

Edgar Filing: AMERICAN POST TENSION, INC. - Form 10-Q

AMERICAN POST TENSION, INC.

Form 10-Q

November 19, 2008

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 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 September 30, 2008

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: 0-50090

AMERICAN POST TENSION, INC.

(Exact name of registrant as specified in its charter)

Delaware 13-3926203  
(State or other jurisdiction of (IRS Employer  
incorporation or organization) Identification No.)

1179 Center Point Drive, Henderson, NV 89074  
(Address of principal executive offices) (Zip Code)

(702) 565-7866  
(Registrant's Telephone Number, Including Area Code)

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

Indicate by check mark whether the registrant: (1) has filed all reports  
required to be filed by Section 13 or 15(d) of the Securities Exchange  
Act of 1934 during the preceding 12 months (or for such shorter period  
that the registrant was required to file such reports), and (2) has been  
subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant 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. (Check one):

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

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

As of October 15, 2008, the registrant had 34,291,600 shares of Common  
Stock \$0.0001 par value) outstanding.

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Certification of Chief Executive Officer Pursuant to Section 302

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## FORWARD-LOOKING INFORMATION

To the extent that the information presented in this Quarterly Report on Form 10-Q for the quarter ended September 30, 2008 discusses financial projections, information or expectations about our products, services, or markets, or otherwise makes statements about future events or statements regarding the intent, belief or current expectations of American Post Tension, Inc. and its subsidiary (collectively the "Company"), its directors or its officers with respect to, among other things, future events and financial trends affecting the Company, such statements are forward-looking. We are making these forward-looking statements in reliance on the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Although we believe that the

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expectations reflected in these forward-looking statements are based on reasonable assumptions, there are a number of risks and uncertainties that could cause actual results to differ materially from such forward-looking statements. Forward-looking statements are typically identified by the words "believes," "expects," "anticipates," and similar expressions. In addition, any statements that refer to expectations or other characterizations of future events or circumstances are forward-looking statements. Readers are cautioned that any such forward-looking statements are not guarantees of future performance and that matters referred to in such forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Such factors include, among other things, the pace of residential construction in our geographic markets, changes in mortgage interest rates, prices and availability of raw materials and supplies, our ability to locate, acquire, pay for, and integrate other businesses that complement ours, our ability to expand our business into the commercial construction field, our ability to attract and retain qualified personnel if and as our business grows, and risks associated with our stock being classified as a "penny stock." We undertake no obligation to publicly update or revise these forward-looking statements because of new information, future events or otherwise, except as required by law.

### PART 1. FINANCIAL INFORMATION.

#### Item 1. Financial Statements.

#### AMERICAN POST TENSION, INC. UNAUDITED CONDENSED CONSOLIDATED BALANCE SHEET

	September 30, 2008 (Unaudited)	December 31, 2007 (Audited)
<b>ASSETS</b>		
<b>Current assets:</b>		
Cash and cash equivalents	\$ 383,920	\$ 1,206,064
Accounts receivable, net of allowance for doubtful accounts of \$189,346 at September 30, 2008 and \$240,275 at December 31, 2007	1,852,092	1,387,163
Other receivables	--	100,498
Inventory	3,212,092	1,691,623
Prepaid expenses	34,286	105,863
Deferred tax asset	169,313	38,246
Employee advances	2,163	--
	-----	-----
Total current assets	5,653,866	4,529,457

Property and equipment, net of

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accumulated depreciation of \$1,381,634 at September 30, 2008 and \$1,247,806 at December 31, 2007	885,512	1,006,439
	-----	-----
Total assets	\$ 6,539,378	\$ 5,535,896
	=====	=====
LIABILITIES AND SHAREHOLDER EQUITY		
Current liabilities:		
Accounts payable and accrued expenses	\$ 785,277	\$ 289,361
Accrued interest	--	1,080
Shareholder loans-current portion	--	185,085
Loan payable	1,421,062	--
Line of credit	840,000	--
	-----	-----
Total current liabilities	3,046,339	475,526
Long-term liabilities	--	--
	-----	-----
Total liabilities	3,046,339	475,526
Shareholder equity		
Preferred stock, \$0.001 par value, 1,000,000 shares authorized, no shares issued at December 31, 2007 and September 30, 2008	--	--
Common stock, \$0.001 par value, 50,000,000 shares authorized, 34,291,600 issued at December 31, 2007 and 34,366,600 issued at September 30, 2008	3,436	3,429
Additional paid in capital	5,174,708	5,167,799
Retained earnings	(1,685,105)	(110,858)
	-----	-----
Total shareholder equity	3,493,039	5,060,370
	-----	-----
Total liabilities and shareholder equity	\$ 6,539,378	\$ 5,535,896
	=====	=====

The accompanying notes are an integral part of the unaudited condensed financial statements

AMERICAN POST TENSION, INC.

UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

For the Three and Nine Months Ended September 30, 2008 and 2007

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2008	2007	2008	2007
Sales	\$3,499,340	\$4,166,195	\$ 10,251,355	\$12,777,236
Cost of sales	3,127,389	2,980,306	8,950,132	9,235,323
Gross margin	371,951	1,185,889	1,301,223	3,541,913
Other costs and expenses				
Selling, general and administrative	925,866	1,270,564	3,005,735	3,293,304
Income (loss) from operations	(553,915)	(84,675)	(1,704,512)	248,609
Other income and expense				
Merger related expenses and costs	--	--	--	(3,219,400)
Other income, net	3	56,853	3	793,219
Interest income, net	(18,661)	15,429	(805)	63,973
Net loss before income tax	\$(572,573)	(12,393)	(1,705,314)	(2,362,208)
Provision for income tax	--	(4,207)	(131,067)	173,410
Net income (loss)	\$(572,573)	(8,186)	(1,574,247)	(2,287,009)
Net (loss) per share basic	\$ (0.00)	\$ (0.00)	\$ (0.05)	\$ (0.07)
Net (loss) per share-diluted	\$ (0.00)	\$ (0.00)	\$ (0.05)	\$ (0.07)
Distributions per share	\$ 0.00	\$ 0.00	\$ 0.00	\$ 0.10
Weighted average common				

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Shares outstanding:				
Basic	34,366,600	34,275,296	34,316,782	30,981,946
Diluted	34,366,600	34,275,296	34,316,782	30,981,946

The accompanying notes are an integral part of the unaudited condensed financial statements

AMERICAN POST TENSION, INC.  
 UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOW  
 For the Nine Months Ended September 30, 2008 and 2007

	Nine Months Ended September 30,	
	2008	2007
Net income (loss)	\$ (1,574,247)	\$ (2,287,009)
Adjustment to reconcile net income (loss) to net cash provided by (used in) operations:		
Depreciation	134,029	139,132
Shares issued in merger	--	3,142,245
Shares issued to employees and Board members	--	77,944
Shares issued for services	4,000	--
Shares issued for accrued compensation	2,916	--
Changes in assets and liabilities:		
(Increase) decrease in:		
Accounts receivable	(364,431)	(372,420)
Inventory	(1,520,469)	1,484,939
Prepaid expenses and other assets	69,414	99,478
Deferred tax asset	(131,067)	150,853
Increase (decrease) in:		
Accounts payable and accrued	494,836	224,092
Net cash provided by (used in) operations	(2,885,019)	2,659,255
Cash flows from investing activities:		
Distributions of property and equipment to shareholders	--	21,882
Acquisition (sale) of property and equipment	(13,102)	(146,942)
Net cash provided by investing activities	(13,102)	(125,060)
Cash flows from financing activities:		
Shareholder distributions	--	(2,994,769)
Issue of shares for public shell	--	4,407
Increase (repayment) of loans payable	2,261,062	8,266
Repayment of shareholder loans	(185,085)	(412,690)
Net cash provided by financing activities	2,075,977	(3,394,786)
Net increase (decrease) in cash	(822,144)	(860,592)
Cash, beginning of period	1,206,064	2,937,178

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Cash, end of period	\$ 383,920	\$2,076,606
Supplemental cash flow information:		
Cash paid for interest	\$ 21,799	\$ --
	=====	=====

AMERICAN POST TENSION, INC.  
NOTES TO THE UNAUDITED  
CONDENSED FINANCIAL STATEMENTS  
FOR THE THREE MONTHS AND NINE MONTHS  
ENDED SEPTEMBER 30, 2008 AND 2007

### Note 1: BASIS OF PRESENTATION OF INTERIM PERIOD

The accompanying unaudited financial statements of the Company at September 30, 2008 and 2007 have been prepared in accordance with generally accepted accounting principles (?GAAP?) for interim financial statements, instructions to Form 10-Q, and Regulation S-X. Accordingly, certain information and footnote disclosures normally included in financial statements prepared in accordance with GAAP have been condensed or omitted.

These condensed financial statements should be read in conjunction with the financial statements and notes thereto included in the Company?s annual report on Form 10-K for the year ended December 31, 2007. In management?s opinion, all adjustments (consisting only of normal recurring adjustments) considered necessary for a fair presentation to make the Company?s financial statements not misleading have been included. The results of operations for the periods ended September 30, 2008 and 2007 presented are not necessarily indicative of the results to be expected for the full year. The December 31, 2007 balance sheet has been derived from the Company?s audited financial statements included in the Company?s annual report on Form 10-K for the year ended December 31, 2007.

### Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements and the reported revenues and expenses during the reporting periods. Actual results could differ from those estimates.

### Fair Value

In September 2006, the Financial Accounting Standards Board (the ?FASB?) issued Statement of Financial Accounting Standards (?SFAS?) No. 157, ?Fair Value Measurement? (?SFAS 157?). This statement defines fair value, establishes a framework for measuring fair value in GAAP, and expands disclosure about fair value measurements. This statement is effective for financial statements for fiscal years beginning after November 15, 2007, and interim periods within those fiscal years. Earlier application is encouraged, provided that the reporting entity has not yet issued financial statements for that fiscal year, including financial statements for an interim period within that fiscal year. The Company adopted SFAS 157 on January 1, 2008. Adoption of this statement did not have a material impact on the financial statements of the Company.

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Note 1: BASIS OF PRESENTATION OF INTERIM PERIOD (continued)

### Recent Pronouncements

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

In May 2008, the FASB issued SFAS No. 162, "The Hierarchy of Generally Accepted Accounting Principles". SFAS No. 162 identifies the sources of accounting principles and the framework for selecting the principles to be used in the preparation of financial statements of nongovernmental entities that are presented in conformity with generally accepted accounting principles in the United States. It is effective 60 days following the SEC's approval of the Public Company Accounting Oversight Board amendments to AU Section 411, "The Meaning of Present Fairly in Conformity With Generally Accepted Accounting Principles". The adoption of this statement is not expected to have a material effect on the Company's financial statements.

In March 2008, the FASB issued SFAS No. 161, "Disclosures about Derivative Instruments and Hedging Activities" (SFAS 161). SFAS 161 requires companies with derivative instruments to disclose information that should enable financial-statement users to understand how and why a company uses derivative instruments, how derivative instruments and related hedged items are accounted for under FASB Statement No. 133 "Accounting for Derivative Instruments and Hedging Activities" and how derivative instruments and related hedged items affect a company's financial position, financial performance and cash flows. SFAS 161 is effective for financial statements issued for fiscal years and interim periods beginning after November 15, 2008. The adoption of this statement is not expected to have a material effect on the Company's future financial position or results of operations.

In December 2007, the FASB issued SFAS No. 141 (Revised 2007), "Business Combinations" (SFAS 141R). SFAS 141R will change the accounting for business combinations. Under SFAS 141R, an acquiring entity will be required to recognize all the assets acquired and liabilities assumed in a transaction at the acquisition-date fair value with limited exceptions. SFAS 141R will change the accounting treatment and disclosure for certain specific items in a business combination. SFAS 141R applies prospectively to business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after December 15, 2008. Accordingly, any business combinations we engage in will be recorded and disclosed following existing GAAP until January 1, 2009. The Company expects SFAS 141R will have an impact on accounting for business combinations once adopted but the effect is dependent upon acquisitions at that time. The Company is still assessing the

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Note 1: BASIS OF PRESENTATION OF INTERIM PERIOD (continued)



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impact of this pronouncement.

In December 2007, the FASB issued SFAS No. 160, "Non-controlling Interests in Consolidated Financial Statements—An Amendment of ARB No. 51" (SFAS 160). SFAS 160 establishes new accounting and reporting standards for the non-controlling interest in a subsidiary and for the deconsolidation of a subsidiary. SFAS 160 is effective for fiscal years beginning on or after December 15, 2008. The Company believes that SFAS 160 should not have a material impact on our financial position or results of operations.

### Note 2 ACCOUNTS RECEIVABLE

Accounts receivable are summarized as follows:

	September 30, 2008	December 31, 2007
Accounts receivable	\$ 2,041,437	\$ 1,627,438
Allowance for doubtful accounts	(189,346)	(240,275)
Net amount	\$ 1,852,092	\$ 1,387,163

The Company's top ten customers comprised 58% of sales during the three month period ending September 30, 2008. The top ten customers comprised 58% of sales during the twelve months ended December 31, 2007.

### Note 3: RELATED PARTY TRANSACTIONS

The Company leases substantially all of its office, maintenance and warehouse facilities from entities that are owned and/or controlled by Ed Hohman, President, and John Hohman, Chief Operating Officer, who are the Company's principal shareholders. Rents were paid or accrued in favor of the shareholders in the amount of \$62,040 during the three months ended September 30, 2008 and \$247,480 during the twelve months ended December 31, 2007.

### Note 4: SHAREHOLDER LOANS AND LONG TERM DEBT

At March 31, 2008 and December 31, 2007 the Company had loans due to its shareholders aggregating \$46,676 and \$185,085, respectively. The loans were paid in full on April 7, 2008. Additionally the Company had notes payable for vehicle purchases that were paid in full as of December 31, 2007.

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### Note 4: SHAREHOLDER LOANS AND LONG TERM DEBT (continued)

During the quarter ended September 30, 2008, the Company entered into a line of credit agreement with the Bank of Nevada in the total amount of \$1,700,000, which was guaranteed by our principal officers, Edward Hohman and John Hohman. This line of credit carries an interest rate of 6% percent on outstanding balances. The Company has used \$840,000 of this line of credit during the quarter.

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### Note 5: INCOME TAXES

The Company accounts for income taxes under Statement of Financial Accounting Standards No. 109, "Accounting for Income Taxes" (SFAS No.109). SFAS No.109 requires the recognition of deferred tax assets and liabilities for both the expected impact of differences between the financial statements and tax basis of assets and liabilities, and for the expected future tax benefit to be derived from tax loss and tax credit carry-forwards. SFAS No. 109 additionally requires the establishment of a valuation allowance to reflect the likelihood of realization of deferred tax assets.

As of September 30, 2008, the Company has net operating losses for Federal income tax purposes totaling approximately \$1,685,000. The tax benefit of the loss carry-forward at the statutory federal rate of 34 percent totals approximately \$573,000. The Company has recorded a valuation allowance of approximately \$404,000 against the deferred tax asset as realization of the entire tax benefit is unlikely. There was no change in the net deferred tax asset during the quarter ended September 30, 2008.

### Note 6: EQUITY

During the quarter ended September 30, 2008, the Company issued a total of 75,000 shares, resulting in total outstanding shares as of September 30, 2008 of 34,366,600. A total of 25,000 shares were issued to our independent director as the annual director compensation of 25,000 shares. These shares were issued as of July 1, 2008 at an issue price of \$0.1166 per share, at a discount to the then market closing price of \$0.14 per share to reflect the restricted nature of the shares. An additional 50,000 shares were issued to CF Consulting, LLC as part of the consulting agreement under which it provides principal financial officer services to the Company. The shares were valued by agreement at \$4,000, or \$0.08 per share. At the time of issue, the closing price of the shares was \$0.10 per share and the bid price was \$0.08.

### Note 7. INVENTORY

During the quarter ended September 30, 2008, the Company ordered raw material (wire strand) from a regular supplier, who was unable to meet the

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### Note 7. INVENTORY (continued)

order. As a result, the Company placed the order with another supplier. Unexpectedly, the first supplier later obtained the supply and delivered it to the Company with no prior notice, despite the order cancellation. On advising the supplier to pick up the materials, the supplier instead suggested that the Company retain the supply, and pay for it only when the material was used. The supplier accordingly cancelled the related invoice. The Company has placed the wire strand in inventory, but the related charge has been entered as a "loan payable", without interest rather than as an account payable. The amount of this "loan payable" at September 30, 2008 was \$1,421,062. The loan amount will be transferred to accounts payable as and when the material is used, and will be paid for accordingly.

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### ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITIONS AND RESULTS OF OPERATIONS

Three and Nine Months Ended September 30, 2008 as compared to Three and Nine Months Ended September 30, 2007 Results of Operations

The following table sets forth, for the periods indicated, certain information related to our operations, expressed in dollars and as a percentage of our net sales:

Three Months Ended September 30, 2008:

Net sales

Net sales totaled \$3,499,340 for the three months ended September 30, 2008, as compared to \$4,166,195 for the same period in 2007, or a decrease of 16%. Home Builders Research reported that new home sales are down 45.4 percent in Las Vegas and the year to date 2008 metro Phoenix housing market continues at a pace 49% below that of last year and permit activity is down 64%. Our revenue is derived from new construction of residential housing and is directly related to new home sales and permits for new residential construction. The decreased activity of new residential home construction has been pronounced in Las Vegas, Nevada and Phoenix, Arizona has resulted in reduced sales level and gross margin.

Cost of sales

Cost of sales, including all installation expenses, during the three months ended September 30, 2008 was 89.4% of net sales, as compared to 72.3% in 2007.

We are anticipating competition to increase and downward pressure on our gross margin during the next year as current and potential competitors seek new revenue streams.

Selling, general and administrative expenses

Selling, general and administrative expenses for the three months ended September 30, 2008 were \$925,866 or 26.5% of net sales as compared to \$1,282,564 or 30.8% of net sales during the same period of the prior year. Selling, general and administrative expenses decreased by \$356,698 for the three month period ending September 30, 2008 versus the three month period ending September 30, 2007. Our Chief Executive Officer and Chief Operating Officer, who together own approximately 75% of the outstanding shares of common stock, have salaries of \$500,000 per year, which they have voluntarily reduced to \$250,000 in the quarter ended September 30, 2008.

Provision for income taxes

The Company recorded no provision for income taxes for the three months ended September 30, 2008, because of concerns regarding the potential realization of The benefits of the tax loss.

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

The Company is subject to certain market risks primarily related to changes in interest rates. The Company does not undertake any specific actions to limit these exposures at this time.

### ITEM 4. CONTROLS AND PROCEDURES

a) Evaluation of Disclosure Controls and Procedures.

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Under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, we evaluated the effectiveness of the design and operation of our disclosure controls and procedures (as such term is defined in Rule 13a-15(e) under the Securities Exchange Act of 1934 (the "Exchange Act")). Disclosure controls and procedures are the controls and other procedures that we designed to ensure that we record, process, summarize and report in a timely manner the information we must disclose in reports that we file with or submit to the Securities and Exchange Commission under the Exchange Act. Based on this evaluation, our Chief Executive Officer and our Chief Financial Officer concluded that our disclosure controls and procedures were effective as of the end of the period covered by this report.

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

### (b) Changes in Internal Control over Financial Reporting.

During the quarter ended September 30, 2008, there was no change in our internal control over financial reporting (as such term is defined in Rule 13a-15(f) under the Exchange Act) 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

We have been involved in various legal and governmental proceedings incidental to our continuing business operations. As of September 30, 2008 there were no continuing legal suits or any known pending litigation related to claimed construction defects as a result of services and products provide to our customers.

On October 26, 2007, the District Council of Iron Workers of the State of California and Vicinity ("Ironworkers") filed a charge with the National Labor Relations Board alleging that Post Tension of Nevada, Inc. engaged in unfair labor practices in its Phoenix operations. The General Counsel of the Board issued a complaint and notice of hearing based on this charge alleging that Post Tension committed certain unfair labor practices and that the employees had engaged in an unfair labor practice strike. A hearing on this matter has been held and briefs to the Administrative Law Judge were filed on April 1, 2008. The primary issue is whether a strike by employees was an "unfair labor practice" strike or an "economic" strike. Striking employees have made an offer to return to work and several have returned to work and others will be returned when work is available. If the strike is an unfair labor practice strike there is approximately \$30,000 in back wages due.

Ten of the striking employees and foremen have also filed charges with the EEOC in Cases Nos. 540-2008-01783 through 540-2008-01793 alleging

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that they have been discriminated against based on their national origin. A position statement has been filed on behalf of the Company.

There are no legal disputes involving a labor organization at Post Tension's Henderson location. Laborers' Local 702 has been recognized as the representative of the field and shop employees at the Henderson location and PTNV and Local 702 are engaged in bargaining for a collective bargaining contract. There are no charges pending before any administrative agency concerning this bargaining relationship.

The Company is also participating in an on-going arbitration dispute with its former Chief Financial Officer, who resigned from the Company in March, 2008, as provide in the contract under which he was employed. The Company also has filed a separate legal proceeding seeking damages from the former CFO in a state court in Las Vegas. Neither the arbitration nor the legal proceeding is expected to have a material effect on our financial results.

### ITEM 1A. Risk Factors

Investing in our common stock involves a high degree of risk. Certain of the risks related to an investment in our common stock were disclosed in an amended Current Report on form 8-K, which we filed with the SEC on June 28, 2007. The portion of that amended Current Report under the Caption "Risk Factors" is hereby incorporated into this report by this reference. You should carefully consider those risk factors, as well as the following additional risk factors and other information in this report, before deciding whether to invest in shares of our common stock. The decreased activity of new residential home construction has been pronounced in Las Vegas, Nevada and Phoenix, Arizona and has resulted in significantly reduced sales and gross margin. Our revenue is derived primarily from new construction of residential housing and is directly related to new home sales and permits for new residential construction. The recent downturn in residential construction in Las Vegas, Nevada and Phoenix, Arizona has resulted in a significant reduction in our revenues for the three-month period ended September 30, 2008. We cannot predict whether or when residential construction activity will rebound in those markets. Prolonged sluggishness in residential construction, however, can be expected to continue to have a negative impact on our revenues and earnings.

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

The Company issued 25,000 shares of common stock to an outside director during the quarter ended September 30, 2008, in accordance with the regular compensation arrangement for its independent directors. The shares were issued for the equivalent of \$0.117 per share, or a total of \$2,916 in accrued director compensation.

Also during the quarter ended September 30, 2008, the Company issued 50,000 common shares to CF Consulting, LLC, in accordance with the consulting agreement under which CF Consulting LLC provides principal financial officer and corporate counsel consulting services to the Company. The shares were issued for total consideration of \$4,000, as provided in the consulting agreement.

As a result of these issues, the total number of shares of common stock outstanding increased from 34,291,600 at June 30, 2008 to 34,366,600 at September 30, 2008.

#### Item 3. Defaults upon Senior Securities

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There were no defaults upon senior securities during the three month period ended September 30, 2008.

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 Pursuant to Section 302 of the Sarbanes-Oxley Act.

31.2 Certification of Principal Financial and Accounting Officer Pursuant to Section 302 of the Sarbanes-Oxley Act.

32.1 Certification of Chief Executive Officer Pursuant to Section 906 of the Sarbanes-Oxley Act.

32.2 Certification of Principal Financial and Accounting Officer Pursuant to Section 906 of the Sarbanes-Oxley Act.

SIGNATURES:

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

November 19, 2008

American Post Tension, Inc.  
(Registrant)

By: /s/ Edward Hohman

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Edward Hohman  
President and Chief Executive  
Officer (Principal Executive  
Officer) and

By: /s/ Robert Hipple

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Robert Hipple  
(Principal Financial Officer)

Exhibit Index

Exhibit No.	Description
31.1	Certification of Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act.
31.2.	Certification of Principal Financial and Accounting Officer Pursuant to Section 302 of the Sarbanes-Oxley Act.
32.1	Certification of Chief Executive Officer Pursuant to Section 906 of the Sarbanes-Oxley Act.
32.2	Certification of Principal Financial and Accounting Officer

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Pursuant to Section 906 of the Sarbanes-Oxley Act.