

INFORMATION AND DISCLOSURE STATEMENT

Pursuant to Rule 15c2-(II) (a)(5) For

UPPER STREET MARKETING, INC.

Annual Reports

For the Periods Ended March 31, 2019

Dated May 15, 2019

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.

ANNUAL REPORT

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.

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. The equity interest i.e. shares of stock were previously held in the name of Knox Nursery, Inc., an Oklahoma corporation, prior to the Issuer completing a statutory reorganization pursuant to Section 1081(g) of the Oklahoma General Corporation Laws.

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 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.

On October 1, 2018 the Company acquired Growing Springs Holding Corporation, a Nevada company in exchange for 27,000,000 shares of the Company's common stock. (See Footnote No. 6 to Financial Statements – AGREEMENT and PLAN of MERGER)

ITEM 2. ADDRESS OF THE ISSUER'S PRINCIPAL EXECUTIVE OFFICES

Company Headquarters:

11445 East Via Linda
Scottsdale, AZ 85259
(213) 400-0770

Investor Relations Contact:

Gordon McDougall: (844) 535-UPPR (8777)

ITEM 3. SECURITY INFORMATION

Trading symbol:	UPPR	
Title and Class of Outstanding Securities:	Common Stock	
CUSIP:	916636 103	
Par or Stated Value:	\$0.0001	
Shares Authorized:	100,000,000	as of March 31, 2019
Shares Outstanding:	79,481,784	as of March 31, 2019
Title and Class of Outstanding Securities:	Preferred Stock	
CUSIP:	None	
Par or Stated Value:	\$0.0001	
Shares Authorized:	10,000,000	as of November 14, 2018
Shares Outstanding:	0	as of March 31, 2018

Each holder of Common Stock has full voting rights at the rate of one (1) vote for each share owned. The Common Stock has no preemptive rights or cumulative rights. The Company's Preferred Stock has a par value of \$0.0001 and has designation rights.

Transfer Agent:

Standard Registrar & Transfer Company Inc.
12528 South 1840 East
Draper UT 84020
(801) 571-8844
(801) 571-2551
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

List any stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization either currently anticipated or that occurred within 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.

Number of Shares outstanding as of 12/31/2016	Opening Balance: Common: <u>59,368,299</u> Preferred: <u>700,000</u>		*Right-click the rows below and select "Insert" to add rows as needed.						
Date of Transaction	Transaction type (e.g. new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to (entities must have individual with voting / investment control disclosed).	Reason for share issuance (e.g. for cash or debt conversion) OR Nature of Services Provided (if applicable)	Restricted or Unrestricted as of this filing?	Exemption or Registration Type?
<u>2/1/2017</u>	<u>New Issuance</u>	<u>289,267</u>	<u>Common Stock</u>	<u>Fair Value</u>	<u>No</u>	<u>MAGMO 10% Steven Meade</u>	<u>Acquisition</u>	<u>Restricted</u>	<u>4(2)</u>
<u>2/1/2017</u>	<u>Cancellation</u>	<u>(2,892,667)</u>	<u>Common Stock</u>	<u>Fair Value</u>	<u>No</u>	<u>MAGMO Steven Meade</u>	<u>Cancellation</u>	<u>Restricted</u>	<u>4(2)</u>
<u>3/1/2017</u>	<u>New Issuance</u>	<u>650,000</u>	<u>Common Stock</u>	<u>Fair Value</u>	<u>No</u>	<u>Steven Meade</u>	<u>Acquisition</u>	<u>Restricted</u>	<u>4(2)</u>
<u>3/1/2017</u>	<u>Cancellation</u>	<u>(8,353,333)</u>	<u>Common Stock</u>	<u>Fair Value</u>	<u>No</u>	<u>Steven Meade</u>	<u>Cancellation</u>	<u>Restricted</u>	<u>4(2)</u>
<u>3/3/2017</u>	<u>Cancellation</u>	<u>(30,479,966)</u>	<u>Common Stock</u>	<u>Fair Value</u>	<u>No</u>	<u>Treasury Stock</u>	<u>Cancellation</u>	<u>Restricted</u>	<u>4(2)</u>
<u>3/28/2017</u>	<u>New Issuance</u>	<u>2,418,400</u>	<u>Common Stock</u>	<u>Fair Value</u>	<u>No</u>	<u>FA Ventures David Jenkins</u>	<u>Debt Conversion</u>	<u>Restricted</u>	<u>4(2)</u>
<u>8/17/2017</u>	<u>New Issuance</u>	<u>28,000,000</u>	<u>Common Stock</u>	<u>Fair Value</u>	<u>No</u>	<u>Tezi Advisory Gordon McDougall</u>	<u>Services</u>	<u>Restricted</u>	<u>4(2)</u>
<u>9/29/2017</u>	<u>New Issuance</u>	<u>1,285,714</u>	<u>Common Stock</u>	<u>Fair Value</u>	<u>No</u>	<u>FA Ventures David Jenkins</u>	<u>Debt Conversion</u>	<u>Restricted</u>	<u>4(2)</u>
<u>9/29/2017</u>	<u>New Issuance</u>	<u>25,000</u>	<u>Common Stock</u>	<u>Fair Value</u>	<u>No</u>	<u>Henry Andrews</u>	<u>Debt Conversion</u>	<u>Restricted</u>	<u>4(2)</u>
<u>9/29/2017</u>	<u>New Issuance</u>	<u>50,000</u>	<u>Common Stock</u>	<u>Fair Value</u>	<u>No</u>	<u>Uptick Capital Ari Blane</u>	<u>Debt Conversion</u>	<u>Restricted</u>	<u>4(2)</u>

Number of Shares outstanding as of <u>12/31/2017</u>	<u>Opening Balance:</u> Common: <u>50,281,784</u> Preferred: <u>700,000</u>		*Right-click the rows below and select "Insert" to add rows as needed.						
Date of Transaction	Transaction type (e.g. new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to (entities must have individual with voting / investment control disclosed).	Reason for share issuance (e.g. for cash or debt conversion) OR Nature of Services Provided (if applicable)	Restricted or Unrestricted as of this filing?	Exemption or Registration Type?
<u>11/27/2018</u>	<u>New Issuance</u>	<u>100,000</u>	<u>Common Stock</u>	<u>Fair Value</u>	<u>No</u>	<u>Integrity Media Inc.</u> <u>Kurt Divich</u>	<u>Acquisition</u>	<u>Restricted</u>	<u>4(2)</u>
<u>11/30/2018</u>	<u>New Issuance</u>	<u>12,000,000</u>	<u>Common Stock</u>	<u>Fair Value</u>	<u>No</u>	<u>Joseph Earle</u>	<u>Acquisition</u>	<u>Restricted</u>	<u>4(2)</u>
<u>11/30/2018</u>	<u>New Issuance</u>	<u>13,500,000</u>	<u>Common Stock</u>	<u>Fair Value</u>	<u>No</u>	<u>Noorani Burstein</u>	<u>Acquisition</u>	<u>Restricted</u>	<u>4(2)</u>
<u>11/30/2018</u>	<u>New Issuance</u>	<u>1,500,000</u>	<u>Common Stock</u>	<u>Fair Value</u>	<u>No</u>	<u>Amy Merchant</u>	<u>Acquisition</u>	<u>Restricted</u>	<u>4(2)</u>
<u>11/16/2018</u>	<u>New Issuance</u>	<u>1,100,000</u>	<u>Common Stock</u>	<u>Fair Value</u>	<u>No</u>	<u>Karl F Graff</u>	<u>Services</u>	<u>Acquisition</u>	<u>4(2)</u>
<u>01/15/19</u>	<u>New Issuance</u>	<u>500,000</u>	<u>Common Stock</u>	<u>Fair Value</u>	<u>No</u>	<u>Uptick Capital</u>	<u>Services</u>	<u>Restricted</u>	<u>4(2)</u>
<u>02/14/19</u>	<u>New Issuance</u>	<u>200,000</u>	<u>Common Stock</u>	<u>Fair Value</u>	<u>No</u>	<u>Bridgewater Capital</u>	<u>Acquisition</u>	<u>Restricted</u>	<u>4(2)</u>
<u>02/21/19</u>	<u>New Issuance</u>	<u>4,704,643</u>	<u>Common Stock</u>	<u>Fair Value</u>	<u>No</u>	<u>CEDE</u>	<u>Acquisition</u>	<u>Restricted</u>	<u>4(2)</u>
<u>02/21/19</u>	<u>Cancellation</u>	<u>(3,704,643)</u>	<u>Common Stock</u>	<u>Fair Value</u>	<u>Fair Value</u>	<u>CEDE</u>	<u>Cancellation</u>	<u>Restricted</u>	<u>4(2)</u>
<u>02/13/19</u>	<u>New Issuance</u>	<u>200,000</u>	<u>Common Stock</u>	<u>Fair Value</u>	<u>No</u>	<u>Mark Hughes</u>	<u>Acquisition</u>	<u>Restricted</u>	<u>4(2)</u>
<u>02/12/19</u>	<u>New Issuance</u>	<u>50,000</u>	<u>Common Stock</u>	<u>Fair Value</u>	<u>No</u>	<u>Sheldon Weisfeld</u>	<u>Acquisition</u>	<u>Restricted</u>	<u>4(2)</u>
<u>02/19/19</u>	<u>New Issuance</u>	<u>(1,400,000)</u>	<u>Common Stock</u>	<u>Fair Value</u>	<u>No</u>	<u>Natal Holdings</u>	<u>Cancellation</u>	<u>Restricted</u>	<u>4(2)</u>

<u>02/26/19</u>	<u>New Issuance</u>	<u>250,000</u>	<u>Common Stock</u>	<u>Fair Value</u>	<u>No</u>	<u>John Maus</u>	<u>Acquisition</u>	<u>Restricted</u>	<u>4(2)</u>
<u>03/7/19</u>	<u>New Issuance</u>	<u>200,000</u>	<u>Common Stock</u>	<u>Fair Value</u>	<u>No</u>	<u>TBD</u>	<u>TBD</u>	<u>Restricted</u>	<u>4(2)</u>
<u>03/07/19</u>	<u>New Issuance</u>	<u>44,642</u>	<u>Common Stock</u>	<u>Fair Value</u>	<u>No</u>	<u>Robert Brantl</u>	<u>Services</u>	<u>Restricted</u>	<u>4(2)</u>
<u>03/26/19</u>	<u>New Issuance</u>	<u>150,000</u>	<u>Common Stock</u>	<u>Fair Value</u>	<u>No</u>	<u>Duane Roberts</u>	<u>Services</u>	<u>Restricted</u>	<u>4(2)</u>
<u>03/26/19</u>	<u>New Issuance</u>	<u>275,000</u>	<u>Common Stock</u>	<u>Fair Value</u>	<u>No</u>	<u>Shellie Shoppe</u>	<u>Services</u>	<u>Restricted</u>	<u>4(2)</u>
<u>03/26/19</u>	<u>Cancellation</u>	<u>(35,000)</u>	<u>Common Stock</u>	<u>Fair Value</u>	<u>No</u>	<u>Tezi Advisory Gordon McDougall</u>	<u>Cancellation</u>	<u>Restricted</u>	<u>4(2)</u>
<u>03/26/19</u>	<u>New Issuance</u>	<u>35,000</u>	<u>Common Stock</u>	<u>Fair Value</u>	<u>No</u>	<u>Calderan Ventures</u>	<u>Acquisition</u>	<u>Restricted</u>	<u>4(2)</u>
Shares Outstanding on 03/31/2018	<u>Ending Balance:</u> Common: <u>79,951,426</u> Preferred: <u>0</u>								

ITEM 5. FINANCIAL STATEMENTS

Unaudited financial statements for the Company for the year ended December 31, 2018 and First Quarter 2019 are included herein. Management of the Company internally prepared these financial statements.

Upper Street Marketing, Inc.

Consolidated Balance Sheets
(Unaudited)

ASSETS

	March 31, 2018	December 31, 2018
CURRENT ASSETS		
Cash	\$ 273,624.00	\$ 70,734
Notes receivable	673,335.38	337,428
Inventory	-	-
Total Current Assets	946,959	408,162
PROPERTY PLANT AND EQUIPMENT, net		
Fixed Assets	27,985.29	32,480
Accumulated Depreciation		(1,160)

TOTAL ASSETS	\$	974,945		978,279
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LIABILITIES AND STOCKHOLDERS' DEFICIT

CURRENT LIABILITIES

Accounts payable and accrued expenses	\$	147,057.00	\$	147,057
Notes payable		198,628.15		219,628
Due To/From Growing Springs Holding Corp		(424,879.59)		30,086
Derivative Liability		7,648.00		7,648
Total Current Liabilities		(71,546)		404,419
TOTAL LIABILITIES		(71,546)		404,419

STOCKHOLDERS' DEFICIT

Series A Preferred stock; 1,000,000 shares authorized, at \$0.0001 par value, 700,000 shares issued and outstanding		70.00		70
Common stock; 100,000,000 shares authorized, at \$0.0001 par value, 78,481,784 and 50,281,784 shares respectively, issued and outstanding				
Additional paid-in capital		2,875,704		2,075,204
Common Stock to be issued		2,820		2,820
Stock subscriptions receivable		5,028		5,028
Accumulated deficit		(1,837,131)		(2,048,060)
Total Stockholders' Deficit		1,046,491		35,063
TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT	\$	974,945	\$	439,482

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,
	<u>31-Mar-19</u>
REVENUES	\$ -
COST OF SALES	<u>-</u>
GROSS PROFIT	<u>-</u>
OPERATING EXPENSES	
Salaries and wages	0
Professional fees	164,957.05
Accretion Expense	0
Depreciation	0
Loss on Settlement	0
General and administrative	<u>64,667.83</u>
Total Operating Expenses	<u>229,625</u>
LOSS FROM OPERATIONS	<u>(229,625)</u>
OTHER EXPENSE	
Interest income	(10)
Accretion Expense	-
FV Gain/Loss	-
Day 1 Derivative loss	
Interest expense	<u>-</u>
Total Other Expense	<u>(10)</u>
LOSS BEFORE INCOME TAXES	(229,635)
PROVISION FOR INCOME TAXES	<u>-</u>
NET LOSS	<u>\$ (229,635)</u>
BASIC AND DILUTED LOSS PER SHARE	<u>\$ (0.00)</u>
WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING	<u>52,719,866</u>

Upper Street Marketing, Inc.
Consolidated Statements of Cash Flows
(Unaudited)

For the Three Months Ended
March 31, 2018

OPERATING ACTIVITIES

Net loss	\$ (229,635)
Adjustments to reconcile net loss to net cash used by operating activities:	
Depreciation	
Bad debt expense	-
Changes in operating assets and liabilities:	
Notes receivable	(335,907)
Inventory	-
Notes Payable	(257,315)
Due To/From Growing Springs LLC	454,966
Derivative Liability	
Accounts payable and accrued expenses	-
Net Cash Used in Operating Activities	(367,891)

INVESTING ACTIVITIES

Purchase of equipment	
Net Cash Used in Investing Activities	-

FINANCING ACTIVITIES

Proceeds from notes payable	-
Additonal Paid in Capital	570,865
Retained Earnings	
Common Stock	
Common Shares to be Issued	2,820
Cash and interest on notes receivable	
Net Cash Provided by Financing Activities	573,685

NET INCREASE IN CASH	205,794
CASH AT BEGINNING OF PERIOD	67,830
CASH AT END OF PERIOD	\$ 273,624

SUPPLEMENTAL DISCLOSURES OF
CASH FLOW INFORMATION

CASH PAID FOR:

Interest	\$	-
Income taxes	\$	-

NON CASH INVESTING ACTIVITIES:

Common stock issued for debt	\$	-
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The accompanying notes are an integral part of these consolidated financial statements

UPPER STREET MARKETING, INC.
Notes to the Financial Statements
Years Ended December 31, 2018 & 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 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.

On October 1, 2018 the Company and Growing Springs Holding Corporation, a Nevada Corporation, entered into an Agreement and Plan of Merger whereby the Company issued 27,000,000 shares of the Company's common stock to Joseph Earle, the sole shareholder of Growing Springs in exchange for 100% of the issued and outstanding shares of Growing Springs. Growing Springs became a wholly owned subsidiary of the Company and Joseph Earle became the controlling shareholder of the Company.

With the acquisition of Growing Springs Holdings Corporation, the Company is now a grower of industrial hemp.

Additional information will be included in the presented at Q2 filing

UPPER STREET MARKETING, INC.
Notes to the Financial Statements
Years Ended December 31, 2018 & 2017 (Unaudited)

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNT POLICIES (Continued)

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., 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.

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 June 30, 2018.

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 \$ 1,663,901 as of June 30, 2018. 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,

UPPER STREET MARKETING, INC.
Notes to the Financial Statements
Years Ended December 31, 2018 & 2017 (Unaudited)

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 December 31, 2017, there were 50,281,784 shares of common stock issued and outstanding.

During the year ended December 31, 2017, the Company issued 32,718,381 shares of common stock. 3,779,114 pursuant to the conversion of \$47,418 in convertible notes payable, 50,000 shares for accounts payable totaling \$6,250, and 25,000 shares for subscriptions receivable totaling \$6,250. Additionally, the Company cancelled 41,951,566 shares of common stock.

During the year ended December 31, 2018, the Company issued 28,200,000 shares of common stock in connection with the acquisition by Growing Springs Holdings Corp.

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 September 30, 2018, there were 700,000 preferred shares issued and outstanding.

In January 2019 the 700,000 preferred shares issued were cancelled.

UPPER STREET MARKETING, INC.
Notes to the Financial Statements
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NOTE 4 – NOTES RECEIVABLE

As at December 31, 2017 all note balances were written off as per prior period adjustment (see Note 7). From September 1, 2018 until December 31, 2018 the Company provided a line of credit and loaned High Mountain Medz, dba Levity Wellness, LLC the amount of \$337,428. The loan agreement allows for and may be converted to a purchase of High Mountain Medz, dba Levity Wellness, LLC at a future date, pending and pertaining to the change of laws governing such purchases in the State of Colorado.

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 was 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 was 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 was 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 was 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 was 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 year ended December 31, 2017 the Company borrowed an aggregate of \$21,950 from unrelated third-party entities. The notes accrue interest at a rate of ten percent per annum and have a one-year term. Additionally, the Company converted \$47,418 in convertible notes into 3,704,114 shares of common stock.

During 2018, the Company borrowed an aggregate of \$7,200 from a related party. The note accrues interest at a rate of ten percent per annum and have a one-year term. During 2018, the Company executed a promissory note with an unrelated third-party entity whereby the Company borrowed \$6,610.00. The note bears interest at a rate of ten percent per annum and have a one-year term. The Notes Payable on the Balance Sheet includes \$730 of interest.

NOTE 6 – AGREEMENT and PLAN of MERGER

On October 1, 2018, the Company and Growing Springs Holding Corporation, a Nevada Corporation ("Growing Springs"), entered into an Agreement and Plan of Merger whereby the Company issued

27,000,000 shares of the Company's common stock to Joseph Earle, the sole shareholder of Growing Springs in exchange for 100% of the issued and outstanding shares of Growing Springs.

Under the terms of the Agreement and Plan of Merger executed initially on September 13, 2018, was a stock swap in which holders of GSH equity interests received shares in UPPR. The sole shareholder of GSH received 27,000,000 common shares of UPPR. Concurrently with the closing of this transaction on October 1, 2018, Tezi Advisory, Inc. ("Tezi") entered into an Assignment of Common Stock agreement with Joseph Earle ("Earle"), the GSH shareholder, in which Tezi assigned to Earle 23,000,000 common shares of UPPR for a de minimus payment of \$10. Earle became the majority shareholder of UPPR following these concurrent transactions. Earle now serves as the CEO of UPPR.

For accounting purposes, the acquiring company is GSH and the acquiree is UPPR. UPPR does not meet the definition of a business under ASC 805. This merger of a private operating company (GSH) into a public shell corporation (UPPR) with nominal net assets has resulted in the owners and management of the private company having actual operating control of the combined company after the transaction, with shareholders of the UPPR continuing only as passive investors. As such, for accounting purposes, mergers of operating private companies into public shell companies are considered to be capital transactions rather than business combinations. This transaction is equivalent to the issuance of stock by the private company for the net monetary assets of UPPR, accompanied by a recapitalization. We have accounted for the transaction as reverse acquisition, except that goodwill or other intangibles were not recognized. However, assets and liabilities were accounted for at fair value.

Our consolidated financial statements are issued as a continuation of the financial statements of UPPR, with one adjustment, which is to retroactively adjust the accounting acquirer's legal capital to reflect the legal capital of the accounting acquiree. Comparative information presented in these consolidated financial statements also is retroactively adjusted to reflect the legal capital of UPPR.

Because the consolidated financial statements represent the continuation of the financial statements of GSH except for its capital structure, the consolidated financial statements reflect all of the following:

- a. The assets and liabilities of GSH recognized and measured at their pre-combination carrying amounts.
- b. The assets and liabilities of the UPPR recognized and measured at their pre-combination fair values, exclusive of goodwill and intangibles.
- c. The retained earnings and other equity balances of GSH.

For periods prior to the business combination, shareholders' equity of the combined enterprise is presented based on the historical equity of GSH to the merger retroactively restated to reflect the number of shares received in the business combination.

UPPER STREET MARKETING, INC.
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NOTE 7 – RESTATEMENT OF PRIOR YEAR FINANCIAL STATEMENTS

As a result of the above-mentioned Agreement and Plan of Merger the Company restated its December 31, 2017 financial statements to reflect the realizable value of its assets and liabilities. As part of this restatement \$270,000 in unverifiable inventory, fixed assets and notes receivable were written off to reflect an accurate representation of the opening balances of the newly combined company as of December 31, 2018. In addition, accrued salaries and expenses of just over \$150,000 relating to previous controlling shareholders were reversed.

END OF FINANCIAL STATEMENTS

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ITEM 6. ISSUER'S BUSINESS. PRODUCTS. AND SERVICES

Date of Incorporation and Corporate History

The Company was incorporated in the State of Oklahoma on January 3, 2014.

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. Pursuant to the reorganization, on January 3, 2014, 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 and 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 ownership, interests, 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 Marketing, 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 Marketing 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 accounted for as a recapitalization of Upper Street Marketing, Inc. is treated as the surviving and continuing entity although Upper Street Marketing, Inc. is the legal acquirer rather than a reverse acquisition. Accordingly, the Company's historical financial statements are those of Upper Street Marketing, Inc. immediately following the consummation of the acquisition.

On October 1, 2018 the Company and Growing Springs Holding Corporation, a Nevada Corporation, entered into an Agreement and Plan of Merger whereby the Company acquired 100% of Growing Springs in exchange for 27,000,000 shares of the Company's common stock. (See above Footnote to the financial statements No. 6).

Business Operations

The Company was a marketer of sports apparel. Our wholly owned subsidiary, Upper Street Activewear, Inc. was a designer, manufacturer, marketer, and distributor of women's sports apparel designing products for affluent women over the age of thirty (30) not engaged in sports activities that include marketing for esoteric sports activities as a niche market. The object was to be an on-line retail store that markets its products on-line.

Their products were intended to have exceptional quality, fit, function and style for the discriminatory customer and were to be manufactured in the United States.

With the acquisition of Growing Springs, the Company intends to discontinue the operations related to the design, manufacture and sale of women's sportswear and to concentrate on the business of Growing Springs.

Growing Springs uses "Liquid Conversion Technology" to solve some of the world's most complex challenges related to water quality, scarcity, utility, and cost. Liquid Conversion Technology (LCT) is a process that utilizes indigenous mineral ores to radically energize and activate colliding water molecules to improve the physical and biological properties of water.

Growing Springs works with its customers meet their water demands and processing needs helping them to overcome quality challenges, comply with industry requirements, and enhance their environmental stewardship. Growing Springs will work collaboratively with farmers and growers to create solutions for daily challenges in regard to water usage, nutrient inputs, and agricultural run-off. Using the Growing Spring system, operators of indoor facilities such as greenhouses will see decreased bacteria count in water and improvements in air quality and humidity.

Primary and Secondary SIC Codes

Primary SIC Code: 2834

NAIC Code: 325412

Issuers Fiscal Year End Date

The Issuer's fiscal year end is December 31.

Principal Products or Services, and Their Markets

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 Marketing, 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 sports activities that include Marketing for esoteric sports 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 the discriminatory customer and will be manufactured in the United States.

Subsequent to September 30, 2018 the Company acquired Growing Springs Holdings and intends to adopt their business plan as set forth above, and discontinue the Company's current sportswear operations.

ITEM 7. ISSUER'S FACILITIES

The Company leases approximately 1,000 square feet of space at monthly cost of \$1,000. The Company has occupied the space on a month-to-month basis. Effective May 1, 2019 the Company will move to a 13,000 square foot facility at 3444 Tripp Court, Suite C, San Diego, CA 92121.

These facilities will be developed under contract with PrimaPharma, Inc. to assure the facility and processes will meet FDA cGMP requirements.

ITEM 8. OFFICERS, DIRECTORS, AND CONTROL PERSONS

A. Officers and Directors

Joseph Earle	President, CEO, Chairman, Secretary/Treasurer and Director*
Gordon McDougall	Offi

*On October 1, 2018, was appointed as President, CEO, Chairman, Secretary/Treasurer and Director and Gordon McDougall resigned those positions.

B. 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:

- (1) A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and minor offenses);
- (2) 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;
- (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
- (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.

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 September 30 ,2018 based on 32,083,664 shares issued and outstanding, are:

<u>Name</u>	<u>Common Directly</u>	<u>% of Ownership</u>
Tezi Advisory, Inc. 7211 East Southern Ave Suite 106 Mesa, AZ 85209 Gordon McDougall, President	15,070,034	19.202%
Joseph Earle 17311 Caminito Canasto San Diego, CA 92127	35,000,000	44.596%

ITEM 9. THIRD PARTY PROVIDERS

Legal Counsel

Jonathan D. Leinwand, P.A.
Jonathan Leinwand, Esq.
20900 NE 30th Ave.
8th Floor

Aventura, FL33190

Accountant or Auditor

None

Investor Relations Consultant:

None

Other Advisors:

None

ITEM 10. ISSUER CERTIFICATION

I, Joseph Earle, 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: November 14, 2018

Signature:

Joseph Earle

President, Chief Executive Officer, Chief Accounting Officer