PureSafe Water Systems, Inc.
Form 10-Q
March 27, 2015

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

X .

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

For the quarterly period ended September 30, 2014

.

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

For the transition period from __________ to __________

Commission File Number: **001-09478**

PureSafe Water Systems, Inc.
(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation or organization)	**86-0515678** (I.R.S. Employer Identification No.)
35 East Mall, Plainview, New York (Address of principal executive offices)	**11803** (Zip Code)

(516) 208-8250
(Registrant s telephone number**,** including area code)

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

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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company.

Large accelerated filer .	Accelerated filer .
Non-accelerated filer . (Do not check if a smaller reporting company)	Smaller reporting company X .

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

State the number of shares outstanding of each of the issuer s classes of common stock, as of the latest practicable date. As of March 27, 2015, 2,090,882,330 shares of the common stock of the registrant were issued and outstanding.

PURESAFE WATER SYSTEMS, INC.

INDEX

PART I FINANCIAL INFORMATION

ITEM 1. CONSOLIDATED FINANCIAL STATEMENTS.

Certain information and footnote disclosures required under accounting principles generally accepted in the United States of America have been condensed or omitted from the following consolidated financial statements pursuant to the rules and regulations of the Securities and Exchange Commission. The following unaudited consolidated financial statements should be read in conjunction with the year-end restated consolidated financial statements and notes thereto included in the Company's Form 10-K for the year ended December 31, 2013.

The results of operations for the three and nine months ended September 30, 2014 and 2013 are not necessarily indicative of the results for the entire fiscal year or for any other period.

PureSafe Water Systems, Inc. and Subsidiary
Condensed Consolidated Balance Sheets

		September 30, 2014 (unaudited)		December 31, 2013
Assets				
Current Assets				
Cash	$	23,079	$	2,199
Inventories		141,636		141,636
Prepaid expenses and other current assets		2,657		35,437
Total Current Assets		167,372		179,272
Property and equipment, net of accumulated depreciation of $179,290 and $179,290, respectively		-		-
Patents and trademarks, net of accumulated amortization of $52,497 and $47,919, respectively		54,844		59,422
Other assets		23,695		33,500
Total Assets	**$**	**245,911**	**$**	**272,194**
Liabilities and Stockholders' Deficiency				
Current Liabilities:				
Accounts payable and accrued expenses	$	1,343,704	$	1,209,319
Accrued compensation		1,371,132		1,267,382
Accrued consulting and director fees		144,000		144,000
Notes payable to officer and director (including accrued interest of $234,354 and $193,703, respectively)		867,904		827,254
Convertible promissory notes (including accrued interest of $280,320 and $154,528 and net of debt discount of $261,923 and $210,781, respectively)		1,555,868		1,238,838
Promissory notes payable (including accrued interest of $264,477 and $240,807 respectively)		794,323		593,153
		1,916,500		299,000

Fair value of detachable warrants and conversion option				
Accrued dividends payable		190,328		190,328
Common stock to be issued		-		38,423
Total Current Liabilities		8,183,759		5,807,697
Total Liabilities		8,183,759		5,807,697
Commitments and Contingencies		-		-
Stockholders' Deficiency:				
Preferred stock par value $0.00001 par value; 10,000,000 shares authorized; 184,221 and 184,144 shares issued and outstanding (liquidation preference $3,756,726 and $3,025,450, as of September 30, 2014 and December 31, 2013, respectively)		2		2
Common stock par value $0.00001: 10,000,000,000 shares authorized; 1,346,187,330 shares issued and 1,346,182,930 shares outstanding at September 30, 2014; 934,171,800 shares issued and 934,167,400 shares outstanding at December 31, 2013		13,461		9,342
Additional paid in capital		44,012,562		42,729,424
Treasury stock, at cost, 4,400 shares of common stock		(5,768)		(5,768)
Accumulated deficit		(51,958,105)		(48,268,503)
Total Stockholders' Deficiency		(7,937,848)		(5,535,503)
Total Liabilities and Stockholders' Deficiency	**$**	**245,911**	**$**	**272,194**

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

PureSafe Water Systems, Inc. and Subsidiary
Condensed Consolidated Statements of Operations
(unaudited)

	For the Three Months Ended		For the Nine Months Ended	
	September 30, 2014	September 30, 2013	September 30, 2014	September 30, 2013
Sales	$ -	$ -	$ -	$ -
Cost of Sales	-	51,471	-	51,471
Gross Profit (Loss)	-	(51,471)	-	(51,471)
Operating expenses:				
Compensation and related benefits, including stock-based compensation of $0 and $57,000 for the three months and $2,810 and $478,700 for the nine months ended September 30, 2014 and 2013, respectively	79,348	263,113	253,472	1,071,181
Insurance and medical benefits	17,332	-	60,850	33,723
Research and development	-	6,143	676	52,825
Professional, legal and consulting fees, including stock-based compensation of $225,000 and $0 for the three months and $650,000 and $257,000 for the nine months ended September 30, 2014 and 2013, respectively	331,696	30,759	858,563	309,777
Marketing	3,503	-	3,701	25,835
Occupancy	312,755	47,169	338,275	168,902
Loss on sale/abandonment of fixed assets	-	21,720	-	14,580
Other administrative and general	40,154	109,270	86,807	213,833
Total operating expenses	784,788	478,174	1,602,344	1,890,656
Loss from operations	(784,788)	(529,645)	(1,602,344)	(1,942,127)

Other income (expense):								
Interest income		-		5,099		-		15,131
Other income		2,568		-		2,568		23,538
Interest expense, including interest to related parties of \$15,447 and \$17,518 for the three months and \$45,692 and \$52,684 for the nine months ended September 30, 2014 and 2013, respectively		(258,421)		(439,135)		(716,326)		(665,554)
Change in fair value of derivative liabilities		(1,114,900)		803,600		(1,373,500)		253,500
Total Other Income (Expense)		(1,370,753)		369,564		(2,087,258)		(373,385)
Net Loss		(2,155,541)		(160,081)		(3,689,602)		(2,315,512)
Dividend on preferred stock		(27,075)		(27,075)		(81,225)		(81,225)
Net Loss Attributable to Common Stockholders	**$**	**(2,182,616)**	**$**	**(187,156)**	**$**	**(3,770,827)**	**$**	**(2,396,737)**
Net Loss Attributable to Common Stockholders Per Share basic and diluted	$	(0.00)	$	(0.00)	$	(0.00)	$	(0.00)
Weighted average number of shares outstanding		1,124,200,104		988,961,818		1,104,569,253		882,231,634

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

PureSafe Water Systems, Inc. and Subsidiary
Condensed Consolidated Statement of Stockholders' Deficiency
For the Nine Months Ended September 30, 2014

	Preferred stock		Common stock		Additional Paid-In	Treasury Stock		Total Stockholders'
	Shares	Amount	Shares	Amount	Capital	at Cost	Accumulated Deficit	Deficiency
Balance, December 31, 2013	184,144	$ 2	934,171,800	$ 9,342	$ 42,729,424	$ (5,768)	$ (48,268,503)	$ (5,535,503)
Common stock issued for cashless warrant exercise	-	-	526,315	5	(5)	-	-	-
Common stock issued for settlement of liabilities	-	-	36,748,182	367	38,056	-	-	38,423
Common stock issued for settlement of notes payable	-	-	11,363,636	114	12,386	-	-	12,500
Common stock issued for settlement of convertible debt	-	-	335,449,073	3,354	222,615	-	-	225,969
Common stock issued for penalty shares	-	-	27,928,324	279	65,376	-	-	65,655
Reclassification of derivative liability	-	-	-	-	291,900	-	-	291,900
Preferred stock issued for services	77	-	-	-	652,810	-	-	652,810

Net loss	-	-	-	-		-	(3,689,602)	(3,689,602)
Balance, September 30, 2014	**184,221**	**$ 2**	**1,346,187,330**	**$ 13,461**	**$ 44,012,562**	**$ (5,768)**	**$ (51,958,105)**	**$ (7,937,848)**

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

PureSafe Water Systems, Inc. and Subsidiary
Condensed Consolidated Statements of Cash Flows
(unaudited)

	For the Nine Months Ended September 30, 2014	September 30, 2013
Cash Flows From Operating Activities:		
Net loss	$ (3,689,602)	$ (2,315,512)
Adjustments to reconcile net loss to net cash used in operating activities		
Depreciation	-	14,434
Amortization of patents and trademarks	4,578	4,577
Abandonment of fixed assets	-	21,866
Gain on sale of fixed assets	-	(7,286)
Loss on abandonment of inventory	-	51,471
Interest expense - amortization of deferred financing	9,805	16,095
Interest expense - penalty interest	17,898	10,725
Interest expense - stock based compensation, derivative liabilities	-	4,500
Professional fees - note conversions	1,974	-
Stock based compensation	652,810	731,200
Deferred rent	-	(7,050)
Interest receivable	-	(15,131)
Accretion of debt discount	327,058	196,728
Interest expense - derivative liabilities	157,700	-
Change in fair value of warrants and embedded conversion option	1,373,500	(253,500)
Changes in assets and liabilities:		
Prepaid expenses and other current assets	32,780	(8,035)
Inventories	-	129,611
Customer deposits	-	(149,588)
Other assets	-	(13,942)
Accounts payable, accrued expenses, accrued interest, accrued dividends, accrued compensation, accrued consulting and director fees, and other current liabilities	648,879	676,685
Net Cash Used in Operating Activities	(462,620)	(912,152)
Cash Flows From Investing Activities:		
Patent costs	-	(7,456)
Proceeds from sale of property and equipment	-	20,000
Net Cash Provided by Investing Activities	-	12,544
Cash Flows From Financing Activities:		

Cash proceeds from sale of common stock		-		570,800
Cash proceeds from exercise of warrants		-		64,514
Cash proceeds from the exercise of warrants, common stock to be issued		-		27,923
Cash proceeds from convertible promissory notes		293,500		285,000
Repayment of convertible notes payable		-		(32,500)
Cash proceeds from promissory notes, officers and directors		11,300		9,051
Repayment of officers and directors loans		(11,300)		(48,500)
Cash proceeds from notes payable		196,800		10,000
Repayment of notes payable		(6,800)		(14,200)
Net Cash Provided by Financing Activities		483,500		872,088
Net increase (decrease) in cash		20,880		(27,520)
Cash at beginning of period		2,199		63,571
Cash at end of the period	**$**	**23,079**	**$**	**36,051**

Supplemental disclosures of cash flow information:				
Cash paid during the period for interest	$	682	$	11,939
Non-Cash Investing and Financing Activities:				
Common stock issued for the settlement of liabilities	$	86,179	$	553,835
Common stock issued for settlement of convertible debt	$	223,996	$	-
Common stock issued for settlement of note	$	12,500	$	-
Reclassification of derivative liabilities to equity	$	291,900	$	100,000
Conversion of accrued liabilities to convertible notes	$	150,000	$	-
Debt discount recorded on convertible debt and warrants accounted for as derivative liabilities	$	378,200	$	-
Conversion of notes payable to convertible notes payable	$	-	$	39,500

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

PureSafe Water Systems Inc. and Subsidiary

Notes to Condensed Consolidated Financial Statements

(Unaudited)

NOTE 1: DESCRIPTION OF BUSINESS

PureSafe Water Systems, Inc. (the "Company") is a Delaware corporation engaged in the design, development, manufacturing and sales of the PureSafe First Response Water System (the FRWS), both within and outside of the United States. The Company's corporate headquarters are located in Plainview, New York.

NOTE 2: BASIS OF PRESENTATION AND ACCOUNTING POLICIES.

Basis of Presentation

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States for interim financial information. Accordingly, these interim financial statements do not include all of the information and footnotes required for annual financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary to make the financial statements not misleading have been included.

The operating results for the nine month period ended September 30, 2014 are not necessarily indicative of the results that may be expected for the year ending December 31, 2014. These financial statements should be read in conjunction with the financial statements and footnotes thereto included in the Company's Annual Report on Form 10-K for the year ended December 31, 2013, filed with the Securities and Exchange Commission on October 23, 2014.

Principles of Consolidation

The Company applies the guidance of Topic 810 Consolidation of the FASB Accounting Standards Codification to determine whether and how to consolidate another entity. Pursuant to ASC Paragraph 810-10-15-10 all majority-owned subsidiaries all entities in which a parent has a controlling financial interest shall be consolidated except (1) when control does not rest with the parent company; (2) if the parent is a broker-dealer within the scope of Topic 940 and control is likely to be temporary; (3) consolidation by an investment company within the scope of Topic 946 of a non-investment-company investee. Pursuant to ASC Paragraph 810-10-15-8 the usual condition for a controlling financial interest is ownership of a majority voting interest, and, therefore, as a general rule ownership by one reporting entity, directly or indirectly, of more than 50 percent of the outstanding voting shares of another entity is a condition pointing toward consolidation. The power to control may also exist with a lesser percentage of ownership, for example, by contract, lease, agreement with other stockholders, or by court decree. The Company consolidates all less-than-majority-owned subsidiaries, if any, in which the parent s power to control exists.

The Company's consolidated subsidiaries and/or entities are as follows:

Name of consolidated subsidiary or entity	**State or other jurisdiction of incorporation or organization**	**Date of incorporation or formation (date of acquisition, if applicable)**	**Attributable interest**
PureSafe Manufacturing and Research Corporation	Delaware	September 29, 2009	100%

The condensed consolidated financial statements include all accounts of the Company and consolidated subsidiaries and/or entities as of September 30, 2014 and December 31, 2013 and for the three and nine months ended September 30, 2014 and 2013.

All significant inter-company balances and transactions have been eliminated.

Use of Estimates

The preparation of condensed consolidated financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities and disclosures of contingent assets and liabilities at the date of the condensed consolidated financial statements and the reported amounts of revenues and expenses during the reporting period.

Management bases its estimates on historical experience and on various assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying value of assets and liabilities that are not readily apparent from other sources. The most significant estimates, among other things, are used in accounting for allowances for deferred income taxes, expected realizable values for long-lived assets (primarily intangible assets and property and equipment), contingencies, as well as the recording and presentation of its common stock and other securities. Estimates and assumptions are periodically reviewed and the effects of any material revisions are reflected in the consolidated financial statements in the period that they are determined to be necessary. Actual results could differ from those estimates and assumptions.

Inventories

Inventory consisting primarily of finished goods and raw materials is stated at the lower of cost or market utilizing the first-in, first-out method. The Company continually analyzes its slow-moving, excess and obsolete inventories. Based on historical and projected sales volumes and anticipated selling prices, the Company establishes reserves. If the Company does not meet its sales expectations, these reserves are increased. Products that are determined to be obsolete are written down to net realizable value. As of September 30, 2014, the inventory has been written down to its net realizable value.

Deferred Financing Costs

Cost incurred in conjunction with the debt financing has been capitalized and will be amortized to interest expense using the straight line method, which approximates the interest rate method over the term of the debt and is included as a component of other assets. Amortization of deferred financing cost was $2,026 and $11,054 and $9,805 and $16,095 for the three and nine months ended September 30, 2014 and 2013, respectively.

Derivative Liabilities

In connection with the issuance of certain convertible promissory notes, the terms of the convertible notes included an embedded conversion feature; which provided for the settlement of certain convertible promissory notes into shares of common stock at a rate which was determined to be variable with no floor. The Company determined that the conversion feature was an embedded derivative instrument pursuant to ASC 815 Derivatives and Hedging

The accounting treatment of derivative financial instruments requires that the Company record the conversion option and related warrants, if applicable, at their fair values as of the inception date of the agreements and at fair value as of each subsequent balance sheet date. As a result of entering into certain convertible promissory notes, the Company is required to classify all other non-employee warrants as derivative liabilities and record them at their fair values at each balance sheet date because the Company could not determine it has enough authorized shares to settle the contracts. Any change in fair value was recorded as a change in the fair value of derivative liabilities for each reporting period at each balance sheet date. The Company reassesses the classification at each balance sheet date. If the classification changes as a result of events during the period, the contract is reclassified as of the date of the event that caused the reclassification.

The fair value of conversion options that are convertible at a variable conversion price are required to be valued using a Binomial Lattice Model. The Company determined the fair value of the conversion option using either the Black-Scholes Valuation Model or the Binomial Lattice Model to be materially the same.

The Black-Scholes Valuation Model is used to estimate the fair value of the warrants and conversion option. The model includes subjective input assumptions that can materially affect the fair value estimates. The model was developed for use in estimating the fair value of traded options or warrants. The expected volatility is estimated based on the most recent historical period of time equal to the weighted average life of the instrument granted.

The principal assumptions used in applying the Black-Scholes model were as follows:

	For the Nine Months Ended September 30,	
	2014	**2013**
Assumptions:		
Risk-free interest rate	0.02-1.78%	0.36-2.02%
Expected life	.01 - 5 years	3 years
Expected volatility	165%-176%	125%-175%
Dividends	0.0%	0.0%

Stock-Based Compensation

The Company reports stock-based compensation under Accounting Standard Codification (ASC) 718 Compensation Stock Compensation . ASC 718 requires all share-based payments to employees, including grants of employee stock options, to be recognized in the consolidated financial statements based on their fair values.

The Company accounts for equity instruments issued to non-employees as compensation in accordance with the provisions of ASC 718, which require that each such equity instrument is recorded at its fair value on the measurement date, which is typically the date the services are performed.

For the three and nine months ended September 30, 2014 and 2013 the Company recorded stock based compensation of $225,000 and $57,000 and $652,810 and $731,200, respectively.

The Black-Scholes option valuation model is used to estimate the fair values of options. The model includes subjective input assumptions that can materially affect the fair value estimates. The model was developed for use in estimating the fair value of traded options or warrants. The expected volatility is estimated based on the most recent historical period of time equal to the weighted average life of the subject options or warrants. During the nine months ended September 30, 2014 the Company has not granted any options or warrants.

Impairment of Long-Lived Assets

The Company assesses the recoverability of its long lived assets, including property and equipment when there are indications that the assets might be impaired. When evaluating assets for potential impairment, the Company first compares the carrying amount of the asset to the asset s estimated future cash flows (undiscounted and without interest charges). If the estimated future cash flows used in this analysis are less than the carrying amount of the asset, an impairment loss calculation is prepared. The impairment loss calculation compares the carrying amount of the asset to the asset s estimated future cash flows (discounted and with interest charges). If the carrying amount exceeds the asset s estimated futures cash flows (discounted and with interest charges), the loss is allocated to the long-lived assets of the group on a pro rata basis using the relative carrying amounts of those assets. Based on its assessments, the Company did not incur any impairment charges for the three and nine months ended September 30, 2014 and 2013.

Research and Development

Research and development costs consist of expenditures incurred during the course of planned research and investigation aimed at the discovery of new knowledge, which will be useful in developing new products or processes. The Company expenses all research and development costs as incurred. The Company incurred a charge of $0 and $6,143 and $676 and $52,825 for the three and nine months ended September 30, 2014 and 2013, respectively.

Subsequent Events

The Company evaluates events that have occurred after the balance sheet date but before the financial statements are issued. Based upon the evaluation, the Company did not identify any recognized or non-recognized subsequent events that would require adjustment or disclosure in the consolidated financial statements.

NOTE 3: GOING CONCERN

The accompanying condensed consolidated financial statements have been prepared assuming that the Company will continue as a going concern. The Company has incurred a net loss of approximately $3,700,000 for the nine months ended September 30, 2014. The Company has a working capital deficit of approximately $8.0 million as of September 30, 2014. The Company continues to incur recurring losses from operations and has an accumulated deficit since inception of approximately $52.0 million. These conditions raise substantial doubt about the Company's ability to continue as a going concern.

The Company s continuation as a going concern is dependent upon its ability to bring the Company s products to market and generate revenues, control costs, and obtain additional financing, as required and on reasonable terms. The Company s plans with respect to these matters include restructuring its existing debt and raising additional financing through issuance of preferred stock, common stock and/or debt. On April 2, 2014, The Company announced that Stephen Hicks and Gilbert Steedley were appointed to the Board of Directors and that Stephen Hicks was appointed President of the Company. Henry Sargent was appointed Vice President and Secretary.

The Company s goal is to generate the sales of the Company's flagship mobile water purification product and to ultimately diversify its product line through ingenuity and/or acquisition. In order to accomplish these goals we are redirecting the sales effort so that the Company will no longer predominantly focus on the government sector, a target with historically long lead times. In addition the Company is reviewing the entire approach to the product with an aim to 1) deepen and diversify our distribution channels, 2) lower our cost of production, 3) improve the Company's profit margin on and 4) maintain an inventory of units for immediate sale.

The Company requires immediate capital to remain viable. The Company can give no assurance that such financing will be available on terms advantageous to the Company, or at all. Should the Company not be successful in obtaining the necessary financing to fund its operations, the Company would need to curtail certain or all of its operational activities. The accompanying unaudited condensed consolidated financial statements do not include any adjustments that might be necessary should the Company be unable to continue as a going concern.

Subsequent to September 30, 2014, the Company has issued approximately $15,000 of notes payable and approximately $273,000 of convertible notes payable. From October 1, 2014 until March 27, 2015, the Company issued 523,583,956 shares of common stock for the settlement of $35,700 loan principal plus $5,885 accrued interest, and fees. As of March 27, 2015 the Company has cash of approximately $1,000 available for use.

NOTE 4: RECENT ACCOUNTING PRONOUNCEMENTS.

The FASB and the SEC have issued certain accounting standards updates and regulations that will become effective in subsequent periods; however, management of the Company does not believe that any of those updates would have significantly affected the Company s financial accounting measures or disclosures had they been in effect during 2014 or 2013, and does not believe that any of those pronouncements will have a significant impact on the Company s consolidated financial statements at the time they become effective.

NOTE 5: RELATED PARTIES.

Related parties of the Company consist of the following individuals/entities:

Related Parties	**Relationship**
Southridge LLC (Southridge) Southridge Partners II LP (Southridge II)	An entity of which the President and member of the board of directors of the Company is the Chief Executive Officer.

	An entity of which the President and member of the board of directors of the Company is the Manager of the general partner of Southridge II. Southridge II is a controlled company in the Southridge LLC group of companies.
Tarpon Bay Partners, LLC (Tarpon)	An entity of which the President and member of the board of directors of the Company is the Manager. Tarpon is a controlled company in the Southridge LLC group of companies.
ASC Recap LLC (ASC Recap)	An entity of which the President and member of the board of directors of the Company is the Manager. ASC Recap is a controlled company in the Southridge LLC group of companies.

NOTE 6: INVENTORIES

Inventories consist of the following at September 30, 2014 and December 31, 2013:

	September 30, 2014	**December 31, 2013**
Finished Goods	$ 141,636	$ 141,636
Total	$ 141,636	$ 141,636

NOTE 7: NET LOSS PER SHARE OF COMMON STOCK.

Basic loss per share was computed using the weighted average number of outstanding common shares. Diluted loss per share includes the effect of dilutive common stock equivalents from the assumed exercise of options, warrants, convertible preferred stock and convertible notes. Common stock equivalents were excluded in the computation of diluted loss per share since their inclusion would be anti-dilutive.

Total shares issuable upon the exercise of warrants and conversion of preferred stock and convertible promissory notes for the nine months ended September 30, 2014 and 2013 were as follows:

	September 30,	
	2014	**2013**
Warrants	185,949,049	172,317,850
Convertible promissory notes	4,748,415,597	86,967,298
Convertible preferred stock	462,584,721	1,545,760
Total	5,396,949,367	260,830,908

For the three and nine months ended September 30, 2014 and 2013, 143,661,061 and 107,143,531 and 133,691,743 and 92,645,445 warrants, respectively were included in loss per share as their exercise price was determined to be nominal.

Fair Value

ASC 820 Fair Value Measurements and Disclosures defines fair value, establishes a framework for measuring fair value and requires enhanced disclosures about fair value measurements. As defined in ASC 820, fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Standard clarifies that the exchange price is the price in an orderly transaction between market participants to sell an asset or transfer a liability at the measurement date and emphasizes that fair value is a market-based measurement and not an entity-specific measurement.

ASC 820 establishes the following hierarchy used in fair value measurements and expands the required disclosures of assets and liabilities measured at fair value:

.

Level 1 Inputs use quoted prices in active markets for identical assets or liabilities that the Company has the ability to access.

.

Level 2 Inputs use other inputs that are observable, either directly or indirectly. These inputs include quoted prices for similar assets and liabilities in active markets as well as other inputs such as interest rates and yield curves that are observable at commonly quoted intervals.

.

Level 3 Inputs are unobservable inputs, including inputs that are available in situations where there is little, if any, market activity for the related asset or liability.

In instances where inputs used to measure fair value fall into different levels in the above fair value hierarchy, fair value measurements in their entirety are categorized based on the lowest level input that is significant to the valuation. The Company s assessment of the significance of particular inputs to these fair measurements requires judgment and considers factors specific to each asset or liability.

Liabilities measured at fair value on a recurring basis at September 30, 2014 are as follows:

	Quoted Prices in Active Markets for Identical Liabilities	**Significant Other Observable Inputs**	**Significant Unobservable Inputs**	
	(Level 1)	**(Level 2)**	**(Level 3)**	**Balance**
Embedded conversion feature	$	$	$ 1,882,400	$ 1,882,400
Warrant liability	$	$	$ 34,100	$ 34,100
Balance at September 30, 2014	$	$	$ 1,916,500	$ 1,916,500

Financial assets are considered Level 3 when their fair values are determined using pricing models, discounted cash flow methodologies or similar techniques and at least one significant model assumption or input is unobservable. The Company s Level 3 liabilities consist of derivative liabilities associated with convertible debt that contains an indeterminable conversion share price and the tainted warrants as the Company cannot determine if it will have sufficient authorized common stock to settle such arrangements.

The following table provides a summary of the changes in fair value, including net transfers in and/or out, of all financial assets measured at fair value on a recurring basis using significant unobservable inputs during the nine months ended September 30, 2014.

	Warrants	Conversion Feature	Total
Balance at - December 31, 2013	$ 92,500	$ 206,500	$ 299,000
Included in stock based compensation			
Change in fair value of derivative liability	(86,000)	1,459,500	1,373,500
Included in liabilities (debt discount)	25,500	352,700	378,200
Included in liabilities (derivative expense)	3,700	154,000	157,700
Included in stockholder's equity	(1,600)	(290,300)	(291,900)
Transfers in and /or out of Level 3			
Balance at - September 30, 2014	$ 34,100	$ 1,882,400	$ 1,916,500

NOTE 8: NOTES PAYABLE

(a)

From January 15, 2014 through February 23, 2014 the Company issued Promissory Notes in the aggregate principal amount of $90,000 to seven lenders. The Notes bear no interest and mature one year from the date of issuance. A UCC financing statement was filed on the system operating at the Landfill as security for the Notes. As of September 30, 2014 the outstanding principal balance on the notes was $90,000. As of February 23, 2015, the Company is not compliant with the repayment terms of the notes and is in default. The Company intends to request that the maturity date of these notes be further extended, however, there can be no assurance that a further extension will be granted.

(b)

On April 25, 2014 the Company issued a promissory note for $ 100,000. The note matures on April 30, 2015 with the stated interest rate at 8%. As of September 30, 2014, outstanding principal and accrued interest on the note was $100,000 and $3,463, respectively.

(c)

On July 24, 2014 a note holder requested to convert total aggregated $12,500 principal, into the Company s common stock. The Company issued total aggregated 11,363,636 shares of common stock in connection with such conversion.

NOTE 9: CONVERTIBLE PROMISSORY NOTES PAYABLE

(a)

On May 25, 2013, in conjunction with a liabilities purchase agreement with ASC Recap, a related party, the Company issued ASC Recap a convertible promissory note in the principal amount of $25,000. The convertible note matured November 30, 2013. The convertible promissory note shall be convertible into the common stock of the Company at any time at a conversion price equal to 50% of the low closing bid price for the twenty days prior to conversion.

During the nine months ended September 30, 2014, the note holder requested to convert total aggregated $25,000 principal plus fees of $375, into the Company s common stock. The Company issued total aggregated 25,375,000 shares of common stock in connection with such conversion.

(b)

On January 31, 2014, in conjunction with a settlement agreement with Tarpon, a related party, the Company issued Tarpon a convertible promissory note in the principal amount of $75,000. The convertible note matures one year from the date of issuance with interest at 10% per annum. The convertible promissory note shall have no registration rights and shall be convertible into the common stock of the Company at any time at a conversion price equal to 75% of the low closing bid price for the twenty days prior to conversion. The conversion price is subject to anti-dilution protection in the event that the Company issues additional equity securities at a price less than the conversion price. As of January 31, 2015, the Company is not compliant with the repayment terms of the notes and is in default. The Company intends to request that the maturity date of these notes be further extended, however, there can be no assurance that a further extension will be granted.

The Company accounted for the issuance of the convertible promissory note in accordance with ASC 815 Derivatives and Hedging . Accordingly, the embedded conversion option of the convertible notes are recorded as derivative liabilities at their fair market value and are marked to market through earnings at the end of each reporting period. The gross proceeds from the sale of the note are recorded net of a discount of $75,000. The debt discount relates to fair value of the conversion option. The debt discount is charged to interest expense ratably over the term of the convertible note. The fair value of the conversion option on the date of issuance in excess of the face amount of the note was recorded to interest expense on the date of issuance.

As of September 30, 2014, outstanding principal and accrued interest on the note was $75,000 and $5,042, respectively.

(c)

On April 4, 2014 the Company issued a convertible promissory note in the principal amount of $50,000 to Tarpon, a related party. The convertible note matures one year from the date of issuance with the stated interest rate at 0%. The note is convertible into the Company s common stock at a 40% discount of the lowest closing bid price during the 30 trading days prior to conversion.

The Company accounted for the issuance of the convertible promissory note in accordance with ASC 815 Derivatives and Hedging . Accordingly, the embedded conversion option of the convertible notes are recorded as derivative liabilities at their fair market value and are marked to market through earnings at the end of each reporting period. The gross proceeds from the sale of the note are recorded net of a discount of $50,000. The debt discount relates to fair value of the conversion option. The debt discount is charged to interest expense ratably over the term of the convertible note. The fair value of the conversion option on the date of issuance in excess of the face amount of the note was recorded to interest expense on the date of issuance.

As of September 30, 2014, outstanding principal and accrued interest on the note was $50,000 and $0, respectively.

(d)

On April 21, 2014 the Company issued a convertible promissory note in the principal amount of $2,500 to ASC Recap, a related party. The convertible note matures April 30, 2015 with the stated interest rate at 0%. The note is convertible into the Company s common stock at a 50% discount of the lowest closing bid price during the 30 trading days prior to conversion.

The Company accounted for the issuance of the convertible promissory note in accordance with ASC 815 Derivatives and Hedging . Accordingly, the embedded conversion option of the convertible notes are recorded as derivative liabilities at their fair market value and are marked to market through earnings at the end of each reporting period. The gross proceeds from the sale of the note are recorded net of a discount of $2,500. The debt discount relates to fair value of the conversion option. The debt discount is charged to interest expense ratably over the term of the convertible note. The fair value of the conversion option on the date of issuance in excess of the face amount of the note was recorded to interest expense on the date of issuance.

As of September 30, 2014, outstanding principal and accrued interest on the note was $2,500 and $0, respectively.

(e)

On June 17, 2014, in conjunction with a settlement agreement with Levin Consulting Group, LLC (Levin), the Company issued Levin a convertible promissory note in the principal amount of $50,000. The convertible note matures on December 31, 2015 and accrues interest at 10% per annum. The holder may convert all or any portion of the outstanding principal and accrued and unpaid interest due and payable under the note into shares of the Company s common stock at a conversion price equal to 50% of the lowest closing bid price of the Company s common stock during the five trading days immediately prior to such applicable conversion date, in each case subject to the lender not being able to beneficially own more than 9.999% of our outstanding common stock upon any conversion. If the closing bid price for the common stock on the date in which the conversion shares are deposited into the holders brokerage account and the holder may execute trades of the conversion shares (the Clearing Date) then the conversion price shall be adjusted such that the discount be taken from the closing bid price on the Clearing Date.

The Company accounted for the issuance of the convertible promissory note in accordance with ASC 815 Derivatives and Hedging . Accordingly, the embedded conversion option of the convertible notes are recorded as derivative liabilities at their fair market value and are marked to market through earnings at the end of each reporting period. The gross proceeds from the sale of the note are recorded net of a discount of $50,000. The debt discount relates to fair value of the conversion option. The debt discount is charged to interest expense ratably over the term of the convertible note. The fair value of the conversion option on the date of issuance in excess of the face amount of the note was recorded to interest expense on the date of issuance.

During July 2014, the note holder requested to convert total aggregated $50,000 principal plus fees of $600, into the Company s common stock. The Company issued total aggregated 98,388,889 shares of common stock in connection with such conversion.

(f)

On June 19, 2014 the Company issued a convertible promissory note in the principal amount of $100,000. The convertible note matures on December 31, 2014 with the stated interest rate at 10%. The note is convertible into the Company s common stock at a conversion price of $0.0019 per share. In addition, 10,526,316 warrants were issued with an exercise price of $0.00228 per share. The warrants are fully vested and have a life of 5 years from date of issuance. As of December 31, 2014, the Company is not compliant with the repayment terms of the notes and is in default. The Company intends to request that the maturity date of these notes be further extended, however, there can be no assurance that a further extension will be granted.

The Company accounted for the issuance of the convertible promissory note in accordance with ASC 815 Derivatives and Hedging . Accordingly, the warrants and embedded conversion option of the convertible notes are recorded as derivative liabilities at their fair market value and are marked to market through earnings at the end of each reporting period. The gross proceeds from the sale of the note are recorded net of a discount of $64,700. The debt discount relates to fair value of the embedded conversion option and fair value of the warrants. The debt discount is charged to interest expense ratably over the term of the convertible note.

As of September 30, 2014, outstanding principal and accrued interest on the note was $100,000 and $2,861, respectively.

(g)

On July 17, 2014 the Company issued a convertible promissory note in the principal amount of $23,000. The convertible note matures on June 30, 2015 with the stated interest rate at 10%. The note is convertible into the Company s common stock at a conversion price of $0.001 per share. In addition, 4,600,000 warrants were issued with an exercise price of $0.0012 per share. The warrants are fully vested and have a life of 5 years from date of issuance.

The Company accounted for the issuance of the convertible promissory note in accordance with ASC 815 Derivatives and Hedging . Accordingly, the warrants and embedded conversion option of the convertible notes are recorded as derivative liabilities at their fair market value and are marked to market through earnings at the end of each reporting period. The gross proceeds from the sale of the note are recorded net of a discount of $18,000. The debt discount relates to fair value of the embedded conversion option and fair value of the warrants. The debt discount is charged to interest expense ratably over the term of the convertible note.

As of September 30, 2014, outstanding principal and accrued interest on the note was $23,000 and $479, respectively.

(h)

On July 17, 2014 the Company issued a convertible promissory note in the principal amount of $20,000. The convertible note matures December 31, 2015 with the stated interest rate at 10%. The note is convertible into the Company s common stock at a 50% discount of the lowest closing bid price during the 10 trading days prior to conversion.

The Company accounted for the issuance of the convertible promissory note in accordance with ASC 815 Derivatives and Hedging . Accordingly, the embedded conversion option of the convertible notes are recorded as derivative liabilities at their fair market value and are marked to market through earnings at the end of each reporting period. The gross proceeds from the sale of the note are recorded net of a discount of $20,000. The debt discount relates to fair value of the conversion option. The debt discount is charged to interest expense ratably over the term of the convertible note. The fair value of the conversion option on the date of issuance in excess of the face amount of the note was recorded to interest expense on the date of issuance.

As of September 30, 2014, outstanding principal and accrued interest on the note was $20,000 and $417, respectively.

(i)

On August 13, 2014 the Company issued a convertible promissory note in the principal amount of $85,000. The convertible note matures June 30, 2015 with the stated interest rate at 8%. The note is convertible into the Company s common stock at a 50% discount of the lowest closing bid price during the 20 trading days prior to conversion. The Company received note proceeds of $75,000 during August 2014 and $10,000 during October 2014.

The Company accounted for the issuance of the convertible promissory note in accordance with ASC 815 Derivatives and Hedging . Accordingly, the embedded conversion option of the convertible notes are recorded as derivative liabilities at their fair market value and are marked to market through earnings at the end of each reporting period. The gross proceeds from the sale of the note are recorded net of a discount of $75,000. The debt discount relates to fair value of the conversion option. The debt discount is charged to interest expense ratably over the term of the convertible note. The fair value of the conversion option on the date of issuance in excess of the face amount of the note was recorded to interest expense on the date of issuance.

As of September 30, 2014, outstanding principal and accrued interest on the note was $75,000 and $800, respectively.

(j)

On September 16, 2014 the Company issued a convertible promissory note in the principal amount of $23,000. The convertible note matures on June 30, 2015 with the stated interest rate at 10%. The note is convertible into the Company s common stock at a conversion price of $0.0005 per share. In addition, 9,200,000 warrants were issued with an exercise price of $0.0006 per share. The warrants are fully vested and have a life of 5 years from date of issuance.

The Company accounted for the issuance of the convertible promissory note in accordance with ASC 815 Derivatives and Hedging . Accordingly, the warrants and embedded conversion option of the convertible notes are recorded as derivative liabilities at their fair market value and are marked to market through earnings at the end of each reporting period. The gross proceeds from the sale of the note are recorded net of a discount of $23,000. The debt discount relates to fair value of the embedded conversion option and fair value of the warrants. The debt discount is charged to interest expense ratably over the term of the convertible note. The fair value of the conversion option and warrants on the date of issuance in excess of the face amount of the note was recorded to interest expense on the date of issuance.

As of September 30, 2014, outstanding principal and accrued interest on the note was $23,000 and $89, respectively.

(k)

On April 23, 2014, a note-holder entered into a Securities Transfer Agreement pursuant to which the note-holder sold $25,000 of principal plus accrued interest of the Original Notes and the rights associated with the purchase portion. The Company issued a Replacement Note to the purchaser along the same terms as the Purchased Note with the following amendments:

.

The replacement note shall be convertible into the Company s common stock, at any time at the option of the Purchaser, at an initial conversion price per share equal to fifty percent (the Discount) of the lowest closing bid price for the Company s common stock during the fifteen trading days immediately preceding a conversion date, as reported by Bloomberg (the Closing Bid Price) (Initial Conversion Price ; provided that if the closing bid price for the common stock on the Clearing Date is lower than the Closing Bid Price, then the Purchase Price shall be adjusted such that the Discount shall be taken from the closing bid price on the Clearing Date, and the Company shall issue additional shares to Purchaser to reflect such adjusted Purchase Price, and provided further, that if the Company s common stock becomes chilled by the Deposit Trust Corporation (DTC) at the time that any portion of the principal and interest of the Replacement Note is converted by Holder, than the Discount shall be adjusted to sixty percent for so long as the Common Stock is chilled. For purposes of this Agreement, the Clearing Date shall be on the date in which the conversion shares are deposited into the Purchaser s brokerage account and Purchaser s broker has confirmed with Purchaser the Purchaser may execute trades of the conversion shares.

.

The Replacement Note shall have a limitation on conversion equal to 9.99% of the Company s outstanding common stock.

.

The Company shall bear any and all miscellaneous expenses that may arise as a result of conversion and delivery of shares of common stock in respect of the Replacement Note.

(l)

On July 10, 2014, a note-holder entered into a Securities Transfer Agreement pursuant to which the note-holder sold $25,000 of principal plus accrued interest of the Original Notes and the rights associated with the purchase portion. The Company issued a Replacement Note to the purchaser along the same terms as the Purchased Note with the following amendments:

.

The replacement note shall be convertible into the Company s common stock, at any time at the option of the Purchaser, at an initial conversion price per share equal to fifty percent (the Discount) of the lowest closing bid price for the Company s common stock during the fifteen trading days immediately preceding a conversion date, as reported by Bloomberg (the Closing Bid Price) (Initial Conversion Price ; provided that if the closing bid price for the common stock on the Clearing Date is lower than the Closing Bid Price, then the Purchase Price shall be adjusted such that the Discount shall be taken from the closing bid price on the Clearing Date, and the Company shall issue additional shares to Purchaser to reflect such adjusted Purchase Price, and provided further, that if the Company s common stock becomes chilled by the Deposit Trust Corporation (DTC) at the time that any portion of the principal and interest of the Replacement Note is converted by Holder, than the Discount shall be adjusted to sixty percent for so long as the Common Stock is chilled. For purposes of this Agreement, the Clearing Date shall be on the date in which the conversion shares are deposited into the Purchaser s brokerage account and Purchaser s broker has confirmed with Purchaser the Purchaser may execute trades of the conversion shares.

.

The Replacement Note shall have a limitation on conversion equal to 9.99% of the Company s outstanding common stock.

.

The Company shall bear any and all miscellaneous expenses that may arise as a result of conversion and delivery of shares of common stock in respect of the Replacement Note.

(m)

During the nine months ended September 30, 2014, the Company issued a total of 335,449,073 shares of common stock upon the requests from note holders to convert principal plus accrued interest and fees totaling $225,970 into the Company s common stock based on the terms set forth in the loans. The conversion rates ranged from $.00045 - $0.00132 per share.

NOTE 10: CONVERTIBLE NOTES AND NOTES PAYABLE OFFICERS & DIRECTOR

(a)

During March 2014 and April 2014, the Company s Chief Executive Officer made a short term loan of $6,500 and $4,800 to the Company. This loan was intended to be repaid within 2 months. No documents were prepared nor interest accrued. As of September 30, 2014 the loan has been paid in full.

NOTE 11: COMMITMENTS AND CONTINGENCIES

Operating Leases

25 Fairchild Ave

Effective as of July 1, 2008, the Company entered into a seven-year lease for 5,300 square feet of space at 25 Fairchild Avenue in Plainview, New York. The facility is to serve as the Company s executive offices, sales office, showroom and an assembly area.

In March 2012 management exercised a Good Guy Clause in its lease and abandoned the space at 25 Fairchild Avenue.

On September 12, 2012, as a result of the Company s action, Fairchild Warehouse Associates, LLC (Fairchild), as plaintiff, filed suit for recovery of past rental payments for the Company s former office space at 25 Fairchild Avenue, Plainview, N.Y. 11803. An inquest began on December 10, 2014 to determine the amount of money damages due on Fairchild s claim and on March 3, 2015 the court awarded judgment to the plaintiff against the Company in the sum of $887,929. Adding interests and costs to the awarded amount, judgment has been entered against the Company in the total sum of $892,042.

During the three months ended September 30, 2014 the Company recorded rent, rent related expenses and penalties of $309,057 as a result of the judgment which is included in occupancy expense in the accompanying condensed consolidated statements of operations. As of September 30, 2014 the Company has accrued a liability of $784,986 related to the judgment and is included in accounts payable and accrued liabilities at September 30, 2014.

35 East Mall

In June 2014 the Company entered into an operating lease for its Plainview N.Y. office facility for a period of six months starting in July 2014. The Company will pay monthly rental payments of $1,050. The lease may be renewed in six month increments, with forty-five days notice and is subject to a 5% increase per annum.

Consulting Agreement

On June 13, 2014, the Company entered into a consulting agreement (the Consulting Agreement) with Tarpon, a related party, for the period from the date of the agreement through March 31, 2015. The agreement requires Tarpon to provide general management and consulting services and advisory services to the Company, including assistance in connection with the restructuring of its outstanding debt and equity securities.

Pursuant to the terms of the Consulting Agreement, Tarpon will be compensated by the issuance to it by the Company of shares of Series H Convertible Preferred Stock. Pursuant to the terms of the Consulting Agreement, Tarpon will receive Series H Preferred Stock with a stated value of $425,000 upon the execution of the Agreement, and additional Series H Preferred Stock with a stated value of $75,000 monthly, commencing July 1, 2014 and continuing through the balance of the term. Tarpon has waived its rights under the consulting agreement to the November and December 2014, and the January and February 2015, issuances of Series H Preferred Stock. The execution and delivery of the Consulting Agreement was approved by the directors of the Company. The Company s President did not participate in the vote on this matter.

18

Equity Purchase Agreement

On June 13, 2014, the Company entered into an Equity Purchase Agreement with an accredited investor. The terms of the Equity Purchase Agreement provide that the Investor agrees, subject to put notices from the Company, to purchase up to $5,000,000 in Common Stock during the 24 months following the execution of the Agreement, subject to certain conditions and limitations. For each closing, the purchase price of the Common Stock will be 90% of the average of the three lowest Closing Bid Prices during the 10 trading days following the relevant Clearing Date (as defined in the Equity Purchase Agreement). In connection therewith, the Company also entered into a Registration Rights Agreement with the investor, pursuant to which the Company is required to file a Registration Statement with the Securities and Exchange Commission for the expected number of shares to be issued under the Equity Purchase Agreement within 120 days of the date of the Registration Rights Agreement. The Investor also provided the Company with a one year loan of $100,000; the obligation to repay this loan is represented by a Promissory Note issued by the Company to the Investor. As of March 27, 2015, no shares have been purchased under the Equity Purchase Agreement and the Company has not filed a registration statement.

Settlement Agreement

On September 30, 2014 the Company entered into an agreement in-order to satisfy an outstanding liability of the Company to our former Vice President of International Markets, Shaul Kochan, dating back to 2009. Per the terms of the agreement the Company shall issue 110 shares of preferred stock with a stated value equal to $110,000. The Company has agreed to redeem the preferred stock in 14 separate tranches at the beginning of each calendar month beginning October 1, 2014, pursuant to the following schedule: $5,000 in stated value worth of shares each month for the first 4 months; $7,500 in stated value worth of shares each month for the subsequent 6 tranches; $10,000 in stated value worth of shares each month for the subsequent 3 tranches; and $15,000 in stated value worth of shares in the final month.

If the Company misses payment of any tranche it will have 30 calendar days in which to cure such payment, after which time the Company agrees to issue additional shares of preferred stock representing 1% of the aggregate stated value of the then outstanding preferred stock held by Mr. Kochan, redeemable under similar terms.

In addition, the Company agrees to extend the maturity date of the outstanding warrant held by Mr. Kochan from its current expiration date of March 7, 2015 to March 7, 2017. The Company further agrees to issue an additional warrant to Mr. Kochan for right to exercise and purchase 2,000,000 shares of the Company s common stock at an exercise price of $0.052 and maturity date of March 7, 2017.

On March 9, 2015, the Company rescinded the settlement agreement with Kochan due to the assertion of further claims by Kochan. Due to termination of the settlement agreement the Company did not issue Kochan the preferred shares and additional warrants provided for under the agreement. Payments totaling $15,000 made to Kochan subsequent to September 30, 2014 shall be applied toward outstanding liabilities owed to Kochan.

Litigation

Certain conditions may exist as of the date the financial statements are issued, which may result in a loss to the Company, but which will only be resolved when one or more future events occur or fail to occur. The Company assesses such contingent liabilities, and such assessment inherently involves an exercise of judgment.

In assessing loss contingencies related to legal proceedings that are pending against the Company, or unasserted claims that may result in such proceedings, the Company evaluates the perceived merits of any legal proceedings or unasserted claims, as well as the perceived merits of the amount of relief sought or expected to be sought therein.

If the assessment of a contingency indicates that it is probable that a material loss has been incurred and the amount of the liability can be estimated, then the estimated liability would be accrued in the Company s financial statements. If the assessment indicates that a potentially material loss contingency is not probable, but is reasonably possible, or is probable but cannot be estimated, then the nature of the contingent liability and an estimate of the range of possible losses, if determinable and material, would be disclosed.

Loss contingencies considered remote are generally not disclosed, unless they involve guarantees, in which case the guarantees would be disclosed. There can be no assurance that such matters will not materially and adversely affect the Company s business, financial position, and results of operations or cash flows. As of September 30, 2014, the Company has the following litigation outstanding.

The Company has remained a defendant in a lawsuit since September 12, 2012 in the Supreme Court of the State of New York, County of Nassau, filed by Fairchild Warehouse Associates, LLC (Fairchild), as plaintiff, for recovery of past rental payments for the Company s former office space at 25 Fairchild Avenue, Plainview, New York 11803. An inquest began on December 10, 2014 to determine the amount of money damages due on Fairchild s claim and on March 3, 2015 the court awarded judgment to the plaintiff against the Company in the sum of $887,929. Adding interests and costs to the awarded amount, judgment has been entered against the Company in the total sum of $892,042. Interest on the judgment will continue to accrue at the rate of 9% per annum until satisfied. As of September 30, 2014 the Company has accrued a liability of $784,986 related to the judgment and is included in accounts payable and accrued liabilities at September 30, 2014.

The Company is in default under a May 30, 2012, Securities Purchase Agreement entered into with TCA Global Credit Master Fund, LP (TCA), providing for the issuance of $275,000 principal amount of senior secured redeemable and convertible debentures due November 30, 2012. On October 4, 2013, at the request of the lender due to default, the Company converted $303,499 of convertible notes and accrued interest into a new convertible note in the amount of $531,431. The increase in principal was due to amounts charged by the lender for penalties, interest, legal and other fees. The newly issued note bears interest at rates of 18% per annum and is due on demand. The lender may convert all or any portion of the outstanding principal, accrued and unpaid interest, and any other sums due and payable under the Note into shares of the Company s common stock at a conversion price equal to 85% of the lowest daily volume weighted average price of the Company s common stock during the five trading days immediately prior to such applicable conversion date, in each case subject to the lender not being able to beneficially own more than 4.99% of our outstanding common stock upon any conversion. The conversion price is subject to anti-dilution protection in the event that the Company issues additional equity securities at a price less than the conversion price. On March 10, 2014, TCA accelerated the outstanding principal balance, interest, calculated at the default rate of 18%, and all sums due under the original note and any amendments. In August 2014 a default final judgment was entered against the Company concluding that TCA is entitled to damages in the amount of $610,349, to foreclose upon the security interests, and to recover attorneys fees and costs incurred by TCA. In addition prejudgment interest shall be assessed at a rate of 18% per annum and post judgment interest shall be assessed at a rate of 4.75% per annum. As of September 30, 2014 the Company has accrued a liability of $627,355 related to the TCA claim and is included in convertible notes payable.

On November 27, 2013, the Company entered into a settlement agreement with Tarpon Bay Partners LLC (Tarpon), a related party. The manager of Tarpon is Stephen Hicks, the President of the Company. Tarpon previously purchased outstanding liabilities of the Company from TCA in the amount of $506,431 and Designs and Project Development Corporation (a former landlord) in the amount of $56,429. Per the terms of the settlement the Company was to issue Tarpon shares of common stock in one or more tranches as necessary, and subject to adjustment and ownership limitations, and a convertible promissory note in the principal amount of $75,000. The Company failed to issue shares to Tarpon and in the first quarter of 2014 TCA rescinded its liabilities purchase agreement with Tarpon. As of September 30, 2014 the Company has accrued a liability of $59,878 related to the Designs and Project Development Corporation claim and is included in notes payable and the $506,431 related to TCA has been included in convertible promissory notes.

On January 31, 2014, in conjunction with the settlement agreement outlined above, the Company issued Tarpon a convertible promissory note in the principal amount of $75,000. The convertible note matures one year from the date of issuance with interest at 10% per annum. The convertible promissory note has no registration rights and shall be convertible into the common stock of the Company at any time at a conversion price equal to 75% of the low closing bid price for the twenty days prior to conversion.

An eviction notice was issued on October 8 by the landlord for 160 Dupont Street, Five Towns Realty Associates, Inc (Five Towns Realty). There is currently an outstanding balance of $54,739 that is subject to a lawsuit and is included in accounts payable and accrued liabilities at September 30, 2014. The Company is currently in negotiations with Five Towns Realty to reach a settlement.

An action was commenced on March 22, 2012, in the Supreme Court of the New York for the County of Nassau, by Lazar, Sanders Thaler & Associates, LLP, a dissolved accounting firm of which Terry R. Lazar, the Company s former CFO was a member. Among the parties named as defendants were Mr. Lazar and the Company. The claim was made that the Company owned fees to the plaintiff and/or that such fees were paid to Terry Lazar who never forwarded them to the plaintiff. Mr. Lazar undertook the defense of the action on his behalf and on behalf of the Company.

The matter proceeded to inquest and the court awarded judgment to the plaintiff against the Company in the sum of $25,000. Adding interests and costs to the awarded amount, judgment has been entered against the Company in the total sum of $36,613. An appeal has been taken from the judgment. The appeal has been perfected by the filing of the record and brief in the Supreme Court of the state of New York. As of September 30, 2014 the Company has accrued a liability of $36,613 related to the judgment and is included in accounts payable and accrued liabilities at September 30, 2014.

On October 23, 2014, the Company received a notice, filed with the Office of the District Administrative Judge, 10th Judicial District, Nassau County, New York, of the Company s right to arbitrate a fee dispute with Steve Legum over $12,194 of legal fees in connection with Mr. Legum s representation of the Company in the Levin Consulting Group matter. The Company did not file the Request for Fee Arbitration within the required 30 days of receipt of the notice, thereby forfeiting its right elect to resolve the dispute by arbitration. As of September 30, 2014 the Company has accrued a liability of $12,194 related to the dispute and is included in accounts payable and accrued liabilities at September 30, 2014.

NOTE 12: STOCKHOLDERS' DEFICIENCY.

Amendment to Articles of Incorporation

On February 26, 2015, the Company filed with the Secretary of State of the State of Delaware an amendment to its Certificate of Incorporation increasing the number of shares of common stock that the Company is authorized to issue from 2,000,000,000 shares of common stock, par value $.001 per share, to 10,000,000,000 shares of common stock, par value $0.00001 per share. In addition the par value per share of the Company s preferred stock decreased to $0.00001 per share as a result of the amendment.

The equity of the Company has been retroactively recast to reflect the decrease in the par value per share of the preferred and common shares and the increase in number of authorized common shares per the amendment.

During the nine months ended September 30, 2014, the Company recorded the following transactions:

Debt

During the nine months ended September 30, 2014, the Company issued a total of 346,812,709 shares of common stock upon the requests from note holders to convert principal plus accrued interest and fees totaling $238,470 into the Company s common stock based on the terms set forth in the loans. The conversion rates ranged from $.00045 - $0.00132 per share.

On January 8, 2014, the Company issued 13,265,625 shares of common stock to a note lender as penalty shares for failing to issue shares timely upon receipt of the conversion notice from the lender. The Company recorded $47,756 of interest expense during 2013 for such issuance.

On March 13, 2014, a warrant holder exercised 625,000 warrants at exercise price of $0.0025. The holder elected their cash-less exercise provision. Accordingly, the Company issued 526,315 shares of common stock in connection with such exercise.

On August 27, 2013 the Company received proceeds of $10,500 for the exercise of 1,093,750 warrants and as of December 31, 2013 the shares had not been issued and accordingly the Company recorded the liability for the share issuance. On August 19, 2014 the Company issued the warrant holder 9,545,455 shares which represented the fair value of $10,500 of the proceeds received.

On July 9, 2013 the Company received proceeds of $27,923 for the exercise of 2,389,817 warrants and as of December 31, 2013 the shares had not been issued and accordingly the Company recorded the liability for the share issuance. On August 19, 2014 the Company issued the warrant holder 27,202,727 shares which represented the fair value of $27,923 of the proceeds received.

On July 1, 2014, the Company issued 7,634,921 shares of common stock to a note lender for failing to issue shares timely upon receipt of the conversion notice from the lender. The Company recorded $12,979 of interest expense for such issuance.

On September 15, 2014, the Company issued 7,027,778 shares of common stock to a note lender for failing to issue shares timely upon receipt of the conversion notice from the lender. The Company recorded $4,919 of interest expense for such issuance.

Preferred stock

Series A and Series F Preferred Stock

On June 3, 2014, the Company filed with the Secretary of State of the State of Delaware Certificates of Correction to its existing Certificates of Designations for its Series A and Series F Preferred Stock, respectively. These filings reduced the number of authorized shares of the Company s Series A Preferred Stock from the previously reported 400,000 shares to 52,500 shares and the number of authorized shares of the Series F Preferred Stock from the previously reported 1,000,000 shares to 38,644 shares. In each case, the current number of outstanding shares (as of the date of filing of each Certificate of Correction, 2014) of the relevant Series is not more than the number of authorized shares specified in the corresponding Certificate of Correction.

21

Series G Convertible Preferred Stock

On June 13, 2014, the number, designation, rights, preferences and privileges of the Series G Convertible Preferred Stock (Series G Preferred Stock) were established by the Board. The designation, rights, preferences and privileges that the Board established for the Series G Preferred Stock are set forth in a Certificate of Designations that was filed with the Secretary of State of the State of Delaware on June 17, 2014. Among other things, the Certificate of Designation provides that each one share of Series G Preferred has voting rights equal to (x) (i) 0.019607 multiplied by the total issued and outstanding Common Stock eligible to vote at the time of the respective vote (the number determined by this clause (i), the Numerator), divided by (ii) 0.49, minus (y) the Numerator. These voting rights apply only to matters of Company capitalization (i.e. increase in authorized common stock, stock splits, etc.), and similar matters upon which stockholders are entitled to vote or to which stockholders are entitled to give consent. The Series G has a par value of $0.00001 per share and a stated value of $1.00 per share, no rights to dividends but provides for liquidation rights which entitle the holder to a pro-rata share of net assets. Each Series G share is convertible, at the option of the holder, into one share of Common Stock. The Company issued all of the 51 authorized shares of the Series G Preferred Stock to the President for a purchase price of $1 per share. The Company estimated the fair value of the 51 shares of Series G Preferred Stock issued to be $2,861 on the date of issuance and the excess of the estimated fair value over the purchase price was recorded to compensation expense on the date of issuance.

As a result of the voting rights granted to the Series G Preferred Stock in the Certificate of Designations, the Series G Stockholder holds in the aggregate approximately 51% of the total voting power of all issued and outstanding voting capital of the Company. Pursuant to the terms of the Board resolution authorizing the issuance of the Series G Preferred Stock, and authorizing the issuance of the shares to the Company President, the Company has the right to redeem said Preferred Stock of the Company upon his resignation or the termination of his services as President of the Company.

Series H Convertible Preferred Stock

On June 13, 2014, the number, designation, rights, preferences and privileges of the Series H Convertible Preferred Stock (Series H Preferred Stock) were established by the Board. The designation, rights, preferences and privileges that the Board established for the Series H Preferred Stock are set forth in a Certificate of Designations that was filed with the Secretary of State of the State of Delaware on June 17, 2014.

The Certificate of Designations for the Series H Preferred Stock provides for the issuance of up to 1,000 shares of Series H stock with a par value of $0.00001 per share and a stated value of $25,000 per share. As long as any shares of Series H Preferred Stock remain outstanding, the Company cannot, without the consent of the holders of at least 90% of the Series H Preferred Stock, redeem, repurchase or otherwise acquire any junior securities, or pay or make any distribution upon any junior securities as defined therein.

The Series H Preferred Stock is convertible at the option of the holder into such number of shares upon the conversion ratio equal to the aggregate stated value of the Series H Preferred Stock converted divided by the average closing bid price for the calendar month preceding the original issuance date of the shares being converted, as reported by the reporting service. The Company is required to reserve a sufficient number of shares of common stock as may be required to be issued thereunder. The conversion ratio is subject to adjustment, from time to time, for various reasons including a sale or merger by the Company.

With respect to all matters upon which stockholders are entitled to vote or to which stockholders are entitled to give consent, the holders of the outstanding shares of Series H Preferred Stock shall vote together with the holders of Common Stock without regard to class, except as to those matters on which separate class voting is required by applicable law or the Articles of Incorporation or bylaws.

On June 15, 2014, the Company issued 17 shares of Series H Preferred Stock to Tarpon, a related party, as compensation per the terms of a consulting agreement entered into with Tarpon on June 13, 2014. The Company estimated the fair value of the 17 shares of Series H Preferred Stock issued to be $425,000 on the date of issuance and was recorded to consulting expense on the date of issuance.

During the three months ended September 2014, the Company issued an aggregate of 9 shares of Series H Preferred Stock to Tarpon, a related party, as compensation per the terms of a consulting agreement entered into with Tarpon on June 13, 2014. The Company estimated the fair value of the 9 shares of Series H Preferred Stock issued to be $225,000 on the date of issuance and was recorded to consulting expense on the date of issuance.

NOTE 13: STOCK WARRANTS

The following warrants were granted:

The nine months ended September 30, 2014 - 24,326,316

The following warrants were exercised:

The nine months ended September 30, 2014 3,558,567

The following warrants expired:

The nine months ended September 30, 2014 11,392,986

The following tables set forth information concerning the Company's warrant issuances and warrant balances outstanding as of, and during the nine months ended September 30, 2014:

	Shares Underlying Warrants	Weighted Average Exercise Price	Intrinsic Value
Outstanding at December 31, 2013	176,574,286	$ 0.02	$ -
Granted	24,326,316	0.0014	-
Expired	(11,392,986)	0.046	-
Exercised	(3,558,567)	0.001	-
Outstanding at September 30, 2014	185,949,049	0.01	-

The following is additional information with respect to the Company's warrants as of September 30, 2014:

Number of Warrants	Range of Exercise Price	Weighted Average Remaining	Average Exercise Price	Currently Exercisable

		Contractual Life (In Years)			
151,217,311	$0.0006-$0.0096	3.15	$	0.0044	151,217,311
32,097,608	$0.0108-$0.0964	0.98	$	0.0353	32,097,608
2,574,606	$0.1-$0.1884	2.46	$	0.1139	2,574,606
59,524	$0.84	1.15	$	0.8400	59,524
185,949,049					185,949,049

NOTE 14: OFFICERS AND DIRECTORS

Terry R. Lazar, Chief Financial Officer of the Company and a Director, resigned on February 14, 2014 for personal reasons as Chief Financial Officer and from the Company s Board of Directors.

On April 2, 2014, the Company Board of Directors elected Stephen M. Hicks to the Board of Directors, to fill a vacancy on the Board, and as President of the Company. Mr. Hicks is the Chief Executive Officer of Southridge LLC (Southridge.) Southridge and its affiliates have financed the Company in the past and continue to own debt and equity securities of the Company. New directors, who are not officers, are paid $12,500 per year in cash or stock.

On April 2, 2014, the Company Board of Directors elected Mr. Gilbert Steedley to the Board to fill a vacancy on the Board. Mr. Steedley is currently interim Chief Executive Officer and Director of Accelpath, New York, N.Y. Compensation is as indicated above for Mr. Steedley.

On April 2, 2014, the Company elected Henry Sargent as Vice President and Secretary of the Company. Mr. Sargent is Chief Operating Officer and General Counsel of Southridge.

NOTE 15: SUBSEQUENT EVENTS

Issuance of Common Stock

On January 7, 2015, the Company issued 172,654,147 shares of common stock to a note lender for failing to issue shares timely upon receipt of the conversion notice from the lender. The Company recorded $17,265 of interest expense for such issuance.

On January 9, 2015, the Company issued 48,456,897 shares of common stock to a note lender for failing to issue shares timely upon receipt of the conversion notice from the lender. The Company recorded $4,846 of interest expense for such issuance.

Issuance of Promissory Notes

On December 23, 2014 the Company issued a promissory note for $ 15,000 to Southridge II, a related party. The note matures on March 31, 2015 with the stated interest rate at 8%.

Issuance of Series H Preferred Stock

From October 1, 2014 through March 1, 2015, the Company issued 3 shares of Series H Preferred Stock with a stated value of $75,000 to Tarpon, a related party, as compensation per the terms of a consulting agreement entered into with Tarpon on June 13, 2014.

Issuance of Convertible Promissory Notes

On October 21, 2014 the Company issued a convertible promissory note for $ 50,000. The note matures on May 01, 2015 with the stated interest rate at 0% and a premium to be paid on redemption of $20,000. Upon maturity, at the election of the holder, the note is convertible into the Company s common stock at a 50% discount of the lowest closing bid price during the 10 trading days prior to conversion.

On October 22, 2014 the Company issued a convertible promissory note for $ 14,000. The note matures on September 30, 2015 with the stated interest rate at 10%. The note is convertible into the Company s common stock at a conversion price of $0.0004 per share. In addition, 7,000,000 warrants were issued with an exercise price of $0.00048 per share. The warrants are fully vested and have a life of 5 years from date of issuance.

On November 10, 2014 the Company issued a convertible promissory note for $ 20,000 to Southridge II, a related party. The note matures on October 31, 2015 with the stated interest rate at 10%. The note is convertible into the Company s common stock at a 50% discount of the lowest closing bid price during the 30 trading days prior to conversion. The conversion price is subject to anti-dilution protection in the event that the Company issues additional equity securities at a price less than the conversion price.

On November 13, 2014 the Company issued a convertible promissory note to a related party for $ 12,500 to Southridge II, a related party. The note matures on October 31, 2015 with the stated interest rate at 10%. The note is convertible into the Company s common stock at a 50% discount of the lowest closing bid price during the 30 trading days prior to conversion. The conversion price is subject to anti-dilution protection in the event that the Company issues additional equity securities at a price less than the conversion price.

On November 17, 2014 the Company issued a convertible promissory note for $ 4,156 to Tarpon, a related party. The note matures on October 31, 2015 with the stated interest rate at 10%. The note is convertible into the Company s common stock at a 50% discount of the lowest closing bid price during the 30 trading days prior to conversion. The conversion price is subject to anti-dilution protection in the event that the Company issues additional equity securities at a price less than the conversion price.

On November 17, 2014 the Company issued a convertible promissory note for $ 25,000. The note matures on December 31, 2015 with the stated interest rate at 10%. The note is convertible into the Company s common stock at a conversion price of $0.0002 per share. In addition, 25,000,000 warrants were issued with an exercise price of $0.00024 per share. The warrants are fully vested and have a life of 5 years from date of issuance.

On January 15, 2015 the Company issued a convertible promissory note for $ 10,500 to Tarpon, a related party. The note matures on January 31, 2016 with the stated interest rate at 10%. The note is convertible into the Company s common stock at a 50% discount of the lowest closing bid price during the 30 trading days prior to conversion. The conversion price is subject to anti-dilution protection in the event that the Company issues additional equity securities at a price less than the conversion price.

On February 3, 2015 the Company issued a convertible promissory note for $ 50,000. The note matures on August 31, 2015 with the stated interest rate at 8%. The note is convertible into the Company s common stock at a 50% discount of the lowest closing bid price during the 20 trading days prior to conversion. The conversion price is subject to anti-dilution protection in the event that the Company issues additional equity securities at a price less than the conversion price.

On February 11, 2015 the Company issued a convertible promissory note for $ 11,000 to Tarpon, a related party. The note matures on January 31, 2016 with the stated interest rate at 10%. The note is convertible into the Company s common stock at a 50% discount of the lowest closing bid price during the 30 trading days prior to conversion. The conversion price is subject to anti-dilution protection in the event that the Company issues additional equity securities at a price less than the conversion price.

On February 23, 2015 the Company issued a convertible promissory note for $ 25,000 to Tarpon, a related party. The note matures on February 29, 2016 with the stated interest rate at 10%. The note is convertible into the Company s common stock at a 50% discount of the lowest closing bid price during the 30 trading days prior to conversion. The conversion price is subject to anti-dilution protection in the event that the Company issues additional equity securities at a price less than the conversion price.

On March 5, 2015 the Company issued a convertible promissory note for $ 17,500 to Tarpon, a related party. The note matures on March 31, 2016 with the stated interest rate at 10%. The note is convertible into the Company s common stock at a 50% discount of the lowest closing bid price during the 30 trading days prior to conversion. The conversion price is subject to anti-dilution protection in the event that the Company issues additional equity securities at a price less than the conversion price.

Entry Into A Material Definitive Agreement

On October 24, 2014, the Company entered into an agreement in-order to satisfy outstanding liabilities of the Company due to our former Chief Financial Officer (CFO) and Former Director, Terry R. Lazar (Lazar), dating back to 2009. Mr. Lazar acted as CFO for the Company until February 15, 2014, and the Company has accrued approximately $485,000 in deferred compensation on behalf of Lazar, including accrued warrants for his services on the Company s Board (Deferred Comp). In addition, Lazar has loaned approximately $225,000 to the Company in the form of loans(s) (Loan). Mr. Lazar and the Company have agreed to satisfy and terminate all Deferred Comp and Loan obligations of the Company due to Lazar by having the Company issue to Lazar a new series of preferred stock.

Per the terms of the agreement the Company shall issue 200 shares of preferred stock with a stated value equal to $200,000. The preferred stock shall carry an annual dividend yield of 5%, and shall be convertible into 100,000,000 shares of common stock at the option of Lazar. The Company has the option to redeem the preferred stock at any time for an amount equal to its stated value plus any accrued dividend by paying cash to Lazar subject to a conversion notice tendered by the holder within five days from receipt of a redemption notice.

Mr. Lazar on February 4, 2015, advised the Company in writing that he was rescinding the agreement. The Company believes that the agreement is a valid and binding agreement between the Company and Mr. Lazar.

Definitive Information Statement filed with SEC for Capital Increase and Reverse Stock Split

A Preliminary Information Statement was filed with the SEC on October 24, 2014, and the Definitive Information Statement on December 11, 2014, to notify the Company s stockholders that on October 24, 2014, our stockholders approved the following amendments (the Amendments) to our Certificate of Incorporation: (1) a Reverse Stock Split of the Company s common stock at a ratio of not less than one-for-one hundred and not more than one-for-five hundred as determined by our Board of Directors (the Reverse Stock Split), subject to the Board s discretion to determine, without any further action by stockholders, not to proceed with a reverse stock split if it determines that a reverse stock split is no longer in the best interest of the Company and its stockholders, and (2) the authorization of an increase in the number of authorized shares of common stock from two billion (2,000,000,000) shares of common stock, par value $.001 per share, to ten billion (10,000,000,000) shares of common stock, par value $.00001 per share. The Amendment increasing our authorized common stock to 10,000,000,000 shares has become effective with the filing of the Certificate of Amendment with the Secretary of State of the State of Delaware. Following Board determination of the Reverse Stock Split ratio, the Company plans to file for approval of and an effective date for the Reverse Stock Split with the Financial Industry Regulatory Authority.

Entry Into A Material Definitive Agreement

On February 6, 2015, the Company entered into an agreement in-order to satisfy outstanding liabilities of the Company due to our Chief Executive Officer (CEO), Leslie Kessler (Kessler), dating back to 2007. Ms. Kessler acts as CEO for the Company, and the Company has accrued approximately $874,000 in deferred compensation on behalf of Kessler, including accrued warrants for her services on the Company s Board (Deferred Comp). In addition, Kessler has loaned approximately $168,000 to the Company in the form of loans(s) (Loan). Ms. Kessler and the Company have agreed to satisfy and terminate all Deferred Comp and Loan obligations of the Company due to Kessler, apart from a $17,500 loan to the Company which shall remain outstanding to Kessler, by having the Company issue to Kessler a new series of preferred stock.

Per the terms of the agreement the Company shall issue 325 shares of preferred stock with a stated value equal to $325,000. The preferred stock shall carry an annual dividend yield of 5%, and shall be convertible into 650,000,000 shares of common stock at the option of Kessler. The Company has the option to redeem the preferred stock at any time for an amount equal to its stated value plus any accrued dividend by paying cash to Kessler subject to a conversion notice tendered by the holder within five days from receipt of a redemption notice.

In addition, during 2015 Kessler shall receive monthly compensation of $10,000 in cash, $5,000 in stated value of Series H Preferred Stock and be eligible to receive cash and equity bonus compensation from revenue received from sales generated by her.

ITEM 2. MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.

Introductory Comment

The following Management s Discussion and Analysis of Financial Condition and Results of Operations should be read in conjunction with our financial statements and related notes contained elsewhere in this Quarterly Report on Form 10-Q, as well as our audited financial statements and related notes contained in our Annual Report on Form 10-K for the year ended December 31, 2013, filed with the Securities and Exchange Commission (the SEC) on October 23, 2014.

Note Regarding Forward-Looking Statements

This quarterly Report on Form 10-Q contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 (the Securities Act) and Section 21E of the Securities Exchange Act of 1934 (the Exchange Act). To the extent that any statements made in this Form 10-Q contain information that is not historical, these statements are essentially forward-looking. Forward-looking statements can be identified by the use of words such as anticipate, believe, continue, could, estimate expect, hope, intend, may, plan, potential, pr would and variations of such words. Forward-looking statements are subject to risks and uncertainties that cannot be predicted or quantified and, consequently, actual results may differ materially from those expressed or implied by such forward-looking statements.

Readers of this Report on Form 10-Q should carefully consider such risks, uncertainties and other information, disclosures and discussions which contain cautionary statements identifying important factors that could cause our actual results to differ materially from those provided in forward-looking statements. Readers should not place undue reliance on forward-looking statements contained in this Form 10-Q. We do not undertake any obligation to publicly update or revise any forward-looking statements we may make in this Form 10-Q or elsewhere, whether as a result of new information, future events or otherwise.

General

Overview and Recent Developments

We have developed a patent pending PureSafe First Response Water System (PureSafe FRWS) that is self-contained and purifies essentially any type of raw water source or decontaminates most contaminated water without prior knowledge of the contaminants, including seawater. This system is uniquely mobile, by helicopter or transported by truck. The initial PureSafe FRWS prototype was developed using advanced Israeli water treatment technology. The original prototype was capable of producing 10,000 gallons of water per day, but could not desalinate sea water, and did not have a built in generator or water bagging capability. Adhering to the original treatment train and process, we have since built a 2nd prototype (FRWS unit). The FRWS unit can produce EPA compliant drinking water at the rate of 30,000 gallons per day, to provide drinking water to 45,000 people. This system has received Gold Seal Certification from the Water Quality Association in September 2010, was re-certified in April 2011 and January 2013, a significant accomplishment. In addition, the Nassau County Department of Health independently tested the PureSafe unit s water quality and the results exceeded all testing parameters. The FRWS-30K unit was designed to meet the output, ease of operation, mobility and water quality requirements as described in the Operational Requirements Document issued by the U.S Department of Homeland Security (2009) for emergency water supplies.

On October 6, 2014, the Company received from the U.S. Patent & Trademark Office a Notice of Allowance (for issuance as a patent) and Fee(s) Due with respect to our application (No. 12/100,137) for versatile water purification systems and methods, which application was filed April 9, 2008.

Under our Exclusive Sales and Marketing Agreement with GEM present and future distributors and representatives will be integrated with GEM s existing worldwide distributor network. GEM has appointed a Product Manager for our technology.

We have sold and delivered three FRWS units, one being sold to an end user in the oil and gas exploration business in Texas (delivered in Dec 2011), the second sold to the Department of Military and Veterans Affairs for the State of Alaska (delivered in the first quarter of 2012) and the third sold to the State of Vera Cruz, Mexico in the fourth quarter of 2012. All of the sold units were manufactured in our production facility.

Over the past several years we have demonstrated our FRWS system at several emergency preparedness conferences in New York and California, and numerous times at our offices in New York.

Definitive Information Statement filed with SEC for Capital Increase and Reverse Stock Split

A Preliminary Information Statement was filed with the SEC on October 24, 2014, and the Definitive Information Statement on December 11, 2014, setting forth the approval by written consent of stockholders of the following amendments (the Amendments) to our Certificate of Incorporation: (1) a Reverse Stock Split of the Company s common stock at a ratio of not less than one-for-one hundred and not more than one-for-five hundred as determined by our Board of Directors (the Reverse Stock Split), subject to the Board s discretion to determine, without any further action by stockholders, not to proceed with a reverse stock split if it determines that a reverse stock split is no longer in the best interest of the Company and its stockholders, and (2) the authorization of an increase in the number of authorized shares of common stock from two billion (2,000,000,000) shares of common stock, par value $.001 per share, to ten billion (10,000,000,000) shares of common stock, par value $.00001 per share. The Amendment increasing our authorized common stock to 10,000,000,000 shares has become effective with the filing of the Certificate of Amendment with the Secretary of State of the State of Delaware. Following Board determination of the Reverse Stock Split ratio, we plan to file for approval of and an effective date for the Reverse Stock Split with the Financial Industry Regulatory Authority.

Plan of Operations

Our plans for the next twelve months include:

In June 2014 we retained Tarpon Bay Partners LLC (Tarpon), a company that is part of the Southridge LLC group, for the period from the date of the consulting agreement through March 31, 2015, as the Company s strategic financial advisor to provide general management and consulting services and advisory services to the Company, including assistance in connection with the restructuring of our outstanding debt and equity securities. The Agreement requires Tarpon to provide general management and consulting services and advisory services to the Company, including assistance in connection with the restructuring of our outstanding debt and equity securities. Tarpon is a controlled company in the Southridge LLC group of companies. Stephen Hicks, President and a director of the Company, controls Southridge and is the manager of Tarpon. Pursuant to the terms of the consulting agreement, upon execution of the agreement, Tarpon received 17 shares of a newly authorized Series H Preferred Stock with a stated value of $425,000, and will receive additional shares of Series H Preferred Stock with a stated value of $75,000 monthly, continuing through the balance of the term of the consulting agreement. Tarpon received an initial issuance of 17 shares of Series H Preferred (convertible into 151,785,714 shares of common stock) on June 17, 2014, and monthly issuances on July 1, August 1, September 1 and October 1, 2014, of three shares each of Series H Preferred Stock (convertible into 53,571,429, 68,181,818, 187,500,000 and 150,000,000 shares of common stock, respectively). Tarpon has waived its rights under the consulting agreement to the November and December 2014, and the January and February 2015, issuances of Series H Preferred Stock.

Our marketing plan is based on the following key components:

Strategic Alliances We entered into an Engineering Package Agreement in January 2013 with ETG/Engineering Technologies Group, Inc. ETG will re-engineer and value engineer the system so that production can be outsourced. This should allow for the Company to meet future demands for the product. We also entered into a second agreement, with Global Equipment Marketing, Inc. (GEM). GEM will sell and market our products utilizing as a dba PureSafe Water System Sales.

Direct Marketing and Sales The marketing and sales plan will initially focus on short term developed business opportunities where money is currently available. The sales effort will be by both direct sales, development of an international dealer distribution network, and through the assistance of sales consultants and representatives.

We are redirecting the sales effort so that it will no longer predominantly be directed at one sector of the economy. We will now aim to expand our product to the oil and gas sector, as well as many government and municipalities; and agricultural and industrial businesses. We are reviewing the entire approach to the product with an aim to deepen and diversify our distribution channels, lower our cost of production, improve the Company s profit margin on sales and maintain an inventory of units for immediate sale.

No assurance can be given that any of the above items will be completed during the next twelve months or at any time in the future. Further, completion of all of such items does not guaranty that we will generate any revenue or become profitable at any time in the future.

Results of Operations for the three months ended September 30, 2014 and 2013

Revenues. We recognized $0 revenues for the three months ended September 30, 2014 and 2013, respectively.

Cost of goods sold for the three months ended September 30, 2014 was $0 as compared with $51,471 for the three months ended September 30, 2013. During the three months ended September 30, 2013 inventory in the amount of $51,471 was abandoned.

Operating expenses for the three months ended September 30, 2014 were $784,788 compared to $478,174 for the three months ended September 30, 2013, a $306,614 or 64% increase.

The following is an analysis of certain operating expense fluctuations between the three months ended September 30, 2014 and 2013.

Compensation and related benefits expenses, including directors fees for the three months ended September 30, 2014 was $79,348 compared to $263,113 for the three months ended September 30, 2013, a $183,765 or 70% decrease.

Directors fees decreased $40,800 from $40,800 for the three months ended September 30, 2013 to $0 for the three months ended September 30, 2014. The Company paid no compensation to its directors during the three months ended September 30, 2014.

Salaries expenses, excluding Stock-based compensation, decreased from $165,513 for the three months ended September 30, 2013 to $75,180 for the three months ended September 30, 2014. The decrease was a result of the following approximate decreases; officer s salaries decreased $83,000 and office and administrative salaries decreased $12,000.

Stock Based Compensation, excluding directors fees, consulting fees and marketing expense, decreased $16,200 from $16,200 for the three months ended September 30, 2013 to $0 for the three months ended September 30, 2014. During the three months ended September 30, 2013 the Company granted employees and contractors a total of 900,000 warrants to purchase 900,000 shares of common stock at an exercise price of $0.0033 per share. We recorded $16,200 of stock-based compensation during the three months ended September 30, 2013 in connection with such grant. The Company did not issue any stock based compensation to our employees and contractors during the three months ended September 30, 2014.

Research and development expenses for the three months ended September 30, 2014 were $0 compared to expenses during the three months ended September 30, 2013 of $6,143, a $6,143 or 100% decrease. In the past two years, due to cash restrictions, we have curtailed the expenses on research and development and have focused our resources on production. However, we understand the vital importance of research and development for our overall success. We are committed to continue to conduct research and development activities to ensure PureSafe FRWS has the most advanced technology within the water filtration equipment industry.

Professional, legal and consulting fees expenses for the three months ended September 30, 2014 were $331,696, compared to $30,759 for the three months ended September 30, 2013, a $300,937 or 978% increase. The main reason for the $300,937 increase is that, during the three months ended September 30, 2014, we recorded $225,000 of stock-based consulting fees represented by 9 shares of our series H preferred stock being issued to Tarpon, a related party, for services we received. In addition legal and professional fees increased approximately $70,000 during the three months ended September 30, 2014 as compared to the three months ended September 30, 2013 due to increased fees incurred related to the Company s public reporting requirement