ICOA, Inc.
Quarterly Report
For the Period Ended December 31, 2014

1) Name of the issuer and its predecessors (if any)

ICOA, Inc.

2) Address of the issuer's principal executive offices

Company Headquarters
Address 1: 1530 Atwood Ave. #19652
Address 2: Johnston, RI 02919
Phone: 401-648-0690
Email: info@icoamail.com
Website(s): www.icoacorp.com

IR Contact
Address 1: None
Address 2: _____
Address 3: _____
Phone: _____
Email: _____
Website(s): _____

3) Security Information

Trading Symbol: ICOA
Exact title and class of securities outstanding: Common Shares
CUSIP: 449 292 309
Par or Stated Value: $0.0001
Total shares authorized: 10,000,000,000 as of: 12/31/14
Total shares outstanding: 8,483,415,755 as of: 12/31/14

Additional class of securities (if necessary):
Trading Symbol: _____
Exact title and class of securities outstanding: _____
CUSIP: _____
Par or Stated Value: _____
Total shares authorized: _____ as of: _____
Total shares outstanding: _____ as of: _____

Transfer Agent
Name: Signature Stock Transfer, Inc.
Address 1: 2632 Coachlight Ct.
Address 2: Plano, TX 75093
Address 3: _____
Phone: 972-612-4120
Is the Transfer Agent registered under the Exchange Act?* Yes: ☒ No: ☐

*To be included in the OTC Pink Current Information tier, the transfer agent must be registered under the Exchange Act.

List any restrictions on the transfer of security:

None

Describe any trading suspension orders issued by the SEC in the past 12 months.

None

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

The Company has put on hold its previously indicated corporate restructuring.

4) Issuance History

List below any events, in chronological order, that resulted in changes in total shares outstanding by the issuer in the past two fiscal years and any interim period. The list shall include all offerings of equity securities, including debt convertible into equity securities, whether private or public, and all shares or any other securities or options to acquire such securities issued for services, describing (1) the securities, (2) the persons or entities to whom such securities were issued and (3) the services provided by such persons or entities. The list shall indicate:

A. The nature of each offering (e.g., Securities Act Rule 504, intrastate, etc.);

None

B. Any jurisdictions where the offering was registered or qualified;

Not applicable

C. The number of shares offered;

None

D. The number of shares sold;

None

E. The price at which the shares were offered, and the amount actually paid to the issuer;

None

F. The trading status of the shares; and

Not applicable

G. Whether the certificates or other documents that evidence the shares contain a legend (1) stating that the shares have not been registered under the Securities Act and (2) setting forth or referring to the restrictions on transferability and sale of the shares under the Securities Act.

Not applicable

5) Financial Statements

Provide the financial statements described below for the most recent fiscal year end or quarter end to maintain qualification for the OTC Pink Current Information tier. For the initial disclosure statement (qualifying for Current Information for the first time) please provide reports for the two previous fiscal years and any interim periods.

A. Balance sheet;
B. Statement of income;
C. Statement of cash flows;
D. Financial notes; and
E. Audit letter, if audited

The financial statements requested pursuant to this item shall be prepared in accordance with US GAAP by persons with sufficient financial skills.

You may either (i) attach/append the financial statements to this disclosure statement or (ii) post such financial statements through the OTC Disclosure & News Service as a separate report using the appropriate report name for the applicable period end. ("Annual Report," "Quarterly Report" or "Interim Report").

If you choose to publish the financial reports separately as described in part (ii) above, you must state in the accompanying disclosure statement that such financial statements are incorporated by reference. You may reference the document(s) containing the required financial statements by indicating the document name, period end date, and the date that it was posted to otciq.com in the field below.

Financial Statements are incorporated by reference to the Annual Report for the Year ended December 31, 2014 filed on June 24, 2015 on the otciq.com website.

Information contained in a Financial Report is considered current until the due date for the subsequent Financial Report. To remain in the OTC Pink Current Information tier, a company must post its Annual Report within 90 days from its fiscal year-end date and Quarterly Reports within 45 days of its fiscal quarter-end date.

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

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

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

The information required by this section is incorporated by reference to the Annual Report for the year ended December 31, 2014 filed on June 24, 2015 on the otciq.com website.

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

September 15, 1983, Nevada

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

4813

D. the issuer's fiscal year end date;

12/31

E. principal products or services, and their markets;

Public access Wi-Fi and support services

7) Describe the Issuer's Facilities

The goal of this section is to provide a potential investor with a clear understanding of all assets, properties or facilities owned, used or leased by the issuer.

In responding to this item, please clearly describe the assets, properties or facilities of the issuer, give the location of the principal plants and other property of the issuer and describe the condition of the properties. If the issuer does not have complete ownership or control of the property (for example, if others also own the property or if there is a mortgage on the property), describe the limitations on the ownership.

If the issuer leases any assets, properties or facilities, clearly describe them as above and the terms of their leases.

<u>The Company occupies approximately 200 SF of space provided gratis by an officer.</u>

8) Officers, Directors, and Control Persons

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

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

<u>George Strouthopoulos – CEO, President, and Chairman of the Board</u>

<u>Erwin Vahlsing, Jr. – CFO, and Director</u>

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

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

   <u>No</u>

2. The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities;

   <u>No</u>

3. A finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated; or

   <u>No</u>

4. The entry of an order by a self-regulatory organization that permanently or temporarily barred suspended or otherwise limited such person's involvement in any type of business or securities activities.

   <u>No</u>

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

The ICOA Creditor Trust
c/o Kevin Carter, CPA - Trustee
1629 Warwick Ave.
Warwick, RI 02889
Percentage of shares held – 29.7%

9) Third Party Providers

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

Legal Counsel
Name: Thomas J. Craft, Jr.
Firm: Thomas J. Craft, Jr. PL
Address 1: 5420 North Ocean Drive
Address 2: Singer Island, FL 33404
Phone: 561-317-7036
Email: _____

Accountant or Auditor
Name: Not Applicable
Firm: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

Investor Relations Consultant
Name: Not Applicable
Firm: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

Other Advisor: Any other advisor(s) that assisted, advised, prepared or provided information with respect to this disclosure statement.
Name: Not Applicable
Firm: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

10) Issuer Certification

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

The certifications shall follow the format below:

I, George Strouthopoulos certify that:

1. I have reviewed this Annual Report for the year ended December 31, 2014 of ICOA, 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 issuer as of, and for, the periods presented in this disclosure statement.

June 24, 2015

/s/ George Strouthopoulos

Chief Executive Officer

I, Erwin Vahlsing, Jr. certify that:

1. I have reviewed this Annual Report for the year ended December 31, 2014 of ICOA, 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 issuer as of, and for, the periods presented in this disclosure statement.

June 24, 2015

/s/ Erwin Vahlsing, Jr.

Chief Financial Officer

Annual Report

For the Year Ended

December 31, 2014

ICOA, Inc.
Annual Report
For the Period Ended December 31, 2014

Item 1 Name of Issuer and Address of Executive Offices

ICOA, Inc. ("ICOA" or the "Company"), formerly known as Quintonix, Inc., was organized in Nevada in September 1983 to develop and sell credit card-operated fax machines. The Company discontinued such operations in 1993 and remained inactive through 1998.

In March 1999, the Company organized WebCenter Technologies, Inc. ("WTI"), a wholly owned subsidiary, for the purpose of developing a multi-functional public access Internet terminal.

In October 2003, the Company acquired the operating assets of QGo, LLC, a provider of Wi-Fi equipment and management services to hot spot operators. The assets were assigned to the WebCenter Technologies, Inc. subsidiary.

In December 2003, the Company acquired the outstanding shares of Airport Network Solutions, Inc., a privately held corporation, that designed and managed Wi-Fi solutions for the airport industry. It was operated as a wholly-owned subsidiary.

In June 2004, the Company acquired the operating assets of iDockUSA a provider of Wi-Fi services in marinas. The assets were assigned to the WebCenter Technologies, Inc. subsidiary.

In August 2004, the Company acquired the outstanding shares of AuthDirect, Inc., a privately held corporation, incorporated in California, which provides back office, network operating center and customer care center services for the Company's operating divisions and subsidiaries as well as for a wide variety of unaffiliated wireless service providers across the country.

In May 2005, the Company acquired the outstanding shares of Wise Technologies Inc, a privately held corporation, incorporated in Maryland, which designs and manages Wi-Fi solutions in various markets. It was operated as a wholly owned subsidiary.

In July 2005, the Company acquired the outstanding shares of LinkSpot Inc., a privately held corporation, incorporated in Virginia, which designs and manages Wi-Fi solutions in RV parks through-out the United States. It was operated as a wholly owned subsidiary.

We are located at 1530 Atwood Ave. #19652, Johnston, RI 02919. Our telephone number is (401) 648-0690, our fax number is (401) 648-0699, our e-mail address is info@icoamail.com, and our homepage on the world-wide web is at www.icoacorp.com.

Item 2 Shares outstanding at December 31, 2014

Preferred A Series Stock; par value $0.0001

Authorized Shares:	2,100,000
Shares Issued and Outstanding:	2,100,000
Freely tradable shares:	0
Total number of beneficial shareholders:	3
Total number of shareholders of record:	3

Preferred B Series Stock; par value $0.0001

Authorized Shares:	25,000,000
Shares Issued and Outstanding:	722,400
Freely tradable shares:	0
Total number of beneficial shareholders:	13
Total number of shareholders of record:	13

Preferred C Series Stock; par value $0.0001

Authorized Shares:	20,000,000
Shares Issued and Outstanding:	0
Freely tradable shares:	0
Total number of beneficial shareholders:	0
Total number of shareholders of record:	0

Common Shares; par value $0.0001

Authorized Shares:	10,000,000,000
Shares Issued and Outstanding:	8,483,415,755
Freely tradable shares:	5,961,446,555
Total number of beneficial shareholders:	290
Total number of shareholders of record:	290

Item 3 Interim Unaudited Financial Statements

ICOA, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEET
December 31, 2014
Unaudited

ASSETS

CURRENT ASSETS:		
Cash	$	289
Accounts receivable (net of allowance of $0)		35,160
TOTAL CURRENT ASSETS		35,449
TOTAL ASSETS	$	35,449

LIABILITIES AND STOCKHOLDERS' DEFICIT

CURRENT LIABILITIES:		
Accounts payable and accrued expenses		7,509,957
Payroll tax liability		2,180,976
Convertible debentures due in one year, net of unamortized discount of $0		1,959,131
Notes payable		3,038,932
Notes payable - officers		7,214
TOTAL CURRENT LIABILITIES		14,696,209
STOCKHOLDERS' DEFICIT:		
Preferred "A" stock, $.0001 par value; authorized shares - 2,100,000 shares; 2,100,000 issued and outstanding		210
Preferred "B" stock, $.0001 par value; authorized shares - 25,000,000 shares; 722,400 issued and outstanding		72
Preferred "C" stock, $.0001 par value; authorized shares - 20,000,000 shares; 0 issued and outstanding		-
Common stock, $.0001 par value; authorized shares - 10,000,000,000 shares; 8,483,415,755 shares issued and outstanding		848,342
Common stock to be issued		39,600
Preferred stock to be issued		1,397,225
Stock held in ecrow for Creditors Trust		(660,000)
Additional paid-in capital		861,868,956
Accumulated deficit		(878,155,165)
TOTAL STOCKHOLDERS' DEFICIT		(14,660,760)
TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT	$	35,449

See notes to unaudited consolidated financial statements

ICOA, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS
Unaudited

	For the Years Ended December 31, 2014	2013
REVENUES:		
Transaction service fees	$ -	$ 1,439
Equipment sales and installation	37,645	39,620
Managed services	51,197	68,911
TOTAL REVENUE	88,842	109,970
COST OF SERVICES:		
Telecommunication costs	1,179	12,688
Equipment and installation	28,695	14,078
Managed services	96,006	106,886
TOTAL COST OF SERVICES	125,879	133,652
GROSS MARGIN (LOSS)	(37,037)	(23,682)
OPERATING EXPENSES:		
Selling, general and administrative	274,213	315,720
Depreciation	0	1,699
Loss (Gain) on extinguishment of debt		-
TOTAL OPERATING EXPENSES	274,213	317,419
OPERATING INCOME (LOSS)	(311,250)	(341,101)
INTEREST EXPENSE	(865,547)	(848,509)
CHANGE IN FAIR VALUE OF DERIVATIVE LIABILITY	98,595	16,509
NET PROFIT (LOSS)	$ (1,078,202)	$ (1,173,101)
BASIC AND DILUTED - LOSS PER SHARE	$ (0.00)	$ (0.00)
WEIGHTED AVERAGE COMMON SHARES OUTSTANDING		
Basic and Diluted	8,483,415,755	8,483,415,755

See notes to unaudited consolidated financial statements

ICOA, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' DEFICIT
Unaudited

	Preferred "A" Stock ($.0001 par value)		Preferred "B" Stock ($.0001 par value)		Common Stock ($.0001 par value)		Additional Paid-In Capital					
	Shares	Amount	Shares	Amount	Shares	Amount	(Restated)	Share Value Creditors Trust	Preferred Stock to be Issued	Common Stock to be Issued	Accumulated Deficit	Total Stockholders' Deficit
Balance, January 1, 2013	2,100,000	$ 210	722,400	$ 72	8,483,415,755	$ 848,342	$ 861,868,956	(660,000)	$ 1,397,225	$ 39,600	$ (875,903,862)	$ (12,409,457)
No issuances year to date												
Prior period adjustments											-	-
Net loss											(1,173,101)	(1,173,101)
Balance, December 31, 2013	2,100,000	$ 210	722,400	$ 72	8,483,415,755	$ 848,342	$ 861,868,956	(660,000)	$ 1,397,225	$ 39,600	$ (877,076,963)	$ (13,582,558)
No issuances year to date												
Prior period adjustments											-	-
Net loss											(1,078,202)	(1,078,202)
Balance, December 31, 2014	2,100,000	$ 210	722,400	$ 72	8,483,415,755	$ 848,342	$ 861,868,956	(660,000)	$ 1,397,225	$ 39,600	$ (878,155,165)	$ (14,660,760)

See notes to unaudited consolidated financial statements

ICOA, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
Unaudited

	For the Years Ended December 31, 2014	2013
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net loss	$ (1,078,202)	$ (1,173,101)
Adjustments to reconcile net loss to		
net cash used in operating activities:		
Depreciation of equipment	-	1,699
Amortization of deferred financing cost		-
Derivative instrument liability expensed	(98,595)	(16,509)
Changes in assets and liabilities:		
Accounts receivable	5,823	(5,732)
Inventory		-
Payroll taxes	45,065	26,117
Accounts payable and accrued expenses	1,102,540	1,106,421
Net cash used in operating activities	(23,369)	(61,105)
CASH FLOWS FROM INVESTING ACTIVITIES		
Acquisition / disposition of equipment	-	-
NET CASH USED IN INVESTING ACTIVITIES	-	-
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeeds from officer note	-	(929)
Proceeds from notes payable	20,234	65,000
NET CASH PROVIDED BY FINANCING ACTIVITIES	20,234	64,071
INCREASE (DECREASE) IN CASH	(3,135)	2,966
CASH - BEGINNING OF PERIOD	3,423	457
CASH - END OF PERIOD	$ 288	$ 3,423
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:		
Cash paid for interest	$ -	$ -
NON-CASH INVESTING AND FINANCING ACTIVITIES:		
Conversion of debentures and interest into stock	$ -	$ -

See notes to unaudited consolidated financial statements

ICOA, INC. AND SUBSIDIARIES
Notes To Consolidated Financial Statements
December 31, 2014 and 2013

1. Nature of Operations

ICOA, Inc. ("ICOA" or the "Company"), formerly known as Quintonix, Inc., was organized in Nevada in September 1983 to develop and sell credit card-operated fax machines. The Company discontinued such operations in 1993 and remained inactive through 1998.

In March 1999, the Company organized WebCenter Technologies, Inc. ("WTI"), a wholly owned subsidiary, for the purpose of developing a multi-functional public access Internet terminal.

In October 2003, the Company acquired the operating assets of QGo, LLC, a provider of Wi-Fi equipment and management services to hot spot operators. The assets were assigned to the WebCenter Technologies, Inc. subsidiary.

In December 2003, the Company acquired the outstanding shares of Airport Network Solutions, Inc., a privately held corporation, that designed and managed Wi-Fi solutions for the airport industry. It was operated as a wholly-owned subsidiary.

In June 2004, the Company acquired the operating assets of iDockUSA a provider of Wi-Fi services in marinas. The assets were assigned to the WebCenter Technologies, Inc. subsidiary.

In August 2004, the Company acquired the outstanding shares of AuthDirect, Inc., a privately held corporation, incorporated in California, which provides back office, network operating center and customer care center services for the Company’s operating divisions and subsidiaries as well as for a wide variety of unaffiliated wireless service providers across the country.

In May 2005, the Company acquired the outstanding shares of Wise Technologies Inc, a privately held corporation, incorporated in Maryland, which designs and manages Wi-Fi solutions in various markets. It was operated as a wholly owned subsidiary.

In July 2005, the Company acquired the outstanding shares of LinkSpot Inc., a privately held corporation, incorporated in Virginia, which designs and manages Wi-Fi solutions in RV parks through-out the United States. It was operated as a wholly owned subsidiary.

2. Going Concern

The accompanying consolidated financial statements have been prepared assuming the Company will continue as a going concern. The Company recorded income of $88,842 and $109,970 and a loss of $1,078,202 and a profit of $1,173,101 for the years ended December 31, 2014 and 2013, respectively. Additionally, the Company had a working capital deficiency of $14,660,760 at December 31, 2014. These conditions raise substantial doubts about the Company's ability to continue as a going concern.

Management is actively pursuing new debt and/or equity financing and continually evaluating the Company's profitability; however, any results of these plans and actions cannot be predicted. The consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty.

The Company has satisfied its cash requirements to date primarily through private placements of common stock, warrants, notes, debentures convertible into shares of common stock and the issuance of common stock in lieu of payment for services. Also, officers have at times loaned the Company funds to provide working capital.

Going Concern *(Continued)*

The Company anticipates that its use of cash will remain substantial for the foreseeable future. In particular, management of the Company expects substantial expenditures in connection with the planned deployment of new Wi-Fi hot spots in the coming year, the ongoing restructure of the Company, and settlement of past debts.

The Company has been delinquent in its payroll tax filings. It has accrued $2,180,976 consisting of the principal amount of $1,566,543, accrued interest of $254,028 and accrued penalties of $360,405. The Company had entered into a payment arrangement under which a percentage of revenue is applied to the delinquent payments on a monthly basis. Currently, the Company is delinquent in its payments.

The Company needs to raise a minimum of $1,500,000 through public or private debt or sale of equity to continue expanding communications services, voice, facsimile, data and electronic publishing network and the service operation center, and to develop and implement additional contracts at airports, hotels and retail locations in order to continue placing terminals in high traffic locations. Such financing may not be available when needed. Even if such financing is available, it may be on terms that are materially adverse to our interests with respect to dilution of book value, dividend preferences, liquidation preferences, or other terms. If the Company is unable to obtain financing on reasonable terms, the Company could be forced to delay, scale back or eliminate certain product and service development programs. In addition, such inability to obtain financing on reasonable terms could have a material adverse effect on the Company's business, operating results, or financial condition.

3. Summary Of Significant Accounting Policies

Principles of Consolidation

The consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries. All material intercompany transactions and balances have been eliminated in consolidation.

Cash and Cash Equivalents

For purposes of the statement of cash flows, cash includes demand deposits, saving accounts and money market accounts. The Company considers all highly liquid instruments with maturities of three months or less when purchased to be cash equivalents.

Impairment of Long-Lived Assets

The Company reviews the carrying value of long-lived assets or asset groups to be used in operations whenever events or changes in circumstances indicate that the carrying amount of the assets might not be recoverable. Factors that would necessitate an impairment assessment include a significant adverse change in the extent or manner in which an asset is used, a significant adverse change in legal factors or the business climate that could affect the value of the asset, or a significant decline in the observable market value of an asset, among others. If such facts indicate a potential impairment, the Company would assess the recoverability of an asset group by determining if the carrying value of the asset group exceeds the sum of the projected undiscounted cash flows expected to result from the use and eventual disposition of the assets over the remaining economic life of the primary asset in the asset group. If the recoverability test indicates that the carrying value of the asset group is not recoverable, the Company will estimate the fair value of the asset group using appropriate valuation methodologies which would typically include an estimate of discounted cash flows. Any impairment would be measured as the difference between the asset groups carrying amount and its estimated fair value.

Estimates

The preparation of financial statements in conformity with US generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements, and the reported amounts of revenues and expenditures during the reporting period. Actual results could differ from those reported.

Accounts receivable and concentration of credit risk

Concentration of credit risk with respect to trade receivables is limited to customers dispersed across the United States of America. While trade receivables are concentrated in the quick service restaurant segment of the economy, the Company has begun to diversify its sales and has developed additional markets such as marinas, RV Parks, and Hotels for its services; accordingly the Company has reduced its exposure to business and economic risk. Although the Company does not currently foresee a concentrated credit risk associated with these trade receivables, repayment is dependent upon the financial stability of the various customers.

Allowance for doubtful accounts

The allowance for doubtful accounts is based on the Company's assessment of the collectability of customer accounts and the aging of the accounts receivable. The Company regularly reviews the adequacy of the Company's allowance for doubtful accounts through identification of specific receivables where it is expected that payments will not be received. The Company also establishes an unallocated reserve that is applied to all amounts that are not specifically identified. In determining specific receivables where collections may not have been received, the Company reviews past due receivables and gives consideration to prior collection history and changes in the customer's overall business condition. The allowance for doubtful accounts reflects the Company's best estimate as of the reporting dates.

At December 31, 2014, the Company created an allowance for bad debts in the amount of $0.

Income Taxes

Income taxes are provided for using the liability method of accounting. A deferred tax asset or liability is recorded for all temporary differences between financial and tax reporting. Deferred income taxes and tax benefits are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases, and for tax loss and credit carry-forwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The Company provides an allowance against deferred tax assets for the estimated future tax effects attributable to temporary differences and carry-forwards when realization is more likely than not.

Effective December 1, 2007, the Company adopted ASC 740 which requires that the Company recognize in the financial statements, the impact of a tax position if that position is more likely than not of being sustained on examination by taxation authorities, based on the technical merits of the position.

Financial Instruments

The Company adopted FASB ASC 820-Fair Value Measurements and Disclosures, for assets and liabilities measured at fair value on a recurring basis. ASC 820 establishes a common definition for fair value to be applied to existing generally accepted accounting principles that require the use of fair value measurements establishes a framework for measuring fair value and expands disclosure about such fair value measurements.

Financial Instruments *(Continued)*

ASC 820 defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Additionally, ASC 820 requires the use of valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs. These inputs are prioritized below:

Level 1: Observable inputs such as quoted market prices in active markets for identical assets or liabilities

Level 2: Observable market-based inputs or unobservable inputs that are corroborated by market data

Level 3: Unobservable inputs for which there is little or no market data, which require the use of the reporting entity's own assumptions.

As required by FASB ASC Topic No. 820 – 10 (formerly SFAS 157), financial assets and liabilities are classified based on the lowest level of input that is significant to the fair value measurement. The Company's assessment of the significance of a particular input to the fair value measurement requires judgment, and may affect the valuation of the fair value of assets and liabilities and their placement within the fair value hierarchy levels. The estimated fair value of the derivative liability was calculated using the Black-Scholes option pricing model (see Note 8).

The following table sets forth, by level within the fair value hierarchy, the Company's financial assets and liabilities that were accounted for at fair value on a recurring basis as of December 31, 2012:

	Fair Value Measurements at December 31, 2014			
Description	(Level 1)	(Level 2)	(Level 3)	Total Carrying Value
	$ -	$ -	$ -	$ -
Derivative liability - Total	$ -	$ -	$ -	$ -

The Company did not have any Level 1 or Level 2 assets or liabilities as of December 31, 2014 and 2013, with the exception of its notes payable. The carrying amount of the notes payable at December 31, 2014 and 2013, approximate their respective fair value based on the Company's incremental borrowing rate.

Cash and cash equivalents include money market securities that are considered to be highly liquid and easily tradable as of December 31, 2014 and 2013, respectively. These securities are valued using inputs observable in active markets for identical securities and are therefore classified as Level 1 within our fair value hierarchy.

In addition, FASB ASC 825-10-25 Fair Value Option was effective at the time of adoption. ASC 825-10-25 expands opportunities to use fair value measurements in financial reporting and permits entities to choose to measure many financial instruments and certain other items at fair value. The Company did not elect the fair value options for any of its qualifying financial instruments.

Basic and Diluted Loss Per Share

Basic and diluted loss per share is based on the weighted average number of shares outstanding. Potential common shares includable in the computation of fully diluted per share results are not presented in the financial statements as their effect would be anti-dilutive.

Recently Adopted Accounting Pronouncements

Management does not believe that any recently issued but not yet effective accounting pronouncements if currently adopted would have a material effect on the accompanying financial statements.

Inventories

Inventories consist of equipment held for resale or staged for future installation. Inventories are valued at the lower of cost or market based on specific identification. Obsolete inventory is written off and disposed of on a periodic basis.

Equipment

Equipment is recorded at cost. Depreciation is provided by the straight - line method over the estimated useful lives of the related assets, which is estimated to be from three to seven years.

Stock Based Compensation

Financial Accounting Statement No. 123R, Accounting for Stock Based Compensation, encourages, but does not require companies to record compensation cost for stock-based employee compensation plans at fair value. The Company has chosen to continue to account for stock-based compensation using the intrinsic method prescribed in Accounting Principles Board Opinion No. 25, Accounting for Stock Issued to Employees, and related interpretations. Accordingly, compensation cost for stock options is measured as the excess, if any, of the quoted market price of the Company's stock at the date of the grant over the amount an employee must pay to acquire the stock. The Company has adopted the "disclosure only" alternative described in SFAS 123 and SFAS 148, which require pro forma disclosures of net income and earnings per share as if the fair value method of accounting had been applied.

Revenue Recognition

The Company recognizes revenue on arrangements in accordance with Securities and Exchange Commission Staff Accounting Bulletin No. 101 "Revenue Recognition in Financial Statements" and 104 "Revenue Recognition," and Emerging Issues Task Force Issue 00-21, "Revenue Arrangements with Multiple Deliverables." In all cases, revenue is recognized only when the price is fixed or determinable, persuasive evidence of an arrangement exists, the service is performed, and collectability of the resulting receivable is reasonably assured.

Revenue generated for Internet access via Wi-Fi or Internet terminals (transaction service fees) is recognized at the time the service is used. Costs associated with providing the services are expensed as incurred.

Revenue generated from the sale and configuration of Wi-Fi equipment is recognized at time of shipment FOB to the customer. Costs associated with the equipment sold are expensed at the time of shipment. Configuration and setup labor is expensed as incurred.

Revenue generated from managed services (both help desk and network management) is recognized at the time of billing. Services are billed at the beginning of each month's activity.

Revenue from technology licensing is recognized on receipt. These licenses do not carry any long term obligations on the part of the Company

4. Capital Stock

a) Authorized

Authorized capital stock consists of:

2,100,000 preferred A shares with a par value of $0.0001 per share; and

25,000,000 preferred B shares with a par value of $0.0001 per share; and

20,000,000 preferred C shares with a par value of $0.0001 per share; and

10,000,000,000 common shares with a par value of $0.0001 per share

b) Share Issuances

There were no share issuances in the years ended December 31, 2014 and 2013.

5. Warrants

From time to time, the Company has issued warrants in connection with the issuance of certain financial instruments.

July 2008 the Company issued 1,853,000 warrants in connection with convertible debentures; the warrants were issued at an exercise price of $0.0001 per share and have a cashless conversion feature. At the time of issuance, the Company recorded the fair value of the warrants as a debt discount based on the Black-Scholes valuation and amortized this over the life of the note.

While the number of warrants is non-dilutable, the exercise price adjusts according to changes based on forward or reverse splits of the Company's common shares. On April 24, 2010 the Company had executed a reverse stock split of 1:5,000, which adjusted the exercise price from $0.0001 to $0.50 per share.

Below are the currently unexercised, open warrants:

Date of issuance	Expiration Date	Number of Warrants	Exercise Price	Total Face Value
7/31/2008	12/18/2015	1,600,000,000	$0.50	$ 800,000,000
	Total	**1,600,000,000**	**$0.50**	**$ 800,000,000**

6. Concentration Risk

The Company's financial instruments consist of cash, accounts payable and accrued liabilities. It is management's opinion that the Company is not exposed to significant interest or credit risks arising from these financial instruments. Because of the short maturity and capacity of prompt liquidation of such assets and liabilities, the fair values of these financial instruments approximate their carrying values.

Financial instruments which potentially subject the Company to concentrations of credit risk consist principally of cash. The Company places its cash with high credit quality financial institutions in the United States. Bank deposits in the United States did not exceed federally insured limits as of December 21, 2014 and as of December 31, 2013.

7. Income Taxes

A reconciliation of income taxes at statutory rates with the reported income taxes is as follows:

Period ended December 31,	**2014**	**2013**
Income tax benefit at Federal statutory rate of 35%	$ 377,371	$ 410,616
Income tax benefit, net of Federal effect	53,900	58,645
Permanent differences (primarily stock-based compensation)	-	-
Change in valuation allowance	(431,271)	(469,261)
	$ -	$ -

The significant components of the Company's deferred income tax assets are as follows:

As at December 31,	**2014**	**2013**
Operating losses carried forward	$ 21,900,000	$ 20,900,000
Valuation allowance	(21,900,000)	(20,900,000)
	$ -	$ -

At December 31, 2014, the Company has available net operating losses of approximately $21,900,000 which may be carried forward to apply against future taxable income. These losses will expire in 2034. Deferred tax assets related to these losses have not been recorded due to uncertainty regarding their utilization.

8. Payroll Taxes

The Company has been delinquent in its payroll tax filings. It has accrued $2,180,976 consisting of the principal amount of $1,566,543, accrued interest of $254,028 and accrued penalties of $360,405. The Company has entered into a payment arrangement under which a percentage of revenue is applied to the delinquent payments on a monthly basis.

9. Convertible Debentures

During the third quarter of fiscal 2003, the Company reached an agreement with the holders of $1,496,594 in Convertible Debentures and accrued interest. The settlement resulted in the cancellation of the notes and required the Company to make cash payment of $507,850 in January 2004. In addition, the Company agreed to issue Common Stock valued at $225,000 on the date of issuance and preferred stock with a value of $337,500 on the date of issuance, provided the shareholders approve a class of preferred stock and an increase in the amount of authorized shares of Common Stock at the next shareholder's meeting.

In November 2003, the Company issued 2,600,000 shares of common stock at an average price of $0.055 per share ($143,000) in partial settlement of the Common Stock to be issued. The Company did not make the cash payment due in January 2004. The remaining balance of cash and common stock were settled in April 2004 and February 2005.

In April 2004, the Company issued 5,633,333 shares of common stock to Laurus Master Fund in full settlement of cash due from the previously negotiated settlement of $450,000 and the remaining balance of common stock due of $57,000 per the terms of the July 2003 settlement agreement. The average issuance price of $0.09 per share was based on the market price on date of issuance.

In February 2005, the Company issued 5,332,736 shares of common stock to Tusk Investments, a party to the settlement agreement of July 2003 with Laurus Master Fund, et al, in full settlement of $161,691 of cash and accrued interest, common stock of $25,000 and $37,500 of preferred stock due from the previously negotiated settlement. The average issuance price of $0.042 per share was based on a combination of the market price on date of issuance and conversion of the preferred note at $0.03 per share, as required under the terms of the settlement.

Convertible Debentures *(Continued)*

A balance of $300,000 in connection with the above described settlement is recorded on the books of the Company as ‘Preferred Stock to be Issued’.

In December 2003, the Company issued a convertible debenture in connection with the acquisition of Airport Network Solutions. The face value of the debenture is $200,000 and it begins accruing interest on December 18, 2004 at 5% per annum, and is convertible at a fixed price of $0.01 per share. The Company recorded a beneficial conversion feature of $200,000 on this loan which was charged to interest during 2004. In March 2005, the Company issued the shares in connection with the conversion of this debenture into equity.

In March 2004 the Company issued a Secured Convertible Debenture to Cornell Capital Partners (“Cornell”) in the face amount of $350,000 and in May 2004, we issued a second Secured Convertible Debenture to Cornell in the face amount of $200,000. Both of these debentures were issued in connection with a Securities Purchase Agreement entered into with Cornell. The debentures accrued interest at a rate of 5% per annum and were convertible into shares of the Company’s common stock. The Company also issued to Cornell a three-year warrant to purchase 400,000 shares of common stock at price of $0.108 per share, which price may be adjusted pursuant to the terms of the warrant.

In June 2004, the Company issued a Promissory Note to Cornell in the face amount of $800,000. The note accrued interest at a rate of 5% per annum. In January 2005, the Company issued Promissory Notes to Cornell in the face amount of $75,000 each, for an aggregate of $150,000. These notes accrued interest at 12% per annum.

In March 2005, the Company issued a Promissory Note to Cornell in the face amount of $500,000. The note accrued interest at 12% per annum. In April 2005, the Company issued a Secured Promissory Note to Cornell in the face amount of $449,804.79. This note was issued simultaneously with, and in consideration for, the cancellation of the entire remaining principal balance and accrued interest on the debentures issued to Cornell in March and May 2004. This note accrued interest at rate of 12% per annum.

In September 2005, the Company issued a Promissory Note to Cornell in the face amount of $57,500. The note accrued interest at 12% per annum.

On November 2, 2005 the Company issued a Secured Convertible Debenture in the principal amount of $2,187,327.24, and on December 16, 2005 the Company issued a second Secured Convertible Debenture to Cornell in the principal amount of $200,000 for a total of $2,387,327.24. Both debentures were issued in connection with a Securities Purchase Agreement entered into with Cornell. The principal amount of these debentures represented (i) $1,787,327.24 paid in consideration of the cancellation of the remaining principal balance and accrued interest on six outstanding promissory notes issued to Cornell from June 2004 through September 2005 and (ii) $600,000 funded to the Company as additional financing. These debentures are secured by all of the assets of the Company and its subsidiaries, accrue interest at a rate of 10% per annum, and are due on or before November 2, 2007.

These debentures are convertible, at the option of the holder, into shares of common stock of the Company at the lower of $0.044 per share or 90% of the lowest volume weighted average price as quoted by Bloomberg LP for the ten (10) trading days immediately preceding the date of conversion. In connection with the transaction, the Company issued to Cornell a five year warrant to purchase 3,000,000 shares of common stock at a price of $0.04 per share.

In February 2006, the Company issued a two year, secured convertible debenture to Cornell, in the principal amount of $125,000. The debenture carries similar conversion provisions as the November 2, 2005 and December 16, 2005 debentures. In addition, the Company issued 25,000,000 warrants to purchase common shares at a price of $0.01 per share, and 25,000,000 warrants to purchase common shares at a price of $0.03 per share. The warrants have a term of 5 years.

Convertible Debentures *(Continued)*

In August 2006, the Company issued a two year convertible debenture to an individual accredited investor, in the principal amount of $50,000. The debenture is convertible at a fixed price of $0.0058 per share. The debenture carries interest at a rate of 9% per annum. In addition, the Company issued 8,620,689 two year warrants to purchase common shares; one third at a price of $0.02 per share, one third at a price $0.05 per share, and one third at a price of $0.08 per share. The warrants are subject to a call provision by the Company if the market price per share is above $0.05 per share, $0.08 per share, and $0.11 per share respectively for a period of 5 or more days.

In August and September 2006, the Company issued a two year convertible debenture to, an accredited investor, in the principal amount of $350,000. The debenture is convertible at a fixed price of $0.0066 per share. The debenture carries interest at a rate of 9% per annum. In addition, the Company issued 40,000,000 two year warrants to purchase common shares; one third at a price of $0.02 per share, one third at a price $0.05 per share, and one third at a price of $0.08 per share. The warrants are subject to a call provision by the Company if the market price per share is above $0.05 per share, $0.08 per share, and $0.11 per share respectively for a period of 5 or more days.

In 2005, the Company raised $700,510 from accredited investors through the issuance of one year convertible debentures at the closing market price on the day prior to the closing. In connection with the issuance of the convertible debentures, the Company also issued 2,437,896 warrants to the investors exercisable at the same price. The debentures mature at various dates throughout the year. The debentures are convertible at fixed prices ranging from $0.040 to $0.072 per share.

In March 2005, the Company issued $300,000 in convertible debentures, in connection with the settlement of outstanding liabilities to William Lord, the former president of our WebCenter Technologies, Inc. division. The debentures were convertible at the market price on the day prior to conversion. Subsequent to its issuance, Mr. Lord converted the debenture into 6,716,616 shares of common stock.

In February 2010, the Company issued $30,723 in convertible debentures, in connection with the settlement of outstanding liabilities to a holder of an account payable from 2003. The debentures are convertible at $0.0001 per share.

In April 2010, the Company issued $27,867 in convertible debentures, in connection with the settlement of outstanding liabilities to a holder of an account payable from 2008. The debentures are convertible at $0.0001 per share.

Convertible debentures consist of the following all of which are delinquent:

Lender	Amount
Cornell Capital Partners 5% interest, due March 2007	$1,076,968
Accredited individual investors 10% to 12% interest due various dates in 2006	823,573
Debt converted to convertible debentures	58,590
	1,959,131
Notes payable discounts	0
Total	$ 1,959,131

10. Derivative Liabilities

In June 2008, the FASB finalized ASC 815, “Determining Whether an Instrument (or Embedded Feature) is indexed to an Entity’s Own Stock.” Under ASC 815, instruments which do not have fixed settlement provisions are deemed to be derivative instruments. The Company has determined that it needs to account for 5 convertible debentures issued during the fiscal year convertible into shares of its common stock, as derivative liabilities, and apply the provisions of ASC 815. The instruments have a ratchet provision that adjust either the exercise price and/or quantity of the shares as the conversion price is equal to 60% of the "market price" at the time of conversion, which "market price" will be calculated as the average of the three lowest "trading prices" for the Company's common stock during the ten day trading period prior to the date a conversion notice is sent to the Company.

As a result, the instruments need to be accounted for as derivative liabilities. In accordance with ASC 815, these convertible debentures have been re-characterized as derivative liabilities. ASC 815, “Accounting for Derivative Instruments and Hedging Activities” (“ASC 815”) requires that the fair value of these liabilities be re-measured at the end of every reporting period with the change in fair value reported in the consolidated statement of operations.

The fair value of the derivative liabilities was measured using the Black-Scholes option pricing model and the following assumptions:

Discount Rate – Bond Equivalent Yield	0.30%
Annual rate of dividends	--
Volatility	130.9%

The discount rate was based on rates established by the Federal Reserve. The Company based expected volatility on the historical volatility for its common stock. The expected life of the debentures was based on their full term. The expected dividend yield was based upon the fact that the Company has not historically paid dividends, and does not expect to pay dividends in the future.

11. Accounts Payable and Accrued Expenses

At December 31, 2014, the Company had accounts payable and accrued expenses. The table below breaks this amount out by major category.

	Amount
Accounts payable – trade	$ 439251
Accrued payroll	1,145,616
Accrued interest	5,696,801
Other accrued expenses	228,289
Total Accounts payable and accrued expenses	$ 7,509,957

12. Subsequent Events

Since December 31, 2014 there have been no significant events including:

- Issuance of shares;
- Fund raising; or
- Material changes in the business of the Company

Item 4 Management Discussion and Analysis

THE FOLLOWING ANALYSIS OF THE RESULTS OF OPERATIONS AND FINANCIAL CONDITION OF THE COMPANY SHOULD BE READ IN CONJUNCTION WITH THE CONSOLIDATED FINANCIAL STATEMENTS, INCLUDING THE NOTES THERETO OF THE COMPANY, CONTAINED ELSEWHERE IN THIS REPORT.

Forward-looking statements in this report may prove to be materially inaccurate. In addition to historical information, this report contains forward-looking information that involves risks and uncertainties. The words "may", "will", "expect", "anticipate", "continue", "estimate", "project", "intend" and similar expressions are intended to identify forward-looking statements. Actual results may differ materially from those included within the forward-looking statements as a result of factors, including the risks described above and factors described elsewhere in this report.

Strategy

Our goal is to be a leading and innovative national provider of broadband solutions not just for specific locations, but in particular for Wi-Fi providers who require support with the Managed Services portion of their business.

ICOA’s proprietary operations and support software, and ICOA’s nationwide network support capabilities permit us to offer such services as:

- 24x7 network monitoring & call center support for the Wi-Fi Provider and its customers
- Roaming between complementary networks managed through our software
- Billing, credit card services & inter-network settlements where appropriate
- Network maintenance & provisioning
- User provisioning & authentication
- Regular operational reporting to the location or providers
- Customer network administration via self help portal

Our overall strategy utilizes our core competencies in the design, deployment and management of broadband and broadband wireless networks in and to high-traffic public locations in any number of market segments including but not limited to airports, hospitality, RV resorts and campgrounds, marinas, multiple dwelling units (“MDU’s”), restaurants and cafes, travel plazas and higher education facilities.

We anticipate increasing revenue by offering additional such as VoIP, increased roaming, location-specific applications, targeted advertising platforms, high-bandwidth content delivery and management, and access to proprietary content. Regarding VoIP, a small but steadily growing customer base has been utilizing VoIP technologies and services over our Wi-Fi networks, and we expect this trend to continue. With respect to ancillary revenue from roaming, ICOA is focused on rebuilding its national scale to provide the Company with attractive locations of strategic roaming value to other wireless service providers.

SIGNIFICANT ACCOUNTING POLICIES

A summary of significant accounting policies is included in Note 3 to the unaudited consolidated financial statements included in the Company's Financial Statements for the year ended December 31, 2013. Management believes that the application of these policies on a consistent basis enables the Company to provide useful and reliable financial information about the company's operating results and financial condition.

Results of operations

Years ended December 31, 2014 and 2013.

<u>Revenue</u>
Our revenue is primarily derived from network management and maintenance services and, to a lesser extent, from the ownership and operation of neutral-host broadband wireless Wi-Fi Hot Spots.

For the period ended December 31, 2014, revenue decreased $21,128 or 19.2% to $88,842 as compared to $109,970 for the year ended December 31, 2013.

The decrease in revenue was primarily due to pay-per-use locations that were converted to flat monthly fees for the locations, and the loss of several locations.

<u>Selling, general and administrative expenses</u>

General and administrative expenses consist primarily of:

Employee compensation and related expenses including payroll taxes and benefits for executive, administrative and operations personnel, legal and accounting fees, travel and entertainment, and facility and office-related costs such as rent, insurance, maintenance and telephone.

For the year ended December 31, 2014, these expenses decreased $43,206 or 13.6% to $274,213 from $317,419 for the year ended December 31, 2013.

The decrease in SG&A was primarily the result of decreased consulting fees. All other SG&A expenses were nominal year to year.

<u>Interest Expense</u>

Interest expense consists of interest accrued on loans and convertible notes payable, and the beneficial conversion feature on the convertible notes and warrants.

Interest expense increased by $17,038 to $865,547 for the year ended December 31, 2014 as compared to $848,509 for the year ended December 31, 2013.

The increase for the twelve month period is primarily attributable to adjustments in interest accruing on certain notes in the current year versus the prior year period.

Net Loss

For the year ended December 31, 2014, the Company had a loss of $1,078,202 as compared to a loss of $1,173,101 for the year ended December 31, 2013 a decrease of $94,899 or 8.1%.

The significant difference for the year as compared to the same period last year is mainly due to the decrease SG&A expense recorded during the current year.

Income Taxes

No provision for federal and state income taxes has been recorded as the Company incurred net operating losses since January 1, 1998 (Inception). The net operating losses will be available to offset any future taxable income. Given the Company's operating history, losses incurred to date and the difficulty in accurately forecasting future results, management does not believe that the realization of the potential future benefits of these carry forwards meets the criteria for recognition of a deferred tax asset required by generally accepted accounting principles. Accordingly, a full 100% valuation allowance has been provided.

Liquidity and Capital Resources

Cash and cash equivalents were $289 at December 31, 2014. Net cash used in operating activities of $23,369 was derived from the net loss from operations offset by an increase in accounts payable and accrued expenses – predominately related to accrual of interest and other expenses.

At December 31, 2014, the Company had a working capital deficit of $14,660,760. The Company made no capital expenditures during the nine months ended December 31, 2014.

During the years ended December 31, 2014 and 2013, the Company did not issue any shares of stock.

During the years ended December 31, 2014 and 2013, the Company issued demand notes in the amount of $20,234 and $65,000 respectively to a shareholder of the Company. During the same period, the Company repaid $0 and $929 respectively in demand notes to an officer of the Company.

Item 5. Legal proceedings

There are several creditor judgments that have been obtained in the last five (5) years. All are related to notes or accounts payable that are recorded on the books of the Company.

The total amount of judgments is approximately $110,000 and the Company is working with the creditors to make periodic payments or convert the judgments to stock of the Company.

Item 6. Defaults upon senior securities

Currently, all secured convertible debentures are in default. The Company continues to work with the debenture holders to provide conversion of the debt from time to time. The debenture holders are continuing to forebear as the Company works to restructure the business and increase revenue.

Item 7. Other information

None

Item 8. Exhibits

None

Certification of Chief Executive Officer
Item 9.1

I, George Strouthopoulos, certify that:

1. I have reviewed this Annual Disclosure Statement of ICOA, Inc.;

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

3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for the periods presented in this disclosure statement.

June 24, 2015

/s/ George Strouthopoulos
Chief Executive Officer

Certification of Chief Financial Officer
Item 9.2

I, Erwin Vahlsing, Jr., certify that:

1. I have reviewed this Annual Disclosure Statement of ICOA, Inc.;

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

3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for the periods presented in this disclosure statement.

June 24, 2015

/s/ Erwin Vahlsing, Jr.
Chief Financial Officer