

2013

Third Quarter Report

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

**For the Three Months ended
September 30th, 2013**

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

September 30th, 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)764-8711
Email: info@baristas.tv
Website(s): www.baristas.tv

IR Contact
Address 1: 411 Washington Ave N. Kent, WA 98032
Phone: (800)764-8711
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: September 30, 2013

Total shares outstanding: 1,460,000

as of: September 30, 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: September 30, 2013

Total shares outstanding: 274,052,237

as of: September 30, 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 OF SHAREHOLDERS/STOCKHOLDERS EQUITY
Weighted Average Shares

	Common Stock	Per Share	Amount	Decifit	Paid in	Total
Beginning Balance March 31, 2010						
Stock issued for cash and cash equivalents	4,998,641	0.0135	67,407	-\$1,011,022		
Issuance of stock for greater than 60% interest in Pangea Networks, Inc.	144,880,000	0.0220	3,187,360			
Conversion of debt to common stock	15,000,000	0.0110	165,000			
Conversion of debt to common stock	5,000,000	0.0050	25,000			
Stock issuance for asset purchase	600,000	0.0220	13,200			
Conversion of debt to common stock	20,000,000	0.0100	200,000			
Stock issuance for asset purchase	2,000,000	0.0157	31,373			
Stock issued for professional fees and/or services	2,550,000	0.0352	89,767			
Stock issuance cancelled for asset purchase recinded	(350,000)	0.0010	(350)			
Net loss for the quarter ending June 30, 2010				\$56,166		
Balance - June 30, 2011	194,678,641		3,778,757	-\$737,454	3,834,923	3,097,469
Conversion of debt to common stock	2,000,000	0.0300	60,000			
Conversion of debt to common stock	2,200,000	0.0250	55,000			
Conversion of debt to common stock	100,000	0.2500	25,000			
Stock issuance for asset purchase	1,000,000	0.1100	110,000			
Conversion of debt to common stock	50,000	0.1000	5,000			
Stock issued for professional fees and/or services	240,000	0.1000	24,000			
Stock issuance for asset purchase	100,000	0.0700	7,000			
Net profit for Quarter ending September 30, 2011				\$62,483		
Balance - September 30, 2011	200,368,641		4,064,757	-\$674,971	4,127,240	3,452,269
Stock issued for professional fees and/or services	750,000	0.0750	56,250			
Stock issued for professional fees and/or services	200,000	0.0500	10,000			
Net profit for Quarter ending December 31, 2011				\$79,865		
Adjustment for Non recorded debt				-\$1,216,124		
Balance - December 31, 2011	201,318,641		4,131,007	-\$1,811,230	2,994,748	1,183,518
Stock issuance for asset purchase	500,000	0.0800	40,000			
Net profit for Quarter ending March 31, 2012				\$84,003		
Balance - March 31, 2012	201,818,641		4,171,007	-\$1,727,227	4,255,010	2,527,783
Stock issuance for asset purchase	1,250,000	0.0800	100,000			
Stock issued for professional fees and/or services	300,000	0.0800	24,000			
Stock issued for professional fees and/or services	250,000	0.0800	20,000			
Stock issued for professional fees and/or services	2,500,000	0.2500	625,000			
Conversion of debt to common stock	2,500,000	0.2500	625,000			
Stock issued for professional fees and/or services	250,000	0.0800	20,000			
Conversion of debt to common stock	12,000,000	0.0710	852,000			
Stock issuance for asset purchase	9,000,000	0.0500	450,000			
Stock issuance for asset purchase	2,125,000	0.0220	46,750			
Stock issuance for asset purchase	5,000,000	0.1000	500,000			
Stock issued for professional fees and/or services	500,000	0.0570	28,500			
Conversion of debt to common stock	4,000,000	0.0250	100,000			
Stock issued for professional fees and/or services	725,000	0.0500	36,250			
Net profit for Quarter ending June 30, 2012				\$110,895		
Balance - June 30, 2012	242,218,641		7,598,507	-\$1,616,332	7,709,402	\$6,093,070
Stock issued for professional fees and/or services	1,000,000	0.0500	50,000			
Stock issued for professional fees and/or services	250,000	0.0500	12,500			
Stock issued for professional fees and/or services	1,000,000	0.0430	43,000			
Net profit for Quarter ending September 30, 2012				\$116,839		
Balance - September 30, 2012	244,468,641		7,704,007	-\$1,499,493	7,820,846	\$6,321,353
Net profit for Quarter ending December 31, 2012				\$117,839		
Balance - December 31, 2012	244,468,641		7,704,007	-\$1,381,654	7,821,846	\$6,440,192
Conversion of debt to common stock	1,400,000	0.0250	35,000			
Conversion of debt to common stock	1,500,000	0.0183	27,500			
Stock issued for cash	15,000,000	0.0100	150,000			
Conversion of debt to common stock	1,283,596	0.0195	25,000			
Stock issued for professional fees and/or services	250,000	0.0200	5,000			
Stock issued for professional fees and/or services	4,000,000	0.0110	44,000			
Net profit for Quarter ending March 31, 2013				\$38,440		
Balance - March 31, 2013	267,902,237		7,990,507	-\$1,343,214	8,028,947	\$6,685,733
Stock issued for cash	4,500,000	0.0010	45,000			
Net profit for Quarter ending June 30, 2013				\$45,322		
Balance - June 30, 2013 - Common	272,402,237		8,035,507	-\$1,297,892	8,080,829	\$6,782,937
Preferred Stock Balance as of - June 30, 2013	1460000	0.0250	36,500			
Balance - June 30, 2013 - Common and Preferred	273,862,237		8,072,007	-\$1,261,392	8,072,007	\$6,810,615
Stock issued for professional fees and/or services	1,000,000					
Stock issued for cash	650,000	0.0010	45,000			
Net profit for Quarter ending September 30, 2013				\$45,322		
Balance - September 30, 2013 - Common	274,052,237		8,117,007	-\$1,216,070	8,162,329	\$6,946,259
Balance - September 30, 2013 - Preferred	1460000	0.0250	36,500			
Balance - September 30, 2013 - Common and Preferred	275,512,237		-	-\$1,140,843	8,162,329	\$6,946,259

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 September 30, 2013
Unaudited

	September 30, 2013	December 31, 2012
ASSETS		
Current Assets		
Cash	\$ 48,171	\$ 40,114
Notes Receivable	11,036	15,912
Prepaid Expenses and Other Current Assets	41,718	90,539
Total current assets	100,925	146,565
Fixed Assets - Net	487,193	783,821
Security Deposit Assets	2,680	
Unidentified tangible and intangible assets	6,934,039	
TOTAL ASSETS	\$ 7,524,837	\$ 930,385
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current Liabilities		
Accounts Payable and Other Current Liabilities		
Notes Payable	\$ 186,410	\$ 147,068
Total current liabilities	392,168	131,996
	578,578	279,064
TOTAL LIABILITIES	578,578	279,064
Stockholders' Equity		
Preferred stock, \$.001 par value, 30,000,000 shares authorized and 1,460,000 shares issued and outstanding at September 30, 2013 and December 31, 2012		1,460
Common Stock, \$.001 par value, 300,000,000 shares authorized, 274,052,237 shares issued and outstanding as of September 30, 2013 and 244,545,641 shares issued and outstanding at December 31, 2012		244,545
Capital Stock		
Additional Paid In Capital	9,556,586	
Paid In Capital prior to Audit Adjustments		1,983,667
Retained deficit	(1,140,843)	(1,578,350)
TOTAL STOCKHOLDERS' EQUITY	6,946,259	651,322
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	\$ 7,524,837	\$ 930,386

Baristas Coffee Company, Inc.

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

	For the Quarter Ending September 30, 2013	For the Year To Date September 30, 2013	From Inception (December 23, 2004) To September 30, 2013
Net Profit (Loss)	\$ 75,227	\$ 120,549	\$ 723,610
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	1,800	(78,173)	(258,086)
(Incr) Decr in Other Assets	23,221	152,607	(2,590,612)
Incr (Decr) in Notes Payable	9,000	41,222	(1,402,970)
Incr (Decr) in Shareholder Loans	4,400	(4,176)	28,504
Total Adjustments	<u>38,421</u>	<u>111,480</u>	<u>(4,028,408)</u>
Net cash provided by (used in) operating activities	<u>113,648</u>	<u>232,029</u>	<u>(3,304,798)</u>
Cash flows from financing activities:			
Sales of common stock	<u>6,500</u>	<u>201,500</u>	<u>8,035,507</u>
Cash flows from investing activities:			
Purchases of equipment	12,115	(192,660)	(2,023,768)
Investments	-	-	-
Net cash provided by (used in) Financing activities	<u>6,500</u>	<u>(192,660)</u>	<u>(2,023,768)</u>
Net change in Cash	(31,921)		
Cash and cash equivalents beginning of period	80,092	80,092	80,092
Cash and cash equivalents end of period	<u>\$ 48,171</u>	<u>\$ 48,171</u>	<u>\$ 48,171</u>

(A Nevada Corporation)
COMPARATIVE STATEMENT OF OPERATIONS
 Unaudited

	For the Quarter Ending September 30, 2013	For the Year To Date September 30, 2013	From Inception (December 23, 2004) To September 30, 2013
Sales	\$ 463,891	\$ 881,679	\$ 4,136,983
Cost of Sales	113,282	209,109	895,309
Gross Profit	350,609	672,570	3,241,674
Expenses			
Personnel	133,867	\$ 248,282	1,410,966
General and Administration	48,318	\$ 102,828	845,677
Operations	61,254	\$ 114,505	601,940
*Legal/Compliance	31,943	\$ 104,269	198,810
*Note Previously contained in G & A	275,382	569,884	3,057,393
Net Operating Loss/Profit	75,227	102,686	184,281
Extraordinary Loss	-	-	(59,839)
Net Profit (Loss)	<u>\$ 75,227</u>	<u>\$ 102,686</u>	<u>\$ 124,442</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. 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.

The Company is in the final stages of completing audited financials for the two years ending December 31, 2012 and reviewed quarterly filings through June 30, 2013. Throughout this process the audit has revealed a number of material and non-material adjustments that will be reflected once the Company files its audited financials. The financial data contained herein reflects to the best ability of the Company adjustments that are believed to be consistent with the findings of the audit. While all figures are reported as accurately as possible, it is expected that additional adjustments will be made and reflected in the audited financials once published. Among the adjustments reflected herein that are most notable are:

Shareholders/Stockholders Equity – From inception the calculations of Equity had been materially improperly calculated. This was the result of an overly conservative approach from the beginning that developed into an inaccurate representation of equity. Simply put, the equity had been calculated based on par value and not at actual value which resulted in an understatement of equity. Although subject to adjustment upon final audit review the equity reported herein is accurate to the best of the ability of the Company and has been derived from worksheets developed by the auditors.

Depreciation of Assets – Through the audit process it was determined that the depreciation schedules of certain assets of the company would likely be adjusted. Any such adjustments will be reflected in the audited financials however are not reflected in the financials reported herein. The adjusted depreciation is however, not expected to materially impact the overall position of the Company

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 states 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-bakes 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 measurements 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 of 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 had 10 stores operating during the current reporting period.

The Company launched its “Baristas Coffee Creations” specialty ice cream bars in New York. Sale of ice cream and has begun sales in the Puget Sound Region.

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 though 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 and has begun distribution in the Puget Sound. 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 BUCS a publicly traded company whose current business and future is unknown. 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 and has begun distribution in the Puget Sound region. 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, Cape Coral FL., 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

Baristas leases the following facilities;

- Kent, WA; approximately 1,000 sq. ft. Three years remaining with a 5 year additional extension.
- Shoreline, WA; approx. 3 years remaining, with a 5 year
- Auburn, WA; approx. 3 years remaining with a 5 year additional extension.
- Tacoma (pacific), WA; approx.. 3 year remaining with a 5 year additional extension.
- Tampa, FL; approx. 4 years remaining with a 5 year additional extension.
- Tacoma (Puyallup), WA; approx. 4 years with a 5 year additional extension.
- Seattle, WA; approx. 4 years remaining with a 5 year additional extension.
- Fountain Hills, AZ; approx. 4 years remaining with a 5 year additional extension.
- Tempe, AZ; approx. 4 years remaining with a 5 year additional extension.
- Missoula, MT; 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

