

JJ&R Ventures, Inc.  
Form 10-K  
March 16, 2010

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

**FORM 10-K**

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

For the fiscal year ended: December 31, 2009

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

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

**Commission File No. 333-143570**

**JJ&R Ventures, INC.**

(Name of small business issuer in its charter)

**Nevada**

(State or other jurisdiction  
of incorporation or organization)

**20-8610073**

(I.R.S. Employer Identification No.)

**123 West Nye Lane, Suite 129**

**Carson City, NV 89706**

(Address of principal executive offices)

Issuer's telephone number: **(831) 770-0217**

Securities Registered pursuant to Section 12(b) of the Act: **None.**

Securities Registered pursuant to Section 12(g) of the Exchange Act: **None.**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

. Yes  . No

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

**Note** checking the box above will not relieve any registrant required to file reports pursuant to Section 13 or 15(d) of the Exchange Act from their obligations under those Sections.

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 if disclosure of delinquent filers pursuant to Item 405 of Regulations 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.

.

Edgar Filing: JJ&R Ventures, Inc. - Form 10-K

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  (Do not check if a smaller reporting company) Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act).

Yes  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. Our common stock is not traded on any market or listed on any exchange. There was not an active market and no trading volume during fiscal 2009 and there has been no trading volume in 2008, therefore the aggregate market value of the issuer's common stock held by non-affiliates at March 3, 2010 is deemed to be \$-0-.

**Note.** If a determination as to whether a particular person or entity is an affiliate cannot be made without involving unreasonable effort and expense, the aggregate market value of the common stock held by non-affiliates may be calculated on the basis of assumptions reasonable under the circumstances, provided that the assumptions are set forth in this Form.

APPLICABLE ONLY TO REGISTRANTS INVOLVED IN BANKRUPTCY

PROCEEDING DURING THE PRECEDING FIVE YEARS:

Indicate by check mark whether the registrant has 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 REGISTRANTS)

Indicate the number of shares outstanding of each of the registrant's classes of common stock, as of the latest practicable date:

<u>Class</u>	<u>Outstanding as of March 3, 2010</u>
Common Stock	22,345,500

DOCUMENTS INCORPORATED BY REFERENCE

List hereunder the following documents if incorporated by reference and the Part of the Form 10-K (e.g., Part I, Part II, etc.) into which the document is incorporated: (1) Any annual report to security holders; (2) Any proxy or information statement; and (3) Any prospectus filed pursuant to Rule 424(b) or (c) under the Securities Act of 1933.

The listed documents should be clearly described for identification purposes (e.g., annual report to security holders for fiscal year ended December 24, 1980).

**PART I**

**ITEM 1. BUSINESS.**

**Business Development**

**Description of Business.**

*General*

We were formed as a Nevada corporation on March 2, 2007 as JJ&R Ventures, Inc. We are in the business of developing and marketing educational book series, consisting of books, presentations, and flash cards focusing on healthy nutrition information for children. Our goal is to promote our books and educational materials by also developing educational programs for kids and parents throughout the United States. The educational programs will start with our "What's in My Food?" series designed to help kids to see the value of eating healthy.

*Our business*

JJ&R is in the business of developing children's books, flash cards, and other learning materials on most urgent and popular subjects for sale to the general public.

Initially, we plan on focusing primarily on the subject of healthy eating habits for kids. Childhood obesity is a very hot topic discussed daily in the news media. We believe that our initial product, "What's in My Food?" will attract the attention of parents and early education specialists and will help us enter the competitive market of children's books and educational materials. "What's in My Food" series of books and flash cards address what we believe to be a current gap in health and living section of children's literature and are designed to teach the kids and their parents how to make good choices for healthy living and interactions with others through stories as seen through the eyes of a child. The book is currently designed to be up to 30 pages long, in paper back and in full color. We believe that a competitive bright styling of the book and other related materials will initially appeal to the kids and attract their interest, and will fit in with the standards of most book stores.

Our second line of products, currently under development, is foreign language learning materials. JJ&R is developing foreign language flash cards, printed on a solid gloss paper stock for the durability and ease of use. Parents and early

education professionals will be able to introduce young learners to multiple languages through repetitive use of our flash cards, with each card showing a word in English, Spanish and sign language. Each card will also include a picture to visually connect with the word and help the child hold it in the long term memory bank.

Our revenues will be derived from sales of our educational products. We also plan on organizing seminars designed to attract children and their parents and put them in touch with the professionals specializing in the subject matter covered by the seminar. For example, for our What's in My Food series seminars, we may invite local pediatricians, nutritionists and diet specialists to give lectures to local kids and their parents on the values of good eating. The seminars will be free to the attendants, but fee-based to the presenters since the seminars will be a valuable way for these professionals to attract new clients. JJ&R will be actively marketing its products both to the attendants and the presenters, providing for a good cross-marketing opportunity. We intend to target preschools, elementary schools, home school groups & after school programs and need to cultivate a significant base of users in order to generate a ratable flow of sales and revenue. We do not believe that any single customer will be our major revenue stream.

### *Competition*

The market for children's books and learning materials is highly competitive. Additionally, since more and more attention is being brought to the subject of childhood obesity, there have been an increasing number of businesses that cater to the same audience as us. We expect that this will continue to be the trend in this product niche. Some of our competitors include DiscoveryToys®, Kazoo Toys, S&S Educational Toys, Teachme2.com, Joonglee.com, as well as others.

Many of these businesses have longer operating histories and significantly greater financial, technical, marketing and managerial resources than we do. There are relatively low barriers to entry into our business. While we regard our educational materials, products and future trademarks as proprietary and rely primarily on federal statutory and common law protections to protect our interests in these materials, some of our proprietary materials may contain commonly used terms and do not afford us significant trademark protection that would preclude or inhibit competitors from designing materials with similar features as our products. We expect that we will continue to face additional competition from new entrants into the market in the future.

Our business is in an evolving industry and we may not be able to keep up with the market for our products. If we do not keep pace with changing trends and customer preferences, our current products may become obsolete or unmarketable.

### ***Governmental Regulation***

Although we intend to comply with all applicable laws and regulations, we cannot assure you that we are in compliance or that we will be able to comply with all future laws and regulations. Additional federal or state legislation, or changes in regulatory implementation, may limit our activities in the future or significantly increase the cost of regulatory compliance. If we fail to comply with applicable laws and regulations, criminal sanctions or civil remedies, including fines, injunctions, or seizures, could be imposed on us. This could have a material adverse effect on our operations.

Several proposals have been made at the U.S. state and local level that would impose additional taxes on the sale of goods and services through the Internet. These proposals, if adopted, could substantially impair the growth of e-commerce, and could diminish our opportunity to derive financial benefit from our activities. In December 2004, the U.S. federal government enacted legislation extending the moratorium on states and other local authorities imposing access or discriminatory taxes on the Internet through November 2007. This moratorium does not prohibit federal, state, or local authorities from collecting taxes on our income or from collecting taxes that are due under existing tax rules. In conjunction with the Streamlined Sales Tax Project, the U.S. Congress continues to consider overriding the Supreme Court's *Quill* decision, which limits the ability of state governments to require sellers outside of their own state to collect and remit sales taxes on goods purchased by in-state residents. An overturning of the *Quill* decision would harm our users and our business.

### ***Current Status***

The Company received its first shipment of 10,000 copies of its book *What's in My Food?* with 50% of the book inventory warehoused with the publisher. The books are soft cover, fully illustrated in color, 8" x 8" with 32 pages and has a current suggested retail price of \$12.95. The author held a signing on November 7 to launch the book. Both the publisher and the author are scheduling additional signings and book store visits to promote and market the book. The Company intends to expand its marketing efforts by making the book available through on-line book stores.

Under contract with the Company, Winepress Group completed a direct sales marketing campaign. The author has been promoting the book and arranging presentations with community groups, schools, churches and other groups. In addition, the Company has listed the book with Albris which is an online company. The Company is actively pursuing a variety of promotional methods both online and in bookstores to increase sales of its book.

A second book is in the preliminary planning process that deals with specific health issues. Another project underway is an information booklet that will serve as a quick reference guide.

### ***Employees***



At the present time Deborah Flores is our only employee as well as our sole officer and director and a major shareholder. Mrs. Flores will devote such time as required to actively market and further develop our services and software products. At present, we expect Mrs. Flores will devote at least 30 hours per week to our business. We expect to contract the services of a web hosting company and use their central server for our web site needs. We do not anticipate hiring any additional employees until such time as additional staff is required to support our operations.

**Patents, Trademarks, Licenses, Franchises, Concessions, Royalty Agreements or Labor Contracts, Including Duration**

None; not applicable

**Need For Any Government Approval of Principal Products or Services**

None; not applicable

**Effect of Existing or Probable Governmental Regulations on Business**

None; not applicable

**Time Spent During the Last Two Fiscal Years on Research and Development Activities**

None; not applicable

**Costs and Effects of Compliance with Environmental Laws (federal, state and local)**

None; not applicable



**ITEM 1A. RISK FACTORS.**

Not required by smaller reporting companies.

**ITEM 1B. UNRESOLVED STAFF COMMENTS.**

None.

**ITEM 2. PROPERTIES.**

We do not currently own any property. We utilize office space in the residence of our President at no cost. We will not seek independent office space until we pursue a viable business opportunity and recognize income.

**ITEM 3. LEGAL PROCEEDINGS.**

The Company is not the subject of any pending legal proceedings; and to the knowledge of management, no proceedings are presently contemplated against the Company by any federal, state or local governmental agency.

Further, to the knowledge of management, no director or executive officer is party to any action in which any has an interest adverse to the Company.

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

None.

**PART II**

**ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES.**

**Market Information**

Our common stock is not listed on any exchange or traded on any market. There was not an active market and no trading volume during fiscal 2009 and there has been no trading volume in 2008.

**Holder**s

As of February 3, 2010, there were approximately 40 shareholders of record holding 22,345,500 shares of common stock. The holders of common stock are entitled to one vote for each share held of record on all matters submitted to a vote of stockholders. Holders of the common stock have no preemptive rights and no right to convert their common stock into any other securities. There are no redemption or sinking fund provisions applicable to the common stock.

**Dividends**

We have not paid, nor declared, any cash dividends since our inception and do not intend to declare any such dividends in the foreseeable future. Our ability to pay cash dividends is subject to limitations imposed by Nevada law. Under Nevada law, cash dividends may be paid to the extent that a corporation's assets exceed its liabilities and it is able to pay its debts as they become due in the usual course of business.

**Securities Authorized for Issuance Under Equity Compensation Plans**

None.

**Recent Sales or Purchases of Unregistered Securities**

None.

**ITEM 6. SELECTED FINANCIAL DATA.**

Since we are a smaller reporting company, as defined by SEC regulation, we are not required to provide the information required by this Item.

**ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.**

**FORWARD-LOOKING STATEMENTS**

The statements made below with respect to our outlook for fiscal 2009 and beyond represent forward looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities and Exchange Act of 1934 and are subject to a number of risks and uncertainties. These include, among other risks and uncertainties, whether we will be able to generate sufficient cash flow from our operations or other sources to fund our working capital needs, maintain existing relationships with our lender, successfully introduce and attain market acceptance of any new products, attract and retain qualified personnel both in our existing markets and in new territories in an extremely competitive environment, and potential obsolescence of our technologies.

In some cases, you can identify forward-looking statements by terms such as may, will, should, could, would, plans, anticipates, believes, estimates, projects, predicts, potential and similar expressions intended to identify forward-looking statements. These statements are only predictions and involve known and unknown risks, uncertainties, and other factors that may cause our actual results, levels of activity, performance, or achievements to be materially different from any future results, levels of activity, performance, or achievements expressed or implied by such forward-looking statements. Given these uncertainties, you should not place undue reliance on these forward-looking statements. Also, these forward-looking statements represent our estimates and assumptions only as of the date of this report. Except as otherwise required by law, we expressly disclaim any obligation or undertaking to release publicly any updates or revisions to any forward-looking statement contained in this report to reflect any change in our expectations or any change in events, conditions or circumstances on which any of our forward-looking statements are based. We qualify all of our forward-looking statements by these cautionary statements.

**Results of Operations**

**Years Ended December 31, 2009 and December 31, 2008**

We have experienced losses since inception. During the year ended December 31, 2009, we generated \$1,058 in revenue to which we applied a \$3 discount. Cost of good was \$599 giving us a gross profit of \$456. Expenses were \$28,919 with interest expense of \$772 giving us a net loss of \$29,235. For the year ended December 31, 2008 we did not generate any revenue and had expenses of \$49,374 and interest expense of \$465 giving us a net loss of \$49,839.

**Years Ended December 31, 2008 and December 31, 2007**

We have experienced losses since inception. We did not generate any revenues from operations during the year ended December 31, 2008 or the year ended December 31, 2007. Expenses during the year ended December 31, 2008 were \$49,374 with interest expense of \$465, giving us a net loss of \$49,839 compared to expenses of \$39,827 with interest expense of \$478, for a net loss of \$40,305 for the year ended December 31, 2007. Expenses consisted of general and administrative expenses, office equipment and professional fees.

## **Liquidity and Capital Resources**

At December 31, 2009, we had \$108 in available cash on hand, \$420 in accounts receivable and \$31,339 in prepaid inventory. We had fixed assets consisting of computer and equipment and software less accumulated depreciation of \$996. Our total assets as of December 31, 2009 were \$32,863. We anticipate our expenses for the next twelve months will be approximately \$30,000.

Liabilities consisted of \$8,993 in accounts payable, accrued interest of \$370, sales tax payable of \$44 and a related party loan of \$464. We have a note payable on computer equipment of \$1,632 and notes payable to related parties of \$12,489. Our total liabilities as of December 31, 2009 were \$23,992.

The Company entered into an agreement with Winepress for printing of its first book. The Company also entered into an addendum agreement with Winepress for marketing and publicity for its book. As of December 31, 2008, the Company paid \$31,550 in prepaid inventory for its books and \$3,409 for its marketing and publicity. As of December 31, 2009, the Company had received its inventory, and Winepress had completed its promotional publications and direct marketing.

As of December 31, 2009 and 2008, the Company had inventory of published books of \$31,339 and \$0 respectively.

At various times during 2009, the Company found it necessary to borrow funds from its shareholders to fund the Company. These notes are due and payable on December 31, 2010 and carry an interest rate of 8%. The total outstanding as of December 31, 2009 and 2008 was \$12,489 and \$0 respectively. The accrued interest on these notes as of December 31, 2009 and 2008 was \$370 and \$0 respectively.

The major shareholder also contributed funds for prepaid expenses. The total outstanding as of December 31, 2009 and 2008 was \$464 and \$0 respectively.

For the years ending December 31, 2009 and 2008 the related parties advanced the Company for working capital purposes, \$12,953 and \$0.

Financial Interpretation No. 48, Accounting for Uncertainty in Income Taxes An Interpretation of FASB Statement No. 109, Statement of Financial Accounting Standards ( SFAS ) No. 141 (revised 2007), Business Combinations, SFAS No. 160, Noncontrolling Interests in Consolidated Financial Statements an amendment of ARB No. 51, SFAS No. 159, The Fair Value Option for Financial Assets and Financial Liabilities Including an Amendment of FASB Statement No. 115, SFAS No. 158, Employers Accounting for Defined Benefit Pension and Other Postretirement Plans, SFAS No. 157, Fair Value Measurements, SFAS No. 156, Accounting for Servicing of Financial Assets, SFAS No. 155, Accounting for Certain Hybrid Instruments, and SFAS No. 154, Accounting Changes and Error Corrections a replacement of APB Opinion No. 20 and FASB Statement No. 3, were recently issued. These recently-enacted accounting standards have no current applicability to the Company or their effect on the financial statements would not have been significant.

#### **Off-Balance Sheet Arrangements**

We do not have any off-balance sheet arrangements that have or are reasonably likely to have a current or future material effect on our consolidated financial condition, results of operations or liquidity.

#### **Need For Additional Financing**

In the past we have relied on advances from our president and shareholders and our initial public stock offering to cover our operating costs. While Management believes sales of its products will continue to increase and produce revenue for the Company Management also anticipates that it will not have sufficient capital to meet our needs through the next 12 months and will rely on loans and/or advances in order to continue operations until such time as revenues increase significantly. There is no assurance loans or advances will be forthcoming or at terms acceptable to the Company.

#### **ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.**



Since we have no assets and do not have any investments in eligible portfolio companies there is no quantitative information, as of the end of December 31, 2008, about market risk that has any impact on our present business. Once we begin making investments in eligible portfolio companies there will be market risk sensitive instruments and we will disclose the applicable market risk information at that time

**ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA.**

The required financial statements are included following the signature page of this Form 10-K.

**ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE.**

The Company has had no disagreements with its certified public accountants with respect to accounting practices or procedures or financial disclosure.

**ITEM 9A(T). CONTROLS AND PROCEDURES.**

*(a) Evaluation of Disclosure Controls and Procedures.* Our management, with the participation of our President, evaluated the effectiveness of our disclosure controls and procedures as of the end of the period covered by this report. Based on that evaluation, our President concluded that our disclosure controls and procedures as of the end of the period covered by this report were effective such that the information required to be disclosed by us in reports filed under the Securities Exchange Act of 1934 is (i) recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms and (ii) accumulated and communicated to our management, including our President, as appropriate to allow timely decisions regarding disclosure. A controls system cannot provide absolute assurance, however, that the objectives of the controls system are met, and no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within a company have been detected. We believe our disclosure controls and procedures are designed to provide reasonable assurance of achieving their objectives and our principal executive officer and principal financial officer concluded that our disclosure controls and procedures are effective.

*Management's Annual Report on Internal Control over Financial Reporting.* Our management is responsible for establishing and maintaining adequate internal control over financial reporting (as defined in Rule 13a-15(f) under the Exchange Act). Our internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes of accounting principles generally accepted in the United States.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Therefore, even those systems determined to be effective can provide only reasonable assurance of achieving their control objectives.

Our management, with the participation of the President, evaluated the effectiveness of the Company's internal control over financial reporting as of December 31, 2009. In making this assessment, our management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in Internal Control Integrated Framework. Based on this evaluation, our management, with the participation of the President, concluded that, as of December 31, 2009, our internal control over financial reporting was effective.

This annual report does not include an attestation report of the Company's independent registered public accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation by the Company's registered public accounting firm pursuant to temporary rules of the Securities and Exchange Commission that permit the Company to provide only management's report in this annual report.

*(b) Changes in Internal Control over Financial Reporting.* There were no changes in the Company's internal controls over financial reporting, known to the chief executive officer or the chief financial officer, that occurred during the period covered by this report that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

## **ITEM 9B. OTHER INFORMATION**

There are no further disclosures. All information that was required to be disclosed in a Form 8-K during the fourth quarter 2009 has been disclosed.

## **PART III**

**ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE.**

**Identification of Directors and Executive Officers**

The following table sets forth the name, age, position and office term of each executive officer and director of the Company.

<u>Name</u>	<u>Age</u>	<u>Position</u>	<u>Director or Officer Since</u>
Deborah Flores	37	President, Secretary, Treasurer and Director	March 2, 2007

All officers hold their positions at the will of the Board of Directors. All directors hold their positions for one year or until their successors are elected and qualified.

Set forth below is certain biographical information regarding the Company's executive officer and director:

**Deborah Flores, President, Secretary, Treasurer and Director.** Mrs. Flores is an owner/operator of Go Espresso, formerly Michael's Cannery Row Deli since November 1993. Go Espresso is an exclusive catering and event vending business providing service in Monterey County, California and surrounding areas.

The Company has no audit committee financial expert, as defined under Section 228.401, serving on its audit committee because it has no audit committee and is not required to have an audit committee because it is not a listed security as defined in Section 240.10A-3.

**Term of Office**

The term of office of the current directors shall continue until new directors are elected or appointed.



### **Involvement in Certain Legal Proceedings**

During the past five years, no present or former director, person nominated to become a director, executive officer, promoter or control person of the Company:

(1) Was a general partner or executive officer of any business by or against which any bankruptcy petition was filed, whether at the time of such filing or two years prior thereto;

(2) Was convicted in a criminal proceeding or named the subject of a pending criminal proceeding (excluding traffic violations and other minor offenses);

(3) Was the subject of any order, judgment or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, permanently or temporarily enjoining, barring, suspending or otherwise limiting his involvement in any type of business, securities or banking activities; and

(4) Was the subject of any order, judgment or decree, not subsequently reversed, suspended or vacated, of any federal or state authority barring, suspending or otherwise limiting for more than 60 days the right of such person to engage in any activity described above under this Item, or to be associated with persons engaged in any such activity;

(5) Was found by a court of competent jurisdiction (in a civil action), the Commission or the Commodity Futures Trading Commission to have violated a federal or state securities or commodities law, and the judgment has not been reversed, suspended, or vacated.

### **Financial Expert**

The Company has no audit committee financial expert, as defined under Section 228.401, serving on its audit committee because it has no audit committee and is not required to have an audit committee because it is not a listed security as defined in Section 240.10A-3.

### **Code of Ethics**

The Company has adopted a code of ethics that applies to the Company's principal executive officer, principal financial officer, principal accounting officer or controller. The Company will provide, at no cost, a copy of the Code of Ethics to any shareholder of the Company upon receiving a written request sent to the Company's address shown on Page 1 of this report.

## ITEM 11. EXECUTIVE COMPENSATION

No current or prior officer or director has received any remuneration or compensation from the Company in the past three years, nor has any member of the Company's management been granted any option or stock appreciation right. Accordingly, no tables relating to such items have been included within this Item. None of our employees are subject to a written employment agreement nor has any officer received a cash salary since our founding.

The Summary Compensation Table shows certain compensation information for services rendered in all capacities for the fiscal periods ended December 31, 2009, 2008, and 2007. Other than as set forth herein, no executive officer's salary and bonus exceeded \$100,000 in any of the applicable years. The following information includes the dollar value of base salaries, bonus awards, the number of stock options granted and certain other compensation, if any, whether paid or deferred.

### SUMMARY COMPENSATION TABLE

<u>Name and principal position</u>	<u>Year</u>	<u>Salary (\$)</u>	<u>Bonus (\$)</u>	<u>Stock Awards (\$)<sup>(4)</sup></u>	<u>Option Awards (\$)<sup>(4)</sup></u>	Non- Equity Incentive Plan	Nonquali- fied Deferred Compen- sation	<u>All Other Compen- sation (\$)</u>	<u>Total (\$)</u>
						Compen- sation (\$)	Earnings (\$)		
Deborah Flores	2009	-0-	-0-	-0-	-0-	-0-	-0-	-0-	-0-
Sole Officer	2008	23,100	-0-	-0-	-0-	-0-	-0-	-0-	23,100
	2007	500	-0-	-0-	-0-	-0-	-0-	-0-	500



## Compensation of Directors

There are no agreements to compensate any of the directors for their services.

Our officers and directors are reimbursed for expenses incurred on our behalf. Our officers and directors will not receive any finder's fee as a result of their efforts to implement the business plan outlined herein. However, our officers and directors anticipate receiving benefits as beneficial shareholders of our common stock.

We have not adopted any retirement, pension, profit sharing, stock option or insurance programs or other similar programs for the benefit of our employees.

## Termination of Employment and Change of Control Arrangement

There are no compensatory plans or arrangements, including payments to be received from the Company, with respect to any former employees, officers or directors which would in any way result in payments to any such person because of his or her resignation, retirement or other termination of such person's employment with the Company or its subsidiaries, or any change in control of the Company, or a change in the person's responsibilities following a change in control of the Company.

## ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS.

The following table sets forth as of March 3, 2010, the number and percentage of the 22,345,500 shares of outstanding common stock which, according to the information supplied to the Company, were beneficially owned by (i) each person who is currently a director of the Company, (ii) each executive officer, (iii) all current directors and executive officers of the Company as a group and (iv) each person who, to the knowledge of the Company, is the beneficial owner of more than 5% of the outstanding common stock. Except as otherwise indicated, the persons named in the table have sole voting and dispositive power with respect to all shares beneficially owned, subject to community property laws where applicable.

<b>Title of Class</b>	<b>Name and Address of Beneficial Owner</b>	<b>Amount and Nature of Beneficial Ownership</b>	<b>Percentage of Class</b>
-----------------------	---	--	----------------------------



Edgar Filing: JJ&R Ventures, Inc. - Form 10-K

Common	Deborah Flores (1) 1780 Granada St. Seaside, CA 93955	15,000,000	67.12%
Common	Brittany Grisham 1656 Darwin St. Seaside, CA 93955	2,000,000	8.95%
Common	Anastasiya Kravchenko 1359 Ahlrich Ave. Encinitas, CA 92024	2,100,000	9.39%
Common	Darya Shahvaran 1276 7 <sup>th</sup> Ave. San Francisco, CA 94122	2,100,000	9.39%
Total Officers and Directors As a Group (1 Person)		15,000,000	67.12%

(1) Officer and/or director

There are no contracts or other arrangements that could result in a change of control of the Company.

**ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, DIRECTOR INDEPENDENCE.**

**Transactions with Management and Others**

We utilize office space at the residence of Deborah Flores to conduct our activities at no charge.



### **Certain Business Relationships**

At various times during 2009, the Company found it necessary to borrow funds from its shareholders to fund the Company. These notes are due and payable on December 31, 2010 and carry an interest rate of 8%. The total outstanding as of December 31, 2009 and 2008 was \$12,489 and \$0 respectively. The accrued interest on these notes as of December 31, 2009 and 2008 was \$370 and \$0 respectively.

The major shareholder also contributed funds for prepaid expenses. The total outstanding as of December 31, 2009 and 2008 was \$464 and \$0 respectively.

For the years ending December 31, 2009 and 2008 the related parties advanced the Company for working capital purposes, \$12,953 and \$0.

### **Indebtedness of Management**

None; not applicable.

### **Conflicts of Interest**

None of our key personnel is required to commit full time to our affairs and, accordingly, these individuals may have conflicts of interest in allocating management time among their various business activities. In the course of their other business activities, certain key personnel may become aware of investment and business opportunities which may be appropriate for presentation to us, as well as the other entities with which they are affiliated. As such, they may have conflicts of interest in determining to which entity a particular business opportunity should be presented.

Each officer and director is, so long as he is an officer or director, subject to the restriction that all opportunities contemplated by our plan of operation that come to his attention, either in the performance of his duties or in any other manner, will be considered opportunities of, and be made available to us and the companies that he is affiliated with on an equal basis. A breach of this requirement will be a breach of the fiduciary duties of the officer or director. If we or the companies to which the officer or director is affiliated each desire to take advantage of an opportunity, then the applicable officer or director would abstain from negotiating and voting upon the opportunity. However, the officer or director may still take advantage of opportunities if we should decline to do so. Except as set forth above, we have not adopted any other conflict of interest policy in connection with these types of transactions

**ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES.**

**Audit Fee**

The aggregate fees billed for each of the last two fiscal years for professional services rendered by the principal accountant for the audit of JJ&R Ventures, Inc. annual financial statement and review of financial statements included in JJ&R's 10-Q reports and services normally provided by the accountant in connection with statutory and regulatory filings or engagements were \$14,000 for fiscal year ended 2009 and \$14,000 for fiscal year ended 2008.

**Audit-Related Fees**

The aggregate fees billed in each of the last two fiscal years for assurance and related services by the principal accountant that are reasonably related to the performance of the audit or review of JJ&R's financial statements that are not reported above were \$0 for fiscal year ended 2009 and \$0 for fiscal year ended 2008.

**Tax Fees**

The aggregate fees billed in each of the last two fiscal years for professional services rendered by the principal accountant for tax compliance, tax advice, and tax planning were \$575 for fiscal year ended 2009 and \$575 for fiscal year ended 2008.

**All Other Fees**

The aggregate fees billed in each of the last two fiscal years for products and services provided by the principal accountant, other than the services reported above were \$0 for fiscal year ended 2009 and \$0 for fiscal year ended 2008.

We do not have an audit committee currently serving and as a result our board of directors performs the duties of an audit committee. Our board of directors will evaluate and approve in advance, the scope and cost of the engagement of an auditor before the auditor renders audit and non-audit services. We do not rely on pre-approval policies and procedures.



**PART IV****ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES.**

## (a) Exhibits

The Company has adopted a code of ethics that applies to the Company's principal executive officer, principal financial officer, principal accounting officer or controller. The Company will provide, at no cost, a copy of the Code of Ethics to any shareholder of the Company upon receiving a written request sent to the Company's address shown on Page 1 of this report.

<b>Exhibit #</b>	<b>Description</b>	<b>Location</b>
Exhibit #	Description	Location
Exhibit 3(i)	Articles of Incorporation	*
Exhibit 3(ii)	Bylaws	*
Exhibit 31	Certification of the Principal Executive Officer and Principal Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	Attached
Exhibit 32	Certification of the Principal Executive Officer and Principal Financial Officer pursuant to U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002**	Attached

\* Incorporated by reference. Filed as exhibit to SB-2 on June 7, 2007.

\*\* The Exhibit attached to this Form 10-KSB shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934 (the "Exchange Act") or otherwise subject to liability under that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such filing.

(b) Reports on Form 8-K

None.

(c) Financial Statement Schedules

None.

**SIGNATURES**

In accordance with Section 13 or 15(d) of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**JJ&R Ventures, Inc.**

Date: March 16, 2010

/s/ Deborah Flores

Deborah Flores

Chief Executive Officer and

Chief Financial Officer

In accordance with the Exchange Act, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Date: March 16, 2010

/s/ Deborah Flores

Deborah Flores

Director





Board of Directors

JJ&R Ventures, Inc.

Seaside, California

**Report of Independent Registered Public Accounting Firm**

We have audited the balance sheet of JJ&R Ventures, Inc. as of December 31, 2009 and 2008, and the related statements of operations, stockholders' equity and cash flows for the years ending December 31, 2009 and 2008. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the schedule of accounts receivable is free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the schedule of accounts receivable. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of JJ&R Ventures, Inc. as of December 31, 2009 and 2008, the results of operations, stockholders' equity and its cash flows for the years ended December 31, 2009 and 2008 in conformity with generally accepted accounting principles in the United States of America.

The accompanying financial statements have been prepared assuming the Company will continue as a going concern. As discussed in Note 2 to the financial statements, the Company has incurred net losses since inception, which raise substantial doubt about its ability to continue as a going concern. The financial statements do not include any adjustment that might result from the outcome of this uncertainty.

/s/ R.R. Hawkins & Associates International, PSC

January 13, 2010

Los Angeles, CA

***Corporate Headquarters***

***5777 W. Century Blvd., Suite No. 1500***

***Los Angeles, CA 90045***

***T: 310.553.5707 F: 310.553.5337***

***www.rrhawkins.com***

## JJ and R Ventures, Inc.

## Balance Sheet

For the years ended December 31, 2009 and 2008

<u>ASSETS</u>	<b>2009</b>	<b>2008</b>
Current assets		
Cash in bank	\$ 108	\$ 3,784
Accounts receivable	420	
Prepaid inventory		31,300
	528	35,084
Other current assets		
Inventory	31,339	0
	31,339	0
Fixed Assets		
Furniture and Equipment		
Computer	1,993	1,993
Accumulated depreciation	(997)	(598)
Total Fixed Assets	996	1,395
Other Assets		
Prepaid Marketing/Publicity	0	3,409
Prepaid fees	0	500
Total Other Assets	0	3,909
Total assets	\$ 32,863	\$ 40,388
 <b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
Current liabilities		
Accounts payable-trade	\$ 8,993	\$ 890
Accrued interest	370	0
Sales tax payable	44	
Loan - related party	464	
Total current liabilities	9,871	890
Notes Payable-computer	1,632	1,391
Notes payable related parties	12,489	0
Total Long-Term Liabilities	14,121	1,391
Total liabilities	23,992	2,281

Shareholders' Equity (deficit)

Edgar Filing: JJ&R Ventures, Inc. - Form 10-K

Preferred stock, 5,000,000 shares, \$.0001 par value, authorized, 0 outstanding	0	0
Common stock, 200,000,000 shares, \$.0001 par value, authorized, 22,345,500 outstanding	2,235	2,235
Paid in capital	126,015	126,015
Retained deficit	(119,379)	(90,143)
Total shareholders' equity	8,871	38,107
Total liabilities and shareholders' equity	\$ 32,863	\$ 40,388

The accompanying notes are an integral part of these financial statements

F-2

---

Edgar Filing: JJ&R Ventures, Inc. - Form 10-K

JJ and R Ventures, Inc.

Statement of Operations

For the years ended December 31, 2009 and 2008

	<b>2009</b>	<b>2008</b>
Revenues	\$ 1,058	\$ 0
Less: Discounts	(3)	
	1,055	0
Less COGS	599	
Gross Profit	456	0
Expenses		
Website	1,082	0
Advertising	3,209	1,177
Bank charges	168	358
Computer and internet expenses	20	272
Filing fees	259	1,992
Depreciation Expense	399	399
Office supplies	480	1,002
Professional fees	20,854	41,668
Telephone expenses	2,240	2,506
G&A Expense	208	
Total expenses	28,919	49,374
Net loss from operations	(28,463)	(49,374)
Interest Expense	(772)	(465)
Net income (loss)	\$ (29,235)	\$ (49,839)
Loss per common share	\$ (0.01)	\$ (0.01)
Weighted average of shares outstanding	22,345,500	22,345,500

The accompanying notes are an integral part of these financial statements

F-3

---

JJ and R Ventures, Inc.

Statement of Shareholders' Equity

For the years ended December 31, 2009 and 2008

	Common stock		Paid-In Capital	Retained Deficit from Inception	Total
	Shares	Amount			
March 2, 2007	21,200,000	\$ 2,120	\$ 11,580	\$ 0	\$ 13,700
Net loss for the period	0	0	0	(40,305)	(40,305)
December 31, 2007	21,200,000	\$ 2,120	\$ 11,580	\$ (40,305)	\$ (26,605)
January 1, 2008	21,200,000	\$ 2,120	\$ 11,580	\$ (40,305)	\$ (26,605)
Sale of Stock	1,145,500	115	114,435	0	114,550
Net loss for the period	0	0	0	(49,839)	(49,839)
December 31, 2008	22,345,500	\$ 2,235	\$ 126,015	\$ (90,144)	\$ 38,106
January 1, 2009	22,345,500	\$ 2,235	\$ 126,015	\$ (90,144)	\$ 38,106
Net loss for the period	0	0	0	(29,235)	(29,235)
December 31, 2008	22,345,500	\$ 2,235	\$ 126,015	\$ (119,379)	\$ 8,871

The accompanying notes are an integral part of these financial statements



Edgar Filing: JJ&R Ventures, Inc. - Form 10-K

JJ and R Ventures, Inc.

Statement of Cash Flows

For the years ended December 31, 2009 and 2008

	<b>2009</b>	<b>2008</b>
<b>CASH FLOWS FROM</b>		
<b>OPERATING ACTIVITIES</b>		
Net income (loss)	\$ (29,235)	\$ (49,839)
Adjustment to reconcile net to net cash provided by operating activities		
Depreciation	399	399
(Increase) decrease in accounts receivable	(420)	0
(Increase) decrease in inventory	(31,339)	0
Decrease (increase) in accounts payable	8,103	(22,511)
Decrease (increase) in accrued interest	370	(149)
Decrease (increase) in Loans PY	241	(471)
Decrease (Increase) in prepaid inventory	31,300	(31,300)
Decrease (Increase) in prepaid expenses	3,909	(3,909)
Increase in sales tax payable	44	0
Decrease in cash deposits from stock	0	106,550
<b>NET CASH PROVIDED</b>		
<b>BY OPERATING ACTIVITIES</b>	(16,628)	(1,230)
<b>NET CASH USED IN</b>		
<b>INVESTING ACTIVITIES</b>		
Inventory	0	0
<b>NET CASH REALIZED</b>		
<b>FROM INVESTING ACTIVITIES</b>	0	0
<b>FINANCING ACTIVITIES</b>		
Proceeds fm unissued stocks sale	0	(114,550)
Sale of common stock	0	114,550
Related party notes	12,953	(3,000)
<b>NET CASH REALIZED</b>		
<b>FROM FINANCING ACTIVITIES</b>	12,953	(3,000)
<b>INCREASE IN CASH</b>		
<b>AND CASH EQUIVALENTS</b>	(3,675)	(4,230)
Cash and cash equivalents at the beginning of the year	3,783	8,013

CASH AND CASH EQUIVALENTS

AT YEAR END

\$ 108 \$ 3,783

The accompanying notes are an integral part of these financial statements

F-5

---

JJ&R Ventures, Inc.

Footnotes to Financial Statements

December 31, 2009 and 2008

**NOTE 1**

**SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

Nature of the business The Company was incorporated under the laws of the State of Nevada on March 2007. The Company for the past years has had no activity. JJ&R Ventures, Inc. (the Company) was formed to provide child education services.

Pervasiveness 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, liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from these estimates.

Cash and cash equivalents For financial statement presentation purposes, the Company considers all short term investments with a maturity date of three months or less to be cash equivalents.

Property and equipment Property and equipment are stated at cost less accumulated depreciation. Cost includes the price paid to acquire the assets, including interest capitalized during the period and any expenditure that substantially add to the value of or substantially extend the useful life of an existing asset. Maintenance and repairs are charged to operations as incurred.

The Company computes depreciation expense using the straight-line method over the estimated useful lives of the assets, as presented in the table below. The estimated lives of the assets range from three to seven years.

Useful lives in years

Computer Hardware	3-7
Computer Software	3-5

Furniture and Office Equipment	7
Production Equipment	7
Leasehold Improvements	10

Income Tax The Company accounts for income taxes under ASC 740 "Income Taxes" which codified SFAS 109, "Accounting for Income Taxes." under the asset and liability method of ASC 740, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statements 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. Under ASC 740, the effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period the enactment occurs. A valuation allowance is provided for certain deferred tax assets if it is more likely than not that the Company will not realize tax assets through future operations.

Basic and Diluted Net Income (Loss) Per Share The Company computes net income (loss) per share in accordance with ASC 260 "Earnings Per Share" which codified SFAS No. 128. "Earnings per Share." ASC 260 requires presentation of both basic and diluted earnings per Share (EPS) on the face of the income statement. Basic EPS is computed by dividing net income (loss) available to common shareholders (numerator) by the weighted average number of shares dilutive potential common shares outstanding during the period using the treasury stock method and convertible preferred stock using the if-converted method. In computing diluted EPS, the average stock price for the period is used in determining the number of shares assumed to be purchased from the exercise of stock options or warrants. Diluted EPS excludes all dilutive potential shares if their effect is anti dilutive.

Fair Value of Financial Instruments Accounting Standard Codification ASC 825 "Financial Instruments" codified Statement of financial accounting standard No. 107, Disclosures about fair value of financial instruments, requires that the Company disclose estimated fair values of financial instruments. Unless otherwise indicated, the fair values of all reported assets and liabilities, which represent financial instruments, none of which are held for trading purposes, approximate are carrying values of such amounts.

Stock-based compensation ASC 718 "Compensation - Stock Compensation" codified SFAS No. 123 prescribes accounting and reporting standards for all stock-based compensation plans payments award to employees, including employee stock options, restricted stock, employee stock purchase plans and stock appreciation rights, may be classified as either equity or liabilities. The Company should determine if a present obligation to settle the share-based payment transaction in cash or other assets exists. A present obligation to settle in cash or other assets exists if: (a) the option to settle by issuing equity instruments lacks commercial substance or (b) the present obligation is implied because of an entity's past practices or stated policies. If a present obligation exists, the transaction should be recognized as a liability; otherwise, the transaction should be recognized as equity.

The Company accounts for stock-based compensation issued to non-employees and consultants in accordance with the provisions of ASC 505-50 "Equity - Based Payments to Non-Employees" which codified SFAS 123 and the Emerging Issues Task Force consensus in Issue No. 96-18 ("EITF 96-18"), "Accounting for Equity Instruments that are Issued to Other Than Employees for Acquiring or in Conjunction with Selling, Goods or Services". Measurement of share-based payment transactions with non-employees shall be based on the fair value of whichever is more reliably measurable: (a) the goods or services received; or (b) the equity instruments issued. The fair value of the share-based payment transaction should be determined at the earlier of performance commitment date or performance completion date.

Issuance of shares for service The Company accounts for the issuance of equity instruments to acquire goods and services based on the fair value of the goods and services or the fair value of the equity instrument at the time of issuance, whichever is more reliably measurable.

Recognition of Revenues Wholesale revenues are recognized when the risks and rewards of ownership have passed to the customer, based on the terms of sale. This occurs upon shipment or upon receipt by the customer depending on the country of the sale and the agreement with the customer. Provisions for sales discounts, returns and miscellaneous claims from customers are made at the time of sale.

Inventory Valuation Inventories are stated at lower of cost or market and valued on a first-in, first-out ( FIFO ) basis.

Recent Pronouncements ASC 105, *Generally Accepted Accounting Principles* ("ASC 105" ) (formerly Statement of Financial Accounting Standards No.168, *The FASB Accounting Standards Codification and the Hierarchy of Generally Accepted Accounting Principles a replacement of FASB Statement No.162*) reorganized by topic existing accounting and reporting guidance issued by the Financial Accounting Standards Board ("FASB" ) into a single source of authoritative generally accepted accounting principles ("GAAP") to be applied by nongovernmental entities. All guidance contained in the Accounting Standards Codification ("ASC") carries an equal level of authority. Rules and interpretive releases of the Securities and Exchange Commission ("SEC") under authority of federal securities laws are also sources of authoritative GAAP for SEC registrants. Accordingly, all other accounting literature will be deemed "non-authoritative" . ASC 105 is effective on a prospective basis for financial statements issued for interim and annual periods ending after September15, 2009. The Company has implemented the guidance included in ASC 105 as of July1, 2009. The implementation of this guidance changed the Company's references to GAAP authoritative guidance but did not impact the Company's financial position or results of operations.

ASC 855, Subsequent Events ("ASC 855") (formerly Statement of Financial Accounting Standards No.165, Subsequent Events) includes guidance that was issued by the FASB in May 2009, and is consistent with current auditing standards in defining a subsequent event. Additionally, the guidance provides for disclosure regarding the existence and timing of a company's evaluation of its subsequent events. ASC 855 defines two types of subsequent events, "recognized" and "non-recognized". Recognized subsequent events provide additional evidence about conditions that existed at the date of the balance sheet and are required to be reflected in the financial statements. Non-recognized subsequent events provide evidence about conditions that did not exist at the date of the balance sheet but after that date and, therefore are not required to be reflected in the financial statements. However, certain non-recognized subsequent events may require disclosure to prevent the financial statements from being misleading. This guidance was effective prospectively for interim or annual financial periods ending after June 15, 2009. The Company implemented the guidance included in ASC 855 as of April 1, 2009. The effect of implementing this guidance was not material to the Company's financial position or results of operations.

ASC 855 as of April 1, 2009. The effect of implementing this guidance was not material to the Company's financial position or results of operations.

Recently Issued Standard In August 2009, the FASB issued ASC Update No.2009-05, *Fair Value Measurements and Disclosures (Topic 820): Measuring Liabilities at Fair Value* ("ASC Update No.2009-05"). This update amends ASC 820, *Fair Value Measurements and Disclosures* and provides further guidance on measuring the fair value of a liability. The guidance establishes the types of valuation techniques to be used to value a liability when a quoted market price in an active market for the identical liability is not available, such as the use of an identical or similar liability when traded as an asset. The guidance also further clarifies that a quoted price in an active market for the identical liability at the measurement date and the quoted price for the identical liability when traded as an asset in an active market when no adjustments to the quoted price of the asset are required are both Level 1 fair value measurements. If adjustments are required to be applied to the quoted price, it results in a level 2 or 3 fair value measurement. The guidance provided in the update is effective for the first reporting period (including interim periods) beginning after issuance. The Company does not expect that the implementation of ASC Update No.2009-05 will have a material effect on its financial position or results of operations.

In September 2009, the FASB issued ASC Update No.2009-12, *Fair Value Measurements and Disclosures (Topic 820): Investments in Certain Entities that Calculate Net Asset Value per Share (or Its Equivalent)* ("ASC Update No.2009-12"). This update sets forth guidance on using the net asset value per share provided by an investee to estimate the fair value of an alternative investment. Specifically, the update permits a reporting entity to measure the fair value of this type of investment on the basis of the net asset value per share of the investment (or its equivalent) if all or substantially all of the underlying investments used in the calculation of the net asset value is consistent with ASC 820. The update also requires additional disclosures by each major category of investment, including, but not limited to, fair value of underlying investments in the major category, significant investment strategies, redemption restrictions, and unfunded commitments related to investments in the major category. The amendments in this update are effective for interim and annual periods ending after December 15, 2009 with early application permitted. The Company does not expect that the implementation of ASC Update No.2009-12 will have a material effect on its financial position or results of operations.

In June 2009, FASB issued Statement of Financial Accounting Standards No.167, *Amendments to FASB Interpretation No.46(R)* ("Statement No.167" ). Statement No.167 amends FASB Interpretation No.46R, *Consolidation of Variable Interest Entities an interpretation of ARB No.51* ("FIN 46R") to require an analysis to determine whether a company has a controlling financial interest in a variable interest entity. This analysis identifies the primary beneficiary of a variable interest entity as the enterprise that has a) the power to direct the activities of a variable interest entity that most significantly impact the entity's economic performance and b) the obligation to absorb losses of the entity that could potentially be significant to the variable interest entity or the right to receive benefits from the entity that could potentially be significant to the variable interest entity. The statement requires an ongoing assessment of whether a company is the primary beneficiary of a variable interest entity when the holders of the entity, as a group, lose power, through voting or similar rights, to direct the actions that most significantly affect the entity's economic performance. This statement also enhances disclosures about a company's involvement in variable interest entities. Statement No.167 is effective as of the beginning of the first annual reporting period that begins after November 15, 2009. Although Statement No. 167 has not been incorporated into the Codification, in accordance with ASC 105, the standard shall remain authoritative until it is integrated. The Company does not expect the adoption of Statement No. 167 to have a material impact on its financial position or results of operations.

In June 2009, the FASB issued Statement of Financial Accounting Standards No.166, *Accounting for Transfers of Financial Assets an amendment of FASB Statement No.140* ("Statement No.166" ). Statement No.166 revises FASB Statement of Financial Accounting Standards No. 140, *Accounting for Transfers and Extinguishment of Liabilities a*

*replacement of FASB Statement 125* ("Statement No. 140" ) and requires additional disclosures about transfers of financial assets, including securitization transactions, and any continuing exposure to the risks related to transferred financial assets. It also eliminates the concept of a "qualifying special-purpose entity", changes the requirements for derecognizing financial assets, and enhances disclosure requirements. Statement No.166 is effective prospectively, for annual periods beginning after November 15, 2009, and interim and annual periods thereafter. Although Statement No.166 has not been incorporated into the Codification, in accordance with ASC 105, the standard shall remain authoritative until it is integrated. The Company does not expect the adoption of Statement No.166 will have a material impact on its financial position or results of operations.



**NOTE 2**

**UNCERTAINTY OF ABILITY TO CONTINUE AS A GOING CONCERN**

The accompanying financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the settlement of liabilities and commitments in the normal course of business. As reflected in the accompanying financial statements, the company has minimal revenues, net accumulated losses since inception, and a retained deficit of \$119,379. These factors raise substantial doubt about its ability to continue as a going concern. The ability of the Company to continue as a going concern is dependent on the company's sales of "What's In My Food?", a children's book on nutrition, and potential additional titles. The financial statements do not include any adjustments that might be necessary if the company is unable to continue as a going concern.

**NOTE 3**

**INVENTORY, PREPAID INVENTORY AND MARKETING**

The Company entered into an agreement with Winepress for printing of its first book. The Company also entered into an addendum agreement with Winepress for marketing and publicity for its book. As of December 31, 2008, the Company paid \$31,550 in prepaid inventory for its books and \$3,409 for its marketing and publicity. As of December 31, 2009, the Company had received its inventory, and Winepress had completed its promotional publications and direct marketing.

As of December 31, 2009 and 2008, the Company had inventory of published books of \$31,339 and \$0 respectively.

**NOTE 4**

**PROPERTY AND EQUIPMENT**

The Company purchased a computer in 2007. The computer is being depreciated over 5 years. As of December 31, 2009 and 2008, the company recorded depreciation expense of \$399 and \$399 respectively.

**NOTE 5**

**COMMON STOCK**

On January 2, 2008, the Company received proceeds of its fundraising through 2007. The Company raised \$114,500 from sale of 1,145,500 shares of stock to unrelated individuals. There were no stock transactions for the years ending December 31, 2009 and 2008.

**NOTE 6**

**NOTE PAYABLE**

The Company purchased a computer and financed it for five years at an interest rate of 24.99%. The five year principal payments are as follows:

2009	\$ 439
2010	\$ 586
2011	\$ 366

**NOTE 7**

**RELATED PARTY TRANSACTIONS**

During the period ending December 31, 2008, the Company repaid borrowings from one of its shareholders of \$3,000 including interest.

At various times during 2009, the Company found it necessary to borrow funds from its shareholders to fund the Company. These notes are due and payable on December 31, 2010 and carry an interest rate of 8%. The total outstanding as of December 31, 2009 and 2008 was \$12,489 and \$0 respectively. The accrued interest on these notes as of December 31, 2009 and 2008 was \$370 and \$0 respectively.

The major shareholder also contributed funds for prepaid expenses. The total outstanding as of December 31, 2009 and 2008 was \$464 and \$0 respectively.

For the years ending December 31, 2009 and 2008 the related parties advanced the Company for working capital purposes, \$12,953 and \$0.



**NOTE 8****INCOME TAXES**

No provision was made for income tax for the year ending December 31, 2009. The Company from the date of inception to the period December 31, 2009, has incurred net operating losses for tax purposes of approximately \$119,397. The net operating loss carry-forward may be used to reduce taxable income through the year 2026. The availability of the Company's net operating loss carry-forwards is subject to limitation if there is a 50% or more change in the ownership of the Company's stock.

There was no significant difference between reportable income tax and statutory income tax. The gross deferred tax asset balance as of December 31, 2009 was approximately \$17,907. A 100% valuation allowance has been established against the deferred tax asset, as the utilization of the loss carry-forwards cannot reasonably be assured.

A reconciliation between the income taxes computed in the United States is as follows:

December 31, 2009		
	\$	
United States federal income tax rate		15%
Valuation allowance - US federal income tax		(15%)
Provision for income tax	\$	0