Sugarmade, Inc.
Form 10-Q
August 29, 2016

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-Q

(Mark One)

QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the quarterly period ended: March 31, 2016

TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from N/A to N/A
Commission file number: 000-23446

SUGARMADE, INC.

(Exact name of registrant as specified in its charter)

Delaware	**94-3008888**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
167 N. Sunset Avenue, City of Industry, CA	**91744**
(Address of principal executive offices)	(Zip Code)

(626) 961-8619
(Registrant's telephone number, including area code)

Indicate by check mark whether the issuer (1) filed all reports required to be filed by Section 13 or 15(d) of the 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 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 during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

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

Large accelerated filer Accelerated filer
Non-accelerated filer
Smaller reporting company
(Do not check if a smaller reporting company)
Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

At August 29, 2016, there were 178,685,388 shares outstanding of the issuer's common, the only class of common equity.

Transitional Small Business Disclosure Format (Check one): Yes No

SUGARMADE, INC.

FORM 10-Q

FOR THE PERIOD ENDED MARCH 31, 2016

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SPECIAL NOTE REGARDING FORWARD LOOKING STATEMENTS

In addition to historical information, this Quarterly Report on Form 10-Q includes forward-looking statements. Forward-looking statements are those that predict or describe future events or trends and that do not relate solely to historical matters. You can generally identify forward-looking statements as statements containing the words “believe,” “expect,” “will,” “anticipate,” “intend,” “estimate,” “project,” “plan,” “assume” or other similar expressions, or negatives of th expressions, although not all forward-looking statements contain these identifying words. All statements contained or incorporated by reference in this quarterly report regarding our future strategy, future operations, projected financial position, estimated future revenues, projected costs, future prospects, the future of our industry and results that might be obtained by pursuing management’s current plans and objectives are forward-looking statements.

You should not place undue reliance on our forward-looking statements because the matters they describe are subject to known and unknown risks, uncertainties and other unpredictable factors, many of which are beyond our control. Our forward-looking statements are based on the information currently available to us and speak only as of the date on the cover of this quarterly report, or, in the case of forward-looking statements in documents incorporated by reference, as of the date of the date of the filing of the document that includes the statement. New risks and uncertainties arise from time to time, and it is impossible for us to predict these matters or how they may affect us. Over time, our actual results, performance or achievements will likely differ from the anticipated results, performance or achievements that are expressed or implied by our forward-looking statements, and such difference might be significant and materially adverse to our security holders. We do not undertake and specifically decline any obligation to update any forward-looking statements or to publicly announce the results of any revisions to any statements to reflect new information or future events or developments.

We have identified some of the important factors that could cause future events to differ from our current expectations and they are described in this quarterly report under the caption “Risk Factors,” below, and elsewhere in this quarterly report, which you should review carefully. Please consider our forward-looking statements in light of those risks as you read this quarterly report.

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PART 1: Financial Information

Item I

Sugarmade, Inc. and Subsidiary

Consolidated Balance Sheets

	March 31, 2016	June 30, 2015
Assets		
Current assets:		
Cash	$4,984	$58,260
Accounts receivable, net	292,284	85,958
Inventory, net	580,751	617,557
Loan receivables	147,550	144,050
Other current assets	142,355	52,832
Total current assets	1,167,924	958,657
Equipment, net	123,327	119,150
Intangible assets	1,814	1,814
Other assets	33,781	33,781
Total assets	$1,326,845	$1,113,402
Liabilities and Stockholders' Deficiency		
Current liabilities:		
Bank overdraft	$74,506	$65,243
Note payable due to bank	25,982	25,982
Accounts payable and accrued liabilities	1,789,427	1,891,152
Customer deposits	239,378	243,087
Other payable	24,099	—
Accrued interest	264,204	241,513
Accrued compensation and personnel related payables	11,403	11,403
Notes payable due to others	167,500	273,000
Loans payable	694,917	521,037
Convertible notes payable, net	394,167	419,167
Derivative liabilities	299,000	304,000
Total liabilities	3,984,584	3,995,584
Stockholders' deficiency:		
Preferred stock ($0.001 par value, 10,000,000 shares authorized, none issued and outstanding)	—	—

Common stock ($0.001 par value, 300,000,000 shares authorized, 178,685,388 and 157,745,198 shares issued and outstanding at March 31, 2016 and June 30, 2015, respectively	178,685	157,746
Additional paid-in capital	17,151,380	16,389,946
Shares to be issued	2,000,000	1,961,668
Accumulated deficit	(21,987,804)	(21,391,542)
Total stockholders' deficiency	(2,657,738)	(2,882,182)
Total liabilities and stockholders' deficiency	$1,326,845	$1,113,402

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

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Sugarmade, Inc. and Subsidiary

Condensed Consolidated Statements of Operations

(Unaudited)

	Three months ended March 31,		Nine months ended March 31,	
	2016	2015	2016	2015
Revenues, net	$826,867	$985,679	$3,144,207	$1,530,248
Cost of goods sold:				
Materials and freight costs	504,522	706,526	2,055,584	1,114,002
Total cost of goods sold	504,522	706,526	2,055,584	1,114,002
Gross profit	322,345	279,153	1,088,623	416,246
Operating expenses:				
Selling, general and administrative expenses	426,834	888,838	1,632,183	4,217,220
Total operating expenses	426,834	888,838	1,632,183	4,217,220
Loss from operations	(104,489)	(609,685)	(543,559)	(3,800,974)
Non-operating income (expense):				
Interest expense	(164)	(11,375)	(18,789)	(33,711)
Change in fair value of derivative liabilities	83,000	(213,000)	5,000	(249,737)
Commission	415	1,362	2,900	6,065
Loss on extinguishment of debt	—	(86,903)	(55,498)	(5,757,290)
Other income	(10,589)	337	13,686	1,544
Total non-operating expense	72,661	(309,579)	(52,701)	(6,033,129)
Net loss	$(31,828)	$(919,264)	$(596,260)	$(9,834,103)
Basic net loss per share	$(0.00)	$(0.01)	$(0.00)	$(0.13)
Diluted net loss per share	$(0.00)	$(0.01)	$(0.00)	$(0.13)
Basic weighted average common shares outstanding	178,631,716	151,934,599	170,913,497	76,248,978
Diluted weighted average common shares outstanding *	178,631,716	151,934,599	170,913,497	76,248,978

* Shares issuable upon conversion of convertible debts and exercising of warrants were excluded in calculating diluted loss per share due to the fact the issuance of the shares is anti-dilutive.

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

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Sugarmade, Inc. and Subsidiary

Condensed Consolidated Statements of Cash Flows

	For the nine months ended March 31, 2016	2015
Cash flows from operating activities:		
Net loss	$(596,260)	$(9,834,103)
Adjustments to reconcile net loss to cash flows from operating activities:		
Loss on extinguishment of liability	55,498	5,757,290
Change in fair value of derivative liability	(5,000)	249,737
Stock compensation expense	—	681,668
Issuance of common stock for services	—	2,155,000
Changes in operating assets and liabilities		
Accounts receivable	(206,326)	194,507
Inventory	36,806	336,658
Undeposited funds	—	3,912
Employee advance	—	2,625
Prepaid expense	—	18,850
Other assets	(89,523)	(135,000)
Bank overdraft	9,263	12,727
Accounts payable and accrued liabilities	(101,725)	(935,256)
Company credit card	—	(71,574)
Customer deposits	(3,709)	36,663
Payroll liabilities	—	28,142
Sales tax payable	—	(1,515)
Accrued interest	56,997	49,793
Net cash used in operating activities	(843,979)	(1,449,876)
Cash flows from investing activities:		
Loan receivables	(3,500)	39,971
Payment for acquisition of property and equipment	(4,177)	—
Cash acquired from acquisition of SWC	—	209,214
Net cash provided by (used in) investing activities	(7,677)	249,185
Cash flows from financing activities:		
Proceeds from issuance of common stock	230,000	290,000
Proceeds from (repayments of) loan	173,880	(444,073)
Payments for note payable	(105,500)	(90,000)
Proceeds from EB-5 investment	500,000	1,470,000
Net cash provided by financing activites	798,380	1,225,927
Net increase (decrease) in cash	(53,276)	25,236

Cash, beginning of period	58,260	—
Cash, end of period	$4,984	$25,236
Supplemental disclosure of cash flow information:		
Cash paid during the period for:		
Interest	$—	
Income taxes	$—	$—
Supplemental disclosure of non-cash financing activities		
Debts settled through shares issuance	$35,207	$1,838,056

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

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Sugarmade, Inc. and Subsidiary

Notes to Unaudited Condensed Consolidated Financial Statements

1. Nature of Business

Sugarmade, Inc. (hereinafter referred to as "we", "us" or "the/our Company") is a publicly traded company incorporated in state of Delaware. Our previous legal name was Diversified Opportunities, Inc. Our Company, Sugarmade, Inc. operates through our subsidiary, Sugarmade, Inc., a California corporation ("SWC Group, Inc., - CA"). As of the end of the reporting period, March 31, 2016, we were involved in several businesses including the supply of products to the quick service restaurant sub-sector of the restaurant industry and as a distributor of paper products derived from non-wood sources. We are headquartered in City of Industry, California, a suburb of Los Angeles, with two additional warehouse locations in Southern California. As of date of this filing, we employ 25 full and part-time workers and contractors.

On July 16, 2014 the Company entered into an agreement to acquire City of Industry, California based SWC Group ("SWC"), Inc., a California Corporation, which does business as CarryOutSupplies.com.

Effective October 26, 2014, the Board of Directors of the Company executed the final Acquisition and Share Exchange Agreement (the "Share Exchange Agreement") ratifying the Pending Acquisition. Under the terms of the Share Exchange Agreement the Company will issue Thirty Five Million (35,000,000) common shares of the Company to the holders of CarryOutSupplies.com in exchange for all of the outstanding shares in CarryOutSupplies.com. The number of Company shares exchanged shall be modified to Forty Million (40,000,000) shares Thirty (30) days after the effective date of this Share Exchange Agreement should CarryOutSupplies.com demonstrate revenues for the three (3) month period ending June 30, 2014 did not fall below a level equal to 70% of the revenues for the three (3) month period ending June 30, 2013. The number of shares exchanged shall be modified to Seventy One Million (71,000,000) Seventy Five (75) days after the effective date of this Share Exchange Agreement should CarryOutSupplies.com demonstrate revenues for the three (3) month period ending September 30, 2014 did not fall below a level equal to 70% of the revenues for the three (3) month period ending September 30, 2013. As of the date of this filing all of the 71,000,000 shares had been issued to the owners of CarryOutSupplies.com.

Our main business operation, CarryOutSuppies.com, is a producer and wholesaler of custom printed and generic supplies and has served more than 3,000 quick service restaurants. Our products include double poly paper cups for cold beverage; disposable, clear, plastic cold cups, paper coffee cups, yogurt cups, ice cream cups, cup lids, cup sleeves, food containers, soup containers, plastic spoons and many other similar products for this market sector. CarryOutSupplies.com was founded in 2009 when the founders gained first-hand experience within the restaurant industry of the difficulty for restaurant owners to acquire custom printed supplies at a reasonable cost. Many quick service restaurants wish to acquire custom printed products, such as those embossed with logos, but the minimum order size for such customization had been cost prohibitive. With that in mind, carry out supplies was founded to provide products to this underserved section of the market. Since that time, the company has become a key supplier to many popular U.S. franchises, particularly in the frozen dessert segments. The company estimates it holds approximately 40% market share of generic and printed products within the take out frozen yogurt and ice cream industries. We also hold a product supply and licensing agreement FreeHand® ThumbTray™ for the western part of the United States.

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We are also a distributor of paper made from 100% reclaimed sugarcane fiber, enhanced with bamboo. Sugarcane fiber, called bagasse, is a discarded byproduct of sugarcane production. Sugarmade, Inc. was founded in 2010. As is explained below, in 2014, CarryOutSupplies.com was acquired by Sugarmade, Inc., creating the Company as it is today. Relative to Sugarmade Paper, our third-party contract manufacturer uses bagasse and bamboo, as opposed to wood products significantly reducing its manufacturing carbon footprint, energy consumption, and attendant water pollution during the manufacture of its products. This allows us to offer our unique, exclusive, tree-free paper products at price-parity equal to or less than current recycled fiber products already on the market. Our products are unique and we believe offer an ideal solution for those consumers (both corporate and individual) seeking to meet their sustainability mandates or personal environmentally conscious goals, at a price that is equal to or less than current recycled products. Our primary focus for this business unit as of filing of this report is the organization and administration of fundraisers and paper drives for schools, non-profits and other institutions.

During February 2016, we completed the first phase of a new initiative to significantly expand the scope of our product offerings. The new product offering, www.CaliRestaurantSupplies.com, is an e-commerce platform that will launch during the first calendar quarter of 2016. Upon launch, we plan to expand the product offering to an additional 5,000 products, with a total of 8,000 products available on the site over the coming months.

2. Summary of Significant 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 of America and the rules and regulations of the United States Securities and Exchange Commission for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all the information and footnotes necessary for a comprehensive presentation of financial position, results of operations, or cash flows. It is management’s opinion however, that all material adjustments (consisting of normal recurring adjustments) have been made which are necessary for a fair financial statement presentation.

These interim condensed consolidated financial statements should be read in conjunction with our Company’s Annual Report on Form 10-K for the year ended June 30, 2015, which contains our audited consolidated financial statements and notes thereto, together with the Management’s Discussion and Analysis of Financial Condition and Results of Operation, for the period ended June 30, 2015, filed on or about August 6, 2016. The interim results for the period ended March 31, 2016 are not necessarily indicative of the results for the full fiscal year.

Principles of consolidation

The condensed consolidated unaudited financial statements include the accounts of our Company and its wholly-owned subsidiaries, Sugarmade-CA and SWC. All significant intercompany transactions and balances have been eliminated in consolidation.

Going concern

The Company sustained continued operating losses during the nine months ended March 31, 2016 and for the fiscal year ended June 30, 2015. The Company’s continuation as a going concern is dependent on its ability to generate sufficient cash flows from operations to meet its obligations, in which it has not been successful, and/or obtaining additional financing from its shareholders or other sources, as may be required.

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Our condensed consolidated financial statements have been prepared assuming that we will continue as a going concern. Such assumption contemplates the realization of assets and satisfaction of liabilities in the normal course of business. These condensed consolidated financial statements do not include any adjustments to reflect the possible future effects on the recoverability and classification of assets or the amounts and classifications of liabilities that may result should the Company be unable to continue as a going concern.

Management is endeavoring to increase revenue-generating operations. While priority is on generating cash from operations through the sale of the Company’s products, management is also seeking to raise additional working capital through various financing sources, including the sale of the Company’s equity and/or debt securities, which may not be available on commercially reasonable terms to our Company, or which may not be available at all. If such financing is not available on satisfactory terms, we may be unable to continue our business as desired and our operating results will be adversely affected. In addition, any financing arrangement may have potentially adverse effects on us and/or our stockholders. Debt financing (if available and undertaken) will increase expenses, must be repaid regardless of operating results and may involve restrictions limiting our operating flexibility. If we issue equity securities to raise additional funds, the percentage ownership of our existing stockholders will be reduced and the new equity securities may have rights, preferences or privileges senior to those of the current holders of our common stock.

Use of estimates

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

Revenue recognition

We recognize revenue in accordance with Financial Accounting Standards Board Accounting Standards Codification (“FASB ASC”) No. 605, *Revenue Recognition*. Revenue is recognized when an arrangement and a determinable fee occur, and when collection is considered to be probable and products are delivered or title has been transferred. This generally occurs upon shipment of the merchandise, which is when legal transfer of title occurs. In the event that final acceptance of our product by the customer is uncertain, revenue is deferred until all acceptance criteria have been met. We currently have a consignment arrangement with two of our customers. We record revenue on consignment goods when the consigned goods are sold by the consignee and all other above mentioned revenue recognition criteria have been satisfied. Cash deposits received in connection with the sales of our products prior to their being delivered or acceptance if applicable is recorded as deferred revenue.

Cash

Cash and cash equivalents consist of amounts held as bank deposits and highly liquid debt instruments purchased with an original maturity of three months or less.

From time to time, we may maintain bank balances in interest bearing accounts in excess of the $250,000 currently insured by the Federal Deposit Insurance Corporation for interest bearing accounts (there is currently no insurance limit for deposits in noninterest bearing accounts). We have not experienced any losses with respect to cash. Management believes our Company is not exposed to any significant credit risk with respect to its cash.

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Accounts receivable

Accounts receivable are carried at their estimated collectible amounts, net of any estimated allowances for doubtful accounts. We grant unsecured credit to our customer's deemed credit worthy. Ongoing credit evaluations are performed and potential credit losses estimated by management are charged to operations on a regular basis. At the time any particular account receivable is deemed uncollectible, the balance is charged to the allowance for doubtful accounts. The Company had accounts receivable net of allowances of $292,284 as of March 31, 2016 and of $85,958 as of June 30, 2015.

Inventory

Inventory consists of finished goods paper and paper-based products such as paper cups and food containers ready for sale and is stated at the lower of cost or market. We value our inventory using the weighted average costing method. Our Company's policy is to include as a part of inventory any freight incurred to ship the product from our contract manufacturers to our warehouses. Outbound freights costs related to shipping costs to our customers are considered period costs and reflected in selling, general and administrative expenses. We regularly review inventory and consider forecasts of future demand, market conditions and product obsolescence.

If the estimated realizable value of our inventory is less than cost, we make provisions in order to reduce its carrying value to its estimated market value. On a consolidated basis, as of March 31, 2016 and June 30, 2015, the balance for the inventory totaled $580,751 and $617,557, respectively. No amounts were recognized as an obsolescence reserve at March 31, 2016 and June 30, 2015.

Income taxes

We account for income taxes under the asset and liability method. Deferred tax assets and liabilities are recognized for future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their perspective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which the temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. Valuation allowances are recorded, when necessary, to reduce deferred tax assets to the amount expected to be realized.

As a result of the implementation of certain provisions of ASC 740, Income Taxes ("ASC 740"), which clarifies the accounting and disclosure for uncertainty in tax position, as defined, ASC 740 seeks to reduce the diversity in practice associated with certain aspect of the recognition and measurement related to accounting for income taxes. We adopted the provisions of ASC 740 as of October 2, 2008, and have analyzed filing positions in each of the federal and state jurisdictions where we are required to file income tax returns, as well as open tax years in these jurisdictions. We have identified the U.S. federal and California as our "major" tax jurisdictions and generally, we remain subject to Internal Revenue Service examination of our 2013 U.S. federal income tax returns. However, we have certain tax attribute carryforwards, which will remain subject to review and adjustment by the relevant tax authorities until the statute of limitations closes with respect to the year in which such attributes are utilized.

We believe that our income tax filing positions and deductions will be sustained on audit and do not anticipate any adjustments that will result in a material change to our financial position. Therefore, no reserves for uncertain income tax positions have been recorded pursuant to ASC 740. In addition, we did not record a cumulative effect adjustment related to the adoption of ASC 740. Our policy for recording interest and penalties associated with income-based tax audits is to record such items as a component of income taxes. We have no interest or penalties as of March 31, 2016.

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Stock based compensation

Stock based compensation cost to employees is measured at the date of grant, based on the calculated fair value of the stock-based award, and will be recognized as expense over the employee's requisite service period (generally the vesting period of the award). We estimate the fair value of employee stock options granted using the Black-Scholes-Merton Option Pricing Model. Key assumptions used to estimate the fair value of stock options will include the exercise price of the award, the fair value of our common stock on the date of grant, the expected option term, the risk free interest rate at the date of grant, the expected volatility and the expected annual dividend yield on our common stock. We use our company's own data among other information to estimate the expected price volatility and the expected forfeiture rate. Share-based compensation awards issued to non-employees for services rendered are recorded at either the fair value of the services rendered or the fair value of the share-based payment, whichever is more readily determinable.

Loss per share

We calculate basic earnings per share ("EPS") by dividing our net loss by the weighted average number of common shares outstanding for the period, without considering common stock equivalents. Diluted EPS is computed by dividing net income or net loss by the weighted average number of common shares outstanding for the period and the weighted average number of dilutive common stock equivalents, such as options and warrants. Options and warrants are only included in the calculation of diluted EPS when their effect is dilutive. 296,857 potential shares issuable upon conversion of convertible debts and 73,364 potential shares issuable upon exercising of warrants were excluded in calculating diluted loss per share for the three months ended September 30, 2015 due to the fact that issuance of the shares is anti-dilutive as a result of the Company's net loss.

Fair value of financial instruments

ASC Topic 820 defines fair value, establishes a framework for measuring fair value, establishes a three-level valuation hierarchy for disclosure of fair value measurement and enhances disclosure requirements for fair value measurements. The valuation hierarchy is based upon the transparency of inputs to the valuation of an asset or liability as of the measurement date. The three levels are defined as follows:

Level 1 - observable inputs that reflect quoted prices (unadjusted) for identical assets or liabilities in active markets.

Level 2 - include other inputs that are directly or indirectly observable in the marketplace.

Level 3 - unobservable inputs which are supported by little or no market activity.

The Company used Level 2 inputs for its valuation methodology for the derivative liabilities in determining the fair value using the Black-Scholes option-pricing model with the following assumption inputs:

	March 31, 2016
Annual dividend yield	—
Expected life (years)	.26
Risk-free interest rate	0.21 %
Expected volatility	455 %

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	Carrying Value As of March 31, 2016	Fair Value Measurements at March 31, 2016 Using Fair Value Hierarchy		
		Level	Level 2	Level 3
Liabilities				
Derivative liabilities	$ 299,000	$ —	$ 299,000	$ —
Total	$ 299,000	$ —	$ 299,000	$ —

	June 30, 2015
Annual dividend yield	—
Expected life (years)	0.99
Risk-free interest rate	0.27%
Expected volatility	377 %

	Carrying Value As of June 30, 2015	Fair Value Measurements at June 30, 2015 Using Fair Value Hierarchy		
		Level	Level 2	Level 3
Liabilities				
Derivative liabilities	$ 304,000	$ —	$ 304,000	$ —
Total	$ 304,000	$ —	$ 304,000	$ —

Derivative instruments

The fair value of derivative instruments is recorded and shown separately under current liabilities. Changes in the fair value of derivatives liability are recorded in the consolidated statement of operations under non-operating income (expense).

Our Company evaluates all of its financial instruments to determine if such instruments are derivatives or contain features that qualify as embedded derivatives. For derivative financial instruments that are accounted for as liabilities, the derivative instrument is initially recorded at its fair value and is then re-valued at each reporting date, with changes in the fair value reported in the consolidated statements of operations. For stock-based derivative financial instruments, the Company uses a weighted average Black-Scholes-Merton option-pricing model to value the derivative instruments at inception and on subsequent valuation dates. The classification of derivative instruments, including whether such instruments should be recorded as liabilities or as equity, is evaluated at the end of each reporting period. Derivative instrument liabilities are classified in the balance sheet as current or non-current based on whether or not net-cash settlement of the derivative instrument could be required within 12 months of the balance sheet date. Refer to Note 6 for details.

Segment Reporting

FASB ASC Topic 280, “Segment Reporting”, requires use of the “management approach” model for segment reporting. The management approach model is based on the way a company’s management organizes segments within the Company for making operating decisions and assessing performance. Reportable segments are based on products and services, geography, legal structure, management structure, or any other manner in which management disaggregates a company.

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FASB ASC Topic 280 has no effect on the Company's financial statements as substantially all of its operations are conducted in one industry segment – paper and paper-based products such as paper cups, cup lids, food containers, etc.

New accounting pronouncements not yet adopted

In August 2014, the FASB issued ASU 2014-15, Presentation of Financial Statements-Going Concern (Subtopic 205-40): Disclosure of Uncertainties about an Entity's Ability to Continue as a Going Concern. The amendments is ASU 2014-15 are intended to define management's responsibility to evaluate whether there is substantial doubt about an organization's ability to continue as a going concern and to provide related footnote disclosures. The amendments in this standard are effective for annual periods ending after December 15, 2016, and interim periods within annual periods beginning after December 15, 2016. We are evaluating the effect, if any; adoption of ASU No. 2014-15 will have on our condensed consolidated financial statements.

In November 2014, the FASB issued ASU 2014-16, Derivatives and Hedging (Topic 815): Determining Whether the Host Contract in a Hybrid Financial Instrument Issued in the Form of a Share Is More Akin to Debt or to Equity. The amendments in ASU 2014-16 clarifies how current U.S. GAAP should be interpreted in evaluating the economic characteristics and risks of a host contract in a hybrid financial instrument that is issued in the form of a share. The amendments clarify that an entity should consider all relevant terms and features, including the embedded derivative feature being evaluated for bifurcation, in evaluating the nature of the host contract. The amendments in this standard are effective for public business entities for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2015. We are evaluating the effect, if any; adoption of ASU No. 2014-16 will have on our condensed consolidated financial statements.

In November 2014, the FASB issued ASU No. 2014-17, Business Combinations (Topic 805): Pushdown Accounting. The amendments in ASU 2014-17 provide an acquired entity with an option to apply pushdown accounting in its separate financial statements upon occurrence of an event in which an acquirer obtains control of the acquired entity. The amendment in this standard is effective on November 18, 2014. After the effective date, an acquired entity can make an election to apply the guidance to future change-in-control events or to its most recent change-in-control event. We are evaluating the effect, if any; adoption of ASU No. 2014-17 will have on our condensed consolidated financial statements.

In February 2015, the FASB issued ASU No. 2015-02, Consolidation (Topic 810): Amendments to the Consolidation Analysis. The amendments in ASU 2015-02 are intended to improve targeted areas of consolidation guidance for legal entities such as limited partnerships, limited liability corporations, and securitization structures. The amendment in this standard is effective for public business entities for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2015. We are evaluating the effect, if any, adoption of ASU No. 2015-02 will have on our condensed consolidated financial statements.

3. Concentration

Customers

For the three and nine months end March 31, 2016, our Company earned net revenues of $826,867 and $3,144,207, respectively. The vast majority of these revenues for the periods were derived from a large number of customers, with no customers accounted for over 10% of the Company's total revenues in either period.

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Suppliers

For the three and nine months end March 31, 2016, we purchased products for sale by CarryOutSupplies from several contract manufacturers located in Asia. A substantial portion of the Company's inventory is purchased from one supplier that functions as an independent foreign procurement agent. Two suppliers accounted for 76% and 10% of the Company's total inventory purchase for the nine and six months end March 31, 2016, respectively. There were no purchases of tree free paper products in either period.

4. Litigation

From time to time and in the course of business, we may become involved in various legal proceedings seeking monetary damages and other relief. The amount of the ultimate liability, if any, from such claims cannot be determined. As of June 30, 2015, there were no legal claims currently pending or threatened against us that in the opinion of our management would be likely to have a material adverse effect on our financial position, results of operations or cash flows. However, as of the date of this filing, we were involved in the following legal proceedings.

As of the date of this filing**,** the Company is a plaintiff, in Contra Costa County, California, in a suit alleging breach of fiduciary duty, conspiracy to commit breach of fiduciary duty, fraud, conspiracy to commit fraud, conversion, breach of contract, and interference with contractual relations against, Diversified Products Group Inc. (DPG), Stephen Pinto, Lewis Cohen and Heidi Estiva, who were former sales agents for the Company. Pinto is the Company's former Chairman of the board of directors. The Company plans to actively pursue this case. During November of 2014, the Company received notice that a cross complaint had been filed against the Company. The complaint alleges the parties were induced to make a series of investments in the Company by the material misrepresentations and omissions made by the Company. The Company believes the allegations are without merit. The Company plans to vigorously defend against such claims. No changes have occurred as of the filing date of this report.

On May 24, 2014, the Labor Commissioner, State of California issued an Order, Decision or Award of the Labor Commissioner against the Company in the amount of $56,365. On October 28, 2014, the Company entered into a settlement agreement, which was effective October 28, 2014, to resolve a judgment against the Company via the issuance of 502,533 restricted shares and a $30,000 cash payment.

On December 11, 2013, the Company was served with a complaint from two Convertible Note Holders and investors in the Company, Lovitt & Hannan, Inc. Salary Deferral Plan FBO J. Thomas Hannan, Attorney at Law 401K Plan and Trust, and Kevin M. Kearney. The Company's former CEO, Scott Lantz, was also named in the suit. The complaint alleges Hannan was induced to make a series of investments in the Company by the material misrepresentations and omissions made by the Company. The Company believes the allegations are without merit. The Company still continues to vigorously defend against such claims. No changes have occurred as of the filing date of this report.

5. Convertible Notes

As of March 31, 2016 and June 30, 2015 the balance owing on convertible notes was $394,167 and $419,167 respectively. The convertible promissory notes must be repaid by our Company within six months from the date of issuance; accrue interest at the rate of 14%; and are subject to conversion at the election of the investors at such time as our Company has raised a minimum of $500,000 in a subsequent equity financing. The conversion price will be the lower of 80% of the per share purchase price paid for by the new investors in the subsequent financing, or $0.50 per share. Unless these promissory notes are converted or repaid earlier, our Company must pay the note-holders the amount of the then accrued interest on the three, six, and nine month anniversaries of the issue date. As of March 31, 2016, one convertible promissory note, in the amount of $100,000, was converted to restricted common shares.

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Note Type and Investor	As of March 31, 2016			
	Due Date	Balance	Discount	Carrying Value
Convertible Note	7/1/2016	25,000	—	25,000
Convertible Note	7/1/2016	40,000	—	40,000
Convertible Note	7/1/2016	50,000	—	50,000
Convertible Note	7/1/2016	25,000	—	25,000
Convertible Note	6/18/2014	25,000	—	25,000
Convertible Note	6/18/2014	25,000	—	25,000
Convertible Note	12/28/2014	25,000	—	25,000
Convertible Note	7/1/2016	8,333	—	8,333
Convertible Note	7/1/2016	20,834	—	20,834
Convertible Note	7/31/2014	25,000	—	25,000
Convertible Note	7/1/2016	25,000	—	25,000
Convertible Note	7/1/2016	100,000	—	100,000
Total Convertible Promissory Notes		$394,167		$394,167

6. Derivative liabilities

The derivative liability is derived from the conversion features in note 5 and stock warrant in note 7. All were valued using the weighted-average Black-Scholes-Merton option-pricing model using the assumptions detailed below. As of March 31, 2016 and June 30, 2015, the derivative liability was $299,000 and $304,000, respectively. The Company recorded $83,000 gain and $213,000 loss from changes in derivative liability during the three months ended March 31, 2016 and 2015, respectively.

The Black-Scholes model with the following assumption inputs:

	March 31, 2016
Annual dividend yield	—
Expected life (years)	0.26
Risk-free interest rate	0.21%
Expected volatility	455 %

7. Stock warrants

In connection with the issuance of the promissory notes, the investors in the aggregate received two-year warrants to purchase up to a total of 50,000 shares of common stock at $0.50 per share, and two-year warrants purchasing up to a total of 81,250 shares of common stock at $0.01 per share. For purposes of accounting for the detachable warrants issued in connection with the convertible notes, the fair value of the warrants was estimated using the Black-Scholes-Merton option pricing formula. The value of all warrants granted at the date of issuance totaled $508,413 and was recorded as a discount to the notes payable. The amount will be amortized over the nine-month term of the respective convertible note as additional interest expense.

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On various dates during June 2014 and December 2014 the Company and holders of certain convertible notes agreed to cancel warrants to purchase common shares in the company and to extend the due dates on the Notes to July 1, 2016. $0.50 warrants and "Bonus Warrants" priced at $0.01, as defined in the original Convertible Note Purchase Agreements we cancelled pertaining to the Note and warrants acquired on the following dates for the following Convertible Notes and amounts. In total, 48,750 warrants at $0.50 and 25,000 "Bonus Warrants at $0.01 were cancelled.

	Number of Shares	Weighted Average Exercise Price
Outstanding at June 30, 2015	$ 131,250	$ 0.20
Granted	—	—
Exercised	—	—
Outstanding at March 31, 2016	$ 131,250	$ 0.20

Following is a summary of the status of warrants outstanding at March 31, 2016:

Date Issued	Exercise Price	Number of Shares	Expiration Date
8/17/2012	$ 0.01	6,250	7/1/2016
8/20/2012	$ 0.01	6,250	7/1/2016
9/10/2012	$ 0.01	10,000	7/1/2016
9/13/2012	$ 0.01	12,500	7/1/2016
9/18/2012	$ 0.01	6,250	7/1/2016
10/5/2012	$ 0.01	2,500	7/1/2016
10/25/2012	$ 0.01	6,250	7/1/2016
1/31/2013	$ 0.01	6,250	7/1/2016
10/22/2012	$ 0.01	25,000	7/1/2016
8/24/2012	$ 0.5	50,000	8/24/2016
Total warrants as of March 31, 2016		131,250	

Following is a summary of the status of warrants outstanding at June 30, 2015:

Date Issued	Exercise Price	Number of Shares	Expiration Date
8/17/2012	$ 0.01	6,250	7/1/2016
8/20/2012	$ 0.01	6,250	7/1/2016
9/10/2012	$ 0.01	10,000	7/1/2016
9/13/2012	$ 0.01	12,500	7/1/2016

9/18/2012	$ 0.01	6,250	7/1/2016
10/5/2012	$ 0.01	2,500	7/1/2016
10/25/2012	$ 0.01	6,250	7/1/2016
1/31/2013	$ 0.01	6,250	7/1/2016
10/22/2012	$ 0.01	25,000	7/1/2016
8/24/2012	$ 0.5	50,000	8/24/2016
Total warrants as of June 30, 2015		131,250	

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8. Note payable

Note payable due to bank

During October 2011, we entered into a revolving demand note (line of credit) arrangement with HSBC Bank USA, with a revolving borrowing limit of $150,000. The line of credit bears a variable interest rate of one quarter percent (0.25%) above the prime rate (3.25% as of September 30, 2013). In the event the deposit account is not established or minimum balance maintained, HSBC can charge a higher rate of interest of up to 4.0% above prime rate. As of March 31, 2016 and June 30, 2015, the loan principal balance was $25,982.

Note payable to others

On January 23, 2013, the Company entered into a promissory note with Mira Ablaza (a former employee of the Company owns less than 5% of the Company’s stock). The original principal amount was $40,000 and the note bore no interest. The note was payable upon demand. As of March 31, 2016, this note had a balance of $25,000.

On January 28, 2013, the Company entered into a promissory note with David Troung (a former employee of the Company, whom owns less than 5% of the Company’s stock). The principal amount was $150,000 and the interest rate on the note was 10%. The note was due on December 31, 2015 and became payable upon demand after December 31, 2015. As of June 30, 2015, this note was paid in full.

On December 31, 2013, the Company entered into a promissory note with Kalvin Kwong (an employee of the Company, whom owns less than 5% of the Company’s stock). The principal amount was $20,000 and the interest rate on the note was 10%. The note had a term of six months. However, this note was now payable upon demand per the oral agreement with the lender. As of March 31, 2016 this note had a balance of $20,000.

On January 3, 2014, the Company entered into a promissory note with David Troung (a former employee of the Company, whom owns less than 5% of the Company’s stock). The principal amount was $70,000 and the interest rate on the note was 10%. The note was due on December 31, 2015 and became payable upon demand after December 31, 2015. As of March 31, 2016, this note had a balance of $60,000.

On January 13, 2014, the Company entered into a promissory note with Tsz Ming Wong (an employee of the Company, whom owns less than 5% of the Company’s stock). The principal amount was $25,000 and the note bore no interest. The note had a term of 24 months and was due on January 13, 2016, and became payable upon demand after

January 13, 2016. As of March 31, 2016, this note had a balance of $25,000.

On January 13, 2014, the Company entered into a promissory note with Michael Yeh (an employee of the Company, whom owns less than 5% of the Company's stock). The principal amount was $30,000 and the note bore no interest. The note had a term of 24 months and was due on January 13, 2016, and became payable upon demand after January 13, 2016. As of March 31, 2016, this note had a balance of $7,500.

On January 14, 2015, the Company entered into a promissory note with Richard Ko (an employee of the Company, whom owns less than 5% of the Company's stock). The principle amount was $30,000 and the note bore no interest. The note had a term of one year and was due on January 14, 2016, and became payable upon demand after January 14, 2016. As of March 31, 2016 this note had a balance of $30,000.

On May 1, 2015, the Company entered into a promissory note with Dung Tran (a former employee of the Company, whom owns less than 5% of the Company's stock). The principal amount was $89,000 and the repayment amount will be $100,000 with interest of $11,000. The note had a term of 3 months and was due on July 31, 2015. As of March 31, 2016, this note was paid in full.

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9. Debt settlements

On August 7, 2014, the Company resolved a debt from line of credit of $274,000 through the issuance of 2,840,000 restricted common shares at fair value of $343,640 with a loss of $1,714,000.

On August 7, 2014, the Company resolved a debt of $47,500 through the issuance of 3,000,000 restricted common shares at fair value of $363,000 with no gain or loss recognized.

On August 7, 2014, the Company resolved a debt of $111,392 through the issuance of 1,113,918 restricted common shares at fair value of $779,743 with a loss of $668,351.

On August 7, 2014, the Company resolved a debt of $252,706 through the issuance of 900,000 restricted common shares at fair value of $108,900 with a loss of $377,295.

On October 28, 2014, the Company resolved a debt of $28,528 through the issuance of 570,556 restricted common shares at fair value of $11,411 with a gain of $17,117.

On October 28, 2014, the Company resolved a debt of $13,274 through the issuance of 265,480 restricted common shares at fair value of $5,310 with a gain of $7,965.

On October 28, 2014, the Company converted $275,000 of short-term debt into 15,277,778 common shares at fair value of $1,665,078 with a loss of $1,390,078. The holder of the debt was LMK CAPITAL LLC, DBA PREMIER PAPER & PLASTIC INTERNATIONAL (“LMK”), a Company in which our CEO, Jimmy Chan, is currently employed as an independent consultant.

On October 28, 2014, the Company converted $75,000 of short-term debt into 4,166,666 common shares at fair value of $452,239 with a loss of $377,239. The holder of the debt was LMK CAPITAL LLC, DBA PREMIER PAPER & PLASTIC INTERNATIONAL (“LMK”), a Company in which our CEO, Jimmy Chan, is currently employed as an independent consultant.

On October 28, 2014, the Company resolved debts related to former employees and/or contractors through the issuance of 4,841,901 restricted common shares at fair value of $532,609 with a loss of $268,622. Shares were issued

December 19, 2014.

On October 28, 2014, a note holder converted $200,000 of short-term debt into 10,000,000 common shares at fair value of $1,089,245 with a loss of $900,000.

On November 28, 2014, the Company resolved debts related to consulting services through the issuance of 2,500,000 restricted common shares at fair value of $150,000 with no gain or loss recognized.

On December 5, 2014, the Company resolved a debt of $30,000 with the issuance of 1,000,000 restricted common shares at fair value of $80,000 with no gain or loss recognized.

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On December 19, 2014, the Company resolved a debt of $105,753 through the issuance of 1,057,534 restricted common shares at fair value of $116,329 with a loss of $10,575.

On December 19, 2014, the Company resolved a debt of $33,373 through the issuance of 667,466 restricted common shares at fair value of $73,421 with a loss of $40,048.

On December 19, 2014, the Company resolved a debt of $393 through the issuance of 7,855 restricted common shares at fair value of $157 with a gain of $236.

On December 19, 2014, the Company resolved a debt of $26,000 through the issuance of 520,000 restricted common shares at fair value of $39,000 with a loss of $36,400.

On June 1, 2015, Adam Levy signed a note conversion request to convert a convertible note into 46,466 restricted shares to settle a debt of $2,248. The Company recorded $2,399 loss on this conversion and issued the shares on June 4, 2015.

On June 1, 2015, Nathan Financial, LLC signed a note conversion request to convert a convertible note into 112,291 restricted shares to settle a debt of $5,432. The Company recorded $5,797 loss on this conversion and issued the shares on June 4, 2015.

10. Shares issued for service

On July 1, 2015, the Company entered into a consulting agreement with Katherine Zuniga and/or K Marie Marketing, LLC, providing for compensation of 8,000,000 restricted shares for marketing and sales related services, all shares will be vested on April 1, 2016.

On March 19, 2015, the Board approved the issuance of 1,000,000 restricted common shares as the compensation for EB5-program consulting services. Total fees for the consulting service is $20,000 cash and $30,000 worth of the Company’s stock at the rate of $0.03 per share, equivalent to 1,000,000 restricted shares of common stock of the Company. The Company recorded $30,000 stock compensation expense for the year ended June 30, 2015.

On February 1, 2015, the Company entered another EB5-program consulting service agreement with an individual for the issuance of 1,000,000 restricted common shares as the compensation for its consulting service. Total fees for the consulting service is $20,000 cash and $30,000 worth of the Company's stock at the rate of $0.03 per share, equivalent to 1,000,000 shares of common stock of the Company. The Company recorded $30,000 stock compensation expense for the year ended June 30, 2015.

On January 1, 2015, the Company entered a consulting and marketing agreement with a consulting firm for the issuance of 2,000,000 restricted common shares in exchange for the marketing and sales related services. The stock price was $0.04 on the approval day. The Company recorded $80,000 stock compensation expense for the year ended June 30, 2015.

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On December 23, 2014, the Board approved the issuance of 10,492,460 shares as part of a management and employees retention stock award program. The stock price was $0.04 on the approval day. The Company recorded $541,668 stock compensation expense for the year ended June 30, 2015.

11. Common shares issued for equity financing

On August 27, 2015, the Company sold 2,500,000 shares of restricted common stock to each of two accredited investors for $50,000 each pursuant to an exemption from registration relying on Section 4(a)(2) and Rule 506b of Regulation D, under the Securities Act of 1933, as amended.

On July 14, 2015, the Company sold 1,666,667 shares of restricted common stock to an accredited investor for $50,000 pursuant to an exemption from registration relying on Section 4(a)(2) and Rule 506b of Regulation D, under the Securities Act of 1933, as amended.

On February 25, 2015, the Company issued 1,000,000 restricted common shares for equity financing of $20,000.

On December 19, 2014, the Company issued 900,000 restricted common shares for equity financing of $10,000.

On September 9, 2014, the Company issued 4,500,000 restricted common shares for equity financing of $50,000.

On August 7, 2014, the Company issued 8,750,000 restricted common shares for equity financing of $210,000.

12. Issuances of preferred shares for financing

On July 30, 2015, the Company completed a series of transactions receiving proceeds of $2,000,000 for sales of Series B Convertible Preferred Stock, par value $0.001 per share (the “Series B Preferred Stock”). The offering was made pursuant to SEC Rule 506 Section 4(2), which provides exemption from registration for transactions, which are not public offerings. The funds received were used for general working capital purposes and to accelerate order deliveries to customers.

On July 30, 2015, the Company issued 500,000 of Series B Convertible Preferred Stock for $500,000.

13. Common shares reserved for future issuances

The following table summarizes shares of our common stock reserved for future issuance at March 31, 2016:

Common shares to be issued under conversion feature	10,005,555
Common shares to be issued under $0.01 warrants	81,250
Common shares to be issued under $0.50 warrants	50,000
Total common shares reserved for future issuance	10,136,805

14. Related party transactions

On December 23, 2014, the Board approved the issuance of 10,492,460 shares as part of a management and employees retention stock award program. The stock price was $0.04 on the approval day. The Company recorded $541,668 stock compensation expense for the six months ended December 31, 2014.

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On October 28, 2014, the Company converted $275,000 of short-term debt into 15,277,778 common shares at fair value of $1,665,078 with a loss of $1,390,078. The holder of the debt was LMK CAPITAL LLC, DBA PREMIER PAPER & PLASTIC INTERNATIONAL (“LMK”), a Company in which our CEO, Jimmy Chan, is currently employed as an independent consultant.

On October 28, 2014, the Company converted $75,000 of short-term debt into 4,166,666 common shares at fair value of $452,239 with a loss of $377,239. The holder of the debt was LMK CAPITAL LLC, DBA PREMIER PAPER & PLASTIC INTERNATIONAL (“LMK”), a Company in which our CEO, Jimmy Chan, is currently employed as an independent consultant.

In addition, at March 31, 2016, the Company had outstanding balance of $458,056 from two of its directors, and $17,583 from one major shareholder’s family member for its working capital needs. These borrowings bore no interest, and were payable upon demand.

15. Loans payable

On August 14, 2009, SWC entered a loan agreement with a bank for $50,000 with maturity on August 14, 2016. The loan had an annual interest rate of 7% with monthly payment of $755. At March 31, 2016, the outstanding balance under this loan was $4,233.

On March 1, 2012, SWC entered an equipment loan agreement with a bank with maturity on January 1, 2017. The monthly payment is $435. At March 31, 2016, the outstanding balance under this loan was $4,282.

On July 1, 2012, SWC entered an equipment loan agreement with a bank with maturity on June 1, 2017. The monthly payment is $255. At March 31, 2016, the outstanding balance under this loan was $3,752.

On March 5, 2013, SWC entered an auto loan agreement with a financial service company for $32,312. The loan had monthly payment of $539, bore no interest with maturity on March 5, 2018. At March 31, 2016, the outstanding balance under this loan was $12,386.

On April 30, 2014, SWC entered a promissory note agreement with a bank for its working capital needs with maturity on August 3, 2015. The principal amount of the loan was $228,000 and the repayment amount was $303,240 with daily payment of $963. At March 31, 2016, the outstanding balance under this loan was paid in full.

On September 3, 2014, SWC entered an agreement with a lending company for its working capital needs with maturity on March 6, 2015. The principal amount of the loan was $200,000 and the repayment amount was $279,800 with daily payment of $2,332. At March 31, 2016, this loan was paid in full.

On December 18, 2014, SWC entered an agreement with a lending company for its working capital needs with maturity on May 28, 2015. The principal amount of the loan was $125,000 and the repayment amount was $174,875 with daily payment of $1,457. At December 31, 2015, this loan was paid in full.

On April 30, 2015, Sugarmade entered a promissory note agreement with an unrelated private company for its working capital needs with maturity on October 31, 2015. The principal amount of the loan was $100,000 and the repayment amount will be $120,000 with interest of $20,000. At March 31, 2016, the outstanding balance under this loan was $30,000.

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On May 27, 2015, SWC entered an agreement with a lending company for its working capital needs. The loan was payable on the 132nd day from the entering date of the agreement. The principal amount of the loan was $275,000 and the repayment amount was $376,750 including interest with daily payment of $2,854. At March 31, 2016, the balance was paid in full.

In addition, at March 31, 2016, the Company had outstanding balance of $462,506 from three of its directors, and $17,583 from one major shareholder's family member for its working capital needs. These borrowings bore no interest, and were payable upon demand.

16. Shares to be issued

In December 2014, the Company was obligated to issue 10,492,460 restricted common shares for employee compensation based on the Employee Retention Stock Award Program with fair value of $461,668. The shares were issued on October 8, 2015.

At June 30, 2015, the Company was obligated to issue 1,500,000 shares of Series B Convertible Preferred Stock for three EB-5 investments with the total amount of $1,500,000. The Company received $1,500,000 proceeds during the year ended June 30, 2015 with fair value of $1,500,000. On April 1, 2015, the Company completed a series of transactions and amended its Articles of Incorporation creating a series of preferred stock of 10,000,000 shares, which shall be designated Series B Convertible Preferred Stock, par value $0.001 per share (the "Series B Preferred Stock"). Series B will not be eligible for dividends. Five years from the date of issue (the "Conversion Date"), assuming the Series B investor is approved for l-526 under the U.S Government's EB-5 Investment Program, each Preferred Share will automatically convert into that number of Common Shares having a "fair market value" of the Initial Investment plus a five (5) percent annualized return on Initial Investment. Fair market value will be determined by averaging the closing sale price of a Common Share for the 40 trading days immediately preceding the date of conversion on the U.S. stock exchange on which Common Shares are publicly traded. The offering was made pursuant to SEC Rule 506 Section 4(2), which provides exemption from registration for transactions, which are not public offerings. The funds received were used for general working capital purposes and to accelerate order deliveries to customers.

On July 1, 2015, the Company entered into a consulting agreement with Katherine Zuniga and/or K Marie Marketing, LLC, providing for compensation of 8,000,000 restricted shares for marketing and sales related services, all shares will be vested on April 1, 2016.

17. Commitments and contingencies

On April 1, 2010, the Company entered into a lease for general office and warehouse in City of Industry, California with a lease term of three years. The Company renewed the lease to March 31, 2017. Monthly rent was $11,583 up to March 31, 2015, and increased to $11,884 from April 1, 2015 to March 31, 2016. Monthly rent increased to $13,238 from April 1, 2016 to March 31, 2017.

On June 1, 2014, the Company entered into another lease for a warehouse in El Monte, California with a lease term of two years. Monthly rent was $5,250.

On November 1, 2009, the Company entered into a lease for general office and warehouse in City of Industry, California with a lease term of one year and four months. The Company renewed the lease on a month-to-month basis with monthly rent of $2,250 after June 1, 2015.

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Future minimum annual rental payments required under operating leases as of March 31, 2016 were as below (by year):

2015	$236,472
Total	$236,472

18. Other events

On July 20, 2015, the Company entered in a Memorandum of Understanding (MOU) to acquire Bao Coc International Paper and Plastic Company Limited, a manufacture of high-grade post consumer paper products, including napkins, for the U.S. food industry. Under the terms of the non-binding MOU, the Company will acquire 100% of Bao Coc International Paper and Plastic Company Limited in exchange for a combination of cash, restricted common shares of the Company and a long-term profit sharing incentive to the management team of Bao Coc International Paper and Plastic Company Limited.

19. Acquisition of SWC Group, Inc.

On July 16, 2014 the Company entered into an agreement to acquire City of Industry, California based SWC Group, Inc., a California Corporation, which does business as CarryOutSupplies.com. CarryOutSupplies.com is a producer and wholesaler of custom printed and generic takeout supplies. CarryOutSupplies.com, which services more than 32,500 takeout establishments, restaurants and other food service operators, is headquartered at 167 N Sunset Ave, City of Industry, CA 91744, with two additional warehouse locations in Southern California. The acquisition closed on October 28, 2014. On this date, the Board of Directors of the Company executed the final Acquisition and Share Exchange Agreement (the “Share Exchange Agreement”) ratifying the Pending Acquisition. Under the terms of the Share Exchange Agreement, the Company will issue Thirty Five Million (35,000,000) common shares of the Company to the holders of CarryOutSupplies.com in exchange for all of the outstanding shares in CarryOutSupplies.com. The number of Company shares exchanged shall be modified to Forty Million (40,000,000) shares Thirty (30) days after the effective date of this Share Exchange Agreement should CarryOutSupplies.com demonstrate revenues for the three (3) month period ending June 30, 2014 did not fall below a level equal to 70% of the revenues for the three (3) month period ending June 30, 2013. The number of shares exchanged shall be modified to Seventy One Million (71,000,000) Seventy Five (75) days after the effective date of this Share Exchange Agreement should CarryOutSupplies.com demonstrate revenues for the three (3) month period ending September 30, 2014 did not fall below a level equal to 70% of the revenues for the three (3) month period ending September 30, 2013. As of the date of this filing, all of the 71,000,000 shares had been issued to the owners of CarryOutSupplies.com.

With the merger behind the Company now, we are in the process of rolling out three new verticals under the corporate umbrella; state side manufacturing and printing, ad support products, and online restaurant supplies catalogue. All of which is leveraging the strength of Sugarmade’s core business.

The acquisition was accounted as transactions between entities under common control in accordance with ASC Topic 805-50-25 since both Sugarmade and CarryOutSupplies.com had one common major shareholder and officer. When accounting for a transfer of assets or exchange of shares between entities under common control, the entity that receives the net assets or the equity interests, shall initially measure the recognized assets and liabilities transferred at their carrying amounts in the accounts of the transferring entity at the date of transfer. The following table summarizes the carrying values of the assets acquired and liabilities assumed at the date of acquisition (or transfer):

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Cash	$209,214
Accounts receivable	388,399
Inventory	565,287
Other current assets	44,033
Security deposit	23,281
Loan receivables	312,521
Fixed assets	143,916
Intangible assets	3,039
Accounts payable	(1,727,870)
Credit card payable	(420,773)
Due to Sugarmade	(685,000)
Customer deposits	(234,197)
Loans payable	(529,064)
Other payables	(297,047)
Long term notes payables	(460,000)
Net assets at carrying value:	$(2,664,261)

The following unaudited pro forma consolidated results of operations of the Company and SWC Group for the three months ended December 31, 2014 and 2014, presents the operations of the Company and SWC Group as if the acquisition of SWC Group occurred on July 1, 2013, respectively. The pro forma results are not necessarily indicative of the actual results that would have occurred had the acquisition been completed as of the beginning of the periods presented, nor are they necessarily indicative of future consolidated results.

	Three Months ended March 31,	
	2016	2015
	(Unaudited)	
Net sales	$826,867	$985,679
Net loss	$(31,828)	$(919,264)

20. Subsequent events

On July 1, 2015, the Company entered into a consulting agreement with Katherine Zuniga and/or K Marie Marketing, LLC, providing for compensation of 8,000,000 restricted shares for marketing and sales related services, all shares will be vested on April 1, 2016.

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

This discussion and analysis may include statements regarding our expectations with respect to our future performance, liquidity, and capital resources. Such statements, along with any other non-historical statements in the discussion, are forward-looking. These forward-looking statements are subject to numerous risks and uncertainties, including, but not limited to, factors listed in other documents we file with the Securities and Exchange Commission (SEC). We do not assume an obligation to update any forward-looking statement. Our actual results may differ materially from those contained in or implied by any of the forward-looking statements in this Form 10-Q. See "SPECIAL NOTE REGARDING FORWARD LOOKING STATEMENTS" above.

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The Company’s primary business, via its CarryOutSupplies.com business operation, is providing custom and generic printed supplies for the quick service sector of the restaurant industry, with an emphasis on yogurt and ice cream establishments. Many of these establishments are underserved by the larger suppliers that usually require restaurant customers to order large quantities of custom and generic printed paper and other products. CarrryOutSupplies allows these smaller establishments to gain the marketing and advertising benefits of customized printed products without tying up large amounts of working capital.

The Company is in process of significantly increasing the number of products offered to the restaurant industry. Whereas the current product emphasis is limited mainly to custom and generic printed items, a new division of the Company, called CaliRestaurantSupplies.com, will expand both the number of products offered and the target market for the Company. The Company already services approximately 2,500 takeout establishments, restaurants, and other food service operators via a product offering of approximately 2,000 items. CaliRestaurantSupplies will expand the Company’s target market to include virtually every type of restaurant and institutional food service operation and the scope of products offered to include virtually every type of non-food product purchased by restaurants. The Company plans to offer over 6,000 products by mid-calendar 2016 and over 20,000 products by year-end via its CailRestaurantSupplies.com website.

The Company’s is also a distributor printer and copier paper derived from non-wood sources via its Sugamade Paper product. Third party contract manufacturers use agricultural residuals, namely bagasse (derived from sugar cane) and bamboo, as opposed to wood products, significantly reducing the manufacturing carbon footprint, energy consumption, and attendant water pollution during the manufacture of its products. This allows us to offer our unique, exclusive, tree-free paper products at price-parity equal to or less than current recycled fiber products already on the market. Our products are unique and we believe offer an ideal solution for those consumers (both corporate and individual) seeking to meet their sustainability mandates or personal environmentally conscious goals, at a price that is equal to or less than current recycled products. The Company markets this tree free paper product via school and organization fund-raisers and directly to corporations and institutions.

In October of 2014, Sugarmade entered into an agreement to acquire City of Industry, California based S W C Group, Inc., a California Corporation, which does business as CarryOutSupplies.com.

Employees and consultants

The company employees approximately 25 full-time and part-time workers, and consultants, most of whom work within the City of Industry headquarters location.

Overview and Financial Condition

Discussions with respect to our Company's operations included herein refer to our operating subsidiary, Sugarmade-CA. Our Company purchased Sugarmade-CA on May 9, 2011. As of the date of this filing, we had no other operations other than those of Sugarmade-CA. Information with respect to our Company's nominal operations prior to the Sugarmade Acquisition is not included herein.

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Results of Operations

The following table sets forth the results of our operations for the three and nine months ended March 31, 2016 and 2015. Certain columns may not add due to rounding.

	For the three months ended March 31,		For the nine months ended March 31,	
	2016	2015	2016	2015
Net Sales	826,867	985,679	3,144,207	1,530,248
Cost of Goods Sold:	504,522	706,526	2,055,584	1,114,002
Gross Profit	322,345	279,153	1,088,623	416,246
Operating Expenses	426,834	888,838	1,623,183	4,217,220
Loss From Operations	(104,489)	(609,685)	(543,559)	(3,800,974)
Other Non-Operating Income (Expense):	72,661	(309,579)	(52,701)	(6,003,129)
Net loss	(31,828)	(919,264)	(596,260)	(9,824,103)

Revenues

For the three-month periods ending March 31, 2016 and March 31, 2015, revenues were $826,867 and $985,679, respectively. Revenues fell during the period due to a change in mix of products as the Company actively pursued higher gross margin opportunities and deemphasized the sales of products with lower gross margins.

For the nine-month periods ending March 31, 2016 and March 31, 2015, revenues were $3,144,207 and $1,530,248, respectively. The increases were primarily due to the acquisition of SWC Group, dba CarryOutSupplies.com outlined in Item 19, which was finalized during the quarter ending December 2014. Thus, only the revenue of the acquired operations realized after the acquisition was included in the quarter ending December 2015.

Cost of goods sold

For the three-month periods ending March 31, 2016 and March 31, 2016, costs of goods sold were $504,522 and $706,526, respectively. The reduction of cost of goods sold was a result of our change in sales emphasis to lower cost of goods products and a result of negotiations with our suppliers to reduce costs.

For the nine-month periods ending March 31, 2016 and March 31, 2015, cost of goods sold were $2,055,584 and $1,114,002 respectively. The increases were primarily due to the acquisition of SWC Group, dba CarryOutSupplies.com outlined in Item 19, which was finalized during the quarter ending December 2014. Thus, only the costs of goods sold of the acquired operations realized after the acquisition was included in the quarter ending December 2015.

Gross profit

For the three-month periods ending March 31, 2016 and March 31, 2015, gross profits were $322,345 and $279,153, respectively. The reduction was a function of the change in product mix and reduction in cost of goods sold described above.

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For the nine-month periods ending March 31, 2016 and March 31, 2015, gross profits were $1,088,623 and $416,246, respectively. The increases were primarily due to the acquisition of SWC Group, dba CarryOutSupplies.com outlined in Item 19 and was additionally a function of the of the change in product mix and reduction in cost of goods sold described above.

Operating expenses

For the three-month periods ending March 31, 2016 and March 31, 2016, operating expenses were $426,834 and $888,838, respectively. The reduction was a result of restructuring of the CarryOutSupplies business, which included a change in the number and in the type of products being offered and selected head count reductions, and other cost cutting measures.

For the nine-month periods ending March 31, 2016 and March 31, 2015, SG&A expenses were $1,623,183 and $4,217,220 respectively. The reductions were primarily due to restructuring of the business units after the acquisition of SWC Group, dba CarryOutSupplies.com outlined in Item 19. Additionally, during the 2014 periods, SG&A expenses were unusually high due to acquisition and restructuring activities. No such expenses were realized during the 2016 period.

Other non-operating income (expense) and interest expense and interest income.

For the three-month periods ending March 31, 2016 and March 31, 2015, non-operating income was $72,661 and loss was $309,579, respectively. The reduction was a result of lower legal and other fees associated with the restructuring of the business units after the acquisition of SWC Group, dba CarryOutSupplies.com outlined in Item 19.

For the nine-month periods ending March 31, 2016 and March 31, 2015, non-operating expenses were $52,701 and $6,003,129 respectively. The decreases were primarily related to the acquisition of SWC Group, dba CarryOutSupplies.com outlined in Item 19, which mainly took place during the 2015 periods. During the 2014 periods non-operating expenses were unusually high due to the acquisition and the ongoing restructuring activities. Most of the expenses relating to these areas were eliminated during the 2016 periods.

Net loss

For the three-month periods ending March 31, 2016 and March 31, 2015, net losses were $31,828 and $919,264, respectively. For the nine-month periods ending March 31, 2016 and March 31, 2015, net losses were $596,260 and

$9,834,103, respectively. The decreases were due to a combination of factors. Much of the reduction related to the acquisition of SWC Group, dba CarryOutSupplies.com outlined in Item 19, which mainly took place during the 2015 periods. During the 2015 periods non-operating expenses were unusually high due to the acquisition and the ongoing restructuring activities. Most of the expenses relating to these areas were eliminated during the 2016 periods. Additionally, the restructuring that took place subsequent to the acquisition resulted in higher gross margins and reductions in certain operating expenses. Lastly, during the 2015 periods there were significant non-cash expenses related to extinguishment of debt. Such expenses were significantly reduced during the 2016 period.

Liquidity and Capital Resources

We have primarily financed our operations through the sale of unregistered equity and convertible notes payable. As of March 31, 2016, our Company had cash balance of $4,984, current assets totaling $1,167,924 and total assets of $1,326,845. We had current and total liabilities totaling $3,984,584. Stockholders' equity reflected a deficit of $2,657,738.

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The following is a summary of cash provided by or used in each of the indicated types of activities during the nine months ended March 31 2016 and 2015:

	2016	2015
Cash (used in) provided by:		
Operating activities	$(834,979)	$(1,449,876)
Investing activities	(7,677)	249,185
Financing activities	$798,380	$1,225,927

Net cash used by operating activities was $834,979 for the nine months ending March 31 2016, and $1,449,876 for the nine months ending March 31, 2015. The decrease of net cash flows used in operating activities resulted primarily due the normalizing of business functions due to the acquisition of SWC Group, dba CarryOutSupplies.com outlined in Note 19, the elimination of acquisition and restructuring expenses incurred during the 2014 period and due to cost reductions associated with the restructuring of the product mixed, headcount, in addition to other cost cutting measures.

Net cash used in investing activities was $7,677 for the nine months ending March 31, 2016 and $249,185 during the six months ending December 31, 2014.

Net cash provided by financing activities totaled $798,380 for the nine months ended March 31, 2016 and $1,225,927 for the nine months ending March 31, 2015. The difference was due to lower levels of sales of equities during the nine months ended March 31, 2016.

Our capital requirements going forward will consist of financing our operations until we are able to reach a level of revenues and gross margins adequate to equal or exceed our ongoing operating expenses. Other than the notes payable discussed above, borrowings from our bank and the production credit facility with our suppliers, we do not have any credit agreement or source of liquidity immediately available to us.

Given estimates of our Company’s future operating results and our credit arrangements with our suppliers, we are currently forecasting that we will need to secure additional financing to obtain adequate financial resources to reach profitability. As of the date of this report, we estimate that the cash necessary to implement our current business plan for the next twelve months is approximately $2,000,000.

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Based on our need to raise additional funds to implement our business plans for the next twelve months, we have included a discussion concerning the presentation of our financial statements on a going concern basis in the notes to our financial statements and our independent public accountants have included a similar discussion in their opinion on our financial statements through June 30, 2014. We will be required in the near future to issue debt or sell our Company's equity securities in order to raise additional cash, although there are no firm arrangements in place for any such financing at this time. We cannot provide any assurances as to whether we will be able to secure the necessary financing, or the terms of any such financing transaction if one were to occur. The failure to secure such financing could severely curtail our plans for future growth or in more severe scenarios, the continued operations of our Company.

Capital Expenditures

Our current plans do not call for our Company to expend significant amounts for capital expenditures for the foreseeable future beyond relatively insignificant expenditures for office furniture and information technology related equipment as we add employees to our Company. We are however continually evaluating the production processes of our third party contract manufacturers to determine if there are investments we could make in their processes to achieve manufacturing improvements and significant cost savings. Any such desired investments would require additional cash above our current forecast requirements.

Critical Accounting Policies Involving Management Estimates and Assumptions

Please see the notes to our financial statements.

ITEM 3 – QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Intentionally omitted pursuant to Item 305(e) of Regulation S-K.

ITEM 4 – CONTROLS AND PROCEDURES

Disclosure Controls and Procedures

We maintain disclosure controls and procedures that are designed to provide reasonable assurance that information required to be disclosed in our Exchange Act reports is recorded, processed, summarized, and reported within the time periods specified in the Securities and Exchange Commission's rules and forms and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure. In designing and evaluating the disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable, and not absolute, assurance of achieving the desired control objectives. In reaching a reasonable level of assurance, management necessarily was required to apply its judgment in evaluating the cost benefit relationship of possible controls and procedures. Our disclosure controls and procedures are designed to provide reasonable assurance of achieving their objectives.

As required by the Securities and Exchange Commission Rule 13a-15(e) and Rule 15d-15(e), we carried out an evaluation, under the supervision of and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures as of the end of the period covered by this report. Based on the foregoing, our Chief Executive Officer and Chief Financial Officer concluded that as of December 31, 2014, our disclosure controls and procedures were ineffective due to the Company is relatively inexperienced with certain complexities within USGAAP and SEC reporting.

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We have taken, and are continuing to take, certain actions to remediate the material weakness related to our lack of U.S. GAAP experience. We plan to hire additional credentialed professional staff and consulting professionals with greater knowledge and experience of U.S. GAAP and related regulatory requirements to oversee our financial reporting process in order to ensure our compliance with U.S. GAAP and other relevant securities laws. In addition, we plan to provide additional training to our accounting personnel on U.S. GAAP, and other regulatory requirements regarding the preparation of financial statements.

Notwithstanding the above identified material weakness, the Company's management believes that its condensed consolidated financial statements included in this report fairly present in all material respects the Company's financial condition, results of operations and cash flows for the periods presented and that this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.

Changes in Internal Controls over Financial Reporting

There have not been any changes in our internal controls over financial reporting during the quarter ended December 31, 2014 that have materially affected, or are reasonably likely to materially affect, our internal controls over financial reporting.

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PART II

ITEM 1 – RISK FACTORS

Investment in our common stock involves a high degree of risk. You should carefully consider the risks described below together with all of the other information included in this herein before making an investment decision. If any of the following risks actually occur, our business, financial condition or results of operations could suffer. In that case, the market price of our common stock could decline, and you may lose all or part of your investment. You should also read the section entitled "Special Notes Regarding Forward-Looking Statements" below for a discussion of what types of statements are forward-looking statements as well as the significance of such statements in the context of this report.

Investment in our common stock involves a high degree of risk. You should carefully consider the risks described below together with all of the other information included in this herein before making an investment decision. If any of the following risks actually occur, our business, financial condition or results of operations could suffer. In that case, the market price of our common stock could decline, and you may lose all or part of your investment.

The Company, as of the end of the 2015 fiscal year (June) was at a stage where it requires external capital to continue with its business. It must obtain additional significant capital in the future to continue its operations. There can be no certainty that the Company can obtain these funds.

ITEM 2 –UNREGISTERED SALES OF SECURITIES AND USE OF PROCEEDS

There were no sales of unregistered securities during the period.

ITEM 3 – DEFAULTS UPON SENIOR SECURITIES

Not applicable.

ITEM 4 – MINE SAFETY DISCLOSURES

None.

ITEM 5 – OTHER INFORMATION

None

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ITEM 6 – EXHIBITS

Exhibit No.		Description
31.1	(1)	Certification of Chief Executive Officer pursuant to Exchange Act Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2	(1)	Certification of Chief Financial Officer pursuant to Exchange Act Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1	(1)	Certifications of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2	(1)	Certifications of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101.INS*	(1)	XBRL Instance Document
101.SCH*	(1)	XBRL Taxonomy Extension Schema
101.CAL*	(1)	XBRL Taxonomy Extension Calculation Linkbase
101.DEF*	(1)	XBRL Taxonomy Extension Definition Linkbase
101.LAB*	(1)	XBRL Taxonomy Extension Label Linkbase
101.PRE*	(1)	XBRL Taxonomy Extension Presentation Linkbase

(1) Filed as an exhibit to this Report.

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SIGNATURES

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

		Sugarmade, Inc., a Delaware corporation
August 29, 2016	By:	/s/ Jimmy Chan
		Jimmy Chan
		CEO, CFO, and Director