

ADMINISTRATIVE PROCEEDING  
FILE NO. 3-19250

**UNITED STATES OF AMERICA**  
**before the**  
**SECURITIES AND EXCHANGE COMMISSION**

**In the Matter of**

**UPPER STREET MARKETING, INC.**

**DIVISION OF ENFORCEMENT'S ANSWERING BRIEF**

September 4, 2019

Division of Enforcement  
Amy Jane Longo  
Douglas M. Miller  
Roberto A. Tercero  
444 S. Flower Street, Suite 900  
Los Angeles, California 90071  
(323) 965-3998 (*telephone*)  
(213) 443-1904 (*facsimile*)

## **TABLE OF CONTENTS**

I.	INTRODUCTION .....	1
II.	PROCEDURAL HISTORY.....	3
III.	STATEMENT OF FACTS BEFORE THE COMMISSION.....	3
	A.    The Unregistered and Undisclosed Stock Offering .....	4
	B.    The \$10.55 Million in Financing .....	4
	C.    Use of Investor Relations Firms .....	5
	D.    UPPR’s Share Price and Trading Volume .....	7
	E.    Sales of UPPR Stock by Entities Associated with an UPPR Insider .....	8
IV.	ARGUMENT .....	9
	A.    The Commission Properly Issued the 10-Day Trading Suspension .....	9
	1.    Standard of Review.....	9
	2.    The Commission May Suspend Trading Without First Conducting an Investigation.....	9
	3.    Petitioners Concede That Several Statements Made to the Public Had to be “Corrected” .....	10
	a.    \$10.55 Million Financing.....	11
	b.    \$3 million Private Offering.....	11
	c.    Investor Relations Firms .....	11
	B.    The Commission’s Trading Suspension Was Lawful and Temporary .....	14
	C.    The Trading Suspension Ended, and UPPR Shares Now Trade Publicly .....	15
	D.    A Broker-Dealer Need Not File a Form 211 Application for UPPR to Trade on an Interdealer Quotation System, Such as OTC Link.....	15
	E.    When a Broker-Dealer Files a Form 211 Application with FINRA, It Must “Demonstrate Compliance” with Rule 15c2-11 .....	16
	F.    The Commission Approved FINRA Rule 6432 Pursuant to Congress’s Mandate.....	17

G.	The Trading Suspension Did Not Violate Petitioners' Right to Procedural Due Process .....	18
H.	The Trading Suspension Did Not Violate the Takings Clause .....	22
V.	CONCLUSION.....	24

## TABLE OF AUTHORITIES

### CASES

<i>Amerisource Corp. v. United States</i> , 525 F.3d 1149 (Fed. Cir. 2008).....	22, 23
<i>Bennis v. Michigan</i> , 516 U.S. 442 (1996).....	22
<i>Bilzerian v. SEC (In re Bilzerian)</i> , 146 B.R. 871 (M.D. Fla. 1992).....	24
<i>Boddie v. Connecticut</i> , 401 U.S. 371 (1971).....	21
<i>Champion Parts, Inc. v. Oppenheimer &amp; Co.</i> , 878 F.2d 1003 (7th Cir. 1989) .....	22
<i>Chicago, B. &amp; Q. R. Co. v. Illinois</i> , 200 U.S. 561 (1906).....	23
<i>Cleveland Bd. of Educ. v. Loudermill</i> , 470 U.S. 532 (1985).....	21
<i>District of Columbia v. Brooke</i> , 214 U.S. 138 (1909).....	23
<i>FDIC v. Mallen</i> , 486 U.S. 230 (1988).....	18
<i>Gilbert v. Homar</i> , 520 U.S. 924 (1997).....	18
<i>Intercontinental Industries Inc. v. American Stock Exchange</i> , 452 F.2d 935 (5th Cir. 1971) .....	21
<i>Lambert v. People of the State of California</i> , 355 U.S. 225 (1957).....	23
<i>Lingle v. Chevron U.S.A. Inc.</i> , 544 U.S. 528 (2005).....	22
<i>Morgan v. United States</i> , 304 U.S. 1 (1938).....	21
<i>Opp Cotton Mills v. Administrator</i> , 312 U.S. 126 (1943).....	21
<i>Panhandle E. Pipe Line Co. v. State Highway Comm'n of Kan.</i> , 294 U.S. 613 (1935).....	23



<i>SEC v. Applegate</i> , 2006 WL 1005302 (N.D. Ohio Apr. 13, 2006).....	24
<i>SEC v. Lybrand</i> , 281 F. Supp. 2d 726 (S.D.N.Y. 2003).....	23
<i>SEC v. Towers Fin. Corp.</i> , 205 B.R. 27 (S.D.N.Y. 1997).....	24
<i>Silver v. New York Stock Exchange</i> , 373 U.S. 341 (1963).....	21
<i>Stewart v. Smith</i> , 673 F.2d 485 (D.C. Cir. 1982).....	17
<i>Villani v. New York Stock Exchange, Inc.</i> , 348 F. Supp. 1185 (S.D.N.Y. 1972).....	21
<i>Wedges/Ledges of California, Inc. v. City of Phoenix</i> , 24 F.3d 56 (9th Cir. 1994) .....	15
<i>Xumanii Int’l Holding Corp. v. SEC</i> , 670 Fed. Appx. 508 (9th Cir. 2016).....	21

## **CONSTITUTION AND FEDERAL STATUTES**

U.S. Const. amend. V.....	1, 2, 21, 22
---------------------------	--------------

### **Securities Exchange Act of 1934**

Penny Stock Reform Act of 1990, Pub. L. 101-429 Section 502 [15 U.S.C. 78o note] .....	19
Section 12(k) [15 U.S.C. § 78l(k)] .....	3, 23
Section 12(k)(1)(A) [15 U.S.C. § 78l(k)(1)(A)] .....	9, 23
Section 15A [15 U.S.C. § 78o-3].....	18
Section 19(b)(2) [15 U.S.C. § 78s(b)(2)] .....	17

### **FEDERAL REGULATIONS**

17 C.F.R. § 200.30-3.....	16
Rule 15c2-11 [17 C.F.R. § 240.15c2-11] .....	passim
Rule 15c2-11(f)(2) [17 C.F.R. § 240.15c2-11(f)(2)].....	15, 20

Rule 15c2-11(h) [17 C.F.R. § 240.15c2-11(h)].....	2, 16
--	-------

## **COMMISSION RELEASES**

<i>Citizens Capital Corp.</i> , Rel. No. 34-67313, 2012 WL 2499350 (Jun. 29, 2012) .....	22
<i>Delegation of Authority to the Director of the Division of Market Regulation</i> , Rel. No. 34-33358, 1993 WL 528137 (Dec. 20, 1993) .....	16
<i>In the Matter of Accredited Business Consolidators Corp.</i> , Rel. No. 34-73420, 2014 WL 5386875 (Oct. 23, 2014) .....	10
<i>In the Matter of Bravo Enter. Ltd.</i> , Rel. No. 34-75775, 2015 WL 5047983 (Aug. 27, 2015).....	passim
<i>In the Matter of Helpeo, Inc.</i> , Rel. No. 34-82551, 2018 WL 487320 (Jan. 19, 2018) .....	10, 20
<i>Initiation or Resumption of Quotations by a Broker or Dealer Who Lacks Certain Information</i> , Rel. No. 34-9310, 1971 WL 126054 (Sept. 13, 1971).....	15, 18
<i>Initiation or Resumption of Quotations Without Specified Information</i> , Rel. No. 34- 29094, 1991 WL 292186 (Apr. 17, 1991) .....	15
<i>Ronald S. Bloomfield</i> , Release No. 34-71632, 2014 WL 768828 (Feb. 27, 2014).....	19
<i>In the Matter of Immunotech Laboratories, Inc.</i> , Rel. No. 34-75790, 2015 WL 5081237 (Aug. 28, 2015).....	passim
<i>Self-Regulatory Organizations; National Association of Securities Dealers, Inc.; Order Approving Proposed Rule Change and Amendment No. 1 Thereto Relating to the Submission of SEC Rule 15C2-11 Information on Non-NASDAQ Securities</i> , Rel. No. 34-53556, 2006 WL 1641737 (Mar. 27, 2006) .....	16
<i>Self-Regulatory Organizations; National Association of Securities Dealers, Inc.; Order Approving Proposed Rule Change Relating to Broker-Dealers' Compliance with Rule 15c2-11</i> , Rel. No. 34-27968, 1990 WL 31172 (May 1, 1990) .....	18
<i>Self-Regulatory Organizations; Notice of Filing of Proposed Rule Change by National Association of Securities Dealers, Inc. Relating to Broker-Dealers' Compliance with Rule 15c2-11</i> , Rel. No. 34-27694, 1990 WL 1102444 (Feb. 8, 1990).....	17
<i>Upper Street Marketing, Inc.</i> , Release No. 34-86228, 2019 WL 2718284 (June 27, 2019) .....	3, 13, 23

## **OTHER AUTHORITIES**

Administrative Procedures Act.....	14, 15, 17
FINRA Rule 6432 .....	passim
FINRA Rule 6432(a).....	16, 17
<i>NASD Notice 90-40</i> , 1990 WL 1040656 (June 1990) .....	17
NASD Rule 6740 .....	16
SEC Rules of Practice 550 .....	3

In accordance with the Commission's July 24, 2019 Order Requesting Additional Written Submissions, the Division of Enforcement ("Division") submits its Answering Brief to Petition to Terminate Trading Suspension in *In The Matter of Upper Street Marketing, Inc.*, A.P. File No. 3-19250, and Declaration of Roberto A. Tercero dated September 4, 2019 (the "Sept. 4 Tercero Decl.").

## **I. INTRODUCTION**

This matter comes before the Commission following its decision to suspend trading in Upper Street Marking, Inc.'s ("UPPR") stock after questions had arisen regarding the accuracy and adequacy of information in the marketplace about the company. UPPR is a microcap company that claimed to be pursuing opportunities in the hemp and cannabinoid markets domestically and internationally. UPPR and its CEO, Joseph Earle ("Earle") (collectively, "Petitioners"), have now petitioned the Commission to rescind the trading suspension. They essentially raise four challenges to the trading suspension. First, Petitioners argue that the Commission considered "incorrect" facts when recommending the trading suspension, which they claim was due, in part, to several "errors" the Division made in presenting the facts to the Commission. Second, they claim that the trading suspension was, in reality, a trading termination because of Financial Industry Regulatory Authority ("FINRA") Rule 6432. Petitioners claim that this rule, which requires brokers to file a Form 211 once a trading suspension has been imposed and to wait for FINRA to approve it, violates the Administrative Procedures Act because it is too onerous, lengthy, and goes beyond the scope of its statutory counterpart, Rule 15c2-11 of the Securities Exchange Act of 1934 ("Exchange Act"). Petitioners also raise two Fifth Amendment challenges to the trading suspension. They argue that it violated their right to procedural due process because it was imposed *ex parte*, without giving Petitioners notice or the opportunity to be heard beforehand. Lastly, they argue that it violated the takings

clause because it allegedly stripped their UPPR stock of its value.

None of these arguments merit changing the Commission's decision to suspend trading. To start, the Commission had ample evidence on which to base the trading suspension. UPPR's public statements concerning the company were inconsistent, inadequate and false and misleading. Petitioners concede in their opening brief that many of the public statements the Commission identified in the suspension order had to be "corrected" after the trading suspension was issued. And the facts before the Commission that Petitioners claim were "errors" were either correct or played no part in the Commission's decision to issue the trading suspension.

Additionally, the inaccurate and inadequate information in the marketplace came at or around the time UPPR's stock price and trading volume were increasing sharply, and when two entities linked to an UPPR insider were dumping over 1 million of their UPPR shares. As for FINRA Rule 6432, Petitioners have no standing to challenge this rule and nothing about it requires the Commission to provide quotation clearance. It applies to *broker-dealers* and if it is as problematic as Petitioners claim, then broker-dealers can bypass it entirely and pursue an exemption from the rule under Exchange Act Rule 15c2-11(h). 17 C.F.R. § 240.15c2-11(h).

Petitioners' Fifth Amendment arguments also fail. The Commission's interest in protecting the public and investors from misinformation in the marketplace outweighed Petitioners' interest in having an opportunity to be heard *before* the trading suspension was imposed. Furthermore, because the Commission was acting in the public's interest and to protect investors when it issued the trading suspension, it did not amount to a "taking" under the Fifth Amendment. Accordingly, the Division requests that the Commission deny the petition in its entirety.

## **II. PROCEDURAL HISTORY**

On June 27, 2019, the Commission issued an order pursuant to Section 12(k) of the Exchange Act suspending trading in the securities of UPPR, a non-reporting company headquartered in San Diego, California with stock quoted on OTC Link, operated by OTC Markets Group Inc. (“OTC Markets”) (the “trading suspension”). The trading suspension remained in effect from June 27, 2019 through July 12, 2019. The Commission determined that questions had arisen “regarding the accuracy and adequacy of information in the marketplace” concerning UPPR, “among other things: (1) public statements by UPPR dated May 8, 2019, and May 23, 2019 concerning \$10.55 million worth of financing for UPPR; (2) public statements by UPPR dated April 30, 2019 and May 23, 2019 denying its retention of an investor relations firm while it appeared there was possible promotional activity taking place on behalf of UPPR; and (3) inadequate statements, since at least November 2018 concerning a possible private offering of at least \$3 million dollars in UPPR’s common stock.” *Upper Street Marketing, Inc.*, Release No. 34-86228, 2019 WL 2718284 (June 27, 2019) and Order of Suspension (“Suspension Order”). On July 12, 2019, UPPR filed a timely petition to terminate the trading suspension pursuant to SEC Rules of Practice 550. On July 24, 2019, the Commission ordered the Division to file all of the information that was before the Commission at the time of the trading suspension and set a briefing schedule for the parties. On August 21, 2019, in accordance with the briefing schedule, Petitioners filed their opening brief.

## **III. STATEMENT OF FACTS BEFORE THE COMMISSION**

The Commission’s decision to suspend trading in UPPR’s stock was based on the facts set forth in the August 7, 2019 affidavit of Roberto A. Tercero (“Tercero Aff.”) previously filed in this matter. UPPR is a microcap company that claimed to be pursuing opportunities in the hemp and cannabinoid markets. *See* Tercero Aff. ¶ 7. UPPR makes quarterly, annual, and other

submissions to OTC Markets, which are publicly available. *Id.* ¶ 9.

**A. The Unregistered and Undisclosed Stock Offering**

Since at least November 2018, UPPR conducted a \$3 million private offering of its restricted stock. *See* Tercero Aff. ¶¶ 11-12. On June 20, 2019, FINRA interviewed Earle, the CEO of UPPR, as part of an inquiry into trading in UPPR's stock. *Id.* ¶ 11. During the interview, Earle revealed that UPPR had hired Project Growth International to help UPPR conduct an offering of its restricted stock in November 2018 (the “Restricted Stock Offering”). *Id.* Earle said UPPR had thus far raised about \$3 million by selling 40 million restricted UPPR shares to 80 investors. *Id.*

UPPR made no mention of this in its April 30, 2019 annual submission to OTC Markets (“April 30 Submission”), even though the OTC Markets form that UPPR used to make the April 30 Submission explicitly directed UPPR to describe all offerings of securities, including both public and private offerings, for the last two years. *Id.* ¶¶ 9, 12.

**B. The \$10.55 Million in Financing**

UPPR also made inconsistent statements in its public statements regarding \$10.55 million in financing that UPPR purportedly received from a private entity. Tercero Aff. ¶¶ 13-15. UPPR’s May 8, 2019 submission to OTC Markets announced that on April 23, 2019 it secured \$10.55 million in financing (the “May 8 Submission”). *Id.* ¶ 13. The May 8 Submission described the transactions as being structured like lines of credit that permitted UPPR to draw down funds at UPPR's discretion, such as for business development. *Id.* It also claimed that the funds advanced to UPPR under the financing agreements could be repaid with UPPR stock. *Id.*

However, UPPR did not disclose the financing in its May 23, 2019 quarterly submission to OTC Markets for the quarter ending March 31, 2019 (“May 23 Submission”). *Id.* ¶ 14. Instead, the May 23 Submission stated that UPPR had just \$273,000 in cash. *Id.* It made no mention whatsoever of the \$10.55 million in financing it supposedly received just weeks earlier,

including not in the description of UPPR's operations or in the accompanying financial statements. *Id.* Failing to disclose the \$10.55 million in financing was troubling for another reason. The \$10.55 million in financing occurred, according to UPPR's May 8 Submission, after March 31, 2019, which was the end of the quarter for the May 23 Submission. Nevertheless, other business activity by UPPR appears in the May 23 Submission, activity that occurred after the March 31 quarter end. For example, in the May 23 Submission, UPPR stated that it had acquired a facility in San Diego, California through an April 2019 lease.<sup>1</sup>

UPPR appeared to have made additional inconsistent statements, although they do not appear to have served as the bases for the trading suspension, as they are not included in the Suspension Order. Tercero Aff. ¶¶ 16-18. UPPR announced the acquisition of a hemp processing facility in Colorado for \$1.1 million in a May 3, 2019 press release. *Id.* ¶¶ 15-18. Then, in a June 19 press release, UPPR claimed that it was just sixteen weeks away from being able to process hemp at the facility. *Id.* Property records show that UPPR acquired the Colorado facility on April 4, 2019. *Id.* ¶ 17. Nevertheless, UPPR failed to disclose the acquisition of the Colorado facility in its May 23 Submission to OTC Markets. *Id.* ¶ 18. Once again, it did not appear to be an inadvertent disclosure failure, because the OTC Markets form that UPPR used explicitly directed it to identify all property that it owns, uses, or leases and the post-quarter end lease for the San Diego facility is disclosed there. *Id.*

### **C. Use of Investor Relations Firms**

UPPR falsely denied that it had used investor relations firms in its April 23 and May 8

---

<sup>1</sup> The Division acknowledges it did not say the transaction was through a lease in the facts submitted to the Commission, instead stating that it was an acquisition. This is immaterial. Indeed, Petitioners also use the word "acquire" to describe this transaction in their brief. Pet. Brief, p. 8.



Submission. Tercero Aff. ¶ 19. The OTC Markets form that UPPR used for these submissions directed it to list any investor relations firms, and UPPR affirmatively wrote “None.” However, since April 2019, at least two calls centers had been telephoning representatives (“brokers”) at registered broker-dealers, recommending that the brokers purchase shares of UPPR stock. *Id.* ¶ 19. According to bluesheet data, at least twenty (20) brokers purchased UPPR shares in their personal accounts. *Id.*

UPPR used investor relation firms to call brokers. During his June 20, 2019 interview, Earle told FINRA that his company hired an investor relations firm in February or March 2019 to cold-call brokers and recommend that they buy UPPR shares for their own accounts.<sup>2</sup> Tercero Aff. ¶ 19. Earle said he hired the investor relations firm after Gordon McDougall, someone the Division described as the sole member of UPPR’s board of directors,<sup>3</sup> introduced him to Venado Media (“Venado”). *Id.* ¶¶ 6, 23. Earle stated that, based upon the recommendation of Venado, UPPR hired another investment relations firm to increase awareness of UPPR as an investment to the broker community, Bay Hills Partners dba The Ritman agency (“Ritman”). *Id.* ¶¶ 22-23.

Ritman charges \$100,000 per month for its call center services and UPPR paid Ritman \$150,000, indicating that the call center began to contact brokers no later than May 2019. *Id.* ¶ 25.<sup>4</sup> Ritman claimed to be a “full service advertising firm, dedicated to aiding the success of

---

<sup>2</sup> Petitioners say this is one of the errors the Division made in its facts to the Commission. Pet. Brief, pp. 8-9; Earle Decl. ¶ 30. The Division acknowledges this was incorrect. Earle told FINRA that Venado Media called brokers to try to get UPPR on their radar screen as a possible investment opportunity. As explained below, this was immaterial to the Commission’s decision.

<sup>3</sup> Petitioners claim that calling McDougall the “sole” director was an error. The Division acknowledges this was incorrect, but submits once again, as explained below, it was immaterial to the Commission’s decision.

<sup>4</sup> Petitioners claim this was another error by the Division. Pet. Brief, p. 9; Earle Decl. ¶ 31. Earle claims he did not mention Ritman – says he has never heard of it – or how much money he paid Ritman, and only retained Venado, paying them for their services. *Id.* The Division acknowledges that Earle told FINRA Venado had hired Bay Hill Partners, not that UPPR hired

emerging public companies,” and its services had been used in promotional campaigns of penny stocks, some of which have become the subject of Commission enforcement actions. *Id.* ¶ 22.

A broker was solicited to buy UPPR stock through a second investor relations firm. Tercero Aff. ¶ 20. According to that broker, since at least May 2019, he had received telephone calls recommending that he buy UPPR stock from someone who worked at Windermere Media Group. *Id.* During those telephone calls, Windermere told the broker that UPPR was in the hemp and cannabinoid business and had a processing plant and a contract to sell processed cannabinoids. *Id.* ¶ 21. The broker said he agreed to purchase shares of UPPR stock and was instructed to notify Windermere of the date, time, price, and amount of the trades. *Id.*

#### **D. UPPR’s Share Price and Trading Volume**

Concurrent with UPPR’s public statements, UPPR’s stock price and trading volume increased. From May 3, 2019 to June 20, 2019, the price of UPPR's stock increased 412% from an adjusted close of \$0.42 to \$2.15 per share. Tercero Aff. ¶ 27. The daily trading volume of UPPR stock during the same time period increased 2,600% from about 12,300 to 332,000 shares per day for an average of about 94,000 shares. *Id.* This was in sharp contrast to January 1, 2019 through May 2, 2019, when the share price of UPPR stock ranged from \$0.40 to \$0.42 per share, and the average daily trading volume was about 20,000 shares. *Id.* This chart illustrates these dramatic increases:

---

Bay Hill. The Division submits this was immaterial to the Commission’s decision. The Division stands by its assertion that Earle mentioned Ritman and that UPPR paid Ritman \$150,000 via Venado. *See* Tercero Aff. ¶¶ 23-25.

UPPR 2019 Stock Price & Trading Volume



#### E. Sales of UPPR Stock by Entities Associated with an UPPR Insider

At or around the same time period, two entities linked to an UPPR insider sold UPPR stock. UPPR's May 23 Submission to OTC Markets stated that McDougall, UPPR's board member, beneficially owned about 15 million shares of UPPR stock through an entity named Tezi Advisory Inc. ("Tezi"). Tercero Aff. ¶ 28. McDougall's business partner, William Clayton, is Tezi's managing member and someone who ran two other entities, Natal Holdings, LLC ("Natal") and F.A. Ventures, Inc. ("F.A. Ventures"), which shared the same business address. *Id.* The Division discovered that Natal and F.A. Ventures were UPPR shareholders, holding respectively, approximately 1 million and 1.4 million shares, which they received by converting convertible promissory notes on March 28, 2017. *Id.* On November 9, 2018, Clayton deposited 1 million UPPR shares into each of Natal's and F.A. Ventures's brokerage accounts. *Id.* Beginning on February 27, 2019, Natal and F.A. Ventures sold a combined total of just over 1 million UPPR shares for total proceeds of about \$844,000. *Id.*

#### **IV. ARGUMENT**

##### **A. The Commission Properly Issued the 10-Day Trading Suspension**

###### **1. Standard of Review**

Section 12(k)(1)(A) of the Exchange Act provides that the Commission may issue an order summarily suspending trading in a security for a period not exceeding ten business days if “in its opinion the public interest and the protection of investors so require.” The phrase “in its opinion” means the Commission’s “own subjective opinion” about what action is necessary under the circumstances. *In the Matter of Bravo Enter. Ltd.*, Rel. No. 34-75775, 2015 WL 5047983, at \*2 (Aug. 27, 2015). In other words, the Commission has “virtually unbridled discretion” to determine when a trading suspension is necessary to protect investors or the public interest. *Id.* at \*2, n.13. Although the term “in the public interest” is not statutorily defined, it is an “inherently ‘broad standard[] for administrative action’” and the phrase “investor protection” implies an “expansive mandate.” *Id.* at \*2. This broad discretion is not limited to stopping ongoing frauds. *Id.* at \*5. The Commission may also use its broad authority for preventing fraud. *Id.* “Temporary trading suspensions are a powerful tool for alerting the investing public about questions the Commission has raised regarding the issuer or its securities. Suspensions thus may help prevent fraud by drawing attention to the suspended companies and increasing the availability of information about them.” *Id.* at \*4.

###### **2. The Commission May Suspend Trading Without First Conducting an Investigation**

Petitioners use a large portion of their brief to argue that the process utilized to implement the trading suspension was “the wrong way around.” *See, e.g.*, Pet. Brief, pp. 4, 6, 10, 18-23. Petitioners insist that instead of choosing to “act first and investigate later” the Division should have conducted a formal investigation first, attempted to negotiate with Petitioners over any deficiencies that were found, and then, only if those negotiations did not resolve the issues, sought a trading suspension from the Commission. *Id.*, pp. 6, 18-20. This argument is entirely misplaced because it ignores the plain language of Section 12(k)(1)(A) of

the Exchange Act, as well as the many opinions that the Commission has issued interpreting that provision. In fact, Petitioners do not cite a single Commission opinion in their entire opening brief.

What those Commission opinions say is that the Commission need only be of the “opinion” that a trading suspension is necessary and, once it forms that opinion, it may impose the suspension “without any notice, opportunity to be heard, or findings based upon a record.” *See, e.g., In the Matter of Immunotech Laboratories, Inc.*, Rel. No. 34-75790, 2015 WL 5081237, at \*1 (Aug. 28, 2015); *Bravo*, 2015 WL 5047983, at \*2; *In the Matter of Accredited Business Consolidators Corp.*, Rel. No. 34-73420, 2014 WL 5386875, at \*2 (Oct. 23, 2014). The Commission is under no obligation to wait for the Division to conduct a formal investigation before it can issue a trading suspension and it does not have to “allege or find that an issuer has violated a specific provision of the federal securities laws before suspending trading....” *Bravo*, 2015 WL 5047983, at \*3; *see also In the Matter of Helpeo, Inc.*, Rel. No. 34-82551, 2018 WL 487320, at \*5 (Jan. 19, 2018). Again, the Commission has been given broad authority to use trading suspensions to “help prevent fraud by drawing attention to the suspended ... companies and increasing the availability of information about them.” *Bravo*, 2015 WL 5047983, at \*4. The Commission has made it clear that “[d]ischarging this function will at times require that [it] act *before* there has been an opportunity to fully develop information about a situation.” *Id.* (emphasis in original).

### **3. Petitioners Concede That Several Statements Made to the Public Had to be “Corrected”**

Petitioners repeatedly argue in their brief that the Division should have come to them “earlier” and “negotiated” with them so they could have “an opportunity to cure” and amend their public filings “in advance of the Order,” but all of these arguments miss the point. Pet. Brief, pp. 4, 10, 19. It does not matter whether “UPPR’s amendments could have been made ...without the need for suspension.” *Id.*, p. 10. Indeed, when the issuer concedes that the statements about its company were inaccurate and makes partial corrective disclosures *after* the

trading suspension was issued, the Commission has said this only supports its determination that a trading suspension was necessary. *See, e.g., Immunotech*, 2015 WL 5081237, at \*7 (“Immunotech’s subsequent disclosure of the September 22 amendment shows how the trading suspension advanced the public interest.”).

Here, the Commission issued the temporary trading suspension because questions had arisen regarding the accuracy of, among other things, three sets of public statements, which Petitioners concede in their brief had to be corrected after the trading suspension was issued. *See* Pet. Brief, pp. 7-10; Earle Decl. ¶¶ 13-14, 21-29.

**a. \$10.55 Million Financing**

Petitioners do not dispute that they failed to adequately disclose the state of the \$10.55 million in financing in their May 23 Submission and concede that they only provided a “detailed description,” “more fulsome,” and “complete” understanding of this financing in UPPR’s submission to OTC Markets on July 12, 2019, after the temporary trading suspension was issued. Pet. Brief, p. 8; Earle Decl. ¶ 27.

**b. \$3 million Private Offering**

Petitioners do not dispute that they failed to adequately disclose the \$3 million private offering in their April 30 Submission and concede that they “corrected” this in UPPR’s submission on July 12, 2019, after the temporary trading suspension was issued. Earle Decl. ¶¶ 27, 6.

**c. Investor Relations Firms**

Petitioners admit that they did not disclose “details about its retention of Venado Media and another firm (Money Channel) in connection with their investor relations work for UPPR” until July 12, 2019, after the temporary trading suspension was issued. Pet. Brief, p. 9; Earle Decl. ¶ 35.

In short, Petitioners have conceded that everything the Commission listed as the bases for its trading suspension did, in fact, have to be corrected after the trading suspension was issued.<sup>5</sup>

On the other hand, none of the purported “errors” that Petitioners highlight in their opening brief relate to the Commission’s primary bases for issuing the trading suspension. For instance, nothing indicates that the Division’s assertion that McDougall was UPPR’s “sole director” played any role whatsoever in the Commission’s decision. And why would it. The whole reason the Division brought this to the attention of the Commission was to show that someone connected to an UPPR insider (McDougall) was selling large amounts of UPPR stock during what appeared to be a promotional campaign. Whether Earle was also a director of UPPR “as of June 27, 2019” is entirely beside the point. Pet. Brief, p. 6; Earle Decl. ¶ 17.

At the time of the suspension, UPPR had “11 market makers.” Tercero Aff. ¶ 10. Petitioners argue that this was a “crucial assertion” and “material” because, by making no reference to the time period, the Division prevented the Commission from “understanding” the impact of the trading suspension on UPPR. *Id.* ¶¶ 2, 7, 12. Petitioners make a similar argument with respect to the Division’s reference to the “piggyback” exception. *Id.*

The Division’s statement regarding how many market makers, including piggyback ones, there were referred to the time of the trading suspension on June 27, 2017, which then took effect on June 28. Suspension Order, pp. 1-2. Petitioners do not appreciate what is clearly the relevant time period that the statements cover. Even assuming this was not obvious (to be clear, it was), Petitioners are forgetting that the Commission’s authority to issue trading suspensions is rooted in its “expertise, experience, and knowledge,” and it does not need the Division – or Petitioners’

---

<sup>5</sup> Petitioners ask the Commission to consider facts beyond what was before the Commission, so the Division responds to some of the purported facts and point out others. For example, some of UPPR’s corrected OTC Markets submissions are incorrect. The annual April 30 Submission, both original and corrected, requires UPPR to disclose private offering sales through the date of the filing, and neither do. *See* Sept. 4 Tercero Decl. ¶¶ 3-4; Ex. 1 (original April 30 Submission), pp. SEC-OTC-E-0000006-06; Ex. 2 (corrected April 30 Submission), pp. SEC-OTC-E-0000052-54. The corrected May 23 Submission, however, shows that there were private sales in 2019 before April 30. *Id.* at Ex. 4, pp. SEC-OTC-E-0000077.

declarant, David Lopez – to explain the obvious implications of its actions. *Bravo*, 2015 WL 5047983, at \*3.

The only purported factual error that might, at first glance, remotely relate to the Commission's decision to issue the trading suspension is the Division's assertion that Earle hired an "investor relations firm in February or March 2019 to cold-call and recommend that they buy UPPR shares for their own accounts." *See* Tercero Aff. ¶ 19. However, the words of the trading suspension order reveal that this minor error had little, if any, impact on the Commission's ultimate decision to issue the trading suspension. The Commission said that this aspect of its decision was based on "public statements by UPPR ... denying its retention of an investment relations firm while it appears there is possible promotional activity taking place on behalf of UPPR." *Upper Street Marketing*, 2019 WL 2718284; Suspension Order, p. 1. Consequently, the Commission recognized that UPPR might be related to possible promotional activity. Suspension Order, p. 1. In other words, it had nothing to do with who came up with the idea to cold-call brokers. And UPPR now concedes that it had not one investor relations firm, as set forth in the order, but two. Pet. Brief, pp. 8-9; Earle Decl. ¶¶ 14(a), 35.

Petitioners' arguments that they have "no connection" to and have "never heard of" the individuals or entities behind what appeared to be a promotional campaign of UPPR's stock also miss the point. Petitioners claim that "UPPR contracted with Venado Media" as its investor relations firm and "any connection" Venado may have had with other investment relations firms "was not due to any conduct or knowledge by Earle." Pet. Brief, p. 9; *but see* Sept. 4 Tercero Decl. ¶ 10; Ex. 8. Petitioners also claim that "Earle was unaware of any Tezi connection between Clayton and McDougall" and, in fact, "never heard of" William Clayton until recently. Pet. Brief, p. 10; Earle Decl. ¶ 17; Although the Commission should be slow to credit these assertions, especially considering that Clayton is a signatory on UPPR's bank account, they are completely irrelevant. *See, e.g.*, Sept. 4 Tercero Decl. ¶¶ 7, 9; Exs. 5, 7. The Commission has



held that “[r]egardless of the culpable party, potentially manipulative or deceptive trading implicates the public interest and [its] objective to maintain fair and orderly markets in which investors can make informed investment decisions.” *Immunotech*, 2015 WL 5081237, at \*7 (rejecting issuer’s argument that since it was unaware of identity of touters of its stock, a trading suspension was inappropriate).

**B. The Commission’s Trading Suspension Was Lawful and Temporary**

Petitioners claim that the temporary trading suspension was, in reality, a trading termination because of FINRA Rule 6432. Pet. Brief, pp. 10-13. Petitioners claim that this rule, which requires broker-dealers to file a Form 211 once a trading suspension has been imposed and to wait for FINRA to approve it, violates the Administrative Procedures Act because it is too onerous, lengthy, and goes beyond the scope of its statutory counterpart, Rule 15c2-11 of the Exchange Act. *Id.* Contrary to Petitioners’ claims, the Commission’s trading suspension is temporary, both in UPPR’s case and generally. Essentially, Petitioners argue that the process under Rule 15c2-11 of initiating or resuming broker-dealer quotations after a trading suspension ends exceeds the Commission’s Congressional mandate and that FINRA has exceeded its powers. *Id.*, pp. 10-18. Petitioners, however, neglect and misinterpret key provisions of the federal securities laws and FINRA rules. *Id.*, pp. 13-18.

Petitioners’ declarant, David Lopez, who claims to have 25 years of experience in financial markets, shows little appreciation for Rule 15c2-11 and its subsequent amendments. 17 C.F.R. § 140.15c2-11.<sup>6</sup> To start, the rule applies to *broker-dealers* because antifraud and manipulation violations “depend upon their consummation in many instances on the activities of brokers and dealers” who often had little to no information about the securities they were quoting. *Initiation or Resumption of Quotations by a Broker or Dealer Who Lacks Certain*

---

<sup>6</sup> It appears Mr. Lopez is a defendant in an enforcement action. See Sept. 4 Tercero Decl. ¶ 8; Ex. 6. The Division submits that, if he is, this makes Mr. Lopez biased and it weighs against his credibility.

*Information*, Rel. No. 34-9310, 1971 WL 126054, at \*1 (Sept. 13, 1971). Rule 15c2-11 requires brokers and dealers to have certain information before publishing quotations in an effort, among many, to curb fraudulent, manipulative conduct in the penny stock market. *Initiation or Resumption of Quotations Without Specified Information*, Rel. No. 34-29094, 1991 WL 292186, at \*2 (Apr. 17, 1991). Therefore, Petitioners' interest in the rule's burden on broker-dealers is at most indirect and they lack standing to assert the interests of brokers. See *Wedges/Ledges of California, Inc. v. City of Phoenix*, 24 F.3d 56, 61-62 (9th Cir. 1994).

**C. The Trading Suspension Ended, and UPPR Shares Now Trade Publicly**

Petitioners are wrong when they claim a trading suspension results in the “automatic trading termination of any suspended OTC stock.” Pet. Brief, p. 12. The UPPR trading suspension lasted only ten business days. Suspension Order, p. 2. While broker-dealers cannot resume publishing quotations without complying with Rule 15c2-11, unsolicited trading under Rule 15c2-11(f)(2) is nevertheless permissible. *Bravo*, 2015 WL 5047983, at \*12, n. 72; 17 C.F.R. § 240.15c2-11(f)(2). Investors may trade in the subject security and even have “a broker-dealer submit quotations on his or her behalf.” *Bravo*, 2015 WL 5047983, at \*12, n. 72. Thus, investors can – and have been able to – trade UPPR securities publicly outside an interdealer quotation system in the so-called “grey market,” and it is what some UPPR investors have done. Sept. 4 Tercero Decl. ¶ 11, Ex. 9.

**D. A Broker-Dealer Need Not File a Form 211 Application for UPPR to Trade on an Interdealer Quotation System, Such as OTC Link**

Petitioners and their declarant, Mr. Lopez, mistakenly contend that a trading suspension acts as a permanent and automatic termination of trading of an OTC security because of the purported difficulties in obtaining quotation clearance from FINRA under the Rule 6432 application process that requires a broker-dealer to file a Form 211 with FINRA. Pet. Brief, pp. 11-12; Declaration of David Lopez (“Lopez Decl.”) ¶ 4; 17 C.F.R. § 240.15c2-11; FINRA Rule 6432. Indeed, they label the purported Form 211 filing requirement following a trading suspension as an “informal rule” in violation of the Administrative Procedures Act. Pet. Brief,

pp. 17-18. What Petitioners and Mr. Lopez overlook is Rule 15c2-11(h), which allows a broker-dealer to publish or submit “any quotation if the Commission, upon written request or upon its own motion, exempts such quotation ... as not constituting a fraudulent, manipulative or deceptive practice comprehended within the purpose of this title.” 17 C.F.R. § 240.15c2-11(h).<sup>7</sup> FINRA Rule 6432 also exempts broker-dealers from filing a Form 211 if a Rule 15c2-11(h) exemption is obtained. FINRA Rule 6432; *Self-Regulatory Organizations; National Association of Securities Dealers, Inc.; Order Approving Proposed Rule Change and Amendment No. 1 Thereto Relating to the Submission of SEC Rule 15C2-11 Information on Non-NASDAQ Securities*, Rel. No. 34-53556, 2006 WL 1641737 (Mar. 27, 2006) (Commission order adopting FINRA’s proposed amendment to FINRA Rule 6432 predecessor, NASD Rule 6740, to add Rule 15c2-11(h) exempting broker-dealers from the Form 211 requirement) Petitioners have put forth no evidence of seeking an exemption from the Commission or from the Director of Trading and Markets.

**E. When a Broker-Dealer Files a Form 211 Application with FINRA, It Must “Demonstrate Compliance” with Rule 15c2-11**

Petitioners are also incorrect when they argue that a broker-dealer need only provide notice by filing a Form 211 with FINRA three days before initiating (or resuming) a quote. Pet. Brief, pp. 11-13. In reality, and absent an exemption under Rule 15c2-11, a broker-dealer (FINRA members) may not initiate or resume quotation of a non-exchange listed security, such as UPPR’s stock, in any quotation medium, such as OTC Link, “unless the member has *demonstrated compliance* with [Rule 6432] and the applicable requirements for information maintenance under” Rule 15c2-11. FINRA Rule 6432(a) (emphasis added). Notice, therefore, is insufficient.

---

<sup>7</sup> Moreover and under 17 C.F.R. § 200.30-3, the Commission has delegated its authority to grant exemptions from Rule 15c2-11(h) to the Director of Trading and Markets to “facilitate prompt, careful review and consideration of applications for such exemptions.” *Delegation of Authority to the Director of the Division of Market Regulation*, Rel. No. 34-33358, 1993 WL 528137 (Dec. 20, 1993).

Petitioners blame the Commission and FINRA for the time required to obtain quotation clearance. Pet. Brief, pp. 16-17. Once a trading suspension expires, and if a broker-dealer chooses to submit a Form 211 application, FINRA has three business days to review and respond to the submission. Rule 6432(a). As explained in its proposed amendment to Rule 6432's predecessor and in a subsequent Notice to Members, FINRA will review a Form 211 application within three business days. *Self-Regulatory Organizations; Notice of Filing of Proposed Rule Change by National Association of Securities Dealers, Inc. Relating to Broker-Dealers' Compliance with Rule 15c2-11*, Rel. No. 34-27694, 1990 WL 1102444, at \*3 (Feb. 8, 1990); *NASD Notice 90-40*, 1990 WL 1040656, at \*2 (June 1990). If it is deficient, however, FINRA will provide notice to the broker-dealer of the need to amend or withdraw the application. *Id.* If amended, FINRA will act within seven days of receipt. *Id.*

Rather than address this provision, Petitioners criticize FINRA for its purported delays in approving a quotation clearance and do so without any evidentiary support. Pet. Brief, pp. 16-17. The delay is likely, however, on the part of the broker-dealer submitting the Form 211 application or the issuer for failing to correct all the information in its public statements. Mr. Lopez tries to lay some of the blame upon the Commission, claiming it describes its trading suspensions in vague terms, yet he identifies no examples. Lopez Decl. ¶¶ 7-8. This clearly did not happen in this case. The Commission specifies three bases for the suspension, and the dates of the UPPR statements it had concerns with.

**F. The Commission Approved FINRA Rule 6432 Pursuant to Congress's Mandate**

Petitioners argue that the Commission violated the Administrative Procedures Act by requiring a Form 211 filing, apparently through FINRA Rule 6432. Pet. Brief, pp. 11, 13. Petitioners rely entirely on *Stewart v. Smith*, 673 F.2d 485, 498 (D.C. Cir. 1982) to suggest the Commission failed to give the public notice and an opportunity to comment before it was adopted. In fact, the Commission approved the forerunner of Rule 6432 pursuant to Section 19(b)(2) of the Exchange Act, explaining it was consistent with Section 15A of the Exchange

Act, which concerns registered securities associations such as the NASD (now FINRA). *Self-Regulatory Organizations; National Association of Securities Dealers, Inc.; Order Approving Proposed Rule Change Relating to Broker-Dealers' Compliance with Rule 15c2-11*, Rel. No. 34-27968, 1990 WL 311732 (May 1, 1990) (Order approving NASD proposal to amend its by-laws regarding broker-dealer compliance with Rule 15c2-11); *see also* Rel. No. 34-9310, 1971 WL 126054, at \*1; 17 C.F.R. § 240.15c2-11. In approving the proposed amendments, the Commission found that they assist associations such as FINRA meet its statutory obligations to enforce broker-dealer compliance with the federal securities laws and were “designed to prevent fraud and manipulative acts and practices and promotes just and equitable principles of trade and that it assists NASD in governing the form and content of quotations for securities.” *Id.* Consequently, the Commission acted within its mandate in approving Rule 6432 to empower FINRA with the ability to ensure broker-dealer compliance with Rule 15c2-11.

**G. The Trading Suspension Did Not Violate Petitioners' Right to Procedural Due Process**

Petitioners next argue that the Commission's decision to issue the trading suspension on an *ex parte* basis violated their right to procedural due process. Pet. Brief, pp. 18-23. According to Petitioners, the only place the Commission can obtain this sort of “extraordinary relief” is “from a neutral judicial officer,” and Petitioners “must” be given an opportunity for a hearing *before* they are deprived of their significant property interest. *Id.*, p. 18.

However, the Supreme Court has “rejected the proposition that due process always requires the [government] to provide a hearing prior to [an] initial deprivation,” and has “recognized, on many occasions, that where [the government] must act quickly, or where it would be impractical to provide predeprivation process, postdeprivation process satisfies the requirements of the Due Process Clause.” *Gilbert v. Homar*, 520 U.S. 924, 930 (1997) (citations omitted). This means that when countervailing interests require, courts have allowed the government to dispense with the pre-deprivation process that Petitioners claim they “must” be afforded. *FDIC v. Mallen*, 486 U.S. 230, 240 (1988).

The countervailing interests the Commission relied on in this case to dispense with the predeprivation process was the public's interest and the protection of investors. The Division put ample evidence before the Commission – most of which Petitioners still do not dispute – calling into question the accuracy and adequacy of the information in the marketplace about UPPR and identified what appeared to be promotional activity linked to an UPPR insider. Petitioners argue that this was “no extraordinary situation” and claim the Commission should have first opened a formal investigation into the matter before issuing the trading suspension because “[n]othing was urgent.” The Commission and Congress have held otherwise.

The Commission has recognized that penny stocks such as UPPR already have a dearth of accurate, publicly available information about the issuer upon which investors may safely rely, which make them unusually susceptible to fraud, manipulation, and abuse. *Bravo*, 2015 WL 5047983, at \*5. Indeed, the Commission has suggested that something as simple as “promotional mailers,” email “spam” campaigns, or even rumors swirling on the internet can cause wild swings in penny stocks prices, causing investors to fall prey to rapidly unfolding schemes, and they need not be connected to the issuer. *Id.*; *Immunotech*, 2015 WL 5081237, at \*7. Congress found when it passed the Penny Stock Reform Act of 1990, “[u]nscrupulous market practices and market participants have pervaded the ‘penny stock’ market with an overwhelming amount of fraud and abuse.” Pub. L. 101-429, Section 502, 15 U.S.C. 78o note. One common fraud is where stock promoters and brokers “provide false or misleading information about [a] company” so that insiders who receive stock in the company for nominal prices can “make substantial profits when they sell their stock to the public at the artificially inflated prices.” *Ronald S. Bloomfield*, Release No. 34-71632, 2014 WL 768828, at \*3 (Feb. 27, 2014). The Commission said that when it appears this is happening, it must “act quickly to stop ongoing manipulation or to draw attention to potentially inaccurate information about an issuer circulating in the market.” *Bravo*, 2015 WL 5047983, at \*6. The Commission has also recognized that “*in all cases*, the *ex parte* process avoids giving advance notice to insiders of an

impending trading suspension – which might cause insiders to dump their shares on unsuspecting investors in advance of the suspension.” *Id.* (emphasis added).

Not surprisingly, Petitioners contend that this *ex parte* process is “patently unfair to OTC issuers” and to UPPR’s shareholders, like Earle, who they contend “has been hurt and likely will not be able to trade his UPPR stock....” Pet. Brief, p. 22. Petitioners are not the first to make this argument. *Bravo*, 2015 WL 5047983, at \*12-13. But the Commission has found that the potential harm to issuers and their investors are not a sufficient countervailing interest to the potential harm that misinformation poses to the general public and to prospective investors. *Id.*; *see also Helpeo*, 2018 WL 487320, at \*5; *Immunotech*, 2015 WL 5081237, at \*10. “Although a trading suspension potentially could be to the detriment of current shareholders prevented from selling their holdings while the suspension is in effect, we also must consider the interests of prospective or potential investors who might be harmed because they purchase shares in reliance on potentially inaccurate or inadequate information about the issuer.” *Bravo*, 2015 WL 5047983, at \*13.

The Commission should also reject Petitioners’ argument that the temporary trading suspension was a “final” order. Pet. Brief, pp. 20-21. Petitioners contend that even though the trading suspension lasted only ten days, the order was “final in reality” and “[t]he harmed shareholder has no ability to cause the stock to start trading again.” *Id.*, p. 21. As explained above, this is simply untrue, and the requirements of Rule 15c2-11 and FINRA’s Rule 6432 are completely lawful. Once the trading suspension was lifted, UPPR’s shareholders were “permitted to buy and sell” their shares. *Bravo*, 2015 WL 5047983, at \*12. This is hardly a “termination of trading” because the brokers still have the ability “solely on behalf of a customer” to enter “a quotation that represents the customer’s indication of interest and does not involve the solicitation of the customer’s interest.” 17 C.F.R. 240.15c2-11(f)(2). In other words, brokers may freely enter quotations and facilitate trades when they do so at the behest of a customer who wants to buy or sell UPPR’s stock. *See Helpeo*, 2018 WL 487320, at \*5; *Bravo*, 2015 WL 5047983, at \*12.

Virtually all of the cases Petitioners cite in their brief are inapposite, because the effects of a trading suspension are temporary and the secondary effects are limited, even after considering the requirements of Rule 15c2-11. For instance, this is not a case where the government completely delisted Petitioners' stock, *Intercontinental Industries Inc. v. American Stock Exchange*, 452 F.2d 935, 943 (5th Cir. 1971), deprived them of their livelihood, *Cleveland Bd. of Educ. v. Loudermill*, 470 U.S. 532 (1985), completely denied them access to the court system, *Boddie v. Connecticut*, 401 U.S. 371, 378-379 (1971), fixed the minimum wage for their industry, *Opp Cotton Mills v. Administrator*, 312 U.S. 126, 152-53 (1943), or fixed the maximum rate they could charge for services they "depended on for their livelihood," *Morgan v. United States*, 304 U.S. 1, 20-21 (1938). And the remainder of Petitioners' cases stand for principles that are not at issue in this case or only further support the Division's argument that no procedural due process violation has occurred here. *See, e.g., Silver v. New York Stock Exchange*, 373 U.S. 341, 366 (1963) ("affording procedural safeguards ... serve[s] to illuminate the underlying facts [and] prevent erroneous decisions on the merits from occurring"); *Xumanii Int'l Holding Corp. v. SEC*, 670 Fed. Appx. 508 (9th Cir. 2016) (finding that plaintiff's "due process rights were adequately protected by the availability of a prompt post-deprivation review of the trading suspension"); *Villani v. New York Stock Exchange, Inc.*, 348 F. Supp. 1185, 1188 n.1 (S.D.N.Y. 1972) ("It is now beyond dispute that the Fifth Amendment due process requirements as to federal action apply to disciplinary hearings conducted by the Exchange.").<sup>8</sup>

---

<sup>8</sup> Petitioners argue that *Xumanii* is not controlling here because the Ninth Circuit did not consider whether the "onerous burden of the Rule 15c2-11 process" made the trading suspension "final in reality." Pet. Brief, p. 21. This is hardly distinguishing because, as already discussed, the trading suspension was not final in reality and so the Commission should reject this argument.



## **H. The Trading Suspension Did Not Violate the Takings Clause**

Lastly, Petitioners argue that the Commission's trading suspension amounted to an unconstitutional taking of their UPPR stock. *See* Pet. Brief, pp. 23-24. A taking occurs when private property is taken by the government "without just compensation." U.S. Const. amend. V.; *Lingle v. Chevron U.S.A. Inc.*, 544 U.S. 528, 536 (2005) (citation omitted). What Petitioners overlook is who can raise these claims and under what circumstances. Their takings argument fails right off the bat as it relates to Petitioner UPPR, because the Commission and courts have determined that an issuer has no protectable property interest in the market for its shares of stock. *See Citizens Capital Corp.*, Rel. No. 34-67313, 2012 WL 2499350, at \*8 n.48 (Jun. 29, 2012); *see also Champion Parts, Inc. v. Oppenheimer & Co.*, 878 F.2d 1003, 1007-08 (7th Cir. 1989).

Petitioner Earle's takings argument also fails for two different reasons. First, contrary to Petitioners' assertions, the trading suspension did not "essentially strip [Petitioners'] stock of its value." Pet. Brief, p. 23; Earle Decl. ¶¶ 15-16. As explained above and in *Bravo*, the trading suspension was only in effect for 10 days and once it was lifted investors or prospective investors were once again permitted to buy and sell UPPR's shares. Petitioners insist that UPPR's shares will have no value until the "211 process is complete," but they are ignoring that UPPR's shares are still available on the "grey market" and can be traded through brokers on an unsolicited basis.

The second reason Petitioner Earle's takings argument fails is because, as Petitioners concede in their brief, the trading suspension did not convert UPPR's stock to "public use." Pet. Brief, p. 24. When the Commission issued the trading suspension it did so pursuant to its police power, and any property seized and retained for a police purpose is not for a "public use" under the Takings Clause. *Bennis v. Michigan*, 516 U.S. 442, 452-53 (1996) (finding that no compensation is due when the government lawfully exercises its authority outside the power of eminent domain); *Amerisource Corp. v. United States*, 525 F.3d 1149, 1154 (Fed. Cir. 2008) (finding that property seized and retained pursuant to the police power does not violate the Takings Clause).

The Supreme Court has said that police powers are inherently broad and stem from the government's obligation to protect its citizens and to provide for the safety and good order of society. *Panhandle E. Pipe Line Co. v. State Highway Comm'n of Kan.*, 294 U.S. 613, 622 (1935); *Lambert v. People of the State of California*, 355 U.S. 225, 228 (1957) (quoting *District of Columbia v. Brooke*, 214 U.S. 138, 149 (1909) (“In the case at bar we are dealing with an exercise of the police power, - one of the most essential of powers, at times the most insistent, and always one of the least limitable of the powers of government.”)). In other words, it “embraces regulations designed to promote the public convenience or the general prosperity, as well as regulations designed to promote the public health, the public morals, or the public safety.” *Chicago, B. & Q. R. Co. v. Illinois*, 200 U.S. 561, 593 (1906). That is why courts have made a distinction between the power of eminent domain and the police power because of the fundamental difference between government action taken for a public use versus government action taken for the safety and good order of society. *Amerisource Corp. v. United States*, 525 F.3d at 1154.

Here, the temporary trading suspension was an exercise of the Commission’s police powers. Section 12(k) of the Exchange Act expressly states the Commission’s authority to issue a trading suspension is for “the *public interest* and the *protection of investors*.” See 15 U.S.C. 78(k)(1)(A) (emphasis added). The Commission echoed this on the face of the trading suspension, saying that it was “of the opinion that the public interest and the protection of the investors require a suspension of trading.” *Upper Street Marketing*, 2019 WL 2718284.<sup>9</sup> Courts have recognized that similar efforts by the Commission to enforce federal securities laws are an exercise of police powers. See *SEC v. Lybrand*, 281 F. Supp. 2d 726, 732 (S.D.N.Y. 2003) (findings that the Commission’s civil enforcement action against defendant who actively

---

<sup>9</sup> Mr. Lopez even acknowledges the purposes of Section 12(k) and Rule 15c2-11 of the Exchange Act. Lopez Decl. ¶¶ 4-5.

participated in a fraudulent scheme to manipulate stock was one to enforce its police and regulatory power); *see also SEC v. Applegate*, 2006 WL 1005302, at \*1 (N.D. Ohio Apr. 13, 2006); *SEC v. Towers Fin. Corp.*, 205 B.R. 27, 29-31 (S.D.N.Y. 1997); *Bilzerian v. SEC (In re Bilzerian)*, 146 B.R. 871, 873 (M.D. Fla. 1992).

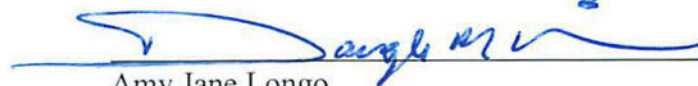
V. **CONCLUSION**

For the reasons stated above, the Division requests that the Commission deny Petitioners' request to rescind the temporary trading suspension, and further deny Petitioners' request that the Commission direct that "no one" be required to follow the procedures outlined in Section 15c2-11 of the Exchange Act before recommencing trading in UPPR's stock on OTC Markets and return Petitioners to their previous financial and legal positions.

Dated: September 4, 2019

Respectfully submitted,

DIVISION OF ENFORCEMENT

A handwritten signature in blue ink, appearing to read "Amy Jane Longo", is written over a horizontal line.

Amy Jane Longo  
Douglas M. Miller  
Roberto A. Tercero  
444 S. Flower Street, Suite 900  
Los Angeles, California 90071  
(323) 965-3998 (telephone)  
(213) 443-1904 (facsimile)

*Counsel for the Division of Enforcement*

**CERTIFICATE OF COMPLIANCE**

**In the Matter of Upper Street Marketing, Inc., A.P. File No. 3-19250**

I hereby certify that the attached Answering Brief uses 12-point, Times New Roman font and contains 7,999 words.

Dated: September 4, 2019



Douglas M. Miller  
Division of Enforcement  
444 South Flower Street, Suite 900  
Los Angeles, CA 90071  
(323) 965-3998 (telephone)  
(213) 443-1904 (facsimile)

**CERTIFICATE OF SERVICE**

**In the Matter of Upper Street Marketing, Inc., A.P. File No. 3-19250**

I hereby certify that, on September 4, 2019, I served copies of the foregoing, the Division of Enforcement's Answering Brief and Declaration of Roberto A. Tercero, by UPS Next Day Air upon the below parties and additionally by facsimile transmission upon the Commission:

**The Commission**

Office of the Secretary  
Securities and Exchange Commission  
100 F. Street, N.E.  
Washington, D.C. 20549  
(fax) 703-813-9793

**Upper Street Marketing, Inc. and Joseph Earle**

c/o Foley & Lardner LLP  
Pamela L. Johnston  
555 South Flower Street, Suite 3300  
Los Angeles, CA 90017

and

c/o Krueger LLP Group  
Blair Krueger  
7486 La Jolla Blvd.  
La Jolla, CA 92037

Dated: September 4, 2019



Douglas M. Miller  
Division of Enforcement  
444 South Flower Street, Suite 900  
Los Angeles, CA 90071  
(323) 965-3998 (telephone)  
(213) 443-1904 (facsimile)

**UNITED STATES OF AMERICA**  
**Before the**  
**SECURITIES AND EXCHANGE COMMISSION**

**In the Matter of**

**UPPER STREET MARKETING, INC.**

**Administrative Proceeding**  
**File No. 3-19250**

**DECLARATION OF ROBERTO A. TERCERO**

I, Roberto A. Tercero, declare pursuant to 28 U.S.C. § 1746 as follows:

1. I am a Senior Counsel with the United States Securities and Exchange Commission (“Commission”) and have been employed by the Commission as an attorney since 1995 in the Los Angeles Regional Office.
2. I submit this Affidavit in support of the Answering Brief of the Division of Enforcement (“Division”) concerning the Commission’s June 27, 2019 Order of Suspension (“Suspension Order”) regarding the securities of Upper Street Marketing, Inc. (“UPPR” or the “company”).
3. A true and correct copy of UPPR’s submission to OTC Markets Group, Inc. (“OTC Markets”) for the period ended December 31, 2018, and submitted on April 30, 2019 (“April 30 Submission”), is attached hereto as **Exhibit 1**.
4. A true and correct copy of UPPR’s corrected submission to OTC Markets for the period ended December 31, 2018, and submitted on July 12, 2019 (“Corrected April 30 Submission”), is attached hereto as **Exhibit 2**.

5. A true and correct copy of UPPR's submission to OTC Markets for the period ended Marching 31, 2019, and submitted on May 23, 2019 ("May 23 Submission"), is attached hereto as **Exhibit 3**.

6. A true and correct copy of UPPR's submission to OTC Markets for the period ended Marching 31, 2019, and submitted on July 12, 2019 ("Corrected May 23 Submission"), is attached hereto as **Exhibit 4**.

7. On July 31, 2019, I issued a subpoena to Well Fargo Bank, N.A. ("Wells Fargo"), seeking records concerning UPPR's bank account identified in its offering documents for its private offering of UPPR stock. Wells Fargo produced documents pursuant to the subpoena on August 16, 2019, including unsigned signature cards for the account, which reveal that William E. Clayton ("Clayton") is a signatory to the account. A true and correct copy of the Clayton signature card for UPPR's bank account at Wells Fargo is attached as **Exhibit 5**.

8. I compared the securities license history of David Lopez ("Lopez"), whose declaration Petitioners UPPR and Joseph Earle ("Petitioners") submitted with their opening brief, to that of David D. Lopez, a defendant in the Commission's district court action styled *SEC v. Spartan Securities Group Ltd., et al.*, Case No. 19-civ-00448 (M.D. Fla.), Lit. Rel. No. 24405 (Feb. 21, 2019). The licensing history, which is from FINRA's BrokerCheck, is largely the same as the Lopez license history that appears at page 1, ¶ 1 of the Declaration of David Lopez, dated August 21, 2019, attached to Petitioners' opening brief. A true and correct copy of defendant David D. Lopez's securities licensing history from BrokerCheck is attached as **Exhibit 6**.

9. On August 22, 2019, I issued a subpoena to the Nevada Secretary of State ("NVSOS"), seeking corporate filings by Tezi Advisory Inc. ("Tezi"). NVSOS produced documents pursuant to the subpoena on August 26, 2019, including the April 4, 2019 articles of



incorporation (“Articles”), the April 4, 2019 list of officers, directors, state business license application of Tezi Advisory Inc. (“List of Officers”), and payment information for filing the Articles and List of Officers. The Articles show that William Clayton incorporated Tezi, and the List of Officers shows that he is Tezi’s President, Secretary, Treasurer, and Director. The payment information show that G McDougall paid for the filings. True and correct copies of Articles, List of Officers, and payment information are attached as **Exhibit 7**.

10. On August 2, 2019, I issued a subpoena to the UPPR. On August 21, 23, and 30, 2019, UPPR produced records in response to the subpoena, including a June 3, 2019 email from Joseph Earle, UPPR’s CEO, to underdud@comcast.net. In the August 23, 2019 cover letter from counsel to UPPR and Earle, counsel stated that underdud@comcast.net is an email of Ted Dudley. I am informed and believe that Ted Dudley is a managing member of Venado Media, LLC. A true and correct copy of the June 3, 2019 email is attached as **Exhibit 8**.

11. I obtained a chart of the stock price and trading volume history of UPPR stock from Factiva. A true and correct copy of the chart is attached as **Exhibit 9**.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed this 4th day of September, 2019 in Los Angeles, California.

  
Roberto A. Tercero



# **EXHIBIT 1**

**Disclosure Statement Pursuant to the Pink Basic Disclosure  
Guidelines**

**Upper Street Marketing, Inc.**

A Oklahoma Corporation

17311 Caminito Canasto  
San Diego, CA 92127

---

(858) 735 0369  
gord.mcdougall@teziadvisory.com  
SIC: 2833

**[Annual] Report**  
**For the Period Ending: December 31, 2018**  
(the "Reporting Period")

As of December 31, 2018 the number of shares outstanding of our Common Stock was:

78,481,784

As of December 31, 2017, the number of shares outstanding of our Common Stock was:

50,281,784

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<sup>1</sup> of the company has occurred over this reporting period:

Yes: ☒ No: ☐

---

<sup>1</sup> "Change in Control" shall mean any events resulting in:

(i) Any "person" (as such term is used in Sections 13(d) and 14(d) of the Exchange Act) becoming the "beneficial owner" (as defined in Rule 13d-3 of the Exchange Act), directly or indirectly, of securities of the Company representing fifty percent (50%) or more of the total voting power represented by the Company's then outstanding voting securities;

(ii) The consummation of the sale or disposition by the Company of all or substantially all of the Company's assets;

(iii) A change in the composition of the Board occurring within a two (2)-year period, as a result of which fewer than a majority of the directors are directors immediately prior to such change; or

(iv) The consummation of a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its parent) at least fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity or its parent outstanding immediately after such merger or consolidation.

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

In answering this item, please also provide any names used by predecessor entities in the past five years and the dates of the name changes.

The name of the issuer is Upper Street Marketing, Inc.

The name of its predecessor is Knox Nursery, Inc., The date of name change is January 3, 2014.

Date and state (or jurisdiction) of incorporation (also describe any changes to incorporation since inception, if applicable) Please also include the issuer's current standing in its state of incorporation (e.g. active, default, inactive):

1/3/2014; Oklahoma; Active

On January 3, 2014, the Company underwent a Statutory A Reorganization in compliance with Section 368(a)(1)(B) of the Internal Revenue Code of 1986, as amended, and pursuant to Section 1081(g) of the Oklahoma General Corporation Act. On that date, Knox Nursery, Inc. caused Upper Street Marketing, Inc. ("Upper Street Marketing") to be incorporated in the State of Oklahoma as a direct wholly-owned subsidiary. Concurrently, Upper Street Marketing, Inc. caused Knox Nursery Merger Corp. ("Knox Merger") to be incorporated as a direct wholly-owned subsidiary. Under the terms of the Reorganization, Knox Nursery, Inc. was merged with and into Knox Merger. Upon consummation of the Reorganization, Knox Nursery Merger Corp. was the surviving corporation, and Knox Nursery, Inc. ceased to exist. Knox Nursery Merger Corp. subsequently changed its name to Knox Nursery, Inc. Additionally, each issued and outstanding equity of Knox Nursery, Inc. was exchanged for an equivalent equity of Upper Street Marketing, Inc. on a one for one basis. The issued and outstanding shares of Upper Street Marketing, Inc. have the same designations, rights, powers and preferences, and qualifications, limitations and restrictions as the equities of Knox Nursery, Inc. being converted. Upper Street Marketing, Inc. concurrently determined that its ownership of Knox Merger was of no further value and returned the newly issued shares evidencing its ownership in Knox Merger to the Board of Directors of Knox Merger for cancellation. Upper Street Marketing, Inc. has no interest in Knox Merger nor any ownership or control over Knox Merger, and never managed, controlled or capitalized Knox Merger. The shares of Knox Merger held by Upper Street Marketing, Inc. were cancelled on January 3, 2014.

On January 3, 2014, Upper Street Activewear, Inc., an Oklahoma corporation, (Formerly J & J Acquisitions Seven, Inc.) and the owners of 100% of its issued and outstanding stock, and the Company, entered into a Share Exchange Agreement, wherein 40,016,000 shares of Common Stock and 700,000 shares of Preferred Series A Stock, representing 100% of the issued and outstanding stock, of Upper Street Activewear, Inc. were exchanged for 40,016,000 shares of Common Stock and 700,000 shares of Preferred Series A Stock. For accounting purposes, the transaction is accounted for as a recapitalization of Upper Street Marketing, Inc., which is treated as the surviving and continuing entity although Upper Street Activewear, Inc. is the legal acquirer. Accordingly, the Company's historical financial statements are those of Upper Street Activewear, Inc.

On October 1, 2018 the Company acquired Growing Springs Holding Corporation, a Nevada company in exchange for 27,000,000 shares of the Company's common stock. (See Footnote No. 6 to Financial Statements – AGREEMENT and PLAN of MERGER)

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) Security Information

Trading symbol: UPPR  
Exact title and class of securities outstanding: Common Stock  
CUSIP: 916636103  
Par or stated value: .0001

Total shares authorized: 100,000,000 as of date: 04/02/2019  
Total shares outstanding: 79,951,426 as of date: 04/02/2019  
Number of shares in the Public Float<sup>2</sup>: 9,762,902 as of date: 04/02/2019  
Total number of shareholders of record: 109 as of date: 04/02/2019

### Transfer Agent

Name: Standard Registrar & Transfer Company Inc.  
Phone: (801) 571-8844; (801) 571-2551  
Email: standardregistrar@comcast.net

Is the Transfer Agent registered under the Exchange Act?<sup>3</sup> Yes: ☒ No: ☐

Describe any trading suspension orders issued by the SEC concerning the issuer or its predecessors:

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 October 1, 2018 the Company and Growing Springs Holding Corporation, a Nevada Corporation, entered into an Agreement and Plan of Merger.

Under the terms of the Agreement and Plan of Merger executed initially on September 13, 2018, was a stock swap in which holders of GSH equity interests received shares in UPPR. The sole shareholder of GSH received 27,000,000 common shares of UPPR. Concurrently with the closing of this transaction on October 1, 2018, Tezi Advisory, Inc. ("Tezi") entered into an Assignment of Common Stock agreement with Joseph Earle ("Earle"), the GSH shareholder, in which Tezi assigned to Earle 23,000,000 common shares of UPPR for a de minimus payment of \$10. Earle became the majority shareholder of UPPR following these concurrent transactions. Earle now serves as the CEO of UPPR.

For accounting purposes, the acquiring company is GSH and the acquiree is UPPR. UPPR does not meet the definition of a business under ASC 805. This merger of a private operating company (GSH) into a public shell corporation (UPPR) with nominal net assets has resulted in the owners and management of the private company having actual operating control of the combined company after the transaction, with shareholders of the UPPR continuing only as passive investors. As such, for accounting purposes, mergers of operating private companies into public shell companies are considered to be capital transactions rather than business combinations. This transaction is equivalent to the issuance of stock by the private company for the net monetary assets of UPPR, accompanied by a recapitalization. We have accounted for the transaction as reverse acquisition, except that goodwill or other intangibles were not recognized. However, assets and liabilities were accounted for at fair value.

Our consolidated financial statements are issued as a continuation of the financial statements of UPPR, with one adjustment, which is to retroactively adjust the accounting acquirer's legal capital to reflect the

<sup>2</sup> "Public Float" shall mean the total number of unrestricted shares not held directly or indirectly by an officer, director, any person who is the beneficial owner of more than 10 percent of the total shares outstanding (a "control person"), or any affiliates thereof, or any immediate family members of officers, directors and control persons.

<sup>3</sup> To be included in the Pink Current Information tier, the transfer agent must be registered under the Exchange Act.

legal capital of the accounting acquiree. Comparative information presented in these consolidated financial statements also is retroactively adjusted to reflect the legal capital of UPPR.

Because the consolidated financial statements represent the continuation of the financial statements of GSH except for its capital structure, the consolidated financial statements reflect all of the following:

- a. The assets and liabilities of GSH recognized and measured at their pre-combination carrying amounts.
- b. The assets and liabilities of the UPPR recognized and measured at their pre-combination fair values, exclusive of goodwill and intangibles.
- c. The Note Receivable relates to a line of credit provided to a High Mountain Medz, dba Levity Wellness LLC, a holder of current Colorado dispensary, growing and manufacturing licenses. The agreement provides for the ability of a purchase option should Colorado laws allow a public company to own these licenses
- d. The retained earnings and other equity balances of GSH.

For periods prior to the business combination, shareholders' equity of the combined enterprise is presented based on the historical equity of GSH to the merger retroactively restated to reflect the number of shares received in the business combination.

## Issuance History

The goal of this section is to provide disclosure with respect to each event that resulted in any direct changes to the total shares outstanding of any class of the issuer's securities **in the past two completed fiscal years and any subsequent interim period.**

Disclosure under this item shall include, in chronological order, all offerings and issuances of securities, including debt convertible into equity securities, whether private or public, and all shares or any other securities or options to acquire such securities issued for services. Using the tabular format below, please describe these events.

### 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: ☐

Number of Shares outstanding as of 12/31/2016		Opening Balance: Common: 59,368,299 Preferred: 700,000		*Right-click the rows below and select "Insert" to add rows as needed.					
Date of Transaction	Transaction type (e.g. new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to (entities must have individual with voting / investment control disclosed).	Reason for share issuance (e.g. for cash or debt conversion) OR Nature of Services Provided (if applicable)	Restricted or Unrestricted as of this filing?	Exemption or Registration Type?
2/1/2017	New Issuance	289,267	Common Stock	Fair Value	No	MAGMO 10% Steven Meade	Acquisition	Restricted	4(2)
2/1/2017	Cancellation	(2,892,667)	Common Stock	Fair Value	No	MAGMO Steven Meade	Cancellation	Restricted	4(2)

<u>3/1/2017</u>	<u>New Issuance</u>	<u>650,000</u>	<u>Common Stock</u>	<u>Fair Value</u>	<u>No</u>	<u>Steven Meade</u>	<u>Acquisition</u>	<u>Restricted</u>	<u>4(2)</u>
<u>3/1/2017</u>	<u>Cancellation</u>	<u>(8,353,333)</u>	<u>Common Stock</u>	<u>Fair Value</u>	<u>No</u>	<u>Steven Meade</u>	<u>Cancellation</u>	<u>Restricted</u>	<u>4(2)</u>
<u>3/3/2017</u>	<u>Cancellation</u>	<u>(30,479,966)</u>	<u>Common Stock</u>	<u>Fair Value</u>	<u>No</u>	<u>Treasury Stock</u>	<u>Cancellation</u>	<u>Restricted</u>	<u>4(2)</u>
<u>3/28/2017</u>	<u>New Issuance</u>	<u>2,418,400</u>	<u>Common Stock</u>	<u>Fair Value</u>	<u>No</u>	<u>FA Ventures David Jenkins</u>	<u>Debt Conversion</u>	<u>Restricted</u>	<u>4(2)</u>
<u>8/17/2017</u>	<u>New Issuance</u>	<u>28,000,000</u>	<u>Common Stock</u>	<u>Fair Value</u>	<u>No</u>	<u>Tezi Advisory Gordon McDougall</u>	<u>Services</u>	<u>Restricted</u>	<u>4(2)</u>
<u>9/29/2017</u>	<u>New Issuance</u>	<u>1,285,714</u>	<u>Common Stock</u>	<u>Fair Value</u>	<u>No</u>	<u>FA Ventures David Jenkins</u>	<u>Debt Conversion</u>	<u>Restricted</u>	<u>4(2)</u>
<u>9/29/2017</u>	<u>New Issuance</u>	<u>25,000</u>	<u>Common Stock</u>	<u>Fair Value</u>	<u>No</u>	<u>Henry Andrews</u>	<u>Debt Conversion</u>	<u>Restricted</u>	<u>4(2)</u>
<u>9/29/2017</u>	<u>New Issuance</u>	<u>50,000</u>	<u>Common Stock</u>	<u>Fair Value</u>	<u>No</u>	<u>Uptick Capital Ari Blane</u>	<u>Debt Conversion</u>	<u>Restricted</u>	<u>4(2)</u>
<u>9/29/2017</u>	<u>New Issuance</u>	<u>(225,600)</u>	<u>Common Stock</u>	<u>Fair Value</u>	<u>No</u>	<u>Natal Holdings William Clayton</u>	<u>Cancellation</u>	<u>Restricted</u>	<u>4(2)</u>
<u>10/2/2017</u>	<u>New Issuance</u>	<u>(93,750)</u>	<u>Common Stock</u>	<u>Fair Value</u>	<u>No</u>	<u>FA Ventures David Jenkins</u>	<u>Cancellation</u>	<u>Restricted</u>	<u>4(2)</u>
Shares Outstanding on 12/31/2017	<u>Ending Balance:</u> Common: <u>50,281,784</u> Preferred: <u>700,000</u>								

Number of Shares outstanding as of 12/31/2017	<u>Opening Balance:</u> Common: <u>50,281,784</u> Preferred: <u>700,000</u>		*Right-click the rows below and select "Insert" to add rows as needed.						
Date of Transaction	Transaction type (e.g. new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to (entities must have individual with voting / investment control disclosed).	Reason for share issuance (e.g. for cash or debt conversion) OR Nature of Services Provided (if applicable)	Restricted or Unrestricted as of this filing?	Exemption or Registration Type?
<u>11/27/2018</u>	<u>New Issuance</u>	<u>100,000</u>	<u>Common Stock</u>	<u>Fair Value</u>	<u>No</u>	<u>Integrity Media Inc.</u> <u>Kurt Divich</u>	<u>Acquisition</u>	<u>Restricted</u>	<u>4(2)</u>
<u>11/30/2018</u>	<u>New Issuance</u>	<u>12,000,000</u>	<u>Common Stock</u>	<u>Fair Value</u>	<u>No</u>	<u>Joseph Earle</u>	<u>Acquisition</u>	<u>Restricted</u>	<u>4(2)</u>
<u>11/30/2018</u>	<u>New Issuance</u>	<u>13,500,000</u>	<u>Common Stock</u>	<u>Fair Value</u>	<u>No</u>	<u>Noorani Burstein</u>	<u>Acquisition</u>	<u>Restricted</u>	<u>4(2)</u>
<u>11/30/2018</u>	<u>New Issuance</u>	<u>1,500,000</u>	<u>Common Stock</u>	<u>Fair Value</u>	<u>No</u>	<u>Amy Merchant</u>	<u>Acquisition</u>	<u>Restricted</u>	<u>4(2)</u>
<u>11/16/2018</u>	<u>New Issuance</u>	<u>1,100,000</u>	<u>Common Stock</u>	<u>Fair Value</u>	<u>No</u>	<u>Karl F Graff</u>	<u>Services</u>	<u>Acquisition</u>	<u>4(2)</u>
Shares Outstanding on 12/31/2018	<u>Ending Balance:</u> Common: <u>78,481,784</u> Preferred: <u>700,000</u>								

**Example:** A company with a fiscal year end of December 31<sup>st</sup>, in addressing this item for its quarter ended September 30, 2018, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2016 through September 30, 2018 pursuant to the tabular format above.

Use the space below to provide any additional details, including footnotes to the table above:

The Company entered an agreement to cancel 700,000 preferred shares in January 2019.

## B. Debt Securities, Including Promissory and Convertible Notes

Use the chart and additional space below to list and describe any issuance 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 of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder	Reason for Issuance (e.g. Loan, Services, etc.)
9/29/2015	Par + interest	\$50,000	10% pa	1 year	Convertible at \$0.001	F.A. Ventures, Inc.	Loan

Use the space below to provide any additional details, including footnotes to the table above:

F.A. Ventures Note converted \$45,000 of the note on September 30, 2017 at \$0.035 per share. A new note was issued for \$5,000 on that date Convertible at \$0.001.

## 4) 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)<sup>4</sup>:

Name: Joseph Earle  
Title: CEO  
Relationship to Issuer: CEO/Majority Shareholder

Provide the financial statements described below for the most recent fiscal year or quarter. For the initial disclosure statement (qualifying for Pink Current Information for the first time) please provide reports for the two previous fiscal years and any subsequent interim periods.

- C. Balance sheet;
- D. Statement of income;
- E. Statement of cash flows;
- F. Financial notes; and
- G. Audit letter, if audited

You may either (i) attach/append the financial statements to this disclosure statement or (ii) file the financial statements through OTCIQ as a separate report using the appropriate report name for the applicable period end. ("Annual Report," "Quarterly Report" or "Interim Report").

If you choose to publish the financial statements in a separate report as described above, you must state in the accompanying disclosure statement that such financial statements are incorporated by reference. You may reference the document(s) containing the required financial statements by indicating the document name, period end date, and the date that it was posted to OTCIQ in the field below.

<sup>4</sup> The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS by persons with sufficient financial skills.



Financial statement information is considered current until the due date for the subsequent report (as set forth in the qualifications section above). To remain qualified for Current Information, a company must post its Annual Report within 90 days from its fiscal year-end date and Quarterly Reports within 45 days of each fiscal quarter-end date.

## 5) Issuer's Business, Products and Services

The purpose of this section is to provide a clear description of the issuer's current operations. In answering this item, please include the following:

- A. Summarize the issuer's business operations (If the issuer does not have current operations, state "no operations")

We are now in the business of growing Industrial hemp.

Describe any subsidiaries, parents, or affiliated companies, if applicable, and a description of their business contact information for the business, officers, directors, managers or control persons. Subsidiary information may be included by reference

On January 3, 2014, Upper Street Activewear, Inc., an Oklahoma corporation, (Formerly J & J Acquisitions Seven, Inc.) and the owners of 100% of its issued and outstanding stock, and the Company, entered into a Share Exchange Agreement, wherein 40,016,000 shares of Common Stock and 700,000 shares of Preferred Series A Stock, representing 100% of the issued and outstanding stock, of Upper Street Activewear, Inc. were exchanged for 40,016,000 shares of Common Stock and 700,000 shares of Preferred Series A Stock. For accounting purposes, the transaction is accounted for as a recapitalization of Upper Street Marketing, Inc., which is treated as the surviving and continuing entity although Upper Street Activewear, Inc. is the legal acquirer. Accordingly, the Company's historical financial statements are those of Upper Street Activewear, Inc.

On October 1, 2018 the Company and Growing Springs Holding Corporation, a Nevada Corporation, entered into an Agreement and Plan of Merger whereby the Company issued 27,000,000 shares of the Company's common stock to Joseph Earle, the sole shareholder of Growing Springs in exchange for 100% of the issued and outstanding shares of Growing Springs. Growing Springs became a wholly owned subsidiary of the Company and Joseph Earle became the controlling shareholder of the Company.

With the acquisition of Growing Springs Holdings Corporation, we are now a grower of industrial hemp.

- B. Describe the issuers' principal products or services, and their markets

Through our wholly owned subsidiary Growing Springs Holdings Corporation (GSHC) we are a specialty provider of industrial and commercial applications of unique hemp related products and services. This includes using Liquid Conversion Technology Liquid Conversion Technology (LCT) is a process that utilizes indigenous mineral ores to radically energize and activate colliding water molecules to improve the physical and biological properties of water.

We are targeting our products and services to the industrial hemp sector.

## 6) Issuer's Facilities

The goal of this section is to provide a potential investor with a clear understanding of all assets, properties or facilities owned, used or leased by the issuer.

In responding to this item, please clearly describe the assets, properties or facilities of the issuer, give the location of the principal plants and other property of the issuer and describe the condition of the properties. If the issuer does not have complete ownership or control of the property (for example, if

others also own the property or if there is a mortgage on the property), describe the limitations on the ownership.

If the issuer leases any assets, properties or facilities, clearly describe them as above and the terms of their leases.

The Company uses space provided by its principals and paid no rent. The company entered into a lease in April of 2019 for a 13,000 square foot facility to house its ongoing operations.

## 7) Officers, Directors, and Control Persons

The goal of this section is to provide an investor with a clear understanding of the identity of all the persons or entities that are involved in managing, controlling or advising the operations, business development and disclosure of the issuer, as well as the identity of any significant or beneficial shareholders.

Using the tabular format below, please provide information regarding any person or entity owning 5% or more of the issuer, as well as any officer, and any director of the company, regardless of the number of shares they own. **If any listed are corporate shareholders or entities, provide the name and address of the person(s) beneficially owning or controlling such corporate shareholders, or the name and contact information of an individual representing the corporation or entity in the note section.**

Name of Officer/Director and Control Person	Affiliation with Company (e.g. Officer/Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Note
<u>Gordon McDougall</u>	<u>Director, Owner of more than 5%</u>	<u>11445 East Via Linda</u> <u>Scottsdale, AZ 85259</u>	<u>15,070,034*</u>	<u>Common Stock</u>	<u>19.202%</u>	_____
<u>Joseph Earle</u>	<u>President, CEO, Chairman, Secretary, Director, Owner of more than 5%</u>	<u>17311 Caminito Canasto</u> <u>San Diego, CA 92127</u>	<u>35,000,000</u>	<u>Common Stock</u>	<u>44.596%</u>	_____

\*The 15,070,034 shares are owned by Tezi Advisory Inc. of which Mr. McDougall is the control person and beneficial owner.

## 8) Legal/Disciplinary History

A. Please identify whether any of the persons listed above have, in the past 10 years, been the subject of:

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

None

2. The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined,

barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities;

None

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

None

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

None

- B. Describe briefly any material pending legal proceedings, other than ordinary routine litigation incidental to the business, to which the issuer or any of its subsidiaries is a party or of which any of their property is the subject. Include the name of the court or agency in which the proceedings are pending, the date instituted, the principal parties thereto, a description of the factual basis alleged to underlie the proceeding and the relief sought. Include similar information as to any such proceedings known to be contemplated by governmental authorities.

None

## 9) Third Party Providers

Please provide the name, address, telephone number and email address of each of the following outside providers:

### Securities Counsel

Name: Jonathan D. Leinwand, Esq.  
Firm: Jonathan D. Leinwand, P.A.  
Address 1: 20900 NE 30<sup>th</sup> Avenue, 8<sup>th</sup> floor  
Address 2: Aventura, FL 33180  
Phone: (954) 903-7856  
Email: jonathan@jdlpa.com

### Accountant or Auditor

Name: None  
Firm: \_\_\_\_\_  
Address 1: \_\_\_\_\_  
Address 2: \_\_\_\_\_  
Phone: \_\_\_\_\_  
Email: \_\_\_\_\_

### Investor Relations Consultant

Name: None  
Firm: \_\_\_\_\_  
Address 1: \_\_\_\_\_  
Address 2: \_\_\_\_\_  
Phone: \_\_\_\_\_  
Email: \_\_\_\_\_

### Other Service Providers

Provide the name of any other service provider(s), including, counsel, advisor(s) or consultant(s) **that assisted, advised, prepared or provided information with respect to this disclosure statement**, or provided assistance or services to the issuer during the reporting period.

None

### **10) Issuer Certification**

*Principal Executive Officer:*

The issuer shall include certifications by the chief executive officer and chief financial officer of the issuer (or any other persons with different titles but having the same responsibilities).

The certifications shall follow the format below:

I, Joseph Earle certify that:

1. I have reviewed this Annual Disclosure Statement of Upper Street Marketing 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.

4/30/2019 [Date]

/s/ Joseph Earle

[CEO's Signature]

*Principal Financial Officer:*

I, Joseph Earle certify that:

1. I have reviewed this Annual Disclosure Statement of Upper Street Marketing 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.

4/30/2019 [Date]

/s/ Joseph Earle [CFO's Signature]

**UPPER STREET MARKETING INC.  
CONSOLIDATED FINANCIAL STATEMENTS  
YEAR ENDED DECEMBER 31, 2018**

# Upper Street Marketing, Inc.

## Consolidated Balance Sheets (Unaudited)

### ASSETS

	December 31, 2018	December 31, 2017 RESTATED
<b>CURRENT ASSETS</b>		
Cash	\$ 70,734	\$ -
Notes receivable	337,428	-
Inventory	-	-
Total Current Assets	408,162	-
<b>PROPERTY PLANT AND EQUIPMENT, net</b>		
Fixed Assets	32,480	
Accumulated Depreciation	(1,160)	
<b>TOTAL ASSETS</b>	<b>\$ 439,482</b>	<b>\$ -</b>

### LIABILITIES AND STOCKHOLDERS' DEFICIT

#### CURRENT LIABILITIES

Accounts payable and accrued expenses	\$ 147,057	\$ 118,808
Notes payable	199,840	185,300
Due To/From Growing Springs Holding Corp	30,086	4,132
Derivative Liability	27,436	21,150
Total Current Liabilities	404,419	329,390
<b>TOTAL LIABILITIES</b>	<b>404,419</b>	<b>329,390</b>

#### STOCKHOLDERS' DEFICIT

Series A Preferred stock; 1,000,000 shares authorized, at \$0.0001 par value, 700,000 shares issued and outstanding	70	70
Common stock; 100,000,000 shares authorized, at \$0.0001 par value, 78,481,784 and 50,281,784 shares respectively, issued and outstanding		
Additional paid-in capital	2,075,204	1,197,025
Common Stock to be issued	2,820	
Stock subscriptions receivable	5,028	5,028
Accumulated deficit	(2,048,060)	(1,531,512)
Total Stockholders' Deficit	35,063	(329,389)
<b>TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT</b>	<b>\$ 439,482</b>	<b>\$ 0</b>

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

**Upper Street Marketing, Inc.**  
Consolidated Statements of Operations  
(Unaudited)

	For the Twelve Months Ended December 31,	
	2018	RESTATED 2017
REVENUES	\$ -	\$ -
COST OF SALES	-	-
GROSS PROFIT	-	-
OPERATING EXPENSES		
Salaries and wages	37,500	3,225
Professional fees	338,130	26,694
Accretion Expense	15,592	1,550
Depreciation	1,160	
Loss on Settlement	-	8,500
General and administrative	112,832	5,359
Total Operating Expenses	505,214	45,328
LOSS FROM OPERATIONS	(505,214) -	(45,328)
OTHER EXPENSE		
Interest income	0	0
Acc FV Gain/Loss	-	19,153
Day 1 Derivative loss		
Interest expense	(11,334)	(11,337)
Total Other Expense	(11,334) - -	7,816
LOSS BEFORE INCOME TAXES	(516,547) - -	(37,511)
PROVISION FOR INCOME TAXES	-	-
NET LOSS	\$ (516,547) - -	(37,511)
BASIC AND DILUTED LOSS PER SHARE	\$ (0.01)	(0.00)
WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING	52,719,866	37,782,031

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

**Upper Street Marketing, Inc.**  
Consolidated Statements of Cash Flows  
(Unaudited)

	For the Twelve Months Ended	
	RESTATED	
	December 31,	December 31,
	2018	2017
<b>OPERATING ACTIVITIES</b>		
Net loss	\$ (516,547)	\$ (37,511)
Adjustments to reconcile net loss to net cash used by operating activities:		
Depreciation	1,160	-
Bad debt expense	-	-
Changes in operating assets and liabilities:		
Notes receivable	(337,429)	-
Inventory	-	-
Notes Payable	14,540	21,950
Due To/From Growing Springs LLC	25,956	-
Derivative Liability	6,286	(19,153)
Accounts payable and accrued expenses	28,248	(31,913)
Net Cash Used in Operating Activities	(777,786)	(66,627)
<b>INVESTING ACTIVITIES</b>		
Purchase of equipment	(32,480)	-
Net Cash Used in Investing Activities	(32,480)	-
<b>FINANCING ACTIVITIES</b>		
Proceeds from notes payable	-	-
Additional Paid in Capital	878,180	73,077
Retained Earnings	-	(909)
Common Stock	-	(909)
Common Shares to be Issued	2,820	(6,250)
Cash and interest on notes receivable	-	-
Net Cash Provided by Financing Activities	881,000	65,918
NET INCREASE IN CASH	70,734	(709)
CASH AT BEGINNING OF PERIOD	(108)	709
CASH AT END OF PERIOD	\$ 70,626	\$ 0
<b>SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION</b>		
<b>CASH PAID FOR:</b>		
Interest	\$ -	\$ -
Income taxes	\$ -	\$ -
<b>NON CASH INVESTING ACTIVITIES:</b>		
Common stock issued for debt	\$ -	\$ -

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



**UPPER STREET MARKETING, INC.**  
Notes to the Financial Statements  
Years Ended December 31, 2018 & 2017 (Unaudited)

**NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNT POLICIES**

Nature of Business

On January 3, 2014, the Company underwent a Statutory A Reorganization in compliance with Section 368(a)(1)(B) of the Internal Revenue Code of 1986, as amended, and pursuant to Section 1081(g) of the Oklahoma General Corporation Act. On that date, Knox Nursery, Inc. caused Upper Street Marketing, Inc. ("Upper Street Marketing") to be incorporated in the State of Oklahoma as a direct wholly-owned subsidiary. Concurrently, Upper Street Marketing, Inc. caused Knox Nursery Merger Corp. ("Knox Merger") to be incorporated as a direct wholly-owned subsidiary. Under the terms of the Reorganization, Knox Nursery, Inc. was merged with and into Knox Merger. Upon consummation of the Reorganization, Knox Nursery Merger Corp. was the surviving corporation, and Knox Nursery, Inc. ceased to exist. Knox Nursery Merger Corp. subsequently changed its name to Knox Nursery, Inc. Additionally, each issued and outstanding equity of Knox Nursery, Inc. was exchanged for an equivalent equity of Upper Street Marketing, Inc. on a one for one basis. The issued and outstanding shares of Upper Street Marketing, Inc. have the same designations, rights, powers and preferences, and qualifications, limitations and restrictions as the equities of Knox Nursery, Inc. being converted. Upper Street Marketing, Inc. concurrently determined that its ownership of Knox Merger was of no further value and returned the newly issued shares evidencing its ownership in Knox Merger to the Board of Directors of Knox Merger for cancellation. Upper Street Marketing, Inc. has no interest in Knox Merger nor any ownership or control over Knox Merger, and never managed, controlled or capitalized Knox Merger. The shares of Knox Merger held by Upper Street Marketing, Inc. were cancelled on January 3, 2014.

On January 3, 2014, Upper Street Activewear, Inc., an Oklahoma corporation, (Formerly J & J Acquisitions Seven, Inc.) and the owners of 100% of its issued and outstanding stock, and the Company, entered into a Share Exchange Agreement, wherein 40,016,000 shares of Common Stock and 700,000 shares of Preferred Series A Stock, representing 100% of the issued and outstanding stock, of Upper Street Activewear, Inc. were exchanged for 40,016,000 shares of Common Stock and 700,000 shares of Preferred Series A Stock. For accounting purposes, the transaction is accounted for as a recapitalization of Upper Street Marketing, Inc., which is treated as the surviving and continuing entity although Upper Street Activewear, Inc. is the legal acquirer. Accordingly, the Company's historical financial statements are those of Upper Street Activewear, Inc.

On October 1, 2018 the Company and Growing Springs Holding Corporation, a Nevada Corporation, entered into an Agreement and Plan of Merger whereby the Company issued 27,000,000 shares of the Company's common stock to Joseph Earle, the sole shareholder of Growing Springs in exchange for 100% of the issued and outstanding shares of Growing Springs. Growing Springs became a wholly owned subsidiary of the Company and Joseph Earle became the controlling shareholder of the Company.

With the acquisition of Growing Springs Holdings Corporation, the Company is now a grower of industrial hemp.

**UPPER STREET MARKETING, INC.**  
Notes to the Financial Statements  
Years Ended December 31, 2018 & 2017 (Unaudited)

**NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNT POLICIES (Continued)**

Principles of Consolidation

The attached financial statements include the business activities of Upper Street Marketing, Inc., and its wholly-owned subsidiaries Upper Street Activewear, Inc., and New Haven Marketing, Inc. All intercompany transactions have been eliminated in the consolidation process.

Basis of Presentation

These financial statements and related notes are presented in accordance with accounting principles generally accepted in the United States and are expressed in US dollars. The Company's fiscal year-end is December 31.

Use of Estimates

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

Revenue Recognition

The Company recognizes revenue when products are fully delivered, or services have been provided and collections are reasonably assured.

Cash and Cash Equivalents

The Company considers all highly liquid instruments purchased with a maturity of three months or less to be cash equivalents to the extent the funds are not being held for investment purposes.

Basic (Loss) per Common Share

Basic (loss) per share is calculated by dividing the Company's net loss applicable to common shareholders by the weighted average number of common shares during the period. Diluted earnings per share is calculated by dividing the Company's net income available to common shareholders by the diluted weighted average number of shares outstanding during the year. The diluted weighted average number of shares outstanding is the basic weighted number of shares adjusted for any potentially dilutive debt or equity. There are no such common stock equivalents outstanding as of June 30, 2018.

Recent Accounting Pronouncements

The Company has implemented all new accounting pronouncements that are in effect and may impact its financial statements and does not believe that there are any other new accounting pronouncements that have been issued that might have a material impact on its financial position or results of operations.

**NOTE 2 - GOING CONCERN**

The accompanying financial statements have been prepared in conformity with accounting principles generally accepted in the United States, which contemplate continuation of the Company as a going concern. However, the Company has not generated revenues since inception and has an accumulated deficit of \$ 1,663,901 as of June 30, 2018. The Company currently has limited liquidity and has not completed its efforts to establish a stabilized source of revenues sufficient to cover operating costs over an extended period of time. These factors raise substantial doubt about the Company's ability to continue as a going concern.

**UPPER STREET MARKETING, INC.**  
Notes to the Financial Statements  
Years Ended December 31, 2018 & 2017 (Unaudited)

Management anticipates that the Company will be dependent, for the near future, on additional investment capital, primarily from its shareholders, to fund operating expenses. The Company intends to position itself so that it may be able to raise additional funds through the capital markets. In light of management's efforts, there are no assurances that the Company will be successful in this or any of its endeavors or become financially viable and continue as a going concern.

**NOTE 3 - STOCKHOLDERS' EQUITY**

Common Stock

The Company is authorized to issue 100,000,000 common shares with a par value of \$0.0001. As of December 31, 2017, there were 50,281,784 shares of common stock issued and outstanding.

During the year ended December 31, 2017, the Company issued 32,718,381 shares of common stock. 3,779,114 pursuant to the conversion of \$47,418 in convertible notes payable, 50,000 shares for accounts payable totaling \$6,250, and 25,000 shares for subscriptions receivable totaling \$6,250. Additionally, the Company cancelled 41,951,566 shares of common stock.

During the year ended December 31, 2018, the Company issued 28,200,000 shares of common stock in connection with the acquisition by Growing Springs Holdings Corp.

Series A Preferred Stock

The Company is authorized to issue 10,000,000 shares of preferred stock with a par value of \$0.0001. As of September 30, 2018, there were 700,000 preferred shares issued and outstanding.

**NOTE 4 – NOTES RECEIVABLE**

As at December 31, 2017 all note balances were written off as per prior period adjustment (see Note 7). From September 1, 2018 until December 31, 2018 the Company provided a line of credit and loaned High Mountain Medz, dba Levity Wellness, LLC the amount of \$337,428. The loan agreement allows for and may be converted to a purchase of High Mountain Medz, dba Levity Wellness, LLC at a future date, pending and pertaining to the change of laws governing such purchases in the State of Colorado.

**NOTE 5 – NOTES PAYABLE**

On June 2, 2015 the Company executed a promissory note with an unrelated third-party entity whereby the Company borrowed \$4,000. The note bears interest at a rate of ten percent per annum and was due on June 1, 2016.

On June 2, 2015 the Company executed a promissory note with an unrelated third-party entity whereby the Company borrowed \$20,000. The note bears interest at a rate of ten percent per annum and was due on June 1, 2016.

On September 28, 2015 the Company executed a convertible promissory note with an unrelated third-party entity whereby the Company borrowed \$50,000. The note bears interest at a rate of ten percent per annum and was due in full on March 18, 2016. The note is convertible at the option of the holder at a conversion price of \$0.001 per share.

In November and December 2015, the Company borrowed an aggregate of \$28,500 from an unrelated third-party entity. The note accrues interest at a rate of ten percent per annum and was due on November 5, 2016.

On December 23, 2015 the Company borrowed \$75,000 from a related party. The note balance accrues interest at a rate of ten percent per annum and was due on December 22, 2016.

**UPPER STREET MARKETING, INC.**  
Notes to the Financial Statements  
Years Ended December 31, 2018 & 2017 (Unaudited)

During 2016 the Company borrowed a total of \$35,850 from an unrelated third-party entity. The notes accrue interest at a rate of ten percent per annum and have a one-year term.

During the year ended December 31, 2017 the Company borrowed an aggregate of \$21,950 from unrelated third-party entities. The notes accrue interest at a rate of ten percent per annum and have a one-year term. Additionally, the Company converted \$47,418 in convertible notes into 3,704,114 shares of common stock.

During 2018, the Company borrowed an aggregate of \$7,200 from a related party. The note accrues interest at a rate of ten percent per annum and have a one-year term. During 2018, the Company executed a promissory note with an unrelated third-party entity whereby the Company borrowed \$6,610.00. The note bears interest at a rate of ten percent per annum and have a one-year term. The Notes Payable on the Balance Sheet includes \$730 of interest.

**NOTE 6 – AGREEMENT and PLAN of MERGER**

On October 1, 2018, the Company and Growing Springs Holding Corporation, a Nevada Corporation (“Growing Springs”), entered into an Agreement and Plan of Merger whereby the Company issued 27,000,000 shares of the Company’s common stock to Joseph Earle, the sole shareholder of Growing Springs in exchange for 100% of the issued and outstanding shares of Growing Springs.

Under the terms of the Agreement and Plan of Merger executed initially on September 13, 2018, was a stock swap in which holders of GSH equity interests received shares in UPPR. The sole shareholder of GSH received 27,000,000 common shares of UPPR. Concurrently with the closing of this transaction on October 1, 2018, Tezi Advisory, Inc. (“Tezi”) entered into an Assignment of Common Stock agreement with Joseph Earle (“Earle”), the GSH shareholder, in which Tezi assigned to Earle 23,000,000 common shares of UPPR for a de minimus payment of \$10. Earle became the majority shareholder of UPPR following these concurrent transactions. Earle now serves as the CEO of UPPR.

For accounting purposes, the acquiring company is GSH and the acquiree is UPPR. UPPR does not meet the definition of a business under ASC 805. This merger of a private operating company (GSH) into a public shell corporation (UPPR) with nominal net assets has resulted in the owners and management of the private company having actual operating control of the combined company after the transaction, with shareholders of the UPPR continuing only as passive investors. As such, for accounting purposes, mergers of operating private companies into public shell companies are considered to be capital transactions rather than business combinations. This transaction is equivalent to the issuance of stock by the private company for the net monetary assets of UPPR, accompanied by a recapitalization. We have accounted for the transaction as reverse acquisition, except that goodwill or other intangibles were not recognized. However, assets and liabilities were accounted for at fair value.

Our consolidated financial statements are issued as a continuation of the financial statements of UPPR, with one adjustment, which is to retroactively adjust the accounting acquirer’s legal capital to reflect the legal capital of the accounting acquiree. Comparative information presented in these consolidated financial statements also is retroactively adjusted to reflect the legal capital of UPPR.

Because the consolidated financial statements represent the continuation of the financial statements of GSH except for its capital structure, the consolidated financial statements reflect all of the following:

- a. The assets and liabilities of GSH recognized and measured at their pre-combination carrying amounts.
- b. The assets and liabilities of the UPPR recognized and measured at their pre-combination fair values, exclusive of goodwill and intangibles.
- c. The retained earnings and other equity balances of GSH.

For periods prior to the business combination, shareholders’ equity of the combined enterprise is presented based on the historical equity of GSH to the merger retroactively restated to reflect the number of shares received in the business combination.

**UPPER STREET MARKETING, INC.**  
Notes to the Financial Statements  
Years Ended December 31, 2018 & 2017 (Unaudited)

**NOTE 7 – RESTATEMENT OF PRIOR YEAR FINANCIAL STATEMENTS**

As a result of the above-mentioned Agreement and Plan of Merger the Company restated its December 31, 2017 financial statements to reflect the realizable value of its assets and liabilities. As part of this restatement \$270,000 in unverifiable inventory, fixed assets and notes receivable were written off to reflect an accurate representation of the opening balances of the newly combined company. In addition, accrued salaries and expenses of just over \$150,000 relating to previous controlling shareholders were reversed.

**END OF FINANCIAL STATEMENTS**

Remainder of page intentionally left blank



# **EXHIBIT 2**

**Disclosure Statement Pursuant to the Pink Basic Disclosure  
Guidelines**

**Upper Street Marketing, Inc.**

A Oklahoma Corporation

17311 Caminito Canasto  
San Diego, CA 92127

---

(858) 735 0369

joe@growingsprings.com

SIC: 2833

**[Annual] Report**  
**Amendment #1**

**For the Period Ending: December 31, 2018**  
(the "Reporting Period")

As of December 31, 2018 the number of shares outstanding of our Common Stock was:

78,481,784

As of December 31, 2017, the number of shares outstanding of our Common Stock was:

50,281,784

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<sup>1</sup> of the company has occurred over this reporting period:

Yes: ☒

No: ☐

---

<sup>1</sup> "Change in Control" shall mean any events resulting in:

(i) Any "person" (as such term is used in Sections 13(d) and 14(d) of the Exchange Act) becoming the "beneficial owner" (as defined in Rule 13d-3 of the Exchange Act), directly or indirectly, of securities of the Company representing fifty percent (50%) or more of the total voting power represented by the Company's then outstanding voting securities;

(ii) The consummation of the sale or disposition by the Company of all or substantially all of the Company's assets;

(iii) A change in the composition of the Board occurring within a two (2)-year period, as a result of which fewer than a majority of the directors are directors immediately prior to such change; or

(iv) The consummation of a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its parent) at least fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity or its parent outstanding immediately after such merger or consolidation.



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

In answering this item, please also provide any names used by predecessor entities in the past five years and the dates of the name changes.

The name of the issuer is Upper Street Marketing, Inc.

The name of its predecessor is Knox Nursery, Inc., The date of name change is January 3, 2014.

Date and state (or jurisdiction) of incorporation (also describe any changes to incorporation since inception, if applicable) Please also include the issuer's current standing in its state of incorporation (e.g. active, default, inactive):

1/3/2014; Oklahoma; Active

On January 3, 2014, the Company underwent a Statutory A Reorganization in compliance with Section 368(a)(1)(B) of the Internal Revenue Code of 1986, as amended, and pursuant to Section 1081(g) of the Oklahoma General Corporation Act. On that date, Knox Nursery, Inc. caused Upper Street Marketing, Inc. ("Upper Street Marketing") to be incorporated in the State of Oklahoma as a direct wholly-owned subsidiary. Concurrently, Upper Street Marketing, Inc. caused Knox Nursery Merger Corp. ("Knox Merger") to be incorporated as a direct wholly-owned subsidiary. Under the terms of the Reorganization, Knox Nursery, Inc. was merged with and into Knox Merger. Upon consummation of the Reorganization, Knox Nursery Merger Corp. was the surviving corporation, and Knox Nursery, Inc. ceased to exist. Knox Nursery Merger Corp. subsequently changed its name to Knox Nursery, Inc. Additionally, each issued and outstanding equity of Knox Nursery, Inc. was exchanged for an equivalent equity of Upper Street Marketing, Inc. on a one for one basis. The issued and outstanding shares of Upper Street Marketing, Inc. have the same designations, rights, powers and preferences, and qualifications, limitations and restrictions as the equities of Knox Nursery, Inc. being converted. Upper Street Marketing, Inc. concurrently determined that its ownership of Knox Merger was of no further value and returned the newly issued shares evidencing its ownership in Knox Merger to the Board of Directors of Knox Merger for cancellation. Upper Street Marketing, Inc. has no interest in Knox Merger nor any ownership or control over Knox Merger, and never managed, controlled or capitalized Knox Merger. The shares of Knox Merger held by Upper Street Marketing, Inc. were cancelled on January 3, 2014.

On January 3, 2014, Upper Street Activewear, Inc., an Oklahoma corporation, (Formerly J & J Acquisitions Seven, Inc.) and the owners of 100% of its issued and outstanding stock, and the Company, entered into a Share Exchange Agreement, wherein 40,016,000 shares of Common Stock and 700,000 shares of Preferred Series A Stock, representing 100% of the issued and outstanding stock, of Upper Street Activewear, Inc. were exchanged for 40,016,000 shares of Common Stock and 700,000 shares of Preferred Series A Stock. For accounting purposes, the transaction is accounted for as a recapitalization of Upper Street Marketing, Inc., which is treated as the surviving and continuing entity although Upper Street Activewear, Inc. is the legal acquirer. Accordingly, the Company's historical financial statements are those of Upper Street Activewear, Inc.

On October 1, 2018 the Company acquired Growing Springs Holding Corporation, a Nevada company ("GSH") and its wholly-owned subsidiary, Growing Springs, LLC, a Nevada limited liability company ("GS LLC"), (combined "Growing Springs") in exchange for 27,000,000 shares of the Company's common stock. (See Footnote No. 6 to Financial Statements – AGREEMENT and PLAN of MERGER)

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) Security Information

Trading symbol:	UPPR	
Exact title and class of securities outstanding:	Common Stock	
CUSIP:	916636103	
Par or stated value:	.0001	
Total shares authorized:	300,000,000	as of date: 04/02/2019
Total shares outstanding:	79,951,426	as of date: 04/02/2019
Number of shares in the Public Float <sup>2</sup> :	9,762,902	as of date: 04/02/2019
Total number of shareholders of record:	109	as of date: 04/02/2019

### Transfer Agent

Name: Standard Registrar & Transfer Company Inc.  
Phone: (801) 571-8844; (801) 571-2551  
Email: standardregistrar@comcast.net

Is the Transfer Agent registered under the Exchange Act?<sup>3</sup> Yes: ☒ No: ☐

Describe any trading suspension orders issued by the SEC concerning the issuer or its predecessors:

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 September 13, 2018 the Company and Growing Springs entered into an Agreement and Plan of Merger. On October 1, 2018 the Company and Growing Springs completed and executed the Agreement and Plan of Merger.

Under the terms of the Agreement and Plan of Merger a share exchange occurred whereby the shareholders of Growing Spring received shares in UPPR on a 1:1 basis. The shareholders of GSH received 27,000,000 common shares of UPPR. Concurrently with the closing of this transaction on October 1, 2018, Tezi Advisory, Inc. ("Tezi") entered into an Assignment of Common Stock agreement with Joseph Earle ("Earle"), the GSH shareholder, in which Tezi assigned to Earle 23,000,000 common shares of UPPR for a de minimus payment of \$10. Earle became the majority shareholder of UPPR following these concurrent transactions. Earle now serves as the CEO of UPPR.

For accounting purposes, the acquiring company is GSH and the acquiree is UPPR. UPPR does not meet the definition of a business under ASC 805. This merger of a private operating company (GSH) into a public shell corporation (UPPR) with nominal net assets has resulted in the owners and management of the private company having actual operating control of the combined company after the transaction, with shareholders of the UPPR continuing only as passive investors. As such, for accounting purposes, mergers of operating private companies into public shell companies are considered to be capital transactions rather than business combinations. This transaction is equivalent to the issuance of stock by the private company for the net monetary assets of UPPR, accompanied by a recapitalization. We have accounted for the transaction as reverse acquisition, except that goodwill or other intangibles were not recognized. However, assets and liabilities were accounted for at fair value.

<sup>2</sup> "Public Float" shall mean the total number of unrestricted shares not held directly or indirectly by an officer, director, any person who is the beneficial owner of more than 10 percent of the total shares outstanding (a "control person"), or any affiliates thereof, or any immediate family members of officers, directors and control persons.

<sup>3</sup> To be included in the Pink Current Information tier, the transfer agent must be registered under the Exchange Act.

Our consolidated financial statements are issued as a continuation of the financial statements of UPPR, with one adjustment, which is to retroactively adjust the accounting acquirer's legal capital to reflect the legal capital of the accounting acquiree. Comparative information presented in these consolidated financial statements also is retroactively adjusted to reflect the legal capital of UPPR.

Because the consolidated financial statements represent the continuation of the financial statements of GSH except for its capital structure, the consolidated financial statements reflect all of the following:

- a. The assets and liabilities of GSH recognized and measured at their pre-combination carrying amounts.
- b. The assets and liabilities of the UPPR recognized and measured at their pre-combination fair values, exclusive of goodwill and intangibles.
- c. The Note Receivable relates to a line of credit provided to a High Mountain Medz, dba Levy Wellness LLC, a holder of current Colorado dispensary, growing and manufacturing licenses. The agreement provides for the ability of a purchase option should Colorado laws allow a public company to own these licenses
- d. The retained earnings and other equity balances of GSH.

For periods prior to the business combination, shareholders' equity of the combined enterprise is presented based on the historical equity of GSH to the merger retroactively restated to reflect the number of shares received in the business combination.

## Issuance History

The goal of this section is to provide disclosure with respect to each event that resulted in any direct changes to the total shares outstanding of any class of the issuer's securities **in the past two completed fiscal years and any subsequent interim period.**

Disclosure under this item shall include, in chronological order, all offerings and issuances of securities, including debt convertible into equity securities, whether private or public, and all shares or any other securities or options to acquire such securities issued for services. Using the tabular format below, please describe these events.

### 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: ☐

Number of Shares outstanding as of 12/31/2016		Opening Balance: Common: 59,368,299 Preferred: 700,000		*Right-click the rows below and select "Insert" to add rows as needed.					
Date of Transaction	Transaction type (e.g. new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to (entities must have individual with voting / investment control disclosed).	Reason for share issuance (e.g. for cash or debt conversion) OR Nature of Services Provided (if applicable)	Restricted or Unrestricted as of this filing?	Exemption or Registration Type?
2/1/2017	New Issuance	289,267	Common Stock	\$0.25/share	Yes	MAGMO 10% Steven Meade	Exchange of shares – reversion agreement	Restricted	4(2)
2/1/2017	Cancellation	(2,892,667)	Common Stock	N/A	N/A	MAGMO/ various 44 investors	Cancellation	Restricted	4(2)

<u>3/1/2017</u>	<u>New Issuance</u>	<u>650,000</u>	<u>Common Stock</u>	<u>\$0.25/share</u>	<u>Yes</u>	<u>Steven Meade</u>	<u>Exchange of shares – reversion agreement</u>	<u>Restricted</u>	<u>4(2)</u>
<u>3/1/2017</u>	<u>Cancellation</u>	<u>(8,353,333)</u>	<u>Common Stock</u>	<u>N/A</u>	<u>N/A</u>	<u>Steven Meade</u>	<u>Cancellation</u>	<u>Restricted</u>	<u>4(2)</u>
<u>3/3/2017</u>	<u>Cancellation</u>	<u>(30,479,966)</u>	<u>Common Stock</u>	<u>N/A</u>	<u>N/A</u>	<u>Treasury Stock</u>	<u>Cancellation</u>	<u>Restricted</u>	<u>4(2)</u>
<u>3/28/2017</u>	<u>New Issuance</u>	<u>2,418,400</u>	<u>Common Stock</u>	<u>\$0.001/share</u>	<u>Yes</u>	<u>FA Ventures David Jenkins</u>	<u>Debt Conversion</u>	<u>Restricted</u>	<u>4(2)</u>
<u>8/17/2017</u>	<u>New Issuance</u>	<u>28,000,000</u>	<u>Common Stock</u>	<u>\$0.001/share</u>	<u>Yes</u>	<u>Tezi Advisory Gordon McDougall</u>	<u>Services - management</u>	<u>Restricted</u>	<u>4(2)</u>
<u>9/29/2017</u>	<u>New Issuance</u>	<u>1,285,714</u>	<u>Common Stock</u>	<u>\$0.035/share</u>	<u>Yes</u>	<u>FA Ventures David Jenkins</u>	<u>Debt Conversion</u>	<u>Restricted</u>	<u>4(2)</u>
<u>9/29/2017</u>	<u>New Issuance</u>	<u>25,000</u>	<u>Common Stock</u>	<u>\$0.25/share</u>	<u>Yes</u>	<u>Henry Andrews</u>	<u>Purchase - cash</u>	<u>Restricted</u>	<u>4(2)</u>
<u>9/29/2017</u>	<u>New Issuance</u>	<u>50,000</u>	<u>Common Stock</u>	<u>\$0.125/share</u>	<u>Yes</u>	<u>Uptick Capital Ari Blane</u>	<u>Debt Conversion</u>	<u>Restricted</u>	<u>4(2)</u>
<u>9/29/2017</u>	<u>New Issuance</u>	<u>(225,600)</u>	<u>Common Stock</u>	<u>N/A</u>	<u>N/A</u>	<u>Natal Holdings William Clayton</u>	<u>Cancellation</u>	<u>Restricted</u>	<u>4(2)</u>
<u>10/2/2017</u>	<u>New Issuance</u>	<u>(93,750)</u>	<u>Common Stock</u>	<u>N/A</u>	<u>N/A</u>	<u>FA Ventures David Jenkins</u>	<u>Cancellation</u>	<u>Restricted</u>	<u>4(2)</u>
Shares Outstanding on 12/31/2017	Ending Balance: Common: <u>50,281,784</u> Preferred: <u>700,000</u>								

Number of Shares outstanding as of 12/31/2017	<u>Opening Balance:</u> Common: <u>50,281,784</u> Preferred: <u>700,000</u>		*Right-click the rows below and select "Insert" to add rows as needed.						
Date of Transaction	Transaction type (e.g. new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to (entities must have individual with voting / investment control disclosed).	Reason for share issuance (e.g. for cash or debt conversion) OR Nature of Services Provided (if applicable)	Restricted or Unrestricted as of this filing?	Exemption or Registration Type?
11/27/2018	New Issuance	100,000	Common Stock	\$0.10/per share	Yes	Integrity Media Inc. Kurt Divich	Services-media consulting	Restricted	4(2)
11/30/2018	New Issuance	12,000,000	Common Stock	Share exchange under Sec. 351	N/A	Joseph Earle	Acquisition of Growing Springs Holding, Corp.	Restricted	4(2)
11/30/2018	New Issuance	13,500,000	Common Stock	Share exchange under Sec. 351	N/A	Noorani Burstein	Acquisition of Growing Springs Holding, Corp.	Restricted	4(2)
11/30/2018	New Issuance	1,500,000	Common Stock	Share exchange under Sec. 351	N/A	Amy Merchant	Acquisition of Growing Springs Holding, Corp.	Restricted	4(2)
11/16/2018	New Issuance	1,100,000	Common Stock	\$0.10/per share	Yes	Karl F Graff	Services - consulting	Restricted	4(2)
Shares Outstanding on 12/31/2018	<u>Ending Balance:</u> Common: <u>78,481,784</u> Preferred: <u>700,000</u>								

**Example:** A company with a fiscal year end of December 31<sup>st</sup>, in addressing this item for its quarter ended September 30, 2018, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2016 through September 30, 2018 pursuant to the tabular format above.

Use the space below to provide any additional details, including footnotes to the table above:

The Company subsequent to December 31, 2018 entered an agreement to with the owner of certain shares to cancel the 700,000 in preferred stock in January 2019.

## B. Debt Securities, Including Promissory and Convertible Notes

Use the chart and additional space below to list and describe any issuance 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 of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder	Reason for Issuance (e.g. Loan, Services, etc.)
<u>12/31/2017</u>	<u>Par + interest</u>	<u>\$21,950</u>	<u>10% pa</u>	<u>1 year</u>	<u>N/A</u>	<u>NA</u>	<u>Loan</u>
<u>06/30/2018</u>	<u>Par + interest</u>	<u>\$10,610</u>	<u>10% pa</u>	<u>1 year</u>	<u>N/A</u>	<u>NA</u>	<u>Loan</u>

Use the space below to provide any additional details, including footnotes to the table above:

\_\_\_\_\_

## 4) 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)<sup>4</sup>:

Name: Joseph Earle  
Title: CEO  
Relationship to Issuer: CEO/Majority Shareholder

Provide the financial statements described below for the most recent fiscal year or quarter. For the initial disclosure statement (qualifying for Pink Current Information for the first time) please provide reports for the two previous fiscal years and any subsequent interim periods.

- C. Balance sheet;
- D. Statement of income;
- E. Statement of cash flows;
- F. Financial notes; and
- G. Audit letter, if audited

You may either (i) attach/append the financial statements to this disclosure statement or (ii) file the financial statements through OTCIQ as a separate report using the appropriate report name for the applicable period end. ("Annual Report," "Quarterly Report" or "Interim Report").

<sup>4</sup> The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS by persons with sufficient financial skills.

If you choose to publish the financial statements in a separate report as described above, you must state in the accompanying disclosure statement that such financial statements are incorporated by reference. You may reference the document(s) containing the required financial statements by indicating the document name, period end date, and the date that it was posted to OTCIQ in the field below.

Financial statement information is considered current until the due date for the subsequent report (as set forth in the qualifications section above). To remain qualified for Current Information, a company must post its Annual Report within 90 days from its fiscal year-end date and Quarterly Reports within 45 days of each fiscal quarter-end date.

## 5) Issuer's Business, Products and Services

The purpose of this section is to provide a clear description of the issuer's current operations. In answering this item, please include the following:

- A. Summarize the issuer's business operations (If the issuer does not have current operations, state "no operations")

We are now in the business of growing Industrial hemp.

Describe any subsidiaries, parents, or affiliated companies, if applicable, and a description of their business contact information for the business, officers, directors, managers or control persons. Subsidiary information may be included by reference

On January 3, 2014, Upper Street Activewear, Inc., an Oklahoma corporation, (Formerly J & J Acquisitions Seven, Inc.) and the owners of 100% of its issued and outstanding stock, and the Company, entered into a Share Exchange Agreement, wherein 40,016,000 shares of Common Stock and 700,000 shares of Preferred Series A Stock, representing 100% of the issued and outstanding stock, of Upper Street Activewear, Inc. were exchanged for 40,016,000 shares of Common Stock and 700,000 shares of Preferred Series A Stock. For accounting purposes, the transaction is accounted for as a recapitalization of Upper Street Marketing, Inc., which is treated as the surviving and continuing entity although Upper Street Activewear, Inc. is the legal acquirer. Accordingly, the Company's historical financial statements are those of Upper Street Activewear, Inc.

On October 1, 2018 the Company and Growing Springs completed and executed the Agreement and Plan of Merger.

Under the terms of the Agreement and Plan of Merger a share exchange occurred whereby the shareholders of Growing Spring received shares in UPPR on a 1:1 basis. The shareholders of GSH received 27,000,000 common shares of UPPR. Concurrently with the closing of this transaction on October 1, 2018, Tezi Advisory, Inc. ("Tezi") entered into an Assignment of Common Stock agreement with Joseph Earle ("Earle"), the GSH shareholder, in which Tezi assigned to Earle 23,000,000 common shares of UPPR for a de minimis payment of \$10. Earle became the majority shareholder of UPPR following these concurrent transactions. Earle now serves as the CEO of UPPR.

For accounting purposes, the acquiring company is GSH and the acquiree is UPPR. UPPR does not meet the definition of a business under ASC 805. This merger of a private operating company (GSH) into a public shell corporation (UPPR) with nominal net assets has resulted in the owners and management of the private company having actual operating control of the combined company after the transaction, with shareholders of the UPPR continuing only as passive investors. As such, for accounting purposes, mergers of operating private companies into public shell companies are considered to be capital transactions rather than business combinations. This transaction is equivalent to the issuance of stock by the private company for the net monetary assets of UPPR, accompanied by a recapitalization. We have accounted for the transaction as reverse acquisition, except that goodwill or other intangibles were not recognized. However, assets and liabilities were accounted for at fair value.

With the acquisition of Growing Springs Holdings Corporation the Company intends on becoming a major producer of industrial hemp and Cannabidiol extracts ("CBD"). We will apply FDA cGMP

practices and standards in a vertically integrated methodology from genetics, to cultivation, to harvesting, to extraction and finally sales. We will expand and grow our cultivation of hemp in identified Colorado locations. The Company intends to begin the distribution of CBD extracts via wholesale and retail sales channels. The Company intends to facilitate the assimilation of CBD's in the United States and certain other foreign countries through its partnerships and joint ventures.

B. Describe the issuers' principal products or services, and their markets

Through our wholly owned subsidiaries Growing Springs Holdings Corporation (GSHC) and Growing Springs, LLC (GS LLC) we are a specialty provider of industrial and commercial applications of unique hemp related products and services. This includes using Liquid Conversion Technology Liquid Conversion Technology (LCT) is a process that utilizes indigenous mineral ores to radically energize and activate colliding water molecules to improve the physical and biological properties of water.

We are targeting our products and services to the industrial hemp sector.

6) Issuer's Facilities

The goal of this section is to provide a potential investor with a clear understanding of all assets, properties or facilities owned, used or leased by the issuer.

In responding to this item, please clearly describe the assets, properties or facilities of the issuer, give the location of the principal plants and other property of the issuer and describe the condition of the properties. If the issuer does not have complete ownership or control of the property (for example, if others also own the property or if there is a mortgage on the property), describe the limitations on the ownership.

If the issuer leases any assets, properties or facilities, clearly describe them as above and the terms of their leases.

The Company uses space provided by its principals and paid no rent. The company entered into a lease in April of 2019 for a 13,000 square foot facility to house its ongoing operations.

7) Officers, Directors, and Control Persons

The goal of this section is to provide an investor with a clear understanding of the identity of all the persons or entities that are involved in managing, controlling or advising the operations, business development and disclosure of the issuer, as well as the identity of any significant or beneficial shareholders.

Using the tabular format below, please provide information regarding any person or entity owning 5% or more of the issuer, as well as any officer, and any director of the company, regardless of the number of shares they own. **If any listed are corporate shareholders or entities, provide the name and address of the person(s) beneficially owning or controlling such corporate shareholders, or the name and contact information of an individual representing the corporation or entity in the note section.**

Name of Officer/Director and Control Person	Affiliation with Company (e.g. Officer/Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Note
<u>Gordon McDougall</u>	<u>Director, Owner of more than 5%</u>	<u>[REDACTED]</u>	<u>15,070,034*</u>	<u>Common Stock</u>	<u>19.202%</u>	<u>#1</u>



		<u>Scottsdale,</u> <u>AZ 85259</u>				
<u>Joseph Earle</u>	<u>President, CEO,</u> <u>Chairman, Secretary,</u> <u>Director, Owner of</u> <u>more than 5%</u>	██████ ██████ ██████  <u>San Diego,</u> <u>CA</u> ██████	<u>35,000,000</u>	<u>Common</u> <u>Stock</u>	<u>44.596%</u>	<u>#1</u>

\*The 15,070,034 shares are owned by Tezi Advisory Inc. of which Mr. McDougall is the control person and beneficial owner.

(#1) Based on 78,481,784 shares of common stock the common stock outstanding balance as of March 31, 2019.

## 8) Legal/Disciplinary History

A. Please identify whether any of the persons listed above have, in the past 10 years, been the subject of:

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

None

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

None

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

None

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

None

B. Describe briefly any material pending legal proceedings, other than ordinary routine litigation incidental to the business, to which the issuer or any of its subsidiaries is a party or of which any of their property is the subject. Include the name of the court or agency in which the proceedings are pending, the date instituted, the principal parties thereto, a description of the factual basis alleged to underlie the proceeding and the relief sought. Include similar information as to any such proceedings known to be contemplated by governmental authorities.

None

## 9) Third Party Providers

Please provide the name, address, telephone number and email address of each of the following outside providers:

Securities Counsel

Name: Blair Krueger, Esq.  
Firm: Krueger LLP.  
Address 1: 7486 La Jolla Boulevard  
Address 2: La Jolla, CA 92037  
Phone: (858-405-7385  
Email: blair@thekruegergroup.com

Accountant or Auditor

Name: None  
Firm: \_\_\_\_\_  
Address 1: \_\_\_\_\_  
Address 2: \_\_\_\_\_  
Phone: \_\_\_\_\_  
Email: \_\_\_\_\_

Investor Relations Consultant

Name: None  
Firm: Venado Media, LLC  
Address 1: 6726 Seinfeld Ct.  
Address 2: Houston, TX 77069  
Phone: 832-603-0883  
Email: \_\_\_\_\_

Name: None  
Firm: Money Channel, dba, AI & J Media, Inc.  
Address 1: 48 Wall Street, 11<sup>th</sup> Floor  
Address 2: New York, NY 10005  
Phone: 212-918-4554  
Email: \_\_\_\_\_

Other Service Providers

Provide the name of any other service provider(s), including, counsel, advisor(s) or consultant(s) **that assisted, advised, prepared or provided information with respect to this disclosure statement**, or provided assistance or services to the issuer during the reporting period.

None

**10) Issuer Certification**

*Principal Executive Officer:*

The issuer shall include certifications by the chief executive officer and chief financial officer of the issuer (or any other persons with different titles but having the same responsibilities).

The certifications shall follow the format below:

I, Joseph Earle certify that:

1. I have reviewed this Annual Disclosure Statement of Upper Street Marketing 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.

07/12/2019 [Date]

/s/ Joseph Earle

[CEO's Signature]

*Principal Financial Officer:*

I, Joseph Earle certify that:

1. I have reviewed this Annual Disclosure Statement of Upper Street Marketing 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.

07/12/2019 [Date]

/s/ Joseph Earle [CFO's Signature]

**UPPER STREET MARKETING INC.  
CONSOLIDATED FINANCIAL STATEMENTS  
YEAR ENDED DECEMBER 31, 2018**

**Upper Street Marketing, Inc.**Consolidated Balance Sheets  
(Unaudited)ASSETS

	December 31, 2018	December 31, 2017 RESTATED
CURRENT ASSETS		
Cash	\$ 70,734	\$ -
Notes receivable	337,428	-
Inventory	-	-
Total Current Assets	408,162	-
PROPERTY PLANT AND EQUIPMENT, net		
Fixed Assets	32,480	
Accumulated Depreciation	(1,160)	
TOTAL ASSETS	\$ 439,482	\$ -

LIABILITIES AND STOCKHOLDERS' DEFICIT

## CURRENT LIABILITIES

Accounts payable and accrued expenses	\$ 147,057	\$ 118,808
Notes payable	199,840	185,300
Due To/From Growing Springs Holding Corp	30,086	4,132
Derivative Liability	27,436	21,150
Total Current Liabilities	404,419	329,390
TOTAL LIABILITIES	404,419	329,390

## STOCKHOLDERS' DEFICIT

Series A Preferred stock; 1,000,000 shares authorized, at \$0.0001 par value, 700,000 shares issued and outstanding	70	70
Common stock; 100,000,000 shares authorized, at \$0.0001 par value, 78,481,784 and 50,281,784 shares respectively, issued and outstanding		
Additional paid-in capital	2,075,204	1,197,025
Common Stock to be issued	2,820	
Stock subscriptions receivable	5,028	5,028
Accumulated deficit	(2,048,060)	(1,531,512)
Total Stockholders' Deficit	35,063	(329,389)
TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT	\$ 439,482	\$ 0

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

**Upper Street Marketing, Inc.**  
Consolidated Statements of Operations  
(Unaudited)

	For the Twelve Months Ended December 31,	
	2018	RESTATED 2017
REVENUES	\$ -	\$ -
COST OF SALES	-	-
GROSS PROFIT	-	-
OPERATING EXPENSES		
Salaries and wages	37,500	3,225
Professional fees	338,130	26,694
Accretion Expense	15,592	1,550
Depreciation	1,160	
Loss on Settlement	-	8,500
General and administrative	112,832	5,359
Total Operating Expenses	505,214	45,328
LOSS FROM OPERATIONS	(505,214) -	(45,328)
OTHER EXPENSE		
Interest income	0	0
Acc FV Gain/Loss	-	19,153
Day 1 Derivative loss		
Interest expense	(11,334)	(11,337)
Total Other Expense	(11,334) - -	7,816
LOSS BEFORE INCOME TAXES	(516,547) - -	(37,511)
PROVISION FOR INCOME TAXES	-	-
NET LOSS	\$ (516,547) - -	(37,511)
BASIC AND DILUTED LOSS PER SHARE	\$ (0.01)	(0.00)
WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING	52,719,866	37,782,031

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

**Upper Street Marketing, Inc.**  
Consolidated Statements of Cash Flows  
(Unaudited)

	For the Twelve Months Ended	
	December 31,	RESTATED December 31,
	2018	2017
<b>OPERATING ACTIVITIES</b>		
Net loss	\$ (516,547)	\$ (37,511)
Adjustments to reconcile net loss to net cash used by operating activities:		
Depreciation	1,160	-
Bad debt expense	-	-
Changes in operating assets and liabilities:		
Notes receivable	(337,429)	-
Inventory	-	-
Notes Payable	14,540	21,950
Due To/From Growing Springs LLC	25,956	-
Derivative Liability	6,286	(19,153)
Accounts payable and accrued expenses	28,248	(31,913)
Net Cash Used in Operating Activities	(777,786)	(66,627)
<b>INVESTING ACTIVITIES</b>		
Purchase of equipment	(32,480)	-
Net Cash Used in Investing Activities	(32,480)	-
<b>FINANCING ACTIVITIES</b>		
Proceeds from notes payable	-	-
Additional Paid in Capital	878,180	73,077
Retained Earnings	-	-
Common Stock	-	(909)
Common Shares to be Issued	2,820	(6,250)
Cash and interest on notes receivable	-	-
Net Cash Provided by Financing Activities	881,000	65,918
NET INCREASE IN CASH	70,734	(709)
CASH AT BEGINNING OF PERIOD	(108)	709
CASH AT END OF PERIOD	\$ 70,626	\$ 0
<b>SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION</b>		
<b>CASH PAID FOR:</b>		
Interest	\$ -	\$ -
Income taxes	\$ -	\$ -
<b>NON CASH INVESTING ACTIVITIES:</b>		
Common stock issued for debt	\$ -	\$ -

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

**UPPER STREET MARKETING, INC.**  
Notes to the Financial Statements  
Years Ended December 31, 2018 & 2017 (Unaudited)

**NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNT POLICIES**

Nature of Business

On January 3, 2014, the Company underwent a Statutory A Reorganization in compliance with Section 368(a)(1)(B) of the Internal Revenue Code of 1986, as amended, and pursuant to Section 1081(g) of the Oklahoma General Corporation Act. On that date, Knox Nursery, Inc. caused Upper Street Marketing, Inc. ("Upper Street Marketing") to be incorporated in the State of Oklahoma as a direct wholly-owned subsidiary. Concurrently, Upper Street Marketing, Inc. caused Knox Nursery Merger Corp. ("Knox Merger") to be incorporated as a direct wholly-owned subsidiary. Under the terms of the Reorganization, Knox Nursery, Inc. was merged with and into Knox Merger. Upon consummation of the Reorganization, Knox Nursery Merger Corp. was the surviving corporation, and Knox Nursery, Inc. ceased to exist. Knox Nursery Merger Corp. subsequently changed its name to Knox Nursery, Inc. Additionally, each issued and outstanding equity of Knox Nursery, Inc. was exchanged for an equivalent equity of Upper Street Marketing, Inc. on a one for one basis. The issued and outstanding shares of Upper Street Marketing, Inc. have the same designations, rights, powers and preferences, and qualifications, limitations and restrictions as the equities of Knox Nursery, Inc. being converted. Upper Street Marketing, Inc. concurrently determined that its ownership of Knox Merger was of no further value and returned the newly issued shares evidencing its ownership in Knox Merger to the Board of Directors of Knox Merger for cancellation. Upper Street Marketing, Inc. has no interest in Knox Merger nor any ownership or control over Knox Merger, and never managed, controlled or capitalized Knox Merger. The shares of Knox Merger held by Upper Street Marketing, Inc. were cancelled on January 3, 2014.

On January 3, 2014, Upper Street Activewear, Inc., an Oklahoma corporation, (Formerly J & J Acquisitions Seven, Inc.) and the owners of 100% of its issued and outstanding stock, and the Company, entered into a Share Exchange Agreement, wherein 40,016,000 shares of Common Stock and 700,000 shares of Preferred Series A Stock, representing 100% of the issued and outstanding stock, of Upper Street Activewear, Inc. were exchanged for 40,016,000 shares of Common Stock and 700,000 shares of Preferred Series A Stock. For accounting purposes, the transaction is accounted for as a recapitalization of Upper Street Marketing, Inc., which is treated as the surviving and continuing entity although Upper Street Activewear, Inc. is the legal acquirer. Accordingly, the Company's historical financial statements are those of Upper Street Activewear, Inc.

On October 1, 2018 the Company and Growing Springs Holding Corporation, a Nevada Corporation, entered into an Agreement and Plan of Merger whereby the Company issued 27,000,000 shares of the Company's common stock to Joseph Earle, the sole shareholder of Growing Springs in exchange for 100% of the issued and outstanding shares of Growing Springs. Growing Springs became a wholly owned subsidiary of the Company and Joseph Earle became the controlling shareholder of the Company.

With the acquisition of Growing Springs Holdings Corporation, the Company is now a grower of industrial hemp.



**UPPER STREET MARKETING, INC.**  
Notes to the Financial Statements  
Years Ended December 31, 2018 & 2017 (Unaudited)

**NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNT POLICIES (Continued)**

Principles of Consolidation

The attached financial statements include the business activities of Upper Street Marketing, Inc., and its wholly-owned subsidiaries Upper Street Activewear, Inc., and New Haven Marketing, Inc. All intercompany transactions have been eliminated in the consolidation process.

Basis of Presentation

These financial statements and related notes are presented in accordance with accounting principles generally accepted in the United States and are expressed in US dollars. The Company's fiscal year-end is December 31.

Use of Estimates

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

Revenue Recognition

The Company recognizes revenue when products are fully delivered, or services have been provided and collections is reasonably assured.

Cash and Cash Equivalents

The Company considers all highly liquid instruments purchased with a maturity of three months or less to be cash equivalents to the extent the funds are not being held for investment purposes.

Basic (Loss) per Common Share

Basic (loss) per share is calculated by dividing the Company's net loss applicable to common shareholders by the weighted average number of common shares during the period. Diluted earnings per share is calculated by dividing the Company's net income available to common shareholders by the diluted weighted average number of shares outstanding during the year. The diluted weighted average number of shares outstanding is the basic weighted number of shares adjusted for any potentially dilutive debt or equity. There are no such common stock equivalents outstanding as of June 30, 2018.

Recent Accounting Pronouncements

The Company has implemented all new accounting pronouncements that are in effect and the may impact its financial statements and does not believe that there are any other new accounting pronouncements that have been issued that might have a material impact on its financial position or results of operations.

**NOTE 2 - GOING CONCERN**

The accompanying financial statements have been prepared in conformity with accounting principles generally accepted in the United States, which contemplate continuation of the Company as a going concern. However, the Company has not generated revenues since inception and has an accumulated deficit of \$ 1,663,901 as of June 30, 2018. The Company currently has limited liquidity and has not completed its efforts to establish a stabilized source of revenues sufficient to cover operating costs over an extended period of time. These factors raise substantial doubt about the Company's ability to continue as a going concern.

**UPPER STREET MARKETING, INC.**  
Notes to the Financial Statements  
Years Ended December 31, 2018 & 2017 (Unaudited)

Management anticipates that the Company will be dependent, for the near future, on additional investment capital, primarily from its shareholders, to fund operating expenses. The Company intends to position itself so that it may be able to raise additional funds through the capital markets. In light of management's efforts, there are no assurances that the Company will be successful in this or any of its endeavors or become financially viable and continue as a going concern.

**NOTE 3 - STOCKHOLDERS' EQUITY**

Common Stock

The Company is authorized to issue 100,000,000 common shares with a par value of \$0.0001. As of December 31, 2017, there were 50,281,784 shares of common stock issued and outstanding.

During the year ended December 31, 2017, the Company issued 32,718,381 shares of common stock. 3,779,114 pursuant to the conversion of \$47,418 in convertible notes payable, 50,000 shares for accounts payable totaling \$6,250, and 25,000 shares for subscriptions receivable totaling \$6,250. Additionally, the Company cancelled 41,951,566 shares of common stock.

During the year ended December 31, 2018, the Company issued 28,200,000 shares of common stock in connection with the acquisition by Growing Springs Holdings Corp.

Series A Preferred Stock

The Company is authorized to issue 10,000,000 shares of preferred stock with a par value of \$0.0001. As of September 30, 2018, there were 700,000 preferred shares issued and outstanding.

**NOTE 4 – NOTES RECEIVABLE**

As at December 31, 2017 all note balances were written off as per prior period adjustment (see Note 7). From September 1, 2018 until December 31, 2018 the Company provided a line of credit and loaned High Mountain Medz, dba Levity Wellness, LLC the amount of \$337,428. The loan agreement allows for and may be converted to a purchase of High Mountain Medz, dba Levity Wellness, LLC at a future date, pending and pertaining to the change of laws governing such purchases in the State of Colorado.

**NOTE 5 – NOTES PAYABLE**

On June 2, 2015 the Company executed a promissory note with an unrelated third-party entity whereby the Company borrowed \$4,000. The note bears interest at a rate of ten percent per annum and was due on June 1, 2016.

On June 2, 2015 the Company executed a promissory note with an unrelated third-party entity whereby the Company borrowed \$20,000. The note bears interest at a rate of ten percent per annum and was due on June 1, 2016.

On September 28, 2015 the Company executed a convertible promissory note with an unrelated third-party entity whereby the Company borrowed \$50,000. The note bears interest at a rate of ten percent per annum and was due in full on March 18, 2016. The note is convertible at the option of the holder at a conversion price of \$0.001 per share.

In November and December 2015, the Company borrowed an aggregate of \$28,500 from an unrelated third-party entity. The note accrues interest at a rate of ten percent per annum and was due on November 5, 2016.

On December 23, 2015 the Company borrowed \$75,000 from a related party. The note balance accrues interest at a rate of ten percent per annum and was due on December 22, 2016.

**UPPER STREET MARKETING, INC.**  
Notes to the Financial Statements  
Years Ended December 31, 2018 & 2017 (Unaudited)

During 2016 the Company borrowed a total of \$35,850 from an unrelated third-party entity. The notes accrue interest at a rate of ten percent per annum and have a one-year term.

During the year ended December 31, 2017 the Company borrowed an aggregate of \$21,950 from unrelated third-party entities. The notes accrue interest at a rate of ten percent per annum and have a one-year term. Additionally, the Company converted \$47,418 in convertible notes into 3,704,114 shares of common stock.

During 2018, the Company borrowed an aggregate of \$7,200 from a related party. The note accrues interest at a rate of ten percent per annum and have a one-year term. During 2018, the Company executed a promissory note with an unrelated third-party entity whereby the Company borrowed \$6,610.00. The note bears interest at a rate of ten percent per and have a one-year term. The Notes Payable on the Balance Sheet includes \$730 of interest.

**NOTE 6 – AGREEMENT and PLAN of MERGER**

On October 1, 2018, the Company and Growing Springs Holding Corporation, a Nevada Corporation (“Growing Springs”), entered into an Agreement and Plan of Merger whereby the Company issued 27,000,000 shares of the Company’s common stock to Joseph Earle, the sole shareholder of Growing Springs in exchange for 100% of the issued and outstanding shares of Growing Springs.

Under the terms of the Agreement and Plan of Merger executed initially on September 13, 2018, was a stock swap in which holders of GSH equity interests received shares in UPPR. The sole shareholder of GSH received 27,000,000 common shares of UPPR. Concurrently with the closing of this transaction on October 1, 2018, Tezi Advisory, Inc. (“Tezi”) entered into an Assignment of Common Stock agreement with Joseph Earle (“Earle”), the GSH shareholder, in which Tezi assigned to Earle 23,000,000 common shares of UPPR for a de minimus payment of \$10. Earle became the majority shareholder of UPPR following these concurrent transactions. Earle now serves as the CEO of UPPR.

For accounting purposes, the acquiring company is GSH and the acquiree is UPPR. UPPR does not meet the definition of a business under ASC 805. This merger of a private operating company (GSH) into a public shell corporation (UPPR) with nominal net assets has resulted in the owners and management of the private company having actual operating control of the combined company after the transaction, with shareholders of the UPPR continuing only as passive investors. As such, for accounting purposes, mergers of operating private companies into public shell companies are considered to be capital transactions rather than business combinations. This transaction is equivalent to the issuance of stock by the private company for the net monetary assets of UPPR, accompanied by a recapitalization. We have accounted for the transaction as reverse acquisition, except that goodwill or other intangibles were not recognized. However, assets and liabilities were accounted for at fair value.

Our consolidated financial statements are issued as a continuation of the financial statements of UPPR, with one adjustment, which is to retroactively adjust the accounting acquirer’s legal capital to reflect the legal capital of the accounting acquiree. Comparative information presented in these consolidated financial statements also is retroactively adjusted to reflect the legal capital of UPPR.

Because the consolidated financial statements represent the continuation of the financial statements of GSH except for its capital structure, the consolidated financial statements reflect all of the following:

- a. The assets and liabilities of GSH recognized and measured at their pre-combination carrying amounts.
- b. The assets and liabilities of the UPPR recognized and measured at their pre-combination fair values, exclusive of goodwill and intangibles.
- c. The retained earnings and other equity balances of GSH.

For periods prior to the business combination, shareholders’ equity of the combined enterprise is presented based on the historical equity of GSH to the merger retroactively restated to reflect the number of shares received in the business combination.

**UPPER STREET MARKETING, INC.**  
Notes to the Financial Statements  
Years Ended December 31, 2018 & 2017 (Unaudited)

**NOTE 7 – RESTATEMENT OF PRIOR YEAR FINANCIAL STATEMENTS**

As a result of the above-mentioned Agreement and Plan of Merger the Company restated its December 31, 2017 financial statements to reflect the realizable value of its assets and liabilities. As part of this restatement \$270,000 in unverifiable inventory, fixed assets and notes receivable were written off to reflect an accurate representation of the opening balances of the newly combined company. In addition, accrued salaries and expenses of just over \$150,000 relating to previous controlling shareholders were reversed.

**END OF FINANCIAL STATEMENTS**

Remainder of page intentionally left blank



# **EXHIBIT 3**

# **Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines**

## **Upper Street Marketing, Inc.**

A Oklahoma Corporation

17311 Caminito Canasto  
San Diego, CA 92127

---

(858) 735 0369

gord.mcdougall@teziadvisory.com

SIC: 2833

### **[Quarterly] Report** **For the Period Ending: March 31, 2019** (the "Reporting Period")

As of March 31, 2019 the number of shares outstanding of our Common Stock was:

79,951,426

As of December 31, 2018 the number of shares outstanding of our Common Stock was:

78,481,784

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<sup>1</sup> of the company has occurred over this reporting period:

Yes: ☐

No: ☒

<sup>1</sup> "Change in Control" shall mean any events resulting in:

(i) Any "person" (as such term is used in Sections 13(d) and 14(d) of the Exchange Act) becoming the "beneficial owner" (as defined in Rule 13d-3 of the Exchange Act), directly or indirectly, of securities of the Company representing fifty percent (50%) or more of the total voting power represented by the Company's then outstanding voting securities;

(ii) The consummation of the sale or disposition by the Company of all or substantially all of the Company's assets;

(iii) A change in the composition of the Board occurring within a two (2)-year period, as a result of which fewer than a majority of the directors are directors immediately prior to such change; or

(iv) The consummation of a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its parent) at least fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity or its parent outstanding immediately after such merger or consolidation.

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

In answering this item, please also provide any names used by predecessor entities in the past five years and the dates of the name changes.

The name of the issuer is Upper Street Marketing, Inc.

The name of its predecessor is Knox Nursery, Inc.. The date of name change is January 3, 2014 as fully described herein.

Date and state (or jurisdiction) of incorporation (also describe any changes to incorporation since inception, if applicable) Please also include the issuer's current standing in its state of incorporation (e.g. active, default, inactive):

The Company was incorporated in Oklahoma on 1/3/2014; Oklahoma; The Company is an Active Oklahoma corporation.

On January 3, 2014, the Company underwent a Statutory A Reorganization in compliance with Section 368(a)(1)(B) of the Internal Revenue Code of 1986, as amended, and pursuant to Section 1081(g) of the Oklahoma General Corporation Act. On that date, Knox Nursery, Inc. caused Upper Street Marketing, Inc. ("Upper Street Marketing") to be incorporated in the State of Oklahoma as a direct wholly-owned subsidiary. Concurrently, Upper Street Marketing, Inc. caused Knox Nursery Merger Corp. ("Knox Merger") to be incorporated as a direct wholly-owned subsidiary. Under the terms of the Reorganization, Knox Nursery, Inc. was merged with and into Knox Merger. Upon consummation of the Reorganization, Knox Nursery Merger Corp. was the surviving corporation, and Knox Nursery, Inc. ceased to exist. Knox Nursery Merger Corp. subsequently changed its name to Knox Nursery, Inc. Additionally, each issued and outstanding equity of Knox Nursery, Inc. was exchanged for an equivalent equity of Upper Street Marketing, Inc. on a one for one basis. The issued and outstanding shares of Upper Street Marketing, Inc. have the same designations, rights, powers and preferences, and qualifications, limitations and restrictions as the equities of Knox Nursery, Inc. being converted. Upper Street Marketing, Inc. concurrently determined that its ownership of Knox Merger was of no further value and returned the newly issued shares evidencing its ownership in Knox Merger to the Board of Directors of Knox Merger for cancellation. Upper Street Marketing, Inc. has no interest in Knox Merger nor any ownership or control over Knox Merger, and never managed, controlled or capitalized Knox Merger. The shares of Knox Merger held by Upper Street Marketing, Inc. were cancelled on January 3, 2014.

On January 3, 2014, Upper Street Activewear, Inc., an Oklahoma corporation, (Formerly J & J Acquisitions Seven, Inc.) and the owners of 100% of its issued and outstanding stock, and the Company, entered into a Share Exchange Agreement, wherein 40,016,000 shares of Common Stock and 700,000 shares of Preferred Series A Stock, representing 100% of the issued and outstanding stock, of Upper Street Activewear, Inc. were exchanged for 40,016,000 shares of Common Stock and 700,000 shares of Preferred Series A Stock. For accounting purposes, the transaction is accounted for as a recapitalization of Upper Street Marketing, Inc., which is treated as the surviving and continuing entity although Upper Street Activewear, Inc. is the legal acquirer. Accordingly, the Company's historical financial statements are those of Upper Street Activewear, Inc.

On October 1, 2018 the Company acquired Growing Springs Holding Corporation, a Nevada company in exchange for 27,000,000 shares of the Company's common stock.

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) Security Information**

Trading symbol:

UPPR

Exact title and class of securities outstanding:

Common Stock

CUSIP:

916636103

Par or stated value:

.0001



Total shares authorized: 300,000,000 as of date: 04/02/19  
Total shares outstanding: 79,951,426 as of date: 04/02/19

Number of shares in the Public Float<sup>2</sup>: 9,762,902 as of date: 04/02/19  
Total number of shareholders of record: 80 as of date: 04/02/19

*Additional class of securities (if any):*

Trading symbol:  
Exact title and class of securities outstanding:  
CUSIP:  
Par or stated value:  
Total shares authorized:  
Total shares outstanding:

as of date:  
as of date:

#### Transfer Agent

Name: Standard Registrar & Transfer Company Inc.  
Phone: (801) 571-8844; (801) 571-2551  
Email: standardregistrar@comcast.net

Is the Transfer Agent registered under the Exchange Act?<sup>3</sup> Yes: ☒ No: ☐

Describe any trading suspension orders issued by the SEC concerning the issuer or its predecessors:

None

List any stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization either currently anticipated or that occurred within the past 12 months:

None

### 3) **ISSUANCE HISTORY**

Events by the Issuer Resulting in Changes in Total Outstanding Shares for the Past Two Fiscal Years.

#### A. Changes in the Number of Outstanding Shares

Number of Shares outstanding as of 12/31/2016	<u>Opening Balance:</u> Common: <u>59,368,299</u> Preferred: <u>700,000</u>		*Right-click the rows below and select "Insert" to add rows as needed.						
Date of Transaction	Transaction type (e.g. new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of	Individual/ Entity Shares were issued to (entities must have individual with voting	Reason for share issuance (e.g. for cash or debt conversion) OR Nature of Services	Restricted or Unrestricted as of this filing?	Exemption or Registration Type?

<sup>2</sup> "Public Float" shall mean the total number of unrestricted shares not held directly or indirectly by an officer, director, any person who is the beneficial owner of more than 10 percent of the total shares outstanding (a "control person"), or any affiliates thereof, or any immediate family members of officers, directors and control persons.

<sup>3</sup> To be included in the Pink Current Information tier, the transfer agent must be registered under the Exchange Act.

					issuance? (Yes/No)	/ investment control disclosed).	Provided (if applicable)		
<u>2/1/2017</u>	<u>New Issuance</u>	<u>289,267</u>	<u>Common Stock</u>	<u>Fair Value</u>	<u>No</u>	<u>MAGMO 10% Steven Meade</u>	<u>Acquisition</u>	<u>Restricted</u>	<u>4(2)</u>
<u>2/1/2017</u>	<u>Cancellation</u>	<u>(2,892,667)</u>	<u>Common Stock</u>	<u>Fair Value</u>	<u>No</u>	<u>MAGMO Steven Meade</u>	<u>Cancellation</u>	<u>N/A</u>	<u>N/A</u>
<u>3/1/2017</u>	<u>New Issuance</u>	<u>650,000</u>	<u>Common Stock</u>	<u>Fair Value</u>	<u>No</u>	<u>Steven Meade</u>	<u>Acquisition</u>	<u>Restricted</u>	<u>4(2)</u>
<u>3/1/2017</u>	<u>Cancellation</u>	<u>(8,353,333)</u>	<u>Common Stock</u>	<u>Fair Value</u>	<u>No</u>	<u>Steven Meade</u>	<u>Cancellation</u>	<u>N/A</u>	<u>N/A</u>
<u>3/3/2017</u>	<u>Cancellation</u>	<u>(30,479,966)</u>	<u>Common Stock</u>	<u>Fair Value</u>	<u>No</u>	<u>Treasury Stock</u>	<u>Cancellation</u>	<u>N/A</u>	<u>N/A</u>
<u>3/28/2017</u>	<u>New Issuance</u>	<u>2,418,400</u>	<u>Common Stock</u>	<u>Fair Value</u>	<u>No</u>	<u>FA Ventures David Jenkins</u>	<u>Debt Conversion</u>	<u>Restricted</u>	<u>4(2)</u>
<u>8/17/2017</u>	<u>New Issuance</u>	<u>28,000,000</u>	<u>Common Stock</u>	<u>Fair Value</u>	<u>No</u>	<u>Tezi Advisory Gordon McDougall</u>	<u>Services</u>	<u>Restricted</u>	<u>4(2)</u>
<u>9/29/2017</u>	<u>New Issuance</u>	<u>1,285,714</u>	<u>Common Stock</u>	<u>Fair Value</u>	<u>No</u>	<u>FA Ventures David Jenkins</u>	<u>Debt Conversion</u>	<u>Restricted</u>	<u>4(2)</u>
<u>9/29/2017</u>	<u>New Issuance</u>	<u>25,000</u>	<u>Common Stock</u>	<u>Fair Value</u>	<u>No</u>	<u>Henry Andrews</u>	<u>Debt Conversion</u>	<u>Restricted</u>	<u>4(2)</u>
<u>9/29/2017</u>	<u>New Issuance</u>	<u>50,000</u>	<u>Common Stock</u>	<u>Fair Value</u>	<u>No</u>	<u>Uptick Capital Ari Blane</u>	<u>Debt Conversion</u>	<u>Restricted</u>	<u>4(2)</u>
<u>9/29/2017</u>	<u>New Issuance</u>	<u>(225,600)</u>	<u>Common Stock</u>	<u>Fair Value</u>	<u>No</u>	<u>Natal Holdings William Clayton</u>	<u>Cancellation</u>	<u>Restricted</u>	<u>4(2)</u>
<u>10/2/2017</u>	<u>New Issuance</u>	<u>(93,750)</u>	<u>Common Stock</u>	<u>Fair Value</u>	<u>No</u>	<u>FA Ventures David Jenkins</u>	<u>Cancellation</u>	<u>Restricted</u>	<u>4(2)</u>
Shares Outstanding on 2/31/2017	<u>Ending Balance:</u> Common: <u>50,281,784</u> Preferred: <u>700,000</u>								

Number of Shares outstanding as of <u>12/31/2017</u>	<u>Opening Balance:</u> Common: <u>50,281,784</u> Preferred: <u>700,000</u>		*Right-click the rows below and select "Insert" to add rows as needed.						
Date of Transaction	Transaction type (e.g. new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to (entities must have individual with voting / investment control disclosed).	Reason for share issuance (e.g. for cash or debt conversion) OR Nature of Services Provided (if applicable)	Restricted or Unrestricted as of this filing?	Exemption or Registration Type?
<u>11/27/2018</u>	<u>New Issuance</u>	<u>100,000</u>	<u>Common Stock</u>	<u>Fair Value</u>	<u>No</u>	<u>Integrity Media Inc.</u> <u>Kurt Divich</u>	<u>Acquisition</u>	<u>Restricted</u>	<u>4(2)</u>
<u>11/30/2018</u>	<u>New Issuance</u>	<u>12,000,000</u>	<u>Common Stock</u>	<u>Fair Value</u>	<u>No</u>	<u>Joseph Earle</u>	<u>Acquisition</u>	<u>Restricted</u>	<u>4(2)</u>
<u>11/30/2018</u>	<u>New Issuance</u>	<u>13,500,000</u>	<u>Common Stock</u>	<u>Fair Value</u>	<u>No</u>	<u>Noorani Burstein</u>	<u>Acquisition</u>	<u>Restricted</u>	<u>4(2)</u>
<u>11/30/2018</u>	<u>New Issuance</u>	<u>1,500,000</u>	<u>Common Stock</u>	<u>Fair Value</u>	<u>No</u>	<u>Amy Merchant</u>	<u>Acquisition</u>	<u>Restricted</u>	<u>4(2)</u>
<u>11/16/2018</u>	<u>New Issuance</u>	<u>1,100,000</u>	<u>Common Stock</u>	<u>Fair Value</u>	<u>No</u>	<u>Karl F Graff</u>	<u>Services</u>	<u>Acquisition</u>	<u>4(2)</u>
Number of Shares outstanding as of <u>12/31/2018</u>	<u>Opening Balance:</u> Common: <u>78,481,784</u> Preferred: <u>700,000</u>								
<u>01/15/19</u>	<u>New Issuance</u>	<u>500,000</u>	<u>Common Stock</u>	<u>Fair Value</u>	<u>No</u>	<u>Uptick Capital</u>	<u>Services</u>	<u>Restricted</u>	<u>4(2)</u>
<u>02/13/19</u>	<u>New Issuance</u>	<u>200,000</u>	<u>Common Stock</u>	<u>Fair Value</u>	<u>No</u>	<u>Mark Hughes</u>	<u>Acquisition</u>	<u>Restricted</u>	<u>4(2)</u>
<u>02/12/19</u>	<u>New Issuance</u>	<u>50,000</u>	<u>Common Stock</u>	<u>Fair Value</u>	<u>No</u>	<u>Sheldon Weisfeld</u>	<u>Acquisition</u>	<u>Restricted</u>	<u>4(2)</u>
<u>02/26/19</u>	<u>New Issuance</u>	<u>250,000</u>	<u>Common Stock</u>	<u>Fair Value</u>	<u>No</u>	<u>John Maus</u>	<u>Acquisition</u>	<u>Restricted</u>	<u>4(2)</u>
<u>03/07/19</u>	<u>New Issuance</u>	<u>44,642</u>	<u>Common Stock</u>	<u>Fair Value</u>	<u>No</u>	<u>Robert Brantl</u>	<u>Services</u>	<u>Restricted</u>	<u>4(2)</u>
<u>03/26/19</u>	<u>New Issuance</u>	<u>150,000</u>	<u>Common Stock</u>	<u>Fair Value</u>	<u>No</u>	<u>Duane Roberts</u>	<u>Services</u>	<u>Restricted</u>	<u>4(2)</u>
<u>03/26/19</u>	<u>New Issuance</u>	<u>275,000</u>	<u>Common Stock</u>	<u>Fair Value</u>	<u>No</u>	<u>Shellie Shoppe</u>	<u>Services</u>	<u>Restricted</u>	<u>4(2)</u>

Shares Outstanding on 03/31/2019	<u>Ending Balance:</u> Common: <u>79,951,426</u> Preferred: <u>0</u>								

Use the space below to provide any additional details, including footnotes to the table above:

#### B. Debt Securities, Including Promissory and Convertible Notes

Use the chart and additional space below to list and describe any issuance 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 of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder	Reason for Issuance (e.g. Loan, Services, etc.)
<u>12/31/2017</u>	<u>Par + interest</u>	<u>\$21,950</u>	<u>10% pa</u>	<u>1 year</u>	<u>N/A</u>	<u>NA</u>	<u>Loan</u>
<u>06/30/2018</u>	<u>Par + interest</u>	<u>\$10,610</u>	<u>10% pa</u>	<u>1 year</u>	<u>N/A</u>	<u>NA</u>	<u>Loan</u>

Use the space below to provide any additional details, including footnotes to the table above:

#### 4) 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)<sup>4</sup>:

Name: Joseph Earle  
Title: CEO  
Relationship to Issuer: CEO/Majority Shareholder

Provide the financial statements described below for the most recent fiscal year or quarter. For the initial disclosure statement (qualifying for Pink Current Information for the first time) please provide reports for the two previous fiscal years and any subsequent interim periods.

<sup>4</sup> The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS by persons with sufficient financial skills.

- C. Balance sheet;
- D. Statement of income;
- E. Statement of cash flows;
- F. Financial notes; and
- G. Audit letter, if audited

You may either (i) attach/append the financial statements to this disclosure statement or (ii) file the financial statements through OTCIQ as a separate report using the appropriate report name for the applicable period end. ("Annual Report," "Quarterly Report" or "Interim Report").

If you choose to publish the financial statements in a separate report as described above, you must state in the accompanying disclosure statement that such financial statements are incorporated by reference. You may reference the document(s) containing the required financial statements by indicating the document name, period end date, and the date that it was posted to OTCIQ in the field below.

<sup>1</sup> The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS by persons with sufficient financial skills.

Financial statement information is considered current until the due date for the subsequent report (as set forth in the qualifications section above). To remain qualified for Current Information, a company must post its Annual Report within 90 days from its fiscal year-end date and Quarterly Reports within 45 days of each fiscal quarter-end date.

## 5) Issuer's Business, Products and Services

The purpose of this section is to provide a clear description of the issuer's current operations. In answering this item, please include the following:

- A. Summarize the issuer's business operations (If the issuer does not have current operations, state "no operations")

Upper Street Marketing through its wholly-owned subsidiary Growing Springs Holdings Corporation (GSHC) is a specialty provider of industrial and commercial applications of unique cannabis and hemp related products and services.

Describe any subsidiaries, parents, or affiliated companies, if applicable, and a description of their business contact information for the business, officers, directors, managers or control persons. Subsidiary information may be included by reference

On October 1, 2018 the Company and Growing Springs Holding Corporation, a Nevada Corporation, entered into an Agreement and Plan of Merger whereby the Company issued 27,000,000 shares of the Company's common stock to Joseph Earle, the sole shareholder of Growing Springs in exchange for 100% of the issued and outstanding shares of Growing Springs. Growing Springs became a wholly owned subsidiary of the Company and Joseph Earle became the controlling shareholder of the Company.

- B. Describe the issuers' principal products or services, and their markets

Through our wholly owned subsidiary Growing Springs Holdings Corporation (GSHC) we are a specialty provider of industrial and commercial applications of unique hemp related products and services. This includes using Liquid Conversion Technology Liquid Conversion Technology (LCT) is a process that utilizes indigenous mineral ores to radically energize and activate colliding water molecules to improve the physical and biological properties of water.

We are targeting our products and services to the industrial hemp sector.

## 6) Issuer's Facilities

The goal of this section is to provide a potential investor with a clear understanding of all assets, properties or facilities owned, used or leased by the issuer.

In responding to this item, please clearly describe the assets, properties or facilities of the issuer, give the location of the principal plants and other property of the issuer and describe the condition of the properties. If the issuer does not have complete ownership or control of the property (for example, if others also own the property or if there is a mortgage on the property), describe the limitations on the ownership.

If the issuer leases any assets, properties or facilities, clearly describe them as above and the terms of their leases.

The Company uses space provided by its principals and paid no rent. The company entered into a lease in April of 2019 for a 13,500 square foot facility to house its ongoing operations. The lease is for a term of 5 years. Rent during the first year is \$20,925 per month

## 7) Officers, Directors, and Control Persons

The goal of this section is to provide an investor with a clear understanding of the identity of all the persons or entities that are involved in managing, controlling or advising the operations, business development and disclosure of the issuer, as well as the identity of any significant or beneficial shareholders.

Using the tabular format below, please provide information regarding 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. **If any listed are corporate shareholders or entities, provide the name and address of the person(s) beneficially owning or controlling such corporate shareholders, or the name and contact information of an individual representing the corporation or entity in the note section.**

Name of Officer/Director and Control Person	Affiliation with Company (e.g. Officer/Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Note
<u>Gordon McDougall</u>	<u>Director, Owner of more than 5%</u>	<u>[REDACTED]</u> <u>Scottsdale, AZ [REDACTED]</u>	<u>15,070,034*</u>	<u>Common Stock</u>	<u>19.202%</u>	<u>_____</u>
<u>Joseph Earle</u>	<u>President, CEO, Chairman, Secretary, Director, Owner of more than 5%</u>	<u>[REDACTED]</u> <u>San Diego, CA [REDACTED]</u>	<u>35,000,000</u>	<u>Common Stock</u>	<u>44.596%</u>	<u>_____</u>

\*The 15,070,034 shares are owned by Tezi Advisory Inc. of which Mr. McDougall is the control person and beneficial owner.

## 8) Legal/Disciplinary History

A. Please identify whether any of the persons listed above have, in the past 10 years, been the subject of:

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

None

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

None

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

None

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

None

- B. Describe briefly any material pending legal proceedings, other than ordinary routine litigation incidental to the business, to which the issuer or any of its subsidiaries is a party or of which any of their property is the subject. Include the name of the court or agency in which the proceedings are pending, the date instituted, the principal parties thereto, a description of the factual basis alleged to underlie the proceeding and the relief sought. Include similar information as to any such proceedings known to be contemplated by governmental authorities.

None

#### 9) Third Party Providers

Please provide the name, address, telephone number and email address of each of the following outside providers:

##### Securities Counsel

Name: Jonathan D. Leinwand, Esq.  
Firm: Jonathan D. Leinwand, P.A.  
Address 1: 20900 NE 30<sup>th</sup> Avenue, 8<sup>th</sup> floor  
Address 2: Aventura, FL 33180  
Phone: (954) 903-7856  
Email: jonathan@jdlpa.com

##### Accountant or Auditor

Name: None  
Firm: \_\_\_\_\_  
Address 1: \_\_\_\_\_  
Address 2: \_\_\_\_\_  
Phone: \_\_\_\_\_  
Email: \_\_\_\_\_

##### Investor Relations Consultant

Name: None  
Firm: \_\_\_\_\_  
Address 1: \_\_\_\_\_  
Address 2: \_\_\_\_\_  
Phone: \_\_\_\_\_  
Email: \_\_\_\_\_

##### Other Service Providers

Provide the name of any other service provider(s), including, counsel, advisor(s) or consultant(s) **that assisted, advised, prepared or provided information with respect to this disclosure statement**, or provided assistance or services to the issuer during the reporting period.

None

#### 10) Issuer Certification

##### *Principal Executive Officer:*

The issuer shall include certifications by the chief executive officer and chief financial officer of the issuer (or any other persons with different titles but having the same responsibilities).

The certifications shall follow the format below:

I, Joseph Earle certify that:

1. I have reviewed this Quarterly Disclosure Statement of Upper Street Marketing Inc.;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and

3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

5/21/2019 [Date]

/s/ Joseph Earle

[CEO's Signature]

*Principal Financial Officer:*

I, Joseph Earle certify that:

1. I have reviewed this Quarterly Disclosure Statement of Upper Street Marketing Inc.;

2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and

3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

5/21/2019 [Date]

/s/ Joseph Earle [CFO's Signature]



**UPPER STREET MARKETING INC.**  
**CONSOLIDATED FINANCIAL STATEMENTS**  
**QUARTER ENDED MARCH 31, 2019**  
**(Unaudited)**

**Upper Street Marketing, Inc.**  
Consolidated Balance Sheets  
(Unaudited)

**ASSETS**

	March 31, 2019	December 31, 2018
<b>CURRENT ASSETS</b>		
Cash	\$ 273,624	\$ 70,734
Notes receivable	673,335	337,428
Inventory	-	-
Total Current Assets	946,959	408,162
<b>PROPERTY PLANT AND EQUIPMENT, net</b>		
Fixed Assets	27,985	32,480
Accumulated Depreciation		(1,160)
<b>TOTAL ASSETS</b>	<b>974,945</b>	<b>978,279</b>

**LIABILITIES AND STOCKHOLDERS' DEFICIT**

**CURRENT LIABILITIES**

Accounts payable & accrued expenses	147,057	147,057
Notes payable	198,628	219,628
Due To/From Growing Springs	(424,879)	30,086
Derivative Liability	7,648	7,648
Total Current Liabilities	(71,546)	404,419
<b>TOTAL LIABILITIES</b>	<b>(71,546)</b>	<b>404,419</b>

**STOCKHOLDERS' DEFICIT**

Series A Preferred stock;  
1,000,000 shares authorized,

at \$0.0001 par value, 700,000 shares issued and outstanding	70	70
Common stock; 100,000,000 shares authorized, at \$0.0001 par value, 78,481,784 and 50,281,784 shares respectively, issued and outstanding		
Additional paid-in capital	2,875,704	2,075,204
Common Stock to be issued	2,820	2,820
Stock subscriptions receivable	5,028	5,028
Accumulated deficit	(1,837,131)	(2,048,060)
Total Stockholders' Deficit	1,046,491	35,063
TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT	\$ 974,945	\$ 439,482

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

Remainder of page intentionally left blank

**Upper Street Marketing, Inc.**  
Consolidated Statements of Operations  
(Unaudited)

For the Three Months Ended  
March 31, 2019

REVENUES	\$ -
COST OF SALES	-
	-
GROSS PROFIT	-
OPERATING EXPENSES	
Salaries and wages	
Professional fees	164,957
Accretion Expense	
Depreciation	
Loss on Settlement	
General and administrative	64,668
	Total Operating Expenses
	229,625
LOSS FROM OPERATIONS	(229,625)
OTHER EXPENSE	
Interest income	(10)
Accretion Expense	
FV Gain/Loss	-
Day 1 Derivative loss	
Interest expense	
	Total Other Expense
	(10)
LOSS BEFORE INCOME TAXES	(229,635)
PROVISION FOR INCOME TAXES	-
NET LOSS	\$ (229,635)
BASIC AND DILUTED LOSS	
PER SHARE	\$ (0.00)
WEIGHTED AVERAGE	
NUMBER OF COMMON SHARES	
OUTSTANDING	78,481,784

**Upper Street Marketing, Inc.**  
Consolidated Statements of Cash Flows  
(Unaudited)

For the Three Months Ended  
March 31, 2019

OPERATING ACTIVITIES

Net loss	(229,635)
Adjustments to reconcile net loss to net cash used by operating activities:	
Depreciation	
Bad debt expense	-
Changes in operating assets and liabilities:	
Notes receivable	(335,907)
Inventory	-
Notes Payable	(257,315)
Due To/From Growing Springs LLC	454,966
Derivative Liability	
Accounts payable and accrued expenses	-

Net Cash Used in Operating  
Activities

(367,891)

INVESTING ACTIVITIES

Purchase of equipment

Net Cash Used in Investing  
Activities

-

FINANCING ACTIVITIES

Proceeds from notes payable	
Additional Paid in Capital	570,865
Retained Earnings	
Common Stock	
Common Shares to be Issued	2,820
Cash and interest on notes receivable	

Net Cash Provided by  
Financing Activities

573,685

NET INCREASE IN CASH

205,794

CASH AT BEGINNING OF PERIOD

67,830

CASH AT END OF PERIOD

\$ 273,624

SUPPLEMENTAL DISCLOSURES OF

CASH FLOW INFORMATION

CASH PAID FOR:

Interest	\$	-
Income taxes	\$	-

NON CASH INVESTING ACTIVITIES:

Common stock issued for debt	\$	-
------------------------------	----	---

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

Remainder of page intentionally left blank

**UPPER STREET MARKETING, INC.**

Notes to the Financial Statements

Period ending March 31, 2019

(Unaudited)

**NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNT POLICIES**

Nature of Business

On January 3, 2014, the Company underwent a Statutory A Reorganization in compliance with Section 368(a)(1)(B) of the Internal Revenue Code of 1986, as amended, and pursuant to Section 1081(g) of the Oklahoma General Corporation Act. On that date, Knox Nursery, Inc. caused Upper Street Marketing, Inc. ("Upper Street Marketing") to be incorporated in the State of Oklahoma as a direct wholly-owned subsidiary. Concurrently, Upper Street Marketing, Inc. caused Knox Nursery Merger Corp. ("Knox Merger") to be incorporated as a direct wholly-owned subsidiary. Under the terms of the Reorganization, Knox Nursery, Inc. was merged with and into Knox Merger. Upon consummation of the Reorganization, Knox Nursery Merger Corp. was the surviving corporation, and Knox Nursery, Inc. ceased to exist. Knox Nursery Merger Corp. subsequently changed its name to Knox Nursery, Inc. Additionally, each issued and outstanding equity of Knox Nursery, Inc. was exchanged for an equivalent equity of Upper Street Marketing, Inc. on a one for one basis. The issued and outstanding shares of Upper Street Marketing, Inc. have the same designations, rights, powers and preferences, and qualifications, limitations and restrictions as the equities of Knox Nursery, Inc. being converted. Upper Street Marketing, Inc. concurrently determined that its ownership of Knox Merger was of no further value and returned the newly issued shares evidencing its ownership in Knox Merger to the Board of Directors of Knox Merger for cancellation. Upper Street Marketing, Inc. has no interest in Knox Merger nor any ownership or control over Knox Merger, and never managed, controlled or capitalized Knox Merger. The shares of Knox Merger held by Upper Street Marketing, Inc. were cancelled on January 3, 2014.

On January 3, 2014, Upper Street Activewear, Inc., an Oklahoma corporation, (Formerly J & J Acquisitions Seven, Inc.) and the owners of 100% of its issued and outstanding stock, and the Company, entered into a Share Exchange Agreement, wherein 40,016,000 shares of Common Stock and 700,000 shares of Preferred Series A Stock, representing 100% of the issued and outstanding stock, of Upper Street Activewear, Inc. were exchanged for 40,016,000 shares of Common Stock and 700,000 shares of Preferred Series A Stock. For accounting purposes, the transaction is accounted for as a recapitalization of Upper Street Marketing, Inc., which is treated as the surviving and continuing entity although Upper Street Activewear, Inc. is the legal acquirer. Accordingly, the Company's historical financial statements are those of Upper Street Activewear, Inc.

On October 1, 2018 the Company and Growing Springs Holding Corporation, a Nevada Corporation, entered into an Agreement and Plan of Merger whereby the Company issued 27,000,000 shares of the Company's common stock to Joseph Earle, the sole shareholder of Growing Springs in exchange for 100% of the issued and outstanding shares of Growing Springs. Growing Springs became a wholly owned subsidiary of the Company and Joseph Earle became the controlling shareholder of the Company.

Remainder of page intentionally left blank

**UPPER STREET MARKETING, INC.**  
Notes to the Financial Statements  
Period ending March 31, 2019  
(Unaudited)

**NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNT POLICIES (Continued)**

Principles of Consolidation

The attached financial statements include the business activities of Upper Street Marketing, Inc., and its wholly-owned subsidiary Growing Springs Holding Corporation. All Intercompany transactions have been eliminated in the consolidation process.

Basis of Presentation

These financial statements and related notes are presented in accordance with accounting principles generally accepted in the United States and are expressed in US dollars. The Company's fiscal year-end is December 31.

Use of Estimates

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

Revenue Recognition

The Company recognizes revenue when products are fully delivered, or services have been provided and collections is reasonably assured.

Cash and Cash Equivalents

The Company considers all highly liquid instruments purchased with a maturity of three months or less to be cash equivalents to the extent the funds are not being held for investment purposes.

Basic (Loss) per Common Share

Basic (loss) per share is calculated by dividing the Company's net loss applicable to common shareholders by the weighted average number of common shares during the period. Diluted earnings per share is calculated by dividing the Company's net income available to common shareholders by the diluted weighted average number of shares outstanding during the year. The diluted weighted average number of shares outstanding is the basic weighted number of shares adjusted for any potentially dilutive debt or equity. There are no such common stock equivalents outstanding as of March 31, 2019.

Recent Accounting Pronouncements

The Company has implemented all new accounting pronouncements that are in effect and that may impact its financial statements and does not believe that there are any other new accounting pronouncements that have been issued that might have a material impact on its financial position or results of operations.

**NOTE 2 - GOING CONCERN**

The accompanying financial statements have been prepared in conformity with accounting principles generally accepted in the United States, which contemplate continuation of the Company as a going concern. However, the Company has not generated revenues since inception and has an accumulated deficit of \$ 1,837,131 as of March 31, 2019. The Company currently has limited liquidity and has not completed its efforts to establish a stabilized source of revenues sufficient to cover operating costs over an extended period of time. These factors raise substantial doubt about the Company's ability to continue as a going concern.

Management anticipates that the Company will be dependent, for the near future, on additional investment capital, primarily from its shareholders, to fund operating expenses. The Company intends to position itself so that it may be able to raise additional funds through the capital markets. In light of management's efforts, there are no assurances that the Company will be successful in this or any of its endeavors or become financially viable and continue as a going concern.

**UPPER STREET MARKETING, INC.**  
Notes to the Financial Statements  
Period ending March 31, 2019  
(Unaudited)

**NOTE 3 - STOCKHOLDERS' EQUITY**

Common Stock

The Company is authorized to issue 300,000,000 common shares with a par value of \$0.0001. As of March 31, 2019, there were 79,951,426 shares of common stock issued and outstanding.

During the year ended December 31, 2017, the Company issued 32,718,381 shares of common stock. 3,779,114 pursuant to the conversion of \$47,418 in convertible notes payable, 50,000 shares for accounts payable totaling \$6,250, and 25,000 shares for subscriptions receivable totaling \$6,250. Additionally, the Company cancelled 41,951,566 shares of common stock.

During the quarter ended March 31, 2019, the Company issued 1,469,642 shares of common stock in connection with the acquisition by Growing Springs Holdings Corp.

Series A Preferred Stock

The Company is authorized to issue 10,000,000 shares of preferred stock with a par value of \$0.0001. As of September 30, 2018, there were 700,000 preferred shares issued and outstanding.

In January 2019 the 700,000 preferred shares were cancelled.

Remainder of page intentionally left blank



**UPPER STREET MARKETING, INC.**

Notes to the Financial Statements

Period Ending March 31, 2019

(Unaudited)

**NOTE 4 – NOTES RECEIVABLE**

As at December 31, 2017 all note balances were written off as per prior period adjustment (see Note 7). From September 1, 2018 until December 31, 2018 the Company provided a line of credit and loaned High Mountain Medz, dba Levity Wellness, LLC the amount of \$337,428. The loan agreement allows for and may be converted to a purchase of High Mountain Medz, dba Levity Wellness, LLC at a future date, pending and pertaining to the change of laws governing such purchases in the State of Colorado.

**NOTE 5 – NOTES PAYABLE**

On June 2, 2015 the Company executed a promissory note with an unrelated third-party entity whereby the Company borrowed \$4,000. The note bears interest at a rate of ten percent per annum and was due on June 1, 2016.

On June 2, 2015 the Company executed a promissory note with an unrelated third-party entity whereby the Company borrowed \$20,000. The note bears interest at a rate of ten percent per annum and was due on June 1, 2016.

On September 28, 2015 the Company executed a convertible promissory note with an unrelated third-party entity whereby the Company borrowed \$50,000. The note bears interest at a rate of ten percent per annum and was due in full on March 18, 2016. The note is convertible at the option of the holder at a conversion price of \$0.001 per share.

In November and December 2015, the Company borrowed an aggregate of \$28,500 from an unrelated third-party entity. The note accrues interest at a rate of ten percent per annum and was due on November 5, 2016.

On December 23, 2015 the Company borrowed \$75,000 from a related party. The note balance accrues interest at a rate of ten percent per annum and was due on December 22, 2016.

During 2016 the Company borrowed a total of \$35,850 from an unrelated third-party entity. The notes accrue interest at a rate of ten percent per annum and have a one-year term.

During the year ended December 31, 2017 the Company borrowed an aggregate of \$21,950 from unrelated third-party entities. The notes accrue interest at a rate of ten percent per annum and have a one-year term. Additionally, the Company converted \$47,418 in convertible notes into 3,704,114 shares of common stock.

During 2018, the Company borrowed an aggregate of \$7,200 from a related party. The note accrues interest at a rate of ten percent per annum and have a one-year term. During 2018, the Company executed a promissory note with an unrelated third-party entity whereby the Company borrowed \$6,610.00. The note bears interest at a rate of ten percent per annum and have a one-year term. The Notes Payable on the Balance Sheet includes \$730 of interest.

During the Quarter 1 2018, the Company borrowed a net total of \$21,000.00 from an unrelated party. The note accrues interest at a rate of ten percent per annum and have a one year term.

**NOTE 6 – AGREEMENT and PLAN of MERGER**

On October 1, 2018, the Company and Growing Springs Holding Corporation, a Nevada Corporation ("Growing Springs"), entered into an Agreement and Plan of Merger whereby the Company issued 27,000,000 shares of the Company's common stock to Joseph Earle, the sole shareholder of Growing Springs in exchange for 100% of the issued and outstanding shares of Growing Springs.

Under the terms of the Agreement and Plan of Merger executed initially on September 13, 2018, was a stock swap in which holders of GSH equity interests received shares in UPPR. The sole shareholder of GSH received 27,000,000 common shares of UPPR. Concurrently with the closing of this transaction on October 1, 2018, Tezi Advisory, Inc. ("Tezi") entered into an Assignment of Common Stock agreement with Joseph Earle ("Earle"), the GSH shareholder, in which Tezi assigned to Earle 23,000,000 common shares of UPPR for a de minimus payment of \$10. Earle became the majority shareholder of UPPR following these concurrent transactions. Earle now serves as the CEO of UPPR.

For accounting purposes, the acquiring company is GSH and the acquiree is UPPR. UPPR does not meet the definition of a business under ASC 805. This merger of a private operating company (GSH) into a public shell corporation (UPPR) with nominal net assets has resulted in the owners and management of the private company having actual operating control of the combined company after the transaction, with shareholders of the UPPR continuing only as passive investors. As such, for accounting purposes, mergers of operating private companies into public shell companies are considered to be capital transactions rather than business combinations. This transaction is equivalent to the issuance of stock by the private company for the net monetary assets of UPPR, accompanied by a recapitalization. We have accounted for the transaction as reverse acquisition, except that goodwill or other intangibles were not recognized. However, assets and liabilities were accounted for at fair value.

Our consolidated financial statements are issued as a continuation of the financial statements of UPPR, with one adjustment, which is to retroactively adjust the accounting acquirer's legal capital to reflect the legal capital of the accounting acquiree. Comparative information presented in these consolidated financial statements also is retroactively adjusted to reflect the legal capital of UPPR.

Because the consolidated financial statements represent the continuation of the financial statements of GSH except for its capital structure, the consolidated financial statements reflect all of the following:

- a. The assets and liabilities of GSH recognized and measured at their pre-combination carrying amounts.
- b. The assets and liabilities of the UPPR recognized and measured at their pre-combination fair values, exclusive of goodwill and intangibles.
- c. The retained earnings and other equity balances of GSH.

For periods prior to the business combination, shareholders' equity of the combined enterprise is presented based on the historical equity of GSH to the merger retroactively restated to reflect the number of shares received in the business combination.

Remainder of page intentionally left blank

**UPPER STREET MARKETING, INC.**  
Notes to the Financial Statements  
Period ending March 31, 2019  
(Unaudited)

**NOTE 7 – RESTATEMENT OF PRIOR YEAR FINANCIAL STATEMENTS**

As a result of the above-mentioned Agreement and Plan of Merger the Company restated its December 31, 2017 financial statements to reflect the realizable value of its assets and liabilities. As part of this restatement \$270,000 in unverifiable inventory, fixed assets and notes receivable were written off to reflect an accurate representation of the opening balances of the newly combined company as of December 31, 2018. In addition, accrued salaries and expenses of just over \$150,000 relating to previous controlling shareholders were reversed.

**END OF FINANCIAL STATEMENTS**

Remainder of page intentionally left blank

# **EXHIBIT 4**

# **Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines**

## **Upper Street Marketing, Inc.**

A Oklahoma Corporation

17311 Caminito Canasto  
San Diego, CA 92127

---

(858) 735 0369

joe@growingsprings.com

SIC: 2833

### **[Quarterly] Report** **Amendment #1**

**For the Period Ending: March 31, 2019**  
(the "Reporting Period")

As of March 31, 2019 the number of shares outstanding of our Common Stock was:

79,951,426

As of December 31, 2018 the number of shares outstanding of our Common Stock was:

78,481,784

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<sup>1</sup> of the company has occurred over this reporting period:

Yes: ☐

No: ☒

<sup>1</sup> "Change in Control" shall mean any events resulting in:

(i) Any "person" (as such term is used in Sections 13(d) and 14(d) of the Exchange Act) becoming the "beneficial owner" (as defined in Rule 13d-3 of the Exchange Act), directly or indirectly, of securities of the Company representing fifty percent (50%) or more of the total voting power represented by the Company's then outstanding voting securities;

(ii) The consummation of the sale or disposition by the Company of all or substantially all of the Company's assets;

(iii) A change in the composition of the Board occurring within a two (2)-year period, as a result of which fewer than a majority of the directors are directors immediately prior to such change; or

(iv) The consummation of a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its parent) at least fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity or its parent outstanding immediately after such merger or consolidation.

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

In answering this item, please also provide any names used by predecessor entities in the past five years and the dates of the name changes.

The name of the issuer is Upper Street Marketing, Inc.

The name of its predecessor is Knox Nursery, Inc., The date of name change is January 3, 2014 as fully described herein.

Date and state (or jurisdiction) of incorporation (also describe any changes to incorporation since inception, if applicable) Please also include the issuer's current standing in its state of incorporation (e.g. active, default, inactive):

On January 3, 2014, the Company underwent a Statutory A Reorganization in compliance with Section 368(a)(1)(B) of the Internal Revenue Code of 1986, as amended, and pursuant to Section 1081(g) of the Oklahoma General Corporation Act. On that date, Knox Nursery, Inc. caused Upper Street Marketing, Inc. ("Upper Street Marketing") to be incorporated in the State of Oklahoma as a direct wholly-owned subsidiary. Concurrently, Upper Street Marketing, Inc. caused Knox Nursery Merger Corp. ("Knox Merger") to be incorporated as a direct wholly-owned subsidiary. Under the terms of the Reorganization, Knox Nursery, Inc. was merged with and into Knox Merger. Upon consummation of the Reorganization, Knox Nursery Merger Corp. was the surviving corporation, and Knox Nursery, Inc. ceased to exist. Knox Nursery Merger Corp. subsequently changed its name to Knox Nursery, Inc. additionally, each issued and outstanding equity of Knox Nursery, Inc. was exchanged for an equivalent equity of Upper Street Marketing, Inc. on a one for one basis. The issued and outstanding shares of Upper Street Marketing, Inc. have the same designations, rights, powers and preferences, and qualifications, limitations and restrictions as the equities of Knox Nursery, Inc. being converted. Upper Street Marketing, Inc. concurrently determined that its ownership of Knox Merger was of no further value and returned the newly issued shares evidencing its ownership in Knox Merger to the Board of Directors of Knox Merger for cancellation. Upper Street Marketing, Inc. has no interest in Knox Merger nor any ownership or control over Knox Merger, and never managed, controlled or capitalized Knox Merger. The shares of Knox Merger held by Upper Street Marketing, Inc. were cancelled on January 3, 2014.

On January 3, 2014, Upper Street Activewear, Inc., an Oklahoma corporation, (Formerly J & J Acquisitions Seven, Inc.) and the owners of 100% of its issued and outstanding stock, and the Company, entered into a Share Exchange Agreement, wherein 40,016,000 shares of Common Stock and 700,000 shares of Preferred Series A Stock, representing 100% of the issued and outstanding stock, of Upper Street Activewear, Inc. were exchanged for 40,016,000 shares of Common Stock and 700,000 shares of Preferred Series A Stock. For accounting purposes, the transaction is accounted for as a recapitalization of Upper Street Marketing, Inc., which is treated as the surviving and continuing entity although Upper Street Activewear, Inc. is the legal acquirer. Accordingly, the Company's historical financial statements are those of Upper Street Activewear, Inc.

On October 1, 2018 the Company acquired Growing Springs Holding Corporation, a Nevada company ("GSH") and its wholly-owned subsidiary, Growing Springs, LLC, a Nevada limited liability company ("GS LLC"), (combined "Growing Springs") in exchange for 27,000,000 shares of the Company's common stock. (See Footnote No. 6 to Financial Statements – AGREEMENT and PLAN of MERGER)

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) Security Information**

Trading symbol:

UPPR

Exact title and class of securities outstanding:

Common Stock

CUSIP:

916636103

Par or stated value:

.0001

Total shares authorized:

300,000,000

as of date: 04/02/19

Total shares outstanding:

79,951,426

as of date: 04/02/19

Number of shares in the Public Float <sup>2</sup> :	9,762,902	as of date: 04/02/19
Total number of shareholders of record:	80	as of date: 04/02/19

*Additional class of securities (if any):*

Trading symbol:

Exact title and class of securities outstanding:

CUSIP:

Par or stated value:

Total shares authorized:

as of date:

Total shares outstanding:

as of date:

#### Transfer Agent

Name: Standard Registrar & Transfer Company Inc.

Phone: (801) 571-8844; (801) 571-2551

Email: standardregistrar@comcast.net

Is the Transfer Agent registered under the Exchange Act?<sup>3</sup> Yes: ☒ No: ☐

Describe any trading suspension orders issued by the SEC concerning the issuer or its predecessors:

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 September 13, 2018 the Company and Growing Springs entered into an Agreement and Plan of Merger. On October 1, 2018 the Company and Growing Springs completed and executed the Agreement and Plan of Merger.

Under the terms of the Agreement and Plan of Merger a share exchange occurred whereby the shareholders of Growing Spring received shares in UPPR on a 1:1 basis. The shareholders of GSH received 27,000,000 common shares of UPPR. Concurrently with the closing of this transaction on October 1, 2018, Tezi Advisory, Inc. ("Tezi") entered into an Assignment of Common Stock agreement with Joseph Earle ("Earle"), the GSH shareholder, in which Tezi assigned to Earle 23,000,000 common shares of UPPR for a de minimus payment of \$10. Earle became the majority shareholder of UPPR following these concurrent transactions. Earle now serves as the CEO of UPPR.

For accounting purposes, the acquiring company is GSH and the acquiree is UPPR. UPPR does not meet the definition of a business under ASC 805. This merger of a private operating company (GSH) into a public shell corporation (UPPR) with nominal net assets has resulted in the owners and management of the private company having actual operating control of the combined company after the transaction, with shareholders of the UPPR continuing only as passive investors. As such, for accounting purposes, mergers of operating private companies into public shell companies are considered to be capital transactions rather than business combinations. This transaction is equivalent to the issuance of stock by the private company for the net monetary assets of UPPR, accompanied by a recapitalization. We have accounted for the transaction as reverse acquisition, except that goodwill or other intangibles were not recognized. However, assets and liabilities were accounted for at fair value.

Our consolidated financial statements are issued as a continuation of the financial statements of UPPR, with one adjustment, which is to retroactively adjust the accounting acquirer's legal capital to reflect the legal capital of the accounting acquiree. Comparative information presented in these consolidated financial statements also is retroactively adjusted to reflect the legal capital of UPPR.

Because the consolidated financial statements represent the continuation of the financial statements of GSH except for its capital structure, the consolidated financial statements reflect all of the following:

---

<sup>2</sup> "Public Float" shall mean the total number of unrestricted shares not held directly or indirectly by an officer, director, any person who is the beneficial owner of more than 10 percent of the total shares outstanding (a "control person"), or any affiliates thereof, or any immediate family members of officers, directors and control persons.

<sup>3</sup> To be included in the Pink Current Information tier, the transfer agent must be registered under the Exchange Act.

- a. The assets and liabilities of GSH recognized and measured at their pre-combination carrying amounts.
- b. The assets and liabilities of the UPPR recognized and measured at their pre-combination fair values, exclusive of goodwill and intangibles.
- c. The Note Receivable relates to a line of credit provided to a High Mountain Medz, dba Levity Wellness LLC, a holder of current Colorado dispensary, growing and manufacturing licenses. The agreement provides for the ability of a purchase option should Colorado laws allow a public company to own these licenses
- d. The retained earnings and other equity balances of GSH.

For periods prior to the business combination, shareholders' equity of the combined enterprise is presented based on the historical equity of GSH to the merger retroactively restated to reflect the number of shares received in the business combination.

On February 24, 2019, the Company's board of directors, with the necessary approval from the shareholders increased its authorized capital from 100,000,000 shares of common stock, \$0.0001 par value, to 200,000,000 shares of common stock, \$0.0001 par value. On April 2, 2019 the Company's board of directors, with the necessary approval from the shareholders increased its authorized capital from 200,000,000 shares of common stock, \$0.0001 par value, to 300,000,000 shares of common stock, \$0.0001 par value. This was necessary as the Company is currently completing a number of private placement capital raises from accredited investors. The various private placements conducted require the Company to issue approximately 22 million shares for approximately \$4.45 million in investment as of this date.

### 3) ISSUANCE HISTORY

Events by the Issuer Resulting in Changes in Total Outstanding Shares for the Past Two Fiscal Years.

#### A. Changes in the Number of Outstanding Shares

Number of Shares outstanding as of 12/31/2016		Opening Balance: Common: <u>59,368,299</u> Preferred: <u>700,000</u>							
		*Right-click the rows below and select "Insert" to add rows as needed.							
Date of Transaction	Transaction type (e.g. new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to (entities must have individual with voting / investment control disclosed).	Reason for share issuance (e.g. for cash or debt conversion) OR Nature of Services Provided (if applicable)	Restricted or Unrestricted as of this filing?	Exemption or Registration Type?
<u>2/1/2017</u>	<u>New Issuance</u>	<u>289,267</u>	<u>Common Stock</u>	<u>\$0.25/share</u>	<u>Yes</u>	<u>MAGMO 10% Steven Meade</u>	<u>Exchange of shares – reversion agreement</u>	<u>Restricted</u>	<u>4(2)</u>
<u>2/1/2017</u>	<u>Cancellation</u>	<u>(2,892,667)</u>	<u>Common Stock</u>	<u>N/A</u>	<u>N/A</u>	<u>MAGMO/ various 44 investors</u>	<u>Cancellation</u>	<u>Restricted</u>	<u>4(2)</u>
<u>3/1/2017</u>	<u>New Issuance</u>	<u>650,000</u>	<u>Common Stock</u>	<u>\$0.25/share</u>	<u>Yes</u>	<u>Steven Meade</u>	<u>Exchange of shares – reversion agreement</u>	<u>Restricted</u>	<u>4(2)</u>
<u>3/1/2017</u>	<u>Cancellation</u>	<u>(8,353,333)</u>	<u>Common Stock</u>	<u>N/A</u>	<u>N/A</u>	<u>Steven Meade</u>	<u>Cancellation</u>	<u>Restricted</u>	<u>4(2)</u>



<u>3/3/2017</u>	<u>Cancellation</u>	<u>(30,479,966)</u>	<u>Common Stock</u>	<u>N/A</u>	<u>N/A</u>	<u>Treasury Stock</u>	<u>Cancellation</u>	<u>Restricted</u>	<u>4(2)</u>
<u>3/28/2017</u>	<u>New Issuance</u>	<u>2,418,400</u>	<u>Common Stock</u>	<u>\$0.001/share</u>	<u>Yes</u>	<u>FA Ventures David Jenkins</u>	<u>Debt Conversion</u>	<u>Restricted</u>	<u>4(2)</u>
<u>8/17/2017</u>	<u>New Issuance</u>	<u>28,000,000</u>	<u>Common Stock</u>	<u>\$0.001/share</u>	<u>Yes</u>	<u>Tezi Advisory Gordon McDougall</u>	<u>Services - management</u>	<u>Restricted</u>	<u>4(2)</u>
<u>9/29/2017</u>	<u>New Issuance</u>	<u>1,285,714</u>	<u>Common Stock</u>	<u>\$0.035/share</u>	<u>Yes</u>	<u>FA Ventures David Jenkins</u>	<u>Debt Conversion</u>	<u>Restricted</u>	<u>4(2)</u>
<u>9/29/2017</u>	<u>New Issuance</u>	<u>25,000</u>	<u>Common Stock</u>	<u>\$0.25/share</u>	<u>Yes</u>	<u>Henry Andrews</u>	<u>Purchase - cash</u>	<u>Restricted</u>	<u>4(2)</u>
<u>9/29/2017</u>	<u>New Issuance</u>	<u>50,000</u>	<u>Common Stock</u>	<u>\$0.125/share</u>	<u>Yes</u>	<u>Uptick Capital Ari Blane</u>	<u>Debt Conversion</u>	<u>Restricted</u>	<u>4(2)</u>
<u>9/29/2017</u>	<u>New Issuance</u>	<u>(225,600)</u>	<u>Common Stock</u>	<u>N/A</u>	<u>N/A</u>	<u>Natal Holdings William Clayton</u>	<u>Cancellation</u>	<u>Restricted</u>	<u>4(2)</u>
<u>10/2/2017</u>	<u>New Issuance</u>	<u>(93,750)</u>	<u>Common Stock</u>	<u>N/A</u>	<u>N/A</u>	<u>FA Ventures David Jenkins</u>	<u>Cancellation</u>	<u>Restricted</u>	<u>4(2)</u>
Shares Outstanding on 12/31/2017	Ending Balance: Common: <u>50,281,784</u> Preferred: <u>700,000</u>								

Number of Shares outstanding as of 12/31/2017	<u>Opening Balance:</u> Common: <u>50,281,784</u> Preferred: <u>700,000</u>		*Right-click the rows below and select "Insert" to add rows as needed.						
Date of Transaction	Transaction type (e.g. new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to (entities must have individual with voting / investment control disclosed).	Reason for share issuance (e.g. for cash or debt conversion) OR Nature of Services Provided (if applicable)	Restricted or Unrestricted as of this filing?	Exemption or Registration Type?
<u>11/27/2018</u>	<u>New Issuance</u>	<u>100,000</u>	<u>Common Stock</u>	<u>\$0.10/per share</u>	<u>Yes</u>	<u>Integrity Media Inc./Kurt Divich</u>	<u>Services-media consulting</u>	<u>Restricted</u>	<u>4(2)</u>
<u>11/30/2018</u>	<u>New Issuance</u>	<u>12,000,000</u>	<u>Common Stock</u>	<u>Share exchange under Sec. 351</u>	<u>N/A</u>	<u>Joseph Earle</u>	<u>Acquisition of Growing Springs Holding, Corp.</u>	<u>Restricted</u>	<u>4(2)</u>
<u>11/30/2018</u>	<u>New Issuance</u>	<u>13,500,000</u>	<u>Common Stock</u>	<u>Share exchange under Sec. 351</u>	<u>N/A</u>	<u>Noorani Burstein</u>	<u>Acquisition of Growing Springs Holding, Corp.</u>	<u>Restricted</u>	<u>4(2)</u>
<u>11/30/2018</u>	<u>New Issuance</u>	<u>1,500,000</u>	<u>Common Stock</u>	<u>Share exchange under Sec. 351</u>	<u>N/A</u>	<u>Amyn Merchant</u>	<u>Acquisition of Growing Springs Holding, Corp.</u>	<u>Restricted</u>	<u>4(2)</u>
<u>11/16/2018</u>	<u>New Issuance</u>	<u>1,100,000</u>	<u>Common Stock</u>	<u>\$0.10/per share</u>	<u>Yes</u>	<u>Karl F Graff</u>	<u>Services - consulting</u>	<u>Restricted</u>	<u>4(2)</u>
Number of Shares outstanding as of 12/31/2018	<u>Opening Balance:</u> Common: <u>78,481,784</u> Preferred: <u>700,000</u>								
Date of Transaction	Transaction type (e.g. new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to (entities must have individual with voting / investment control disclosed).	Reason for share issuance (e.g. for cash or debt conversion) OR Nature of Services Provided (if applicable)	Restricted or Unrestricted as of this filing?	Exemption or Registration Type?
<u>01/09/19</u>	<u>Cancellation</u>	<u>(700,000)</u>	<u>Preferred Stock</u>	<u>N/A</u>	<u>N/A</u>	<u>Tezi Advisory, Inc.</u>	<u>Cancellation</u>	<u>N/A</u>	<u>N/A</u>
<u>01/15/19</u>	<u>New Issuance</u>	<u>500,000</u>	<u>Common Stock</u>	<u>\$0.10/share</u>	<u>Yes</u>	<u>Uptick Capital</u>	<u>Services - consulting</u>	<u>Restricted</u>	<u>4(2)</u>

<u>02/13/19</u>	<u>New Issuance</u>	<u>200,000</u>	<u>Common Stock</u>	<u>\$0.10/share</u>	<u>Yes</u>	<u>Mark Hughes</u>	<u>Purchase for cash - PPM</u>	<u>Restricted</u>	<u>4(2)</u>
<u>02/12/19</u>	<u>New Issuance</u>	<u>50,000</u>	<u>Common Stock</u>	<u>\$0.10/share</u>	<u>Yes</u>	<u>Sheldon Weisfeld</u>	<u>Purchase for cash - PPM</u>	<u>Restricted</u>	<u>4(2)</u>
<u>02/26/19</u>	<u>New Issuance</u>	<u>250,000</u>	<u>Common Stock</u>	<u>\$0.10/share</u>	<u>Yes</u>	<u>John Maus</u>	<u>Purchase for cash - PPM</u>	<u>Restricted</u>	<u>4(2)</u>
<u>03/07/19</u>	<u>New Issuance</u>	<u>44,642</u>	<u>Common Stock</u>	<u>\$0.168/share</u>	<u>Yes</u>	<u>Robert Brantl</u>	<u>Settlement of Note Payable</u>	<u>Restricted</u>	<u>4(2)</u>
<u>03/26/19</u>	<u>New Issuance</u>	<u>150,000</u>	<u>Common Stock</u>	<u>\$0.10/share</u>	<u>Yes</u>	<u>Duane Roberts</u>	<u>Services - consulting</u>	<u>Restricted</u>	<u>4(2)</u>
<u>03/26/19</u>	<u>New Issuance</u>	<u>275,000</u>	<u>Common Stock</u>	<u>\$0.10/share</u>	<u>Yes</u>	<u>Shellie Shoppe</u>	<u>Services - consulting</u>	<u>Restricted</u>	<u>4(2)</u>
Shares Outstanding on 03/31/2019	Ending Balance: Common: <u>79,951,426</u> Preferred: <u>0</u>								

Use the space below to provide any additional details, including footnotes to the table above:

#### B. Debt Securities, Including Promissory and Convertible Notes

Use the chart and additional space below to list and describe any issuance 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: ☐

<u>Date of Note Issuance</u>	<u>Outstanding Balance (\$)</u>	<u>Principal Amount at Issuance (\$)</u>	<u>Interest Accrued (\$)</u>	<u>Maturity Date</u>	<u>Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)</u>	<u>Name of Noteholder</u>	<u>Reason for Issuance (e.g. Loan, Services, etc.)</u>
<u>12/31/2017</u>	<u>Par + interest</u>	<u>\$21,950</u>	<u>10% pa</u>	<u>1 year</u>	<u>N/A</u>	<u>NA</u>	<u>Loan</u>
<u>06/30/2018</u>	<u>Par + interest</u>	<u>\$10,610</u>	<u>10% pa</u>	<u>1 year</u>	<u>N/A</u>	<u>NA</u>	<u>Loan</u>

Use the space below to provide any additional details, including footnotes to the table above:

#### 4) 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)<sup>4</sup>:

Name: **Joseph Earle**  
Title: **CEO**  
Relationship to Issuer: **CEO/Majority Shareholder**

Provide the financial statements described below for the most recent fiscal year or quarter. For the initial disclosure statement (qualifying for Pink Current Information for the first time) please provide reports for the two previous fiscal years and any subsequent interim periods.

- C. Balance sheet;
- D. Statement of income;
- E. Statement of cash flows;
- F. Financial notes; and
- G. Audit letter, if audited

You may either (i) attach/append the financial statements to this disclosure statement or (ii) file the financial statements through OTCIQ as a separate report using the appropriate report name for the applicable period end. ("Annual Report," "Quarterly Report" or "Interim Report").

If you choose to publish the financial statements in a separate report as described above, you must state in the accompanying disclosure statement that such financial statements are incorporated by reference. You may reference the document(s) containing the required financial statements by indicating the document name, period end date, and the date that it was posted to OTCIQ in the field below.

<sup>1</sup> The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS by persons with sufficient financial skills.

Financial statement information is considered current until the due date for the subsequent report (as set forth in the qualifications section above). To remain qualified for Current Information, a company must post its Annual Report within 90 days from its fiscal year-end date and Quarterly Reports within 45 days of each fiscal quarter-end date.

## 5) Issuer's Business, Products and Services

The purpose of this section is to provide a clear description of the issuer's current operations. In answering this item, please include the following:

- A. Summarize the issuer's business operations (If the issuer does not have current operations, state "no operations")

Upper Street Marketing through its wholly-owned subsidiary Growing Springs Holdings Corporation (GSHC) is a specialty provider of industrial and commercial applications of unique cannabis and hemp related products and services. With the acquisition of Growing Springs Holdings Corporation the Company intends on becoming a major producer of industrial hemp and cannabidiol extracts ("CBD"). We will apply FDA cGMP practices and standards in a vertically integrated methodology from genetics, to cultivation, to harvesting, to extraction and finally sales. We will expand and grow our cultivation of hemp in identified Colorado locations. The Company intends to begin the distribution of CBD extracts via wholesale and retail sales channels. The Company intends to facilitate the assimilation of CBD's in the United States and certain other foreign countries through its partnerships and joint ventures.

Describe any subsidiaries, parents, or affiliated companies, if applicable, and a description of their business contact information for the business, officers, directors, managers or control persons. Subsidiary information may be included by reference

On October 1, 2018 the Company and Growing Springs Holding Corporation, a Nevada Corporation, entered into an Agreement and Plan of Merger whereby the Company issued 27,000,000 shares of the Company's common stock to the shareholders of Growing Springs in exchange for 100% of the issued and outstanding shares of Growing Springs. Growing Springs became a wholly owned subsidiary of the Company and Joseph Earle became the controlling shareholder of the Company.

---

<sup>4</sup> The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS by persons with sufficient financial skills.

B. Describe the issuers' principal products or services, and their markets

Through our wholly owned subsidiaries Growing Springs Holdings Corporation (GSHC) and Growing Springs, LLC (GS LLC) we are a specialty provider of industrial and commercial applications of unique hemp related products and services. This includes using Liquid Conversion Technology Liquid Conversion Technology (LCT) is a process that utilizes indigenous mineral ores to radically energize and activate colliding water molecules to improve the physical and biological properties of water.

We are targeting our products and services for the industrial hemp sector.

6) **Issuer's Facilities**

The goal of this section is to provide a potential investor with a clear understanding of all assets, properties or facilities owned, used or leased by the issuer.

In responding to this item, please clearly describe the assets, properties or facilities of the issuer, give the location of the principal plants and other property of the issuer and describe the condition of the properties. If the issuer does not have complete ownership or control of the property (for example, if others also own the property or if there is a mortgage on the property), describe the limitations on the ownership.

If the issuer leases any assets, properties or facilities, clearly describe them as above and the terms of their leases.

The Company uses space for its corporate and administrative offices provided by its management and pays no rental expense for this space. The Company entered into a lease during April of 2019 for a 13,500 square foot facility to house its ongoing and expanding operations. The lease is for a term of 5 years. Rental expense and payments during the first twelve months is \$20,925 per month

7) **Officers, Directors, and Control Persons**

The goal of this section is to provide an investor with a clear understanding of the identity of all the persons or entities that are involved in managing, controlling or advising the operations, business development and disclosure of the issuer, as well as the identity of any significant or beneficial shareholders.

Using the tabular format below, please provide information regarding any person or entity owning 5% or more of the issuer, as well as any officer, and any director of the company, regardless of the number of shares they own. **If any listed are corporate shareholders or entities, provide the name and address of the person(s) beneficially owning or controlling such corporate shareholders, or the name and contact information of an individual representing the corporation or entity in the note section.**

Name of Officer/Director and Control Person	Affiliation with Company (e.g. Officer/Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Note
<u>Gordon McDougall</u>	<u>Director, Owner of more than 5%</u>	<u>[REDACTED]</u> <u>Scottsdale,</u> <u>AZ [REDACTED]</u>	<u>15,070,034*</u>	<u>Common Stock</u>	<u>18.84%</u>	<u>#1</u>
<u>Joseph Earle</u>	<u>President, CEO, Chairman, Secretary, Director, Owner of more than 5%</u>	<u>[REDACTED]</u> <u>[REDACTED]</u> <u>San Diego,</u> <u>CA [REDACTED]</u>	<u>35,000,000</u>	<u>Common Stock</u>	<u>43.78%</u>	<u>#1</u>

\*The 15,070,034 shares are owned by Tezi Advisory Inc. of which Mr. McDougall is the control person and beneficial owner.

(#1) Based on 79,951,426 shares of common stock the common stock outstanding balance as of March 31, 2019.

8) **Legal/Disciplinary History**

A. Please identify whether any of the persons listed above have, in the past 10 years, been the subject of:

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

None

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

None

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

None

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

None

B. Describe briefly any material pending legal proceedings, other than ordinary routine litigation incidental to the business, to which the issuer or any of its subsidiaries is a party or of which any of their property is the subject. Include the name of the court or agency in which the proceedings are pending, the date instituted, the principal parties thereto, a description of the factual basis alleged to underlie the proceeding and the relief sought. Include similar information as to any such proceedings known to be contemplated by governmental authorities.

None

## 9) Third Party Providers

Please provide the name, address, telephone number and email address of each of the following outside providers:

### Securities Counsel

Name: Blair Krueger, Esq.  
Firm: Krueger LLP.  
Address 1: 7486 La Jolla Boulevard  
Address 2: La Jolla, CA 92037  
Phone: (858-405-7385  
Email: blair@thekruegergroup.com

### Accountant or Auditor

Name: None  
Firm: \_\_\_\_\_  
Address 1: \_\_\_\_\_  
Address 2: \_\_\_\_\_  
Phone: \_\_\_\_\_  
Email: \_\_\_\_\_

### Investor Relations Consultant

Name: None  
Firm: Venado Media, LLC  
Address 1: 6726 Seinfeld Ct.  
Address 2: Houston, TX 77069  
Phone: 832-603-0883  
Email: \_\_\_\_\_

Name: None

Firm: Money Channel, dba, Al & J Media, Inc.  
Address 1: 48 Wall Street, 11<sup>th</sup> Floor  
Address 2: New York, NY 10005  
Phone: 212-918-4554  
Email: \_\_\_\_\_

#### Other Service Providers

Provide the name of any other service provider(s), including, counsel, advisor(s) or consultant(s) **that assisted, advised, prepared or provided information with respect to this disclosure statement**, or provided assistance or services to the issuer during the reporting period.

None

#### **10) Issuer Certification**

##### *Principal Executive Officer:*

The issuer shall include certifications by the chief executive officer and chief financial officer of the issuer (or any other persons with different titles but having the same responsibilities).

The certifications shall follow the format below:

I, Joseph Earle certify that:

1. I have reviewed this Quarterly Disclosure Statement of Upper Street Marketing 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.

07/12/2019 [Date]

/s/ Joseph Earle

[CEO's Signature]

##### *Principal Financial Officer:*

I, Joseph Earle certify that:

1. I have reviewed this Quarterly Disclosure Statement of Upper Street Marketing 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.

07/12/2019 [Date]

/s/ Joseph Earle [CFO's Signature]

**UPPER STREET MARKETING INC.**  
**CONSOLIDATED FINANCIAL STATEMENTS**  
**QUARTER ENDED MARCH 31, 2019**  
**(Unaudited)**

**Upper Street Marketing, Inc.**  
Consolidated Balance Sheets  
(Unaudited)

**ASSETS**

	March 31, 2019	December 31, 2018
<b>CURRENT ASSETS</b>		
Cash	\$ 273,624	\$ 70,734
Notes receivable	673,335	337,428
Inventory	-	-
Total Current Assets	946,959	408,162
<b>PROPERTY PLANT AND EQUIPMENT, net</b>		
Fixed Assets	27,985	32,480
Accumulated Depreciation		(1,160)
<b>TOTAL ASSETS</b>	<b>974,945</b>	<b>978,279</b>

- -

**LIABILITIES AND STOCKHOLDERS' DEFICIT**

**CURRENT LIABILITIES**

Accounts payable & accrued expenses	147,057	147,057
Notes payable	198,628	219,628
Due To/From Growing Springs	(424,879)	30,086
Derivative Liability	7,648	7,648
Total Current Liabilities	(71,546)	404,419
<b>TOTAL LIABILITIES</b>	<b>(71,546)</b>	<b>404,419</b>

**STOCKHOLDERS' DEFICIT**

Series A Preferred stock;  
1,000,000 shares authorized,



at \$0.0001 par value, 700,000 shares issued and outstanding	70	70
Common stock; 100,000,000 shares authorized, at \$0.0001 par value, 78,481,784 and 50,281,784 shares respectively, issued and outstanding		
Additional paid-in capital	2,875,704	2,075,204
Common Stock to be issued	2,820	2,820
Stock subscriptions receivable	5,028	5,028
Accumulated deficit	(1,837,131)	(2,048,060)
Total Stockholders' Deficit	1,046,491	35,063
TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT	\$ 974,945	\$ 439,482

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

Remainder of page intentionally left blank

**Upper Street Marketing, Inc.**  
Consolidated Statements of Operations  
(Unaudited)

For the Three Months Ended  
March 31, 2019

REVENUES	\$ -
COST OF SALES	-
	-
GROSS PROFIT	-
OPERATING EXPENSES	
Salaries and wages	
Professional fees	164,957
Accretion Expense	
Depreciation	
Loss on Settlement	
General and administrative	64,668
	Total Operating Expenses
	229,625
LOSS FROM OPERATIONS	(229,625)
OTHER EXPENSE	
Interest income	(10)
Accretion Expense	
FV Gain/Loss	-
Day 1 Derivative loss	
Interest expense	
	Total Other Expense
	(10)
LOSS BEFORE INCOME TAXES	(229,635)
PROVISION FOR INCOME TAXES	-
NET LOSS	\$ (229,635)
BASIC AND DILUTED LOSS	
PER SHARE	\$ (0.00)
WEIGHTED AVERAGE	
NUMBER OF COMMON SHARES	
OUTSTANDING	78,481,784

**Upper Street Marketing, Inc.**  
Consolidated Statements of Cash Flows  
(Unaudited)

For the Three Months Ended  
March 31, 2019

OPERATING ACTIVITIES

Net loss	(229,635)
Adjustments to reconcile net loss to net cash used by operating activities:	
Depreciation	
Bad debt expense	-
Changes in operating assets and liabilities:	
Notes receivable	(335,907)
Inventory	-
Notes Payable	(257,315)
Due To/From Growing Springs LLC	454,966
Derivative Liability	
Accounts payable and accrued expenses	-

Net Cash Used in Operating  
Activities

(367,891)

INVESTING ACTIVITIES

Purchase of equipment

Net Cash Used in Investing  
Activities

-

FINANCING ACTIVITIES

Proceeds from notes payable	
Additional Paid in Capital	570,865
Retained Earnings	
Common Stock	
Common Shares to be Issued	2,820
Cash and interest on notes receivable	

Net Cash Provided by  
Financing Activities

573,685

NET INCREASE IN CASH

205,794

CASH AT BEGINNING OF PERIOD

67,830

CASH AT END OF PERIOD

\$ 273,624

SUPPLEMENTAL DISCLOSURES OF

CASH FLOW INFORMATION

CASH PAID FOR:

Interest	\$	-
Income taxes	\$	-

NON CASH INVESTING ACTIVITIES:

Common stock issued for debt	\$	-
------------------------------	----	---

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

Remainder of page intentionally left blank

**UPPER STREET MARKETING, INC.**

Notes to the Financial Statements

Period ending March 31, 2019

(Unaudited)

**NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNT POLICIES**

Nature of Business

On January 3, 2014, the Company underwent a Statutory A Reorganization in compliance with Section 368(a)(1)(B) of the Internal Revenue Code of 1986, as amended, and pursuant to Section 1081(g) of the Oklahoma General Corporation Act. On that date, Knox Nursery, Inc. caused Upper Street Marketing, Inc. ("Upper Street Marketing") to be incorporated in the State of Oklahoma as a direct wholly-owned subsidiary. Concurrently, Upper Street Marketing, Inc. caused Knox Nursery Merger Corp. ("Knox Merger") to be incorporated as a direct wholly-owned subsidiary. Under the terms of the Reorganization, Knox Nursery, Inc. was merged with and into Knox Merger. Upon consummation of the Reorganization, Knox Nursery Merger Corp. was the surviving corporation, and Knox Nursery, Inc. ceased to exist. Knox Nursery Merger Corp. subsequently changed its name to Knox Nursery, Inc. Additionally, each issued and outstanding equity of Knox Nursery, Inc. was exchanged for an equivalent equity of Upper Street Marketing, Inc. on a one for one basis. The issued and outstanding shares of Upper Street Marketing, Inc. have the same designations, rights, powers and preferences, and qualifications, limitations and restrictions as the equities of Knox Nursery, Inc. being converted. Upper Street Marketing, Inc. concurrently determined that its ownership of Knox Merger was of no further value and returned the newly issued shares evidencing its ownership in Knox Merger to the Board of Directors of Knox Merger for cancellation. Upper Street Marketing, Inc. has no interest in Knox Merger nor any ownership or control over Knox Merger, and never managed, controlled or capitalized Knox Merger. The shares of Knox Merger held by Upper Street Marketing, Inc. were cancelled on January 3, 2014.

On January 3, 2014, Upper Street Activewear, Inc., an Oklahoma corporation, (Formerly J & J Acquisitions Seven, Inc.) and the owners of 100% of its issued and outstanding stock, and the Company, entered into a Share Exchange Agreement, wherein 40,016,000 shares of Common Stock and 700,000 shares of Preferred Series A Stock, representing 100% of the issued and outstanding stock, of Upper Street Activewear, Inc. were exchanged for 40,016,000 shares of Common Stock and 700,000 shares of Preferred Series A Stock. For accounting purposes, the transaction is accounted for as a recapitalization of Upper Street Marketing, Inc., which is treated as the surviving and continuing entity although Upper Street Activewear, Inc. is the legal acquirer. Accordingly, the Company's historical financial statements are those of Upper Street Activewear, Inc.

On October 1, 2018 the Company and Growing Springs Holding Corporation, a Nevada Corporation, entered into an Agreement and Plan of Merger whereby the Company issued 27,000,000 shares of the Company's common stock to Joseph Earle, the sole shareholder of Growing Springs in exchange for 100% of the issued and outstanding shares of Growing Springs. Growing Springs became a wholly owned subsidiary of the Company and Joseph Earle became the controlling shareholder of the Company.

Remainder of page intentionally left blank

**UPPER STREET MARKETING, INC.**  
Notes to the Financial Statements  
Period ending March 31, 2019  
(Unaudited)

**NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNT POLICIES (Continued)**

Principles of Consolidation

The attached financial statements include the business activities of Upper Street Marketing, Inc., and its wholly-owned subsidiary Growing Springs Holding Corporation. All Intercompany transactions have been eliminated in the consolidation process.

Basis of Presentation

These financial statements and related notes are presented in accordance with accounting principles generally accepted in the United States and are expressed in US dollars. The Company's fiscal year-end is December 31.

Use of Estimates

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

Revenue Recognition

The Company recognizes revenue when products are fully delivered, or services have been provided and collections is reasonably assured.

Cash and Cash Equivalents

The Company considers all highly liquid instruments purchased with a maturity of three months or less to be cash equivalents to the extent the funds are not being held for investment purposes.

Basic (Loss) per Common Share

Basic (loss) per share is calculated by dividing the Company's net loss applicable to common shareholders by the weighted average number of common shares during the period. Diluted earnings per share is calculated by dividing the Company's net income available to common shareholders by the diluted weighted average number of shares outstanding during the year. The diluted weighted average number of shares outstanding is the basic weighted number of shares adjusted for any potentially dilutive debt or equity. There are no such common stock equivalents outstanding as of March 31, 2019.

Recent Accounting Pronouncements

The Company has implemented all new accounting pronouncements that are in effect and that may impact its financial statements and does not believe that there are any other new accounting pronouncements that have been issued that might have a material impact on its financial position or results of operations.

**NOTE 2 - GOING CONCERN**

The accompanying financial statements have been prepared in conformity with accounting principles generally accepted in the United States, which contemplate continuation of the Company as a going concern. However, the Company has not generated revenues since inception and has an accumulated deficit of \$ 1,837,131 as of March 31, 2019. The Company currently has limited liquidity and has not completed its efforts to establish a stabilized source of revenues sufficient to cover operating costs over an extended period of time. These factors raise substantial doubt about the Company's ability to continue as a going concern.

Management anticipates that the Company will be dependent, for the near future, on additional investment capital, primarily from its shareholders, to fund operating expenses. The Company intends to position itself so that it may be able to raise additional funds through the capital markets. In light of management's efforts, there are no assurances that the Company will be successful in this or any of its endeavors or become financially viable and continue as a going concern.

**UPPER STREET MARKETING, INC.**

Notes to the Financial Statements  
Period ending March 31, 2019  
(Unaudited)

**NOTE 3 - STOCKHOLDERS' EQUITY**

Common Stock

The Company is authorized to issue 300,000,000 common shares with a par value of \$0.0001. As of March 31, 2019, there were 79,951,426 shares of common stock issued and outstanding.

During the year ended December 31, 2017, the Company issued 32,718,381 shares of common stock. 3,779,114 pursuant to the conversion of \$47,418 in convertible notes payable, 50,000 shares for accounts payable totaling \$6,250, and 25,000 shares for subscriptions receivable totaling \$6,250. Additionally, the Company cancelled 41,951,566 shares of common stock.

During the quarter ended March 31, 2019, the Company issued 1,469,642 shares of common stock in connection with the acquisition by Growing Springs Holdings Corp.

Series A Preferred Stock

The Company is authorized to issue 10,000,000 shares of preferred stock with a par value of \$0.0001. As of September 30, 2018, there were 700,000 preferred shares issued and outstanding.

In January 2019 the 700,000 preferred shares were cancelled.

Remainder of page intentionally left blank

**UPPER STREET MARKETING, INC.**

Notes to the Financial Statements

Period Ending March 31, 2019

(Unaudited)

**NOTE 4 – NOTES RECEIVABLE**

As at December 31, 2017 all note balances were written off as per prior period adjustment (see Note 7). From September 1, 2018 until December 31, 2018 the Company provided a line of credit and loaned High Mountain Medz, dba Levity Wellness, LLC the amount of \$337,428. The loan agreement allows for and may be converted to a purchase of High Mountain Medz, dba Levity Wellness, LLC at a future date, pending and pertaining to the change of laws governing such purchases in the State of Colorado.

**NOTE 5 – NOTES PAYABLE**

On June 2, 2015 the Company executed a promissory note with an unrelated third-party entity whereby the Company borrowed \$4,000. The note bears interest at a rate of ten percent per annum and was due on June 1, 2016.

On June 2, 2015 the Company executed a promissory note with an unrelated third-party entity whereby the Company borrowed \$20,000. The note bears interest at a rate of ten percent per annum and was due on June 1, 2016.

On September 28, 2015 the Company executed a convertible promissory note with an unrelated third-party entity whereby the Company borrowed \$50,000. The note bears interest at a rate of ten percent per annum and was due in full on March 18, 2016. The note is convertible at the option of the holder at a conversion price of \$0.001 per share.

In November and December 2015, the Company borrowed an aggregate of \$28,500 from an unrelated third-party entity. The note accrues interest at a rate of ten percent per annum and was due on November 5, 2016.

On December 23, 2015 the Company borrowed \$75,000 from a related party. The note balance accrues interest at a rate of ten percent per annum and was due on December 22, 2016.

During 2016 the Company borrowed a total of \$35,850 from an unrelated third-party entity. The notes accrue interest at a rate of ten percent per annum and have a one-year term.

During the year ended December 31, 2017 the Company borrowed an aggregate of \$21,950 from unrelated third-party entities. The notes accrue interest at a rate of ten percent per annum and have a one-year term. Additionally, the Company converted \$47,418 in convertible notes into 3,704,114 shares of common stock.

During 2018, the Company borrowed an aggregate of \$7,200 from a related party. The note accrues interest at a rate of ten percent per annum and have a one-year term. During 2018, the Company executed a promissory note with an unrelated third-party entity whereby the Company borrowed \$6,610.00. The note bears interest at a rate of ten percent per annum and have a one-year term. The Notes Payable on the Balance Sheet includes \$730 of interest.

During the Quarter 1 2018, the Company borrowed a net total of \$21,000.00 from an unrelated party. The note accrues interest at a rate of ten percent per annum and have a one year term.

**NOTE 6 – AGREEMENT and PLAN of MERGER**

On October 1, 2018, the Company and Growing Springs Holding Corporation, a Nevada Corporation ("Growing Springs"), entered into an Agreement and Plan of Merger whereby the Company issued 27,000,000 shares of the Company's common stock to Joseph Earle, the sole shareholder of Growing Springs in exchange for 100% of the issued and outstanding shares of Growing Springs.

Under the terms of the Agreement and Plan of Merger executed initially on September 13, 2018, was a stock swap in which holders of GSH equity interests received shares in UPPR. The sole shareholder of GSH received 27,000,000 common shares of UPPR. Concurrently with the closing of this transaction on October 1, 2018, Tezi Advisory, Inc. ("Tezi") entered into an Assignment of Common Stock agreement with Joseph Earle ("Earle"), the GSH shareholder, in which Tezi assigned to Earle 23,000,000 common shares of UPPR for a de minimus payment of \$10. Earle became the majority shareholder of UPPR following these concurrent transactions. Earle now serves as the CEO of UPPR.



For accounting purposes, the acquiring company is GSH and the acquiree is UPPR. UPPR does not meet the definition of a business under ASC 805. This merger of a private operating company (GSH) into a public shell corporation (UPPR) with nominal net assets has resulted in the owners and management of the private company having actual operating control of the combined company after the transaction, with shareholders of the UPPR continuing only as passive investors. As such, for accounting purposes, mergers of operating private companies into public shell companies are considered to be capital transactions rather than business combinations. This transaction is equivalent to the issuance of stock by the private company for the net monetary assets of UPPR, accompanied by a recapitalization. We have accounted for the transaction as reverse acquisition, except that goodwill or other intangibles were not recognized. However, assets and liabilities were accounted for at fair value.

Our consolidated financial statements are issued as a continuation of the financial statements of UPPR, with one adjustment, which is to retroactively adjust the accounting acquirer's legal capital to reflect the legal capital of the accounting acquiree. Comparative information presented in these consolidated financial statements also is retroactively adjusted to reflect the legal capital of UPPR.

Because the consolidated financial statements represent the continuation of the financial statements of GSH except for its capital structure, the consolidated financial statements reflect all of the following:

- a. The assets and liabilities of GSH recognized and measured at their pre-combination carrying amounts.
- b. The assets and liabilities of the UPPR recognized and measured at their pre-combination fair values, exclusive of goodwill and intangibles.
- c. The retained earnings and other equity balances of GSH.

For periods prior to the business combination, shareholders' equity of the combined enterprise is presented based on the historical equity of GSH to the merger retroactively restated to reflect the number of shares received in the business combination.

Remainder of page intentionally left blank

**UPPER STREET MARKETING, INC.**  
Notes to the Financial Statements  
Period ending March 31, 2019  
(Unaudited)

**NOTE 7 – RESTATEMENT OF PRIOR YEAR FINANCIAL STATEMENTS**

As a result of the above-mentioned Agreement and Plan of Merger the Company restated its December 31, 2017 financial statements to reflect the realizable value of its assets and liabilities. As part of this restatement \$270,000 in unverifiable inventory, fixed assets and notes receivable were written off to reflect an accurate representation of the opening balances of the newly combined company as of December 31, 2018. In addition, accrued salaries and expenses of just over \$150,000 relating to previous controlling shareholders were reversed.

**END OF FINANCIAL STATEMENTS**

Remainder of page intentionally left blank

# **EXHIBIT 5**

# Business Account Application

WELLS  
FARGO

Bank Name:

WELLS FARGO BANK, N.A.

Store Name:

OCOTILLO & MCQUEEN

Banker Name:

CHRISTIAN QUINTANILLA

Officer/Portfolio Number:

B3343

Date:

11/12/2013

Banker Phone:

480/384-4900

Store Number:

05323

Banker AU:

0071756

Banker MAC:

S3947-011

To help the government fight the funding of terrorism and money laundering activities, U.S. Federal law requires financial institutions to obtain, verify, and record information that identifies each person (individuals and businesses) who opens an account. What this means for you: When you open an account, we will ask for your name, address, date of birth and other information that will allow us to identify you. We may also ask to see your driver's license or other identifying documents.

## New Account Information

☒ New Deposit Account(s) Only

☐ New Deposit Account(s) and Business Credit Card

Account 1 Product Name:

Platinum Business Services Package

COID:

038

Product:

DDA

Account Number:

██████████ 8146

Opening Deposit:

\$50.00

Type of Funds:

WIRE

Account 2 Product Name:

Business Market Rate Savings

COID:

038

Product:

DDA

Account Number:

██████████ 5823

Opening Deposit:

\$50.00

Type of Funds:

INTX

New Account Kit:

Printed

## Related Customer Information

Customer 1 Name:

UPPER STREET ACTIVEWEAR INC

Account Relationship:

Sole Owner

Enterprise Customer Number (ECN):

██████████ 2715

Customer 2 Name:

WILLIAM E CLAYTON

Account Relationship:

Signer

Enterprise Customer Number (ECN):

██████████ 8471



Customer 3 Name:  
GORDON C MCDUGALL

Account Relationship:  
Signer

Enterprise Customer Number (ECN):  
[REDACTED] 0261

**Checking/Savings Statement Mailing Information**

Name(s) and Information Listed on Statement: UPPER STREET ACTIVEWEAR INC	Statement Mailing Address: 907 POPPY ST	
	Address Line 2:	
	City: LOS ANGELES	State: CA
	ZIP/Postal Code: 90042-1355	Country: US



2W02-000606635398-02

**Customer 1 Information**

Customer Name: UPPER STREET ACTIVEWEAR INC			Street Address: 907 POPPY ST		
Account Relationship: Sole Owner			Address Line 2:		
Taxpayer Identification Number (TIN): [REDACTED] 2147		TIN Type: EIN	Address Line 3:		
Business Type: Corporation Type C			City: LOS ANGELES	State: CA	
Business Sub-Type/Tax Classification: Corporation		Non-Profit: No	ZIP/Postal Code: 90042-1355	Country: US	
Date Originally Established: 10/24/2013	Current Ownership Since:	Number of Employees: 10	Business Phone: 213/400-0770	Fax:	
Annual Gross Sales: \$100,000.00	Year Sales Reported: 01/01/2012	Fiscal Year End:	Cellular Phone:	Pager:	
Primary Financial Institution:	Number of Locations: 1	e-Mail Address:			
Primary State 1:	Primary State 2:	Primary State 3:	Website:		
Primary Country 1:	Primary Country 2:	Primary Country 3:	Sales Market: LOCAL		
Industry: Management of Companies and Enterprises					
Description of Business:					
Major Suppliers/Customers:					

**Bank Use Only**

Name/Entity Verification: Articles of Incorporation		Address Verification:		BACC Reference Number: 7341508146	
Document Filing Number/Description: 20130694462-67	Filing Country: US	Filing State: NV	Filing Date: 10/24/2013	Expiration Date:	
Country of Registration: US	State of Registration: NV	International Transactions:		Check Reporting: NEG RECORD-APPROVED	
Customer 1 Name: UPPER STREET ACTIVEWEAR INC			Internet Gambling Business?: No		



2W02-000606635398-03

**Owner/Key Individual 1 Information**

Customer Name: GORDON C MCDOUGALL			Residence Address: [REDACTED]	
Position/Title: SELF	Date of Birth: [REDACTED]	Enterprise Customer Number (ECN): [REDACTED] 0261	Address Line 2:	
Taxpayer Identification Number (TIN): [REDACTED]		TIN Type: NONUS	Address Line 3:	
Primary ID Type: FRID DL	Primary ID Description: 2037581		City: MESA	State: AZ
Primary ID St/Ctry/Prov: BC	Primary ID Issue Date: 03/16/2011	Primary ID Expiration Date: 04/27/2016	ZIP/Postal Code: [REDACTED]	Country: US
Secondary ID Type: OTHR CC	Secondary ID Description: CIBC AVENTURA		Check Reporting: NO RECORD	
Secondary ID State/Country: [REDACTED]	Secondary ID Issue Date: [REDACTED]	Secondary ID Expiration Date: 11/01/2014		
Country of Citizenship: CA	Permanently Resides in US: YES			



2W02-000606635398-04

**Certificate of Authority**

Each person who signs the "Certified/Agreed To" section of this Application certifies that:

- A. The Customer's use of any Bank deposit account, product or service will confirm the Customer's receipt of, and agreement to be bound by, the Bank's applicable fee and information schedule and account agreement that includes the Arbitration Agreement under which any dispute between the Customer and the Bank relating to the Customer's use of any Bank deposit account, product or service will be decided in an arbitration proceeding before a neutral arbitrator as described in the Arbitration Agreement and not by a jury or court trial.**
- B. Each person who signs the "Certified/Agreed To" section of this Application or whose name, any applicable title and specimen signature appear in the "Authorized Signers - Signature Capture" section of this Application is authorized on such terms as the Bank may require to:
- (1) Enter into, modify, terminate and otherwise in any manner act with respect to accounts at the Bank and agreements with the Bank or its affiliates for accounts and/or services offered by the Bank or its affiliates (other than letters of credit or loan agreements);
  - (2) Authorize (by signing or otherwise) the payment of Items from the Customer's account(s) listed on this Business Account Application (including without limitation any Item payable to (a) the individual order of the person who authorized the Item or (b) the Bank or any other person for the benefit of the person who authorized the Item) and the endorsement of Deposited Items for deposit, cashing or collection (see the Bank's applicable account agreement for the definitions of "Item" and "Deposited Item");
  - (3) Give instructions to the Bank in writing (whether the instructions include the manual signature or a signature that purports to be the facsimile or other mechanical signature including a stamp of an Authorized Signer as the Customer's authorized signature without regard to when or by whom or by what means or in what ink color the signature may have been made or affixed), orally, by telephone or by any electronic means in regard to any Item and the transaction of any business relating to the Customer's account(s), agreements or services, and the Customer shall indemnify and hold the Bank harmless for acting in accordance with such instructions; and
  - (4) Delegate the person's authority to another person(s) or revoke such delegation, in a separate signed writing delivered to the Bank.
- C. If a code must be communicated to the Bank in order to authorize an Item, and the code is communicated, the Item will be binding on the Customer regardless of who communicated the code.
- D. Each transaction described in this Certificate of Authority conducted by or on behalf of the Customer prior to delivery of this Certificate is in all respects ratified.
- E. If the Customer is a tribal government or tribal government agency, the Customer waives sovereign immunity from suit with respect to the Customer's use of any Bank account, product or service referred to in this Certificate.
- F. The information provided in this Application is correct and complete, each person who signs the "Certified/Agreed To" section of this Application and each person whose name appears in the "Authorized Signers-Signature Capture" section of this Application holds any position indicated, and the signature appearing opposite the person's name is authentic.
- G. The Customer has approved this Certificate of Authority or granted each person who signs the "Certified/Agreed To" section of this Application the authority to do so on the Customer's behalf by:
- (1) resolution, agreement or other legally sufficient action of the governing body of the Customer, if the Customer is not a trust or a sole proprietor;
  - (2) the signature of each of the Customer's trustee(s), if the Customer is a trust; or
  - (3) the signature of the Customer, if the Customer is a sole proprietor.

**Certified/Agreed To**

Owner/Key Individual 1 Name

GORDON C MCDUGALL

Position/Title:

SELF

Owner/Key Individual 1 Signature

- ☒ Submit manually  
☐ Signature not required

Date:

11/12/2013



2W02-000606635398-05



**Request for Taxpayer Identification Number and Certification**

(Substitute Form W-9)

Under penalties of perjury, I certify that:

1. The number shown on this form is my correct taxpayer identification number (or I am waiting for a number to be issued to me), and
2. UNLESS I HAVE CHECKED ONE OF THE BOXES BELOW, I am not subject to backup withholding either because I have not been notified by the Internal Revenue Service (IRS) that I am subject to backup withholding as a result of a failure to report all interest or dividends, or the IRS has notified me that I am no longer subject to backup withholding (does not apply to real estate transactions, mortgage interest paid, the acquisition or abandonment of secured property, contributions to an Individual Retirement Arrangement (IRA), and payment other than interest and dividends).
3. I am a U.S. citizen or other U.S. person. ☐ I am subject to backup withholding ☐ I am exempt from backup withholding

**Note: The Internal Revenue Service does not require your consent to any provision of this document other than the certifications required to avoid backup withholding.**

Tax Responsible Customer Name:

UPPER STREET ACTIVEWEAR INC

Taxpayer Identification Number (TIN):

[REDACTED] 2147

TIN Certification Signature:

- ☒ Submit manually  
☐ Signature not required

Date:

**Authorized Signers - Signature Capture**

Authorized Signer 1 Name

GORDON C MCDOUGALL

Position/Title:

SELF

Authorized Signer 1 Signature

- ☒ Submit manually  
☐ Signature not required

Date:

11/12/2013

Authorized Signer 2 Name

WILLIAM E CLAYTON

Position/Title:

OWNER

Authorized Signer 2 Signature

- ☒ Submit manually  
☐ Signature not required

Date:

11/12/2013



# **EXHIBIT 6**

**BrokerCheck Report**

**DAVID DANIEL LOPEZ**

CRD# 2667397

<b><u>Section Title</u></b>	<b><u>Page(s)</u></b>
Report Summary	1
Broker Qualifications	2 - 3
Registration and Employment History	4 - 5
Disclosure Events	6

## About BrokerCheck®



BrokerCheck offers information on all current, and many former, registered securities brokers, and all current and former registered securities firms. FINRA strongly encourages investors to use BrokerCheck to check the background of securities brokers and brokerage firms before deciding to conduct, or continue to conduct, business with them.

- **What is included in a BrokerCheck report?**

- BrokerCheck reports for individual brokers include information such as employment history, professional qualifications, disciplinary actions, criminal convictions, civil judgments and arbitration awards. BrokerCheck reports for brokerage firms include information on a firm's profile, history, and operations, as well as many of the same disclosure events mentioned above.
- Please note that the information contained in a BrokerCheck report may include pending actions or allegations that may be contested, unresolved or unproven. In the end, these actions or allegations may be resolved in favor of the broker or brokerage firm, or concluded through a negotiated settlement with no admission or finding of wrongdoing.

- **Where did this information come from?**

- The information contained in BrokerCheck comes from FINRA's Central Registration Depository, or CRD® and is a combination of:
  - o information FINRA and/or the Securities and Exchange Commission (SEC) require brokers and brokerage firms to submit as part of the registration and licensing process, and
  - o information that regulators report regarding disciplinary actions or allegations against firms or brokers.

- **How current is this information?**

- Generally, active brokerage firms and brokers are required to update their professional and disciplinary information in CRD within 30 days. Under most circumstances, information reported by brokerage firms, brokers and regulators is available in BrokerCheck the next business day.

- **What if I want to check the background of an investment adviser firm or investment adviser representative?**

- To check the background of an investment adviser firm or representative, you can search for the firm or individual in BrokerCheck. If your search is successful, click on the link provided to view the available licensing and registration information in the SEC's Investment Adviser Public Disclosure (IAPD) website at <https://www.adviserinfo.sec.gov>. In the alternative, you may search the IAPD website directly or contact your state securities regulator at <http://www.finra.org/Investors/ToolsCalculators/BrokerCheck/P455414>.

- **Are there other resources I can use to check the background of investment professionals?**

- FINRA recommends that you learn as much as possible about an investment professional before deciding to work with them. Your state securities regulator can help you research brokers and investment adviser representatives doing business in your state.



Using this site/information means that you accept the FINRA BrokerCheck Terms and Conditions. A complete list of Terms and Conditions can be found at [brokercheck.finra.org](http://brokercheck.finra.org)



For additional information about the contents of this report, please refer to the User Guidance or [www.finra.org/brokercheck](http://www.finra.org/brokercheck). It provides a glossary of terms and a list of frequently asked questions, as well as additional resources. For more information about FINRA, visit [www.finra.org](http://www.finra.org).

Thank you for using FINRA BrokerCheck.

**DAVID D. LOPEZ**

CRD# 2667397

This broker is not currently registered.

**Report Summary for this Broker**

This report summary provides an overview of the broker's professional background and conduct. Additional information can be found in the detailed report.

**Broker Qualifications**

This broker is not currently registered.

**This broker has passed:**

- 3 Principal/Supervisory Exams
- 3 General Industry/Product Exams
- 1 State Securities Law Exam

**Registration History**

This broker was previously registered with the following securities firm(s):

**SPARTAN SECURITIES GROUP, LTD.**

CRD# 104478  
CLEARWATER, FL  
07/2001 - 06/2019

**OLD DOMINION SECURITIES, INC.**

CRD# 43881  
DAVIE, FL  
11/2000 - 07/2001

**STELLAR INVESTMENTS, INC.**

CRD# 13814  
TAMPA, FL  
06/1998 - 11/2000

**Disclosure Events**

All individuals registered to sell securities or provide investment advice are required to disclose customer complaints and arbitrations, regulatory actions, employment terminations, bankruptcy filings, and criminal or civil judicial proceedings.

Are there events disclosed about this broker? **Yes**

The following types of disclosures have been reported:

Type	Count
Civil Event	1

## Broker Qualifications



### Registrations

This section provides the self-regulatory organizations (SROs) and U.S. states/territories the broker is currently registered and licensed with, the category of each license, and the date on which it became effective. This section also provides, for every brokerage firm with which the broker is currently employed, the address of each branch where the broker works.

This broker is not currently registered.



## Broker Qualifications

### Industry Exams this Broker has Passed

This section includes all securities industry exams that the broker has passed. Under limited circumstances, a broker may attain a registration after receiving an exam waiver based on exams the broker has passed and/or qualifying work experience. Any exam waivers that the broker has received are not included below.

**This individual has passed 3 principal/supervisory exams, 3 general industry/product exams, and 1 state securities law exam.**

### Principal/Supervisory Exams

Exam	Category	Date
Registered Options Principal Examination	Series 4	07/01/1999
Financial and Operations Principal Examination	Series 27	01/05/1999
General Securities Principal Examination	Series 24	11/08/1996

### General Industry/Product Exams

Exam	Category	Date
Securities Industry Essentials Examination	SIE	10/01/2018
Limited Representative-Equity Trader Exam	Series 55	03/30/1999
General Securities Representative Examination	Series 7	10/28/1995

### State Securities Law Exams

Exam	Category	Date
Uniform Securities Agent State Law Examination	Series 63	11/16/1995

Additional information about the above exams or other exams FINRA administers to brokers and other securities professionals can be found at [www.finra.org/brokerqualifications/registeredrep/](http://www.finra.org/brokerqualifications/registeredrep/).



## Registration and Employment History

### Registration History

The broker previously was registered with the following firms:

Registration Dates	Firm Name	CRD#	Branch Location
07/2001 - 06/2019	SPARTAN SECURITIES GROUP, LTD.	104478	CLEARWATER, FL
11/2000 - 07/2001	OLD DOMINION SECURITIES, INC.	43881	DAVIE, FL
06/1998 - 11/2000	STELLAR INVESTMENTS, INC.	13814	TAMPA, FL
10/1997 - 04/1998	ABBEY-ASHFORD SECURITIES, INC.	17650	
03/1996 - 11/1997	TAJ GLOBAL EQUITIES, INC.	31768	TAMPA, FL

### Employment History

This section provides up to 10 years of an individual broker's employment history as reported by the individual broker on the most recently filed Form U4.

Please note that the broker is required to provide this information only while registered with FINRA or a national securities exchange and the information is not updated via Form U4 after the broker ceases to be registered. Therefore, an employment end date of "Present" may not reflect the broker's current employment status.

Employment Dates	Employer Name	Employer Location
08/2018 - Present	Transhare Corporation	Clearwater, FL
08/2006 - Present	Island Stock Transfer	Clearwater, FL
03/2001 - Present	SPARTAN SECURITIES GROUP, LTD.	ST. PETERSBURG, FL

### Other Business Activities

This section includes information, if any, as provided by the broker regarding other business activities the broker is currently engaged in either as a proprietor, partner, officer, director, employee, trustee, agent or otherwise. This section does not include non-investment related activity that is exclusively charitable, civic, religious or fraternal and is recognized as tax exempt.

ISLAND STOCK TRANSFER, NOT INVESTMENT RELATED, 15500 Roosevelt Blvd, #301, Clearwater, FL 33760, MANAGER, August 2006, 3 HOURS PER DAY. DUTIES ARE TO OVERSEE OPERATIONAL ACTIVITY.

Transhare Corp. STOCK TRANSFER, NOT INVESTMENT RELATED, 15500 Roosevelt Blvd, #302, Clearwater, FL 33760, MANAGER, August 2006, 3 HOURS PER DAY. DUTIES ARE TO OVERSEE OPERATIONAL ACTIVITY.

CONNECT X CAPITAL MARKETS, LLC - partner - not investment related - less than 5% owner.



## Registration and Employment History



### Other Business Activities, continued

CERTADVICE - SOLE PROPRIETERSHIP - NOT INVESTMENT RELATED, COMPLIANCE CONSULTING WORK,  
10HRS PER WEEK DURING NON-MARKET HOURS -1511 Alcazar Way S, ST. PETERSBURG, FL 33705

---

## Disclosure Events



### What you should know about reported disclosure events:

1. All individuals registered to sell securities or provide investment advice are required to disclose customer complaints and arbitrations, regulatory actions, employment terminations, bankruptcy filings, and criminal or civil judicial proceedings.
2. **Certain thresholds must be met before an event is reported to CRD, for example:**
  - o A law enforcement agency must file formal charges before a broker is required to disclose a particular criminal event.
  - o A customer dispute must involve allegations that a broker engaged in activity that violates certain rules or conduct governing the industry and that the activity resulted in damages of at least \$5,000.
  - o
3. **Disclosure events in BrokerCheck reports come from different sources:**
  - o As mentioned at the beginning of this report, information contained in BrokerCheck comes from brokers, brokerage firms and regulators. When more than one of these sources reports information for the same disclosure event, all versions of the event will appear in the BrokerCheck report. The different versions will be separated by a solid line with the reporting source labeled.
  - o
4. **There are different statuses and dispositions for disclosure events:**
  - o A disclosure event may have a status of *pending*, *on appeal*, or *final*.
    - § A "pending" event involves allegations that have not been proven or formally adjudicated.
    - § An event that is "on appeal" involves allegations that have been adjudicated but are currently being appealed.
    - § A "final" event has been concluded and its resolution is not subject to change.
  - o A final event generally has a disposition of *adjudicated*, *settled* or *otherwise resolved*.
    - § An "adjudicated" matter includes a disposition by (1) a court of law in a criminal or civil matter, or (2) an administrative panel in an action brought by a regulator that is contested by the party charged with some alleged wrongdoing.
    - § A "settled" matter generally involves an agreement by the parties to resolve the matter. Please note that brokers and brokerage firms may choose to settle customer disputes or regulatory matters for business or other reasons.
    - § A "resolved" matter usually involves no payment to the customer and no finding of wrongdoing on the part of the individual broker. Such matters generally involve customer disputes.

For your convenience, below is a matrix of the number and status of disclosure events involving this broker. Further information regarding these events can be found in the subsequent pages of this report. You also may wish to contact the broker to obtain further information regarding these events.

	Pending	Final	On Appeal
Civil Event	1	0	0





## Disclosure Event Details

When evaluating this information, please keep in mind that a disclosure event may be pending or involve allegations that are contested and have not been resolved or proven. The matter may, in the end, be withdrawn, dismissed, resolved in favor of the broker, or concluded through a negotiated settlement for certain business reasons (e.g., to maintain customer relationships or to limit the litigation costs associated with disputing the allegations) with no admission or finding of wrongdoing.

This report provides the information exactly as it was reported to CRD and therefore some of the specific data fields contained in the report may be blank if the information was not provided to CRD.

### Civil - Pending

This type of disclosure event involves a pending civil court action that seeks an injunction in connection with any investment-related activity or alleges a violation of any investment-related statute or regulation.

#### Disclosure 1 of 1

<b>Reporting Source:</b>	Regulator
<b>Initiated By:</b>	UNITED STATES SECURITIES AND EXCHANGE COMMISSION
<b>Relief Sought:</b>	Civil and Administrative Penalty(ies)/Fine(s) Disgorgement Injunction Monetary Penalty other than Fines Other: penny stock bar
<b>Date Court Action Filed:</b>	02/20/2019
<b>Product Type:</b>	Penny Stock
<b>Type of Court:</b>	Federal Court
<b>Name of Court:</b>	United States District Court for the Middle District of Florida
<b>Location of Court:</b>	Middle District of Florida
<b>Docket/Case #:</b>	8:19-cv-00448
<b>Employing firm when activity occurred which led to the action:</b>	SPARTAN SECURITIES GROUP, LTD., ISLAND CAPITAL MANAGEMENT LLC
<b>Allegations:</b>	The Securities and Exchange Commission ("Plaintiff" or the "Commission") alleges that it brings this action to enjoin Defendants Spartan Securities Group, Ltd. ("Spartan Securities"), Island Capital Management LLC, d/b/a Island Stock Transfer ("Island Stock Transfer"), Carl E. Dilley ("Dilley"), Micah J. Eldred ("Eldred"), and David D. Lopez ("Lopez") (collectively, "Defendants") from violating



the provisions of the federal securities laws described herein.

Spartan Securities, a registered broker-dealer, and Island Stock Transfer, a registered transfer agent, are commonly owned and tout their "one-stop shop" services provided in tandem to issuers of microcap securities. Dilley, Eldred, and Lopez were common owners of the parent of both Spartan Securities and Island Stock Transfer, and principals of both Spartan Securities and Island Stock Transfer.

This action involves Defendants' roles in one or two separate fraudulent schemes from approximately December 2009 through August 2014 to manufacture at least 19 public companies for sale fundamentally premised on a deceptive public float of purportedly "free-trading" securities: 14 by Alvin Mirman and Sheldon Rose (the "Mirman/Rose Companies") and five by Michael Daniels, Andy Fan, and Diane Harrison (the "Daniels Companies").

The fraudulent schemes depended on misrepresentations and omissions to, among others, the Commission, the Financial Industry Regulatory Authority ("FINRA"), and the Depository Trust Company ("DTC") that the Mirman/Rose and Daniels Companies were legitimate small businesses with independent management and shareholders. In reality, both the management and shareholders were nothing more than nominees for control persons who always intended merely to sell all the securities of the companies privately in bulk for their own benefit. The essential value of these securities (each bulk sale realized proceeds of hundreds of thousands of dollars) was their false designation as "free-trading" with the ability to be sold immediately on the public market. If the truth had been known to the public, the securities would have been restricted from such sales and would have had little value.

Spartan Securities and Island Stock Transfer acted in tandem to provide these various services which were critical to the Mirman/Rose and Daniels/Fan/Harrison shell factories. Spartan Securities, Dilley, and Eldred made materially false statements and omissions to FINRA regarding the purpose, management and shareholders of the Mirman/Rose Companies and Daniels Companies.

Lopez was a Spartan Securities principal who, with Dilley and Eldred's knowledge, personally undertook responsibility for much of the Form 211 process on at least four Mirman/Rose Companies. In addition, Lopez was Spartan Securities' Chief Compliance Officer and the principal responsible for effectuating its extensive written policies and procedures applicable to Form 211 applications. Nonetheless, Lopez knowingly or recklessly ignored those procedures and the other requirements inherent in Rule 15c2-11, including failing to conduct any investigation or inquiry into red flags raised by FINRA in the deficiency letters and other adverse information in Spartan Securities' possession, or even to familiarize himself with the issuers. As a result, Lopez was a substantial factor in Spartan Securities' failure to have a reasonable basis for believing that required information about those four Mirman/Rose Companies was accurate and from a reliable source.

**Current Status:**

Pending



**Limitations or Restrictions in Effect During Appeal:** n/a

**Reporting Source:** Broker

**Initiated By:** UNITED STATES SECURITIES AND EXCHANGE COMMISSION

**Relief Sought:** Civil and Administrative Penalty(ies)/Fine(s)  
Other: Penny Stock bar from participating in any future offering of a penny stock

**Date Court Action Filed:** 02/20/2019

**Product Type:** Penny Stock

**Type of Court:** Federal Court

**Name of Court:** Middle District of Florida

**Location of Court:** Tampa

**Docket/Case #:** 8:19-cv-00448

**Employing firm when activity occurred which led to the action:** Spartan Securities Group Ltd

**Allegations:** Securities and Exchange Commission (the "SEC") stated in its complaint against Mr. Lopez for his supervisory role associated with some Form 211 filings done by principals of Spartan years ago. SEC alleges potential violations of Section 15(c)(2) and Rule 15c2-11 thereunder. Mr. Lopez denies any wrongdoing and intends to vigorously defend against the action brought by the SEC.

**Current Status:** Pending

**Limitations or Restrictions in Effect During Appeal:** None

**Broker Statement** Allegations pertain to Form 211 filings in compliance with Rule 15c2-11 and those against David Lopez are solely associated with the SEC's inaccurate viewpoint of the supervisory role David Lopez played in the matters. Mr. Lopez vehemently denies any wrongdoing and intends to vigorously defend against the action brought by the SEC.

## End of Report



**This page is intentionally left blank.**

# **EXHIBIT 7**



**BARBARA K. CEGAVSKE**  
*Secretary of State*

**STATE OF NEVADA**

**SCOTT W. ANDERSON**  
*Chief Deputy Secretary of State*



**OFFICE OF THE  
SECRETARY OF STATE**

**KIMBERLEY PERONDI**  
*Deputy Secretary for Commercial Recordings*

**Affidavit of Scott W. Anderson**

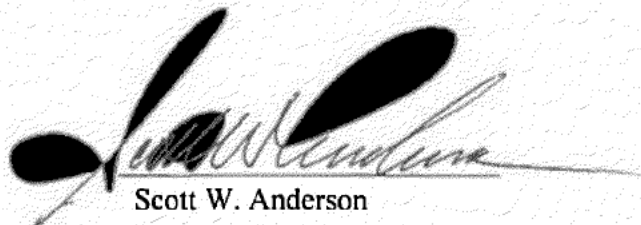
State of Nevada  
Carson City

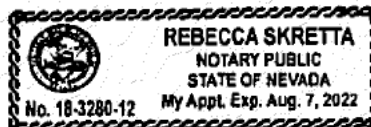
I, Scott W. Anderson, after being first duly sworn, depose and state under the penalty of perjury:

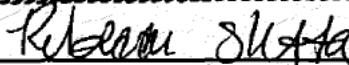
1. I am the Chief Deputy Secretary of State and as such, I have authority to certify records from the Commercial Recordings Division of the Secretary of State's office.
2. To the best of my knowledge, information and belief, based upon due diligence and reasonable inquiry, the documents herewith constitute all the requested documents and records on file in the office of the Secretary of State. An employee of the Secretary of State under my direction has certified said documents.
3. The enclosed certified documents are submitted, pursuant to this Subpoena in lieu of appearance, for the United States Securities and Exchange Commission, dated August 22, 2019 due August 30, 2019.

1. Documents on file regarding Tezi Advisory Inc.  
Entity No. E0157142019-9
2. Documents on file regarding Tezi Advisory Inc.  
Entity No. E0159602013-1

State of Nevada  
County of Carson  
Subscribed and sworn before me  
this 26th day of August, 2019  
by Scott W. Anderson.

  
Scott W. Anderson





Notary Public

NEVADA STATE CAPITOL  
101 N. Carson Street, Suite 3  
Carson City, Nevada 89701-3714

MEYERS ANNEX  
COMMERCIAL RECORDINGS  
202 N. Carson Street  
Carson City, Nevada 89701-4201

LAS VEGAS OFFICE  
2250 Las Vegas Blvd. North, Suite 400  
North Las Vegas, NV 89030

[nvsos.gov](http://nvsos.gov)

SEC-NSOS-E-0000002

## **Entity Detail**

**Entity Name:** TEZI ADVISORY INC.

**Entity Number:** E0157142019-9

**Entity Type:** Domestic Corporation (78)

**Entity Status:** Active

**Formation Date:** 04/04/2019

**NV Business ID:** NV20191263310

**Termination Date:** Perpetual

**Annual Report Due Date:** 04/30/2020

**Name or Registered Agent:** NPC WORLD SERVICES INC.

**Registered Agent Type:** Commercial Registered Agent

**Street Address:** 6490 W Desert Inn Rd. Las Vegas, NV 89146

**Email Address:** [Sara@NPCWorld.com](mailto:Sara@NPCWorld.com) – **IP Address:** 24.234.191.158

**BARBARA K. CEGAVSKE**  
Secretary of State

**KIMBERLEY PERONDI**  
Deputy Secretary for  
Commercial Recordings

**STATE OF NEVADA**



**OFFICE OF THE  
SECRETARY OF STATE**

*Commercial Recordings Division*  
202 N. Carson Street  
Carson City, NV 89701  
Telephone (775) 684-5708  
Fax (775) 684-7138  
  
North Las Vegas City Hall  
2250 Las Vegas Blvd North, Suite 400  
North Las Vegas, NV 89030  
Telephone (702) 486-2880  
Fax (702) 486-2888

**Certified Copy**

8/23/2019 1:46:54 PM

**Work Order Number:** W2019082301110  
**Reference Number:** 20190112793  
**Through Date:** 8/23/2019 1:46:54 PM  
**Corporate Name:** TEZI ADVISORY INC.

The undersigned filing officer hereby certifies that the attached copies are true and exact copies of all requested statements and related subsequent documentation filed with the Secretary of State's Office, Commercial Recordings Division listed on the attached report.

Document Number	Description	Number of Pages
20190167504-25	Amended List	1
20190151402-65	Initial List	1
20190151401-54	Articles of Incorporation	1



Certified By: Jessica Bettencourt  
Certificate Number: B20190823171699  
You may verify this certificate  
online at <http://www.nvsos.gov>

Respectfully,

A handwritten signature in cursive script that reads "Barbara K. Cegavske".

**BARBARA K. CEGAVSKE**  
Nevada Secretary of State

**(PROFIT) INITIAL/ANNUAL LIST OF OFFICERS, DIRECTORS AND STATE BUSINESS  
LICENSE APPLICATION OF:**

ENTITY NUMBER

TEZI ADVISORY INC.

E0157142019-9

NAME OF CORPORATION

FOR THE FILING PERIOD OF APR. 2019 TO APR. 2020



\*100103\*

USE BLACK INK ONLY - DO NOT HIGHLIGHT

**\*\*YOU MAY FILE THIS FORM ONLINE AT [www.nvsilverflume.gov](http://www.nvsilverflume.gov)\*\***

- ☐ Return one file stamped copy. (If filing not accompanied by order instructions, file stamped copy will be sent to registered agent.)

**IMPORTANT:** Read instructions before completing and returning this form.

- Print or type names and addresses, either residence or business, for all officers and directors. A President, Secretary, Treasurer, or equivalent of and all Directors must be named. There must be at least one director. An Officer must sign the form. **FORM WILL BE RETURNED IF UNSIGNED.**
- If there are additional officers, attach a list of them to this form.
- Return the completed form with the filing fee. Annual list fee is based upon the current total authorized stock as explained in the Annual List Fee Schedule For Profit Corporations. A \$75.00 penalty must be added for failure to file this form by the deadline. An annual list received more than 90 days before its due date shall be deemed an amended list for the previous year.
- State business license fee is \$500.00/\$200.00 for Professional Corporations filed pursuant to NRS Chapter 89. Effective 2/1/2010, \$100.00 must be added for failure to file form by deadline.
- Make your check payable to the Secretary of State.
- Ordering Copies:** If requested above, one file stamped copy will be returned at no additional charge. To receive a certified copy, enclose an additional \$30.00 per certification. A copy fee of \$2.00 per page is required for each additional copy generated when ordering 2 or more file stamped or certified copies. Appropriate instructions must accompany your order.
- Return the completed form to: Secretary of State, 202 North Carson Street, Carson City, Nevada 89701-4201, (775) 684-5708.
- Form must be in the possession of the Secretary of State on or before the last day of the month in which it is due. (Postmark date is not accepted as receipt date.) Forms received after due date will be returned for additional fees and penalties. Failure to include annual list and business license fees will result in rejection of filing.

Filed in the office of <i>Barbara K. Cogovski</i> Barbara K. Cogovski Secretary of State State of Nevada	Document Number <b>20190167604-25</b>
	Filing Date and Time <b>04/17/2019 9:03 AM</b>
	Entity Number <b>E0157142019-9</b>

(This document was filed electronically.)  
ABOVE SPACE IS FOR OFFICE USE ONLY

**CHECK ONLY IF APPLICABLE AND ENTER EXEMPTION CODE IN BOX BELOW**

- ☐ Pursuant to NRS Chapter 76, this entity is exempt from the business license fee. Exemption code:

**NRS 76.020 Exemption Codes**

**NOTE:** If claiming an exemption, a notarized Declaration of Eligibility form must be attached. Failure to attach the Declaration of Eligibility form will result in rejection, which could result in late fees.

001 - Governmental Entity

006 - NRS 680B.020 Insurance Co.

- ☐ This corporation is a publicly traded corporation. The Central Index Key number is:

- ☐ This publicly traded corporation is not required to have a Central Index Key number.

NAME <b>WILLIAM CLAYTON</b>	TITLE(S) <b>PRESIDENT (OR EQUIVALENT OF)</b>
ADDRESS <b>[REDACTED]</b>	CITY <b>QUEEN CREEK</b>
	STATE <b>AZ</b>
	ZIP CODE <b>85142</b>
NAME <b>WILLIAM CLAYTON</b>	TITLE(S) <b>SECRETARY (OR EQUIVALENT OF)</b>
ADDRESS <b>[REDACTED]</b>	CITY <b>QUEEN CREEK</b>
	STATE <b>AZ</b>
	ZIP CODE <b>85142</b>
NAME <b>WILLIAM CLAYTON</b>	TITLE(S) <b>TREASURER (OR EQUIVALENT OF)</b>
ADDRESS <b>[REDACTED]</b>	CITY <b>QUEEN CREEK</b>
	STATE <b>AZ</b>
	ZIP CODE <b>85142</b>
NAME <b>WILLIAM CLAYTON</b>	TITLE(S) <b>DIRECTOR</b>
ADDRESS <b>[REDACTED]</b>	CITY <b>QUEEN CREEK</b>
	STATE <b>AZ</b>
	ZIP CODE <b>85142</b>

None of the officers or directors identified in the list of officers has been identified with the fraudulent intent of concealing the identity of any person or persons exercising the power or authority of an officer or director in furtherance of any unlawful conduct.

I declare, to the best of my knowledge under penalty of perjury, that the information contained herein is correct and acknowledge that pursuant to NRS 239.330, it is a category C felony to knowingly offer any false or forged instrument for filing in the Office of the Secretary of State.

**X** WILLIAM CLAYTON

Title

**PRESIDENT**

Date

**4/17/2019 9:03:46 AM**

Signature of Officer or  
Other Authorized Signature

Nevada Secretary of State List Profit  
Form: 100103 Revised: 7-1-17

(PROFIT) INITIAL/ANNUAL LIST OF OFFICERS, DIRECTORS AND STATE BUSINESS  
LICENSE APPLICATION OF:

ENTITY NUMBER

TEZI ADVISORY INC.

E0157142019-9

NAME OF CORPORATION

FOR THE FILING PERIOD OF APR. 2019 TO APR. 2020



\*100103\*

USE BLACK INK ONLY - DO NOT HIGHLIGHT

\*\*YOU MAY FILE THIS FORM ONLINE AT [www.nvsilverflume.gov](http://www.nvsilverflume.gov)\*\*

- ☐ Return one file stamped copy. (If filing not accompanied by order instructions, file stamped copy will be sent to registered agent.)

**IMPORTANT:** Read instructions before completing and returning this form.

- Print or type names and addresses, either residence or business, for all officers and directors. A President, Secretary, Treasurer, or equivalent of and all Directors must be named. There must be at least one director. An Officer must sign the form. **FORM WILL BE RETURNED IF UNSIGNED.**
- If there are additional officers, attach a list of them to this form.
- Return the completed form with the filing fee. Annual list fee is based upon the current total authorized stock as explained in the Annual List Fee Schedule For Profit Corporations. A \$75.00 penalty must be added for failure to file this form by the deadline. An annual list received more than 90 days before its due date shall be deemed an amended list for the previous year.
- State business license fee is \$500.00/\$200.00 for Professional Corporations filed pursuant to NRS Chapter 89. Effective 2/1/2010, \$100.00 must be added for failure to file form by deadline.
- Make your check payable to the Secretary of State.
- Ordering Copies:** If requested above, one file stamped copy will be returned at no additional charge. To receive a certified copy, enclose an additional \$30.00 per certification. A copy fee of \$2.00 per page is required for each additional copy generated when ordering 2 or more file stamped or certified copies. Appropriate instructions must accompany your order.
- Return the completed form to: Secretary of State, 202 North Carson Street, Carson City, Nevada 89701-4201, (775) 684-5708.
- Form must be in the possession of the Secretary of State on or before the last day of the month in which it is due. (Postmark date is not accepted as receipt date.) Forms received after due date will be returned for additional fees and penalties. Failure to include annual list and business license fees will result in rejection of filing.

Filed in the office of <i>Barbara K. Cegavske</i> Barbara K. Cegavske Secretary of State State of Nevada	Document Number <b>20190151402-85</b> Filing Date and Time <b>04/04/2019 2:58 PM</b> Entity Number <b>E0157142019-9</b>
--	--

(This document was filed electronically.)  
ABOVE SPACE IS FOR OFFICE USE ONLY

**CHECK ONLY IF APPLICABLE AND ENTER EXEMPTION CODE IN BOX BELOW**

- ☐ Pursuant to NRS Chapter 76, this entity is exempt from the business license fee. Exemption code:

**NRS 76.020 Exemption Codes**

**NOTE:** If claiming an exemption, a notarized Declaration of Eligibility form must be attached. Failure to attach the Declaration of Eligibility form will result in rejection, which could result in late fees.

001 - Governmental Entity

006 - NRS 680B.020 Insurance Co

- ☐ This corporation is a publicly traded corporation. The Central Index Key number is:

- ☐ This publicly traded corporation is not required to have a Central Index Key number

NAME <b>WILLIAM CLAYTON</b>	TITLE(S) <b>PRESIDENT (OR EQUIVALENT OF)</b>
ADDRESS <b>[REDACTED]</b>	CITY <b>QUEEN CREEK</b>
	STATE <b>AZ</b>
	ZIP CODE <b>85142</b>
NAME <b>WILLIAM CLAYTON</b>	TITLE(S) <b>SECRETARY (OR EQUIVALENT OF)</b>
ADDRESS <b>[REDACTED]</b>	CITY <b>QUEEN CREEK</b>
	STATE <b>AZ</b>
	ZIP CODE <b>85142</b>
NAME <b>WILLIAM CLAYTON</b>	TITLE(S) <b>TREASURER (OR EQUIVALENT OF)</b>
ADDRESS <b>[REDACTED]</b>	CITY <b>QUEEN CREEK</b>
	STATE <b>AZ</b>
	ZIP CODE <b>85142</b>
NAME <b>WILLIAM CLAYTON</b>	TITLE(S) <b>DIRECTOR</b>
ADDRESS <b>[REDACTED]</b>	CITY <b>QUEEN CREEK</b>
	STATE <b>AZ</b>
	ZIP CODE <b>85142</b>

None of the officers or directors identified in the list of officers has been identified with the fraudulent intent of concealing the identity of any person or persons exercising the power or authority of an officer or director in furtherance of any unlawful conduct.

I declare, to the best of my knowledge under penalty of perjury, that the information contained herein is correct and acknowledge that pursuant to NRS 239.330, it is a category C felony to knowingly offer any false or forged instrument for filing in the Office of the Secretary of State.

**X** WILLIAM CLAYTON

Signature of Officer or  
Other Authorized Signature

Title <b>PRESIDENT</b>	Date <b>4/4/2019 2:59:41 PM</b>
---------------------------	------------------------------------

Nevada Secretary of State List Profit  
Form: 100103 Revised: 7-1-17





BARBARA K. CEGAVSKE  
Secretary of State  
202 North Carson Street  
Carson City, Nevada 89701-4201  
(775) 684-5708  
Website: www.nvsos.gov



\*040105\*

## Articles of Incorporation

(PURSUANT TO NRS CHAPTER 78)

Filed in the office of <i>Barbara K. Cegavske</i> Barbara K. Cegavske Secretary of State State of Nevada	Document Number <b>20190151401-54</b>
	Filing Date and Time <b>04/04/2019 2:59 PM</b>
	Entity Number <b>E0157142019-9</b>

(This document was filed electronically.)

ABOVE SPACE IS FOR OFFICE USE ONLY

USE BLACK INK ONLY - DO NOT HIGHLIGHT

<b>1. Name of Corporation:</b>	TEZI ADVISORY INC.		
<b>2. Registered Agent for Service of Process:</b> (check only one box)	<input checked="" type="checkbox"/> Commercial Registered Agent: NPC WORLD SERVICES INC. Name <input type="checkbox"/> Noncommercial Registered Agent (name and address below) <u>OR</u> <input type="checkbox"/> Office or Position with Entity (name and address below) Name of Noncommercial Registered Agent <u>OR</u> Name of Title of Office or Other Position with Entity Street Address City Nevada Zip Code Mailing Address (if different from street address) City Nevada Zip Code		
<b>3. Authorized Stock:</b> (number of shares corporation is authorized to issue)	Number of shares with par value: 100	Par value per share: \$ 0.001	Number of shares without par value: 0
<b>4. Names and Addresses of the Board of Directors/Trustees:</b> (each Director/Trustee must be a natural person at least 18 years of age; attach additional page if more than two directors/trustees)	1) WILLIAM CLAYTON Name [REDACTED] QUEEN CREEK AZ [REDACTED] Street Address City State Zip Code 2) [REDACTED] Name [REDACTED] [REDACTED] [REDACTED] [REDACTED] Street Address City State Zip Code		
<b>5. Purpose:</b> (optional; required only if Benefit Corporation status selected)	The purpose of the corporation shall be: ANY LEGAL PURPOSE		<b>6. Benefit Corporation:</b> (see instructions) <input type="checkbox"/> Yes
<b>7. Name, Address and Signature of Incorporator:</b> (attach additional page if more than one incorporator)	I declare, to the best of my knowledge under penalty of perjury, that the information contained herein is correct and acknowledge that pursuant to NRS 239.330, it is a category C felony to knowingly offer any false or forged instrument for filing in the Office of the Secretary of State. WILLIAM CLAYTON X WILLIAM CLAYTON Name Incorporator Signature [REDACTED] QUEEN CREEK AZ [REDACTED] Address City State Zip Code		
<b>8. Certificate of Acceptance of Appointment of Registered Agent:</b>	I hereby accept appointment as Registered Agent for the above named Entity. X NPC WORLD SERVICES INC. Authorized Signature of Registered Agent or On Behalf of Registered Agent Entity 4/4/2019 Date		

This form must be accompanied by appropriate fees.

Nevada Secretary of State NRS 78 Articles  
Revised: 1-5-15

SEC-NSOS-E-0000018

Certain filing types have been temporarily disabled for troubleshooting purposes. These online filings will be available again soon.



## Payment Confirmation Report

Name:	Sara Moore
Email:	sara@npcworld.com
Address:	6490 W. DESERT INN RD. LAS VEGAS, NV 89146
Confirmation ID:	8G8A2

### Closed Line Items

Item	Qty	Unit Price	Subtotal
Amended List for 'TEZI ADVISORY INC.'			\$0.00
<i>Amended List</i>	1	\$0.00	

Job Number:

C20190417-0294

Billed Person:

Billing Address:

Payment Type:

N/A

Payment Date:

04/17/2019

Payment Status:

SUCCESS

Card Type:

Last 4 of Account or Card Number

Paypoint Authorization Code:

Paypoint Confirmation Number:

Agency Commit Status:

Completed

Total:	\$0.00
--------	--------



Certain filing types have been temporarily disabled for troubleshooting purposes. These online filings will be available again soon.



## Payment Confirmation Report

Name:	Sara Moore
Email:	sara@npcworld.com
Address:	6490 W. DESERT INN RD. LAS VEGAS, NV 89146
Confirmation ID:	8WDKD

### Closed Line Items

Item	Qty	Unit Price	Subtotal
New Domestic Corporation (NRS78) for 'TEZI ADVISORY INC.'			\$725.00
Articles of Incorporation	1	\$75.00	
Initial List	1	\$150.00	

<b>Business License</b>	1	\$500.00
-------------------------	---	----------

Job Number:	C20190404-2049
Billed Person:	G McDougall
Billing Address:	<div>██████████ VICTORIA, BC ██████████</div> <div>██████ CANADA</div>
Payment Type:	CreditDebitCard
Payment Date:	04/04/2019
Payment Status:	SUCCESS
Card Type:	AMEX
Last 4 of Account or Card Number	1009
Paypoint Authorization Code:	
Paypoint Confirmation Number:	
Agency Commit Status:	Completed

Total:	\$725.00
--------	----------

# **EXHIBIT 8**

---

**From:** Joseph Earle [joe@growingsprings.com]  
**Sent:** 6/3/2019 10:28:36 PM  
**To:** underdud@comcast.net  
**Subject:** Re: Information material

Copy

On Mon, Jun 3, 2019 at 3:27 PM <[underdud@comcast.net](mailto:underdud@comcast.net)> wrote:  
FB approved ad running

[https://archive.aweber.com/awlist5129633/4nRVt/h/UPPR\\_Mere\\_Months\\_From.htm](https://archive.aweber.com/awlist5129633/4nRVt/h/UPPR_Mere_Months_From.htm)

PPC ad running

<https://discoverystocks.com/uppr-2q19/>

Bay Hill Partners is who we paid employing the phone room

All the above entities owners were paid by Venado Media, LLC

Sent from my iPhone

# **EXHIBIT 9**

DJ Ticker  
UPPR

Name  
Upper Street Marketing Inc.

Exchange  
OOTC

Daily prices from 03-Jun-2019 to 30-Aug-2019

Currency: USD | Data: Adjusted | Exchange: Other OTC/NBB

Date	Close	Open	High	Low	Volume
30-Aug-2019	0.8	0.61	0.8	0.46	7,670
29-Aug-2019	0.6	0.6	0.6	0.6	1,850
28-Aug-2019	0.7	0.8	0.8	0.7	5,770
27-Aug-2019	0.6	0.8	0.87	0.6	1,565
26-Aug-2019	0.87	0.87	0.87	0.87	120
23-Aug-2019	0.87	0.81	0.87	0.81	1,235
22-Aug-2019	0.8	0.82	0.82	0.8	2,114
21-Aug-2019	0.84	0.9	0.9	0.84	2,600
20-Aug-2019	0.9	0.8	0.91	0.8	2,710
19-Aug-2019	0.86	0.86	0.86	0.86	135
16-Aug-2019	0.86	0.86	0.86	0.86	600
15-Aug-2019	0.87	1.16	1.16	0.87	1,225
14-Aug-2019	0.8	0.98	1.16	0.8	5,268
13-Aug-2019	0.91	0.86	0.91	0.86	1,167
12-Aug-2019	1.01	1	1.01	0.95	5,600
09-Aug-2019	1	1.14	1.14	1	951
08-Aug-2019	0.87	0.82	0.87	0.82	600
07-Aug-2019	0.85	0.99	0.99	0.85	1,215
06-Aug-2019	0.82	0.8	1.18	0.8	7,000
05-Aug-2019	1.1	1.1	1.1	1.1	1,000
02-Aug-2019	0.75	1.05	1.1	0.75	4,425
01-Aug-2019	1	0.93	1	0.8	8,600
31-Jul-2019	0.92	1.19	1.19	0.8	2,750
30-Jul-2019	0.8	0.8	1.1	0.8	4,600
29-Jul-2019	0.99	1.23	1.23	0.9	12,718
26-Jul-2019	1	1.1	1.5	0.8	11,132
25-Jul-2019	1.1	1.11	1.35	1.1	8,436

24-Jul-2019	1.1	1.1	1.2	1	21,360
23-Jul-2019	0.85	1.01	1.12	0.85	12,800
22-Jul-2019	0.95	0.82	1	0.82	9,870
19-Jul-2019	0.81	0.79	0.81	0.79	6,735
18-Jul-2019	0.8	0.79	0.8	0.5	32,282
17-Jul-2019	0.8	0.8	0.8	0.51	18,650
16-Jul-2019	0.69	0.8	1.1	0.4	85,692
15-Jul-2019	1.24	1.5	1.5	0.8	6,265
27-Jun-2019	1.5	1.4	1.55	1.33	80,107
26-Jun-2019	1.4	1.35	1.42	1.31	58,312
25-Jun-2019	1.26	1.73	1.73	1.17	316,179
24-Jun-2019	1.66	2.2	2.2	1.65	146,052
21-Jun-2019	2.085	2.2	2.2225	1.75	220,914
20-Jun-2019	2.15	1.83	2.15	1.8	332,375
19-Jun-2019	1.73	1.71	1.8	1.58	187,847
18-Jun-2019	1.58	1.5	1.94	1.5	328,727
17-Jun-2019	1.46	1.25	1.47	1.2	256,254
14-Jun-2019	1.17	1.155	1.2	1.09	64,786
13-Jun-2019	1.09	1.155	1.155	0.961	56,067
12-Jun-2019	1.14	1.2	1.2	1.01	74,036
11-Jun-2019	1.12	1.1	1.15	0.98	84,929
10-Jun-2019	1.055	1.155	1.24	1.0172	143,441
07-Jun-2019	1.05	0.98	1.1	0.8502	183,699
06-Jun-2019	0.9	0.8201	0.99	0.8201	42,445
05-Jun-2019	0.8	0.8248	0.89	0.7434	69,684
04-Jun-2019	0.8	0.8466	0.8466	0.7413	33,179
03-Jun-2019	0.8393	0.8078	0.84	0.74	21,813

Source: FactSet Research Systems Inc.

Composite prices are provided for exchange traded securities. The primary listing exchange is identified.