

# INITIAL INFORMATION AND DISCLOSURE STATEMENT

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

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And September 31, 2015 Dated: DECEMBER 20, 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.

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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 September 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](mailto: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 September 31, 2016 were filed separately. Management of the Company internally prepared these financial statements.



**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 past twelve months, our business operations have been carried out in three wholly-owned subsidiaries: Upper Street Activewear, Inc., Magmo, Inc. and New Haven Marketing, 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.

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

1. Officers and Directors Gordon McDougall President, CEO, CFO, Chairman, Secretary/Treasurer and Director
2. 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:

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(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

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ITEM 10. ISSUER CERTIFICATION I, Gordon McDougall, 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: December 20, 2016  
/s/ Gordon McDougall President