

BARISTAS COFFEE COMPANY, INC.

QUARTERLY REPORT
For the Period Ending March 31, 2017

June 8, 2017

BARISTAS COFFEE COMPANY, INC.

(Exact name of issuer as specified in its charter)

19930 68th Avenue N.E.
Kenmore, WA 98028

(Address of principal executive offices)

(206) 579-0222
(Issuer's telephone number)

The number of shares outstanding of each of the Issuer's classes of common equity, as of the date of this Quarterly Report, are as follows:

TRADING SYMBOL: BCCI	CUSIP: 067594 30 9
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CLASS OF SECURITIES QUOTED:	Common Stock	\$0.001 Par Value
	Preferred Stock	\$0.001 Par Value
NUMBER OF SHARES OUTSTANDING:	Common Stock	96,728,527
	Preferred Stock	27,328,358

Explanatory Note

The common stock shares issued and outstanding have been adjusted to reflect a 10-to-1 reverse split, which was effective on February 22, 2016.

PART A GENERAL COMPANY INFORMATION

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

The name of the issuer is Baristas Coffee Company, Inc. (“Baristas” or “Company”) which was incorporated in the State of Nevada on October 18, 1996.

Item 2. Address of the issuer’s principal executive offices.

The address of Baristas’ principal executive offices and other pertinent information is as follows:

Baristas Coffee Company, Inc.
19930 68th Avenue N.E.
Kenmore, Washington 98028
Phone No.: (206) 579-0222

There is no IR Contact available for Baristas.

PART B SHARE STRUCTURE

Item 3. Security Information.

Trading Symbol:	BCCI
Exact title and class of securities outstanding:	Common Stock
CUSIP:	067594 30 9
Par or Stated Value:	\$0.001
Total Shares Authorized (1)	600,000,000 as of June 8, 2017
Total Shares Outstanding:	96,728,527 as of June 8, 2017

Trading Symbol:	None
Exact title and class of securities outstanding:	Preferred Stock
CUSIP:	None
Par or Stated Value:	None
Total Shares Authorized:	30,000,000 as of June 8, 2017
Total Shares Outstanding:	27,328,358 as of June 8, 2017

The name and address of Baristas' transfer agent is:

Continental Stock Transfer & Trust Company
17 Battery Pl,
New York, NY 10004
Phone (212) 509-4000

Baristas' transfer agent is registered under the Securities Exchange Act of 1934, as amended, and the SEC is its regulatory authority.

List any restrictions on the transfer of security:

As of June 8, 2017, Baristas has a total of 25,047,865 shares of common stock which contain restrictive legends which thereby restrict transfer of such shares except as permitted by Rule 144 of the Securities Act of 1934, as amended.

Describe any trading suspension order 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.

On February 22, 2016, the Company effected a 10-to-1 reverse stock split for the Company's common stock. All share and per share information has been retroactively restated for financial presentation of prior periods.

Baristas Coffee Company, Inc. ("BCCI") fiscal year end date is December 31st. Neither the issuer nor any of its predecessors has ever been in bankruptcy, receivership or any other similar proceeding.

The Company was originally formed as InfoSpi.com in 1996, and developed software programs, hired programmers and procured funding from a venture capital group prior to merging with Innovative Communications Technologies in 2001. At this time the company was renamed Innovative Communications Technologies, Inc. In 2009, Innovative Communications Technologies, Inc. was looking for new opportunities, as its discount long distance business was decreasing and winding down. Pangea was accumulating coffee shops, formulating a business model and procedures for the Baristas brand. On December 22, 2009, Innovative Communications Technologies, Inc. acquired greater than a 60% interest in Pangea Networks, Inc. ("Pangea"), DBA Baristas and Inc., for cash, stock, and other consideration, including numerous coffee stands in the greater Seattle area. In May of 2010, the Company changed its name to Baristas Coffee Company, Inc. The transaction was structured as a partial stock purchase. After the acquisition, the assets and operations were transferred to Innovative Communications Technologies, Inc., and it was renamed to Baristas Coffee Company. In April 2010, Pangea became inactive.

The Company is not in default on the terms of any indebtedness or financing arrangement requiring it to make payments, nor has it had a change of control.

In conjunction with the above discussed acquisition of Pangea, the acquisition of certain coffee shops and the conversion of debt to equity, the Company issued common stock shares that increased the number of shares outstanding by more than 10%. The Company effected a 20:1 reverse split resulting in the number of shares outstanding at June 30, 2010, being more than 10% less than the number of shares outstanding at December 31, 2009.

On March 15, 2017, the Company filed a Form 15-12G, Certificate and Notice of Termination of Registration under Section 12(g) of the Securities Exchange of the 1934 Act. The Form 15-12G terminates the registration of the Company's Common Stock which was registered under 12(g) of the Securities Exchange Act of 1934 on July 24, 2015.

Item 4. Issuance History.

The following provides a list, in chronological order, of events resulting in changes in the total shares outstanding by the Company during the past two fiscal years and any interim period: including debt convertible into equity securities and any other securities or options to acquire such securities:

On January 12, 2015, a corporation converted \$5,306 of principal and interest into 53,053 unregistered shares of the Company's common stock at \$0.10 per share to fully satisfy a convertible promissory note dated December 15, 2013. The subject shares were not registered under the Securities Act in reliance upon an exemption from registration provided by Section 4(a) (2) of the Securities Act, which exempts transactions by an issuer not involving any public offering.

On January 28, 2015, the Company issued 100,000 unregistered shares of the Company's common stock to a consultant for services accrued at \$28,800 or \$0.384 per share. The subject shares were not registered under the Securities Act in reliance upon an exemption from registration provided by Section 4(a) (2) of the Securities Act, which exempts transactions by an issuer not involving any public offering.

On January 15, 2015, the Company executed and delivered a \$20,000 Convertible Promissory Note to a corporation, which was funded on or about its issuance date. The Convertible Note was not registered under the Securities Act in reliance upon an exemption from registration provided by Section 4(a) (2) of the Securities Act, which exempts transaction by an issuer not involving any public offering.

The Convertible Note bears interest at 5% and has a maturity date of October 15, 2015 at which time all principal and accrued interest shall be due and payable in full. After maturity the interest rate increases to 15%. Prepayment is permitted without penalty. The Convertible Note is convertible by the holder, at his election, into shares of the Company's common stock at an exercise price of \$.015 per share. In accordance with the terms of each Convertible Note, the holder may not convert any amount of the Convertible Note if, after giving effect to such conversion, the investor would beneficially own greater than 4.99% of the outstanding shares of the Company's common stock.

On January 20, 2015, the Company executed and delivered a \$5,000 Convertible Promissory Note to a related party, which was funded on or about its issuance date. The Convertible Note was not registered under the Securities Act in reliance upon an exemption from registration provided by Section 4(a) (2) of the Securities Act, which exempts transaction by an issuer not involving any public offering.

The Convertible Note bears interest at 10% and has a maturity date of January 20, 2016 at which time all principal and accrued interest shall be due and payable in full. The Convertible Note is convertible by the holder, at his election, into shares of the Company's common stock at an exercise price of \$.025 per share. In accordance with the terms of each Convertible Note, the holder may not convert any amount of the Convertible Note if, after giving effect to such conversion, the investor would beneficially own greater than 4.99% of the outstanding shares of the Company's common stock.

On February 5, 2015, a corporation converted \$5,326 of principal and interest into 53,260 unregistered shares of the Company's common stock at \$0.10 per share to fully satisfy a convertible promissory note dated December 29, 2013. The subject shares were not registered under the Securities Act in reliance upon an exemption from registration provided by Section 4(a) (2) of the Securities Act, which exempts transactions by an issuer not involving any public offering.

On February 4, 2015, the Company executed and delivered a \$10,000 Convertible Promissory Note to the Company's CEO, which was funded on or about its issuance date. The Convertible Note was not registered under the Securities Act in reliance upon an exemption from registration provided by Section 4(a) (2) of the Securities Act, which exempts transaction by an issuer not involving any public offering.

The Convertible Note bears interest at 5% and has a maturity date of February 4, 2016 at which time all principal and accrued interest shall be due and payable in full. After maturity the interest rate increases to 15%. Prepayment is permitted without penalty. The Convertible Note is convertible by the holder, at his election, into shares of the Company's common stock at an exercise price of \$.015 per share. In accordance with the terms of each Convertible Note, the holder may not convert any amount of the Convertible Note if, after giving effect to such conversion, the investor would beneficially own greater than 4.99% of the outstanding shares of the Company's common stock.

On February 10, 2015, the Company executed and delivered a \$5,000 Convertible Promissory Note to the Company's President, which was funded on or about its issuance date. The Convertible Note was not registered under the Securities Act in reliance upon an exemption from registration provided by Section 4(a) (2) of the Securities Act, which exempts transaction by an issuer not involving any public offering.

The Convertible Note bears interest at 5% and has a maturity date of February 10, 2016 at which time all principal and accrued interest shall be due and payable in full. After maturity the interest rate increases to 15%. Prepayment is permitted without penalty. The Convertible Note is convertible by the holder, at his election, into shares of the Company's common stock at an exercise price of \$.015 per share. In accordance with the terms of each Convertible Note, the holder may not convert any amount of the Convertible Note if, after giving effect to such conversion, the investor would beneficially own greater than 4.99% of the outstanding shares of the Company's common stock.

On February 12, 2015, the Company executed and delivered a \$10,000 Convertible Promissory Note to a corporation, which was funded on or about its issuance date. The Convertible Note was not registered under the Securities Act in reliance upon an exemption from registration provided by Section 4(a) (2) of the Securities Act, which exempts transaction by an issuer not involving any public offering.

The Convertible Note bears interest at 5% and has a maturity date of November 12, 2015 at which time all principal and accrued interest shall be due and payable in full. After maturity the interest rate increases to 15%. Prepayment is permitted without penalty. The Convertible Note is convertible by the holder, at his election, into shares of the Company's common stock at an exercise price of \$.018 per share. In accordance with the terms of each Convertible Note, the holder may not convert any amount of the Convertible Note if, after giving effect to such conversion, the investor would beneficially own greater than 4.99% of the outstanding shares of the Company's common stock.

On February 19, 2015, the Company executed and delivered a \$10,000 Convertible Promissory Note to the Company's CEO, which was funded on or about its issuance date. The Convertible Note was not registered under the Securities Act in reliance upon an exemption from registration provided by Section 4(a) (2) of the Securities Act, which exempts transaction by an issuer not involving any public offering.

The Convertible Note bears interest at 5% and has a maturity date of February 4, 2016 at which time all principal and accrued interest shall be due and payable in full. After maturity the interest rate increases to 15%. Prepayment is permitted without penalty. The Convertible Note is convertible by the holder, at his election, into shares of the Company's common stock at an exercise price of \$.02 per share. In accordance with the terms of each Convertible Note, the holder may not convert any amount of the Convertible Note if, after giving effect to such conversion, the investor would beneficially own greater than 4.99% of the outstanding shares of the Company's common stock.

On February 23, 2015, the Company executed and delivered a \$4,000 Convertible Promissory Note to the Company's CEO, which was funded on or about its issuance date. The Convertible Note was not registered under the Securities Act in reliance upon an exemption from registration provided by Section 4(a) (2) of the Securities Act, which exempts transaction by an issuer not involving any public offering.

The Convertible Note bears interest at 5% and has a maturity date of February 23, 2016 at which time all principal and accrued interest shall be due and payable in full. After maturity the interest rate increases to 15%. Prepayment is permitted without penalty. The Convertible Note is convertible by the holder, at his election, into shares of the Company's common stock at an exercise price of \$.015 per share. In accordance with the terms of each Convertible Note, the holder may not convert any amount of the Convertible Note if, after giving effect to such conversion, the investor would beneficially own greater than 4.99% of the outstanding shares of the Company's common stock.

On February 23, 2015, the Company executed and delivered a \$4,000 Convertible Promissory Note to the Company's President, which was funded on or about its issuance date. The Convertible Note was not registered under the Securities Act in reliance upon an exemption from registration provided by Section 4(a) (2) of the Securities Act, which exempts transaction by an issuer not involving any public offering.

The Convertible Note bears interest at 5% and has a maturity date of February 23, 2016 at which time all principal and accrued interest shall be due and payable in full. After maturity the interest rate increases to 15%. Prepayment is permitted without penalty. The Convertible Note is convertible by the holder, at his election, into shares of the Company's common stock at an exercise price of \$.015 per share. In accordance with the terms of each Convertible Note, the holder may not convert any amount of the Convertible Note if, after giving effect to such conversion, the investor would beneficially own greater than 4.99% of the outstanding shares of the Company's common stock.

On February 23, 2015, the Company executed and delivered a \$4,000 Convertible Promissory Note to a related party, which was funded on or about its issuance date. The Convertible Note was not registered under the Securities Act in reliance upon an exemption from registration provided by Section 4(a) (2) of the Securities Act, which exempts transaction by an issuer not involving any public offering.

The Convertible Note bears interest at 5% and has a maturity date of February 23, 2016 at which time all principal and accrued interest shall be due and payable in full. After maturity the interest rate increases to 15%. Prepayment is permitted without penalty. The Convertible Note is convertible by the holder, at his election, into shares of the Company's common stock at an exercise price of \$.015 per share. In accordance with the terms of each Convertible Note, the holder may not convert any amount of the Convertible Note if, after giving effect to such conversion, the investor would beneficially own greater than 4.99% of the outstanding shares of the Company's common stock.

On March 6, 2015, a corporation converted \$5,289 of principal and interest into 52,890 unregistered shares of the Company's common stock at \$0.10 per share to fully satisfy a convertible promissory note dated February 13, 2014. The subject shares were not registered under the Securities Act in reliance upon an exemption from registration provided by Section 4(a) (2) of the Securities Act, which exempts transactions by an issuer not involving any public offering.

On March 11, 2015, the Company issued 25,000 unregistered shares of the Company's common stock to a consultant for services accrued at \$9,600 or \$0.384 per share. The subject shares were not registered under the Securities Act in reliance upon an exemption from registration provided by Section 4(a) (2) of the Securities Act, which exempts transactions by an issuer not involving any public offering.

On March 4, 2015, the Company executed and delivered a \$10,000 Convertible Promissory Note to a corporation, which was funded on or about its issuance date. The Convertible Note was not registered under the Securities Act in reliance upon an exemption from registration provided by Section 4(a) (2) of the Securities Act, which exempts transaction by an issuer not involving any public offering.

The Convertible Note bears interest at 5% and has a maturity date of December 4, 2015 at which time all principal and accrued interest shall be due and payable in full. After maturity the interest rate increases to 15%. Prepayment is permitted without penalty. The Convertible Note is convertible by the holder, at his election, into shares of the Company's common stock at an exercise price of \$.025 per share. In accordance with the terms of each Convertible Note, the holder may not convert any amount of the Convertible Note if, after giving effect to such conversion, the investor would beneficially own greater than 4.99% of the outstanding shares of the Company's common stock.

On March 9, 2015, the Company executed and delivered a \$5,000 Convertible Promissory Note to the Company's CEO, which was funded on or about its issuance date. The Convertible Note was not registered under the Securities Act in reliance upon an exemption from registration provided by Section 4(a) (2) of the Securities Act, which exempts transaction by an issuer not involving any public offering.

The Convertible Note bears interest at 5% and has a maturity date of March 8, 2016 at which time all principal and accrued interest shall be due and payable in full. After maturity the interest rate increases to 15%. Prepayment is permitted without penalty. The Convertible Note is convertible by the holder, at his election, into shares of the Company's common stock at an exercise price of \$.02 per share. In accordance with the terms of each Convertible Note, the holder may not convert any amount of the Convertible Note if, after giving effect to such conversion, the investor would beneficially own greater than 4.99% of the outstanding shares of the Company's common stock.

On March 19, 2015, the Company executed and delivered a \$5,000 Convertible Promissory Note to a corporation, which was funded on or about its issuance date. The Convertible Note was not registered under the Securities Act in reliance upon an exemption from registration provided by Section 4(a) (2) of the Securities Act, which exempts transaction by an issuer not involving any public offering.

The Convertible Note bears interest at 5% and has a maturity date of March 18, 2016 at which time all principal and accrued interest shall be due and payable in full. After maturity the interest rate increases to 15%. Prepayment is permitted without penalty. The Convertible Note is convertible by the holder, at his election, into shares of the Company's common stock at an exercise price of \$.02 per share. In accordance with the terms of each Convertible Note, the holder may not convert any amount of the Convertible Note if, after giving effect to such conversion, the investor would beneficially own greater than 4.99% of the outstanding shares of the Company's common stock.

On March 23, 2015, the Company executed and delivered a \$2,500 Convertible Promissory Note to the Company's CEO, which was funded on or about its issuance date. The Convertible Note was not registered under the Securities Act in reliance upon an exemption from registration provided by Section 4(a) (2) of the Securities Act, which exempts transaction by an issuer not involving any public offering.

The Convertible Note bears interest at 5% and has a maturity date of March 22, 2016 at which time all principal and accrued interest shall be due and payable in full. After maturity the interest rate increases to 15%. Prepayment is permitted without penalty. The Convertible Note is convertible by the holder, at his election, into shares of the Company's common stock at an exercise price of \$.02 per share. In accordance with the terms of each Convertible Note, the holder may not convert any amount of the Convertible Note if, after giving effect to such conversion, the investor would beneficially own greater than 4.99% of the outstanding shares of the Company's common stock.

On March 23, 2015, the Company executed and delivered a \$2,500 Convertible Promissory Note to a corporation, which was funded on or about its issuance date. The Convertible Note was not registered under the Securities Act in reliance upon an exemption from registration provided by Section 4(a) (2) of the Securities Act, which exempts transaction by an issuer not involving any public offering.

The Convertible Note bears interest at 5% and has a maturity date of March 22, 2016 at which time all principal and accrued interest shall be due and payable in full. After maturity the interest rate increases to 15%. Prepayment is permitted without penalty. The Convertible Note is convertible by the holder, at his election, into shares of the Company's common stock at an exercise price of \$.02 per share. In accordance with the terms of each Convertible Note, the holder may not convert any amount of the Convertible Note if, after giving effect to such conversion, the investor would beneficially own greater than 4.99% of the outstanding shares of the Company's common stock.

On March 27, 2015, the Company executed and delivered a \$13,000 Convertible Promissory Note to a corporation, which was funded on or about its issuance date. The Convertible Note was not registered under the Securities Act in reliance upon an exemption from registration provided by Section 4(a) (2) of the Securities Act, which exempts transaction by an issuer not involving any public offering.

The Convertible Note bears interest at 5% and has a maturity date of December 27, 2015 at which time all principal and accrued interest shall be due and payable in full. After maturity the interest rate increases to 15%. Prepayment is permitted without penalty. The Convertible Note is convertible by the holder, at his election, into shares of the Company's common stock at an exercise price of \$.02 per share. In accordance with the terms of each Convertible Note, the holder may not convert any amount of the Convertible Note if, after giving effect to such conversion, the investor would beneficially own greater than 4.99% of the outstanding shares of the Company's common stock.

On March 30, 2015, the Company executed and delivered a \$1,500 Convertible Promissory Note to the Company's President, which was funded on or about its issuance date. The Convertible Note was not registered under the Securities Act in reliance upon an exemption from registration provided by Section 4(a) (2) of the Securities Act, which exempts transaction by an issuer not involving any public offering.

The Convertible Note bears interest at 5% and has a maturity date of March 29, 2016 at which time all principal and accrued interest shall be due and payable in full. After maturity the interest rate increases to 15%. Prepayment is permitted without penalty. The Convertible Note is convertible by the holder, at his election, into shares of the Company's common stock at an exercise price of \$.015 per share. In accordance with the terms of each Convertible Note, the holder may not convert any amount of the Convertible Note if, after giving effect to such conversion, the investor would beneficially own greater than 4.99% of the outstanding shares of the Company's common stock.

On March 30, 2015, the Company executed and delivered an \$8,500 Convertible Promissory Note to the Company's President, which was funded on or about its issuance date. The Convertible Note was not registered under the Securities Act in reliance upon an exemption from registration provided by Section 4(a) (2) of the Securities Act, which exempts transaction by an issuer not involving any public offering.

The Convertible Note bears interest at 5% and has a maturity date of March 29, 2016 at which time all principal and accrued interest shall be due and payable in full. After maturity the interest rate increases to 15%. Prepayment is permitted without penalty. The Convertible Note is convertible by the holder, at his election, into shares of the Company's common stock at an exercise price of \$.015 per share. In accordance with the terms of each Convertible Note, the holder may not convert any amount of the Convertible Note if, after giving effect to such conversion, the investor would beneficially own greater than 4.99% of the outstanding shares of the Company's common stock.

On April 14, 2015, the Company executed and delivered a \$1,250 Convertible Promissory Note to the Company's CEO, which was funded on or about its issuance date. The Convertible Note was not registered under the Securities Act in reliance upon an exemption from registration provided by Section 4(a) (2) of the Securities Act, which exempts transaction by an issuer not involving any public offering.

The Convertible Note bears interest at 5% and has a maturity date of April 13, 2016 at which time all principal and accrued interest shall be due and payable in full. After maturity the interest rate increases to 15%. Prepayment is permitted without penalty. The Convertible Note is convertible by the holder, at his election, into shares of the Company's common stock at an exercise price of \$.02 per share. In accordance with the terms of each Convertible Note, the holder may not convert any amount of the Convertible Note if, after giving effect to such conversion, the investor would beneficially own greater than 4.99% of the outstanding shares of the Company's common stock.

On April 14, 2015, the Company executed and delivered a \$1,250 Convertible Promissory Note to the Company's President, which was funded on or about its issuance date. The Convertible Note was not registered under the Securities Act in reliance upon an exemption from registration provided by Section 4(a) (2) of the Securities Act, which exempts transaction by an issuer not involving any public offering.

The Convertible Note bears interest at 5% and has a maturity date of April 13, 2016 at which time all principal and accrued interest shall be due and payable in full. After maturity the interest rate increases to 15%. Prepayment is permitted without penalty. The Convertible Note is convertible by the holder, at his election, into shares of the Company's common stock at an exercise price of \$.02 per share. In accordance with the terms of each Convertible Note, the holder may not convert any amount of the Convertible Note if, after giving effect to such conversion, the investor would beneficially own greater than 4.99% of the outstanding shares of the Company's common stock.

On April 14, 2015, the Company executed and delivered a \$4,000 Convertible Promissory Note to a related party, which was funded on or about its issuance date. The Convertible Note was not registered under the Securities Act in reliance upon an exemption from registration provided by Section 4(a) (2) of the Securities Act, which exempts transaction by an issuer not involving any public offering.

The Convertible Note bears interest at 5% and has a maturity date of April 13, 2016 at which time all principal and accrued interest shall be due and payable in full. After maturity the interest rate increases to 15%. Prepayment is permitted without penalty. The Convertible Note is convertible by the holder, at his election, into shares of the Company's common stock at an exercise price of \$.02 per share. In accordance with the terms of each Convertible Note, the holder may not convert any amount of the Convertible Note if, after giving effect to such conversion, the investor would beneficially own greater than 4.99% of the outstanding shares of the Company's common stock.

On April 20, 2015, the Company executed and delivered a \$4,100 Convertible Promissory Note to a corporation, which was funded on or about its issuance date. The Convertible Note was not registered under the Securities Act in reliance upon an exemption from registration provided by Section 4(a) (2) of the Securities Act, which exempts transaction by an issuer not involving any public offering.

The Convertible Note bears interest at 5% and has a maturity date of April 19, 2016 at which time all principal and accrued interest shall be due and payable in full. After maturity the interest rate increases to 15%. Prepayment is permitted without penalty. The Convertible Note is convertible by the holder, at his election, into shares of the Company's common stock at an exercise price of \$.02 per share. In accordance with the terms of each Convertible Note, the holder may not convert any amount of the Convertible Note if, after giving effect to such conversion, the investor would beneficially own greater than 4.99% of the outstanding shares of the Company's common stock.

On April 28, 2015, the Company repurchased 400,000 common shares from two officers of the Company (200,000 common shares from each officer) and returned those shares to treasury. The Company promised to re-issue 800,000 common shares to these two officers (400,000 common shares each officer) once the increase in authorized shares is approved. The value of the 400,000 common shares repurchased from the officers was \$162,000 or \$0.405 per share and recorded as accrued liabilities. The value of the additional 400,000 common shares which will be issued to the officers was \$162,000 and recorded as interest expenses.

On May 5, 2015, the Company executed and delivered a \$7,500 Convertible Promissory Note to the Company's CEO, which was funded on or about its issuance date. The Convertible Note was not registered under the Securities Act in reliance upon an exemption from registration provided by Section 4(a) (2) of the Securities Act, which exempts transaction by an issuer not involving any public offering.

The Convertible Note bears interest at 5% and has a maturity date of May 4, 2016 at which time all principal and accrued interest shall be due and payable in full. After maturity the interest rate increases to 15%. Prepayment is permitted without penalty. The Convertible Note is convertible by the holder, at his election, into shares of the Company's common stock at an exercise price of \$.02 per share. In accordance with the terms of each Convertible Note, the holder may not convert any amount of the Convertible Note if, after giving effect to such conversion, the investor would beneficially own greater than 4.99% of the outstanding shares of the Company's common stock.

On May 6, 2015, a corporation converted \$5,269 of principal and interest into 38,878 unregistered shares of the Company's common stock from treasury at \$0.136 per share to fully satisfy a convertible promissory note. The subject shares were not registered under the Securities Act in reliance upon an exemption from registration provided by Section 4(a) (2) of the Securities Act, which exempts transactions by an issuer not involving any public offering.

On May 6, 2015, the Company issued 25,000 unregistered shares of the Company's common stock from treasury to a consultant for services accrued at \$9,600 or \$0.384 per share. The subject shares were not registered under the Securities Act in reliance upon an exemption from registration provided by Section 4(a) (2) of the Securities Act, which exempts transactions by an issuer not involving any public offering.

On May 12, 2015, a corporation converted \$51,700 of principal and interest into 206,800 unregistered shares of the Company's common stock from treasury at \$0.25 per share to fully satisfy seven (7) convertible promissory notes dated January 2, 2013 through March 13, 2013. The subject shares were not registered under the Securities Act in reliance upon an exemption from registration provided by Section 4(a) (2) of the Securities Act, which exempts transactions by an issuer not involving any public offering.

On May 13, 2015, the Company executed and delivered a \$7,500 Convertible Promissory Note to the Company's President, which was funded on or about its issuance date. The Convertible Note was not registered under the Securities Act in reliance upon an exemption from registration provided by Section 4(a) (2) of the Securities Act, which exempts transaction by an issuer not involving any public offering.

The Convertible Note bears interest at 5% and has a maturity date of May 12, 2016 at which time all principal and accrued interest shall be due and payable in full. After maturity the interest rate increases to 15%. Prepayment is permitted without penalty. The Convertible Note is convertible by the holder, at his election, into shares of the Company's common stock at an exercise price of \$.02 per share. In accordance with the terms of each Convertible Note, the holder may not convert any amount of the Convertible Note if, after giving effect to such conversion, the investor would beneficially own greater than 4.99% of the outstanding shares of the Company's common stock.

On May 23, 2015, the Company executed and delivered a \$2,000 Convertible Promissory Note to the Company's CEO, which was funded on or about its issuance date. The Convertible Note was not registered under the Securities Act in reliance upon an exemption from registration provided by Section 4(a) (2) of the Securities Act, which exempts transaction by an issuer not involving any public offering.

The Convertible Note bears interest at 5% and has a maturity date of May 22, 2016 at which time all principal and accrued interest shall be due and payable in full. After maturity the interest rate increases to 15%. Prepayment is permitted without penalty. The Convertible Note is convertible by the holder, at his election, into shares of the Company's common stock at an exercise price of \$.02 per share. In accordance with the terms of each Convertible Note, the holder may not convert any amount of the Convertible Note if, after giving effect to such conversion, the investor would beneficially own greater than 4.99% of the outstanding shares of the Company's common stock.

On May 23, 2015, the Company executed and delivered a \$2,000 Convertible Promissory Note to the Company's President, which was funded on or about its issuance date. The Convertible Note was not registered under the Securities Act in reliance upon an exemption from registration provided by Section 4(a) (2) of the Securities Act, which exempts transaction by an issuer not involving any public offering.

The Convertible Note bears interest at 5% and has a maturity date of May 22, 2016 at which time all principal and accrued interest shall be due and payable in full. After maturity the interest rate increases to 15%. Prepayment is permitted without penalty. The Convertible Note is convertible by the holder, at his election, into shares of the Company's common stock at an exercise price of \$.02 per share. In accordance with the terms of each Convertible Note, the holder may not convert any amount of the Convertible Note if, after giving effect to such conversion, the investor would beneficially own greater than 4.99% of the outstanding shares of the Company's common stock.

On May 27, 2015, a corporation converted \$31,600 of principal and interest into 158,301 unregistered shares of the Company's common stock, of which 129,322 shares were from treasury. The stock was valued at \$0.20 per share to fully satisfy a convertible promissory note dated May 4, 2013. The subject shares were not registered under the Securities Act in reliance upon an exemption from registration provided by Section 4(a) (2) of the Securities Act, which exempts transactions by an issuer not involving any public offering.

On May 29, 2015, the Company executed and delivered a \$7,500 Convertible Promissory Note to a corporation, which was funded on or about its issuance date. The Convertible Note was not registered under the Securities Act in reliance upon an exemption from registration provided by Section 4(a) (2) of the Securities Act, which exempts transaction by an issuer not involving any public offering.

The Convertible Note bears interest at 5% and has a maturity date of November 29, 2015 at which time all principal and accrued interest shall be due and payable in full. After maturity the interest rate increases to 15%. Prepayment is permitted without penalty. The Convertible Note is convertible by the holder, at his election, into shares of the Company's common stock at an exercise price of \$.015 per share. In accordance with the terms of each Convertible Note, the holder may not convert any amount of the Convertible Note if, after giving effect to such conversion, the investor would beneficially own greater than 4.99% of the outstanding shares of the Company's common stock.

On June 15, 2015, the Company repurchased 1,000,000 common shares from one of our officers. The Company promised to reissue 1,000,000 common shares to the officer once the increase in authorized shares is approved. The value of the 1,000,000 common shares repurchased from the officer was \$284,000 or \$0.284 per share and recorded as accrued liabilities.

On June 17, 2015, a corporation converted \$110,644 of principal and interest into 1,061,874 unregistered shares of the Company's common stock from treasury at \$0.104 per share to fully satisfy a five (5) convertible promissory notes. The subject shares were not registered under the Securities Act in reliance upon an exemption from registration provided by Section 4(a) (2) of the Securities Act, which exempts transactions by an issuer not involving any public offering.

On June 26, 2015, the Company executed and delivered a \$30,000 Convertible Promissory Note to a corporation, which was funded on or about its issuance date. The Convertible Note was not registered under the Securities Act in reliance upon an exemption from registration provided by Section 4(a) (2) of the Securities Act, which exempts transaction by an issuer not involving any public offering.

The Convertible Note bears interest at 5% and has a maturity date of December 26, 2015 at which time all principal and accrued interest shall be due and payable in full. After maturity the interest rate increases to 15%. Prepayment is permitted without penalty. The Convertible Note is convertible by the holder, at his election, into shares of the Company's common stock at an exercise price of \$.01 per share. In accordance with the terms of each Convertible Note, the holder may not convert any amount of the Convertible Note if, after giving effect to such conversion, the investor would beneficially own greater than 4.99% of the outstanding shares of the Company's common stock.

On July 7, 2015, the Company issued 25,000 unregistered shares of the Company's common stock from treasury to a consultant for services accrued at \$9,600 or \$0.384 per share. The subject shares were not registered under the Securities Act in reliance upon an exemption from registration provided by Section 4(a) (2) of the Securities Act, which exempts transactions by an issuer not involving any public offering.

On July 7, 2015, the Company executed and delivered a \$2,500 Convertible Promissory Note to a related party, which was funded on or about its issuance date. The Convertible Note was not registered under the Securities Act in reliance upon an exemption from registration provided by Section 4(a) (2) of the Securities Act, which exempts transaction by an issuer not involving any public offering.

The Convertible Note bears interest at 5% and has a maturity date of July 6, 2016 at which time all principal and accrued interest shall be due and payable in full. After maturity the interest rate increases to 15%. Prepayment is permitted without penalty. The Convertible Note is convertible by the holder, at his election, into shares of the Company's common stock at an exercise price of \$.015 per share. In accordance with the terms of each Convertible Note, the holder may not convert any amount of the Convertible Note if, after giving effect to such conversion, the investor would beneficially own greater than 4.99% of the outstanding shares of the Company's common stock.

On July 24, 2015, the Company executed and delivered a \$15,000 Convertible Promissory Note to a corporation, which was funded on or about its issuance date. The Convertible Note was not registered under the Securities Act in reliance upon an exemption from registration provided by Section 4(a) (2) of the Securities Act, which exempts transaction by an issuer not involving any public offering.

The Convertible Note bears interest at 5% and has a maturity date of January 24, 2016 at which time all principal and accrued interest shall be due and payable in full. After maturity the interest rate increases to 15%. Prepayment is permitted without penalty. The Convertible Note is convertible by the holder, at his election, into shares of the Company's common stock at an exercise price of \$.01 per share. In accordance with the terms of each Convertible Note, the holder may not convert any amount of the Convertible Note if, after giving effect to such conversion, the investor would beneficially own greater than 4.99% of the outstanding shares of the Company's common stock.

On July 29, 2015, the Company executed and delivered a \$4,200 Convertible Promissory Note to the Company's CEO, which was funded on or about its issuance date. The Convertible Note was not registered under the Securities Act in reliance upon an exemption from registration provided by Section 4(a) (2) of the Securities Act, which exempts transaction by an issuer not involving any public offering.

The Convertible Note bears interest at 5% and has a maturity date of March 1, 2016 at which time all principal and accrued interest shall be due and payable in full. After maturity the interest rate increases to 15%. Prepayment is permitted without penalty. The Convertible Note is convertible by the holder, at his election, into shares of the Company's common stock at an exercise price of \$.015 per share. In accordance with the terms of each Convertible Note, the holder may not convert any amount of the Convertible Note if, after giving effect to such conversion, the investor would beneficially own greater than 4.99% of the outstanding shares of the Company's common stock.

On August 3, 2015, the Company executed and delivered an \$18,000 Convertible Promissory Note to a corporation, which was funded on or about its issuance date. The Convertible Note was not registered under the Securities Act in reliance upon an exemption from registration provided by Section 4(a) (2) of the Securities Act, which exempts transaction by an issuer not involving any public offering.

The Convertible Note bears interest at 5% and has a maturity date of February 3, 2016 at which time all principal and accrued interest shall be due and payable in full. After maturity the interest rate increases to 15%. Prepayment is permitted without penalty. The Convertible Note is convertible by the holder, at his election, into shares of the Company's common stock at an exercise price of \$.01 per share. In accordance with the terms of each Convertible Note, the holder may not convert any amount of the Convertible Note if, after giving effect to such conversion, the investor would beneficially own greater than 4.99% of the outstanding shares of the Company's common stock.

On August 11, 2015, a corporation converted \$60,316 of principal and interest into 603,156 unregistered shares of the Company's common stock, of which 237,373 shares were from treasury. The stock was valued at \$0.10 per share to fully satisfy a convertible promissory note. The subject shares were not registered under the Securities Act in reliance upon an exemption from registration provided by Section 4(a) (2) of the Securities Act, which exempts transactions by an issuer not involving any public offering.

On August 25, 2015, the Company executed and delivered an \$8,000 Convertible Promissory Note to a corporation, which was funded on or about its issuance date. The Convertible Note was not registered under the Securities Act in reliance upon an exemption from registration provided by Section 4(a) (2) of the Securities Act, which exempts transaction by an issuer not involving any public offering.

The Convertible Note bears interest at 5% and has a maturity date of February 25, 2016 at which time all principal and accrued interest shall be due and payable in full. After maturity the interest rate increases to 15%. Prepayment is permitted without penalty. The Convertible Note is convertible by the holder, at his election, into shares of the Company's common stock at an exercise price of \$.0075 per share. In accordance with the terms of each Convertible Note, the holder may not convert any amount of the Convertible Note if, after giving effect to such conversion, the investor would beneficially own greater than 4.99% of the outstanding shares of the Company's common stock.

On August 26, 2015, a corporation converted \$21,099 of principal and interest into 168,789 unregistered shares of the Company's common stock at \$0.125 per share to fully satisfy a convertible promissory note. The subject shares were not registered under the Securities Act in reliance upon an exemption from registration provided by Section 4(a) (2) of the Securities Act, which exempts transactions by an issuer not involving any public offering.

On August 30, 2015, the Company executed and delivered a \$6,116 Convertible Promissory Note to the Company's President, which was funded on or about its issuance date. The Convertible Note was not registered under the Securities Act in reliance upon an exemption from registration provided by Section 4(a) (2) of the Securities Act, which exempts transaction by an issuer not involving any public offering.

The Convertible Note bears interest at 5% and has a maturity date of February 29, 2016 at which time all principal and accrued interest shall be due and payable in full. After maturity the interest rate increases to 15%. Prepayment is permitted without penalty. The Convertible Note is convertible by the holder, at his election, into shares of the Company's common stock at an exercise price of \$.01 per share. In accordance with the terms of each Convertible Note, the holder may not convert any amount of the Convertible Note if, after giving effect to such conversion, the investor would beneficially own greater than 4.99% of the outstanding shares of the Company's common stock.

On September 8, 2015, the Company executed and delivered a \$12,000 Convertible Promissory Note to corporation, which was funded on or about its issuance date. The Convertible Note was not registered under the Securities Act in reliance upon an exemption from registration provided by Section 4(a) (2) of the Securities Act, which exempts transaction by an issuer not involving any public offering.

The Convertible Note bears interest at 5% and has a maturity date of March 8, 2016 at which time all principal and accrued interest shall be due and payable in full. After maturity the interest rate increases to 15%. Prepayment is permitted without penalty. The Convertible Note is convertible by the holder, at his election, into shares of the Company's common stock at an exercise price of \$.0075 per share. In accordance with the terms of each Convertible Note, the holder may not convert any amount of the Convertible Note if, after giving effect to such conversion, the investor would beneficially own greater than 4.99% of the outstanding shares of the Company's common stock.

On September 9, 2015, a corporation converted \$15,793 of principal and interest into 126,345 unregistered shares of the Company's common stock at \$0.125 per share to fully satisfy a convertible promissory note. The subject shares were not registered under the Securities Act in reliance upon an exemption from registration provided by Section 4(a) (2) of the Securities Act, which exempts transactions by an issuer not involving any public offering.

On September 9, 2015, the Company executed and delivered a \$2,500 Convertible Promissory Note to a related party, which was funded on or about its issuance date. The Convertible Note was not registered under the Securities Act in reliance upon an exemption from registration provided by Section 4(a) (2) of the Securities Act, which exempts transaction by an issuer not involving any public offering.

The Convertible Note bears interest at 5% and has a maturity date of March 9, 2016 at which time all principal and accrued interest shall be due and payable in full. After maturity the interest rate increases to 15%. Prepayment is permitted without penalty. The Convertible Note is convertible by the holder, at his election, into shares of the Company's common stock at an exercise price of \$.0075 per share. In accordance with the terms of each Convertible Note, the holder may not convert any amount of the Convertible Note if, after giving effect to such conversion, the investor would beneficially own greater than 4.99% of the outstanding shares of the Company's common stock.

During the year ended December 31, 2015, 6,000,000 shares were issued to the Company's CEO and President. During year ended December 31, 2015, the Company granted 1,000,000 shares to the two officers of the Company (500,000 shares each) for their services with a value of \$222,100 or \$.222 per share. These shares were issued as at September 16, 2015.

On September 18, 2015, the Company executed and delivered a \$12,000 Convertible Promissory Note to corporation, which was funded on or about its issuance date. The Convertible Note was not registered under the Securities Act in reliance upon an exemption from registration provided by Section 4(a) (2) of the Securities Act, which exempts transaction by an issuer not involving any public offering.

The Convertible Note bears interest at 5% and has a maturity date of March 18, 2016 at which time all principal and accrued interest shall be due and payable in full. After maturity the interest rate increases to 15%. Prepayment is permitted without penalty. The Convertible Note is convertible by the holder, at his election, into shares of the Company's common stock at an exercise price of \$.0075 per share. In accordance with the terms of each Convertible Note, the holder may not convert any amount of the Convertible Note if, after giving effect to such conversion, the investor would beneficially own greater than 4.99% of the outstanding shares of the Company's common stock.

On September 30, 2015, a corporation converted \$18,454 of principal and interest into 230,676 unregistered shares of the Company's common stock at \$0.08 per share to fully satisfy a convertible promissory note. The subject shares were not registered under the Securities Act in reliance upon an exemption from registration provided by Section 4(a) (2) of the Securities Act, which exempts transactions by an issuer not involving any public offering.

On October 22, 2015, the Company executed and delivered a \$10,000 Convertible Promissory Note to a related party, which was funded on or about its issuance date. The Convertible Note was not registered under the Securities Act in reliance upon an exemption from registration provided by Section 4(a) (2) of the Securities Act, which exempts transaction by an issuer not involving any public offering.

The Convertible Note bears interest at 5% and has a maturity date of April 21, 2016 at which time all principal and accrued interest shall be due and payable in full. After maturity the interest rate increases to 15%. Prepayment is permitted without penalty. The Convertible Note is convertible by the holder, at his election, into shares of the Company's common stock at an exercise price of \$.005 per share. In accordance with the terms of each Convertible Note, the holder may not convert any amount of the Convertible Note if, after giving effect to such conversion, the investor would beneficially own greater than 4.99% of the outstanding shares of the Company's common stock.

On October 22, 2015, the Company executed and delivered a \$10,000 Convertible Promissory Note to an individual, which was funded on or about its issuance date. The Convertible Note was not registered under the Securities Act in reliance upon an exemption from registration provided by Section 4(a) (2) of the Securities Act, which exempts transaction by an issuer not involving any public offering.

The Convertible Note bears interest at 5% and has a maturity date of April 21, 2016 at which time all principal and accrued interest shall be due and payable in full. After maturity the interest rate increases to 15%. Prepayment is permitted without penalty. The Convertible Note is convertible by the holder, at his election, into shares of the Company's common stock at an exercise price of \$.005 per share. In accordance with the terms of each Convertible Note, the holder may not convert any amount of the Convertible Note if, after giving effect to such conversion, the investor would beneficially own greater than 4.99% of the outstanding shares of the Company's common stock.

On October 22, 2015, the Company executed and delivered a \$10,000 Convertible Promissory Note to a corporation, which was funded on or about its issuance date. The Convertible Note was not registered under the Securities Act in reliance upon an exemption from registration provided by Section 4(a) (2) of the Securities Act, which exempts transaction by an issuer not involving any public offering.

The Convertible Note bears interest at 5% and has a maturity date of April 21, 2016 at which time all principal and accrued interest shall be due and payable in full. After maturity the interest rate increases to 15%. Prepayment is permitted without penalty. The Convertible Note is convertible by the holder, at his election, into shares of the Company's common stock at an exercise price of \$.005 per share. In accordance with the terms of each Convertible Note, the holder may not convert any amount of the Convertible Note if, after giving effect to such conversion, the investor would beneficially own greater than 4.99% of the outstanding shares of the Company's common stock.

On November 3, 2015, the Company executed and delivered an \$8,000 Convertible Promissory Note to a corporation, which was funded on or about its issuance date. The Convertible Note was not registered under the Securities Act in reliance upon an exemption from registration provided by Section 4(a) (2) of the Securities Act, which exempts transaction by an issuer not involving any public offering.

The Convertible Note bears interest at 5% and has a maturity date of May 2, 2016 at which time all principal and accrued interest shall be due and payable in full. After maturity the interest rate increases to 15%. Prepayment is permitted without penalty. The Convertible Note is convertible by the holder, at his election, into shares of the Company's common stock at an exercise price of \$.005 per share. In accordance with the terms of each Convertible Note, the holder may not convert any amount of the Convertible Note if, after giving effect to such conversion, the investor would beneficially own greater than 4.99% of the outstanding shares of the Company's common stock.

On November 3, 2015, the Company executed and delivered a \$10,000 Convertible Promissory Note to a corporation, which was funded on or about its issuance date. The Convertible Note was not registered under the Securities Act in reliance upon an exemption from registration provided by Section 4(a) (2) of the Securities Act, which exempts transaction by an issuer not involving any public offering.

The Convertible Note bears interest at 5% and has a maturity date of May 2, 2016 at which time all principal and accrued interest shall be due and payable in full. After maturity the interest rate increases to 15%. Prepayment is permitted without penalty. The Convertible Note is convertible by the holder, at his election, into shares of the Company's common stock at an exercise price of \$.005 per share. In accordance with the terms of each Convertible Note, the holder may not convert any amount of the Convertible Note if, after giving effect to such conversion, the investor would beneficially own greater than 4.99% of the outstanding shares of the Company's common stock.

On November 11, 2015, a corporation converted \$10,558 of principal and interest into 211,151 unregistered shares of the Company's common stock at \$0.05 per share to fully satisfy a convertible promissory note. The subject shares were not registered under the Securities Act in reliance upon an exemption from registration provided by Section 4(a) (2) of the Securities Act, which exempts transactions by an issuer not involving any public offering.

On December 11, 2015, the Company executed and delivered an \$8,000 Convertible Promissory Note to a corporation, which was funded on or about its issuance date. The Convertible Note was not registered under the Securities Act in reliance upon an exemption from registration provided by Section 4(a) (2) of the Securities Act, which exempts transaction by an issuer not involving any public offering.

The Convertible Note bears interest at 5% and has a maturity date of June 11, 2016 at which time all principal and accrued interest shall be due and payable in full. After maturity the interest rate increases to 15%. Prepayment is permitted without penalty. The Convertible Note is convertible by the holder, at his election, into shares of the Company's common stock at an exercise price of \$.005 per share. In accordance with the terms of each Convertible Note, the holder may not convert any amount of the Convertible Note if, after giving effect to such conversion, the investor would beneficially own greater than 4.99% of the outstanding shares of the Company's common stock.

On December 18, 2015, a corporation converted \$5,338 of principal and interest into 26,692 unregistered shares of the Company's common stock at \$0.20 per share to fully satisfy a convertible promissory note. The subject shares were not registered under the Securities Act in reliance upon an exemption from registration provided by Section 4(a) (2) of the Securities Act, which exempts transactions by an issuer not involving any public offering.

During December 2015, the Company executed and delivered three Convertible Promissory Notes which aggregated \$11,000 to a related party. The notes funded on or about its issuance date. The Convertible Notes were not registered under the Securities Act in reliance upon an exemption from registration provided by Section 4(a) (2) of the Securities Act, which exempts transaction by an issuer not involving any public offering.

The Convertible Notes bear interest at 5% and have maturity dates in June 2016 at which time all principal and accrued interest shall be due and payable in full. After maturity the interest rate increases to 15%. Prepayment is permitted without penalty. The Convertible Note is convertible by the holder, at his election, into shares of the Company's common stock at an exercise price of \$.005 per share. In accordance with the terms of each Convertible Note, the holder may not convert any amount of the Convertible Note if, after giving effect to such conversion, the investor would beneficially own greater than 4.99% of the outstanding shares of the Company's common stock.

On December 31, 2015, the Company executed and delivered an \$8,000 Convertible Promissory Note to a corporation, which was funded on or about its issuance date. The Convertible Note was not registered under the Securities Act in reliance upon an exemption from registration provided by Section 4(a) (2) of the Securities Act, which exempts transaction by an issuer not involving any public offering.

The Convertible Note bears interest at 5% and has a maturity date of June 30, 2016 at which time all principal and accrued interest shall be due and payable in full. After maturity the interest rate increases to 15%. Prepayment is permitted without penalty. The Convertible Note is convertible by the holder, at his election, into shares of the Company's common stock at an exercise price of \$.005 per share. In accordance with the terms of each Convertible Note, the holder may not convert any amount of the Convertible Note if, after giving effect to such conversion, the investor would beneficially own greater than 4.99% of the outstanding shares of the Company's common stock.

On January 20, 2016, a corporation converted \$31,071 of principal and interest into 310,706 unregistered shares of the Company's common stock at \$0.10 per share to fully satisfy a convertible promissory note dated June 26, 2015. The subject shares were not registered under the Securities Act in reliance upon an exemption from registration provided by Section 4(a) (2) of the Securities Act, which exempts transactions by an issuer not involving any public offering.

On January 28, 2015, the Company issued 100,000 unregistered shares of the Company's common stock to a consultant for services accrued at \$18,300 or \$0.183 per share. The subject shares were not registered under the Securities Act in reliance upon an exemption from registration provided by Section 4(a) (2) of the Securities Act, which exempts transactions by an issuer not involving any public offering.

During January 2016, the Company executed and delivered a Convertible Promissory Notes for \$7,500 to a related party. The note funded on or about its issuance date. The Convertible Note was not registered under the Securities Act in reliance upon an exemption from registration provided by Section 4(a) (2) of the Securities Act, which exempts transaction by an issuer not involving any public offering.

The Convertible Note bears interest at 5% and has a maturity dates in July 2016 at which time all principal and accrued interest shall be due and payable in full. After maturity the interest rate increases to 15%. Prepayment is permitted without penalty. The Convertible Note is convertible by the holder, at his election, into shares of the Company's common stock at an exercise price of \$.008 per share. In accordance with the terms of each Convertible Note, the holder may not convert any amount of the Convertible Note if, after giving effect to such conversion, the investor would beneficially own greater than 4.99% of the outstanding shares of the Company's common stock.

During February 2016, the Company executed and delivered a Convertible Promissory Notes for \$2,500 to a related party. The note funded on or about its issuance date. The Convertible Note was not registered under the Securities Act in reliance upon an exemption from registration provided by Section 4(a) (2) of the Securities Act, which exempts transaction by an issuer not involving any public offering.

The Convertible Note bears interest at 5% and has a maturity date in August 2016 at which time all principal and accrued interest shall be due and payable in full. After maturity the interest rate increases to 15%. Prepayment is permitted without penalty. The Convertible Note is convertible by the holder, at his election, into shares of the Company's common stock at an exercise price of \$.008 per share. In accordance with the terms of each Convertible Note, the holder may not convert any amount of the Convertible Note if, after giving effect to such conversion, the investor would beneficially own greater than 4.99% of the outstanding shares of the Company's common stock.

On February 24, 2016, the Company executed and delivered a \$10,000 Convertible Promissory Note to the Company's CEO, which was funded on or about its issuance date. The Convertible Note was not registered under the Securities Act in reliance upon an exemption from registration provided by Section 4(a) (2) of the Securities Act, which exempts transaction by an issuer not involving any public offering.

The Convertible Note bears interest at 5% and has a maturity date of August 23, 2016 at which time all principal and accrued interest shall be due and payable in full. After maturity the interest rate increases to 15%. Prepayment is permitted without penalty. The Convertible Note is convertible by the holder, at his election, into shares of the Company's common stock at an exercise price of \$.005 per share. In accordance with the terms of each Convertible Note, the holder may not convert any amount of the Convertible Note if, after giving effect to such conversion, the investor would beneficially own greater than 4.99% of the outstanding shares of the Company's common stock.

On February 24, 2015, the Company executed and delivered a \$2,500 Convertible Promissory Note to a corporation, which was funded on or about its issuance date. The Convertible Note was not registered under the Securities Act in reliance upon an exemption from registration provided by Section 4(a) (2) of the Securities Act, which exempts transaction by an issuer not involving any public offering.

The Convertible Note bears interest at 5% and has a maturity date of August 23, 2016 at which time all principal and accrued interest shall be due and payable in full. After maturity the interest rate increases to 15%. Prepayment is permitted without penalty. The Convertible Note is convertible by the holder, at his election, into shares of the Company's common stock at an exercise price of \$.005 per share. In accordance with the terms of each Convertible Note, the holder may not convert any amount of the Convertible Note if, after giving effect to such conversion, the investor would beneficially own greater than 4.99% of the outstanding shares of the Company's common stock.

On February 25, 2016, the Company executed and delivered a \$5,000 Convertible Promissory Note to a corporation, which was funded on or about its issuance date. The Convertible Note was not registered under the Securities Act in reliance upon an exemption from registration provided by Section 4(a) (2) of the Securities Act, which exempts transaction by an issuer not involving any public offering.

The Convertible Note bears interest at 5% and has a maturity date of August 24, 2016 at which time all principal and accrued interest shall be due and payable in full. After maturity the interest rate increases to 15%. Prepayment is permitted without penalty. The Convertible Note is convertible by the holder, at his election, into shares of the Company's common stock at an exercise price of \$.005 per share. In accordance with the terms of each Convertible Note, the holder may not convert any amount of the Convertible Note if, after giving effect to such conversion, the investor would beneficially own greater than 4.99% of the outstanding shares of the Company's common stock.

On February 25, 2016, the Company executed and delivered a \$10,000 Convertible Promissory Note to the Company's President, which was funded on or about its issuance date. The Convertible Note was not registered under the Securities Act in reliance upon an exemption from registration provided by Section 4(a) (2) of the Securities Act, which exempts transaction by an issuer not involving any public offering.

The Convertible Note bears interest at 5% and has a maturity date of August 24, 2016 at which time all principal and accrued interest shall be due and payable in full. After maturity the interest rate increases to 15%. Prepayment is permitted without penalty. The Convertible Note is convertible by the holder, at his election, into shares of the Company's common stock at an exercise price of \$.005 per share. In accordance with the terms of each Convertible Note, the holder may not convert any amount of the Convertible Note if, after giving effect to such conversion, the investor would beneficially own greater than 4.99% of the outstanding shares of the Company's common stock.

On February 26, 2016, a corporation converted \$21,803 of principal and interest into 1,453,516 unregistered shares of the Company's common stock at \$0.015 per share to fully satisfy a convertible promissory note dated January 15, 2015. The subject shares were not registered under the Securities Act in reliance upon an exemption from registration provided by Section 4(a) (2) of the Securities Act, which exempts transactions by an issuer not involving any public offering.

On February 28, 2016, the Company executed and delivered a \$10,000 Convertible Promissory Note to a related party, which was funded on or about its issuance date. The Convertible Note was not registered under the Securities Act in reliance upon an exemption from registration provided by Section 4(a) (2) of the Securities Act, which exempts transaction by an issuer not involving any public offering.

The Convertible Note bears interest at 5% and has a maturity date of August 27, 2016 at which time all principal and accrued interest shall be due and payable in full. After maturity the interest rate increases to 15%. Prepayment is permitted without penalty. The Convertible Note is convertible by the holder, at his election, into shares of the Company's common stock at an exercise price of \$.005 per share. In accordance with the terms of each Convertible Note, the holder may not convert any amount of the Convertible Note if, after giving effect to such conversion, the investor would beneficially own greater than 4.99% of the outstanding shares of the Company's common stock.

On February 29, 2016, the Company issued 10,000,000 unregistered shares of the Company's common stock to the Company's President for services to the Company. The stock was valued at \$226,010 or \$0.023 per share. The subject shares were not registered under the Securities Act in reliance upon an exemption from registration provided by Section 4(a) (2) of the Securities Act, which exempts transactions by an issuer not involving any public offering.

On March 14, 2016, a corporation converted \$8,200 of principal and interest into 1,093,333 unregistered shares of the Company's common stock at \$0.0075 per share to fully satisfy a convertible promissory note dated August 25, 2015. The subject shares were not registered under the Securities Act in reliance upon an exemption from registration provided by Section 4(a) (2) of the Securities Act, which exempts transactions by an issuer not involving any public offering.

On March 22, 2016, the Company executed and delivered a \$4,000 Convertible Promissory Note to a related party, which was funded on or about its issuance date. The Convertible Note was not registered under the Securities Act in reliance upon an exemption from registration provided by Section 4(a) (2) of the Securities Act, which exempts transaction by an issuer not involving any public offering.

The Convertible Note bears interest at 5% and has a maturity date of September 22, 2016 at which time all principal and accrued interest shall be due and payable in full. After maturity the interest rate increases to 15%. Prepayment is permitted without penalty. The Convertible Note is convertible by the holder, at his election, into shares of the Company's common stock at an exercise price of \$.06 per share. In accordance with the terms of each Convertible Note, the holder may not convert any amount of the Convertible Note if, after giving effect to such conversion, the investor would beneficially own greater than 4.99% of the outstanding shares of the Company's common stock.

On March 24, 2016, the Company executed and delivered a \$7,500 Convertible Promissory Note to a corporation, which was funded on or about its issuance date. The Convertible Note was not registered under the Securities Act in reliance upon an exemption from registration provided by Section 4(a) (2) of the Securities Act, which exempts transaction by an issuer not involving any public offering.

The Convertible Note bears interest at 5% and has a maturity date of September 25, 2016 at which time all principal and accrued interest shall be due and payable in full. After maturity the interest rate increases to 15%. Prepayment is permitted without penalty. The Convertible Note is convertible by the holder, at his election, into shares of the Company's common stock at an exercise price of \$.06 per share. In accordance with the terms of each Convertible Note, the holder may not convert any amount of the Convertible Note if, after giving effect to such conversion, the investor would beneficially own greater than 4.99% of the outstanding shares of the Company's common stock.

On March 30, 2016, a corporation converted \$18,835 of principal and interest into 1,883,466 unregistered shares of the Company's common stock at \$0.01 per share to fully satisfy a convertible promissory note dated August 3, 2015. The subject shares were not registered under the Securities Act in reliance upon an exemption from registration provided by Section 4(a) (2) of the Securities Act, which exempts transactions by an issuer not involving any public offering.

On March 30, 2016, the Company executed and delivered a \$10,000 Convertible Promissory Note to a corporation, which was funded on or about its issuance date. The Convertible Note was not registered under the Securities Act in reliance upon an exemption from registration provided by Section 4(a) (2) of the Securities Act, which exempts transaction by an issuer not involving any public offering.

The Convertible Note bears interest at 5% and has a maturity date of October 1, 2016 at which time all principal and accrued interest shall be due and payable in full. After maturity the interest rate increases to 15%. Prepayment is permitted without penalty. The Convertible Note is convertible by the holder, at his election, into shares of the Company's common stock at an exercise price of \$.05 per share. In accordance with the terms of each Convertible Note, the holder may not convert any amount of the Convertible Note if, after giving effect to such conversion, the investor would beneficially own greater than 4.99% of the outstanding shares of the Company's common stock.

On April 11, 2016, the Company executed and delivered an \$8,000 Convertible Promissory Note to a related corporation, which was funded on or about its issuance date. The Convertible Note was not registered under the Securities Act in reliance upon an exemption from registration provided by Section 4(a) (2) of the Securities Act, which exempts transaction by an issuer not involving any public offering.

The Convertible Note bears interest at 5% and has a maturity date of April 11, 2017 at which time all principal and accrued interest shall be due and payable in full. After maturity the interest rate increases to 15%. Prepayment is permitted without penalty. The Convertible Note is convertible by the holder, at his election, into shares of the Company's common stock at an exercise price of \$.005 per share. In accordance with the terms of each Convertible Note, the holder may not convert any amount of the Convertible Note if, after giving effect to such conversion, the investor would beneficially own greater than 4.99% of the outstanding shares of the Company's common stock.

On April 15, 2016, a corporation converted \$11,005 of principal and interest into 611,397 unregistered shares of the Company's common stock at \$0.018 per share to fully satisfy a convertible promissory note dated February 12, 2014. The subject shares were not registered under the Securities Act in reliance upon an exemption from registration provided by Section 4(a) (2) of the Securities Act, which exempts transactions by an issuer not involving any public offering.

On April 19, 2016, the Company executed and delivered a \$2,500 Convertible Promissory Note to a related party, which was funded on or about its issuance date. The Convertible Note was not registered under the Securities Act in reliance upon an exemption from registration provided by Section 4(a) (2) of the Securities Act, which exempts transaction by an issuer not involving any public offering.

The Convertible Note bears interest at 5% and has a maturity date of October 18, 2016 at which time all principal and accrued interest shall be due and payable in full. After maturity the interest rate increases to 15%. Prepayment is permitted without penalty. The Convertible Note is convertible by the holder, at his election, into shares of the Company's common stock at an exercise price of \$.05 per share. In accordance with the terms of each Convertible Note, the holder may not convert any amount of the Convertible Note if, after giving effect to such conversion, the investor would beneficially own greater than 4.99% of the outstanding shares of the Company's common stock.

On April 20, 2016, the Company issued 400,000 shares of the Company's common stock to two attorney for services to Company from June 6, 2015 through March 3, 2016. The stock was values at \$75,500 or \$0.189 per share. The subject shares were not registered under the Securities Act in reliance upon an exemption from registration provided by Section 4(a) (2) of the Securities Act, which exempts transactions by an issuer not involving any public offering.

On April 20, 2016, a related party converted \$6,103 of principal and interest into 305,148 unregistered shares of the Company's common stock at \$0.02 per share to fully satisfy a convertible promissory note dated January 17, 2014. The subject shares were not registered under the Securities Act in reliance upon an exemption from registration provided by Section 4(a) (2) of the Securities Act, which exempts transactions by an issuer not involving any public offering.

On April 20, 2016, a related party converted \$37,388 of principal and interest into 1,555,875 unregistered shares of the Company's common stock at \$.02 to \$0.025 per share to fully satisfy five (5) convertible promissory notes dated February 4, 2014 through March 11, 2014. The subject shares were not registered under the Securities Act in reliance upon an exemption from registration provided by Section 4(a) (2) of the Securities Act, which exempts transactions by an issuer not involving any public offering.

On May 3, 2016, a corporation converted \$8,200 of principal and interest into 1,640,000 unregistered shares of the Company's common stock at \$0.005 per share to fully satisfy a convertible promissory note dated November 3, 2015. The subject shares were not registered under the Securities Act in reliance upon an exemption from registration provided by Section 4(a) (2) of the Securities Act, which exempts transactions by an issuer not involving any public offering.

On May 3, 2016, a corporation converted \$10,750 of principal and interest into 2,150,000 unregistered shares of the Company's common stock at \$0.005 per share to fully satisfy a convertible promissory note dated October 22, 2015. The subject shares were not registered under the Securities Act in reliance upon an exemption from registration provided by Section 4(a) (2) of the Securities Act, which exempts transactions by an issuer not involving any public offering.

On May 9, 2016, the Company executed and delivered a \$10,000 Convertible Promissory Note to a corporation, which was funded on or about its issuance date. The Convertible Note was not registered under the Securities Act in reliance upon an exemption from registration provided by Section 4(a) (2) of the Securities Act, which exempts transaction by an issuer not involving any public offering.

The Convertible Note bears interest at 5% and has a maturity date of November 9, 2016 at which time all principal and accrued interest shall be due and payable in full. After maturity the interest rate increases to 15%. Prepayment is permitted without penalty. The Convertible Note is convertible by the holder, at his election, into shares of the Company's common stock at an exercise price of \$.0375 per share. In accordance with the terms of each Convertible Note, the holder may not convert any amount of the Convertible Note if, after giving effect to such conversion, the investor would beneficially own greater than 4.99% of the outstanding shares of the Company's common stock.

On May 20, 2016, the Company executed and delivered a \$2,000 Convertible Promissory Note to a related corporation, which was funded on or about its issuance date. The Convertible Note was not registered under the Securities Act in reliance upon an exemption from registration provided by Section 4(a) (2) of the Securities Act, which exempts transaction by an issuer not involving any public offering.

The Convertible Note bears interest at 5% and has a maturity date of February 20, 2017 at which time all principal and accrued interest shall be due and payable in full. After maturity the interest rate increases to 15%. Prepayment is permitted without penalty. The Convertible Note is convertible by the holder, at his election, into shares of the Company's common stock at an exercise price of \$.02 per share. In accordance with the terms of each Convertible Note, the holder may not convert any amount of the Convertible Note if, after giving effect to such conversion, the investor would beneficially own greater than 4.99% of the outstanding shares of the Company's common stock.

On June 3, 2016, the Company issued 50,000 unregistered shares of the Company's common stock to an employee for services to the Company. The stock was valued at \$6,000 or \$0.12 per share. The subject shares were not registered under the Securities Act in reliance upon an exemption from registration provided by Section 4(a) (2) of the Securities Act, which exempts transactions by an issuer not involving any public offering.

During June 2016, the Company's CEO converted \$86,904 of principal and interest into 3,819,540 unregistered shares of the Company's common stock at \$0.02 to \$0.025 per share to fully satisfy six (6) convertible promissory notes dated September 5, 2014 through May 5, 2015. The subject shares were not registered under the Securities Act in reliance upon an exemption from registration provided by Section 4(a) (2) of the Securities Act, which exempts transactions by an issuer not involving any public offering.

During June 2016, the Company's President converted \$103,864 of principal and interest into 5,058,427 unregistered shares of the Company's common stock at rates from \$.01 to \$0.03 per share to fully satisfy fourteen (14) convertible promissory notes dated December 31, 2012 through August 30, 2015. The subject shares were not registered under the Securities Act in reliance upon an exemption from registration provided by Section 4(a) (2) of the Securities Act, which exempts transactions by an issuer not involving any public offering.

During June 2016, a corporation converted \$22,673 of principal and interest into 1,271,266 unregistered shares of the Company's common stock at \$0.015 & \$0.02 per share to fully satisfy two convertible promissory note dated March 27, 2015 and May 29, 2015. The subject shares were not registered under the Securities Act in reliance upon an exemption from registration provided by Section 4(a) (2) of the Securities Act, which exempts transactions by an issuer not involving any public offering.

During June 2016, a corporation converted \$42,429 of principal and interest into 2,121,461 unregistered shares of the Company's common stock at \$0.02 per share to fully satisfy six (6) convertible promissory notes dated October 3, 2014 through April 20, 2015. The subject shares were not registered under the Securities Act in reliance upon an exemption from registration provided by Section 4(a) (2) of the Securities Act, which exempts transactions by an issuer not involving any public offering.

On June 13, 2016, the Company executed and delivered a \$7,500 Convertible Promissory Note to a related corporation, which was funded on or about its issuance date. The Convertible Note was not registered under the Securities Act in reliance upon an exemption from registration provided by Section 4(a) (2) of the Securities Act, which exempts transaction by an issuer not involving any public offering.

The Convertible Note bears interest at 5% and has a maturity date of June 12, 2017 at which time all principal and accrued interest shall be due and payable in full. After maturity the interest rate increases to 15%. Prepayment is permitted without penalty. The Convertible Note is convertible by the holder, at his election, into shares of the Company's common stock at an exercise price of \$.0275 per share. In accordance with the terms of each Convertible Note, the holder may not convert any amount of the Convertible Note if, after giving effect to such conversion, the investor would beneficially own greater than 4.99% of the outstanding shares of the Company's common stock.

On July 7, 2016, the Company executed and delivered a \$5,000 Convertible Promissory Note to a related corporation, which was funded on or about its issuance date. The Convertible Note was not registered under the Securities Act in reliance upon an exemption from registration provided by Section 4(a) (2) of the Securities Act, which exempts transaction by an issuer not involving any public offering.

The Convertible Note bears interest at 5% and has a maturity date of July 6, 2017 at which time all principal and accrued interest shall be due and payable in full. After maturity the interest rate increases to 15%. Prepayment is permitted without penalty. The Convertible Note is convertible by the holder, at his election, into shares of the Company's common stock at an exercise price of \$.005 per share. In accordance with the terms of each Convertible Note, the holder may not convert any amount of the Convertible Note if, after giving effect to such conversion, the investor would beneficially own greater than 4.99% of the outstanding shares of the Company's common stock.

On July 25, 2016, a corporation converted \$11,437 of principal and interest into 457,466 unregistered shares of the Company's common stock at \$0.025 per share to fully satisfy a convertible promissory note dated March 4, 2015. The subject shares were not registered under the Securities Act in reliance upon an exemption from registration provided by Section 4(a) (2) of the Securities Act, which exempts transactions by an issuer not involving any public offering.

On August 4, 2016, a corporation converted \$16,568 of principal and interest into 1,656,781 unregistered shares of the Company's common stock at \$0.01 per share to fully satisfy a convertible promissory note dated July 24, 2015. The subject shares were not registered under the Securities Act in reliance upon an exemption from registration provided by Section 4(a) (2) of the Securities Act, which exempts transactions by an issuer not involving any public offering.

On August 5, 2016, the Company executed and delivered a \$25,000 Convertible Promissory Note to a corporation, which was funded on or about its issuance date. The Convertible Note was not registered under the Securities Act in reliance upon an exemption from registration provided by Section 4(a) (2) of the Securities Act, which exempts transaction by an issuer not involving any public offering.

The Convertible Note bears interest at 8% and has a maturity date of August 5, 2017 at which time all principal and accrued interest shall be due and payable in full. After maturity the interest rate increases to 15%. Prepayment is permitted without penalty. The Convertible Note is convertible by the holder, at his election, into shares of the Company's common stock at an exercise price of \$.01 per share. In accordance with the terms of each Convertible Note, the holder may not convert any amount of the Convertible Note if, after giving effect to such conversion, the investor would beneficially own greater than 4.99% of the outstanding shares of the Company's common stock.

On August 30, 2016, the Company executed and delivered a \$5,000 Convertible Promissory Note to an individual, which was funded on or about its issuance date. The Convertible Note was not registered under the Securities Act in reliance upon an exemption from registration provided by Section 4(a) (2) of the Securities Act, which exempts transaction by an issuer not involving any public offering.

The Convertible Note bears interest at 10% and has a maturity date of August 30, 2017 at which time all principal and accrued interest shall be due and payable in full. After maturity the interest rate increases to 15%. Prepayment is permitted without penalty. The Convertible Note is convertible by the holder, at his election, into shares of the Company's common stock at an exercise price of \$.01 per share. In accordance with the terms of each Convertible Note, the holder may not convert any amount of the Convertible Note if, after giving effect to such conversion, the investor would beneficially own greater than 4.99% of the outstanding shares of the Company's common stock.

On October 11, 2016, the Company executed and delivered a \$15,000 Convertible Promissory Note to a corporation, which was funded on or about its issuance date. The Convertible Note was not registered under the Securities Act in reliance upon an exemption from registration provided by Section 4(a) (2) of the Securities Act, which exempts transaction by an issuer not involving any public offering.

The Convertible Note bears interest at 5% and has a maturity date of October 10, 2017 at which time all principal and accrued interest shall be due and payable in full. After maturity the interest rate increases to 15%. Prepayment is permitted without penalty. The Convertible Note is convertible by the holder, at his election, into shares of the Company's common stock at an exercise price of \$.0075 per share. In accordance with the terms of each Convertible Note, the holder may not convert any amount of the Convertible Note if, after giving effect to such conversion, the investor would beneficially own greater than 4.99% of the outstanding shares of the Company's common stock.

On November 28, 2016, the Company executed and delivered a \$4,000 Convertible Promissory Note to a related corporation, which was funded on or about its issuance date. The Convertible Note was not registered under the Securities Act in reliance upon an exemption from registration provided by Section 4(a) (2) of the Securities Act, which exempts transaction by an issuer not involving any public offering.

The Convertible Note bears interest at 5% and has a maturity date of November 28, 2017 at which time all principal and accrued interest shall be due and payable in full. After maturity the interest rate increases to 15%. Prepayment is permitted without penalty. The Convertible Note is convertible by the holder, at his election, into shares of the Company's common stock at an exercise price of \$.01 per share. In accordance with the terms of each Convertible Note, the holder may not convert any amount of the Convertible Note if, after giving effect to such conversion, the investor would beneficially own greater than 4.99% of the outstanding shares of the Company's common stock.

On December 2, 2016, a corporation converted \$11,000 of principal and interest into 2,200,000 unregistered shares of the Company's common stock at \$0.005 per share to fully satisfy a convertible promissory note dated November 3, 2015. The subject shares were not registered under the Securities Act in reliance upon an exemption from registration provided by Section 4(a) (2) of the Securities Act, which exempts transactions by an issuer not involving any public offering.

On December 09, 2016, a corporation converted \$13,456 of principal and interest into 1,794,110 unregistered shares of the Company's common stock at \$0.0075 per share to fully satisfy a convertible promissory note dated September 8, 2015. The subject shares were not registered under the Securities Act in reliance upon an exemption from registration provided by Section 4(a) (2) of the Securities Act, which exempts transactions by an issuer not involving any public offering.

On December 15, 2016, the Company executed and delivered a \$2,000 Convertible Promissory Note to a related corporation, which was funded on or about its issuance date. The Convertible Note was not registered under the Securities Act in reliance upon an exemption from registration provided by Section 4(a) (2) of the Securities Act, which exempts transaction by an issuer not involving any public offering.

The Convertible Note bears interest at 5% and has a maturity date of December 15, 2017 at which time all principal and accrued interest shall be due and payable in full. After maturity the interest rate increases to 15%. Prepayment is permitted without penalty. The Convertible Note is convertible by the holder, at his election, into shares of the Company's common stock at an exercise price of \$.0075 per share. In accordance with the terms of each Convertible Note, the holder may not convert any amount of the Convertible Note if, after giving effect to such conversion, the investor would beneficially own greater than 4.99% of the outstanding shares of the Company's common stock.

On December 28, 2016, the Company executed and delivered a \$7,000 Convertible Promissory Note to a corporation, which was funded on or about its issuance date. The Convertible Note was not registered under the Securities Act in reliance upon an exemption from registration provided by Section 4(a) (2) of the Securities Act, which exempts transaction by an issuer not involving any public offering.

The Convertible Note bears interest at 5% and has a maturity date of December 28, 2017 at which time all principal and accrued interest shall be due and payable in full. After maturity the interest rate increases to 15%. Prepayment is permitted without penalty. The Convertible Note is convertible by the holder, at his election, into shares of the Company's common stock at an exercise price of \$.0075 per share. In accordance with the terms of each Convertible Note, the holder may not convert any amount of the Convertible Note if, after giving effect to such conversion, the investor would beneficially own greater than 4.99% of the outstanding shares of the Company's common stock.

On December 30, 2016, a related party converted \$38,737 of principal and interest into 3,873,700 unregistered shares of the Company's common stock at \$0.01 per share to fully satisfy a convertible promissory note dated April 24, 2014. The subject shares were not registered under the Securities Act in reliance upon an exemption from registration provided by Section 4(a) (2) of the Securities Act, which exempts transactions by an issuer not involving any public offering.

During January 2017, a corporation converted \$8,859 of principal and interest into 1,771,836 unregistered shares of the Company's common stock at \$0.005 per share to fully satisfy a convertible promissory note dated December 31, 2015. The subject shares were not registered under the Securities Act in reliance upon an exemption from registration provided by Section 4(a) (2) of the Securities Act, which exempts transactions by an issuer not involving any public offering.

During January 2017, a corporation converted \$13,816 of principal and interest into 1,842,192 unregistered shares of the Company's common stock at \$0.0075 per share to fully satisfy a convertible promissory note dated September 15, 2015. The subject shares were not registered under the Securities Act in reliance upon an exemption from registration provided by Section 4(a) (2) of the Securities Act, which exempts transactions by an issuer not involving any public offering.

On January 25, 2017, the Company executed and delivered a \$2,000 Convertible Promissory Note to a related party, which was funded on or about its issuance date. The Convertible Note was not registered under the Securities Act in reliance upon an exemption from registration provided by Section 4(a) (2) of the Securities Act, which exempts transaction by an issuer not involving any public offering.

The Convertible Note bears interest at 5% and has a maturity date of January 25, 2018 at which time all principal and accrued interest shall be due and payable in full. After maturity the interest rate increases to 15%. Prepayment is permitted without penalty. The Convertible Note is convertible by the holder, at his election, into shares of the Company's common stock at an exercise price of \$.0075 per share. In accordance with the terms of each Convertible Note, the holder may not convert any amount of the Convertible Note if, after giving effect to such conversion, the investor would beneficially own greater than 4.99% of the outstanding shares of the Company's common stock.

During February 2017, a corporation converted \$2,753 of principal and interest into 550,616 unregistered shares of the Company's common stock at \$0.005 per share to fully satisfy a convertible promissory note dated February 24, 2015. The subject shares were not registered under the Securities Act in reliance upon an exemption from registration provided by Section 4(a) (2) of the Securities Act, which exempts transactions by an issuer not involving any public offering.

On February 20, 2017, the Company executed and delivered an \$11,000 Convertible Promissory Note to a corporation, which was funded on or about its issuance date. The Convertible Note was not registered under the Securities Act in reliance upon an exemption from registration provided by Section 4(a) (2) of the Securities Act, which exempts transaction by an issuer not involving any public offering.

The Convertible Note bears interest at 5% and has a maturity date of February 19, 2018 at which time all principal and accrued interest shall be due and payable in full. After maturity the interest rate increases to 15%. Prepayment is permitted without penalty. The Convertible Note is convertible by the holder, at his election, into shares of the Company's common stock at an exercise price of \$.005 per share. In accordance with the terms of each Convertible Note, the holder may not convert any amount of the Convertible Note if, after giving effect to such conversion, the investor would beneficially own greater than 4.99% of the outstanding shares of the Company's common stock.

During March 2017, a corporation converted \$8,964 of principal and interest into 1,792,876 unregistered shares of the Company's common stock at \$0.005 per share to fully satisfy a convertible promissory note dated January 9, 2016. The subject shares were not registered under the Securities Act in reliance upon an exemption from registration provided by Section 4(a) (2) of the Securities Act, which exempts transactions by an issuer not involving any public offering.

During March 2017, a related party converted \$11,041 of principal and interest into 2,208,220 unregistered shares of the Company's common stock at \$0.005 per share to fully satisfy a convertible promissory note dated February 28, 2016. The subject shares were not registered under the Securities Act in reliance upon an exemption from registration provided by Section 4(a) (2) of the Securities Act, which exempts transactions by an issuer not involving any public offering.

During March 2017, a related party converted \$29,748 of principal and interest into 3,690,790 unregistered shares of the Company's common stock at rates from \$0.005 to \$0.01 per share to fully satisfy five (5) convertible promissory notes dated from April 7, 2014 – December 29, 2015. The subject shares were not registered under the Securities Act in reliance upon an exemption from registration provided by Section 4(a) (2) of the Securities Act, which exempts transactions by an issuer not involving any public offering.

On March 15, 2017, the Company executed and delivered a \$10,000 Convertible Promissory Note to a corporation, which was funded on or about its issuance date. The Convertible Note was not registered under the Securities Act in reliance upon an exemption from registration provided by Section 4(a) (2) of the Securities Act, which exempts transaction by an issuer not involving any public offering.

The Convertible Note bears interest at 5% and has a maturity date of September 15, 2017 at which time all principal and accrued interest shall be due and payable in full. After maturity the interest rate increases to 15%. Prepayment is permitted without penalty. The Convertible Note is convertible by the holder, at his election, into shares of the Company's common stock at an exercise price of \$.005 per share. In accordance with the terms of each Convertible Note, the holder may not convert any amount of the Convertible Note if, after giving effect to such conversion, the investor would beneficially own greater than 4.99% of the outstanding shares of the Company's common stock.

During April 2017, a corporation converted \$19,304 of principal and interest into 3,860,888 unregistered shares of the Company's common stock at \$0.005 per share to fully satisfy two convertible promissory notes dated March 24, 2016 and March 31, 2016. The subject shares were not registered under the Securities Act in reliance upon an exemption from registration provided by Section 4(a) (2) of the Securities Act, which exempts transactions by an issuer not involving any public offering.

Item 5. Financial Statements.

Financial information for the Three months ended March 31, 2017 and 2016, are attached hereto as Exhibit A, and such financial information is incorporated herein by this reference.

PART C BUSINESS INFORMATION

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

A. Description of the Issuer's Business Operations.

Baristas provides its customers the ability to drive up and order their choice of a custom-blended espresso drinks, freshly brewed coffee or other beverages through its drive-thru locations. Baristas is also expanding its core concept into shopping malls and extending its offerings to include a variety of foods such as sandwiches and salads. Baristas believes it offers a high quality option to fast-food, gas station, or institutional coffee. Baristas also sells retail products such as single serve coffee cups of which it has partnered with Amazon for national; online distribution.

Baristas believes it 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 holds, as of March 31, 2017, 2,200 shares of common stock of Reeltime Rentals, Inc. ("Reeltime"). Reeltime is a publicly traded media distribution company (ticker symbol RLTR) that leverages a technology developed at Baristas and has holdings in Business Continuity Systems, Inc. ("BUCS") a publicly traded company which currently is called Green Leaf 101. Reeltime is a related party as our CEO and President hold similar positions at Reeltime.

The Company is developing and receiving revenue from other products by promoting and selling Baristas merchandise, calendars, mugs, t-shirts and hats. The products are sold primarily through its retail drive-thru locations throughout the greater Seattle area and online. 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. Baristas has also begun developing single serve coffee cups that can be used in a variety of retail coffee makers including Keurig.

The issuer obtains its raw material from a variety of suppliers that are very competitive and reasonably generic in offering. We do not anticipate any disruption obtaining raw goods. The Company is not dependent on one or a few major customers.

The Company does not have the need for any government approval of principle product or services, except for the normal licenses to operate a business.

Future governmental regulations, such as tax on coffee, restrictions on attire, varying health requirements, among others, may affect profitability of the operations of the Company in the future.

The Company currently operates one coffee stand.

Material Contracts

The Company does not have any material contracts.

Safe Harbor For Forward-Looking Statements

When used in this Report, the words “may,” “will,” “except,” “anticipate,” “continue,” “estimate,” “project,” “intend” and similar expressions are intended to identify forward-looking statements within the meaning of Section 27(a) of the Securities Act of 1933 and Section 21(e) of the Securities Exchange Act of 1934 regarding events, condition, and financial trends that may affect the Company’s future plans of operations, business strategy, operating results, and financial position. Persons reviewing this report are cautioned that and forward-looking statements are not guarantees of future performance and are subject to risk and uncertainties and those actual results may differ materially from those include within the forward-looking statements as a result of varying factors. Such factors include among other things, uncertainties, relating to our success in judging consumer preferences, financing our operations, entering into strategic partnerships, engaging management, seasonal and period to period fluctuations in sales, failure to increase market share or sales inability to service outstanding debt obligations dependents on a limited number of customers, increased production costs or delays in production of new products intense competition within the industry, inability to protect the intellectual property in the international market for our products, changes in market conditions and other matters disclosed by us in our public filings from time to time, Forward-looking statements speak only as to the date they are made. The Company does not undertake to update forward-looking statements to reflect circumstances or events that occur after the date the forward-looking statements are made.

Management's Discussion and Analysis or Plan of Operation.

A. Plan of Operation. The Company has decreased the number of operation coffee stands to one and reduced our operating losses accordingly. For the three months ended March 31, 2017 and 2016, our revenues were \$40,252, and \$266,545 respectively, and we incurred a net losses of \$74,588 and \$1,053,649 for the same periods. We have an accumulated deficit since inception of \$13,305,564

For the foreseeable future, our operating plan is dependent upon both the ability to conserve existing cash resources and the ability to obtain additional capital through equity financing and/or debt financing in an effort to provide the necessary funds and cash flow to meet our obligations on a timely basis and to operate our business in an efficient and economical manner. In the event that we are unable to conserve existing cash resources and/or obtain the additional and necessary capital, the Company may have to cease or significantly curtail our operations. This could materially impact the Company's ability to continue as a going concern for a reasonable period of time.

Liquidity and Capital Resources

We have reduced our number of operating coffee stands to one and reported \$40,252 for revenues for the three months ended March 31, 2017 compared to seven operating coffee stand and revenues of \$266,545 for the three months ended March 31, 2016. At March 31, 2017, we have an accumulated deficit since inception of \$13,305,564. These factors, among others, indicate that the Company might be unable to continue as a going concern for a reasonable period of time.

As of March 31, 2017, we had cash of \$931 and working capital deficit of \$1,571,072. This compares to cash of \$4,470 and a working capital deficit of \$1,801,500 at December 31, 2016.

Based on anticipated operating and administrative expenses, the Company will not have sufficient cash resources to finance its operations except for several months unless we are able to raise additional equity financing and/or debt financing in the immediate future. We have commenced, and will continue to pursue, efforts to raise additional equity financing and/or debt financing from a variety of sources and means. There are no assurances that we will be able to obtain any additional financing and, even if obtained, that such financing will be in a sufficient amount to be able to continue operations for a sufficient period until the Company is able to generate sufficient revenues and become profitable.

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

Results of Operations for the three months ended March 31, 2017 compared to the three months ended March 31, 2016:

Overview. Baristas Coffee Company, Inc., is a Nevada corporation, originally formed on October 18, 1996, doing business as Baristas. 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. As attributable to the factors discussed below, our revenues and losses have decreased significantly comparing the three months ended March 31, 2017 to the three months ended March 31, 2016.

Revenues. We had revenues from operations of \$40,252 and \$266,545 for the three months ended March 31, 2017 and 2016, respectively. The reduction of \$226,293 is attributable to our operating one coffee stands at March 31, 2017 compared to seven at March 31, 2016.

Operating Expenses. Our operating expenses were \$87,530 and \$595,911 for the three months ended March 31, 2017 and 2016, respectively. The decrease of \$508,381 was attributable a decrease of \$69,850 for direct expenses, a \$71,553 decrease in compensation expenses, a \$6,044 decrease in depreciation and amortization expenses, a \$73,704 decrease in general and administrative expenses, a \$4,727 decrease in professional fees and a \$282,500 decrease for stock based compensation. All these factors are a result of our reduction from seven coffee stands at March 31, 2016 compared to one coffee stand at March 31, 2017.

Other (Income) Expense. Our total other (income) expense was \$27,310 and \$724,283 for the three months ended March 31, 2017 and 2016, respectively. The decrease of \$696,973 in expenses was attributable to a \$859 increase on interest income from increased related party notes receivable, a \$50,610 decrease in interest expense on notes payable from investors and related parties, a loss on a loan settlement of \$489,916 during the three months ended March 31, 2016 and a realized loss of \$155,588 on sales of marketable securities from the three months ended March 31, 2016.

During the three months ended March 31, 2016, the Company sold 180,000 RLTR shares for \$6,412 and realized a loss of \$155,588. Accordingly, \$157,500 previous unrealized other comprehensive loss was realized and removed from accumulated other comprehensive loss. During the three months ended March 31, 2017 and 2016, the Company recognized an unrealized other comprehensive loss of \$27 and \$11, respectively.

Capital Structure and Resources

We had total assets of \$3,434,237 as of March 31, 2017, which consisted of cash of \$931, inventory of \$3,619, prepaid expenses of \$2,705, related party notes receivable of \$373,647 (including accrued interest), marketable securities of \$17, property and equipment of 188,000 (net of accumulated depreciation), goodwill of \$2,770,651 and intangible assets of 94,667 (net of accumulated amortization).

We had total liabilities of \$1,951,974 as of March 31, 2017 consisting of accounts payable of \$68,581, accrued expenses of \$1,326,538, notes payable of \$39,250, related party convertible notes payable of \$449,688 (net of discount) and convertible notes payable of \$67,917 (net of discount). For further information and details on convertible notes and notes payable which have been issued, see Note 8 (Notes Payable) to the financial statements attached hereto as Exhibit A and information set forth in Item 4 above.

At March 31, 2017, we had total stockholders' deficiency of \$1,482,263. We have had net losses since inception and had an accumulated deficit of \$13,305,564 and accumulated other comprehensive loss of 1,963 at March 31, 2017.

We had net cash used in operating activities of \$22,539 for the three months ended March 31, 2017. Net cash of \$19,000 was provided by financing activities for the three months ended March 31, 2017 as provided by loans from a related party and corporations of \$23,000 less repayment of \$4,000 to a related party.

B. Off-Balance Sheet Arrangements.

We have no material off-balance sheet transactions, arrangements or obligations.

C. Date and State (or Jurisdiction) of Incorporation.

Baristas is a Nevada corporation that was originally formed on October 18, 1996.

D. Issuer's Primary and Secondary SIC Codes.

Baristas' primary SIC Code is 514909 (Coffee and Tea)

E. Issuer's fiscal year end date.

Baristas' fiscal year end is at December 31st of each year.

F. Principal Products or Services, and Their Markets.

In furtherance of its business as described in section 6A above, Baristas is primarily focused on providing its customers the ability to drive up and order their choice of a custom-blended espresso drinks, freshly brewed coffee or other beverages through its drive-thru locations.

Item 7. Describe the Issuer's Facilities.

Description of Corporate Offices

Baristas' corporate offices were located at 22117 9th Avenue W, Edmonds, Washington 98020, as provided at no charge by the Company's CEO, Barry Henthorn.

We believe that our current facilities are adequate for our operations as currently conducted and if additional facilities are required, that we could obtain them at commercially reasonable prices.

PART D MANAGEMENT STRUCTURE AND FINANCIAL INFORMATION

Item 8. Officers, Directors and Control Persons.

A. Name of Officers, Directors and Control Persons. The names of each of the Company's executive officers, directors and control persons (control persons are beneficial owners of more than ten percent (10%) of any class of the Company's equity securities) as of the date of this Quarterly Report are as follows:

<u>Name</u>	<u>Age</u>	<u>Date First Elected or Appointment</u>	<u>Position</u>
Barry Henthorn	50	July 10, 2000	CEO, CFO, Principal Accounting Officer, Secretary, Director
Scott Steciw	52	May 5, 2010	President, Treasurer, Director

B. Legal/Disciplinary History. At no time in the last five years, has any officer or member of the board of directors, or any control person, been the subject of any of the following:

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

2. The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities;

3. A finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended or vacated; or

4. The entry of an order by a self-regulatory organization that permanently or temporarily barred suspended or otherwise limited such person's involvement in any type of business or securities activities.

C. Beneficial Shareholders.

The following table sets forth certain information regarding the beneficial ownership of our common stock as of June 8, 2017, by each person who, to our knowledge, owns more than 10% of any class of our common stock. Unless otherwise indicated in the footnotes to the following tables, each person named in the table has sole voting and investment power, except to the extent such power may be shared with a spouse.

Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership[†]	Percentage of Class⁺
Barry Henthorn 19930 68 th Ave. N.E. Kenmore, WA 89028	8,193,262 Common Shares Direct Ownership	8.5%
T. Scott Steciw 19930 68 th Ave. N.E. Kenmore, WA 89028	11,231,529 Common Shares Direct Ownership	11.6%
<i>Directors and Executive Officers as a Group</i>	<i>19,424,791 Common Shares</i>	<i>20.1%</i>

[†] Based on 96,728,527 shares of common stock issued and outstanding as of June 8, 2017.

The following table sets forth certain information regarding the beneficial ownership of our preferred stock as of June 8, 2017, by each person who, to our knowledge, owns more than 10% of any class of our preferred stock. Unless otherwise indicated in the footnotes to the following tables, each person named in the table has sole voting and investment power, except to the extent such power may be shared with a spouse.

Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership[†]	Percentage of Class⁺
Barry Henthorn 19930 68 th Ave. N.E. Kenmore, WA 89028	13,001,108 Preferred Shares Direct Ownership	47.2%
T. Scott Steciw 19930 68 th Ave. N.E. Kenmore, WA 89028	12,866,000 Preferred Shares Direct Ownership	46.7%
<i>Directors and Executive Officers as a Group</i>	<i>25,867,108 Preferred Shares</i>	<i>93.9%</i>

[†] Based on 27,328,358 shares of preferred stock issued and outstanding as of June 8, 2017.

Item 9. Third Party Providers

1. Counsel: Patrick J. Russell, Esq.
Allen Vellone Wolf Helfrich & Factor, P.C.
1600 Stout Street, Suite 1100
Denver, Colorado 80202
Phone no.: (303) 534-4499

2. Accountant: Rick Basse, CPA
Rick Basse Consulting, PLLC
244 Majestic Oak Drive
New Braunfels, Texas 78132
Phone no.: (210) 347-0374

3. Auditor: None
4. Investor Relations Consultant: None
5. Other Advisors: None

Item 10. Issuer's Certifications.

I, Barry Henthorn, as President and CEO, and Scott Steciw, as Chief Financial Officer, 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 restated financial statement, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

Dated: June 8, 2017

BARISTAS COFFEE COMPANY, INC.

By /s/ Barry Henthorn
Barry Henthorn, Chief Executive Officer, Chief Financial
Officer, Director

By /s/ Scott Steciw
Scott Steciw, President, Director

Exhibit A

BARISTAS COFFEE COMPANY, INC.

19930 68th Avenue N.E.

Kenmore, WA 98028

Financial Statements and Notes
For the Three months ended March 31, 2017

BARISTAS COFFEE COMPANY INC.

Consolidated Balance Sheets (Unaudited)

	March 31, 2017	December 31, 2016
Assets		
Current assets:		
Cash	\$ 931	\$ 4,470
Inventory	3,619	8,124
Prepaid expenses	2,705	5,205
Notes receivable - related parties	373,647	282,214
Total current assets	380,902	300,013
Other assets		
Marketable securities	17	44
Property and equipment, net	188,000	190,500
Goodwill	2,770,651	2,770,651
Intangible assets, net	94,667	105,792
Total other assets	3,053,335	3,066,987
Total Assets	\$ 3,434,237	\$ 3,367,000
Liabilities and Stockholders' Equity		
Current liabilities:		
Accounts payable	\$ 68,581	\$ 71,268
Accrued expenses	1,326,538	1,321,578
Notes payable	39,250	39,250
Related party convertible notes, net of discount of \$6,229 and \$14,062 at March 31, 2016 and December 31, 2016, respectively	449,688	549,417
Convertible notes, net of discount of \$42,583 and \$36,791 at March 31, 2017 and December 31, 2016, respectively	67,917	120,000
Total current liabilities	1,951,974	2,101,513
Commitments and contingencies		
Stockholders' Equity:		
Series A preferred stock, \$0.001 par value; 30,000,000 shares authorized, 27,328,358 Preferred stock shares issued and outstanding as of March 31, 2017 and December 31, 2016	27,328	27,328
Common stock, \$0.001 par value, 600,000,000 shares authorized, 92,867,639 and 81,011,109 issued and outstanding as of March 31, 2017 and December 31, 2016, respectively	92,868	81,011
Additional paid-in capital	14,669,594	14,390,060
Accumulated other comprehensive loss	(1,963)	(1,936)
Accumulated deficit	(13,305,564)	(13,230,976)
Total stockholders' equity	1,482,263	1,265,487
Total Liabilities and Stockholders' Equity	\$ 3,434,237	\$ 3,367,000

The accompanying notes are an integral part of these consolidated financial statements. The common stock stock shares issued and outstanding have been adjusted to reflect a 10-to-1 reverse split, which was effective on February 22, 2016.

BARISTAS COFFEE COMPANY INC.

Consolidated Statements of Operations (unaudited)

	For the Three Months Ended	
	March 31, 2017	March 31, 2016
Revenue	\$ 40,252	\$ 266,545
Operating expenses:		
Direct costs	12,224	82,074
Compensation	42,550	114,105
Depreciation and amortization	13,625	19,670
General and administrative	12,649	86,353
Professional expenses	6,482	11,209
Stock-based compensation	-	282,500
Total operating expenses	87,530	595,911
Net operating loss	(47,278)	(329,366)
Other (income) expense:		
Interest income	(4,297)	(3,438)
Interest expense	31,607	82,217
Loss on loan settlement	-	489,916
Realized loss on sales of marketable securities and other	-	155,588
Total Other income (expense)	27,310	724,283
Net loss	(74,588)	(1,053,649)
Other comprehensive income (loss)		
Realized gain on sales of marketable securities	-	157,500
Unrealized loss on marketable securities	(27)	(11)
Net other comprehensive income (loss)	(27)	157,489
Net loss and other comprehensive income (loss)	\$ (74,561)	\$ (896,160)
Basic and diluted income (loss) per share	\$ (0.00)	\$ (0.03)
Weighted average number of common shares outstanding - basic and diluted	84,867,027	40,893,129

The accompanying notes are an integral part of these consolidated financial statements. The common stock shares issued and outstanding have been adjusted to reflect a 10-to-1 reverse split, which was effective on February 22, 2016.

BARISTAS COFFEE COMPANY INC.

Statements of Cash Flow (Unaudited)

	For the Three Months Ended	
	March 31, 2017	March 31, 2016
Cash flows from operating activities:		
Net loss	\$ (74,588)	\$ (1,053,649)
Adjustments to reconcile net loss to net cash used in operating activities:		
Non-cash interest	31,607	79,065
Depreciation and amortization	13,625	19,699
Interest Income	(4,297)	(3,438)
Loss on loan settlement	-	489,916
Realized loss on marketable securities	-	155,588
Stock-based and non-cash compensation	-	282,500
Changes in operating assets and liabilities:		
Inventory	4,505	-
Prepaid expenses	2,500	(6,850)
Accrued expenses and other current liabilities	4,109	(14,144)
Net cash used in operating activities	(22,539)	(51,313)
Cash flows from investing activities:		
Proceed from sell of marketable securities	-	6,412
Net cash used in investing activities	-	6,412
Cash flows from financing activities:		
Bank overdraft	-	(2,276)
Proceeds from issuance of convertible notes payable	21,000	28,000
Proceeds from issuance of related party convertible notes payable	2,000	41,500
Repayment on related party convertible notes payable	(4,000)	(19,931)
Net cash provided by financing activities	19,000	47,293
Net increase (decrease) in cash	(3,539)	2,392
Cash - beginning of the year	4,470	-
Cash - end of the year	\$ 931	\$ 2,392
Supplemental disclosures:		
Interest paid	\$ -	\$ -
Cash paid for income taxes	\$ -	\$ -
Supplemental disclosure for non-cash financing activities:		
Common shares issued for accrued interest	\$ 11,182	\$ 3,908
Convertible notes payable settled by common shares	\$ 30,500	\$ -
Related Party Convertible notes payable settled by common shares	\$ 33,500	\$ 76,000
Common shares issued for accrued share-based compensation	\$ -	\$ 244,310

The accompanying notes are an integral part of these consolidated financial statements.

BARISTAS COFFEE COMPANY, INC.
Notes to Financial Statements (Unaudited)
As of March 31, 2017

NOTE 1 – ORGANIZATION AND BASIS OF PRESENTATION BASIS

Description of Business

Baristas Coffee Company, Inc. ("Baristas" "The Company") is a Nevada C Corporation that was originally formed as InfoSpi.com on October 18, 1996. On December 22, 2009, it acquired greater than a 60% interest in Pangea Networks, Inc. ("Pangea")/ DBA Baristas and Inc., and it acquired for cash, stock, and other consideration, numerous coffee stands in the greater Seattle area through the acquisition of Pangea; In May of 2010, the Company changed its name to Baristas Coffee Company, Inc. The Company's fiscal year end is December 31.

Baristas operates 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. We generate revenue by offering our patrons the finest hot and cold beverages, specializing in specialty coffees, blended teas and other custom drinks. In addition, we offer smoothies, fresh-baked pastries and other confections.

Basis of Presentation

The Company prepares its financial statements in accordance with accounting principles generally accepted in the United States of America ("GAAP").

Reclassifications

Certain prior year amounts have been reclassified to conform to the current year presentation for comparative purposes.

Estimates and Assumptions

Preparing financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses. Examples include, but are not limited to, estimates for asset and goodwill impairments, stock-based compensation forfeiture rates, future asset retirement obligations, and inventory reserves; assumptions underlying self-insurance reserves and income from unredeemed stored value cards; and the potential outcome of future tax consequences of events that have been recognized in the financial statements. Actual results and outcomes may differ from these estimates and assumptions.

Financial Instruments

Cash and Cash Equivalents

The Company considers all highly liquid investments with original maturities of three months or less to be cash equivalents. At March 31, 2017 and December 31, 2016, the Company had \$931 and \$4,470 cash, respectively.

Marketable Securities

The Company's marketable equity securities have been classified and accounted for as available-for-sale. Management determines the appropriate classification of its investments at the time of purchase and reevaluates the designations at each balance sheet date. The Company classifies its marketable equity securities as either short-term or long-term based on the nature of each security and its availability for use in current operations. The Company's marketable equity securities are carried at fair value, with the unrealized gains or losses reported as a component of shareholder's equity except impairment.

Adjustments resulting from the change in fair value, included in accumulated other comprehensive income in shareholder's equity, were an unrealized loss on marketable securities of \$27 and \$11 for the three months ended March 31, 2017 and 2016, respectively, and a realized gain on marketable securities of \$157,500 for the three months ended March 31, 2016.

Fair Value of Financial Instruments

The carrying amount of the Company's cash, accounts payables and accrued liabilities approximates their estimated fair values due to the short-term maturities of those financial instruments.

The Company has adopted a single definition of fair value, a framework for measuring fair value, and providing expanded disclosures concerning fair value whereby estimated fair value is the price to be paid for an asset or the amount to settle a liability in an orderly transaction between market participants at the measurement date. Accordingly, fair value is a market-based measurement and not an entity-specific measurement.

The Company utilizes the following hierarchy in fair value measurements:

Level 1 – Inputs use quoted prices in active markets for identical assets or liabilities that the Company has the ability to access.

Level 2 – Inputs use other inputs that are observable, either directly or indirectly. These inputs include quoted prices for similar assets and liabilities in active markets as well as other inputs such as interest rates and yield curves that are observable at commonly quoted intervals.

Level 3 – Inputs are unobservable inputs, including inputs that are available in situations where there is little, if any, market activity for the related asset or liability.

		As at March 31, 2017 Fair Value Measuring Using				
		Carrying Value	Level 1	Level 2	Level 3	Total
Investments in Marketable Securities, available-for-sale		\$ 17	\$ 17	-	-	\$ 17
Total		\$ 17	\$ 17	-	-	\$ 17

		As at December 31, 2016 Fair Value Measuring Using				
		Carrying Value	Level 1	Level 2	Level 3	Total
Investments in Marketable Securities, available-for-sale		\$ 44	\$ 44	-	-	\$ 44
Total		\$ 44	\$ 44	-	-	\$ 44

Inventories

Inventories are stated at the lower of cost or market. Cost is computed using weighted average cost, which approximates actual cost, on a first-in, first-out basis. Inventories on hand are evaluated on an on-going basis to determine if any items are obsolete or in excess of future needs. Items determined to be obsolete are reserved for. The Company provides for the possible inability to sell its inventories by providing an excess inventory reserve. As at March 31, 2017 and December 31, 2016, the Company determined that no reserve was required.

Property, Plant and Equipment

Property, plant and equipment are carried at cost less accumulated depreciation. Cost includes all direct costs necessary to acquire and prepare assets for use, including internal labor and overhead in some cases. Depreciation of property, plant and equipment, which includes assets under capital leases, is provided on the straight-line method over estimated useful lives, generally ranging from 3 to 5 years for equipment and 5 years for buildings. Leasehold improvements are amortized over the shorter of their estimated useful lives or the related lease life, generally 5 years. For leases with renewal periods at our option, we generally use the original lease term, excluding renewal option periods, to determine estimated useful lives. If failure to exercise a renewal option imposes an economic penalty to us, we may determine at the inception of the lease that renewal is reasonably assured and include the renewal option period in the determination of the appropriate estimated useful lives. The costs of repairs and maintenance are expensed when incurred, while expenditures for refurbishments and improvements that significantly add to the productive capacity or extend the useful life of an asset are capitalized. When assets are retired or sold, the asset cost and related accumulated depreciation are eliminated with any remaining gain or loss recognized in net earnings.

Goodwill

We test goodwill for impairment on an annual basis, or more frequently if circumstances, such as material deterioration in performance or a significant number of store closures, indicate reporting unit carrying values may exceed their fair values. When evaluating goodwill for impairment, we may first perform a qualitative assessment to determine if the fair value of the reporting unit is more likely than not greater than its carrying amount. If we do not perform a qualitative assessment or if the fair value of the reporting unit is not more likely than not greater than its carrying amount, we calculate the implied estimated fair value of the reporting unit. If the carrying amount of goodwill exceeds the implied estimated fair value, an impairment charge to current operations is recorded to reduce the carrying value to the implied estimated fair value. There were no goodwill impairment charges recorded during the periods ended March 31, 2017 and 2016.

Other Intangible Assets

Definite-lived intangible assets, which mainly consist of acquired rights, trade secrets, trademarks and copyrights, are amortized over their estimated useful lives, and are tested for impairment when facts and circumstances indicate that the carrying values may not be recoverable. There were no intangible asset impairment charges recorded during the periods ended March 31, 2017 and 2015.

Long-lived Assets

Long-lived assets such as property, equipment and identifiable intangibles are reviewed for impairment whenever facts and circumstances indicate that the carrying value may not be recoverable. When required impairment losses on assets to be held and used are recognized based on the fair value of the asset. The fair value is determined based on estimates of future cash flows, market value of similar assets, if available, or independent appraisals, if required. If the carrying amount of the long-lived asset is not recoverable from its undiscounted cash flows, an impairment loss is recognized for the difference between the carrying amount and fair value of the asset. When fair values are not available, the Company estimates fair value using the expected future cash flows discounted at a rate commensurate with the risk associated with the recovery of the assets. We did not recognize any impairment losses for any periods presented.

Revenue Recognition

The Company's revenues consist of sales by Company-operated coffee stores.

Revenues are presented net of intercompany eliminations for investees controlled by us. Additionally, revenues are recognized net of any discounts, returns, allowances and sales incentives, including coupon redemptions and rebates. Company-operated stores revenues are recognized when payment is tendered at the point of sale. Company-operated store revenues are reported net of sales, use or other transaction taxes that are collected from customers and remitted to taxing authorities. All revenue is recognized when (i) persuasive evidence of an arrangement exists; (ii) the service or sale is completed; (iii) the price is fixed or determinable; and (iv) the ability to collect is reasonably assured.

Marketing & Advertising

Advertising costs are expensed as incurred. Advertising costs totaled \$1,974 and \$8,240 for the year ended March 31, 2017, and 2016, respectively.

Stock-based Compensation

The Company accounts for employee stock-based compensation to employees, including grants of employee stock options, based on their fair values. The fair value of the equity instrument is charged directly to compensation expense and credited to additional paid-in capital over the period during which services are rendered.

Stock options and warrants issued to consultants and other non-employees are accounted for based upon the fair value of the services provided or the estimated fair market value of the option or warrant, whichever can be more clearly determined.

Stock-based expenses to employees and consultants for general and administration services totaled \$0 and \$282,500, for the three months ended March 31, 2017, and 2016, respectively.

Earnings per Share

Basic earnings per common share equal net earnings or loss divided by the weighted average of shares outstanding during the reporting period. Diluted earnings per share reflects the potential dilution that could occur if stock options and other commitments to issue common stock were exercised or equity awards vest resulting in the issuance of common stock that could share in the earnings of the Company. The Company incurred a net loss for periods ended March 31, 2017 and 2016, respectively and therefore, basic and diluted earnings per share for those periods are the same because all potential common equivalent shares would be anti-dilutive. .

As of March 31, 2017, the Company has no options or warrants outstanding. At March 31, 2017, the total shares issuable upon conversion of convertible notes payable would be approximately 41,302,000 shares of the Company's common stock and 27,328,358 shares of preferred stock were both considered to be anti-dilutive.

Recent Accounting Pronouncements

In May 2014, the Financial Accounting Standards Board issued guidance codified in Accounting Standards Codification ("ASC") 606, "Revenue Recognition - Revenue from Contracts with Customers," which amends the guidance in ASC 605, "Revenue Recognition," and becomes effective beginning January 1, 2017. The Company is currently evaluating the impact of the provisions of ASC 606.

Accounting standards that have been issued by the FASB or other standards setting bodies that do not require adoption until a future date are being evaluated by the Company to determine whether adoption will have a material impact on the Company's financial statements.

NOTE 2 – GOING CONCERN

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern, which contemplates the realization of assets and the liquidation of liabilities in the normal course of business. As at March 31, 2017, the Company has a loss from operations of \$74,588 and an accumulated deficit of \$13,305,564. The Company intends to fund operations through equity financing arrangements, which may be insufficient to fund its capital expenditures, working capital and other cash requirements for the year ending December 31, 2017.

The ability of the Company to fully commence its operations is dependent upon, among other things, obtaining additional financing to continue operations, and execution of its business plan. In response to these concerns, management intends to raise additional funds through public or private placement offerings and through loans from officers and directors.

These factors, among others, raise substantial doubt about the Company's ability to continue as a going concern. The accompanying financial statements do not include any adjustments that might result from the outcome of this uncertainty. There can be no assurance that management's plan will be successful.

NOTE 3 – INVENTORY

Inventories were comprised of:

	<u>March 31, 2017</u>	<u>December 31, 2016</u>
Coffee and merchandise held for sale	\$ 3,619	\$ 8,124

NOTE 4 – MARKETABLE SECURITIES

The following tables show the Company's available-for-sale security as of March 31, 2017 and December 31, 2016. The fair value for Reeltime Rentals, Inc. ("RLTR") is based on closing market price as at March 31, 2017 and December 31, 2016, respectively.

March 31, 2017

	<u>Cost</u>	<u>Sold</u>	<u>Realized Losses</u>	<u>Unrealized Losses</u>	<u>Fair Value</u>
RLTR – 21,460,000 common shares	\$ 2,006,510	\$ 27,200	\$ 1,977,330	\$ 1,963	\$ 17
Total	\$ 2,006,510	\$ 27,200	\$ 1,977,330	\$ 1,963	\$ 17

December 31, 2016

	<u>Cost</u>	<u>Sold</u>	<u>Realized Losses</u>	<u>Unrealized Losses</u>	<u>Fair Value</u>
RLTR – 21,460,000 common shares	\$ 2,006,510	\$ 27,200	\$ 1,977,330	\$ 1,936	\$ 44
Total	\$ 2,006,510	\$ 27,200	\$ 1,977,330	\$ 1,936	\$ 44

NOTE 5 – PROPERTY, PLANT AND EQUIPMENT, NET

	<u>March 31, 2017</u>	<u>December 31, 2016</u>
Buildings and leaseholds	\$ 155,000	\$ 155,000
Machinery and equipment	50,000	50,000
Property, plant and equipment, gross	200,000	200,000
Less accumulated depreciation	(12,000)	(9,500)
Property, plant and equipment, net	\$ 188,000	\$ 190,500

The Company recorded \$18,844 and \$100,477 depreciation for the years ended March 31, 2017, and 2015, respectively.

NOTE 6 – INTANGIBLE ASSETS AND GOODWILL

	<u>March 31, 2017</u>	<u>December 31, 2015</u>
Goodwill	\$ 2,770,651	\$ 2,770,651
	<u>March 31, 2017</u>	<u>December 31, 2015</u>
Trademarks	\$ 100,000	\$ 100,000
Logo	80,000	80,000
Website	27,500	27,500
Policies and procedures	10,000	10,000
Ice cream intangibles	125,000	125,000
	<u>342,500</u>	<u>342,500</u>
Accumulated amortization	(247,833)	(236,708)
Definite-lived intangibles, net	<u>94,667</u>	<u>105,792</u>
Total intangible assets	<u>\$ 2,865,318</u>	<u>\$ 2,876,443</u>

The Company recorded \$11,125 and \$9,250 amortization for the three months ended March 31, 2017 and 2016, respectively.

Goodwill

The intangible assets were purchased along with the hard assets, in December 2009, for \$3.5 million in our common stock. After the assets and intangible assets were identified, the remaining \$2,770,651 was recorded as goodwill. The Company does not amortize goodwill. Instead, the Company evaluates goodwill annually in the fourth quarter and whenever events or changes in circumstances indicate that it is more likely than not that an impairment loss has been incurred.

As at December 31, 2016, the Company determined that no such impairment existed based on the following financial and non-financial considerations:

- As at December 31, 2016 the company's market capitalization was approximately \$4,000,000 and has historically exceeded goodwill.
- Management has been actively building brand awareness through obtaining a brand patent, establishing multiple locations, periphery product branding, and development of a pilot TV episode.
- The Company is expanding into additional product lines and actively developing additional sources of revenues.

NOTE 7 – RELATED PARTY TRANSACTIONS

Accrued expenses

Prior to December 31, 2015, the Company granted 10,000,000 shares to two officers of the Company (5,000,000 shares each) for their services with a value of \$222,100. During the year ended December 31, 2016, the 10,000,000 shares were issued and the Company granted another 2,500,000 shares to two officers of the Company (1,250,000 shares each) for their services with a value of \$282,500. These shares were not yet issued as at March 31, 2017 and the amounts due to these officers were recorded as accrued expense in the accompanying balance sheet.

Notes Receivable

The Company has various notes receivable from a related party for services and cash advances. Balance of the loans receivable with accrued interest was \$373,647 and \$282,214 as March 31, 2017 and December 31, 2016, respectively. The Company will evaluate the collectability of the loan quarterly. During the three months ending March 31, 2017 and 2016, the Company recognized \$4,297 and \$3,438 of interest income, respectively.

NOTE 8 – NOTE PAYABLE

Notes payable: non-convertible

The Company has issued a number of notes with various maturities dates to unrelated parties. These notes are demand notes or cease accruing interest after the initial term. The unpaid balance including accrued interest was \$41,950 at March 31, 2017 and December 31, 2016.

Notes payable: convertible related parties

The Company has issued a number of convertible notes with various maturities dates to related parties. The loan bears interest at 0% to 10% and have various maturity date through March 31, 2018. After maturity, the interest rate generally increases to 10% or 15%. In addition, at any time, the related party may convert the note into shares of the Company's common stock at various exercise prices between \$.0015 to \$.06 per share. Due to the short-term nature of these loans, they are recorded as current liabilities. The Company calculated the fair value of the beneficial conversion feature as the difference between the conversion price and the fair market value of the Company's common stock into on the date of issuance. The fair value of the conversion option in connection with the note added during the three months ended March 31, 2017 was \$2,000 and was recorded as debt discount. The debt discount was amortized through the term of the notes. The outstanding balances including accrued interest at March 31, 2017 and December 31, 2016 were \$483,705 and \$519,086, respectively. The outstanding principle balances, net of debt discount at March 31, 2017 and December 31, 2016 were \$449,688 and \$549,417, respectively. The Company is not compliant with the repayment terms for many of these notes payable.

As of March 31, 2017, the conversion price of the related party convertible notes were fixed and determinable on the date of issuance and as such in accordance with ASC Topic 815 "*Derivatives and Hedging*" ("ASC 815"), the embedded conversion options of the notes were not considered derivative liabilities. The beneficial conversion features of certain convertible notes are at a price below fair market value. The Company recorded interest expense on the debt discount of \$ 6,333 and \$19,083 for the three months ended March 31, 2017 and 2016, respectively, in the accompanying statement of operations.

Notes payable: convertible non-related parties

The Company has issued a number of convertible notes with various maturities dates to non-related parties. The loan bears interest at 5% to 10% and have various maturity date through March 31, 2018. After maturity, the interest rate increases to 15%. In addition, at any time, the individual or corporation may convert the note into shares of the Company's common stock at various exercise prices between \$.005 to \$.06 per share. Due to the short-term nature of these loans they are recorded as current liabilities. The Company calculated the fair value of the beneficial conversion feature as the difference between the conversion price and the fair market value of the Company's common stock into on the date of issuance. The fair value of the conversion option in connection with the notes added during the three months ended March 31, 2017 was \$21,000 and was recorded as debt discount. The debt discount was amortized through the term of the notes. The outstanding balances including accrued interest at March 31, 2017 and December 31, 2016 were \$117,889 and \$128,625, respectively. The outstanding principle balances, net of debt discount at March 31, 2017 and December 31, 2016 were \$67,917 and \$120,000, respectively. The Company is not compliant with the repayment terms for many of these notes payable.

As of March 31, 2017, the conversion price of the non-related party convertible notes were fixed and determinable on the date of issuance and as such in accordance with ASC Topic 815 "*Derivatives and Hedging*" ("ASC 815"), the embedded conversion options of the note were not considered derivative liabilities. The beneficial conversion features of certain convertible notes are at a price below fair market value. The Company recorded interest expense on the debt discount of \$ 20,750 and \$10,150 for the three months ended March 31, 2017 and 2016, respectively, in the accompanying statement of operations.

NOTE 9 – STOCKHOLDER'S EQUITY

Preferred Stock

The Company has authorized 30,000,000 preferred shares with a par value of \$0.001 per share. Board of Directors are authorized to divide the authorized shares of Preferred Stock into one or more series, each of which shall be so designated as to distinguish the shares thereof from the shares of all other series and classes. The entire 30,000,000 shares of preferred stock were designated to be Series A Convertible Preferred Stock in 2015.

No preferred shares were issued during three months ended March 31, 2017.

As at March 31, 2017 and December 31, 2016, there were 27,328,358 shares of Series A Convertible Preferred Stock issued and outstanding.

Common Stock

The Company has authorized 600,000,000 common shares with a par value of \$0.001 per share. Each common share entitles the holder to one vote, in person or proxy, on any matter on which action of the stockholders of the corporation is sought. Holders have equal ratable rights to dividends from funds legally available and are entitled to share in assets available for distribution upon liquidation. Holders do not have preemptive, subscribed, conversion or cumulative voting rights, and there are no redemption or sinking fund provisions or rights. Holders of common stock have the right to approve any amendment of the Articles of Incorporation, elect directors, approve any plan of merger and approve a plan for the sale, lease or exchange of all of the Company's assets as proposed by the Board of Directors. There are no restrictions that limit the Company's ability to pay dividends on its common stock. The Company has not declared any dividends since incorporation.

On February 22, 2016, the Company effected a 1:10 stock split. All share and per share information has been retroactively restated for financial presentation of prior periods.

During the year ended December 31, 2016, the Company issued the following shares of common stock:

- 33,256,524 shares in exchange for principal debt and interest of \$518,721.
- 10,550,000 shares in exchange for services valued at \$307,510.

During the three months ended March 31, 2017, the Company issued the following shares of common stock:

- 11,856,530 shares in exchange for principal debt and interest of \$75,183.

There were 92,867,639 and 81,011,109 common shares issued and outstanding at March 31, 2017 and December 31, 2016, respectively.

Comprehensive Income (Loss)

Comprehensive income (loss) is comprised of net earnings and other comprehensive income (loss). Accumulated other comprehensive loss reported on our balance sheets consists of unrealized losses on available-for-sale securities.

	<u>March 31, 2017</u>	<u>December 31, 2016</u>
Accumulated other comprehensive loss, opening balance	\$ (1,936)	\$ (159,425)
Net unrealized (gain) loss on available-for-sale securities	(27)	157,489
Accumulated other comprehensive loss, ending	<u>\$ (1,963)</u>	<u>\$ (1,936)</u>

NOTE 10 – COMMITMENTS AND CONTINGENCIES

Legal Matters

From time to time the Company may become a party to litigation matters involving claims against the Company. Management believes that there are no current matters that would have a material effect on the Company's financial position or results of operations.

NOTE 11 – SUBSEQUENT EVENTS

During April 2017, a corporation converted \$19,304 of principal and interest into 3,860,888 unregistered shares of the Company's common stock at \$0.005 per share to fully satisfy two convertible promissory notes dated March 24, 2016 and March 31, 2016.