Jumpkicks, Inc.
Form 10-K/A
June 14, 2010

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

FORM 10-K /A
Amendment No. 1

[X] ANNUAL REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended October 31, 2009

[ ] TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT

For the transition period from _________ to ________

Commission file number: 333-148922

Jumpkicks, Inc.
(Exact name of registrant as specified in its charter)

Delaware	26-0690857
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
632 Marsh Creek Court, Henderson, NV	89002
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number: 888-283-1426

Securities registered under Section 12(b) of the Exchange Act:

Title of each class	Name of each exchange on which registered
none	not applicable

Securities registered under Section 12(g) of the Exchange Act:

Title of each class	Name of each exchange on which registered
Common Stock, par value $0.001	not applicable

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes [ ] No [X]

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes [ ] No [X]

Check whether the Issuer (1) filed all reports required to be filed by Section 13 or 15(d) of the Securities 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 [X] No [ ]

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§ 229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. Yes [ ] No [X]

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.

Large accelerated filer [ ] Accelerated filer [ ] Non-accelerated filer [ ] Smaller reporting company [X]

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

State the aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity was last sold, or the average bid and asked price of such common equity, as of the last business day of the registrant's most recently completed second fiscal quarter. Not available

Indicate the number of shares outstanding of each of the registrant's classes of common stock, as of the latest practicable date. 10,860,000 as of February 16, 2009.

Table of Contents

TABLE OF CONTENTS

Table of Contents

PART I

Item 1. Business

Company Overview

We were incorporated as Jumpkicks, Inc. (“Jumpkicks”) in the State of Delaware on August 3, 2007 to engage in the business of online retailing. Specifically, we purchased and further developed a martial arts website (the “Site”). Through the Site, we provide content of interest to martial artists and sell products, such as uniforms, t-shirts, protective equipment, mats, and other equipment and accessories of interest to martial arts practitioners and instructors.

We sought to draw martial arts students and practitioners to our site by positioning ourselves as a source of martial arts knowledge. We anticipated that a certain percentage of visitors to our Site will become retail customers, purchasing the equipment we display in our online catalog. Although we offered discounted retail pricing to individual martial arts practitioners and students, demand for these products has been very limited.

During May of 2008, an unknown third party changed the registration of our domain name, www.jumpkicks.com, so that our Site became inaccessible. We have investigated this change in registration, and we contracted with a third party to negotiate the return of our domain name. However, we have been unable to re-acquire the domain name www.jumpkicks.com.

We have purchased additional domain names, www.jumpkicks.net, www.jumpkicks.org, www.jumpkicks.us, and www.jumpkicks.info. We have uploaded our Site to these domain names, and have pursued our business plan with these alternate sites.

Unfortunately, the domain name www.jumpkicks.com lent significant value to our company. The long history of the Site drew regular repeat traffic. We have attempted to draw traffic to the new domain names, but have been unable to do so successfully. Because we have not been able to generate significant traffic, we have not been able to generate significant revenue from sales to support our operations.

Our offices are located at 632 Marsh Creek Court, Henderson, Nevada 89002, and our telephone number is (888) 283-1426. Our Internet Site can be found at www.Jumpkicks.net. Information contained on our Web Site is not part of this periodic report.

Richard Douglas is our President, Secretary, Chief Executive Officer, Chief Financial Officer, and sole director.

Plant and Significant Equipment

We do not intend to purchase or sell any plants or significant equipment in the next twelve months.

Table of Contents

Intellectual Property

We have not filed a trademark application to register the name or the URL for our Site. To date, we do not own any other patent, trademark, or legally enforceable claim to proprietary intellectual property.

Employees

We have no significant employees other than our sole officer and director, Richard Douglas.

Research and Development Expenditures

We have not incurred any research or development expenditures since our incorporation.

Government Regulation

Government regulation and compliance with environmental laws do not have a material effect on our business. We are subject to the laws and regulations of those jurisdictions in which we plan to operate and sell our products, which are generally applicable to business operations, such as business licensing requirements, income taxes and payroll taxes. In general, the publishing of our Site and the sale of our products are not subject to special regulatory and/or supervisory requirements.

Subsidiaries

We do not own any subsidiaries.

Item 2. Properties

We do not lease or own any real property. We maintain our corporate office at 632 Marsh Creek Court, Henderson, NV. This office space is being provided free of charge by our president, Richard Douglas. While limited in size, our present corporate office provides facilities suited to our current operations. This arrangement provides us with the office space necessary to process necessary paper work while providing telephone, fax and mailing facilities. As our business operations grow, it may be necessary for us to seek additional office space.

Item 3. Legal Proceedings

We are not a party to any pending legal proceeding. We are not aware of any pending legal proceeding to which any of our officers, directors, or any beneficial holders of 5% or more of our voting securities are adverse to us or have a material interest adverse to us.

Item 4. Submission of Matters to a Vote of Security Holders

No matters were submitted to a vote of the Company's shareholders during the fiscal year ended October 31, 2009.

Table of Contents

PART II

Item 5. Market for Registrant's Common Equity and Related Stockholder Matters and Issuer Purchases of Equity Securities

Market Information

Our common stock is currently quoted on the OTC Bulletin Board ("OTCBB"), which is sponsored by FINRA. The OTCBB is a network of security dealers who buy and sell stock. The dealers are connected by a computer network that provides information on current "bids" and "asks", as well as volume information. Our shares are quoted on the OTCBB under the symbol "JKIK"

The following table sets forth the range of high and low bid quotations for our common stock for each of the periods indicated as reported by the OTCBB. These quotations reflect inter-dealer prices, without retail mark-up, mark-down or commission and may not necessarily represent actual transactions.

Fiscal Year Ending October 31, 2009		
Quarter Ended	High $	Low $
October 31, 2009	N/A	N/A
July 31, 2009	N/A	N/A
April 30, 2009	N/A	N/A
January 31, 2008	N/A	N/A

Fiscal Year Ending October 31, 2008		
Quarter Ended	High $	Low $
October 31, 2008	N/A	N/A
July 31, 2008	N/A	N/A
April 30, 2008	N/A	N/A
January 31, 2006	N/A	N/A

Penny Stock

The SEC has adopted rules that regulate broker-dealer practices in connection with transactions in penny stocks. Penny stocks are generally equity securities with a market price of less than $5.00, other than securities registered on certain national securities exchanges or quoted on the NASDAQ system, provided that current price and volume information with respect to transactions in such securities is provided by the exchange or system. The penny stock rules require a broker-dealer, prior to a transaction in a penny stock, to deliver a standardized risk disclosure document prepared by the SEC, that: (a) contains a description of the nature and level of risk in the market for penny stocks in both public offerings and secondary trading; (b) contains a description of the broker's or dealer's duties to the customer and of the rights and remedies available to the customer with respect to a violation of such duties or other requirements of the securities laws; (c) contains a brief, clear, narrative description of a dealer market, including bid and ask prices for penny stocks and the significance of the spread between the bid and ask price; (d) contains a toll-free telephone number for inquiries on disciplinary actions; (e) defines significant terms in the disclosure document or in the conduct of trading in penny stocks; and (f) contains such other information and is in such form, including language, type size and format, as the SEC shall require by rule or regulation.

Table of Contents

The broker-dealer also must provide, prior to effecting any transaction in a penny stock, the customer with (a) bid and offer quotations for the penny stock; (b) the compensation of the broker-dealer and its salesperson in the transaction; (c) the number of shares to which such bid and ask prices apply, or other comparable information relating to the depth and liquidity of the market for such stock; and (d) a monthly account statement showing the market value of each penny stock held in the customer's account.

In addition, the penny stock rules require that prior to a transaction in a penny stock not otherwise exempt from those rules, the broker-dealer must make a special written determination that the penny stock is a suitable investment for the purchaser and receive the purchaser's written acknowledgment of the receipt of a risk disclosure statement, a written agreement as to transactions involving penny stocks, and a signed and dated copy of a written suitability statement.

These disclosure requirements may have the effect of reducing the trading activity for our common stock. Therefore, stockholders may have difficulty selling our securities.

Holders of Our Common Stock

As of October 31, 2009, we had 10,860,000 shares of our common stock issued and outstanding, held by 35 shareholders of record.

Dividends

We currently intend to retain future earnings, if any, to finance the expansion of our business. As a result, we do not anticipate paying any cash dividends in the foreseeable future.

In the event that a dividend is declared, common stockholders on the record date are entitled to share ratably in any dividends that may be declared from time to time on the common stock by our board of directors from funds legally available.

There are no restrictions in our Certificate of Incorporation or bylaws that restrict us from declaring dividends. The Delaware General Corporation Law provides that a corporation may pay dividends out of surplus, out the corporation's net profits for the preceding fiscal year, or both provided that there remains in the stated capital account an amount equal to the par value represented by all shares of the corporation's stock raving a distribution preference.

Table of Contents

Securities Authorized for Issuance under Equity Compensation Plans

We do not have any equity compensation plans.

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

Forward-Looking Statements

Certain statements, other than purely historical information, including estimates, projections, statements relating to our business plans, objectives, and expected operating results, and the assumptions upon which those statements are based, are "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995, Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. These forward-looking statements generally are identified by the words "believes," "project," "expects," "anticipates," "estimates," "intends," "strategy," "plan," "may," "will," "would," "will be," "will continue," "will likely result," and similar expressions. V such forward-looking statements to be covered by the safe-harbor provisions for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995, and are including this statement for purposes of complying with those safe-harbor provisions. Forward-looking statements are based on current expectations and assumptions that are subject to risks and uncertainties which may cause actual results to differ materially from the forward-looking statements. Our ability to predict results or the actual effect of future plans or strategies is inherently uncertain. Factors which could have a material adverse affect on our operations and future prospects on a consolidated basis include, but are not limited to: changes in economic conditions, legislative/regulatory changes, availability of capital, interest rates, competition, and generally accepted accounting principles. These risks and uncertainties should also be considered in evaluating forward-looking statements and undue reliance should not be placed on such statements. We undertake no obligation to update or revise publicly any forward-looking statements, whether as a result of new information, future events or otherwise. Further information concerning our business, including additional factors that could materially affect our financial results, is included herein and in our other filings with the SEC.

Plan of Operation in the Next Twelve Months

URL

During May of 2008, an unknown third party changed the registration of our domain name, www.jumpkicks.com, so that our Site became inaccessible. We have investigated this change in registration, and we contracted with a third party to negotiate the return of our domain name. However, we have been unable to re-acquire the domain name www.jumpkicks.com.

We have purchased additional domain names, www.jumpkicks.net, www.jumpkicks.org, www.jumpkicks.us, and www.jumpkicks.info. We have uploaded our Site to these domain names, so that we will remain operational while we work to regain control of our original domain name.

Table of Contents

Unfortunately, the domain name www.jumpkicks.com lent significant value to our company. The long history of the Site drew regular repeat traffic. We are now attempting to draw traffic to the new domain names, but we have thus far been unable to do so successfully. If we are not able to generate significant traffic, we will not be able to generate significant revenue to support our operations.

Site Development

Our site is currently operational and publicly available in a beta format. We have not, thus far, been able to generate sufficient revenue to finance the proposed redevelopment of the Site. The redeveloped site would contain at least two new sections. The first is a Tournaments section. This will include a schedule of martial arts tournaments around the country. We had hoped that martial artists would come to our Site to find information on local and national tournaments. After a tournament, we intended to include photos from the tournament, so that participants could log on to our Site to view and download photos of themselves and other competitors. We felt that this strategy would draw a large number of viewers to our Web Site.

The final section we hoped to include in the redeveloped Web Site was our Online Catalog. We have already added a section to our Site containing a small list of products, which we have been offering for sale to our Site visitors. However, we intended to overwrite this temporary page with a permanent Online Catalog that would necessarily be developed by a contracted Site developer. Our only current source and our only planned source of revenue is the retail sales generated through our Online Catalog. The other sections of the Site are intended to draw traffic to the Site. We have worked under the assumption that a certain percentage of visitors to our Site will become retail customers, purchasing the equipment we display in our online catalog. Unfortunately, our inability to draw customers to the new URL has thus hampered our ability to generate revenue through sales.

We have approached a large wholesale martial arts supplier and proposed a partnership whereby our customers could order from their site, which we would display as a section of our Site. They could they bill and ship directly to the customers. While we have made proposals, they have not been met with much enthusiasm by the wholesalers, and we are doubtful that a deal will be reached.

At this point in time, we do not have the financial resources to pay a web site designer to redevelop our Site. If we are able to acquire additional capital through debt or equity financing, we will then seek to contract with a web site designer. However, we currently do not have a viable plan to raise the capital necessary for a Site redesign.

Increase Product Offerings

We currently offer fewer than twenty unique products for sale through our Online Catalog. If we are able to increase our online orders, we intend to increase our inventory level to reduce turnaround time for customers and to offer a greater number of products for sale. By offering a greater selection to the online shopping public, we hope to increase the volume of our sales and thereby increase our revenue and net income. Our suppliers offer thousands of products, and we have worked with them to determine the most popular items, so we could incorporate them sooner than others and achieve a high level of efficiency in our business operations.

Table of Contents

Marketing

Our plan has been to draw martial arts students and practitioners to our site by positioning ourselves as a source of martial arts knowledge. While our previous domain name had been used as a resource for martial artists around the world since 1996, we have had to start over to generate interest in our new domain names and have had very limited success in doing so. If we are able to raise funds through financing, we hope to position the Site as a vital resource for instructors and students alike by engaging in the following:

- Updating the most popular section of the Web Site regularly. A new Move of the Week will bring back repeat users each week to learn a new technique for themselves or their students;
- Working with tournament promoters to cross promote our Web Site, providing t-shirts and other door prizes with our logo and Site URL on them, as well as promoting their tournaments on our Site;
- Posting photos of tournaments on our Web Site, drawing competitors, fans, and promoters to our Site to view, save, and print the photos;
- Working with our Site developer to include meta tags and other design elements in a fashion that will result in our Web Site being listed at or near the top of search engine listings for phrases such as martial arts, karate, self-defense techniques, martial arts supplies, rape prevention, karate tournaments, etc.

We currently have forecasted the expenditure of approximately $20,000 during the next twelve months in order to pursue our business plan and remain in compliance with the reporting requirements of the Securities Exchange Act of 1934. The completion of our business plan for the next 12 months is contingent upon us obtaining additional financing. If we are unable to obtain additional financing, our business plan will be significantly impaired. We do not have any formal commitments or arrangements for the sales of stock or the advancement or loan of funds. Without the necessary cash flow, we will not be able to pursue our plan of operations until such time as the necessary funds are raised in the equity securities market.

We do not anticipate purchasing any real property or significant equipment during the next 12 months.

At the present time we have no employees other than our sole officer and director, Mr. Richard Douglas. We do not anticipate hiring any employees until such time as we are able to acquire any additional businesses.

Table of Contents

Results of Operations for the year ended October 31, 2009 and 2008 (restated) and for the period from August 3, 2007 (Date of Inception) until October 31, 2009

We generated revenue from sales of $1,015 for the year ended October 31, 2009. Our Operating Expenses equaled $16,700, and Cost of Goods Sold was $1,165 during the year ended October 31, 2009. The primary components of our Operating Expenses were General and Administrative Expenses of $581, Depreciation Expense of $1,212, and Professional Fees of $14,907. Thus, our Net Loss for the year ended October 31, 2009, was $16,850.

We generated revenue from sales of $140 for the year ended October 31, 2008. Our Operating Expenses equaled $22,730, and Cost of Goods Sold was $404 during the year ended October 31, 2008. The primary components of our Operating Expenses were General and Administrative Expenses of $1,870, Depreciation Expense of $1,212, and Professional Fees of $19,648. After considering interest income of $118, our Net Loss for the year ended October 31, 2008, was $22,876.

We generated revenue from sales of $1,226 for the period from Inception (August 3, 2007) through October 31, 2009. Our Cost of Goods Sold was $1,614 for the period. Our Operating Expenses for the period from Inception (August 3, 2007) through October 31, 2009 equaled $43,223. The primary components of our Operating Expenses were General and Administrative Expenses of $5,334, Depreciation Expense of $2,525, and Professional Fees of $35,364. After considering interest income of $118, our Net Loss for the period from Inception (August 3, 2008) through October 31, 2009, was $43,493.

We anticipate our operating expenses will increase as we more fully implement our business plan. The increase will be attributable to expenses to operating our business, and the professional fees to be incurred in connection with our reporting obligations as a public company as our business activity increases.

Liquidity and Capital Resources

As of October 31, 2009, we had total current assets of $432. We had $20,246 in current liabilities as of October 31, 2009. Thus, we had a working capital deficit of $19,814 as of October 31, 2009.

For the years ended October 31, 2009 and October 31, 2008, and for the period from Inception (August 3, 2007) through October 31, 2009, operating activities have used $14,588, $14,362, and $32,372, respectively. The primary factors in this negative operational cash flow were our net losses of $16,850, $22,876, and $43,493, respectively, offset primarily by changes in accounts payable.

We generated $11,500 in cash from financing activities during the year ended October 31, 2009, due to loans from shareholder of $11,500, and we generated $28,700 in cash from financing activities during the period from Inception (August 3, 2007) through October 31, 2009, due to an equity offering of $27,200 and a loan from shareholder of $11,500. There was no positive or negative cash flow due to financing activities during the year ended October 31, 2008.

There was no positive or negative cash flow due to investing activities during the years ended October 31, 2009 or October 31, 2008. Investing Activities used $6,046 in cash for the period from Inception (August 3, 2008) through October 31, 2009.

We expect that we will need to spend approximately $20,000 to further develop and market our Site, and to pay the professional fees associated with our business over the next twelve (12) months. As of October 31, 2009, we have insufficient cash to operate our business at the current level for the next twelve months and insufficient cash to achieve our business goals. The success of our business plan during the next 12 months and beyond is contingent upon us obtaining additional financing. We hope to obtain business capital through the use of private equity fundraising or shareholders loans. We do not have any formal commitments or arrangements for the sales of stock or the advancement or loan of funds at this time. There can be no assurance that such additional financing will be available to us on acceptable terms, or at all.

Table of Contents

Going Concern

The accompanying financial statements have been prepared in conformity with generally accepted accounting principle, which contemplate continuation of the Company as a going concern. However, we have accumulated a working capital deficit of $43,493 as of October 31, 2009. We currently have negative liquidity, and have not completed our efforts to establish a stabilized source of revenues sufficient to cover operating costs over an extended period of time, which according to our auditors, raises substantial doubt about our ability to continue as a going concern.

Management anticipates that we will be dependent, for the near future, on additional investment capital to fund operating expenses. We intend to position ourselves so that may be able to raise additional funds through the capital markets. In light of management's efforts, our auditors have expressed doubt that we will be successful in this or any of our endeavors or become financially viable and continue as a going concern.

Off Balance Sheet Arrangements

As of October 31, 2009, there were no off balance sheet arrangements.

Critical Accounting Policies

In December 2001, the SEC requested that all registrants list their most "critical accounting polices" in the Management Discussion and Analysis. The SEC indicated that a "critical accounting policy" is one which is both important to the portrayal of a company's financial condition and results, and requires management's most difficult, subjective or complex judgments, often as a result of the need to make estimates about the effect of matters that are inherently uncertain.

Basic Income (Loss) Per Share

Basic income (loss) per share is calculated by dividing the Company's net loss applicable to common shareholders by the weighted average number of common shares during the period. Diluted earnings per share is calculated by dividing the Company's net income available to common shareholders by the diluted weighted average number of shares outstanding during the year. The diluted weighted average number of shares outstanding is the basic weighted number of shares adjusted for any potentially dilutive debt or equity. There were no such common stock equivalents outstanding as of October 31, 2009.

Table of Contents

Income Taxes

We provide for income taxes using an asset and liability approach. Deferred tax assets and liabilities are recorded based on the differences between the financial statement and tax bases of assets and liabilities and the tax rates in effect when these differences are expected to reverse. The Company's predecessor operated as entity exempt from Federal and State income taxes.

Deferred tax assets by a valuation allowance if, based on the weight of available evidence, it is more likely than not that some or all of the deferred tax assets will not be realized.

Accounting Basis

The basis is accounting principles generally accepted in the United States of America. We have adopted an October 31 fiscal year end.

Impairment of Long-Lived Assets

We continually monitor events and changes in circumstances that could indicate carrying amounts of long-lived assets may not be recoverable. When such events or changes in circumstances are present, We assess the recoverability of long-lived assets by determining whether the carrying value of such assets will be recovered through undiscounted expected future cash flows. If the total of the future cash flows is less than the carrying amount of those assets, we recognize an impairment loss based on the excess of the carrying amount over the fair value of the assets. Assets to be disposed of are reported at the lower of the carrying amount or the fair value less costs to sell.

Advertising Costs

Our policy regarding advertising is to expense advertising when incurred. We incurred advertising expense of $-0- during the years ended October 31, 2009 and 2008.

Use of Estimates

The preparation of financial statements in conformity with 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 at the date the financial statements and the reported amount of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Stock-Based Compensation

As of October 31, 2009, we have not issued any stock-based payments to our employees.

We use the modified prospective method of accounting for stock-based compensation. Under this transition method, stock compensation expense includes compensation expense for all stock-based compensation awards granted on or after January 1, 2006, based on the estimated grant-date fair value.

Table of Contents

Revenue Recognition

We recognize revenue when products are fully delivered or services have been provided and collection is reasonably assured.

Recently Issued Accounting Pronouncements

In May 2009, the FASB issued SFAS 165 (ASC 855-10) entitled "Subsequent Events". Companies are now required to disclose the date through which subsequent events have been evaluated by management. Public entities (as defined) must conduct the evaluation as of the date the financial statements are issued, and provide disclosure that such date was used for this evaluation. SFAS 165 (ASC 855-10) provides that financial statements are considered "issued" when they are widely distributed for general use and reliance in a form and format that complies with GAAP. SFAS 165 (ASC 855-10) is effective for interim and annual periods ending after June 15, 2009 and must be applied prospectively. The adoption of SFAS 165 (ASC 855-10) during the quarter ended September 30, 2009 did not have a significant effect on the Company's financial statements as of that date or for the quarter or year-to-date period then ended. In connection with preparing the accompanying unaudited financial statements as of September 30, 2009 and for the quarter and nine month period ended September 30, 2009, management evaluated subsequent events through the date that such financial statements were issued (filed with the SEC)..

In June 2009, the FASB issued SFAS 168, The FASB Accounting Standards Codification and the Hierarchy of Generally Accepted Accounting Principles. ("SFAS 168" pr ASC 105-10) SFAS 168 (ASC 105-10) establishes the Codification as the sole source of authoritative accounting principles recognized by the FASB to be applied by all nongovernmental entities in the preparation of financial statements in conformity with GAAP. SFAS 168 (ASC 105-10) was prospectively effective for financial statements issued for fiscal years ending on or after September 15, 2009 nd interim periods within those fiscal years. The adoption of SFAS 168 (ASC 105-10) on July 1, 2009 did not impact the Company's results of operations or financial condition. The Codification did not change GAAP, however, it did change the way GAAP is organized and presented.

As a result, these changes impact how companies reference GAAP in their financial statements and in their significant accounting policies. The Company implemented the Codification in this Report by providing references to the Codification topics alongside references to the corresponding standards.

With the exception of the pronouncements noted above, no other accounting standards or interpretations issued or recently adopted are expected to have a material impact on the Company's financial position, operations or cash flows.

Table of Contents

Item 8. Financial Statements and Supplementary Data

See the financial statements annexed to this annual report.

Item 9. Changes In and Disagreements with Accountants on Accounting and Financial Disclosure

On August 6, 2009, Moore & Associates Chartered (the "Former Accountant") resigned as the Company's accountant.

The Former Accountant's audit reports on the financial statements of the Company for the past two years, including for the fiscal year ended October 31, 2008, and for the period ended October 31, 2007, contained no adverse opinion or disclaimer of opinion, nor were they qualified or modified as to uncertainty, audit scope or accounting principles, except that the audit reports on the financial statements of the Company for the fiscal year ended October 31, 2008, and for the period ended October 31, 2007, contained an uncertainty about the Company's ability to continue as a going concern.

During the two most recent fiscal years and any subsequent interim period through the date of resignation, including the period ended October 31, 2007, the year ended October 31, 2008, and through the interim periods ended January 31, 2009, April 30, 2009, and August 6, 2009 , there were no "disagreements" (as such term is defined in Item 304 of Regulation S-K) with the Former Accountant on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedures, which disagreements if not resolved to the satisfaction of the Former Accountant would have caused them to make reference thereto in their reports on the financial statements for such periods.

During the two most recent fiscal years and any subsequent interim period through the date of resignation, including the period ended October 31, 2007, the year ended October 31, 2008, and through the interim periods ended January 31, 2009, April 30, 2009, and August 6, 2009 , there were no "reportable events" (as such term is defined in Item 304 of Regulation S-K).

On September 15, 2009, the Company provided the Former Accountant with its disclosures in a Current Report on Form 8-K/A disclosing the resignation of the Former Accountant and requested in writing that the Former Accountant furnish the Company with a letter addressed to the Securities and Exchange Commission stating whether or not they agree with such disclosures. The Former Accountant's response was filed as an exhibit to the Current Report on Form 8 -K/A, dated September 18, 2009.

On September 13, 2009, the company's board of directors appointed Maddox Ungar Silberstein, PLLC as the company's auditor and independent accountant.

During the registrant's two most recent fiscal years, and the subsequent interim periods prior to engaging Maddox Ungar Silberstein, PLLC (now known as "Silberstein Ungar, PLLC") including the period ended October 31, 2007, the year ended October 31, 2008, and through the interim periods ended January 31, 2009, April 30, 2009, and August 6, 2009, the company did not consult Maddox Ungar Silberstein, PLLC (now known as "Silberstein Ungar, PLLC") regarding either the application of accounting principles to a specified transaction, either completed or proposed; or the type of audit opinion that might be rendered on the company's financial statements, or any matter that was either the subject of a disagreement or a reportable event.

Table of Contents

The registrant has requested that Moore and Associates, Chartered furnish it with an additional letter addressed to the Securities and Exchange Commission stating whether it agrees with the above statements. Moore and Associates informed the registrant that, upon the advice of counsel, Moore and Associates would not be providing an additional letter in connection with this Amended Current Report.

No other events occurred requiring disclosure under Item 307 and 308 of Regulation S-K during the fiscal year ending October 31, 2009.

Item 9A(T). Controls and Procedures

Evaluation of Disclosure Controls and Procedures

As required by Rule 13a-15(b) under the Securities Exchange Act of 1934 (the “1934 Act”), as of October 31, 2009, we carried out an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rule 13a-15(e) or Rule 15d-15(e) under the Exchange Act). This evaluation was carried out under the supervision and with the participation of our Chief Executive Officer (our principal executive officer) and our Chief Financial Officer (our principal financial officer), who concluded, that because of the material weakness in our internal control over financial reporting described below, our disclosure controls and procedures were not effective as of October 31, 2009.

Disclosure controls and procedures are controls and other procedures that are designed to ensure that information required to be disclosed in our reports filed or submitted under the Securities Exchange Act is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission’s rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed in our reports filed under the Exchange Act is accumulated and communicated to our management, including our principal executive officer and our principal financial officer, as appropriate, to allow timely decisions regarding required disclosure.

Management’s Report on Internal Control over Financial Reporting

Management is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rule 13a-15(f) under the Exchange Act. This rule defines internal control over financial reporting as a process designed by, or under the supervision of, the Company’s Chief Executive Officer and Chief Financial Officer, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with U.S. GAAP. Our internal control over financial reporting includes those policies and procedures that: