

# AMERICAN GREEN



## AMERICAN GREEN INC

### INTERIM INFORMATION AND DISCLOSURE STATEMENT

(Unaudited)

For the six months ended  
December 31, 2018 and 2017

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

American Green, Inc. (the “Company”) was formed on December 10, 1998, when Desert Winds Entertainment Corporation<sup>1</sup>, and Ti-Mail<sup>2</sup> merged under a “Plan and Agreement of Reorganization.” with Desert Winds Entertainment Corporation as the survivor. The newly merged entity commenced operations on that date.

On the same date, the Company acquired The Whitney Corporation (“Whitney”), which held certain assets and operations related to live entertainment and proposed film and television properties. Both Ti-Mail and Whitney were held as wholly owned, operating subsidiaries.

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

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

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

On July 6, 2000 the Company’s name was changed to, “SunnComm, Inc” to reflect the Company’s the Company’s new direction.

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

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

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

On March 8, 2011, the Company’s name was changed to, “Altitude Organic Corporation” in order to reflect the company’s entrance into the cannabis support marketplace.

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

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

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

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<sup>1</sup> Desert Winds Entertainment Corporation was formed in Nevada on November 13, 1998

<sup>2</sup> Ti-Mail, Inc. (“Ti-Mail”) was originally incorporated in Oregon on August 9, 1993 as Compliance Signage, Inc. Compliance Signage, Inc. changed its name to Ti-Mail, Inc. on April 4, 1996

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

### COMPANY HEADQUARTERS:

Physical Address: 11011 S 48<sup>th</sup> Street, Ste 106, Phoenix, AZ 85044  
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, 2018	
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, 2018	
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, 2018	
ii.	Number of Shares Authorized	30,000,000,000
iii.	Shares Issued and Outstanding	24,910,627,342

iv.	Freely Tradable Shares	24,417,288,228
v.	Total Number of Beneficial Shareholders	85,799
vi.	Total Number of Shareholders of Record	429

**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, 2015 to June 30, 2018 have been issued in accordance with Section 4(a)(2) of the Securities Act of 1933.

The Issuer did not issue any warrants or options from July 1, 2015 to June 30, 2018.

**B. JURISDICTIONS WHERE THE OFFERING WAS REGISTERED OR QUALIFIED;**

All common and preferred share issuances by the issuer from September 1, 2015 to September 30, 2018 were issued as restricted securities in private issuances and did not require a registration.

**C. NUMBER OF SHARES OFFERED;**

On September 30, 2014 the Company issued a debenture for \$127,177 for expenses paid on behalf of the Company during the quarter. The debenture accrues interest at 10% per annum and will convert into the company's common stock at 50% of the lowest closing bid price 12 months before the conversion date. The Holder is restricted from any conversions that would result in the Holder owning over 9.9% of the outstanding common shares of the Company after the conversion. Since its inception the Debenture has been accruing interest at \$3,179 each quarter. During the quarter ended March 31, 2016 the debenture accrued interest of \$1,529 and the Company paid \$66,000 in principal and \$15,897 in accrued interest by issuing 148,903,606 common shares. During each quarter in 2016 the debenture accrued \$1,529 of accrued interest resulting in \$6,118 of accrued interest and \$61,177 in principal outstanding at December 31, 2016. At June 30, 2017 the debenture had \$61,177 in principal outstanding and \$9,176 in accrued interest. At September 30, 2017 the debenture had \$61,177 in principal outstanding and \$10,706 in accrued interest. At December 31, 2018 the debenture had \$61,177 in principal outstanding and \$18,352 in accrued interest.

On June 30, 2015 the Company issued a debenture for \$226,966 for expenses paid on behalf of the Company from April 1, 2014 through June 30, 2014. The debenture accrues interest at 10% per annum and will convert into the company's common stock at 50% of the lowest closing bid price 12 months before the conversion date. The Holder is restricted from any conversions that would result in the Holder owning over 9.9% of the outstanding common shares of the Company after the conversion. During the

quarter ended March 31, 2016 the debenture accrued \$5,674 of interest. During the quarter ended June 30, 2016 the debenture accrued \$5,674 in interest resulting in the debenture having \$226,966 in principal and \$22,696 in accrued interest outstanding at June 30, 2016. During each quarter in 2016 the Debenture accrued \$5,674 in interest resulting in the debenture having \$226,966 in principal and \$34,044 in accrued interest outstanding at December 31, 2016. At June 30, 2017, the Company had \$226,966 in principal and \$45,392 in accrued interest outstanding. At September 30, 2017, the debenture had \$226,966 in principal and \$51,067 in accrued interest outstanding. At December 31, 2018 the debenture had \$226,966 in principal outstanding and \$79,437 in accrued interest.

On June 30, 2015 the Company issued a debenture for \$120,000 for services rendered from January 1, 2014 through December 31, 2014. The debenture accrues interest at 10% per annum and will convert into the company's common stock at 50% of the lowest closing bid price 12 months before the conversion date. The Holder is restricted from any conversions that would result in the Holder owning over 9.9% of the outstanding common shares of the Company after the conversion. Since its inception the debenture will accrue \$3,000 of interest during each quarter. During the quarter ended March 31, 2016 the debenture accrued \$3,000 of interest. During the quarter ended June 30, 2016 the debenture accrued \$3,000 in interest resulting in the debenture having \$120,000 in principal and \$12,000 in accrued interest outstanding at June 30, 2016. During each quarter in 2016 the debenture accrued \$3,000 in interest resulting in the debenture having \$120,000 in principal and \$18,000 in accrued interest outstanding at December 31, 2016. At June 30, 2017, the Company had \$120,000 in principal and \$24,000 in accrued interest outstanding. At September 30, 2017, the debenture had \$120,000 in principal and \$27,000 in accrued interest outstanding. At December 31, 2018 the debenture had \$120,000 in principal outstanding and \$42,000 in accrued interest.

On September 30, 2015 the Company issued a debenture for \$85,000 for cash advances during September 2015. The debenture accrues interest at 10% per annum and will convert into the company's common stock at 50% of the lowest closing bid price 12 months before the conversion date. The Holder is restricted from any conversions that would result in the Holder owning over 9.9% of the outstanding common shares of the Company after the conversion. Since its inception the debenture will accrue \$2,125 of interest during each quarter. During the quarter ended June 30, 2016 the debenture accrued \$2,125 in interest resulting in the debenture having \$85,000 in principal and \$8,500 in accrued interest outstanding at June 30, 2016. During each quarter in 2016 the debenture accrued \$2,125 in interest resulting in the debenture having \$85,000 in principal and \$12,750 in accrued interest outstanding at December 31, 2016. At June 30, 2017 the Company had \$85,000 in principal and \$17,000 in accrued interest outstanding. At September 30, 2017 the debenture had \$85,000 in principal and \$19,125 in accrued interest outstanding. At December 31, 2018 the debenture had \$85,000 in principal outstanding and \$27,625 in accrued interest.

On October 31, 2015 the Company issued two debentures for \$83,000 totaling 166,000 for five cash advances during October 2015. Each debenture accrues interest at 10% per annum and will convert into the company's common stock at 50% of the lowest closing bid price 12 months before the conversion date. The Holders are restricted from any conversions that would result in the Holder owning over 9.9% of the outstanding common shares of the Company after the conversion. Since their inception the debentures will accrue a total of \$4,150 of interest during each quarter. During the quarter ended March 31, 2016 the debentures accrued \$4,150 of interest. During the quarter ended June 30, 2016 each debenture accrued \$2,767 in interest resulting in the debentures having \$166,000 in principal and \$11,066 in accrued interest outstanding at June 30, 2016. During each quarter in 2016 each debenture accrued \$2,075 in interest resulting in the debentures totaling \$166,000 in principal and \$19,366 in accrued interest outstanding at December 31, 2016. During the quarter ended June 30, 2017, one of the debentures was paid in full by issuing 313,556,667 common shares resulting in one debenture remaining outstanding with \$83,000 of principal and \$13,833 of accrued interest outstanding. At September 30, 2017 the debenture had \$83,000 of principal and \$15,908 accrued interest. At December 31, 2018 the debenture had \$83,000 in principal outstanding and \$26,283 in accrued interest.

On January 31, 2016 the Company issued a debenture for \$90,000 for cash advances during

January 2016. The debenture accrues interest at 10% per annum and will convert into the company's common stock at 50% of the lowest closing bid price 12 months before the conversion date. The Holder is restricted from any conversions that would result in the Holder owning over 9.9% of the outstanding common shares of the Company after the conversion. During the quarter ended March 31, 2016 the debenture accrued \$150 of interest. During the quarter ended June 30, 2016 the debenture accrued \$2,250 in interest resulting in the debenture having \$90,000 in principal and \$2,400 in accrued interest outstanding at June 30, 2016. During each subsequent quarter in 2016 the debenture accrued \$2,250 in interest resulting in the debenture having \$90,000 in principal and \$6,900 in accrued interest outstanding at December 31, 2016. At June 30, 2017, the Company had \$90,000 in principal and \$11,400 in accrued interest outstanding. At September 30, 2017, the Company had \$90,000 in principal and \$13,650 in accrued interest outstanding. At December 31, 2018 the debenture had \$90,000 in principal outstanding and \$24,900 in accrued interest.

On February 28, 2016 the Company issued a debenture for \$122,000 for cash advances during February 2016. The debenture accrues interest at 10% per annum and will convert into the company's common stock at 50% of the lowest closing bid price 12 months before the conversion date. The Holder is restricted from any conversions that would result in the Holder owning over 9.9% of the outstanding common shares of the Company after the conversion. During the quarter ended March 31, 2016 the debenture accrued \$1,016 of interest. During the quarter ended June 30, 2016 the debenture accrued \$3,050 in interest resulting in the debenture having \$122,000 in principal and \$4,066 in accrued interest outstanding at June 30, 2016. During each subsequent quarter in 2016 the debenture accrued \$3,050 in interest resulting in the debenture having \$122,000 in principal and \$10,166 in accrued interest outstanding at December 31, 2016. At June 30, 2017, the Company had \$122,000 in principal and \$14,933 in accrued interest outstanding. At September 30, 2017, the debenture had \$122,000 in principal and \$19,316 in accrued interest outstanding. At December 31, 2018 the debenture had \$122,000 in principal outstanding and \$34,566 in accrued interest.

On March 31, 2016 the Company issued a debenture for \$75,000 for a cash advance during March 2016. The debenture accrues interest at 10% per annum and will convert into the company's common stock at 50% of the lowest closing bid price 12 months before the conversion date. The Holder is restricted from any conversions that would result in the Holder owning over 9.9% of the outstanding common shares of the Company after the conversion. During the quarter ended March 31, 2016 the debenture accrued no interest. The debenture accrued \$1,875 of interest in each of the three quarters starting with June 30, 2016 resulting in the debenture having \$75,000 in principal and \$5,625 accrued interest outstanding at December 31, 2016. At June 30, 2017, the debenture had \$75,000 in principal and \$9,375 accrued interest outstanding. At September 30, 2017, the debenture had \$75,000 in principal and \$11,250 accrued interest outstanding. At December 31, 2018 the debenture had \$75,000 in principal outstanding and \$20,625 in accrued interest.

On April 30, 2016 the Company issued a debenture for \$56,000 for cash advances during April 2016. The debenture accrues interest at 10% per annum and will convert into the company's common stock at 50% of the lowest closing bid price 12 months before the conversion date. The Holder is restricted from any conversions that would result in the Holder owning over 9.9% of the outstanding common shares of the Company after the conversion. During the quarter ended June 30, 2016 the debenture accrued \$933 in interest resulting in the debenture having \$56,000 in principal and \$933 in accrued interest outstanding at June 30, 2016. During each subsequent quarter in 2016 the debenture accrued \$1,400 in interest resulting in the debenture having \$56,000 in principal and \$3,733 in accrued interest outstanding at December 31, 2016. At June 30, 2017, the Company had \$56,000 in principal and \$6,533 in accrued interest outstanding. At September 30, 2017, the debenture had \$56,000 in principal and \$7,933 in accrued interest outstanding. At December 31, 2018 the debenture had \$56,000 in principal outstanding and \$14,933 in accrued interest.

On May 31, 2016 the Company issued a debenture for \$107,500 for cash advances during May 2016. The debenture accrues interest at 10% per annum and will convert into the company's common stock at 50% of the lowest closing bid price 12 months before the conversion date. The Holder is

restricted from any conversions that would result in the Holder owning over 9.9% of the outstanding common shares of the Company after the conversion. During the quarter ended June 30, 2016 the debenture accrued \$895 in interest resulting in the debenture having \$107,500 in principal and \$895 in accrued interest outstanding at June 30, 2016. During each subsequent quarter in 2016 the debenture accrued \$2,688 in interest resulting in the debenture having \$107,500 in principal and \$6,271 in accrued interest outstanding at December 31, 2016. At June 30, 2017, the Company had \$107,500 in principal and \$11,646 in accrued interest outstanding. At September 30, 2017, the debenture had \$107,500 in principal and \$14,334 in accrued interest outstanding. At December 31, 2018 the debenture had \$107,500 in principal outstanding and \$27,773 in accrued interest.

On June 30, 2016 the Company issued a debenture for \$17,500 for cash advances during June 2016. The debenture had previously been disclosed for \$47,000 of principal but was adjusted for a disclosure error. The debenture accrues interest at 10% per annum and will convert into the company's common stock at 50% of the lowest closing bid price 12 months before the conversion date. The Holder is restricted from any conversions that would result in the Holder owning over 9.9% of the outstanding common shares of the Company after the conversion. During the quarter ended June 30, 2016 the debenture accrued no interest resulting in the debenture having \$47,000 in principal and no accrued interest outstanding at June 30, 2016. During each subsequent quarter in 2016 the debenture accrued \$1,175 in interest resulting in the debenture having \$47,000 in principal and \$2,350 in accrued interest outstanding at December 31, 2016. At June 30, 2017, the Company had \$47,000 in principal and \$4,700 in accrued interest outstanding. At September 30, 2017, the debenture had \$47,000 in principal and \$5,875 in accrued interest outstanding. At December 31, 2018 the debenture had \$17,500 in principal outstanding and \$4,377 in accrued interest.

On June 30, 2016 the Company issued a debenture for \$12,000 for cash advances during June 2016. The debenture had not been previously been disclosed because it had been included with a different disclosure but has now been adjusted for the disclosure error. The debenture accrues interest at 10% per annum and will convert into the company's common stock at 50% of the lowest closing bid price 12 months before the conversion date. The Holder is restricted from any conversions that would result in the Holder owning over 9.9% of the outstanding common shares of the Company after the conversion. At September 30, 2018 the debenture had \$12,000 in principal outstanding and \$2,700 in accrued interest.

On August 31, 2016 the Company issued a debenture for \$48,000 for cash advances during July and August of 2016. The debenture had previously been disclosed for \$38,000 but has been adjusted for an accounting error. The debenture accrues interest at 10% per annum and will convert into the company's common stock at 50% of the lowest closing bid price 12 months before the conversion date. The Holder is restricted from any conversions that would result in the Holder owning over 9.9% of the outstanding common shares of the Company after the conversion. The debenture accrued \$375 in interest during the quarter ended September 30, 2016 and \$950 during the quarter ended December 31, 2016 resulting in the debenture having \$38,000 in principal and \$1,325 in accrued interest outstanding at December 31, 2016. At June 30, 2017, the Company had \$38,000 in principal and \$3,225 in accrued interest outstanding. At September 30, 2017, the debenture had \$38,000 in principal and \$4,175 in accrued interest outstanding. At December 31, 2018 the debenture had \$48,000 in principal outstanding and \$12,000 in accrued interest.

On September 30, 2016 the Company issued a debenture for \$89,600 for cash advances during September of 2016. The debenture accrues interest at 10% per annum and will convert into the company's common stock at 50% of the lowest closing bid price 12 months before the conversion date. The Holder is restricted from any conversions that would result in the Holder owning over 9.9% of the outstanding common shares of the Company after the conversion. During the quarter ended December 31, 2016 the debenture accrued \$2,240 of interest resulting in the debenture having \$89,600 in principal \$2,240 of accrued interest outstanding at December 31, 2016. At June 30, 2017, the Company had \$89,600 in principal \$6,720 of accrued interest outstanding. At September 30, 2017, the debenture had \$89,600 in principal \$8,960 of accrued interest outstanding. At December 31, 2018 the debenture had

\$89,600 in principal outstanding and \$20,160 in accrued interest.

On October 31, 2016 the Company issued a debenture for \$36,000 for cash advances during October of 2016. The debenture accrues interest at 10% per annum and will convert into the company's common stock at 50% of the lowest closing bid price 12 months before the conversion date. The Holder is restricted from any conversions that would result in the Holder owning over 9.9% of the outstanding common shares of the Company after the conversion. During the quarter ended December 31, 2016 the debenture accrued \$600 of interest resulting in the debenture having \$36,000 in principal and \$600 of accrued interest outstanding at December 31, 2016. At June 30, 2017, the Company had \$36,000 in principal and \$2,400 of accrued interest. At September 30, 2017, the debenture had \$36,000 in principal and \$3,300 of accrued interest. At December 31, 2017 the debenture had \$36,000 in principal outstanding and \$4,200 in accrued interest. During the quarter ended December 30, 2018 the Company had \$36,000 of principal and \$7,800 in accrued interest.

On November 30, 2016 the Company issued a debenture for \$50,000 for cash advances during November of 2016. The debenture accrues interest at 10% per annum and will convert into the company's common stock at 50% of the lowest closing bid price 12 months before the conversion date. The Holder is restricted from any conversions that would result in the Holder owning over 9.9% of the outstanding common shares of the Company after the conversion. During the quarter ended December 31, 2016 the debenture accrued \$417 of interest resulting in the debenture having \$50,000 in principal and \$417 of accrued interest outstanding at December 31, 2016. At June 30, 2017, the Company had \$50,000 in principal and \$2,917 of accrued interest outstanding. At September 30, 2017, the debenture had \$50,000 in principal and \$4,167 of accrued interest outstanding. At December 31, 2017 the debenture had \$50,000 in principal outstanding and \$5,417 in accrued interest. During the quarter ended , 2018 the Company had \$50,000 of principal and \$10,417 in accrued interest.

On December 31, 2016 the Company issued a debenture for \$50,000 for cash advances during December of 2016. The debenture accrues interest at 10% per annum and will convert into the company's common stock at 50% of the lowest closing bid price 12 months before the conversion date. The Holder is restricted from any conversions that would result in the Holder owning over 9.9% of the outstanding common shares of the Company after the conversion. During the quarter ended December 31, 2016 the debenture accrued no interest resulting in the debenture having \$50,000 in principal and no accrued interest outstanding at December 31, 2016. At June 30, 2017, the Company had \$50,000 in principal and \$2,500 of accrued interest outstanding. At September 30, 2017, the debenture had \$50,000 in principal and \$3,750 of accrued interest outstanding. At December 31, 2017 the debenture had \$50,000 in principal outstanding and \$5,000 in accrued interest. During the quarter ended December 31, 2018 the Company had \$50,000 of principal and \$10,417 in accrued interest.

On January 31, 2017 the Company issued a debenture for \$32,000 for cash advances during January of 2017. The debenture had previously been disclosed as \$45,000 as a result of a disclosure error. The debenture accrues interest at 10% per annum and will convert into the company's common stock at 50% of the lowest closing bid price 12 months before the conversion date. The Holder is restricted from any conversions that would result in the Holder owning over 9.9% of the outstanding common shares of the Company after the conversion. At June 30, 2017, the Company had \$45,000 in principal and \$1,875 of accrued interest outstanding. At September 30, 2017, the debenture had \$45,000 in principal and \$3,000 of accrued interest outstanding. At December 31, 2018 the debenture had \$32,000 in principal outstanding and \$6,133 in accrued interest.

On January 31, 2017 the Company issued a debenture for \$13,000 for cash advances during January of 2017. The debenture had not been previously disclosed as a result of a disclosure error. At December 31, 2018 the debenture had \$13,000 in principal outstanding and \$2,492 in accrued interest.

On February 28, 2017 the Company issued a debenture for \$350,000 for cash advances during February of 2017. The debenture accrues interest at 10% per annum and will convert into the company's common stock at 50% of the lowest closing bid price 12 months before the conversion date.



The Holder is restricted from any conversions that would result in the Holder owning over 9.9% of the outstanding common shares of the Company after the conversion. At June 30, 2017, the Company had \$350,000 in principal and \$11,667 of accrued interest outstanding. At September 30, 2017, the debenture had \$350,000 in principal and \$20,417 of accrued interest outstanding. At December 31, 2018 the debenture had \$350,000 in principal outstanding and \$64,167 in accrued interest.

On February 28, 2017 the Company issued a debenture for \$25,000 for cash advances during February of 2017. The debenture accrues interest at 10% per annum and will convert into the company's common stock at 50% of the lowest closing bid price 12 months before the conversion date. The Holder is restricted from any conversions that would result in the Holder owning over 9.9% of the outstanding common shares of the Company after the conversion. At June 30, 2017, the Company had \$25,000 in principal and \$833 of accrued interest outstanding. At September 30, 2017, the debenture had \$25,000 in principal and \$1,458 of accrued interest outstanding. At December 31, 2018 the debenture had \$25,000 in principal outstanding and \$4,583 in accrued interest.

On April 30, 2017 the Company issued a debenture for \$90,000 for cash advances during April of 2017. The debenture accrues interest at 10% per annum and will convert into the company's common stock at 50% of the lowest closing bid price 12 months before the conversion date. The Holder is restricted from any conversions that would result in the Holder owning over 9.9% of the outstanding common shares of the Company after the conversion. At June 30, 2017, the Company had \$90,000 in principal and \$1,550 accrued interest outstanding. At September 30, 2017, the debenture had \$90,000 in principal and \$3,750 accrued interest outstanding. At December 31, 2018 the debenture had \$90,000 in principal outstanding and \$15,000 in accrued interest.

On May 31, 2017 the Company issued a debenture for \$50,000 for cash advances during May of 2017. The debenture accrues interest at 10% per annum and will convert into the company's common stock at 50% of the lowest closing bid price 12 months before the conversion date. The Holder is restricted from any conversions that would result in the Holder owning over 9.9% of the outstanding common shares of the Company after the conversion. At June 30, 2017, the Company had \$50,000 in principal and \$417 accrued interest outstanding. At September 30, 2017, the debenture had \$50,000 in principal and \$1,667 accrued interest outstanding. At December 31, 2018 the debenture had \$50,000 in principal outstanding and \$7,917 in accrued interest.

On June 30, 2017 the Company issued a debenture for \$215,000 for cash advances during June of 2017. The debenture accrues interest at 10% per annum and will convert into the company's common stock at 50% of the lowest closing bid price 12 months before the conversion date. The Holder is restricted from any conversions that would result in the Holder owning over 9.9% of the outstanding common shares of the Company after the conversion. At June 30, 2017, the Company had \$215,000 in principal and no accrued interest outstanding. At September 30, 2017, the debenture had \$215,000 in principal and \$5,375 accrued interest outstanding. At December 31, 2018 the debenture had \$215,000 in principal outstanding and \$32,250 in accrued interest.

On June 30, 2017 the Company issued a debenture for \$35,000 for cash advances during June of 2017. The debenture accrues interest at 10% per annum and will convert into the company's common stock at 50% of the lowest closing bid price 12 months before the conversion date. The Holder is restricted from any conversions that would result in the Holder owning over 9.9% of the outstanding common shares of the Company after the conversion. At June 30, 2017, the Company had \$35,000 in principal and no accrued interest outstanding. At September 30, 2017, the debenture had \$35,000 in principal and \$875 accrued interest outstanding. At December 31, 2018 the debenture had \$35,000 in principal outstanding and \$5,250 in accrued interest.

On July 30, 2017 the Company issued a debenture for \$100,000 for cash advances during July of 2017. The debenture accrues interest at 10% per annum and will convert into the company's common stock at 50% of the lowest closing bid price 12 months before the conversion date. The Holder is restricted from any conversions that would result in the Holder owning over 9.9% of the outstanding

common shares of the Company after the conversion. At September 30, 2017, the debenture had \$100,000 in principal and \$1,667 accrued interest outstanding. At December 31, 2018 the debenture had \$100,000 in principal outstanding and \$14,167 in accrued interest.

On July 30, 2017 the Company issued a debenture for \$100,000 for cash advances during July of 2017. The debenture accrues interest at 10% per annum and will convert into the company's common stock at 50% of the lowest closing bid price 12 months before the conversion date. The Holder is restricted from any conversions that would result in the Holder owning over 9.9% of the outstanding common shares of the Company after the conversion. At September 30, 2017, the debenture had \$100,000 in principal and \$1,667 accrued interest outstanding. At December 31, 2018 the debenture had \$100,000 in principal outstanding and \$14,167 in accrued interest.

On August 31, 2017 the Company issued a debenture for \$285,000 for cash advances during August of 2017. The debenture accrues interest at 10% per annum and will convert into the company's common stock at 50% of the lowest closing bid price 12 months before the conversion date. The Holder is restricted from any conversions that would result in the Holder owning over 9.9% of the outstanding common shares of the Company after the conversion. At September 30, 2017, the debenture had \$285,000 in principal and \$2,375 accrued interest outstanding. At December 31, 2018 the debenture had \$285,000 in principal outstanding and \$38,000 in accrued interest.

On August 31, 2017 the Company issued a debenture for \$310,000 for cash advances during August of 2017. The debenture accrues interest at 10% per annum and will convert into the company's common stock at 50% of the lowest closing bid price 12 months before the conversion date. The Holder is restricted from any conversions that would result in the Holder owning over 9.9% of the outstanding common shares of the Company after the conversion. At September 30, 2017, the debenture had \$310,000 in principal and \$2,583 accrued interest outstanding. At December 31, 2018 the debenture had \$310,000 in principal outstanding and \$41,333 in accrued interest.

On September 13, 2017 the Company issued a debenture for \$2,200,000 for a \$2,000,000 direct payment to the escrow agent to purchase Nipton, California with a \$200,000 discount. The debenture will convert into the company's common stock after November 10, 2017 at 50% of the lowest closing stock price 90 days before the conversion notice through the conversion date. The Holder is restricted from any conversions that would result in the Holder owning over 9.9% of the outstanding common shares of the Company after the conversion.

On September 30, 2017 the Company issued a debenture for \$200,000 for cash advances during September of 2017. The debenture accrues interest at 10% per annum and will convert into the company's common stock at 50% of the lowest closing bid price 12 months before the conversion date. The Holder is restricted from any conversions that would result in the Holder owning over 9.9% of the outstanding common shares of the Company after the conversion. At December 31, 2018 the debenture had \$200,000 in principal outstanding and \$25,000 in accrued interest.

On September 30, 2017 the Company issued a debenture for \$125,000 for cash advances during September of 2017. The debenture accrues interest at 10% per annum and will convert into the company's common stock at 50% of the lowest closing bid price 12 months before the conversion date. The Holder is restricted from any conversions that would result in the Holder owning over 9.9% of the outstanding common shares of the Company after the conversion. At December 31, 2018 the debenture had \$125,000 in principal outstanding and \$15,625 in accrued interest.

On October 15, 2017 the Company issued a debenture for \$160,000 for cash advances during October of 2017. The debenture accrues interest at 10% per annum and will convert into the company's common stock at 50% of the lowest closing bid price 12 months before the conversion date. The Holder is restricted from any conversions that would result in the Holder owning over 9.9% of the outstanding common shares of the Company after the conversion. At December 31, 2018 the debenture had \$160,000 in principal outstanding and \$19,125 in accrued interest.

On October 20, 2017 the Company issued a debenture for \$160,000 for cash advances during October of 2017. The debenture accrues interest at 10% per annum and will convert into the company's common stock at 50% of the lowest closing bid price 12 months before the conversion date. The Holder is restricted from any conversions that would result in the Holder owning over 9.9% of the outstanding common shares of the Company after the conversion. On November 19, 2018 the Company retired \$32,667 of principal and \$17,333 in accrued interest by issuing 250,000,000 common shares to the Holder. At December 31, 2018 the debenture had \$127,333 in principal outstanding and \$1,183 in accrued interest.

On October 30, 2017 the Company issued a debenture for \$165,000 for cash advances during October of 2017. The debenture accrues interest at 10% per annum and will convert into the company's common stock at 50% of the lowest closing bid price 12 months before the conversion date. The Holder is restricted from any conversions that would result in the Holder owning over 9.9% of the outstanding common shares of the Company after the conversion. At December 31, 2018 the debenture had \$165,000 in principal outstanding and \$19,250 in accrued interest.

On October 31, 2017 the Company issued a debenture for \$165,000 for cash advances during October of 2017. The debenture accrues interest at 10% per annum and will convert into the company's common stock at 50% of the lowest closing bid price 12 months before the conversion date. The Holder is restricted from any conversions that would result in the Holder owning over 9.9% of the outstanding common shares of the Company after the conversion. On October 26, 2018 the Company retired \$55,000 of principal and \$16,500 of accrued interest by issuing 238,333,333 common shares. At December 31, 2018 the debenture had \$110,000 in principal outstanding and no accrued interest.

On November 15, 2017 the Company issued a debenture for \$140,000 for cash advances during November of 2017. The debenture accrues interest at 10% per annum and will convert into the company's common stock at 50% of the lowest closing bid price 12 months before the conversion date. The Holder is restricted from any conversions that would result in the Holder owning over 9.9% of the outstanding common shares of the Company after the conversion. At December 31, 2018 the debenture had \$140,000 in principal outstanding and \$15,750 in accrued interest.

On November 15, 2017 the Company issued a debenture for \$140,000 for cash advances during November of 2017. The debenture accrues interest at 10% per annum and will convert into the company's common stock at 50% of the lowest closing bid price 12 months before the conversion date. The Holder is restricted from any conversions that would result in the Holder owning over 9.9% of the outstanding common shares of the Company after the conversion. At December 31, 2018 the debenture had \$140,000 in principal outstanding and \$15,750 in accrued interest.

On November 30, 2017 the Company issued a debenture for \$80,000 for cash advances during November of 2017. The debenture accrues interest at 10% per annum and will convert into the company's common stock at 50% of the lowest closing bid price 12 months before the conversion date. The Holder is restricted from any conversions that would result in the Holder owning over 9.9% of the outstanding common shares of the Company after the conversion. At December 31, 2018 the debenture had \$80,000 in principal outstanding and \$8,667 in accrued interest.

On November 30, 2017 the Company issued a debenture for \$80,000 for cash advances during November of 2017. The debenture accrues interest at 10% per annum and will convert into the company's common stock at 50% of the lowest closing bid price 12 months before the conversion date. The Holder is restricted from any conversions that would result in the Holder owning over 9.9% of the outstanding common shares of the Company after the conversion. At December 31, 2018 the debenture had \$80,000 in principal outstanding and \$8,667 in accrued interest.

On December 15, 2017 the Company issued a debenture for \$125,000 for cash advances during December of 2017. The debenture accrues interest at 10% per annum and will convert into the company's common stock at 50% of the lowest closing bid price 12 months before the conversion date. The Holder is restricted from any conversions that would result in the Holder owning over 9.9% of the

outstanding common shares of the Company after the conversion. At December 31, 2018 the debenture had \$125,000 in principal outstanding and \$13,021 in accrued interest.

On December 15, 2017 the Company issued a debenture for \$125,000 for cash advances during December of 2017. The debenture accrues interest at 10% per annum and will convert into the company's common stock at 50% of the lowest closing bid price 12 months before the conversion date. The Holder is restricted from any conversions that would result in the Holder owning over 9.9% of the outstanding common shares of the Company after the conversion. At December 31, 2018 the debenture had \$125,000 in principal outstanding and \$13,021 in accrued interest.

On December 31, 2017 the Company issued a debenture for \$250,000 for cash advances during December of 2017. The debenture accrues interest at 10% per annum and will convert into the company's common stock at 50% of the lowest closing bid price 12 months before the conversion date. The Holder is restricted from any conversions that would result in the Holder owning over 9.9% of the outstanding common shares of the Company after the conversion. At December 31, 2018 the debenture had \$250,000 in principal and \$25,000 in accrued interest outstanding.

On December 31, 2017 the Company issued a debenture for \$250,000 for cash advances during December of 2017. The debenture accrues interest at 10% per annum and will convert into the company's common stock at 50% of the lowest closing bid price 12 months before the conversion date. The Holder is restricted from any conversions that would result in the Holder owning over 9.9% of the outstanding common shares of the Company after the conversion. At December 31, 2018 the debenture had \$250,000 in principal and \$25,000 in accrued interest outstanding.

On January 12, 2018 the Company issued a debenture for \$450,000 for cash advances. The debenture accrues interest at 10% per annum and will convert into the company's common stock at 50% of the lowest closing bid price 12 months before the conversion date. The Holder is restricted from any conversions that would result in the Holder owning over 9.9% of the outstanding common shares of the Company after the conversion. At December 31, 2018 the debenture had \$450,000 in principal and \$41,250 in accrued interest outstanding.

On January 16, 2018 the Company issued a debenture for \$110,000 for cash advances. The debenture accrues interest at 10% per annum and will convert into the company's common stock at 50% of the lowest closing bid price 12 months before the conversion date. The Holder is restricted from any conversions that would result in the Holder owning over 9.9% of the outstanding common shares of the Company after the conversion. At December 31, 2018 the debenture had \$110,000 in principal and \$10,083 in accrued interest outstanding.

On January 31, 2018 the Company issued a debenture for \$175,000 for cash advances. The debenture accrues interest at 10% per annum and will convert into the company's common stock at 50% of the lowest closing bid price 12 months before the conversion date. The Holder is restricted from any conversions that would result in the Holder owning over 9.9% of the outstanding common shares of the Company after the conversion. At December 31, 2018 the debenture had \$175,000 in principal and \$16,042 in accrued interest outstanding.

On January 31, 2018 the Company issued a debenture for \$175,000 for cash advances. The debenture accrues interest at 10% per annum and will convert into the company's common stock at 50% of the lowest closing bid price 12 months before the conversion date. The Holder is restricted from any conversions that would result in the Holder owning over 9.9% of the outstanding common shares of the Company after the conversion. At December 31, 2018 the debenture had \$175,000 in principal and \$16,042 in accrued interest outstanding.

On February 15, 2018 the Company issued a debenture for \$125,000 for cash advances. The debenture accrues interest at 10% per annum and will convert into the company's common stock at 50% of the lowest closing bid price 12 months before the conversion date. The Holder is restricted from any conversions that would result in the Holder owning over 9.9% of the outstanding common shares of

the Company after the conversion. At December 31, 2018 the debenture had \$125,000 in principal and \$10,417 in accrued interest outstanding.

On February 16, 2018 the Company issued a debenture for \$125,000 for cash advances. The debenture accrues interest at 10% per annum and will convert into the company's common stock at 50% of the lowest closing bid price 12 months before the conversion date. The Holder is restricted from any conversions that would result in the Holder owning over 9.9% of the outstanding common shares of the Company after the conversion. At December 31, 2018 the debenture had \$125,000 in principal and \$10,417 in accrued interest outstanding.

On February 28, 2018 the Company issued a debenture for \$150,000 for cash advances. The debenture accrues interest at 10% per annum and will convert into the company's common stock at 50% of the lowest closing bid price 12 months before the conversion date. The Holder is restricted from any conversions that would result in the Holder owning over 9.9% of the outstanding common shares of the Company after the conversion. At December 31, 2018 the debenture had \$150,000 in principal and \$12,500 in accrued interest outstanding.

On March 1, 2018 the Company issued a debenture for \$100,000 for cash advances. The debenture accrues interest at 10% per annum and will convert into the company's common stock at 50% of the lowest closing bid price 12 months before the conversion date. The Holder is restricted from any conversions that would result in the Holder owning over 9.9% of the outstanding common shares of the Company after the conversion. At December 31, 2018 the debenture had \$100,000 in principal and \$7,500 in accrued interest outstanding.

On March 15, 2018 the Company issued a debenture for \$120,000 for cash advances. The debenture accrues interest at 10% per annum and will convert into the company's common stock at 50% of the lowest closing bid price 12 months before the conversion date. The Holder is restricted from any conversions that would result in the Holder owning over 9.9% of the outstanding common shares of the Company after the conversion. At December 31, 2018 the debenture had \$120,000 in principal and \$9,000 in accrued interest outstanding.

On March 15, 2018 the Company issued a debenture for \$120,000 for cash advances. The debenture accrues interest at 10% per annum and will convert into the company's common stock at 50% of the lowest closing bid price 12 months before the conversion date. The Holder is restricted from any conversions that would result in the Holder owning over 9.9% of the outstanding common shares of the Company after the conversion. At December 31, 2018 the debenture had \$120,000 in principal and \$9,000 in accrued interest outstanding.

On March 28, 2018 the Company issued a debenture for \$120,000 for cash advances. The debenture accrues interest at 10% per annum and will convert into the company's common stock at 50% of the lowest closing bid price 12 months before the conversion date. The Holder is restricted from any conversions that would result in the Holder owning over 9.9% of the outstanding common shares of the Company after the conversion. At December 31, 2018 the debenture had \$120,000 in principal and \$9,000 of accrued interest outstanding.

On March 29, 2018 the Company issued a debenture for \$120,000 for cash advances. The debenture accrues interest at 10% per annum and will convert into the company's common stock at 50% of the lowest closing bid price 12 months before the conversion date. The Holder is restricted from any conversions that would result in the Holder owning over 9.9% of the outstanding common shares of the Company after the conversion. At December 31, 2018 the debenture had \$120,000 in principal and \$9,000 of accrued interest outstanding.

On April 30, 2018 the Company issued a debenture for \$310,000 for cash advances. The debenture accrues interest at 10% per annum and will convert into the company's common stock at 50% of the lowest closing bid price 12 months before the conversion date. The Holder is restricted from any conversions that would result in the Holder owning over 9.9% of the outstanding common shares of the

Company after the conversion. At December 31, 2018 the debenture had \$310,000 in principal and \$20,667 of accrued interest outstanding.

On April 30, 2018 the Company issued a debenture for \$150,000 for cash advances. The debenture accrues interest at 10% per annum and will convert into the company's common stock at 50% of the lowest closing bid price 12 months before the conversion date. The Holder is restricted from any conversions that would result in the Holder owning over 9.9% of the outstanding common shares of the Company after the conversion. At December 31, 2018 the debenture had \$150,000 in principal and \$10,000 of accrued interest outstanding.

On May 31, 2018 the Company issued a debenture for \$170,000 for cash advances. The debenture accrues interest at 10% per annum and will convert into the company's common stock at 50% of the lowest closing bid price 12 months before the conversion date. The Holder is restricted from any conversions that would result in the Holder owning over 9.9% of the outstanding common shares of the Company after the conversion. At December 31, 2018 the debenture had \$170,000 in principal and \$9,917 of accrued interest outstanding.

On May 31, 2018 the Company issued a debenture for \$80,000 for cash advances. The debenture accrues interest at 10% per annum and will convert into the company's common stock at 50% of the lowest closing bid price 12 months before the conversion date. The Holder is restricted from any conversions that would result in the Holder owning over 9.9% of the outstanding common shares of the Company after the conversion. At December 31, 2018 the debenture had \$80,000 in principal and \$4,667 of accrued interest outstanding.

On June 30, 2018 the Company issued a debenture for \$350,000 for cash advances. The debenture accrues interest at 10% per annum and will convert into the company's common stock at 50% of the lowest closing bid price 12 months before the conversion date. The Holder is restricted from any conversions that would result in the Holder owning over 9.9% of the outstanding common shares of the Company after the conversion. At December 31, 2018 the debenture had \$350,000 in principal and \$17,500 accrued interest outstanding.

On June 30, 2018 the Company issued a debenture for \$50,000 for cash advances. The debenture accrues interest at 10% per annum and will convert into the company's common stock at 50% of the lowest closing bid price 12 months before the conversion date. The Holder is restricted from any conversions that would result in the Holder owning over 9.9% of the outstanding common shares of the Company after the conversion. At December 31, 2018 the debenture had \$50,000 in principal and \$2,500 accrued interest outstanding.

On July 15, 2018 the Company issued a debenture for \$150,000 for cash advances. The debenture accrues interest at 10% per annum and will convert into the company's common stock at 50% of the lowest closing bid price 12 months before the conversion date. The Holder is restricted from any conversions that would result in the Holder owning over 9.9% of the outstanding common shares of the Company after the conversion. At December 31, 2018 the debenture had \$150,000 in principal and \$6,875 accrued interest outstanding.

On October 15, 2018 the Company issued a debenture for \$26,000 for cash advances. The debenture accrues interest at 10% per annum and will convert into the company's common stock at 50% of the lowest closing bid price 12 months before the conversion date. The Holder is restricted from any conversions that would result in the Holder owning over 9.9% of the outstanding common shares of the Company after the conversion. At December 31, 2018 the debenture had \$26,000 in principal and \$542 accrued interest outstanding.

On November 23, 2018 the Company issued a debenture for \$35,000 for cash advances. The debenture accrues interest at 10% per annum and will convert into the company's common stock at 50% of the lowest closing bid price 12 months before the conversion date. The Holder is restricted from any conversions that would result in the Holder owning over 9.9% of the outstanding common shares of

the Company after the conversion. At December 31, 2018 the debenture had \$35,000 in principal and \$292 accrued interest outstanding.

On December 11, 2018 the Company issued a debenture for \$40,000 for cash advances. The debenture accrues interest at 10% per annum and will convert into the company's common stock at 50% of the lowest closing bid price 12 months before the conversion date. The Holder is restricted from any conversions that would result in the Holder owning over 9.9% of the outstanding common shares of the Company after the conversion. At December 31, 2018 the debenture had \$40,000 in principal and \$167 accrued interest outstanding.

On December 11, 2018 the Company issued a debenture for \$50,000 for cash advances. The debenture accrues interest at 10% per annum and will convert into the company's common stock at 50% of the lowest closing bid price 12 months before the conversion date. The Holder is restricted from any conversions that would result in the Holder owning over 9.9% of the outstanding common shares of the Company after the conversion. At December 31, 2018 the debenture had \$50,000 in principal and \$208 accrued interest outstanding.

On December 18, 2018 the Company issued a debenture for \$8,500 for cash advances. The debenture accrues interest at 10% per annum and will convert into the company's common stock at 50% of the lowest closing bid price 12 months before the conversion date. The Holder is restricted from any conversions that would result in the Holder owning over 9.9% of the outstanding common shares of the Company after the conversion. At December 31, 2018 the debenture had \$8,500 in principal and \$35 accrued interest outstanding.

On December 31, 2018 the Company issued a debenture for \$55,000 for cash advances. The debenture accrues interest at 10% per annum and will convert into the company's common stock at 50% of the lowest closing bid price 12 months before the conversion date. The Holder is restricted from any conversions that would result in the Holder owning over 9.9% of the outstanding common shares of the Company after the conversion. At December 31, 2018 the debenture had \$55,000 in principal and no accrued interest outstanding.

#### **D. NUMBER OF SHARES SOLD;**

During the quarter ended December 31, 2016 the Company issued 46,627,289 common shares to the President for \$51,000 of accrued compensation and 35,433,455 common shares to a director for accrued director fees. It also issued 2,842,693,333 common shares to four non-affiliate debenture holders to retire \$728,488 of principal and \$81,695 of accrued interest comprised of; (1) 900,000,000 common shares to a partnership for retiring \$237,400 of principal and \$32,600 of accrued interest and; (2) 1,117,110,000 common shares to a partnership for retiring \$288,038 of principal and \$47,095 of accrued interest and; (3) 752,250,000 common shares to a corporation for retiring \$183,050 of principal and; (4) 73,333,333 common shares to a limited liability company for retiring \$20,000 of principal and \$2,000 of accrued interest.

During the quarter ended March 31, 2017 the Company issued 2,545,778,788 common shares to five non-affiliate debenture holders to retire \$693,966 of principal and \$104,457 of accrued interest comprised of; (1) 1,381,379,999 common shares to a partnership for retiring \$354,816 of principal and \$59,598 of accrued interest and; (2) 271,713,334 common shares to a partnership for retiring \$78,750 of principal and \$21,417 of accrued interest and; (3) 254,545,454 common shares to a corporation for retiring \$92,400 of principal and; (4) 97,916,667 common shares to a accredited individual investor for retiring \$25,000 of principal and \$4,375 of accrued interest and; (5) 540,223,333 common shares to a limited liability company for retiring \$143,000 of principal and \$19,067 of accrued interest. It also purchased 14,823,132 common shares from a shareholder for \$22,248 and returned them to its treasury and cancelled them.

During the quarter ended June 30, 2017 the Company issued 577,916,667 common shares to two non-affiliate debenture holders to retire \$146,261 of principal and \$27,114 of accrued interest comprised

of; (1) 300,000,000 common shares to a partnership for retiring \$73,761 of principal and \$16,239 of accrued interest and; (2) 277,916,667 common shares to a accredited individual investor for retiring \$72,500 of principal and \$10,875 of accrued interest. It also issued 63,337,471 common shares valued at \$108,000 to pay accrued compensation to two directors.

During the quarter ended September 30, 2017 the Company issued 2,617,360,000 common shares to retire \$698,392 pf principal and \$86,816 of accrued interest to three non-affiliate lenders comprised of; (1) 1,385,593,334 common shares to a accredited individual investor for retiring \$292,000 of principal and \$40,511 of accrued interest and; (2) 1,323,640,000 common shares to a partnership for retiring \$396,392 of principal and \$45,472 of accrued interest and; (3) 36,110,000 common shares to an accredited individual investor for retiring \$10,000 of principal and \$833 of accrued interest.

During the quarter ended December 31, 2017 the Company issued 1,952,597,879 common shares to three non-affiliate debenture holders to retire six debentures comprised of; (1) 810,917,879 common shares to an accredited individual investor for retiring \$308,000 of principal and \$42,849 of accrued interest and; (2) 921,680,000 common shares to a partnership for retiring \$424,423 of principal and \$82,501 of accrued interest and; (3) 220,000,000 common shares to an accredited individual investor for retiring \$110,000 of principal.

During the quarter ended March 31, 2018 the Company issued 32,052,521 common shares valued at \$74,000 to consultants for legal and consulting services, 35,882,673 common shares to a company officer valued at \$52,500 for services and 114,935,673 common shares valued at \$180,000 to directors for past services. It also issued 2,794,970,909 common shares to retire 12 debentures owned by 4 non-affiliates comprised of; (1) 200,000,000 common shares to a corporation for retiring \$110,000 of principal and; (2) 1,441,740,000 common shares to a partnership for retiring \$645,000 of principal and \$173,583 of accrued interest and; (3) 548,760,000 common shares to an accredited individual investor for retiring \$270,100 of principal and \$31,718 of accrued interest and; (4) 557,878,182 common shares to a partnership for retiring \$280,000 of principal and \$26,833 of accrued interest.

During the quarter ended June 30, 2018 the Company issued 495,074,000 common shares to retire three debentures to two non-affiliates comprised of; (1) 221,350,000 common shares to an accredited individual investor for retiring \$100,000 of principal and \$10,675 of accrued interest and; (2) 273,724,000 common shares to a partnership for retiring \$122,398 of principal and \$14,464 of accrued interest.

During the quarter ended September 30, 2018 the Company issued 837,298,630 common shares to retire four debentures to two non-affiliates comprised of; (1) 438,279,452 common shares to a partnership for retiring \$175,000 of principal and \$44,139 of accrued interest and; (2) 399,019,178 common shares to an accredited individual investor for retiring \$180,000 of principal and \$19,510 of accrued interest.

During the quarter ended December 31, 2018 the Company issued 690,510,476 common shares to retire two debentures to two non-affiliates comprised of; (1) 320,237,143 common shares to a partnership for retiring \$100,000 of principal and \$12,083 of accrued interest and; (2) 370,273,333 common shares to an different partnership for retiring \$85000 of principal and \$27,625 of accrued interest. It also issued 788,333,333 common shares of (a) 238,333,333 common shares to a non-affiliated partnership for a partial payment of \$55,000 in principal and \$16,500 of accrued interest and; (b) 300,000,000 common shares to a non-affiliated corporation for a partial payment of \$60,000 in principal and; (c) 250,000,000 common shares to a non-affiliated partnership for a partial payment of \$32,667 in principal and \$17,333 of accrued interest

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

On September 30, 2014 the Company issued a debenture for \$127,177 for expenses paid on behalf of the Company during the quarter. The debenture accrues interest at 10% per annum and will convert into the company's common stock at 50% of the lowest closing bid price 12 months before the



conversion date. The Holder is restricted from any conversions that would result in the Holder owning over 9.9% of the outstanding common shares of the Company after the conversion. Since its inception the Debenture has been accruing interest at \$3,179 each quarter. During the quarter ended March 31, 2016 the debenture accrued interest of \$1,529 and the Company paid \$66,000 in principal and \$15,897 in accrued interest by issuing 148,903,606 common shares. During each quarter in 2016 the debenture accrued \$1,529 of accrued interest resulting in \$6,118 of accrued interest and \$61,177 in principal outstanding at December 31, 2016. At June 30, 2017 the debenture had \$61,177 in principal outstanding and \$9,176 in accrued interest. At September 30, 2017 the debenture had \$61,177 in principal outstanding and \$10,706 in accrued interest. At December 31, 2018 the debenture had \$61,177 in principal outstanding and \$18,352 in accrued interest.

On June 30, 2015 the Company issued a debenture for \$226,966 for expenses paid on behalf of the Company from April 1, 2014 through June 30, 2014. The debenture accrues interest at 10% per annum and will convert into the company's common stock at 50% of the lowest closing bid price 12 months before the conversion date. The Holder is restricted from any conversions that would result in the Holder owning over 9.9% of the outstanding common shares of the Company after the conversion. During the quarter ended March 31, 2016 the debenture accrued \$5,674 of interest. During the quarter ended June 30, 2016 the debenture accrued \$5,674 in interest resulting in the debenture having \$226,966 in principal and \$22,696 in accrued interest outstanding at June 30, 2016. During each quarter in 2016 the Debenture accrued \$5,674 in interest resulting in the debenture having \$226,966 in principal and \$34,044 in accrued interest outstanding at December 31, 2016. At June 30, 2017, the Company had \$226,966 in principal and \$45,392 in accrued interest outstanding. At September 30, 2017, the debenture had \$226,966 in principal and \$51,067 in accrued interest outstanding. At December 31, 2018 the debenture had \$226,966 in principal outstanding and \$79,437 in accrued interest.

On June 30, 2015 the Company issued a debenture for \$120,000 for services rendered from January 1, 2014 through December 31, 2014. The debenture accrues interest at 10% per annum and will convert into the company's common stock at 50% of the lowest closing bid price 12 months before the conversion date. The Holder is restricted from any conversions that would result in the Holder owning over 9.9% of the outstanding common shares of the Company after the conversion. Since its inception the debenture will accrue \$3,000 of interest during each quarter. During the quarter ended March 31, 2016 the debenture accrued \$3,000 of interest. During the quarter ended June 30, 2016 the debenture accrued \$3,000 in interest resulting in the debenture having \$120,000 in principal and \$12,000 in accrued interest outstanding at June 30, 2016. During each quarter in 2016 the debenture accrued \$3,000 in interest resulting in the debenture having \$120,000 in principal and \$18,000 in accrued interest outstanding at December 31, 2016. At June 30, 2017, the Company had \$120,000 in principal and \$24,000 in accrued interest outstanding. At September 30, 2017, the debenture had \$120,000 in principal and \$27,000 in accrued interest outstanding. At December 31, 2018 the debenture had \$120,000 in principal outstanding and \$42,000 in accrued interest.

On September 30, 2015 the Company issued a debenture for \$85,000 for cash advances during September 2015. The debenture accrues interest at 10% per annum and will convert into the company's common stock at 50% of the lowest closing bid price 12 months before the conversion date. The Holder is restricted from any conversions that would result in the Holder owning over 9.9% of the outstanding common shares of the Company after the conversion. Since its inception the debenture will accrue \$2,125 of interest during each quarter. During the quarter ended June 30, 2016 the debenture accrued \$2,125 in interest resulting in the debenture having \$85,000 in principal and \$8,500 in accrued interest outstanding at June 30, 2016. During each quarter in 2016 the debenture accrued \$2,125 in interest resulting in the debenture having \$85,000 in principal and \$12,750 in accrued interest outstanding at December 31, 2016. At June 30, 2017 the Company had \$85,000 in principal and \$17,000 in accrued interest outstanding. At September 30, 2017 the debenture had \$85,000 in principal and \$19,125 in accrued interest outstanding. At December 31, 2018 the debenture had \$85,000 in principal outstanding and \$27,625 in accrued interest.

On October 31, 2015 the Company issued two debentures for \$83,000 totaling 166,000 for five cash

advances during October 2015. Each debenture accrues interest at 10% per annum and will convert into the company's common stock at 50% of the lowest closing bid price 12 months before the conversion date. The Holders are restricted from any conversions that would result in the Holder owning over 9.9% of the outstanding common shares of the Company after the conversion. Since their inception the debentures will accrue a total of \$4,150 of interest during each quarter. During the quarter ended March 31, 2016 the debentures accrued \$4,150 of interest. During the quarter ended June 30, 2016 each debenture accrued \$2,767 in interest resulting in the debentures having \$166,000 in principal and \$11,066 in accrued interest outstanding at June 30, 2016. During each quarter in 2016 each debenture accrued \$2,075 in interest resulting in the debentures totaling \$166,000 in principal and \$19,366 in accrued interest outstanding at December 31, 2016. During the quarter ended June 30, 2017, one of the debentures was paid in full by issuing 313,556,667 common shares resulting in one debenture remaining outstanding with \$83,000 of principal and \$13,833 of accrued interest outstanding. At September 30, 2017 the debenture had \$83,000 of principal and \$15,908 accrued interest. At December 31, 2018 the debenture had \$83,000 in principal outstanding and \$26,283 in accrued interest.

On January 31, 2016 the Company issued a debenture for \$90,000 for cash advances during January 2016. The debenture accrues interest at 10% per annum and will convert into the company's common stock at 50% of the lowest closing bid price 12 months before the conversion date. The Holder is restricted from any conversions that would result in the Holder owning over 9.9% of the outstanding common shares of the Company after the conversion. During the quarter ended March 31, 2016 the debenture accrued \$150 of interest. During the quarter ended June 30, 2016 the debenture accrued \$2,250 in interest resulting in the debenture having \$90,000 in principal and \$2,400 in accrued interest outstanding at June 30, 2016. During each subsequent quarter in 2016 the debenture accrued \$2,250 in interest resulting in the debenture having \$90,000 in principal and \$6,900 in accrued interest outstanding at December 31, 2016. At June 30, 2017, the Company had \$90,000 in principal and \$11,400 in accrued interest outstanding. At September 30, 2017, the Company had \$90,000 in principal and \$13,650 in accrued interest outstanding. At December 31, 2018 the debenture had \$90,000 in principal outstanding and \$24,900 in accrued interest.

On February 28, 2016 the Company issued a debenture for \$122,000 for cash advances during February 2016. The debenture accrues interest at 10% per annum and will convert into the company's common stock at 50% of the lowest closing bid price 12 months before the conversion date. The Holder is restricted from any conversions that would result in the Holder owning over 9.9% of the outstanding common shares of the Company after the conversion. During the quarter ended March 31, 2016 the debenture accrued \$1,016 of interest. During the quarter ended June 30, 2016 the debenture accrued \$3,050 in interest resulting in the debenture having \$122,000 in principal and \$4,066 in accrued interest outstanding at June 30, 2016. During each subsequent quarter in 2016 the debenture accrued \$3,050 in interest resulting in the debenture having \$122,000 in principal and \$10,166 in accrued interest outstanding at December 31, 2016. At June 30, 2017, the Company had \$122,000 in principal and \$14,933 in accrued interest outstanding. At September 30, 2017, the debenture had \$122,000 in principal and \$19,316 in accrued interest outstanding. At December 31, 2018 the debenture had \$122,000 in principal outstanding and \$34,566 in accrued interest.

On March 31, 2016 the Company issued a debenture for \$75,000 for a cash advance during March 2016. The debenture accrues interest at 10% per annum and will convert into the company's common stock at 50% of the lowest closing bid price 12 months before the conversion date. The Holder is restricted from any conversions that would result in the Holder owning over 9.9% of the outstanding common shares of the Company after the conversion. During the quarter ended March 31, 2016 the debenture accrued no interest. The debenture accrued \$1,875 of interest in each of the three quarters starting with June 30, 2016 resulting in the debenture having \$75,000 in principal and \$5,625 accrued interest outstanding at December 31, 2016. At June 30, 2017, the debenture had \$75,000 in principal and \$9,375 accrued interest outstanding. At September 30, 2017, the debenture had \$75,000 in principal and \$11,250 accrued interest outstanding. At December 31, 2018 the debenture had \$75,000 in principal outstanding and \$20,625 in accrued interest.

On April 30, 2016 the Company issued a debenture for \$56,000 for cash advances during April 2016. The debenture accrues interest at 10% per annum and will convert into the company's common stock at 50% of the lowest closing bid price 12 months before the conversion date. The Holder is restricted from any conversions that would result in the Holder owning over 9.9% of the outstanding common shares of the Company after the conversion. During the quarter ended June 30, 2016 the debenture accrued \$933 in interest resulting in the debenture having \$56,000 in principal and \$933 in accrued interest outstanding at June 30, 2016. During each subsequent quarter in 2016 the debenture accrued \$1,400 in interest resulting in the debenture having \$56,000 in principal and \$3,733 in accrued interest outstanding at December 31, 2016. At June 30, 2017, the Company had \$56,000 in principal and \$6,533 in accrued interest outstanding. At September 30, 2017, the debenture had \$56,000 in principal and \$7,933 in accrued interest outstanding. At December 31, 2018 the debenture had \$56,000 in principal outstanding and \$14,933 in accrued interest.

On May 31, 2016 the Company issued a debenture for \$107,500 for cash advances during May 2016. The debenture accrues interest at 10% per annum and will convert into the company's common stock at 50% of the lowest closing bid price 12 months before the conversion date. The Holder is restricted from any conversions that would result in the Holder owning over 9.9% of the outstanding common shares of the Company after the conversion. During the quarter ended June 30, 2016 the debenture accrued \$895 in interest resulting in the debenture having \$107,500 in principal and \$895 in accrued interest outstanding at June 30, 2016. During each subsequent quarter in 2016 the debenture accrued \$2,688 in interest resulting in the debenture having \$107,500 in principal and \$6,271 in accrued interest outstanding at December 31, 2016. At June 30, 2017, the Company had \$107,500 in principal and \$11,646 in accrued interest outstanding. At September 30, 2017, the debenture had \$107,500 in principal and \$14,334 in accrued interest outstanding. At December 31, 2018 the debenture had \$107,500 in principal outstanding and \$27,773 in accrued interest.

On June 30, 2016 the Company issued a debenture for \$17,500 for cash advances during June 2016. The debenture had previously been disclosed for \$47,000 of principal but was adjusted for a disclosure error. The debenture accrues interest at 10% per annum and will convert into the company's common stock at 50% of the lowest closing bid price 12 months before the conversion date. The Holder is restricted from any conversions that would result in the Holder owning over 9.9% of the outstanding common shares of the Company after the conversion. During the quarter ended June 30, 2016 the debenture accrued no interest resulting in the debenture having \$47,000 in principal and no accrued interest outstanding at June 30, 2016. During each subsequent quarter in 2016 the debenture accrued \$1,175 in interest resulting in the debenture having \$47,000 in principal and \$2,350 in accrued interest outstanding at December 31, 2016. At June 30, 2017, the Company had \$47,000 in principal and \$4,700 in accrued interest outstanding. At September 30, 2017, the debenture had \$47,000 in principal and \$5,875 in accrued interest outstanding. At December 31, 2018 the debenture had \$17,500 in principal outstanding and \$4,377 in accrued interest.

On June 30, 2016 the Company issued a debenture for \$12,000 for cash advances during June 2016. The debenture had not been previously been disclosed because it had been included with a different disclosure but has now been adjusted for the disclosure error. The debenture accrues interest at 10% per annum and will convert into the company's common stock at 50% of the lowest closing bid price 12 months before the conversion date. The Holder is restricted from any conversions that would result in the Holder owning over 9.9% of the outstanding common shares of the Company after the conversion. At September 30, 2018 the debenture had \$12,000 in principal outstanding and \$2,700 in accrued interest.

On August 31, 2016 the Company issued a debenture for \$48,000 for cash advances during July and August of 2016. The debenture had previously been disclosed for \$38,000 but has been adjusted for an accounting error. The debenture accrues interest at 10% per annum and will convert into the company's common stock at 50% of the lowest closing bid price 12 months before the conversion date. The Holder is restricted from any conversions that would result in the Holder owning over 9.9% of the outstanding common shares of the Company after the conversion. The debenture accrued \$375 in

interest during the quarter ended September 30, 2016 and \$950 during the quarter ended December 31, 2016 resulting in the debenture having \$38,000 in principal and \$1,325 in accrued interest outstanding at December 31, 2016. At June 30, 2017, the Company had \$38,000 in principal and \$3,225 in accrued interest outstanding. At September 30, 2017, the debenture had \$38,000 in principal and \$4,175 in accrued interest outstanding. At December 31, 2018 the debenture had \$48,000 in principal outstanding and \$12,000 in accrued interest.

On September 30, 2016 the Company issued a debenture for \$89,600 for cash advances during September of 2016. The debenture accrues interest at 10% per annum and will convert into the company's common stock at 50% of the lowest closing bid price 12 months before the conversion date. The Holder is restricted from any conversions that would result in the Holder owning over 9.9% of the outstanding common shares of the Company after the conversion. During the quarter ended December 31, 2016 the debenture accrued \$2,240 of interest resulting in the debenture having \$89,600 in principal \$2,240 of accrued interest outstanding at December 31, 2016. At June 30, 2017, the Company had \$89,600 in principal \$6,720 of accrued interest outstanding. At September 30, 2017, the debenture had \$89,600 in principal \$8,960 of accrued interest outstanding. At December 31, 2018 the debenture had \$89,600 in principal outstanding and \$20,160 in accrued interest.

On October 31, 2016 the Company issued a debenture for \$36,000 for cash advances during October of 2016. The debenture accrues interest at 10% per annum and will convert into the company's common stock at 50% of the lowest closing bid price 12 months before the conversion date. The Holder is restricted from any conversions that would result in the Holder owning over 9.9% of the outstanding common shares of the Company after the conversion. During the quarter ended December 31, 2016 the debenture accrued \$600 of interest resulting in the debenture having \$36,000 in principal and \$600 of accrued interest outstanding at December 31, 2016. At June 30, 2017, the Company had \$36,000 in principal and \$2,400 of accrued interest. At September 30, 2017, the debenture had \$36,000 in principal and \$3,300 of accrued interest. At December 31, 2017 the debenture had \$36,000 in principal outstanding and \$4,200 in accrued interest. During the quarter ended December 30, 2018 the Company had \$36,000 of principal and \$7,800 in accrued interest.

On November 30, 2016 the Company issued a debenture for \$50,000 for cash advances during November of 2016. The debenture accrues interest at 10% per annum and will convert into the company's common stock at 50% of the lowest closing bid price 12 months before the conversion date. The Holder is restricted from any conversions that would result in the Holder owning over 9.9% of the outstanding common shares of the Company after the conversion. During the quarter ended December 31, 2016 the debenture accrued \$417 of interest resulting in the debenture having \$50,000 in principal and \$417 of accrued interest outstanding at December 31, 2016. At June 30, 2017, the Company had \$50,000 in principal and \$2,917 of accrued interest outstanding. At September 30, 2017, the debenture had \$50,000 in principal and \$4,167 of accrued interest outstanding. At December 31, 2017 the debenture had \$50,000 in principal outstanding and \$5,417 in accrued interest. During the quarter ended , 2018 the Company had \$50,000 of principal and \$10,417 in accrued interest.

On December 31, 2016 the Company issued a debenture for \$50,000 for cash advances during December of 2016. The debenture accrues interest at 10% per annum and will convert into the company's common stock at 50% of the lowest closing bid price 12 months before the conversion date. The Holder is restricted from any conversions that would result in the Holder owning over 9.9% of the outstanding common shares of the Company after the conversion. During the quarter ended December 31, 2016 the debenture accrued no interest resulting in the debenture having \$50,000 in principal and no accrued interest outstanding at December 31, 2016. At June 30, 2017, the Company had \$50,000 in principal and \$2,500 of accrued interest outstanding. At September 30, 2017, the debenture had \$50,000 in principal and \$3,750 of accrued interest outstanding. At December 31, 2017 the debenture had \$50,000 in principal outstanding and \$5,000 in accrued interest. During the quarter ended December 31, 2018 the Company had \$50,000 of principal and \$10,417 in accrued interest.

On January 31, 2017 the Company issued a debenture for \$32,000 for cash advances during

January of 2017. The debenture had previously been disclosed as \$45,000 as a result of a disclosure error. The debenture accrues interest at 10% per annum and will convert into the company's common stock at 50% of the lowest closing bid price 12 months before the conversion date. The Holder is restricted from any conversions that would result in the Holder owning over 9.9% of the outstanding common shares of the Company after the conversion. At June 30, 2017, the Company had \$45,000 in principal and \$1,875 of accrued interest outstanding. At September 30, 2017, the debenture had \$45,000 in principal and \$3,000 of accrued interest outstanding. At December 31, 2018 the debenture had \$32,000 in principal outstanding and \$6,133 in accrued interest.

On January 31, 2017 the Company issued a debenture for \$13,000 for cash advances during January of 2017. The debenture had not been previously disclosed as a result of a disclosure error. At December 31, 2018 the debenture had \$13,000 in principal outstanding and \$2,492 in accrued interest.

On February 28, 2017 the Company issued a debenture for \$350,000 for cash advances during February of 2017. The debenture accrues interest at 10% per annum and will convert into the company's common stock at 50% of the lowest closing bid price 12 months before the conversion date. The Holder is restricted from any conversions that would result in the Holder owning over 9.9% of the outstanding common shares of the Company after the conversion. At June 30, 2017, the Company had \$350,000 in principal and \$11,667 of accrued interest outstanding. At September 30, 2017, the debenture had \$350,000 in principal and \$20,417 of accrued interest outstanding. At December 31, 2018 the debenture had \$350,000 in principal outstanding and \$64,167 in accrued interest.

On February 28, 2017 the Company issued a debenture for \$25,000 for cash advances during February of 2017. The debenture accrues interest at 10% per annum and will convert into the company's common stock at 50% of the lowest closing bid price 12 months before the conversion date. The Holder is restricted from any conversions that would result in the Holder owning over 9.9% of the outstanding common shares of the Company after the conversion. At June 30, 2017, the Company had \$25,000 in principal and \$833 of accrued interest outstanding. At September 30, 2017, the debenture had \$25,000 in principal and \$1,458 of accrued interest outstanding. At December 31, 2018 the debenture had \$25,000 in principal outstanding and \$4,583 in accrued interest.

On April 30, 2017 the Company issued a debenture for \$90,000 for cash advances during April of 2017. The debenture accrues interest at 10% per annum and will convert into the company's common stock at 50% of the lowest closing bid price 12 months before the conversion date. The Holder is restricted from any conversions that would result in the Holder owning over 9.9% of the outstanding common shares of the Company after the conversion. At June 30, 2017, the Company had \$90,000 in principal and \$1,550 accrued interest outstanding. At September 30, 2017, the debenture had \$90,000 in principal and \$3,750 accrued interest outstanding. At December 31, 2018 the debenture had \$90,000 in principal outstanding and \$15,000 in accrued interest.

On May 31, 2017 the Company issued a debenture for \$50,000 for cash advances during May of 2017. The debenture accrues interest at 10% per annum and will convert into the company's common stock at 50% of the lowest closing bid price 12 months before the conversion date. The Holder is restricted from any conversions that would result in the Holder owning over 9.9% of the outstanding common shares of the Company after the conversion. At June 30, 2017, the Company had \$50,000 in principal and \$417 accrued interest outstanding. At September 30, 2017, the debenture had \$50,000 in principal and \$1,667 accrued interest outstanding. At December 31, 2018 the debenture had \$50,000 in principal outstanding and \$7,917 in accrued interest.

On June 30, 2017 the Company issued a debenture for \$215,000 for cash advances during June of 2017. The debenture accrues interest at 10% per annum and will convert into the company's common stock at 50% of the lowest closing bid price 12 months before the conversion date. The Holder is restricted from any conversions that would result in the Holder owning over 9.9% of the outstanding common shares of the Company after the conversion. At June 30, 2017, the Company had \$215,000 in principal and no accrued interest outstanding. At September 30, 2017, the debenture had \$215,000 in

principal and \$5,375 accrued interest outstanding. At December 31, 2018 the debenture had \$215,000 in principal outstanding and \$32,250 in accrued interest.

On June 30, 2017 the Company issued a debenture for \$35,000 for cash advances during June of 2017. The debenture accrues interest at 10% per annum and will convert into the company's common stock at 50% of the lowest closing bid price 12 months before the conversion date. The Holder is restricted from any conversions that would result in the Holder owning over 9.9% of the outstanding common shares of the Company after the conversion. At June 30, 2017, the Company had \$35,000 in principal and no accrued interest outstanding. At September 30, 2017, the debenture had \$35,000 in principal and \$875 accrued interest outstanding. At December 31, 2018 the debenture had \$35,000 in principal outstanding and \$5,250 in accrued interest.

On July 30, 2017 the Company issued a debenture for \$100,000 for cash advances during July of 2017. The debenture accrues interest at 10% per annum and will convert into the company's common stock at 50% of the lowest closing bid price 12 months before the conversion date. The Holder is restricted from any conversions that would result in the Holder owning over 9.9% of the outstanding common shares of the Company after the conversion. At September 30, 2017, the debenture had \$100,000 in principal and \$1,667 accrued interest outstanding. At December 31, 2018 the debenture had \$100,000 in principal outstanding and \$14,167 in accrued interest.

On July 30, 2017 the Company issued a debenture for \$100,000 for cash advances during July of 2017. The debenture accrues interest at 10% per annum and will convert into the company's common stock at 50% of the lowest closing bid price 12 months before the conversion date. The Holder is restricted from any conversions that would result in the Holder owning over 9.9% of the outstanding common shares of the Company after the conversion. At September 30, 2017, the debenture had \$100,000 in principal and \$1,667 accrued interest outstanding. At December 31, 2018 the debenture had \$100,000 in principal outstanding and \$14,167 in accrued interest.

On August 31, 2017 the Company issued a debenture for \$285,000 for cash advances during August of 2017. The debenture accrues interest at 10% per annum and will convert into the company's common stock at 50% of the lowest closing bid price 12 months before the conversion date. The Holder is restricted from any conversions that would result in the Holder owning over 9.9% of the outstanding common shares of the Company after the conversion. At September 30, 2017, the debenture had \$285,000 in principal and \$2,375 accrued interest outstanding. At December 31, 2018 the debenture had \$285,000 in principal outstanding and \$38,000 in accrued interest.

On August 31, 2017 the Company issued a debenture for \$310,000 for cash advances during August of 2017. The debenture accrues interest at 10% per annum and will convert into the company's common stock at 50% of the lowest closing bid price 12 months before the conversion date. The Holder is restricted from any conversions that would result in the Holder owning over 9.9% of the outstanding common shares of the Company after the conversion. At September 30, 2017, the debenture had \$310,000 in principal and \$2,583 accrued interest outstanding. At December 31, 2018 the debenture had \$310,000 in principal outstanding and \$41,333 in accrued interest.

On September 13, 2017 the Company issued a debenture for \$2,200,000 for a \$2,000,000 direct payment to the escrow agent to purchase Nipton, California with a \$200,000 discount. The debenture will convert into the company's common stock after November 10, 2017 at 50% of the lowest closing stock price 90 days before the conversion notice through the conversion date. The Holder is restricted from any conversions that would result in the Holder owning over 9.9% of the outstanding common shares of the Company after the conversion.

On September 30, 2017 the Company issued a debenture for \$200,000 for cash advances during September of 2017. The debenture accrues interest at 10% per annum and will convert into the company's common stock at 50% of the lowest closing bid price 12 months before the conversion date. The Holder is restricted from any conversions that would result in the Holder owning over 9.9% of the outstanding common shares of the Company after the conversion. At December 31, 2018 the debenture

had \$200,000 in principal outstanding and \$25,000 in accrued interest.

On September 30, 2017 the Company issued a debenture for \$125,000 for cash advances during September of 2017. The debenture accrues interest at 10% per annum and will convert into the company's common stock at 50% of the lowest closing bid price 12 months before the conversion date. The Holder is restricted from any conversions that would result in the Holder owning over 9.9% of the outstanding common shares of the Company after the conversion. At December 31, 2018 the debenture had \$125,000 in principal outstanding and \$15,625 in accrued interest.

On October 15, 2017 the Company issued a debenture for \$160,000 for cash advances during October of 2017. The debenture accrues interest at 10% per annum and will convert into the company's common stock at 50% of the lowest closing bid price 12 months before the conversion date. The Holder is restricted from any conversions that would result in the Holder owning over 9.9% of the outstanding common shares of the Company after the conversion. At December 31, 2018 the debenture had \$160,000 in principal outstanding and \$19,125 in accrued interest.

On October 20, 2017 the Company issued a debenture for \$160,000 for cash advances during October of 2017. The debenture accrues interest at 10% per annum and will convert into the company's common stock at 50% of the lowest closing bid price 12 months before the conversion date. The Holder is restricted from any conversions that would result in the Holder owning over 9.9% of the outstanding common shares of the Company after the conversion. On November 19, 2018 the Company retired \$32,667 of principal and \$17,333 in accrued interest by issuing 250,000,000 common shares to the Holder. At December 31, 2018 the debenture had \$127,333 in principal outstanding and \$1,183 in accrued interest.

On October 30, 2017 the Company issued a debenture for \$165,000 for cash advances during October of 2017. The debenture accrues interest at 10% per annum and will convert into the company's common stock at 50% of the lowest closing bid price 12 months before the conversion date. The Holder is restricted from any conversions that would result in the Holder owning over 9.9% of the outstanding common shares of the Company after the conversion. At December 31, 2018 the debenture had \$165,000 in principal outstanding and \$19,250 in accrued interest.

On October 31, 2017 the Company issued a debenture for \$165,000 for cash advances during October of 2017. The debenture accrues interest at 10% per annum and will convert into the company's common stock at 50% of the lowest closing bid price 12 months before the conversion date. The Holder is restricted from any conversions that would result in the Holder owning over 9.9% of the outstanding common shares of the Company after the conversion. On October 26, 2018 the Company retired \$55,000 of principal and \$16,500 of accrued interest by issuing 238,333,333 common shares. At December 31, 2018 the debenture had \$110,000 in principal outstanding and no accrued interest.

On November 15, 2017 the Company issued a debenture for \$140,000 for cash advances during November of 2017. The debenture accrues interest at 10% per annum and will convert into the company's common stock at 50% of the lowest closing bid price 12 months before the conversion date. The Holder is restricted from any conversions that would result in the Holder owning over 9.9% of the outstanding common shares of the Company after the conversion. At December 31, 2018 the debenture had \$140,000 in principal outstanding and \$15,750 in accrued interest.

On November 15, 2017 the Company issued a debenture for \$140,000 for cash advances during November of 2017. The debenture accrues interest at 10% per annum and will convert into the company's common stock at 50% of the lowest closing bid price 12 months before the conversion date. The Holder is restricted from any conversions that would result in the Holder owning over 9.9% of the outstanding common shares of the Company after the conversion. At December 31, 2018 the debenture had \$140,000 in principal outstanding and \$15,750 in accrued interest.

On November 30, 2017 the Company issued a debenture for \$80,000 for cash advances during November of 2017. The debenture accrues interest at 10% per annum and will convert into the

company's common stock at 50% of the lowest closing bid price 12 months before the conversion date. The Holder is restricted from any conversions that would result in the Holder owning over 9.9% of the outstanding common shares of the Company after the conversion. At December 31, 2018 the debenture had \$80,000 in principal outstanding and \$8,667 in accrued interest.

On November 30, 2017 the Company issued a debenture for \$80,000 for cash advances during November of 2017. The debenture accrues interest at 10% per annum and will convert into the company's common stock at 50% of the lowest closing bid price 12 months before the conversion date. The Holder is restricted from any conversions that would result in the Holder owning over 9.9% of the outstanding common shares of the Company after the conversion. At December 31, 2018 the debenture had \$80,000 in principal outstanding and \$8,667 in accrued interest.

On December 15, 2017 the Company issued a debenture for \$125,000 for cash advances during December of 2017. The debenture accrues interest at 10% per annum and will convert into the company's common stock at 50% of the lowest closing bid price 12 months before the conversion date. The Holder is restricted from any conversions that would result in the Holder owning over 9.9% of the outstanding common shares of the Company after the conversion. At December 31, 2018 the debenture had \$125,000 in principal outstanding and \$13,021 in accrued interest.

On December 15, 2017 the Company issued a debenture for \$125,000 for cash advances during December of 2017. The debenture accrues interest at 10% per annum and will convert into the company's common stock at 50% of the lowest closing bid price 12 months before the conversion date. The Holder is restricted from any conversions that would result in the Holder owning over 9.9% of the outstanding common shares of the Company after the conversion. At December 31, 2018 the debenture had \$125,000 in principal outstanding and \$13,021 in accrued interest.

On December 31, 2017 the Company issued a debenture for \$250,000 for cash advances during December of 2017. The debenture accrues interest at 10% per annum and will convert into the company's common stock at 50% of the lowest closing bid price 12 months before the conversion date. The Holder is restricted from any conversions that would result in the Holder owning over 9.9% of the outstanding common shares of the Company after the conversion. At December 31, 2018 the debenture had \$250,000 in principal and \$25,000 in accrued interest outstanding.

On December 31, 2017 the Company issued a debenture for \$250,000 for cash advances during December of 2017. The debenture accrues interest at 10% per annum and will convert into the company's common stock at 50% of the lowest closing bid price 12 months before the conversion date. The Holder is restricted from any conversions that would result in the Holder owning over 9.9% of the outstanding common shares of the Company after the conversion. At December 31, 2018 the debenture had \$250,000 in principal and \$25,000 in accrued interest outstanding.

On January 12, 2018 the Company issued a debenture for \$450,000 for cash advances. The debenture accrues interest at 10% per annum and will convert into the company's common stock at 50% of the lowest closing bid price 12 months before the conversion date. The Holder is restricted from any conversions that would result in the Holder owning over 9.9% of the outstanding common shares of the Company after the conversion. At December 31, 2018 the debenture had \$450,000 in principal and \$41,250 in accrued interest outstanding.

On January 16, 2018 the Company issued a debenture for \$110,000 for cash advances. The debenture accrues interest at 10% per annum and will convert into the company's common stock at 50% of the lowest closing bid price 12 months before the conversion date. The Holder is restricted from any conversions that would result in the Holder owning over 9.9% of the outstanding common shares of the Company after the conversion. At December 31, 2018 the debenture had \$110,000 in principal and \$10,083 in accrued interest outstanding.

On January 31, 2018 the Company issued a debenture for \$175,000 for cash advances. The debenture accrues interest at 10% per annum and will convert into the company's common stock at



50% of the lowest closing bid price 12 months before the conversion date. The Holder is restricted from any conversions that would result in the Holder owning over 9.9% of the outstanding common shares of the Company after the conversion. At December 31, 2018 the debenture had \$175,000 in principal and \$16,042 in accrued interest outstanding.

On January 31, 2018 the Company issued a debenture for \$175,000 for cash advances. The debenture accrues interest at 10% per annum and will convert into the company's common stock at 50% of the lowest closing bid price 12 months before the conversion date. The Holder is restricted from any conversions that would result in the Holder owning over 9.9% of the outstanding common shares of the Company after the conversion. At December 31, 2018 the debenture had \$175,000 in principal and \$16,042 in accrued interest outstanding.

On February 15, 2018 the Company issued a debenture for \$125,000 for cash advances. The debenture accrues interest at 10% per annum and will convert into the company's common stock at 50% of the lowest closing bid price 12 months before the conversion date. The Holder is restricted from any conversions that would result in the Holder owning over 9.9% of the outstanding common shares of the Company after the conversion. At December 31, 2018 the debenture had \$125,000 in principal and \$10,417 in accrued interest outstanding.

On February 16, 2018 the Company issued a debenture for \$125,000 for cash advances. The debenture accrues interest at 10% per annum and will convert into the company's common stock at 50% of the lowest closing bid price 12 months before the conversion date. The Holder is restricted from any conversions that would result in the Holder owning over 9.9% of the outstanding common shares of the Company after the conversion. At December 31, 2018 the debenture had \$125,000 in principal and \$10,417 in accrued interest outstanding.

On February 28, 2018 the Company issued a debenture for \$150,000 for cash advances. The debenture accrues interest at 10% per annum and will convert into the company's common stock at 50% of the lowest closing bid price 12 months before the conversion date. The Holder is restricted from any conversions that would result in the Holder owning over 9.9% of the outstanding common shares of the Company after the conversion. At December 31, 2018 the debenture had \$150,000 in principal and \$12,500 in accrued interest outstanding.

On March 1, 2018 the Company issued a debenture for \$100,000 for cash advances. The debenture accrues interest at 10% per annum and will convert into the company's common stock at 50% of the lowest closing bid price 12 months before the conversion date. The Holder is restricted from any conversions that would result in the Holder owning over 9.9% of the outstanding common shares of the Company after the conversion. At December 31, 2018 the debenture had \$100,000 in principal and \$7,500 in accrued interest outstanding.

On March 15, 2018 the Company issued a debenture for \$120,000 for cash advances. The debenture accrues interest at 10% per annum and will convert into the company's common stock at 50% of the lowest closing bid price 12 months before the conversion date. The Holder is restricted from any conversions that would result in the Holder owning over 9.9% of the outstanding common shares of the Company after the conversion. At December 31, 2018 the debenture had \$120,000 in principal and \$9,000 in accrued interest outstanding.

On March 15, 2018 the Company issued a debenture for \$120,000 for cash advances. The debenture accrues interest at 10% per annum and will convert into the company's common stock at 50% of the lowest closing bid price 12 months before the conversion date. The Holder is restricted from any conversions that would result in the Holder owning over 9.9% of the outstanding common shares of the Company after the conversion. At December 31, 2018 the debenture had \$120,000 in principal and \$9,000 in accrued interest outstanding.

On March 28, 2018 the Company issued a debenture for \$120,000 for cash advances. The debenture accrues interest at 10% per annum and will convert into the company's common stock at

50% of the lowest closing bid price 12 months before the conversion date. The Holder is restricted from any conversions that would result in the Holder owning over 9.9% of the outstanding common shares of the Company after the conversion. At December 31, 2018 the debenture had \$120,000 in principal and \$9,000 of accrued interest outstanding.

On March 29, 2018 the Company issued a debenture for \$120,000 for cash advances. The debenture accrues interest at 10% per annum and will convert into the company's common stock at 50% of the lowest closing bid price 12 months before the conversion date. The Holder is restricted from any conversions that would result in the Holder owning over 9.9% of the outstanding common shares of the Company after the conversion. At December 31, 2018 the debenture had \$120,000 in principal and \$9,000 of accrued interest outstanding.

On April 30, 2018 the Company issued a debenture for \$310,000 for cash advances. The debenture accrues interest at 10% per annum and will convert into the company's common stock at 50% of the lowest closing bid price 12 months before the conversion date. The Holder is restricted from any conversions that would result in the Holder owning over 9.9% of the outstanding common shares of the Company after the conversion. At December 31, 2018 the debenture had \$310,000 in principal and \$20,667 of accrued interest outstanding.

On April 30, 2018 the Company issued a debenture for \$150,000 for cash advances. The debenture accrues interest at 10% per annum and will convert into the company's common stock at 50% of the lowest closing bid price 12 months before the conversion date. The Holder is restricted from any conversions that would result in the Holder owning over 9.9% of the outstanding common shares of the Company after the conversion. At December 31, 2018 the debenture had \$150,000 in principal and \$10,000 of accrued interest outstanding.

On May 31, 2018 the Company issued a debenture for \$170,000 for cash advances. The debenture accrues interest at 10% per annum and will convert into the company's common stock at 50% of the lowest closing bid price 12 months before the conversion date. The Holder is restricted from any conversions that would result in the Holder owning over 9.9% of the outstanding common shares of the Company after the conversion. At December 31, 2018 the debenture had \$170,000 in principal and \$9,917 of accrued interest outstanding.

On May 31, 2018 the Company issued a debenture for \$80,000 for cash advances. The debenture accrues interest at 10% per annum and will convert into the company's common stock at 50% of the lowest closing bid price 12 months before the conversion date. The Holder is restricted from any conversions that would result in the Holder owning over 9.9% of the outstanding common shares of the Company after the conversion. At December 31, 2018 the debenture had \$80,000 in principal and \$4,667 of accrued interest outstanding.

On June 30, 2018 the Company issued a debenture for \$350,000 for cash advances. The debenture accrues interest at 10% per annum and will convert into the company's common stock at 50% of the lowest closing bid price 12 months before the conversion date. The Holder is restricted from any conversions that would result in the Holder owning over 9.9% of the outstanding common shares of the Company after the conversion. At December 31, 2018 the debenture had \$350,000 in principal and \$17,500 accrued interest outstanding.

On June 30, 2018 the Company issued a debenture for \$50,000 for cash advances. The debenture accrues interest at 10% per annum and will convert into the company's common stock at 50% of the lowest closing bid price 12 months before the conversion date. The Holder is restricted from any conversions that would result in the Holder owning over 9.9% of the outstanding common shares of the Company after the conversion. At December 31, 2018 the debenture had \$50,000 in principal and \$2,500 accrued interest outstanding.

On July 15, 2018 the Company issued a debenture for \$150,000 for cash advances. The debenture accrues interest at 10% per annum and will convert into the company's common stock at 50% of the

lowest closing bid price 12 months before the conversion date. The Holder is restricted from any conversions that would result in the Holder owning over 9.9% of the outstanding common shares of the Company after the conversion. At December 31, 2018 the debenture had \$150,000 in principal and \$6,875 accrued interest outstanding.

On October 15, 2018 the Company issued a debenture for \$26,000 for cash advances. The debenture accrues interest at 10% per annum and will convert into the company's common stock at 50% of the lowest closing bid price 12 months before the conversion date. The Holder is restricted from any conversions that would result in the Holder owning over 9.9% of the outstanding common shares of the Company after the conversion. At December 31, 2018 the debenture had \$26,000 in principal and \$542 accrued interest outstanding.

On November 23, 2018 the Company issued a debenture for \$35,000 for cash advances. The debenture accrues interest at 10% per annum and will convert into the company's common stock at 50% of the lowest closing bid price 12 months before the conversion date. The Holder is restricted from any conversions that would result in the Holder owning over 9.9% of the outstanding common shares of the Company after the conversion. At December 31, 2018 the debenture had \$35,000 in principal and \$292 accrued interest outstanding.

On December 11, 2018 the Company issued a debenture for \$40,000 for cash advances. The debenture accrues interest at 10% per annum and will convert into the company's common stock at 50% of the lowest closing bid price 12 months before the conversion date. The Holder is restricted from any conversions that would result in the Holder owning over 9.9% of the outstanding common shares of the Company after the conversion. At December 31, 2018 the debenture had \$40,000 in principal and \$167 accrued interest outstanding.

On December 11, 2018 the Company issued a debenture for \$50,000 for cash advances. The debenture accrues interest at 10% per annum and will convert into the company's common stock at 50% of the lowest closing bid price 12 months before the conversion date. The Holder is restricted from any conversions that would result in the Holder owning over 9.9% of the outstanding common shares of the Company after the conversion. At December 31, 2018 the debenture had \$50,000 in principal and \$208 accrued interest outstanding.

On December 18, 2018 the Company issued a debenture for \$8,500 for cash advances. The debenture accrues interest at 10% per annum and will convert into the company's common stock at 50% of the lowest closing bid price 12 months before the conversion date. The Holder is restricted from any conversions that would result in the Holder owning over 9.9% of the outstanding common shares of the Company after the conversion. At December 31, 2018 the debenture had \$8,500 in principal and \$35 accrued interest outstanding.

On December 31, 2018 the Company issued a debenture for \$55,000 for cash advances. The debenture accrues interest at 10% per annum and will convert into the company's common stock at 50% of the lowest closing bid price 12 months before the conversion date. The Holder is restricted from any conversions that would result in the Holder owning over 9.9% of the outstanding common shares of the Company after the conversion. At December 31, 2018 the debenture had \$55,000 in principal and no accrued interest outstanding.

#### **F. THE TRADING STATUS OF THE SHARES:**

All common and preferred share issuances by the issuer from October 1, 2015 to December 31, 2018 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 October 1, 2015 to December 31, 2018 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, 2018 and 2017

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

### **A. DESCRIPTION OF THE ISSUER'S BUSINESS OPERATIONS;**

#### **AMERICAN GREEN**

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

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

#### **AMERICAN GREEN INVESTMENT IN CANNAWAKE CORPORATON**

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

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

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

Additionally, CannAwake and the Company are working to finalize the terms of a management agreement, whereby the Company will provide, management services to CannAwake on a cost-plus basis, for Nipton and any other developments that CannAwake begins.

CannAwake, and the Company, intend to transform Nipton into the country's first energy-

independent, cannabis-friendly hospitality destination -- all while retaining the town's historic look, feel, and value.

With over 120 acres of potential for development and just 10 minutes off of busy Interstate 15, the Company 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.

Nipton's future plans include setting the standard for energy efficiency and environmentally responsible tourism. CannAwake has completed the purchase of the town's solar energy farm and with plans and expansion plans intended, to move Nipton toward becoming a completely energy-independent town. Additionally, CannAwake's plans include the development of the town's existing aquifer system for water supply. As a result of these improvements, CannAwake anticipates that 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 60,000+ shareholders to contact the company through its website ([www.nipton.com](http://www.nipton.com)) to suggest Nipton's future improvements.

### **DEVELOPMENT OF CBD PRODUCTS**

The Company and MediaTechnics Corporation have entered into a joint-venture to develop an Industrial Hemp based CBD extraction facility in Nipton. The Company intends, with the assistance of CannAwake, to develop a CBD-infused drinking water product line. See <https://americangreencbd.com/faq/>.

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 all applicable federal, state and county regulatory requirements.

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.

### **THE AMERICAN GREEN CULTIVATION MANAGEMENT**

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

Natural Herbal Remedies commenced operations and had their first harvest during November of 2018. Per our agreement to finance and manage the facility for its licensee, American Green will begin to receive rental income and management payments.

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

May 10, 2016 in Wyoming through continuation from Nevada.

See Item 1 above.

## **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**

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

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

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

## **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

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

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

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

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

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

##### 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 the Company's common stock.

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

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



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

## 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	107,025,407	6,500,000	2,000,000	8,607,025,407	22.18%
Colleen Manley, Director	130,286,137	-	1,000,000	1,130,286,137	2.91%
Morgan A. Sanburg-Jacobs	-	-	2,000,000	2,000,000,000	5.15%
	237,311,544	6,500,000	5,000,000	11,737,311,544	30.24%

## B. LEGAL/DISCIPLINARY HISTORY

NONE

## C. BENEFICIAL HOLDERS

### Preferred Shareholders

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

Preferred Series B Holders	Shares	% of Class	Votes	% of Total Vote
David G. Gwyther, Chairman	6,500,000	82.28%	6,500,000,000	16.75%
Total	7,900,000	82.28%	7,900,000,000	20.36%

Preferred Series C Holders	Shares	% of Class	Votes	% of Total Vote
David G. Gwyther, Chairman	2,000,000	33.33%	2,000,000,000	5.15%
Colleen Manley, Director	1,000,000	16.67%	1,000,000,000	2.58%
Factor X "Factor X Corporation Kevin Twadell, President 9410 Prototype Drive, Suite 15 Reno, NV 89521	1,000,000	16.67%	1,000,000,000	2.58%
Morgan A. Sanburg-Jacobs	2,000,000	33.33%	2,000,000,000	5.15%
Total	6,000,000	100.00%	6,000,000,000	15.46%



## 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](mailto: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](mailto:aagolusin@mac.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.

March 19, 2019

/s/ David G. Gwyther

David G. Gwyther  
Chairman  
American Green, Inc.