



## Table of Contents

### Part A General Company Information

Item I The exact name of the issuer and its predecessor (if any).	.....
Item II The address of the issuer's principal executive offices.	.....
Item III The jurisdiction(s) and date of the issuer's incorporation or organization.	.....

### Part B Share Structure

Item IV The exact title and class of securities outstanding.	.....
Item V Par or stated value and description of the security.	.....
Item VI The number of shares or total amount of the securities outstanding for each class of securities authorized.	.....

### Part C Business Information

Item VII The name and address of the transfer agent.	.....
Item VIII The nature of the issuer's business	.....
Item IX The nature of products or services offered.	.....
Item X The nature and extent of the issuer's facilities.	.....

### Part D Management Structure and Financial Information

Item XI The name of the chief executive officer, members of the board of directors, as well as control persons	.....
Item XII Financial information for the issuer's most recent fiscal period.	.....
Item XIII Similar financial information for such part of the two preceding fiscal years as the predecessor has been in existence.	.....
Item XIV Beneficial Owners.	.....
Item XV The name, address, telephone number, and email address of each of the following outside providers that advise the issuer on matters relating to the operations, business development and disclosure:	.....
Item XVI Management's Discussion and Analysis or Plan of Operation.	.....

### Part E Issuance History

Item XVII List of securities offerings and shares issued for services in the past two years.	.....
--	-------

### Part F Exhibits

Item XVIII Material Contracts.	.....
Item XIX Articles of Incorporation and Bylaws.	.....
Item XX Purchases of Equity Securities by the Issuer and Affiliated Purchasers.	.....
Item XXI Issuer's Certifications.	.....

### Section Two: Issuers' Continuing Disclosure Obligations

#### Quarterly Reporting Obligations

Item 1 Exact name of the issuer and the address of its principal executive offices.	.....
Item 2 Shares outstanding.	.....
Item 3 Interim financial statements.	.....
Item 4 Management's discussion and analysis or plan of operation.	.....
Item 5 Legal proceedings.	.....
Item 6 Defaults upon senior securities.	.....
Item 7 Other information.	.....
Item 8 Exhibits.	.....
Item 9 Certifications.	.....

#### Annual Reporting Obligations

#### Current Reporting Obligations

1. Entry into a Material Definitive Agreement.	.....
2. Termination of a Material Definitive Agreement.	.....
3. Completion of Acquisition or Disposition of Assets, Including but not Limited to Mergers.	.....
4. Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of an Issuer	.....
5. Triggering Events That Accelerate or Increase a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement.	.....
6. Costs Associated with Exit or Disposal Activities.	.....
7. Material Impairments.	.....
8. Sales of Equity Securities.	.....
9. Material Modification to Rights of Security Holders.	.....
10. Changes in Issuer's Certifying Accountant.	.....
11. Non-Reliance on Previously Issued Financial Statements or a Related Audit Report or Completed Interim Review.	.....
12. Changes in Control of Issuer.	.....
13. Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.	.....
14. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.	.....
15. Amendments to the Issuer's Code of Ethics, or Waiver of a Provision of the Code of Ethics.	.....

## **Part A General Company Information**

**Item I** The exact name of the issuer and its predecessor. Cal Bay International, Inc

**Names used by predecessor entities in the past five years and the dates of the name changes.**

F/K/A Cal-Bay Controls, Inc	03/08/2001
F/K/A Var-Jazz Entertainment, Inc	12/08/1998

**Item II The address of the issuer's principal executive offices.**

2400 N Tenaya Way  
Las Vegas, NV, 89128  
Phone: 866-501-8564  
Website: [www.calbayinternational.net](http://www.calbayinternational.net)  
Investor Relations: [ir@calbayinternational.net](mailto:ir@calbayinternational.net)

**Name, title, and address of all officers of CBYI**

Kevin Denniston, Chairman of the Board and Acting CEO, President, Secretary, and Treasurer

**Name and address of all members of the Board or Directors**

Kevin Denniston, Chairman of the Board and Acting CEO, President, Secretary, and Treasurer

Address for all is 2400 N Tenaya Way, Las Vegas, NV, 89128

**Cal Bay International Investor Relations**

Email [ir@calbayinternational.net](mailto:ir@calbayinternational.net)

**Item III** The jurisdiction(s) and date of the issuer's incorporation or organization.

A Nevada Corporation      Originally incorporated: 12/08/1998

**Item IV** The exact title and class of securities outstanding. Common Shares, CUSIP #: 12802P208 Symbol: CBYI, Preferred Series A, B, and C

**Item V** Par or stated value and description of the security. Common Stock: \$.001 Par Value

### **B. Common or Preferred Stock.**

**1. For common equity, describe any dividend, voting and preemption rights.**

Common stock - The shares of common stock presently outstanding, and any shares of common stock issued upon exercise of stock options and/or warrants, will be fully paid and non-assessable. Each holder of common stock is entitled to one vote for each share owned on all matters voted on by shareholders, and a majority vote is required for all actions to be taken by shareholders, with the exception that a plurality is required for the election of directors. The common stock has no preemptive rights, no cumulative voting rights, and no redemption, sinking fund, or conversion provisions. Since the holders of common stock do not have cumulative voting rights, holders of more than 50% of the outstanding shares can elect all directors, and the holders of the remaining shares by themselves cannot elect any directors. Holders of common stock are entitled to receive dividends, if and when declared by the board of directors, out of funds legally available for such purpose, subject to the dividend and liquidation rights of any preferred stock that may then be outstanding.

**2. For preferred stock, describe the dividend, voting, conversion and liquidation rights as well as redemption or sinking fund provisions:**

Series A Preferred – 1000 to 1 Voting Power, 1000 to 1 Conversion into Common Shares. Full board approval required before conversion. No redemption or sinking fund provisions.

Series B Preferred – 1 to 1 voting power, and 1 to 1 conversion. Full board approval required before conversion. No redemption or sinking fund provisions.

Series C Preferred – 1,000,000 to 1 voting power, and 1000 to 1 conversion. Full board approval required before conversion. No redemption or sinking fund provisions.

**Dividend Policy:** The current intention of the Board is to retain future earnings, if any, to finance the expansion of business and does not anticipate paying cash dividends on common shares for the foreseeable future. The Company may not have sufficient funds to legally pay dividends, and if funds are legally available the Board has sole discretion in deciding to, or not to, pay dividends. Holders of common stock are entitled to receive dividends, if and when declared by the board of directors, out of funds legally available for such purpose, subject to the dividend and liquidation rights of any preferred stock that may then be outstanding.

**Material rights of common or preferred stockholders.**

None

**Describe any provision in issuer's charter or by-laws that would delay, defer or prevent a change in control of the issuer.**

None

**Item VI** The number of shares or total amount of the securities outstanding for each class of securities authorized.

As of period end date December 31<sup>st</sup>, 2011, information for the Common Shares is;

• **Outstanding Shares**

2,389,862,272 as of Dec, 31<sup>st</sup>, 2011

• **Authorized Shares**

6,000,000,000 as of Dec, 31<sup>st</sup>, 2011

• **Float(shares)**

1,689,819,055 as of Dec, 31<sup>st</sup>, 2011

• **Number of Shareholders of Record**

2600 as of Dec 31<sup>st</sup>, 2011

As of period end date December 31<sup>st</sup>, 2011 information for the Preferred Shares is:

Series A Preferred – Non-Tradable Control Shares

50,000,000 Authorized – 45,789,384 outstanding – 2 Shareholders of Record

Series B Preferred – Non-Tradable Shares

1,000,000 Authorized – 0 outstanding – 0 Shareholders of Record

Series C Preferred – Non-Tradable Shares

4,000,000 Authorized - 3,261,358 outstanding – 3 Shareholders of record.

**Part C Business Information**

**Item VII The name and address of the transfer agent.**

First American Stock Transfer - transfer agent is registered under the Exchange Act, and state of Arizona. 4747 N. 7th St., Suite 170, Phoenix, AZ, 85014 Phone: 602-485-1346 Contact is Salli Marinov

**Item VIII The nature of the issuer's business.**

A. Acquisition and Development, management and sales of General Real Estate. Acquisition and Development of Potential Green Energy Solutions.

1. The form of organization of the issuer; Corporation
2. The year that the issuer was organized; 1998
3. The issuer's fiscal year end date; December 31
4. Whether the issuer (or any predecessor) has been in bankruptcy, receivership or any similar proceeding; No
5. Any material reclassification, merger, consolidation, or purchase or sale of a significant amount of assets; No
6. Any default of the terms of any note, loan, lease, or other indebtedness or financing arrangement requiring the issuer to make payments; No
7. Any change of control; No
8. Any increase of 10% or more of the same class of outstanding equity securities

No

9. Any past, pending or anticipated stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization;

No Anticipated Stock Split. Company may acquire companies in the "Green Sector"

10. Any delisting of the issuer's securities by any securities exchange or deletion from the OTC Bulletin Board; No
11. Any current, past, pending or threatened legal proceedings or administrative actions either by or against the issuer that could have a material effect on the issuer's business, financial condition, or operations and any current, past or pending trading suspensions by a securities regulator. State the names of the principal parties, the nature and current status of the matters, and the amounts involved. No

## B. Business of Issuer

1. The issuer's primary and secondary SIC Codes; 4900 ELECTRIC, GAS & SANITARY SERVICES, 4955 HAZARDOUS WASTE MANAGEMENT, 6500 REAL ESTATE

2. Is the company in the development stage, or is currently conducting operations;

Currently Conducting Operations

3. Whether the issuer is or has at any time been a "shell company"; NO

4. The names of any parent, subsidiary or affiliate of the issuer, and its business purpose, its method of operation, its ownership, and whether it is included in the financial statements attached to this disclosure statement; All items listed below are subsidiaries of CBYI and are run as separate business units... the financial statement below is inclusive of all separate business units listed:

a. Cal Bay Real Estate Acquisition Division, Cal Bay's RE Acquisition Division oversees and locates properties for the Company. The Division locates property in several ways: 1) A established network of Real Estate Brokers and Salesman provide leads to the company. 2) Direct Customer Contact, The Company investigates areas where it feels property may be worth investing in, and contacts the owner directly. The company is also pursuing placing advertisements to solicit property owners wishing to sell property.

b. Cal Bay Green Division, Cal Bay's Green Division oversees and locates Green Technologies. More Specifically the Company is actively pursuing areas such as Waste to Energy, Waste Liquids to Energy, and Recycling of various goods. The Green Division works along side the RE division to acquire property for new Green Startup Companies and purchases the property of existing Green Companies.

5. The effect of existing or probable governmental regulations on the business; Currently Cal Bay does not see any probable governmental regulations affecting its business in a negative way. Recent reinstatement of Tax Credits in the Green Sector should help increase profitability for Cal Bay International.

6. An estimate of the amount spent during each of the last two fiscal years on research and development activities, and, if applicable, the extent to which the cost of such activities are borne directly by customers; estimated amount spent \$0. No monies are borne directly from customers. Company does plan on engaging in R&D activities beginning Q1 of 2012 in areas related to the Green Sector.

7. Costs and effects of compliance with environmental laws (federal, state and local); Currently Cal bay International is not affected by any federal, state or local environmental laws and has no costs related to this. Environmental laws and regulations, both at the federal and state level, are subject to change and changes can be required retroactively. Consequently, a requirement to invest or spend considerable resources to comply with future environmental regulations, or new or modified interpretations of those regulations, may reduce profitability and result in the loss of some or all of investors' funds.

8. The number of total employees and number of full-time employee. Total employees - 3 Full time Employees – 2

Item IX The nature of products or services offered.

Products and services of the issuer:

Principal products or services, and their markets;

- Real Estate Sales and Rentals - Facilitating the sale, or rental of Commercial or Residential property in the United States. We market through licensed Brokerages and Advertisement.
- Property Acquisition – Facilitating the acquisition of Real Property to be sold within 90 days of acquisition or Acquiring property for Startup Companies in exchange for rent or percentage of revenue.
- Consulting Services to individuals and/or businesses.



## Projects in Process for Cal Bay International

a) The Company is involved with a Landfill waste & Foliage to Power (Electricity) processing; waste processing operations are anticipated to begin as soon as this month at an Arizona transfer station facility. Current projection for processing is 25 Tons of waste daily which is expected to generate 12KW/Hours per day of clean electricity into the Grid.

b) The Company is involved in the construction of an "Alternative" fuels processing refinery using waste oils and foliage for the production of Methanol that will then be converted to Bio-Fuels.

### **B. Distribution methods of the products or services;**

1) In-house Representatives 2) Real Estate Brokerages 3) Advertisements in Print Media

### **C. Status of any publicly announced new product or service;**

The Company is actively working in the acquisition of a property to place its recently acquired Green Technology.

### **D. Competitive business conditions, the issuer's competitive position in the industry, and methods of competition;**

Real Estate Investment is one of the oldest industries that currently exist. Recently due to the market crash in 2008 a large number of investors have entered the marketplace, thus making acquisition very competitive. Many experts feel that the market is beginning to turn around, and Cal Bay is positioning itself to be ready when this occurs.

Cal Bay sets itself apart from its competition using a few techniques;

1) Land Purchase for Percentage of Business Ownership – The Company feels that a hedge in the current volatile real estate market is to combine acquisitions with taking a percentage of a Startup Co. Currently Cal Bay is acquiring property for several Green startup companies.

2) Extensive Research of Areas of Purchase – Calbay has a specific list of standards that each property needs to meet.

### **D. Sources and availability of manufacture of hard assets and the names of principal suppliers; These are closely held company secrets and have great value**

### **E. Dependence on one or a few major customers;**

Cal Bay International has positioned itself and will continue to position itself so that it WILL NOT have a dependence on one or few major customers.

### **G. Patents, trademarks, licenses, franchises, concessions, royalty agreements or labor contracts, including their duration;**

Cal Bay International is in negotiations for the rights to several trademarks related to the Green Sector: Currently it holds NONE.

### **H. The need for any government approval of principal products or services and the status of any requested government approvals. n/a**

Item X The nature and extent of the issuer's facilities.

The goal of this section is to provide a potential investor with a clear understanding of all assets, properties or facilities owned, used or leased by the issuer. In responding to this item, please clearly describe the assets, properties or facilities of the issuer, give the location of the principal plants and other property of the issuer and describe the condition of the properties. If the issuer does not have complete ownership or control of the property (for example, if others also own the property or if there is a mortgage on the property), describe the limitations on the ownership.

The Management of CBYI has signed a lease at 2400 Tenaya Way. in Las Vegas Nevada. This location has multiple offices and mainly serves as a place to hold board meetings to discuss company affairs.

**Part D Management Structure and Financial Information**

**Item XI The name of the chief executive officer, members of the board of directors, as well as 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. Kevin Denniston – Chairman of the Board, Acting CEO, President

**Kevin Denniston - Chairman of the Board and Acting CEO, President, Secretary, and Treasurer**

**Business Address - 2400 Tenaya Way, Las Vegas, NV, 89128**

Kevin Denniston is a born leader who excels at reorganizing companies under difficult conditions. Mr. Denniston has years of successful experience in the reorganization and the turnaround of companies. Mr. Denniston obtained his experience during service for The United States Marines. After service he obtained a degree from the University of Nevada Las Vegas. Mr. Denniston hopes to utilize his Service in the Marines to help Cal Bay obtain Green Government Contracts and transition the company towards The Green Movement.

Mr. Denniston currently receives no pay and has no shares of the Company.

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); None
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; None
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; or None
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. None

C. Disclosure of Family Relationships. Describe any family relationships among and between the issuer's directors, officers, persons nominated or chosen by the issuer to become directors or officers, or beneficial owners of more than five percent (5%) of the any class of the issuer's equity securities. None

D. Disclosure of Related Party Transactions. Describe any transaction during the issuer's last two full fiscal years and the current fiscal year or any currently proposed transaction, involving the issuer, in which (i) the amount involved exceeds the lesser of \$120,000 or one percent of the average of the issuer's total assets at year-end for its last three fiscal years and (ii) any related person had or will have a direct or indirect material interest. Disclose the following information regarding the transaction:

1. The name of the related person and the basis on which the person is related to the issuer; None

2. The related person's interest in the transaction; None

3. The approximate dollar value involved in the transaction (in the case of indebtedness, disclose the largest aggregate amount of principal outstanding during the time period for which disclosure is required, the amount thereof outstanding as of the latest practicable date, the amount of principal and interest paid during the time period for which disclosure is required, and the rate or amount of interest payable on the indebtedness); N/A

4. The approximate dollar value of the related person's interest in the transaction; and N/A

5. Any other information regarding the transaction or the related person in the context of the transaction that is material to investors in light of the circumstances of the particular transaction. None to all

E. Disclosure of Conflicts of Interest. Describe any conflicts of interest. Describe the circumstances, parties involved and mitigating factors for any executive officer or director with competing professional or personal interests. None to all

Item XII Financial information for the issuer's most recent fiscal period.

The issuer must state in its disclosure statement that such financial statements are incorporated by reference.

This compilation was completed by  
Cal Bay International, Inc.

- 1) Balance Sheet
- 2) Statement of Income
- 3) Statement of Cash Flow
- 4) Statement of changes in stockholders' equity;

**CAL-BAY INTERNATIONAL, INC AND SUBSIDIARIES**  
**UNAUDITED CONSOLIDATED BALANCE SHEET**  
**(CONDENSED FINANCIAL STATEMENTS)**

	12/31/11	12/31/10	12/31/09
<b>ASSETS</b>			
<b>Current Assets</b>			
Checking/Savings	\$ 3,758	\$ 1,324	\$ 3,639
Accounts Receivable-Trade			
Investment in Foreign Currency	\$ 130	\$ 130	
Total Current Assets	<u>\$ 3,758</u>	<u>\$ 1,454</u>	<u>\$ 3,639</u>
<b>PROPERTY &amp; EQUIPMENT</b>			
Residences for Retention	\$ 256,583	\$ 256,583	\$ 256,583
Computer and Office Equipment	\$ 20,000		
Furniture and Fixtures	\$ 15,000		
Vehicles			
(Less) accumulated depreciation			
Total Property & Equipment	<u>\$ 291,583</u>	<u>\$ 256,583</u>	<u>\$ 256,583</u>
<b>OTHER ASSETS</b>			
Deposits			
Tax & Insurance Deposit	\$ 37	\$ 37	\$ 38
Real Estate			
RE Purchased with Suisse 3M LOC	\$ -		
Aspen Cove Resort		\$ 125,000	\$ 125,000
Total Other Assts	<u>\$ 37</u>	<u>\$ 125,037</u>	<u>\$ 125,038</u>
<b>TOTAL ASSETS</b>	<u><b>\$ 295,378</b></u>	<u><b>\$ 383,074</b></u>	<u><b>\$ 385,260</b></u>
<b>LIABILITIES</b>			
<b>CURRENT LIABILITIES</b>			
Accounts Payable	\$ 269,757	\$ 234,757	\$ 215,690
Mortgages	\$ 139,794	\$ 139,794	\$ 144,792
Total Current Liabilities	<u>\$ 409,551</u>	<u>\$ 374,551</u>	<u>\$ 360,482</u>
<b>LONG TERM LIABILITIES</b>			
Loans from Shareholder	\$ 642,948	\$ 642,948	\$ 642,948
Loans-Others	\$ 777,225		
Loans-Others	\$ 153,544	\$ 153,544	\$ 144,525
Convertible Notes	\$ 650,772	\$ 650,772	\$ 650,772
Suisse 3M LOC	\$ -		
Loans from Investors	\$ 943,000	\$ 943,000	\$ 943,000
Aspen Cove Debt		\$ 1,612,650	\$ 1,612,650
Total Long Term Liabilities	<u>\$ 3,167,489</u>	<u>\$ 4,002,914</u>	<u>\$ 3,993,895</u>
<b>Total Liabilities</b>	<u><b>\$ 3,577,040</b></u>	<u><b>\$ 4,377,465</b></u>	<u><b>\$ 4,354,377</b></u>
<b>Stockholder' Equity</b>			
Capital	\$ 29,712,101	\$ 29,712,101	\$ 29,693,637
Common Stock-\$.001 par value			
Authorized -1,294,862,272 shares			
Issued & Outstanding	\$ 1,294,862	\$ 584,246	\$ 573,988
Preferred Stock, series A-\$.001 par Value			
Authorized-55,000,000 Shares			
Issued & Outstanding 45,879,384	\$ 45,879	\$ 46,200	\$ 46,200
Preferred Stock, series B			
Authorized-1,000,000 Shares			
Issued and Outstanding - None			
Preferres Stock, Series C			
Authorized - 4,000,000			
Issued and Outstanding -	\$ 3,261	\$ 3,261	\$ 3,261
Stock Options	\$ 2,167,000	\$ 2,167,000	\$ 2,167,000
Retained Earnings	\$ (36,424,787)	\$ (36,370,791)	\$ (35,927,684)
Net Income	\$ 2,434	\$ (53,996)	\$ (443,107)
Less Treasury Stock at Cost	<u>\$ (82,412)</u>	<u>\$ (82,412)</u>	<u>\$ (82,412)</u>
<b>Total Equity</b>	<u><b>\$ (3,281,662)</b></u>	<u><b>\$ (3,994,391)</b></u>	<u><b>\$ (3,969,117)</b></u>
<b>TOTAL LIABILITIES AND STOCKHOLDERS EQUITY</b>	<u><b>\$ 295,378</b></u>	<u><b>\$ 383,074</b></u>	<u><b>\$ 385,260</b></u>

**CAL-BAY INTERNATIONAL, INC AND SUBSIDIARIES**  
**UNAUDITED CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**(CONDENSED FINANCIAL STATEMENTS)**

	12/31/11	12/31/10	12/31/09
<b>OPERATING ACTIVITIES</b>			
Net Income	\$ 2,434	\$ (53,996)	\$ (443,107)
Adjustments to reconcile Net Income to net cash provided by operations:			
Net cash provided by Operating Activities	\$ 2,434	\$ (53,996)	\$ (443,107)
<b>FINANCING ACTIVITIES</b>			
Increase (decrease) in Accounts Payable	\$ 31,930	\$ 19,068	\$ 214,050
Increase (decrease) in Office Equip/Furniture	\$ 35,000		
Investment in Foreign Currency		\$ (130)	
Other Loans	\$ (777,225)	\$ 9,019	\$ 144,524
Net cash provided by Financing Activities	\$ (710,295)	\$ 27,957	\$ 358,574
Net cash increase for period	\$ (707,861)	\$ (26,039)	\$ (84,533)
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>			
Retention Property			\$ (256,620)
Net Cash provided (used) from Investing Activities			\$ (256,620)
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>			
Retention Property		\$ (4,998)	\$ 144,792
Stock Activity	\$ 710,295	\$ 28,722	\$ 200,000
Net cash provided (used) from Financing Activities	\$ 710,295	\$ 23,724	\$ 344,792
<b>NET INCREASE (DECREASE) IN CASH EQUIVALENTS</b>	<b>\$ 2,434</b>	<b>\$ -</b>	<b>\$ (2,315)</b>
			<b>\$ 3,639</b>
Cash at beginning of period	\$ 1,324	\$ 3,639	\$ -
Cash at end of period	<u>\$ 3,758</u>	<u>\$ 1,324</u>	<u>\$ 3,639</u>

F4

**CAL-BAY INTERNATIONAL, INC AND SUBSIDIARIES**  
**UNAUDITED CONSOLIDATED STATEMENT OF OPERATIONS**  
**Profit and Loss**  
**(CONDENSED FINANCIAL STATEMENTS)**

	<u>Jan-Dec 2011</u>	<u>Jan - Dec 2010</u>	<u>Jan - Dec 09</u>
Ordinary Income/Expense			
Income			
Rental Income	\$ 6,540	\$ 3,448	\$ 11,461
Commission Income	\$ -	\$ -	\$ -
Total Income	<u>\$ 6,540</u>	<u>\$ 3,448</u>	<u>\$ 11,461</u>
Cost of Goods Sold			
Cost of Goods Sold-Sales			
Commission Expense			
Total Cost of Goods Sold	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>
Gross Profit	<u>\$ 6,540</u>	<u>\$ 3,448</u>	<u>\$ 11,461</u>
Expense			
General & Administrative	\$ 2,506	\$ 10,027	\$ 74,269
Professional Fees	\$ 1,600	\$ 47,418	\$ 380,300
Total Expense	<u>\$ 4,106</u>	<u>\$ 57,445</u>	<u>\$ 454,569</u>
Net Ordinary Income	<u>\$ 2,434</u>	<u>\$ (53,997)</u>	<u>\$ (443,108)</u>
Net Income (Loss)	<u><u>\$ 2,434</u></u>	<u><u>\$ (53,997)</u></u>	<u><u>\$ (443,108)</u></u>

**F3**

Cal Bay International  
Stockholders Equity Statement  
Unaudited

**CAL-BAY INTERNATIONAL, INC AND SUBSIDIARIES**  
**Statement of Stockholders' Equity (Deficit)**

	Balance December 31, 2008	December 31, 2008							Retained Earnings (Deficit)	Total
	Capital	Stock Option	Treasury Stock	Common Stock	Preferred Stock A	Preferred Stock C			(35,927,684)	29,712,101
Balance December 31, 2008	29,693,637									
Loss Twelve Months Ended December 31, 2009										
Stock Options Ended December 31, 2009		2,167,000							(443,107)	(443,107)
Common Stock Year Ended December 31, 2009				573,988						573,988
Preferred Stock, series A Year Ended December 31, 2009					46,200					46,200
Preferred Stock, series C Year Ended December 31, 2009						3,261				
Less Treasury Stock at Cost			(82,412)							
<b>Balance January 1, 2010</b>										
	\$ 29,693,637	\$ 2,167,000	\$ (82,412)	\$ 573,988	\$ 46,200	\$ 3,261	\$ (36,370,791)	\$ (3,969,117)		
Profit Twelve Months Ended December 31, 2010										
Common Stock Twelve Months Ended December 31, 2010				10,258				(53,996)	(53,996)	(53,996)
Additional Paid in Capital December 31, 2010	18,464									18,464
<b>Balance January 1, 2011</b>										
	\$ 29,712,101	\$ 2,167,000	\$ (82,412)	\$ 584,246	\$ 46,200	\$ 3,261	\$ (36,424,787)	\$ (3,994,391)		
Profit Three Months Ended March 31, 2011										
Common Stock Issued Three Months Ended March 31, 2011				710,616				2,434	2,434	710,616
Preferred Stock Series A Ended March 31, 2011					(321)					(321)
<b>Balance January 1, 2012</b>										
	\$ 29,712,101	\$ 2,167,000	\$ (82,412)	\$ 1,294,862	\$ 45,879	\$ 3,261	\$ (36,422,353)	\$ (3,281,662)		



## 5) financial notes

### **NOTE 1 - ORGANIZATION AND DEVELOPMENT OF BUSINESS**

Cal Bay International ("The Company") was originally formed in NEVADA in 2001. In 2001, the Company acquired Cal Bay Controls, A Nevada Corporation.

The resulting company changed its name to Cal Bay International, A Nevada Corporation trading on the over the counter or "Pink Sheets" market. The Company is engaged in the acquisition, development, management and sale of Real Property

The Company is a development state enterprise since it has not generated significant revenue from the sale of its products from its inception. The Company has been devoted to following its business plan and increasing brand name awareness. Accordingly the financial statements have been prepared in accordance with the provisions of Statement of Financial Accounting Standard (SFAS) Number 7, "Accounting and Reporting by Development Stage Enterprises".

### **NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

The financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America

**Use of Estimates** The Company prepares financial statements in conformity with generally accepted accounting standards which requires management to make estimates and assumptions that affect the reported amounts and disclosures. Although these estimates are based on management's knowledge of events and actions it may undertake in the future, actual results may differ from those estimates.

**Cash and Cash Equivalents** The Company considers all highly liquid investments with maturities of three months or less when acquired, to be cash equivalents. As of December 31 , 2011 management has not made any such investments.

### **NOTE 3 - NOTES PAYABLE**

Notes payable consist of the following:

A non-interest bearing note for \$650,722 commencing April 21st , 2009 payable to a non-affiliated company with a one year maturity convertible into shares of common stock.

A series of non-interest bearing advances from a non-affiliated company with one year maturities convertible into common stock at rate ranging between \$0.005 - \$0.01

### **NOTE 4 - INCOME TAX**

The Company is subject to Federal Corporate Income Tax.

### **NOTE 5 – SUISSE THREE MILLION DOLLAR LOC**

The Company has been approved for a Three Million Dollar LOC to purchase income producing distressed real estate properties, REO properties, as well as land speculation. The LOC renews every three years.

## 6) audit letter, if audited N/A

Item XIII Similar financial information for such part of the two preceding fiscal years as the issuer or its predecessor has been in existence.

Item XIV Beneficial Owners. Provide a list of the name, address and shareholdings of all persons beneficially owning more than five percent (5%) of any class of the issuer's equity securities.

*None*

Item XV The name, address, telephone number, and email address of each of the following outside providers that advise the issuer on matters relating to the operations, business development and disclosure: None

1. Investment Banker N/A
2. Promoters N/A
3. Counsel Alex & Gaxiola, P.C. , 1717 East Bell Road, AZ, 85022
4. Accountant or Auditor N/A
5. Public Relations Consultant(s) N/A

1. Investor Relations Consultant N/A
2. Any other advisor(s) that assisted, advised, prepared or provided information with respect to this disclosure statement the information shall include the telephone number and email address of each advisor. N/A

Item XVI Management's Discussion and Analysis or Plan of Operation.

A. Plan of Operation.

1. Describe the issuer's plan of operation for the next twelve months. This description should include such matters as:
  - i. A discussion of how long the issuer can satisfy its cash requirements and whether it will have to raise additional funds in the next twelve months; At today's burn rate management has sufficient capital for the next twelve months to operate.
  - ii. A summary of any product research and development that the issuer will perform for the term of the plan; Management is putting together a staff that is capable to handle the Research and Development of Green Technologies.

iv. any expected significant changes in the number of employees. Yes – projections dictate a 100% increase in employees during the next twelve months as we are planning to expand

#### B. Management's Discussion and Analysis of Financial Condition and Results of Operations.

##### *1. Full fiscal years.*

i. Any known trends, events or uncertainties that have or are reasonably likely to have a material impact on the issuer's short term or long-term liquidity; YES – Current Government Green Credits may change

ii. Internal and external sources of liquidity; As of December 31st, 2011 the company is actively identifying new sources of debt and equity investments. The company is also seeing increasing revenues as it is expanding its distribution.

Management focus is to secure funding via:

- Bring in an outside investor for an equity share
- Complete and issue a PPM for an equity share
- Increasing its acquisition and sales of Real Property

iii. Any material commitments for capital expenditures and the expected sources of funds for such expenditures; no

iv. Any known trends, events or uncertainties that have had or that are reasonably expected to have a material impact on the net sales or revenues or income from continuing operations; YES – Government Credits may change.

v. Any significant elements of income or loss that do not arise from the issuer's continuing operations; no

vi. The causes for any material changes from period to period in one or more line items of the issuer's financial statements; and no

vii. Any seasonal aspects that had a material effect on the financial condition or results of operation. No

#### C. Off-Balance Sheet Arrangements. n/a

1. In a separately-captioned section, discuss the issuer's off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on the issuer's financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that is material to investors. The disclosure shall include the items specified in paragraphs C(1 )(i), (ii), (iii) and (iv) of this Item XVI to the extent necessary to an understanding of such arrangements and effect and shall also include such other information that the issuer believes is necessary for such an understanding.

- The nature and business purpose to the issuer of such off-balance sheet arrangements; The importance to the issuer of such off-balance sheet arrangements in respect of its liquidity, capital resources, market risk support, credit risk support or other benefits; The amounts of revenues, expenses and cash flows of the issuer arising from such arrangements; the nature and amounts of any interests retained, securities issued and other indebtedness incurred by the issuer in connection with such arrangements; and the nature and amounts of any other obligations or liabilities (including contingent obligations or liabilities) of the issuer arising from such arrangements that are or are reasonably likely to become material and the triggering events or circumstances that could cause them to arise; and

- Any known event, demand, commitment, trend or uncertainty that will result in or is reasonably likely to result in the termination, or material reduction in availability to the issuer, of its off-balance sheet arrangements that provide material benefits to it, and the course of action that the issuer has taken or proposes to take in response to any such circumstances.

2. As used in paragraph C of this Item XVI, the term off-balance sheet arrangement means any transaction, agreement or other contractual arrangement to which an entity unconsolidated with the issuer is a party, under which the issuer has:

- i. Any obligation under a guarantee contract that has any of the characteristics identified in paragraph 3 of FASB Interpretation No. 45, Guarantor's Accounting and Disclosure Requirements for Guarantees, Including Indirect Guarantees of Indebtedness of Others (November 2002) ("FIN 45"), as may be modified or supplemented, and that is not excluded from the initial recognition and measurement provisions of FIN 45 pursuant to paragraphs 6 or 7 of that Interpretation;
- ii. A retained or contingent interest in assets transferred to an unconsolidated entity or similar arrangement that serves as credit, liquidity or market risk support to such entity for such assets;
- iii. Any obligation, including a contingent obligation, under a contract that would be accounted for as a derivative instrument, except that it is both indexed to the issuer's own stock and classified in stockholders' equity in the issuer's statement of financial position, and therefore excluded from the scope of FASB Statement of Financial Accounting Standards No. 133, Accounting for Derivative Instruments and Hedging Activities (June 1998), pursuant to paragraph 11(a) of that Statement, as may be modified or supplemented; or
- v. Any obligation, including a contingent obligation, arising out of a variable interest (as referenced in FASB Interpretation No. 46, Consolidation of Variable Interest Entities (January 2003), as may be modified or supplemented) in an unconsolidated entity that is held by, and material to, the issuer, where such entity provides financing, liquidity, market risk or credit risk support to, or engages in leasing, hedging or research and development services with, the issuer. **N/A**

Part E Issuance History Item XVII List of securities offerings and shares issued for services in the past two years. **none**

Part F Exhibits

The following exhibits must be either described in or attached to the disclosure statement:

**Item XVIII Material Contracts.**

A. Every material contract, not made in the ordinary course of business that will be performed after the disclosure statement is posted through the OTC Disclosure and News Service or was entered into not more than two years before such posting. Also include the following contracts:

- 1) Any contract to which directors, officers, promoters, voting trustees, security holders named in the disclosure statement, or the Designated Advisor for Disclosure are parties other than contracts involving only the purchase or sale of current assets having a determinable market price, at such market price; NO
- 2) Any contract upon which the issuer's business is substantially dependent, including but not limited to contracts with principal customers, principal suppliers, and franchise agreements; We presently are working with multiple companies worldwide
- 3) Any contract for the purchase or sale of any property, plant or equipment for consideration exceeding 15 percent of such assets of the issuer; NO
- 4) Any material lease under which a part of the property described in the disclosure statement is held by the issuer. NO

B. Any management contract or any compensatory plan, contract or arrangement, including but not limited to plans relating to options, warrants or rights, pension, retirement or deferred compensation or bonus, incentive or profit sharing (or if not set forth in any formal document, a written description thereof) in which any director or any executive officer of the issuer participates shall be deemed material and shall be included; and any other management contract or any other compensatory plan, contract, or arrangement in which any other executive officer of the issuer participates shall be filed unless immaterial in amount or significance. **NONE**

C. The following management contracts or compensatory plans need not be included:

- 1) Ordinary purchase and sales agency agreements;
- 2) Agreements with managers of stores in a chain organization or similar organization;

3) Contracts providing for labor or salesmen's bonuses or payments to a class of security holders, as such; and 4) Any compensatory plan that is available to employees, officers or directors generally and provides for the same method of allocation of benefits between management and non-management participants

**Item XIX Articles of Incorporation and Bylaws.**

A. A complete copy of the issuer's articles of incorporation or in the event that the issuer is not a corporation, the issuer's certificate of organization. Whenever amendments to the articles of incorporation or certificate of organization are filed, a complete copy of the articles of incorporation or certificate of organization as amended shall be filed. Click here for complete access...

<http://nvsos.gov/sosentitysearch/CorpDetails.aspx?lx8nvq=XIWNibf5m3BEIvLN4rXWiQ%253d%253d&nt7=0>

B. A complete copy of the issuer's bylaws. Whenever amendments to the bylaws are filed, a complete copy of the bylaws as amended shall be filed. Click here for complete access...

<http://nvsos.gov/sosentitysearch/CorpDetails.aspx?lx8nvq=XIWNibf5m3BEIvLN4rXWiQ%253d%253d&nt7=0>

Item XX Purchases of Equity Securities by the Issuer and Affiliated Purchasers. N/A

**ISSUER PURCHASES OF EQUITY SECURITIES**

No ownership was purchased in any entity

Item XXI Issuer's Certifications. The issuer shall include certifications by the chief executive officer and chief financial officer of the issuer (or any other persons with different titles, but having the same responsibilities).

The certifications shall follow the format below:

I, Kevin Denniston, Chairman of the Board of Directors certify that:

1. I have reviewed this annual disclosure statement of Cal Bay International, Incorporation (CBYI):

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.

Kevin Denniston - Chairman of the Board, President, CEO

