

Amendment No. 1 to Adequate and Current Information Statement

Part A. General Company Information.

Item 1. The exact name of the issuer and its predecessor (if any). Exit Only, Inc. (the "Company", "we", "our", "EXTO"). EXTO changed its corporate name to "Bayport International Holdings Inc." on January 17, 2012. Throughout this report, we will continue to refer to it as Exit Only, Inc.

Item 2. The address of the issuer's principal executive offices.

9101 West Sahara Avenue
#105 Las Vegas, NV 89117
Phone: 702-475-8887

Item 3. The state and date of the issuer's incorporation or organization.

Exit Only, Inc. was formed as a Nevada corporation on February 8, 2005. Its fiscal year end date is December 31.

Part B. Share Structure.

Item 4. The exact title and class of securities outstanding.

Common Shares and Preferred shares, CUSIP number 3020 731
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Item 5. Par and stated value and description of the security.

Common Stock, par value 0.001

Preferred Stock, par value \$0.10 (not publicly traded), Series A and B.

The Company's common stock is currently involved in limited trading on the Pink Sheets under the symbol EXTO. We have applied to change our ticker symbol but such application has not yet been approved pending resolution of the lawsuit mentioned under "Additional Company Information" below. Additionally, we have never paid dividends on our Common Stock. A special dividend has been

contemplated to date. Details will be announced later in the future after the trading entity to issue to shareholders has been acquired.

The 2,000,000 shares of preferred stock are restricted as required by law and have not been converted into common shares. The preferred stock carry "super" voting rights of 1,000 votes per preferred share and 1 to 1 conversion into common shares. The preferred stock was implemented as a "poison pill" to prevent the company from a hostile takeover.

Item 6. The number of shares or total amount of the securities outstanding for each class of securities outstanding.

As of November 21, 2011, the Company's number of shares authorized was as follows: Common shares 850,000,000, Preferred shares 25,000,000 of which 679,216,049 common shares and 2,000,000 Preferred shares were outstanding (the outstanding Preferred shares were Series A; no Series B Preferred are outstanding). Of the outstanding common shares, 480,671,049 shares are freely-tradable. The number of shareholders of record was 167.

Item 7. The name and address of the transfer agent.

Holladay Stock Transfer 2939 N. 67th Place Scottsdale, AZ 85251 Phone: (480) 481-3940. Holladay Stock Transfer is registered as a transfer agent with the Securities and Exchange Commission.

Part C. Business Information.

Items 8 and 9. Business and Corporate History and Development

History

Exit Only, Inc. was formed as a Nevada corporation on February 8, 2005. The Company had been engaged in the business of film production until an agreement and plan of reorganization was done with Shortcode, Inc. on October 30, 2006. Shortcode, Inc. was an Internet based marketplace for new and used motor vehicles. To the Company's knowledge, Shortcode became defunct between September 30, 2009 and December 30, 2009. On or about November 2008, control of the Company shifted to an entity known as Summit City Grand Resort & Casino Holdings Corporation, formed November 19, 2008 as an Indiana corporation. Upon information and belief, that entity was formed to develop and

operate a casino/hotel property in Fort Wayne, Indiana. Shats International, Inc., a Nevada corporation took control of Exit Only on or about February 25, 2011. On July 5, 2011, Exit Only, Inc. acquired Bayport Corporation as its operational subsidiary and at such time, the control of the Company was shifted to the then-shareholder of Bayport where it remains now. Bayport, by itself and/or through subsidiaries, proposes to be in the business of acquiring and commercially exploiting various prospective mining properties in Utah and oil and natural gas properties in Texas. Bayport may also, in the future, engage in the business of seafood wholesaling and beauty product sales, but no activities in those proposed businesses have yet begun. To the best of current management's knowledge, the Company has never been in bankruptcy or similar proceedings.

Business

Bayport proposes to operate in two fields, precious metals/minerals/rare earth mining and oil and gas services. It also has several other business opportunities in which it may engage at some time in the future.

On August 17, 2011, September 14, 2011, and September 17, 2011 Bayport, by itself or through its wholly-owned subsidiary, Cosmic American Rare Earths, Inc., a Nevada corporation ("CARE") acquired certain mineral claims, known as the WOW, Gilded Lady, and Spring Sage claims, respectively, in Utah, from a third party, Mr. Mel Carson, in exchange for 20,000,000 shares of the Company's common stock and a 5% royalty on any gross revenues from said claims. Another subsidiary, Cosmic Energy Minerals Group, Inc., a Nevada corporation ("CMG") was formed to also exploit the precious metals and minerals (e.g., gold and silver) extractable from the claims. At present, Bayport's business will be focused upon the commercial exploitation of its rare earth mineral and other claims, as well as oil and gas opportunities discussed below. The company's mineral claims cover a variety of rare earths as well as amounts of gold and silver. Rare earth elements are a set of seventeen [chemical elements](#) in the [periodic table](#), Despite their name, rare earth elements are [relatively plentiful](#) in the [Earth's crust](#). However, because of their geochemical properties, rare earth elements are typically dispersed and not often found in concentrated and economically exploitable forms. The few economically exploitable deposits are known as [rare earth minerals](#). It was the very scarcity of these minerals that led to the term "rare earth".

On September 16, 2011, the Company entered into an agreement with two groups of private investors pursuant to which the groups agreed to fund 100% of the costs for mining and commercialization of the Company's WOW mining claims in exchange for the issuance of 60,000,000 shares for one group and 65,000,000 shares for the other group of the Company's common stock, and an aggregate of 70% of the proceeds from such mining operations. The two investor groups subsequently divided and distributed their shareholdings. The two groups of private investors

delayed moving forward with funding and operations until all the administrative filings were in place with the US Bureau of Land Management (BLM) and after the Company becomes current in its obligations to OTC Markets. The two groups have subsequently sub-divided these holdings.

The previous owner of the mining claims, Mel Carson, spent approximately \$2500.00 on mineral assays (tests done by laboratories to determine relative mineral content). Since Mr. Carson controlled the assay process, although such assays were performed by reputable laboratories, it is impossible to assess the accuracy of Mr. Carson's sourcing activities. The Company has not, as yet, done independent assays of its own.

It is important to recognize that, at present, no mining of any of the claims has yet begun.

Overview of Rare Earths

Rare earths have many uses. Lanthanum is used as a catalyst that is critical in petroleum refining. **Cerium** is critical in the manufacture of environmental protection and pollution-control systems, from automobiles to oil refineries. Cerium oxides, and other cerium compounds, go into catalytic converters and larger-scale equipment to reduce the sulfur oxide emissions. Cerium is a diesel fuel additive for micro-filtration of pollutants, and promotes more complete fuel combustion for more energy efficiency. **Neodymium** is a critical component of strong permanent magnets. Cell phones, portable CD players, computers and most modern sound systems would not exist in their current form without using neodymium magnets. **Europium** creates the red phosphors used in color televisions and computer screens and in fluorescent lighting. In the medical field, europium is used to tag complex biochemical agents which helps to trace these materials during tissue research. **Praseodymium** is used as a common coloring pigment used in photographic filters, airport signal lenses, welder's glasses, as well as broad uses in ceramic tile and glass (usually yellow). When used in an alloy, praseodymium is a component of permanent magnet systems designed for small motors and has applications in internal combustion engines as a catalyst for pollution control. Almost every vehicle on the road contains yttrium-based materials that improve the fuel efficiency of the engine. Another important use of yttrium is in microwave communication devices as resonators in frequency meters, magnetic field measurement devices, tunable transistors and Gunn oscillators. **Samarium** has properties of spectral absorption that make it useful in filter glasses that surround neodymium laser rods. **Gadolinium** is at the heart of magneto-optic recording technology, and other technology used in handling computer data. **Dysprosium** is a widely used rare earth element that helps to make electronic components smaller and faster. **Terbium** is used in energy efficient fluorescent lamps. There are various terbium metal alloys that provide metallic films for magneto-optic data recording. **Erbium** is

essential for use in long-range fiber optic data transmission. **Thulium** is used in sensitive X-ray phosphors to reduce X-ray exposure. **Ytterbium** is used in stress gauges to monitor ground deformations caused, for example, by earthquakes or underground explosions. **Lutetium**, is currently used in detectors in positron emission tomography (PET).

China now produces over 97% of the world's rare earth supply, mostly in [Inner Mongolia](#), even though it has only 37% of [proven reserves](#). All of the world's heavy rare earths (such as dysprosium) come from Chinese rare earth sources. In 2010, the USGS released a study which found that the United States had 13 million metric tons of rare earth elements.

New demand has recently strained supply, and there is growing concern that the world may soon face a shortage of the rare earths. In several years from 2009 worldwide demand for rare earth elements is expected to exceed supply by 40,000 tons annually unless major new sources are developed.

These concerns have intensified due to the actions of China, the predominant supplier. Specifically, China has announced regulations on exports and a crackdown on smuggling. On September 1, 2009, China announced plans to reduce its export quota to 35,000 tons per year in 2010–2015, ostensibly to conserve scarce resources and protect the environment. At the end of 2010 China announced that the first round of export quotas in 2011 for rare earths would be 14,446 tons which was a 35% decrease from the previous first round of quotas in 2010. China announced further export quotas on 14 July 2011 for the second half of the year with total allocation at 30,184 tons with total production capped at 93,800 tons. In September 2011 China announced the halt in production of three of its eight major rare earth mines, responsible for almost 40% of China's total rare earth production.

As a result of the increased demand and tightening restrictions on exports of the metals from China, some countries are stockpiling rare earth resources. Searches for alternative sources in [Australia](#), [Brazil](#), [Canada](#), [South Africa](#), [Greenland](#), and the [United States](#) are ongoing. Mines in these countries were closed when China undercut world prices in the 1990s, and it will take a few years to restart production as there are many [barriers to entry](#). Average North American consumption of rare earths is \$1 billion per year.

Another recently developed source of rare earths is [electronic waste](#) and other [wastes](#) that have significant rare earth components. New advances in [recycling technology](#) have made extraction of rare earths from these materials more feasible, and recycling plants are currently operating in Japan, where there is an estimated 300,000 tons of rare earths stored in unused electronics. [Nuclear reprocessing](#) is another potential source of rare earth or any other elements. [Nuclear fission](#) of [uranium](#) or [plutonium](#) produces a full range of elements, including all their [isotopes](#). However, due to the radioactivity of many of these isotopes, it is unlikely that extracting them from the mixture can be done safely and economically.

Environmental considerations

Mining, refining, and recycling of rare earths have serious environmental consequences if not properly managed. A particular hazard is mildly radioactive slurry [tailings](#) resulting from the common occurrence of [thorium](#) and [uranium](#) in rare earth element ores. Additionally, toxic acids are required during the refining process. Improper handling of these substances can result in extensive environmental damage. In May 2010, China announced a major, five-month crackdown on illegal mining in order to protect the environment and its resources. The [Bukit Merah mine in Malaysia](#) has been the focus of a US\$100 million cleanup which is proceeding in 2011. "Residents blamed a rare earth refinery for [birth defects](#) and eight [leukemia](#) cases within five years in a community of 11,000 — after many years with no leukemia cases."

Geo-political considerations

China has officially cited resource depletion and environmental concerns as the reasons for a nationwide crackdown on its rare earth mineral production sector. However, non-environmental motives have also been imputed to China's rare earth policy. According to [The Economist](#), "Slashing their exports of rare-earth metals...is all about moving Chinese manufacturers up the supply chain, so they can sell valuable finished goods to the world rather than lowly raw materials." One possible example is the division of General Motors which deals with miniaturized magnet research, which shut down its US office and moved its entire staff to [China](#) in 2006. (It should be noted that China's export quota only applies to the metal but not products made from these metals such as magnets.

A 2011 report issued by the U.S. Geological Survey and U.S. Department of the Interior, "China's Rare-Earth Industry," outlines industry trends within China and examines national policies that may guide the future of the country's production. The report notes that China's lead in the production of rare-earth minerals has accelerated over the past two decades. In 1990, China accounted for only 27% of such minerals. In 2009, world production was 132,000 metric tons; China produced 129,000 of those tons. According to the report, recent patterns suggest that China will slow the export of such materials to the world: "Owing to the increase in domestic demand, the Government has gradually reduced the export quota during the past several years." In 2006, China allowed 47 domestic rare-earth producers and traders and 12 Sino-foreign rare-earth producers to export. Controls have since tightened annually; by 2011, only 22 domestic rare-earth producers and traders and 9 Sino-foreign rare-earth producers were authorized. The government's future policies will likely keep in place strict controls: "According to China's draft rare-earth development plan, annual rare-earth production may be limited to between 130,000 and 140,000 metric tons during the period from 2009 to 2015. The export quota for rare-earth products may be about 35,000 metric tons and the Government may allow 20 domestic rare-earth producers and traders to export rare earths."

Rare earth pricing

Rare earth elements are not exchange traded in the same way that [precious](#) (for instance, [gold](#) and [silver](#)) or non-ferrous metals (such as [nickel](#), [tin](#), [copper](#), and [aluminum](#)) are. Instead they are sold on the private market, which makes their prices difficult to monitor and track. However, prices [are published periodically](#) on websites such as mineralprices.com. The 17 elements are not usually sold in their pure form, but instead are distributed in mixtures of varying purity, e.g. "Neodymium metal \geq 99.5%". As such pricing can vary based on the quantity and quality required by the end users' application.

Oil and Gas

On July 28, 2011, the Company entered into an agreement with Rio Rancho Oil & Gas Resources, a Texas oil & gas company ("Rio Rancho"). Pursuant to that agreement, Bayport acquired a 3.5% non-participating working interest in three oil and gas leases for three wells obtained by Rio Rancho from the Texas Railroad Commission in exchange for 20,000,000 common shares of Exit Only. The non-participating working interest does not require that the Company fund, in any way, production of such wells. It is Rio Rancho's plan to re-enter, new drill and provide salt water disposal services wells in the subject properties.

The three wells are located within Section 372, Block "G", Gaines County, Texas. The Peck "A" lease covers 320 acres, and its first well was producing approximately 30 BOPD before becoming inactive in the early 2000's. The oil & gas operations are on schedule to begin operations by the end of second quarter of 2012. Bayport will receive 3.5% net revenue of any and all wells produced in the SW/4, Section 372, Block G, CCSD & RGNG Ry Survey, Gaines County, Texas. This also will include off set production. Management is in the process of acquisitions of new prospects. Further progress of the oil & gas operation will be provided in the near term. Bayport plans on a new prospect venture in the oil and gas in the near term.

Equipment has been put in place to re-open this well to become operational in the last quarter of 2011. This first well is expected to resume producing from the existing 10,000 foot depth. The second and third wells will be re-worked at the 3,500 foot depth to test the San Andres zone. Wells directly adjacent to the south of this property have produced 400 BOPD from the San Andres zone, although same in no way guarantees any production from the wells in which the Company has an interest. Rio Rancho expects to have the second and third wells operational after a period of sustained levels of production has been achieved from the first well. No guarantee of any kind can be made about the production level of any of these wells.

Additional Company Information

The Company has, to the best of current management's knowledge, never had any default of the terms of any note, loan, lease, or other indebtedness or financing arrangement requiring the issuer to make payments. To the best of current management's knowledge, the only changes in control of the Company or Bayport are as mentioned in Item 8 above. As to any increase in 10% or more of the same class of outstanding equity securities:

See Item 17 for discussion of recent stock grants.

There are no pending or anticipated stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization stock dividend, recapitalization, merger, acquisition, spin-off, or reorganizations.

There is no delisting of the Company's securities by any securities exchange or NASDAQ or deletion from the OTC Pink Sheets. However, the OTC Pink Sheets had placed a "Caveat Emptor" warning on the Company's symbol, "EXTO" which has subsequently been lifted.

The Company is a defendant in a lawsuit ("Lawsuit") filed in the US District Court for the Eastern District of Pennsylvania, captioned "Securities and Exchange Commission v. Mark Johnson, Marc Manoff, Kyle Gotshalk, Leonard Gotshalk and Exit Only, Inc.". The lawsuit relates to allegations of securities fraud by the individual defendants involving Company common stock during early 2008. The Lawsuit was stayed (i.e., put on hold) by an intervening criminal action brought against Messrs. Johnson, Manoff and Gotshalk shortly after the Lawsuit was begun. The criminal indictment does not name the Company as a defendant. Messrs. Johnson and Manoff have already pled guilty and the trial of Messrs. Gotshalk was to have commenced March 7, 2012. Even though the Lawsuit is stayed (in other words, put on hold), the Company is seeking to have itself dismissed from the Lawsuit as present management has no involvement with any of the defendants in the criminal case. A request for dismissal has been made to the Securities and Exchange Commission. To the best of current management's knowledge, except as set forth above, there are no current, past, pending or threatened legal proceeding or administrative actions either by or against the Company that could have a material adverse effect on the issuer's business, financial condition, or operations and any current, past or pending trading suspensions by a securities regulator. The Company's primary SIC Code is 1000. The Company is not considered a "shell company" pursuant to Securities Act Rule 405.

The names of any parent, subsidiary, or affiliate of the issuer, and its business purpose, method of operation, its ownership, and whether it is included in the financial statements

attached to this disclosure document: Parent Company: Exit Only Inc. Subsidiary: Bayport Corporation, an Oklahoma corporation, which in turn wholly owns Cosmic American Rare Earths, Inc., an Oklahoma corporation (formed to operate rare earths mining) and CMG (formed to exploit precious metals mining). Neither CARE nor CMG has yet to commence actual operations. The consolidated financial statements include the accounts of the parent company and all its wholly owned subsidiaries. Intercompany balances, related party balances and transactions have been eliminated.

The business of mining is highly regulated at both the state and federal levels. Regulations relate, among other things, to safety, environmental concerns and conservation of strategic resources. Bayport has engaged a seasoned mining engineer to arrange all necessary permitting, claim registration and related matters.

Bayport has not spent any money on research and development activities. The previous owner of the mining claims, Mel Carson, spent approximately \$2500 on assays (tests done by laboratories to determine relative mineral content). Since Mr. Carson controlled the assay process, although such assays were performed by reputable laboratories, it is impossible to assess the accuracy of Mr. Carson's sourcing activities. The two groups of private investors will fund future independent studies. Bayport has not, as yet, done independent assays of its own. Bayport does not foresee any significant costs and or effects of compliance with environmental laws (federal, State, and local). Bayport employs 1 full-time staff.

The environment in which Bayport proposes to operate is highly competitive. During the past five years, Chinese mining companies have been selling large stocks of rare earths from their mining activities thus depressing global prices. Additionally, numerous other mining companies are seeking to exploit rare earth mining claims. Many of these companies are better capitalized and possess deeper management experience in the industry than does Bayport. To the extent the company will mine for silver or gold it will similarly face competition from many domestic and international mining companies with greater resources than it has.

The oil and gas industry is similarly competitive, with many competitors being better capitalized and possessing deeper management experience in the industry than does Bayport.

Bayport has proposed operations relating to: (i) certain skin care products which are owned by an affiliated company of its President, James L. Porter, (ii) seafood distribution activities based upon Messrs. Porter's prior experience in that business, and (iii) an option on a hotel property in Maine (closed for two years), all of which are in very preliminary stages of commercialization.

Bayport has no patents, trademarks, licenses, franchises, concessions, royalty agreements or labor contracts.

In order to commence mining activities at its claim sites, Bayport might need to obtain permits from the US Bureau of Land Management (BLM) depending upon the level of authorization submitted to the BLM. Bayport intends to start a Small Scale Mining Operations through the filing of a reclamation bond. The costs are approximately less than \$8,000 to complete per bond. The company can file as many reclamation bonds as it likes. It is important to note, the BLM regulations establish three levels of authorization, (1) casual use, (2) notice level, and (3) plans of operations. Casual use involves minor activity with hand tools, no explosives, and no mechanized earth moving equipment. No permit is required. Notice level activities involve use of explosives and/or earth moving equipment. The total annual unreclaimed surface disturbance must not exceed 5 acres per calendar year per reclamation bond. A plan of operations is required for all other surface disturbance activities greater than 5 acres. A full environmental assessment and reclamation bonding will then be required. See the following link to reference the BLM laws regarding these operations:

http://www.blm.gov/wo/st/en/info/regulations/mining_claims.html

Following is a BLM Flowchart to further assist with understanding the Reclamation Contract completion and submittal process:

https://fs.ogm.utah.gov/pub/MINES/Minerals_Related/FORMS/operatorflowchart0727.pdf

Item 10. The nature and extent of the issuer's facilities.

The Company is being provided approximately 1,000 square feet of office space by James M. Porter, its President, in his residence on a rent-free basis. The Company's principal mailing address is 9101 West Sahara Avenue #105 Las Vegas, NV 89117.

C. Management and Control Structure.

Item 10. The name of the chief executive officer, members of the board of directors, as well as control persons.

Officers and Directors.

James Louis Porter, President and Director
Clay Franks, Vice President and Director
Gina Porter - Secretary, Treasurer and Director

Business address:

9101 West Sahara Ave., Ste. 105
Las Vegas, NV 89117

Employment History

James Louis Porter has been President and a director of Bayport since November 2008 and of the Company since July 2011. He also serves as President and a director of Bayport's subsidiaries, CARE and CMG. From November 2007 through May 2010, Mr. Porter was a Manager of Superior Wells, an oil well service company in Tulsa, OK. From mid-2008 to mid-2009, Mr. Porter was President of Bayport Seafood which was involved in wholesaling domestic seafood products. Prior thereto, Mr. Porter had been an independent businessman in the skin care and other industries. Mr. Porter was also a tax preparer at H&R Block from November 2010 until March 2011. James Louis Porter is the husband of Gina Porter.

Clay Franks has been a Director of the Company since January 2012. He is an experienced Petroleum Landman dealing in the Oil & Gas acquisitions and prospect industry.

Gina Porter has been Secretary of Bayport since 2006 and of the Company since July 2011. From May 2009 to May 2010 she was employed as a manager at a Wal-Mart store near Tulsa, OK. From May 2006 to May 2009, she was employed by the Hominy (OK) Chamber of Commerce and the Hominy Tag Agency. Ms. Porter is the wife of James Louis Porter.

None of the foregoing persons have, in the last five years, been subject of, a conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offences). The sole related party transaction is the provision by James Louis Porter of office space to the Company in his residence without charge. None of the above individuals is a member of the board of another publicly held company.

Compensation by the issuer: James Louis Porter has an employment contract with Bayport, for a term of 1 year (with automatic renewals) from April 15, 2011, pursuant to which he receives a salary of \$60,000 per annum. The agreement of Bayport to pay off a loan made by Mr. Porter to an affiliate, and received 4.9% (with anti-dilution protection) of Exit Only common stock (which he has not yet received). The agreement contains a "golden parachute" provision providing for the continuation of salary for one year in the event Mr. Porter leaves Bayport for any reason.

3. Number and class of the issuer's securities beneficially owned by each such person. James Louis Porter owns 2,000,000 Preferred A shares of the Company and is entitled to receive 4.9% (with anti-dilution protections) of EXTO common stock.

Item 12. Financial information for the issuer's most recent fiscal period. Filed herewith.

Item 13. Similar financial information for such part of the two preceding fiscal years as the issuer or its predecessor has been in existence.

In the transfer of control effectuated in July 2011, Bayport did not receive any financial or operational information about Exit Only during such process. Hence, it is unable to provide such information for Exit Only's two preceding years.

Item 14. Beneficial owners.

The above table sets forth certain information concerning the beneficial ownership of our common stock as of November 21, 2011, by each person known by us to beneficially own more than 5% of our common stock and by each of our directors, executive officers and all directors and executive officers as a group. Except as otherwise indicated, to our knowledge, all persons named in the table have sole voting and dispositive power with respect to their shares beneficially owned, except to the extent that authority is shared by spouses under applicable law.

Title of Class	Name and Address of Beneficial Owner(1)	Amount and Nature of Beneficial Owner	Percent of Class
Preferred	James L. Porter (1)	2,000,000	(1)
Common	James L. Porter (1)		4.9%(1)
Common	Clay Franks	0	0%
Common	Gina Porter (2)	0	0%
All executive officers and directors as a group (3 persons)		2,000,000 (Pfd) and 4.9% common	100% (Pfd) 4.9% (Common)(1)

1. Address: 9101 West Sahara Avenue #105 Las Vegas, NV 89117. Represents ownership of 2,000,000 Preferred A shares with voting power of (but not convertibility into) 2,000,000,000 common shares. The 4.9% of the Common Stock represents shares which Mr. Porter is entitled to receive (with anti-dilution protection) but has not yet done so.

2. Address: 9101 West Sahara Avenue #105 Las Vegas, NV 89117.

Item 15. The name, address, telephone number and email address of each of the following outside providers that advise the issuer on matters relating to the operations, business development and disclosure.

Investment Banker: None (see disclosure re: Aegis Capital Inc. in Item 16 below);

Promoters: None

Counsel: Neil I. Jacobs, Esq., NI Jacobs & Associates, 679 Titicus Rd., North Salem NY 10560 Phone: 914.669.5559;

Accountant: Cynthia Pogue Baker, CPA, PC, 3845 S 103rd E Ave, Suite 100, Tulsa, Oklahoma 74146 Phone: 918-660-0887

Public Relations Consultant: None

Investor Relations Consultant: The Olibri Group, 1607 Oak Arbor Lane, Valrico FL 33596.

No other advisor assisted, advised, prepared or provided information with respect to this disclosure documentation.

Item 16. Management's Discussion and Analysis and Plan of Operation.

See attached for Bayport's financials for Quarters 1, 2, and 3 of 2011. Bayport was not able to obtain any financials from EXTO or any of its predecessors for the fiscal year 2010 or prior periods. Since Bayport and its subsidiaries are now the operating entities for EXTO, it is management's view that Bayport's financial information, and not that of EXTO, is relevant to an investor's investment decision. Additionally, Bayport has received from the previous control party of EXTO an indemnity against any of EXTO's liabilities existing prior to the change in control of July 5, 2011.

Plan of Operation

The Company has obtained a commitment from two groups of private investors to provide 100% of the cost of commercialization of its mineral claims. A subsidiary of the Company, CARE, has obtained a letter of intent from Aegis Capital Inc. in New York City to raise funds on a "best efforts" basis, the outcome of which remains to be seen. There can be no

assurance that the Company's mining operations will ever be undertaken or, if undertaken profitable.

Management's Discussion and Analysis of Financial Condition and Results of Operations.

The following discussion and analysis is management's assessment of the results and financial condition of the Company for the nine months ended September 30, 2011.

Our goal and commitment in Q1, Q2 & Q3 towards development has positioned us for a solid chance to be operational; anticipated to be sometime in 2012. The company currently will be generating revenue from an oil and gas contract beginning in early 2012 (amounts undetermined), but none from any mining ventures. Our mining support agreements in place will position the company for growth that could prove to be significant. Without this support and growth, our plans to move towards becoming operational will not be successful.

Part E. Issuance History

Item 17. List of securities offerings and shares issued for services in the past two years.

Management only has records relating to issuances since it took control of the Company in July 2011. They are as follows:

65,000,000 restricted common shares issued for mining and administrative support (subdivided by recipient)

60,000,000 restricted common shares issued for mining support (subdivided by recipient)

20,000,000 restricted common shares issued to Shats International

20,000,000 restricted common shares issued to support oil and gas operations

20,000,000 restricted common shares issued to acquire mining claims

2,000,000 restricted common shares issued for investor relations support

48,705,000 common shares issued to previous management but subsequently cancelled

Part F. Exhibits

Item 18. Material Contracts.

Described herein.

Item 19. Articles of Incorporation and ByLaws.

Attached.

Item 20. Purchases of Equity Securities by the Issuer and Affiliated Purchasers.

N/A

Item. Issuer's Certifications.

I, James Louis Porter, certify that: I have reviewed this disclosure statement of Bayport International Holdings, Inc. 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. 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 Bayport as of March 31, June 30, September 30, 2011 and December 31, 2011 and for the periods presented in this disclosure statement.

Date: March 23, 2012

Signature:

A handwritten signature in black ink, appearing to read 'J. L. Porter', written in a cursive style.

James L. Porter, President
Bayport International
Holdings, Inc.