

KERRISDALE MINING CORP
Form 10-Q
March 02, 2009

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

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

For the quarterly period ended January 31, 2009

___ TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from ___ to ___

KERRISDALE MINING CORPORATION

(Name of small business issuer in its charter)

Nevada	333-147698	98-0557582
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

Floor 8, Xueyuan Tower

No. 1 Zhichun Road

Beijing, Peoples Republic of China, 100083
(Address of Principal Executive Office)

Registrant's telephone number, including area code: 86-1501-158-6601

Edgar Filing: KERRISDALE MINING CORP - Form 10-Q

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 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.

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 Exchange Act).

☒ Yes ☐ No

As of January 31, 2009 the Issuer had 4,200,000 shares of common stock issued and outstanding.

PART 1 - FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS AND EXHIBITS

(a)

The financial statements of Kerrisdale Mining Corporation (the "Company"), included herein were prepared, without audit, pursuant to rules and regulations of the Securities and Exchange Commission. Because certain information and notes normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America were condensed or omitted pursuant to such rules and regulations, these financial statements should be read in conjunction with the financial statements and notes thereto included in the audited financial statements of the Company as included in the Company's Form 10-K for the fiscal year ended July 31, 2008, filed with the Securities and Exchange Commission on October 27, 2008.

KERRISDALE MINING CORPORATION

(PRE-EXPLORATION STAGE COMPANY)

FINANCIAL STATEMENTS

FOR THE PERIOD ENDED JANUARY 31, 2009

(UNAUDITED)

INDEX

	Page
Balance Sheet	3
Statement of Operations	4
Statement of Changes in Shareholder Equity	5
Statements of Cash Flows	6
Notes to Financial Statements	7-9

KERRISDALE MINING CORPORATION
(PRE-EXPLORATION STAGE COMPANY)

BALANCE SHEETS unaudited

January 31, 2009

	<u>January 31, 2009</u>	July 31, 2008
CURRENT ASSETS		
Cash	\$ 174	\$ 1,606
Total Current Assets	174	1,606
 TOTAL ASSETS	 \$ 174	 \$ 1,606
 LIABILITIES AND STOCKHOLDERS' EQUITY		
 CURRENT LIABILITIES		
Loan from Shareholders	\$ 5,200	\$ -
Total Current Liabilities	5,200	-
 Total Liabilities	 5,200	 -
 STOCKHOLDERS' EQUITY		
Common stock		
75,000,000 shares authorized, at \$.001 par		
value; 4,200,000 issued and outstanding	4,200	4,200
Capital in excess of par value	29,891	29,891
Deficit accumulated during the pre-exploration stage	(39,117)	(32,485)
Total Stockholders' Equity	(5,026)	1,606
 TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	 \$ 174	 \$ 1,606

See the accompanying notes to the financial statements.

KERRISDALE MINING CORPORATION
(PRE-EXPLORATION STAGE COMPANY)
STATEMENT OF OPERATIONS - unaudited
January 31, 2009

	3 months ended Jan. 31,		6 months ended Jan. 31,		For the period Dec. 19, 2006 (date of inception) to January 31, 2009
	2009	2008	2009	2008	
REVENUES	\$ -	\$ -	\$ -	\$ -	\$ -
EXPENSES					
Administrative and development	5,489	7,079	6,632	7,938	39,117
Total operating expenses	5,489	7,079	6,632	7,938	39,117
NET OPERATING LOSS	(5,489)	(7,079)	(6,632)	(7,938)	(39,117)
NET LOSS	\$ (5,489)	\$ (7,079)	\$ (6,632)	\$ (7,938)	\$ (39,117)
NET LOSS PER COMMON SHARE	\$ (0.00)	\$ (0.00)	\$ (0.00)	\$ (0.00)	
WEIGHTED AVERAGE					

SHARES OUTSTANDING	4,200,000	4,200,000	4,200,000	4,200,000
-------------------------------	-----------	-----------	-----------	-----------

See the accompanying notes to the financial statements.

- 4 -

KERRISDALE MINING CORPORATION
(PRE-EXPLORATION STAGE COMPANY)

STATEMENT OF CHANGES IN STOCKHOLDERS EQUITY

For the period December 19, 2006 (Date of Inception) to January 31, 2009

	Common Stock		Capital in	Accumulated
	Shares	Amount	Excess of Par Value	Deficit
Balance December 19, 2006 (Date of Inception)	-	\$ -	\$ -	\$ -
Issuance of common stock from				
inception to July 31, 2007	4,200,000	4,200	29,891	-
Net loss from operations for the period Dec. 19, 2007 (Date of Inception) to July 31, 2007	-	-	-	(3,737)
Net loss from operations for the				
year ended July 31, 2007				(28,748)
Net loss from operations for the three months ended October 31, 2008				(1,143)
Net loss from operations for the three months ended January 31, 2009				(5,489)
Balance at January 31, 2009	4,200,000	\$ 4,200	\$ 29,891	\$ (39,117)

See the accompanying notes to the financial statements.

- 5 -

KERRISDALE MINING CORPORATION
(PRE-EXPLORATION STAGE COMPANY)
STATEMENT OF CASH FLOWS - unaudited

January 31, 2009

6 months ended January 31,	For the period Dec. 19, 2006 (date of
2009	inception) to January 31, 2009
2008	

Cash flows from operating activities:

Net (loss)	\$ (6,632)	\$ (7,938)	\$ (39,117)
Net cash used in operating activities	\$ (6,632)	\$ (7,938)	\$ (39,117)

Cash flows from financing activities:

Proceeds from issuance of common stock	\$	-	\$	-	\$	34,091
Loan from Shareholders		5,200				5,200
Net cash used by financing activities	\$	5,200	\$	-	\$	39,291

Net increase (decrease) in cash and cash equivalents	(1,432)	(7,938)	174
Cash and cash equivalents, beginning of period	1,606	30,354	-

Cash and cash equivalents, end of period	\$	174	\$	22,416	\$	174
---	----	-----	----	--------	----	-----

SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:

Interest Paid	\$	-
Taxes Paid	\$	-

- 6 -

KERRISDALE MINING CORPORATION

(Pre-Exploration Stage Company)

NOTES TO FINANCIAL STATEMENTS

January 31, 2009

1. ORGANIZATION

The Company was incorporated under the laws of the State of Nevada on December 19, 2006 with the name Kerrisdale Mining Corporation with authorized common stock of 75,000,000 shares at \$0.001 par value. On July 10, 2008, all of the members of the Registrant's board of directors and stockholders owning a majority of the Registrant's voting stock jointly adopted and approved an amendment to the Registrant's Articles of Incorporation to change the Corporation's authorized capital stock (the Authorized Shares Amendment) from 75,000,000 shares of authorized capital stock, all of which were common stock, par value \$0.001 per share, to 510,000,000 shares of authorized capital stock, consisting of 500,000,000 shares of common stock, par value \$0.001 per share, and 10,000,000 shares of blank check preferred stock, par value \$0.001 per share, with the right conferred upon the Board of Directors to set the designations, preferences, limitations, privileges, qualifications, as well as dividend, conversion, voting, and other special or relative rights, with respect to the preferred stock as the Board of Directors shall determine from time to time. The Authorized Shares Amendment became effective on July 14, 2008, the date of filing of the Certificate of Amendment with the State of Nevada's Secretary of State.

The Company was organized for the purpose of acquiring and developing mineral properties. At the report date mineral claims, with unknown reserves, had been acquired. The Company has not established the existence of a commercially minable ore deposit and therefore is considered to be in the pre-exploration stage.

The Company has elected to have its fiscal year end on July 31.

2.

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Accounting Methods

The Company recognizes income and expenses based on the accrual method of accounting.

Dividend Policy

The Company has not adopted a policy regarding payment of dividends to its shareholders.

Cash and Cash Equivalents

The Company considers all highly liquid instruments purchased with a maturity, at the time of purchase, of less than three months, to be cash equivalents.

Basic and Diluted Net Income (Loss) Per Share

Basic net incomes (loss) per share amounts are computed based on the weighted average number of shares actually outstanding. Diluted net income (loss) per share amounts are computed using the weighted average number of common shares and common equivalent shares outstanding as if shares had been issued on the exercise of any common share rights unless the exercise becomes anti-dilutive and then only the basic per share amounts are shown in the report.

Environmental Requirements

At the report date environmental requirements related to the mineral claim interests acquired are

unknown and therefore an estimate of any future cost cannot be made.

Foreign Currency Translation

Part of the transactions of the Company were completed in Canadian dollars and have been translated to US dollars as incurred, at the exchange rate in effect at the time, and therefore, no gain or loss from the translations is recognized. US dollars are considered to be the functional currency.

Financial Instruments

The carrying amounts of financial instruments are considered by management to be their estimated fair values due their short term maturities.

Income Taxes

The Company utilizes the liability method of accounting for income taxes. Under the liability method deferred tax assets and liabilities are determined based on the differences between financial reporting and the tax basis of the assets and liabilities and are measured using the enacted tax rates and laws that will be in effect, when the differences are expected to reverse. An allowance against deferred tax assets is recorded when it is more likely than not that such tax benefits will not be realized.

At October 31, 2008 the Company had net operating losses available for carry forward of \$33,628. The tax benefit of approximately \$10,088 from the loss carry forward has been fully offset by a valuation reserve because the use of the future tax benefit is doubtful as the Company is unable to establish a predictable projection of operating profits for future years.

The net operating loss carryover will expire in 2029.

Recent Accounting Pronouncements

The Company does not expect that the adoption of other recent accounting pronouncements will have a material impact on its financial statements.

Financial and Concentration Risks

The Company does not have any concentration or related financial credit risk.

Revenue Recognition

Revenue will be recognized on the sale and delivery of a product or the completion of a service provided.

Estimates and Assumptions

Management uses estimates and assumptions in preparing financial statements in accordance with generally accepted accounting principles. Those estimates and assumptions affect the reported amounts of the assets and liabilities, the disclosure of contingent assets and liabilities, and the reported revenues and expenses. Actual results could vary from the estimates that were assumed in preparing these financial statements.

3.

ACQUISITION OF MINING CLAIMS

The company was organized for the purpose of exploring and assessing the mineral potential of the Kerrisdale property. This property is located in south-central British Columbia, Canada. The Kerrisdale Property consists of 1 Cell claim totaling 369.5 hectares registered on January 29, 2007 with a Good-to-

Date of January 29, 2010.

The claim has not been proven to have commercially recoverable reserves and therefore the acquisition and exploration costs have been expensed.

4.

CAPITAL STOCK

During the period of December 19, 2006 (date of inception) to July 31, 2007 the Company issued 4,200,000 private placement shares of common stock for \$34,091. There were no outstanding stock warrants or options at any time during the period. During the period ended October 31, 2008 the Company did not issue any shares of common stock.

5.

SIGNIFICANT TRANSACTIONS WITH RELATED PARTIES

Officers-directors of the Company have acquired 47.6 % of the common stock issued.

ITEM 2.

MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION

DISCLAIMER REGARDING FORWARD-LOOKING STATEMENTS

CERTAIN STATEMENTS IN THIS REPORT, INCLUDING STATEMENTS IN THE FOLLOWING DISCUSSION ARE WHAT ARE KNOWN AS FORWARD-LOOKING STATEMENTS, WHICH ARE BASICALLY STATEMENTS ABOUT THE FUTURE. FOR THAT REASON, THESE STATEMENTS INVOLVE RISK AND UNCERTAINTY SINCE NO ONE CAN ACCURATELY PREDICT THE FUTURE. WORDS SUCH AS PLANS, INTENDS, WILL, HOPES, SEEKS, ANTICIPATES, EXPECTS, AND THE LIKE, OFTEN SUCH FORWARD-LOOKING STATEMENTS, BUT ARE NOT THE ONLY INDICATION THAT A STATEMENT IS A FORWARD-LOOKING STATEMENT. SUCH FORWARD-LOOKING STATEMENTS INCLUDE STATEMENTS CONCERNING OUR PLANS AND OBJECTIVES WITH RESPECT TO THE PRESENT AND FUTURE OPERATIONS OF THE COMPANY, AND STATEMENTS WHICH EXPRESS OR IMPLY THAT SUCH PRESENT AND FUTURE OPERATIONS WILL OR MAY PRODUCE REVENUES, INCOME OR PROFITS. NUMEROUS FACTORS AND FUTURE EVENTS COULD CAUSE THE COMPANY TO CHANGE SUCH PLANS AND OBJECTIVES, OR FAIL TO SUCCESSFULLY IMPLEMENT SUCH PLANS OR ACHIEVE SUCH OBJECTIVES, OR CAUSE SUCH PRESENT AND FUTURE OPERATIONS TO FAIL TO PRODUCE REVENUES, INCOME OR PROFITS. THEREFORE, THE READER IS ADVISED THAT THE FOLLOWING DISCUSSION SHOULD BE CONSIDERED IN LIGHT OF THE DISCUSSION OF RISKS AND OTHER FACTORS CONTAINED IN THIS REPORT ON FORM 10-Q AND IN THE COMPANY'S OTHER FILINGS WITH THE SECURITIES AND EXCHANGE COMMISSION. NO STATEMENTS CONTAINED IN THE FOLLOWING DISCUSSION SHOULD BE CONSTRUED AS A GUARANTEE OR ASSURANCE OF FUTURE PERFORMANCE OR FUTURE RESULTS.

Overview

Kerrisdale Mining Corporation was incorporated December 19, 2006 under the laws of the State of Nevada. We are a start-up, exploration stage corporation and have not yet generated or realized any revenues from our business activities. We do not own any interest in any property, but merely have the right to conduct exploration activities on the Kerrisdale Property. The Kerrisdale Property is a mineral claim consisting of approximately 369.5 hectares (approximately 910 acres) located in the south-center region of British Columbia, Canada. We have completed limited initial exploration work on the Kerrisdale Property and subject to our ability to raise sufficient capital, we intend to initiate further exploration activities in 2009.

If we are unable to complete the intended further exploration activities because we don't have enough money, we will cease activities until we raise more money. If we cannot raise more money to complete the planned exploration program, it is anticipated that we will cease activities. Even if we complete our further exploration program and it is successful in identifying a mineral deposit, there is no assurance that we will continue operations because we would be required to raise substantial additional funds for purposes of further drilling and engineering studies before we would know if we have a commercially viable mineral deposit.

Plan of Operations

In June, 2007, the initial geological work on the Kerrisdale Property was completed and a preliminary geological report was produced. We may start to do some initial exploration work on the Kerrisdale Property in 2009; we anticipate that the initial phase of exploration of the property will cost approximately \$15,000. We do not currently have plans to commence the phase one program because we do not have the funds available to do so. As of January 31, 2009, we have approximately \$174 of cash on hand. These funds are not expected to be sufficient even to cover basic operating expenses and costs associated with preparation and filing of required periodic reports for the next year. Therefore, we will need to obtain additional capital to pay basic operating expenses and also to pay the estimated costs of the first phase of exploration before proceeding with completion of the proposed phase one exploration program.

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 may also seek to obtain short-term loans from our directors, although no such arrangement has been made. At this time, we cannot provide investors with any assurance that we will be able to raise sufficient funding from the sale of our common stock or through a loan from our directors to meet our obligations over the next twelve months. We do not have any arrangements in place for any future equity financing.

Another factor which may affect our ability to proceed with the proposed phase one exploration program is a current shortage of qualified geologists as a result of recent increases in mining activity in Canada. Even if we are able to obtain the funds necessary to proceed with the phase one exploration program, it may be necessary to delay the program because of difficulties in finding a qualified geologist with the time available to work on our project.

As indicated above, the Company is currently considering sources and availability of the funds needed to allow it to proceed with the planned exploration of its mining claim. However, because of uncertainties related to our ability to obtain necessary financing and proceed with the planned exploration and potential future development of our mining claim, we are also currently seeking other business opportunities.

Liquidity and Capital Resources

As of January 31, 2009, the Company's balance sheet reflects total current assets of \$174 in the form of cash and total current liabilities of \$5,200. The Company has cash on hand of \$174 and a deficit accumulated in the development stage of \$39,117. The Company does not have sufficient assets or capital resources to pay its on-going expenses while it is pursuing its business plan, and it has no current plans to raise additional capital through the sale of securities. As a result, although the Company has no agreement in place with its shareholders or other persons to pay expenses on its behalf, it is anticipated that the Company will continue to rely on its majority shareholders to pay expenses on its behalf at least until it is able to consummate a business transaction. The majority shareholders are under no obligation to pay such expenses.

Off-Balance Sheet Arrangements

The Company does not have any off-balance sheet arrangements.

ITEM 3.

QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.

Not Applicable

ITEM 4T.

CONTROLS AND PROCEDURES.

Disclosure Controls and Procedures

The Securities and Exchange Commission defines the term "disclosure controls and procedures" to mean a company's controls and other procedures of an issuer that are designed to ensure that information required to be disclosed in the reports that it files or submits under the Securities Exchange Act of 1934 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 by an issuer in the reports that it files or submits under the Securities Exchange Act of 1934 is accumulated and communicated to the issuer's management, including its principal executive and principal financial officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure. The Company maintains such a system of controls and procedures in an effort to

ensure that all information which it is required to disclose in the reports it files under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified under the SEC's rules and forms and that information required to be disclosed is accumulated and communicated to principal executive and principal financial officers to allow timely decisions regarding disclosure.

As of the end of the period covered by this report, we carried out an evaluation, under the supervision and with the participation of our chief executive officer and chief financial officer, of the effectiveness of the design and operation of our disclosure controls and procedures. Based on this evaluation, our chief executive officer and chief financial officer concluded that our disclosure controls and procedures are designed to provide reasonable assurance of achieving the objectives of timely alerting them to material information required to be included in our periodic SEC reports and of ensuring that such information is recorded, processed, summarized and reported within the time periods specified. Our chief executive officer and chief financial officer also concluded that our disclosure controls and procedures were effective as of the end of the period covered by this report to provide reasonable assurance of the achievement of these objectives.

Changes in Internal Control over Financial Reporting

There was no change in the Company's internal control over financial reporting during the period ended January 31, 2009, that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

PART II-OTHER INFORMATION

ITEM 1.

LEGAL PROCEEDINGS.

The Company is not a party to any pending legal proceedings, and no such proceedings are known to be contemplated. No director, officer or affiliate of the Company, and no owner of record or beneficial owner of more than 5.0% of the securities of the Company, or any associate of any such director, officer or security holder is a party adverse to the Company or has a material interest adverse to the Company in reference to pending litigation.

ITEM 1A. RISK FACTORS.

Not Applicable.

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.

No matters were submitted to a vote of the security holders of the Company during the fourth quarter of the fiscal year which ended January 31, 2009.

ITEM 5.

OTHER INFORMATION.

None.

ITEM 6.

EXHIBITS.

(a)

The following exhibits are filed herewith:

31.1

Certifications pursuant to Rule 13a-14(a) or 15d-14(a) under the Securities Exchange Act of 1934, as amended, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.*

31.2

Certifications pursuant to Rule 13a-14(a) or 15d-14(a) under the Securities Exchange Act of 1934, as amended, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.*

32.1

Certifications pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.*

32.2

Certifications pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.*

* filed herewith

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.

KERRISDALE MINING CORPORATION

By: /s/ Huoqi Chen,

Chief Executive Officer, Chief Financial Officer, Director

Date: March 2, 2008