UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 10-Q

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

For the quarter ended: **September 30, 2014**

OR

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

For the Transition Period from ___________ to____________

Commission File Number: **000-55013**

STL MARKETING GROUP, INC.
(Exact name of Registrant as specified in its charter)

Colorado	**20-4387296**
(State or other jurisdiction of incorporation)	(IRS Employer I.D. No.)

10 Boulder Crescent, Suite 102
Colorado Springs, CO 80903
(Address of principal executive offices and zip Code)

(719) 219-5797
(Registrant's telephone number, including area code)

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

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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or 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	☒

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

As of November 19, 2014, there were 860,368,206 shares of the registrant's common stock issued and outstanding.

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PART I - FINANCIAL INFORMATION

Item 1. Financial Statements.

STL Marketing Group, Inc. & Subsidiaries
(A Development Stage Company)
Condensed Consolidated Balance Sheets

	September 30, 2014	December 31, 2013
Assets		
Current Assets		
Cash	$ 5,303	$ 717
Deferred offering costs	84,136	25,000
Total Current Assets	89,439	25,717
Property and Equipment, net	6,303	7,231
Other Assets		
Security deposits	1,135	4,533
Total Other Assets	1,135	4,533
Total Assets	**$ 96,877**	**$ 37,481**
Liabilities and Stockholders' Deficit		
Current Liabilities:		
Accounts payable and accrued liabilities	$ 920,764	$ 861,022
Accounts payable - related party	391,158	324,252
Notes payable - related party	73,949	73,949
Liability to be settled in stock	75,000	103,333
Liability settlement	18,681	—
Notes payable, net of current maturities	60,000	117,100
Current maturities of convertible notes payable, net of discount	940,433	697,688
Derivative liabilities	2,673,854	3,250,672
Total Current Liabilities	5,153,839	5,428,016
Total Liabilities	5,153,839	5,428,016
Commitments and Contingencies		
Stockholders' Deficit		
Class A - Preferred Stock, 10% of Par Value, Non-Cumulative, $1.00 Par Value, 1,800,000 Shares Authorized, 1,800,000 Shares Issued and 1,800,000 outstanding	1,800,000	1,800,000
Class B - Preferred Stock, $0.001 Par Value, 1,400,000,000 Shares Authorized, 1,400,000,000 Shares Issued and 1,400,000,000 outstanding	1,400,000	1,400,000
Class C - Preferred Stock, $0.001 Par Value, 125,000 Shares Authorized, Zero Shares Issued and Outstanding	—	—
Common Stock, $0.001 Par Value, 2,600,000,000 Shares Authorized, 598,566,124 Shares Issued and Outstanding at September 30, 2014, 139,223,524 Issued and Outstanding at December 31, 2013	598,566	139,224
Additional paid in capital - Preferred Stock	(232,000)	(232,000)
Discount on Preferred Stock	(2,466,999)	(2,466,999)
Additional paid in capital - Common Stock	470,145	74,776
Deficit	(2,072,374)	(2,072,374)
Accumulated deficit during the development stage	(4,554,300)	(4,033,162)
Total Stockholders' Deficit	(5,056,962)	(5,390,535)
Total Liabilities and Stockholders' Deficit	**$ 96,877**	**$ 37,481**

See accompanying notes to the condensed consolidated financial statements

STL Marketing Group, Inc. & Subsidiaries
(A Development Stage Company)
Condensed Consolidated Statements of Operations

	For the Three Month Ended September 30, 2014	For the Three Month Ended September 30, 2013	For the Nine Month Ended September 30, 2014	For the Nine Month Ended September 30, 2013	For the Period April 8, 2010 (Date of Inception) to September 30, 2014
Revenues	$ —	$ —	$ —	$ —	$ —
Cost of revenues	—	—	—	—	—
Gross profit	—	—	—	—	—
Operating expenses					
Compensation	61,419	57,500	185,925	172,500	998,429
Professional fees	22,120	31,249	228,561	164,345	1,319,321
Selling, general and administrative	71,532	64,406	105,376	204,782	435,006
Total operating expenses	155,071	153,155	519,862	541,627	2,752,756
Loss from operations	(155,071)	(153,155)	(519,862)	(541,627)	(2,752,756)
Other income (expense):					
Interest expense	(160,454)	(19,767)	(218,147)	(45,881)	(300,723)
Interest expense - discount on notes	(102,904)	(115,143)	(349,940)	(246,229)	(721,864)
Loss on Settlement Liability	(36,337)	—	(78,193)	—	(78,193)
Change in fair value of derivative liabilities	600,826	(693,987)	1,170,770	166,078	676,824
Derivative expense	(304,342)	—	(525,766)	(727,442)	(1,318,863)
Loss on abandonment of land lease	—	—	—	—	(58,725)
Other income (expense) - net	(3,211)	(828,897)	(1,276)	(853,474)	(1,801,544)
Loss before income tax provision	(158,282)	(982,052)	(521,138)	(1,395,101)	(4,554,300)
Income tax provision	—	—	—	—	—
Net Income (Loss)	**$ (158,282)**	**$ (982,052)**	**$ (521,138)**	**$ (1,395,101)**	**$ (4,554,300)**
Net income/(loss) per common share - basic & diluted	$ (0.00)	$ (0.01)	$ (0.00)	$ (0.01)	
Weighted average common shares outstanding - basic & diluted	386,302,419	139,223,524	237,058,602	134,405,123	

See accompanying notes to the condensed consolidated financial statements

STL Marketing Group, Inc. & Subsidiaries
(A Development Stage Company)
Condensed Consolidated Statements of Cash Flows

	For the Nine Months Ended September 30, 2014	September 30, 2013	April 8, 2010 (Date of Inception) to September 30, 2014
Cash Flows From Operating Activities:			
Net Income (Loss)	$ (521,138)	(1,395,101)	$ (4,554,300)
Adjustments to reconcile net loss to net cash used in operating activities			
Depreciation and amortization	1,568	2,174	18,078
Stock based compensation	66,500	5,000	291,500
Amortization of debt discount	349,940	246,229	721,865
Change in fair value of derivative liabilities	(1,170,770)	(166,078)	(676,824)
Derivative expense	509,902	727,442	1,302,999
Amortization of deferred offering costs	15,864		15,864
Financing fees	78,193		78,193
Interest on debt converted below par	143,816		143,816
Loss on abandonment of land lease	—	—	58,725
Changes in operating assets and liabilities:			
(Increase) decrease in:			
Prepaid expenses	—	100	—
Increase (decrease) in:			
Accounts payable and accrued liabilities	147,046	262,355	864,009
Accounts payable - related party	66,906	45,906	391,158
Net Cash Used in Operating Activities	**(312,173)**	**(271,973)**	**(1,344,917)**
Cash Flows From Investing Activities:			
Cash aquired in merger	—	1,131	1,131
Net proceeds from disposition of land lease	—	—	67,500
Cash payment for land lease	—	—	(135,000)
Purchase of property and equipment	(640)	—	(15,607)
Deposit for acquisition	—	—	(25,000)
Loan to related party	—	13,675	13,675
Security deposits	3,398	—	(1,135)
Net Cash Provided by (Used in) Investing Activities	**2,758**	**14,806**	**(94,436)**
Cash Flows From Financing Activities:			
Proceeds from notes	—	—	50,000
Proceeds from related party notes	—	—	95,428
Repayment of related party notes	—	(2,925)	(21,479)
Proceeds from related party loans	—	—	16,706
Proceeds from issuance of preferred stock	—	—	732,001
Stock issuance costs, preferred stock	—	—	(232,000)
Proceeds from issuance of common stock	—	25,000	225,000
Stock issuance costs, common stock	—	—	(30,000)
Proceeds from convertible notes	314,000	235,000	609,000
Net Cash Provided by Financing Activities	**314,000**	**257,075**	**1,444,656**
Net change in cash	4,586	(92)	5,303
Cash at beginning of period	717	185	—
Cash at end of period	**$ 5,303**	**93**	**$ 5,303**
Supplemental disclosure of non-cash investing and financing activities:			
As part of the reverse merger, the Company acquired the following assets and liabilities:			
Cash	$ —	$ 1,131	$ 1,131
Convertible Debt, Net of Discount	$ —	$ (324,253)	$ (324,253)
Accounts Payable & Accrued Liabilities	$ —	$ (113,678)	$ (113,678)
Promissory Notes	$ —	$ (17,100)	$ (17,100)
Liability to be settled in stock	$ —	$ (98,333)	$ (98,333)
Reduction of deposit for acquisition	$ —	$ (25,000)	$ (25,000)

Debt issued in acquisition	$ —	$ (50,000)	$ (50,000)
Net liabilities acquired & non-cash acquisition costs	$ —	$ (2,072,374)	$ (2,072,374)
Conversion of convertible notes payable into common stock	$ 116,860	$ —	$ 116,860
Note payable issued for deferred offering costs	$ 25,000	$ —	$ 50,000
Common stock issued for deferred offering costs	$ 50,000	$ —	$ 50,000
Liabilities settled in connection with the Liabilities Purchase Agreement	$ 164,758	$ —	$ 164,758

See accompanying notes to the Condensed consolidated financial statements

STL Marketing Group, Inc. & Subsidiaries
(A Development Stage Company)
Condensed Consolidated Statements of Stockholders' Deficit
April 8, 2010 (Date of Inception) to September 30, 2014

	Preferred Stock, Class A Par Value $1.00		Preferred Stock, Class B Par Value $0.001		Additional Paid-In Capital Preferred Stock	Discount on Preferred Stock	Common Stock, Class B Par Value $0.001		Additional Paid-In Capital Common Stock	Deficit	Accumulated Deficit during the Development Stage	Total
	Shares	Amount	Shares	Amount			Shares	Amount				
Balance 4/8/2010	—	$ —	—	$ —	$ —	$ —	—	$ —	$ —	$ —	$ —	$ —
Founders Stock ($0.001 per share)	—	—	1,400,000,000	1,400,000	—	(1,399,000)	—	—	—	—	—	1,000
Shares of Class B Stock issued to service providers in exchange for services rendered ($0.002 per share)	—	—	—	—	—	—	100,000,000	100,000	119,000	—	—	219,000
Net Loss	—	—	—	—	—	—	—	—	—	—	(265,206)	(265,206)
Balance 12/31/2010	**—**	**$ —**	**1,400,000,000**	**$ 1,400,000**	**—**	**$ (1,399,000)**	**100,000,000**	**$ 100,000**	**$ 119,000**	**$ —**	**$ (265,206)**	**(45,206)**
Preferred Stock issued for cash	1,800,000	1,800,000	—	—	—	(1,067,999)	—	—	—	—	—	732,001
Stock issuance costs, preferred stock ($0.41 per share)	—	—	—	—	(232,000)	—	—	—	—	—	—	(232,000)
Common stock issued for cash ($1.00 per share)	—	—	—	—	—	—	200,000	200	199,800	—	—	200,000
Stock issuance costs, common stock	—	—	—	—	—	—	—	—	(30,000)	—	—	(30,000)
Net Loss	—	—	—	—	—	—	—	—	—	—	(681,975)	(681,975)
Balance 12/31/2011	**1,800,000**	**$ 1,800,000**	**1,400,000,000**	**$ 1,400,000**	**$ (232,000)**	**$ (2,466,999)**	**100,200,000**	**$ 100,200**	**$ 288,800**	**$ —**	**$ (947,181)**	**(57,180)**
Net Loss	—	—	—	—	—	—	—	—	—	—	(627,349)	(627,349)
Balance 12/31/2012	**1,800,000**	**$ 1,800,000**	**1,400,000,000**	**$ 1,400,000**	**$ (232,000)**	**$ (2,466,999)**	**100,200,000**	**$ 100,200**	**$ 288,800**	**$ —**	**$ (1,574,530)**	**(684,529)**
Effect of merger and recapitalization	—	—	—	—	—	—	26,623,524	**26,624**	**(26,624)**	**(2,072,374)**	—	(2,072,374)
Purchase of Treasury Shares ($1.00 per share)	—	—	—	—	—	—	(200,000)	**(200)**	**(199,800)**	—	—	(200,000)
Stock issued for cash ($0.002 per share)	—	—	—	—	—	—	12,600,000	**12,600**	**12,400**	—	—	25,000
Net Loss	—	—	—	—	—	—	—	—	—	—	**(2,458,632)**	(2,458,632)
Balance 12/31/2013	**1,800,000**	**$ 1,800,000**	**1,400,000,000**	**$ 1,400,000**	**$ (232,000)**	**$ (2,466,999)**	**139,223,524**	**$ 139,224**	**$ 74,776**	**$ (2,072,374)**	**$ (4,033,162)**	**(5,390,535)**
Stock issued for service ($0.020 per share)	—	—	—	—	—	—	733,000	**733**	**14,267**	—	—	15,000
Stock issued for service ($0.014 per share)	—	—	—	—	—	—	1,100,000	**1,100**	**13,900**	—	—	15,000
Stock issued for service ($0.013 per share)	—	—	—	—	—	—	3,846,154	**3,846**	**46,154**	—	—	50,000
Stock issued for service ($0.0015 per share)	—	—	—	—	—	—	12,600,000	**12,600**	**6,300**	—	—	18,900
Stock issued for conversion of note payable	—	—	—	—	—	—	264,975,446	**264,975**	—	—	—	264,975
Reclassification of derivative liabilities due to conversion of debt	—	—	—	—	—	—	—	—	**245,286**	—	—	245,286
Liabilities settled under Laibility Purchase Agreement	—	—	—	—	—	—	176,088,000	**176,088**	**69,462**	—	—	245,550
Net Profit/(Loss)	—	—	—	—	—	—	—	—	—	—	**(521,138)**	(521,138)
Balance 09/30/2014	1,800,000	**$ 1,800,000**	1,400,000,000	**$ 1,400,000**	**$ (232,000)**	**$ (2,466,999)**	598,566,124	**$ 598,566**	**$ 470,145**	**$ (2,072,374)**	**$ (4,554,300)**	**$ (5,056,962)**

See accompanying notes to the condensed consolidated financial statements

STL Marketing Group, Inc. & Subsidiaries
(A Development Stage Company)
Notes to the Condensed Consolidated Financial Statements
September 30, 2014
(Unaudited)

Note 1 – Nature of Operations and Summary of Significant Accounting Policies

Nature of Operations

On October 15, 2012, STL Marketing Group, Inc. ("STLK") entered into a merger agreement with Versant Corporation, a Delaware corporation ("Versant"). The agreement consisted of $75,000 for the Series A and C Preferred Stock. On January 23 and January 29, the respective Boards of Versant and STLK respectively approved the Share Exchange Plan ("SEP"). As a result of the Share Exchange Plan, on February 4, 2013: (1) the STL Marketing holders of Preferred A and Preferred C Series stock, returned their shares to Treasury for the reclassification and restructuring of these shares; (2) STLK's Preferred Series A, B and C were restructured and amended to reflect the SEP agreed to by the companies; (3) Versant Class X shareholders exchanged their 1,000 Versant Class X Common shares for 1,400,000,000 Preferred Series B STLK Stock; (4) Versant Class A shareholders exchanged their 1,800,000 Versant Class A shares for 1,800,000 Preferred Series A Convertible STLK Stock; (5) of the 200,003 Versant's Class B Common Stock shareholders, 200,000 shares ($200,000 value) received convertible notes in STLK and the remaining 3 shares ($219,000 value) received 100,000,000 restricted STLK Common Stock; (6) Versant issued 7,500,000 Class B, Common Shares to STL Marketing Group, granting them 100% of the common shares in Versant. Upon finalization of the merger the accounting acquirer held 1,501,800,000 shares or 98.26% of the combined entity and the legal acquirer held 26,623,524 shares of 1.74% of the combined entity.

STL Marketing Group, Inc. was a "shell company" prior to the Merger and did not conduct an active trade or business. From and after the consummation of the Merger on February 4, 2013 STL Marketing Group, Inc.'s primary operations consisted of the business and operations of Versant Corporation. Because STL Marketing Group, Inc. was a shell company at the time of the Merger; we filed a general form for registration under Form 10 under the Securities Exchange Act of 1934, as amended (the "Exchange Act").

For accounting purposes, the Merger transaction has been accounted for as a reverse acquisition, with STL Marketing Group, Inc. as the acquirer. The consolidated financial statements of STL Marketing Group, Inc. for the fiscal year ended December 31, 2013 represent a continuation of the financial statements of Versant Corporation, with one adjustment, which is to retroactively adjust the legal capital of Versant Corporation to reflect the legal capital of STL Marketing Group, Inc.

The Company has recently added the sale and distribution of PBX equipment (VoIP technology) to its original focus in the development of renewable energy projects. As a result our business is the sales and distribution of VoIP PBXs under the brand name PhoneSuite, as well as the prospective sale of electricity through a wind park to a government owned utility company in Costa Rica. The Company continues to evaluate additional opportunities to bolster its revenue stream.

Summary of Significant Accounting Policies

The accompanying unaudited interim condensed consolidated financial statements should be read in conjunction with our audited financial statements for the year ended December 31, 2013, together with Management's Discussion and Analysis, as contained in the Form 10-K filed on April 15, 2014. The financial information as of December 31, 2013 is derived from the audited financial statements for the year ended December 31, 2013. The other information in these condensed consolidated financial statements is unaudited, but in the opinion of management, reflects all adjustments necessary for a fair presentation of the results for the periods covered. All such adjustments are of a normal recurring nature. These condensed financial statements, including notes, have been prepared in accordance with the applicable rules of the Securities and Exchange commission ("SEC") and do not include all of the information and disclosures required by accounting principles generally accepted in the United States of America for complete financial statements.

The interim results for the nine months ended September 30, 2014 are not necessarily indicative of the results to be expected for the year ending December 31, 2014 or for any future interim periods.

Principles of Consolidation

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

Name of consolidated subsidiary/entity	**State or other jurisdiction of incorporation or organization**	**Date of incorporation or formation (date of acquisition, if applicable)**	**Attributable interest**
Energia Renovable Versant SRL (ER) (1)	Costa Rica	November, 2010	100%
V Tres Bache SRL (V3) (2)	Costa Rica	November, 2010	100%
Versant Corporation (VC) (3)	Delaware	April, 2010	100%
PhoneSuite Solutions, Inc. (PSS) (4)	Delaware	May, 2014	100%

(1) ER was incorporated to establish renewable energy wind parks in Costa Rica. ER is the sole stockholder of V3.

(2) V3 was incorporated to build and operate the first energy development on the Bache site.

(3) VC was incorporated as the original US holding company for the wind development in Costa Rica.

(4) PSS was incorporated to handle the distribution markets of PhoneSuite products.

All inter-company balances and transactions have been eliminated in consolidation.

Use of Estimates and Assumptions

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires 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.

Making estimates requires management to exercise significant judgment. It is at least reasonably possible that the estimate of the effect of a condition, situation or set of circumstances that existed at the date of the consolidated financial statements, which management considered in formulating its estimate, could change in the near term due to one or more future confirming events. Accordingly, the actual results could differ significantly from our estimates.

Fair Value of Financial Instruments

The fair value of our financial assets and liabilities reflects our estimate of amounts that we would have received in connection with the sale of the assets or paid in connection with the transfer of the liabilities in an orderly transaction between market participants at the measurement date. In connection with measuring the fair value of our assets and liabilities, we seek to maximize the use of observable inputs (market data obtained from independent sources) and to minimize the use of unobservable inputs (internal assumptions about how market participants would price assets and liabilities). The following fair value hierarchy is used to classify assets and liabilities based on the observable inputs and unobservable inputs used in order to value the assets and liabilities:

Level 1	Quoted market prices available in active markets for identical assets or liabilities as of the reporting date.
Level 2	Pricing inputs other than quoted prices in active markets included in Level 1, which are either directly or indirectly observable as of the reporting date.
Level 3	Pricing inputs that are generally unobservable inputs and not corroborated by market data.

The following are the major categories of liabilities measured at fair value on a recurring basis at September 30, 2014 and December 31, 2013, using quoted prices in active markets for identical assets (Level 1); significant other observable inputs (Level 2); and significant unobservable inputs (Level 3):

	September 30, 2014		December 31, 2013	
	Assets	**Liabilities**	**Assets**	**Liabilities**
Level 1				
None	$ —	$ —	$ —	$ —
Level 2				
None	—	—	—	—
Level 3				
Derivative Liabilities	—	2,673,854	—	3,250,672
	$ —	$ 2,673,854	$ —	$ 3,250,672

Changes in the unobservable input values could potentially cause material changes in the fair value of the Company's Level 3 financial instruments. The significant unobservable input used in the fair value measurements is the expected volatility assumption. A significant increase (decrease) in the expected volatility assumption could potentially result in a higher (lower) fair value measurement.

Carrying Value, Recoverability and Impairment of Long-Lived Assets

The Company has adopted paragraph 360-10-35-17 of the FASB Accounting Standards Codification for its long-lived assets. The Company's long-lived assets, which include property and equipment, are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable.

The Company assesses the recoverability of its long-lived assets by comparing the projected undiscounted net cash flows associated with the related long-lived asset or group of long-lived assets over their remaining estimated useful lives against their respective carrying amounts. Impairment, if any, is based on the excess of the carrying amount over the fair value of those assets. Fair value is generally determined using the asset's expected future discounted cash flows or market value, if readily determinable. When long-lived assets are determined to be recoverable, but the newly determined remaining estimated useful lives are shorter than originally estimated, the net book values of the long-lived assets are depreciated over the newly determined remaining estimated useful lives.

The Company considers the following to be some examples of important indicators that may trigger an impairment review: (i) significant under-performance or losses of assets relative to expected historical or projected future operating results; (ii) significant changes in the manner or use of assets or in the Company's overall strategy with respect to the manner or use of the acquired assets or changes in the Company's overall business strategy; (iii) significant negative industry or economic trends; (iv) increased competitive pressures; (v) a significant decline in the Company's stock price for a sustained period of time; and (vi) regulatory changes. The Company evaluates acquired assets for potential impairment indicators at least annually and more frequently upon the occurrence of such events.

The key assumptions used in management's estimates of projected cash flow deal largely with forecasts of sales levels, gross margins, and operating costs of the manufacturing facilities. These forecasts are typically based on historical trends and take into account recent developments as well as management's plans and intentions. Any difficulty in manufacturing or sourcing raw materials on a cost effective basis would significantly impact the projected future cash flows of the Company's manufacturing facilities and potentially lead to an impairment charge for long-lived assets. Other factors, such as increased competition or a decrease in the desirability of the Company's products, could lead to lower projected sales levels, which would adversely impact cash flows. A significant change in cash flows in the future could result in an impairment of long-lived assets.

The impairment charges, if any, are included in operating expenses in the accompanying statements of operations. The Company has not recorded any impairment charges during the months ended September 30, 2014 and 2013 or the period April 8, 2010 (inception) to September 30, 2014.

Cash

The Company considers all highly liquid investments with maturities of three months or less at the time of purchase to be cash equivalents.

Property and Equipment

Property and equipment is stated at cost. Depreciation is calculated on a straight-line basis over the estimated useful lives of the related assets, which ranges from three to seven years.

Leasehold improvements, if any, are amortized on a straight-line basis over the term of the lease or the estimated useful lives, whichever is shorter.

Research and Development

Research and development is expensed as incurred.

Advertising Costs

We expense advertising costs in the period in which they are incurred.

Stock-Based Compensation for Obtaining Employee Services

The Company accounts for its stock based compensation in which the Company obtains employee services in share-based payment transactions under the recognition and measurement principles of the fair value recognition provisions of section 718-10-30 of the FASB Accounting Standards Codification. Pursuant to paragraph 718-10-30-6 of the FASB Accounting Standards Codification, all transactions in which goods or services are the consideration received for the issuance of equity instruments are accounted for based on the fair value of the consideration received or the fair value of the equity instrument issued, whichever is more reliably measurable. The measurement date used to determine the fair value of the equity instrument issued is the earlier of the date on which the performance is complete or the date on which it is probable that performance will occur. If the Company is a newly formed corporation or shares of the Company are thinly traded the use of share prices established in the Company's most recent private placement memorandum ("PPM"), or weekly or monthly price observations would generally be more appropriate than the use of daily price observations as such shares could be artificially inflated due to a larger spread between the bid and asked quotes and lack of consistent trading in the market.

Equity Instruments Issued to Parties Other Than Employees for Acquiring Goods or Services

The Company accounts for equity instruments issued to parties other than employees for acquiring goods or services under guidance of Sub-topic 505-50 of the FASB Accounting Standards Codification ("Sub-topic 505-50").

Pursuant to ASC Section 505-50-30, all transactions in which goods or services are the consideration received for the issuance of equity instruments are accounted for based on the fair value of the consideration received or the fair value of the equity instrument issued, whichever is more reliably measurable. The measurement date used to determine the fair value of the equity instrument issued is the earlier of the date on which the performance is complete or the date on which it is probable that performance will occur.

Pursuant to ASC paragraph 505-50-25-7, if fully vested, non-forfeitable equity instruments are issued at the date the grantor and grantee enter into an agreement for goods or services (no specific performance is required by the grantee to retain those equity instruments), then, because of the elimination of any obligation on the part of the counterparty to earn the equity instruments, a measurement date has been reached. A grantor shall recognize the equity instruments when they are issued (in most cases, when the agreement is entered into). Whether the corresponding cost is an immediate expense or a prepaid asset (or whether the debit should be characterized as contra-equity under the requirements of paragraph 505-50-45-1) depends on the specific facts and circumstances. Pursuant to ASC paragraph 505-50-45-1, a grantor may conclude that an asset (other than a note or a receivable) has been received in return for fully vested, non-forfeitable equity instruments that are issued at the date the grantor and grantee enter into an agreement for goods or services (and no specific performance is required by the grantee in order to retain those equity instruments). Such an asset shall not be displayed as contra-equity by the grantor of the equity instruments. The transferability (or lack thereof) of the equity instruments shall not affect the balance sheet display of the asset. This guidance is limited to transactions in which equity instruments are transferred to other than employees in exchange for goods or services. Section 505-50-30 provides guidance on the determination of the measurement date for transactions that are within the scope of this Subtopic.

Pursuant to Paragraphs 505-50-25-8 and 505-50-25-9, an entity may grant fully vested, non-forfeitable equity instruments that are exercisable by the grantee only after a specified period of time if the terms of the agreement provide for earlier exercisability if the grantee achieves specified performance conditions. Any measured cost of the transaction shall be recognized in the same period(s) and in the same manner as if the entity had paid cash for the goods or services or used cash rebates as a sales discount instead of paying with, or using, the equity instruments. A recognized asset, expense, or sales discount shall not be reversed if a share option and similar instrument that the counterparty has the right to exercise expires unexercised.

Derivative Financial Instruments

Fair value accounting requires bifurcation of embedded derivative instruments such as conversion features in convertible debt or equity instruments, and measurement of their fair value for accounting purposes. In determining the appropriate fair value, the Company uses the Black-Scholes option-pricing model. In assessing the convertible debt instruments, management determines if the convertible debt host instrument is conventional convertible debt and further if there is a beneficial conversion feature requiring measurement. If the instrument is not considered conventional convertible debt, the Company will continue its evaluation process of these instruments as derivative financial instruments.

Once determined, derivative liabilities are adjusted to reflect fair value at each reporting period end, with any increase or decrease in the fair value being recorded in results of operations as an adjustment to fair value of derivatives. In addition, the fair value of freestanding derivative instruments such as warrants, are also valued using the Black-Scholes option-pricing model.

Debt Issue Costs and Debt Discount

The Company may pay debt issue costs, and record debt discounts in connection with raising funds through the issuance of convertible debt. These costs are amortized to interest expense over the life of the debt. If a conversion of the underlying debt occurs, a proportionate share of the unamortized amounts is immediately expensed.

Income Tax Provision

The Company accounts for income taxes under Section 740-10-30 of the FASB Accounting Standards Codification, which requires recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the financial statements or tax returns. Under this method, deferred tax assets and liabilities are based on the differences between the financial statement and tax bases of assets and liabilities using enacted tax rates in effect for the year in which the differences are expected to reverse. Deferred tax assets are reduced by a valuation allowance to the extent management concludes it is more likely than not that the assets will not be realized. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those 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 the Consolidated Statements of Income and Comprehensive Income in the period that includes the enactment date.

The Company adopted section 740-10-25 of the FASB Accounting Standards Codification (“Section 740-10-25”). Section 740-10-25 addresses the determination of whether tax benefits claimed or expected to be claimed on a tax return should be recorded in the financial statements. Under Section 740-10-25, the Company may recognize the tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be sustained on examination by the taxing authorities, based on the technical merits of the position. The tax benefits recognized in the financial statements from such a position should be measured based on the largest benefit that has a greater than fifty (50) percent likelihood of being realized upon ultimate settlement. Section 740-10-25 also provides guidance on de-recognition, classification, interest and penalties on income taxes, accounting in interim periods and requires increased disclosures.

The estimated future tax effects of temporary differences between the tax basis of assets and liabilities are reported in the accompanying consolidated balance sheets, as well as tax credit carry-backs and carry-forwards. The Company periodically reviews the recoverability of deferred tax assets recorded on its consolidated balance sheets and provides valuation allowances as management deems necessary.

Management makes judgments as to the interpretation of the tax laws that might be challenged upon an audit and cause changes to previous estimates of tax liability. In addition, the Company operates within multiple taxing jurisdictions and is subject to audit in these jurisdictions. In management’s opinion, adequate provisions for income taxes have been made for all years. If actual taxable income by tax jurisdiction varies from estimates, additional allowances or reversals of reserves may be necessary.

Uncertain Tax Positions

The Company did not take any uncertain tax positions and had no adjustments to its income tax liabilities or benefits pursuant to the provisions of Section 740-10-25 for the nine months ended September 30, 2014 and 2013. The Company believes that all prior periods are still subject to examination by tax authorities.

Net Loss per Common Share

Basic earnings per share ("EPS") is computed by dividing net loss available to common stockholders by the weighted average number of common shares outstanding during the period, excluding the effects of any potentially dilutive securities. Diluted EPS gives effect to all dilutive potential of shares of common stock outstanding during the period including stock options or warrants, using the treasury stock method (by using the average stock price for the period to determine the number of shares assumed to be purchased from the exercise of stock options or warrants), and convertible debt or convertible preferred stock, using the if-converted method.

During the three and nine months ended September 30, 2014 and September 30, 2013, we reported a net loss, and accordingly dilutive instruments were excluded from the net loss per share calculation for such periods.

Common stock equivalents are as follows:

	September 30, 2014	December 31, 2013
Convertible Debt	9,292,898,942	183,200,803
Liability to be settled in common stock (1)	872,093	1,960,769
Liability to be settled in common stock (exercise price $0.01/share) (2)	285,715,200	7,271,718
Common stock equivalents	9,579,486,235	192,433,290

(1) Fair value was $15,000 at September 30, 2014 and $43,333 at December 31, 2013. See Note 6.

(2) Fair value was $60,000 at September 30, 2014 and $60,000 at December 31, 2013. See Note 6.

Other Recently Issued, but Not Yet Effective Accounting Pronouncements

On July 18, 2013, the Financial Accounting Standards Board ("FASB") issued ASU No. 2013-11, " *Presentation of an Unrecognized Tax Benefit When a Net Operating Loss Carryforward, a Similar Tax Loss, or a Tax Credit Carryforward Exists* " ("ASU 2013-11"). ASU 2013-11 states that an unrecognized tax benefit, or a portion of an unrecognized tax benefit, should be presented in the financial statements as a reduction to a deferred tax asset for a net operating loss carryforward, a similar tax loss or a tax credit carryforward, except as follows. The unrecognized tax benefit should be presented in the financial statements as a liability and should not be combined with deferred tax assets to the extent (a) a net operating loss carryforward, a similar tax loss or a tax credit carryforward is not available at the reporting date under the tax law of the applicable jurisdiction to settle any additional income taxes that would result from the disallowance of a tax position, or (b) the tax law of the applicable jurisdiction does not require the entity to use, and the entity does not intend to use, the deferred tax assets for such purpose. The amendments in ASU 20103-11 are effective prospectively for interim and annual reporting periods beginning after December 15, 2013. The adoption of ASU 2013-11 is not expected to have a material impact on our financial position, results of operations or cash flows.

In May 2014, the FASB issued ASU No. 2014-09, "Revenue from Contracts with Customers" ("ASU 2014-09"), which requires entities to recognize revenue in a way that depicts the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled to in exchange for those goods or services. The new guidance also requires additional disclosure about the nature, amount, timing and uncertainty of revenue and cash flows arising from customer contracts, including significant judgments and changes in judgments and assets recognized from costs incurred to obtain or fulfill a contract. ASU 2014-09 is effective for fiscal years, and interim periods within those years, beginning after December 15, 2016. The Company is currently evaluating the impact of the new standards.

In June 2014, the FASB issued ASU No. 2014-12, "Accounting for Share-Based Payments When the Terms of an Award Provide That a Performance Target Could Be Achieved after the Requisite Service Period." This ASU requires that a performance target that affects vesting, and that could be achieved after the requisite service period, be treated as a performance condition. As such, the performance target should not be reflected in estimating the grant date fair value of the award. This update further clarifies that compensation cost should be recognized in the period in which it becomes probable that the performance target will be achieved and should represent the compensation cost attributable to the period(s) for which the requisite service has already been rendered. The amendments in this ASU are effective for annual periods and interim periods within those annual periods beginning after December 15, 2015, and early adoption is permitted. The Company is currently evaluating this guidance and the impact it will have on its consolidated financial statements.

In August 2014, the FASB issued ASU No. 2014-15, "Disclosure of Uncertainties About an Entity's Ability to Continue as a Going Concern" ("ASU 2014-15"), which provides guidance on management's responsibility in evaluating whether there is substantial doubt about an entity's ability to continue as a going concern and to provide related footnote disclosures. ASU 2014-15 is effective for the annual period ending after December 15, 2016, and for annual and interim periods thereafter. The adoption of ASU 2014-15 is not expected to have a material impact on our financial position, results of operations or cash flows.

Management does not believe that any other recently issued, but not yet effective accounting pronouncements, if adopted, would have a material effect on the accompanying consolidated financial statements.

Note 2 – Going Concern

As reflected in the accompanying condensed consolidated financial statements, the Company had a net loss of $521,138 and net cash used in operations of $312,173 for the nine months ended September 30, 2014. The Company has a deficit accumulated during the development stage of $4,554,300 and a working capital deficit of $5,064,400 at September 30, 2014. The Company does not yet have a history of financial stability. Historically, the principal source of liquidity has been the issuance of debt and equity securities. These factors raise substantial doubt about the Company's ability to continue as a going concern.

The ability of the Company to continue as a going concern is dependent on management's plans, which include further implementation of its business plan and continuing to raise funds through debt and/or equity raises.

The accompanying financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. These financial statements do not include any adjustments relating to the recovery of the recorded assets or the classification of the liabilities that might be necessary should the Company be unable to continue as a going concern.

Note 3 – Property and Equipment

Property and equipment are as follows:	September 30, 2014	December 31, 2013
Furniture and fixtures	$ 4,909	$ 4,909
Machinery and equipment	8,191	7,551
Leasehold improvements	2,507	2,507
	15,607	14,967
Accumulated depreciation and amortization	(9,304)	(7,736)
Property and equipment - net	$ 6,303	$ 7,231

Depreciation expense for the nine months ended September 30, 2014 and 2013 and for the period from April 8, 2010 (inception) through September 30, 2014 was $1,568, $1,449 and $9,304, respectively.

Note 4 – Due From Investment Bank

In April 2011, the Company engaged a Costa Rican investment bank, as its exclusive agent to advise the Company on the structuring of corporate openness and equity placement. During 2012 the Company entered into a dispute with the investment bank. The Company contends that the investment bank retained more than the fee allowed by the contract on the sale of equity securities (the "Closings") that took place during the period April 2011 through December 2011. At September 30, 2014 and December 31, 2013, the Company believes they are owed $195,400 and $195,400, respectively, from the investment bank relating to excess fees withheld from the Closings. Due to the uncertainty surrounding the recoverability of the funds from the investment bank the Company has recorded a full allowance against the receivable. This amount has been recorded in additional paid in capital in the statement of stockholders equity. If the company wins the dispute and actually recovers the funds it will be recorded to additional paid in capital.

Note 5 – Notes Payable

	September 30, 2014	December 31, 2013
In October 2010, a third party loaned the Company $50,000 under a demand note bearing zero interest. This note is in default.	$ 50,000	$ 50,000
In March 2011, third parties loaned the Company $11,500 under demand notes bearing interest from 8-10% per year. The notes were acquired in the merger and are in default. A payment of $1,500 was made as of June 2014, leaving a balance of $10,000 as of September 2014.	10,000	11,500
In December 2011, third parties loaned the Company $5,600 under demand notes bearing interest at 10%, plus a late fee of an additional 2% per month. The notes were acquired in the merger and were in default. The note was paid in full as of September 2014.	—	5,600
In February 2013, the Company executed a promissory note in the principal amount of $50,000, bearing an interest rate of 5%, with a default rate of 18%. The payment terms involve two payments of $25,000 each. This note was in default. The note was paid in full as of September 2014.	—	50,000
	$ 60,000	$ 117,100

Note 6 – Liability to be Settled in Stock

In March of 2008, the Company entered into an asset purchase agreement to purchase certain tangible and intangible assets for $65,000 in STLK common stock. As of September 30, 2014 and December 31, 2013, a liability totaling $0 and $43,333 respectively, exists related to these unissued shares. This liability was acquired in the merger. In coordination with Section 3(a)(10) of the Securities Act of 1933, stated by the Circuit Court of the Second Judicial Circuit in Florida, the Company agreed to pay for this debt and therefore moved this debt from the Liability to be Settled in Stock to a Settlement Liability (see Note 7).

In August 2012, the Company executed a consulting agreement with a third party to provide various services. Under the terms of the agreement, the consultant would be paid $10,000 per month for six months in the form of free trading shares. The share total is computed as follows:

- Earned compensation will accrue interest at 6%; and
- Accrued compensation will be convertible into 70% of the average of the lowest three closing bid prices of the 20 days preceding any conversion

At September 30, 2014, the fully recorded amount of $60,000 remains outstanding and available to be converted. This liability was acquired in the merger.

In January of 2014, the Company executed a three-month consulting agreement with a third party to provide strategic planning matters. The consultant would be paid $15,000 per month for three months in the form of restricted common stock, using the average of the last five trading days of the month. As of September 30, 2014 the last remaining months balance of $15,000 has yet to be issued. There is no interest under this agreement.

Note 7 – Settlement Liability

In coordination with Section 3(a)(10) of the Securities Act of 1933, stated by the Circuit Court of the Second Judicial Circuit in Florida, the Company agreed to a settlement liability to pay for its outstanding stock liability debt of $43,333. Total payments of $24,652 were made during the nine month period ending September 30, 2014, leaving a balance of $18,681 and $0 as of September 30, 2014 and December 31, 2013 respectively.

Note 8 – Convertible Notes Payable

(A) Convertible Notes Payable

At September 30, 2014 and December 31, 2013, convertible debt consisted of the following:

	September 30, 2014	December 31, 2013
Convertible into 50% of the average of the lowest three closing prices during the 20 trading days immediately preceding conversion. These notes matured in July 2008 ($75,000), November 2008 ($100,000) and February 2010 ($15,000). These notes bear an interest rate of 8%-10%. These notes were acquired in the merger and are currently in default.	$ 190,000	$ 190,000
Convertible into 50% of the five day average closing bid prices immediately preceding conversion. This note matured in July 2008. This note has an interest rate of 8%. This note was acquired in the merger and is currently in default.	50,000	50,000
Convertible into 10% of the average of the lowest three closing prices during the 20 trading days immediately preceding conversion. This note matured in March 2008 and bears a 6% interest rate. This note was acquired in the merger and is currently in default.	40,000	40,000

Convertible into 75% of the average of the lowest three closing prices during the 20 trading days immediately preceding conversion. These notes matured in May and June of 2010 and bear an 8% interest rate. These notes were acquired in the merger and are currently in default.	25,000	25,000
Convertible into 50% of the average of the lowest three closing prices during the 10 trading days immediately preceding conversion. Notes mature in July 2013 – May 2014 and bear an 8% interest rate. These notes are currently in default.	492,000	492,000
Convertible into 60% of the lowest of any day during the 10 trading days immediately preceding conversion. Note matured in September 2014 and bears a 9.9% interest rate. As of September 30, 2014, $9,360 of this note has been converted, leaving a balance of $18,140.	18,140	27,500
Convertible at the greater (a) $0.015 or (b) at 50% of the lowest closing bid price during the 30 trading days immediately preceding conversion. This note matured in May 2014, bears a 10% interest rate and is currently in default.	25,000	25,000
Convertible at a 42% discount of the lowest three closing prices during the 15 trading days immediately preceding conversion. Note matures in August 2014 and bears an 8% interest rate. As of June 30, 2014, this note has been converted in full.	—	32,500
Convertible at a 42% discount of the lowest three closing prices during the 15 trading days immediately preceding conversion. Note matures in October 2014 and bears an 8% interest rate. As of September 30, 2014, this note has been converted in full.	—	—
Convertible at a 42% discount of the lowest three closing prices during the 15 trading days immediately preceding conversion. Note matures in December 2014 and bears an 8% interest rate. As of September 30, 2014, this note has been converted in full.	—	—
Convertible at a 50% discount of the lowest of any day during the 15 trading days immediately preceding conversion. Note matures in March 2015 and bears an 8% interest rate.	21,500	—
Convertible at a 50% of the lowest closing bid price during the 30 trading days immediately preceding conversion. Note matures in September 2014 and bears a 10% interest rate.	25,000	—

Convertible at the lessor of (a) $0.004 or (b) at 40% discount of the lowest trade price during the 25 trading days immediately preceding conversion. Note matures in May 2016 and bears a one time interest charge of 12% after ninety days (August 2014).	25,000	—
Convertible at a 42% discount of the lowest three closing prices during the 15 trading days immediately preceding conversion. Note matures in March 2015 and bears an 8% interest rate.	32,500	—
Convertible at a 42% discount of the lowest three closing prices during the 15 trading days immediately preceding conversion. Note matures in March 2015 and bears an 8% interest rate.	32,500	—
Convertible into 50% of the lowest close price during the 10 trading days immediately preceding conversion. Note matures in July 2015 and bears an 8% interest. In connection with this convertible note, the Company issued a Back End convertible note, in the principal amount of $40,000. The Back End Note has the same terms, due dates and conditions the convertible note. This Back End note is secured by a $40,000 Promissory Note to the Company, issued by the Holder. The Company has the right to cancel the Back End note. If it elects to disallow such funding, then the Company's Back End Note will be cancelled along with the offsetting Holder's Promissory Note.	40,000	—
Convertible at a 42% discount of the lowest three closing prices during the 15 trading days immediately preceding conversion. Note matures in April 2015 and bears an 8% interest rate.	32,500	—
Convertible into 50% of the lowest close price during the 10 trading days immediately preceding conversion. Note matures in August 2015 and bears an 8% interest. In connection with this convertible note, the Company issued a Back End convertible note, in the principal amount of $25,000. The Back End Note has the same terms, due dates and conditions the convertible note. This Back End note is secured by a $25,000 Promissory Note to the Company, issued by the Holder. The Company has the right to cancel the Back End note. If it elects to disallow such funding, then the Company's Back End Note will be cancelled along with the offsetting Holder's Promissory Note.	25,000	—
Convertible at the lessor of (a) $0.004 or (b) at 40% discount of the lowest trade price during the 25 trading days immediately preceding conversion. Note matures in September 2016 and bears a one time interest charge of 12% after ninety days (December 2014).	30,000	—
	$ 1,104,140	$ 882,000

The debt holders are entitled, at their option, to convert all or part of the principal and accrued interest into shares of the Company's common stock at conversion prices and terms discussed above. The Company classifies embedded conversion features in these notes as a derivative liability due to the discount to market feature, which could require a settlement in shares that cannot be determined until such conversions occur. The Company may not be able to determine if sufficient authorized shares exist in connection with contemplated conversions, which requires liability classification.

Convertible debt consisted of the following activity and terms:

		Interest Rate	Maturity
Convertible Debt Balance as of December 31, 2013	$ 882,000	8% -12%	March 2008 – Sept. 2014 ($882,000 is in default as of September 30, 2014)
Borrowings during the nine month period ended September 30, 2014	339,000	8% -12%	October 2014 – Sept. 2016
Conversions during the nine month period ended September 30, 2014	(116,860)		
Convertible Debt Balance as of September 30, 2014	1,104,140		
Debt Discount	(163,707)		
Convertible Debt Balance as of September 30, 2014 - Net	$ 940,433		

(B) Debt Discount

During the nine months ended September 30, 2014 and 2013, the Company recorded debt discounts totaling $329,336 and $435,000 respectively.

The debt discounts pertain to convertible debt that contains embedded conversion options that are required to be bifurcated and reported at fair value.

The Company amortized $349,940 and $246,229 during the nine months ended September 30, 2014 and September 30, 2013, respectively, to interest expense.

	September 30, 2014	December 31, 2013
Debt Discount	$ 787,965	$ 575,489
Amortization of debt discount	(624,258)	(391,177)
Debt Discount - net	$ 163,707	$ 184,312

Note 9 – Derivative Liabilities

Derivative liability – December 31, 2013	$ 3,250,672
Fair value mark to market adjustment for convertible instruments	(1,170,770)
Reduction in fair value due to debt conversions	(245,286)
Fair value at the commitment date for convertible instruments	839,238
Derivative liability - September 30, 2014	$ 2,673,854

The Company records debt discount to the extent of the gross proceeds raised, any excess amount is recorded as a derivative expense. The Company recorded a derivative expense of $525,766 and $727,442 for the nine months ended September 30, 2014 and 2013.

The Company uses the Black-Scholes model to estimate the fair value of its derivative liabilities at the end of each reporting period. The fair value at the commitment and re-measurement dates for the Company's derivative liabilities were based upon the following management assumptions as of September 30, 2014:

	Commitment Date	September 30, 2014
Expected dividends:	0%	0%
Expected volatility:	238% - 449%	290% - 483%
Expected term:	0.50 - 2 years	0.01 – 1.93 year
Risk free interest rate:	0.08% - 0.37%	0.02% - 0.58%

Note 10 – Related Party Transactions

(A) Accounts Payable – Related Party

As of September 30, 2014 and December 31, 2013 the Company had accounts payable due to board members and companies owned by board members of $391,158 and $324,252. During the period April 8, 2010 through September 30, 2014, management and board members have been loaning money to the Company, paying expenses on behalf of the Company and deferring consulting fees.

(B) Related Party Consulting Services

The Company incurred consulting expenses to a company that is owned by a board member, and for the nine month periods ending September 30, 2014 and September 30, 2013 the amounts were $75,000 and $112,500 respectively.

(C) Notes Payable – Related Parties

The Company executed various promissory notes to related parties since inception. No new notes were issued for the period ending September 30, 2014.

The notes had the following range of terms:

- Maturing in 3 months to 1 year;
- Non-interest bearing
- Unsecured
- Default interest rate at 6%, per annum;

During the nine months ended September 30, 2014 and the year ended December 31, 2013, the Company repaid $0 and $2,925 respectively leaving a balance of $73,949 and $73,949 respectively. The Company is currently in default on all of these notes.

Debt under these obligations at September 30, 2014 and December 31, 2013 is as follows:

	September 30, 2014	December 31, 2013
Notes payable	$ 73,949	$ 73,949
Less: Current maturities	(73,949)	(73,949)
Notes payable, net of Current maturities	$ —	$ —

Note 11 – Retirement Plan

401(k)

The Company provided a 401(k) employee savings and retirement plan (the "Plan"). The Plan covered all employees who have completed six months of consecutive service with 160 hours monthly or have completed one year of service. The Company matched 100 percent of a participant's elective deferrals up to 3 percent of the participant's compensation, plus 50 percent of the participant's elective deferrals that exceed 3 percent of the participant's compensation, up to 5 percent of the participant's compensation. Total contributions by the Company to the Plan were $0, $0, and $12,349 for the nine months ended September 30, 2014 and 2013 and for the period April 8, 2010 (inception) through September 30, 2014, respectively.

Note 12 – Foreign Operations

Costa Rica

Operations outside the U.S. include subsidiaries in Costa Rica. Foreign operations are subject to risks inherent in operating under different legal systems and various political and economic environments. Among the risks are changes in existing tax laws, possible limitations on foreign investment and income repatriation, government price or foreign exchange controls, and restrictions on currency exchange. These subsidiaries are still in the development stage and have not generated any revenues.

The consolidated financial statements of the Company's subsidiary, located in Costa Rica, are translated from colones, its functional currently, into U.S. dollars, the Company's functional currency. All foreign currency assets and liabilities are translated at the exchange rate in effect at the reporting date, and all revenue and expenses are translated at the month-end exchange rate. The effects of translating the financial statements of the foreign subsidiary into U.S. dollars are reported as a cumulative translation adjustment, a separate component of the accumulated other comprehensive income (loss) in the consolidated statements of the shareholders' equity (deficit). Foreign currency transaction gains/losses are reported as a component of other income – net in the consolidated statements of operations. The amount of foreign currency transaction gains and losses and translation adjustments were de minimis during the nine month periods ended September 30, 2014 and 2013.

Note 13 – Stockholders Deficit

Common Stock –

Common Stock has 2,600,000,000 shares authorized at $0.001 par value. Subject to the foregoing provisions, dividends may be declared on the Common Stock, and each Share of Common Stock shall entitle the holder thereof to one vote in all proceedings in which action shall be taken by stockholders of the Corporation.

For the nine months ended September 30, 2014 the following Common Stock has been issued:

- 3,846,154 Restricted Common Stock to Iconic Holdings, LLC. of Bethesda, MD. Stock was issued against the agreement for an Equity Line of Credit of up to five million dollars ($5,000,000). This is the first of two tranches for their commitment fee of the contract.

- 1,833,000 Restricted Common Stock to Uptick Capital, LLC. of Stamford, CT. Stock was issued against services for consulting in strategic planning initiatives to enhance and accelerate the commercialization of the Company's business objectives.

- 41,656,963 Common Stock the Holder of various convertible notes that converted $32,500 in principal and $1,300 in accrued interest for a note with the maturity date of August 2014.

- 176,088,000 Common Stock to Tarpon Bay Partners, LLC., pursuant to Section 3(a)(10) of the Securities Act of 1933, stated by the Circuit Court of the Second Judicial Circuit in Florida.

- 44,284,604 Common Stock the Holder of various convertible notes that converted $42,500 in principal and $1,700 in accrued interest for a note with the maturity date of October 2014.

- 127,033,879 Common Stock the Holder of various convertible notes that converted $32,500 in principal and $1,300 in accrued interest for a note with the maturity date of December 2014.

- 52,000,000 Common Stock the Holder of a convertible note that converted $9,360 in principal and $0 in accrued interest for a note with the maturity date of September 2014.

- 12,600,000 Common Stock (Restricted) to Investor News Source Consulting, LLC. for services rendered during a two-month period.

Note 14 – Commitments and Contingencies

Operating Leases

On November 1, 2010, the Company began leasing office space in Colorado Springs. This lease has been renewed for an additional three-year term. Monthly rent begins at $694 per month and increases over the term of the lease. The Company is also responsible for paying a share of the landlord's property operating costs. The renewal lease began in November 2013 and expires in October 2016.

Rent expense amounted to $17,066 and $33,480 for the nine month periods ending September 30, 2014 and September 30, 2013, respectively and is included in selling, general and administrative expenses in the consolidated statements of operations.

Future minimum lease payments under these operating leases are approximately as follows:

Period Ending September 30,	
2015	15,256
2016	13,147
Total	$ 28,403

Agreements with Placement Agents and Finders

In April 2011, the Company engaged, a Costa Rican investment bank, as its exclusive agent to advise the Company on the structuring of corporate openness and equity placement with the following terms:

- To assist the Company in connection with a best efforts private placement of up to $9.5 million of the Company's equity and/or debt securities

- Compensation – a fee in an amount equal to 5% of the aggregate gross proceeds raised

A former principal member of the board of directors of the Company is an employee of the investment bank.

During the year ended December 31, 2011 the Company paid the investment bank fees of $262,000. The Company is disputing $195,400 of these fees. (See Note 4)

Liability Purchase Agreement

On March 19, 2014, the Circuit Court of the Second Judicial Circuit in and for Leon County, Florida, entered an order approving, among other things, the fairness of the terms and conditions of an exchange pursuant to Section 3(a)(10) of the Securities Act of 1933, as amended, in accordance with a stipulation of settlement between STL Marketing Group, Inc., a Colorado corporation, and Tarpon Bay Partners, LLC, a Florida limited liability company, in the matter entitled Tarpon Bay Partners, LLC v. STL Marketing Group, Inc. , Case No. 2014-CA-278. Tarpon commenced the Action against the Company on February 6, 2014 to recover an aggregate of $519,282 of past-due accounts payable of the Company, which Tarpon had purchased from certain service providers of the Company pursuant to the terms of separate receivable purchase agreements between Tarpon and each of such vendors, plus fees and costs. The Assigned Accounts relate to certain legal, accounting, and financial services. The Order provides for the full and final settlement of the Claim and the Action. The Settlement Agreement became effective and binding upon the Company and Tarpon upon execution of the Order by the Court on March 19, 2014.

Pursuant to the Settlement Agreement, the Company shall issue and deliver to Tarpon shares (the "Settlement Shares") of the Company's Common Stock in one of more tranches as necessary, and subject to adjustment and ownership limitations, sufficient to generate proceeds such that the aggregate Remittance Amount (as defined in the Settlement Agreement) equals the Claim.

In addition, pursuant to the terms of the Settlement Agreement, the Company issued to Tarpon the Tarpon Initial Note in the principal amount of $25,000. Under the terms of the Tarpon Initial Note, the Company shall pay Tarpon $25,000 on the date of maturity which was May 31, 2014. This Note is convertible by Tarpon into the Company's Common Shares (See Note 8).

Also per the Company's agreement with Tarpon, the Company issued the Tarpon Success Fee Note in the principal amount of $25,000 in favor of Tarpon as a commitment fee. The Tarpon Success Fee Note is due on September 20, 2014. The Tarpon Success Fee Note is convertible into shares of the Company's common stock (See Note 8).

In connection with the settlement, and during the nine months ended September 30, 2014, the Company issued Tarpon 176,088,000 shares of Common Stock from which gross proceeds of $245,550 were generated from the sale of the Common Stock. In connection with the transaction, Tarpon received fees of $80,793 and providing payments of $164,758 to settle outstanding vendor payables.

Any shares not used by Tarpon are subject to return to the Company. Accordingly, the Company accounts for these shares as issued but not outstanding until the shares have been sold by Tarpon and the proceeds are known. Net proceeds received by Tarpon are included as a reduction to accounts payable or other liability as applicable, as such funds are legally required to be provided to the party Tarpon purchased the debt from.

Litigations, Claims and Assessments

The Company may become involved in various lawsuits and legal proceedings, which arise in the ordinary course of business. However, litigation is subject to inherent uncertainties, and an adverse result in these or other matters may arise that may harm its business. Other than the litigation with Costa Rican Investment Bank, as discussed in Note 4, the Company is currently not aware of any such legal proceedings or claims that they believe will have, individually or in the aggregate, a material adverse affect on its business, financial condition or operating results.

Note 15 – Subsequent Events

The Company has evaluated all events that occurred after the balance sheet date through the date when the financial statements were available to be issued to determine if they must be reported. The Management of the Company determined that there are certain reportable subsequent events to be disclosed as follows:

The Holder of a convertible note converted $7,281 in principal for a note with the maturity date of September 2014, into 60,675,000 shares of Common Stock.

The Company issued 12,600,000 of Restricted Common Stock to Investor News Source Consulting, LLC. for services rendered during a two-month period.

The Holder of various convertible notes converted $4,720 in principal and $234 in accrued interest for a note with the maturity date of March 2015, into 80,226,100 shares of Common Stock.

The Holder of a convertible note converted $5,000 in principal for a note with the maturity date of October 2013, into 12,528,067 shares of Common Stock.

The Holder of various convertible notes converted $6,295 in principal, and $2,271 in accrued interest and $ 2,415 in fees for a note with the maturity date of September 2014, into 88,553,963 shares of Common Stock.

On October 30, 2014, the Board approved the Reverse Stock Split and recommended to the Majority Stockholder that they approve the Reverse Stock Split. On October 31, 2014, the Majority Stockholder approved the Reverse Stock Split by written consent in lieu of a meeting in accordance with Colorado law.

- The 1-for-15 reverse stock split of the Company's issued and outstanding shares of Common Stock (the "Reverse Stock Split");

The Schedule 14C Information Statement Pursuant to Section 14(c) of the Securities Exchange Act of 1934, was submitted to and confirmed receipt by the Securities and Exchange Commission on November 3, 2014.

The Reverse Stock Split will become effective on the date that we file the Certificate of Amendment to the Amended Certificate of Incorporation of the Company (the "Amendment") with the Secretary of State of the State of Colorado. We currently expect to file the Amendment on or about December 3, 2014.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.

Forward Looking Statements

This quarterly report on Form 10-Q and other reports (collectively, the "Filings") filed by STL Marketing Group, Inc. ("STL" or the "Company") from time to time with the U.S. Securities and Exchange Commission (the "SEC") contain or may contain forward-looking statements and information that are based upon beliefs of, and information currently available to, the Company's management as well as estimates and assumptions made by Company's management. Readers are cautioned not to place undue reliance on these forward-looking statements, which are only predictions and speak only as of the date hereof. When used in the Filings, the words "anticipate," "believe," "estimate," "expect," "future," "intend," "plan," or the negative of these terms and similar expressions as they relate to the Company or the Company's management identify forward-looking statements. Such statements reflect the current view of the Company with respect to future events and are subject to risks, uncertainties, assumptions, and other factors, including the risks contained in the "Risk Factors" section of the Company's Annual Report on Form 10-K, filed with the SEC on April 15, 2014, relating to the Company's industry, the Company's operations and results of operations, and any businesses that the Company may acquire. Should one or more of these risks or uncertainties materialize, or should the underlying assumptions prove incorrect, actual results may differ significantly from those anticipated, believed, estimated, expected, intended, or planned.

Although the Company believes that the expectations reflected in the forward-looking statements are reasonable, the Company cannot guarantee future results, levels of activity, performance, or achievements. Except as required by applicable law, including the securities laws of the United States, the Company does not intend to update any of the forward-looking statements to conform these statements to actual results.

Our financial statements are prepared in accordance with accounting principles generally accepted in the United States ("GAAP"). These accounting principles require us to make certain estimates, judgments and assumptions. We believe that the estimates, judgments and assumptions upon which we rely are reasonable based upon information available to us at the time that these estimates, judgments and assumptions are made. These estimates, judgments and assumptions can affect the reported amounts of assets and liabilities as of the date of the financial statements as well as the reported amounts of revenues and expenses during the periods presented. Our financial statements would be affected to the extent there are material differences between these estimates and actual results. In many cases, the accounting treatment of a particular transaction is specifically dictated by GAAP and does not require management's judgment in its application. There are also areas in which management's judgment in selecting any available alternative would not produce a materially different result. The following discussion should be read in conjunction with our consolidated financial statements and notes thereto appearing elsewhere in this report.

Plan of Operation

The Company's efforts through the period ending September 30, 2014 and for the next 12 months are focused on several key areas: (i) continuing efforts to pursue the proposed Power Purchase Agreement ("PPA"), (ii) the initiation of our new business opportunity based on the distribution and sales of VoIP telecommunications equipment ("PBX Systems"), and (iii) the initial steps for the distribution of select products from Grupo IUSA, in the United States.

Power Purchase Agreement

In December 2012, we received an official letter affirming our PPA proposal from the Compañia Nacional de Fuerza y Luz ("CNFL") issued and signed by its General Manager and filed with the Securities and Exchange Commission on July 30, 2013 (the "PPA Letter"). Based on the PPA Letter and ongoing meetings with the CNFL, in 2013 the Company had its personnel in Costa Rica providing additional technical and tender information in an effort to finalize the PPA. However, since November 2013, the Costa Rica presidential elections were in process and our progress was delayed.

The Costa Rica presidential elections resulted in Mr. Luis Guillermo Solis becoming the President of Costa Rica (as the candidate from the Partido Accion Ciudadana or PAC). We believe Mr. Solis, as a candidate, took a very favorable position to the generation of electricity by private enterprises as part of an overall solution to the energy crisis of the country. However, since his election, President Solis has since appointed the new Grupo ICE Chairman and CEO whom we believe opposes any private generation of electricity. Further complicating matters, the General Manager who issued us the PPA Letter from CNFL, was unexpectedly removed from office. In fact, a great majority of the CNFL executive staff, who the Company believes was key in its efforts to finalize the PPA have been removed and replaced.

As a result, the Board has reached out to CNFL and requested a meeting with the new General Manager to move forward on our PPA proposal as reflected in the PPA Letter. The Company will also be exploring alternatives to CNFL, including the possibility of a 7200/7508 license (maximum of 20MW). At this time, it is unclear on how these changes affect our progress to date. Due to the governmental changes in Costa Rica, we may have to reinitiate the process with CNFL.

In the interim, the Company has cut its operating costs in Costa Rica by approximately $13,000 per month. Most of the professional studies and technical assessments for the PPA have been paid for and will continue to be applicable in the future leaving minimal costs for us to continue pursuing the PPA. Additionally, the Company believes that all of the services related to the PPA can be easily reinstated or expanded as needed.

In October 2014, the Company met with representatives of CNFL and has also met with a variety of business and government officials to gather more information on the eighteen-month review of private generation in Costa Rica. We believe from these meetings that there is a possibility that the delay may be less than the announced eighteen months and that the Company may be allowed to continue its PPA work in 2015. The Company is cautiously optimistic about this possibility and is continuing its political work to ensure we are up to date and fully informed. We believe the political pressure to address rising energy costs is becoming a point of concern for the new administration. For now, the Company continues to operate in Costa Rica at reduced staff levels.

PhoneSuite Solutions, Inc.

On June 24, 2013, the Company entered into a Strategic Alliance and Distribution Agreement with Call Management Products Inc. ("CMP"), doing business as PhoneSuite Solutions, Inc. PhoneSuite Solutions, Inc. was formed as a wholly owned subsidiary of the Company and is a separate legal entity from CMP focused on the sale, distribution and channel development of VoIP telecommunications equipment. PhoneSuite Solutions, Inc. is tasked with the distribution, sales and channel development of CMP's technology in select markets.

At this time, internal work has been completed on both the structural necessities for this type of transactional business and the necessary training and certifications processes to ensure the proper infrastructure in instituting a process to establish dealers. Internal review of our accounting systems has also been completed and is now loaded and adapted to quoting, entering orders, and invoicing.

To date, the Company has issued just under $100,000 of quotes to interested, potential customers for VoIP equipment. While there is no guarantee these quotes will be sold, it is an important milestone, as we believe this sales funnel does begin to indicate that we may have revenue in the near term, which we believe will help to establish a baseline to provide future goals based on previous sales.

To ensure an active and successful dealer program and sales funnel we have begun the process of establishing our dealer network. In this area, we are actively working with a handful of potential dealers that we believe will execute dealer agreements in the short term. We have announced one partnership with VTECH's CALA hospitality division whereby VTECH will provide us leads for the PhoneSuite product line and vice versa. This also provides us access to their dealer network if applicable. Additionally, we have had preliminary discussions with UNIDEN to explore providing business telephones with the IP PBX as a whole solution. All of this is underway as we await progress on the energy front.

The Company has successfully signed one distribution agreement covering the United Arab Emirates and India and currently has five active overseas distribution possibilities. The Company does plan to add at least two more potential distributors before year-end. These possible partners are located in Australia, Barbados, Saipan, Malta, and Mexico. Active quotes to potential customers are significant for our current stage.

Over the balance of 2014 and 2015, we do believe PhoneSuite Solutions, Inc. will begin to generate revenue, add dealers, and follow through with our goal to gain financial independence. We believe that this should ease dependence on fundraising over the near term and lessen our need for the current funding mechanisms.

Grupo IUSA

In conjunction with the PhoneSuite Solutions distribution business model, the Company has reinitiated discussions with Grupo IUSA. At this time we are working jointly with them to identify the initial product range to work on and will be able to buy and resell the identified lines. Our initial steps are to present the introductory products to local utilities gather feedback and work on a national offering of products. The goal would be to establish a long-term agreement to handle the identified products in the United States electrical distribution market.

Results of Operations

For the three months ended September 30, 2014 and 2013

For the three months ended September 30, 2014 and 2013, the Company reported a net loss of $(158,282) and $(982,052), respectively. The change in net (loss) between the periods ended September 30, 2014 and 2013 is primarily attributed to derivative liabilities.

Operating expenses increased by roughly 1% during the three months ended September 30, 2014, as compared to the three months ended September 30, 2013. The net $1,916 increase in operating expenses is primarily attributed to the following changes in operating expenses: increase in compensation of $3,919 due to the inclusion of payroll taxes, decrease in professional fees of $9,129 related to legal services required in Costa Rica and a increase in general and administrative of $7,126 related in the marketing and web development of the Company's new development into the PBX market.

The Company is still a development stage company and therefore has no revenues to date.

For the nine months ended September 30, 2014 and 2013

For the periods ended September 30, 2014 and 2013, the Company reported a net loss of $(521,138) and $(1,395,101), respectively. The change in net loss between the periods ended September 30, 2014 and 2013 is due to a decrease in derivative liabilities.

Operating expenses decreased by roughly 4% during the nine months ended September 30, 2014, as compared to the nine months ended September 30, 2013. The $21,765 decrease in operating expenses is primarily attributed to the following changes in operating expenses: increase in compensation of $13,425 due to the inclusion of payroll taxes, increase in professional fees of $64,216 and decrease in general and administrative of $99,406 primarily related in elimination of reclassifying outside service fees of $75,000, as well an overall decrease in expenses including rent and outside service fees.

The Company is still a development stage company and therefore has no revenues to date.

Liquidity and Capital Resources

As of September 30, 2014, we had a working deficit of $5,064,400 as compared to December 31, 2013 of $5,402,299 a decrease of $337,900. The decrease in working deficit for the period ended September 30, 2014, is primarily attributed to an increase in the Company's assets deferred offering costs of $59,136, as well as an increase in liabilities related to accrued payables and expenses of $126,647, additional convertible notes, net of discount of $242,745 and a decrease in notes payable of $57,100, settlement and stock liabilities of $9,652, as well as in derivative liabilities of $576,818.

Net cash used in operating activities for the nine months ended September 30, 2014 and 2013, was $(312,173) and $(271,973), respectively. The net loss for the nine months ended September 30, 2014 and 2013 was $(521,138) and $(1,395,101), respectively.

Net cash provided by investing activities for the nine months ended September 30, 2014 was $2,758, as compared to the nine months ended September 30, 2013 was $14,806.

Net cash provided by all financing activities for the nine months ended September 30, 2014 was $314,000, as compared to $257,075 for the nine months ended September 30, 2013. During the nine month period ended September 30, 2014, the Company sold notes for the proceeds of $314,000.

The estimated working capital requirement for the next twelve months is $770,000 with an estimated burn rate of $64,000 per month. Due to the progress of PhoneSuite Solutions, the Company anticipates additional infrastructure and human resources.

As reflected in the accompanying financial statements, the Company has a net loss and net cash used in operations of $521,138 and $312,173, respectively, for the nine months ended September 30, 2014.

Going Concern

Our auditor has expressed substantial doubt about our ability to continue as a going concern. Our plan regarding these matters is to raise additional debt and or equity financing to allow us the ability to cover our current cash flow requirements and meet our obligations as they become due. There can be no assurances that financing will be available or if available, that such financing will be available under favorable terms. In the event that we are unable to generate adequate revenues to cover expenses and cannot obtain additional financing in the near future, we may seek protection under bankruptcy laws. The accompanying financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business.

Recent Accounting Pronouncements

There are no recent accounting pronouncements that are expected to have an effect on the Company's financial statements.

Critical Accounting Policies

Our financial statements and related public financial information are based on the application of accounting principles generally accepted in the United States ("GAAP"). GAAP requires the use of estimates; assumptions, judgments and subjective interpretations of accounting principles that have an impact on the assets, liabilities, revenues and expense amounts reported. These estimates can also affect supplemental information contained in our external disclosures including information regarding contingencies, risk and financial condition. We believe our use of estimates and underlying accounting assumptions adhere to GAAP and are consistently and conservatively applied. We base our estimates on historical experience and on various other assumptions that we believe to be reasonable under the circumstances. Actual results may differ materially from these estimates under different assumptions or conditions. We continue to monitor significant estimates made during the preparation of our financial statements.

Our significant accounting policies are summarized in Note 2 of our financial statements. While all these significant accounting policies impact our financial condition and results of operations, we view certain of these policies as critical. Policies determined to be critical are those policies that have the most significant impact on our financial statements and require management to use a greater degree of judgment and estimates. Actual results may differ from those estimates. Our management believes that given current facts and circumstances, it is unlikely that applying any other reasonable judgments or estimate methodologies would cause effect on our consolidated results of operations, financial position or liquidity for the periods presented in this report.

We believe the following critical accounting policies and procedures, among others, affect our more significant judgments and estimates used in the preparation of our consolidated financial statements:

Use of Estimates - The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Such estimates and assumptions impact, among others, the following: allowance for bad debt, inventory obsolescence, the fair value of share-based payments.

Making estimates requires management to exercise significant judgment. It is at least reasonably possible that the estimate of the effect of a condition, situation or set of circumstances that existed at the date of the financial statements, which management considered in formulating its estimate could change in the near term due to one or more future confirming events. Accordingly, the actual results could differ significantly from our estimates.

Stock-Based Compensation - The Company accounts for stock-based compensation in accordance with ASC Topic 718, "Accounting for Stock-Based Compensation" established financial accounting and reporting standards for stock-based employee compensation. It defines a fair value based method of accounting for an employee stock option or similar equity instrument. The Company accounts for compensation cost for stock option plans in accordance with ASC 718. The Company accounts for share based payments to non-employees in accordance with

ASC 505-50 “Accounting for Equity Instruments Issued to Non-Employees for Acquiring, or in Conjunction with Selling, Goods or Services”.

The Company recognizes all forms of share-based payments, including stock option grants, warrants and restricted stock grants, at their fair value on the grant date, which are based on the estimated number of awards that are ultimately expected to vest.

Share based payments, excluding restricted stock, are valued using a Black-Scholes option pricing model. Share based payment 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. The grants are amortized on a straight-line basis over the requisite service periods, which is generally the vesting period. If an award is granted, but vesting does not occur, any previously recognized compensation cost is reversed in the period related to the termination of service. Stock based compensation expenses are included in cost of goods sold or Selling, general and administrative expenses, depending on the nature of the services provided, in the Statement of Operations.

When computing fair value of share based payments, the Company has considered the following variables:

- The risk-free interest rate assumption is based on the U.S. Treasury yield for a period consistent with the expected term of the option in effect at the time of the grant.

- The Company has not paid any dividends on common stock since its inception and does not anticipate paying dividends on its common stock in the foreseeable future.

- The expected warrant term is the contractual term of the warrant.

Off Balance Sheet Arrangements

We do not have any off-balance sheet arrangements, financings, or other relationships with unconsolidated entities or other persons, also known as “special purpose entities” (SPEs).

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

We do not hold any derivative instruments and do not engage in any hedging activities.

Item 4. Controls and Procedures.

(a) Evaluation of Disclosure Controls and Procedures

Based on their evaluation as of the end of the period covered by this Quarterly Report on Form 10-Q, our principal executive officer and principal financial officer have concluded that our disclosure controls and procedures (as defined in Rules 13a-15(c) and 15d-15(e) under the Exchange Act) are not effective to ensure that information required to be disclosed by us in report that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the U.S. Securities and Exchange Commission’s rules and forms and to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act 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.

(b) Changes in Internal Control over Financial Reporting

There were no changes in our internal control over financial reporting, as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act, during our most recently completed fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II - OTHER INFORMATION

Item 1. Legal Proceedings.

From time to time, we may become involved in various lawsuits and legal proceedings, which arise, in the ordinary course of business. However, litigation is subject to inherent uncertainties, and an adverse result in these or other matters may arise from time to time that may harm our business. Other than disclosed below, we are currently not involved in any litigation that we believe could have a material adverse effect on our financial condition or results of operations. Other than described below, there is no action, suit, proceeding, inquiry or investigation before or by any court, public board, government agency, self-regulatory organization or body pending or, to the knowledge of the executive officers of our company or any of our subsidiaries, threatened against or affecting our company, our common stock, any of our subsidiaries or of our companies or our subsidiaries' officers or directors in their capacities as such, in which an adverse decision could have a material adverse effect.

Arbitration- Grupo Aldesa - (Pending)

In 2012, the Company filed an arbitration claim with the "Centro Internacional de Conciliacion y Arbitraje" or "CICA" alleging that Grupo Aldesa, S.A., its then investment bank, withheld $195,400 of investor funds from the Company in mid-2011 for its own use and benefit and contrary to the executed agreement between the companies. The case claims that Aldesa received funds from two investors and remitted 50% of those funds and keeping the balance without authorization. Additionally, the Company did notify the Federal Bureau of Investigation (FBI), as well as, the State Attorney General of both Delaware and Colorado in mid-2012.

The arbitration case is now at the final judicial review stage. The Company believes the matter should have final adjudication in no less than one year.

Exchange Under Section - 3(a)(10)

On March 19, 2014, the Circuit Court of the Second Judicial Circuit in and for Leon County, Florida (the "Court"), entered an order (the "Order") approving, among other things, the fairness of the terms and conditions of an exchange pursuant to Section 3(a)(10) of the Securities Act of 1933, as amended (the "Securities Act"), in accordance with a stipulation of settlement (the "Settlement Agreement") between the Company, and Tarpon Bay Partners, LLC, a Florida limited liability company ("Tarpon"), in the matter entitled Tarpon Bay Partners, LLC v. STL Marketing Group, Inc., Case No. 2014-CA-278 (the "Action"). Tarpon commenced the Action against the Company on February 6, 2014 to recover an aggregate of $519,281.96 of past-due accounts payable of the Company, which Tarpon had purchased from certain service providers of the Company pursuant to the terms of separate receivable purchase agreements between Tarpon and each of such vendors (the "Assigned Accounts"), plus fees and costs (the "Claim"). The Assigned Accounts relate to certain legal, accounting, and financial services. The Order provides for the full and final settlement of the Claim and the Action. The Settlement Agreement became effective and binding upon the Company and Tarpon upon execution of the Order by the Court on March 19, 2014. Please see the current report on Form 8-K filed with the Securities and Exchange Commission on March 25, 2014.

Item 1A. Risk Factors.

There have been no material changes from the risk factors previously disclosed in our Annual Report on Form 10-K, filed with the SEC on April 15, 2014.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

For the nine months ended September 30, 2014 the Company issued the following shares of Common Stock:

3,846,154 shares of common stock to Iconic Holdings, LLC ("Iconic"). These shares of common stock were issued pursuant to the agreement for an Equity Line of Credit of up to five million dollars ($5,000,000). This is the first of two tranches for Iconic's commitment fee under the agreement.

1,833,000 shares of common stock issued to Uptick Capital, LLC ("Uptick"). These shares of common stock were issued for consulting services and strategic planning initiatives to enhance and accelerate the commercialization of the Company's business objectives.

41,656,963 shares of common stock issued to the holder of various convertible notes that converted $32,500 in principal and $1,300 in accrued interest under a note with the maturity date of August 2014.

176,088,000 shares of common stock issued to Tarpon Bay Partners, LLC, pursuant to Section 3(a)(10) of the Securities Act of 1933, ordered by the Circuit Court of the Second Judicial Circuit in Florida.

44,284,604 shares of common stock issued to the holder of various convertible notes that converted $42,500 in principal and $1,700 in accrued interest under a note with the maturity date of October 2014.

127,033,879 shares of common stock issued to the holder of various convertible notes that converted $32,500 in principal and $1,300 in accrued interest under a note with the maturity date of December 2014.

52,000,000 shares of common stock issued to the holder of a convertible note that converted $9,360 in principal and $0 in accrued interest under a note with the maturity date of September 2014.

12,600,000 shares of common stock issued to Investor News Source Consulting, LLC for services rendered during a two-month period.

These securities were not registered under the Securities Act of 1933 (the "Securities Act"). Unless otherwise noted, such issuance of securities was exempt from registration under the safe harbor provided by Regulation D Rule 506 and Section 4(2) of the Securities Act. We made this determination in part based on the representations of investors, which included, in pertinent part, that such investors were sophisticated as defined in Rule 506(b)(2)(ii) of Regulation D, and upon such further representations from the investors that (a) the Investor is acquiring the securities for his, her or its own account for investment and not for the account of any other person and not with a view to or for distribution, assignment or resale in connection with any distribution within the meaning of the Securities Act, (b) the Investor agrees not to sell or otherwise transfer the purchased securities unless they are registered under the Securities Act and any applicable state securities laws, or an exemption or exemptions from such registration are available, (c) the Investor either alone or together with its representatives has knowledge and experience in financial and business matters such that he, she or it is capable of evaluating the merits and risks of an investment in us, and (d) the Investor has no need for the liquidity in its investment in us and could afford the complete loss of such investment. Our determination is made based further upon our action of (a) making written disclosure to each Investor in the Subscription Agreement prior to the closing of sale that the securities have not been registered under the Securities Act and therefore cannot be resold unless they are registered or unless an exemption from registration is available, (b) making written descriptions of the securities being offered, the use of the proceeds from the offering and any material changes in the Company's affairs that are not disclosed in the documents furnished, and (c) placement of a legend on the certificate that evidences the securities stating that the securities have not been registered under the Securities Act and setting forth the restrictions on transferability and sale of the securities, and upon such inaction of the Company of any general solicitation or advertising for securities herein issued in reliance upon Regulation D Rule 506 and Section 4(2) of the Securities Act.

Item 3. Defaults upon Senior Securities.

There has been no default in payment of principal, interest, sinking or purchase fund installment, or any other material default, with respect to any indebtedness of the Company.

Item 4. Mine Safety Disclosure.

Not applicable.

Item 5. Other Information.

There is no other information required to be disclosed under this item which was not previously disclosed.

Item 6. Exhibits.

Exhibit No.	Description
31.1	Certification of Principal Executive Officer, pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 302 of 2002
31.2	Certification of Principal Financial Officer, pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 302 of 2002
32.1	Certification of Principal Executive Officer, pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2	Certification of Principal Financial Officer, pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema Document
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	XBRL Taxonomy Extension Label Linkbase Document
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document

SIGNATURES

In accordance with the requirements of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

	STL Marketing Group, Inc.
Date: November 19, 2014	By: */s/ Jose P. Quiros*
	Name: Jose P. Quiros
	Title: Chief Executive Officer (Principal Executive Officer)

EXHIBIT 31.1

CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER
PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO SECTION 302 OF
THE SARBANES-OXLEY ACT OF 2002

I, Jose P Quiros, certify that:

1. I have reviewed this Form 10-Q of STL Marketing Group, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13-a-15(f) and 15d-15(f)) for the registrant and have:

   a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

By: */s/ Jose P. Quiros*
Jose P. Quiros

Principal Executive Officer
STL Marketing Group, Inc.

EXHIBIT 31.2

CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER
PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO SECTION 302 OF
THE SARBANES-OXLEY ACT OF 2002

I, Jaime Kniep, certify that:

1. I have reviewed this Form 10-Q of STL Marketing Group, Inc.

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13-a-15(f) and 15d-15(f)) for the registrant and have:

   a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 19, 2014

By: */s/ Jaime Kniep*

Jaime Kniep

Principal Financial Officer
STL Marketing Group, Inc.

EXHIBIT 32.1

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO SECTION 906 OF
THE SARBANES-OXLEY ACT OF 2002

In connection with this Quarterly Report of STL Marketing Group, Inc. (the "Company"), on Form 10-Q for the period ended September 30, 2014, as filed with the U.S. Securities and Exchange Commission on the date hereof, I, Jose P. Quiros, Principal Executive Officer of the Company, certify to the best of my knowledge, pursuant to 18 U.S.C. Sec. 1350, as adopted pursuant to Sec. 906 of the Sarbanes-Oxley Act of 2002, that:

(1) Such Quarterly Report on Form 10-Q for the period ended September 30, 2014, fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in such Quarterly Report on Form 10-Q for the period ended September 30, 2014, fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: November 19, 2014

By: */s/ Jose P. Quiros*
Jose P. Quiros
Principal Executive Officer
STL Marketing Group, Inc.

EXHIBIT 32.2

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO SECTION 906 OF
THE SARBANES-OXLEY ACT OF 2002

In connection with this Quarterly Report of STL Marketing Group, Inc. (the "Company"), on Form 10-Q for the period ended September 30, 2014, as filed with the U.S. Securities and Exchange Commission on the date hereof, I, Jaime Kniep, Principal Financial Officer of the Company, certify to the best of my knowledge, pursuant to 18 U.S.C. Sec. 1350, as adopted pursuant to Sec. 906 of the Sarbanes-Oxley Act of 2002, that:

(1) Such Quarterly Report on Form 10-Q for the period ended September 30, 2014, fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in such Quarterly Report on Form 10-Q for the period ended September 30, 2014, fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: November 19, 2014

By: */s/ Jaime Kniep*
Jaime Kniep
Principal Financial Officer
STL Marketing Group, Inc.