Unique Pizza & Subs Corporation
322 Mall Blvd #149
Monroeville PA 15146

COMPANY INFORMATION AND DISCLOSURE STATEMENT
FOR THE QUARTER ENDED
September 30, 2016

November 15, 2016

Part A: General Company Information

As used in this disclosure statement, the terms "we", "us", "our," "UPZS" and the "Company" means, Unique Pizza & Subs Corporation, a Delaware corporation.

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

Unique Pizza & Subs Corporation (formerly Coastal Services Group, Inc.)

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

322 Mall Blvd #149
Monroeville PA 15146
UPZSCorp@gmail.com
724-600-4720
Fax: 412-281-4273
Website: www.uniquepizza.com

Investor Relations Contact info:
CapInc.net
45670 Warwick Dr
Macomb, MI 48044
Website: capinc.net

Item 3. Security information:

Trading Symbol: UPZS

CUSIP: 90916J

Authorized shares of Common Stock: 300,000,000
Common shares issued and outstanding: 147,574,478
Shares in the public float: Approximately 97,482,128
Number of shareholders: Approximately 2,227
Number of "free-trading": N/A

Authorized shares of Preferred Stock: 50,000,000
Preferred shares issued and outstanding: 22,950,000
Shares in the public float: 0
Number of shareholders: 3

Transfer Agent
Pacific Stock Transfer
4045 South Spencer Street
Las Vegas, Nevada 89119
Phone: (702) 361-3033

Is the Transfer Agent registered under the Exchange Act?* Yes: X No:

*To be included in the OTC Pink Current Information tier, the transfer agent must be registered under the Exchange Act.

List any restrictions on the transfer of security:

None

Describe any trading suspension orders issued by the SEC in the past 12 months.

None

Item 4. Issuance History:

List below any events, in chronological order, that resulted in changes in total shares outstanding by the issuer in the past two fiscal years and any interim period. The list shall include all offerings of securities, whether private or public, and all shares or any other securities or options to acquire such securities issued for services, describing (1) the securities, (2) the persons or entities to whom such securities were issued and (3) the services provided by such persons or entities. The list shall indicate:

- The nature of each offering (e.g., Securities Act Rule 504, intrastate, etc.);

  Services rendered.

- Any jurisdictions where the offering was registered or qualified;
  n/a

- The number of shares offered;
  n/a

- The number of shares sold;

  None

- The price at which the shares were offered, and the amount actually paid to the issuer;

  Services rendered.

- The trading status of the shares; and

  Restricted.

- Whether the certificates or other documents that evidence the shares contain a legend (1) stating that the shares have not been registered under the Securities Act and (2) setting forth or referring to the restrictions on transferability and sale of the shares under the Securities Act.

  N/A

With respect to private offerings of securities, the list shall also indicate the identity of the persons who purchased securities in such private offering; *provided, however*, that in the event that any such person is an entity, the list shall also indicate (a) the identity of each natural person beneficially owning, directly or indirectly, more than ten percent (10%) of any class of equity securities of such entity and (b) to the extent not otherwise disclosed, the identity of each natural person who controlled or directed, directly or indirectly, the purchase of such securities for such entity.

Item 5. Financial statements:

Please see the following page.

Unique Pizza and Subs Corporation
Unaudited Consolidated Financial Statements
For the Quarter Ended September 30, 2016

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Unique Pizza and Subs Corporation
Consolidated Balance Sheet
September 30, 2016

Assets	
Current Assets:	
Cash	$ 26,382
Accounts Receivable	35
Deposits	179,000
Inventory – Salsa and Pizza	39,892
Total Current Assets	245,309
Property and Equipment:	
Cooking and Kitchen Equipment	106,611
Brew house Equipment	745,237
Delivery Vehicles	50,100
Computer and Office Equipment	23,147
Total Property & Equipment	925,095
Less: Accumulated Depreciation	127,490
Net Property & Equipment	797,605
Goodwill	54,566
Total Assets	$ 1,097,480
Liabilities and Shareholders' Equity	
Current Liabilities:	
Accounts Payable	$ 3,488
Royalties Payable	403
Shareholder Loan Payable	30,000
Current Portion of Convertible Notes Payable	252,282
Derivative Liability	45,000
Note Payable to Ford Motor Credit for Vehicle	3,200
Federal Income Taxes Payable	10,000
Accrued Interest and Late Fees	19,141
Total Current Liabilities	363,514
Total Liabilities	363,514
Shareholders' Equity:	
Preferred Stock, par value $.0001 per share	
50,000,000 shares authorized at September 30, 2016	
22,000,000 shares outstanding at September 30, 2016,	

convertible one for twenty-five into common shares	2,200	
Common stock, par value $.0001 per share		
300,000,000 shares authorized at September 30, 2016,		
147,574,478 shares issued and outstanding		
at September 30, 2016	14,757	
Common Stock to be Issued to Related Party	700	
Preferred Stock to be Issued to Related Party	200	
Additional Paid-in Capital	1,968,681	
Retained (Deficit)	(1,252,572)	
Total Shareholders' Equity	733,966	
Total Liabilities and Shareholders' Equity	$ 1,097,480	

See Notes to Consolidated Financial Statements

Unique Pizza and Subs Corporation
Consolidated Statement of Operations
For the Quarter Ended September 30, 2016

Revenue:		
Franchise Fee Income	$ -	
Sales	70,025	
Miscellaneous Income	-	
Total Revenue	70,025	
Cost of Goods Sold	(24,380)	
Gross Profit	45,645	
Costs and Expenses:		
Advertising	0	
Delivery and UPS	0	
Travel	0	
Rent	1,500	
Depreciation Expense	43,612	
Show Fees	8,158	
Auto	5,789	
Utilities	521	
Telephone	342	
Bank Fees	0	
Contract Labor and Commissions	4,644	
Office and Kitchen Supplies	2,664	
Professional Fees	0	
Other Selling, General and Administrative Expenses	0	

Total Costs and Expenses	(67,250)
(Loss) From Continuing Operations	(21,605)
Interest Expense	3,481
Income Taxes	-
Net Loss	(25,086)
Basic Loss per Common Share	$ *
Diluted Loss per Common Share	$ *

"*" = less than $.01

See Notes to Consolidated Financial Statements

UNIQUE PIZZA AND SUBS CORPORATION

CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY

For the Nine Months Ended September 30, 2016

(Unaudited)	Common Stock		Preferred Stock		Additional Paid-in	Retained
	Shares	Amount	Shares	Amount	Capital	Deficit
Balances, January 1, 2016	83,593,923	$ 8,359	22,000,000	$ 2,200	$ 1,724,162	$ (991,366)
Issued on acquisition of Popsy Cakes	2,000,000	200	-	-	-	-
Common stock issued for services	8,116,801	812	-	-	59,519	-
Conversion of debt into common	53,863,754	5,386	-	-	-	-
	-	-	-	-	185,000	-
Contributed capital tap house Credo						
Net loss for the nine months ended September 30, 2016	-	-	-	-	-	(261,206)
Balances, September 30, 2016	147,574,478	$ 14,757	22,000,000	$ 2,200	$ 1,968,681	$ (1,252,572)

See Notes to Consolidated Financial Statements

Unique Pizza and Subs Corporation
Consolidated Statement of Cash Flows
For the Quarter Ended September 30, 2016

Operating Activities:		
Net Loss	$ (25,086)	
Adjustments to reconcile net income to net net cash provided by operating activities:		
Depreciation	43,612	
Common shares issued for services received	-0-	
Services in exchange for notes	-0-	
Decrease in inventory	(1,309)	
Decrease in accounts payable and accruals	(51,522)	
Net cash provided by operations	…..(34,305)	
Financing Activities:		
Advances on line of credit	32,000	
Decrease in Cash and Cash Equivalents	(2,305)	
Cash and Cash Equivalents at Beginning of Quarter	28,687	
Cash and Cash Equivalents at End of Quarter	$ 26,382	

See Notes to Consolidated Financial Statements

Unique Pizza and Subs Corporation
Notes to Consolidated Financial Statements
For the Quarter Ended September 30, 2016

Note 1 - Organization

Unique Pizza and Subs Corporation (the "Company") formerly Coastal Services Group, Inc. a Delaware corporation was incorporated November 20, 2003. The Company's mission is to be a leading national franchiser. The Company has a store conversion strategy which targets existing pizza shops as potential franchisees. The Company will provide all franchisees with a customer call center, state-of-the-art point-of-sale system, economies of scale buying power and other services to potentially increase the new store's profit margins.

The Company was a party to a reverse merger on February 9, 2006. The reverse merger was between Unique Pizza and Subs Corporation (formerly known as Coastal Services Group, Inc.) and their wholly owned subsidiary Coastal Communications, Inc. As a result of the reverse merger, all existing assets of Coastal Communications, Inc. have been removed from the financial statements. In addition, all of the liabilities of Coastal Communications, Inc. were removed from the financial statements. As a result, the financial statements include the following: The balance sheet consists of the net remaining assets at historical cost after the reverse merger. The statement of operations includes only the income and expenses of Unique Pizza and Subs Corporation (formerly known as Coastal Services Group, Inc.) and none of the income and expenses of Coastal Communications, Inc. (the previously wholly owned subsidiary).

Note 2 – Summary of Significant Accounting Policies

Management's Use of Estimates: The Company's consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America. The preparation of these consolidated financial statements requires that the Company make estimates and judgments that affect the reported amounts of assets, liabilities, revenue and expenses and related disclosures. On an ongoing basis, the Company evaluates its estimates, including those related to revenue recognition, the fair value and useful lives of intangible assets, property and equipment, income taxes, and contingencies, among others. Actual results could differ from those estimates.

Revenue Recognition: The Company's business model is to sell franchise agreements to customers. The revenue from these sales are recorded when the agreement to purchase the franchise is executed by the customer.

Basis of Presentation. The financial statements include the accounts of Unique Pizza and Subs Corporation and its wholly owned subsidiaries prepared in accordance with accounting principles generally accepted in the United States of America. The accrual basis is the basis of accounting used. All significant intercompany balances and transactions have been eliminated.

Note 2 – Summary of Significant Accounting Policies (Continued)

Risk and Uncertainties - The Company is subject to risks common to companies in the service industry, including, but not limited to, litigation, development of new technological innovations and dependence on key personnel.

Fair Value of Financial Assets and Financial Liabilities- The Company follows paragraph 825-10-50-10 of the FASB Accounting Standards Codification for disclosures about fair value of its financial instruments and paragraph 820-10-35-37 of the FASB Accounting Standards Codification ("Paragraph 820-10-35-37") to measure the fair value of its financial instruments. Paragraph 820-10-35-37 establishes a framework for measuring fair value in accounting principles generally accepted in the United States of America (U.S. GAAP), and expands disclosures about fair value measurements. To increase consistency and comparability in fair value measurements and related disclosures, Paragraph 820-10-35-37 establishes a fair value hierarchy which prioritizes the inputs to valuation techniques used to measure fair value into three broad levels. The fair value hierarchy gives the highest priority to quoted prices (unadjusted) in active markets for identical assets or liabilities and the lowest priority to unobservable inputs. The three levels of fair value hierarchy defined by Paragraph 820-10-35-37 are described below:

Level 1	Quoted market prices available in active markets for identical assets or liabilities as of the reporting date.
Level 2	Pricing inputs other than quoted prices in active markets included in Level 1, which are either directly or indirectly observable as of the

	reporting date.
Level 3	Pricing inputs that are generally observable inputs and not corroborated by market data.

The carrying amounts of the Company's consolidated financial assets and liabilities, such as cash, inventory, accounts payable and customer deposits approximate their fair values because of the short maturity of these instruments. The Company's bank note payable approximates the fair value of such instrument based upon management's best estimate of interest rates that would be available to the Company for similar consolidated financial arrangement at September 30, 2016.

The Company does not have any assets or liabilities measured at fair value on a recurring or a non-recurring basis, consequently, the Company did not have any fair value adjustments for assets and liabilities measured at fair value at September 30, 2016, nor gains or losses are reported in the statement of operations that are attributable to the change in unrealized gains or losses relating to those assets and liabilities still held at the reporting date for the quarter ended September 30, 2016.

Note 2 – Summary of Significant Accounting Policies (Continued)

Cash and Cash Equivalents - For purposes of the Consolidated Statements of Cash Flows, the Company considers highly liquid investments with an original maturity of three months or less to be cash equivalents.

Impairment of Long-Lived Assets: The Company evaluates the recoverability of its fixed assets and other assets in accordance with section 360-10-15 of the FASB Accounting Standards Codification for disclosures about Impairment or Disposal of Long-Lived Assets. Disclosure requires recognition of impairment of long-lived assets in the event the net book value of such assets exceeds its expected cash flows. If so, it is considered to be impaired and is written down to fair value, which is determined based on either discounted future cash flows or appraised values. The Company adopted the statement on inception. No impairments of these types of assets were recognized during the quarter ended September 30, 2016.

Income Taxes: The Company accounts for income taxes under Section 740-10-30 of the FASB Accounting Standards Codification. Deferred income tax assets and liabilities are determined based upon differences between the financial reporting and tax bases of assets and liabilities and are measured using the enacted tax rates and laws that will be in effect when the differences are expected to reverse. Deferred tax assets are reduced by a valuation allowance to the extent management concludes it is more likely than not that the assets will not be realized. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in the statements of

operations in the period that includes the enactment date.

Fixed Assets: The Company's property and equipment consisting of building improvements, equipment, software, and furniture are stated at cost and depreciated over their estimated useful lives. Depreciation is computed using the straight line method. Book depreciation for the quarter ended September 30, 2016 is $43,612.

Advertising Costs - Advertising costs are expensed as incurred. The Company does not incur any direct-response advertising costs.

Income Per Share - Net income per common share is computed pursuant to section 260-10-45 of the FASB Accounting Standards Codification. Basic net income per share is computed by dividing net income by the weighted average number of shares of common stock outstanding during the period. Diluted net income per share is computed by dividing net loss by the weighted average number of shares of common stock and potentially outstanding shares of common stock during each period. There were no potentially dilutive shares outstanding as of September 30, 2016.

Note 2 – Summary of Significant Accounting Policies (Continued)

Share-Based Payments - The Company acquires nonmonetary assets including goods for its common stock. The goods are recorded at the fair value of the nonmonetary asset exchanged or at an independent quoted market price for items exchanged.

The Company accounts for stock-based compensation using the fair value method following the guidance set forth in section 718-10 of the FASB Accounting Standards Codification for disclosure about Stock-Based Compensation. This section requires a public entity to measure the cost of employee services received in exchange for an award of equity instruments based on the grant-date fair value of the award (with limited exceptions). That cost will be recognized over the period during which an employee is required to provide service in exchange for the award- the requisite service period (usually the vesting period). No compensation cost is recognized for equity instruments for which employees do not render the requisite service.

Comprehensive Income (Loss) - The Company reports comprehensive income and its components following guidance set forth by section 220-10 of the FASB Accounting Standards Codification which establishes standards for the reporting and display of comprehensive income and its components in the consolidated financial statements. There were no items of comprehensive income (loss) applicable to the Company during the period covered in the consolidated financial statements.

Accounts Receivable – We grant credit to customers based on an evaluation of their financial condition but most of our sales are immediately collected in cash at the point of sale. The estimate of the allowance for doubtful accounts, which is charged off to bad debt expense, is based on management's assessment of current economic conditions and historical collections experience.

Inventory - Inventory, consisting of finished food products, is located on our premises and is stated at the lower of cost or market using the first in first out method.

Recent Accounting Pronouncements - The Company has reviewed all recently issued, but not yet effective, accounting pronouncements and do not believe the future adoption of any such pronouncements may be expected to cause a material impact on its consolidated financial condition or the results of its operations.

FASB Accounting Standards Codification

In April 2015, the FASB issued Accounting Standards Update No. 2015-03, *Interest—Imputation of Interest (Topic 835-30): Simplifying the Presentation of Debt Issuance Costs* ("ASU 2015-03"). ASU 2015-03 requires that debt issuance costs related to a recognized debt liability be presented in the balance sheet as a direct deduction from the carrying amount of that debt liability, consistent with debt discounts. The recognition and measurement guidance for debt issuance costs is not affected by ASU 2015-03. ASU 2015-03 is effective for financial statements issued for fiscal years beginning after December 15, 2015, and interim periods within those fiscal years. Early adoption is permitted. Upon adoption, the Company will reclassify debt issuance costs from prepaid expenses and other current assets and other assets as a reduction to debt in the condensed consolidated balance sheets. The Company is not planning to early adopt ASU 2015-03 and does not anticipate that the adoption of ASU 2015-03 will materially impact its consolidated financial statements.

In July 2015, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update No. 2015-11, *Inventory (Topic 330): Simplifying the Measurement of Inventory* ("ASU 2015-11"), which applies guidance on the subsequent measurement of inventory. ASU 2015-11 states that an entity should measure inventory at the lower of cost and net realizable value. Net realizable value is the estimated selling price in the ordinary course of business, less reasonable predictable costs of completion, disposal and transportation. The guidance excludes inventory measured using last-in, first-out or the retail inventory method. ASU 2015-11 is effective for interim and annual reporting periods beginning after

December 15, 2016. Early adoption is permitted. The Company is not planning to early adopt ASU 2015-11 and is currently evaluating ASU 2015-11 to determine the potential impact to its consolidated financial statements and related disclosures.

Subsequent Events

(Included in Accounting Standards Codification ("ASC") 855 "Subsequent Events", previously SFAS No. 165 "Subsequent Events")

SFAS No. 165 established general standards of accounting for and disclosure of events that occur after the balance sheet date, but before the consolidated financial statements are issued or available to be issued ("subsequent events"). An entity is required to disclose the date through which subsequent events have been evaluated and the basis for that date. For public entities, this is the date the consolidated financial statements are issued. SFAS No. 165 does not apply to subsequent events or transactions that are within the scope of other GAAP and did not result in significant changes in the subsequent events reported by the Company. SFAS No. 165 became effective for interim or annual periods ending after September 15, 2009 and did not impact the Company's consolidated financial statements. The Company evaluated for subsequent events through the issuance date of the Company's consolidated financial statements. No recognized or non-recognized subsequent events were noted.

Unique Pizza and Subs Corporation
Notes to Consolidated Financial Statements
For the Quarter Ended September 30, 2016

Note 3 – Shareholders' Equity

As of February 19, 2006, pursuant to a unanimous consent of the sole director, the articles of incorporation were approved to be amended to increase the number of authorized shares from 700,000,000 to 4,000,000,000. Then, in May of 2010, pursuant to a unanimous consent of the board of directors, the articles of incorporation were amended to reduce the authorized common shares to 300,000,000.

At September 30, 2016, there were 22,000,000 shares of preferred stock issued and outstanding to the Company's officer, director and majority shareholder. These are convertible into shares of common stock at a rate of one preferred share into twenty-five common shares. Therefore, there are potentially 550,000,000 additional shares of common stock that could be issued in the future upon conversion from preferred shares by this person. The Company affected a one for two hundred and fifty reverse stock split on March 6, 2014. The consolidated financial statements herein have been retroactively restated in compliance with US SEC staff accounting bulletin topic 4.C. The effects of these shares are non-dilutive at September 30, 2016 due to the net loss recorded.

Note 4 – Convertible Notes Payable

The Company had an unsecured note payable to an unrelated third party but this was paid in full during the second quarter of 2016 leaving a balance due at September 30, 2016 of $-0- on the original principal amount of $325,000. The note had an imputed interest rate of 6% per annum, the effects of which are included in the consolidated financial statements in the amount of $5,010

including $5,000 in late fees. The note had a conversion feature into common shares feature at $.005 per share. The promissory note never converted into more than ten percent of the Company's shares pursuant to an agreement between the parties. The promissory note was not a derivative liability under EITF 00-19 due to its fixed floor conversion.

The Company has an unsecured convertible note payable to an unrelated third party at September 30, 2016 of $119,100 representing cash advances made to the Company in the amounts of $20,000 and $25,000 in late 2014 and $74,100 in 2015 and 2016. The entire promissory note has a line of credit in the amount of $250,000 for the Company to draw upon. The interest rate is 10% per annum. The note is currently payable on demand, and has a conversion feature into common shares at $.015 per share or 50% of the average closing bid price of the last five trading days upon receiving a conversion notice, whichever is lower. The promissory note will not convert into more than ten percent of the Company's shares pursuant to an agreement between the parties. The promissory note is a derivative liability under EITF 00-19 due to its variable floor conversion option.

Note 4 – Convertible Notes Payable (Cont.)

ASC Topic 815 ("ASC 815") requires that all derivative financial instruments be recorded on the balance sheet at fair value. Fair values for exchange traded securities and derivatives are based on quoted market prices. Where market prices are not readily available, fair values are determined using market based pricing models incorporating readily observable market data and requiring judgment and estimates.

The Company issued a convertible note as per above and has evaluated the terms and conditions of the conversion features contained in the notes and warrants to determine whether they represent embedded or freestanding derivative instruments under the provisions of ASC 815. The Company determined that the conversion features contained in the notes and warrants represent freestanding derivative instruments that meet the requirements for liability classification under ASC 815. As a result, the fair value of the derivative financial instruments in the notes and warrants is reflected in the Company's balance sheet as a liability. The fair value of the derivative financial instruments of the convertible notes and warrants was measured at the inception date of the notes and warrants and each subsequent balance sheet date. Any changes in the fair value of the derivative financial instruments are recorded as non-operating, non-cash income or expense at each balance sheet date.

The Company valued the conversion features in its convertible notes using the Black-Scholes model. The Black-Scholes model values the embedded derivatives based on a risk-free rate of return ranging from 0.02% to 0.02%, grant dates at the beginning of the year, the term of convertible note, conversion prices is lesser of 1) $0.015, or 2) 50% of stock bid price at date of

note issuance, current stock prices on the measurement date ranging from $0.005 to $0.011, and the computed measure of the Company's stock volatility, ranging from 221.61% to 359.23%.

Included in the September 30, 2016 consolidated financial statements is a derivative liability in the amount of $45,000 to account for this transaction. There were no balances in prior periods since this liability arose in late 2014. It will be revalued quarterly henceforth and adjusted as a gain or loss to the statements of operations depending on its value at that time.

Note 4 – Convertible Notes Payable (Cont.)

Included in the Consolidated Statement of Operations for the previous year end consolidated financial statements was a $45,000 in change of fair value of derivative and $45,000 of debt discount amortization in non-cash charges pertaining to the derivative liability as it pertains to the gain on derivative liability and debt discount, respectively.

The Company has an unsecured note payable to an unrelated third party at September 30, 2016 in the principal amount of $52,000 remaining on an original principal amount of $60,000. The note has an interest rate of 6% per annum. $10,873 and $5,000 of accrued interest payable and late fees payable on this loan are included in the accompanying consolidated balance sheet. The note is currently payable on demand, and has a conversion into common shares feature. The promissory note will not convert into more than ten percent of the Company's shares pursuant to an agreement between the parties. The promissory note is not a derivative liability under EITF 00-19 due to its fixed floor conversion.

The Company has an unsecured note payable to an unrelated third party at September 30, 2016 in the principal amount of $10,008. The note has an interest rate of 0% per annum. The note is currently payable on demand, and has a conversion into common shares feature at a fixed price of current market value. The effects of imputed interest are immaterial to the consolidated financial statements taken as a whole. The promissory note is not a derivative liability under EITF 00-19 due to its fixed floor conversion.

The Company has two additional unsecured notes payable to an unrelated third party at September 30, 2016 each in the principal amounts of $60,000. The notes have an interest rate of 6% per annum. $1,160 of accrued interest payable on each loan is included in the accompanying consolidated balance sheet. The notes are payable under one year maturities, and has a

conversion into common shares feature. The promissory note will not convert into more than ten percent of the Company's shares pursuant to an agreement between the parties. The promissory note is not a derivative liability under EITF 00-19 due to its fixed floor conversion.

Note 5 – Income (Loss) Per Share

Income (loss) per share is computed by dividing the net income (loss) by the weighted average number of common shares outstanding during the period. Basic and diluted loss per share was the same for the quarter ended September 30, 2016.

Note 6 – Supplemental Cash Flow Information

Supplemental disclosures of cash flow information for the quarters ended September 30, 2016 and 2015 are summarized as follows:

Cash paid during the periods for interest and income taxes:

	2016	2015
Income Taxes	$ --	$ --
Interest	$ --	$ --

Note 7 – Going Concern and Uncertainty

The Company has suffered recurring losses from operations since inception. In addition, the Company has yet to generate an internal cash flow from its business operations. These factors raise substantial doubt as to the ability of the Company to continue as a going concern.

Management's plans with regard to these matters encompass the following actions: 1) obtain funding from new investors to alleviate the Company's liquid working deficiency, and 2) implement a plan to generate sales. The Company's continued existence is dependent upon its ability to resolve it liquidity problems and increase profitability in its current business operations. However, the outcome of management's plans cannot be ascertained with any degree of certainty. The accompanying consolidated financial statements do not include any adjustments that might result from the outcome of these risks and uncertainties.

Note 8 – Goodwill

On August 15, 2015, the Company acquired 100% of the capital stock of Jose Madrid Sales Corporation, an Ohio corporation, in exchange for the issuance of 950,000 shares of the Company's preferred stock. The fair value of this stock issuance was determined using the fair value of the Company's common stock on the closing date, at a market quoted price of $.008. Accordingly, the Company recognized goodwill of $53,011 as follows:

Fair value of the consideration transferred	$ 190,000
Net of identifiable assets acquired and liabilities assumed	(136,989)
Goodwill	$ 53,011

Unique Pizza and Subs Corporation
Notes to Consolidated Financial Statements
For the Quarter Ended September 30, 2016

Note 8 – Goodwill (Cont.)

The Company subsequently tested the goodwill for impairment and assessed the goodwill was not impaired since there was significant operating revenue and profits generated from Jose Madrid Salsa during the subsequent period thereto.

On December 31, 2015, the Company acquired 100% of the capital stock of PopsyCakes Distributing, LLC, a Florida corporation, in exchange for the issuance of 2,000,000 shares of the Company's common stock. The fair value of this stock issuance was determined using the fair value of the Company's common stock on the closing date, at a market quoted price of $.0031. Accordingly, the Company recognized goodwill of $1,555 as follows:

Fair value of the consideration transferred	$ 6,200
Net of identifiable assets acquired and liabilities assumed	(4,645)
Goodwill	$ 1,555

The Company subsequently tested the goodwill for impairment and assessed the goodwill was not impaired since there was significant operating revenue and profits generated from PopsyCakes during the subsequent period thereto.

Plan of Operation

Through the years of learning and increasing experience, some of the Key Elements and Principles of the Business Model and Associated Plan include the following:

- Become one of the **'Top Ten'** pizza Franchises headquartered in the US
  - This would require > 1,000 stores

- **Revenue** sources to include:
  - Franchise Fees
  - 8% of Franchisee Revenue (major franchise's charge between 11 & 14%)
    1) 5% for Corporate
    2) 3% for Advertising and Customer Support Center
  - Vendor/Supplier Rebates
  - Stock Sales

- Three **Growth** propositions (both Franchised and Company owned)
  1) *'Organic'* – new store openings
  2) *Conversions* – existing independent stores
  3) *Acquisitions* -- both pizza/sub businesses as well as 'complimentary businesses' that could also become independent profit centers

- **'Brick and Mortar'** (buildings/structures) would **NOT** be important, but emphasis would be on product, building color scheme and 'look and feel,' Unique Pizza and Subs® signage, employee attire, etc.

- Store service option **Flexibility**, such as they can provide: (a) pick-up and delivery only, (b) sit-down and (a), (c) inclusion of wine, beer and/or liquor license

- Make a low **'Cost of Entry'** (franchise fee) and overall ongoing Affordability
  - Initial Franchise Fee established at $20K
  - Provide financing opportunities
  - Weekly fees tied to store revenues @ average of 5% below competitors
  - Individual (vs. quantity) pricing available for consumables such as shirts, hats, menu's business cards, gifts, etc.
  - Shared advertising fees

- Minimize Employee **Theft** of money and/or product through the use of Automation
  - Common <u>Point of Sale</u> system for all stores
  - Centralized toll free Call Center for ALL stores
  - Professional Customer Response Representatives for <u>Order Accuracy</u>
  - Product and Ingredient <u>Consumption</u> activities/histories matched to revenue
  - Accurate revenue and product <u>Usage Tracking</u>

- Improve store **Profits**
  - Up-selling to improve average 'order/ticket' price
  - Marketing

- ➢ Headcount Reduction
- ➢ Order Accuracy
- ➢ Volume-based Pricing and vendor Discounts
- ➢ Product Profitability Analysis

- A **Customer Loyalty Program** is required to reward great consumers and to stimulate those who may need incentives or had a less than satisfactory experience

- Minimize call **Order Time** without compromising **Order Accuracy**
  - ➢ Utilize Automated Call Directory (ACD) software tools
  - ➢ Corporate Enterprise system
  - ➢ Customer Data-base accuracy

- Product **Consistency** expected of major franchises, regardless of cook's expertise
  - ➢ Thorough Documentation
  - ➢ Timeless Training (Headquarters, Web-based and On-site)

Results of Operations

RESULTS OF OPERATIONS – Quarter Ended September 30, 2016

Revenues

UPZS revenue for the year ended September 30, 2016, was $218,759.

Operating Expenses

We had operating expenses of $51,950 for the quarter ended September 30, 2016. Our operating expenses include depreciation expense of $2,493, and other selling, general and administrative expenses in the amount of $33,027 in traveling and entertainment.

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Other Expenses

We had no other expenses for the year ended September 30, 2016.

Liquidity and Capital Resources

We had $10,215 in cash at September 30, 2016.

Net cash flows used in operating activities were $218,759 for the six months ended September 30, 2016. This is attributable to a net profit of $242,390 for the Quarter Ended

September 30, 2016 less depreciation expense of $1,993 for the six months ended September 30, 2016.

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There were no cash flows from investing activities for the nine months ended September 30, 2016.

Cash flows from financing activities were $214,169 received from investors during the six months ended September 30, 2016.

Item 7. Describe the Issuer's Facilities:

322 Mall Blvd #149
Monroeville PA 15146
UPZSCorp@gmail.com
724-600-4720
Fax: 412-281-4273
Website: www.uniquepizza.com

Item 8. Officers, Directors and Control Persons:

- **Names of Officers, Directors and Control Persons:**

James C. Vowler, Founder, President and CEO

William L. Vowler, GM and Vice President

Bala Indurti, COO

Michael Zakany Founder of JMS

Dr. M. S. Reddy Senior Advisor

Marc Falcone President of PopsyCakes

- **Legal/Disciplinary History:**

There are no current, past, pending and/or threatened legal proceedings and/or administrative actions either by or against the issuer that could have a material effect on the issuer's business, financial condition, or operations.

- **Beneficial Shareholders:**

No greater than 10% shareholders other than: James Vowler owns 23 million common and 20 million preferred shares. Dr. M.S. Reddy owns 7 million common and 2 million preferred shares.

Item 9. Third Party Providers:

Legal Counsel

Morrow HYPERLINK "http://www.otcmarkets.com/research/service-provider/Morrow-&-Kross-P.C.?id=596&b=n&filterOn=3"&HYPERLINK "http://www.otcmarkets.com/research/service-provider/Morrow-&-Kross-P.C.?id=596&b=n&filterOn=3" Kross, P.C.
304 Ross St.
Pittsburgh, PA 15219
United States

John Hanzel.
19245-G Liverpool Parkway
Cornelius, NC 28031
United States

Accountant or Auditor
Name: Tracy Lok, CPA
Firm: GreenTree Financial Group, Inc.
Address 1: 7951 S.W. 6th Street
Address 2: Suite 216
Phone: (954) 424-2345

Investor Relations Consultant
CapInc.net
45670 Warwick Dr
Macomb, MI 48044
Website: capinc.net

Other Advisor:

None

Item 10. Issuer Certification:

I, James C. Vowler, certify that:

- I have reviewed this Quarterly Report for Unique Pizza & Subs Corp. for the Quarter Ended September 30, 2016;

- Based on my knowledge, this Annual Report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statement made, in light of the circumstances under which such statement were made, not misleading with respect to the period covered by this year-end report; and

- 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 period presented in this Annual Report.

November 15, 2016

/s/ James C. Vowler
James C. Vowler
President & CEO