of the Share Reversion Agreement, MagMo agreed to return its 4,000,000 Company shares to the Company. Pursuant to this transaction, MagMo will cease to be a wholly-owned subsidiary of the Company, and Mr. Meade became the sole owner of MagMo. Additionally, Mr. Stephen Meade agreed to return to the Company 4,353,000 of the 6,000,000 Company shares issued to him pursuant to the original Share Exchange Agreement.

NOTE 6 - SUBSEQUENT EVENTS

In accordance with ASC 855-10 Company management reviewed all material events through the date of this report and there are no additional material subsequent events to report.

ITEM 6. ISSUER'S BUSINESS, PRODUCTS AND SERVICES

Date of Incorporation and Corporate History

The Company was incorporated in the State of Oklahoma on 3rd day of January, 2014.

During the twelve months, our business operations have been carried out in two wholly-owned subsidiaries: Upper Street Activewear, Inc. and Magmo, Inc.

Upper Street Activewear, Inc. We are marketer of sports apparel and intend to acquire unique and distinctive apparel companies or designers with proven strengths and potential for growth. Our wholly owned subsidiary, Upper Street Activewear, Inc. has commenced operations as a designer, manufacturer, marketer, and distributor of women's sports apparel to provide products for affluent women over the age of thirty (30) not engaged in sport activities that include Activewear for esoteric activities as a niche market. We intend to be an on-line retail store that markets its products on-line.

Our products are intended to have exceptional quality, fit, function and style for discriminatory customer and will be manufactured in the United States.

Magmo, Inc. Our subsidiary, Magmo, Inc., has been engaged in developing MagMo (i.e. Magazine Moment), a photo sharing engagement platform that will enable companies with strong retail brands to better communicate with their audience through a tool that creates short stories using pictures and words. MagMo is a platform supporting engagement and community around personalized photo stories.

Issuer's Fiscal Year End Date

The Issuer's year end is December 31.

Primary and Secondary SIC Codes

Primary SIC Code: 5960

ITEM 7. ISSUER'S FACILITIES

The Company's wholly-owned subsidiary, Upper Street Activewear, Inc., maintains 3,500 square feet of office/manufacturing space which serves as the predominate location for its inventory, manufacturing and design, as well as providing space for its corporate offices. At this time the Company feels this space adequately meets the needs of the Company.

ITEM 8. OFFICERS, DIRECTORS, AND CONTROL PERSONS

A. Officers and Directors

Gordon McDougall President, CEO, CFO, Chairman, Secretary/Treasurer and Director

B. Involvement in Certain Legal Proceedings

None of the officers, directors, promoters or control persons of the Issuer have been involved in the past five (5) years in any of the following:

(1) A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and minor offense);

(2) The entry of an order, judgment, or decree, not subsequently reverse, 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 bank 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

The name, address and shareholdings of all persons beneficially owning more than ten percent (10%) of any class of the Company's equity securities and officers and directors of the Company as of June 30, 2015 based on 56,703,866 shares issued and outstanding, are:

	Common Stock		Series A Preferred Stock	
Name	Shares	% of Ownership	Shares	% of Ownership
Tezi Advisory, Inc. 416 E. Broadway Ave., Suite 105 Glendale, CA 91205 Gordon McDougall, President	40,000,000	70.5%	700,000	100%

ITEM 9. THIRD PARTY PROVIDERS

Counsel:
Robert Brantl, Esq.
52 Mulligan Lane
Irvington, NY 10533-1106
Phone: 914.693.3026
Fax: 914.693.1807

Accountant or Auditor :
One Blue Mountain Consulting, Inc.
P.O. Box 832
291 South 200 West
Farmington, UT 84025
Phone: 801-502-8246
Fax: 801-451-5965

Investor Relations Consultant: None

Other Advisors: None

ITEM 10. ISSUER CERTIFICATION

I, Gordon McDougal, President and Chief Executive Officer, certify that:

I have reviewed this quarterly disclosure statement of Upper Street Marketing, Inc.:

1 Based on my knowledge, this disclosure statement does not contain any untrue statement of 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

2 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 issuer as of and for the periods presented in this disclosure statement.

Date: September 3, 2015

/s/ Gordon McDougall
Gordon McDougall