

Raystream Inc.  
Form 10-Q  
September 19, 2011

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

**FORM 10-Q**

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

**FOR THE QUARTERLY PERIOD ENDED JULY 31, 2011**

OR

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

Commission file number 333-167084

**RAYSTREAM INC.**  
(Exact name of registrant as specified in its charter)

**Nevada**

**27-2310076**

(state or other jurisdiction of incorporation or  
organization)

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

**219 Redfield Parkway #204, Reno, Nevada 89509**

\_(Address of principal executive offices)

**(775) 345-3521**

Issuer's telephone number

Edgar Filing: Raystream Inc. - Form 10-Q

Indicate by check mark whether the registrant (1) filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the past 12 months (or for such shorter period that the registrant was require 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 is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definition of large accelerated filer , accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer  Non-accelerated filer  **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**

**APPLICABLE ONLY TO CORPORATE ISSUERS**

As of **September 19, 2011** the registrant had **49,975,000** shares of common stock outstanding.

**RAYSTREAM INC.**

**Table of Contents**

**PART I - FINANCIAL INFORMATION**

**Item 1. Financial Statements**

3

**Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations**

4

**Item 3. Quantitative and Qualitative Disclosures About Market Risk**

6

**Item 4 Controls and Procedures**

6

**PART II OTHER INFORMATION**

6

**Item 1. Legal Proceedings.**

6

**Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.**

6

**Item 3. Defaults Upon Senior Securities.**

6

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

6

Item 5. Other Information.

6

Item 6. Exhibits

7

SIGNATURES

7

**FINANCIAL STATEMENTS**

**Raystream Inc.**

**(Formerly Interdom, Corp.)**

July 31, 2011

Index

Balance Sheets (Unaudited)

F-1

Statements of Operations (Unaudited)

F-2

Statements of Cash Flows (Unaudited)

F-3

Statement of Changes in Stockholders' Deficit (Unaudited)

F-4

Notes to the Unaudited Financial Statements

F-5



**BALANCE SHEET**  
**First Quarter**  
**RAYSTREAM, INC**  
**(FKA INTERDOM, CORP.)**  
**(a development stage company)**  
**BALANCE SHEETS**

JULY 31,  
 2011  
 (unaudited)

APRIL 30, 2011  
 (audited)

ASSETS	Current assets Cash \$ 1,969,350 assets 1,975,183 2,037,316 \$ LIABILITIES AND STOCKHOLDERS' DEFICIT Current liabilities Advances \$ - interest 3,333 payroll taxes payable 19,095 payable--long-term 41,241 party 2,000,000 value, 200,000,000 shares authorized, outstanding 154,475 (34,811)(468) 2,037,316 \$	45 Prepaid expenses 5,833 8,378 Fixed assets, net 62,133 8,646 Accounts payable 200 8,258 Auto lease payable--short-term 30,886 Total current liabilities 8,466 Auto lease payable--related 2,072,127 Total liabilities 8,466 Common stock, \$0.001 par value, 154,475,000 shares issued and outstanding - Additional paid-in capital - Deficit accumulated during development stage (189,286)(154,943) Total stockholders' deficit (154,943) 8,378 TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT \$
--------	---	---

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

F-1

**P & L**  
**First Quarter**  
**(FKA INTERDOM, CORP.)**  
**(a development stage company)**  
**STATEMENTS OF OPERATIONS**  
**(Unaudited)**

Edgar Filing: Raystream Inc. - Form 10-Q

Period of Three Months Ended July 31, 2011	Period of Three Months Ended July 31, 2010	From Inception (December 8, 2009) to July 31, 2011	From Inception (December 8, 2009) to July 31, 2010	
		Revenue \$	- \$	- \$
		Payroll and payroll taxes	27,358	- 27,358
		Administrative	12,298	1236,716
		Net operating loss	1264,074	(39,656)
			6746,716	(12)
			(63,874)	(6,716)
		Other expense:	8,646	Gain on debt forgiveness
		Interest	8,646	3,333
				- 3,333
		Net loss \$	(34,343)	(12)
		common share--basic \$	(0.00)	(0.00)
		Weighted average number of common shares outstanding--basic	154,475,000	129,500,000

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

F-2

**Cash Flow**  
**First Quarter**  
**RAYSTREAM, INC**  
**(FKA INTERDOM, CORP.)**  
**(a development stage company)**  
**STATEMENTS OF CASH FLOWS**  
**(Unaudited)**

Period of Three Months Ended July 31, 2011	Period of Three Months Ended July 31, 2010	From Inception (December 8, 2009) to July 31, 2011	From Inception (December 8, 2009) to July 31, 2010	
		OPERATING ACTIVITIES	Net loss \$	(34,343) \$
			(58,561) \$	(6,716)
		Items not involving cash	Gain on forgiveness of debt \$	(8,646) \$
			(8,646)	(Increase) in prepaid expenses
		Increase in accounts payable	-	200
		Increase in accrued interest payable	3,333	3,333
		Increase in payroll and related payables	19,095	19,095
		cash used by operating activities	(18,061)	(12)
		INVESTING	(50,412)	(14,849)
		ACTIVITIES	Fixed assets	(62,133)
		used by investing activities	(62,133)	(62,133)
		FINANCING ACTIVITIES	Advances	-
				- 8,646



Edgar Filing: Raystream Inc. - Form 10-Q

Proceeds from sale of common stock	-	-	23,750	3,500
Automobile lease	49,499	-	49,499	0
Proceeds from sale of debenture - related party	2,000,000	-	2,000,000	0
Net cash provided by financing activities	2,049,499	-	2,081,895	1,460
Net change in cash	1,969,305	(12)	1,969,350	(7,703)
Cash at the beginning of the period	454	3,000		
Cash at the end of the period	\$ 1,969,350	\$ 418	\$ 1,969,350	\$ (7,703)

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

F-3

**STOCKHOLDERS EQUITY**

**First Quarter**

**RAYSTREAM, INC**

**(FKA INTERDOM, CORP.)**

**(a development stage company)**

**STATEMENTS OF STOCKHOLDERS' EQUITY/(DEFICIT)**

Number of Common Shares	Additional Paid-In Capital	Deficit Accumulated During Development Stage	Total	
			Amount	Shares
			Balance at inception, (December 8, 2009)	- \$
			- \$ - \$ - \$ - Common shares issued for cash at \$0.001 per share	129,500,000 129,500 -
			(126,000)3,500Net loss for the year ended April 30, 2010	- - (6,716)(6,716)
			Balance at April 30, 2010 (audited)	129,500,000 129,500 -
			(132,716)(3,216)Common shares issued for cash at \$0.03 per share	24,975,000 24,975 - (4,725)20,250
			Net loss for the year ended April 30, 2011	- - -
			- (17,502)(17,502) Balance at April 30, 2011 (audited)	154,475,000154,475 - (154,943)(468)
			Net loss for the quarter ended July 31, 2011	- - -
			- (34,343)(34,343) Balance at July 31, 2011	154,475,000 \$ 154,475 \$ - \$ (189,286) \$(34,811)

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

F-4

**Raystream Inc.**

**(Formerly Interdom, Corp.)**

**(A Development Stage Company)**

**Notes to the Financial Statements**

**July 31, 2011**

**(unaudited)**

**NOTE 1 - ORGANIZATION AND BUSINESS OPERATIONS**

Raystream Inc. (fka Interdom, Corp.) ("the Company") was incorporated in the State of Nevada on December 8, 2009 as Interdom, Corp. From inception to June 2011, the Company was in the business of real estate consulting and evaluation. On June 14, 2011, the Company announced a change of control. Subsequent to the change of control, the Company changed its focus to technology, specifically business video transmission compression. On August 22, 2011, Interdom Corp. received approval from FINRA to change the name of the Company to Raystream Inc. Raystream Inc. is in the development stage as defined under Accounting Codification Standard, Development Stage Entities ("ASC-915"). The Company has not generated any revenue to date and consequently its operations are subject to all risks inherent in the establishment of a new business enterprise. For the period from inception, (December 8, 2009) through July 31, 2011 the Company has accumulated losses of \$189,286 and further losses are anticipated.

**NOTE 2 - GOING CONCERN**

The financial statements have been prepared on a going concern basis which assumes the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. The Company has incurred losses since inception resulting in an accumulated deficit of \$189,286 as of July 31, 2011 and further losses are anticipated in the development of its business raising substantial doubt about the Company's ability to continue as a going concern. Although the Company obtained debt financing in July (See Note 4), the ability to continue as a going concern is dependent upon the Company generating profitable operations in the future and/or to obtain the necessary additional financing to meet its obligations and repay its liabilities arising from normal business operations when they come due. Management intends to finance operating costs over the next twelve months with existing cash on hand. These financials do not include any adjustments relating to the recoverability and reclassification of recorded asset amounts, or amounts and classifications of liabilities that might result from this uncertainty.

**NOTE 3 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

**Basis of Presentation**

The financial statements of the Company have been prepared in accordance with generally accepted accounting principles in the United States of America and are presented in US dollars. In the opinion of management, all adjustments, consisting of normal recurring accruals considered necessary for a fair presentation, have been included. Operating results for the three months ended July 31, 2011 are not necessarily indicative of the results that may be expected for the year ending April 30, 2012. For further information, refer to the financial statements and footnotes thereto included in the Form S-1 Registration Statement filed with SEC.

Cash and Cash Equivalents

The Company considers all highly liquid instruments with a maturity of three months or less at the time of issuance to be cash equivalents.

F-5

**Raystream Inc.**

**(Formerly Interdom, Corp.)**

**(A Development Stage Company)**

**Notes to the Financial Statements**

**July 31, 2011**

**(unaudited)**

NOTE 3 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Use of Estimates and Assumptions

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Foreign Currency Translation

The financial statements are presented in United States dollars. In accordance with Accounting Standards Codification ("ASC-830"), "Foreign Currency Matters", foreign denominated monetary assets and liabilities are translated into their United States dollar equivalents using foreign exchange rates at the balance sheet date. Non monetary assets and liabilities are translated at the exchange rates prevailing on the transaction date. Revenue and expenses are translated at average rates of exchange during the year. Gains or losses resulting from foreign currency transactions are included in results of operations.

Financial Instruments

The carrying value of the Company's financial instruments approximates their fair value because of the short maturity of these instruments.

Stock-based Compensation

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

#### Income Taxes

Income taxes are accounted for under the assets and liability method. Deferred tax assets and liabilities are recognized for the estimated future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and operating loss and tax credit carry forwards. Deferred tax assets and liabilities are measured using enacted tax rates in effect for the year in which those temporary differences are expected to be recovered or settled.

Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or all of the deferred tax assets will not be realized. Deferred tax assets and liabilities are adjusted for the effects of changes in tax laws and rates on the date of enactment.

**Raystream Inc.**

**(Formerly Interdom, Corp.)**

**(A Development Stage Company)**

**Notes to the Financial Statements**

**July 31, 2011**

**(unaudited)**

**NOTE 3 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)**

**Basic and Diluted Net Loss per Share**

The Company computes loss per share in accordance with ASC-260 , Earnings per Share which requires presentation of both basic and diluted earnings per share on the face of the statement of operations. Basic loss per share is computed by dividing net loss available to common shareholders by the weighted average number of outstanding common shares during the period. Diluted loss per share gives effect to all dilutive potential common shares outstanding during the period. Dilutive loss per share excludes all potential common shares if their effect is anti- dilutive.

The Company has no potential dilutive instruments and accordingly basic loss and diluted loss per share are the same.

**Fiscal Periods**

The Company's fiscal year end is April 30.

**NOTE 4 - PREPAID EXPENSES**

As at July 31, 2011 the Company had \$5,833 left in prepaid expenses. The Company entered into an agreement with Transfer agent in fiscal year April 2011 to provide premium services over a 12 month period.

**NOTE 5 - DEBT RELATED PARTY**

On July 19, 2011 the Company received \$2,000,000 from the sale of a convertible debenture in accordance with a convertible debenture purchase agreement ( Agreement ) executed on July 18, 2011. The debenture accrues simple

interest at the rate of 5% until the maturity date of July 18, 2013 and can be converted, at the holder's option, into the company's common stock at a conversion rate equal to a 10% discount from the fair market value of the stock. Per the Agreement, the fair market value is calculated as the average closing market price of the five business days preceding the conversion date, or if there has been no sales of the Company's common stock for five days, the price shall be determined according to the price of the last trade of the Company's common stock or, at \$1.00 per share or, at a price that is mutually agreed upon by the Company and the holder. The conversion price is subject to adjustment in certain events, such as distributions of dividends or stock splits. On July 29, 2011 the Company entered into a loan for an automobile. Monthly payments of \$1,031.14 are to be made for the next 60 months, which is \$12,372 per year. The automobile has been recorded as a fixed asset and the loan as a liability. As the stock is not actively traded in the market it does not currently have a determinable fair value. Also the conversion price is not fixed. Based on that Company deems that there is no beneficial conversion feature associated with the note that needs to be recognized the the financials.

#### NOTE 6 - AUTOMOBILE LEASE

On July 29, 2011 the Company entered into a lease for an automobile. Monthly payments of \$1,031.04 are to be made for the next 60 months, which is \$12,372 per year. The automobile has been recorded as a fixed asset and the lease as a liability.

#### NOTE 7 - STOCKHOLDER'S EQUITY

The authorized capital of the Company is 200,000,000 common shares with a par value of \$ 0.001 per share. On April 14, 2009, the Company issued 129,500,000 shares post split of common stock at a price of \$0.001 per share for total cash proceeds of \$3,500. Between November 2010 and April 2011, the Company issued 24,975,000 shares of common stock at a price of \$0.03 per share for total cash proceeds of \$20,250.

As of July 31, 2011 the Company had 154,475,000 shares of post split common stock issued and outstanding.

On August 22, 2011 the Company received approval from FINRA to change the name of the Company to Raystream, Inc. and to affect a 37 for 1 forward-split of the Company's issued and outstanding common shares.

**Raystream Inc.**

**(Formerly Interdom, Corp.)**

**(A Development Stage Company)**

**Notes to the Financial Statements**

**July 31, 2011**

**(unaudited)**

**NOTE 8 - ADVANCES RELATED PARTY**

As of June 14, 2011 a former director had entered into a written forgiveness of debt agreement with the Company to forgive a total of \$8,646 in related party advances. As of July 31, 2011 there is no balance owed to him.

**NOTE 9 - SUBSEQUENT EVENTS**

On August 22, 2011 the Company received approval from FINRA to change the name of the Company to Raystream, Inc. and to affect a 37 for 1 forward-split of the Company's issued and outstanding common shares.



**FORWARD LOOKING STATEMENTS**

Statements made in this Form 10-Q that are not historical or current facts are "forward-looking statements" made pursuant to the safe harbor provisions of Section 27A of the Securities Act of 1933 (the "Act") and Section 21E of the Securities Exchange Act of 1934. These statements often can be identified by the use of terms such as "may," "will," "expect," "believe," "anticipate," "estimate," "approximate" or "continue," or the negative thereof. We intend that such forward-looking statements be subject to the safe harbors for such statements. We wish to caution readers not to place undue reliance on any such forward-looking statements, which speak only as of the date made. Any forward-looking statements represent management's best judgment as to what may occur in the future. However, forward-looking statements are subject to risks, uncertainties and important factors beyond our control that could cause actual results and events to differ materially from historical results of operations and events and those presently anticipated or projected. We disclaim any obligation subsequently to revise any forward-looking statements to reflect events or circumstances after the date of such statement or to reflect the occurrence of anticipated or unanticipated events.

F-8

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

**General**

Raystream Inc. was incorporated in the State of Nevada on December 8, 2009 under the name Interdom, Corp. On August 22, 2011, we changed our name to Raystream Inc. Our executive offices are located at 219 Redfield Parkway #204, Reno, Nevada 89509. Our common stock currently trades on the Over the Counter Bulletin Board under the ticker symbol ITRDD.

We are in the business of selling software to compress video transmissions to other businesses. Management believes that the market for the Company's products will include any organization that works with streaming video or that would benefit from more efficient use of bandwidth. As online video and Internet video to TV usage grows, the market for our products will expand since the compression of the signals allows more efficient use of bandwidth.

We have not generated any revenues related to our business to date.

## Results of Operations

Our financial statements have been prepared assuming that we will continue as a going concern and, accordingly, do not include adjustments relating to the recoverability and realization of assets and classification of liabilities that might be necessary should we be unable to continue in operation. We expect we will require additional capital to meet our long term operating requirements. We expect to raise additional capital through, among other things, the sale of equity or debt securities.

Three Month Period Ended July 31, 2011 Compared to the period from Inception (December 8, 2009) to July 31, 2011

Our net loss for the three month period ended July 31, 2011 was \$34,343 compared to a net loss of \$58,561 during the period from inception (December 8, 2009) to July 31, 2011. During the three month period ended July 31, 2011, we did not generate any revenue.

During the three month period ended July 31, 2011, we incurred general and administrative expenses, payroll expenses and professional fees of \$39,656 compared to \$64,074 incurred during the period from inception (December 8, 2009) to July 31, 2011. General and administrative, payroll and professional fee expenses incurred during the three month period ended July 31, 2011 were generally related to corporate overhead, financial and administrative contracted services, such as legal and accounting, developmental costs, and marketing expenses. As at July 31, 2011 Company incurred a total of \$3,333 in interest on convertible debentures and a total of \$8,646 was gained in the forgiveness of debt owed to the former shareholder.

The weighted average number of shares outstanding was 154,475,000 for the three month period ended July 31, 2011.

4

## Liquidity and Capital Resources

Three Month Period Ended July 31, 2011

As at July 31, 2011, our current assets were \$1,975,183 compared to \$8,378 in current assets at April 30, 2011. As at the three month period ended July 31, 2011, current assets were comprised of \$1,969,350 in cash and \$5,833 in prepaid expenses. As at July 31, 2011, our current liabilities were \$30,886. Current liabilities were comprised of \$22,628 of payables and accruals, and \$8,258 which is the current portion of an automobile lease. Long term liabilities comprised a total of \$2,041,241 of convertible debentures of \$2,000,000 and \$41,241 is long term portion of lease.

Stockholders' equity decreased from (\$468) as of April 30, 2011 to (\$34,811) as of July 31, 2011 due to losses incurred.

### *Cash Flows from Operating Activities*

We have not generated positive cash flows from operating activities. For the three month period ended July 31, 2011, net cash flow used in operating activities was \$18,061 consisting of a net loss of \$34,343 which was offset to a certain extent by gain on debt forgiveness of \$8,646 an increase in operating liabilities of \$22,428 and decrease in prepaid of \$2,500. Net cash flow used in operating activities was \$50,412 for the period from inception (December 8, 2009) to July 31, 2011.

### Cash Flows from Investing Activities

The Company purchased an automobile for \$62,133 under a lease agreement during the period of three months ended July 31, 2011. This has been the only activity from investing activities since inception (December 8, 2009).

#### *Cash Flows from Financing Activities*

We have financed our operations primarily from either advances or the issuance of equity and debt instruments. For the three month period ended July 31, 2011, cash provided by financing activities was \$2,049,499 consisting of \$2,000,000 proceeds from the sale of a debenture and of \$49,499 in automobile lease financing. For the period from inception (December 8, 2009) to July 31, 2011, net cash provided by financing activities was \$2,081,895. The amount over the financing activities for the period of three months ended July 31, 2011 was received from proceeds from issuance of common stock and loans from director.

#### **Plan of Operation and Funding**

We expect that working capital requirements will continue to be funded through a combination of our existing funds and further issuances of securities. Our working capital requirements are expected to increase in line with the growth of our business.

Existing working capital, further advances and debt instruments, and anticipated cash flow are expected to be adequate to fund our operations over the next six months. We have no lines of credit or other bank financing arrangements. Generally, we have financed operations to date through the proceeds of the private placement of equity and debt instruments. In connection with our business plan, management anticipates additional increases in operating expenses and capital expenditures relating to: (i) acquisition of inventory; (ii) developmental expenses associated with a start-up business; and (iii) marketing expenses. We intend to finance these expenses with further issuances of securities, and debt issuances. Thereafter, we expect we will need to raise additional capital and generate revenues to meet long-term operating requirements. Additional issuances of equity or convertible debt securities will result in dilution to our current shareholders. Further, such securities might have rights, preferences or privileges senior to our common stock. Additional financing may not be available upon acceptable terms, or at all. If adequate funds are not available or are not available on acceptable terms, we may not be able to take advantage of prospective new business endeavors or opportunities, which could significantly and materially restrict our business operations. We will have to raise additional funds in the next twelve months in order to sustain and expand our operations. We currently do not have a specific plan of how we will obtain such funding; however, we anticipate that additional funding will be in the form of equity financing from the sale of our common stock. We have and will continue to seek to obtain short-term loans from our directors, although no future arrangement for additional loans has been made. We do not have any agreements with our directors concerning these loans. We do not have any arrangements in place for any future equity financing.

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

As of the date of this Quarterly Report, we do not have any off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that are material to investors.

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

We are a smaller reporting company as defined by Rule 12b-2 of the Securities Exchange Act of 1934 and are not required to provide the information under this item.

### **ITEM 4. CONTROLS AND PROCEDURES**

Our management is responsible for establishing and maintaining a system of disclosure controls and procedures (as defined in Rule 13a-15(e) and 15d-15(e) under the Exchange Act) that is designed to ensure that 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 Commission's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by an issuer in the reports that it files or submits under the Exchange Act is accumulated and communicated to the issuer's management, including its principal executive officer or officers and principal financial officer or officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure.

An evaluation was conducted under the supervision and with the participation of our management of the effectiveness of the design and operation of our disclosure controls and procedures as of July 31, 2011. Based on that evaluation, our management concluded that our disclosure controls and procedures were effective as of such date to ensure that information required to be disclosed in the reports that we file or submit under the Exchange Act, is recorded, processed, summarized and reported within the time periods specified in SEC rules and forms. Such officer also confirmed that there was no change in our internal control over financial reporting during the nine-month period ended July 31, 2011 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

## **PART II. OTHER INFORMATION**

### **ITEM 1. LEGAL PROCEEDINGS**

Management is not aware of any legal proceedings contemplated by any governmental authority or any other party involving us or our properties. As of the date of this Quarterly Report, no director, officer or affiliate is (i) a party adverse to us in any legal proceeding, or (ii) has an adverse interest to us in any legal proceedings. Management is not aware of any other legal proceedings pending or that have been threatened against us or our properties.

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

None.

**ITEM 3. DEFAULTS UPON SENIOR SECURITIES**

None.

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

None.

**ITEM 5. OTHER INFORMATION**

None.

**ITEM 6. EXHIBITS**

31.1 Certification of Chief Executive Officer and Chief Financial Officer pursuant to Securities Exchange Act of 1934 Rule 13a-14(a) or 15d-14(a).

32.1 Certifications pursuant to Securities Exchange Act of 1934 Rule 13a-14(b) or 15d-14(b) and 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes- Oxley Act of 2002.

**SIGNATURES**

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

Dated: September 19,  
2011