

AMERICAN GREEN



AMERICAN GREEN INC

**INTERIM INFORMATION AND
DISCLOSURE STATEMENT**
(Unaudited)

For the six months ended
December 31, 2017 and 2016

AMERICAN GREEN INC.

Notes to Unaudited Consolidated Financial Statements
For the six months ended December 31, 2017 and 2016
(Unaudited)

ITEM 1. NAME OF THE ISSUER AND ITS PREDECESSOR (IF ANY)

On May 9, 2014, the name of the Issuer became American Green, Inc. The issuer was formerly known as:

11/12/1998:	TI-Mail Inc.
08/14/2000:	Desert Winds Entertainment, Inc.
11/06/2002:	SunnComm, Inc.
04/20/2004:	SunnComm Technologies, Inc.
06/14/2007:	The Amergence Group, Inc.
03/08/2011:	Altitude Organic Corporation
01/06/2012:	Tranzbyte Corporation

ITEM 2. ADDRESS OF THE ISSUER'S PRINCIPAL EXECUTIVE OFFICES

COMPANY HEADQUARTERS:

Physical Address:	2902 W. Virginia Ave, Phoenix, AZ. 85009
Telephone:	480.443.1600
Fax #:	424.288.5523
Websites:	www.americangreen.com
IR Contact:	Not Applicable

ITEM 3. SECURITY INFORMATION

TRADING SYMBOL:

ERBB

EXACT TITLE AND CLASS OF SECURITIES OUTSTANDING:

Common Stock
Preferred Class B Stock
Preferred Class C Stock

CUSIP:

Common Stock, CUSIP # 02640N101, trading symbol: ERBB
Preferred Stock, No CUSIP or trading symbol.

PAR OR STATED VALUE:

Common Stock, Par value \$.001 per share
Preferred B Stock, Par value \$.001 per share
Preferred C Stock, Par value \$.001 per share

TOTAL SHARES OUTSTANDING:

PREFERRED SERIES B STOCK

i. December 31, 2017

ii.	Number of Shares Authorized	10,000,000
iii.	Shares Issued and Outstanding	7,900,000
iv.	Freely Tradable Shares:	N/A
v.	Total Number of Beneficial Shareholders	0
vi.	Total Number of Shareholders of Record	3

PREFERRED SERIES C STOCK

i.	December 31, 2017	
ii.	Number of Shares Authorized	6,000,000
iii.	Shares Issued and Outstanding	6,000,000
iv.	Freely Tradable Shares:	N/A
v.	Total Number of Beneficial Shareholders	0
vi.	Total Number of Shareholders of Record	4

COMMON STOCK

i.	December 31, 2017	
ii.	Number of Shares Authorized	25,000,000,000
iii.	Shares Issued and Outstanding	19,121,569,077
iv.	Freely Tradable Shares	18,728,363,841
v.	Total Number of Beneficial Shareholders	57,640
vi.	Total Number of Shareholders of Record	423

TRANSFER AGENT:

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

The transfer agent is registered under the Exchange Act.

RESTRICTIONS ON THE TRANSFER OF SECURITY:

NONE

TRADING SUSPENSION ORDERS ISSUED BY THE SEC IN THE PAST 12 MONTHS.

NONE

ITEM 4. ISSUANCE HISTORY

A. NATURE OF EACH OFFERING (E.G., SECURITIES ACT RULE 504, INTRASTATE, ETC.);

All common and preferred share issuances by the issuer from July 1, 2013 to September 30, 2016 have been issued in accordance with Rule 144.

The Issuer did not issue any warrants or options from July 1, 2013 to September 30, 2016.

B. JURISDICTIONS WHERE THE OFFERING WAS REGISTERED OR QUALIFIED;

All common and preferred share issuances by the issuer from July 1, 2013 to September 30, 2016 were issued as restricted securities in private issuances and did not require a registration.

C. NUMBER OF SHARES OFFERED;

Incorporated by reference as follows:

Period Description

7/1/13-6/30/14	Notes 4 & 6, Annual Report, June 30, 2014
7/1/14-6/30/15	Notes 6 & 8, Annual Report, June 30, 2015
7/1/15-6/30/16	Notes 8 & 10, Annual Report, June 30, 2016
7/1/16-9/30/16	Notes 7 & 9, Quarterly Report, September 30, 2016
10/1/16-12/31/16	Notes 7 & 9, Quarterly Report, December 31, 2016

D. NUMBER OF SHARES SOLD; INCORPORATED BY REFERENCE AS FOLLOWS:

Period Description

7/1/13-6/30/14	Notes 4 & 6, Annual Report, June 30, 2014
7/1/14-6/30/15	Notes 6 & 8, Annual Report, June 30, 2015
7/1/15-6/30/16	Notes 8 & 10, Annual Report, June 30, 2016
7/1/16-9/30/16	Notes 7 & 9, Quarterly Report, September 30, 2016
10/1/16-12/31/16	Notes 7 & 9, Quarterly Report, December 31, 2016

E. PRICE AT WHICH THE SHARES WERE OFFERED, AND THE AMOUNT ACTUALLY PAID TO THE ISSUER;

Incorporated by reference as follows:

Period Description

7/1/13-6/30/14	Notes 4 & 6, Annual Report, June 30, 2014
7/1/14-6/30/15	Notes 6 & 8, Annual Report, June 30, 2015
7/1/15-6/30/16	Notes 8 & 10, Annual Report, June 30, 2016
7/1/16-9/30/16	Notes 7 & 9, Quarterly Report, September 30, 2016
10/1/16-12/31/16	Notes 7 & 9, Quarterly Report, December 31, 2016

F. THE TRADING STATUS OF THE SHARES:

All common and preferred share issuances by the issuer from July 1, 2013 to December 31, 2016 were initially issued as restricted in accordance with Rule 144.

G. WHETHER THE CERTIFICATES OR OTHER DOCUMENTS THAT EVIDENCE THE SHARES CONTAIN A LEGEND

- (1) stating that the shares have not been registered under the Securities Act; and
- (2) setting forth or referring to the restrictions on transferability and sale of the shares under the Securities Act.

All common and preferred share issuances by the issuer from July 1, 2014 to December 31, 2017 were initially issued as restricted in accordance with Rule 144. Each certificate had a standard restricted legend stamp.

ITEM 5. FINANCIAL STATEMENTS

Incorporated by reference. See Interim Report - for the six months ended December 31, 2017 and 2016

ITEM 6. DESCRIBE THE ISSUER'S BUSINESS, PRODUCTS AND SERVICES

A. DESCRIPTION OF THE ISSUER'S BUSINESS OPERATIONS;

AMERICAN GREEN

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

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

AMERICAN GREEN PURCHASES NIPTON, CALIFORNIA

On September 19, 2017, American Green successfully completed the purchase of the town of Nipton, California Nipton, California, a 100-year-old community in San Bernardino county, and intends to modernize it into the country's first energy-independent, cannabis-friendly hospitality destination -- all while retaining its historic look and value. As the second oldest and the largest publicly-traded cannabis company in the US (with over 70,000 certified shareholders), American Green is the first company to buy an entire town for the purpose of capitalizing on the emerging cannabis tourism industry. Many of Nipton's current and past highlights can be viewed at www.nipton.com.

With over 120 acres of potential for development and just 10 minutes off of busy Interstate 15, American Green has taken the first step to transform Nipton into an effective hub for the production of various cannabis-based products as well as possible fully-licensed cultivation which includes a safe and appropriate approach to consumption. Located on the border between California and Nevada, the town is strategically positioned on the railway line going from Los Angeles through Las Vegas to Salt Lake City and beyond.

Initially, American Green and Nipton will focus on the bottling of fresh CBD-infused water direct from a nearby aquifer which the company will then seek to distribute throughout California (<https://americangreencbd.com/faq/>). Discussions are underway with several well-established edible and extraction companies that have expressed interest in having production facilities in the town as well -- all done paying strict adherence to regulatory guidelines.

Ultimately, the company would like to offer a variety of commercial and recreational attractions including: CBD and mineral baths, cannabis-product retail outposts, artists-in-residence programs, culinary events, and Bed-and-Breakfast lodging to complete the charming small-town experience. Company officials hope that this project will help to catalyze job creation and development within the town and surrounding communities, making Nipton a model for the cannabis industry's role in stimulating and accelerating the rebuilding of struggling small town economies throughout the US where cannabis products have been legalized.

Nipton's future plans include setting the standard for energy efficiency and environmentally responsible tourism. American Green intends to expand the existing solar farm, to move Nipton

toward becoming a completely energy-independent town, including the development of the town's existing aquifer system for water supply. American Green anticipates job creation will occur naturally in building and development, as well as tourism, agriculture, entertainment, transportation, retail and more, presenting new opportunities for innovation and entrepreneurship. The company's management remains open to ideas, suggestions, partnerships and more as it moves the project forward and encourages its 70,000+ shareholders to contact the company through its website to suggest Nipton's future improvements (www.americangreen.com).

THE AMERICAN GREEN CANNABIS GROW FACILITY

In November, the City of Phoenix issued American Green the necessary variance to enable the required permitting for the completion of the 12,000 sq. ft. cultivation site being constructed for Arizona cannabis licensee, Natural Herbal Remedies. Construction, final permitting, and growing operations are expected to commence no later than March 2018.

B. DATE AND STATE (OR JURISDICTION) OF INCORPORATION:

The Company was incorporated on August 9, 1993 in the State of Oregon and commenced its business on the same date.

On November 13, 1998, the Company filed a plan of merger with the State of Nevada whereby Ti-Mail was merged into Desert Winds Entertainment Corporation, a Nevada Corporation and the Company's board of directors together with an affirmative vote of the majority shareholders approved the change of the Company's name to Desert Winds Entertainment Corporation to better reflect the Company's new business direction as an entertainment company specializing in the production and marketing of ensemble tribute artist productions.

On May 10, 2016 the Company re-domesticated to Wyoming as American Green Inc. resulting in a savings of over \$5,000 per year in Nevada Corporate fees.

B. THE ISSUER'S PRIMARY AND SECONDARY SIC CODES;

Primary: 51114 "Corporate Office Management"

C. THE ISSUER'S FISCAL YEAR END DATE;

The issuer's fiscal year end date is June 30

D. PRINCIPAL PRODUCTS OR SERVICES, AND THEIR MARKETS

Management Services

The Company has and is in the process of forming joint ventures to provide management, financial, business and professional services to MMJ and recreational industries in Arizona, Colorado, Nevada and California. A significant portion of this industry is controlled by small operators who lack the resources and expertise to survive in highly a scrutinized, regulated and competitive environment.

American Green Machine

Previously American Green had a primary objective of providing a vending machine capable of 'better than human' recognition of those making purchases from it, all known as ZaZZZ. The initial roll-out provided the necessary information for the Company to re-introduce the concept in 2017. Currently the Company possesses the rights to technology which integrates into existing machines aspects of the Silkron vending platform, M2SYS biometrics, and any additional hardware or software as required by client needs. The American Green Machine will allow purchasers or

partners to white [private] label the machine, if desired, as well as sell and track controlled inventory with complete transparency to regulatory groups or the client with respect to revenues and goods sold. The Company leases a space in North Carolina where it assembles custom-ordered machines for sale. The first American Green Machines are projected to be available in-market by March/April 2017, followed by a larger rollout in Q3/17.

American Green E-Commerce Store

In addition, an e-commerce store unique to the company as well as a store in the Amazon marketplace drives revenues while extending the brand and providing continuity between the other initiatives. Each of those described and any that may be added can stand on its own but naturally interface well and increase the overall value of the products themselves, the American Green brand and the Company as a whole.

American Green Coordinated Initiatives

Beginning Q4/16, American Green began greater focus on how ongoing initiatives including, but not limited to, those described previously in this section could be linked together for efficiency and economies of scale. Mobile applications, branded products, the American Green Machine, and partners producing unique products for distribution with an emphasis on CBD-focused edibles dovetail together to produce a unique cross-platforming opportunity for the company that includes potential co-marketing and future product acquisitions.

ITEM 7. DESCRIBE THE ISSUER'S FACILITIES

The Issuer rents office space at the location described in Item 2 of this report. The lease is on an annual basis.

Off-Balance Sheet Arrangements

The Company does not have any off-balance sheet arrangement or any definitive agreement that is unconditionally binding or subject only to customary closing conditions.

ITEM 8. OFFICERS DIRECTORS AND CONTROL PERSONS

A. Names of Officers, Directors, and Control Persons.

1. Officers and Directors

a. David Gwyther, Chairman - Acting President, Director

In May of 2014, the Company changed its name to American Green and David Gwyther remained as Chairman, Principal Financial Officer, Principal Accounting Officer, Secretary, Chief Financial Officer, Chief Executive Officer, and Treasurer and the Company. Currently, Mr. Gwyther owns 36,264,788 shares of American Green, Inc. common stock.

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

From 1980-2005 he worked in the securities industry with Series 7, 63 and 24 licenses. During the

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

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

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

b. Colleen Manley, Esq. - Director

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

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

Colleen is related to the late Tom Forcade, a local Arizona historical figure who founded High Times Magazine. Tom Forcade hailed from Phoenix and was one of the original advocates supporting the medicinal use of cannabis during the late 1960s and 70s. Colleen also serves as a Chairman of the Board and significant shareholder of Trans High Corporation, the owner of High Times, High Times Medical Marijuana Magazine, and many other national ventures. Colleen is active in the community as well. She is a past president of Arizona Clean and Beautiful; a member of the National Charity League; a founding member of the Board of Regents of Golden Karma Awards; a founding member of Our Power of Community Circle; past Director of ESCOM; past member of the North Central Parenting Association and volunteers for local charities.

2. Control Persons:

The following Table lists the shareholdings of every person who holds more than 5% of the votes able to be cast in any action taken by holders of the Common Stock of the Company, or any person who is an officer or director of the Company:

Control Person	Common Stock	Preferred B Shares	Preferred C Shares	Votes	% of Total Vote
David G. Gwyther, Chairman	-	6,500,000	2,000,000	8,500,000,000	25.74%
Colleen Manley, Director	13,645,992	-	1,000,000	1,013,645,992	3.07%
Morgan A. Sanburg Jacobs	-	-	2,000,000	2,000,000,000	6.06%
	13,645,992	6,500,000	4,000,000	10,513,645,992	31.84%

B. LEGAL/DISCIPLINARY HISTORY

NONE

C. BENEFICIAL HOLDERS

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

Preferred Series B Holders	Shares	% of Class	Votes	% of Total Vote
David G. Gwyther, Chairman	6,500,000	82.28%	6,500,000,000	19.68%
Total	7,900,000	82.28%	7,900,000,000	19.68%

Preferred Series C Holders	Shares	% of Class	Votes	% of Total Vote
David G. Gwyther, Chairman	2,000,000	33.33%	2,000,000,000	6.06%
Colleen Manley, Director	1,000,000	16.67%	1,000,000,000	3.03%
Factor X Corporation Kevin Twaddell, President 9410 Prototype Drive, Suite 15 Reno, NV 89521	1,000,000	16.67%	1,000,000,000	3.03%
Morgan A. Sanburg Jacobs	2,000,000	33.33%	2,000,000,000	6.06%
Total	6,000,000	100.00%	6,000,000,000	18.17%

Common Shareholders

There are no persons that are the beneficial owners having voting and economic control of more than ten percent (10%) of the common shares outstanding as of the date of this information statement.

ITEM 9. THIRD PARTY PROVIDERS

The names, addresses, telephone numbers, and email addresses of each of the following outside providers that advise the Company on matters relating to operations, business development and disclosure:

Legal Counsel:

Jerald S. Chesler, P.C.
20860 N Tatum Blvd. Suite 300
Phoenix, AZ 85050
Phone: 480-488-7875
Facsimile: 480-563-4632
Email: Jerry@JChesler.com

Accountant or Auditor:

NONE

Other Advisor:

Other advisor(s) that assisted, advised, prepared or provided information with respect to this disclosure statement.

Albert Golusin
Phoenix, Arizona
Phone: 602-466-2650
aagolusin@mac.com

10th Planet Partners Limited Partnership
Morgan A. Sanburg-Jacobs, Managing Member
765 Condor Drive

Martinez, CA 94553
Phone: 845-796-9009
morgan@10thplanetpartners.com

ITEM 10. CERTIFICATIONS

I, David G. Gwyther certify that:

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

February 19, 2018

“/s/” David G. Gwyther
David G. Gwyther
Chairman
American Green Inc.