

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

ADMINISTRATIVE PROCEEDING
File No. 3-17884



In the Matter of

UBIQUITY, INC.

DIVISION OF ENFORCEMENT'S MOTION FOR SUMMARY DISPOSITION

Pursuant to Rules 154 and 250 of the Commission's Rules of Practice, the Division of Enforcement ("Division") respectfully submits this motion for an order of summary disposition against respondent Ubiquity, Inc. (hereinafter "Ubiquity" or "the Company"). Pursuant to Section 12(j) of the Securities Exchange Act of 1934 ("Exchange Act"), the Division is entitled, as a matter of law, to an order revoking each class of Ubiquity securities registered under Exchange Act Section 12 because there is no genuine issue as to any material fact concerning the Company's ongoing failure to file periodic reports.

BRIEF IN SUPPORT

The facts of Ubiquity's long-running delinquency in its filing of periodic reports warrant revocation based on Commission precedent. *See Gateway Int'l Holdings, Inc.*, Securities Exchange Act of 1934 Rel. No. 53907, 2006 SEC LEXIS 1288 (May 31, 2006) (hereinafter "Gateway"); *Impax Laboratories, Inc.*, Securities Exchange Act of 1934 Rel. No. 57864 (May 23, 2008). Nothing in the record supports a remedy here more lenient than revocation in light of Ubiquity's disregard for the requirements for filing timely periodic reports.

I. Statement of Facts

Ubiquity, Inc. (“UBIQ”) (CIK No. 1538329) is a Nevada corporation headquartered in Irvine, California with a class of securities registered with the Commission pursuant to Exchange Act Section 12(g). (Declaration of Elisabeth Grimm in Support of Division’s Motion for Summary Disposition (“Grimm Decl.”) ¶¶ 6-7, Exs. 1-2.)

Ubiquity is delinquent in its periodic filings with the Commission. (Grimm Decl. ¶ 9, Ex. 4.) The Company has not timely filed a periodic report since filing its 10-Q for the third quarter of 2014. (*Id.*) Thereafter, Ubiquity’s 2014 10-K was late, but the Company filed a Form 12b-25 [17 CFR § 249.322] to give notice of the late filing. (Grimm Decl. ¶ 10, Ex. 5.) Ubiquity also failed to timely file its 10-Qs for the first, second, and third quarters of 2015 and never submitted any Forms 12b-25 for these 10-Qs. (Grimm Decl. ¶ 9, Ex. 4.) Ubiquity eventually filed the 10-Qs but not until approximately six months after their respective due dates. (*See* Grimm Decl. ¶¶ 11-14, Exs. 6-9.) The 10-Q for the third quarter of 2015, which Ubiquity filed on May 4, 2016, was the last periodic report filed by the Company. (Grimm Decl. ¶ 9, Ex. 4.) Since then, Ubiquity has not filed any periodic reports. (Grimm Decl. ¶ 9, Ex. 4.)

On November 15, 2016, the Division of Corporation Finance sent Ubiquity a delinquency letter requesting that the Company comply with its periodic reporting obligations. (Grimm Decl. ¶¶ 19-20, Exs. 14-15.) The delinquency letter was mailed to the contact address which Ubiquity provided to the Commission pursuant to Rule 301 of Regulation S-T [17 CFR § 232.301] and Section 5.4 of the EDGAR Filer Manual. (Grimm Decl. ¶ 20, Ex. 15; *see also* Grimm Decl. ¶ 9, Ex. 4.) Notwithstanding, the United States Postal Service returned the letter to the Division of Corporation Finance because the letter was “unclaimed” by the Company. (Grimm Decl. ¶ 20, Ex. 15.)

Shortly thereafter, however, Ubiquity began filing notifications of late filings. (Grimm Decl. ¶ 9, Ex. 4.) On November 21, 2016, Ubiquity filed four Forms 12b-25, indicating that the Company's 2015 10-K and its 10-Qs for the first three quarters of 2016 all would be late. (Grimm Decl. ¶¶ 15-18, 10-13.) In the Forms 12b-25, Ubiquity represented that it would file the delinquent 10-K within 15 calendar days of its due date and the delinquent 10-Qs within five calendar days of their respective due dates. (See Grimm Decl. ¶¶ 15-18, 10-13.) These representations were false when made because, by the time Ubiquity filed the Forms 12b-25, the late filing window had expired for all of the periodic reports but one. Ubiquity only had an opportunity to file the 10-Q for the period ended September 30, 2016 within the five-day window established by the Form 12b-25. But Ubiquity let that five-day window lapse without making the filing. (Grimm Decl. ¶ 9, Ex. 4.)

On March 20, 2017, the Commission issued an Order Instituting Administrative Proceedings and Notice of Hearing Pursuant to Section 12(j) of the Securities Exchange Act of 1934 ("OIP"). The OIP seeks to revoke the registration of Ubiquity's securities because of the Company's ongoing failure to file periodic reports. In its April 6, 2017 Answer to the OIP, Ubiquity admitted that it had not timely filed its periodic reports and represented that it "intends to be completely current, on all delinquent filings, on or before June 30, 2017." (Answer of Respondent Ubiquity, Inc., 3.)

Since the Commission filed the OIP and Ubiquity stated its intent to become current with its delinquent filings by June 30, the Company has had two more periodic reports become due: a Form 10-K for 2016 and a Form 10-Q for the first quarter of 2017. The Company has not filed either periodic report, and both are overdue. (See Grimm Decl. ¶ 9, Ex. 4.) Accordingly, Ubiquity now is delinquent with regard to six periodic reports: (1) its 2015 10-K; (2) its 10-Q for

the first quarter of 2016; (3) its 10-Q for the second quarter of 2016; (4) its 10-Q for the third quarter of 2016; (5) its 2016 10-K; and (6) its 10-Q for the first quarter of 2017. With only 15 days remaining on its self-imposed deadline to become current, Ubiquity has not filed a single one of the delinquent filings. (See Grimm Decl. ¶ 9, Ex. 4.)

II. Argument

Rule 250(b) of the Commission's Rules of Practice provides that a hearing officer may grant a motion for summary disposition if there is no genuine issue with regard to any material fact and the party making the motion is entitled to summary disposition as a matter of law. 17 C.F.R. § 201.250(b); see *Michael Puorro*, Initial Decision Rel. No. 253, 2004 SEC LEXIS 1348, at *3 (June 28, 2004) citing 17 C.F.R. § 201.250; *Garcis, U.S.A.*, Securities Exchange Act of 1934 Rel. No. 38495 (Apr. 10, 1997) (granting motion for summary disposition)).

As one Administrative Law Judge explained,

By analogy to Rule 56 of the Federal Rules of Civil Procedure, a factual dispute between the parties will not defeat a motion for summary disposition unless it is both genuine and material. See *Anderson v. Liberty Lobby, Inc.*, 477 U.S. 242, 247-48 (1986). Once the moving party has carried its burden, 'its opponent must do more than simply show that there is some metaphysical doubt as to the material facts.' *Matsushita Elec. Indus. Co. v. Zenith Radio Corp.*, 475 U.S. 574, 586 (1986). The opposing party must set forth specific facts showing a genuine issue for a hearing and may not rest upon the mere allegations or denials of its pleadings. At the summary disposition stage, the hearing officer's function is not to weigh the evidence and determine the truth of the matter, but rather to determine whether there is a genuine issue for resolution at a hearing. See *Anderson*, 477 U.S. at 249.

Edward Becker, Initial Decision Rel. No. 252, 2004 SEC LEXIS 1135, at *5 (June 3, 2004).

This matter was instituted pursuant to Section 12(j) of the Exchange Act. Section 12(j) empowers the Commission to either suspend (for a period not exceeding twelve months) or permanently revoke the registration of a class of securities "if the Commission finds, on the record after notice and opportunity for hearing, that the issuer of such security has failed to

comply with any provision of this title or the rules and regulations thereunder.” It is appropriate to grant summary disposition and revoke a registrant’s registration in a Section 12(j) proceeding where, as here, there is no dispute that the registrant has failed to comply with Section 13(a) of the Exchange Act. See *California Service Stations, Inc.*, Initial Decision Rel. No. 368, 2009 SEC LEXIS 85 (Jan. 16, 2009); *Ocean Resources, Inc.*, Initial Decision Rel. No. 365, 2008 SEC LEXIS 2851 (Dec. 18, 2008); *Wall Street Deli, Inc.*, Initial Decision Rel. No. 361, 2008 SEC LEXIS 3153 (Nov. 14, 2008); *AIC Int’l, Inc.*, Initial Decision Rel. No. 324, 2006 SEC LEXIS 2996 (Dec. 27, 2006); *Bilogic, Inc.*, Initial Decision Rel. No. 322, 2006 SEC LEXIS 2596, at *12 (Nov. 9, 2006).

A. The Division is Entitled to Summary Disposition Against Ubiquity for Violations of Exchange Act Section 13(a) and Rules 13a-1 and 13a-13 Thereunder.

Section 13(a) of the Exchange Act and the rules promulgated thereunder require issuers of securities registered pursuant to Section 12 of the Exchange Act to file periodic and other reports with the Commission. Exchange Act Section 13(a) is a cornerstone of the Exchange Act, establishing a system requiring issuers to periodically report invaluable information about themselves to the investing public. The Commission has stated:

Failure to file periodic reports violates a central provision of the Exchange Act. The purpose of the periodic filing requirements is to supply investors with current and accurate financial information about an issuer so that they may make sound decisions. Those requirements are “the primary tool[s] which Congress has fashioned for the protection of investors from negligent, careless, and deliberate misrepresentations in the sale of stock and securities.” Proceedings initiated under Exchange Act Section 12(j) are an important remedy to address the problem of publicly traded companies that are delinquent in the filing of their Exchange Act reports, and thereby deprive investors of accurate, complete, and timely information upon which to make informed investment decisions.

Gateway Int'l Holdings, Inc., Securities Exchange Act of 1934 Rel. No. 53907, at 12, 2006 SEC LEXIS 1288, at *26 (May 31, 2006) quoting *SEC v. Beisinger Indus. Corp.*, 552 F.2d 15, 18 (1st Cir. 1977).

“Section 13(a) of the Exchange Act and the rules promulgated thereunder require issuers of securities registered pursuant to Section 12 of the Exchange Act to file periodic and other reports with the Commission. Exchange Act Rule 13a-1 requires issuers to submit annual reports, and Exchange Act Rule 13a-13 requires issuers to submit quarterly reports. No showing of scienter is necessary to establish a violation of Section 13(a) or the rules thereunder.” *St. George Metals, Inc.*, Initial Decision Rel. No. 298 at 3-4, 2005 SEC LEXIS 2465, at *26; accord *Gateway*, 2006 SEC LEXIS 1288, at *18, *22 n.28; *Stansbury Holdings Corp.*, Initial Decision Rel. No. 232, 2003 SEC LEXIS 1639, at *15 (July 14, 2003); *WSF Corp.*, Initial Decision Rel. No. 204, 2002 SEC LEXIS 1242, at *14 (May 8, 2002).

It is wholly appropriate to revoke Ubiquity's registration on a motion for summary disposition where, as here, the Section 12 issuer has failed to comply with Section 13(a). See *Chemfix*, Initial Decision Rel. No. 378, 2009 SEC LEXIS 2056 (May 15, 2009); *AIC Int'l, Inc.*, Initial Dec. Rel. No. 324, 2006 SEC LEXIS 2996 (Dec. 27, 2006) (summary disposition granted in Section 12(j) action); *Bilogic, Inc.*, 2006 SEC LEXIS 2596, at *12 (same); *Investco, Inc.*, Initial Decision Rel. No. 240, 2003 SEC LEXIS 2792, at *7 (same); *Nano World Projects Corp.*, Initial Decision Rel. No. 228, at 2, 2003 SEC LEXIS 1968, at *3 (Division's motion for summary disposition in Section 12(j) action granted where certifications on filings and respondent's admission established failure to file annual or quarterly reports); *Hamilton Bancorp, Inc.*, Initial Decision Rel. No. 223, 2003 SEC LEXIS 431, at *4-5 (summary disposition in Section 12(j) action).

There is no dispute that Ubiquity has not filed its periodic reports for six consecutive quarters and that the last periodic report that the Company filed was almost six months late. The records of the Division of Corporate Finance demonstrate Ubiquity's failures, and Ubiquity has admitted in its Answer to the OIP that it has failed to timely file its periodic reports as required by Exchange Act Section 13(a). Thus, there is no genuine issue with regard to any material fact as to Ubiquity's violations of Exchange Act Section 13(a) and the rules thereunder, and the Division is entitled to summary disposition as a matter of law.

B. Revocation is the Appropriate Sanction for Ubiquity's Serial Violations of Exchange Act Section 13(a) and Rules 13a-1 and 13a-13 Thereunder.

Exchange Act Section 12(j) provides that the Commission may revoke or suspend a registration of a class of an issuer's securities where it is "necessary or appropriate for the protection of investors." The Commission's determination about which sanction is appropriate "turns on the effect on the investing public, including both current and prospective investors, of the issuer's violations, on the one hand, and the Section 12(j) sanctions on the other hand." *Gateway*, Securities Exchange Act of 1934 Rel. No. 53907, at 10, 2006 SEC LEXIS 1288, at *19-20. In making this determination, the Commission considers, among other things: (1) the seriousness of the issuer's violations; (2) the isolated or recurrent nature of the violations; (3) the degree of culpability involved; (4) the extent of the issuer's efforts to remedy its past violations and ensure future compliance; and (5) the credibility of the issuer's assurances, if any, against future violations. *Id.*; see also *Steadman v. SEC*, 603 F.2d 1126, 1140 (5th Cir. 1979) (setting forth the public interest factors that informed the Commission's *Gateway* decision). Although no one factor is controlling, *Stansbury* at *14-15; *WSF Corp.* at *5, *18, the Commission has stated that it views the "recurrent failure to file periodic reports as so serious that only a strongly compelling showing with respect to the other factors we consider would justify a lesser sanction

than revocation.” *Impax Laboratories, Inc.*, Securities Exchange Act of 1934 Rel. No. 57864 at 12.

In circumstances analogous to the instant case, the Division sought summary disposition in a Section 12(j) proceeding where there was no dispute that the respondent was delinquent in its periodic filings. See *Bilogic, Inc.*, 2006 SEC LEXIS 2596, at *12. The respondent in *Bilogic* promised in its Answer argued that it would become current on its filings in 60 days and made assurances that it would comply with its Section 13(a) obligations in the future. The respondent in *Bilogic*, however, missed its own 60-day deadline to become current. The Court then found that there was no genuine dispute of any fact material concerning the application of the *Gateway* factors and found that revoking the respondent’s registration was appropriate as a matter of law. *Id.* at *12-18. The same analysis applies here, and Ubiquity’s registration should be revoked.

1. Ubiquity’s Section 13(a) violations are serious and egregious.

Ubiquity’s violative conduct is serious and egregious. The Company has not *timely* filed a periodic report since filing its 10-Q for the third quarter of 2014. Thereafter, Ubiquity’s 2014 10-K was late, although the Company filed a Form 12b-25 to give notice of the late filing. Ubiquity then missed the filing deadlines for its next three periodic reports: the Company’s 10-Qs for the first, second, and third quarters of 2015 all were late, and the Company never filed any Forms 12b-25 for these 10-Qs. Ubiquity eventually filed the 10-Qs but not until approximately six months after their respective due dates. The 10-Q for the third quarter of 2015 — which was due on November 14, 2015 and not filed until May 4, 2016 — was the last periodic report filed by the Company. Ubiquity has not filed any periodic report for six consecutive quarters, including the two most periodic reports that became due after the Commission instituted this proceeding.

Ubiquity is displaying a complete disregard for the reporting requirements imposed by Section 13(a) and the rules thereunder. Investors have been without timely information about Ubiquity since 2014. Because of the central importance of these reporting provisions to the regulation of public companies, similar violations have satisfied the “serious and egregious” factor under *Gateway*. See e.g., *WSF Corp.*, Initial Decision Rel. No. 204, 2002 SEC LEXIS 1242, at *14 (respondent failed to file periodic reports over two-year period); *Freedom Golf Corp.*, Initial Decision Release No. 227, 2003 SEC LEXIS 1178, at *5 (respondent’s failure to file periodic reports for less than one year was egregious violation); *Investco, Inc.*, 2003 SEC LEXIS 2792, at *6 (delinquent issuer’s actions were found to be egregious and where there was no evidence that any extension to make the filings was sought). Without question, Ubiquity’s violations satisfy the “serious and egregious” factor as well.

2. Ubiquity’s violations of Section 13(a) have been not just recurrent, but continuous.

Ubiquity’s violations are not unique and isolated. Rather, Ubiquity is engaging in an ongoing and increasingly serious pattern of Section 13(a) violations. First, the Company missed a filing deadline for its 2014 10-K, but the Company filed a Form 12b-25. But then Ubiquity’s 13(a) violations grew worse. The Company missed the deadlines for its 10-Qs for the first, second, and third quarters of 2015 and never filed any Forms 12b-25. When the 10-Qs finally were filed, each was approximately six months late. Then Ubiquity stopped filing periodic reports altogether. The Company filed no 10-K for 2015, and no 10-Qs for 2016. At first, Ubiquity filed no Forms 12b-25 for the 2015 10-K and 2016 10-Qs. Ubiquity finally filed the Forms 12b-25, but they too were untimely. For example, Ubiquity filed a Form 12b-25 on November 21, 2016 for the 2015 10-K that was due almost eight months earlier on March 31, 2016. Indeed, Ubiquity’s Section 13(a) violations are continuing even after the Commission

instituted this proceeding. Since the OIP was issued, Ubiquity has had two additional periodic reports become due: its 2016 10-K was due on March 31, 2017, and its 10-Q for the first quarter of 2017 was due on May 15, 2017. Neither report has been filed, and Ubiquity failed to file Forms 12b-25. Even while litigating this proceeding to maintain its registration, Ubiquity has been unable to break its pattern of serious and recurrent Section 13(a) violations. This undoubtedly demonstrates the recurrence required by *Gateway*.

3. Ubiquity's Degree of Culpability Supports Revocation.

Ubiquity's Section 13(a) violations display a high degree of culpability. There is no dispute that the Company knew of its obligations to file periodic reports and knew that notice of any late filings was to be given through Form 12b-25. Indeed, the Company complied with its periodic reporting obligations through the third quarter of 2014 and filed a Form 12b-25 to give notice of its late filing for its 2014 10-K. Notwithstanding its demonstrated knowledge of the Section 13(a) reporting requirements, Ubiquity failed to file timely periodic reports for the entirety of 2015 and never filed a Form 12b-25.

Only when Ubiquity's registration was at risk did the Company display efforts to comply with Section 13(a). On November 15, 2016, the Division of Corporation Finance sent Ubiquity a delinquency letter requesting that the Company comply with its periodic reporting obligations and warning the Company that the Commission could take action to revoke the Company's registration in as little as 15 days. The delinquency letter was sent to the address that the Company provided to the Commission for correspondence concerning its filings. The address is still being used by Ubiquity; the Company provided it to shareholders in 8-Ks that the Company filed on March 31, 2017 and April 11, 2017 concerning this proceeding. Even so, the letter was "unclaimed" by Ubiquity. But only six days after Corporation Finance sent the delinquency

letter, the Company began filing Forms 12b-25. On November 21, 2016, Ubiquity filed four Forms 12b-25. The Notices of Late Filing concerned Ubiquity's 2015 10-K and its 10-Qs for the first three quarters of 2016.

The Forms 12b-25 contained blatant false statements about the timeframes in which Ubiquity would file its 2015 10-K and 2016 10-Qs. The Company represented that it would file the delinquent 10-K within 15 calendar days of its due date and the delinquent 10-Qs within five days of their respective due dates. As Ubiquity well knew, this was impossible for its 2015 10-K and its 10-Qs for the first and second quarters of 2016 because these periodic reports were months overdue and the late-filing windows had long lapsed. Ubiquity could have filed its 10-Q for the third quarter of 2016 within five calendar days of its due date. But contrary to the representation it made in the Form 12b-25, Ubiquity let the five-day window lapse without making the filing.

The false statements in the Forms 12b-25, coupled with the notices' suspicious timing relative to the delinquency letter, strongly suggest that Ubiquity was trying to game the system. Ubiquity well understood, but chose not to comply with, its periodic reporting obligations. After becoming concerned about losing its registration, however, Ubiquity filed the false Forms 12b-25 to buy itself more time. This manipulative conduct more than displays the high degree of culpability required by *Gateway*.

4. Ubiquity's promises to remedy its past violations and ensure future compliance are inadequate.

Ubiquity's efforts to remedy its extensive Section 13(a) violations and ensure future compliance with its reporting obligations have been both opportunistic and inadequate. Ubiquity made no efforts to cure its delinquent periodic reports until after the Commission issued the OIP seeking to revoke its registration. Between November 21, 2016 when Ubiquity filed the Forms

12b-25 and March 20, 2017 when the Commission issued the OIP, Ubiquity filed no periodic reports. The Company's 2015 10-K remained unfiled, as did its 10-Qs for the first, second, and third quarters of 2016. Only after the initiation of this proceeding, when Ubiquity was confronted with imminent revocation of its registration, did the Company present a plan for filing its delinquent periodic reports.

Unfortunately, that plan has not produced any results. Ubiquity claimed in its Answer that it was "working diligently and in good faith" to become current on all delinquent filings by June 30, 2017. But Ubiquity is not meeting its own self-imposed deadline. As of June 15, 2017, the Company has not filed any of its missing periodic reports. The 2015 10-K and the 10-Qs for the first three quarters of 2016 remain unfiled.

Instead of becoming current by June 30, the Company actually has accrued more Section 13(a) violations. Ubiquity missed a March 31, 2017 filing deadline for its 2016 10-K, and a May 15, 2017 filing deadline for its 10-Q for the first quarter of 2017. Ubiquity did not file a Form 12b-25 for either periodic report. As a result of these new violations, Ubiquity is now delinquent on six periodic reports, dating back to 2015.

These most recent Section 13(a) violations, combined with Ubiquity's failure to meet its own deadline for filing the delinquent periodic reports, demonstrate that Ubiquity is either unwilling or unable to comply with its periodic reporting obligations even at the very time that it is litigating to save its registration. Therefore, under *Gateway*, Ubiquity's efforts to remedy its past violations and ensure future compliance weigh heavily in favor of revocation.

5. Ubiquity has made no credible assurances against future violations.

Ubiquity has made no credible assurances against future violations. Not only has the Company continued to violate Section 13(a) during the course of this proceeding, the Company

has refused to take responsibility for its violations. In its Answer, Ubiquity claimed that its “failure to file timely periodic reports was caused by acts of others and/or third party misconduct that was beyond the scope of Ubiquity’s control.” (Answer at 4.) The Company also claimed that “an overseas third party . . . refused to provide necessary financial and business information despite Ubiquity’s numerous demands for the same.” (*Id.*)

This attempt to shift the blame for the Section 13(a) violations reflects a fundamental misunderstanding by Ubiquity of the periodic reporting obligations borne by public companies. Ubiquity, and only Ubiquity, is responsible for ensuring timely filing of its periodic reports. That means that the Company must put in place adequate internal controls to obtain financial and business information from third parties, if such information really is needed for the Company to file its periodic reports on time. Ubiquity’s failure to grasp these core tenets of the periodic reporting scheme indicates that the Company cannot credibly ensure future compliance with Section 13(a) on an ongoing basis. The demands of filing three 10-Qs and one 10-K per year (even assuming that no events trigger the filing of any other kind of periodic report) are simply too great for Ubiquity. Therefore, the final *Gateway* factor supports the revocation of Ubiquity’s registration.

III. Conclusion

For the reasons set forth above, the Division respectfully requests that the Administrative Law Judge grant the Division’s Motion for Summary Disposition and revoke the registration of each class of Ubiquity’s securities registered under Exchange Act Section 12.

Dated: June 15, 2017



Britt Whitesell Biles
Assistant Chief Litigation Counsel
Division of Enforcement
SECURITIES AND EXCHANGE COMMISSION
100 F Street, NE
Washington, D.C. 20549
Phone: (202) 551- 4779
bilesb@sec.gov

CERTIFICATE OF SERVICE

I hereby certify that an original and three copies of the foregoing were filed with the Securities and Exchange Commission, Office of the Secretary, 100 F Street, NE, Washington, D.C. 20549-9303, and that a true and correct copy of the foregoing has been served in the form indicated below, on this 15th day of May 2017, on the following persons entitled to notice:

The Honorable Carol Fox Foelak
Administrative Law Judge
Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549-2557
Service via Hand Delivery and email: ALJ@sec.gov

Nannina Angioni
Kaedian LLP
2029 Century Park East, Suite 400
Los Angeles, CA 90067
Service via UPS Next Day Delivery



Britt Whitesell Biles, Esq.

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

ADMINISTRATIVE PROCEEDING
File No. 3-17884



In the Matter of
Ubiquity, Inc.,
Respondent.

DECLARATION OF ELISABETH M. GRIMM IN SUPPORT OF
DIVISION OF ENFORCEMENT'S MOTION FOR SUMMARY DISPOSITION

ELISABETH M. GRIMM, pursuant to 28 U.S.C. § 1746, declares:

1. I am a member in good standing of the bar of the state of Massachusetts. I am employed by the Securities and Exchange Commission ("Commission") as a Senior Counsel with the Division of Enforcement ("Division") in the Commission's Home Office in Washington, DC.

2. Except as otherwise stated, I have personal knowledge of the matters set forth in this Declaration, and, if called as a witness, I could and would competently testify under oath to the facts stated herein.

3. I make this Declaration in support of the Division's Motion for Summary Disposition against respondent Ubiquity, Inc. ("Ubiquity").

4. I conducted an investigation into Ubiquity's compliance with its periodic reporting obligations under Section 13(a) of the Securities Exchange Act of 1934 and the rules promulgated thereunder.

5. This Declaration and its accompanying exhibits provide documentary support or attribution for facts that are set forth more fully in the Order Instituting Proceedings and the Division's Motion for Summary Disposition.

6. Attached hereto as Exhibit 1 is a true and correct copy of a Form 8-A12G filed by Ubiquity on October 2, 2014.

7. Attached hereto as Exhibit 2 is a true and correct copy of a printout from the Nevada Secretary of State website on the status of Ubiquity as of June 6, 2017.

8. Attached hereto as Exhibit 3 is a true and correct copy of a printout from the OTC Markets database showing the trading status of Ubiquity stock (symbol "UBIQ") as of December 8, 2016.

9. Attached hereto as Exhibit 4 is a true and correct copy of a printout from the Commission's public EDGAR database showing all periodic filings for Ubiquity as of June 15, 2017.

10. Attached hereto as Exhibit 5 is a true and correct copy of a Form 12b-25 Notification of Late Filing that Ubiquity filed on March 31, 2015. The Form 12b-25 concerned Ubiquity's annual Report on Form 10-K for its fiscal year ended December 31, 2014.

11. Attached hereto as Exhibit 6 is a true and correct copy of portions of Ubiquity's annual Report on Form 10-K for its fiscal year ended December 31, 2014. Ubiquity filed the Form 10-K with the Commission on April 15, 2015.

12. Attached hereto as Exhibit 7 is a true and correct copy of portions of Ubiquity's quarterly Report on Form 10-Q for its fiscal quarter ended March 31, 2015. Ubiquity filed the Form 10-Q with the Commission on November 16, 2015.

13. Attached hereto as Exhibit 8 is a true and correct copy of portions of Ubiquity's quarterly Report on Form 10-Q for its fiscal quarter ended June 30, 2015. Ubiquity filed the Form 10-Q with the Commission on February 1, 2016.

14. Attached hereto as Exhibit 9 is a true and correct copy of portions of Ubiquity's quarterly Report on Form 10-Q for its fiscal quarter ended September 30, 2015. Ubiquity filed the Form 10-Q with the Commission on May 4, 2016.

15. Attached hereto as Exhibit 10 is a true and correct copy of a Form 12b-25 Notification of Late Filing that Ubiquity filed on November 21, 2016. The Form 12b-25 concerned Ubiquity's annual Report on Form 10-K for its fiscal year ended December 31, 2015.

16. Attached hereto as Exhibit 11 is a true and correct copy of a Form 12b-25 Notification of Late Filing that Ubiquity filed on November 21, 2016. The Form 12b-25 concerned Ubiquity's quarterly Report on Form 10-Q for its fiscal quarter ended March 31, 2016.

17. Attached hereto as Exhibit 12 is a true and correct copy of a Form 12b-25 Notification of Late Filing that Ubiquity filed on November 21, 2016. The Form 12b-25 concerned Ubiquity's quarterly Report on Form 10-Q for its fiscal quarter ended June 30, 2016.

18. Attached hereto as Exhibit 13 is a true and correct copy of a Form 12b-25 Notification of Late Filing that Ubiquity filed on November 21, 2016. The Form 12b-25 concerned Ubiquity's quarterly Report on Form 10-Q for its fiscal quarter ended September 30, 2016.

19. Attached hereto as Exhibit 14 is a true and correct copy of a delinquency letter sent by the Division of Corporation Finance to Ubiquity via USPS Certified Mail, dated November 15, 2016.

20. Attached hereto as Exhibit 15 is a true and correct copy of the mailing envelope for the November 15, 2016 delinquency letter that the Division of Corporation Finance sent to Ubiquity. The envelope was marked by the United States Postal Service with "Return to Sender Unclaimed Unable to Forward."

21. Attached hereto as Exhibit 16 is a true and correct copy of an Order of Suspension of Trading dated March 20, 2017 issued by the Commission against Ubiquity.

22. Attached hereto as Exhibit 17 is a true and correct copy of a Current Report on Form 8-K filed by Ubiquity on March 24, 2017.

23. Attached hereto as Exhibit 18 is a true and correct copy of a Current Report on Form 8-K filed by Ubiquity on March 31, 2017.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on June 15, 2017.

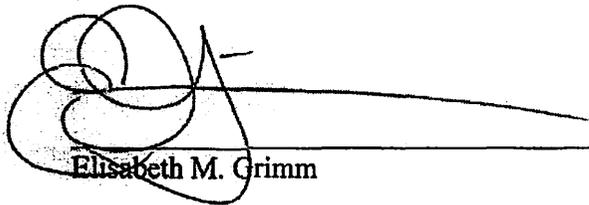

Elisabeth M. Grimm

EXHIBIT 1

8-A12G 1 v390632_8-a12g.htm FORM 8-A12G

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-A12(G)

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF THE
SECURITIES EXCHANGE ACT OF 1934

UBIQUITY, INC.

(Exact name of Registrant as specified in its charter)

Nevada
(State or other jurisdiction
of Incorporation)

99-0371375
(IRS Employer
Identification Number)

9801 Research Drive, Irvine, California 92618
(Address of principal executive offices)

Phone: (949) 489-7600
(Registrant's Telephone Number)

Securities to be registered pursuant to Section 12(b) of the Act: None

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

Securities Act registration statement file number to which this form relates: 333-179738

Securities to be registered pursuant to Section 12(g) of the Act:

Title of each class
to be so registered

Common Stock, par value \$0.001 per share

INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 1. Description of Registrant's Securities to be Registered

A description of the Common Stock to be registered hereunder is set forth under the caption "Description of Securities to be Registered" in the prospectus that constitutes a part of the Registrant's Registration Statement on Form S-1, File No. 333-179738 (the "Registration Statement"), initially filed with the U.S. Securities and Exchange Commission on February 27, 2012, as subsequently amended by any amendments to such Registration Statement and declared effective on June 5, 2012. Such Registration Statement, as amended, and any form of prospectus filed pursuant to Rule 424(b) under the Securities Act of 1933, as amended, that includes such description are hereby incorporated by reference herein.

Item 2. Exhibits

The following exhibits are incorporated herein by reference:

Exhibit Number	Description of Exhibit
3.1 (1)	Articles of Incorporation
3.2 (2)	Certificate of Amendment to Articles of Incorporation, filed on March 6, 2013
3.3 (3)	Certificate of Amendment to Articles of Incorporation, filed on November 26, 2013
3.4 (4)	Certificate of Amendment to Articles of Incorporation, filed on April 23, 2014
3.5 (1)	Bylaws

(1) Filed as exhibits to the Company's Form S-1 Registration Statement filed with the Commission on February 27, 2012, and incorporated herein by reference.

(2) Filed as an exhibit to the Company's Report on Form 8-K, filed with the Commission on March 6, 2013, and incorporated herein by reference.

(3) Filed as an exhibit to the Company's Report on Form 8-K, filed with the Commission on November 26, 2013, and incorporated herein by reference.

(4) Filed as an exhibit to the Company's Report on Form 8-K, filed with the Commission on April 23, 2014, and incorporated herein by reference.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Company has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

UBIQUITY, INC.

Date: October 2, 2014

By: /s/ Christopher Carmichael
Christopher Carmichael
Chief Executive Officer

EXHIBIT 2

UBIQUITY, INC.

Business Entity Information			
Status:	Active	File Date:	12/2/2011
Type:	Domestic Corporation	Entity Number:	E0646882011-1
Qualifying State:	NV	List of Officers Due:	12/31/2017
Managed By:		Expiration Date:	
NV Business ID:	NV20111743670	Business License Exp:	12/31/2017

Additional Information	
Central Index Key:	000153833

Registered Agent Information			
Name:	INCORP SERVICES, INC.	Address 1:	3773 HOWARD HUGHES PKWY STE 500S
Address 2:		City:	LAS VEGAS
State:	NV	Zip Code:	89169-6014
Phone:		Fax:	
Mailing Address 1:		Mailing Address 2:	
Mailing City:		Mailing State:	NV
Mailing Zip Code:			
Agent Type:	Commercial Registered Agent - Corporation		
Jurisdiction:	NEVADA	Status:	Active

Financial Information			
No Par Share Count:	0	Capital Amount:	\$ 800,000.00
Par Share Count:	800,000,000.00	Par Share Value:	\$ 0.001

- Officers <input type="checkbox"/> Include Inactive Officers			
Director - BOLA AJERE			
Address 1:	9801 RESEARCH DRIVE	Address 2:	
City:	IRVINE	State:	CA
Zip Code:	92618	Country:	USA
Status:	Active	Email:	
President - CHRISTOPHER CARMICHAEL			
Address 1:	9801 RESEARCH DR	Address 2:	
City:	IRVINE	State:	CA
Zip Code:	92618	Country:	USA
Status:	Active	Email:	
Director - CHRISTOPHER CARMICHAEL			

Address 1:	9801 RESEARCH DRIVE	Address 2:	
City:	IRVINE	State:	CA
Zip Code:	92618	Country:	USA
Status:	Active	Email:	
Secretary - BRENDEN GARRISON			
Address 1:	9801 RESEARCH DRIVE	Address 2:	
City:	IRVINE	State:	CA
Zip Code:	92618	Country:	USA
Status:	Active	Email:	
Treasurer - BRENDEN GARRISON			
Address 1:	9801 RESEARCH DRIVE	Address 2:	
City:	IRVINE	State:	CA
Zip Code:	92618	Country:	USA
Status:	Active	Email:	
Director - CONNIE JORDAN			
Address 1:	9801 RESEARCH DRIVE	Address 2:	
City:	IRVINE	State:	CA
Zip Code:	92618	Country:	USA
Status:	Active	Email:	

Actions\Amendments			
Action Type:	Articles of Incorporation		
Document Number:	20110853579-01	# of Pages:	2
File Date:	12/2/2011	Effective Date:	
Initial Stock Value: Par Value Shares: 75,000,000 Value: \$ 0.001 No Par Value Shares: 0 -----			
----- Total Authorized Capital: \$ \$75,000.00			
Action Type:	Initial List		
Document Number:	20120012345-80	# of Pages:	1
File Date:	1/9/2012	Effective Date:	
(No notes for this action)			
Action Type:	Annual List		
Document Number:	20120857229-78	# of Pages:	1
File Date:	12/20/2012	Effective Date:	
(No notes for this action)			
Action Type:	Amendment		
Document Number:	20130148957-70	# of Pages:	1
File Date:	3/4/2013	Effective Date:	
Previous Stock Value: Par Value Shares: 75,000,000 Value: \$ 0.001 No Par Value Shares: 0 -----			
----- Total Authorized Capital: \$ 75,000.00 New Stock Value: Par Value Shares: 200,000,000 Value: \$ 0.001 No Par Value Shares: 0 -----			
----- Total Authorized Capital: \$ 200,000.00			
Action Type:	Amendment		

Document Number:	20130762532-61	# of Pages:	1
File Date:	11/21/2013	Effective Date:	
Previous Stock Value: Par Value Shares: 200,000,000 Value: \$ 0.001 No Par Value Shares: 0 ----- Total Authorized Capital: \$ 200,000.00 New Stock Value: Par Value Shares: 800,000,000 Value: \$ 0.001 No Par Value Shares: 0 ----- Total Authorized Capital: \$ 800,000.00			
Action Type:	Annual List		
Document Number:	20140103113-56	# of Pages:	2
File Date:	2/11/2014	Effective Date:	
(No notes for this action)			
Action Type:	Amendment		
Document Number:	20140245738-06	# of Pages:	1
File Date:	4/2/2014	Effective Date:	
(No notes for this action)			
Action Type:	Correction		
Document Number:	20140261082-16	# of Pages:	2
File Date:	4/8/2014	Effective Date:	
(No notes for this action)			
Action Type:	Annual List		
Document Number:	20150022203-47	# of Pages:	2
File Date:	1/19/2015	Effective Date:	
(No notes for this action)			
Action Type:	Annual List		
Document Number:	20160013772-59	# of Pages:	2
File Date:	1/12/2016	Effective Date:	
(No notes for this action)			
Action Type:	Annual List		
Document Number:	20170064727-96	# of Pages:	2
File Date:	2/13/2017	Effective Date:	
(No notes for this action)			

EXHIBIT 3

height="0" width="0" style="display:none;visibility:hidden">

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OTC Market Totals **9,621** Securities **\$970.9M** Dollar Volume **6.2B** Share Volume **125,345** Trades

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UBIQ Ubiquity Inc.



Common Stock
SEC Reporting - Delinquent

OTC Pink Limited Information

[Open an Account](#) [Open an Account](#) [Open an Account](#) [Open an Account](#)

Verified Company Profile
8/24/2016

Business Description
Not Available

Contact Info
9801 Research Drive
Irvine, CA 92818

Website: <http://www.ubiquitycorp.com>
Phone: (949) 489-7600
Email: info@ubiquitycorp.com



Financial Reporting/Disclosure

Reporting Status	U.S. Reporting: SEC Reporting
Audited Financials	Audited
Latest Report	Sep 30, 2015 10-Q
CIK	0001538329
Fiscal Year End	12/31
OTC Marketplace	OTC Pink Limited

Profile Data

SIC - Industry Classification	7374 - Data processing and preparation
Business Status	Development Stage Company a/o
Incorporated In:	NV, USA
Year of Inc.	2011
Employees	Not Available

Company Officers/Contacts

Brenden Garrison	CFO
Jonathan Kalbfeld	CTO

Company Directors

Christopher Carmichael	Chairman
Bola Ajere	
Connie Jordan	

Company Notes

- Formerly=Ubiquity Broadcasting Corp until 4-2014
- Formerly=Fermo Group Inc. until 3-2013

Service Providers

Accounting/Auditing Firm
[Hall and Company](#)

Legal Counsel

[Herrick Feinstein LLP](#)
Two Park Ave
New York, NY, 10016
United States

UBIQ Security Details

Share Structure

Market Value ¹	\$61,829,710	a/o Dec 07, 2016
Authorized Shares	800,000,000	a/o Nov 30, 2016
Outstanding Shares	271,182,937	a/o Nov 30, 2016
-Restricted	Not Available	
-Unrestricted	Not Available	
Held at DTC	Not Available	
Float	Not Available	
Par Value	Not Available	

Transfer Agent(s)

Verified by Transfer Agent

[VStock Transfer LLC](#)

Shareholders

Shareholders of Record Not Available

Security Notes

- Capital Change=shs increased by 3 for 1 split. Payable upon surrender. Pay date=03/22/2013.
- Capital Change=shs increased by 4 for 1 split. Payable upon surrender. Ex-date=12/06/2013.
- Capital Change=shs decreased by 1 for 3.5 split. Pay date=04/24/2014.

Short Selling Data

Short Interest	300,695 (0.73%)
Significant Failures to Deliver	Nov 15, 2016
	No

[Law Offices of Randall S. Waier](#)

Investor Relations Firm

Not Available

*Market Value calculated only for respective security

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UBIQ: OTC Pink - Limited Information UBIQUITY INC Venue: OTC Link PBQ: Yes - OTC ID: 235381



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Mmkr	BID	QAP	Size	Mmkr	ASK	QAP	Size
CDEL	0.19	-30	9,604	ETRF	0.20	-30	5,500
CSTI	0.19	-30	5,000	CDEL	0.2036	-30	2,500
NITE	0.16	-30	5,000	CSTI	0.23	-30	2,500
CANT	0.14	-30	5,000	NITE	0.28	-30	11,949
ETRF	0.135	-30	10,000	PUMA	0.28	-30	2,500
PUMA	0.12	-29	5,000	ARCA	0.31	-30	5,000
ARCA	0.12	-30	10,000	CANT	0.31	-30	2,500
WDKO	0.10	-30	5,000	WDKO	0.39	-30	2,500
VNDM	0.10	-30	5,000	VNDM	0.55	-30	1,000
BMIC	0.045	-30	10,000	BMIC	1.54	-30	100
MAXM	0.0001	-30	10,000	MAXM	200.00	-30	1
cMICA	0.01	-30	10,000	cMICA	2.00	-30	100

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UBIQUITY, INC. CIK#: 0001538329 (see all company filings)

SIC: 7374 - SERVICES-COMPUTER PROCESSING & DATA PREPARATION

State location: CA | State of Inc.: NV | Fiscal Year End: 1231
formerly: FERMO GROUP, INC. (filings through 2013-03-06)
formerly: Ubiquity Broadcasting Corp (filings through 2014-08-14)
(Assistant Director Office: 3)

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Business Address
9801 RESEARCH
DRIVE
IRVINE, CA 92618
7029970504

Mailing Address
9801 RESEARCH
DRIVE
IRVINE, CA 92618

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Filings	Format	Description	Filed/Effective	File/Film Number
8-K	Documents	Current report, items 5.02 and 9.01 Acc-no: 0001493152-17-004569 (34 Act) Size: 115 KB	2017-05-01	000-55288 17798169
8-K	Documents	Current report, item 8.01 Acc-no: 0001493152-17-003838 (34 Act) Size: 25 KB	2017-04-13	000-55288 17760911
8-K	Documents	Current report, items 8.01 and 9.01 Acc-no: 0001493152-17-003260 (34 Act) Size: 335 KB	2017-03-31	000-55288 17731267
8-K	Documents	Current report, item 8.01 Acc-no: 0001493152-17-002835 (34 Act) Size: 34 KB	2017-03-24	000-55288 17713635
NT 10-Q	Documents	Notification of inability to timely file Form 10-Q or 10-QSB Acc-no: 0001493152-16-015297 (34 Act) Size: 36 KB	2016-11-21	000-55288 162009009
NT 10-Q	Documents	Notification of inability to timely file Form 10-Q or 10-QSB Acc-no: 0001493152-16-015295 (34 Act) Size: 36 KB	2016-11-21	000-55288 162009007
NT 10-Q	Documents	Notification of inability to timely file Form 10-Q or 10-QSB Acc-no: 0001493152-16-015292 (34 Act) Size: 36 KB	2016-11-21	000-55288 162008997
NT 10-K	Documents	Notification of inability to timely file Form 10-K 405, 10-K, 10-KSB 405, 10-KSB, 10-KT, or 10-KT405 Acc-no: 0001493152-16-015290 (34 Act) Size: 34 KB	2016-11-21	000-55288 162008984

8-K	Documents		Current report, items 5.02 and 9.01 Acc-no: 0001493152-16-012564 (34 Act) Size: 138 KB	2016-08-16	000-55288 161835388
8-K	Documents		Current report, item 5.02 Acc-no: 0001493152-16-012405 (34 Act) Size: 21 KB	2016-08-15	000-55288 161832102
8-K/A	Documents		[Amend] Current report, items 5.02 and 9.01 Acc-no: 0001493152-16-011132 (34 Act) Size: 30 KB	2016-06-29	000-55288 161737166
8-K	Documents		Current report, item 5.02 Acc-no: 0001493152-16-011020 (34 Act) Size: 153 KB	2016-06-23	000-55288 161727333
8-K	Documents		Current report, item 5.02 Acc-no: 0001493152-16-010860 (34 Act) Size: 23 KB	2016-06-15	000-55288 161715821
8-K	Documents		Current report, item 5.02 Acc-no: 0001493152-16-010628 (34 Act) Size: 22 KB	2016-06-09	000-55288 161704690
8-K	Documents		Current report, items 5.02 and 9.01 Acc-no: 0001493152-16-010527 (34 Act) Size: 30 KB	2016-06-03	000-55288 161696026
8-K	Documents		Current report, items 1.01 and 9.01 Acc-no: 0001493152-16-009630 (34 Act) Size: 168 KB	2016-05-11	000-55288 161639914
10-Q	Documents	Interactive Data	Quarterly report [Sections 13 or 15(d)] Acc-no: 0001493152-16-009418 (34 Act) Size: 5 MB	2016-05-04	000-55288 161620737
8-K	Documents		Current report, items 8.01 and 9.01 Acc-no: 0001493152-16-007622 (34 Act) Size: 81 KB	2016-02-25	000-55288 161453657
8-K	Documents		Current report, items 4.01 and 9.01 Acc-no: 0001493152-16-007610 (34 Act) Size: 35 KB	2016-02-24	000-55288 161450138
SC 13G	Documents		Statement of acquisition of beneficial ownership by individuals Acc-no: 0001493152-16-007459 (34 Act) Size: 79 KB	2016-02-17	005-88427 161431425
8-K	Documents		Current report, items 5.02 and 9.01 Acc-no: 0001493152-16-007234 (34 Act) Size: 154 KB	2016-02-08	000-55288 161394021
10-Q	Documents	Interactive Data	Quarterly report [Sections 13 or 15(d)] Acc-no: 0001493152-16-007030 (34 Act) Size: 4 MB	2016-02-01	000-55288 161375334
10-Q	Documents	Interactive Data	Quarterly report [Sections 13 or 15(d)] Acc-no: 0001493152-15-005482 (34 Act) Size: 4 MB	2015-11-16	000-55288 151231555
8-K	Documents		Current report, items 8.01 and 9.01 Acc-no: 0001493152-15-005349 (34 Act) Size: 39 KB	2015-11-12	000-55288 151224200
8-K	Documents		Current report, items 8.01 and 9.01 Acc-no: 0001493152-15-005123 (34 Act) Size: 101 KB	2015-11-04	000-55288 151195265
8-K	Documents		Current report, item 1.01 Acc-no: 0001493152-15-004505 (34 Act) Size: 21 KB	2015-09-24	000-55288 151122895
10-K/A	Documents	Interactive Data	[Amend] Annual report [Section 13 and 15 (d), not S-K Item 405] Acc-no: 0001493152-15-003430 (34 Act) Size: 6 MB	2015-08-07	000-55288 151034648
8-K	Documents		Current report, items 1.02 and 9.01 Acc-no: 0001144204-15-041821 (34 Act) Size: 52 KB	2015-07-10	000-55288 15982134

8-K	Documents		Current report, items 4.02 and 9.01 Acc-no: 0001144204-15-040906 (34 Act) Size: 26 KB	2015-07-02	000-55288 15971021
8-K	Documents		Current report, item 1.02 Acc-no: 0001144204-15-036903 (34 Act) Size: 14 KB	2015-06-12	000-55288 15928180
UPLOAD	Documents		[Cover]SEC-generated letter Acc-no: 0000000000-15-025752 Size: 36 KB	2015-05-12	
10-K/A	Documents		[Amend] Annual report [Section 13 and 15 (d), not S-K Item 405] Acc-no: 0001144204-15-026435 (34 Act) Size: 774 KB	2015-04-30	000-55288 15817347
UPLOAD	Documents		[Cover]SEC-generated letter Acc-no: 0000000000-15-023600 Size: 153 KB	2015-04-28	
8-K	Documents		Current report, item 4.01 Acc-no: 0001144204-15-025501 (34 Act) Size: 15 KB	2015-04-28	000-55288 15797773
8-K	Documents		Current report, items 4.01, 4.02, and 9.01 Acc-no: 0001144204-15-024630 (34 Act) Size: 30 KB	2015-04-23	000-55288 15788793
8-K	Documents		Current report, item 8.01 Acc-no: 0001144204-15-024272 (34 Act) Size: 13 KB	2015-04-22	000-55288 15785501
10-K	Documents	Interactive Data	Annual report [Section 13 and 15(d), not S-K Item 405] Acc-no: 0001144204-15-023069 (34 Act) Size: 6 MB	2015-04-15	000-55288 15772663
8-K	Documents		Current report, items 1.01 and 9.01 Acc-no: 0001144204-15-021055 (34 Act) Size: 114 KB	2015-04-03	000-55288 15749534
NT 10-K	Documents		Notification of inability to timely file Form 10- K 405, 10-K, 10-KSB 405, 10-KSB, 10-KT, or 10-KT405 Acc-no: 0001144204-15-019871 (34 Act) Size: 26 KB	2015-03-31	000-55288 15737639
8-K	Documents		Current report, items 1.01, 3.02, and 9.01 Acc-no: 0001144204-15-019029 (34 Act) Size: 522 KB	2015-03-27	000-55288 15731646
8-K	Documents		Current report, items 1.01 and 9.01 Acc-no: 0001144204-15-017890 (34 Act) Size: 155 KB	2015-03-24	000-55288 15720443
8-K	Documents		Current report, items 1.01 and 9.01 Acc-no: 0001144204-15-017350 (34 Act) Size: 34 KB	2015-03-20	000-55288 15714179
8-K	Documents		Current report, item 8.01 Acc-no: 0001144204-15-012973 (34 Act) Size: 15 KB	2015-03-02	000-55288 15661586
8-K	Documents		Current report, items 3.02 and 9.01 Acc-no: 0001144204-15-011297 (34 Act) Size: 57 KB	2015-02-23	000-55288 15638505
8-K	Documents		Current report, items 1.01 and 9.01 Acc-no: 0001144204-15-004141 (34 Act) Size: 285 KB	2015-01-28	000-55288 15553020
8-K	Documents		Current report, item 1.02 Acc-no: 0001144204-15-003831 (34 Act) Size: 12 KB	2015-01-26	000-55288 15549188
D	Documents		Notice of Exempt Offering of Securities, item 06b Acc-no: 0001144204-15-001548 (33 Act) Size: 9 KB	2015-01-09	021-231854 15518717

General statement of acquisition of

SC 13D	Documents		beneficial ownership Acc-no: 0001144204-14-073194 (34 Act) Size: 51 KB	2014-12-10	005-88427 141278611
SC 13D	Documents		General statement of acquisition of beneficial ownership Acc-no: 0001144204-14-071926 (34 Act) Size: 89 KB	2014-12-03	005-88427 141261867
8-K	Documents		Current report, item 8.01 Acc-no: 0001144204-14-070996 (34 Act) Size: 15 KB	2014-11-26	000-55288 141250945
8-K	Documents		Current report, items 1.01, 3.02, and 9.01 Acc-no: 0001144204-14-070954 (34 Act) Size: 276 KB	2014-11-25	000-55288 141250364
10-Q	Documents	Interactive Data	Quarterly report [Sections 13 or 15(d)] Acc-no: 0001144204-14-067930 (34 Act) Size: 3 MB	2014-11-14	000-55288 141219763
8-K	Documents		Current report, item 3.02 Acc-no: 0001144204-14-061758 (34 Act) Size: 14 KB	2014-10-17	000-55288 141162570
8-K	Documents		Current report, items 7.01 and 9.01 Acc-no: 0001144204-14-060031 (34 Act) Size: 36 KB	2014-10-08	000-55288 141146635
8-A12G	Documents		Registration of securities [Section 12(g)] Acc-no: 0001144204-14-059367 (34 Act) Size: 16 KB	2014-10-03	000-55288 141137942
8-K	Documents		Current report, items 1.01, 7.01, and 9.01 Acc-no: 0001144204-14-057680 (34 Act) Size: 220 KB	2014-09-25	333-179738 141119342
8-K	Documents		Current report, items 7.01, 8.01, and 9.01 Acc-no: 0001144204-14-055314 (34 Act) Size: 252 KB	2014-09-11	333-179738 141096867
8-K	Documents		Current report, item 5.02 Acc-no: 0001144204-14-054097 (34 Act) Size: 16 KB	2014-09-04	333-179738 141081385
10-Q	Documents	Interactive Data	Quarterly report [Sections 13 or 15(d)] Acc-no: 0001144204-14-049698 (34 Act) Size: 2 MB	2014-08-14	333-179738 141039924
8-K	Documents		Current report, items 1.01, 8.01, and 9.01 Acc-no: 0001144204-14-048659 (34 Act) Size: 61 KB	2014-08-12	333-179738 141032285
8-K	Documents		Current report, items 4.01 and 9.01 Acc-no: 0001144204-14-046488 (34 Act) Size: 23 KB	2014-08-01	333-179738 141010799
8-K	Documents		Current report, items 1.01, 2.01, and 9.01 Acc-no: 0001144204-14-039689 (34 Act) Size: 224 KB	2014-06-26	333-179738 14941364
10-Q	Documents	Interactive Data	Quarterly report [Sections 13 or 15(d)] Acc-no: 0001144204-14-031025 (34 Act) Size: 2 MB	2014-05-15	333-179738 14845568
8-K	Documents		Current report, items 5.03, 8.01, and 9.01 Acc-no: 0001144204-14-024160 (34 Act) Size: 928 KB	2014-04-23	333-179738 14777495
10-K/A	Documents	Interactive Data	[Amend] Annual report [Section 13 and 15 (d), not S-K Item 405] Acc-no: 0001144204-14-023431 (34 Act) Size: 3 MB	2014-04-17	333-179738 14770812
10-K	Documents		Annual report [Section 13 and 15(d), not S-K Item 405] Acc-no: 0001144204-14-023066 (34 Act) Size: 646 KB	2014-04-16	333-179738 14767940
8-K	Documents		Current report, items 5.02 and 9.01 Acc-no: 0001144204-14-021844 (34 Act) Size: 32 KB	2014-04-10	333-179738 14756968

NT 10-K	Documents		Notification of inability to timely file Form 10-K 405, 10-K, 10-KSB 405, 10-KSB, 10-KT, or 10-KT405 Acc-no: 0001144204-14-019484 (34 Act) Size: 27 KB	2014-03-31	333-179738 14730559
8-K	Documents		Current report, items 3.02, 8.01, and 9.01 Acc-no: 0001144204-14-011353 (34 Act) Size: 31 KB	2014-02-25	333-179738 14639225
8-K	Documents		Current report, items 1.01 and 9.01 Acc-no: 0001144204-14-007992 (34 Act) Size: 37 KB	2014-02-12	333-179738 14600526
8-K	Documents		Current report, items 1.01 and 9.01 Acc-no: 0001144204-14-006096 (34 Act) Size: 55 KB	2014-02-05	333-179738 14575306
8-K	Documents		Current report, items 8.01 and 9.01 Acc-no: 0001144204-13-065575 (34 Act) Size: 17 KB	2013-12-04	333-179738 131257464
10-Q	Documents	Interactive Data	Quarterly report [Sections 13 or 15(d)] Acc-no: 0001144204-13-064503 (34 Act) Size: 3 MB	2013-11-27	333-179738 131246412
8-K	Documents		Current report, items 5.03 and 9.01 Acc-no: 0001144204-13-064411 (34 Act) Size: 105 KB	2013-11-26	333-179738 131245117
NT 10-Q	Documents		Notification of inability to timely file Form 10-Q or 10-QSB Acc-no: 0001144204-13-062130 (34 Act) Size: 26 KB	2013-11-15	333-179738 131221828
8-K	Documents		Current report, items 1.01, 2.01, 3.02, 5.01, 5.02, 5.06, and 9.01 Acc-no: 0001144204-13-052630 (34 Act) Size: 4 MB	2013-09-27	333-179738 131117586
10-Q	Documents	Interactive Data	Quarterly report [Sections 13 or 15(d)] Acc-no: 0001144204-13-045807 (34 Act) Size: 1 MB	2013-08-14	333-179738 131037407
8-K/A	Documents		[Amend] Current report, item 8.01 Acc-no: 0001144204-13-043380 (34 Act) Size: 14 KB	2013-08-06	333-179738 131014452
8-K	Documents		Current report, items 8.01 and 9.01 Acc-no: 0001144204-13-040319 (34 Act) Size: 46 KB	2013-07-19	333-179738 13977384
10-Q	Documents	Interactive Data	Quarterly report [Sections 13 or 15(d)] Acc-no: 0001144204-13-030483 (34 Act) Size: 1 MB	2013-05-20	333-179738 13858220
NT 10-Q	Documents		Notification of inability to timely file Form 10-Q or 10-QSB Acc-no: 0001144204-13-029848 (34 Act) Size: 27 KB	2013-05-16	333-179738 13850261
8-K	Documents		Current report, item 5.02 Acc-no: 0001144204-13-023813 (34 Act) Size: 17 KB	2013-04-25	333-179738 13782022
8-K	Documents		Current report, items 1.01, 5.03, 8.01, and 9.01 Acc-no: 0001144204-13-013034 (34 Act) Size: 1 MB	2013-03-06	333-179738 13667239
8-K	Documents		Current report, items 1.01, 5.01, 5.02, and 9.01 Acc-no: 0001144204-13-010760 (34 Act) Size: 96 KB	2013-02-22	333-179738 13635107
10-K	Documents	Interactive Data	Annual report [Section 13 and 15(d), not S-K Item 405] Acc-no: 0001538329-13-000003 (34 Act) Size: 770 KB	2013-02-20	333-179738 13625883
10-Q	Documents	Interactive Data	Quarterly report [Sections 13 or 15(d)] Acc-no: 0001538329-12-000013 (34 Act)	2012-11-01	333-179738

			Size: 543 KB		121172820
10-Q/A	Documents		[Amend] Quarterly report [Sections 13 or 15 (d)] Acc-no: 0001538329-12-000011 (34 Act) Size: 110 KB	2012-08-23	333-179738 121051716
10-Q	Documents	Interactive Data	Quarterly report [Sections 13 or 15(d)] Acc-no: 0001538329-12-000010 (34 Act) Size: 560 KB	2012-08-15	333-179738 121036925
EFFECT	Documents		Notice of Effectiveness Acc-no: 9999999995-12-001729 (33 Act) Size: 1 KB	2012-06-05 15:00:00	333-179738 12890632
CORRESP	Documents		[Cover] Correspondence Acc-no: 0001538329-12-000008 Size: 9 KB	2012-05-31	
CORRESP	Documents		[Cover] Correspondence Acc-no: 0001538329-12-000007 Size: 16 KB	2012-05-16	
S-1/A	Documents		[Amend] General form for registration of securities under the Securities Act of 1933 Acc-no: 0001538329-12-000006 (33 Act) Size: 512 KB	2012-05-16	333-179738 12848548
UPLOAD	Documents		[Cover] SEC-generated letter Acc-no: 0000000000-12-023081 Size: 58 KB	2012-05-03	
CORRESP	Documents		[Cover] Correspondence Acc-no: 0001538329-12-000005 Size: 28 KB	2012-04-26	
S-1/A	Documents		[Amend] General form for registration of securities under the Securities Act of 1933 Acc-no: 0001538329-12-000004 (33 Act) Size: 523 KB	2012-04-26	333-179738 12782056
UPLOAD	Documents		[Cover] SEC-generated letter Acc-no: 0000000000-12-017715 Size: 48 KB	2012-04-06	
S-1/A	Documents		[Amend] General form for registration of securities under the Securities Act of 1933 Acc-no: 0001538329-12-000002 (33 Act) Size: 439 KB	2012-03-29	333-179738 12722054
CORRESP	Documents		[Cover] Correspondence Acc-no: 0001538329-12-000003 Size: 29 KB	2012-03-28	
UPLOAD	Documents		[Cover] SEC-generated letter Acc-no: 0000000000-12-015362 Size: 63 KB	2012-03-27	
S-1	Documents		General form for registration of securities under the Securities Act of 1933 Acc-no: 0001538329-12-000001 (33 Act) Size: 6 MB	2012-02-27	333-179738 12642901

Next 100

<http://www.sec.gov/cgi-bin/browse-edgar>

EXHIBIT 5

NT 10-K 1 v406089_nt10-k.htm NT 10-K

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 12b-25
NOTIFICATION OF LATE FILING

OMB APPROVAL
OMB Number: 3235-0058
Expires: August 31, 2015
Estimated average burden hours per
response..... 2.50

SEC FILE NUMBER
000-55288

CUSIP NUMBER

(Check one): Form 10-K Form 20-F Form 11-K Form 10-Q Form 10-D Form N-SAR Form N-CSR

For Period Ended: December 31, 2014

- Transition Report on Form 10-K
- Transition Report on Form 20-F
- Transition Report on Form 11-K
- Transition Report on Form 10-Q
- Transition Report on Form N-SAR

For the Transition Period Ended:

Read Instruction (on back page) Before Preparing Form. Please Print or Type.
Nothing in this form shall be construed to imply that the Commission has verified any information contained herein.

If the notification relates to a portion of the filing checked above, identify the Item(s) to which the notification relates:

PART I — REGISTRANT INFORMATION

Ubiquity, Inc.

Full Name of Registrant

Former Name if Applicable

9801 Research Drive

Address of Principal Executive Office (Street and Number)

Irvine, CA 92618

City, State and Zip Code

PART II — RULES 12b-25(b) AND (c)

If the subject report could not be filed without unreasonable effort or expense and the registrant seeks relief pursuant to Rule 12b-25(b), the following should be completed. (Check box if appropriate)

- (a) The reasons described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense;
- (b) The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, Form 11-K, Form N-SAR or Form N-CSR, or portion thereof, will be filed on or before the fifteenth calendar day following the prescribed due date; or the subject quarterly report of transition report on Form 10-Q or subject distribution report on Form 10-D, or portion thereof will be filed on or before the fifth calendar day following the prescribed due date; and
- (c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.

PART III — NARRATIVE

State below in reasonable detail why Forms 10-K, 20-F, 11-K, 10-Q, 10-D, N-SAR, N-CSR, or the transition report portion thereof, could not be filed within the prescribed time period.

Ubiquity, Inc. (the "Registrant") was unable, without unreasonable effort or expense, to file its Annual Report on Form 10-K for the period ended December 31, 2014 (the "Annual Report") by the March 31, 2015 filing date applicable to smaller reporting companies due to a delay experienced by the Registrant in completing its financial statements and other disclosures in the Annual Report. As a result, the Registrant is still in the process of compiling required information to complete the Annual Report and its independent registered public accounting firm requires additional time to complete its review of the financial statements for the period ended December 31, 2014 to be incorporated in the Annual Report. The Registrant anticipates that it will file the Annual Report no later than the fifteenth calendar day following the prescribed filing date.

SEC 1344 (04-09) Persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.
(Attach extra Sheets if Needed)

PART IV — OTHER INFORMATION

- (1) Name and telephone number of person to contact in regard to this notification

Christopher Carmichael	(949)	489-7600
(Name)	(Area Code)	(Telephone Number)

- (2) Have all other periodic reports required under Section 13 or 15(d) of the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1940 during the preceding 12 months or for such shorter period that the registrant was required to file such report(s) been filed? If answer is no, identify report(s). Yes No
- (3) Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof? Yes No

If so, attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

UBIQUITY, INC.
(Name of Registrant as Specified in Charter)

has caused this notification to be signed on its behalf by the undersigned hereunto duly authorized.

Date: March 31, 2015

By: */s/ Christopher Carmichael*
Christopher Carmichael CEO

EXHIBIT 6

10-K 1 v407153_10k.htm FORM 10-K

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-K

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2014

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission file number: 333-179738

Ubiquity, Inc.

(Exact name of registrant as specified in its charter)

Nevada

(State or other jurisdiction of
incorporation or organization)

99-0371375

(I.R.S. Employer Identification No.)

9801 Research Drive
Irvine, CA

(Address of principal executive offices)

92618

(Zip Code)

Registrant's telephone number, including area code : (949) 489-7600

Securities registered under Section 12(b) of the Act:

Title of each class: None

Name of each exchange on which registered: None

Securities registered under Section 12(g) of the Act:

(Title of class)

Common Stock, par value \$0.001

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§ 229.405 of this chapter) is

not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer
Non-accelerated filer

Accelerated filer
Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes No

State the aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity was last sold, or the average bid and asked price of such common equity, as of the last business day of the registrant's most recently completed second fiscal quarter, June 30, 2014: \$20,246,400.

Number of the issuer's common stock outstanding as of: April 10, 2015 - 124,503,084.

Documents incorporated by reference: None.

101.CAL** XBRL Taxonomy Calculation Linkbase
 101.DEF** XBRL Taxonomy Definition Linkbase
 101.LAB** XBRL Taxonomy Label Linkbase
 101.PRE** XBRL Taxonomy Presentation Linkbase

In accordance with SEC Release 33-8238, Exhibit 32.1 and 32.2 are being furnished and not filed.

- (1) Incorporated by reference to the Company's Current Report on Form 8-K filed on September 27, 2013.
 (2) Incorporated by reference to the Company's S-1 filed on February 27, 2012.
 (3) Incorporated by reference to the Company's Current Report on Form 8-K filed on March 6, 2013.

* Exhibit identified as a management contract or compensatory plan.

** Furnished herewith. XBRL (Extensible Business Reporting Language) information is furnished and not filed or a part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, is deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and otherwise is not subject to liability under these sections.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Ubiquity, Inc.

By: /s/ Christopher Carmichael
 Christopher Carmichael
 Chief Executive Officer
 (Duly Authorized Officer and Principal
 Executive Officer)

Dated: April 15, 2015

By: /s/ Brenden Garrison
 Brenden Garrison
 Chief Financial Officer
 (Duly Authorized Officer and Principal
 Financial and Accounting Officer)

Dated: April 15, 2015

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Signature	Title	Date
<u>/s/ Christopher Carmichael</u> Christopher Carmichael	Chief Executive Officer and Co-Chairman of the Board (principal executive officer)	April 15, 2015
<u>/s/ Brenden Garrison</u> Brenden Garrison	Chief Financial Officer (principal financial and accounting officer)	April 15, 2015

/s/ Nicholas Mitsakos
Nicholas Mitsakos

Co-Chairman of the Board

April 15, 2015

/s/ Connie Jordan
Connie Jordan

Senior Executive Vice President of
Intellectual Property and
Transmedia and Director

April 15, 2015

/s/ Webb Blessley
Webb Blessley

Treasurer, Secretary, and Director

April 15, 2015

EXHIBIT 7

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 10-Q

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended March 31, 2015.

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____.

Commission File Number: 000-55288

UBIQUITY, INC.

(Exact name of registrant as specified in its charter)

Nevada
(State or other jurisdiction of
incorporation or organization)

99-0371375
(I.R.S. Employer
Identification No.)

9801 Research Drive
Irvine, CA 92618
(Address of principal executive offices) (Zip Code)

(949) 489 - 7600
(Registrant's telephone number, including area code)

N/A

(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer
Non-accelerated filer (do not check if smaller reporting company)

Accelerated filer
Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes [] No [X]

As of November 9, 2015, there were 143,365,022 shares of common stock, \$0.001 par value issued and outstanding.

The Company issued 700,000 shares of common stock to three people for services during the quarter ended March 31, 2015. The shares were valued at a total value of \$364,000.

The above securities were issued to the individuals identified in connection with a transaction made in reliance upon exemptions from registration pursuant to Section 4(2) under the Securities Act of 1933, as amended (the "Securities Act") and/or Rule 506 promulgated under the Securities Act. The investors are accredited investors as defined in Rule 501 of Regulation D promulgated under the Securities Act.

The Company received approximately \$1,500,000 in proceeds from convertible notes payable during the quarter ended March 31, 2015. The convertible notes payable are either convertible upon issuance or six months from such date, incur interest rates ranging from 8-12%, have conversion rates with discounts to market ranging from 35-45% and mature within six to 24 months. The terms of the notes are substantially similar to those disclosed in Note 7. Each financing was an exempt private placement with offers and sales made only to "accredited investors" without the use of public advertising and without registration under the Securities Act in reliance on the exemptions provided by Section 4(a)(2) of the Securities Act and/or Regulation D promulgated thereunder and in reliance on similar exemptions under applicable state laws.

Item 3. Defaults Upon Senior Securities.

None.

Item 4. Mine Safety Disclosures.

Not applicable.

Item 5. Other Information.

None.

Item 6. Exhibits.

Exhibit Number	Exhibit Title
31.1	Certification of Principal Executive Officer, pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of Principal Financial Officer, pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certification of Principal Executive Officer, pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2	Certification of Principal Financial Officer, pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS *	XBRL Instance Document
101.SCH *	XBRL Taxonomy Schema
101.CAL *	XBRL Taxonomy Calculation Linkbase
101.DEF *	XBRL Taxonomy Definition Linkbase
101.LAB *	XBRL Taxonomy Label Linkbase
101.PRE *	XBRL Taxonomy Presentation Linkbase

In accordance with SEC Release 33-8238, Exhibit 32.1 and 32.2 are being furnished and not filed.

* Furnished herewith. XBRL (Extensible Business Reporting Language) information is furnished and not filed or a part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, is deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and otherwise is not subject to liability under these sections.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Ubiquity Broadcasting Corporation

By: */s/ Christopher Carmichael*

Christopher Carmichael
Chief Executive Officer
(Duly Authorized Officer and Principal
Executive Officer)

Dated: November 16, 2015

By: */s/ Brenden Garrison*

Brenden Garrison
Chief Financial Officer
(Duly Authorized Officer and Principal
Financial and Accounting Officer)

Dated: November 16, 2015

EXHIBIT 8

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 10-Q

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended June 30, 2015.

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____.

Commission File Number: 000-55288

UBIQUITY, INC.

(Exact name of registrant as specified in its charter)

Nevada
(State or other jurisdiction of
incorporation or organization)

99-0371375
(I.R.S. Employer
Identification No.)

9801 Research Drive
Irvine, CA 92618
(Address of principal executive offices) (Zip Code)

(949) 489 - 7600
(Registrant's telephone number, including area code)

N/A

(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Non-accelerated filer (do not check if smaller reporting company)

Accelerated filer

Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

As of January 25, 2016, there were 200,254,308 shares of common stock, \$0.001 par value issued and outstanding.

101.INS * XBRL Instance Document
101.SCH * XBRL Taxonomy Schema
101.CAL * XBRL Taxonomy Calculation Linkbase
101.DEF * XBRL Taxonomy Definition Linkbase
101.LAB * XBRL Taxonomy Label Linkbase
101.PRE * XBRL Taxonomy Presentation Linkbase

In accordance with SEC Release 33-8238, Exhibit 32.1 and 32.2 are being furnished and not filed.

* Furnished herewith. XBRL (Extensible Business Reporting Language) information is furnished and not filed or a part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, is deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and otherwise is not subject to liability under these sections.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Ubiquity Broadcasting Corporation

By: /s/ Christopher Carmichael

Christopher Carmichael
Chief Executive Officer
(Duly Authorized Officer and Principal Executive Officer)

Dated: February 1, 2016

By: /s/ Brenden Garrison

Brenden Garrison
Chief Financial Officer
(Duly Authorized Officer and Principal
Financial and Accounting Officer)

Dated: February 1, 2016

EXHIBIT 9

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 10-Q

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 2015.

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____.

Commission File Number: 000-55288

UBIQUITY, INC.

(Exact name of registrant as specified in its charter)

Nevada
(State or other jurisdiction of
incorporation or organization)

99-0371375
(I.R.S. Employer
Identification No.)

9801 Research Drive
Irvine, CA 92618
(Address of principal executive offices) (Zip Code)

(949) 489 - 7600
(Registrant's telephone number, including area code)

N/A

(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer
Non-accelerated filer (do not check if smaller reporting company)

Accelerated filer
Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes []
No [X]

As of April 18, 2016, there were 220,316,435 shares of common stock, \$0.001 par value issued and outstanding.

101.INS * XBRL Instance Document
101.SCH * XBRL Taxonomy Schema
101.CAL * XBRL Taxonomy Calculation Linkbase
101.DEF * XBRL Taxonomy Definition Linkbase
101.LAB * XBRL Taxonomy Label Linkbase
101.PRE * XBRL Taxonomy Presentation Linkbase

In accordance with SEC Release 33-8238, Exhibit 32.1 and 32.2 are being furnished and not filed.

* Furnished herewith. XBRL (Extensible Business Reporting Language) information is furnished and not filed or a part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, is deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and otherwise is not subject to liability under these sections.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Ubiquity Broadcasting Corporation

By: /s/ Christopher Carmichael

Christopher Carmichael
Chief Executive Officer
(Duly Authorized Officer and Principal Executive Officer)

Dated: May 4, 2016

By: /s/ Brenden Garrison

Brenden Garrison
Chief Financial Officer
(Duly Authorized Officer and Principal
Financial and Accounting Officer)

Dated: May 4, 2016

EXHIBIT 10

NT 10-K 1 nt10-k.htm

**UNITED STATES
SECURITIES AND EXCHANGE
COMMISSION**
Washington, D.C. 20549

FORM 12b-25

NOTIFICATION OF LATE FILING

OMB APPROVAL
OMB Number: 3235-0058
Expires: August 31, 2015
Estimated average burden hours per response ... 2.50

SEC FILE NUMBER
000-55288

CUSIP NUMBER

(Check one): Form 10-K Form 20-F Form 11-K Form 10-Q Form 10-D Form N-SAR Form N-CSR

For Period Ended: December 31, 2015

Transition Report on Form 10-K

Transition Report on Form 20-F

Transition Report on Form 11-K

Transition Report on Form 10-Q

Transition Report on Form N-SAR

For the Transition Period Ended:

Read Instruction (on back page) Before Preparing Form. Please Print or Type.

Nothing in this form shall be construed to imply that the Commission has verified any information contained herein.

If the notification relates to a portion of the filing checked above, identify the Item(s) to which the notification relates:

PART I — REGISTRANT INFORMATION

Ubiquity, Inc.

Full Name of Registrant

Former Name if Applicable

9801 Research Drive

Address of Principal Executive Office (Street and Number)

Irvine, CA 92618

City, State and Zip Code

PART II — RULES 12b-25(b) AND (c)

If the subject report could not be filed without unreasonable effort or expense and the registrant seeks relief pursuant to Rule 12b-25(b), the following should be completed. (Check box if appropriate)

- (a) The reasons described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense;
- (b) The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, Form 11-K, Form N-SAR or Form N-CSR, or portion thereof, will be filed on or before the fifteenth calendar day following the prescribed due date; or the subject quarterly report of transition report on Form 10-Q or subject distribution report on Form 10-D, or portion thereof, will be filed on or before the fifth calendar day following the prescribed due date; and
- (c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.

PART III — NARRATIVE

State below in reasonable detail the reasons why Forms 10-K, 20-F, 11-K, 10-Q, 10-D, N-SAR, N-CSR, or the transition report or portion thereof, could not be filed within the prescribed time period.

The registrant was not, without unreasonable effort or expense, able to file its Annual Report on Form 10-K for the fiscal year ended December 31, 2015 by March 30, 2016.

PART IV — OTHER INFORMATION

- (1) Name and telephone number of person to contact in regard to this notification

<u>Brenden Garrison</u>	<u>(949)</u>	<u>489-7600</u>
(Name)	(Area Code)	(Telephone Number)

- (2) Have all other periodic reports required under Section 13 or 15(d) of the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1940 during the preceding 12 months or for such shorter period that the registrant was required to file such report(s) been filed? If answer is no, identify report(s).

Yes No

- (3) Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof?

Yes No

If so, attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

Ubiquity, Inc.
(Name of Registrant as Specified in Charter)

has caused this notification to be signed on its behalf by the undersigned hereunto duly authorized.

Date: November 21, 2016

By: /s/ Brenden Garrison
Name: Brenden Garrison
Title: Chief Financial Officer

EXHIBIT 11

NT 10-Q 1 nt10-q.htm

**UNITED STATES
SECURITIES AND EXCHANGE
COMMISSION**
Washington, D.C. 20549

FORM 12b-25

NOTIFICATION OF LATE FILING

OMB APPROVAL

OMB Number: 3235-0058

Expires: August 31, 2015

Estimated average
burden hours per
response ... 2.50

SEC FILE NUMBER

000-55288

CUSIP NUMBER

(Check one): Form 10-K Form 20-F Form 11-K Form 10-Q Form 10-D Form N-SAR Form N-CSR

For Period Ended: March 31, 2016

Transition Report on Form 10-K

Transition Report on Form 20-F

Transition Report on Form 11-K

Transition Report on Form 10-Q

Transition Report on Form N-SAR

For the Transition Period Ended:

Read Instruction (on back page) Before Preparing Form. Please Print or Type.
Nothing in this form shall be construed to imply that the Commission has verified any information contained herein.

If the notification relates to a portion of the filing checked above, identify the Item(s) to which the notification relates:

PART I — REGISTRANT INFORMATION

Ubiquity, Inc.

Full Name of Registrant

Former Name if Applicable

9801 Research Drive

Address of Principal Executive Office (Street and Number)

Irvine, CA 92618

City, State and Zip Code

PART II — RULES 12b-25(b) AND (c)

If the subject report could not be filed without unreasonable effort or expense and the registrant seeks relief pursuant to Rule 12b-25(b), the following should be completed. (Check box if appropriate)

- (a) The reasons described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense;
- (b) The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, Form 11-K, Form N-SAR or Form N-CSR, or portion thereof, will be filed on or before the fifteenth calendar day following the prescribed due date; or the subject quarterly report of transition report on Form 10-Q or subject distribution report on Form 10-D, or portion thereof, will be filed on or before the fifth calendar day following the prescribed due date; and
- (c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.

PART III — NARRATIVE

State below in reasonable detail the reasons why Forms 10-K, 20-F, 11-K, 10-Q, 10-D, N-SAR, N-CSR, or the transition report or portion thereof, could not be filed within the prescribed time period.

The registrant was not, without unreasonable effort or expense, able to file its Quarterly Report on Form 10-Q for the quarter ended March 31, 2016 by May 16, 2016.

PART IV — OTHER INFORMATION

- (1) Name and telephone number of person to contact in regard to this notification

Brenden Garrison	(949)	489-7600
(Name)	(Area Code)	(Telephone Number)

- (2) Have all other periodic reports required under Section 13 or 15(d) of the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1940 during the preceding 12 months or for such shorter period that the registrant was required to file such report(s) been filed? If answer is no, identify report(s).

Yes No

- (3) Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof?

Yes No

If so, attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

Ubiquity, Inc.
(Name of Registrant as Specified in Charter)

has caused this notification to be signed on its behalf by the undersigned hereunto duly authorized.

Date: November 21, 2016

By: /s/ Brenden Garrison
Name: Brenden Garrison
Title: Chief Financial Officer

EXHIBIT 12

**UNITED STATES
SECURITIES AND EXCHANGE
COMMISSION**
Washington, D.C. 20549

FORM 12b-25

NOTIFICATION OF LATE FILING

OMB APPROVAL
OMB Number: 3235-0058
Expires: August 31, 2015
Estimated average burden hours per response ... 2.50

SEC FILE NUMBER
000-55288

CUSIP NUMBER

(Check one): Form 10-K Form 20-F Form 11-K Form 10-Q Form 10-D Form N-SAR Form N-CSR

For Period Ended: June 30, 2016

Transition Report on Form 10-K

Transition Report on Form 20-F

Transition Report on Form 11-K

Transition Report on Form 10-Q

Transition Report on Form N-SAR

For the Transition Period Ended:

Read Instruction (on back page) Before Preparing Form. Please Print or Type.
Nothing in this form shall be construed to imply that the Commission has verified any information contained herein.

If the notification relates to a portion of the filing checked above, identify the Item(s) to which the notification relates:

PART I — REGISTRANT INFORMATION

Ubiquity, Inc.

Full Name of Registrant

Former Name if Applicable

9801 Research Drive

Address of Principal Executive Office (Street and Number)

Irvine, CA 92618

City, State and Zip Code

PART II — RULES 12b-25(b) AND (c)

If the subject report could not be filed without unreasonable effort or expense and the registrant seeks relief pursuant to Rule 12b-25(b), the following should be completed. (Check box if appropriate)

- (a) The reasons described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense;
- (b) The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, Form 11-K, Form N-SAR or Form N-CSR, or portion thereof, will be filed on or before the fifteenth calendar day following the prescribed due date; or the subject quarterly report of transition report on Form 10-Q or subject distribution report on Form 10-D, or portion thereof, will be filed on or before the fifth calendar day following the prescribed due date; and
- (c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.

PART III — NARRATIVE

State below in reasonable detail the reasons why Forms 10-K, 20-F, 11-K, 10-Q, 10-D, N-SAR, N-CSR, or the transition report or portion thereof, could not be filed within the prescribed time period.

The registrant was not, without unreasonable effort or expense, able to file its Quarterly Report on Form 10-Q for the quarter ended June 30, 2016 by August 15, 2016.

PART IV — OTHER INFORMATION

- (1) Name and telephone number of person to contact in regard to this notification

<u>Brenden Garrison</u>	<u>(949)</u>	<u>489-7600</u>
(Name)	(Area Code)	(Telephone Number)

- (2) Have all other periodic reports required under Section 13 or 15(d) of the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1940 during the preceding 12 months or for such shorter period that the registrant was required to file such report(s) been filed? If answer is no, identify report(s).

Yes No

- (3) Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof?

Yes No

If so, attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

Ubiquity, Inc.
(Name of Registrant as Specified in Charter)

has caused this notification to be signed on its behalf by the undersigned hereunto duly authorized.

Date: November 21, 2016

By: /s/ Brenden Garrison
Name: Brenden Garrison
Title: Chief Financial Officer

EXHIBIT 13

NT 10-Q 1 nt10-q.htm

**UNITED STATES
SECURITIES AND EXCHANGE
COMMISSION
Washington, D.C. 20549**

FORM 12b-25

NOTIFICATION OF LATE FILING

OMB APPROVAL
OMB Number: 3235-0058
Expires: August 31, 2015
Estimated average burden hours per response ... 2.50

SEC FILE NUMBER
000-55288

CUSIP NUMBER

(Check one): Form 10-K Form 20-F Form 11-K Form 10-Q Form 10-D Form N-SAR Form N-CSR

For Period Ended: September 30, 2016

- Transition Report on Form 10-K
- Transition Report on Form 20-F
- Transition Report on Form 11-K
- Transition Report on Form 10-Q
- Transition Report on Form N-SAR

For the Transition Period Ended:

Read Instruction (on back page) Before Preparing Form. Please Print or Type.
Nothing in this form shall be construed to imply that the Commission has verified any information contained herein.

If the notification relates to a portion of the filing checked above, identify the Item(s) to which the notification relates:

PART I — REGISTRANT INFORMATION

Ubiquity, Inc.

Full Name of Registrant

Former Name if Applicable

9801 Research Drive

Address of Principal Executive Office (Street and Number)

Irvine, CA 92618

City, State and Zip Code

PART II — RULES 12b-25(b) AND (c)

If the subject report could not be filed without unreasonable effort or expense and the registrant seeks relief pursuant to Rule 12b-25(b), the following should be completed. (Check box if appropriate)

- (a) The reasons described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense;
- (b) The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, Form 11-K, Form N-SAR or Form N-CSR, or portion thereof, will be filed on or before the fifteenth calendar day following the prescribed due date; or the subject quarterly report of transition report on Form 10-Q or subject distribution report on Form 10-D, or portion thereof, will be filed on or before the fifth calendar day following the prescribed due date; and
- (c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.

PART III — NARRATIVE

State below in reasonable detail the reasons why Forms 10-K, 20-F, 11-K, 10-Q, 10-D, N-SAR, N-CSR, or the transition report or portion thereof, could not be filed within the prescribed time period.

The registrant was not, without unreasonable effort or expense, able to file its Quarterly Report on Form 10-Q for the quarter ended September 30, 2016 by November 14, 2016.

PART IV — OTHER INFORMATION

- (1) Name and telephone number of person to contact in regard to this notification

Brenden Garrison	(949)	489-7600
(Name)	(Area Code)	(Telephone Number)

- (2) Have all other periodic reports required under Section 13 or 15(d) of the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1940 during the preceding 12 months or for such shorter period that the registrant was required to file such report(s) been filed? If answer is no, identify report(s).

Yes No

- (3) Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof?

Yes No

If so, attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

Ubiquity, Inc.
(Name of Registrant as Specified in Charter)

has caused this notification to be signed on its behalf by the undersigned hereunto duly authorized.

Date: November 21, 2016

By: /s/ Brenden Garrison
Name: Brenden Garrison
Title: Chief Financial Officer

3

EXHIBIT 14



UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

November 15, 2016

CERTIFIED MAIL
TRACKING # 7013 2630 0002 2660 2547
RETURN RECEIPT REQUESTED

Christopher Carmichael, CEO
Ubiquity, Inc.
9801 Research Drive
Irvine, CA 92618

Re: Ubiquity, Inc.
File No. 0-55288

Dear Mr. Carmichael:

We are writing to address the reporting responsibilities under the Securities Exchange Act of 1934 of the referenced company. For ease of discussion in this letter, we will refer to the referenced company as the "Registrant."

It appears that the Registrant is not in compliance with its reporting requirements under Section 13(a) of the Securities Exchange Act of 1934. If the Registrant is in compliance with its reporting requirements, please contact us (through the contact person specified below) within fifteen days from the date of this letter so we can discuss the reasons why our records do not indicate that compliance. If the Registrant is not in compliance with its reporting requirements, it should file all required reports within fifteen days from the date of this letter.

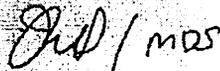
If the Registrant has not filed all required reports within fifteen days from the date of this letter, please be aware that the Registrant may be subject, without further notice, to an administrative proceeding to revoke its registration under the Securities Exchange Act of 1934. This administrative proceeding would be brought by the Commission's Division of Enforcement pursuant to Section 12(j) of the Securities Exchange Act of 1934. If the Registrant's stock is trading, it also may be subject to a trading suspension by the Commission pursuant to Section 12(k) of the Securities Exchange Act of 1934.

Page 2

Finally, please consider whether the Registrant is eligible to terminate its registration under the Securities Exchange Act of 1934. If the Registrant is eligible to terminate its registration, it would do so by filing a Form 15 with the Commission. While the filing of a Form 15 may cease the Registrant's on-going requirement to file periodic and current reports, it would not remove the Registrant's obligation to file all reports required under Section 13(a) of the Securities Exchange Act of 1934 that were due on or before the date the Registrant filed its Form 15. Again, if the Registrant is eligible to terminate its registration under the Securities Exchange Act of 1934, please note that the filing of a Form 15 would not remove the Registrant's requirement to file delinquent Securities Exchange Act of 1934 reports - the Registrant would still be required to file with the Commission all periodic reports due on or before the date on which the Registrant filed a Form 15.

If you should have a particular question in regard to this letter, please contact the undersigned at (202) 551-3245 or by fax at (202) 772-9207.

Sincerely,

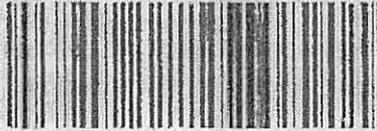


Marva D. Simpson
Special Counsel
Office of Enforcement Liaison
Division of Corporation Finance

EXHIBIT 15

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
6011
OFFICIAL BUSINESS

CERTIFIED MAIL™



7013 2630 0002 2660 2547



Christopher Carmichael, CEO
Ubiquity, Inc.
9801 Research Drive
Irvine, CA 92618

NIXIE

913 DE 1

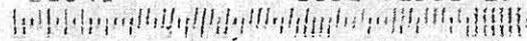
NOV 12 17 16

RETURN TO SENDER
UNCLAIMED
UNABLE TO FORWARD

BC: 28549

*2931-01598-15-45

9281674304 0075



PLACE STICKER ON BACK OF ENVELOPE TO THE RIGHT
OF THE RETURN ADDRESS, FOLD AT DOTTED LINE

SENDER: COMPLETE THIS SECTION

- Complete Items 1, 2, and 3. Also complete item 4 if Restricted Delivery is desired.
- Print your name and address on the reverse so that we can return the card to you.
- Attach this card to the back of the mailpiece, or on the front if space permits.

1. Article Addressed to:

Christopher Carmichael, CEO
Ubiquity, Inc.
9801 Research Drive
Irvine, CA 92618

2. Article Number
(Transfer from service)

7013 2630 0002 2660 2547

PS Form 3811, July 2013

Domestic Return Receipt

COMPLETE THIS SECTION ON DELIVERY

A. Signature

X

Agent

Addressee

B. Received by (Printed Name)

C. Date of Delivery

D. Is delivery address different from item 1? Yes
If YES, enter delivery address below: No

3. Service Type

Certified Mail* Priority Mail Express*

Registered Return Receipt for Merchandise

Insured Mail Collect on Delivery

4. Restricted Delivery? (Extra Fee)

Yes

EXHIBIT 16

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

March 20, 2017

In the Matter of
Ubiquity, Inc.,
File No. 500-1

ORDER OF SUSPENSION OF
TRADING

It appears to the Securities and Exchange Commission that there is a lack of current and accurate information concerning the securities of Ubiquity, Inc. (CIK No. 1538329) because Ubiquity, Inc. has not filed any periodic reports since it filed a quarterly Report on Form 10-Q for its quarter ended September 30, 2015. Ubiquity, Inc. is a Nevada corporation with its principal place of business listed as Irvine, California. Its stock is quoted on OTC Link LLC, operated by OTC Markets Group, Inc., under the ticker symbol "UBIQ."

On November 15, 2016, a delinquency letter requesting compliance by Ubiquity, Inc. with its periodic filing obligations was sent by the Division of Corporation Finance to Ubiquity, Inc. at the address that Ubiquity, Inc. had provided to the Commission pursuant to the requirements of Rule 301 of Regulation S-T, 17 CFR 232.301, and Section 5.4 of the EDGAR Filer Manual. The delinquency letter was returned to the Division of Corporation Finance by the United States Postal Service as "unclaimed."

On November 21, 2016, Ubiquity, Inc. filed four notifications of late filing on Form 12b-25. Therein, Ubiquity, Inc. represented that each of its delinquent periodic reports would be filed on or before the fifteenth calendar day following its prescribed due date. At the time when the notifications on Form 12b-25 were filed, the fifteen-day periods had already expired as to three of the four delinquent periodic reports. The fifteen-day period has since expired as to the fourth periodic report. Ubiquity, Inc. has not filed any of the delinquent periodic reports.

The Commission is of the opinion that the public interest and the protection of investors require a suspension of trading in the securities of Ubiquity, Inc.

Therefore, it is ordered, pursuant to Section 12(k) of the Securities Exchange Act of 1934, that trading in the securities of Ubiquity, Inc. is suspended for the period from 9:30 a.m. EDT on March 20, 2017, through 11:59 p.m. EDT on March 31, 2017.

By the Commission.

Brent J. Fields
Secretary


By: Jill M. Peterson
Assistant Secretary

Service List

The attached Order of Suspension of Trading issued pursuant to Section 12(k) of the Securities Exchange Act of 1934 has been sent via U.S. Mail to the following persons and entities:

Ubiquity, Inc.
9801 Research Drive
Irvine, CA 92618

Ubiquity, Inc.
c/o Randall S. Waier, Esq.
20241 Birch Street, Suite 103
Newport Beach, CA 92660
(Counsel for Respondent)

EXHIBIT 17

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): March 20, 2017

UBIQUITY, INC.

(Exact name of registrant as specified in its charter)

Nevada	000-55288	99-0371375
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

9801 Research Drive, Irvine, California 92618
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (949) 489-7600

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 8.01 Other Events.***Suspension of Trading***

On March 20, 2017, the Securities and Exchange Commission ("SEC") announced the temporary suspension of trading in the securities of Ubiquity, Inc., a Nevada corporation (the "Company" or "Ubiquity") (OTC Link: UBIQ), pursuant to Section 12 (k) of the Securities Exchange Act of 1934 ("Exchange Act"). The trading suspension commenced at 9:30 a.m. EDT on March 20, 2017, and terminates at 11:59 p.m. EDT on March 31, 2017. The trading suspension may be extended by the SEC for a period of up to thirty (30) calendar days.

The SEC stated the following in its release (Release No. 80275)

The Commission temporarily suspended trading in the securities of Ubiquity due to a lack of current and accurate information about the company because Ubiquity is delinquent in its requisite periodic filings with the Commission pursuant to Section 13(a) of the Exchange Act and Rules 13a-1 and 13a-13 thereunder. This order was entered pursuant to Section 12(k) of the Exchange Act.

Periodic Reports that Have Not Been Filed

Ubiquity has not filed its Annual Report on Form 10K as of, and for the annual periods ending December 31, 2015 and December 31, 2016, respectively; or any of the quarterly reports on Form 10Q required under the Exchange Act for 2016. The Company has not been able to obtain the requisite financial information from a non-U.S. entity that the Company consolidated in order to prepare financial statements and other disclosures that are required to be included in these Exchange Act reports. As a result of this significant issue, the Company could not have confidence that such disclosures would be true and correct in all material respects, despite the Company's diligent efforts to obtain such information from its non-U.S. entity.

Administrative Hearing that May Result in Revocation of Registration Under the Exchange Act

Additionally, on March 20, 2017, Ubiquity was named as a respondent in an Order Instituting Administrative Proceedings and Notice of Hearing Pursuant to Section 12(j) of the Exchange Act, File No. 3-17884 (the "Order"). The SEC stated in the Order,

In view of the allegations made by the Division of Enforcement, the Commission deems it necessary and appropriate for the protection of investors that public administrative proceedings be instituted to determine [among other things]: ... B. Whether it is necessary and appropriate for the protection of investors to suspend for a period not exceeding twelve months, or revoke the registration, of each class of securities registered pursuant to Section 12 of the Exchange Act of the Respondent, and any successor under Exchange Act Rules 12b-2 or 12g-3, regardless of corporate name.

A related Administrative Procedures Ruling was issued on March 21 and provides that the administrative hearing will be held on April 17, 2017. A pre-hearing conference will be scheduled as required under this Administrative Procedures Ruling.

If Ubiquity's registration under Section 12(j) of the Exchange Act is revoked, then Ubiquity's periodic reporting obligations under the Exchange Act will terminate and the trading of Ubiquity's securities will cease unless Ubiquity is able to otherwise register its securities.

The Company is assessing its best course of action under the current circumstances to preserve the value of the Company for its shareholders, including participation in the administrative hearing. There can be no assurance that Company will be able to prevail at the administrative hearing or that the registration of each class of its securities registered pursuant to Section 12 of the Exchange Act will not be revoked.

Appointment of New Transfer Agent

In March 2017, the Company terminated V Stock Transfer Company as its transfer agent and appointed Transfer Online as its transfer agent. Transfer Online provides free online access for stockholders to retrieve account information, share balance and history of transactions. Transfer Online provides the following information to stockholders:

- view & edit shareholder account information,
- view stock holdings,
- view & process proxy votes, and
- the ability to download commonly used forms.

Ubiquity has been informed by Transfer Online that it will distribute a stockholder information packet with instructions on how to create an online account. Each Company stockholder will then be sent an e-mail assigning a password. Stockholders may contact Transfer Online at info@transferonline.com or by calling the Transfer Online help center at 503.227.2950, and asking for the Company's dedicated account executive, Carolyn Hall.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: March 24, 2017

UBIQUITY, INC.

By: */s/ Brenden Garrison*

Brenden Garrison
Chief Financial Officer

4

EXHIBIT 18

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): March 31, 2017

UBIQUITY, INC.

(Exact name of registrant as specified in its charter)

Nevada
(State or other jurisdiction
of incorporation)

000-55288
(Commission
File Number)

99-0371375
(IRS Employer
Identification No.)

9801 Research Drive, Irvine, California 92618
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (949) 489-7600

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
-

Item 8.01 Other Events.***Suspension of Trading and Pending Administrative Hearing.***

As disclosed on March 20, 2017 in the Form 8-K filed by Ubiquity, Inc., a Nevada corporation (the “Company” or “Ubiquity”) (OTC Link: UBIQ), on March 20, 2017, the Securities and Exchange Commission (“SEC”) announced the temporary suspension of trading in the securities of the Company pursuant to Section 12(k) of the Securities Exchange Act of 1934 (“Exchange Act”). The trading suspension commenced at 9:30 a.m. EDT on March 20, 2017, and would terminate at 11:59 p.m. EDT on March 31, 2017. The trading suspension may be extended by the SEC for a period of up to 30 calendar days. As stated in its release, the SEC temporarily suspended trading in the securities of Ubiquity due to a lack of current and accurate information about the company.

The Company also disclosed that it was named as a respondent in an Order Instituting Administrative Proceedings and Notice of Hearing Pursuant to Section 12(j) of the Exchange Act, File No. 3-17884 (the “Hearing”). The purpose of the Hearing before an Administrative Law Judge is to determine whether it is necessary and appropriate for the protection of investors to suspend for a period not exceeding twelve months or revoke the registration, of each class of securities of the Company registered pursuant to Section 12 of the Exchange Act. The hearing is currently scheduled for April 17, 2017.

Through its counsel, the Company has been in contact with the SEC regarding the upcoming hearing. In these communications, the Company has informed the SEC of its plan to get current on outstanding Section 12 filings and become fully compliant as soon as is reasonably practicable.

The Restructuring Plan.

In addition, the Company is currently indebted in the amount of approximately \$3.1 million to certain hedge funds and other investors holding convertible debt securities and warrants of the Company. Substantially all of these obligations are currently in default, either by reason of non-payment or alleged breaches of covenants contained in the various investment agreements.

Since 2015, the Company has been named as a defendant in 16 lawsuits filed by various third parties, primarily consisting of holders of its debt securities, alleging damages in excess of \$3.0 million. In addition, due in part to its prior lack of funds to defend certain all claims, in some cases, default judgments aggregating approximately \$8.0 million were entered against the Company and/or its principal executive officer, Christopher Carmichael. The Company has recently retained or is in the process of retaining litigation counsel for all such matters to the extent they are not resolved in the near future. Litigation counsel is in the process of evaluating the Company’s positions in such matters, including the possibility of seeking to vacate the default judgments.

Although the Company believes that under its proposed Restructuring Plan set forth below (the “Restructuring Plan”), most, if not all, of the litigation relating to investors who provided debt or equity financing to the Company can be settled on commercially reasonable terms, there can be no assurance that the Company will be able to settle any of such claims or vacate any default judgments.

As indicated in our March 24, 2017 Form 8-K, Ubiquity was unable to file its Annual Reports on Form 10-K as of, and for the annual periods ending December 31, 2015 and December 31, 2016 or the quarterly reports on Form 10-Q required under the Exchange Act during 2016, primarily due to its inability to obtain requisite financial information from a Non-U.S. entity. We recently were able to obtain such financial information and have instructed our financial staff to immediately commence all procedures necessary to enable us to prepare such financial statements, including our unaudited financial statements for the three months ended March 31, 2017, and enable our auditors to audit our financial statements for the two fiscal years ended December 31, 2015 and December 31, 2016 and review such unaudited interim financial statements.

The Company intends to undertake a Restructuring Plan described in order to (a) ultimately achieve compliance with its reporting obligation under the Exchange Act, (b) settle all, if not substantially all, of its outstanding litigation, and (c) implement its business plan to commercialize its patent portfolio and provide software as a service (SaaS), mobility as a service (MaaS), virtual and augmented reality products and services.

Such Restructuring Plan contemplates the following actions to be taken by the Company:

Compliance with Exchange Act Reporting Requirements.

The Company is currently working with its securities counsel and its independent auditors, Hall & Associates CPA to complete and file with the SEC on or before June 30, 2017 or as soon thereafter as is reasonably practicable, its:

- (a) Form 10-K Annual Report for the year ended December 31, 2015;
- (b) Form 10-Q Quarterly Report for three months ended March 31, 2016;
- (c) Form 10-Q Quarterly Report for six months ended June 30, 2016;
- (d) Form 10-Q Quarterly Report for nine months ended September 30, 2016;
- (e) Form 10-K Annual Report for the year ended December 31, 2016; and
- (f) Form 10-Q Quarterly Report for the three months ended March 31, 2017

(collectively, the "SEC Reports").

In the event that the Company's registration under Section 12 of the Exchange Act is revoked, or if the Company ultimately elects to voluntarily delist its securities under the Exchange Act, the Company will nevertheless undertake to complete on or about June 30, 2017 its audited and unaudited financial statements for the fiscal years and interim periods described above. The Company will then seek to relist its securities under Section 12 of the Exchange Act, by filing a registration statement under either the Securities Act of 1933, as amended, or the Exchange Act.

However, if the Company's registration under Section 12 of the Exchange Act is revoked, or if the Company ultimately elects to voluntarily delist its securities under the Exchange Act, even if we comply with our commitments set forth above and in our Restructuring Plan, there can be no assurance that the Company's will ever be able to relist its securities for trading under Section 12 of the Exchange Act.

Equity Financing

Under our proposed Restructuring Plan, the Company will undertake to obtain commitments from strategic investors for a private placement equity financing of between \$5.0 million and \$10.0 million. In such connection, the management of the Company has sent proposed subscription documents to prospective investors, under which such investors would subscribe to purchase Common Stock at \$0.25 per share (subject to certain "make-whole" share adjustments provided therein). All funds provided with subscriptions would be placed into a special escrow account acceptable to such investors, and shall be released to the Company only upon consummation of the Restructuring Plan described herein, including the filing of all SEC Reports and (if applicable) relisting of the Company securities under Section 12 of the Exchange Act. In addition, such subscription agreement provides that each subscribing investor will have the option, exercisable within ten days of receipt of either (a) the Company's 2016 Form 10-K Annual Report and the Form 10-Q Quarterly Report for the three months ended March 31, 2017, or (b) a registration statement covering Company securities declared effective by the SEC, to rescind his or its investment in Company securities.

There can be no assurance that the Company will be able to obtain subscriptions for the contemplated minimum \$5,000,000 of equity financing on the above contemplated terms, if at all.

Settlements with Creditors.

Subject to establishment of an escrow account with a minimum of \$5,000,000, the Company will then seek to negotiate settlements with its creditors which would include payment or restructuring of the terms of convertible notes currently in default. There can be no assurance that the Company will be able to effect such settlements on terms acceptable to the Company, if at all.

Reverse Stock Split.

Simultaneous with the filing of the SEC Reports under the Exchange Act or in connection with any subsequent registration statement filed with the SEC, the board of directors of the Company is considering filing an amendment to the Articles of Incorporation of the Company to affect a 1:16 to 1:20 reverse stock split of its 800,000,000 authorized shares of Common Stock, and 290,760,132 issued and outstanding shares of Common Stock. Upon conversion of outstanding convertible notes and warrants approximately an additional 60,000,000 shares of Common Stock are also subject to issuance.

If such reverse stock split is implemented, the Company would have authorized 53,333,333 shares of Common Stock and 10,000,000 shares of Preferred Stock authorized under its restated Articles of Incorporation, and approximately 19,384,000 shares of Common Stock and 500 shares of preferred stock issued and outstanding. Each of the 500 shares of such outstanding preferred stock carries with it 1,000,000 votes at any regular or special stockholders meeting or in connection with any consents required by stockholders. All 500 shares of such preferred Stock are owned by Christopher Carmichael, Board of Director and Connie Jordan, the Executive Vice President of the Company.

Stockholders Meeting.

At such time as the Company has completed its audited financial statements for the fiscal years ended December 31, 2015 and December 31, 2016 and its unaudited interim financial statements, the Company will call a stockholders meeting to (a) elect a board of directors, which will include, in addition to the current board members, three independent directors; and (b) ratify prior transactions, including the Restructuring Plan. In any event, whether or not the Restructuring Plan has been accomplished, the Company will nonetheless hold its annual stockholders meeting on or about September 5 2017, or as soon thereafter as is practicable.

There can be no assurance that all or any material portion of the Company's proposed Restructuring Plan will be accomplished on or about June 30, 2017, if at all. The failure to achieve all or substantially all of the provisions of such Restructuring Plan would have a material and adverse effect on the Company and put its ability to continue its business operations into substantial doubt; as a result of which current investors in the Company could lose their entire investment.

Item 9.01 Financial Statements and Exhibits**(d) Exhibits**Exhibit No. Description of Exhibit

10.1	Form of Investor Subscription Agreement for potential investors.
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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: March 31, 2017

UBIQUITY, INC.

By: /s/ Brenden Garrison
Brenden Garrison,
Chief Financial Officer

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EX-10.1 2 ex10-1.htm

Exhibit 10.1

SUBSCRIPTION AGREEMENT

SUBSCRIPTION AGREEMENT (this "Agreement") made as of the date set forth on the signature page hereto between UBIQUITY, INC., a Nevada corporation (the "Company"), and the undersigned (the "Investor").

WITNESSETH:

WHEREAS, the Company is conducting a private offering (the "Offering") on a "best efforts" basis, consisting of a minimum of US\$5,000,000 (subject to reduction as hereinafter described) and up to a maximum of US\$10,000,000 of shares of Company common stock, par value \$0.001 par value per share (the "Common Stock"), pursuant to Section 4(a)(2) of the United States Securities Act of 1933, as amended (the "Securities Act"), Rule 506 of Regulation D promulgated under the Securities Act; and/or Regulation S promulgated under the Securities Act; and

WHEREAS, the Investor desires to purchase such number of shares of Company Common Stock (the "Shares") as set forth on the omnibus signature page hereto on the terms and conditions hereinafter set forth.

NOW, THEREFORE, in consideration of the premises and the mutual representations and covenants hereinafter set forth, the parties hereto do hereby agree as follows:

I. SUBSCRIPTION FOR SHARES; TERMS OF THE OFFERING AND REPRESENTATIONS BY SUBSCRIBER

A. Terms of the Offering

1.1 Purchase Price. Subject to the terms and conditions hereinafter set forth, the Investor hereby subscribes for and agrees to purchase from the Company, and the Company subject to its right to accept or reject this subscription, agrees to sell to the Investor, such aggregate number of Shares as are set forth on the omnibus signature page hereto for the aggregate purchase price of United States twenty-five cents (US\$0.25) per Share (the "Per Share Purchase Price"). The total purchase price for all of the Shares being subscribed for is determined by multiplying such Shares by the Per Share Purchase Price (the "Purchase Price"). The number of Shares and the Per Share Purchase Price are subject to adjustment as set forth in Section 1.7 of this Agreement.

1.2 Subscription Procedure. The Purchase Price is payable by check or wire transfer of immediately available funds, to be delivered to _____, as escrow agent (the "Escrow Agent"), pending completion of the "Restructuring Plan" (hereinafter described) shall be completed, pursuant to the terms of an escrow agreement substantially in the form of Exhibit A to this Agreement among the Company, the Investor and the Escrow Agent. Upon execution of this Agreement on the omnibus signature page and completion of the Investor Certification, the Investor Profile, the Anti-Money Laundering Information Form and if applicable, the Wire Transfer Authorization (each attached hereto) by a Investor, in connection with the Investor's subscription the Shares, the Investor should:

1. **Date and Fill** in the number of Shares being purchased and **Complete and Sign** (i) the Investor Omnibus Signature Page of the Subscription Agreement, attached as Annex A.

2. **Initial** the Investor Certification attached as Annex B.

3. **Complete and Sign** the Investor Profile attached as Annex C.

4. **Complete and Sign** the Anti-Money Laundering Information Form attached as Annex D.

5. **Fax or email** all forms and then send all signed original documents to the Company at:

Ubiquity, Inc.
9801 Research Drive
Irvine, CA.92618
Attn: Christopher Carmichael, CEO
Fax: 949-954-1591
Email: cc@ubiquityinc.com

6. **If Investor is paying the Purchase Price by check**, a check for the exact dollar amount of the Purchase Price for the amount of Shares in U.S. dollars you are offering to purchase should be made payable to the order of "_____, as Escrow Agent for Ubiquity, Inc." and should be sent to the Escrow Agent at the address provided below, Attention: _____.

7. **If Investor is paying the Purchase Price by wire transfer**, you should send a wire transfer for the exact amount of the Purchase Price of the number of Shares you are offering to purchase according to the following instructions:

Escrow Agent: _____
Bank Name: _____
Bank Address: _____
ABA Routing Number: _____
Account Name: Ubiquity Escrow Account
Account Number: _____
Swift Code: _____
Reference: _____; [insert Investor's name]
Escrow Agent Contact: _____
Beneficiary: Ubiquity, Inc.

1.3 **Termination Date**. The Shares will be offered for sale, subject to prior completion or termination of the Offering, until May 31, 2017, subject to the right of the Company to extend the offering period for up to an additional 30 days without notice to prospective subscribers. The end of the offering period, as such may be extended, is referred to as the "**Termination Date**". The Offering is being conducted on a "best-efforts" basis.

1.4 Closings. The Company may hold an initial closing ("Initial Closing") at any time after a sum equal to or greater than Five Million US dollars (US\$5,000,000) (the "Minimum Offering Amount") has been raised and may continue the Offering until such time as Ten Million US dollars (US\$10,000,000) has been raised at which time the Offering will terminate. After the Initial Closing of and the Escrow Agent's receipt of total net proceeds from sale of Shares, subsequent closings with respect to additional Shares may take place at any time prior to the Termination Date as determined by the Company, with respect to subscriptions accepted prior to the Termination Date (each such closing, together with the Initial Closing, being referred to as a "Closing"). The last Closing of the Offering, occurring on or prior to the Termination Date, shall be referred to as the "Final Closing". The date of the Initial Closing shall be referred to as the "Initial Closing Date" and the date of each subsequent closing shall be referred to as a "Subsequent Closing Date". The Initial Closing and all subsequent Closings shall occur at the offices of the Company in Irvine, California, USA (or such other place as is mutually agreed to by the Company and the Investors). In the event that the Investor or any other investor in the Offering elects to exercise his or its "Rescission Right" (as described in Article III of this Agreement), all subscription documents or funds received from such person or entity will be returned, without interest or deduction.

1.5 Restructuring Plan. Upon execution hereof by the Investor, the Purchase Price paid by the Investor and all other investors in this Offering shall be deposited in a non-interest bearing escrow account with the Escrow Agent, pursuant to the terms of the Escrow Agreement. It is expressly understood and agreed that the Purchase Price paid by the Investor and the Purchase Prices paid by other investors in this Offering (collectively, the "Escrow Proceeds") shall *not* be released from escrow by the Escrow Agent until the Company shall have completed or substantially completed a restructuring plan substantially in accordance with the plan outlined in Exhibit B annexed hereto, or otherwise satisfactory to both the Company and to the "Investor Representative" defined below (the "Restructuring Plan"). In the event that the Restructuring Plan shall not have been completed to the satisfaction of the Company and the Investor Representative by 5:00 p.m. on June 30, 2017 (the "Final Restructuring Date"), unless such Final Restructuring Date shall be extended for up to 30 additional days by mutual consent of the Company and the Investor Representative, all Escrow Proceeds shall be returned to the Investor and other investors who have subscribed to Shares, without interest or deduction.

1.6 Investor Representative. Each of the Company and the Investor do hereby designate _____, as representative of the Investor and all other Investors in this Offering (the "Investor Representative"). In his or its capacity as Investor Representative, such person or entity shall have the sole authority to act for the Investor and all other investors in the Offering to determine (a) whether a satisfactory Restructuring Plan for the Company has been achieved, and (b) whether to authorize the release of the Escrow Funds to the Company or to such other persons as the Company may designate in writing to the Escrow Agent.

1.7 Adjustment to Shares and Per Share Purchase Price. Notwithstanding anything to the contrary, express or implied, contained in this Agreement, the number of Shares to be issued to the Investor and the Per Share Purchase Price shall be subject to adjustment as provided in this Section 1.7.

(a) In the event that, in connection with the Restructuring Plan, the Company shall consummate a "Reverse Stock Split" to reduce the total number of shares of its Common Stock issued and outstanding, the number of Shares issued to the Investor and all other investors in the Offering and the Per Share Purchase Price shall be appropriately and equitably adjusted. For the avoidance of doubt if, for example, an investor purchased 4,000,000 shares of Common Stock at \$0.25 per share, for an investment of \$1,000,000, and the Company consummates a one-for-20 reverse split of its outstanding Common Stock, such investor would receive 200,000 shares of Common Stock, valued at \$5.00 per share.

(b) In connection with the consummation the Restructuring Plan, it is contemplated that shares of the Company's Common Stock will be listed for, and commence trading on, either the OTC Markets, QX or OTC Markets QB Exchange, or on the Nasdaq Capital Market exchange (each a "Qualified Stock Exchange"). In the event that during the ten (10) trading days immediately following commencement of trading on such Qualified Stock Exchange, the volume weighted average of the closing market prices of the Company's Common Stock, as traded on such Qualified Stock Exchange (the "VWAP Price"), shall be less than the Per Share Purchase Price (as adjusted by reason of a Reverse Stock Split described above), the Company shall issue to the Investor and the other investors in the Offering that number of additional Shares (the "Make Whole Shares") as shall be determined by (i) dividing the Subscription Amount paid by the Investor by VWAP Price, less (B) the aggregate number of Shares purchased by the Investor and set forth on the omnibus signature page hereto (as adjusted by reason of a Reverse Stock Split described above).

1.8 Use of Proceeds. All net proceeds from the sale of the Shares in this Offering shall be used by the Company (a) to retire funded debt and consummate settlements with certain creditors and investors, and (b) for additional working capital for the Company including financing the acquisition of Sonic Pool, LLC or other companies and building the Company's virtual reality product business.

B. Representations and Warranties by the Investor

1.9 The Investor recognizes that (a) the purchase of the Shares involves a high degree of risk. Such risks including, but not limited to, the following: (a) the Company may need additional funds in addition to the proceeds of the Offering; (b) an investment in the Company is highly speculative, and only investors who can afford the loss of their entire investment should consider investing in the Company and the Shares; (c) the Investor may not be able to liquidate its investment; (d) the other risks associated with the Company's business and financial condition which shall be set forth in the Company's Annual Reports on Form 10-K for the fiscal years ended December 31, 2015 and December 31, 2016, and on its quarterly reports on Form 10-Q and Interim Reports on Form 8-K, all as filed with the Securities and Exchange Commission (the "SEC") in connection with the Restructuring Plan (collectively, the "SEC Reports"). In such connection, the Investor will carefully reviewed the SEC Reports, including the *Risk Factors* section therein and is fully aware that an investment in the Shares involved a high degree of risk. The Investor further acknowledges that the SEC Reports have not been prepared as at the date of this Agreement and that they may not be reviewed or commented on by the SEC.

1.10 The Investor meets the requirements of at least one of the suitability standards for an "Accredited Investor" as that term is defined in Rule 501(a)(3) of Regulation D or is not a "U.S. Person" as that term is defined in Rule 902(k) of Regulation S, and as set forth on the Investor Certification attached hereto.

1.11 If a Investor is not a person in the United States or a U.S. Person (as defined in Rule 902(k) of Regulation S) or is not purchasing the Shares on behalf of a person in the United States or a U.S. Person:

(a) neither the Investor nor any disclosed principal is a U.S. Person nor are they subscribing for the Shares for the account of a U.S. Person or for resale in the United States and the Investor confirms that the Shares have not been offered to the Investor in the United States and that this Agreement has not been signed in the United States;

(b) the Investor acknowledges that the Shares have not been registered under the Securities Act and may not be offered or sold in the United States or to a U.S. Person unless the securities are registered under the Securities Act and all applicable state securities laws or an exemption from such registration requirements is available, and further agrees that hedging transactions involving such securities may not be conducted unless in compliance with the U.S. Securities Act;

(c) the Investor and if applicable, the disclosed principal for whom the Investor is acting, understands that the Company is the seller of the Shares and that, for purposes of Regulation S, a "distributor" is any underwriter, dealer or other person who participates pursuant to a contractual arrangement in the distribution of securities sold in reliance on Regulation S and that an "affiliate" is any partner, officer, director or any person directly or indirectly controlling, controlled by or under common control with any person in question. Except as otherwise permitted by Regulation S, the Investor and if applicable, the disclosed principal for whom the Investor is acting, agrees that it will not, during a one-year (six months if the Company becomes a mandatory reporting issuer and has been such for at least 90 days) distribution compliance period, act as a distributor, either directly or through any affiliate, or sell, transfer, hypothecate or otherwise convey the Shares or underlying securities other than to a non-U.S. Person;

(d) the Investor and if applicable, the disclosed principal for whom the Investor is acting, acknowledges and understands that in the event the Shares are offered, sold or otherwise transferred by the Investor or if applicable, the disclosed principal for whom the Investor is acting, to a non-U.S. Person prior to the expiration of a one-year (six months if the Company becomes a mandatory reporting issuer and has been such for at least 90 days) distribution compliance period, the purchaser or transferee must agree not to resell such securities except in accordance with the provisions of Regulation S, pursuant to registration under the Securities Act, or pursuant to an available exemption from registration; and must further agree not to engage in hedging transactions with regard to such securities unless in compliance with the Securities Act; and

(e) neither the Investor nor any disclosed principal will offer, sell or otherwise dispose of the Shares in the United States or to a U.S. Person unless (A) the Company has consented to such offer, sale or disposition and such offer, sale or disposition is made in accordance with an exemption from the registration requirements under the Securities Act and the securities laws of all applicable states of the United States or, (B) the SEC has declared effective a registration statement in respect of such securities.

1.12 The Investor hereby acknowledges and represents that (a) the Investor has knowledge and experience in business and financial matters, prior investment experience, including investment in securities that are non-listed, unregistered and/or not traded on a national securities exchange or the Investor has employed the services of a "purchaser representative" (as defined in Rule 501 of Regulation D), attorney and/or accountant to read all of the documents furnished or made available by the Company both to the Investor and to all other prospective investors in the Shares to evaluate the merits and risks of such an investment on the Investor's behalf; (b) the Investor recognizes the highly speculative nature of this investment; and (c) the Investor is able to bear the economic risk that the Investor hereby assumes.

1.13 The Investor hereby acknowledges receipt of this Agreement and his or its careful review of the Registration Statement filed with the SEC, and has received any additional information that the Investor has requested from the Company, and has been afforded the opportunity to ask questions of and receive answers from duly authorized officers or other representatives of the Company concerning the Company and the terms and conditions of the Offering; provided, however that no investigation performed by or on behalf of the Investor shall limit or otherwise affect its right to rely on the representations and warranties of the Company contained herein.

1.14 (a) In making the decision to invest in the Shares the Investor has relied solely upon the information provided by the Company in this Agreement. To the extent necessary, the Investor has retained, at its own expense, and relied upon appropriate professional advice regarding the investment, tax and legal merits and consequences of this Agreement and the purchase of the Shares hereunder. The Investor disclaims reliance on any statements made or information provided by any person or entity in the course of Investor's consideration of an investment in the Shares other than this Agreement.

(b) The Investor represents that (i) the Investor was contacted regarding the sale of the Shares by the Company with whom the Investor had a prior pre-existing relationship and (ii) it did not learn of the offering of the Shares by means of any form of general solicitation or general advertising, and in connection therewith, the Investor did not (A) receive or review any advertisement, article, notice or other communication published in a newspaper or magazine or similar media or broadcast over television or radio, whether closed circuit, or generally available; or (B) attend any seminar meeting or industry investor conference whose attendees were invited by any general solicitation or general advertising.

1.15 The Investor hereby acknowledges that the Offering has not been reviewed by the SEC nor any state regulatory authority since the Offering is intended to be exempt from the registration requirements of Section 5 of the Securities Act, pursuant to Section 4(a)(2) of the Securities Act, Rule 506 of Regulation D and/or Regulation S. The Investor understands that the Shares have not been registered under the Securities Act or under any state securities or "blue sky" laws and agrees not to sell, pledge, assign or otherwise transfer or dispose of the Shares unless they are registered under the Securities Act and under any applicable state securities or "blue sky" laws or unless an exemption from such registration is available.

1.16 The Investor understands that the Shares have not been registered under the Securities Act by reason of a claimed exemption under the provisions of the Securities Act that depends, in part, upon the Investor's investment intention and investment qualification. In this connection, the Investor hereby represents that the Investor is purchasing the Shares for the Investor's own account for investment and not with a view toward the resale or distribution to others; provided, however, that nothing contained herein shall constitute an agreement by the Investor to hold the Shares for any particular length of time and the Company acknowledges that the Investor shall at all times retain the right to dispose of its property as it may determine in its sole discretion, subject to any restrictions imposed by applicable law. The Investor, if an entity, further represents that it was not formed for the purpose of purchasing the Shares.

1.17 The Investor consents to the placement of a legend on any certificate or other document evidencing the Shares that such securities have not been registered under the Securities Act or any state securities or "blue sky" laws and setting forth or referring to the restrictions on transferability and sale thereof contained in this Agreement. The Investor is aware that the Company will make a notation in its appropriate records with respect to the restrictions on the transferability of such Shares.

1.18 The Investor hereby represents that the address of the Investor furnished by Investor on the omnibus signature page hereof is the Investor's principal residence if Investor is an individual or its principal business address if it is a corporation or other entity.

1.19 Such Investor understands that the Shares are "restricted securities" and have not been registered under the Securities Act or any applicable state securities law and is acquiring the Shares as principal for its own account and not with a view to or for distributing or reselling such Shares or any part thereof in violation of the Securities Act or any applicable state securities law, has no present intention of distributing any of such Shares in violation of the Securities Act or any applicable state securities law and has no direct or indirect arrangement or understandings with any other persons to distribute or regarding the distribution of such Shares in violation of the Securities Act or any applicable state securities law.

1.20 The Investor represents that the Investor has full power and authority (corporate, statutory and otherwise) to execute and deliver this Agreement and to purchase the Shares. This Agreement constitutes the legal, valid and binding obligation of the Investor, enforceable against the Investor in accordance with its terms.

1.21 If the Investor is a corporation, partnership, limited liability company, trust, employee benefit plan, individual retirement account, Keogh Plan, or other tax-exempt entity, it is authorized and qualified to invest in the Company and the person signing this Agreement on behalf of such entity has been duly authorized by such entity to do so.

1.22 The Investor understands, acknowledges and agrees with the Company that this subscription may be rejected, in whole or in part, by the Company, in the sole and absolute discretion of the Company, at any time before any Closing notwithstanding prior receipt by the Investor of notice of acceptance of the Investor's subscription.

1.23 The Investor acknowledges that certain information contained in this Agreement or otherwise made available to the Investor may be deemed to be confidential and non-public and agrees that all such information shall be kept in confidence by the Investor and neither used by the Investor for the Investor's personal benefit (other than in connection with this subscription) nor disclosed to any third party for any reason, notwithstanding that a Investor's subscription may not be accepted by the Company; provided, however, that (a) the Investor may disclose such information to its affiliates and advisors who may have a need for such information in connection with providing advice to the Investor with respect to its investment in the Company so long as such affiliates and advisors have an obligation of confidentiality, and (b) this obligation shall not apply to any such information that (i) is part of the public knowledge or literature and readily accessible at the date hereof, (ii) becomes part of the public knowledge or literature and readily accessible by publication (except as a result of a breach of this provision) or (iii) is received from third parties without an obligation of confidentiality (except third parties who disclose such information in violation of any confidentiality agreements or obligations, including, without limitation, any subscription or other similar agreement entered into with the Company).

1.24 The Investor will indemnify and hold harmless the Company and, where applicable, its directors, officers, employees, agents, advisors, affiliates and shareholders, and each other person, if any, who controls the Company from and against any and all loss, liability, claim, damage and expense whatsoever (including, but not limited to, any and all fees, costs and expenses whatsoever reasonably incurred in investigating, preparing or defending against any claim, lawsuit, administrative proceeding or investigation whether commenced or threatened) (a "Loss") arising out of or based upon any representation or warranty of the Investor contained herein or in any document furnished by the Investor to the Company in connection herewith being untrue in any material respect or any breach or failure by the Investor to comply with any covenant or agreement made by the Investor herein or therein; provided, however, that the Investor shall not be liable for any Loss that in the aggregate exceeds the Investor's aggregate purchase price tendered hereunder.

II. REPRESENTATIONS BY AND WARRANTIES OF THE COMPANY

The Company hereby represents and warrants to the Investor that:

2.1 Organization, Good Standing and Qualification. The Company is a corporation duly organized, validly existing and in good standing under the laws of the State of Nevada and has full corporate power and authority to own and use its properties and its assets and conduct its business as currently conducted. Each of the Company's subsidiaries (the "Subsidiaries") is an entity duly organized, validly existing and in good standing under the laws of the jurisdiction of its incorporation with the requisite corporate power and authority to own and use its properties and assets and to conduct its business as currently conducted. Neither the Company, nor any of its Subsidiaries is in violation of any of the provisions of their respective articles of incorporation, by-laws or other organizational or charter documents, including, but not limited to the Charter Documents (as defined below). Each of the Company and its Subsidiaries is duly qualified to conduct business and is in good standing as a foreign corporation in each jurisdiction in which the nature of the business conducted or property owned by it makes such qualification necessary, except where the failure to be so qualified or in good standing, as the case may be, would not result in a direct and/or indirect (i) material adverse effect on the legality, validity or enforceability of any of the Shares and/or this Agreement, (ii) material adverse effect on the results of operations, assets, business, condition (financial and other) or prospects of the Company and its Subsidiaries, taken as a whole, or (iii) material adverse effect on the Company's ability to perform in any material respect on a timely basis its obligations under this Agreement (any of (i), (ii) or (iii), a "Material Adverse Effect").

2.2 Capitalization. The authorized issued and outstanding shares of capital stock of the Company and all notes, warrants and stock options are disclosed and set forth in Exhibit C annexed to this Agreement. All of such outstanding shares have been duly authorized, validly issued and are fully paid and non-assessable. No shares of Common Stock are subject to preemptive rights or any other similar rights or any liens or encumbrances suffered or permitted by the Company. Except as set forth on Exhibit C annexed hereto: (i) there are no outstanding options, warrants, scrip, rights to subscribe to, calls or commitments of any character whatsoever relating to, or securities or rights convertible into, any shares of capital stock of the Company, or contracts, commitments, understandings or arrangements by which the Company is or may become bound to issue additional shares of capital stock of the Company or options, warrants, scrip, rights to subscribe to, calls or commitments of any character whatsoever relating to, or securities or rights convertible into, any shares of capital stock of the Company, (ii) there are no outstanding debt securities and (iii) there are no agreements or arrangements under which the Company is obligated to register the sale of any of their securities under the Securities Act, and (iv) there are no outstanding registration statements and there are no outstanding comment letters from the SEC or any other regulatory agency. The Shares, when issued, will be free and clear of all pledges, liens, encumbrances and other restrictions (other than those arising under federal or state securities laws as a result of the issuance of the Shares). The Company has made available to the Investor true and correct copies of the Company's Articles of Incorporation, and as in effect on the date hereof (the "Articles of Incorporation"), and the Company's By-laws, as in effect on the date hereof (the "By-laws").

2.3 Authorization; Enforceability. The Company has all corporate right, power and authority to enter into, execute and deliver this Agreement and each other agreement, document, instrument and certificate to be executed by the Company in connection with the consummation of the transactions contemplated hereby, including, but not limited to this Agreement and to perform fully its obligations hereunder and thereunder. All corporate action on the part of the Company, its directors and stockholders necessary for the (a) authorization execution, delivery and performance of this Agreement by the Company; and (b) authorization, sale, issuance and delivery of the Shares contemplated hereby and the performance of the Company's obligations under this Agreement has been taken. This Agreement has been duly executed and delivered by the Company and each constitutes a legal, valid and binding obligation of the Company, enforceable against the Company in accordance with its respective terms, subject to laws of general application relating to bankruptcy, insolvency and the relief of debtors and rules of law governing specific performance, injunctive relief or other equitable remedies, and to limitations of public policy. The Shares are duly authorized and, when issued and paid for in accordance with the applicable this Agreement, will be duly and validly issued, fully paid and non-assessable, free and clear of all Encumbrances other than restrictions on transfer provided for in this Agreement. The issuance and sale of the Shares contemplated hereby will not give rise to any preemptive rights or rights of first refusal.

2.4 No Conflict; Governmental Consents.

(a) The execution and delivery by the Company of this Agreement, the issuance and sale of the Shares and the consummation of the other transactions contemplated hereby or thereby do not and will not (i) result in the violation of any law, statute, rule, regulation, order, writ, injunction, judgment or decree of any court or governmental authority to or by which the Company is bound including without limitation all foreign, federal, state and local laws applicable to its business and all such laws that affect the environment, except in each case as could not have or reasonably be expected to result in a Material Adverse Effect; (ii) conflict with or violate any provision of the Company's Articles of Incorporation (the "Articles"), as amended or the Bylaws, (and collectively with the Articles, the "Charter Documents") of the Company, and (iii) conflict with, or result in a material breach or violation of, any of the terms or provisions of, or constitute (with or without due notice or lapse of time or both) a default or give to others any rights of termination, amendment, acceleration or cancellation (with or without due notice, lapse of time or both) under any agreement, credit facility, lease, loan agreement, mortgage, security agreement, trust indenture or other agreement or instrument to which the Company or any Subsidiary is a party or by which any of them is bound or to which any of their respective properties or assets is subject, nor result in the creation or imposition of any Encumbrances upon any of the properties or assets of the Company or any Subsidiary.

(b) No approval by the holders of Common Stock, or other equity securities of the Company is required to be obtained by the Company in connection with the authorization, execution, delivery and performance of this Agreement or in connection with the authorization, issue and sale of the Shares except as has been previously obtained.

(c) No consent, approval, authorization or other order of any governmental authority or any other person is required to be obtained by the Company in connection with the authorization, execution, delivery and performance of this Agreement or in connection with the authorization, issue and sale of the Shares and, upon issuance, the Shares, except such post-sale filings as may be required to be made with the SEC and with any state or foreign blue sky or securities regulatory authority, all of which shall be made when required.

2.5 Consents of Third Parties. No vote, approval or consent of any holder of capital stock of the Company or any other third parties is required or necessary to be obtained by the Company in connection with the authorization, execution, deliver and performance of this Agreement or in connection with the authorization, issue and sale of the Shares, except as previously obtained, each of which is in full force and effect.

2.6 Licenses. The Company and its Subsidiaries have sufficient licenses, permits and other governmental authorizations currently required for the conduct of their respective businesses or ownership of properties and each is in all material respects in compliance therewith.

2.7 Regulatory Permits. The Company and the Subsidiaries possess all certificates, authorizations and permits issued by the appropriate federal, state, local or foreign regulatory authorities necessary to conduct their respective businesses, except where the failure to possess such permits could not reasonably be expected to result in a Material Adverse Effect ("Material Permits"), and neither the Company nor any Subsidiary has received any notice of proceedings relating to the revocation or modification of any Material Permit.

2.8 Investment Company. The Company is not an "investment company" within the meaning of such term under the Investment Company Act of 1940, as amended, and the rules and regulations of the SEC thereunder.

2.9 **Brokers.** Neither the Company nor any of the Company's officers, directors, employees or stockholders has employed or engaged any broker or finder in connection with the transactions contemplated by this Agreement and no fee or other compensation is or will be due and owing to any broker, finder, underwriter, placement agent or similar person in connection with the transactions contemplated by this Agreement. The Company is not party to any agreement, arrangement or understanding whereby any person has an exclusive right to raise funds and/or place or purchase any debt or equity securities for or on behalf of the Company.

2.10 **Intellectual Property; Employees.**

(a) The Company owns or possesses sufficient legal rights to all patents, trademarks, service marks, trade names, copyrights, trade secrets, licenses, information and other proprietary rights and processes necessary for its business as now conducted and as presently proposed to be conducted, without any known infringement of the rights of others and which the failure to so have could have a Material Adverse Effect (collectively, the "Intellectual Property Rights").

(b) To the Company's knowledge, no employee of the Company, nor any consultant with whom the Company has contracted, is in violation of any term of any employment contract, proprietary information agreement or any other agreement and to the Company's knowledge the continued employment by the Company of its present employees, and the performance of the Company's contracts with its independent contractors, will not result in any such violation.

2.11 **Title to Properties and Assets; Liens, Etc.** The Company has good and marketable title to its properties and assets, including the properties and assets reflected in the most recent balance sheet included in the Company's financial statements, and good title to its leasehold estates, in each case subject to no Encumbrances, other than (a) those resulting from taxes which have not yet become delinquent; and (b) Encumbrances which do not materially detract from the value of the property subject thereto or materially impair the operations of the Company; and (c) those that have otherwise arisen in the ordinary course of business, none of which are material. The Company is in compliance with all material terms of each lease to which it is a party or is otherwise bound.

2.12 **Disclosure.** All disclosures to be furnished by or on behalf of the Company in the SEC Reports and provided to the Investor in this Agreement regarding the Company, its business and the transactions contemplated hereby is true and correct and does not contain any untrue statement of a material fact or omit to state any material fact necessary in order to make the statements made therein, in light of the circumstances under which they were made, not misleading.

III. RESCISSION RIGHT

3.1 Notwithstanding anything to the contrary, express or implied, contained in this Agreement, the Investor shall have the absolute right, in the exercise of his or its sole discretion, to rescind his or its subscription to the Shares within ten (10) days after the date that the Company shall send to the Investor, by electronic mail to the Investor's email address set forth on the signature page to this Agreement, either (a) the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2016 (the "2016 Annual Report"), and any other SEC Interim or Quarterly Reports relating to matters that occurred following January 1, 2017, including the Form 10-Q Quarterly Report for the three months ended March 31, 2017, as filed with the SEC contemporaneously with such 2016 Annual Report, or (b) a registration statement on Form S-1 or Form 10 that has been declared effective by the SEC (the "Rescission Period"). In the event that the Company does not provide the Investor with such SEC Reports or registration statement within ten (10) days of their filing with the SEC, all funds invested by the Investor shall be returned to him or it by the Escrow Agent. In the event that the Investor does not timely elect to exercise such Rescission Right during the ten (10) day Rescission Period, his or its Purchase Price investment in the Shares shall, for all purposes of this agreement, be deemed to be irrevocable and permanent, and, subject only to completion of the Restructuring Plan in a manner satisfactory to the Company and the Investor Representative, such Purchase Price may be released by the Escrow Agent to the Company. The Investor may elect to rescind his or its investment in the Shares at any time during the Rescission Period by written notice to the Company which may be in electronic form emailed to Christopher Carmichael (cc@ubiquityinc.com) or Connie Jordan, Executive Vice President (cj@ubiquityinc.com).

IV. COVENANTS OF THE COMPANY

4.1 Transfer Restrictions.

(a) The Shares may only be disposed of in compliance with state and federal securities laws. In connection with any transfer of Shares other than pursuant to an effective registration statement or Rule 144 promulgated under the Securities Act, to the Company or to an affiliate of a Investor or in connection with, the Company may require the transferor thereof to provide to the Company an opinion of counsel selected by the transferor and reasonably acceptable to the Company, the form and substance of which opinion shall be reasonably satisfactory to the Company, to the effect that such transfer does not require registration of such transferred Shares under the Securities Act. As a condition of transfer, any such transferee shall agree in writing to be bound by the terms of this Agreement, and shall have the rights of a Investor under this Agreement.

(b) The Investor agrees to the imprinting, so long as is required by this Section 5.1, of a legend on any of the Shares, in the following form:

THIS SECURITY HAS NOT BEEN REGISTERED WITH THE SECURITIES AND EXCHANGE COMMISSION OR THE SECURITIES COMMISSION OF ANY STATE IN RELIANCE UPON AN EXEMPTION FROM REGISTRATION UNDER THE SECURITIES ACT OF 1933, AS AMENDED (THE "SECURITIES ACT"), AND, ACCORDINGLY, MAY NOT BE OFFERED OR SOLD EXCEPT PURSUANT TO AN EFFECTIVE REGISTRATION STATEMENT UNDER THE SECURITIES ACT OR PURSUANT TO AN AVAILABLE EXEMPTION FROM, OR IN A TRANSACTION NOT SUBJECT TO, THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT AND IN ACCORDANCE WITH APPLICABLE STATE SECURITIES LAWS AS EVIDENCED BY A LEGAL OPINION OF COUNSEL TO THE TRANSFEROR TO SUCH EFFECT, THE SUBSTANCE OF WHICH SHALL BE REASONABLY ACCEPTABLE TO THE COMPANY.

(c) Certificates evidencing the Shares shall not contain any legend (including the legend set forth in Section 4.1(b) hereof): (i) while a registration statement covering the resale of such security is effective under the Securities Act, or (ii) following any sale of such Shares pursuant to Rule 144, or (iii) if such legend is not required under applicable requirements of the Securities Act (including judicial interpretations and pronouncements issued by the staff of the SEC). The Company shall cause its counsel, at the Company's expense, to issue a legal opinion to the Company's transfer agent promptly if required by the Company's transfer to effect the removal of the legend hereunder.

4.2 Reservation of Shares. The Company shall at all times reserve from its duly authorized shares of Common Stock a number of shares of Common Stock sufficient to allow for the issuance of the Shares.

4.3 Replacement of Shares. If any certificate or instrument evidencing any Shares is mutilated, lost, stolen or destroyed, the Company shall issue or cause to be issued in exchange and substitution for and upon cancellation thereof, or in lieu of and substitution therefor, a new certificate or instrument, but only upon receipt of evidence reasonably satisfactory to the Company of such loss, theft or destruction and customary and reasonable indemnity, if requested. The applicants for a new certificate or instrument under such circumstances shall also pay any reasonable third-party costs associated with the issuance of such replacement Shares. If a replacement certificate or instrument evidencing any Shares is requested due to a mutilation thereof, the Company may require delivery of such mutilated certificate or instrument as a condition precedent to any issuance of a replacement.

4.4 Form D; Blue Sky Filings. The Company agrees to timely file a Form D with respect to the Shares, to the extent applicable, under Regulation D promulgated under the Securities Act. The Company shall take such action as the Company shall reasonably determine is necessary in order to obtain an exemption for, or to qualify the Shares for, sale to the Investor at the Closing under applicable securities or "Blue Sky" laws of the states of the United States, and shall provide evidence of such actions promptly upon request of any Investor.

4.5 Equal Treatment of Investors. No consideration (including any modification of any Transaction Document) shall be offered or paid to any person to amend or consent to a waiver or modification of any provision of any of this Agreement unless the same consideration is also offered to all of the parties to this Agreement.

4.6 Indemnification.

(a) The Company agrees to indemnify and hold harmless the Investor, its affiliates and their respective officers, directors, employees, agents and controlling persons (collectively, the "Indemnified Parties") from and against, any and all loss, liability, damage or deficiency suffered or incurred by any Indemnified Party by reason of any misrepresentation or breach of warranty by the Company or, after any applicable notice and/or cure periods, nonfulfillment of any covenant or agreement to be performed or complied with by the Company under this Agreement, this Agreement; and will promptly reimburse the Indemnified Parties for all expenses (including reasonable fees and expenses of legal counsel) as incurred in connection with the investigation of, preparation for or defense of any pending or threatened claim related to or arising in any manner out of any of the foregoing, or any action or proceeding arising therefrom (collectively, "Proceedings"), whether or not such Indemnified Party is a formal party to any such Proceeding.

(b) If for any reason (other than a final non-appealable judgment finding any Indemnified Party liable for losses, claims, damages, liabilities or expenses for its gross negligence or willful misconduct) the foregoing indemnity is unavailable to an Indemnified Party or insufficient to hold an Indemnified Party harmless, then the Company shall contribute to the amount paid or payable by an Indemnified Party as a result of such loss, claim, damage, liability or expense in such proportion as is appropriate to reflect not only the relative benefits received by the Company on the one hand and the Advisor on the other, but also the relative fault by the Company and the Indemnified Party, as well as any relevant equitable considerations.

4.7 Non-Public Information: Except with respect to the material terms and conditions of the transactions contemplated by this Agreement, the Company covenants and agrees that neither it, nor any other person acting on its behalf, will provide Investor or its agents or counsel with any information that the Company believes constitutes material non-public information, unless prior thereto Investor shall have executed a written agreement regarding the confidentiality and use of such information. The Company understands and confirms that Investor shall be relying on the foregoing covenant in effecting transactions in Shares of the Company.

V. MISCELLANEOUS

5.1 Except as otherwise provided herein, this Agreement shall not be changed, modified or amended except by a writing signed by the parties to be changed, and this Agreement may not be discharged except by performance in accordance with its terms or by a writing signed by the party to be charged. No waiver of any default with respect to any provision, condition or requirement of this Agreement shall be deemed to be a continuing waiver in the future or a waiver of any subsequent default or a waiver of any other provision, condition or requirement hereof, nor shall any delay or omission of any party to exercise any right hereunder in any manner impair the exercise of any such right.

5.2 This Agreement shall be binding upon and inure to the benefit of the parties hereto and to their respective heirs, legal representatives, successors and assigns. The Company may not assign this Agreement or any rights or obligations hereunder without the prior written consent of Investor (other than by merger). Investor may assign any or all of its rights under this Agreement to any person to whom Investor assigns or transfers any Shares, provided that such transferee agrees in writing to be bound, with respect to the transferred Shares, by the provisions of this Agreement.

5.3 This Agreement, together with the exhibits and schedules thereto, contain the entire understanding of the parties with respect to the subject matter hereof and supersede all prior agreements and understandings, oral or written, with respect to such matters, which the parties acknowledge have been merged into such documents, exhibits and schedules.

5.4 Upon the execution and delivery of this Agreement by the Investor and the Company, this Agreement shall become a binding obligation of the Investor with respect to the purchase of Shares as herein provided, subject, however, to the right hereby reserved by the Company to enter into the same agreements with other Investor and to reject any subscription, in whole or in part, provided the Company returns to Investor any funds paid by Investor with respect to such rejected subscription or portion thereof, without interest or deduction.

5.5 All questions concerning the construction, validity, enforcement and interpretation of this Agreement shall be governed by and construed and enforced in accordance with the internal laws of the State of California, without regard to the principles of conflicts of law thereof. Each party agrees that all legal proceedings concerning the interpretations, enforcement and defense of the transactions contemplated by this Agreement and any other this Agreement (whether brought against a party hereto or its respective affiliates, directors, officers, shareholders, employees or agents) shall be commenced exclusively in the state and federal courts sitting in the City of Los Angeles, State of California. Each party hereby irrevocably submits to the exclusive jurisdiction of the state and federal courts sitting in the City of Los Angeles for the adjudication of any dispute hereunder or in connection herewith or with any transaction contemplated hereby or discussed herein (including with respect to the enforcement of any of this Agreement), and hereby irrevocably waives, and agrees not to assert in any suit, action or proceeding, any claim that it is not personally subject to the jurisdiction of any such court, that such suit, action or proceeding is improper or is an inconvenient venue for such proceeding.

5.6 In order to discourage frivolous claims the parties agree that unless a claimant in any proceeding arising out of this Agreement succeeds in establishing his claim and recovering a judgment against another party (regardless of whether such claimant succeeds against one of the other parties to the action), then the other party shall be entitled to recover from such claimant all of its/their reasonable legal costs and expenses relating to such proceeding and/or incurred in preparation therefor.

5.7 The holding of any provision of this Agreement to be invalid or unenforceable by a court of competent jurisdiction shall not affect any other provision of this Agreement, which shall remain in full force and effect. If any provision of this Agreement shall be declared by a court of competent jurisdiction to be invalid, illegal or incapable of being enforced in whole or in part, such provision shall be interpreted so as to remain enforceable to the maximum extent permissible consistent with applicable law and the remaining conditions and provisions or portions thereof shall nevertheless remain in full force and effect and enforceable to the extent they are valid, legal and enforceable, and no provisions shall be deemed dependent upon any other covenant or provision unless so expressed herein.

5.8 It is agreed that a waiver by either party of a breach of any provision of this Agreement shall not operate, or be construed, as a waiver of any subsequent breach by that same party.

5.9 The Company agrees to execute and deliver all such further documents, agreements and instruments and take such other and further action as may be necessary or appropriate to carry out the purposes and intent of this Agreement.

5.10 This Agreement may be executed in two or more counterparts each of which shall be deemed an original, but all of which shall together constitute one and the same instrument. In the event that any signature is delivered by facsimile transmission or by e-mail delivery of a ".pdf" format data file, such signature shall create a valid and binding obligation of the party executing (or on whose behalf such signature is executed) with the same force and effect as if such facsimile or ".pdf" signature page were an original thereof.

5.11 Nothing in this Agreement shall create or be deemed to create any rights in any person or entity not a party to this Agreement.

5.12 In addition to being entitled to exercise all rights provided herein or granted by law, including recovery of damages, the Investor and the Company will be entitled to specific performance under this Agreement. The parties agree that monetary damages may not be adequate compensation for any loss incurred by reason of any breach of obligations described in the foregoing sentence and hereby agrees to waive in any action for specific performance of any such obligation the defense that a remedy at law would be adequate.

Signature page follow

IN WITNESS WHEREOF, the Investor and the Company have caused this Subscription Agreement to be duly executed as of the date first written above.

COMPANY:
UBIQUITY, INC.

By: _____

Name: Christopher Carmichael,
Title: Chief Executive Officer

SUBSCRIBER:

The Investor executing the Investor Omnibus Signature Page in the form attached hereto as Annex A and delivering the same to the Company or its agents shall be deemed to have executed this Agreement and agreed to the terms hereof.

**SUBSCRIBER OMNIBUS SIGNATURE PAGE
TO
SUBSCRIPTION AGREEMENT
AND ESCROW AGREEMENT**

The undersigned, desiring to: (i) enter into the Subscription Agreement, dated as of _____¹, 2017 (the "Securities Purchase Agreement"), between the undersigned, Ubiquity Inc., a Nevada corporation (the "Company"), and the other parties thereto, in or substantially in the form furnished to the undersigned, (ii) enter into the Escrow Agreement between the undersigned, the Company and the Escrow Agent; and (iii) purchase the Shares of the Company as set forth below, hereby agrees to purchase such Shares from the Company and further agrees to join the Subscription Agreement and the Escrow Agreement as a party thereto, with all the rights and privileges appertaining thereto, and to be bound in all respects by the terms and conditions thereof. The undersigned specifically acknowledges having read the representations section in the Subscription Agreement entitled "Investor's Representations and Warranties," and hereby represents that the statements contained therein are complete and accurate with respect to the undersigned as a Investor.

The Investor hereby elects to:

- purchase a total of _____ Shares at a Per Share Purchase Price of twenty-five (\$0.25) cents per Share, and
- pay a Purchase Price of US \$ by wire transfer of immediately available funds to the Escrow Agent to be held under the terms of this Agreement and the Escrow Agreement

(to be completed by the Investor) under the Subscription Agreement.

SUBSCRIBER (individual)

SUBSCRIBER (entity)

Signature _____

Name of Entity _____

Print Name _____

Signature _____

Signature (if Joint Tenants or Tenants in Common) _____

Print Name: _____

Title: _____

Address of Principal Residence: _____

Address of Executive Offices: _____

Email Address: _____

Email Address: _____

Telephone Number: _____

Telephone Number: _____

Facsimile Number _____

Facsimile Number _____

UBIQUITY, INC.

INVESTOR CERTIFICATION

For Individual Accredited Investors Only

(all Individual Accredited Investors must *INITIAL* where appropriate):

Initial _____ I have a net worth of at least \$1 million either individually or through aggregating my individual holdings and those in which I have a joint, community property or other similar shared ownership interest with my spouse. *(For purposes of calculating your net worth under this paragraph, (a) your primary residence shall not be included as an asset; (b) indebtedness secured by your primary residence, up to the estimated fair market value of your primary residence at the time of your purchase of the securities, shall not be included as a liability (except that if the amount of such indebtedness outstanding at the time of your purchase of the securities exceeds the amount outstanding 60 days before such time, other than as a result of the acquisition of your primary residence, the amount of such excess shall be included as a liability); and (c) indebtedness that is secured by your primary residence in excess of the estimated fair market value of your primary residence at the time of your purchase of the securities shall be included as a liability.)*

Initial _____ I have had an annual gross income for the past two years of at least \$200,000 (or \$300,000 jointly with my spouse) and expect my income (or joint income, as appropriate) to reach the same level in the current year.

Initial _____ I am a director or executive officer of Boxlight Corporation

For Non-Individual Accredited Investors

(all Non-Individual Accredited Investors must *INITIAL* where appropriate):

Initial _____ The investor certifies that it is a partnership, corporation, limited liability company or business trust that is 100% owned by persons who meet at least one of the criteria for Individual Investors set forth above.

Initial _____ The investor certifies that it is a partnership, corporation, limited liability company or business trust that has total assets of at least \$5 million and was not formed for the purpose of investing the Company.

Initial _____ The investor certifies that it is an employee benefit plan whose investment decision is made by a plan fiduciary (as defined in ERISA §3(21)) that is a bank, savings and loan association, insurance company or registered investment advisor.

Initial _____ The investor certifies that it is an employee benefit plan whose total assets exceed \$5,000,000 as of the date of this Agreement.

Initial _____ The undersigned certifies that it is a self-directed employee benefit plan whose investment decisions are made solely by persons who meet at least one of the criteria for Individual Investors.

Initial _____ The investor certifies that it is a U.S. bank, U.S. savings and loan association or other similar U.S. institution acting in its individual or fiduciary capacity.

Initial _____ The undersigned certifies that it is a broker-dealer registered pursuant to §15 of the Securities Exchange Act of 1934.

Initial _____ The investor certifies that it is an organization described in §501(c)(3) of the Internal Revenue Code with total assets exceeding \$5,000,000 and not formed for the specific purpose of investing in the Company.

Initial _____ The investor certifies that it is a trust with total assets of at least \$5,000,000, not formed for the specific purpose of investing in the Company, and whose purchase is directed by a person with such knowledge and experience in financial and business matters that such person is capable of evaluating the merits and risks of the prospective investment.

Initial _____ The investor certifies that it is a plan established and maintained by a state or its political subdivisions, or any agency or instrumentality thereof, for the benefit of its employees, and which has total assets in excess of \$5,000,000.

Initial _____ The investor certifies that it is an insurance company as defined in §2(13) of the Securities Act of 1933, or a registered investment company.

For Non-U.S. Person Investors

(all Investors who are not a U.S. Person must *INITIAL* this section):

Initial _____ The investor is not a "U.S. Person" as defined in Regulation S; and specifically the investor is not:

- A. a natural person resident in the United States of America, including its territories and possessions ("United States");
- B. a partnership or corporation organized or incorporated under the laws of the United States;
- C. an estate of which any executor or administrator is a U.S. Person;
- D. a trust of which any trustee is a U.S. Person;
- E. an agency or branch of a foreign entity located in the United States;
- F. a non-discretionary account or similar account (other than an estate or trust) held by a dealer or other fiduciary for the benefit or account of a U.S. Person;
- G. a discretionary account or similar account (other than an estate or trust) held by a dealer or other fiduciary organized, incorporated, or (if an individual) resident in the United States; or
- H. a partnership or corporation: (i) organized or incorporated under the laws of any foreign jurisdiction; and (ii) formed by a U.S. Person principally for the purpose of investing in securities not registered under the Securities Act, unless it is organized or incorporated, and owned, by accredited investors (as defined in Rule 501(a) under the Securities Act) who are not natural persons, estates or trusts.

And, in addition:

- I. the investor was not offered the securities in the United States;
- J. at the time the buy-order for the securities was originated, the investor was outside the United States; and
- K. the investor is purchasing the securities for its own account and not on behalf of any U.S. Person (as defined in Regulation S) and a sale of the securities has not been pre-arranged with a purchaser in the United States.

UBIQUITY, INC.

ANTI MONEY Investor Profile
(Must be completed by Investor)Section A - Personal Investor Information

Investor Name(s): _____
 Individual executing Profile or Trustee: _____
 Social Security Numbers / Federal I.D. Number: _____
 Date of Birth: _____ Marital Status: _____
 Joint Party Date of Birth: _____ Investment Experience
 (Years): _____
 Annual Income: _____ Liquid Net Worth: _____
 Net Worth (excluding value of primary residence): _____
 Tax Bracket: 15% or below 25% - Over 27.5%
 27.5%

Home Street Address: _____
 Home City, State & Zip Code: _____
 Home Phone: _____ Home Fax: _____ Home Email: _____
 Employer: _____
 Employer Street Address: _____
 Employer City, State & Zip Code: _____
 Bus. Phone: _____ Bus. Fax: _____ Bus. Email: _____
 Type of Business: _____

If you are a *United States citizen*, please list the number and jurisdiction of issuance of any other government-issued document evidencing residence and bearing a photograph or similar safeguard (such as a driver's license or passport), and provide a photocopy of each of the documents you have listed.

If you are NOT a United States citizen, for each jurisdiction of which you are a citizen or in which you work or reside, please list (i) your passport number and country of issuance or (ii) alien identification card number AND (iii) number and country of issuance of any other government-issued document evidencing nationality or residence and bearing a photograph or similar safeguard, and provide a photocopy of each of these documents you have listed. These photocopies must be certified by a lawyer as to authenticity.

ANNEX C

Section B – Certificate Delivery Instructions

____ Please deliver Note to the Employer Address listed in Section A.

____ Please deliver Note to the Home Address listed in Section A.

____ Please deliver Note to the following address: _____

Section C – Form of Payment – Check or Wire Transfer

____ Check payable to CKR Law LLP Attorney Trust Account, as Escrow Agent for Boxlight Corporation

____ Wire funds from my outside account according to Section 1(a) of the Subscription Agreement.

____ The funds for this investment are rolled over, tax deferred from _____ within the allowed 60 day window.

Please check if you are a FINRA member or affiliate of a FINRA member firm: _____

Investor Signature

Date

ANNEX D

LAUNDERING REQUIREMENTS

The USA PATRIOT Act

The USA PATRIOT Act is designed to detect, deter, and punish terrorists in the United States and abroad. The Act imposes new anti-money laundering requirements on brokerage firms and financial institutions. Since April 24, 2002 all brokerage firms have been required to have new, comprehensive anti-money laundering programs.

To help you understand these efforts, we want to provide you with some information about money laundering and our steps to implement the USA PATRIOT Act.

What is money laundering?

Money laundering is the process of disguising illegally obtained money so that the funds appear to come from legitimate sources or activities. Money laundering occurs in connection with a wide variety of crimes, including illegal arms sales, drug trafficking, robbery, fraud, racketeering, and terrorism.

How big is the problem and why is it important?

The use of the U.S. financial system by criminals to facilitate terrorism or other crimes could well taint our financial markets. According to the U.S. State Department, one recent estimate puts the amount of worldwide money laundering activity at \$1 trillion a year.

What are we required to do to eliminate money laundering?

Under rules required by the USA PATRIOT Act, our anti-money laundering program must designate a special compliance officer, set up employee training, conduct independent audits, and establish policies and procedures to detect and report suspicious transaction and ensure compliance with such laws. As part of our required program, we may ask you to provide various identification documents or other information. Until you provide the information or documents we need, we may not be able to effect any transactions for you.

ANNEX D

ANTI-MONEY LAUNDERING INFORMATION FORM

The following is required in accordance with the AML provision of the USA PATRIOT ACT.

(Please fill out and return with requested documentation.)

INVESTOR NAME: _____

LEGAL ADDRESS: _____

SSN# or TAX ID#
OF INVESTOR: _____

YEARLY INCOME: _____

FOR INVESTORS WHO ARE INDIVIDUALS: AGE: _____

NET WORTH: _____ *

* For purposes of calculating your net worth in this form, (a) your primary residence shall not be included as an asset; (b) indebtedness secured by your primary residence, up to the estimated fair market value of your primary residence at the time of your purchase of the securities, shall not be included as a liability (except that if the amount of such indebtedness outstanding at the time of your purchase of the securities exceeds the amount outstanding 60 days before such time, other than as a result of the acquisition of your primary residence, the amount of such excess shall be included as a liability); and (c) indebtedness that is secured by your primary residence in excess of the estimated fair market value of your primary residence at the time of your purchase of the securities shall be included as a liability.

FOR INVESTORS WHO ARE INDIVIDUALS: OCCUPATION: _____

ADDRESS OF BUSINESS OR OF EMPLOYER: _____

FOR INVESTORS WHO ARE ENTITIES:

YEARLY INCOME: _____ NET WORTH: _____

TYPE OF BUSINESS: _____

INVESTMENT OBJECTIVE(S) (FOR ALL INVESTORS): _____

IDENTIFICATION & DOCUMENTATION AND SOURCE OF FUNDS:

- Please submit a copy of non-expired identification for the authorized signatory(ies) on the investment documents, showing name, date of birth, address and signature. The address shown on the identification document **MUST** match the Investor's address shown on the Investor Signature Page.

Current Driver's License or Valid Passport or Identity Card
(Circle one or more)

- If the Investor is a corporation, limited liability company, trust or other type of entity, please submit the following requisite documents: (i) Articles of Incorporation, By-Laws, Certificate of Formation, Operating Agreement, Trust or other similar documents for the type of entity; and (ii) Corporate Resolution or power of attorney or other similar document granting authority to signatory(ies) and designating that they are permitted to make the proposed investment.

- Please advise where the funds were derived from to make the proposed investment:

Investments Savings Proceeds of Sale Other _____
(Circle one or more)

Signature: _____

Print Name: _____

Title (if applicable): _____

Date: _____

1330 Avenue of the Americas | New York, New York 10019

T +1.212.400.6900 | F +1.212.400.6901

EXHIBIT A

Form of Escrow Agreement

EXHIBIT B**Proposed Ubiquity, Inc. Restructuring Plan**

Set forth below is an outline of steps to be taken to restructure Ubiquity, Inc., a Nevada corporation (the "Company").

1. Filing Compliance Under Securities Exchange Act of 1934, as amended

Counsel to the Company to work with the Company Chief Financial Officer and Hall & Associates (auditors) to prepare and file with the SEC by not later than June 15, 2017, or as soon thereafter as is practicable:

- (a) Form 10-K Annual Report for the year ended December 31, 2015
- (b) Form 10-Q Quarterly Report for three months ended March 31, 2016
- (c) Form 10-Q Quarterly Report for six months ended June 30, 2016
- (d) Form 10-Q Quarterly Report for nine months ended September 30, 2016
- (e) Form 10-K Annual Report for the year ended December 31, 2016
- (f) Form 10-Q Quarterly Report for the three months ended March 31, 2017.

2. Reverse Stock Split. Simultaneous with the SEC filings in Section 1 above, the board of directors of the Company will file an amendment to the Articles of Incorporation of the Company to:

- (a) Effect a 1:16 to 1:20 reverse stock split of its 800,000,000 authorized shares of common stock, \$0.001 par value per share ("Common Stock") and 290,760,132 issued and outstanding shares of Common Stock. Upon conversion of outstanding convertible notes and warrants approximately an additional 60,000,000 shares will be issued.
- (b) As a result of the Reverse Split, the Company will have 53,333,333 shares of authorized Common Stock, 10,000,000 shares of Preferred Stock authorized, and 19,384,009 shares of Common Stock and 500 shares of "super voting" preferred stock issued and outstanding.
- (c) Under Nevada law, if the reverse split involves *both* the authorized Common Stock and the outstanding Common Stock, it can be consummated by vote of the board of directors without a stockholder meeting or consent.

3. Defaulted Debt Obligations and Settlement of Litigation.

- (a) The Company is currently indebted to hedge funds and other investors holding toxic convertible debt securities and warrants in the amount of approximately \$3.1 million. This consists of:

- (i) \$112,475 owed to Union Capital
- (ii) \$ 86,350 owed to Adar Bays
- (iii) \$198,000 owed to Vista
- (iv) \$126,540 owed to Cardinal
- (v) \$457,150 owed to Typenex
- (vi) \$166,125 owed to JMJ
- (vii) \$495,841 owed to Auctus
- (viii) \$234,000 owed to JDF Capital
- (ix) \$150,000 owed to Tangiers
- (x) \$190,500 owed to JSJ
- (xi) \$131,250 owed to Blue Citi
- (xii) \$203,363 owed to First Fire Global
- (xiii) \$203,363 owed to R Squared Partners
- (xiv) \$398,750 owed to Anson Group
- (xv) \$120,120 owed to LG

- (b) The Company has entered into an agreement with Tarpon Bay Partners, LLC, an affiliate of Southridge Capital (Steve Hicks) under which Tarpon will acquire the debt owed to JSJ, Union, Adar Bays, Tangiers, Blue Citi, R-Squared, Cardinal, Anson, Auctus and First Fire (approximately \$2.0 million) and receive a 10% convertible note from the Company which will convert into free trading Common Stock at 65% of the market price pursuant to a Section 3(a)(10) exchange transaction.
- (c) Subject to establishment of an escrow account with a minimum of \$5,000,000, the Company will enter into a settlement agreement with the creditors which contemplates, *subject to completion of the Restructuring Plan*:
 - (i) Payment of approximately \$1.0 million owed to the creditors who have not entered into agreements with Tarpon Bay to sell their debt;
 - (ii) Restructure 10% convertible notes to be issued to Tarpon Bay due February 28, 2018 so that upon completion of the Restructuring Plan, the notes are convertible into Common Stock at a fixed price per share (not 65% of the market price at the time of conversion).
 - (iii) Any settlement would include a Section 3(a)(9) exchange offer, whereby the investors would exchange their warrants or other convertible equity securities for shares of Common Stock.
 - (iv) Any settlement would involve receipt of full releases to the Company, its officers, directors, stockholders and affiliates, including Chris Carmichael, Connie Jordan and Brenden Garrison.

4. Ubiquity Corporate Structure.

- (a) The Company will transfer all of its patents, intellectual property and related assets (other than the stock of Sprocket Wearables, Inc ("Sprocket") - a 60% owned subsidiary) to Ubiquity Studios, Inc., a 100% owned subsidiary of the Company (UBIQ Studios). Sprocket distributes licensed virtual reality products such as watches, etc. UBIQ Studios intends to commercialize its virtual reality products.
- (b) Ubiquity Studios will seek to acquire Sonic Pool, Inc., a post-production house ("Sonic Pool").

5. Sonic Pool Acquisition. The proposed MOU with Sonic Pool will be amended as follows:

- (a) UBIQ Studios will acquire 100% of the capital stock of Sonic Pool;
- (b) The stockholders of Sonic Pool will be entitled to receive a 6% \$6,000,000 convertible note of Ubiquity due March 31, 2020 (the "Purchase Note");
- (c) The Purchase Note is guaranteed by UBIQ Studios and secured by a pledge of the Sonic Pool shares;
- (d) At such time as the shares of Common Stock of either (i) the Company, or (ii) UBIQ Studios are listed for trading on Nasdaq Capital Markets at a minimum market capitalization of \$30,000,000, the Purchase Note will automatically convert into Common Stock of the public company at the closing price of the shares at the time of listing on Nasdaq (the "Conversion Shares"); provided, that in no event shall the conversion shares represent less than (A) 15% of the outstanding shares of Ubiquity, Inc. (if the Company lists on Nasdaq) or (B) 33-1/3% of the outstanding shares of UBIQ Studios (if UBIQ Studios lists on Nasdaq).

- (e) At closing the Company and the Sonic Pool stockholders enter into a stockholders agreement pursuant to which:
- (i) UBIQ Studios and Sonic Pool will have a 5 person board of directors of which the Company will designate three directors and the Sonic Pool stockholders will designate two directors.
 - (ii) Without the consent of the Sonic Pool designees on the Board of Directors, neither the Board of Directors of UBIQ Studios or Sonic Pool will:
 - (A) Impose and indebtedness for borrowed money on Sonic Pool in excess of \$50,000;
 - (B) Subject any of the assets of Sonic Pool to any lien or security interest;
 - (C) Change in any material manner the nature of the business of Sonic Pool;
 - (D) Impose any management fees on Sonic Pool;
 - (E) Engage in any related party transactions with Sonic Pool; or
 - (F) Amend the Stockholders Agreement.
 - (f) At Closing, the executive officers of Sonic Pool will enter into three year employment agreements with UBIQ Studios in which they will continue to manage the day-to-day operations of Sonic Pool.
6. **Stockholders Meeting:** Once the SEC Reports referred to in Section 1 above are filed with the SEC and Reverse Stock Split have been completed and settlement agreements with Noteholders have been entered into, the Company will call a stockholders meeting to (a) elect a board of directors, which will include three independent directors; (b) ratify prior transactions, including the Restructuring Plan.

7. **Proof of Funds.**

The entire Restructuring Plan is subject to the Company demonstrating to its creditors, stockholders and other parties to pending litigation that the Company has the cash to settle disputed items.

Accordingly, the Company will, as an initial step, seek to enter into subscription agreements with investors who have invested and worked with Christopher Carmichael in the past, under which:

- The Investors will deposit a minimum of \$5.0 million and a maximum of \$10.0 million in escrow with Wilmington Trust Company or another bank acceptable to the Investors;
- The Investors agree to purchase Common Stock of the Company at a price of \$0.25 per share (\$4.00 - \$5.00 per share after the Reverse Split);
- The escrowed funds ONLY get released at such time as (a) the Restructuring Plan is approved and completed in a manner that is satisfactory to the "investor representative" (as defined) and the Company.

IV. Outstanding Options and Warrants.

Name of Option or Warrant Holder	Total Owed (March 15, 2017)	Exercise Price	Expiration Date

