Strategic Global Investments, Inc.

Company Information and

Disclosure Statement

For the Three and Nine Months Ended

September 30, 2014

We previously were a shell company until June 5, 2010, therefore the exemption offered pursuant to Rule 144 was not available. Anyone who purchased securities directly or indirectly from us or any of our affiliates in a transaction or chain of transactions not involving a public offering cannot sell such securities in an open market transaction.

Section Two: Company's Continuing Disclosure Obligations:

Item 1: Exact name of the Company and address of its principal executive offices.

Strategic Global Investments, Inc.
8451 Miralani Dr, Suite D
San Diego, CA 92126

Item 2: Shares outstanding

At September 30, 2014, the Company had the following shares outstanding
Common stock – 39,800,341,754

Item 3: Quarter End financial statements

INDEX TO CONSOLIDATED FINANCIAL STATEMENTS

STRATEGIC GLOBAL INVESTMENTS, INC.
CONSOLIDATED BALANCE SHEET

	September 30, 2014	December 31, 2013 (Restated)
ASSETS		
Current Assets:		
Cash and Cash Equivalents	$545,532	$8,694
Total Current Assets	545,532	8,694
PROPERTY AND EQUIPMENT, net	308,875	276,114
Other Assets:		
Notes Receivable-Affiliated Parties	1,228,600	-
Intangible Assets-Net of Amortization	6,500	8,000
Land	200,000	200,000
Construction In Progress	256,006	256,006
Total Other Assets	1,691,106	464,006
TOTAL ASSETS	$2,545,513	$748,814
LIABILITIES AND STOCKHOLDERS' EQUITY		
Accounts Payable	$17,632	$35,737
Due to Related Party	174,840	468,000
Total Current Liabilities	192,472	503,737
COMMITMENTS AND CONTINGENCIES		
STOCKHOLDERS' EQUITY		
Preferred stock, $.001 par value;10,000,000 shares authorized, 2,140,000 and 2,140,000 outstanding at September 30, 2014 and December 31, 2013	2,101	2,101
Common stock, $.00001 par value; 100,000,000,000 shares authorized 38,800,341,754 and 212,341,754 shares issued and outstanding at September 30, 2014 and December 31, 2013 (respectively)	3,981,234	21,234
Additional Paid in Capital	1,492,124	2,363,786
Accumulated Deficit	(3,122,418)	(2,142,044)
TOTAL STOCKHOLDERS' EQUITY	2,353,041	245,077
TOTAL LIABILITIES & STOCKHOLDERS EQUITY	$2,545,513	$748,814

See accompanying notes to the unaudited Condensed Consolidated Financial Statements

STRATEGIC GLOBAL INVESTMENTS,IN
STATEMENT OF OPERATIONS

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2014	2013	2014	2013
Revenue	$-	$476	$12,000	$8,448
Cost of Sales	-	200	2,590	2,695
Gross Profit	-	276	9,410	5,753
Selling, General and Administrative Expenses	538,184	302,478	904,684	782,729
Loss from Operations	(538,184)	(302,202)	(895,274)	(776,976)
Other Income (Expense)				
Discontinued Operations	(85,100)		(85,100)	
Interest Expense	-	(14,250)	-	(42,750)
Interest Income	-	-	-	2,846
Total Other Income (Expense)	(85,100)	(14,250)	(85,100)	(39,904)
Loss Before Income Taxes	(623,284)	(316,452)	(980,374)	(816,880)
Income Tax Benefit	-	-	-	-
Net Loss	(623,284)	(316,452)	(980,374)	(816,880)
Loss Per Share-Basic and Diluted	$(0.00)	$(0.00)	$(0.01)	$(0.01)
Weighted Average Common Shares Outstanding -Basic and Diluted	26,600,341,754	147,974,592	102,161,494	110,269,471

See accompanying notes to the unaudited Condensed Consolidated Financial Statements

STRATEGIC GLOBAL INVESTMENTS, INC.
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY

	Preferred Stock		Common Stock		Subscribed Shares	Additional Paid	Accumulated	(Deficiency)
	Shares	Amt	Shares	Amt	Receivable	in Capital	Deficit	Equity
Balance -December 31, 2012	0	$ 0	83,197,680	$ 8,320	$	1,182,897	$ (1,102,279)	$ 88,938
Stock issued for fixed assets acquired			5,000,000	500		199,500		200,000
Stock issued for services to consultants and employees	0	0	68,736,667	6,874		574,802	-	581,676
Conversion of related note payable to preferred stock	2,100,000	2,101		0		207,900		210,001
Cancellation of note payable			1,250,000	125		49,875		50,000
Issuance of common stock for cash proceeds	-	0	42,157,407	5,416		148,812	-	154,2258
Net Loss							(1,039,765)	(1,039,765)
Balance -December 31, 2013	2,100,000	$ 2,101	200,341,754	$ 21,234	$	2,363,786	$ (2,142,044)	$ 245,077
Stock issued for service to consultants			1,350,000,000	135,000				135,000
Conversion of related note payable to common stock			7,500,000,000	750,000		(750,000)		(0)
Issuance of common stock for cash proceeds-net of costs	-	0	30,750,000,000	3,075,000		(121,622)	-	2,953,838
Net Loss							(980,374)	(980,374)
Balance –September 30, 2014	2,100,000	$ 2,101	39,800,341,754	$ 3,981,234	$	1,492,124	$ (3,122,418)	$ 2,353,041

See accompanying notes to the unaudited Condensed Consolidated Financial Statements

STRATEGIC GLOBAL INVESTMENTS, INC.
CONSOLIDATED STATEMENT OF CASH FLOWS
NINE MONTHS ENDED

		September 30, 2014		September 30, 2013
CASH FLOWS FROM OPERATING ACTIVITIES:				
Net loss	$	(980,374)		$(816,880)
Adjustments to reconcile net loss to net cash used in operating activities:				
Stock issued for services		135,000		310,505
Depreciation		44,000		6,000
Changes in operating assets and liabilities:				
Decrease (Increase) in assets:				
Accounts Receivable		-		9,889
Increase (Decrease) in liabilities:				
Accounts payable and accrued expenses		(18,105)		(46,814)
Due to related party		18,840		-
Net Cash Used In Operating Activities		(800,639)		(537,300)
Cash Flows from Investing Activities				
Fixed Assets Purchased		(76,761)		(3,350)
Net Cash(Used In) Provided by Investing Activities		(76,761)		(3,350)
Cash (Used In) Provided in Investing Activities				
Issuance of Note Receivable		(1,228,600)		-
Proceeds from issuance of stock		2,953,338		415,318
Conversion of Notes Proceeds		(468,000)		
Proceeds from notes payable		157,500		82,650
Net Cash Provided by(Used In) Financing Activities		1,414,238		497,968
NET DECREASE IN CASH AND CASH EQUIVALENTS		536,838		(42,682)
CASH AND CASH EQUIVALENTS, BEGINNING OF PERIOD		8,694		55,841
CASH AND CASH EQUIVALENTS, END OF PERIOD	$	545,532	$	13,159
SUPPLEMENTAL DISCLOSURE OF CASH FLOWS INFORMATION:				
SUPPLEMENTAL DISCLOSURE OF NONCASH ACTIVITIES:				
Interest paid during the period	$	-	$	-
Income taxes paid during the period	$	-	$	-

STRATEGIC GLOBAL INVESTMENTS, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Note 1 - SUMMARY OF COMPANY BUSINESS

Organization

The Company Strategic Global Investments, Inc. is a Delaware chartered corporation, which conducts business from its headquarters in San Diego, CA. It was formed on December 11, 1985 as a Florida chartered corporation. On August 26, 2008, the Company was reincorporated under the laws of the State of Delaware. On May 17, 2010, the Company changed its name from American Consolidated Laboratories, Inc. to Strategic Global Investments, Inc.

On June 1, 2010, the Company entered into an agreement and plan of merger to acquire 99% of the issued and outstanding equity shares of Punta Perfecta S.A. de C.V, a Mexican corporation which owns the Punta Perfecta project in Baja. As part of the reverse acquisition Punta Perfecta was renamed Strategic Global Investments, Inc.

On January 1, 2011, the Company purchased all of the issued and outstanding shares of Wazuu, Inc., a Florida corporation, in exchange for 800,000 shares of its common stock.

On February 21, 2011, the Company purchased certain assets of 3D Live, Inc., a Minnesota corporation, for 750,000 shares of its common stock.

On March 18, 2013, 5,000,000 shares were sold to Tuvozonline for substantially all of its assets, including computer equipment, office equipment, advertising material, client lists and Gateways to countries in Europe and Asia.

In February 2014, the Company purchased Bearpot, Inc., a Colorado corporation, which proposed to grow and sell marijuana in the state of Colorado for $50,000 in cash.

Restatements

The Company made certain stock sales during the year that were subsequently rescinded. These sales were for cash and/or notes receivable. Rescinded sales are treated as if they had not occurred. As a result, the financial statements for the year ended December 31, 2013 have been restated to reduce the number of shares outstanding on the Balance Sheet and the amount of the Notes Receivable line item to reflect the rescission of the stock sales. Also, the Statement of Stockholders Equity has been restated to reflect fewer stock sales and, as a result, fewer shares of stock outstanding, and the Statement of Cash Flows has been restated to reflect the reduction in cash proceeds from the sale of stock. The number of shares outstanding was reduced by 17,000,000 shares, and the amount of notes receivable and additional paid in capital was reduced by

$660,000

NOTE 2 - GOING CONCERN

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. The Company's financial position and operating results raise substantial doubt about the Company's ability to continue as a going concern, as reflected by the net loss of $2,975,918 accumulated through September 30, 2014. The ability of the Company to continue as a going concern is dependent upon commencing operations, developing sales and obtaining additional capital and financing. The financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern. The Company is currently seeking additional capital to allow it to continue to develop and grow its online business operations

NOTE 3 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The Company prepares its consolidated financial statements in accordance with accounting principles generally accepted in the United States of America. Significant accounting policies are as follows:

Use of Estimates

The preparation of condensed financial statements in conformity with accounting principles generally accepted in the United States ("GAAP") requires management to make estimates and assumptions that affect (i) the reported amounts of assets and liabilities, (ii) the disclosure of contingent assets and liabilities known to exist as of the date the condensed financial statements are published, and (iii) the reported amount of net sales and expenses recognized during the periods presented. Adjustments made with respect to the use of estimates often relate to improved information not previously available. Uncertainties with respect to such estimates and assumptions are inherent in the preparation of condensed financial statements; accordingly, actual results could differ from these estimates.

These estimates and assumptions also affect the reported amounts of revenues, costs and expenses during the reporting period. Management evaluates these estimates and assumptions on a regular basis. Actual results could differ from those estimates.

Cash and Cash Equivalents

The Company considers all highly liquid investments with an original maturity of year ended or less to be cash equivalents. Cash equivalents include cash on hand and cash in the bank.

Property and Equipment

Property and equipment is recorded at cost and depreciated over the estimated useful lives of the assets using principally the straight-line method. When items are retired or otherwise disposed of, income is charged or credited for the difference between net book value and proceeds realized thereon. Ordinary maintenance and repairs are charged to expense as incurred, and replacements and betterments are capitalized.

The range of estimated useful lives used to calculate depreciation for principal items of property and equipment are as follow:

Asset Category	**Depreciation/ Amortization Period**
Furniture and Fixture	3 years
Office equipment	3 years
Leasehold improvements	5 years
Automobile	5 years

Property Evaluations

Management of the Company will periodically review the net carrying value of its properties on a property-by-property basis. These reviews will consider the net realizable value of each property to determine whether a permanent impairment in value has occurred and the need for any asset write-down. An impairment loss will be recognized when the estimated future cash flows (undiscounted and without interest) expected to result from the use of an asset are less than the carrying amount of the asset. Measurement of an impairment loss will be based on the estimated fair value of the asset if the asset is expected to be held and used.

Although management will make its best estimate of the factors that affect net realizable value based on current conditions, it is reasonably possible that changes could occur in the near term which could adversely affect management's estimate of net cash flows expected to be generated from its assets, and necessitate asset impairment write-downs.

Asset retirement obligations

The Company plans to recognize liabilities for statutory, contractual or legal obligations, including those associated with the reclamation of properties and any plant and equipment, when those obligations result from the acquisition, construction, development or normal operation of the assets. Initially, a liability for an asset retirement obligation will be recognized at its fair value in the period in which it is incurred. Upon initial recognition of the liability, the corresponding asset retirement cost will be added to the carrying amount of the related asset and the cost will be amortized as an expense over the economic life of the asset using either the unit-of-production method or the straight-line method, as appropriate. Following the initial recognition of the asset retirement obligation, the carrying amount of the liability will be increased for the passage of time and adjusted for changes to the amount or timing of the underlying cash flows needed to settle the obligation.

Impairment of Long-Lived Assets

In accordance with ASC Topic 360, *long-lived assets*, such as property, plant, and equipment, and purchased intangibles, are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Goodwill and other intangible assets are tested for impairment. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset to estimated undiscounted future cash flows expected to be generated by the asset. If the carrying amount of an asset exceeds its estimated future cash flows, an impairment charge is recognized by the amount by which the carrying amount of the asset exceeds the fair value of the asset.

Goodwill and Other Intangible Assets

The Company adopted Statement of Financial Accounting Standard ("FASB") Accounting Standards Codification ("ASC") Topic 350 *Goodwill and Other Intangible Assets*, effective July 1, 2002. In accordance with ("ASC Topic 350") "*Goodwill and Other Intangible Assets*," goodwill, which represents the excess of the purchase price and related costs over the value assigned to net tangible and identifiable intangible assets of businesses acquired and accounted for under the purchase method, acquired in business combinations is assigned to reporting units that are expected to benefit from the synergies of the combination as of the acquisition date. Under this standard, goodwill and intangibles with indefinite useful lives are no longer amortized. The Company assesses goodwill and indefinite-lived intangible assets for impairment annually during the fourth quarter, or more frequently if events and circumstances indicate impairment may have occurred in accordance with ASC Topic 350.

If the carrying value of a reporting unit's goodwill exceeds its implied fair value, the Company records an impairment loss equal to the difference. ASC Topic 350 also requires that the fair value of indefinite-lived purchased intangible assets be estimated and compared to the carrying value. The Company recognizes an impairment loss when the estimated fair value of the indefinite-lived purchased intangible assets is less than the carrying value.

Income Taxes

Deferred income taxes are provided based on the provisions of ASC Topic 740, "*Accounting for Income Taxes*", to reflect the tax consequences in future years of differences between the tax bases of assets and liabilities and their financial reporting amounts based on enacted tax laws and statutory tax rates applicable to the periods in which the differences are expected to affect taxable income. Valuation allowances are established when necessary to reduce deferred tax assets to the amount expected to be realized.

The Company adopted the provisions of ASC Topic 740; "Accounting For Uncertainty In Income Taxes-An Interpretation Of ASC Topic 740 ("Topic 740"). Topic 740 contains a two-step approach to recognizing and measuring uncertain tax positions. The first step is to evaluate the tax position for recognition by determining if the weight of available evidence indicates it is more likely than not, that the position will be sustained on audit, including resolution of related appeals or litigation processes, if any. The second step is to measure the tax benefit as the largest amount, which is more than 50% likely of being realized upon ultimate settlement. The Company considers many factors when evaluating and estimating the Company's tax positions and tax benefits, which may require periodic adjustments. At September 30, 2013, the Company did not record any liabilities for uncertain tax positions.

We have adopted “Accounting for Uncertainty in Income Taxes”. A tax position is recognized as a benefit only if it is “more likely than not” that the tax position would be sustained in a tax examination, with a tax examination being presumed to occur. The amount recognized is the largest amount of tax benefit that is greater than 50% likely of being realized on examination. For tax positions not meeting the “more likely than not” test, no tax benefit is recorded. The adoption of ASC 740-10-25 had no effect on our condensed financial statements.

<u>Concentration of Credit Risk</u>

The Company maintains its operating cash balances in banks in San Diego, California. The Federal Depository Insurance Corporation (FDIC) insures accounts at each institution up to $250,000.

<u>Share-Based Compensation</u>

The Company applies Topic 718 “Share-Based Payments” (“Topic 718”) to share-based compensation, which requires the measurement of the cost of services received in exchange for an award of an equity instrument based on the grant-date fair value of the award. Compensation cost is recognized when the event occurs. The Black-Scholes option-pricing model is used to estimate the fair value of options granted.

<u>Basic and Diluted Net Loss Per Share</u>

Net loss per share was computed by dividing the net loss by the weighted average number of common shares outstanding during the period. The weighted average number of shares was calculated by taking the number of shares outstanding and weighting them by the amount of time that they were outstanding. Diluted net loss per share for the Company is the same as basic net loss per share, as the inclusion of common stock equivalents would be antidilutive.

Fair Value of Financial Instruments

The Company financial instruments consist primarily of cash, affiliate receivable, settlement receivable, accounts payable and accrued expenses and debt. The carrying amounts of such financial instruments approximate their respective estimated fair value due to the short-term maturities and approximate market interest rates of these instruments. The estimated fair value is not necessarily indicative of the amounts the Company would realize in a current market exchange or from future earnings or cash flows.

The Company adopted ASC Topic 820, Fair Value Measurements ("ASC Topic 820"), which defines fair value, establishes a framework for measuring fair value, and expands disclosure about fair value measurements. The standard provides a consistent definition of fair value, which focuses on an exit price that would be received upon sale of an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The standard also prioritizes, within the measurement of fair value, the use of market-based measurements.

The three-level hierarchy for fair value measurements is defined as follows:

- Level 1 – inputs to the valuation methodology are quoted prices (unadjusted) for identical assets or liabilities in active markets;

- Level 2 – inputs to the valuation methodology include quoted prices for similar assets and liabilities in active markets, and inputs that are observable of the asset or liability other than quoted prices, either directly or indirectly including inputs in markets that are not considered to be active;

- Level 3 – inputs to the valuation methodology are unobservable and significant to the fair value measurement.

Recent Accounting Pronouncements

We have reviewed the FASB issued Accounting Standards Update ("ASU") accounting pronouncements and interpretations thereof that have effectiveness dates during the periods reported and in future periods. The Company has carefully considered the new pronouncements that alter previous generally accepted accounting principles and does not believe that any new or modified principles will have a material impact on the corporation's reported financial position or operations in the near term. The applicability of any standard is subject to the formal review of our financial management and certain standards are under consideration.

NOTE 4 - STOCKHOLDER'S EQUITY

The Company has 10,000,000 shares of preferred stock, par value $0.001 authorized. 2,140,000 issued and outstanding as of September 30, 2014 and December 31, 2013 respectively.

On January 17, 2014, the Issuer issued to Andrew Fellner 7,500,000,000 shares in consideration of his foregoing all claims to $750,000 in salary which he could have demanded for his services as CEO if the Issuer from May, 2010 to January 1, 2014.

On January 31, 2014, the Issuer sold 750,000,000 shares to Continental Equities LLC at a price of $0.0001 per share for cash proceeds of $75,000.

On February 4, 2014, the Issuer sold 150,000,000 shares to DGI LLC at a price of $0.0001 per share for cash proceeds of $15,000.

On February 5, 2014, the Issuer sold 125,000,000 shares to INET Capital at a price of $0.0001 per share for cash proceeds of $12,500.

On February 5, 2014, the Issuer sold 125,000,000 to Liquid Management at a price of $0.0001 per share for cash proceeds of $12,500.

On February 7, 2014, the Issuer sold 440,000,000 shares to Caesar Capital Group at a price of $0.0001 per share in exchange for cash proceeds of $44,000.

On February 12, 2014, the Issuer sold 50,000,000 shares to Barry Sheerman at a price of $0.0001 per share in exchange for cash proceeds of $5,000.

On February 12, 2014, the Issuer sold 250,000,000 shares to Jason Sunstein at a price of $0.0001 per share in exchange for cash proceeds of $25,000.

On February 13, 2014, the Issuer sold 300,000,000 shares to DGI LLC at a price of $0.0001 for cash proceeds of $30,000.

On February 14, 2014, the Issuer sold 250,000,000 shares to Jason Sunstein Family Investments, LLC at a price of $0.0001 per share in exchange for cash proceeds of $25,000.

On February 14, 2014, the Issuer sold 200,00,000 shares to Global Partners Inc. at a price of $0.0001 per share in exchange for cash proceeds of $20,000.

On February 14, 2014, the Issuer sold 900,000,000 shares to Whitehead Financial LLC at a price of $0.0001 per share for cash proceeds of $90,000.

On February 18, 2014, the Issuer sold 600,000,000 shares to Eastmore Capital at a price of $0.0001 per share for cash proceeds of $60,000.

On February 18, 2014, the Issuer sold 100,000,000 shares to NF at a price of $0.0001 per share for cash proceeds of $10,000.

On February 19, 2014, the Issuer sold 200,000,000 shares to Daryl Tirico at a price of $0.0001 per share in exchange for cash proceeds of $20,000.

On February 19, 2014, the Issuer sold 1,100,000,000 shares to Whitehead Financial Group LLC at a price of $0.0001 per share in exchange for cash proceeds of $110,000.

On February 20, 2014, the Issuer sold 330,000,000 shares to Tide Pool Ventures Corporation at a price of $0.0001 per share in exchange for cash proceeds of $33,000.

On February 20, 2014, the Issuer sold 200,000,000 shares to Daryl Tirico at a price of $0.0001 per share for cash proceeds of $20,000.

On February 20, 2014, the Issuer sold LaJolla Side 600,000,000 shares at a price of $0.0001 per share for cash proceeds of $60,000.

On February 24, 2014, the Issuer sold 350,000,000 shares to Leland Martin at a price of $0.0001 per share in exchange for cash proceeds of $35,000.

On February 25, 2014, the Issuer sold 250,00,000 shares to Rock Center at a price of $0.0001 per share in exchange for cash proceeds of $25,000.

On February 27, 2014, the Issuer sold 6,750,000,000 shares to KnotFloat & Company/Redwood Management LLC at a price of $0.0001 per share in exchange for cash proceeds of $675,000.

On February 27, 2014, the Issuer sold 200,000,000 shares to International List Consultants at a price of $0.0001 per share in exchange for cash proceeds of $20,000.

On February 28, 2014, the Issuer sold 600,000,000 shares to Joseph Pittera at a price of $0.0001 per share in exchange for cash proceeds of $60,000.

On March 3, 2014, the Issuer sold 1,000,000 shares to International List Consultants at a price of $0.0001 per share for cash proceeds of $100.

On March 3, 2014, the Issuer sold 100,000,000 shares to Nancy Fisher at a price of $0.0001 per share for cash proceeds of $10,000.

On March 3, 2014, the Issuer sold 1,000,000 shares to Eric Lowrey at a price of $0.0001 per share for cash proceeds of $100.

On March 5, 2014, the Issuer sold 100,000,000 shares to Nancy Fisher at a price of $0.0001 per share in exchange for cash proceeds of $10,000.

On March 7, 2014, the Issuer sold 600,000,000 shares to Legal & Compliance LLC at a price of $0.0001 per share in exchange for cash proceeds of $60,000.

On March 11, 2014, the Issuer sold 300,000,000 shares to DGI LLC at a price of $0.0001 per share for cash proceeds of $30,000.

On March 12, 2014, the Issuer sold 250,000,000 shares to Nine Twenty Capital at a price of $0.0001 per share for cash proceeds of $25,000.

On March 13, 2014, the Issuer sold 700,000,000 shares to DGI LLC at a price of $0.0001 per share in exchange for cash proceeds of $70,000.

On March 17, 2014, the Issuer sold 500,000,000 shares to Madison Park Advisors at a price of $0.0001 per share in exchange for cash proceeds of $50,000.

On March 21, 2014, the Issuer sold 3,670,000,000 shares to Beaufort Capital at a price of $0.0001 per share in exchange for cash proceeds of $367,000.

On March 24, 2014, the Issuer sold 3,254,000,000 shares to AGS Capital at a price of $0.0001 per share in exchange for cash proceeds of $325,400.

On March 27, 2014, the Issuer sold 600,000,000 shares to Gina Stagnitto at a price of $0.0001 per share in exchange for cash proceeds of $60,000.

On March 28, 2014, the Issuer sold 600,000,000 shares to Global Partners at a price of $0.0001 per share in exchange for cash proceeds of $60,000.

On April 1, 2014, the Issuer sold 100,000,000 shares to Barry Sheerman at a price of $0.0001 per share for cash proceeds of $10,000.

On April 3, 2014, the Issuer sold 400,000,000 shares to Gina Stagnitto at a price of $0.0001 per share for cash proceeds of $40,000.

On April 3, 2014, the Issuer sold 50,000,000 shares to Mike Sherman at a price of $0.0001 per share for cash proceeds of $5,000.

On April 7, 2014, the Issuer sold 100,000,000 shares to Chuck Bastyr at price of $0.0001 per share for cash proceeds of $10,000.

On April 14, 2014, the Issuer sold 2,500,000,000 shares to AGS Capital at a price of $0.0001 per share in exchange for cash proceeds of $250,000.

On May 6, 2014, the Issuer sold 200,000,000 shares to Global Capital at a price of $0.0001 per share in exchange for cash proceeds of $20,000.

On May 6, 2014, the Issuer sold 700,000,000 shares to DGI at a price of $0.0001 per share in exchange for cash proceeds of $70,000.

On July 10, 2014, the Issuer sold 100,000,000 shares to Angel/Franklin at a price of $0.0001 per share in exchange for cash proceeds of $10,000.

On July 30, 2014, the Issuer sold 3,250,000 shares to David Greenberg in consideration of the cancellation of a $50,000 loan from Mr. Greenberg to the Company.

On July 7, 2014, the Issuer sold 100,000,000 shares to Mike Sherman at a price of $0.0001 per share in exchange for cash proceeds of $10,000.

On July 29, 2014, the Issuer sold 100,000,000 shares to Nancy Fisher at a price of $0.0001 per share in exchange for cash proceeds of $5,000.

On July 29, 2014, the Issuer sold 50,000,000 shares to Eric Lowery at a price of $0.0001 per share in exchange for cash proceeds of $5,000.

On July 29, 2014, the Issuer sold 1,250,000,000 shares to DGI at a price of $0.0001 per share in exchange for consulting services valued at of $125,000.

On August 11, 2014, the Issuer sold 1,300,000,000 shares to Whitehead Financial at a price of $0.0001 per share in exchange for cash proceeds of $130,000.

On September 2, 2014, the Issuer sold 100,000,000 shares to Lourell Roberts at a price of $0.0001 per share in exchange for consulting services valued at of $10,000.

On September 18, 2014, the Issuer sold 205,000,000 shares to Platinum Magazine at a price of $0.0001 per share in exchange for cash proceeds of $20,500.

The Company received approximately $2.9 million cash proceeds from the sell of stock year to date for 2014, after expenses and approximately $150,000 in 2013.

At September 30, 2014 and December 31, 2013, the Company had 38,545,341,754 and 200,341,754 shares issued and outstanding respectively.

NOTE 5 - INCOME TAXES

The Company adopted ASC Topic 740, which requires the recognition of deferred tax liabilities and assets for the expected future tax consequences of events that have been included in the financial statement or tax returns. Under this method, deferred tax liabilities and assets are determined based on the difference between financial statements and tax bases of assets and liabilities using enacted tax rates in effect for the year in which the differences are expected to reverse. Temporary differences between taxable income reported for financial reporting purposes and income tax purposes are insignificant.

For income tax reporting purposes, the Company's aggregate unused net operating losses approximate $2,800,000, which expire in various years through 2030, subject to limitations of Section 382 of the Internal Revenue Code, as amended. The Company has provided a valuation reserve against the full amount of the net operating loss benefit, because in the opinion of management based upon the earning history of the Company, it is more likely than not that the benefits will not be realized.

Under the Tax Reform Act of 1986, the benefits from net operating losses carried forward may be impaired or limited on certain circumstances. Events which may cause limitations in the amount of net operating losses that the Company may utilize in any one year include, but are not limited to, cumulative ownership changes of more than 50% over a three-year period. The impact of any limitations that may be imposed for future issuances of equity securities, including issuances with respect to acquisitions have not been determined.

The difference between income tax expense computed by applying the federal statutory corporate tax rate and actual income tax expense is as follows:

	September 30, 2014		December 31, 2013	
Statutory federal income tax rate	34.00	%	34.00	%
State income taxes and other	5.50	%	5.50	%
Valuation allowance	(39.50)	%	(39.50)	%
Effective tax rate	-0-	%	-0-	%

Deferred income taxes result from temporary differences in the recognition of income and expenses for the financial reporting purposes and for tax purposes. The tax effect of these temporary differences representing deferred tax asset and liabilities result principally from the following:

NOTE 6 – INVESTMENT PROPERTY

The Company purchased a property from foreclosure with a total to-date investment of $195,066, inclusive of a $15,000 deposit for needed repairs. This property was sold in the first quarter of 2011 for a net gain of $100,983

NOTE 7 – REVERSE ACQUISITION

On June 1, 2010, the Company issued 55,000,000 shares of its common stock, par value $0.001 per share ("Common Stock"), to effect the acquisition of 99% of the issued and outstanding equity shares of Punta Perfecta S.A. de C.V, a Mexican corporation ("Punta") which owns the Punta Perfecta project in Baja, Mexico that had an appraised value of approximately $5,000,000. The company has valued the asset at $450,000 based on the value of the property at the time of acquisition. The Company has reviewed the value as of December 31, 2011 and has determined no impairment is necessary. The Company Punta financials consists of only the land acquired and two buildings located on the land. There is no other assets or liabilities associated with this acquisition. The financials for Punta are included in the presented financials statements for the Company.

As part of the Punta acquisition the Company owns approximately 10 acres of land in the Los Cabos area of Baja, Mexico and has a contract to purchase an additional approximately 48 acres of land in La Paz, Mexico. In early 2010, the Company developed a plan to develop this land using its real estate development subsidiary with the idea of building and marketing small luxury resort homes, called Small Luxury Villas ("SLV"), on a fractional (sometimes called time share or time interval) ownership basis. This division, Punta Perfecta S.A. de C.V., is a Mexican corporation, which owns the Los Cabos area land and has the contract to purchase the additional land. When that unit or units are completed, the Company will be obligated to pay the contractor for its cost of construction plus 15%, which amount is currently estimated to total approximately $520,000 to $575,000. No liability for the amount due to contractor has been accrued as it is not due until the project is finished.

NOTE 8 – ACQUISITIONS

On January 1, 2011, the Company acquired Wazzuu, Inc., a then newly formed corporation which owned certain intellectual property, including a social media networking website. The cost of the acquisition was 240,000 shares of common stock valued at approximately $54,101 and cash paid for the Company including acquisition costs. The Company subsequently stopped using the Wazzuu.com web site and started a new web site called WaZillo.com. The entire acquisition price was written off as impairment to goodwill.

On February 21, 2011, the Company purchased certain intangible assets, including several well followed websites in the North Central US, of 3D Live, Inc., a Minnesota corporation, for 750,000 shares of Common Stock valued at $37,500. In addition the Company incurred additional $33,300 of acquisition costs related to the purchase. Costs included legal and professional fees and other miscellaneous related costs. The entire purchase price was written off as impairment to goodwill.

On March 18, 2013 the Company acquired the assets of Tuvozonline. The assets included computer equipment, customer lists, existing contracts, advertising material and Gateways to various international countries in Europe and Asia. The assets were acquired in exchange for 5 million shares valued at $200,000.

In February 2014, the Company purchased bearpotinc Inc., a Colorado corporation, which proposed to grow and sell marijuana in the state of Colorado for $50,000 in cash.

NOTE 9 – GOODWILL IMPAIRMENT AND OTHER INTANGIBLE ASSETS

The Company adopted Statement of Financial Accounting Standard ("FASB") Accounting Standards Codification ("ASC") Topic 350 *Goodwill and Other Intangible Assets*, effective July 1, 2002. In accordance with ("ASC Topic 350") "*Goodwill and Other Intangible Assets*," goodwill, which represents the excess of the purchase price and related costs over the value assigned to net tangible and identifiable intangible assets of businesses acquired and accounted for under the purchase method, acquired in business combinations is assigned to reporting units that are expected to benefit from the synergies of the combination as of the acquisition date. Under this standard, goodwill and intangibles with indefinite useful lives are no longer amortized. The Company assesses goodwill and indefinite-lived intangible assets for impairment annually during the fourth quarter, or more frequently if events and circumstances indicate impairment may have occurred in accordance with ASC Topic 350. If the carrying value of a reporting unit's goodwill exceeds its implied fair value, the Company records an impairment loss equal to the difference. ASC Topic 350 also requires that the fair value of indefinite-lived purchased intangible assets be estimated and compared to the carrying value. The Company recognizes an impairment loss when the estimated fair value of the indefinite-lived purchased intangible assets is less than the carrying value.

Item 4: Managements discussion and analysis or plan of operation

A. Plan of operation

We are a development stage company engaged in providing our customers with various opportunities to use the internet to provide on demand information or advertising to targeted audiences. We do this in three ways: we produce informational content videos for customers, we permit customers to use our studios to produce their own informational content videos and we provide a website where our subscribers can make available live, streaming video for their potential customers or others they wish to reach. We produce internet content, largely taped video shows, in our studios in San Diego, California and store it on our continuous management system ("CMS"). This content is then made available to the target audience directly through our internet website **WaZilloMedia.**com (the "Media Site") or through a link on our customer's website.

We also have the ability, through our **Wazillo**.com website (the "Streaming Site"), to show potential customers of our subscribers an online network of streaming video from webcams located at restaurants, bars, nightclubs and similar venues, which shows these potential customer what is happening in those venues on a real time basis.

Our Business

We believe that it is all but a common place to say that the internet has significantly changed the way in which people get information of various kinds, and thus it has increasingly replaced conventional media such as newspapers, magazines, radio, and tv as the most cost effective way to make information available to target audiences. Further, as people have become more and more used to using the internet to get various kinds of information, whether on timely topics that interests them or about goods and services, they have also become used to getting to that information on demand whenever it is convenient for them. This is particularly true of people under 30 years old, who have grown up using the internet extensively. Also, the availability of the internet through smartphones, tablets and similar small easily portable devices and the increasing number of public wi-fi connections only encourages people to expect to be able to access information about topics that interest them or about goods and services on the internet no matter whenever they want and wherever they are.

Our Media Site

We are making use of these trends by offering our customers and subscribers the opportunity to get information to their target audiences at the time that those audiences want to see or hear it. With conventional media, information providers or advertisers can only make information available to their target audiences when the media itself is available to those audiences, that is, when the newspaper or magazine is read or the radio is listened to or tv watched. This may or may not be a time when the audience is really interested in getting the information. With these media, the informational or advertising content will only randomly reach the target audience at the time the audience is interested in learning the information or thinking of buying any specific kind of good or service. The advantage of our services is that they make information or advertisements immediately available to anyone in the target audience who is interested enough in learning the information to go look for it. This is a much more efficient way to provide this information for both the information provider and the potential consumer of that information.

In developing our business, we have built what we believe to be a state-of-the-art studio in our offices in San Diego, California where we can produce information videos and live shows. This studio can be run by one person because of our use of robotics in the studio. In addition, we have developed proprietary software which we use to produce information videos, store them on our CMS and play them on the internet. We have also built and maintain our Media Site and our Streaming Site. Using a network of independent contractors, we are able to assist our customers in planning and writing the customer’s information content, making the video itself at the studio in our offices or in a studio chosen by the customer, storing the video in our CMS and playing the video on demand through direct access to our Media Site or through a link from the customer’s site. Access to the video may be limited to those with proper logins and passwords, if the customer desires. Depending on the requirements of the customer, it may use all or only some of our production services.

The Media Site works in this way. The Site streams live (or pre-recorded) video content originating from our studios in San Diego, or any other location worldwide, to people who access the Site, while simultaneously recording (archiving) the video on the website server. As an alternative to viewing the live broadcasts, the archived videos (the videos you see on the website) can be viewed on-demand by website visitors. Pre-recorded videos can also be uploaded (versus live streaming) to our Site server for play-on-demand viewing. Although currently no customer is making use of this feature, access to live or pre-recorded video on the Site can be login and password protected, so it can only be viewed by persons authorized to do so by the customer.

The video content on the Site is grouped into channels. The videos in each channel pertain to a specific subject. For examples, all the videos in the Business Channel cover a variety of subjects pertaining to business.

The Site is automated in the sense that it will only accept live video streams from customers when specific recurring shows are scheduled to air. Those shows appear on the show schedule page. The video broadcast server in our San Diego studio is time-synced with our Media Site hosting server, thereby allowing scheduled shows to air seamlessly. The Site server can air multiple live shows concurrently.

Currently, we are having most success in producing information videos for customers who are trying to deliver information to a specific audience. We can offer businesses of all sizes and in any industry an affordable way to produce and distribute information such as training, promotional and sales presentations. We believe that these presentations can be produced by us on a much more economical basis than in traditional video studios because it can be run by one person and because we don’t have the cost of full-time production people. Further, because the video presentation is archived on our CMS, the target audience can view it whenever it is convenient to the individual members of that audience.

For example, we have made training videos for a customer, which we store on our CMS. These training videos are available to the customer's employees 24/7, so they can be watched when it is convenient to the employee, which may or may not be during normal work hours. For the customer, this is much more efficient than bringing all of the employees together to watch the video or even to schedule them in groups to watch it. This approach would be particularly useful to an employer which has multiple small offices which are spread out over a large geographic area.

Similarly, we have made information videos for a customer which wanted to provide information about job availability to people who might be interested. The customer needed to make the information available to the interested persons when those people were in a position to look at the video, which may or may not be during normal working hours. It would clearly be impractical to get all of the potentially interested people together all in one room at one time.

Our Media Site has also been used by customers to make video presentations in a format which we call "Talk-TV". This approach permits the customer to make an informational video which can be accessed through our Media Site 24/7, thus allowing interested persons to view the video at their convenience and not just when it is available in a print or over-the-air media format.

Although our Media Site currently has only approximately two "Talk-TV" contributors to its presentations, we believe that the Site has demonstrated that there is a market for presenters and advertisers who wish to produce and broadcast presentations about their products, services, and ideas in this format. We believe that when we have sufficient funding to allow us to market this service more widely, there will be increased interest in the concept and the site from advertisers who wish to make presentations for targeted audiences and from viewers who wish to see the information presented in the shows.

On this Site, we earn revenue by producing video content for customers and by licensing its use to our customers and by charging customers to stream and store content prepared by them. Our media website provides the video streaming and archiving technology that supports those endeavors.

Our Streaming Site

Our Streaming Site provides venue operators with the ability to present their venue, such as restaurants, nightclubs, bars and similar places to potential customers at precisely the time when they are deciding where they will go to spend their time and money. By providing live video of multiple venues, our Streaming Site helps people in their decision-making process of where to go on a night out. People seek restaurants, nightclubs and bars with a specific atmosphere and crowd. They understand that because the atmosphere in venues is constantly changing on any given night, the information provided on the Streaming Site will, hopefully, help them avoid spending time and money in going to a venue where, they will realize upon arrival, they don't want to be. Thus, our Streaming Site helps the venue operators to attract the kinds of customers that they are targeting.

Also, our Streaming Site provides venue operators with a creative way to advertise specials of goods or services for, or events occurring on, that or future evenings. In addition, the venues will be able to directly email, tweet or text customers in their data base about specials, coupons, gift cards and events that customers can take advantage of by using the Streaming Site. This capability provides venue operators with an opportunity to narrowly target advertisements to people who are in the process of deciding where to spend their money that evening and to target specials to any needs or desires of the venue operator. Venues and their suppliers realize that traditional forms of advertising, such as print, mail and radio, are becoming increasingly expensive and obsolete because they do not provide real-time information. As a result, they are filtered out by the 21-40 year olds who have come to expect real-time information delivered digitally. Live streaming video provides venue owners with real-time visibility and advertising capabilities that are unavailable from any other advertising medium.

In order to encourage visitors to the Streaming Site to return often, thereby increasing traffic to the Site and its desirability as an advertising site, we seek to provide visitors to the Site with constantly changing information in an interactive, informative and engaging manner.

Finally, we believe that the Streaming Site website will provide opportunities to obtain advertising, sponsorships and promotions from third parties who are attracted to the demographics of the visitors to the Site. These third party advertisers are selling products and services that are likely to be attractive to the visitors to the Site, including offering coupons which can be used at venues of the kind which the Site displays.

At one point, our Streaming Site had five user venues in one city, as well as a similar number in a total of five other cites, all of which we are used to demonstrate the viability of this business model. We believe that we have demonstrated that our technology works and that venues found the concept attractive. Thus, we believe that once we obtain sufficient additional financing to permit us to increase our sales force and install our equipment in more venues, we will be able to significantly increase the number of venues that are users of our Streaming Site.

This Site will generate revenue from advertising by liquor, beer and wine companies, and their distribution and marketing partners (collectively “Suppliers”) who will sponsor venue cameras in exchange for a variety of brand awareness and discount coupon programs (promoting the Suppliers’ brands) that users can download to their smartphones or obtain on Supplier designated websites. As noted above, the key to obtaining these advertisers is to significantly increase the number of venues using our Streaming Site.

In addition, we have developed a digital advertising platform that will permit users to project holographic-like displays on windows of their businesses. This will permit users to create customized on-site advertising displays that will replace printed signs, banners, and similar paper advertisements at the users’ establishments. Once the equipment is installed, the user can change the advertising as often as desired without incurring the costs of creating new printed advertising media. Thus, the user will have considerable flexibility in changing the advertising message at its establishment and refreshing the content thereof, at a minimal cost. Also, using the Streaming Site’s internet administrative system, users will be able to change advertising content simultaneously at multiple user locations as often as desired.

While we have demonstrated this technology to some potential customers, we lack the funds to implement this service at this time.

Real Estate

The Company owns approximately 10 acres of land in the Los Cabos area of Baja, Mexico and has a contract to purchase an additional approximately 48 acres of land in La Paz, Mexico. Although we had intended to develop this land as luxury vacation homes, we are not currently pursuing that business. In the future we may sell the land or pursue a development project, but there can be no assurance when, if ever, either of these possibilities will be implemented.

Marijuana Growing in Colorado

In February, 2014, we bought all of the stock of Bearpot, Inc., a Colorado Corporation ("BearPot"), which proposed to grow and sell marijuana in the state of Colorado. We acquired 50 plants for this business. We had hoped that at some time in the future this subsidiary could be a source of revenue for the Company. However, since the acquisition, we have learned enough from the attorney and consultants that we have hired and from other sources to conclude that we never want to be involved in the recreational marijuana business. We are evaluating what to do with Bearpot.

We have experienced significant losses in each of the past two years. We believe these losses in the past two years in large part due to two things: investment in the development of our proprietary technologies and operating systems and investment in our infrastructure so as to use our technology.

Our investment in the development of our proprietary technologies and operating systems involved the following:

a. Developing our Venue Site's live video streaming technology that gives us the capability to install a camera in a venue and have it automatically make connection with our Venue Site server and push the video stream to our Site without having to log into the venues router or make any changes to the venue's own intranet system.

b. Development of our Media Site that can simultaneously stream multiple live or prerecorded high definition video shows and archive those shows for view on-demand.

c. Development of our multi-camera robotically controlled high definition video studio technologies.

Our infrastructure expenses were related to construction of our studio in our San Diego offices and the purchase of equipment for outfitting our studio.

In addition, we incurred operating expenses associated with the operation of our video studios and significant legal, accounting/audit and reporting expenses.

We believe that in order to grow our company and make it profitable, we need to hire a staff of full-time sales people and to place our webcams in a significantly number of new venues. We plan to use the proceeds of our current fund raising activities primarily to accomplish those goals.

Our experience with finding customers for our Media Site shows that potential customers often find the concept of our Media Site services interesting. However, because we lack a staff of sales people to sell those services, we have not been able to reach many potential customers. We have tried using commission sales people, but it is clear that commission sales will not work for our business in our current situation. We believe that if we had a dedicated sales force of our own, we would be able to educate potential customers about the cost effectiveness of our services. Our hope is to have a full time sales force of at least 5 sales people by December 31, 2014. This sales force would sell the services of both our Media Site and our Streaming Site. Because of the number of variables in realizing revenue from customers of this Site, we cannot estimate how many customers we need for the Site to become profitable. However, it is clear that we need significantly more customers than we currently have.

In addition, we believe that for our Streaming Site to become viable, it needs to have at least 500 venues using our Site. We believe that with approximately 500 venues using the Site, we will be able to begin charging the venues for using the Site. In order to get the needed Site users, we need not only more sales people to contact venues, but we need the funds necessary to install our equipment at the venue, maintain it and maintain our Site itself. The cost of installations of our equipment is between $500 and $800 per venue.

Further, we have revised our business strategy, as described immediately below, to focus on sales to potential customers who are likely to need more of our services and thus will generate larger revenues than some of the potential customers we have focused on previously.

Our Business Strategy

The principle elements of our business strategy include:

- **Shift Our Target Customer To Companies That Need Video Content Production and Delivery Services.** We have shifted our target customer away from small, professional service companies and entrepreneurs, who utilized our services to build their market credibility and attract new clients, to companies of all sizes that already understand the value of, and have a greater need for, video content and have the staffing and financial resources to make full use of our services. In the old business model the customer created the show content and acted as the host on their show. In the new model we do everything from creating the content (sometimes based upon written content on the customer's website) to providing the on-air talent (experienced local San Diego TV media talent) that appears in the videos. With our new business model we are targeting companies that already have their marketing strategy and the resources in place to support an online and mobile video strategy. We now provide a complete solution for our clients: develop the content, provide the on-air talent, produce the videos, and stream the videos on the customer's website from our servers.

• **Expand Customer Pool.** We are attempting to expand our customer based beyond companies in the San Diego area by permitting customers to create video content to be shown on our channel from anywhere in the world. This content can be produced by the customer itself, we can produce the content at the direction of the customer, but without its physical presence in San Diego, or the customer can use content previously prepared by us, which meets the customer's needs.

• **Provide Customers With A Complete Video Solution.** We aim to provide our customers with the ability to create video content without having to use any other service providers, by providing them with creative content planning, drafting the content, providing on-air talent and hosting, streaming and storing the content. Customers can use as many of our services or as few of them as they desire. We believe this integrated approach to video content services will be attractive to customers because of its convenience.

• **Producing Our Own Content.** We are producing our own education video content, which we will license to companies for their websites (streamed from our servers) behind their employee log-in. The first group of videos pertains to health care, wellness, fitness and related subjects. The target customers are: (a) companies (100+ employees) that have a vested interest in keeping their employees healthy, and b) insurance companies who have a vested interest in health awareness and preventative health care for their members.

• **Establish Our Own Sales Force.** We provide a new approach to providing information and advertising to target audiences. In order to explain our services and be successful, sales of our services need to be made on a customer by customer and person to person basis. We need to create a sales force which is focused on contacting the decision making people at potential customers.

• **Increase the Placement Our Webcams In Venues.** We believe that the more venues from a given city that have streaming video on our Streaming Site, the more likely it is that potential customers of those venues will visit our site, which will increase our potential for selling advertising on our Site. The venues are generally not willing to invest in installing our equipment in their venue, although they will pay a subscription fee for using our services. Thus the key to the success of our Streaming Site is to install our equipment in significantly more venues. This will require us to have a sales force to convince the venues of the value of permitting us to install the equipment on their premises and to have the funds necessary to pay for the installation of our equipment in those venues.

B. Off-Balance Sheet arrangements

i. The Company has an off-balance sheet arrangement contract to have its model home constructed. The agreement is for the Company to reimburse the contractor for costs plus 15% upon completion of the model home, which the date has not been determined at this time. Currently no work is being done on the model home. When completed the Company will be obligated to pay this contractor approximately $520,000 to $575,000.

ii. This arrangement allows the Company time to raise sufficient capital to pay the contractor, while not delaying the actual construction of the model.

iii. There are no known events, demands, commitments, trends or uncertainties that will result in nor are likely to result in the termination of nor a material reduction in availability of this agreement to provide the expected material benefits to the Company. Should the contractor fail to complete the construction of the model home, the Company would expect to complete such itself.

Item 5: Legal proceedings

None

Item 6: Defaults upon senior securities

None

Item 7: Other information

1. Entry into a material definitive agreement
None

2. Termination of a material definitive agreement
None

3. Completion of acquisition or disposition of assets, including, but not limited to mergers

In February 2014, the Company purchased Bearpot, Inc., a Colorado corporation, which proposed to grow and sell marijuana in the state of Colorado for $50,000 in cash.

4. Creation of a direct financial obligation or an obligation under an off-balance sheet arrangement of an Company:

5. Triggering events that accelerate or increase a direct financial obligation or an obligation under an off-balance sheet arrangement
None

6. Costs associated with exit or disposal activities
None

7. Material impairments
None

8. Sales of equity securities

The Company has 10,000,000 shares of preferred stock, par value $0.001 authorized. 2,140,000 issued and outstanding as of March 31, 2014 and December 31, 2013 respectively.

On January 31, 2014, the Company sold 750,000,000 shares to Continental Equities LLC for $75,000.

On February 7, 2014, the Company sold 440,000,000 shares to Caesar Capital Group for $44,000.

On February 12, 2014, the Company sold 50,000,000 shares to Barry Sheerman for $5,000.

On February 12, 2014, the Company sold 250,000,000 shares to Jason Sunstein for $25,000

On February 14, 2014, the Company sold 250,00,000 shares to Jason Sunstein Family Investments, LLC for $25,000.

On February 14, 2014, the Company sold 200,00,000 shares to Global Partners Inc. for $20,000.

On February 14, 2014, the Company sold 150,00,000 shares to David Greenberg Trust for $15,000.

On February 19, 2014, the Company sold 200,000,000 shares to Daryl Tirico for $20,000.

On February 19, 2014, the Company sold 1,100,000,000 shares to Whitehead Financial Group LLC for $110,000.

On February 20, 2014, the Company sold 330,000,000 shares to Tide Pool Ventures Corporation for $33,000.

On February 24, 2014, the Company sold 350,000,000 shares to Leland Martin for $35,000.

On February 25, 2014, the Company sold 250,00,000 shares to Rock Center for $25,000.

On February 27, 2014, the Company sold 6,750,000,000 shares to KnotFloat & Company/Redwood Management LLC for $675,000.

On February 27, 2014, the Company sold 200,000,000 shares to International List Consultants for $20,000.

On February 28, 2014, the Company sold 600,000,000 shares to Joseph Pittera for $60,000.

On March 3, 2014, the Company sold 1,000,000 shares to International List Consultants for $100.

On March 5, 2014, the Company sold 100,000,000 shares to Nancy Fisher for $10,000.

On March 7, 2014, the Company sold 600,000,000 shares to Legal & Compliance LLC for $60,000.

On March 13, 2014, the Company sold 700,000,000 shares to DGI LLC for $70,000.

On March 17, 2014, the Company sold 500,000,000 shares to Madison Park Advisors for $50,000.

On March 21, 2014, the Company sold 5,338,090,000 shares to Beaufort Capital for $533,809.

On March 24, 2014, the Company sold 3,254,000,000 shares to AGS Capital for $325,400.

On March 27, 2014, the Company sold 600,000,000 shares to Gina Stagnitto for $60,000.

On March 28, 2014, the Company sold 600,000,000 shares to Global Partners for $60,000.

On April 14, 2014, the Company sold 2,500,000,000 shares to AGS Capital for $250,000.

On May 6, 2014, the Company sold 200,000,000 shares to Global Capital for $20,000.

On May 6, 2014, the Company sold 700,000,000 shares to DGI LLC for $70,000.

On July 10, 2014, the Issuer sold 100,000,000 shares to Angel/Franklin at a price of $0.0001 per share in exchange for cash proceeds of $10,000.

On July 30, 2014, the Issuer sold 3,250,000 shares to David Greenberg in consideration of the cancellation of a $50,000 loan from Mr. Greenberg to the Company.

On July 7, 2014, the Issuer sold 100,000,000 shares to Mike Sherman at a price of $0.0001 per share in exchange for cash proceeds of $10,000.

On July 29, 2014, the Issuer sold 100,000,000 shares to Nancy Fisher at a price of $0.0001 per share in exchange for cash proceeds of $5,000.

On July 29, 2014, the Issuer sold 50,000,000 shares to Eric Lowery at a price of $0.0001 per share in exchange for cash proceeds of $5,000.

On July 29, 2014, the Issuer sold 1,250,000,000 shares to DGI at a price of $0.0001 per share in exchange for consulting services valued at of $125,000.

On August 11, 2014, the Issuer sold 1,300,000,000 shares to Whitehead Financial at a price of $0.0001 per share in exchange for cash proceeds of $130,000.

On September 2, 2014, the Issuer sold 100,000,000 shares to Lourell Roberts at a price of $0.0001 per share in exchange for consulting services valued at of $10,000.

On September 18, 2014, the Issuer sold 205,000,000 shares to Platinum Magazine at a price of $0.0001 per share in exchange for cash proceeds of $20,500.

9. Material modifications to rights of security holders
None

10. Changes in Company's certifying accountant
None

11. Non-reliance on previously issued financial statements or a related audit report or completed interim review
None

12. Change in control of the Company

Previously disclosed in the March 2010, interim report filed June 23, 2010.

13. Departure of directors or principal officers; election of directors; appointment of principal officers.

Previously disclosed in the March 2010, interim report filed June 23, 2010.

14. Amendments to the Articles of Incorporation or Bylaws; change in fiscal year

Previously disclosed in the March 2010, interim report filed June 23, 2010.

15. Amendments to the Company's Code of Ethics, or waiver of a provision of the Code of Ethics
None

Item 8: Exhibits

None

Item 9: Certifications

I, Andrew Fellner, certify that:

1. I have reviewed this quarterly disclosure statement of Strategic Global Investments, Inc.;

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 Company as of, and for, the periods presented in this disclosure statement.

November 12, 2014

/s/ Andrew Fellner
Andrew Fellner
Chief Executive Officer
Chief Financial Officer