

Synergetics, Inc.  
Form 10-Q  
January 29, 2013

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

Form 10-Q

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

For the quarterly period ended November 30, 2012

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

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

000-53703  
Commission File Number

SYNERGETICS, INC.  
(Exact name of registrant as specified in its charter)

Nevada  
(State or other jurisdiction of incorporation or organization)

98-0531819  
(I.R.S. Employer Identification No.)

11 Preswick Dr., Medford, N.J.  
(Address of principal executive offices)

08055  
(Zip Code)

888-400-2860  
(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 registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the 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.

Large accelerated filer  Accelerated filer

Non-accelerated filer  Smaller reporting company   
(Do not check if a smaller reporting company)

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Indicate by check mark whether the registrant is a shell company (as defined in 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 filed all documents and reports required to be filed by Section 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

60,003,086 common shares outstanding as of January 25, 2012

(Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.)

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SYNGERTICS, INC.  
(Formerly Fresh Traffic Group Inc.)

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SYNERGETICS, INC.  
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PART I – FINANCIAL INFORMATION

Item 1. Financial Statements

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SYNERGETICS, INC.  
(Formerly Fresh Traffic Group Inc.)  
(A Development Stage Company)  
BALANCE SHEETS  
(Stated in US Dollars)

	November 30, 2012 (unaudited)	August 31, 2012
<b>ASSETS</b>		
Current Assets	\$-	\$-
Total Assets	\$-	\$-
<b>LIABILITIES</b>		
Current Liabilities		
Accounts payable and accrued liabilities	\$74,668	\$75,732
Loans payable	29,242	14,692
Convertible notes	38,577	136,726
Total Current Liabilities	142,487	227,150
<b>STOCKHOLDERS' EQUITY (DEFICIT)</b>		
Capital stock –		
Authorized:		
\$0.001 par value, 675,000,000 common shares authorized;		
10,480,015 and 10,479,998 common shares issued and outstanding at November 30, 2012 and August 31, 2012, respectively		
	10,480	10,480
Shares receivable	(139 )	(139 )
Shares payable	49,630	30,000
Additional Paid-in Capital	393,982	315,464
Deficit accumulated	(428,560 )	(428,560 )
Deficit accumulated during development stage	(167,880 )	(154,395 )
Accumulated other comprehensive income (loss)	-	-
Total Stockholders' (Deficiency)	(142,487 )	(227,150 )
Total Liabilities and Stockholders' (Deficiency)	\$-	\$-

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

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SYNERGETICS, INC.  
(Formerly Fresh Traffic Group Inc.)  
(A Development Stage Company)  
STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME (LOSS)  
(Stated in US Dollars)  
(unaudited)

	Three Months Ended November 30,		Date of re-entering the development stage (August 28, 2012) to November 30, 2012
	2012	2011 (Consolidated)	
Operating Expenses			
Professional fees	\$ 11,112	\$ 7,242	\$ 11,112
Impairment of assets	-	-	88,000
Other general and administrative expenses	290	32	488
Total operating expenses	11,402	7,274	99,600
(Loss) from operations	(11,402 )	(7,274 )	(99,600 )
Other income (expense)			
Interest expense	(2,083 )	(4,412 )	(2,253 )
Income (loss) before income taxes	(13,485 )	(11,686 )	(101,853 )
Income tax benefit (expense)	-	-	-
Income (loss) before continuing operations	(13,485 )	(11,686 )	(101,853 )
Income (loss) from discontinued operations	-	(11,487 )	(66,027 )
Net income (loss)	\$ (13,485 )	\$ (23,173 )	\$ (167,880 )
Net (loss) per share – basic and diluted	-	-	
(Loss) from continuing operations	\$ (0.00 )	\$ (0.03 )	
Gain (Loss) from discontinued operations	-	(0.02 )	
Net (loss) per share	\$ (0.00 )	\$ (0.05 )	
Weighted average number of shares outstanding – basic and diluted	10,479,998	480,000	
Comprehensive income (loss) gain:	-	-	
Net income (loss)	\$ (13,485 )	\$ (23,173 )	
Foreign currency translation (loss) gain from discontinued operations	-	(249 )	
Comprehensive income (loss)	\$ (13,485 )	\$ (23,422 )	

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

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SYNERGETICS, INC.  
(Formerly Fresh Traffic Group Inc.)  
(A Development Stage Company)  
STATEMENTS OF CASH FLOWS  
(Stated in US Dollars)  
(unaudited)

	Three Months Ended November 30, 2012                  2011 (Consolidated)		Date of re-entering the development stage (August 28, 2012) to November 30, 2012
<b>Cash flows from operating activities</b>			
Net loss	\$(13,485 )	\$ (23,173 )	\$ (167,880 )
Add: loss (income) from discontinued operations	-	11,487	66,027
Adjustment to reconcile net loss to cash provided by (used in) operations:			
Impairment of assets	-	-	88,000
Accrued interest	2,083	336	2,253
Changes in assets and liabilities:			
GST receivable	-	(164 )	-
Accounts payable and accrued liabilities	(3,148 )	(9,486 )	(2,950 )
Net cash provided by (used in) continuing operations	(14,550 )	(21,000 )	(14,550 )
Net cash provided by (used in) discontinued operations	-	(2,021 )	-
Net cash provided by (used in) operating activities	(14,550 )	(23,021 )	(14,550 )
<b>Cash flows from Investing Activities</b>			
Net cash provided by (used in) continuing operations	-	-	-
Net cash provided by (used in) discontinued operations	-	-	-
Net cash provided by (used in) investing activities	-	-	-
<b>Cash flows from Financing Activities</b>			
Proceeds from loans payable	14,550	-	14,550
Net cash provided by continuing operations	14,550	-	14,550
Net cash provided by discontinued operations	-	21,000	-
Net cash provided by financing activities	14,550	21,000	14,550
Effect of currency rate exchange on cash	-	(318 )	-
Increase (decrease) in cash during the period	-	(2,339 )	-
Cash, beginning of period	-	44,538	-
Cash, end of period	\$-	\$ 42,199	\$ -
<b>Supplemental disclosure of cash flow information:</b>			
Cash paid for:			
Interest	\$-	\$ -	\$ -

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Income taxes	\$-	\$ -	\$ -
Non-cash transactions:			
Common stock payable to convert notes	\$98,149	\$ -	\$ 98,149
	\$98,149	\$ -	\$ 98,149

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

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SYNERGETICS, INC.  
(Formerly Fresh Traffic Group Inc.)  
(A Development Stage Company)  
NOTES TO THE UNAUDITED FINANCIAL STATEMENTS  
November 30, 2012  
(Stated in US Dollars)

NOTE 1 - Nature and Continuance of Operations

Organization:

Synergetics, Inc. (the “Company”, “Synergetics”, “we”, “us”, “our) (formerly Fresh Traffic Group Inc., Estate Coffee Holdings Corp., and Slap Inc.) was incorporated in the State of Nevada, United States of America on March 19, 2007 to engage in the business of oil and gas exploration, development, production and acquisitions.

On November 2, 2009, the Company filed with the State of Nevada a forward split of its authorized and issued shares of common stock on the basis of nine-for-one in the form of a special stock distribution to stockholders of record as of November 2, 2009.

On January 10, 2010, the Company entered into a formal agreement (the “Agreement”) with the 100% owners of Estate Coffee Holdings Ltd. (formerly Sumbody Coffee Company) (“ECH” whereby the Company agreed to acquire all of the issued and outstanding shares of ECH in exchange for the issuance of 12,000 restricted shares of the Company to Sean Tan, ECH’s primary creditor, in settlement of a promissory note between ECH and Mr. Tan. ECH had previously acquired 20% of the shares of DTS8 Holdings Co. Ltd. (“DTS8”), a Hong Kong company which operated as a Wholly Owned Foreign Entity in the Republic of China, from Mr. Tan in exchange for a promissory note in the amount of \$60,000 plus interest at the rate of 6% per annum. Pursuant to the Agreement, ECH became a wholly-owned subsidiary of the Company. The shares were issued to Mr. Tan on January 21, 2010, the closing date of the transaction. Subsequently, upon receipt of final documentation with respect to the transaction noted above, the Company discovered that DTS8 had not perfected the transaction with the regulatory authorities in Hong Kong, and further, the ownership structure of the assets acquired by DTS8 included a second Hong Kong based entity, the records for which were not able to be obtained by the Company for review. As a result, the acquisition of DTS8 Holdings Co. Ltd. by the Company’s wholly-owned subsidiary ECH was cancelled with return of the 12,000 shares held by Mr. Tan to treasury and the cancellation of the promissory note. On February 8, 2010, the Company changed its name from SLAP, Inc. to Estate Coffee Holdings Corp. to reflect the initiative to operate in the coffee business.

On October 20, 2010, the Company changed its name from Estate Coffee Holdings Corp. to Fresh Traffic Group Inc. due to the acquisition of Fresh Traffic Group Corp., which was acquired as an operating subsidiary as detailed below.

On October 26, 2010, the Company completed a closing (the “Closing”) of a Share Exchange Agreement (the “Agreement”) between the Company, Fresh Traffic Group Corp. (“Fresh Corp”) and Jeremy Booth, Kim Lewis and Dmytro Hrytsenko (collectively the “Fresh Shareholders”). The Agreement provided: (a) for the purchase by the Company of all of the issued and outstanding shares of Fresh Corp owned by the Fresh Shareholders in exchange for the issuance of 106,667 shares of the common stock of the Company; (b) the settlement of a total of CDN\$71,973 of debt on the balance sheet of Fresh Corp by way of the issuance of up to 34,666 shares of common stock of the Company, of which a total of 32,000 shares were issued to a creditor of Fresh Corp who was an unrelated third party creditor.

On June 19, 2012, Fresh Traffic Group Inc. entered into an Assignment Agreement (the “Assignment Agreement”) with Tellus Engineering Ltd. (“Tellus”) a Hong Kong corporation. Under the Assignment Agreement Tellus agreed to assign the rights to a licensing agreement between Tellus and OOO” SGPStroy”, (“SGPStroy”) a Russian company for the

patented technology developed by SGPStroy for ecologically safe carbonaceous waste reprocessing and production of synthetic power fuel.

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SYNERGETICS, INC.  
(Formerly Fresh Traffic Group Inc.)  
(A Development Stage Company)  
NOTES TO THE FINANCIAL STATEMENTS  
August 31, 2012  
(Stated in US Dollars)

NOTE 1 - Nature and Continuance of Operations (continued)

Pursuant to the terms of the Assignment Agreement and the amendments thereto, Tellus assigned all rights and interests to the licensing agreement with SGPStroy to the Company in exchange for the issuance of 40,000,000 restricted shares of common stock of the Company.

On August 28, 2012, the Company and Tellus agreed to waive certain conditions to Closing and closed the acquisition, at that time the Company divested of the shares of its then wholly owned subsidiary, Fresh Traffic Group Corp. ("Fresh Corp") in exchange for the return to treasury for cancellation of a total 138,667 shares of the Company, the issuance of a promissory note in the amount of \$14,691.74 to Fresh Corp. and the reverse split of the then issued and outstanding shares of the Company on the basis of 1 for 75, the name change of the Company to Synergetics, Inc. and the Company's agreement to use its best efforts to settle certain debt on the balance sheet of the Company at no less than \$0.005 per share. The forward split and name change were approved by FINRA on August 30, 2012 and effected on that date. The effect of this reverse split has been retroactively applied to the common stock balances at August 30, 2012, and reflected in all common stock activity presented in these financial statements. These financial statements include the consolidation of Fresh Corp. up to and including August 28, 2012, which operations are reflected as discontinued operations as at the fiscal period ended August 31, 2012 and 2011.

The Company is in the development stage, as a result of the acquisition of certain license agreements under an Assignment Agreement which closed on August 28, 2012 (refer to Note 5) and the disposition of Fresh Corp.

NOTE 2 - Summaries of Significant Accounting Policies

The financial statements present the consolidated operations of the Company and its wholly-owned subsidiary, Fresh Corp. for the three month period ended November 30, 2012, at which point the operations of subsidiary Fresh Corp. have been represented as discontinued in current and prior comparative periods. The financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP"). Because a precise determination of many assets and liabilities is dependent upon future events, the preparation of financial statements for a period necessarily involves the use of estimates, which have been made using careful judgment. Actual results may vary from these estimates.

The accompanying unaudited financial statements have been prepared in accordance with generally accepted accounting principles for interim financial information and with the instructions for Form 10-Q and Article 210 8-03 of Regulation S-X. 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 month period ended November 30, 2012 are not necessarily indicative of the results that may be expected for the fiscal year ending August 31, 2013. The condensed consolidated balance sheet at August 31, 2012 has been derived from the audited consolidated financial statements at that date but does not include all the information and footnotes required by generally accepted accounting principles for complete financial statements. For further information refer to the financial statements and footnotes thereto included in the Company's Annual Report on Form 10-K for the fiscal year ended August 31, 2012, filed with the Securities and Exchange Commission on January 23, 2013.

The financial statements have, in management's opinion, been properly prepared within reasonable limits of materiality and within the framework of the significant accounting policies summarized below:

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SYNERGETICS, INC.

(Formerly Fresh Traffic Group Inc.)  
(A Development Stage Company)  
NOTES TO THE FINANCIAL STATEMENTS  
August 31, 2012  
(Stated in US Dollars)

NOTE 2 - Summaries of Significant Accounting Policies (continued)

Revenue Recognition –

The Company's former subsidiary, Fresh Corp. recognized revenue on products and services when the following criteria were satisfied: persuasive evidence of an arrangement exists, product delivery and title transfer has occurred or the services have been rendered, the price is fixed and determinable, and collectability is reasonably assured. The Company's revenue is primarily generated through term-based contracts with clients that require a flat monthly fee for services rendered on a monthly basis, depending on the service level provided under the contract. We record the service revenue on a straight line basis over the contract period.

Cash and Cash Equivalents –

For purposes of the statement of cash flow, we consider all cash in banks, money market funds, and certificates of deposit with an original maturity date of less than three months to be cash equivalents.

Impairments –

The Company assesses the impairment of long-lived assets, including other intangible assets, whenever events or changes in circumstances indicate that their carrying value may not be recoverable in accordance with ASC Topic 360-10-35, "Impairment or Disposal of Long-Lived Assets." The determination of related estimated useful lives and whether or not these assets are impaired involves significant judgments, related primarily to the future profitability and/or future value of the assets. The Company holds investments in companies having operations or technologies in areas that are within or adjacent to our strategic focus when acquired, all of which are privately held and whose values are difficult to determine. An investment impairment charge is recorded if it is believed an investment has experienced a decline in value that is other than temporary.

Financial Instruments –

The carrying value of the Company's financial instruments, consisting of cash and accounts payable and accrued liabilities approximate their fair value due to the short-term maturity of such instruments. Unless otherwise noted, it is management's opinion that the Company is not exposed to significant interest, currency or credit risks arising from these financial statements.

Income Taxes –

The Company has adopted SFAS No. 109 – "Accounting for Income Taxes". ASC Topic 740 requires the use of the asset and liability method of accounting for income taxes. Under the asset and liability method of ASC Topic 740, deferred tax assets and liabilities are recognized for the future tax consequences attributable to temporary differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled.

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The Company adopted the provisions of ASC Topic 740, Accounting for Uncertainty in Income Taxes, on September 1, 2007. As a result of the implementation of ASC Topic 740, the Company has neither recognized an increase in liabilities resulting from income taxes payable nor a reduction to refundable income taxes receivable.

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SYNERGETICS, INC.  
(Formerly Fresh Traffic Group Inc.)  
(A Development Stage Company)  
NOTES TO THE UNAUDITED FINANCIAL STATEMENTS  
November 30, 2012  
(Stated in US Dollars)

NOTE 2 - Summaries of Significant Accounting Policies (continued)

Income Taxes – (continued)

The Company has no tax position at November 30, 2012 and August 31, 2012 for which the ultimate deductibility is highly certain but for which there is uncertainty about the timing of such deductibility. The Company recognizes interest accrued related to unrecognized tax benefits in interest expense and penalties in operating expenses. No such interest or penalties were recognized during the periods presented. The Company had no accruals for interest and penalties at November 30, 2012 or August 31, 2012. As stated above, the Company's utilization of any net operating loss carry forwards may be unlikely as a result of its current unprofitable activities, as well as changes in ownership and business activities.

Basic and Diluted Loss Per Share –

In accordance with ASC Topic 280 – “Earnings Per Share”, the basic loss per common share is computed by dividing net loss available to common stockholders by the weighted average number of common shares outstanding. Diluted loss per common share is computed similar to basic loss per common share except that the denominator is increased to include the number of additional common shares that would have been outstanding if the potential common shares had been issued and if the additional common shares were dilutive. At November 30, 2012, the Company has entered into convertible loan agreements whereby the holders may acquire up to 27,345,200 shares of the Company's common stock, which are anti-dilutive and excluded in the loss per share computation.

Reclassifications –

Certain reclassifications have been made to the prior period's consolidated financial statements and notes thereto for comparative purposes to conform to the current period's presentation. These reclassifications have no effect on previously reported results of operations.

Note 3 – Going Concern

These financial statements have been prepared on a going concern basis which assumes the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. The Company has incurred losses since Inception to current period ended November 30, 2012 and further losses are anticipated in the development of its business raising substantial doubt about the Company's ability to continue as a going concern. The ability to continue as a going concern is dependent upon the Company generating profitable operations in the future and/or obtaining the necessary financing to meet its obligations and repay its liabilities arising from normal business operations when they come due. Management intends to finance operating costs over the next twelve months with funds raised from loans as may be negotiated and/or private placement of common stock. These financials do not include any adjustments relating to the recoverability and reclassification of recorded asset amounts, or amounts and classifications of liabilities that might result from this uncertainty.

Note 4 – Acquisition of licensing agreements

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On June 19, 2012, the Company entered into an Assignment Agreement (the “Assignment Agreement”) with Tellus Engineering Ltd. (“Tellus”) a Hong Kong corporation. Under the Assignment Agreement Tellus agreed to assign the rights to certain licensing agreements between Tellus and OOO” SGPStroy”, (“SGPStroy”) a Russian company for the patented technology developed by SGPStroy for ecologically safe carbonaceous waste reprocessing and production of synthetic power fuel.

Pursuant to the terms of the Assignment Agreement and the amendment thereto described below, Tellus assigned all rights and interests to the licensing agreements with SGPStroy to the Company in exchange for the issuance of 40,000,000 restricted shares of common stock of the Company. On August 28, 2012, the Company and Tellus agreed to waive certain conditions to Closing and closed the acquisition.

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SYNERGETICS, INC.  
(Formerly Fresh Traffic Group Inc.)  
(A Development Stage Company)  
NOTES TO THE UNAUDITED FINANCIAL STATEMENTS  
November 30, 2012  
(Stated in US Dollars)

Note 4 – Acquisition of licensing agreements (continued)

The Company issued 10,000,000 shares of the common stock of the Company to Tellus on August 27, 2012.

Further to the Assignment Agreement between Tellus and the Company, both Tellus and the Company had agreed to issue a total of 30,000,000 restricted shares to Inoculent BioTech (Holdings) Corporation (“Inoculent”), however the Assignment Agreement failed to reference the issuance of the shares to Inoculent and the shares were not issued on closing. On September 15, 2012, the Company and Tellus entered into an Amended Assignment Agreement whereby they amended the share consideration to be issued to Assignor to be 40,000,000 restricted shares of the common stock of Assignee.

Subsequent to the period covered by this report, the Company issued 30,000,000 shares of the common stock of the Company on December 4, 2012 to Inoculent.

The 40,000,000 shares were valued at \$88,000 in consideration for the assignment of certain licensing rights from Tellus to the Company at \$0.0022 per share which was the bid price of the stock on August 27, 2012 and the last trading price of the stock.

An impairment loss of \$88,000 on the certain licensing rights was recognized in the profit and loss account in fiscal year ended August 31, 2012.

Note 5– Loans Payable

- (a) As of August 28, 2012, the Company issued a promissory note in the amount of \$14,692. due and payable by the Company on or before October 31, 2012 in regard to the disposition of Fresh Corp. An interest expense in the amount of \$125 was incurred. The promissory note plus accrued interest was not repaid by October 31, 2012 as agreed and remains immediately due and payable.
- (b) During the period ended November 30, 2012, the Company obtained unsecured demand loans in the total amount of \$14,550 at an annual interest rate at 10%. An interest expense in the amount of \$74 was incurred. The loan plus accrued interest remains due and payable as at November 30, 2012.

Note 6– Convertible Notes

On July 17, 2012, the Company settled loans payable totaling \$52,892 by way of the issuance of convertible notes. The convertible notes are demand loans, with interest payable annually at 10% per annum. The convertible notes are unsecured and are convertible from the date of issuance into shares of common stock at a deemed price of \$0.005 per share, for a total issuance of 10,578,296 shares, if converted.

On July 17, 2012, the Company settled accounts payable totaling \$83,834 by way of the issuance of a convertible note. The convertible note is a demand loan, with interest payable annually at 18% per annum. The convertible note is unsecured and is convertible from the date of issuance into shares of common stock at a deemed price of \$0.005 per share, for a total issuance of 16,766,850 shares, if converted.

The beneficial conversion feature resulting from the discounted conversion price compared to market price was valued on the date of grant to be \$136,726 on the notes. This value was recorded as a discount on debt and offset to additional paid in capital. Since the convertible notes were convertible at any time from the date of issue, the discount amounts have been recorded as interest expense during the fourth quarter of fiscal year ended August 31, 2012.

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SYNERGETICS, INC.  
 (Formerly Fresh Traffic Group Inc.)  
 (A Development Stage Company)  
 NOTES TO THE UNAUDITED FINANCIAL STATEMENTS  
 November 30, 2012  
 (Stated in US Dollars)

Note 6– Convertible Notes (continued)

On September 20, 2012, the Company received notice of election to convert certain debt of the Company in the amount of \$98,149 at the price of \$0.005 per share, convertible into 19,629,738 shares of its common stock to various creditors. The shares were issued subsequent to November 30, 2012.

Interest expenses for the three months ended November 30, 2012 and for the fiscal year ended August 31, 2012 in regard to the convertible notes is as follows:

	November 30, 2012	August 31, 2012
Interest expense	\$1,884	\$2,547

Note 7 – Common Stock

On December 7, 2010, the Company entered into a one-year agreement with a marketing company. Under the agreement, the marketing company was engaged to assist in the development and dissemination of the corporate information to various parties to further our business and opportunities. The Company agreed to make a twelve month commitment to pay the following non-refundable fees: (i) the sum of 10,667 restricted shares of common stock of the Company (the “Shares”) with 5,333 restricted shares payable upon the execution date of the agreement and 5,334 restricted shares payable six months from the execution date of the agreement. 5,333 restricted shares were issued on December 8, 2010. The issuance of 5,333 shares of common stock was valued at the market value of the stock on the issuance date. As a result, the Company recorded an investor relations expense of \$48,000 during the fiscal year ended August 31, 2011. The 5,334 shares due on June 8, 2011 were not issued by the Company as the Company disputed the services provided by the marketing company. No demand for payment of the shares has been made by the marketing company and the Company does not expect any demand to be made, however, the Company has recorded the amount of \$28,000 as a liability, included in accounts payable and accrued liabilities on the balance sheets of the Company, based on the closing price of the shares of common stock of the Company on June 7, 2011 at \$5.25 per share. Should any demand for payment be made the Company intends to take legal action in regard to the non-performance of the marketing company.

As of November 30, 2012, the issued and outstanding number of shares of common stock is 10,480,015 which amount includes rounding-up of 17 shares issued as a result of the reverse split.

The Company was required to issue a total of 40,000,000 shares of common stock in consideration for the assignment of certain licensing rights from Tellus to the Company at a deemed price of \$0.0022 per share, which was the bid price of the stock of the Company on August 27, 2012 and the last trading price of the stock. 10,000,000 shares were issued on August 28, 2012 and 30,000,000 shares were issued subsequently on December 4, 2012.

Under the terms of the disposition agreement certain shareholders of the Company that had received shares on the acquisition of Fresh Corp agreed to return a total of 138,667 shares to the Company for cancellation, which shares are reflected on the balance sheet as “Shares Receivable” in the amount of \$(139). The shares were surrendered to the

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Company on August 28, 2012 and were canceled on January 22, 2013.

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SYNERGETICS, INC.  
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 NOTES TO THE UNAUDITED FINANCIAL STATEMENTS  
 November 30, 2012  
 (Stated in US Dollars)

Note 8 – DEFERRED TAX ASSETS

The following table summarizes the significant components of the Company’s deferred tax assets:

	November 30, 2012	August 31, 2012
Deferred tax assets – net operating loss carryforwards	\$ 4,837	\$ 174,800
Valuation allowance for deferred tax asset	(4,837)	(174,800)
	\$ -	\$ -

The amount taken into income as deferred tax assets must reflect that portion of the income tax loss carry-forwards that is likely to be realized from future operations. The Company has chosen to provide an allowance of one hundred percent (100%) against all available income tax loss carry-forwards, regardless of their time of expiration because the Company’s ability to use its net operating loss carry forwards may be unlikely as a result of its history of unprofitable activities, as well as changes in ownership and business activities.

At November 30, 2012, the Company has estimated accumulated operating losses totaling \$604,827, which may be available to reduce taxable income in future years. These losses expire beginning in 2027.

Note 9– Subsequent Events

On December 4, 2012, the Company issued a total of 19,629,738 shares of its common stock to various creditors of the Company pursuant to elections to convert certain debt of the Company in the amount of \$98,149 at the price of \$0.005 per share. Refer to Note 6 – Convertible Notes above.

On December 4, 2012, the Company issued 30,000,000 shares of the common stock in consideration for the assignment of certain licensing rights from Tellus,

Under the terms of the disposition agreement certain shareholders of the Company that had received shares on the acquisition of Fresh Corp agreed to return a total of 138,667 shares to the Company for cancellation, which shares are reflected on the balance sheet as “Shares Receivable” in the amount of \$(139). The shares were surrendered at closing on August 28, 2012 and a total of 106,667 shares were cancelled on January 22, 2013. The remaining 32,000 shares are at the transfer agent for cancellation.

Subsequent to November 30, 2012, the Company received a notice of election to convert the remaining amounts due under the convertible notes totaling \$38,577, convertible into 7,715,400 shares of common stock. As at January 25, 2013, the shares had not yet been issued.

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

### FORWARD-LOOKING STATEMENTS

This quarterly report contains forward-looking statements relating to future events or our future financial performance. In some cases, you can identify forward-looking statements by terminology such as "may", "should", "intends", "expects", "plans", "anticipates", "believes", "estimates", "predicts", "potential", or "continue" or the negative of these terms or other comparable terminology. These statements are only predictions and involve known and unknown risks, uncertainties and other factors which may cause our or our industry's actual results, levels of activity or performance to be materially different from any future results, levels of activity or performance expressed or implied by these forward-looking statements.

Such factors include, among others, the following: international, national and local general economic and market conditions; demographic changes; the ability of the Company to sustain, manage or forecast its growth; the ability of the Company to successfully make and integrate acquisitions; raw material costs and availability; new product development and introduction; existing government regulations and changes in, or the failure to comply with, government regulations; adverse publicity; competition; the loss of significant customers or suppliers; fluctuations and difficulty in forecasting operating results; changes in business strategy or development plans; business disruptions; the ability to attract and retain qualified personnel; the ability to protect technology; and other factors referenced in this and previous filings.

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

Given these uncertainties, readers of this Form 10-Q and investors are cautioned not to place undue reliance on such forward-looking statements. The Company disclaims any obligation to update any such factors or to publicly announce the result of any revisions to any of the forward-looking statements contained herein to reflect future events or developments.

All dollar amounts stated herein are in US dollars unless otherwise indicated.

The management's discussion and analysis of our financial condition and results of operations are based upon our financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP"). The following discussion of our financial condition and results of operations should be read in conjunction with our audited financial statements for the years ended August 31, 2012, and 2011, together with notes thereto.

The accompanying financial statements have been prepared in conformity with generally accepted accounting principles, which contemplate the continuation of the Company as a going concern. This basis of accounting contemplates the recovery of our assets and the satisfaction of liabilities in the normal course of business. Since our formation, we have not generated any significant revenues. We have not as yet attained a level of operations that allows us to meet our current overhead and may not attain profitable operations within our first few business operating cycles, nor is there any assurance that such an operating level can ever be achieved. In August 2012, we discontinued our then current operations and entered into a licensing arrangement thus reentering into the development stage.

We are dependent upon obtaining additional financing adequate to fund our new operations. While we funded our earlier operations through stock and debt transactions including with related parties, there can be no assurance that



adequate financing will continue to be available to us and, if available, on terms that are favorable to us. The report of our auditors on our financial statements for the year ended August 31, 2012 includes a reference to going concern risks. Our ability to continue as a going concern is also dependent on many events outside of our direct control, including, among other things, improvement in the economic climate. The financial statements do not include any adjustments to reflect the possible future effects on the recoverability and classification of assets or the amounts and classification of liabilities that may result from the outcome of these uncertainties.

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## General Development of Business

Synergetics, Inc. (the “Company”, “Synergetics”, “we”, “us”, “our) (formerly Fresh Traffic Group Inc., Estate Coffee Holdings Corp., and Slap Inc.) was incorporated in the State of Nevada, United States of America on March 19, 2007 to engage in the business of oil and gas exploration, development, production and acquisitions.

On November 2, 2009, the Company filed with the State of Nevada a forward split of its authorized and issued shares of common stock on the basis of nine-for-one in the form of a special stock distribution to stockholders of record as of November 2, 2009.

On January 10, 2010, the Company entered into a formal agreement (the “Agreement”) with the 100% owners of Estate Coffee Holdings Ltd. (formerly Sumbody Coffee Company) (“ECH” whereby the Company agreed to acquire all of the issued and outstanding shares of ECH in exchange for the issuance of 12,000 restricted shares of the Company to Sean Tan, ECH’s primary creditor, in settlement of a promissory note between ECH and Mr. Tan. ECH had previously acquired 20% of the shares of DTS8 Holdings Co. Ltd. (“DTS8”), a Hong Kong company which operated as a Wholly Owned Foreign Entity in the Republic of China, from Mr. Tan in exchange for a promissory note in the amount of \$60,000 plus interest at the rate of 6% per annum. Pursuant to the Agreement, ECH became a wholly-owned subsidiary of the Company. The shares were issued to Mr. Tan on January 21, 2010, the closing date of the transaction. Subsequently, upon receipt of final documentation with respect to the transaction noted above, the Company discovered that DTS8 had not perfected the transaction with the regulatory authorities in Hong Kong, and further, the ownership structure of the assets acquired by DTS8 included a second Hong Kong based entity, the records for which were not able to be obtained by the Company for review. As a result, the acquisition of DTS8 Holdings Co. Ltd. by the Company’s wholly-owned subsidiary ECH was cancelled with return of the 12,000 shares held by Mr. Tan to treasury and the cancellation of the promissory note. On February 8, 2010, the Company changed its name from SLAP, Inc. to Estate Coffee Holdings Corp. to reflect the initiative to operate in the coffee business.

On October 20, 2010, the Company changed its name from Estate Coffee Holdings Corp. to Fresh Traffic Group Inc. due to the acquisition of Fresh Traffic Group Corp., which was acquired as an operating subsidiary as detailed below.

On October 26, 2010, the Company completed a closing (the “Closing”) of a Share Exchange Agreement (the “Agreement”) between the Company, Fresh Traffic Group Corp. (“Fresh Corp”) and Jeremy Booth, Kim Lewis and Dmytro Hrytsenko (collectively the “Fresh Shareholders”). The Agreement provided: (a) for the purchase by the Company of all of the issued and outstanding shares of Fresh Corp owned by the Fresh Shareholders in exchange for the issuance of 106,667 shares of the common stock of the Company; (b) the settlement of a total of CDN\$71,973 of debt on the balance sheet of Fresh Corp by way of the issuance of up to 34,666 shares of common stock of the Company, of which a total of 32,000 shares were issued to a creditor of Fresh Corp who was an unrelated third party creditor.

On June 19, 2012, Fresh Traffic Group Inc. entered into an Assignment Agreement (the “Assignment Agreement”) with Tellus Engineering Ltd. (“Tellus”) a Hong Kong corporation. Under the Assignment Agreement Tellus agreed to assign the rights to a licensing agreement between Tellus and OOO” SGPStroy”, (“SGPStroy”) a Russian company for the patented technology developed by SGPStroy for ecologically safe carbonaceous waste reprocessing and production of synthetic power fuel.

Pursuant to the terms of the Assignment Agreement and the amendments thereto, Tellus assigned all rights and interests to the licensing agreement with SGPStroy to the Company in exchange for the issuance of 40,000,000 restricted shares of common stock of the Company.

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On August 28, 2012, the Company and Tellus agreed to waive certain conditions to Closing and closed the acquisition, at that time the Company divested of the shares of its then wholly owned subsidiary, Fresh Traffic Group Corp. ("Fresh Corp") in exchange for the return to treasury for cancellation of a total 138,667 shares of the Company, the issuance of a promissory note in the amount of \$14,691.74 to Fresh Corp. and the reverse split of the then issued and outstanding shares of the Company on the basis of 1 for 75, the name change of the Company to Synergetics, Inc. and the Company's agreement to use its best efforts to settle certain debt on the balance sheet of the Company at no less than \$0.005 per share. The forward split and name change were approved by FINRA on August 30, 2012 and effected on that date. The effect of this reverse split has been retroactively applied to the common stock balances at August 30, 2012, and reflected in all common stock activity presented in these financial statements. These financial statements include the consolidation of Fresh Corp. up to and including August 28, 2012, which operations are reflected as discontinued operations as at the fiscal period ended August 31, 2012 and 2011.

The Company is in the development stage, as a result of the acquisition of certain license agreements under an Assignment Agreement which closed on August 28, 2012 (refer to Note 5) and the disposition of Fresh Corp.

#### Current Operations

In the last decade, the growing demand for electricity from emerging nations like China, India and Brazil has far exceeded the supply from traditional energy resources. This, along with serious focus on climate change, has resulted in a shift towards development of various renewable energy resources. Today's technological advancements have developed more efficient means of harnessing and using renewable energy sources and these sources are gaining increasing popularity. One such source is bioenergy or energy from biomass or organic matter. For centuries, biomass has been used by humans, mostly for cooking and heating. However, it was not until recently, that technologies were developed to extract this energy without causing much pollution.

Synergetics' plan is to offer a synergy of management, intellectual property and financial resources to commercialize "state-of-the-art" technologies which are both environmentally and economically sustainable to meet the increasing global demands for energy. Our first product offerings enable energy power providers to generate "Renewable Energy" through the conversion of biomass or other biological solid waste streams traditionally destined for landfill into clean energy. Additionally, we are evaluating prospects in the BioAlgae production, small wind and solar generation and energy storage markets in furthering our goal to provide leading technologies which are both environmentally and economically sustainable.

In August 2012, we acquired two exclusive licenses for patented technology for ecologically safe carbonaceous waste reprocessing and production of synthetic power fuel (the "AIST technology"). The technology has been developed by a credible team of scientists in Russia, previously funded by the Russian Government. The technology compared to others in the market is more efficient and can utilize more diversified raw material feed stocks making it more cost effective.

The Company is headquartered in the United States but intends to operate globally through a team of seasoned project managers and developer partnerships that it is currently developing. The Company intends to develop biomass to energy projects initially in the North American and Balkans Through the use of developer partnerships in South Eastern Europe, the Company also expects to distribute the AIST technology in the following Balkan countries; Bulgaria, Greece, Romania, Serbia, Montenegro, Bosnia and Herzegovina and Croatia.

#### Liquidity & Capital Resources

As of November 30, 2012 and at the fiscal year ended August 31, 2012, our cash balance was \$Nil. We had no current assets as at May 31, 2012 and November 30, 2012. As of November 30, 2012 and August 31, 2012, we had a working capital and shareholders' deficiency of \$142,487 and \$227,150, respectively.

Accounts Payable and accrued liabilities decreased slightly to \$74,668 as at November 30, 2012 from \$75,732 at August 31, 2012, and loans payable increased from \$14,692 (August 31, 2012) to \$29,242 for the three month period ended November 30, 2012, as the Company borrowed funds to pay for its continuing reporting obligations. Convertible notes decreased to \$38,577 at November 30, 2012 from \$136,726 at August 31, 2012 as the note holders elected to convert their notes to common stock. To date, the Company has been unable to raise sufficient funds to pay its obligations as they become due.

We do not have sufficient funds to undertake our current operations or to pay our current expenses as they come due. The Company has undertaken a new project in the field of bioenergy that will require substantial funding. The Company is currently evaluating the capital requirements to commence operations which it anticipates will be \$500,000 of which \$50,000 is allocated to maintaining its public company status and the balance is allocated to identifying and retaining employees, marketing and general and administrative expenses.

There can be no assurance that additional financing will be available to us when needed or, if available, that it can be obtained on commercially reasonable terms. If we are not able to obtain additional financing on a timely basis, we may not be able to meet our obligations as they become due and we will be forced to scale down or perhaps even cease operations.

The issuance of additional equity securities by us could result in a significant dilution in the equity interests of our current stockholders. Obtaining commercial loans, assuming those loans would be available, will increase our liabilities and future cash commitments.

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## Results of Operations

For the Three Months ended November 30, 2012 and 2011

For the three months ended November 30, 2012, loss from operations totaled (\$11,402) as compared to a loss from operations of (\$7,724) for the three months ended November 30, 2011. The slight increase was due mainly to an increase in professional fees related to our recent acquisitions and dispositions of assets.

Interest expenses decreased for the three months ended November 30, 2012 to \$2,083 from \$4,412 for the three months ended November 30, 2011 as the Company settled its debt by way of the issuance of shares thus reducing interest payable on the loans.

## Revenues

After giving effect to discontinued operations, the Company had no revenues to report for the three months ended November 30, 2012 or 2011.

## Critical Accounting Policies and Estimates

The preparation of our financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. On an on-going basis, management evaluates its estimates and judgments which are based on historical experience and on various other factors that are believed to be reasonable under the circumstances. The results of their evaluation form the basis for making judgments about the carrying values of assets and liabilities. Actual results may differ from these estimates under different assumptions and circumstances. Our significant accounting policies are more fully discussed in the Notes to our Financial Statements.

## Recent Accounting Pronouncements

The Company has reviewed all recently issued, but not yet effective, accounting pronouncements and does not believe the future adoption of any such pronouncements will have a material impact on its financial condition or the results of its operations.

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

A smaller reporting company is not required to provide the information required by this Item.

## ITEM 4. CONTROLS AND PROCEDURES

### Evaluation of Disclosure Controls and Procedures

Our management, under supervision and with the participation of the Company's Principal Executive Officer and Principal Financial Officer, evaluated the effectiveness of our disclosure controls and procedures, as defined under Exchange Act Rules 13a-15(e) and 15d-15(e). Based upon this evaluation, the Principal Executive Officer and Principal Financial Officer concluded that, as of November 30, 2012, because of the material weakness in our internal control over financial reporting ("ICFR") described below, our disclosure controls and procedures were not effective.

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Disclosure controls and procedures are controls and other procedures that are designed to ensure that required information 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 required information 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

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as defined under Exchange Act Rules 13a-15(f) and 15d-15(f). Our internal control over financial reporting is designed 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.

Management assessed the effectiveness of our internal control over financial reporting as of November 30, 2012. In making the assessment, management used the criteria issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in Internal Control-Integrated Framework. Based on its assessment, management concluded that, as of November 30, 2012, our internal control over financial reporting was not effective and that material weaknesses in ICFR existed as more fully described below.

As defined by Auditing Standard No. 5, "An Audit of Internal Control Over Financial Reporting that is Integrated with an Audit of Financial Statements" established by the Public Company Accounting Oversight Board ("PCAOB"), a material weakness is a deficiency or combination of deficiencies that results in more than a remote likelihood that a material misstatement of annual or interim financial statements will not be prevented or detected. In connection with the assessment described above, management identified the following control deficiencies that represent material weaknesses as of November 30, 2012:

- 1) Lack of an independent audit committee or audit committee financial expert, and no independent directors. We do not have any members of the Board who are independent directors and we do not have an audit committee. These factors may be counter to corporate governance practices as defined by the various stock exchanges and may lead to less supervision over management;
- 2) Inadequate staffing and supervision within our bookkeeping operations. We have one consultant involved in bookkeeping functions. The single person who is responsible for bookkeeping functions prevents us from segregating duties within our internal control system. The inadequate segregation of duties is a weakness because it could lead to the untimely identification and resolution of accounting and disclosure matters or could lead to a failure to perform timely and effective reviews. This may result in a failure to detect errors in spreadsheets, calculations or assumptions used to compile the financial statements and related disclosures as filed with the SEC;
- 3) Outsourcing of our accounting operations. Because there are no employees in our administration, we have outsourced all of our accounting functions to an independent firm. The employees of this firm are managed by supervisors within the firm and are not answerable to our management. This is a material weakness because it could result in a disjunction between the accounting policies adopted by our Board of Directors and the accounting practices applied by the independent firm;
- 4) Insufficient written policies and procedures for accounting and financial reporting with respect to the requirements and application of US GAAP and SEC disclosure requirements;
- 5) Ineffective controls over period end financial disclosure and reporting processes.

#### Changes in Internal Control over Financial Reporting

During the period covered by this report, there were no changes (including corrective actions with regard to significant deficiencies or material weaknesses) in our internal controls over financial reporting that occurred that have materially

affected, or are reasonably likely to materially affect, our internal control over financial reporting.

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PART II – OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

None

ITEM 1A. RISK FACTORS

A smaller reporting company is not required to provide the information required by this Item.

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

There were no unregistered securities to report which were sold or issued by the Company without the registration of these securities under the Securities Act of 1933 in reliance on exemptions from such registration requirements, within the period covered by this report, which have not been previously included in an Annual Report on Form 10-K, a Quarterly Report on Form 10-Q or a Current Report on Form 8-K.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. MINE SAFETY DISCLOSURES

Not Applicable

ITEM 5. OTHER INFORMATION

None.

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## ITEM 6. EXHIBITS

## Exhibits

Number	Description	
3(i)	Articles of Incorporation.	Incorporated by reference to the Exhibits attached to the Corporation's Form S-1 filed with the SEC on May 29, 2008
3(i) (ii)	Certificate of Change dated November 2, 2009 in regard to a forward split of the issued and authorized capital of the Company	Incorporated by reference to the Exhibits attached to the Corporation's Form 10-Q filed with the SEC on April 19, 2010
3(i) (iii)	Certificate of Amendment to the Articles of the Corporation effective February 8, 2010 amending the name of the corporation to Estate Coffee Holdings Corp.	Incorporated by reference to the Exhibits attached to the Corporation's Form 10-Q filed with the SEC on April 19, 2010
3(i) (iv)	Amended Articles of Incorporation dated October 20, 2010 reflecting name change to Fresh Traffic Group Inc.	Filed herewith.
3(ii)	Bylaws.	Incorporated by reference to the Exhibits attached to the Corporation's Form S-1 filed with the SEC on May 29, 2008
10.3	Letter of Intent between the Company, Fresh Traffic Group and the shareholders of Fresh Traffic Group executed August 14, 2010.	Incorporated by reference to the Exhibits filed with the Company's Form 8-K filed with the SEC on August 20, 2010.
10.4	Share Exchange Agreement dated October 20, 2010 between the Company, Fresh Traffic Group Corp., and the shareholders of Fresh Traffic Group Corp.	Incorporated by reference to the Exhibits filed with the Company's Form 8-K filed with SEC on November 5, 2010.
10.5	Assignment Agreement dated June 19, 2012 and approval of Licensor Agreement between the Company and Tellus Engineering Ltd.	Incorporated by reference to the Exhibits filed with the Company's Form 8-K filed with SEC on June 27, 2012.
10.6	Amended Assignment Agreement dated September 12, 2012	Incorporated by reference to the Exhibits filed with the Company's Form 8-K filed with SEC on September 26, 2012.
10.7	Disposition Agreement with Fresh Traffic Group Corp. dated August 28, 2012	Incorporated by reference to the Exhibits filed with the Company's Form 8-K filed with SEC on September 26, 2012.
31.1	Section 302 Certification - Principal Executive Officer	Filed herewith
31.2	Section 302 Certification - Principal Financial Officer	Filed herewith
32.1	Certification Pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002	Filed herewith
101.INS	XBRL Instance Document	Filed herewith
101.SCH	XBRL Taxonomy Extension Schema Document	Filed herewith
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document	Filed herewith
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document	Filed herewith
101.LAB	XBRL Taxonomy Extension Label Linkbase Document	Filed herewith
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document	Filed herewith

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SIGNATURES

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

SYNERGETICS, INC.  
(Formerly Fresh Traffic Group Inc.)

Date: January 28, 2013

By: /s/ Michael Wiechnik  
Name: Michael R. Wiechnik  
Title: President, Secretary, Treasurer Chief  
Executive Officer, Principal Executive  
Officer, Principal Financial Officer and  
Director

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