UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

(MARK ONE)

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

For the quarterly period ended **September 30, 2012**

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 No**. 000-54258**

TERRA TECH CORP.

(Exact name of registrant as specified in its charter)

Nevada	**26-3062661**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

18101 Von Karman, Third Floor
Irvine, California 92612
(Address of principal executive offices, zip code)

(855) 447-6967
(Registrant's telephone number, including area code)

(Former name, former address and former fiscal year,
if changed since last report)

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§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, 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. (check one):

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

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

APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY
PROCEEDINGS DURING THE PRECEDING FIVE YEARS:

Indicate by check mark whether the registrant has filed all documents and reports required to be filed by Sections 12, 13 or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court. Yes ☐ No ☐

APPLICABLE ONLY TO CORPORATE ISSUERS

As of November 17, 2012, there were 82,371,853 shares of common stock, $0.001 par value per share, outstanding; 100 shares of Series A Preferred Stock, $0.001 par value per share, outstanding; and 14,750,000 shares of Series B Preferred Stock, $0.001 par value per shares, outstanding.

TERRA TECH CORP.
(A Development Stage Company)
QUARTERLY REPORT ON FORM 10-Q
FOR THE PERIOD ENDED SEPTEMBER 30, 2012

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CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q of Terra Tech Corp., a Nevada corporation (the "Company"), contains "forward-looking statements," as defined in the United States Private Securities Litigation Reform Act of 1995. In some cases, you can identify forward-looking statements by terminology such as "may", "will", "should", "could", "expects", "plans", "intends", "anticipates", "believes", "estimates", "predicts", "potential" or "continue" or the negative of such terms and other comparable terminology. These forward-looking statements include, without limitation, statements about our market opportunity, our strategies, competition, expected activities and expenditures as we pursue our business plan, and the adequacy of our available cash resources. Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, levels of activity, performance or achievements. Actual results may differ materially from the predictions discussed in these forward-looking statements. The economic environment within which we operate could materially affect our actual results. Additional factors that could materially affect these forward-looking statements and/or predictions include, among other things: the volatility of housing prices, the possibility that we will not receive sufficient customers to grow our business, the Company's need for and ability to obtain additional financing, the exercise of control Amy Almsteier, an officer and director of the Company, holds of the Company's voting securities, other factors over which we have little or no control; and other factors discussed in the Company's filings with the Securities and Exchange Commission ("SEC").

Our management has included projections and estimates in this Form 10-Q, which are based primarily on management's experience in the industry, assessments of our results of operations, discussions and negotiations with third parties and a review of information filed by our competitors with the SEC or otherwise publicly available. We caution readers not to place undue reliance on any such forward-looking statements, which speak only as of the date made. We disclaim any obligation subsequently to revise any forward-looking statements to reflect events or circumstances after the date of such statements or to reflect the occurrence of anticipated or unanticipated events.

PART I. FINANCIAL INFORMATION

ITEM 1. CONSOLIDATED CONSOLIDATED FINANCIAL STATEMENTS.

TERRA TECH CORP.
CONDENSED CONSOLIDATED BALANCE SHEETS

	September 30, 2012	December 31, 2011
Assets		
Current Assets:		
Cash	$ 60,192	$ 9,139
Accounts receivable, net of allowance	90,154	32,381
Inventories, net	277,332	515,014
Current portion of notes receivable, net of allowance	-	-
Prepaid inventory	22,306	14,776
Total Current Assets	449,984	571,310
Property and equipment, net	36,186	54,819
Deposits	-	5,000
Total Assets	$ 486,170	$ 631,129
Liabilities and Stockholders' Equity		
Current Liabilities:		
Accounts payable and accrued expenses	$ 219,996	$ 170,200
Note payable	329,982	250,000
Loans from Related Party	141,559	150,000
Due to officers	-	500
Total Current Liabilities	691,537	570,700
Commitment and Contingencies	-	-
Stockholders' Equity		
Preferred stock, Convertible Series A, Par value $0.001; authorized and issued 100 shares and 100 as of September 30, 2012 and December 31, 2011, respectively;	-	-
Preferred stock, Convertible Series B, Par value $0.001; authorized 24,999,900 shares; issued and outstanding 14,750,000 and 12,750,000 shares as of September 30, 2012 and December 31, 2011, respectively	14,750	12,750
Common stock, Par value $0.001; authorized 350,000,000 shares; issued and outstanding 82,371,853 and 33,848,520 shares as of September 30, 2012 and December 31, 2011, respectively	82,372	33,849
Additional paid-in capital	3,131,305	2,866,428
Accumulated Deficit	(3,433,794)	(2,852,598)
Total Stockholders' Equity	(205,367)	60,429
Total Liabilities and Stockholders' Equity	$ 486,170	$ 631,129

The accompanying notes are an integral part of the condensed consolidated financial statements.

TERRA TECH CORP.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2012	**2011**	**2012**	**2011**
Total Revenues	$ 124,214	$ 248,549	$ 400,290	$ 630,329
Cost of Goods Sold	140,748	192,457	366,801	440,310
	(16,534)	56,092	33,489	190,019
Selling, general and administrative expenses	227,955	420,613	564,348	776,185
Loss from Operations	(244,489)	(364,521)	(530,859)	(586,166)
Loss on property and equipment	(1,322)		(1,322)	-
Interest and financing cost, net	(14,891)	(7,911)	(48,136)	(18,438)
Loss before Provision for Income taxes	(260,702)	(372,432)	(580,317)	(604,604)
Provision for Income Taxes	-	-	879	800
Net Loss applicable to common shareholders	$ (260,702)	$ (372,432)	$ (581,196)	$ (605,404)
Net Loss per Common Share Basic and Diluted	$ (0.00)	$ (0.02)	$ (0.01)	$ (0.03)
Weighted Average Number of Common Shares Outstanding – Basic And Diluted	82,176,201	19,469,270	75,049,917	18,331,349

The accompanying notes are an integral part of the condensed consolidated financial statements.

TERRA TECH CORP.
CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

	9 Months Ended September 30, 2012	9 Months Ended September 30, 2011
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net Loss	$ (581,196)	$ (605,404)
Adjustments to reconcile net loss to net cash used in operatingactivities:		
Depreciation	11,018	11,133
Stock issued for interest expense	-	12,500
Loss on disposal of property and equipment	1,322	
Change in accounts receivable and notes receivable reserve	13,500	-
Warrants issued with common stock	135,400	-
Changes in operating assets and liabilities:		
Accounts receivable	(71,273)	(33,284)
Inventory	237,682	(135,070)
Prepaid inventory	(7,530)	(270,078)
Notes receivable	-	(22,206)
Deposits	5,000	-
Accounts payable	49,796	34,926
Due to officers	(500)	112,500
Net cash used in operations	(206,781)	(894,983)
CASH FLOWS FROM INVESTING ACTIVITIES:		
Proceeds from sale of property and equipment	6,293	-
Purchase of property and equipment	-	(28,232)
Net cash used in investing activities	6,293	(28,232)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from issuance of notes payable	229,982	250,000
Payments on notes payable	(150,000)	(100,000)
Proceeds from issuance of notes payable to related parties	44,190	-
Payments on notes payable to related parties	(52,631)	(10,000)
Proceeds from issuance of common stock and warrants	180,000	743,750
Net cash provided by financing activities	251,541	883,750
NET CHANGE IN CASH AND CASH EQUIVALENTS	51,053	(39,465)
CASH AND CASH EQUIVALENTS, beginning of period	9,139	62,171
CASH AND CASH EQUIVALENTS, end of period	$ 60,192	$ 22,706

The accompanying notes are an integral part of the condensed consolidated financial statements.

TERRA TECH CORP.
CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

	9 Months Ended September 30,2012	9 Months Ended September 30,2011
SUPPLEMENTAL DISCLOSURE FOR OPERATING ACTIVITES		
Cash paid for interest	$ -	$ -
SUPPLEMENTAL DISCLOSURE FOR FINANCING ACTIVITIES		
Common stock issued for interest	$ -	$ 12,500
Warrant expense	$ 135,400	$ -

The accompanying notes are an integral part of the condensed consolidated financial statements.

TERRA TECH CORP.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Organization

We were incorporated as Private Secretary, Inc. on July 22, 2008 in the State of Nevada. From inception until we completed our reverse acquisition of GrowOp Technology, the principal business of the Company originally was to develop a software program that would allow for automatic call processing through VoIP technology. On January 27, 2012, the Company filed an amendment to its Articles of Incorporation changing its name to Terra Tech Corp. During that time, we had no revenue and our operations were limited to capital formation, organization, and development of our business plan and target customer market. As a result of the merger with GrowOp Technology, on February 9, 2012 we ceased our prior operations and we are now a holding company and our wholly owned subsidiary engages in the design, marketing and sale of hydroponic equipment with proprietary technology to create sustainable solutions for the cultivation of indoor agriculture.

Recent Developments

On February 9, 2012, Terra Tech Corp. (formerly named, "Private Secretary, Inc.") , a Nevada corporation (the "Company") entered into an Agreement and Plan of Merger dated February 9, 2012 (the "Agreement and Plan of Merger"), by and among the Company, TT Acquisitions, Inc., a Nevada corporation and a wholly-owned subsidiary of the Company ("TT Acquisitions"), and GrowOp Technology Ltd., a Nevada corporation ("GrowOp Technology").

Under the terms and conditions of the Agreement and Plan of Merger, the Company sold 33,998,500 shares of common stock of the Company in consideration for all the issued and outstanding shares in GrowOp Technology. The effect of the issuance is that GrowOp Technology shareholders now hold approximately 41.46% of the issued and outstanding shares of common stock of the Company. Separately, TT Acquisitions merged with GrowOp Technology, with the effect that GrowOp Technology is a wholly-owned subsidiary of the Company. Articles of Merger, effecting the merger of GrowOp Technology and TT Acquisitions, were filed with the Secretary of State of the State of Nevada on February 9, 2012.

GrowOp Technology was founded in March 2010, in Oakland, California. GrowOp Technology's business (now the principal business of Terra Tech) is the integration of best of breed hydroponic equipment with proprietary technology to create sustainable solutions for the cultivation of indoor agriculture. We work closely with expert horticulturists, engineers, and scientists, to develop and manufacture advanced proprietary products for the hydroponic industry. Our products are utilized by horticulture enthusiasts, local urban farmers, and green house growers. We believe that the emerging trend of urban and indoor agriculture has fostered an entrepreneurial push by companies to bring their concept to market. Many of these companies lack both the intellectual resources and manufacturing capabilities to bring their idea to fruition. That is where Terra Tech is positioned. We have the team and the resources to help bring indoor cultivation designs from concept to production. Our products can be found through specialty retailers throughout the United States.

The accompanying unaudited condensed financial statements include all of the accounts of Terra Tech. These condensed financial statements have been prepared in accordance with accounting principals generally accepted in the United States for financial information and with the instructions to Form S-1 and Regulation S-X. In the opinion of management, all adjustments (consisting only of normal recurring adjustments) considered necessary for a fair presentation have been included.

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, Continued
Use of Estimates

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

Fair Value of Financial Instruments

The Company applies fair value accounting for all financial assets and liabilities and non-financial assets and liabilities that are recognized or disclosed at fair value in the financial statements on a recurring basis. The Company defines fair value as the price that would be received from selling an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. When determining the fair value measurements for assets and liabilities, which are required to be recorded at fair value, the Company considers the principal or most advantageous market in which the Company would transact and the market-based risk measurements or assumptions that market participants would use in pricing the asset or liability, such as risks inherent in valuation techniques, transfer restrictions and credit risk. Fair value is estimated by applying the following hierarchy, which prioritizes the inputs used to measure fair value into three levels and bases the categorization within the hierarchy upon the lowest level of input that is available and significant to the fair value measurement:

Level 1 – Quoted prices in active markets for identical assets or liabilities.

Level 2 – Observable inputs other than quoted prices in active markets for identical assets and liabilities, quoted prices for identical or similar assets or liabilities in inactive markets, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3 – Inputs that are generally unobservable and typically reflect management's estimate of assumptions that market participants would use in pricing the asset or liability.

The Company's valuation techniques used to measure the fair value of money market funds and certain marketable equity securities were derived from quoted prices in active markets for identical assets or liabilities. The valuation techniques used to measure the fair value of all other financial instruments, all of which have counterparties with high credit ratings, were valued based on quoted market prices or model driven valuations using significant inputs derived from or corroborated by observable market data.

In accordance with the fair value accounting requirements, companies may choose to measure eligible financial instruments and certain other items at fair value. The Company has not elected the fair value option for any eligible financial instruments.

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, Continued

Accounts Receivable

The Company reviews all outstanding accounts receivable for collectability on a quarterly basis. An allowance for doubtful accounts is recorded for any amounts deemed uncollectable. The Company does not accrue interest receivable on past due accounts receivable. As of September 30, 2012 there was a reserve of $24,076 against the collection of accounts receivable.

Prepaid Inventory

Prepaid inventory represents deposits made to foreign manufacturers for purchase orders of specific inventory.

Notes receivable

Notes receivable due from customers are unsecured loans which assist with the purchase of products. The notes range from twelve to eighteen months and bear interest at the annual rates of 4% to 9%. A corresponding reserve is established for any uncollectable interest. As of September 30, 2012 there was a 100 percent reserve or $29,424 against the collection of notes receivable.

Property and Equipment

Property and equipment are stated at cost less accumulated depreciation. Depreciation is calculated using the straight-line method over the estimated useful lives of the assets: 3-8 years for machinery and equipment, leasehold improvements are amortized over the shorter of the estimated useful lives or the underlying lease term. Repairs and maintenance expenditures which do not extend the useful lives of related assets are expensed as incurred.

Revenue Recognition

Revenue is recognized net of discounts, rebates, promotional adjustments, price adjustments and estimated returns and upon transfer of title and risk to the customer which occurs at shipping (F.O.B. terms). Upon shipment, the Company has no further performance obligations and collection is reasonably assured as the majority of sales are paid for prior to shipping.

Cost of Goods Sold

Management decided to change the focus of the business in 2011 to designing, manufacturing and selling hydroponic equipment where favorable gross margins are achieved.

Research and Development

Research and development costs are expensed as incurred.

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, Continued

Income Taxes

The Company provides for income taxes based on enacted tax law and statutory tax rates at which items of income and expenses are expected to be settled in the Company's income tax return. Certain items of revenue and expense are reported for Federal income tax purposes in different periods than for financial reporting purposes, thereby resulting in deferred income taxes. Deferred taxes are also recognized for operating losses that are available to offset future taxable income. Valuation allowances are established when necessary to reduce deferred tax assets to the amount expected to be realized. The Company has incurred net operating losses for financial-reporting and tax-reporting purposes. Accordingly, for Federal and state income tax purposes, the benefit for income taxes has been offset entirely by a valuation allowance against the related federal and state deferred tax asset for the nine months ended September 30, 2012.

Loss Per Common Share

Net loss per share, in accordance with the provisions of ASC 260, "Earnings Per Share" is computed by dividing net loss by the weighted average number of shares of Common Stock outstanding during the period. During a loss period, the effect of the potential exercise of stock options, warrants, convertible preferred stock and convertible debt are not considered in the diluted income (loss) per share calculation since the effect would be anti-dilutive. The results of operations were a net loss for the nine months ended September 30, 2012 therefore the basic and diluted weighted average common shares outstanding were the same.

Recently Issued Accounting Standards

Management does not expect the adoption of recently issued accounting pronouncements to have a significant impact on our results of operations, financial position or cash flow.

2. GOING CONCERN

The Company's future success is dependent upon its ability to achieve profitable operations and generate cash from operating activities, and upon additional financing. Management believes they can raise the appropriate funds needed to support their business plan and develop an operating company which is cash flow positive.

However, the Company has incurred net losses for the nine months ended September 30, 2012 and has accumulated a deficit of approximately $3.43 million at September 30, 2012. The Company has not been able to generate sufficient cash from operating activities to fund its ongoing operations. There is no guarantee that the Company will be able to generate enough revenue and/or raise capital to support its operations. These factors raise substantial doubt about the Company's ability to continue as a going concern.

The condensed financial statements do not include any adjustments relating to the recoverability or classification of recorded assets and liabilities that might result should the Company be unable to continue as a going concern.

3. CONCENTRATIONS OF BUSINESS AND CREDIT RISK

The Company maintains cash balances in several financial institutions which are insured by the Federal Deposit Insurance Corporation up to certain federal limitations.

The Company provides credit in the normal course of business to customers located throughout the U. S. The Company performs ongoing credit evaluations of its customers and maintains allowances for doubtful accounts based on factors surrounding the credit risk of specific customers, historical trends, and other information.

4. REVERSE MERGER

On February 9, 2012, the Company completed a reverse merger transaction through a merger with GrowOp Technology whereby we acquired all of the issued and outstanding shares of GrowOp Technology in exchange for 33,998,520 shares of our common stock, which represented approximately 41.4% of our total shares outstanding immediately following the closing of the transaction. As a result of the reverse acquisition, GrowOp Technology became our wholly owned subsidiary and the former shareholders of GrowOp Technology became our controlling stockholders. The share exchange transaction with GrowOp Technology was treated as a reverse acquisition, with GrowOp Technology as the acquiror and the Company as the acquired party.

On February 26, 2012, pursuant the Agreement and Plan of Merger, the Company issued an aggregate of 100 shares of Series A Preferred Stock and 14,750,000 shares of Series B Preferred Stock to Derek Peterson and Amy Almsteier, both of whom are officers and directors of the Company. The Company offered and sold the shares in reliance on the exemption from registration pursuant to Section 4(2) of Securities Act and Rule 506 of Regulation D promulgated thereunder.

5. INVENTORIES

Inventories consist of finished goods for the Company's product lines. Cost-of-goods sold are calculated using the average costing method. Inventory costs include direct materials, direct labor and cost of freight. The Company reviews its inventory periodically to determine net realizable value and considers product upgrades in its periodic review of realizability. The Company writes down inventory, if required, based on forecasted demand and technological obsolescence. These factors are impacted by market and economic conditions, technology changes and new product introductions and require estimates that may include uncertain elements. Inventories consist of the following:

	September 30, 2012	December 31, 2011
Finished Goods	$ 277,332	$ 515,014

6. PROPERTY AND EQUIPMENT

Property and equipment at cost, less accumulated depreciation, at September 30, 2012 consisted of the following:

	September 30, 2012	December 31, 2011
Furniture	$ 31,005	$ 34,421
Equipment	26,022	32,769
Leasehold improvements	10,400	10,400
Subtotal	67,427	77,590
Less accumulated depreciation	(31,241)	(22,771)
Total	$ 36,186	$ 54,819

Depreciation expense related to property and equipment for the quarter ended September 30, 2012 was $7,903.

7. ACCOUNTS PAYABLE AND ACCRUED EXPENSES

Accounts payable and accrued expenses consisted of the following:

	September 30, 2012	December 31, 2011
Accounts payable	$ 42,703	$ 81,168
Accrued officers' salary	75,000	37,500
Accrued interest	64,443	19,307
Accrued payroll taxes	37,850	32,225
	$ 219,996	$ 170,200

8. NOTE PAYABLE

Notes payable is as follows:

		September 30, 2012		December 31, 2011
Senior secured promissory note dated July 15, 2011, issuedto an accredited investor, maturing July 15, 2012, bearinginterest at a rate of 15% per annum. The maturity date has been extended until October 15, 2012. Principal in the amount of $150,000 was paid during the nine months ended September 30, 2012. Interest shall be paid in cash or common stock at the holders' option.	$	100,000	$	250,000
Unsecured promissory demand note dated May 7, 2012, issuedto an accredited investor, bearing interest at a rate of 4% per annum. Holder may elect to convert into common stock at $0.75 per share.		5,000		-
Promissory note dated July 15, 2012, issued to an accredited investor,maturing July 15, 2013, bearing interest at a rate of 12% per annum. Principal and interest may be converted into common stock based on theaverage trading price of the ten days prior to maturity at the holders' option.		150,000		-
Unsecured promissory demand notes, issued to an accredited investor,bearing interest at a rate of 4% per annum. Holder may elect to convert into common stock at $0.75 per share.		74,982		-
	$	329,982	$	250,000

The senior secured promissory notes are secured by shares of common stock. The $100,000 note is secured by 1,500,000 shares of common stock. There is accrued interest of $42,774 as of September 30, 2012.

9. LOANS FROM RELATED PARTY

Notes payable is as follows:

		September 30, 2012		December 31, 2011
Unsecured promissory note dated December 2, 2011 and due December 2, 2012, issued to an entity controlled by Michael James an officer of the Company, bearing interest at a rate of 15% per annum. Interest shall be paid in cash or common stock at the holders' option. Principal in the amount of $20,000 has been paid during the nine months ended September 30, 2012,	$	40,000	$	50,000
Unsecured promissory note dated December 2, 2011 and due December 2, 2012, issued to Michael Nahass a director of the Company, bearing interest at a rate of 15% per annum. Interest shall be paid in cash or common stock at the holders' option. Principal in the amount of $2,000 has been paid during the nine months ended Sepotember 30, 2012.		98,000		100,000
Unsecured demand note dated April 3, 2012, issued to Amy Almsteier an officer and director of the Company, bearing interest at a rate of 15% per annum. Interest shall be paid in cash or common stock at the holders' option. Principal in the amount of $10,500 has been paid during the nine months ended September 30, 2012,		800		-
Unsecured demand note dated May 1, 2012 issued to Derek Peterson an officer and director of the Company, bearing interest at a rate of 15% per annum. Interest shall be paid in cash or common stock at the holders' option. Principal in the amount of $131 has been paid during the nine months ended September 30, 2012.		2,759		-
	$	141,559	$	150,000

The unsecured demand notes due to related parties have accrued interest of $21,669 as of September 30, 2012.

10. CAPITAL STOCK

Preferred Stock

The Company has authorized 25 million shares of preferred stock with $0.001 par value, of which there were 100 shares of Series A Convertible Preferred Stock outstanding as of September 30, 2012. Series A Convertible Preferred Stock is convertible on a one-for-one basis into common stock and has all of the voting rights that the holders of our common stock has.

On February 26, 2012, pursuant the Agreement and Plan of Merger, the Company issued an aggregate of 100 shares of Series A Preferred Stock to Derek Peterson and Amy Almsteier in exchange of their Series A Preferred Stock of GrowOp Technology, both of whom are officers and directors of the Company.

There were 14,750,000 shares of Series B Convertible Preferred Stock outstanding as of September 30, 2012. The Series B Convertible Preferred shares will vote with the common stock of the Company, be equal to 100 votes of common stock and be convertible into shares of common stock of the Company and a 1-for-5.384325537.

On February 26, 2012, pursuant the Agreement and Plan of Merger, the Company issued an aggregate of 14,750,000 shares of Series B Preferred Stock to Derek Peterson and Amy Almsteier in exchange of their Series B Preferred Stock of GrowOp Technology, both of whom are officers and directors of the Company.

CAPITAL STOCK, Continued

Common Stock

The Company has authorized 350 million shares of common stock with $0.001 par value, of which there were issued and outstanding 82,371,853 as of September 30, 2012.

On January 17, 2012 the Company sold 150,000 common shares to an accredited investor for $50,000. The investor also received 150,000 warrants to purchase common stock at $0.46 per share.

On February 9, 2012, at the closing of the Agreement and Plan of Merger, the Company issued an aggregate of 33,998,520 shares of our common stock to the former stockholders of GrowOp Technology.

On May 2, 2012 the Company sold 40,000 common shares to an accredited investor for $30,000. The investor also received 40,000 warrants to purchase common stock at $0.85 per share.

On August 23, 2012 the Company sold 333,333 common shares to an accredited investor for $100,000. The investor also received 333,333 warrants to purchase common stock at $0.40 per share.

11. WARRANTS

The Company has the following shares of common stock reserved for the warrants outstanding as of September 30, 2012:

	September 30, 2012	
	Shares	Weighted Average Exercise Price
Warrants outstanding – beginning of year	6,188,400	$ 0.35
Warrants exercised	-	-
Warrants granted	523,333	0.45
Warrants expired	-	-
Warrants outstanding – end of period	6,711,733	$ 0.35

WARRANTS, Continued

The weighted exercise price and weighted fair value of the warrants granted by the Company as of September 30, 2012, are as follows:

	September 30, 2012	
	Weighted Average Exercise Price	Weighted Average Fair Value
Weighted average of warrants granted during the nine months whose exercise price exceeded fair marketvalue at the date of grant	$ 0.45	$ 0.26
Weighted average of warrants granted during the nine months whose exercise price was equal or lower thanfair market value at the date of grant	$ -	$ -

The following table summarizes information about fixed-price warrants outstanding:

Range of Exercise Prices	Number Outstanding at March 31, 2012	Average Remaining Contractual Life	Weighted Average Exercise Price
$ 0.33	5,588,400	24 Months	$ 0.33
$ 0.46	600,000	35 Months	$ 0.46
$ 0.46	150,000	40 Months	$ 0.46
$ 0.85	40,000	31 Months	$ 0.85
$ 0.40	333,333	35 Months	$ 0.40
	6,378,400		

For the warrants issued in January 2012, the Company valued the warrants utilizing the black schools method with the following inputs: stock price of $0.33, exercise price of $0.46, volatility of 35.53%, years 4, treasury bond rate 3.5% and dividend rate of 0%.

For the warrants issued in May 2012, the Company valued the warrants utilizing the black schools method with the following inputs: stock price of $0.33, exercise price of $0.85, volatility of 32.77%, years 3, treasury bond rate 3.5% and dividend rate of 0%.

For the warrants issued in August 2012, the Company valued the warrants utilizing the black schools method with the following inputs: stock price of $0.54, exercise price of $0.40, volatility of 100.43%, years 3, treasury bond rate 3.5% and dividend rate of 0%.

The warrant expense of $135,400 was based on the Black Scholes calculation which was expensed during the nine months ended September 30, 2012.

12. OPERATING LEASE COMMITMENTS

The Company leases certain office and industrial warehouse space on a month-to-month basis.

The terms of the month to month lease provide for a rental fee of $5,000 per month through April 15, 2012. Beginning on April 15, 2012 the month-to-month rent was increased to $6,300. The Company moved from it's location from Oakland, CA. On July 9, 2012 the Company entered into a two year lease for certain office and warehouse space in Lake Forest, California. The monthly rent is $3,025 for the first year and will increase to $3,300 for the second year. Net rent expense for the Company for the nine months ended September 30, 2012 was $45,821.

13. LITIGATION AND CLAIMS

From time to time, the Company may be involved in various legal proceedings and claims arising in the ordinary course of business. The disposition of these additional matters, which may occur, individually or in the aggregate, is not expected to have a material adverse effect on the Company's financial condition. However, depending on the amount and timing of such disposition, an unfavorable resolution of some or all of these matters could materially affect the future results of operations or cash flows in a particular period.

As of September 30, 2012, there was no accrual recorded for any potential losses related to pending litigation.

14. RELATED PARTY TRANSACTIONS

On February 26, 2012, pursuant the Agreement and Plan of Merger, the Company issued an aggregate of 100 shares of Series A Preferred Stock to Derek Peterson and Amy Almsteier in exchange of their Series A Preferred Stock of GrowOp Technology, both of whom are officers and directors of the Company.

On February 26, 2012, pursuant the Agreement and Plan of Merger, the Company issued an aggregate of 14,750,000 shares of Series B Preferred Stock to Derek Peterson and Amy Almsteier in exchange of their Series B Preferred Stock of GrowOp Technology, both of whom are officers and directors of the Company.

RELATED PARTY TRANSACTIONS, Continued

During the nine month period ended September 30, 2012, the Company accrued an additional $37,500 of compensation for the services provided by the officers. As of September 30, 2012 the officers were owed a total of $75,000 in accrued compensation.

During the nine months ended September 30, 2012, officers and directors of the Company had loaned the Company $44,190 and were paid back $52,631. As of September 30, 2012 the total amount owed to the officers and directors was $141,559.

15. SUBSEQUENT EVENTS

On October 22, 2012 the Company issued an unsecured promissory demand note in the amount of $5,000 to an accredited investor, bearing interest at a rate of 4% per annum.

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

Cautionary Statement Pursuant To "Safe Harbor" Provisions Of Section 21e Of The Securities Exchange Act Of 1934

Except for historical information, the Company's reports to the Securities and Exchange Commission on Form 8-K and Form 10-Q and periodic press releases, as well as other public documents and statements, contain "forward-looking statements" within the meaning of Section 21E of the Securities Exchange Act of 1934. Forward-looking statements are subject to risks and uncertainties that could cause actual results to differ materially from those expressed or implied by the statements. These risks and uncertainties include general economic and business conditions, development and market acceptance of the Company's products, current dependence on the willingness of investors to continue to fund operations of the Company and other risks and uncertainties identified in the risk factors discussed below and in the Company's other reports to the Securities and Exchange Commission, periodic press releases, or other public documents or statements.

Readers are cautioned not to place undue reliance on forward-looking statements. The Company undertakes no obligation to republish or revise forward-looking statements to reflect events or circumstances after the date hereof or to reflect the occurrences of unanticipated events.

Overview

We were incorporated as Private Secretary, Inc. on July 22, 2008 in the State of Nevada. From inception until we completed our reverse acquisition of GrowOp Technology, the principal business of the Company originally was to develop a software program that would allow for automatic call processing through VoIP technology. On January 27, 2012, the Company filed an amendment to its Articles of Incorporation changing its name to Terra Tech Corp. During that time, we had no revenue and our operations were limited to capital formation, organization, and development of our business plan and target customer market. As a result of the merger with GrowOp Technology, on February 9, 2012 we ceased our prior operations and we are now a holding company and our wholly owned subsidiary engages in the design, marketing and sale of hydroponic equipment with proprietary technology to create sustainable solutions for the cultivation of indoor agriculture.

On February 9, 2012, Terra Tech Corp. (formerly named, "Private Secretary, Inc.") , a Nevada corporation (the "Company") entered into an Agreement and Plan of Merger dated February 9, 2012 (the "Agreement and Plan of Merger"), by and among the Company, TT Acquisitions, Inc., a Nevada corporation and a wholly-owned subsidiary of the Company ("TT Acquisitions"), and GrowOp Technology Ltd., a Nevada corporation ("GrowOp Technology").

Under the terms and conditions of the Agreement and Plan of Merger, the Company sold 33,998,500 shares of common stock of the Company in consideration for all the issued and outstanding shares in GrowOp Technology. The effect of the issuance is that GrowOp Technology shareholders now hold approximately 41.46% of the issued and outstanding shares of common stock of the Company. Separately, TT Acquisitions merged with GrowOp Technology, with the effect that GrowOp Technology is a wholly-owned subsidiary of the Company. Articles of Merger, effecting the merger of GrowOp Technology and TT Acquisitions, were filed with the Secretary of State of the State of Nevada on February 9, 2012.

GrowOp Technology was founded in March 2010, in Oakland, California. GrowOp Technology's business (now the principal business of Terra Tech) is the integration of best of breed hydroponic equipment with proprietary technology to create sustainable solutions for the cultivation of indoor agriculture. We work closely with expert horticulturists, engineers, and scientists, to develop and manufacture advanced proprietary products for the hydroponic industry. Our products are utilized by horticulture enthusiasts, local urban farmers, and green house growers. We believe that the emerging trend of urban and indoor agriculture has fostered an entrepreneurial push by companies to bring their concept to market. Many of these companies lack both the intellectual resources and manufacturing capabilities to bring their idea to fruition. That is where Terra Tech is positioned. We have the team and the resources to help bring indoor cultivation designs from concept to production. Our products can be found through specialty retailers throughout the United States.

Results of Operations for the quarter ended September 30, 2012 compared to the quarter ended September 30, 2011:

Total revenues generated from the sales of the Company's products for the quarter ended September 30, 2012 totaled $124,214, a decrease of $124,335 from the quarter ended September 30, 2011 which totaled $248,549. The primary reason was due the improper mix of inventory required by the customers. .

At this stage in the Company's development, revenues are not yet sufficient to cover ongoing operating expenses.

Gross profits for the quarter ended September 30, 2012 amounted to a negative $16,534 for a negative 13% gross margin. Gross profits decreased $72,626 for the quarter ended September 30, 2012 compared to $56,092 for the quarter ended September 30, 2011. The decrease in the gross margin was due to management lowering the selling price of certain products so that cash would be raised to buy the proper inventory which the customers were demanding.

Selling, general and administrative expenses for the quarter ended September 30, 2012 were $227,955, a decrease of $192,658 from the quarter ended September 30, 2011 which totaled $420,613. The major decreases were from subcontracting fees which decreased $110,530 for work which is now being performed by individuals within the company. Professional fees decreased $44,610, due to better cost controls. Research and development decreased $46,367 due to fewer new products being developed in 2012.

Interest expense totaled $14,891 for the quarter ended September 30, 2012 versus$7,911 in the quarter ended September 30, 2011. The increase is due to the debt outstanding.

The net result for the quarter ended September 30, 2012 was a loss of $260,702 or $0.00 per share compared to a loss of $372,432 or $0.02 for the quarter ended September 30, 2011. The primary reason for the loss was due to redued sales caused by not having the proper inventory which was demanded by the customers.

Management will continue to make an effort to lower operating expenses and increase revenue. The Company will continue to invest in further expanding its operations and a comprehensive marketing campaign with the goal of accelerating the education of potential clients and promoting the name and products of the Company. Given the fact that most of the operating expenses are fixed or have quasi-fixed character management expects them to significantly decrease as a percentage of revenues as revenues increase.

Results of Operations for the nine months ended September 30, 2012 compared to the nine months ended September 30, 2011:

Total revenues generated from the sales of the Company's products for the nine months ended September 30, 2012 totaled $400,290, a decrease of $230,039 from the nine months ended September 30, 2011 which totaled $630,329. The primary reason was due the improper mix of inventory required by the customers.

At this stage in the Company's development, revenues are not yet sufficient to cover ongoing operating expenses.

Gross profits for the nine months ended September 30, 2012 amounted to a $33,489 for a 8% gross margin. Gross profits decreased $156,530 or 82% for the nine months ended September 30, 2012 compared to $190,019 for the nine months ended September 30, 2011. The decrease in the gross margin was due to management lowering the selling price of certain products so that cash would be raised to buy the proper inventory which the customers were demanding.

Selling, general and administrative expenses for the nine months ended September 30, 2012 were $564,348, a decrease of $211,837 from the nine months ended September 30, 2011 which totaled $776,185. The major decrease was from subcontracting fees which decreased $151,824 for work which is now being performed by individuals within the company. The officers' salary decreased by $75,000 due to reductions taken.

Interest expense totaled $48,136 for the nine months ended September 30, 2012 compared to $18,438 in the nine months ended September 30, 2011. The increase is due to the more debt outstanding for the nine months ended September 30, 2012.

The net result for the nine months ended September 30, 2012 was a loss of $581,196 or $0.01 per share compared to a loss of $605,404 or $0.03 for the nine months ended September 30, 2011. The primary reason for the loss was due to redued sales caused by not having the proper inventory which was demanded by the customers.

Management will continue to make an effort to lower operating expenses and increase revenue. The Company will continue to invest in further expanding its operations and a comprehensive marketing campaign with the goal of accelerating the education of potential clients and promoting the name and products of the Company. Given the fact that most of the operating expenses are fixed or have quasi-fixed character management expects them to significantly decrease as a percentage of revenues as revenues increase.

Disclosure About Off-Balance Sheet Arrangements

We do not have any transactions, agreements or other contractual arrangements that constitute off-balance sheet arrangements.

Critical Accounting Policies

Our Management's Discussion and Analysis of Financial Condition and Results of Operations section discusses our consolidated condensed financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America. The preparation of these financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. On an on-going basis, management evaluates its estimates and judgments, including those related to revenue recognition, accrued expenses, financing operations, and contingencies and litigation. Management bases its estimates and judgments on historical experience and on various other factors that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying value of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions. The most significant accounting estimates inherent in the preparation of our financial statements include estimates as to the appropriate carrying value of certain assets and liabilities which are not readily apparent from other sources. These accounting policies are described at relevant sections in this discussion and analysis and in the notes to the consolidated financial statements included in this report.

Liquidity and Capital Resources

The Company's future success is dependent upon its ability to achieve profitable operations and generate cash from operating activities, and upon additional financing. Management believes they can raise the appropriate funds needed to support their business plan and develop an operating, cash flow positive company.

The Company incurred net losses for the nine months ended September 30, 2012 and has accumulated a deficit of $3,433,794 at September 30, 2012. The Company has not been able to generate sufficient cash from operating activities to fund its ongoing operations. There is no guarantee that the Company will be able to generate enough revenue and/or raise capital to support its operations. These factors raise substantial doubt about the Company's ability to continue as a going concern. The Company has never reported Net Income.

The condensed consolidated financial statements do not include any adjustments relating to the recoverability or classification of recorded assets and liabilities that might result should the Company be unable to continue as a going concern.

The Company's business operations generally have been financed by debt investments through promissory notes with accredited investors and equity investments in the common stock of the Company by accredited investors. During the nine months of 2012, the Company obtained new debt from the issuance of unsecured promissory notes that supplied the funds that were needed to finance operations during the reporting period. Such new borrowings resulted in the receipt by the Company of $64,172. The Company also issued 523,333 shares of common stock for $180,000. While these funds sufficed to compensate for the negative cash flow from operations they were not sufficient to build up a liquidity reserve. As a result, the Company's financial position at the end of the reporting period showed a working capital deficit of $241,553. During the first nine months of 2012 the Company obtained new financing sufficient to fund ongoing working capital requirements. We need to continue to raise funds to cover working capital requirements until we are able to raise revenues to a point of positive cash flow.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.

As a smaller reporting company (as defined in Rule 12b-2 of the Exchange Act), we are not required to provide the information called for by this Item 3.

ITEM 4. CONTROLS AND PROCEDURES.

DISCLOSURE CONTROLS AND PROCEDURES

Under the supervision and with the participation of our management, our principal executive officer and our principal financial officer are responsible for conducting an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures, as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as of the end of the fiscal year covered by this report. Disclosure controls and procedures means that the material information required to be included in our Securities and Exchange Commission reports is recorded, processed, summarized and reported within the time periods specified in SEC rules and forms relating to our company, including any consolidating subsidiaries, and was made known to us by others within those entities, particularly during the period when this report was being prepared. Based on this evaluation, our principal executive officer and principal financial officer concluded as of the evaluation date that our disclosure controls and procedures were not effective as of September 30, 2012.

There were no changes in the Company's internal controls over financial reporting during the most recently completed fiscal quarter that have materially affected or are reasonably likely to materially affect the Company's internal control over financial reporting.

PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS.

The Company is not currently subject to any legal proceedings. From time to time, the Company may become subject to litigation or proceedings in connection with its business, as either a plaintiff or defendant. There are no such pending legal proceedings to which the Company is a party that, in the opinion of management, is likely to have a material adverse effect on the Company's business, financial condition or results of operations.

ITEM 1A. RISK FACTORS

As a smaller reporting company (as defined in Rule 12b-2 of the Exchange Act), we are not required to provide the information called for by this Item 1A.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS.

None.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES.

None.

ITEM 4. MINE SAFETY DISCLOSURES.

None.

ITEM 5. OTHER INFORMATION.

None.

ITEM 6. EXHIBITS.

(a) Exhibits required by Item 601 of Regulation SK.

Number	Description
2.1	Agreement and Plan of Merger (1)
2.2	Articles of Merger (1)
3.1.1	Articles of Incorporation (2)
3.1.2	Certificate of Change
3.1.3	Certificate of Amendment (1)
3.1.4	Certificate of Designation for Series A Preferred Stock (3)
3.1.5	Certificate of Designation for Series B Preferred Stock (3)
3.2	Bylaws (2)
10.1	Memorandum of Understanding, dated July 30, 2012, by and between Terra Tech Corp. and The Edible Farm Project.
10.2	Memorandum of Understanding, dated July 30, 2012, by and between Terra Tech Corp. and Family Hydroponics.
31.1	Certification of Principal Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of Principal Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certification of Principal Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2	Certification of Principal Financial Officer 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

(1) Filed and incorporated by reference to the Company's Current Report on Form 8-K (File No. 000-54258), as filed with the Securities and Exchange Commission on February 10, 2012.

(2) Filed and incorporated by reference to the Company's Registration Statement on Form S-1, as amended (File No. 333-156421), as filed with the Securities and Exchange Commission on December 23, 2008.

(3) Filed and incorporated by reference to the Company's Current Report on Form 8-K (File No. 000-54258), as filed with the Securities and Exchange Commission on April 19, 2012.

** XBRL (Extensible Business Reporting Language) information is furnished and not filed or a part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, is deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and otherwise is not subject to liability under these sections.

SIGNATURES

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

TERRA TECH CORP.
(Name of Registrant)

Date: November 19, 2012	By:	*/s/ Derek Peterson* Name: Derek Peterson Title: President and Chief Executive Officer
Date: November 19, 2012	By:	*/s/ Michael James* Name: Michael James Title: Chief Financial Officer

EXHIBIT INDEX

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Memorandum of Understanding

Family Hydroponics & Terra Tech Corp Joint Venture

between

Terra Tech Corp (Derek Peterson, CEO President) (Party A)

And

The Edible Farm Project (Ken Vande Vrede, GroRite) (Party B)

I. Purpose and Scope

The purpose of this Memorandum of Understanding (MOU) is to clearly identify opportunities that exist in the production of leafy greens and produce and the roles and responsibilities of each party as they relate to a joint venture and business expansion plan to be termed “The Edible Farm Project”. Together party A and Party B will pursue capital and collectively engage in forming a partnership to expand and increase market share in the urban agricultural space.

SCOPE:

1. Raise capital to expand existing hydroponic cultivation footprint at the Vande Vrede farm to accommodate increased demand from ShopRite and other major retailers.
    a. Plan the construction of an additional 2.5 acres of greenhouse space
    b. Invest in increased automation
    c. Design marketing and branding strategy
    d. Brand specialized nutrient line for sale into franchise channel
    e. Develop Marketing collateral
    f. Secure exclusive contract with major retailer to purchase entire production out of the 2.5 acres in New Jersey
    g. Develop second tier cultivation in existing greenhouse footprint
    h. Source supplemental LED lighting
2. Develop and form corporate structure around the Edible Farm Project
    a. Determine whether public vehicle or private entity is best suited
3. Establish additional roles and responsibilities of team
    a. Develop org. chart
4. Develop franchise model for nationwide rollout
    a. Cultivate sales channel of produce buyers nationwide
    b. Begin to develop franchise model and FDD (Franchise Disclosure Document)
    c. Develop Franchise marketing plan
    d. Source products and materials to sell into franchise sales channel
    e. Establish distributor pricing with greenhouse manufacturers

II. MOU Term

The term of this MOU Agreement will be for 100 days from the date of signature. Cooperating parties will assess continued engagement at the end of the term.

III. Party A & B Responsibilities

Both parties will share the above tasks in Section 1, according to their core competencies and will assist the other parties within their capacity to achieve a successful result.

IV. Terms

Outside of each party's normal business activities, each party will give full effort to fulfill the above responsibilities in an effort to create a successful joint venture.

1. Terra Tech Corp (party A) will not engage another farming or agricultural group to engage in the activities provided in section 1 (Purpose and Scope) without the express consent of the Vande Vrede Family, GroRite.

2. The Vande Vrede Family, GroRite (Party B) will not engage another publicly traded company or strategic partner to engage in the activities provided in section 1 (Purpose and Scope), without the express consent of Terra Tech.

3. Expenses will be shared equally between parties for the duration of this agreement and all expenses over $100.00 will need approval by both parties in advance.

V. Modification and Termination

1. This agreement may be cancelled or terminated without cause by either party by giving (45) calendar days advance written notice to the other party. Such notification shall state the effective date of termination or cancellation and include any final performance and/or payment invoicing instructions or requirements.

2. Any and all amendments must be made in writing and must be agreed to and executed by the parties before becoming effective.

VI. Effective Date and Signature

This MOU shall be effective upon the signature of Party A and Party B authorized officials. It shall be in force for 100 calendar days from the date of signature.

Signatures and dates

/s/ Ken Vande Vrede July 30, 2012

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The Edible Farm Project (Ken Vande Vrede, GroRite) (Party B)

Derek Peterson July 30, 2012

____

Derek Peterson, CEO/ President Terra Tech Corp TRTC (Party A)

EXHIBIT 10.2

Memorandum of Understanding

Family Hydroponics & Terra Tech Corp Joint Venture

between

Terra Tech Corp (Derek Peterson, CEO President) (Party A)

and

Family Hydroponics (Roy Harris, Owner) (Party B)

I. Purpose and Scope

The purpose of this Memorandum of Understanding (MOU) is to clearly identify opportunities that exist in the controlled agriculture industry and the roles and responsibilities of each party as they relate to this joint venture and business expansion plan.

SCOPE:

1. Create product line for Family stores beginning with:
   a. Fans
   b. Filtration
   c. Ballasts (Electronic and Magnetic)
   d. Reflectors
   e. Bulbs
   f. Nutrients (Endorsed by Ed Rosenthal)
2. Identify and present roll-up opportunity to designated franchise stores.
3. Source marketing collateral for retail stores (Signage, t shirts, bags and other promotional material.)
4. Begin to discuss and structure the potential of moving the Family brand to a public vehicle.
5. Pursue additional outside retailers for conversions to Family Stores.
6. Joint PR and media expansion plan for both companies.
7. Raise capital for collective effort.

II. MOU Term

The term of this MOU Agreement will be for 100 days from the date of signature. Cooperating parties will assess continued engagement at the end of the term.

III. Party A Responsibilities

Party A shall undertake the following activities during the duration of the MOU term:

1. Sourcing product, marketing materials and building out Family Hydroponic catalog
2. Meeting with funds to help capitalize expansion plans
3. Structure template and presentation material for potential rollups
4. Source public vehicle for potential merger with Family brand.

IV. Party B Responsibilities

Party B shall undertake the following activities during the duration of the MOU term:

1. Create introductions to potential rollup targets and assist in the presentation process.
2. Collect sales data from current stores to provide transparency into product volumes.
3. Assist with media and press strategy.
4. Identify potential store conversions
5. Beta test product interest in wholly owned retail stores.

V. Terms

Outside of each party's normal business activities, each party will give full effort to fulfill the above responsibilities in order to create a successful joint venture. Both parties can continue to do business with all pre-existing relationships in the manner they are currently. Each party reserves the right to negotiate, purchase and sell products via other relationships independently. Each party can engage in marketing and branding in any manner appropriate to benefit their current business. Terra Tech will in no way disturb any existing business relationships, including but not limited to Humboldt Wholesale, and will seek further collaboration with any entity when the situation permits.

1. Terra Tech Corp (party A) will not engage another retail group in the activities provided in section 1 (Purpose and Scope) without the express consent of the Family hydroponics.

2. Family Hydroponic Franchise (Party B) will not engage another publicly traded company or manufacturer in the activities provided in section 1 (Purpose and Scope), without the express consent of Terra Tech.

VI. Modification and Termination

1. This agreement may be cancelled or terminated without cause by either party by giving (45) calendar days advance written notice to the other party. Such notification shall state the effective date of termination or cancellation and include any final performance and/or payment invoicing instructions/requirements.

2. Any and all amendments must be made in writing and must be agreed to and executed by the parties before becoming effective.

VII. Effective Date and Signature

This MOU shall be effective upon the signature of Party A and Party B authorized officials. It shall be in force for 100 calendar days from the date of signature.

Signatures and dates

/s/ Roy Harris July 30, 2012

____

Roy Harris, Owner Family Hydroponics Franchise

/s/ Derek Peterson July 30, 2012

____

Derek Peterson, CEO/ President Terra Tech Corp TRTC

EXHIBIT 31.1

SECTION 302 CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER OF TERRA TECH CORP.

I, Derek Peterson, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Terra Tech Corp.;

2. Based on my knowledge, this quarterly 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 quarterly report;

3. Based on my knowledge, the financial statements, and other financial information included in this quarterly 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 quarterly 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 13a–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, 2012

/s/ Derek Peterson
Derek Peterson
President and Chief Executive Officer

EXHIBIT 31.2

SECTION 302 CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER OF TERRA TECH CORP.

I, Michael James, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Terra Tech Corp.;

2. Based on my knowledge, this quarterly 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 quarterly report;

3. Based on my knowledge, the financial statements, and other financial information included in this quarterly 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 quarterly 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 13a–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, 2012

/s/ Michael James
Michael James
Chief Financial Officer

EXHIBIT 32.1

SECTION 906 CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER OF TERRA TECH CORP.

In connection with the accompanying Quarterly Report on Form 10-Q of Terra Tech Corp. for the quarter ended September 30, 2012, the undersigned, Derek Peterson, President and Chief Executive Officer of Terra Tech Corp., does hereby certify pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) such Quarterly Report on Form 10-Q for the quarter ended September 30, 2012fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

(2) the information contained in such Quarterly Report on Form 10-Q for the quarter ended September 30, 2012 fairly presents, in all material respects, the financial condition and results of operations of Terra Tech Corp.

Date: November 19, 2012

/s/ Derek Peterson
Derek Peterson
President and Chief Executive Officer

EXHIBIT 32.2

SECTION 906 CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER OF TERRA TECH CORP.

In connection with the accompanying Quarterly Report on Form 10-Q of Terra Tech Corp. for the quarter ended September 30, 2012, the undersigned, Michael James, Chief Financial Officer of Terra Tech Corp., does hereby certify pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) such Quarterly Report on Form 10-Q for the quarter ended September 30, 2012fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

(2) the information contained in such Quarterly Report on Form 10-Q for the quarter ended September 30, 2012 fairly presents, in all material respects, the financial condition and results of operations of Terra Tech Corp.

Date: November 19, 2012

/s/ Michael James
Michael James
Chief Financial Officer