

# **CANNAGROW HOLDINGS, INC.**

## **QUARTERLY INFORMATION AND DISCLOSURE STATEMENT**

**For the period ended September 30, 2014**

### **THIS STATEMENT HAS NOT BEEN FILED WITH FINRA OR ANY OTHER REGULATORY AGENCY**

All information contained in this Information and Disclosure Statement has been compiled to fulfill the disclosure requirements of Rule 15c2-11(a)(5) promulgated under the Securities Exchange Act of 1934, as amended.

**1). Name of the issuer and its predecessor (if any).**

Name of issuer:

CannaGrow Holdings, Inc.

Predecessors: Topper's Brick Oven Pizza, Inc.

Famous Food Group, Inc.,---Name change effective on February 21, 2003

Kootenai Corp.---Name change effective on June 22, 2006

BizAuctions, Inc.,---Name change effective on August 3, 2006

CannaGrow Holdings, Inc.,---Name change effective on November 1, 2014

**2). Address of the issuer's principal executive offices.**

Company Headquarters

CannaGrow Holdings, Inc.

12835 E. Arapahoe Rd., Suite 2-#800

Centennial, CO 80112

Telephone: 702-214-4249

Facsimile: 702-214-3420

Email: [delmar@cannagrowholdings.com](mailto:delmar@cannagrowholdings.com) & [delmar.janovec@gmail.com](mailto:delmar.janovec@gmail.com)

Issuer website:

[www.cannagrowholdings.com](http://www.cannagrowholdings.com)

Investor Relations Contact:

Delmar Janovec

12835 E. Arapahoe Rd., Suite 2-#800

Centennial, CO 80112

TEL: 702-214-4249 / FAX: 702-214-3420

Email: [info@cannagrowholdings.com](mailto:info@cannagrowholdings.com) &

[delmar@cannagrowholdings.com](mailto:delmar@cannagrowholdings.com)

3). **Security Information.**

Trading Symbol: CGRW

Exact Title and Class of Securities Outstanding:

Authorized common shares: 2,000,000,000 shares,

Authorized Preferred Series: 150,000,000 shares,

CUSIP Number: 13765E 107

Par or Stated Value of Common stock: Par value is \$0.001

Par or Stated Value of Preferred stock: Par value is \$0.001

Series A Preferred Shares:

Total Number Authorized: 100,000,000

Total Number Outstanding: 42,000,000

No CUSIP

Series B Preferred Shares:

Total Number Authorized: 5,000,000

Total Number Outstanding: 0

No CUSIP

Series C Preferred Shares

Total Number Authorized: 20,000,000

Total Number Outstanding: 135,000

No CUSIP

Series D Preferred Shares

Total Number Authorized: 25,000,000

Total Number Outstanding: 10,000,000

No CUSIP

No other shares of Preferred Stock have been issued or are outstanding.

Total Shares Authorized: As of September 30, 2014 and December 31, 2013, (a) 2,000,000,000 common shares and 20,000,000,000 common shares (b) 150,000,000 preferred shares and 150,000,000 preferred shares.

Total Shares Outstanding: As of September 30, 2014 and December 31, 2013, (a) 127,073,434 common shares and 98,333,434 common shares (b) 52,135,000 preferred shares and 52,135,000 preferred shares are outstanding.

Transfer Agent:  
Interwest Transfer Co., Inc.  
1981 Murray Holladay Rd., Suite 100  
Salt Lake City, UT 84117  
Telephone: 801-272-9294  
Facsimile: 801-277-3147

The transfer agent is registered under the Exchange Act and is regulated by the Securities and Exchange Commission.

There are electronic restrictions by DTCC on the transfer of the Issuer's securities; The Issuer has not been subject to any trading suspension orders issued by the SEC in the past 12 months.

**4). Issuance History.**

The following events resulted in changes in total shares outstanding by the issuer (1) in the past two-year period ending on the last day of the issuer's most recent fiscal year, and (2) since the last day of the issuer's most recent fiscal year:

(1) Issuances of common stock during the two-year period ended December 31, 2013 and December 31, 2012:

Issuances of common stock during the calendar year 2013:

There were no issuances of stock during this calendar year.

Issuances of common stock during the calendar year 2012:

The Issuer issued in February of 2012, 508,075 shares of restricted common stock, at \$0.02, per share, to Delmar Janovec, President and Director, for a partial reduction of a note payable in the amount of \$10,162. The stock was issued with legend and as a private sale exempt from registration under Section 4(2) of the Securities Act of 1933.

The Issuer issued in February of 2012, 500,000 shares of restricted common stock, at \$0.02, per share, to a former officer and director, Brent Crouch, for a partial reduction of a note payable in the amount of \$10,000. The stock was issued with legend and as a private sale exempt from registration under Section 4(2) of the Securities Act of 1933.

The Issuer issued in March of 2012, 200,000 shares of common stock, at \$0.025 cents, per share, to an accredited investor, Desert Vista Capital LLC, for a partial reduction of a note payable in the amount of \$5,300. The stock was issued pursuant to (d)(1) & (3), of Rule 144, as amended, of the Securities Act of 1933.

The Issuer issued in March of 2012, 250,000 shares of common stock, at



\$ .10, per share, to an accredited investor, Kodiak Capital Group LLC, for the price of \$12,500. The stock was issued pursuant to Regulation D-504, of the Securities Act of 1933, and the State of Delaware.

The Issuer issued in March of 2012, 200,000 shares of common stock, at \$0.025 cents, per share, to an accredited investor, Akron Associates, Inc., for a partial reduction of a note payable in the amount of \$5,300. The stock was issued pursuant to (d)(1) & (3), of Rule 144, as amended, of the Securities Act of 1933.

The Issuer issued in April of 2012, 272,727 shares of restricted common stock, at \$ .108 cents, per share, to a consultant, Rod Clawson, for services provided to the Company. The stock was issued with legend and as a private sale exempt from registration under Section 4(2) of the Securities Act of 1933.

The Issuer issued in April of 2012, 1,090,910 shares of restricted common stock, at \$0.037 cents, per share, to Delmar Janovec, President and Director, for a partial reduction of a note payable in the amount of \$40,376. The stock was issued with legend and as a private sale exempt from registration under Section 4(2) of the Securities Act of 1933.

The Issuer issued in May of 2012, 166,666 shares of restricted common stock, at \$ .108 cents, per share, to a consultant, Rod Clawson, for services provided to the Company. The stock was issued with legend and as a private sale exempt from registration under Section 4(2) of the Securities Act of 1933.

The Issuer issued in November of 2012, 33,333,300 shares of restricted common stock, at \$0.015 cents, per share, to Delmar Janovec, President and Director, for a partial reduction of a note payable in the amount of \$49,999. The stock was issued with legend and as a private sale exempt from registration under Section 4(2) of the Securities Act of 1933.

The Issuer issued in November of 2012, 2,416,666 shares of restricted common stock, at \$0.01 cents, per share, to a consultant, Rod Clawson, for services provided to the Company. The stock was issued with legend and as a private sale exempt from registration under Section 4(2) of the Securities Act of 1933.

The Issuer issued in November of 2012, 33,333,300 shares of restricted common stock, at \$0.015 cents, per share, to a consultant and former officer, Brent Crouch, for a partial reduction of a note payable in the amount of \$49,999. The stock was issued with legend and as a private sale exempt from registration under Section 4(2) of the Securities Act of 1933.

The Issuer issued in November of 2012, 25,000,000 shares of restricted common stock, at \$0.01 cents, per share, for the vending and distribution rights for the Candwich technology and products for the states of

California and Nevada. The stock was issued with legend and as a private sale exempt from registration under Section 4(2) of the Securities Act of 1933.

(2) Issuances of common stock since the last day of the period ended September 30, 2014 and December 31, 2013:

The Issuer issued in April of 2014, 9,800,000 shares of common stock, at \$0.0085 cents, per share, to an accredited investor, Desert Vista Capital LLC, for a partial reduction of a note payable in the amount of \$83,315. The stock was issued pursuant to (d)(1) & (3), of Rule 144, as amended, of the Securities Act of 1933.

The Issuer issued in June of 2014, 5,000,000 shares of common stock, at \$0.01 cents, per share, to an accredited investor, Desert Vista Capital LLC, for a partial reduction of a note payable in the amount of \$50,000. The stock was issued pursuant to (d)(1) & (3), of Rule 144, as amended, of the Securities Act of 1933.

The Issuer issued in June of 2014, 6,440,000 shares of common stock, at \$0.01 cents, per share, to an accredited investor, Akron Associates, Inc., for a partial reduction of a note payable in the amount of \$64,440. The stock was issued pursuant to (d)(1) & (3), of Rule 144, as amended, of the Securities Act of 1933.

The Issuer issued in August of 2014, 5,000,000 shares of common restricted stock, at par value of \$0.001 cents, per share, to a consultant, Dr. John P. Janovec, for consultant work performed to date and to be performed over the term of the agreement. The stock was issued with legend and as a private sale exempt from registration under Section 4(2) of the Securities Act of 1933.

The Issuer issued in August of 2014, 2,500,000 shares of common restricted stock, at par value of \$0.001 cents, per share, to a consultant, Jason Wells, for consultant work performed to date, and to be performed over the term of the agreement. The stock was issued with legend and as a private sale exempt from registration under Section 4(2) of the Securities Act of 1933.

## **5). Financial Statements.**

The unaudited BizAuctions, Inc., Financial Statements for the period-ended September 30, 2014, and December 31, 2013, ("Financial Statements"), were posted on the OTC Disclosure & News Service on November 20, 2014, and are incorporated by reference herein.

The Financial Statements include:

1] Consolidated Balance Sheets as of September 30, 2014 and December 31,



2013,

2] Consolidated Statement of Loss as of September 30, 2014 and December 31, 2013,

3] Consolidated Statement of Changes in Stockholders' Deficit for September 30, 2014 and December 31, 2013,

4] Consolidated Statements of Cash Flows as of September 30, 2014 and December 31, 2013,

5] Notes to Consolidated Financial Statements as of September 30, 2014 and December 31, 2013.

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

**The Nature of the Issuer's Operations.**

The issuer's predecessor corporation, Topper's Brick Oven Pizza, Inc., was incorporated on May 5, 1995.

The Company has entered the Medical/Recreational Cannabis Industry as a Lessor, Liaison, and Consultant to licensed Growers providing them with turnkey Growing Facilities in the State of Colorado. The Company intends to expand this business model within this industry as business opportunities evolve whereby providing for the highest return to its shareholders.

The Company does not and will not, until such time as the Federal law allows, to grow, harvest, distribute or sell marijuana or any substance that violate the laws of the United States of America.

**Business State of Incorporation.**

The Issuer is a Delaware corporation organized by the filing of the Articles of Incorporation with the Secretary of State of Delaware on May 5, 1995.

The Issuer's fiscal year-end is December 31.

**Business's Primary and Secondary SIC Codes.**

The issuer's Primary SIC Code 7389, and its Secondary SIC code is 7380. The Issuer recently redefined its business model, and is a service provider and consultant. The Issuer currently has a total of three (3) employees offering services in the areas of executive management, business development, sales, and marketing. The Issuer is not, nor has been at any time, in the last five years, a "shell company".

**Principal products or services, and their markets.**

The Company has entered the Medical/Recreational Cannabis Industry as a Lessor, Liaison, and Consultant to licensed Growers providing them with turnkey Growing Facilities in the State of Colorado. The Company intends to expand this business model within this industry as business opportunities evolve whereby providing for the highest return to its shareholders.

The Company does not and will not, until such time as the Federal law allows, to grow, harvest, distribute or sell marijuana or any substance that violate the laws of the United States of America.

**7). Describe the issuer's facilities.**

The Issuer's executive office is located at 12835 E. Arapahoe Rd., Suite 2-#800, Centennial, Co. The premises consist of approximately 150 square feet. The term is on a 12 month lease through July 7 of 2015.

The Issuer has warehouse space located at 5180 Russell Rd. consisting of 200 sq. ft. and is on a month-to-month basis.

The Issuer owns and leases equipment as is required for its projects that it undertakes.

**8). Officers, Directors, and Control Persons.**

**A. Names of Officers, Directors and Control Persons owning more than 5% of the Issued and Outstanding at September 30, 2014 and December 31, 2013.**

Delmar Janovec is the Chief Executive Officer, Chief Financial Officer, Secretary, Sole Director, and Control Person of the Issuer and has been since June of 2006.

Delmar Janovec is a control person and beneficial owner of 33,349,289 shares of common stock as of September 30, 2014 and December 31, 2013.

Brent Crouch is a beneficial owner of 33,333,300 shares of common stock as of September 30, 2014 and December 31, 2013.

Mark Kirkland is a beneficial owner of 25,000,000 shares of common stock as of September 30, 2014 and December 31, 2013.

Delmar Janovec and Brent Crouch are beneficial owners of 42,000,000 shares of Series A Preferred stock of the Issued and Outstanding as of September 30, 2014 and December 31, 2013.



Delmar Janovec and Brent Crouch are beneficial owners of 10,000,000 shares of Series D Preferred stock of the Issued and Outstanding as of September 30, 2014 and December 31, 2013.

Subsequent to the filing of the Quarterly report and Disclosure Statement for this period, a beneficial owner of stock, Mark Kirkland, agreed to return Twenty-five Million shares of restricted common stock to the Company treasury. This action is pending the final processing by the transfer agent.

B. Legal/Disciplinary History.

None of the Issuer's officers, directors or control persons 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. Beneficial Shareholders.

Delmar Janovec is a beneficial shareholder-owner of 33,349,289.85 shares of common stock or 27% of the Issued and Outstanding as of September 30, 2014 and December 31, 2013. The business address is 12835 E. Arapahoe Rd., Suite 2-#800, Centennial, Co. 80112.

Brent Crouch is a beneficial shareholder-owner of 33,333,300 shares of common stock or 26% of the Issued and Outstanding as of September 30, 2014 and December 31, 2013. The business address is 12835 E. Arapahoe Rd., Suite 2-#800, Centennial, Co. 80112.



Mark Kirkland is a beneficial shareholder-owner of 25,000,000 shares of common stock or 19% of the Issued and Outstanding as of September 30, 2014 and December 31, 2013. The business address is 10044 Stone Mt. Cove Sandy, UT, 84092.

Delmar Janovec and Brent Crouch are beneficial shareholders-owners of 42,000,000 shares of Series A Preferred stock or 100% of the Issued and Outstanding as of September 30, 2014 and December 31, 2013. The business address is 12835 E. Arapahoe Rd., Suite 2-#800, Centennial, Co. 80112.

Delmar Janovec and Brent Crouch are beneficial shareholders-owners of 10,000,000 shares of Series D Preferred stock or 100% of the Issued and Outstanding as of September 30, 2014 and December 31, 2013. The business address is 12835 E. Arapahoe Rd., Suite 2-#800, Centennial, Co. 80112.

Subsequent to the filing of the Quarterly report and Disclosure Statement for this period, a Beneficial Shareholder of stock, Mark Kirkland, agreed to return Twenty-five Million shares of restricted common stock to the Company treasury. This action is pending the final processing by the transfer agent.

9).

**Third Party Providers.**

1. Legal Counsel:

Michael Golightly  
Attorney-at-Law  
59 West 100 South  
2<sup>nd</sup> Floor  
Salt Lake City, Utah

Telephone: 801-575-8073 ext. 105  
Facsimile: 801-575-8092  
Email: [mikegolite@hotmail.com](mailto:mikegolite@hotmail.com)

2. Accountant or Auditor:

Crouch & Associates  
Brent Crouch, CPA  
3440 E. Russell Rd., Suite 206  
Las Vegas, NV 89120

TEL: 801-231-0128  
Email: [bcrouchcpa@aol.com](mailto:bcrouchcpa@aol.com)

Crouch & Associates compiled the accompanying unaudited financial statements utilizing information provided by the Issuer.

3. Investor Relations Consultant: None
4. Other advisors: Dr. John P. Janovec & Jason Wells

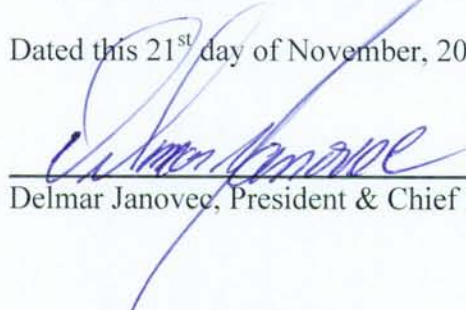
10).

**Issuer Certification**

I, Delmar Janovec, certify that:

1. I have reviewed this Quarterly Information and the Disclosure Statement and exhibits of CannaGrow Holdings, 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.

Dated this 21<sup>st</sup> day of November, 2014

  
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Delmar Janovec, President & Chief Financial Officer