

Edgar Filing: Jasper Explorations Inc. - Form 10-Q

Jasper Explorations Inc.  
Form 10-Q  
June 18, 2012

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

FORM 10-Q

Quarterly Report under Section 13 or 15(d) of the Securities Exchange Act of 1934

For the quarterly period ended March 31, 2012

Transition report under Section 13 or 15(d) of the Exchange Act

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number: 333-171373

JASPER EXPLORATIONS INC.  
(Exact name of Registrant as specified in its charter)

Nevada  
(State or other jurisdiction of incorporation or organization)

26-2801338  
(I.R.S. Employer Identification No.)

9012-100 St.  
Westlock, Alberta, T7P 2L4  
(Address of principal executive offices)

780-349-1755  
(Registrant's telephone number, including area code)

(Former Name, Address and Fiscal Year, If Changed Since Last Report)

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

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

We had a total of 30,100,000 shares of common stock issued and outstanding at June 18, 2012.

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

Transitional Small Business Disclosure Format: Yes  No

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## PART I - FINANCIAL INFORMATION

### ITEM 1. FINANCIAL STATEMENTS

The interim financial statements included herein are unaudited but reflect, in management's opinion, all adjustments, consisting only of normal recurring adjustments that are necessary for a fair presentation of our financial position and the results of our operations for the interim periods presented. Because of the nature of our business, the results of operations for the quarterly period ended March 31, 2012 are not necessarily indicative of the results that may be expected for the full fiscal year.

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Jasper Explorations Inc.  
 (An Exploration Stage Company)  
 Balance Sheets  
 Unaudited  
 (Stated in US Dollars)

	As of March 31, 2012 -----	As of December 31, 2011 -----
<b>ASSETS</b>		
<b>CURRENT ASSETS</b>		
Cash	\$ --	\$ --
	-----	-----
TOTAL CURRENT ASSETS	--	--
	-----	-----
TOTAL ASSETS	\$ --	\$ --

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	=====	=====
LIABILITIES AND STOCKHOLDER'S EQUITY		
CURRENT LIABILITIES		
Accounts payable and accrued liabilities	\$ 6,028	\$ 5,421
Convertible loan payable - related party	1,500	1,500
	-----	-----
TOTAL CURRENT LIABILITIES	7,528	6,921
	-----	-----
TOTAL LIABILITIES	7,528	6,921
	-----	-----
STOCKHOLDER'S EQUITY		
Common stock, \$0.001 par value		
75,000,00 common shares authorized		
30,100,000 shares issued and outstanding	30,100	30,100
Deficit accumulated during exploration stage	(37,628)	(37,021)
	-----	-----
TOTAL STOCKHOLDER'S DEFECIT	(7,528)	(6,921)
	-----	-----
TOTAL LIABILITIES AND STOCKHOLDER'S DEFECIT	\$ --	\$ --
	=====	=====

The accompanying notes are an integral part of these financial statements.

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Jasper Explorations Inc.  
 (An Exploration Stage Company)  
 Statements of Operations  
 Unaudited  
 (Stated in US Dollars)

	For the Three Months ending March 31, 2012	For the Three Months ending March 31, 2011	F (De
	-----	-----	
REVENUE	\$ --	\$ --	
	-----	-----	
EXPENSES			
Impairment loss on mineral claims	--	--	
Accounting & professional fees	607	3,500	
	-----	-----	
TOTAL EXPENSES	607	3,500	
Net loss from operations	(607)	(3,500)	
	-----	-----	
NET LOSS	\$ (607)	\$ (3,500)	
	=====	=====	
Basic loss per common share	\$ (0.0000)	\$ (0.0007)	
	-----	-----	

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Weighted average number of common shares- basic 30,100,000 10,027,397

The accompanying notes are an integral part of these financial statements.

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Jasper Explorations Inc.  
(An Exploration Stage Company)  
Statements of Cash Flows  
Unaudited  
(Stated in US Dollars)

	For the Three Months ending March 31, 2012 -----	For the Three Months ending March 31, 2011 -----
<b>OPERATING ACTIVITIES</b>		
Net loss	\$ (607)	\$ (3,500)
Adjustments to reconcile net loss to net cash used in operating activities		
Shares issued for services	--	--
Impairment loss of mineral claims	--	--
Changes in operating assets and liabilities		607
	-----	-----
<b>NET CASH USED IN OPERATING ACTIVITIES</b>	<b>--</b>	<b>(3,500)</b>
<b>INVESTING ACTIVITIES</b>		
Purchase of mineral claim	--	--
	-----	-----
<b>NET CASH USED IN INVESTING ACTIVITIES</b>	<b>--</b>	<b>--</b>
<b>FINANCING ACTIVITIES</b>		
Proceeds from convertible loan payable - related party	--	--
Proceeds on sale of common stock	--	--
	-----	-----
<b>NET CASH PROVIDED BY FINANCING ACTIVITIES</b>	<b>--</b>	<b>--</b>
	-----	-----
<b>NET INCREASE (DECREASE) IN CASH</b>	<b>--</b>	<b>(3,500)</b>
	-----	-----
Cash at beginning of period	--	8,997
	-----	-----
<b>CASH AT END OF PERIOD</b>	<b>\$ --</b>	<b>\$ 5,497</b>
	=====	=====
<b>CASH PAID FOR:</b>		
Shares issued for services	\$ --	\$ --
Interest	\$ --	\$ --
	=====	=====
Income Tax	\$ --	\$ --
	=====	=====

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The accompanying notes are an integral part of these financial statements.

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Jasper Explorations Inc.  
(An Exploration Stage Company)  
Notes to the Financial Statements  
(Unaudited)

### 1. ORGANIZATION

The company was incorporated under the laws of the state of Nevada on December 18, 2008, with 75,000,000 authorized common shares with a par value of \$0.001.

The company was organized for the purpose of acquiring and exploring mineral claims. The company acquired a mineral claim with unknown reserves. The company does not presently have any operations and is considered to be in the exploration stage.

The accompanying financial statements have been prepared in accordance with the FASB ASC 915-10, "Development Stage Entities". A development stage enterprise is one in which planned principal operations have not commenced; or if its operations have commenced, there have been no significant revenues derived therefrom. As of March 31, 2012, the Company has not fully commenced nor has it received revenues from its planned principal operations.

The accompanying unaudited financial statements have been prepared in accordance with generally accepted accounting principles for interim financial information. Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. In the opinion of management, all adjustments considered necessary for a fair presentation have been included. All such adjustments are of a normal recurring nature. Operating results for the three months period ended March 31, 2012 are not necessarily indicative of the results that may be expected for the fiscal year ending December 31, 2012. For further information refer to the financial statements and footnotes thereto included in our form 10-K for the year ended December 31, 2011.

### 2. GOING CONCERN

The accompanying financial statements have been prepared assuming that the company will continue as a going concern. The company does not have a sufficient working capital for its planned activity, and to service its debt, which raises substantial doubt about its ability to continue as a going concern.

Continuation of the company as a going concern is dependent upon obtaining additional working capital and the management of the company has developed a strategy which it believes will accomplish this objective through short term loans from an officer-director, and additional equity investments, which will enable the company to continue operations for the coming year. These financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts, or amounts and classification of liabilities that might result from this uncertainty. However the company is in the development stage and accordingly, has not generated revenues from operations. As shown on the accompanying financial statements, the company has incurred a net loss of \$37,628 for the period from inception (December 18, 2008) to March 31, 2012. These conditions raise substantial doubt about the company's ability to continue as a going concern.

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### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

#### Accounting Methods

The company recognizes income and expenses based on the accrual method of accounting. The Basis is United States generally accepted accounting principles.

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Jasper Explorations Inc.  
(An Exploration Stage Company)  
Notes to the Financial Statements  
(Unaudited)

#### Income Tax

The company utilizes the liability method of accounting for income taxes. Under the liability method deferred tax assets and liabilities are determined based on the differences between financial reporting and the tax bases of the assets and liabilities and are measured using the enacted tax rates and laws that will be in effect, when the differences are expected to be reverse. An allowance against deferred tax assets is recorded, when it is more likely than not that such tax benefits will not be realized.

Since inception through March 31, 2012, the company had a net operating loss available for carryforward of \$37,628.

#### Earnings per share

The Company follows ASC Topic 260 to account for the earnings per share. Basic earnings per common share ("EPS") calculations are determined by dividing net income by the weighted average number of shares of common stock outstanding during the year. Diluted earnings per common share calculations are determined by dividing net income by the weighted average number of common shares and dilutive common share equivalents outstanding. During periods when common stock equivalents, if any, are anti-dilutive they are not considered in the computation.

#### Cash & Cash Equivalents

For the purposes of the statement of cash flows, the Company considers all highly liquid investments with a maturity of three months or less to be cash equivalents.

#### Revenue Recognition

Revenue is recognized on the sale and delivery of a product or the completion of a service provided. The Company currently has no revenue to date.

#### Advertising and Market Development

The company expenses advertising and market development costs as research data expenses.

#### Impairment of Long-Lived Assets

The Company reviews and evaluates long-lived assets for impairment when events or changes in circumstances indicate that the related carrying amounts may not be recoverable. The assets are subject to impairment consideration under FASB ASC 360-10-35-17 if events or circumstances indicate that their carrying amount might not be recoverable. When the Company determines that an impairment

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analysis should be done, the analysis will be performed using the rules of FASB ASC 930-360-35, Asset Impairment, and 360-10 through 15-5, Impairment or Disposal of Long-Lived Assets.

### Environmental Requirements

At the report date, environmental requirements related to a formally held mineral claim are unknown and therefore any estimate of future costs cannot be made.

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Jasper Explorations Inc.  
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Notes to the Financial Statements  
(Unaudited)

### Mineral Property Acquisitions Costs

Costs of acquisition and option costs of mineral rights are capitalized upon acquisition. Mine development costs incurred to develop new ore deposits, to expand the capacity of mines, or to develop mine areas substantially in advance of current production are also capitalized once proven and probable reserves exist and the property is a commercially mineable property.

Costs incurred to maintain current production or to maintain assets on a standby basis are charged to operations. If the Company does not continue with exploration after the completion of the feasibility study, the mineral rights will be expensed at that time. Costs of abandoned projects are charged to mining costs including related property and equipment costs. To determine if these costs are in excess of their recoverable amount periodic evaluation of carrying value of capitalized costs and any related property and equipment costs are based upon expected future cash flows and/or estimated salvage value in accordance with FASB Accounting Standards Codification (ASC) 360-10-35-15, Impairment or Disposal of Long-Lived Assets.

Various factors could impact our ability to achieve forecasted production schedules. Additionally, commodity prices, capital expenditure requirements and reclamation costs could differ from the assumptions the Company may use in cash flow models from exploration stage mineral interests. This, however, involves further risks in addition to those factors applicable to mineral interests where proven and proven and probable reserves have been identified, due to the lower level of confidence that the identified mineralized material can ultimately be mined economically.

### Estimates and Assumptions

Management uses estimates and assumptions in preparing financial statements in accordance with generally accepted accounting principles. Those estimates and assumptions affect the reported amounts of the assets and liabilities, the disclosure of contingent assets and liabilities, and the reported revenues and expenses. Actual results could vary from the estimates that were assumed in preparing these financial statements.

### Stock-based compensation

The Company records stock based compensation in accordance with the guidance in ASC Topic 505 and 718 which requires the Company to recognize expenses related to the fair value of its employee stock option awards. This eliminates accounting for share-based compensation transactions using the intrinsic value and requires instead that such transactions be accounted for using a fair-value-based method. The Company recognizes the cost of all share-based

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awards on a graded vesting basis over the vesting period of the award.

The Company accounts for equity instruments issued in exchange for the receipt of goods or services from other than employees in accordance with FASB ASC 718-10 and the conclusions reached by the FASB ASC 505-50. Costs are measured at the estimated fair market value of the consideration received or the estimated fair value of the equity instruments issued, whichever is more reliably measurable. The value of equity instruments issued for consideration other than employee services is determined on the earliest of a performance commitment or completion of performance by the provider of goods or services as defined by FASB ASC 505-50.

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Jasper Explorations Inc.  
(An Exploration Stage Company)  
Notes to the Financial Statements  
(Unaudited)

### Fair value of financial instruments

Fair value estimates discussed herein are based upon certain market assumptions and pertinent information available to management as of March 31, 2012 and December 31, 2011. The respective carrying value of certain on-balance-sheet financial instruments approximated their fair values. These financial instruments include cash, prepaid expenses and accounts payable. Fair values were assumed to approximate carrying values for cash and payables because they are short term in nature and their carrying amounts approximate fair values or they are payable on demand.

Level 1: The preferred inputs to valuation efforts are "quoted prices in active markets for identical assets or liabilities," with the caveat that the reporting entity must have access to that market. Information at this level is based on direct observations of transactions involving the same assets and liabilities, not assumptions, and thus offers superior reliability. However, relatively few items, especially physical assets, actually trade in active markets.

Level 2: FASB acknowledged that active markets for identical assets and liabilities are relatively uncommon and, even when they do exist, they may be too thin to provide reliable information. To deal with this shortage of direct data, the board provided a second level of inputs that can be applied in three situations.

Level 3: If inputs from levels 1 and 2 are not available, FASB acknowledges that fair value measures of many assets and liabilities are less precise. The board describes Level 3 inputs as "unobservable," and limits their use by saying they "shall be used to measure fair value to the extent that observable inputs are not available." This category allows "for situations in which there is little, if any, market activity for the asset or liability at the measurement date". Earlier in the standard, FASB explains that "observable inputs" are gathered from sources other than the reporting company and that they are expected to reflect assumptions made by market participants.

### Recent Accounting Pronouncements

The Company has evaluated the recent accounting pronouncements and believes that none of them will have a material effect on the company's financial statements.

### 4. ACQUISITION OF A MINERAL CLAIM

During 2010 the company acquired mineral claims for \$15,000 known as the Red



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Streak Jasper Property, located about three (3) kilometers southwest of the town of Westwold, British Columbia, Canada consisting of two (2) claim units consisting of a total of 12 cells located about three (3) kilometers southwest of the town of Westwold, British Columbia, Canada. The total claim area is 247.45 hectares.

The acquisitions costs have been impaired and expensed during 2010 because there had been no exploration activities nor had there been any reserves established and we could not project any future cash flows or salvage value and the acquisition costs were not recoverable. Consequently, we have recorded an impairment loss for the full amount of \$15,000 for the year ended December 31, 2010. A maintenance fee to keep maintain title to the mineral claims of \$91 was paid during the year ended December 31, 2011. Please see ASC Topic 360 for Plant, Property, and Equipment and management analysis of Impairment.

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Jasper Explorations Inc.  
(An Exploration Stage Company)  
Notes to the Financial Statements  
(Unaudited)

### 5. CONVERTIBLE NOTE

On December 18, 2008, the company entered into a Promissory Note agreement with the CEO of the Company. The note was for a sum of \$1,500 non interest bearing, due and payable on December 31, 2010. If note is not paid on December 31, 2010, the note can be converted to shares of common stock of Jasper Exploration for \$.001 per share. At the time the note was issued the Company did not have a fair value for the stock therefore no beneficial conversion feature exists. At this time, the Company and the debtholder have not converted the loan into shares of the Company, and the Company does not currently plan to. The Company and the note holder have verbally agreed that the Company will pay the loan off as it is able without penalty. As at March 31, 2012 and December 31, 2011, the balance in note payable account is \$1,500 and \$1,500 respectively.

### 6. CAPITAL STOCK

On August 31, 2010, the company issued 30,000,000 private placement common shares to its founder for cash of \$30,000. On August 17, 2011 the Company issued 100,000 at par value for services rendered. There are no other issuances of common stock for the three month period ended March 31, 2012.

### 7. SIGNIFICANT TRANSACTIONS WITH RELATED PARTIES

On December 18, 2008, the company entered into a Promissory Note agreement with the CEO of the Company. The note was for a sum of \$1,500 non interest bearing, due and payable on December 31, 2010. If note is not paid on December 31, 2010, the note can be converted to shares of common stock of Jasper Exploration for \$.001 per share. At the time the note was issued the Company did not have a fair value for the stock therefore no beneficial conversion feature exists. At this time, the Company and the debtholder have not converted the loan into shares of the Company, and the Company does not currently plan to. The Company and the note holder have verbally agreed that the Company will pay the loan off as it is able without penalty

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

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This section of this report includes a number of forward-looking statements that reflect our current views with respect to future events and financial performance. Forward looking statements are often identified by words like: believe, expect, estimate, anticipate, intend, project and similar expressions or words which, by their nature, refer to future events. You should not place undue certainty on these forward-looking statements, which apply only as of the date of this report. These forward looking statements are subject to certain risks and uncertainties that could cause actual results to differ materially from historical results or our predictions.

### OVERVIEW

Jasper Explorations Inc. was incorporated in the State of Nevada as a for-profit company on December 18, 2008. The company was organized for the purpose of acquiring and exploring mineral claims. The company acquired a mineral claim with unknown reserves. The company does not presently have any operations and is considered to be in the exploration stage.

### PLAN OF OPERATION

The Company has not yet generated any revenue from its operations. As of the fiscal quarter ended March 31, 2012 we had \$nil in cash on hand. We incurred operating expenses in the amount of \$607 in the quarter ended March 31, 2012.

Our current cash holdings will not satisfy our liquidity requirements and we will require additional financing to pursue our planned business activities. We are in the process of seeking equity or debt financing to fund our operations over the next 12 months. Management cautions that financing may not be available to us on acceptable terms or at all, and thus we could fail to satisfy our future cash requirements.

If we are unsuccessful in raising the additional proceeds through equity financing we will then have to seek additional funds through debt financing, which would be very difficult for a new development stage company to secure. If the company cannot raise proceeds via a financing through its common stock or secure debt financing it would be required to cease business operations. As a result, investors in the company would lose all of their investment.

Management does not plan to hire additional employees at this time. Our President will be responsible for current operations. We will use third party consultants should we require assistance in any activities.

### OFF BALANCE SHEET ARRANGMENT

The Company does not have any off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on the Company's financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that are material to investors.

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### ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Not required.

### ITEM 4. CONTROLS AND PROCEDURES

The management of the Company is responsible for establishing and maintaining adequate internal control over financial reporting, as required by Sarbanes-Oxley (SOX) Section 404 A. The Company's internal control over financial reporting is a process designed under the supervision of the Company's

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Chief Executive Officer and Chief Financial Officer to provide reasonable assurance regarding the reliability of financial reporting and the preparation of the Company's financial statements for external purposes in accordance with U.S. generally accepted accounting principles.

As of March 31, 2012 management assessed the effectiveness of the Company's internal control over financial reporting based on the criteria for effective internal control over financial reporting established in SEC guidance on conducting such assessments. Based on that evaluation, they concluded that, during the period covered by this report, such internal controls and procedures were not effective to detect the inappropriate application of US GAAP rules as more fully described below. This was due to deficiencies that existed in the design or operation of our internal control over financial reporting that adversely affected our internal controls and that may be considered to be material weaknesses.

The matters involving internal controls and procedures that the Company's management considered to be material weaknesses under the standards of the Public Company Accounting Oversight Board were: (1) lack of a functioning audit committee and lack of a majority of outside directors on the Company's board of directors, resulting in ineffective oversight in the establishment and monitoring of required internal controls and procedures; (2) inadequate segregation of duties consistent with control objectives; (3) insufficient written policies and procedures for accounting and financial reporting with respect to the requirements and application of US GAAP and SEC disclosure requirements; and (4) ineffective controls over period end financial disclosure and reporting processes. The aforementioned material weaknesses were identified by the Company's Chief Financial Officer in connection with the review of our financial statements as March 31, 2012 and communicated the matters to our management.

Management believes that the material weaknesses set forth in items (2), (3) and (4) above did not affect the Company's financial results. However, management believes that the lack of a functioning audit committee and lack of a majority of outside directors on the Company's board of directors, resulting in ineffective oversight in the establishment and monitoring of required internal controls and procedures can affect the Company's results and its financial statements for the future years.

We are committed to improving our financial organization. As part of this commitment, we will create a position to segregate duties consistent with control objectives and will increase our personnel resources and technical accounting expertise within the accounting function when funds are available to the Company: i) Appointing one or more outside directors to our board of directors who shall be appointed to the audit committee of the Company resulting in a fully functioning audit committee who will undertake the oversight in the establishment and monitoring of required internal controls and procedures; and ii) Preparing and implementing sufficient written policies and checklists which will set forth procedures for accounting and financial reporting with respect to the requirements and application of US GAAP and SEC disclosure requirements.

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Management believes that the appointment of one or more outside directors, who shall be appointed to a fully functioning audit committee, will remedy the lack of a functioning audit committee and a lack of a majority of outside directors on the Company's Board. In addition, management believes that preparing and implementing sufficient written policies and checklists will remedy the following material weaknesses (i) insufficient written policies and procedures for accounting and financial reporting with respect to the requirements and application of US GAAP and SEC disclosure requirements; and (ii) ineffective controls over period end financial close and reporting processes. Further,

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management believes that the hiring of additional personnel who have the technical expertise and knowledge will result proper segregation of duties and provide more checks and balances within the department. Additional personnel will also provide the cross training needed to support the Company if personnel turn over issues within the department occur. This coupled with the appointment of additional outside directors will greatly decrease any control and procedure issues the company may encounter in the future.

We will continue to monitor and evaluate the effectiveness of our internal controls and procedures and our internal controls over financial reporting on an ongoing basis and are committed to taking further action and implementing additional enhancements or improvements, as necessary and as funds allow.

There have been no changes in our internal control over financial reporting identified in connection with the evaluation required by paragraph (d) of Rules 13a-15 or 15d-15 under the Exchange Act that occurred during the small business issuer's last fiscal quarter that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

### PART II - OTHER INFORMATION

#### ITEM 1. LEGAL PROCEEDINGS

We are not a party to any material legal proceedings and to our knowledge, no such proceedings are threatened or contemplated.

#### ITEM 2. CHANGES IN SECURITIES AND USE OF PROCEEDS

Not applicable.

#### ITEM 4. MINE SAFETY DISCLOSURES

None.

#### ITEM 4A. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

No matters were submitted to our security holders for a vote during the period ending March 31, 2012.

#### ITEM 5. OTHER INFORMATION

None.

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#### ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

Exhibit Number -----	Description of Exhibit -----
3.1	Articles of Incorporation (1)
3.2	Bylaws (1)
31.1	Certification by Chief Executive Officer and Chief Financial Officer required by Rule 13a-14(a) or Rule 15d-14(a) of the Exchange Act, promulgated pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, filed herewith
32.1	Certification by Chief Executive Officer and Chief Financial Officer, required by Rule 13a-14(b) or Rule 15d-14(b) of the Exchange Act and Section 1350 of Chapter 63 of Title 18 of the

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United States Code, promulgated pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 filed herewith

-----  
(1) Filed with the SEC as an exhibit to our Form S-1 Registration Statement.

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SIGNATURES

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

Date: June 18, 2012

Signature

-----

Title

-----

By: /s/ Robert Denman

-----

Robert Denman

Chief Executive Officer, Chief  
Financial Officer, President,  
Secretary, Treasurer, and Director  
(Principal Executive Officer and  
Principal Accounting Officer)

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