INITIAL INFORMATION AND DISCLOSURE STATEMENT

Pursuant to Rule 15c2-(11)(a)(5) For UPPER STREET MARKETING, INC.

1st Quarter Report For the Periods Ended March 31,2016 And December 31, 2015 Dated: November 16, 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.

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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 59,103,866, par value $0.0001 per share, were issued and outstanding as of September 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 March 31, 2016:

Class

Common Preferred

Shares Authorized

100,000,000 10,000,000

Shares Outstanding

59,103,866,866 700,000

Freely Tradable Shares (Float)

1,692,893 0

Total Number of Beneficial Shareholders

61 1

Total Number of Shareholders of Record

61 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.

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. (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) On September 23, 2015 the Company issued 2,400,000 shares of common stock in exchange for all of the capital stock of New Haven Marketing, Inc.

. (7) At September 30, 2015, there were 59,103,866 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 March 31, 2016 are included herein. Management of the Company internally prepared these financial statements.

Upper Street Marketing, Inc. Consolidated Balance Sheets (Unaudited)

ASSETS

March 31, 2016

Cash $ 54,339 Subscriptions receivable 7,500 Inventory 21,000

Total Current Assets 82,839

PROPERTY PLANT AND EQUIPMENT, net 120,000

TOTAL ASSETS $ 202,839

LIABILITIES AND STOCKHOLDERS' DEFICIT

CURRENT LIABILITIES Accounts payable and accrued expenses $

98,655

December 31, 2015

CURRENT ASSETS

$

$

$

51,294 11,500 21,000

83,794

120,000

203,794

25,010 - -

25,010

25,010

70

5,605 377,525

(204,416)

178,784

203,794

Convertible notes payable Notes payable - related party

Total Current Liabilities

TOTAL LIABILITIES STOCKHOLDERS' DEFICIT

Series A Preferred stock; 1,000,000 shares authorized, at $0.0001 par

value, 700,000 shares issued and outstanding

Common stock; 50,000,000 shares authorized, at $0.0001 par value, 59,103,866 and 56,049,666 shares issued and outstanding, respectively

Additional paid-in capital Accumulated deficit

Total Stockholders' Deficit

TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT $

50,000 24,000

172,655

172,655

70

5,910 1,128,270

(1,104,066)

30,184

202,839

$

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 March 31,

For the Three Months Ended March 31

2015

REVENUES	$ -	$ -	$ -		
COST OF SALES					
GROSS PROFIT					
OPERATING EXPENSES					
Salaries and wages					
Professional fees					
Impairment of goodwill					
General and administrative					
Total Operating Expenses					
LOSS FROM OPERATIONS					
OTHER EXPENSE					
Interest expense					
Total Other Expense					
LOSS BEFORE INCOME TAXES					
PROVISION FOR INCOME TAXES					
NET LOSS					
BASIC AND DILUTED LOSS PER SHARE					
WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING					
	$	$	-	-	37,500
	64,990	600,000	407		
	702,897				
	(702,897)				
	(658)				
	(658)				

(703,555) -

(703,555)

(0.02)

40,836,756

$

$

-

-

60,000 54,700 - 29,808

144,508

(144,508)

(1,090)

(1,090)

(145,598) -

(145,598)

(0.00)

40,836,756

$

$

-

-

125,250 119,890 600,000

53,654

898,794

(898,794)

(856)

(856)

(899,650) -

(899,650)

(0.02)

40,440,406

$

$

145,000 79,305 - 76,422

300,727

(300,727)

(3,241)

(3,241)

(303,968) -

(303,968)

(0.01)

_____ _____ _____ _____ _____ _____ _____
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_____ _____ _____ _____ _____ _____
_____ _____ _____ _____
40,440,406

_____ _____ _____ _____ _____
_____ _____ _____
The accompanying notes are an integral part of these consolidated

financial statements

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

For the Three Months Ended March 31, 2016

OPERATING ACTIVITIES		
Net loss $ Adjustments to reconcile net loss to net cash		
used by operating activities: Common stock issued for services Impairment of goodwill		
Changes in operating assets and liabilities: Accounts receivable Subscription receivable Accounts payable and accrued expenses		
Net Cash Used in Operating Activities INVESTING ACTIVITIES		
Purchase of equipment Net Cash Used in Investing Activities		
FINANCING ACTIVITIES		
Proceeds from convertible notes payable Proceeds from sale of common stock Proceeds from notes payable - related party		
Net Cash Provided by Financing Activities NET INCREASE IN CASH CASH AT BEGINNING OF PERIOD CASH AT END OF PERIOD $		
SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION		
CASH PAID FOR: Interest $ Income taxes $		
NON CASH INVESTING ACTIVITIES: Common stock issued for debt $		

2015

(899,650)

- 600,000

- 4,000 92,395

(203,255)

- -

50,000 132,300 24,000

206,300 3,045 51,294 54,339

$

2014

(303,968)

- -

(5,391) 110,284

(199,075)

- -

- 204,900 -

204,900 5,825 26,780 32,605

- -

-

_____ _____ _____ _

UPPER STREET MARKETING, INC. Notes to the Financial Statements
March 31, 2016 (Unaudited)

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., MagMo, Inc., and New Haven Marketing, 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)

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 March 31, 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.

Advertising Costs The Company's policy regarding advertising is to expense advertising when incurred. The Company did not incur any advertising expenses for the nine months ended March 31, 2016 and 2015.

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.

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 $1,104,066 as of March 31, 2016. 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 March 31, 2016 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 March 31, 2016 there were 700,000 preferred shares issued and outstanding. Each share of Series A

Preferred Stock is entitled to a liquidation preference of $0.25 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 $0.25 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.

On September 28, 2015 the Company executed a convertible promissory note with an unrelated third-party entity whereby the Company borrowed $50,000. The note bears interest at a rate of ten percent per annum and is due in full on March 18, 2016. The note is convertible at the option of the holder at a conversion price of $0.001 per share.

NOTE 5 - SIGNIFICANT EVENTS

Acquisition of New Haven

On September 23, 2015 the Company entered into a Share Exchange Agreement with New Haven Marketing, Inc. (a Nevada corporation)(“New Haven”) whereby the Company issued 2,400,000 shares of common stock in order to acquire 100 percent of the issued and outstanding common stock of New Haven. As a result of the Share Exchange, New Haven became a wholly-owned subsidiary of the Company. At the time the Share Exchange was consummated, New Haven had zero assets and zero liabilities. Accordingly, the Company recorded a $600,000 impairment of goodwill, representing the value of the shares issued in exchange for New Haven.

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.

Duringthepasttwelvemonths,ourbusinessoperationshavebeencarriedoutinthreewholly-ownedsubsidiaries: UpperStreet Activewear,Inc., Magmo,Inc.andNewHavenMarketing,Inc.

Upper Street Activewear, Inc. We are a 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.

New Haven Marketing, Inc. We acquired New Haven Marketing, Inc. a few days before the end of the quarter. The subsidiary is engaged in developing technology for the children play and educational markets.

Issuer's Fiscal Year End Date The Issuer's year end is December 31.

PrimaryandSecondarySIC 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)

(2)

(3)

(4)

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

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:

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

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 March 31, 2016 based on 59,103,866 shares issued and outstanding, are:

Common Stock % of Ownership

Series A Preferred Stock

_____ _____

Name Tezi Advisory, Inc. 416 E. Broadway Ave., Suite 105 Glendale, CA 91205 Gordon McDougall, President

Shares 40,000,000

67.7%

Shares 700,000

% of Ownership 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: May 13, 2016

/s/ Gordon McDougall President