



**Item I - The exact name of the issuer and its predecessor (if any).**

Baristas Coffee Company, Inc. (formerly Innovative Communications, Inc.)

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

Baristas Coffee Company, Inc.  
19207 DesMoines Memorial Drive  
SeaTac, WA 98148

Phone: (800) 764-8711

Fax: (206) 653-7202

[www.baristas.tv](http://www.baristas.tv)

Investor relations: [barry@baristas.tv](mailto:barry@baristas.tv)

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

Baristas Coffee Company, Inc. is a Nevada Corporation and was originally incorporated as Preferred Professional Enterprises, Inc. on 10/18/1996

**Item IV-The exact title and class of securities outstanding.**

"Common Stock" and "Preferred Stock"

**Item V-Par or stated value and description of the security.**

Par Value Common Stock \$0.001

Par Value Preferred 0.001

Holders of shares of common stock are entitled to one vote for each share on all matters to be voted on by the stockholders. Holders of common stock do not have cumulative voting rights. Holders of common stock are entitled to share ratably in dividends, if any, as may be declared from time to time by the Board of Director in its discretion from funds legally available therefore. In the event of a liquidation, dissolution or winding up of the company, the holders of common stock are entitled to share pro rata all assets remaining after payment in full of all liabilities. All of the outstanding shares of common stock are fully paid and non-assessable. Holders of common stock have no preemptive rights to purchase the Company's common stock. There are no conversion or redemption rights or sinking fund provisions with respect to the common stock.

The Board of Directors is authorized to provide for the issuance of shares of preferred stock in series and, by filing a certificate pursuant to the applicable law of Nevada, to establish from time to time the number of shares to be included in such series, and to fix the designation, powers, preferences, and rights of the shares of each such series and the qualifications, limitations or restrictions thereof without any further vote or action by the share holders. Any shares of preferred stock so issued would have priority over the common stock with respect to dividend or liquidation rights. Any future issuance of preferred stock may have the effect of delaying, deferring or preventing a change in control of the Company without further action by the shareholders and may adversely affect the voting and other rights of the holders of common stock. At present, we have no plans to either issue additional preferred stock or adopt any series, preferences or other classification of preferred stock.

The issuance of shares of preferred stock, or the issuance of rights to purchase such shares, could be used to discourage an unsolicited acquisition proposal. For instance, the issuance of a series of preferred stock might impede a business combination by including class voting rights that would enable the holder to block such a transaction, or facilitate a business combination by including voting rights that would provide a required percentage vote of the stockholders. In addition, under certain circumstances, the issuance of preferred stock could adversely affect the voting power of the holders of the common stock. Although the Board of Directors is required to make any determination to issue such stock based on its judgment as the best interests of the stockholders, the Board of Directors could act in a manner that would discourage an acquisition

attempt or other transaction that some, or a majority, of the stockholders might believe to be in their best interests or in which stockholders might receive a premium for their stock over the then market price for such stock. The Board of Directors does not at present intend to seek stockholder approval prior to any issuance of currently authorized stock, unless otherwise required by law or stock exchange rules. We have no present plans to issue additional preferred stock.

For more information about the Company's capital stock, please see the copy of the Company's Certificate of Incorporation and By-Laws, copies of which have been filed at [otcmartets.com](http://otcmartets.com) as exhibits to this document.

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

<b>Common Stock:</b>					
<b>Period</b>	<b>Shares Authorized</b>	<b>Shares Outstanding</b>	<b>Freely Tradable Shares (float)</b>	<b>Number of Beneficial Shareholders</b>	<b>Number of Shareholders of Record</b>
<b>Quarter Ended Dec. 31, 2010</b>	<b>300,000,000</b>	<b>164,878,641</b>	<b>17,365,641</b>	<b>Unknown</b>	<b>132</b>
<b>Quarter Ended Sept. 30, 2010</b>	<b>300,000,000</b>	<b>164,878,641</b>	<b>17,365,641</b>	<b>Unknown</b>	<b>132</b>
<b>Quarter Ended June 30, 2010</b>	<b>300,000,000</b>	<b>164,878,641</b>	<b>17,365,641</b>	<b>Unknown</b>	<b>132</b>
<b>Quarter Ended March 31, 2010</b>	<b>100,000,000</b>	<b>99,978,035</b>	<b>47,321,827</b>	<b>Unknown</b>	<b>126</b>
<b>Year Ended December 31, 2009</b>	<b>100,000,000</b>	<b>99,978,035</b>	<b>47,321,827</b>	<b>Unknown</b>	<b>72</b>
<b>Year Ended December 31, 2008</b>	<b>100,000,000</b>	<b>77,978,000</b>	<b>47,321,827</b>	<b>Unknown</b>	<b>72</b>

<b>Preferred Stock:</b>					
<b>Period</b>	<b>Shares Authorized</b>	<b>Shares Outstanding</b>	<b>Freely Tradable Shares (float)</b>	<b>Number of Beneficial Shareholders</b>	<b>Number of Shareholders of Record</b>
<b>Quarter Ended Dec. 31, 2010</b>	30,000,000	1,460,000	0	5	5
<b>Quarter Ended Sept. 30, 2010</b>	30,000,000	1,460,000	0	5	5
<b>Quarter Ended June 30, 2010</b>	30,000,000	1,460,000	0	5	5
<b>Quarter Ended March 31, 2010</b>	30,000,000	29,200,000	0	5	5
<b>Year Ended December 31, 2009</b>	30,000,000	29,200,000	0	5	5

**Item VII-The name and address of the transfer agent\***

Continental Stock Transfer  
17 Battery Place  
New York, NY 10004  
Telephone: 212-509-4000  
Facsimile: 212-509-5150  
E-Mail: cstmail@continentalstock.com

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

**A. Business Development**

Baristas Coffee Company, Inc. is a Nevada C Corporation that was originally formed on October 18, 1996. Its fiscal year end date is December 31<sup>st</sup>. Neither the issuer nor any of its predecessors has ever been in bankruptcy, receivership or any other similar proceeding.

The Company was originally formed as Preferred Professional Enterprises, Inc in 1996, for the purposes of developing, and developed software programs, hired programmers, and procured funding from a venture capital group, prior to merging with Innovative Communications Technologies, in 2001. From that time until 2010, it has had assets, liabilities, operations including employees every year. On December 22<sup>nd</sup>, 2009 it acquired greater than a 60% interest in Pangea Networks, Inc. ("Pangea")/ DBA Baristas and Inc., and it acquired for cash, stock, debt and other consideration, numerous coffee stands in the greater Seattle area through the acquisition of Pangea ; In May of 2010 the Company Changed its name to Baristas Coffee Company, Inc.

The company has had no actions except for these above described involving a significant amount of assets and is not defaulted on the terms of any indebtedness or financing arrangement requiring it to make payments nor has it had a change of control. In conjunction with the above discussed acquisition of Pangea, the acquisition of certain coffee shops and the conversion of debt to equity (discussed at Item 11 ( C ) and ( D )) the Company issued Common Stock shares

that increased the number of shares outstanding by more than 10%.

There has been no delisting of the issuer's securities by any securities exchange or deletion from the OTC Bulletin Board; nor are there any current, past, pending or threatened legal proceedings or administrative actions either by or against the issuer that could have a material effect on the issuer's business, financial condition, or operations. There have been no current, past or pending trading suspensions by a securities regulator.

#### **B. Business of Issuer**

Barista's is a specialty drive-through beverage retailer with attractive female theme-costumed models as servers. Its primary and secondary SIC Codes are 5812 - Eating Places and 722211 - Limited-Service Restaurants, respectively.

Baristas provides its customers the ability of drive up and order their choice of a custom-blended espresso drink, freshly brewed coffee, or other beverages. Baristas offers a high quality option fast-food, gas station or institutional coffee. Baristas offers its patrons the finest hot and cold beverages, specializing in specialty coffees, blended teas and other custom drinks. In addition Baristas offers smoothies, fresh-baked pastries and other confections. Seasonally, Baristas will add beverages such as hot apple cider, hot chocolate, frozen coffees and more. Other revenue streams will be in promoting and selling Baristas merchandise, alluring calendars, mugs, t-shirts and hats. All stands are company owned at this time. There are plans for franchising. Baristas also is the largest single shareholder of Reeltime Rentals, Inc. a publicly traded media distribution company that leverages a technology developed at Baristas and has holdings in EXSA a publicly traded company which currently designs, builds, and manages, flexible secure information infrastructures. Baristas also helps fund and develop additional technologies and companies as it continues its diversification.

While the revenue from current operations is minimal so the Company is considered to be in the development stage it is not nor has it ever been a shell company as defined under Rule 144 and Rule 405.

The issuer does not have any parent, subsidiary, or affiliate except as disclosed in this document and in the financial statements herein incorporated by reference..

Governmental regulations such as tax on coffee, restrictions on attire, varying health requirements, among others may all separately or in combination affect in a positive or negative manner the ease of conducting and the profitability of the operations of the Company. In extreme cases not currently contemplated to the issuer's knowledge certain governmental regulations may even preclude the issuer from conducting operations entirely in certain regions.

The issuer has not spent significant money in the last two fiscal years on research and development activities which the cost of such activities is or will be borne directly by customers;

The issuer does not bear the costs and effects of compliance with environmental laws (federal, state and local) disproportionately from other similar or common businesses.

The Issuer currently has approximately 35 employees of which approximately 20 are full-time employees.

**Item IX-The nature of products or services offered.**

Baristas Coffee Company is the largest and fastest growing costume-themed drive through Espresso Company in the nation. Baristas offers its patrons the finest hot and cold beverages, specializing in specialty coffees, blended teas, and other custom drinks. In addition, Baristas offers smoothies, fresh-baked pastries and other confections. Seasonally, Baristas adds beverages such as hot apple cider, hot chocolate, frozen coffees, and more.

Another revenue stream is in promoting and selling Baristas merchandise; alluring calendars, mugs, t-shirts and hats. All stands are company owned; there are plans for franchising. The products are sold primarily through its retail drive-thru locations throughout the greater Seattle area. It also sells merchandise and other novelties via its website at [www.baristas.tv](http://www.baristas.tv) and plans to sell said merchandise displaying its logo via other retail outlets.

The environment in the greater Seattle area is very competitive and saturated. Markets outside of the Pacific Northwest are relatively untapped and do not have the same level of competition.

The issuer obtains its raw goods i.e. coffee, milk, specialty syrups, and confections from a variety of suppliers that are very competitive and reasonably generic in offering and does not foresee having any issue obtaining its raw goods. Its customer base is diverse and numerous and the issuer is therefore not dependant on one or a few major customers. Furthermore the issuer does not have the need for any government approval of principle product or services.

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

The issuer's subsidiary Pangea Networks DBA Baristas leases approximately 4,000 square feet at its corporate headquarters and training facility which allows it to store goods and services, train employees, build, maintain or convert its locations, and conduct general business activities. In addition it owns and operates six drive through locations which are approximately 300 square feet each varying by location.

**Item XI-The name of the chief executive officer, members of the board of directors, as well as control persons.**

**A. Officers and Directors**

Thomas E. Metzger FMP - COO and Director  
19207 DesMoines Memorial Dr.  
SeaTac, WA 98148

Tom has served as Chief Executive Officer / President / Chief Operating Officer of (6) six / hotel restaurant companies over several years. His executive experience includes the development of many national food service brands, notably Wolfgang Puck, Sizzler Steakhouse, Kenny Rogers Roasters, Boston Market, Cinnabon, and Wendy's International. He has broad and uniquely varied experience. He has a special understanding and expertise in all aspects of the food service and hospitality business including strategic planning, concept development, construction ground-up, kiosks, in-line, non-traditional development & hotels, securing financing, financial management, contract management, operations, human resources, marketing, franchising and real estate development. He possesses a strong operational and administrative background focusing on growth companies. Tom also has a Master of Science from LaSalle University.

To date Tom has not been compensated for his duties.

Barry Brian Henthorn-CEO and Chairman of the Board  
19207 DesMoines Memorial Drive  
SeaTac, WA 98148

Barry has a long history in founding and funding start-up and emerging stage companies, providing business guidance to them on general business matters including but not limited to the review of financing options, introduction to third parties, communications with existing or potential customers, manufacturing processes, Corporate Web / IT services, and market research. He is a pioneer in the development and marketing of telecommunications technologies. In 1990, Barry founded and served as CEO of Emerald City Telecommunications, which clarified the definition of private telecommunications networks. While continuing to develop this technology in 1992, he formed Emerald City Cellular, and introduced the "free cellular phone" to the cellular market which revolutionized the way Cellular phones were distributed worldwide. The two companies merged to create Innovative Communications Technologies, which creates and markets a variety of communications technologies. Barry served as the CEO of ICT and the creator of its new Global Private Telecommunications Networks. Barry founded ReelTime.com, a leading internet streaming media video-delivery technology company. Not only was he the co-creator of the core technology, but served as its CEO from 2004-2009. Barry has also sat on advisory boards for numerous US corporations in a variety of industries including aerospace, law, accounting, international trade, espresso machine manufacturing, and travel. Barry continues to contribute to a fresh viewpoint and vision towards the future

To date Barry Henthorn has not been compensated for his duties.

Barry Henthorn owns 72,000,000 common shares of the Company

Troy Scott Steciw-President and Director  
19207 DesMoines Memorial Drive  
SeaTac, WA 98148

Troy Scott Steciw has been involved in virtually every aspect of the construction industry for nearly 20 years. From Laborer to Designer of High Rise Buildings and Developer of over 40 Townhomes, Mr. Steciw has the capacity to understand the viability of acquisitions, the ability to raise capital to get projects out of the ground, and a track record of getting deals done. He is currently a Partner in a property located in downtown Seattle planned for a mixed use project with over 9,000 gross square feet of retail space and 130 residential units. As a professional consultant to the building design industry, he has held over 100 power point presentations to the industry, presenting to audiences from 10 to over 200 people. Mr. Steciw has a Bachelor of Science Degree in Business Management from Boston University. In addition Scott has worked at Syska Hennesy Group for more than five years prior to joining Baristas.

To date Troy Scott Steciw has not been compensated for his duties.

Troy Scott Steciw owns 50,000,000 common shares of the Company

## **B. Legal/Disciplinary History**

No member of management, Director, or member of the Board of Directors has, 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);
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;

3. A finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated; or
4. The entry of an order by a self-regulatory organization that permanently or temporarily barred, suspended or otherwise limited such person's involvement in any type of business or securities activities.

**C. Disclosure of Family Relationships**

Ron Henthorn, father of Barry Brian Henthorn-CEO and Chairman of the Board, owns 6,500,000 of Common Stock (approximately 3.93% of the outstanding shares at June 30, 2010). This stock was acquired through the conversion of \$165,000 in debt owed to Ron Henthorn into equity.

**D. Disclosure of Related Party Transactions**

In fiscal 2010 Ron Henthorn, father of Barry Brian Henthorn-CEO and Chairman of the Board, converted \$165,000 in debt owed him by the Company into 15,000,000 of Common Stock (approximately 9.09% of outstanding shares at June 30, 2010).

**E. Conflicts of Interest**

There are no conflicts of interest between parties involved.

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

Financial information for the most recent fiscal period will be posted to the OTC Disclosure and News Service as "Financial Statements for The Period Ended June 30, 2010" and is incorporated by reference.

**Item XIII-Similar financial information for such part of the two preceding fiscal years as the**

**issuer or its predecessor has been in existence.**

Financial information from inception of the operating company through December 31<sup>st</sup>, 2010 is currently posted to the OTC Disclosure and News Service as "Financial Statements for The Period Ended December 31, 2010" Previous quarters are also posted to the OTC Disclosure and News Service and are incorporated by reference.

**Item XIV-Beneficial Owners**

Name	Address	Number of Shares	Ownership %
Barry Brian Henthorn	19207 DesMoines Memorial Drive SeaTac, WA 98148	72,000,000	43.7
Troy Scott Steciw	19207 DesMoines Memorial Drive SeaTac, WA 98148	50,000,000	30.3

**Item XV-The name, address, telephone number, and email address of each of the following outside providers that advise the issuer on matters relating to operations, business development and disclosure:**

1. Investment Banker-none
2. Promoter-none
3. Counsel - Bjornson Law Offices, P.C.

2809 Great Northern Loop, Suite 100  
Missoula, Montana 59808  
Phone: (406).721.8896 Fax: (406).541.8900

4. The Issuer is currently evaluating licensed Accounting firms and individuals.
5. Public Relations Consultant(s)-none
6. Investor Relations Consultant-none
7. Any other advisor(s)-none

#### **Item XVI-Management's Discussion and Analysis or Plan of Operation**

##### **A & B-Plan of Operation and Management's Discussion and Analysis of Financial Condition and Results of Operations**

The company has only recently generated profits and positive cash flows for either quarterly or annual reporting periods since inception. As such its ability to continue as a going concern is in doubt and dependent upon achieving a profitable level of operations and on its ability to obtain necessary financing to fund ongoing operations. Management believes that its current and future plans will enable it to continue as a going concern and to profitably and dramatically grow.

The Company continues to seek external sources of financing in order to support existing operations and expand the range and scope of its business. While there are no assurances that financing can be obtained on acceptable terms and or in a timely manner management has taken the following steps to improve its position:

1. Close identifiably unprofitable stores
2. Terminate costly management agreements entered into in conjunction with acquisitions
3. Locate new suppliers and negotiate more favorable terms with existing one.

##### **Off-Balance Sheet Arrangements**

There are no off-balance sheet arrangements.

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

None

**Item XVIII-Material Contracts.**

There are no discloseable Material Contracts.

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

Complete copies of the issuer's articles of incorporation and bylaws are currently filed with the OTC Disclosure and News Service and are incorporated by reference.

**Item XX-Purchases of Equity Securities by the Issuer and Affiliated Purchasers.**

None

**Item XXI-Issuer's Certification**

I, Troy Scott Steciw, certify that:

1. I have reviewed the Information and Disclosure Statement, Exhibits, and all notes thereto ("Disclosure Statement");
2. Based on my knowledge, this Disclosure Statement does not contain any untrue statement of 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;
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, and for, the periods presented in this Disclosure Statement.

Date: February 22, 2011



/s/ Troy Scott Steciw

Troy Scott Steciw

President and Director