SIPP INTERNATIONAL INDUSTRIES, INC.

1st Quarter ending June 30, 2013

Address:

3651 Lindell Road

Suite D

Las Vegas, NV 89103

Phone Number:

(800) 524-2565

1. **Name of issuer and its predecessors (if any):**

SIPP INTERNATIONAL INDUSTRIES, INC.
Formerly known as; Industries International, Inc.
A Nevada Corp. formed January 10, 1991.
Changed its name in May of 2007 to SIPP International Industries, Inc.

2. **Address of the Issuer's principal Executive offices:**

Las Vegas, Nevada
3651 Lindell Rd., Suite D
Las Vegas, NV 89103

Phone: (702)742-4949
Email: info@sippiii.com Web site: www.sippiii.com

Chicago, Illinois

Executive Offices
203 N. LaSalle Ave, Suite 2100
Chicago, IL 60601

Phone: 312-696-9030 Toll Free 855-347-SIPP (7477)
Fax: 312-277-2303 Mobile: 773-263-2362

IR Contact:

Carlos Chavez Director/COO
carloschavez@sippinc.com

3. Security Information:

Trading Symbol:
"SIPN" as listed on the OTC Markets:

Total Shares authorized:
250,000,000 shares common Stock
10,000,000 shares preferred A

Total Shares outstanding:

32,404,893	common	(as of 6/30/2013)
0	preferred A	(as of 6/30/2013)

Par or Stated Value:
$0.001 par value per share

Common Stocks CUSIP:
784277105

Transfer Agent Information:

Action Stock Transfer
2469 East 4th Union Blvd. #214
Salt Lake City, UT 84121

Phone: (801) 274 –1088
Action Stock Transfer is registered under the Securities Exchange Commission act.

List any restrictions on the transfer of Security:

There are no limitations under the company by-laws of the transferability of the shares. However, under a certain stock purchase agreement with the founder of the company, any shares in the treasury may only be issued with full written consent of its administrator.

Describe any trading suspension orders issued by the SEC in the past 12 Months:

There have been none.

4. Issuance History

List events in chronological order that resulted in total shares outstanding by the issuer.

5. Events of Stock Issued since June 30, 2011

a) September 16, 2011 - 1,000,000 shares of stock were issued in accordance with the company by-laws to Davis Family Investments for services rendered and to be rendered for the purpose of Investor Relations. The shares were issued with a certificate stating that the shares have not been registered under the Securities Act and referring to the restrictions on transferability and sale of the shares under the Securities Act. These shares were issued as restricted shares and remain in restricted status as of the date of this report.

b) September 19, 2011 - There were three separate events dated September 19, 2011.

   a. The Acquisition of full rights and title to the La Bonne Table product lines for 6,000,000 Common Shares. The shares were issued to the La Bonne Table Corporation to be distributed to its individual shareholders accordingly. The company has not received any cash compensation in return of issuance. These shares were all issued with a certificate stating that the shares have not been registered under the Securities Act and refers to the restrictions on transferability and sale of the shares under the Securities Act. These shares were issued as restricted shares and remain in restricted status as of the date of this report.

   b. Compensation for services rendered to the following 4 individuals totaling 1,000,000 Shares of the common Stock issued in accordance with the company By-laws.

      i. Gregg Pearson — 250,000 Common Shares at Par Value .001
      ii. Denise Sullivan — 250,000 Common Shares at Par Value .001
      iii. H. Lee Thomas Langrill — 250,000 Common Shares at Par Value .001
      iv. Mark Suchy — 250,000 Common Shares at Par Value .001

c) 65,000 shares of common stock were issued to Imua Corporation as per a stock subscription agreement for family and friends. These shares were issued at par value $0.001. These shares were all issued with a certificate stating that the shares have not been registered under the Securities Act and referring to the restrictions on transferability and sale of the shares under the Securities Act. These shares were issued as restricted shares and remain in restricted status as of the date of this report.

d) October 4, 2011 - RAMM was given 2,000,000 shares of stock that were issued by a third party for the purpose of Investor Relations services and as payment of fees to obtain a bridge loan of $400,000. The shares were issued to RAMM and eventually, the company as well as the third party became the victims of fraud. Our records reflect that the shares were delivered to RAMM. These shares were all issued with a certificate stating that the shares have not been registered under the Securities Act and referring to the restrictions on transferability and sale of the shares under the Securities Act. These shares were issued as restricted shares and were eventually converted to free trading. The shares were then deposited with Credit Suisse in Nassau Bahamas and absent of regard to company shareholders, RAMM proceeded to sell all of the shares on the open market; causing the share price to plummet.

e) November 8, 2011 - The Acquisition of Newport Creek Hospitality Corporation for 4,000,000 shares issued to Newport Creek Hospitality corporation to be distributed to its individual shareholders accordingly and all shares were issued as common stock at par Value $0.001. Each of the above referenced shares in this event was issued by the company for controlling interest in Newport. The company did not receive any compensation for the issuance of this stock. These shares were all issued with a certificate stating that the shares have not been registered under the Securities Act and referring to the restrictions on transferability and sale of the shares under the Securities Act. These shares were issued as restricted shares and remain in restricted status as of the date of this report.

f) November 10, 2011 - 2,000,000 shares issued to Chester Paulson for services rendered and as an advisor. The shares were issued as Common Stock at Par Value.001 These shares were all issued with a certificate stating that the shares have not been registered under the Securities Act and referring to the restrictions on transferability and sale of the shares under the Securities Act. These shares were issued as restricted shares and remain in restricted status as of the date of this report.

g) January 9, 2012 - The Acquisition of FVJ Corporation for 400,000 shares issued to FVJ Corporation to be distributed to its individual shareholders accordingly all shares were issued as common stock at par Value $0.001. Each of the above referenced shares was issued in accordance with company's By-Laws. These shares were all issued with a certificate stating that the shares have not been registered under the Securities Act and referring to the restrictions on transferability and sale of the shares under the Securities Act. These shares were issued as restricted shares and remain in restricted status as of the date of this report.

h) January 12, 2012 - 5,000,000 shares of stock were issued in accordance with the By- Laws of the company. To the following individuals and Entities:3,000,000 shares of Common Stock at $0.001 Par Value issued to Megola Inc. and assigns; and 2,000,000Shares of common Stock at .001 par Value issued to Titan Securities and assigns to be rendered for the purpose of Investor Relations. These shares were all issued with a certificate stating that the shares have not been registered under the Securities Act and referring to the restrictions on transferability and sale of the shares under the Securities Act. These shares were issued as restricted shares.

i) January 13, 2012 - Ulrike Steinbach was issued 15,000 shares of Common Stock at $0.001 par value for services rendered as an advisor specific to the business and transaction of Newport Creek Hospitality where she had been serving as a board member. Each of the above referenced shares in this event was gifted by the company and the company did not receive any compensation for the issuance of this stock. These shares were all issued with a certificate stating that the shares have not been registered under the Securities Act and referring to the restrictions on transferability and sale of the shares under the Securities Act. These shares were issued as restricted shares and remain in restricted status as of the date of this report.

j) January 19, 2012 - Antonio Papa was issued 1,000,000 shares of common stock at .001 par value in accordance with the By Laws of the company to be issued for the purpose of Investor relations. These shares were all issued with a certificate stating that the shares have not been registered under the Securities Act and referring to the restrictions on transferability and sale of the shares under the Securities Act. These shares were issued as restricted shares and remain in restricted status as of the date of this report. Subsequently these shares were placed on, and remain on an administrative stop.

k) August 19, 2012 - 4,800,000 shares of common stock at par value .001 were issued to the following individuals for services rendered:

   a. H. Lee Thomas Langrill 2,500,000
   b. Daniel Pusedu 2,500,000

l) Each of the above referenced shares in this event was gifted by the company and the company did not receive any compensation for the issuance of this stock. These shares were all issued with a certificate stating that the shares have not been registered under the Securities Act and referring to the restrictions on transferability and sale of the shares under the Securities Act. These shares were issued as restricted shares and remain in restricted status as of the date of this report.

- No Offerings have been made in the past two years.
- No Jurisdictions have been notified in regards to any offering in the past two years.
- There have been no shares offered or any completed offering in the past two years.
- There were no shares sold directly or indirectly on behalf of the company within the past two years.
- The company has completed no offerings at this time, however, a registration and form Reg D 504 is ready for submission once all required obligations and filings have been completed.

Financial Statements:

Please find below the following financial reports: (These reports have also been posted on the OTC dashboard for SIPP International Industries Inc.)

Balance sheet
Statement of Income
Statement of Cash flows
Financial notes

Note: These financial reports have not been audited

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Balance Sheet
Fiscal Years Ending June 30, 2013 and 2012

Asset	As of June 30, 2013	As of June 30, 2012
Current Assets		
Cash and Cash Equivalent (note#1)	1,333	125,900
Accounts Receivable (note #2)	76,821	26,375
Prepaid Expenses		
Inventory		
Total Current Assets	89,154	152,275
Fixed Asset		
Machinery & Equipment (note #3)	97,345	97,340
Furniture & Fixtures (note #4)	6,755	6,755
Leasehold Improvements –		
Real Estate / Buildings –		
Other fixed assets (note #5)	165,000	165,000
Total Fixed Assets	269,100	269,095
Other Assets		
Patents, rights, trade agreements, strategic alliances, trademarks La Bon Table Products (note #6)	6,350,000	6,350,000
Full rights, strategic alliances, trademarks, contracts, and proprietary information, Newport Creek Hospitality, Inc. (note#7)	4,000,000	4,000,000
Total Other Assets	10,350,000	10,350,000
Total Assets	10,708,254	10,619,095

SIPP INTERNATIONAL INDUSTRIES, INC.

Balance Sheet
Fiscal Years Ending June 30, 2013 and 2012

Liabilities & Shareholder's Equity	As of June 30, 2013	As of June 30, 2012
Current Liabilities		
Accounts Payable (note #8)	18,010	18,010
Taxes Payable -		
Notes Payable (due within 12 months) -		
Current Portion Long-term Debt -		
Other current liabilities (specify) –		
Total Current Liabilities	18,010	18,010
Long-term Liabilities		
Letter of Credit for manufacturing (note # 9)	750,000	750,000
Less: Short-term Portion (note #10)	7,500	7,500
Notes Payable to Stockholders –		
Investor Relations (note #11)	77,000	77,000
Total Long-term Liabilities	834,500	834,500
Total Liabilities	852,510	852,510
Shareholder's Equity	9,855,744	10,619,370
Total Liabilities & Shareholder's Equity	10,708,254	11,471,880

Income Statement
Fiscal Years Ending June 30, 2013 and 2012

	As of June 30, 2013	As of June 30, 2012
REVENUES	0	0
TOTAL GROSS INCOME	0	0
TOTAL COST OF SALES	0	0
Advertising	0	0
Automobile Expense	0	0
Bank Fees	0	0
Office Supplies and Expenses	0	0
Misc. Operating Expenses	0	0
Postage	0	0
Professional Fees	0	0
Rent	0	0
Telephone	0	0
Travel and Entertainment	0	0
Utilities	0	0
Wages	0	0
Web Hosting and Internet Expense	0	0
TOTAL OPERATING EXPENSES	0	0
OPERATING PROFIT OR LOSS	0	0
NET INCOME	0	0

SIPP INTERNATIONAL INDUSTRIES, INC.
Statement of Cash Flow
Fiscal Years Ending June 30, 2013 and 2012

	As of June 30, , 2013	As of June 30, 2012
CASH FLOW FROM OPERATIONS	0	0
Net Income	0	0
Cash Flow from Investing Activities	0	0
Cash Flow from Financing Activities	0	0
Net Cash Flow	0	0
Beginning Cash and Equivalent Balance	0	0
Ending Cash and Equivalent Balance	0	0
Reconciliation of Net Income to	0	0
Operating Cash Flow	0	0

SIPP INTERNATIONAL INDUSTRIES, INC.

Notes to balance sheet

Introduction

SIPP International Industries, lnc. (the "company") a Nevada Corporation formed on January 10, 1991. The company's year ends March 31 and has never been in bankruptcy, receivership or any similar proceedings.

SIPP International Industries, Inc., "the company" was and is in the business of overseeing the development of several product lines, encompassing a Food & Beverage Division, a High Tech Storage Transport Container Division, and a Hospitality Division. The company has recently been granted the exclusive (final agreement pending) rights to a product known as PyroChill; a liquid fire inhibitor. Unlike fire retardants currently in the marketplace today, PyroChill is non toxic, non corrosive, and environmentally friendly. Any material that can be treated with this inhibitor will render the material totally fire proof and flame proof.

On September 19, 2011, the company had concluded the purchases of full rights and title to the La Bonne Table product lines which include "au" Le Cadeau Natural Mountain Spring Water, La Bonne Table Gourmet Dinner Entrees, and La Bonne Table Productions; inclusive of all television broadcast equipment and fully developed programming. On September 24, 2011, the company finalized the purchase of all rights and title to Newport Creek Hospitality, a management company of hotel resort properties.

The company is currently listed for trading on the OTC Markets, trading symbol "SIPN". The company enjoys the benefit of having fully developed products ready for market. It is and always has been the intent of the company to fully develop their stable of products before any products are introduced to domestic and international markets. The company intends to launch its first product "Pyro Chill" through direct response television in August of 2013.

In addition, the company intends to utilize its television production facilities to further create brand and consumer awareness through the creation of its planned television production of "So You Wanna Be a Chef?", a one hour, (28) episode series designed to teach culinary arts to the general viewing audience. The company feels that by utilizing this approach they will be creating more consumer and brand awareness. Further, the company has concluded that the television exposure would simplify the process of marketing their products when the product is recognized beforehand.

In September of 2011, the company entered into an investor relations agreement with RAMM Investor Relations. The company paid RAMM with 3,000,000 shares of the common stock of SIPP in exchange for Investor relation services and for $400,000.00 in final stage operating cash. RAMM was sent the shares in good faith. The company never received the $400,000.00 payment and on February 1, 2012, RAMM sold the shares on the open market creating a drastic plunge of the share price. The company has since filed criminal charges against RAMM. Due to the fraudulent activity of RAMM, the company was forced to reserve 15,000,000 shares out of its treasury stock to utilize for a Limited Private Offering (LPO) to raise the funds necessary to fund the final stage as set forth in the Business Plan dated November 2012.

(balance sheet note continued)

Basis of Presentation/Going Concern

The accompanying financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America, which contemplate continuation of the Company as a going concern. In the company's previous quarterly balance sheet, the Company had no material assets and a negative retained deficit while operating as SIPP INTERNATIONAL INDUSTRIES, INC. These conditions raised substantial doubt as to the Company's ability to continue as a going concern at that time. However, it should be noted that the company has been successful in completing the acquisition of certain rights and title to the "fully developed products" as reflected on the face of this balance sheet. As per the business plan dated November of 2012, the company is seeking PIPE funding up to the aggregate amount of $250,000.00. If the company fails to raise the capital as outlined in the business plan, it raises substantial doubt as to the Company's ability to continue as a going concern.

These statements do not include any adjustments that might result from the outcome of uncertainty. In addition, these financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts, or amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

Stock Based Compensation

SFAS No. 123, "Accounting for Stock-Based Compensation," establishes and encourages the use of the fair value based method of accounting for stock-based compensation arrangements under which compensation cost is determined, using the fair value of stock-based compensation determined as of the date of grant and is recognized over the periods in which the related services are rendered. For stock based compensation the Company recognizes an expense in accordance with SFAS No. 123 and values the equity securities based on the fair value of the security on the date of grant. For stock-based awards the value is based on the market value for the stock on the date of grant. Stock option awards are valued using the Black-Schools option- pricing model.

Use of Estimates

The preparation of financial statements in conformity with accounting principle generally accepted in the United States of America requires management and outside consultants to make estimates and assumptions that affect the reported amounts of assets and liabilities, as well as disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting periods. Actual results could differ from these estimates.

Fair Value of Financial Instruments

For certain of the Company's financial instruments, including cash and cash equivalents, other current assets, accounts payable, accrued interest and due to related party, the carrying amounts approximate fair value due to their short maturities.

Cash and Cash Equivalents

For purposes of the statements of cash flows, the Company defines cash equivalents as all liquid debt instruments purchased with a maturity of three months or less, plus all certificates of deposit. Concentrations of Credit Risk Financial instruments, which potentially subject the

(balance sheet note continued)
Company to concentrations of credit risk, consist of cash and cash equivalents and accounts receivables. The Company places its cash with high quality financial institutions and at times may exceed the FDIC $250,000 insurance limit. The Company extends credit based on an evaluation of the customer's financial condition, generally without collateral. Exposure to losses on receivables is principally dependent on each customer's financial condition. The Company monitors its exposure for credit losses and maintains allowances for anticipated losses, as required.

Impairment of Long-Lived Assets

SFAS No. 144 requires that long-lived assets to be disposed of by sale, including those of discontinued operations, be measured at the lower of carrying amount or fair value less cost to sell, whether reported in continuing operations or in discontinued operations. SFAS No. 144 broadens the reporting of discontinued operations to include all components of an entity with operations that can be distinguished from the rest of the entity and that will be eliminated from the ongoing operations of the entity in a disposal transaction. SFAS No. 144 also establishes a "primary-asset" approach to determine the cash flow estimation period for a group of assets and liabilities that represents the unit of accounting for a long-lived asset to be held and used.

Income Taxes

The Company accounts for income taxes in accordance with SFAS No. 109, "Accounting for Income Taxes." Deferred taxes are provided on the liability method whereby deferred tax assets are recognized for deductible temporary differences, and deferred tax liabilities are recognized for taxable temporary differences. Temporary differences are the differences between the reported amounts of assets and liabilities and their tax bases. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or all of the deferred tax assets will be realized. Deferred tax assets and liabilities are adjusted for the effects of changes in tax laws and rates on the date of enactment.

Earnings (Loss) Per Share

The Company reports earnings (loss) per share in accordance with SFAS No. 128, "Earnings per Share." Basic earnings (loss) per share are computed by dividing income (loss) available to common shareholders by the weighted average number of common shares available. Diluted earnings (loss) per share is computed similar to basic earnings (loss) per share except that the denominator is increased to include the number of additional common shares that would have been outstanding if the potential common shares had been issued and if the additional common shares were dilutive. Diluted earnings (loss) per share have not been presented since the effect of the assumed conversion of options and warrants to purchase common shares would have an anti- dilutive effect.

Recently Issued Accounting Pronouncements

In December 2007, the FASB issued SFAS No. 141(R), Business Combinations (FAS 141(R)). This Statement provides greater consistency in the accounting and financial reporting of business combinations. It requires the acquiring entity in a business combination to recognize all assets acquired and liabilities assumed in the transaction, establishes the acquisition-date fair value as the measurement objective for all assets acquired and liabilities assumed, and requires the acquirer to disclose the nature and financial effect of the business combination. FAS 141(R) is effective for fiscal years beginning after December 15, 2009. We will adopt FAS 141(R) no later than the first

(balance sheet note continued)
quarter of fiscal 2013 and are currently assessing the impact the adoption will have on our financial position and results of operations. In December 2007, the FASB issued SFAS No. 160. Non controlling Interests in Consolidated Financial Statements (FAS 160). This Statement amends Accounting Research Bulletin No. 51, Consolidated Financial Statements, to establish accounting and reporting standards for the non controlling interest in a subsidiary and for the de consolidation of a subsidiary. A FA 160 is effective for fiscal years beginning after December 15, 2008. We will adopt FAS 160 no later than the first quarter of fiscal 2013 and are currently assessing the impact the adoption will have on our financial position and results of operations.

In February 2007, the FASB issued SFAS No. 159, The Fair Value Option for Financial Assets and Financial Liabilities, which permits entities to choose to measure at fair value eligible financial instruments and certain other items that are not currently required to be measured at fair value. The standard requires that unrealized gains and losses on items for which the fair value option has been elected be reported in earnings at each subsequent reporting date. SFAS No. 159 is effective for fiscal years beginning after November 15, 2007. We will adopt SFAS No. 159 no later than the first quarter of fiscal 2010. We are currently assessing the impact the adoption of SFAS No. 159 will have on our financial position and results of operations. In September 2006, the FASB issued SFAS No.158 Employers' Accounting for Defined Benefit Pension and Other Post-retirement Plans, an amendment of FASB Statements No. 87, 88, 106, and 132(R). SFAS No. 158 requires company plan sponsors to display the net over- or under-funded position of a defined benefit post retirement plan as an asset or liability, with any unrecognized prior service costs, transition obligations or actuarial gains/losses reported as a component of other comprehensive income in shareholders' equity. SFAS No. 158 is effective for fiscal years ending after December 15, 2006. We adopted the recognition provisions of SFAS No. 158 as of the end of fiscal 2010.

The adoption of SFAS No. 158 did not have an effect on the Company's financial position or results of operations. In September 2006, the FASB issued SFAS No. 157, Fair Value Measurements. SFAS No. 157 establishes a frame work for measuring fair value in generally accepted accounting principles clarifies the definition of fair value and expands disclosures about fair value measurements. SFAS No. 157 does not require any new fair value measurements. However, the application of SFAS No. 157 may change current practice for some entities. SFAS No.157 is effective for financial statements issued for fiscal years beginning after November 15, 2007, and interim. The company is assessing the impact that the adoption of SFAS No. 157 will have on our financial position and results of operations. In July 2006, the FASB issued Interpretation No. 48, accounting for Uncertainty in Income Taxes an interpretation of FASB Statement No. 109 (FIN 48). This interpretation In February 2007, the FASB issued SFAS No.

Note 1- CASH & CASH EQUIVALENT

The Company has on deposit with First Fidelity USA, a combination of cash and 12,333,255 shares of Pennexx Foods Inc. stock. The current trade price is $0.001.

Note 2- ACCOUNTS RECEIVABLE

The company was assigned a "unclaimed property funds account" in the state of California by La Bonne Table in June of 2011. In September of 2012, the company acquired full rights and title to all of the La Bonne Tables' assets. In October of 2012, the company was notified by the state of California, controller of the treasury that a recent search showed that the company was due $76,821.00 in unclaimed funds. The company has since, filed a claim for these funds.

(balance sheet note continued)

Note 3 – MACHINERY & EQUIPMENT

The current list of Machinery & Equipment encompasses pre and post production video equipment; Tri Caster Edit Bay with carrying case, (3)Panasonic AG DVC pro line cameras,
(1) Sony remote controlled robotic camera, (2) Panasonic AJHPX3100Professional P2 HD Camcorders, (3) 16" i-pad teleprompters with mounts, (8) Sony wireless lavaliere microphones, Matrix audio mixing console, ($) Norman studio light kits, assorted green screens, assorted cables of up to 1,000 ft. in length, mini dv cassettes, batteries and chargers.

Note 4- FURNITURE AND FIXTURES

Various office furniture and equipment.

Note 5- OTHER FIXED ASSETS

Value of the corporate entity if stripped of assets.

NOTE 6- OTHER ASSETS CONTINUED

On September 19, 2011, the company had entered into the final purchases of all rights and title to the La Bonne Table product lines, television production equipment and receivables. Being there was very little in the way of comparables in the industry; valuation was based on total funds spent on research and development, loss carry forward, tax loss carry forward, and the intangibles of the products involved. A proper company valuation functions as this value estimation. It was determined, through the opinion of management and outside consultation, that the acquired product lines, proprietary information, equipment, corporate intellectual Property was contracted for a purchase price of $6,350,000.00 and was payable in common stock of the company at the closing days current market value of $2.75 per share. The Company mainly impaired this acquisition due to the determining factors as of the value of the assets purchased, ie; the combined total cost of research and development to fully develop the products, total monies raised and spent, loss carry forwards, tax loss carry forwards, and recoverable property placed in safekeeping with a previous Director of La Bonne Table. The company determined the value of these assets using a myriad of methods. The company first established the need for determining a fair market value which would be used as a guideline. Then it was determined that a fair value would need to include "intangibles" as well. In addition to the numbers, the company had to consider the "quality" of the acquired assets, the nature of their liabilities (none) and their net tangible assets. Further, it had to be determined if some or all of the assets useful life would end in the near future (making the products obsolete) or was there room for change in the products to make them more appealing in the general market place as time goes on. Being there was very little in the way of comparables in the industry; valuation was based on total funds spent on research and development, loss carry forward, tax loss carry forward, and the intangibles of the products involved. A proper company valuation functions as this value estimation. It was determined through outside consultation that the acquired La Bonne Table assets would be valued at the price in which these assets were obtained.

NOTE 7- OTHER ASSETS CONTINUED

The company completed its acquisition of Newport Creek Hospitality for 4,000,000 shares of the common stock of the corporation. In this acquisition, the company first established the need for determining a fair market value which would be used as a guideline. Then it was determined that a fair value would need to include "intangibles" as well. In addition to the numbers, the company

(balance sheet note continued)
had to consider the "quality" of the acquired assets, the nature of their liabilities (none) and their net tangible assets. Further, it had to be determined if some or all of the assets useful life would end in the near future (making the products obsolete) or was there room for change in the products to make them more appealing in the general market place as time goes on. Being there was very little in the way of comparables in the industry; valuation was based on total funds spent on research and development, loss carry forward, tax loss carry forward, and the intangibles of the products involved. A proper company valuation functions as this value estimation. It was determined through outside consultation that the acquired New Port Creek assets would be valued at the price in which these assets were obtained.

NOTE 8- ACCOUNTS PAYABLE

Due and Payable to (2) depository banks.

NOTE 9- LONG TERM LIABILITIES

An irrevocable, assignable, revolving letter of credit issued by First Fidelity, Inc. in favor of the company to be utilized for manufacturing purposes and securing broadcast advertising time slots. As of this date, the letter of credit has not been drawn down upon.

NOTE #10- SHORT TERM PORTION

Fee is due and payable to First Fidelity USA for the issuance of the Letter of Credit once the letter of credit is drawn down upon.

NOTE #11- INVESTOR RELATIONS LIABILITY

Payable to investor relations firm, contract stipulates that the payment will be broken into 12 monthly payments in cash or stock.

END OF NOTES TO BALANCE SHEET

(balance sheet note continued)

6. **Describe Issuer's Business, Products and Services**

a) **Describe the Issuer's business Operations:**

SIPP International Industries, Inc. is the parent to six product divisions. It is established in the November 2012 business plan and executive summary as posted on the OTC Markets News and Financial Data Service, that the company has planned to begin marketing their stable of products in March of 2013. Further, the company has planned to market the products of "au" Le Cadeau natural mountain spring water, La Bonne Table Gourmet dinner entrees, Z CAC controlled atmosphere container and their newest product line……. Pyro Chill fire inhibitor. . It is the intent of the company to market these products through the direct response television medium. Further, the company intends to spin out each division into publicly traded entities whereby the share holder will receive shares in the new entity equal to or better than their SIPP issued shares.

SIPP is also parent to Newport Creek Hospitality, a resort property and Hotel management company. Newport Creek recently partnered with FVJ, a resort property developer in Japan and is currently working on several projects in their infant stages

b) **Date and State (or Jurisdiction) of Incorporation:**

The Company was incorporated in the state of Nevada on January 10, 1991

c) **The Issuer's primary and secondary SIC Codes:**

a. 2013 - Sausages & Other Meat Products
b. 2080 – Beverages
c. 2090 - Miscellaneous Food Preparation & Kindred Products
d. 3160 - Chemical and Allied Products
e. 3990 - Miscellaneous Manufacturing Industries

d) **The Issuer's fiscal year end:**

SIPP International Industries Inc. (SIPN) fiscal year end date is March 31.

e) **The Issuer's principal products or services, and their markets:**

The company is in the business of manufacturing and marketing their
Product lines of These partners have combined to develop three divisions of SIPP which would encompass Food& Beverage, High Tech Storage Transport, and a Medical Devices Division. (5)The company completed the purchase of full rights and title to the fully developed products and services in the time frame as set forth in the company Initial Disclosure Statement as filed with the OTC Markets in 2011.

La Bon Table Gourmet Food and Beverage Products

"au" Le Cadeau Natural Mountain Spring Water is containerized in a glass bottle which resembles the Eiffel Tower. The company recently designed, developed, and purchased the mold of the bottle from a glass manufacturing company in China. . The bottles are currently manufactured in China, shipped to our strategic partners, Mirage Bottling in California, filled with Natural Mountain Spring Water, packaged, and then shipped directly to the buyer. The company target markets are High end Restaurants, High end Hotels, Gourmet Food Stores and Night Clubs.

La Bonne Table Gourmet Dinner Entrees were created by Master Chef, Homer Lee Thomas Langrill. The products were created and formulated in the kitchens of Moon Doggies, Las Vegas, Nevada. Once the newly created entrees were found to be above industry standard the recipes were dispatched to a private foods manufacturer in California where each entree is made by hand, packaged and shipped directly to the buyer. The current entrees include, Mongolian Beef Shish Kabobs, Bison Lasagna with sun dried tomato, Chicken Roulade with spinach, roasted red pepper and Romano Cheese, Beef Wellington with prepared duxelles, Chicken Kiev with custard black bean stuffing, Lobster Thermidor, Stuffed Prawn with Dungeness crab, and Panko Crusted Salmon with a wild berry sauce. The preliminary target markets will be on the company web site, higher end hotels, catering halls and over television shopping networks.

The Z CAC Controlled Atmosphere Transport Container

The Le Bon Table Z-CAC, is a 40' long transport container. Produce growers can harvest their product when the product is fully ripe, place their inventory in the container, close the door, flip the switch and literally suspend the maturation (ripening process) of the goods for up to six months or more integrated into the La Bonne Table Z-CAC is a controlled atmosphere system which provides continuous protection for perishable goods through a specialized process; inhibiting the growth of ethylene gas. This Z CAC produces its own nitrogen and continuously controls the atmospheric conditions inside the container. To appreciate the real value of this technology, you have to understand how it works. Continuous, precise management of gasses in the atmosphere surrounding a grower's cargo of fruits and vegetables significantly reduces product respiration of ethylene, and slows the natural ripening process.. This extends product life, minimizes product degradation and spoilage, and ensures maximum quality on delivery. lt also inhibits bacterial growth and insect infestation. The Z-CAC is capable of adding months of shelf life to fully ripened fruits and vegetables.

The Japanese have unwittingly used this system for years; storing their vegetables in mountainside caves on Mount Fuji. By doing so, they discovered that this retarded the aging process of their produce. It was always presumed that it was the coolness of the mountain (which was covered in snow year round) that preserved their crops. But, in the laboratory, it was discovered that a mineral lined the inside walls of the caves. The mineral, when utilized in a controlled environment, literally suspended the ripening process. of a load of apples adding a months to its normal shelf life. Thus, the grower can leave their crops to ripen longer and harvest later. lmagine the possibilities? Crops are larger, weightier, higher in sugar content, better tasting, and higher in nutritional value. For the shipper, premium cargo care means premium quality, satisfied customers and greater revenue. What makes the Z-CAC stands alone in the industry is the inner container lining. Sure, some o the conglomerate Cargo transport companies claim to have controlled atmosphere containers, but none of the conglomerate containers comes close to the Z-CAC. Our secret is in the inner lining of the container. lt is permeated with a natural mineral compound which seeks out and destroys any ethylene gas before it destroys the product.

It also allows shippers better flexibility when transporting goods to distant markets. And, it improves quality and increases consumer appeal. The Z CAC container is fully developed, patents pending, trademarked and ready for manufacturing.

The Pyro Chill Flame Inhibitor

PyroChill is a new and revolutionary non-toxic, non corrosive, bio degradable, liquid fire inhibitor; unlike fire retardants which only delay the time of combustion. Any porous material treated with PyroChill will never catch on fire no matter what type of exposure to flame or intense heat. This product will be the first to be be launched nationally through direct response television marketing. The scheduled target date for launch is on or about August 26, 2013.

Newport Creek Hospitality

Newport Creek Hospitality is a resort property and hotel Management Company controlled by SIPP recently Newport Creek obtained controlling interest in FVJ Holdings, Japanese based consulting firm. FVJ Holdings works directly with hotel property owners, construction companies, architectural firms, banks, and other financial institutions specific to the hospitality industry. FVJ Holdings currently has a pipeline of over 20 hotel projects or contracts in the Kansai region of Japan; creating the catalyst of Newport Creek Hospitality future development.

For more information in regard to SIPP products and services visit the company website at: www.sippiii.com

7) Describe the Issuer's Facilities

Until the company completes the final stage of funding as outlined in their November 2012 business plan and executive summary all critical employees have agreed in principal to work from their homes. However, the company maintains virtual offices in Las Vegas and Chicago as listed in item 1 of this disclosure statement.

8) Officers, Directors, and Control Persons

a) Names of Officers, Directors and Control Persons:

Chairman/CEO and President
Gregg Pearson

Gregg has a unique background that includes leadership with a proven track record an understanding and utilization of Six Sigma to challenge the status quo and improve processes and efficiency to improve bottom line profits. Gregg started his career in Hospitality over 25 years ago with the Pacific Islands Club in Guam and subsequently worked for Hyatt Hotels, Holiday Inn, The Mondrian and Le Parc Boutique Hotels in West Hollywood prior to taking on the job as General Manager for the Fairways and Bluewater Resort on the island of Boracay in the Philippines, where he lead the team to open the resort and hosted the Jonnie Walker Super tour which played host to such famous golfers as Nick Faldo, Ernie Ells, Jesper Parnevik and others. Gregg later Joined Starwood hotels and Resorts where he was recognized and then promoted because of exceptional operating results. He then became the Six Sigma Master Blackbelt for the Northern California region. He was instrumental in developing best practices that were applied to hotels all over the globe and lead process improvement initiatives that redesigned many of the processes that had been in place. In 2006

Gregg founded Newport Creek Hospitality which focused its efforts towards operating hotels and resorts in the Philippines and Japan. Gregg had successfully grown the company to operating 6 entities or properties in the Philippines and signed contracts and Letters of agreements for 6 additional properties in Japan. Newport Creek was Sold to SIPP in 2011. Gregg earned his CHA (Certified Hotel Administrator) Certificate through the American Hotel and Lodging Association and studied Hotel and Restaurant management at Brigham Young University, Hawaii. He and his wife Joy have been married for 24 years and live in Antioch in the East Bay of San Francisco with their 3 Children.

Director/ COO

Carlos Chavez

In 1997 at the age of 20, Carlos opened a seafood restaurant called Shrimp Chicago located in the Lincoln Park neighborhood. After a year and half of business he was forced to close his doors. In early 1999 he moved to California to attend California State University, Los Angeles where he majored in Business and Contractual law. In 2000 he worked part time in Hollywood with H.B. Barnum on various music production projects and was fortunate enough to tour with Aretha Franklin and serve as her music librarian. In 2002 he returned to Chicago and founded RGSL, an organization designed to promote small business creation and start-up implementation. In 2003 while working in the Humboldt Park community he was asked to produce the independent film Urban Poet. Carlos is also a graduate of Second City and his true passion is being on a stage performing sketch comedy.

Director/ CFO

Mark Suchy

Mark Suchy has been serving as an advisor and recently elected to the board of directors of SIPP, additionally Mark was recently appointed as the new CFO for the company., Mark is a developer with more than 25 years in the real estate industry with projects ranging from 200+ acres of park district to 50+ acres of commercial and Industrial development and conservation. Mark has completed acquisitions, property development, and construction rehabilitation projects in Northern Illinois, Southern Wisconsin and along the golf coast. In addition, Mark gained his depth of business and finance experience while working with both the Security Bank of Milwaukee and M&I Bank. Mark continues to have associations with public and privately held companies that deal with product lines from the Medical Field and Hospitality to Wildlife Restoration and Fire Safety and Prevention.

As of June 30, 2013, Gregg Pearson – Chairman/ CEO is the only control person or beneficial owner with more than 5% of Securities in the company.
There are no convictions or criminal history with any of the proceeding officers listed.
There have been no order, judgment, or decree that have barred or suspended any of the individuals (officers or directors) listed.

There have been no findings or judgments by a court, the SEC, the Commodity Futures trading commission, or State securities regulator of a violation of federal or state securities or commodities law of any of the individuals (officers or directors) listed.
There has been no entry of an order by a self regulatory organization that has barred or suspended any persons (officers or directors) listed.
There are no beneficial shareholders of more than 10% of any class of issuer's securities as of the time of this report.

9) Third Party Providers

Legal Counsel
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There are no other advisors or 3rd party providers as of the date of this report.

10) **Issuer's Certification**

I, Gregg Pearson Certify that:

I have reviewed this Quarterly Updated Disclosure Statement of SIPP International Industries Inc.

Based on my knowledge, this disclosure statement does not contain any untrue statements of material fact or omit to state a material fact necessary to make the statements made, in light of circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and

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.

Dated: June 30, 2013

/s/Gregg Pearson