

# AMERICAN GREEN



## AMERICAN GREEN, INC

### **Amendment #1**

**A Wyoming Corporation  
1712 Pioneer Ave Suite 500  
Cheyenne, WY 82001  
(480) 443-1600  
www.americangreen.com  
info@americangreen.com  
SIC Code: 541600**

Quarterly Report

For the quarters ending: December 31, 2019 & 2018 (the Reporting Period)

The number of shares outstanding of our Common Stock on the following dates are listed below:

This quarter ending December 31, 2019:	134,744,610 (post-split see Item 3G)
The previous quarter ended Sept. 30, 2019:	68,173,240 (post-split see Item 3G)
Most recent fiscal year ended Dec. 31, 2019:	30,238,198,575 (pre-split see Item 3G)

Indicate by check mark whether the company is a shell company (as defined in Rule 405 of the Securities Act of 1933 and Rule 12b-2 of the Exchange Act of 1934):

Yes:  No:

Indicate by check mark whether the company's shell status has changed since the previous reporting period:

Yes:  No:

Indicate by check mark whether a Change in Control of the company has occurred over this reporting period:

Yes:  No:

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

American Green, Inc. (the "Company") was formed on December 10, 1998, when Desert Winds Entertainment Corporation, and Ti-Mail merged under a "Plan and Agreement of Reorganization." with Desert Winds Entertainment Corporation as the survivor. The newly merged entity commenced operations on that date. On the same date, the Company acquired The Whitney Corporation ("Whitney"), which held certain assets and operations related to live entertainment and proposed film and television properties. Both Ti-Mail and Whitney were held as wholly owned, operating subsidiaries.

On April 20, 1999, the Company divested itself of all assets and liabilities related to the business and operations of Ti-Mail and agreed to sell those assets to certain employees in exchange for their assumption of Ti-Mail's liabilities.

Commencing in March of 2000, the Company began to acquire and/or develop proprietary technology to copy-protect digital audio products. To that end the Company and/or its subsidiaries, had brought on new management, raised additional capital, acquired technology, and took significant additional steps, including entering into a long-term lease and hiring staff.

On or about, June 15, 2000, the Company divested all of its Whitney related entertainment assets.

On July 6, 2000 the Company's name was changed to, "SunnComm, Inc" to reflect the Company's the Company's new direction.

On November 6, 2002, the Company's name was changed to, "SunnComm Technologies, Inc." in order to reflect the Company's expansion into media beyond Audio DRM.

On April 20, 2004, the Company's name was changed to, "SunnComm International, Inc." in order to reflect in order to accurately reflect the company's technology entering the international marketplace.

On June 14, 2007, the Company's name was changed to, "The Amergence Group, Inc." in order to reflect the company's commitment to the support and development into the emerging technology marketplace.

On March 8, 201, the Company's name was changed to, "Altitude Organic Corporation" in order to reflect the company's entrance into the cannabis support marketplace.

On January 6, 2012, the Company's name was changed to "Tranzbyte Corporation" in order to reflect its new focus on smart vending in emerging cannabis sector.

On May 9, 2014, the Company's name was changed to, "American Green, Inc." in order more accurately reflect 21st Century technology and management expertise within the growing cannabis segment.

On May 10, 2016, the Company changed its domicile from Nevada to Wyoming.

Has the issuer or any of its predecessors ever been in bankruptcy, receivership, or any similar proceeding in the past five years?

Yes:  No:

## 2. Address of the issuer's principal executive offices

Company Headquarters  
2902 W. Virginia Avenue  
Phoenix, AZ 85009  
Phone: 480-443-1600  
Fax: N/A  
Website: www.americangreen.com

IR Contact  
NONE

## 3. Security Information

### A. Common Stock

Trading symbol:	ERBB		
Exact title and class of securities outstanding:	Common		
CUSIP:	02640N200		
Par or stated value:	\$0.001		
Total shares authorized:	60,000,000,000	as of date:	12/31/19
Total shares outstanding:	134,744,610	as of date:	12/31/19
Number of shares in the Public Float	132,988,477	as of date:	12/31/19
<u>Total number of shareholders of record:</u>	436	as of date:	12/31/19

### B. Class A Convertible Preferred Stock

Trading symbol:	None
Exact title and class of securities outstanding:	Class A Convertible Preferred Stock
CUSIP:	None
Par or stated value:	\$0.001

Total shares authorized:	10,000,000	as of date:	12/31/19
Total shares outstanding:	2,780,000	as of date:	12/31/19
Number of shares in the Public Float	N/A	as of date:	12/31/19
Total number of shareholders of record:	7	as of date:	12/31/19

**C. Class B Convertible Preferred Stock**

Trading symbol:	None
Exact title and class of securities outstanding:	Class B Convertible Preferred Stock
CUSIP:	None
Par or stated value:	\$0.001

Total shares authorized:	10,000,000	as of date:	12/31/19
Total shares outstanding:	0	as of date:	12/31/19
Number of shares in the Public Float	N/A	as of date:	12/31/19
Total number of shareholders of record:	0	as of date:	12/31/19

**D. Class C Convertible Preferred Stock**

Trading symbol:	None
Exact title and class of securities outstanding:	Class C Convertible Preferred Stock
CUSIP:	None
Par or stated value:	\$0.001

Total shares authorized:	6,000,000	as of date:	12/31/19
Total shares outstanding:	0	as of date:	12/31/19
Number of shares in the Public Float	N/A	as of date:	12/31/19
Total number of shareholders of record:	0	as of date:	12/31/19

**E. Transfer Agent**

Olde Monmouth Stock Transfer Co., Inc.,  
 200 Memorial Parkway  
 Atlantic Highlands, New Jersey 07716  
 Telephone: 732-872-2727  
 Facsimile: 732-872-2728

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

F. Any trading suspension orders issued by the SEC concerning the issuer or its predecessors:

None

G. Stock splits, stock dividends recapitalizations, mergers, acquisitions, spin-offs, or reorganizations either currently anticipated or that occurred within the past 12 months:

On September 23, 2019, the Company effectuated a 500 to 1 reverse split of its Common Stock.

#### 4. Issuance History

A. Changes to the Number of Outstanding Shares

Check this box to indicate there were no changes to the number of outstanding shares within the past two completed fiscal years and any subsequent periods:

B. Changes to Common Stock

Common Shares Outstanding at July 1, 2017: 14,551,611,198

Common Shares Outstanding at December 31, 2019: 134,744,610<sup>1</sup>

Item 4	Type	Shares Issued (Cancelled)	Value (\$ per share) (See Note 3)	Discount to Market	Recipient (See Note 2)	Issuance Reason	Trading Status (date of report)	Exemption
07/23/16	New Issue	100,000,000	0.0005	Yes	Note 1	Debt Conv	Free Trading	Rule 144
07/20/16	New Issue	200,000,000	0.0004	Yes	Note 1	Debt Conv	Free Trading	Rule 144
08/18/16	New Issue	196,222,857	0.0004	Yes	Note 1	Debt Conv	Free Trading	Rule 144

<sup>1</sup> Reflective of a 1 for 500 stock split on September 23, 2019

08/18/16	New Issue	60,731,429	0.0004	Yes	Note 1	Debt Conv	Free Trading	Rule 144
08/26/16	New Issue	200,000,000	0.0002	Yes	Note 1	Debt Conv	Free Trading	Rule 144
08/30/16	New Issue	100,000,000	0.0004	Yes	Note 1	Debt Conv	Free Trading	Rule 144
09/22/16	New Issue	150,000,000	0.0003	Yes	Note 1	Debt Conv	Free Trading	Rule 144
09/23/16	New Issue	200,000,000	0.0003	Yes	Note 1	Debt Conv	Free Trading	Rule 144
10/10/16	New Issue	46,627,289	0.0011	No	David Gwyther	Director Fees	Free Trading	Rule 144
10/10/16	New Issue	35,433,455	0.0011	No	Colleen Manley	Director Fees	Free Trading	Rule 144
10/10/16	New Issue	200,000,000	0.0003	Yes	Note 1	Debt Conv	Free Trading	Rule 144
10/10/16	New Issue	175,000,000	0.0003	Yes	Note 1	Debt Conv	Free Trading	Rule 144
10/11/16	New Issue	200,000,000	0.0003	Yes	Note 1	Debt Conv	Free Trading	Rule 144
10/13/16	New Issue	100,000,000	0.0003	Yes	Note 1	Debt Conv	Free Trading	Rule 144
10/13/16	New Issue	73,333,333	0.0003	Yes	Note 1	Debt Conv	Free Trading	Rule 144
10/13/16	New Issue	247,316,667	0.0003	Yes	Note 1	Debt Conv	Free Trading	Rule 144
10/24/16	New Issue	200,000,000	0.0003	Yes	Note 1	Debt Conv	Free Trading	Rule 144
11/04/16	New Issue	152,250,000	0.0003	Yes	Note 1	Debt Conv	Free Trading	Rule 144
11/17/16	New Issue	200,000,000	0.0003	Yes	Note 1	Debt Conv	Free Trading	Rule 144
11/03/16	New Issue	200,000,000	0.0003	Yes	Note 1	Debt Conv	Free Trading	Rule 144
11/03/16	New Issue	200,000,000	0.0003	Yes	Note 1	Debt Conv	Free Trading	Rule 144
11/16/16	New Issue	294,793,333	0.0003	Yes	Note 1	Debt Conv	Free Trading	Rule 144
11/16/16	New Issue	200,000,000	0.0003	Yes	Note 1	Debt Conv	Free Trading	Rule 144
12/06/16	New Issue	100,000,000	0.0003	Yes	Note 1	Debt Conv	Free Trading	Rule 144
12/19/16	New Issue	100,000,000	0.0003	Yes	Note 1	Debt Conv	Free Trading	Rule 144
12/19/16	New Issue	200,000,000	0.0003	Yes	Note 1	Debt Conv	Free Trading	Rule 144
01/12/17	Cancelled	-14,823,132	0.0015	No	Note 1	Repurchased	Unissued	N/A
01/12/17	New Issue	400,000,000	0.0003	Yes	Note 1	Debt Conv	Free Trading	Rule 144
01/12/17	New Issue	196,156,667	0.0004	Yes	Note 1	Debt Conv	Free Trading	Rule 144
01/19/17	New Issue	254,545,454	0.0004	Yes	Note 1	Debt Conv	Free Trading	Rule 144
02/15/17	New Issue	75,556,667	0.0003	Yes	Note 1	Debt Conv	Free Trading	Rule 144
02/15/17	New Issue	226,666,667	0.0003	Yes	Note 1	Debt Conv	Free Trading	Rule 144
02/15/17	New Issue	97,916,667	0.0003	Yes	Note 1	Debt Conv	Free Trading	Rule 144
02/15/17	New Issue	557,906,666	0.0002	Yes	Note 1	Debt Conv	Free Trading	Rule 144

02/15/17	New Issue	73,374,041	0.0003	Yes	Note 1	Debt Conv	Free Trading	Rule 144
02/28/17	New Issue	26,625,959	0.0003	Yes	Note 1	Debt Conv	Free Trading	Rule 144
03/30/17	New Issue	323,473,333	0.0003	Yes	Note 1	Debt Conv	Free Trading	Rule 144
03/30/17	New Issue	313,556,667	0.0003	Yes	Note 1	Debt Conv	Free Trading	Rule 144
04/11/17	New Issue	100,000,000	0.0003	Yes	Note 1	Debt Conv	Free Trading	Rule 144
06/12/17	New Issue	277,916,667	0.0003	Yes	Note 1	Debt Conv	Free Trading	Rule 144
06/12/17	New Issue	200,000,000	0.0003	Yes	Note 1	Debt Conv	Free Trading	Rule 144
06/12/17	New Issue	39,879,148	0.0017	No	David Gwyther	Director Fees	Free Trading	Rule 144
06/27/17	New Issue	23,458,323	0.0017	No	Colleen Manley	Director Fees	Free Trading	Rule 144
08/08/17	New Issue	426,220,000	0.0003	Yes	Note 1	Debt Conv	Free Trading	Rule 144
08/09/17	New Issue	441,213,334	0.0003	Yes	Note 1	Debt Conv	Free Trading	Rule 144
08/11/17	New Issue	154,443,333	0.0003	Yes	Note 1	Debt Conv	Free Trading	Rule 144
08/11/17	New Issue	124,583,333	0.0003	Yes	Note 1	Debt Conv	Free Trading	Rule 144
08/31/17	New Issue	431,666,667	0.0003	Yes	Note 1	Debt Conv	Free Trading	Rule 144
09/15/17	New Issue	403,123,333	0.0003	Yes	Note 1	Debt Conv	Free Trading	Rule 144
09/14/17	New Issue	600,000,000	0.0003	Yes	Note 1	Debt Conv	Free Trading	Rule 144
09/26/17	New Issue	36,110,000	0.0003	Yes	Note 1	Debt Conv	Free Trading	Rule 144
11/03/17	New Issue	380,623,333	0.0003	Yes	Note 1	Debt Conv	Free Trading	Rule 144
11/03/17	New Issue	275,847,273	0.0003	Yes	Note 1	Debt Conv	Free Trading	Rule 144
11/15/17	New Issue	220,000,000	0.0003	Yes	Note 1	Debt Conv	Free Trading	Rule 144
12/11/17	New Issue	645,832,727	0.0003	Yes	Note 1	Debt Conv	Free Trading	Rule 144
12/11/17	New Issue	85,907,273	0.0003	Yes	Note 1	Debt Conv	Free Trading	Rule 144
12/11/17	New Issue	117,938,182	0.0003	Yes	Note 1	Debt Conv	Free Trading	Rule 144
12/29/17	New Issue	226,449,091	0.0003	Yes	Note 1	Debt Conv	Free Trading	Rule 144
01/05/18	New Issue	200,000,000	0.0006	Yes	Note 1	Debt Conv	Free Trading	Rule 144
01/17/18	New Issue	12,052,521	0.0045	No	Note 1	Legal Serv	Free Trading	Rule 144
01/17/18	New Issue	20,000,000	0.001	No	Note 1	Marketing Serv	Free Trading	Rule 144
01/17/18	New Issue	35,882,673	0.0013	No	Patrick Carrigan	Admin Serv	Restricted	N/A
01/17/18	New Issue	67,045,809	0.0016	No	David Gwyther	Director Fees	Restricted	N/A
01/17/18	New Issue	47,889,864	0.0016	No	Colleen Manley	Director Fees	Restricted	N/A
04/25/18	New Issue	221,350,000	0.0005	Yes	Note 1	Debt Conv	Free Trading	Rule 144

04/25/18	New Issue	273,724,000	0.0005	Yes	Note 1	Debt Conv	Free Trading	Rule 144
06/08/18	New Issue	111,452,055	0.0005	Yes	Note 1	Debt Conv	Free Trading	Rule 144
06/08/18	New Issue	287,567,123	0.0005	Yes	Note 1	Debt Conv	Free Trading	Rule 144
07/02/18	New Issue	150,936,986	0.0005	Yes	Note 1	Debt Conv	Free Trading	Rule 144
07/02/18	New Issue	287,342,466	0.0005	Yes	Note 1	Debt Conv	Free Trading	Rule 144
09/12/18	New Issue	320,237,143	0.0003	Yes	Note 1	Debt Conv	Free Trading	Rule 144
11/14/18	New Issue	370,273,333	0.0003	Yes	Note 1	Debt Conv	Free Trading	Rule 144
11/14/18	New Issue	238,333,333	0.0003	Yes	Note 1	Debt Conv	Free Trading	Rule 144
11/14/18	New Issue	100,000,000	0.0003	Yes	Note 1	Debt Conv	Free Trading	Rule 144
12/04/18	New Issue	250,000,000	0.0002	Yes	Note 1	Debt Conv	Free Trading	Rule 144
12/04/18	New Issue	200,000,000	0.0002	Yes	Note 1	Debt Conv	Free Trading	Rule 144
01/08/19	New Issue	728,553,333	0.0002	Yes	Sunrise Communications, LLC	Debt Conv	Free Trading	Rule 144
01/08/19	New Issue	762,557,078	0.0002	Yes	Albert Golusin	Debt Conv	Free Trading	Rule 144
01/28/19	New Issue	300,000,000	0.0001	Yes	Mammoth Corporation	Debt Conv	Free Trading	Rule 144
02/05/19	New Issue	300,000,000	0.0001	Yes	Mammoth Corporation	Debt Conv	Free Trading	Rule 144
02/13/19	New Issue	400,000,000	0.0001	Yes	Mammoth Corporation	Debt Conv	Free Trading	Rule 144
03/03/19	New Issue	152,087,671	0.0001	Yes	Sunrise Communications, LLC	Debt Conv	Free Trading	Rule 144
03/03/19	New Issue	157,104,110	0.0001	Yes	Sunrise Communications, LLC	Debt Conv	Free Trading	Rule 144
03/03/19	New Issue	408,589,041	0.0001	Yes	Albert Golusin	Debt Conv	Free Trading	Rule 144
03/04/19	New Issue	427,680,000	0.0001	Yes	Mammoth Corporation	Debt Conv	Free Trading	Rule 144
03/15/19	New Issue	400,000,000	0.0001	Yes	Mammoth Corporation	Debt Conv	Free Trading	Rule 144
05/07/19	New Issue	600,000,000	0.0001	Yes	Mammoth Corporation	Debt Conv	Free Trading	Rule 144
05/28/19	New Issue	191,000,000	0.0001	Yes	Sunrise Communications, LLC	Debt Conv	Restricted	N/A
06/17/19	New Issue	500,000,000	0.0001	Yes	Mammoth Corporation	Debt Conv	Free Trading	Rule 144
07/13/19	New Issue	886,630,000	0.0001	Yes	Libra AGI	Debt Conv	Free Trading	Rule 144
07/22/19	New Issue	48,551,534	0.0001	No	Patrick Carrigan	Debt Conv	Restricted	N/A
07/22/19	New Issue	240,944,295	0.0001	No	David G. Gwyther	Debt Conv	Restricted	N/A
07/22/19	New Issue	172,103,068	0.0001	No	Colleen Manley	Debt Conv	Restricted	N/A
07/22/19	New Issue	500,000,000	0.0001	Yes	Mammoth Corporation	Debt Conv	Free Trading	Rule 144
08/23/19	New Issue	500,000,000	0.0001	Yes	Mammoth Corporation	Debt Conv	Free Trading	Rule 144
09/27/19	New Issue	3,000,000	0.02	Yes	Mammoth Corporation	Debt Conv	Free Trading	Rule 144
10/01/19	New Issue	13,779	N/A	No	CEDE & Company	Reverse Adj	Free Trading	Rule 144



10/22/19	New issue	6,000,000	0.005	Yes	Mammoth Corporation	Debt Conv	Free Trading	Rule 144
10/30/19	New issue	1,368,421	0.0209	Yes	X Finance LP	Debt Conv	Free Trading	Rule 144
11/13/19	New issue	5,000,000	0.02	Yes	X Finance LP	Debt Conv	Free Trading	Rule 144
11/20/19	New issue	4,827,212	0.0067	Yes	GPL Ventures LLC	Debt Conv	Free Trading	Rule 144
01/25/19	New issue	2,616,340	0.0057	Yes	GPL Ventures LLC	Debt Conv	Free Trading	Rule 144
11/29/19	New issue	8,000,000	0.0104	Yes	X Finance LP	Debt Conv	Free Trading	Rule 144
12/03/19	New issue	8,800,000	0.0045	Yes	Mammoth Corporation	Debt Conv	Free Trading	Rule 144
12/02/19	New issue	4,067,797	0.005	Yes	GPL Ventures LLC	Debt Conv	Free Trading	Rule 144
12/04/19	New issue	5,500,000	0.0049	Yes	GPL Ventures LLC	Debt Conv	Free Trading	Rule 144
12/10/19	New issue	6,000,000	0.0043	Yes	GPL Ventures LLC	Debt Conv	Free Trading	Rule 144
12/16/19	New issue	4,377,821	0.0038	Yes	GPL Ventures LLC	Debt Conv	Free Trading	Rule 144
12/23/19	New issue	10,000,000	0.0029	Yes	GPL Ventures LLC	Debt Conv	Free Trading	Rule 144

**Note 1:** The Company does not disclose any personal information about its debenture holders as well as share recipients and shareholders unless disclosure is required by law or unless specifically authorized by such person or company. Names that are listed above are required by securities law or the party has given its consent.

**Note 2:** Brad Hare holds voting and investment power over Mammoth Corporation. Jillian Sanburg-Jacobs holds voting and investment power over Sunrise Communications LLC. Sean P. Daly holds voting and investment power over Libra Fund, LLC. Albert Golusin holds voting and investment power over X Finance Limited Partnership. Alexander Dillon holds voting and investment power over GPL Ventures LLC.

**Note 3:** All common shares issued after September 23, 2019 reflect the post reverse share amounts.

### C. Changes to Preferred Stock

Preferred Shares Outstanding at July 1, 2017 10,900,000  
Preferred Shares Outstanding at December 31, 2019 2,780,000

Date	Type	Shares Issued (Cancelled)	Value (\$ per share)	Discount to Market	Recipient	Issuance Reason	Trading Status (date of report)	Exemption
<b>Preferred Series A Shares</b>								
05/31/19	New Issue	1,300,000	0.0120	No	David Gwyther	Cancel Series B	Restricted	None
05/31/19	New Issue	140,000	0.0120	No	Albert Golusin	Cancel Series B	Restricted	None
05/31/19	New Issue	140,000	0.0120	No	10th Planet Partners LP	Cancel Series B	Restricted	None
05/31/19	New Issue	400,000	0.0120	No	David Gwyther	Cancel Series C	Restricted	None
05/31/19	New Issue	200,000	0.0120	No	Libra Fund, LLC	Cancel Series C	Restricted	None
05/31/19	New Issue	200,000	0.0120	No	Colleen Manley	Cancel Series C	Restricted	None
05/31/19	New Issue	400,000	0.0120	No	Morgan Sanburg-Jacobs	Cancel Series C	Restricted	None

**Preferred Series B Shares**

09/15/16	New Issue	700,000	0.0120	No	Note 1	Contractual Obligation	Restricted	None
09/15/16	New Issue	700,000	0.0120	No	Note 1	Contractual Obligation	Restricted	None
05/31/19	Cancel	7,900,000	0.0120	No	N/A	Exchange for Series A	Restricted	None

**Preferred Series C Shares**

06/26/17	New Issue	2,000,000	0.0120	No	David Gwyther	Contractual Obligation	Restricted	None
06/29/17	New Issue	1,000,000	0.0120	No	Note 1	Contractual Obligation	Restricted	None
07/10/17	New Issue	1,000,000	0.0120	No	Colleen Manley	Contractual Obligation	Restricted	None
07/13/17	New Issue	2,000,000	0.0120	No	Morgan Sanburg-Jacobs	Contractual Obligation	Restricted	None
05/31/19	Cancel	6,000,000	0.0120	No	N/A	Exchange for Series A	Restricted	None

**Note 1:** The Company does not disclose any personal information about its debenture holders as well as share recipients and shareholders unless disclosure is required by law or unless specifically authorized by such person or company. Names that are listed above are required by securities law or the party has given its consent.

**Note 2:** Brad Hare holds voting and investment power over Mammoth Corporation. Morgan Sanburg-Jacobs holds voting and investment power over 10th Planet Partners LP. Sean P. Daly holds voting and investment power over Libra Fund, LLC. Albert Golusin holds voting power over X Finance Limited Partnership.

**D. Debt Securities, Including Promissory and Convertible Notes**

Issuances of promissory notes, convertible notes or convertible debentures in the past two completed fiscal years and any subsequent interim period.

Check this box if there are no outstanding promissory, convertible notes or debt arrangements:

Date	Name	Control Person	Principal Outstanding	Accrued Interest Outstanding	Total Outstanding
09/30/14	Sunrise Communications LLC	Jillian S. Sanburg-Jacobs	61,177	24,468	85,645
06/30/15	Sunrise Communications LLC	Jillian S. Sanburg-Jacobs	226,966	102,213	329,179
06/30/15	Albert Golusin	N/A	120,000	54,041	174,041
01/31/16	Sunrise Communications LLC	Jillian S. Sanburg-Jacobs	90,000	16,129	106,129
03/31/16	Sunrise Communications LLC	Jillian S. Sanburg-Jacobs	75,000	28,125	103,125
04/30/16	10th Planet Partners LP	Morgan Sanburg-Jacobs	56,000	20,540	76,540
05/31/16	10th Planet Partners LP	Morgan Sanburg-Jacobs	107,500	38,517	146,017

06/30/16	Mammoth Corporation	Brad Hare	17,500	6,121	23,621
08/31/16	10th Planet Partners LP	Morgan Sanburg-Jacobs	48,000	15,988	63,988
09/30/16	10th Planet Partners LP	Morgan Sanburg-Jacobs	89,600	29,108	118,708
10/31/16	10th Planet Partners LP	Morgan Sanburg-Jacobs	36,000	11,389	47,389
11/30/16	10th Planet Partners LP	Morgan Sanburg-Jacobs	50,000	15,408	65,408
12/31/16	10th Planet Partners LP	Morgan Sanburg-Jacobs	50,000	14,983	64,983
01/31/17	10th Planet Partners LP	Morgan Sanburg-Jacobs	32,000	9,317	41,317
02/28/17	10th Planet Partners LP	Morgan Sanburg-Jacobs	25,000	7,087	32,087
02/28/17	Sunrise Communications LLC	jillian S. Sanburg-Jacobs	350,000	99,223	449,223
04/30/17	10th Planet Partners LP	Morgan Sanburg-Jacobs	90,000	24,010	114,010
05/31/17	10th Planet Partners LP	Morgan Sanburg-Jacobs	50,000	12,914	62,914
06/30/17	GPL Ventures LLC	Morgan Sanburg-Jacobs	126,158	0	126,158
07/31/17	10th Planet Partners LP	Morgan Sanburg-Jacobs	100,000	24,185	124,185
08/31/17	10th Planet Partners LP	Morgan Sanburg-Jacobs	285,000	66,428	351,428
09/30/17	10th Planet Partners LP	Morgan Sanburg-Jacobs	200,000	44,973	244,973
08/31/17	X Finance LP	Albert Golusin	196,601	3,105	199,706
09/30/17	X Finance LP	Albert Golusin	125,000	28,108	153,108
09/13/17	Mammoth Corporation	Brad Hare	1,806,000	0	1,806,000
10/30/17	Information Investments LLC	Albert Golusin	110,000	11,000	121,000
10/15/17	X Finance LP	Albert Golusin	127,333	13,919	141,252
11/15/17	X Finance LP	Albert Golusin	140,000	29,716	169,716
11/30/17	X Finance LP	Albert Golusin	80,000	16,652	96,652
12/15/17	X Finance LP	Albert Golusin	125,000	25,505	150,505
12/31/17	X Finance LP	Albert Golusin	250,000	49,914	299,914
10/20/17	10th Planet Partners LP	Morgan Sanburg-Jacobs	160,000	35,101	195,101
10/31/17	10th Planet Partners LP	Morgan Sanburg-Jacobs	165,000	35,701	200,701
11/15/17	10th Planet Partners LP	Morgan Sanburg-Jacobs	140,000	29,716	169,716
11/30/17	10th Planet Partners LP	Morgan Sanburg-Jacobs	80,000	16,652	96,652
12/15/17	10th Planet Partners LP	Morgan Sanburg-Jacobs	125,000	25,505	150,505
01/02/18	10th Planet Partners LP	Morgan Sanburg-Jacobs	250,000	49,914	299,914
01/12/18	X Finance LP	Albert Golusin	450,000	88,366	538,366
01/31/18	X Finance LP	Albert Golusin	175,000	33,454	208,454

02/15/18	X Finance LP	Albert Golusin	125,000	23,382	148,382
03/01/18	X Finance LP	Albert Golusin	100,000	18,322	118,322
03/15/18	X Finance LP	Albert Golusin	120,000	21,526	141,526
03/28/18	X Finance LP	Albert Golusin	120,000	21,099	141,099
01/16/18	10th Planet Partners LP	Morgan Sanburg-Jacobs	110,000	21,480	131,480
01/31/18	10th Planet Partners LP	Morgan Sanburg-Jacobs	175,000	33,454	208,454
02/16/18	10th Planet Partners LP	Morgan Sanburg-Jacobs	125,000	23,348	148,348
02/28/18	10th Planet Partners LP	Morgan Sanburg-Jacobs	150,000	27,524	177,524
03/15/18	10th Planet Partners LP	Morgan Sanburg-Jacobs	120,000	21,526	141,526
03/29/18	10th Planet Partners LP	Morgan Sanburg-Jacobs	120,000	21,066	141,066
04/30/18	10th Planet Partners LP	Morgan Sanburg-Jacobs	310,000	51,702	361,702
05/31/18	10th Planet Partners LP	Morgan Sanburg-Jacobs	170,000	26,909	196,909
06/30/18	10th Planet Partners LP	Morgan Sanburg-Jacobs	350,000	52,524	402,524
04/30/18	X Finance LP	Albert Golusin	150,000	25,017	175,017
06/30/18	X Finance LP	Albert Golusin	50,000	7,503	57,503
07/15/18	10th Planet Partners LP	Morgan Sanburg-Jacobs	150,000	21,894	171,894
11/23/18	X Finance LP	Albert Golusin	35,000	3,852	38,852
12/31/18	X Finance LP	Albert Golusin	55,000	5,481	60,481
12/18/18	Sunrise Communications LLC	Jillian S. Sanburg-Jacobs	8,500	878	9,378
12/11/18	Sean Prophet	Albert Golusin	40,000	4,205	44,205
12/11/18	Scott Stoegbauer	Albert Golusin	50,000	5,257	55,257
01/31/19	Sunrise Communications LLC	Jillian S. Sanburg-Jacobs	108,000	8,899	116,899
02/27/19	Libra AGI	Albert Golusin	69,300	5,806	75,106
01/15/19	10th Planet Partners LP	Morgan Sanburg-Jacobs	16,500	1,578	18,078
11/30/19	Albert Golusin	Albert Golusin	37,000	308	37,308
12/31/19	Albert Golusin	Albert Golusin	20,000	0	20,000
11/30/19	Sunrise Communications LLC	Jillian S. Sanburg-Jacobs	77,550	646	78,196
12/31/19	Sunrise Communications LLC	Jillian S. Sanburg-Jacobs	139,500	0	139,500
12/31/19	10th Planet Partners LP	Morgan Sanburg-Jacobs	32,300	0	32,300
			<u>9,924,485</u>	<u>1,612,681</u>	<u>11,537,166</u>

## 5. Financial Statements

A. The following financial statements were prepared in accordance with:

U.S. GAAP

IFRS

B. The financial statements for this reporting period were prepared by (name of individual(s))<sup>2</sup>:

Name: Albert Golusin

Title: CPA

Relationship to Issuer: Consultant

C. Provide the financial statements described below for the most recent fiscal year or quarter.

The financial statements are incorporated by reference as "Quarterly Report – Financial Statement" for the period ending December 31, 2019.

## 6. Issuer's Business, Products and Services

A. Business Operations

### 1. AMERICAN GREEN

The Company was one of the first publicly-traded companies to address the legal medical marijuana business in 2009. It now is embarking on the strategy to become a major participant in the expanding medical and adult-use cannabis market on a national scale.

The Company continues to offer retailing, branding, and commercial cultivating strategies in conjunction with its ongoing business with various licensed medical marijuana medical and retail dispensaries. Being located in Arizona, a very effectively regulated legal cannabis market, the Company is focusing on providing goods and services that operators of licensed nonprofit cannabis dispensaries in regulated environments require. This strategy will allow the Company to further penetrate the market and to leverage its existing brands, products and services. As a result, technical applications, products and services are being owned, licensed or being created; and consulting opportunities involving compliance, business development and financial services have been identified.

B. Subsidiaries

### 1. AMERICAN GREEN INVESTMENT IN CANNAWAKE CORPORATON

On September 19, 2017, the Company purchased the town of Nipton, California, a 100-year-old community in San Bernardino county.

During March of 2018, the Company entered into a Purchase Agreement (the "Agreement") with CannAwake Corporation, a Delaware corporation ("CannAwake" and formerly, "Delta International Oil & Gas, Inc."), and Nipton, Inc., a California corporation, a wholly-owned subsidiary of the Company. Pursuant to the Agreement, CannAwake agreed to acquire 100% of the issued and outstanding equity securities of Nipton, Inc. (the assets of which are comprised of all of the real estate properties included in the unincorporated township of Nipton, California ("Nipton")) from the Company in exchange for shares of 160,000 shares of Series A Convertible Preferred Stock, convertible into 160,000,000 shares of the CannAwake's Common Stock (the "Nipton Acquisition").

CannAwake and the Company closed the Nipton Acquisition on April 5, 2018. Following the closing, Nipton, Inc. became a wholly-owned subsidiary of the CannAwake, and CannAwake became a majority owned subsidiary of the Company, with the Company holding approximately 82% of the voting power of CannAwake.

Additionally, CannAwake and the Company have finalized a management agreement between Nipton, Inc and Mohave Hospitality, Inc. who are the managers of the Nipton Trading Post, The Nipton Hotel, and The Whistle Stop Café, "the stores". The term of the leases total 15 years each and call for monthly payments by Mohave Hospitality of approximately \$12,500 with periodic cost of living increases.

While under CannAwake's control, the original seller foreclosed on the town on November 19, 2019, but leases of the stores remain uninterrupted whereby Mohave Enterprises retains management control of all of the stores and their resulting revenues. Interest holders will be able to keep up to date on events in Nipton by navigating to its website, <http://www.nipton.com>.

## C. PRINCIPAL PRODUCTS OR SERVICES, AND THEIR MARKETS

### 1. DEVELOPMENT OF CBD PRODUCTS

The Company and MediaTechnics Corporation had entered into a joint-venture to develop an Industrial Hemp based CBD extraction facility in Nipton. The Company intends, with the assistance of CannAwake, to develop a CBD-infused drinking water product line. See <https://americangreencbd.com/faq/>. Due to the previously aforementioned foreclosure by the original Nipton sellers, all plans to expand on land not currently utilized in Nipton have come to a standstill, until and if current negotiations with the original Nipton seller have been realized.

American Green has a consulting relationship with renowned CBD and Cannabis Chef named Dee Russell where Ms. Russell has agreed to work with the company to develop unique and proprietary food products which the company believes will become popular choices in the marketplace. Discussions are underway with several well-established edible and extraction companies that have expressed interest in having production facilities in Phoenix and other potential locations to be determined -- all done paying strict adherence to all applicable federal, state and county regulatory requirements.

### 2. AMERICAN GREEN CULTIVATION MANAGEMENT

The cultivation site that the company financed and built for the licensee, Natural Herbal Remedies, was approved to commence cultivation on July 23, 2018

Natural Herbal Remedies commenced operations and had their first harvest during November of 2018. Per our agreement to finance and manage the facility for its licensee, American Green has received significant rental income and management payments as disclosed in the financial statements, and the operation has reached operationally profitable as of January 2020.

On May 28, 2019 the Arizona Supreme Court ruled that medical marijuana extracts are legal under the Arizona Marijuana Act. As a result we will look into ways for the cultivation operation to increase its revenue generation thru the production of extracts.

### **3. AMERICAN GREEN MACHINE**

American Green's AGM "Smart" Vending Division has redesigned its AGM Machine so that it no longer requires licensing from the Tomassi Patents # 6,711,465 and 7,493,190. The Company's two different patent attorneys both agree that the Company no longer requires the Tomassi intellectual property to produce and sell its AGM Machine. Further, they have recommended to American Green's AGM president, Lindel Creed, that he begin the process of applying for patents on the company's current machine configuration, which are believed to be unique in the marketplace. That process has begun.

Currently the Company possesses the rights to technology which integrates into existing machines aspects of the Silkron vending platform, M2SYS biometrics, and any additional hardware or software as required by client needs. The American Green Machine will allow purchasers or partners to white [private] label the machine, if desired, as well as sell and track controlled inventory with complete transparency to regulatory groups or the client with respect to revenues and goods sold. The Company leases a space in North Carolina where it assembles custom-ordered machines for sale.

### **4. AMERICAN GREEN E-COMMERCE STORE**

In addition, an e-commerce store unique to the company as well as a store in the Amazon marketplace drives revenues while extending the brand and providing continuity between the other initiatives. Each of those described and any that may be added can stand on its own but naturally interface well and increase the overall value of the products themselves, the American Green brand and the Company as a whole. The Company expects revenues for the online store to double between 2019 and 2020 with improving margins are all products. The online store is showing a profit which the Company expects to continue throughout 2020.

### **5. AMERICAN GREEN COORDINATED INITIATIVES**

During 2016, the Company began greater focus on how ongoing initiatives including, but not limited to, those described previously in this section could be linked together for efficiency and economies of scale. Mobile applications, branded products, the American Green Machine, and partners producing unique products for distribution with an emphasis on CBD-focused edibles dovetail together to produce a unique cross-platforming opportunity for the company that includes potential co-marketing and future product acquisitions.

### **7. Issuer's Facilities**

The Company manages a grow operation and leases an industrial building that has approximately 12,000 square feet with a yard. The building is located in Phoenix, Arizona and is secured; therefore, the exact location is not disclosed. Shareholders can call American Green for information pertain to the building. The

rent expense is approximately \$8,000 a month and the lease will expire on November 30, 2020. The lease has three five renewal options subsequent to November 30, 2020.

The Company subleases a lease space from Vendweb for the production of its smart vending machines. The sublease is \$2,500 a month on a month to month basis. The lease space is located at 1820 Spencer Mountain Road in Gastonia, North Carolina.

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

### **A. Officers and Directors**

#### **1. David Gwyther, Chairman - Acting President, Director**

David Gwyther serves as the Company's Chairman, Principal Financial Officer, Principal Accounting Officer, Secretary, Chief Financial Officer, Chief Executive Officer, and Treasurer and the Company.

Mr. Gwyther graduated from the University of Oregon with a BS in Economics. He co-founded Koobdooga Books and Whole-Earth Truckstore Distribution. He was successful in wholesaling books and magazines and was a co-founder and an owner in the first Rolling Stone Magazine a nationwide distribution company which also were the original distributors for Mother Earth News and over 8 additional magazine publications. The distribution company had over 400 accounts by spring of 1970 when it acquired national distribution and co-publishing rights to The Cultivators Handbook of Marijuana. The bookstore and the company were sold in December of 1972, after which he was involved in the transportation industry and start-up companies.

From 1980-2005 he worked in the securities industry with Series 7, 63 and 24 licenses. During the last 15 years in the securities industry, he assisted small start-ups and developmental-stage companies go public using reverse mergers. Ti-mail was one of those companies and that company evolved into American Green. He was a consultant to the various companies during their evolution to American Green. During 2012 was asked to become chairman and then interim president during its move into the cannabis industry.

Mr. Gwyther has extensive political experience as he has been the Precinct Committeeman since 1984 in Multnomah County, Oregon #36 and served as the District Leader from 2002-2006.

Since 2005, he has consulted to numerous political campaigns and has been an advisor to CEO's of small publicly traded companies. During 2012 he was asked to become chairman and then interim president during the Company's move into the cannabis industry.

#### **2. Colleen Manley, Esq. - Director**

Ms. Manley became a director of the Company on May 8, 2011. Currently, Ms. Manley owns 13,645,992 shares of the Company's common stock.

Colleen Manley is a 4th generation Arizonian and member of one of the state's oldest family law firms. Colleen has been a member of the Arizona State Bar and admitted to the United States District Court since 1985. In 1986, she was admitted to the United States Court of Appeals for the Ninth Circuit. She is a member of the American Bar Association in good standing. Colleen holds the coveted "AV" rating, the highest rating, and her firm Manley Law, also holds the "preeminent" status.

Colleen is related to the late Tom Forcade, a local Arizona historical figure who founded High Times Magazine. Tom Forcade hailed from Phoenix and was one of the original advocates supporting the medicinal use of cannabis during the late 1960s and 70s. Colleen also serves as a Chairman of the Board and significant shareholder of Trans High Corporation, the owner of "High Times," "High Times Medical Marijuana Magazine," and many other national ventures. Colleen is active in the community as well. She is a past president of Arizona Clean and Beautiful; a member of the National Charity League; a founding member of the



Board of Regents of Golden Karma Awards; a founding member of Our Power of Community Circle; past Director of ESCOM; past member of the North Central Parenting Association and volunteers for local charities.

To the best of the Company's knowledge, the following table lists any person or entity owning 5% of more of the issuer, as well as any officer, and any director of the company, regardless of the number of shares they own<sup>3</sup>.

## B. Beneficial Holders

### 1. Preferred Shareholders

The following table lists all holders of 10% of any class of equity of the Company along with the number of votes each person (or entity) is able to cast in any action taken by holders of the Common Stock of the Company, or any person who is an officer or director of the Company:

<b>Class A Holders</b>	<b>Shares</b>	<b>% of Class</b>	<b>Votes</b>	<b>% of Total Vote</b>
David G. Gwyther, Chairman	1,700,000	61.15%	38,250,000,000	61.02%
Morgan A. Sanburg-Jacobs	540,000	19.42%	12,150,000,000	19.38%
Colleen Manley, Director	200,000	7.19%	4,500,000,000	7.18%
<b>Total</b>	<b>2,440,000</b>	<b>87.76%</b>	<b>55,000,000,000</b>	<b>87.74%</b>

### 2. Control Persons

The following table lists all persons, or entities, holding more than 5% votes able to be cast in any action taken by holders of the Common Stock of the Company, or any person who is an officer or director of the Company:

<b>Control Person</b>	<b>Common Stock</b>	<b>Preferred A Shares</b>	<b>Votes</b>	<b>% of Total Vote</b>
David G. Gwyther, Chairman	482,090	1,700,000	38,250,482,090	61.02%
Colleen Manley, Director	604,783	200,000	4,500,604,783	7.18%
Morgan A. Sanburg-Jacobs	-	540,000	12,150,000,000	19.38%
	<b>1,086,873</b>	<b>2,440,000</b>	<b>54,901,086,873</b>	<b>87.58%</b>

## 9. Legal/Disciplinary History

A. During the past 10 years none of the persons listed above have been the subject of:

<sup>3</sup> Married persons include the total holdings of themselves, their spouse and any entities that they control.

1. Any 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.

B. Material pending legal proceedings.

None

## **10. Third Party Providers**

A. Following is a list of the names, addresses, telephone numbers and email addresses of each of the following outside providers:

1. **Securities Counsel**

Name: Jerald S. Chesler

Firm: Jerald S. Chesler, P.C.

Address1: 20860 N Tatum Blvd Ste 300  
Phoenix, AZ 85050

Phone: 480-488-7875

Email: Jerry@JChesler.com

2. **Accountant or Auditor**

Name: Albert Golusin, CPA

Address: 4300 N Northsight Blvd Ste 111  
Scottsdale, AZ 85260

Phone: 602-466-2650

Email: aagolusin@mac.com

3. **Investor Relations Consultant**

None

**B. Other Service Providers**

With respect to this disclosure statement, other than those listed herein, no service providers, including, counsel, advisors or consultants were employed to provide advice, assistance, and/or services to the issuer during the reporting period.

## 11. Issuer Certification

Principal Executive Officer:

I, David G. Gwyther, certify that:

1. I have reviewed this quarterly disclosure statement of American Green, Inc.;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

February 26, 2020

/s/ David G. Gwyther

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David G. Gwyther, CEO

Principal Financial Officer:

I, David G. Gwyther, certify that:

1. I have reviewed this quarterly disclosure statement of American Green, Inc.;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

February 26, 2020

/s/ David G. Gwyther

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David G. Gwyther, CFO