

Excaliber Enterprises, Ltd.
Form 10-Q
April 26, 2011

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

FORM 10-Q

(Mark One)

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

For the quarterly period ended: March 31, 2011

Or

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

For the transition period from _____ to _____

Commission File Number: 333-145977

EXCALIBER ENTERPRISES, LTD.

(Exact name of registrant as specified in its charter)

Nevada
(State or other jurisdiction of incorporation or
organization)

20-5093315
(I.R.S. Employer Identification No.)

13834 W. Hoyt Road
Rathdrum, Idaho
(Address of principal executive offices)

83858
(Zip Code)

(208) 640-9633
(Registrant's telephone number, including area code)

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

Indicate by check mark whether the issuer (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the past 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes

No

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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 | <input type="checkbox"/> | Accelerated filer | <input type="checkbox"/> |
| Non-accelerated filer | <input type="checkbox"/> | Smaller reporting company | <input checked="" type="checkbox"/> |

(Do not check if a smaller reporting company)

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

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

| | |
|---------------------------------|------------------------------------|
| Common Stock, \$0.001 par value | 5,848,707 shares |
| (Class) | (Outstanding as at April 26, 2011) |

EXCALIBER ENTERPRISES, LTD.

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PART I – FINANCIAL INFORMATION

Unaudited Financial Statements

The accompanying unaudited financial statements have been prepared in accordance with generally accepted accounting principles for interim financial reporting and pursuant to the rules and regulations of the Securities and Exchange Commission ("Commission"). While these statements reflect all normal recurring adjustments which are, in the opinion of management, necessary for fair presentation of the results of the interim period, they do not include all of 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, which are included in the Company's Annual Report on Form 10-K, previously filed with the Commission on March 31, 2011.

Excaliber Enterprises, Ltd.
(a Development Stage Company)
Condensed Balance Sheets

| | March 31, 2011 (unaudited) | December 31, 2010 (audited) |
|--|----------------------------------|-----------------------------------|
| Assets | | |
| Cash | \$ 6,120 | \$ 1,808 |
| Total current assets | 6,120 | 1,808 |
| Fixed assets, net of accumulated depreciation of \$999 and \$892 as of 3/31/2011 and 12/31/10, respectively | 285 | 392 |
| Total assets | \$ 6,405 | \$ 2,200 |
| Liabilities and Stockholders' Deficit | | |
| Current liabilities: | | |
| Accounts payable | \$ 6,200 | \$ 2,670 |
| Note payable | 30 | 30 |
| Note payable – related party | 500 | 500 |
| Total current liabilities | 6,730 | 3,200 |
| Stockholders' deficit | | |
| Common stock, \$0.001 par value, 200,000,000 shares authorized, 5,848,707 shares issued and outstanding | 5,849 | 5,849 |
| Additional paid-in capital | 56,786 | 50,786 |
| Deficit accumulated during development stage | (62,960) | (57,635) |
| Total stockholders' deficit | (325) | (1,000) |
| Total liabilities and stockholders' deficit | \$ 6,405 | \$ 2,200 |

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

Excaliber Enterprises, Ltd.
(a Development Stage Company)
Condensed Statements of Operations

| | For the three months ended | | October 6, 2005 |
|---|-------------------------------|------------|--|
| | March 31, | | (Inception) to March 31, 2011 |
| | 2011 | 2010 | |
| Revenue | \$- | \$- | \$- |
| Expenses: | | | |
| Depreciation expense | 107 | 107 | 999 |
| Executive compensation | - | - | 5,128 |
| General and administrative expenses | 5,218 | 2,667 | 56,713 |
| Total expenses | 5,325 | 2,774 | 62,840 |
| (Loss) before provision for income taxes | (5,325) | (2,774) | (62,840) |
| Provision for income taxes | - | (30) | (120) |
| Net (loss) | \$(5,325) | \$(2,804) | \$(62,960) |
| Weighted average number of | | | |
| common shares outstanding – basic and fully diluted | 5,848,707 | 5,848,707 | |
| Net (loss) per share – basic and fully diluted | \$(0.00) | \$(0.00) | |

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

Excaliber Enterprises, Ltd.
(a Development Stage Company)
Condensed Statements of Cash Flows

| | For the three months ended | | October 6, 2005 |
|--|-------------------------------|------------|--|
| | March 31, | | (Inception) to March 31, 2011 |
| | 2011 | 2010 | |
| Cash flows from operating activities | | | |
| Net (loss) | \$(5,325) | \$(2,804) | \$(62,960) |
| Adjustments to reconcile net (loss) to net cash (used) by operating activities: | | | |
| Shares issued for executive compensation | - | - | 5,000 |
| Depreciation | 107 | 107 | 999 |
| Changes in operating assets and liabilities: | | | |
| Decrease in accounts payable | 3,530 | 2,655 | 6,200 |
| Net cash (used) by operating activities | (1,688) | (42) | (50,761) |
| Cash flows from investing activities | | | |
| Purchase of fixed assets | - | - | (1,284) |
| Net cash (used) by investing activities | - | - | (1,284) |
| Cash flows from financing activities | | | |
| Proceeds from note payable | - | 30 | 30 |
| Proceeds from note payable – related party | - | - | 500 |
| Donated capital | 6,000 | 3,000 | 15,700 |
| Issuances of common stock | - | - | 41,935 |
| Net cash provided by financing activities | 6,000 | 3,030 | 58,165 |
| Net increase in cash | 4,312 | 2,988 | 6,120 |
| Cash – beginning | 1,808 | 556 | - |
| Cash – ending | \$6,120 | \$3,544 | \$6,120 |
| Supplemental disclosures: | | | |
| Interest paid | \$- | \$- | \$- |
| Income taxes paid | \$- | \$30 | \$120 |
| Non-cash transactions: | | | |
| Shares issued for executive compensation | \$- | \$- | \$5,000 |
| Number of shares issued for executive compensation | - | - | 5,000,000 |

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

Excaliber Enterprises, Ltd.
(a Development Stage Company)
Notes to Condensed Financial Statements

Note 1 – Basis of presentation

The interim financial statements included herein, presented in accordance with United States generally accepted accounting principles and stated in US dollars, have been prepared by the Company, without audit, pursuant to the rules and regulations of the Securities and Exchange Commission (SEC). Certain information and footnote disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles have been condensed or omitted pursuant to such rules and regulations, although the Company believes that the disclosures are adequate to make the information presented not misleading.

These statements reflect all adjustments, consisting of normal recurring adjustments, which, in the opinion of management, are necessary for fair presentation of the information contained therein. It is suggested that these condensed interim financial statements be read in conjunction with the financial statements of the Company for the year ended December 31, 2010 and notes thereto included in the Company's annual report on Form 10-K. The Company follows the same accounting policies in the preparation of interim reports.

Results of operations for the interim periods are not indicative of annual results.

Note 2 – History and organization of the company

The Company was organized October 6, 2005 (Date of Inception) under the laws of the State of Nevada, as Excaliber Enterprises, Ltd. The Company is authorized to issue up to 200,000,000 shares of its common stock with a par value of \$0.001 per share.

The business of the Company is to sell specialty gift baskets to health care professionals, organizations and patients, and real estate agents and firms. The Company has limited operations and in accordance with FASB ASC 915-10, "Development Stage Entities," the Company is considered a development stage company.

Note 3 – Going concern

The accompanying financial statements have been prepared assuming the Company will continue as a going concern. As shown in the accompanying financial statements, the Company has incurred a net loss of (\$62,960) for the period from October 6, 2005 (inception) to March 31, 2011, and had no sales.

The Company is contemplating conducting an offering of its debt or equity securities to obtain additional operating capital. The Company is dependent upon its ability, and will continue to attempt, to secure equity and/or debt financing. There are no assurances that the Company will be successful and without sufficient financing it would be unlikely for the Company to continue as a going concern.

The financial statements do not include any adjustments relating to the recoverability and classification of recorded assets, or the amounts of and classification of liabilities that might be necessary in the event the Company cannot continue in existence. These conditions raise substantial doubt about the Company's ability to continue as a going concern. These financial statements do not include any adjustments that might arise from this uncertainty.

Note 4 – Debt and interest expense

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On January 22, 2008, the Company issued an aggregate of \$500 in debt securities to a related party. The note bears no interest, is due on demand and contains no prepayment penalty.

On March 12, 2010, a non-related third-party entity loaned the Company \$30. The loan bears no interest and is due upon demand.

Excaliber Enterprises, Ltd.
(a Development Stage Company)
Notes to Condensed Financial Statements

Note 5 – Stockholders' equity

The Company is authorized to issue 200,000,000 shares of its \$0.001 par value common stock.

During the three month periods ended March 31, 2011 and 2010, an officer and director of the Company donated cash in the amount of \$6,000 and \$3,000, respectively. All funds were donated, are not expected to be repaid and are considered to be additional paid-in capital.

As of March 31, 2011, there have been no other issuances of common stock.

Note 6 – Warrants and options

As of March 31, 2011, there were no warrants or options outstanding to acquire any additional shares of common stock.

Note 7 – Related party transactions

Through March 31, 2011, an officer and director of the Company donated cash in the amount of \$15,700. All funds were donated, are not expected to be repaid and are considered to be additional paid-in capital.

On August 7, 2010, the Company paid an officer and director \$127 in executive compensation for services rendered.

The Company does not lease or rent any property. Office services are provided without charge by an officer and director of the Company. Such costs are immaterial to the financial statements and, accordingly, have not been reflected therein. The officers and directors of the Company are involved in other business activities and may, in the future, become involved in other business opportunities. If a specific business opportunity becomes available, such persons may face a conflict in selecting between the Company and their other business interests. The Company has not formulated a policy for the resolution of such conflicts.

Note 8 – Subsequent Events

In preparing these financial statements, the Company has evaluated events and transactions for potential recognition or disclosure through the date the financial statements were issued. As of this date, nothing has happened that requires disclosure.

Management's Discussion and Analysis of Financial Condition and Results of Operations

Forward-Looking Statements

This Quarterly Report contains forward-looking statements about Excaliber Enterprises, Ltd.'s business, financial condition and prospects that reflect management's assumptions and beliefs based on information currently available. We can give no assurance that the expectations indicated by such forward-looking statements will be realized. If any of our management's assumptions should prove incorrect, or if any of the risks and uncertainties underlying such expectations should materialize, Excaliber Enterprise's actual results may differ materially from those indicated by the forward-looking statements.

The key factors that are not within our control and that may have a direct bearing on operating results include, but are not limited to, acceptance of our services, our ability to expand our customer base, managements' ability to raise capital in the future, the retention of key employees and changes in the regulation of our industry.

There may be other risks and circumstances that management may be unable to predict. When used in this Quarterly Report, words such as, "believes," "expects," "intends," "plans," "anticipates," "estimates" and similar expressions are intended to identify forward-looking statements, although there may be certain forward-looking statements not accompanied by such expressions.

Management's Discussion and Results of Operation

We were incorporated in the State of Nevada on October 6, 2005. Since our inception on October 6, 2005 to March 31, 2011, we did not generate any revenues and have incurred various general and administrative costs related to the costs of start-up operations and the execution of our business. In prior periods, the state of the economy has impeded our ability to develop our operations. However, our officers and directors have received informal interest in our gift baskets from prior personal contacts. As a result, we are in the process of rethinking our operational approach, infrastructure and financing requirements.

Operating Expenses

We incur operating expenses composed primarily of depreciation, executive compensation and general and administrative costs. We recognize depreciation expense on our computer equipment. Executive compensation is related primarily to the issuance of 5,000,000 shares of common stock to Stephanie Jones, an officer and director, for services rendered in June 2006. General and administrative expenses are essentially the cost of doing business, and include: licenses; general office expenses and supplies; bank charges; website costs; and professional fees such as accounting, legal and other various business consulting fees.

During the three months ended March 31, 2011, total expenses were \$5,325, consisting of depreciation expense of \$107, related specifically to our computer equipment and general and administrative costs in the amount of \$5,218. In the comparable three month period ended March 31, 2010, expenses were \$2,774, comprised of \$107 in depreciation expense and \$2,667 of which was attributable to general and administrative expenses. Our management believes this level of expenditures represents the minimum ongoing quarterly cost of operations.

Since our inception, we have incurred aggregate operating expenses in the amount of \$62,960, of which \$999 is due to depreciation expense, \$5,128 in executive compensation and general and administrative expenses in the amount of \$56,713. No development related expenses have been or will be paid to our affiliates. We expect to continue to incur general and administrative expenses for the foreseeable future. Although we cannot estimate the extent of these costs, we do anticipate expenses rising as we pursue our business objectives.

Provision of Income Taxes

Although we are incorporated in the State of Nevada, we do business in the State of Idaho, which charges a minimum tax payable for \$30. In the three months ended March 31, 2011 and 2010, we recorded a provision for income taxes of \$0 and \$30, respectively. Since our inception to March 31, 2011, we recorded total provisions for income taxes of \$120.

Net Loss

As a result of our lack of revenues and incurring ongoing expenses related to the implementation of our business, we have experienced net losses in all periods since our inception. In the three month period ended March 31, 2011, our net loss totaled \$5,325, compared to a net loss of \$2,804 in the three month period ended March 31, 2010. Since our inception, we have accumulated a deficit in the amount of \$62,960.

Liquidity

Our management believes that our cash on hand as of March 31, 2011 in the amount of \$6,120 is not sufficient to maintain our current minimal level of operations and to execute our planned objectives for the next approximately 12 months. As of March 31, 2011, we owed \$6,200 in accounts payable to vendors and service providers. We also owe a total of \$530 in notes payable, of which \$500 is owed to a related party and \$30 to a non-related entity. All notes payable bear no interest and are due on demand. We may be unable to satisfy any of our financial obligations. Our ability to fund our operating expenses are in doubt, and we cannot guarantee that we will be able to satisfy such. As a result, our independent auditors have expressed substantial doubt about our ability to continue as a going concern in the independent auditors' report to the financial statements included in our 10-K. If our business fails, our investors may face a complete loss of their investment.

Plan of Operation

Our officers and directors have received inquiries about our products and services. Our management believes that, while inquiries do not directly equal sales, these are signs of a resurgent market for corporate and personal gifts and could potentially lead to sales. Our management attributes this resurrected interest to the recovery of the stock market and various segments of the economy stabilizing. For instance, the real estate activity has shown a pickup in activity and an easing of price declines. Our management believes this turn around in the general business climate has led to a slight recovery in discretionary spending, as well as an availability of investment capital and business credit.

We are currently evaluating our options to raise capital to finance our business strategy. We estimate that we require at least \$16,000 in funds to execute the following steps:

Improve our website: We have a website located at www.ExcaliberStore.com to serve as our primary method of attracting customers and generating sales. The website is merely functional without e-commerce capability at this time. We are in the process of improving our website through adding e-commerce functionality and improving the user interface. There are options we are evaluating in terms of software for and outsourcing the processing of payments. We have budgeted up to \$6,000 to the redesign of our site and for the purchase of software.

We are also contemplating creating accounts with websites that already have e-commerce functionality enabled, whereby we would pay either a nominal fee or commission for sales and payment processing. This option would allow us to conserve capital in that: (a) we would not have to hire a web developer to redesign the site; (b) we would not have to purchase special software; and (c) we would not have to set-up a merchant account.

Implement marketing and advertising: Once we determine our approach to e-commerce, we will implement a web advertising campaign using services provided by Google, Bing and Yahoo. The amount we budget to undertake web advertising activities will depend substantially upon whether we invest in developing an e-commerce website or enter into partnerships with other websites. At this time, we have allocated up to \$10,000 of our line of credit, if necessary, toward web advertising.

In addition to web marketing, we also plan to take a direct sales approach, whereby our officers will attempt to generate interest and awareness of our brand. Direct sales is not expected to require a material outlay of funds, other than for business cards, brochures and other print materials. As such, we have allotted up to \$2,000 to use for direct sales materials.

Our management does not anticipate the need to hire additional full- or part- time employees over the next 12 months, as the services provided by our current officers and directors appear sufficient at this time. Our officers and directors work for us on a part-time basis, and are prepared to devote additional time, as necessary. We do not expect to hire any additional employees over the next 12 months.

Our management does not expect to incur research and development costs.

We do not have any off-balance sheet arrangements.

We currently do not own any significant plant or equipment that we would seek to sell in the near future.

We have not paid for expenses on behalf of our directors. Additionally, we believe that this fact shall not materially change.

We currently do not have any material contracts and or affiliations with third parties.

There are no known trends, events or uncertainties that have had or that are reasonably expected to have a material impact on our revenues from continuing operations.

Controls and Procedures

Evaluation of Disclosure Controls and Procedures

As of March 31, 2011 our management, with the participation of our President and Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of our disclosure controls and procedures pursuant to Rule 13a-15(b) promulgated under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Based upon that evaluation, our President and Chief Financial Officer concluded that, as of March 31, 2011, our disclosure controls and procedures were effective in ensuring that material information required to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms, including ensuring that such material information is accumulated by and communicated to our management, including our President and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

Changes in internal controls over financial reporting

There was no change in our internal controls over financial reporting that occurred during the period covered by this report, which has materially affected, or is reasonably likely to materially affect, our internal controls over financial reporting.

PART II – OTHER INFORMATION

Exhibits and Reports on Form 8-K

| Exhibit Number | Name and/or Identification of Exhibit |
|----------------|---|
| 3 | Articles of Incorporation & By-Laws (a) Articles of Incorporation * (b) By-Laws * |
| 10 | Line of Credit Loan Agreement |
| 31 | Rule 13a-14(a)/15d-14(a) Certifications (a) Stephanie Y. Jones (b) Matthew L. Jones |
| 32 | Certification under Section 906 of the Sarbanes-Oxley Act (18 U.S.C. Section 1350) |

* Incorporated by reference herein filed as exhibits to the Company's Registration Statement on Form SB-2 previously filed with the SEC on September 11, 2007, and subsequent amendments made thereto.

SIGNATURES

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

EXCALIBER ENTERPRISES, LTD.
(Registrant)

| Signature | Title | Date |
|--|--|----------------|
| /s/ Stephanie Y. Jones Stephanie Y. Jones | President and Chief Executive Officer | April 26, 2011 |
| /s/ Matthew L. Jones Matthew L. Jones | Chief Financial Officer | April 26, 2011 |
| /s/ Matthew L. Jones Matthew L. Jones | Chief Accounting Officer | April 26, 2011 |

