

OTC Pink Basic Disclosure

1) Name of the issuer and its predecessors:

Bayport International Holdings, Inc. (Current)
Exit Only, Inc. (2002)

2) Address of the issuer's principal executive offices.

Company Headquarters Address:

7633 E. 63 Place, Suite 300
Tulsa, Oklahoma 74135
Phone: 918-459-4595
Email: bayport@bayportinternational.com
Website: www.bayportinternational.com

IR Contact Address:

Pacific Equity Alliance, LLC.
4151 Mission Blvd., Suite 216
San Diego, CA 92109
858-886-7237
Email: info@pacificequityusa.com

3) Security Information:

Trading Symbol: BAYP
Exact title and class of securities outstanding: Common
CUSIP: 073068 108
Par or Stated Value: .001
Total shares authorized: 700,000,000 as of: 12/31/14
Total shares outstanding: 54,500,000 as of: 12/31/14

Additional class of securities:
Trading Symbol: BAYP
Exact title and class of securities outstanding: preferred
CUSIP: 073068 108
Par or Stated Value: .01
Total shares authorized: 25,000,000 as of: 12/31/14

Total shares outstanding: 24,000,000 as of: 12/31/14

Transfer Agent:

Holladay Stock Transfer
2939 North 67th Place
Scottsdale, Arizona 85251
Phone: 480-481-3940

The Transfer Agent is registered under the Exchange Act. 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

List any stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization either currently anticipated or that occurred within the past 12 months:

100:1 reverse stock split was completed during the third quarter of 2014.

4) Issuance History

Listed below are any events, in chronological order, which resulted in changes in total shares outstanding by the issuer in the past two fiscal years and any interim period. The list includes all offerings of equity securities, including debt convertible into equity securities, whether private or public, and all shares or any other securities or options to acquire such securities issued for services, describing the securities, the persons or entities to whom such securities were issued and the services provided by such persons or entities.

02/2013	270,000 shares *	non restricted
05/2013	400,000 shares *	non restricted
06/2013	500,000 shares *	restricted
06/2013	100,000 shares *	restricted
06/2013	1,000,000 shares *	non restricted
06/2013	626,420 shares *	restricted
06/2013	626,420 shares *	restricted
06/2013	650,000 shares *	non restricted
07/2013	2,500,000 shares *	non restricted
07/2013	1,250,000 shares *	non restricted
08/2013	1,300,000 shares *	non restricted
09/2013	1,400,000 shares *	non restricted
10/2013	782,840 shares *	non restricted
02/2014	1,600,000 shares *	non restricted
06/2014	2,300,000 shares *	non restricted
10/2014	12,000,000 shares *	restricted

Note: All shares represented with (*) are post stock split amounts.

5) **Financial Statements:**

Provided are the financial statements described below for the most recent fiscal year end or quarter end to maintain qualification for the OTC Pink Current Information tier.

A. Balance sheet;	Attached/Appended
B. Statement of income;	Attached/Appended
C. Statement of cash flows;	Attached/Appended
D. Financial notes;	Attached/Appended
E. Audit letter,	Not Applicable (currently in process)

The financial statements provided pursuant to this item have been prepared in accordance with US GAAP by persons with sufficient financial skills.

See OTC

Information contained in a Financial Report is considered current until the due date for the subsequent Financial Report. To remain in the OTC Pink Current Information tier, a company must post its Annual Report

within 90 days from its fiscal year-end date and Quarterly Reports within 45 days of its fiscal quarter-end date.

6) Describe the Issuer's Business, Products and Services:

Describe the issuer's business so a potential investor can clearly understand the company. In answering this item, please include the following:

A. a description of the issuer's business operations;

The Company is primarily involved in acquisitions of oil and gas interests and mining properties.

B. date and State (or Jurisdiction) of Incorporation:

February 2, 2005 - Nevada

C. the issuer's primary and secondary SIC Codes;

1311 Oil Gas
1041 Gold Ore

D. the issuer's fiscal year end date;

December 31

E. principal products or services, and their markets;

Oil & Gas

7) Describe the Issuer's Facilities

The Company currently rents office space on a month to month basis at: 7633 East 63rd Place, Suite 300, Tulsa, Oklahoma 74135

8) Officers, Directors, and Control Persons

The goal of this section is to provide an investor with a clear understanding of the identity of all the persons or entities that are involved in managing, controlling or advising the operations, business development and disclosure of the issuer, as well as the identity of any significant shareholders.

A. Names of Officers, Directors, and Control Persons. In responding to this item, please provide the names of each of the issuer's executive officers, directors, general partners and control persons (control persons are beneficial owners of more than five percent (5%) of any class of the issuer's equity securities), as of the date of this information statement.

Directors: James L. Porter
 Clay Franks
 Gina L. Porter

Officers: James L. Porter
 Clay Franks
 Gina L. Porter

Control Persons: James L. Porter - Preferred
 Clay Franks - Preferred
 Gina L. Porter - Preferred

B. Legal/Disciplinary History. Please identify whether any of the foregoing persons have, in the last five years, been the subject of:

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

No

2. The entry of an order, judgment, or decree, not subsequently reversed, 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 banking activities;

No

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.

No

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.

No

- C. Beneficial Shareholders. Provide a list of the name, address and shareholdings or the percentage of shares owned by all persons beneficially owning more than ten percent (10%) of any class of the issuer's equity securities. If any of the beneficial shareholders are corporate shareholders, provide the name and address of the person(s) owning or controlling such corporate shareholders and the resident agents of the corporate shareholders.

None

9) **Third Party Providers**

Please provide the name, address, telephone number, and email address of each of the following outside providers that advise your company on matters relating to operations, business development and disclosure:

Legal Counsel - Primary

Kenneth Bart

Bart & Associates, LLC

8400 East Prentice Avenue, Suite 1500

Greenwood Village, CO 80111

Phone: 720-226-7511

Email: kbart@kennethbartesq.com

Accountant or Auditor

Cameron Terry, CPA
M&K CPAS, PLLC
4100 N. Sam Houston Parkway W Suite 200B
Houston, TX 77086
Phone: 832-242-9950 ext 209
Fax: 832-242-9956
Email: cterry@mkacpas.com
Web Site: www.mkacpas.com

Investor Relations Consultant

Pacific Equity Alliance, LLC.
4151 Mission Blvd., Suite 216
San Diego, CA 92109
858-886-7237
Email: info@pacificequityusa.com

Other Advisor: Any other advisor(s) that assisted, advised, prepared or provided information with respect to this disclosure statement.

None

10. Issuer Certification

I, James L. Porter certify that:

1. I have reviewed this Annual Disclosure Statement of BAYP;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a 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
3. 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.

March 10, 2015

A handwritten signature in black ink, appearing to read 'J. L. Porter', with a large, stylized initial 'J'.

James L. Porter
President

Bayport International Holdings, Inc.
Balance Sheet
2014

	31-Mar	30-Jun	30-Sep	31-Dec
ASSETS				
Current Assets				
Checking/Savings	25,709	2,179	11,201	253
Mining Bond	<u>7,904</u>	<u>7,904</u>	<u>-5</u>	<u>-5</u>
Total Current Assets	33,613	10,083	11,196	248
Fixed Assets				
Skin Care Business	0	43,008	64,508	79,508
WV Gas System	0	0	15,000	23,015
Oil & Gas Projects	113,037	122,052	131,067	133,082
Capitalized Mining Expenses	315,065	315,065	315,065	315,065
Equipment	1,913	1,913	1,913	1,913
Accumulated Depreciation	<u>-4,092</u>	<u>-4,092</u>	<u>-4,092</u>	<u>-4,092</u>
Total Fixed Assets	425,923	477,946	523,461	548,491
Other Assets				
Start Up Costs	<u>15,711</u>	<u>15,711</u>	<u>15,711</u>	<u>15,711</u>
Total Other Assets	15,711	15,711	15,711	15,711
TOTAL ASSETS	475,247	503,739	550,368	564,450
LIABILITIES & EQUITY				
Liabilities				
STC	0	0	0	2,000
Loans	58,000	83,000	88,000	88,000
Accrued Wages Payable	<u>75,000</u>	<u>80,000</u>	<u>95,000</u>	<u>110,000</u>
Total Liabilities	133,000	163,000	183,000	200,000
Equity				
Capital Stock	914,191	914,191	964,191	1,000,191
Deficit Accumulated During the	-492,216	-492,216	-492,216	-492,216
Paid in Capital	267,800	343,800	343,800	343,800
Retained Earnings	-241,509	-256,509	-271,509	-487,217
Net Income	<u>-106,019</u>	<u>-168,527</u>	<u>-176,898</u>	<u>-108</u>
Total Equity	342,247	340,739	367,368	364,450
TOTAL LIABILITIES & EQUITY	475,247	503,739	550,368	564,450

Bayport International Holdings, Inc.

Profit & Loss

2014

	<u>Jan-Mar</u>	<u>Apr-Jun</u>	<u>Jul-Sep</u>	<u>Oct-Dec</u>	<u>Year End</u>
Ordinary Income/Expense					
Income					
<u>Oil & Gas</u>	<u>948</u>	<u>697</u>	<u>26,245</u>	<u>0</u>	<u>27,890</u>
Total Income	948	697	26,245	0	27,890
Expense					
Advertising and Promotion	2,599	4,006	972	1,310	8,887
Automobile Expense	0	0	0	2,500	2,500
Gasoline	366	2,133	100	0	2,599
Bank Service Charges	4	0	2	19	25
Computer Expenses	92	0	0	0	92
Depreciation Expense	341	0	0	0	341
Internet and Web	10	375	15	120	520
Legal Fees	0	780	965	0	1,745
Meals and Entertainment	106	26	0	19	152
Mining Fees	0	150	0	0	150
Miscellaneous Expense	613	0	0	0	613
Office Supplies	0	0	98	20	117
Oil & Gas Exploration	0	0	-912	0	-912
Postage and Delivery	105	168	193	298	764
Press Releases	0	0	1,300	200	1,500
Professional Fees	95,247	55,049	26,045	18,260	194,601
Public Company Fees & Expenses					
Transfer Agent	1,625	0	1,650	0	3,275
OTC	2,100	0	2,315	0	4,415
Registered Agent	114	0	64	0	178
Public Company Fees - Other	3,119	0	948	0	4,067
Rent Expense	525	517	511	834	2,386
Telephone	0	0	351	230	581
Total Expense	106,967	63,204	34,617	23,810	228,598
Net Ordinary Income	-106,019	-62,508	-8,372	-23,810	-200,708
Net Income	-106,019	-62,508	-8,372	-23,810	-200,708

Bayport International Holdings, Inc.
Cash Flow
2014

	Jan-Mar	Apr-Jun	Jul-Sep	Oct-Dec
OPERATING ACTIVITIES				
Net Income	-106,019	-62,508	-8,372	-23,810
Adjustments to reconcile Net Income to net cash provided by operations				
Mining Bond	0	0	7,909	0
Loan	53,000	25,000	5,000	2,000
Accrued Wages Payable	<u>-85,000</u>	<u>5,000</u>	<u>15,000</u>	<u>15,000</u>
Net cash provided by Operating Activities	-138,019	-32,508	19,537	-6,810
INVESTING ACTIVITIES				
Accumulated Depreciation	341	0	0	0
Oil & Gas Projects	0	9,015	-24,015	-10,030
Skin Care Business	<u>0</u>	<u>43,008</u>	<u>-21,500</u>	<u>-15,000</u>
Net cash provided by Investing Activities	341	52,023	-45,515	-25,030
FINANCING ACTIVITIES				
Capital	77,000	76,000	50,000	36,000
Retained Earnings	<u>85,000</u>	<u>-15,000</u>	<u>-15,000</u>	<u>-15,000</u>
Net cash provided by Financing Activities	162,000	61,000	35,000	21,000
Net cash increase for period	24,322	-23,531	9,022	-10,840
Cash at beginning of period	<u>1,387</u>	<u>25,709</u>	<u>2,179</u>	11,201
Cash at end of period	25,709	2,179	11,201	361

Bayport International Holdings, Inc.
A Development Stage Company
Notes to the Consolidated Compiled Financial Statements

December 31, 2014

Nature of Operations

Bayport International Holdings, Inc. (the "Company") was formed as Exit Only, Inc., a Nevada corporation on February 8, 2005. The company changed its name to Bayport International Holdings, Inc., in early 2012. The Company's corporate office is located in Las Vegas, Nevada and they also have a satellite office in Tulsa, OK.

Bayport International Holdings, Inc. is in the process of acquiring and commercially exploiting various prospective oil and natural gas properties throughout the Northeastern and Midwestern United States primarily in Texas and Pennsylvania.

Cosmic American Rare Earth, Inc., a Nevada corporation and Bayport subsidiary acquired certain mineral claims in Utah from third parties and is evaluating the feasibility of commercial exploitation for various minerals claims.

At present, Bayport's business will be primarily focused upon the commercial exploitation of various oil and gas opportunities.

The Company has retained the services of Ken Bart of Bart & Associates, LLC, to compile and submit a Form 10 filing working toward SEC Fully Reporting Status and OTCQB up listing. We have supplied our attorney with business plan, Industry Standard Asset Questionnaire, Articles of Incorporation, Bylaws, Meeting Notes and Amendments.

The Company has retained the accounting services of M&K CPAS, PLLC, to perform an audit of the Company's financials in order to achieve Fully Reporting Status by the end of the 4th Quarter. Our auditor has received 3 years bank statements, digital financial documentation, permission forms to speak to all associated banks, transfer agent and other financial institutions, mining bonds, asset valuations, and a series of receipts and invoices for cash payment support. As they request additional documentation we will promptly provide the requested information.

It has been the goal of the Company since inception to become SEC Fully Reporting. This brings a level of trust and transparency that can be gained only with the assistance from an SEC Attorney to file the Form 10 and a CPA/Auditor to conduct a comprehensive audit of the company's financials. We feel that this move is best for current and future shareholders.

Summary of Significant Accounting Policies

Cash and Cash Equivalents

For the purpose of the statement of cash flows, the company considers all short-term debt securities purchased with a maturity of three months or less to be cash equivalents.

Property and Depreciation

Expenditures for additions and improvements are capitalized at cost. Maintenance and repairs are expensed as incurred. Depreciation is computed using the straight-line method, based upon the estimated useful lives of the related assets.

Revenue Recognition

The Company's revenue will be derived from the sale of oil, natural gas, and minerals. Revenue will be recognized when the income is earned.

Use of Estimates

The preparation of financial statements requires management to make estimates and assumptions that affect reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

Income Taxes

Income taxes will be provided for the tax effects of transactions reported in the financial statements and will consist of taxes currently due plus deferred taxes for operating losses that are available to offset future taxable income.

Facilities

The company is currently utilizing rented office space at 7633 East 63rd Place, Tulsa, Oklahoma.

Shareholders' Equity

The company has authorized 700,000,000 common shares, par value \$.001 per share. As of December 31, 2014, there were 54,500,000 common shares issued and outstanding.

The Company has authorized 25,000,000 preferred shares, par value \$.001 per share. As of December 31, 2014 the company had issued a total of 24,000,000 shares of preferred stock to its officers and directors in lieu of compensation. These shares have 1,000 votes for each share, for a total of 24,000,000,000 votes. If the Shareholder converts these shares to common shares, they convert on a one-to-one basis.

Rights as to dividends, return of capital, redemption, conversion, voting, and otherwise with respect to the preference of shares may be determined by the Company's Board of Directors on or before the time of issuance. In the event of the liquidation of the Company, the holders of

any preference shares then outstanding would be entitled to payment to them of the amount for which the preference shares were subscribed and any unpaid dividends prior to any payment to the common shareholders.

Receivables and Related Party Transactions

None

Subsequent Events

Management has evaluated subsequent events through March 10, 2015 the date which the financial statements were available to be issued.

There were no significant subsequent events.