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

ASSETS

	March 31, 2017	December 31, 2016
CURRENT ASSETS		
Cash	$ 1,249	$ 755
Notes receivable	167,918	164,162
Subscriptions receivable	-	-
Inventory	21,000	21,000
Total Current Assets	190,167	185,917
PROPERTY PLANT AND EQUIPMENT, net	120,000	120,000
TOTAL ASSETS	$ 310,167	$ 305,917

LIABILITIES AND STOCKHOLDERS' DEFICIT

	March 31, 2017	December 31, 2016
CURRENT LIABILITIES		
Accounts payable and accrued expenses	$ 399,800	$ 342,018
Notes payable	146,100	139,350
Convertible notes payable	47,582	50,000
Notes payable - related party	24,000	24,000
Total Current Liabilities	617,482	555,368
TOTAL LIABILITIES	617,482	555,368
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; 100,000,000 shares authorized, at $0.0001 par value, 31,042,300 and 59,103,866 shares issued and outstanding, respectively	3,104	5,910
Additional paid-in capital	1,133,494	1,128,270
Accumulated deficit	(1,443,983)	(1,383,701)
Total Stockholders' Deficit	(307,315)	(249,451)
TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT	$ 310,167	$ 305,917

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, 2017	For the Three Months Ended March 31, 2016
REVENUES	$ -	$ -
COST OF SALES	-	-
GROSS PROFIT	-	-
OPERATING EXPENSES		
Salaries and wages	37,500	37,500
Professional fees	20,769	1,500
General and administrative	758	5,832
Total Operating Expenses	59,027	44,832
LOSS FROM OPERATIONS	(59,027)	(44,832)
OTHER EXPENSE		
Interest income	3,756	3,491
Interest expense	(5,011)	(4,655)
Total Other Expense	(1,255)	(1,164)
LOSS BEFORE INCOME TAXES	(60,282)	(45,996)
PROVISION FOR INCOME TAXES	-	-
NET LOSS	$ (60,282)	$ (45,996)
BASIC AND DILUTED LOSS PER SHARE	$ (0.00)	$ (0.00)
WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING	59,103,866	53,609,996

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, 2017	2016
OPERATING ACTIVITIES		
Net loss	$ (60,282)	$ (45,996)
Adjustments to reconcile net loss to net cash used by operating activities:		
Changes in operating assets and liabilities:		
Accounts receivable	-	-
Inventory	-	-
Accounts payable and accrued expenses	57,782	40,531
Net Cash Used in Operating Activities	(2,500)	(5,465)
INVESTING ACTIVITIES		
Purchase of equipment	-	-
Net Cash Used in Investing Activities	-	-
FINANCING ACTIVITIES		
Proceeds from notes payable	6,750	8,200
Proceeds from related party payables	-	-
Cash and interest on notes receivable	(3,756)	(3,492)
Net Cash Provided by Financing Activities	2,994	4,708
NET INCREASE IN CASH	494	(757)
CASH AT BEGINNING OF PERIOD	755	969
CASH AT END OF PERIOD	$ 1,249	$ 212
SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION		
CASH PAID FOR:		
Interest	$ -	$ -
Income taxes	$ -	$ -
NON CASH INVESTING ACTIVITIES:		
Common stock issued for debt	$ 2,418	$ -

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

Upper Street Marketing, Inc.

Notes to the Consolidated Financial Statements
March 31, 2017 (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.

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 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 statement 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 collections is reasonably assured.

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNT POLICIES (Continued)

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 March 31, 2017.

Recent Accounting Pronouncements
The Company has implemented all new accounting pronouncements that are in effect and the 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 $ 1,443,983 as of March 31, 2017. 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 100,000,000 common shares with a par value of $0.0001. As of March 31, 2017, there were 31,042,300 shares of common stock issued and outstanding.
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During the three-month period ended March 31, 2017, the Company issued 2,418,400 shares of common stock pursuant to the conversion of $2,418 in convertible notes payable. Additionally, the Company cancelled 30,479,966 shares of common stock,

Series A Preferred Stock
The Company is authorized to issue 10,000,000 shares of preferred stock with a par value of $0.0001. As of March 31, 2017, there were 700,000 preferred shares issued and outstanding.

NOTE 4 – NOTES RECEIVABLE

In November and December, 2015, the Company loaned an aggregate of $140,000 to an unrelated third-party entity. The note accrues interest at a rate of ten percent per annum and is due on demand. At March 31, 2017 accrued interest on the note totaled $18,918.

NOTE 5 – 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.

In November and December, 2015 the Company borrowed an aggregate of $28,500 from an unrelated third-party entity. The note accrues interest at a rate of ten percent per annum and is due on November 5, 2016.

On December 23, 2015 the Company borrowed $75,000 from a related party. The note balance accrues interest at a rate of ten percent per annum and is due on December 22, 2016.

During 2016 the Company borrowed a total of $35,850 from an unrelated third party entity. The notes accrue interest at a rate of ten percent per annum and have a one-year term.

During the three-month period ended March 31, 2017 the Company borrowed an aggregate of $6,750 from an unrelated third party entity. The notes accrue interest at a rate of ten percent per annum and have a one-year term. Additionally, the Company converted $2,418 in convertible notes into 2,418,400 shares of common stock.

NOTE 6 - 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.

Cancelled Merger Agreement
On June 22, 2016 the Company entered into an Agreement and Plan of Merger with Sprizzi Drink Company, a Nevada corporation. The Agreement outlined a triangular merger transaction whereby Sprizzi was to become a wholly-owned subsidiary of the Company. In July, 2016 the parties mutually agreed to rescind the Agreement, which had not yet become effective.

Acquisition of Ennoble Progressive Beverage Distribution, Inc.
On October 6, 2016 the Company entered into an Agreement to acquire Ennoble Progressive Beverage Distribution, Inc.

NOTE 7 - 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.