

2013

First Quarter Report

**Including Financial Statements and disclosures
prescribed by OTC Pink Market for Alternative
Reporting Standards.**

**For the Three Months ended
March 31st**

BARISTAS COFFEE COMPANY INC.

A Nevada Corporation Listed on the OTC Pink Market

BARISTAS COFFEE COMPANY, INC.

CUSIP: 22766J 10 6

TRADING SYMBOL: BCCI

QUARTERLY REPORT FOR THE

THREE MONTHS ENDED

MARCH 31, 2013

Item 1: Exact name of the issuer and address of its Principal Executive Offices

Name of issuer: Baristas Coffee Company, Inc.
(Formerly Innovative Communications Technologies, Inc.)

Principal Executive Offices: 411 Washington Avenue N
Kent, Washington 98032
Website: www.baristas.tv
Phone: (800) 988-7735
Fax: (206) 653-7202

Investor Relations Contact: Barry Henthorn
(At Principal Executive Office)
Barry@baristas.tv

Item 2: The number of shares or total amount of the securities outstanding for each class of securities.

The following tables set forth information concerning the securities of the Baristas Coffee Company, Inc.:

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

Baristas Coffee Company, Inc, is a Nevada Corporation (formerly Innovative Communications Technologies, Inc.) was originally incorporated as InfoSpi, Inc. on October 18, 1996.

2) Address of the issuer's principal executive offices

Company Headquarters
Address 1: 411 Washington Ave N. Kent, WA 98032
Phone: (800) 988-7735
Email: info@baristas.tv
Website(s): www.baristas.tv

IR Contact
Address 1: 411 Washington Ave N. Kent, WA 98032
Phone: (800) 988-7735
Email: Barry@baristas.tv
Website(s): www.baristas.tv

3) Security Information

Trading Symbol: BCCI

Exact title and class of securities outstanding: "Preferred Stock"

CUSIP: 22766J 10 6

Par or Stated Value: \$.001

Total shares authorized: 30,000,000

as of: March 31, 2013

Total shares outstanding: 1,460,000

as of: March 31, 2013

Additional class of securities:

Trading Symbol: BCCI

Exact title and class of securities outstanding: "Common Stock"

CUSIP: 22766J 10 6

Par or Stated Value: \$.001

Total shares authorized: 300,000,000

as of: March 31, 2013

Total shares outstanding: 267,882,237

as of: March 31, 2013

Transfer Agent

Continental Stock Transfer
17 Battery Place. New York, NY 10004
212-509-4000

Is the Transfer Agent registered under the Exchange Act?* Yes: X No:

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

Continental Stock Transfer is 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:

NONE

4) Issuance History

Baristas Coffee Company, Inc. (A Nevada Corporation) STATEMENT IN SHAREHOLDERS EQUITY Unaudited							Baristas Coffee Company, Inc. (A Nevada Corporation) STATEMENT IN SHAREHOLDERS EQUITY Unaudited						
	Common Stock		Preferred Stock		Deficit Accumulated During the Development Stage	Paid-in Capital		Common Stock		Preferred Stock		Deficit Accumulated During the Development Stage	Paid-in Capital
	Shares	Amount	Shares	Amount				Shares	Amount	Shares	Amount		
Balance 12/31/2008	77,978,000	\$ 77,978	29,200,000	\$ 29,200	\$ (582,983)	\$ 942,810	Balance 12/31/2009	(77,822,044)	\$ (155,722,066)	29,200,001	\$ 29,200	\$ (582,983)	\$ 942,810
Issuance of Common Stock	21,730,350	21,730	-	-	-	-	Issuance of Common Stock	21,730,350	21,730	-	-	-	-
Net loss for the year ending	-	-	-	-	(186,221)	406,930	Net loss for the year ending	-	-	-	-	(40,868,760)	406,930
Balance - December 31, 2009	99,708,350	99,708	29,200,000	29,200	(769,204)	1,349,740	Balance - December 31, 2010	(56,091,694)	(155,700,336)	(20,482,539)	(35,467,141)	(50,451,743)	1,349,740
Conversion of Debt.....	-	-	-	-	-	-	Conversion of Debt.....	-	-	-	-	-	-
Net loss for the quarter ending March 31, 2010	-	-	-	-	(241,818)	-	Net loss for the quarter ending March 31, 2011	-	-	-	-	(564,242)	-
Balance - March 31, 2010	99,708,350	99,708	29,200,000	29,200	(1,011,022)	1,349,740	Balance - March 31, 2011	(56,091,694)	(155,700,336)	(20,804,963)	(35,910,474)	(51,015,985)	1,349,740
20:1 Reverse Stock Split	(94,722,933)	(94,723)	(27,740,000)	(27,740)	-	(1,282,253)	20:1 Reverse Stock Split	53,287,109	53,287	19,764,715	19,765	-	(1,282,253)
Issuance of stock for greater than a 60% interest in Pangea Networks, Inc. and conversion of debt to common stock	139,829,233	139,829	-	-	-	956,064	Issuance of stock for greater than a 60% interest in Pangea Networks, Inc. and conversion of debt to common stock	139,829,233	139,829	-	-	-	956,064
Stocked Issued for Consulting Services To Eric Metcalf on May 1st, 2010	5,000,000	5,000	-	-	-	-	Stocked Issued for Consulting Services To Eric Metcalf on May 1st, 2010	(4,900,000)	(9,985,000)	-	-	-	-
Conversion of Debt.....	15,000,000	15,000	-	-	-	-	Conversion of Debt.....	15,000,000	15,000	-	-	-	-
Net loss for the quarter ending June 30, 2010	-	-	1,460,000	1,460	-	-	Net loss for the quarter ending June 30, 2011	-	-	(1,040,248)	(35,890,709)	-	-
Balance - June 30, 2010	164,814,651	164,815	1,460,000	1,460	(1,011,022)	1,023,551	Balance - June 30, 2011	147,034,648	(165,477,219)	(1,040,248)	(35,890,709)	(1,011,022)	1,023,551
Net profit for the quarter ending September 30, 2010	-	-	-	-	14,558	(64,836)	Net profit for the quarter ending September 30, 2011	(36,430)	(44,445)	(52,459)	(60,474)	(68,488)	(76,503)
Balance - September 30, 2010	164,814,651	164,815	1,460,000	1,460	(996,464)	958,715	Balance - September 30, 2011	146,998,218	(146,998)	(1,040,248)	(35,890,709)	(1,079,510)	947,048
Net profit for the quarter ending December 31, 2010	-	-	-	-	78,218	23,808	Net profit for the quarter ending December 31, 2011	62,374	62,479	72,585	82,690	92,796	102,901
Balance - December 31, 2010	164,878,641	164,879	1,460,000	1,460	(918,246)	982,523	Balance - December 31, 2011	164,878,642	378,694	296,985	215,275	(986,714)	1,049,950
Net profit for the quarter ending March 31, 2011	-	-	-	-	124,626	-	Net profit for the quarter ending March 31, 2012	58,159	68,841	79,523	90,205	100,888	111,570
Balance - March 31, 2011	164,878,641	164,879	1,460,000	1,460	(793,620)	982,523	Balance - March 31, 2012	164,878,641	378,694	296,985	215,275	(885,826)	1,161,520
Issuance (redemption) of stock exchange for debt, bonus, Pangea Networks, Inc. stock and recision of transactions	29,800,000	29,800	-	-	(29,800)	-	Issuance (redemption) of stock exchange for debt, bonus, Pangea Networks, Inc. stock and recision of transactions	29,800,000	(35,760)	(47,690)	(59,600)	(71,520)	(83,440)
Net profit for the quarter ending June 30, 2011	-	-	-	-	56,166	-	Net profit for the quarter ending June 30, 2012	26,211	31,025	35,839	40,653	45,468	50,282
Balance - June 30, 2011	194,678,641	194,679	1,460,000	1,460	(737,454)	952,723	Balance - June 30, 2012	194,678,641	342,934	249,305	155,675	(911,879)	1,078,080
Stock issued for Professional Fees and Rent	5,590,000	5,590	-	-	-	-	Stock issued for Professional Fees and Rent	5,590,000	(2,236)	(3,354)	(4,472)	(5,590)	(6,708)
Stock issued for Asset Purchase	9,000,000	9,000	-	-	-	-	Stock issued for Asset Purchase	9,000,000	(3,830)	(5,400)	(7,200)	(9,000)	(10,800)
Net profit for the quarter ending September 30, 2011	-	-	-	-	62,483	115,000	Net profit for the quarter ending September 30, 2012	105,825	127,610	149,394	171,178	192,982	214,747
Balance - September 30, 2011	209,268,641	209,269	1,460,000	1,460	(674,971)	1,067,723	Balance - September 30, 2012	209,268,641	337,098	240,551	144,003	(733,506)	1,275,319
Stock issued for Professional Fees	950,000	950	-	-	-	-	Stock issued for Professional Fees	-948,100	-189,715	-	-	-	-
Net profit for the quarter ended December 31, 2011 and adjustment for non recorded debt	-	-	-	-	(1,216,124)	-	Net profit for the quarter ended December 31, 2011 and adjustment for non recorded debt	-	-	-	-	(1,216,124)	-
Balance - December 31, 2011	210,218,641	\$ 210,219	1,460,000	\$ 1,460	\$ (1,891,095)	\$ 1,067,723	Balance - December 31, 2012	208,320,541	\$ (1,560,052)	1,460,001	\$ 1,461	\$ (1,949,630)	\$ 1,067,724
Stock issued for Professional Fees	600,000	\$ 600	-	-	-	-	Stock issued for Professional Fees	(598,800)	\$ (1,198,200)	-	-	-	-
Net profit for the quarter ended March 31, 2012 and	-	-	-	-	84,003	-	Net profit for the quarter ended March 31, 2012 and	-	-	-	-	84,004	-
Balance - March 31, 2012	210,818,641	\$ 210,819	1,460,000	\$ 1,460	\$ (1,807,092)	\$ 1,067,723	Balance - March 31, 2013	207,721,741	\$ (2,758,252)	1,460,001	\$ 1,461	\$ (1,865,626)	\$ 1,067,724
Preferred Stock issued for conversion of debt	-	\$ -	5,400,000	\$ 5,400	\$ -	\$ -	Preferred Stock issued for conversion of debt	7,200,000	\$ 9,900,000	12,600,000	\$ 12,600	\$ -	\$ -
Stock issued for Asset Purchase	100,000	\$ 100	-	-	-	-	Stock issued for Asset Purchase	100,000	\$ 100	-	-	-	-
Stock issued for Professional Fees	5,800,000	\$ 5,800	-	-	-	-	Stock issued for Professional Fees	5,800,000	\$ 5,800	-	-	-	-
Settlement release conversion of debt.....	12,000,000	\$ 12,000	-	-	-	-	Settlement release conversion of debt.....	12,000,000	\$ 12,000	-	-	-	-
Conversion from Pangea Networks issued 2005/consulting	2,125,000	\$ 2,125	-	-	-	-	Conversion from Pangea Networks issued 2005/consulting	2,125,000	\$ 2,125	-	-	-	-
Stock issued Ice Cream Distribution Funding	5,000,000	\$ 5,000	-	-	-	-	Stock issued Ice Cream Distribution Funding	5,000,000	\$ 5,000	-	-	-	-
Settlement Release for acquisition	1,250,000	\$ 1,250	-	-	-	-	Settlement Release for acquisition	1,250,000	\$ 1,250	-	-	-	-
Net profit for the quarter ended June 30, 2012 and	-	-	-	-	110,895	-	Net profit for the quarter ended June 30, 2012 and	-	-	-	-	110,895	-
Balance - June 30, 2012	237,093,641	\$ 237,094	6,860,000	\$ 6,860	\$ (1,696,197)	\$ 1,067,723	Balance - June 30, 2013	241,196,741	\$ 7,168,023	14,060,001	\$ 14,061	\$ (1,754,731)	\$ 1,067,724
Stock issued for Professional Fees	6,000,000	\$ 6,000	-	-	116,839	-	Stock issued for Professional Fees	6,000,001	\$ 6,000	-	-	116,840	-
Balance - September 30, 2012	243,093,641	\$ 243,094	6,860,000	\$ 6,860	\$ (1,579,358)	\$ 1,067,723	Balance - September 30, 2013	247,196,742	\$ 7,174,023	14,060,001	\$ 14,061	\$ (1,637,891)	\$ 1,067,724
Stock issued for Professional fees	1,000,000	\$ 1,000	-	-	117,839	-	Stock issued for Professional fees	144,801,846	\$ 176,259	207,715,1538	\$ 239,171,8077	\$ 270,628	-
Balance - December 31, 2012	244,093,641	\$ 244,094	-	-	-1,578,350	-	Balance - December 31, 2013	244,093,641	\$ 7,350,282	-	-	-1,578,350	-
Stock issued for conversion of debt	1,400,000	\$ 1,400	-	-	-	-	Stock issued for conversion of debt	-1,397,200	\$ -2,795,800	-	-	-	-
Stock issued for investment in Baristas Acquisition Partners	15,000,000	\$ 15,000	-	-	-	-	Stock issued for investment in Baristas Acquisition Partners	-14,970,000	\$ -29,955,000	-	-	-	-
Stock issued for conversion of debt	1,263,596	\$ 1,263	-	-	-	-	Stock issued for conversion of debt	-1,261,070	\$ -2,523,403	-	-	-	-
Stock issued for Professional Fees	1,500,000	\$ 1,500	-	-	-	-	Stock issued for Professional Fees	-1,497,000	\$ -2,995,500	-	-	-	-
Stock issued for Professional Fees	250,000	\$ 250	-	-	-	-	Stock issued for Professional Fees	-249,500	\$ -499,250	-	-	-	-
Stock issued for Professional Fees	4,000,000	\$ 4,000	-	-	-	-	Stock issued for Professional Fees	-3,992,000	\$ -7,984,000	-	-	-	-
Balance - March 31, 2013	267,882,237	\$ 267,882	-	-	-1,539,910	-	Balance - March 31, 2014	-84,299,971	\$ -136,250,984	-188201996	\$ -240153008	\$ -292,104,020	-

Any jurisdictions where the offering was registered or qualified;

N/A

The number of shares offered;

N/A

A. The number of shares sold;

N/A

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

N/A

C. The trading status of the shares; and

See Above

D. 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.

Legend Pursuant to Rule 144

5) Financial Statements

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Baristas Coffee Company, Inc.
(A Nevada Corporation)
COMPARATIVE BALANCE SHEET
December 31, 2012 and March 31, 2013
Unaudited

	March 31, 2013	December 31, 2011
ASSETS		
Current Assets		
Cash	\$ 33,810	\$ 40,114
Notes Receivable	11,036	15,012
Shareholder and employee receivables	-	-
Prepaid Expenses and Other Current Assets	112,686	90,539
Total current assets	157,532	145,665
Fixed Assets - Net	779,241	783,821
TOTAL ASSETS	\$ 936,773	\$ 929,485
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current Liabilities		
Accounts Payable and Other Current Liabilities	\$ 177,966	\$ 147,068
Notes Payable	164,218	131,996
Total current liabilities	342,184	279,064
TOTAL LIABILITIES	342,184	279,064
Stockholders' Equity		
Common stock, \$.001 par value, 300,000,000 shares authorized, 267,882,237 shares issued and outstanding as of March 31, 2013 and outstanding as of December 31, 2012 and 243,565,641 shares issued and outstanding at September 30, 2012 and 210,218,641 shares issued and outstanding at December 31, 2011	267,882	210,219
Preferred Stock, \$.001 par value, 30,000,000 shares authorized and 1,460,000 shares issued and outstanding at September 30, 2012 and December 31, 2011		
Paid-in-capital	1,866,617	1,067,723
Retained deficit	(1,539,910)	(1,852,655)
TOTAL STOCKHOLDERS' EQUITY	594,589	(574,713)
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	\$ 936,773	\$ (295,649)

Baristas Coffee Company, Inc.
(A Nevada Corporation)
COMPARATIVE STATEMENT OF OPERATIONS
Unaudited

	For the Quarter Ending March 31, 2013	For the Year To Date March 31, 2013	From Inception (December 23, 2004) To March 31, 2013
Sales	\$ 433,858	\$ 433,858	\$ 3,673,092
Cost of Sales	100,915	100,915	787,115
Gross Profit	332,943	332,943	2,885,977
Expenses			
Personnel	114,415	\$ 114,415	1,277,099
General and Administration	54,510	\$ 54,510	797,359
Operations	53,251	\$ 53,251	540,686
*Legal/Compliance	72,326	\$ 72,326	166,867
*Note Previously contained in G & A	294,502	294,502	5,397,155
Net Operating Loss/Profit	38,440	38,440	(2,511,178)
Extraordinary Loss	-	-	(59,839)
Net Profit (Loss)	\$ 38,440	\$ 38,440	\$ (2,451,339)

Baristas Coffee Company, Inc.
(A Nevada Corporation)
COMPARATIVE STATEMENT OF CASH FLOW
Unaudited

	For the Quarter Ending March 31, 2013	For the Year To Date March 31, 2013	From Inception (December 23, 2004) To March 31, 2013
Net Profit (Loss)	\$ 38,440	\$ 38,440	\$ 603,061
Adjustments to reconcile net loss to net cash provided by operating activities:			
Depreciation	-	-	29,877
Common stock issued for conversion of debt	-	-	164,879
Changes in assets and liabilities:			
(Incr) Decr in Prepaid Expenses	12,666	12,666	(179,913)
(Incr) Decr in Other Assets	9,481	9,481	(351,213)
Incr (Decr) in Notes Payable	32,222	32,222	(1,411,970)
Incr (Decr) in Shareholder Loans	(4,176)	(4,176)	28,504
Incr (Decr) in Deferred Compensation	-	-	-
Total Adjustments	<u>50,193</u>	<u>50,193</u>	<u>(1,719,836)</u>
Net cash provided by (used in) operating activities	<u>88,633</u>	<u>88,633</u>	<u>(1,116,775)</u>
Cash flows from financing activities:			
Capital Stock	26,775	708,179	139,305
Additional Paid in Capital	915,844	2,862,532	3,978,576
	<u>942,619</u>	<u>3,570,711</u>	<u>4,117,881</u>
Cash flows from investing activities:			
Purchases of equipment	(204,775)	(204,775)	(2,035,883)
Investments	-	-	-
Sales of common stock	-	-	99,500
Net cash provided by (used in) Financing activities	<u>(204,775)</u>	<u>(204,775)</u>	<u>(1,936,383)</u>
Cash and cash equivalents beginning of period	22,214	81,719	214,035
Cash and cash equivalents end of period	<u>\$ 33,810</u>	<u>\$ 33,810</u>	<u>\$ 33,810</u>

NOTE 1: NATURE OF OPERATIONS

Baristas Coffee Company, Inc. (“Baristas” or the “Company”) is a Nevada corporation, doing business as merely known as Innovative Communications, Inc. (ICTN:PK), Baristas is listed on OTC Pink (BCCI:PK). Baristas has recently made a formal application to the NASDAQ Capital Markets, under the reserve symbol “BAPI”. Baristas is a specialty drive through beverage retailer with attractive female models as servers. Baristas provides its customers the ability to drive up and order their choice of a custom-blended espresso drink, freshly brewed coffee, or other beverages. Baristas is offering a high-quality option to the fast-food, gas station, or institutional coffee. Baristas also drives revenue from sale of its uniquely created line of specialty ice creams known as “Baristas Coffee Creations”. Currently, two ice cream flavors are sold at Baristas locations, as well as approximately 200 supermarkets throughout Manhattan, NY. Baristas is currently testing the product to be distributed in other regions as well. All stands are company owned. Baristas has recently filed documentation to allow the sale of franchises in 28 states.

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 the promoting and selling Baristas merchandise; promotional items, alluring calendars, mugs, t-shirts and hats that are sold. Historically, all stands have been company owned. However, the Company has begun franchising.

On December 29, 2009, the company announced that it had reached an agreement to acquire a controlling interest in Pangea Networks, Inc. (PGEA:PK) doing business as Baristas Coffee Company. The initial closing occurred on December 22, 2009, when an agreement was reached for Baristas to purchase in excess of 60% of the issued and outstanding share of Pangea. Under terms of the transaction, shareholders in Pangea would receive shares in Baristas. At that time, Subject to concurrence and approval of the Financial Industry Regulatory Authority (“FINRA”), Baristas began to focus its operating activities in Pangea, operating as Baristas Coffee Company. See Subsequent Events below.

The year-end of the Company is December 31.

NOTE 2: BASIS OF PRESENTATION AND GOING CONCERN UNCERTAINTIES

The revenue from current operations is minimal; therefore, the Company is considered to be in the development stage.

Although the Company has recently generated positive cash flows and profits, its ability to continue as a going concern is dependent upon achieving a profitable level of operations and on the ability of the Company to obtain necessary financing to fund the expanding operations. Management believes that its current and future plans enable it to continue as a going concern for the next twelve months.

To meet these objectives, the Company continues to seek other sources of financing in order to support existing operations and expand the range and scope of its business. However, there are no assurances that any such financing can be obtained on acceptable terms and timely manner, if at all. The failure to obtain the necessary working capital would have a material adverse effect on the business prospects and, depending upon the shortfall, the Company may have to curtail or cease its operations.

The accompanying financial statements do not include any adjustments to the recorded assets liabilities that might be necessary should Baristas have to curtail operations or be unable to continue in existence.

NOTE 3: SIGNIFICANT ACCOUNTING POLICIES

A. Uses of Estimates

The preparation of the financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amount of revenue and expenses during the reported period. Actual results could differ materially from the estimates.

B. Fixed Assets

Fixed assets are stated at a cost of the espresso stands purchased by the Company. The Company periodically evaluates whether events and circumstances have occurred that may warrant revision of the estimated useful life of the fixed assets or whether the remaining balance of fixed assets should be evaluated for possible impairment.

C. Revenue Recognition

Revenue is generated through the sale of custom-blended espresso drinks, freshly brewed coffee, or other beverages, fresh-baked pastries and other confections, and Baristas merchandise,

D. Income Taxes

The Company accounts for income taxes under the provisions of SFAS No. 109, "Accounting for Income Taxes." SFAS No. 109 requires recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the financial statements or tax returns. Under this method, deferred tax assets and liabilities are determined based on the differences between the financial reporting and tax bases of assets and liabilities and operating loss and tax credit carry forwards using enacted tax rates in effect for the year in which the differences and carry forwards are expected to reverse.

In July 2006, the FASB issued FIN No. 48, "Accounting for Uncertainty in Income Taxes – an interpretation of FASB Statement No. 109." This interpretation clarifies the accounting for uncertainty in income taxes recognized in a company's financial statements in accordance with SFAS No. 109. The interpretation prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken in a tax return. It also provides guidance on recognition, classification, interest and penalties, accounting in interim periods, disclosure, and transition. FIN No. 48 is effective for fiscal years beginning after December 15, 2006. The adoption of this interpretation did not have a material impact on the Company's results of operations or financial position. As such, the Company has not recorded any liabilities for uncertain tax positions or any related interest penalties. The acceptability of the tax positions of the Company by the taxing authorities for the tax years open to Internal Revenue Service audit, the fiscal years 2005 through 2009, has not been determined.

NOTE 4: Management's discussion and analysis or plan of operation

A & B - Plan of Operation and Management's Discussion and Analysis of Financial Condition.

The company has generated profits and positive cash flows for the quarterly reporting period. But, its ability to continue as a going concern is dependent upon continuing profitable operations and on its ability to obtain necessary financing to fund expansion. 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, to expand through internal and franchise growth, and to 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 positions:

1. Continue to identify and close unprofitable or marginally profitable stores
2. Continue evaluating and negotiating management agreements entered into in conjunction with acquisitions
3. Continue identifying new suppliers and negotiating more favorable terms with existing suppliers.
4. Pursuing and entering into franchising arrangements and financing arrangements enabling the Company to expand with no capital outlays while achieving both immediate and long-term cash flow.
5. Launching new related revenue streams such as ice cream, merchandising, etc.

C. Off-Balance Sheet Arrangements

There are no off-balance sheet arrangements.

Forward looking statements-the use of forward looking statements is discussed in conjunction with the Company's initial application and is herein incorporated by reference. The user of these statements is strongly encouraged to refer to that document and to stay abreast of Company announcements.

Note 5: Legal proceedings

The Company is not involved in any legal proceedings.

Note 6: Defaults on senior securities.

None

Note 7: Other information

Current update- No significant events have occurred outside the normal course of business and which have not been announced by appropriate public notice and press releases.

The Company has paid in full its obligation related to the US Department of Labor Action.

The Company has 10 stores operating and closed one during the current reporting period.

The Company launched its "Baristas Coffee Creations" specialty ice cream bars in New York. Sale of ice cream products generated \$25,000 in gross sales and approximately \$5,000 of gross profit from sales during the period.

Note 8: Exhibits

Articles of Incorporation and Bylaws- The information required by these items was filed in conjunction with the Company's Initial Application and is herein incorporated by reference. There have been no amendments to the Articles of Incorporation or Bylaws from the date of filing through the period covered by this quarterly report.

Material Contracts- The information required by this item has filed in conjunction with the Company's Initial Application and is herein incorporated by reference. There have been no modifications to that agreement and no additional material

agreements or contracts have been entered into from the date of original filing through the period covered by this quarterly report.

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

Barista's is a specialty drive-through beverage retailer with attractive female theme-costumed models as servers. 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. Baristas also drives revenue from sale of its uniquely created line of specialty ice creams known as "Baristas Coffee Creations". Currently, two ice cream flavors are sold at Baristas locations, as well as approximately 200 supermarkets throughout Manhattan, NY. Baristas is currently testing the product to be distributed in other regions as well. All stands are company owned. Baristas has recently filed documentation to allow the sale of franchises in 28 states.

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.

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

October 18, 1996, Nevada

B. The issuer's primary and secondary SIC Codes;

5812 - Eating Places and 722211 – Limited-Service Restaurants

C. The issuer's fiscal year end date;

December 31

D. Principal products or services, and their markets;

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.

Baristas also drives revenue from sale of its uniquely created line of specialty ice creams known as "Baristas Coffee Creations". Currently, two ice cream flavors are sold at Baristas locations, as well as approximately 200 supermarkets throughout Manhattan, NY. Baristas is currently testing the product to be distributed in other regions as well. All stands are company owned. Baristas has recently filed documentation to allow the sale of franchises in 28 states.

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, Tampa Florida, Missoula MT, and greater Scottsdale, AZ area. It also sells merchandise and other novelties via its website at 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 dependent on one or a few major customers. Furthermore, the issuer does not have the need for any government approval of principle product or services.

7) Describe the Issuer's Facilities

All square footages are approximate.

Baristas leases the following facilities;

Kent, WA; approximately 1,000 sq. ft. \$1,300 per month with three years remaining with a 5 year additional extension.

Shoreline, WA; \$1,700, 300 sq. ft., approx. 3 years remaining, with a 5 year

Auburn, WA; \$1,400, 300 sq. ft., approx.3 years remaining with a 5 year additional extension.

Tacoma (pacific), WA; \$2,362, 300 sq. ft., approx.. 3 year remaining with a 5 year additional extension.

Tampa, FL; \$1,350, 300 sq. ft., approx. 4 years remaining with a 5 year additional extension.

Tacoma (Puyallup), WA; \$1,800, 300 sq. ft., approx. 4 years with a 5 year additional extension.

Seattle, WA; \$1,100, 300 sq. ft., approx. 4 years remaining with a 5 year additional extension.

Fountain Hills, AZ; \$1,000, 300 sq. ft., approx. 4 years remaining with a 5 year additional extension.

Tempe, AZ; \$1,300, 300 sq. ft., approx. 4 years remaining with a 5 year additional extension.

Missoula, MT; \$550, 300 sq. ft., approx. 4 years remaining with a 5 year additional extension.

Missoula, MT; \$500 300 sq. ft., approx. 4 years remaining with a 5 year additional extension.

8) Officers, Directors, and Control Persons

A. Names of Officers, Directors, and Control Persons.

Barry Brian Henthorn-CEO and Chairman Of the Board

B. Legal/Disciplinary History.

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

NONE

- 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;**

NONE

- 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**

NONE

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.**

NONE

C. **Beneficial Shareholders.**

Barry Brian Henthorn-CEO and Chairman of the Board
411 Washington Ave. N.
Kent, WA 98032

Mr. Henthorn 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, Henthorn 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, Inc. (now Baristas Coffee Company, Inc.), which created and marketed a variety of communications technologies. Henthorn served as the CEO of ICT and the creator of its new Global Private Telecommunications Networks. He 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. He 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. Henthorn continues to contribute to a fresh viewpoint and vision towards the future. Since the acquisition of Pangea 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
411 Washington Ave.
Kent, WA 98032

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 was 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 made over 100 presentations to audiences from 10 to over 200 people. Mr. Steciw has a Bachelor of Science Degree in Business Management from Boston University. Scott worked at Syska Hennesy Group as associate partner for more than ten years prior to joining Baristas. Scott has been responsible for acquisitions and operations since Barista's commenced operations. Since joining Baristas, Scott Steciw has not been compensated for his duties. Scott Steciw owns 50,000,000 common shares of the Company.

9) **Third Party Providers**

Legal Counsel

The McCall Law Firm, P.C.
4144 N. Central Expressway, Suite 910, Dallas, TX 75204
(972)665-9600

Accountant or Auditor

Divito & Associates
Divito & Associates LLC
10202 Pacific Ave. S. Suite 104 Tacoma, WA 98444

(253)539-4287

10) Issuer Certification

The certifications shall follow the format below:

I, Barry Henthorn certify that:

1. I have reviewed this Quarterly Report_of Baristas Coffee Company, 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.

5/29/2013

Barry Henthorn

/s/ Barry Henthorn

CEO

