

# SECURITIES & EXCHANGE COMMISSION EDGAR FILING

## Blockchain Industries, Inc.

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

FORM 10-Q

(MARK ONE)

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

FOR THE QUARTERLY PERIOD ENDED: JULY 31, 2008

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

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

Commission file number 000-1084370

**BUSINESS.VN INC.**

(Exact name of small business issuer as specified in its charter)

**Nevada**

(State or other jurisdiction of incorporation or  
organization)

**88-0355407**

(IRS Employer Identification No.)

**9449 BALBOA AVE. SUITE 103, SAN DIEGO CALIFORNIA 92123**

(Address of principal executive offices)

**(888) 566-9879**

(Issuer's telephone number)

**N/A**

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

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 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.

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

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

State the number of shares outstanding of each of the issuer's classes of common equity, as of the latest practicable date: As of September 10, 2008, the issuer had 51,438,311 shares of its common stock issued and outstanding.

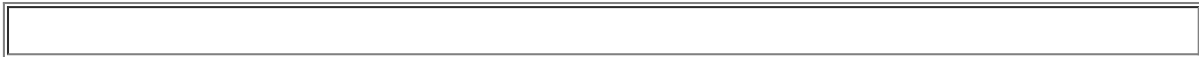
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PART I

ITEM 1. FINANCIAL STATEMENTS

**BUSINESS.VN, INC.**  
**(Formerly WorldTradeShow.com, Inc.)**  
**(A Development Stage Company)**  
**Balance Sheets**  
**As of July 31, 2008 and April 30, 2008**

	July 31, 2008	April 30, 2008
	(unaudited)	
<b>ASSETS</b>		
Current assets		
Cash	\$ 8,470	\$ 12,620
Accounts receivable	11,728	6,632
Prepaid expenses		-
Total current assets	20,198	19,252
Equipment, net	229	250
Intangibles, net of accumulated amortization and impairment of: \$ 759,089 and \$ 725,000 as of July 31, 2008 and April 30, 2008	2,170,411	2,204,500
Total assets	\$ 2,190,838	2,224,002

**LIABILITIES AND SHAREHOLDERS' DEFICIT**

Current liabilities		
Accounts payable	\$ 375,210	\$ 344,758
Due to related parties	3,847,136	3,722,718
Accrued liabilities	55,500	51,734
Note payable	489,181	477,250
Convertible note	54,325	53,000
Total liabilities	4,821,352	4,649,460
Shareholders' Deficit		
Preferred stock, \$0.001 par value 5,000,000 authorized. None issued		
Subscription receivable	(21,103)	-
Common stock; \$0.001 par value; 100,000,000 shares authorized 51,438,311 and 50,118,311 shares issued and outstanding as of July 31, 2008 and April 30, 2008, respectively	51,438	50,118
Additional paid-in capital	5,880,137	5,801,592
Deficit accumulated during the development stage	(8,540,986)	(8,277,168)
Total shareholders' deficit	(2,630,514)	(2,425,458)
Total liabilities and shareholders' deficit	\$ 2,190,838	\$ 2,224,002

The Accompanying Notes Are An Integral Part Of These Financial Statements.

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**BUSINESS.VN, INC.**  
**(Formerly WorldTradeShow.com, Inc.)**  
**(A Development Stage Company)**  
**Statements of Operations (unaudited)**

	For the three month period ended		Cumulative from inception (September 15, 1995) to July 31, 2008
	July 31, 2008	July 31, 2007	
<b>Revenue</b>	\$ 5,149	\$ 2,390	\$ 136,383
<b>Cost of Sales</b>	-	-	158,143
<b>Gross profit</b>	5,149	2,390	(21,760)
<b>General and administrative expenses:</b>			
Consulting fees	94,645	83,750	3,574,374
Depreciation and amortization	34,110	-	99,797
Marketing and promotion	405	86,160	1,075,982
Rent	8,929	7,500	404,513
Professional fees	6,331	7,855	353,775
Other administrative expenses	18,538	17,526	987,786
Impairment on intangible assets	-	-	970,923
<b>Total general and administrative expenses</b>	162,958	202,791	7,467,150
<b>Other income</b>			

Other income (debt forgiveness)	-	-	237,170
Interest expense	(106,009)	(92,336)	(1,289,246)
<b>Net loss</b>	<b>\$ (263,818)</b>	<b>\$ (292,738)</b>	<b>\$ (8,540,986)</b>
<b>Loss per common share:</b>			
Basic	\$ (0.01)	\$ (0.01)	
<b>Weighted average shares outstanding:</b>			
Basic	50,778,311	47,511,363	

The Accompanying Notes Are An Integral Part Of These Financial Statements.



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**BUSINESS.VN, INC.**  
**(Formerly WorldTradeShow.com, Inc.)**  
**(A Development Stage Company)**  
**Statement of Cash Flows (unaudited)**

	For the three month period ended		Cumulative from inception (September 15, 1995) to July 31, 2008
	July 31, 2008	July 31, 2007	
<b>Cash flows from operating activities:</b>			
Net loss	\$ (263,818)	\$ (292,738)	\$ (8,540,986)
<i>Adjustments to reconcile net loss to net cash (used) provided by operating activities:</i>			
Depreciation and amortization	34,110	-	99,797
Stock options issued	-	-	140,630
Stock issued for services	-	-	548,490
Convertible Note Discount	-	13,527	44,422
Impairment	-	-	989,000
<i>Changes in operating assets and liabilities:</i>			
(Increase) decrease in accounts receivable	(5,096)	(2,391)	(11,728)
(Increase) decrease in prepaid expenses	-	11,500	-
Increase (decrease) in accounts payable	30,452	(524)	375,210
Increase (decrease) in accrued liabilities	3,766	18,000	55,500
Net cash provided by (used in) operating activities	(200,586)	(252,626)	(6,299,665)
<b>Cash flows from investing activities:</b>			
Purchase of equipment	-	-	(10,337)
Acquisition of intellectual property	-	-	(904,500)
Net cash (used) provided by investing activities	-	-	(914,837)

<b>Cash flows from financing activities:</b>			
Common stock issued for cash	52,762	-	1,077,432
Share issuance costs	-	-	(45,000)
Settlement of debt and intellectual property (in-kind)	-	-	53,000
Reduction of long-term liabilities	-	-	-
Settlement of obligation to issue capital stock	6,000	-	180,709
Convertible notes payable	11,931	12,500	208,100
Notes payable	1,325	-	478,575
Due to related parties	124,418	244,522	5,270,156
Net cash provided by financing activities	196,436	257,022	7,222,972
Net increase (decrease) in cash	(4,150)	4,395	8,470
<b>Cash, beginning of the period</b>	12,620	223	-
<b>Cash, end of the period</b>	\$ 8,470	\$ 4,618	\$ 8,470
<b>Supplemental cash flow disclosure:</b>			
Interest paid	\$ -	\$ -	\$ -
Taxes paid	\$ -	\$ -	\$ -

The Accompanying Notes Are An Integral Part Of These Financial Statements.

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**BUSINESS.VN, INC.**  
**(A Development Stage Company)**  
**Notes to Financial Statements**  
**July 31, 2008**

**1. Organization**

Business.vn, Inc. (the "Company") was originally formed on September 15, 1995 as Interactive Processing, Inc., a Nevada corporation, to market high-tech consumer electronics through television home-shopping networks, retail stores, catalog companies and their website remotecontrols.com. In March 1999, the Company changed its name to WorldTradeShow.com, Inc. During the same month, the Company acquired intellectual property rights to a database and business plan and significantly changed its business plan to develop tradeshow software and market both physical and virtual tradeshow space through the Company's website.

The Company is an online e-commerce marketing company. The Company currently owns and markets Hotels in Vietnam through a portal - www.Hotels.vn.

The Company has acquired assets from Business.com.vn a Vietnamese Company on March 26, 2007. The assets acquired consist of a database of 300,000 Vietnamese companies, marketing software, trademarks and intellectual property. The Company is planning to build a directory of companies from the database. BVNI will offer to companies on the database many different options to market themselves on and offline. BVNI plans to offer domain registration, website development, and online marketing expertise to help the Vietnamese companies market themselves individually and or on the BVNI web portal via advertisements and sponsorships. The directory, once completed will give all the companies on the database online exposure to the world for the very first time. Currently, over 95% of Vietnamese companies do not have a web presence. The company plans on focusing its business plan inside and outside Vietnam. Upon initial funding, the company will open up offices in Ho Chi Minh and Hanoi City and hire sales marketing, web designers and customer service agents.

The Company acquired Hotels.vn from Business.com.vn a Vietnamese Company on March 6, 2008. Hotels.vn ( www.Hotels.vn) with over 400 Hotels being advertised is a comprehensive travel/tourism site. Worldwide travelers use this officially sanctioned Vietnam Tourism Association website as the ultimate online resource to review, select, and book hotel rooms, purchase airline tickets, rent cars and conduct other travel related transactions through our alliance programs. BVNI has an opportunity to generate recurring revenue potentially up to 4,500 Vietnamese hotels, 200 travel companies, and others in the Vietnamese tourism industry.

## 2. Summary of Significant Accounting Policies

### Basis of Presentation

The Company has experienced recurring losses, has negative working capital and has not yet commenced significant operations. These factors, among others, raise substantial doubt as to its ability to obtain long-term debt or equity financing in order to have the necessary resources to further design, develop and launch the website and market the Company's new service and existing products. The Company's management believes that if the Company is not successful in obtaining equity financing, the business plan will be seriously inhibited. The Company's management believes it can attain the necessary funding because of its penetration in the online Hotel market in the Country of Vietnam. The Company also has a strong partner in Hi-Tek, Inc. which has been funding the operations of BVNI.

Accordingly, the financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts or the amount and classifications or liabilities or other adjustments that might be necessary should the Company be unable to continue as a going concern.

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**BUSINESS.VN, INC.**  
**(A Development Stage Company)**  
**Notes to Financial Statements**  
**July 31, 2008**

## 2. Summary of Significant Accounting Policies (Continued)

### Revenue Recognition

We recognize revenue in accordance with SEC Staff Accounting Bulletin No. 101, "Revenue Recognition in Financial Statements," as amended by SAB 101A and 101B and as revised by SAB 104, "Revenue Recognition". Accordingly, we recognize revenue when: (1) persuasive evidence of an arrangement exists; (2) delivery has occurred or services rendered; (3) the fee is fixed or determinable; and (4) collectibility is reasonably assured. Determination of criteria (3) and (4) are based on management's judgments regarding the fixed nature of the fee charged for services rendered and products delivered and the collectibility of those fees. Should changes in conditions cause management to determine these criteria are not met for certain future transactions, revenue recognized for any reporting period could be adversely affected.

The Company generates revenues from commissions earned on net sales from its internet-based reservations. Internet revenues consist primarily of commissions, which are recorded at net in accordance with EITF 99-19. This revenue is recognized when customers present records of the room reservations made on the Company's internet based software. The Company also has to take into consideration EITF01-09 in which the company's revenues get reduced by the consideration it has paid to its vendor, as the consideration paid to the vendor exceeds the benefit received.

### Sales Returns Allowances and Allowance for Doubtful Accounts

Significant management judgments and estimates must be made and used in connection with establishing the sales returns and other allowances in any accounting period. Management must make estimates of potential future order disputes related to current period product revenue. Allowances for estimated product returns are provided at the time of sale. We evaluate the adequacy of allowances for returns primarily based upon our evaluation of historical and expected sales experience and by channel of distribution. The judgments and estimates of management may have a material effect on the amount and timing of our revenue for any given period.

Similarly, management must make estimates of the uncollectibility of accounts receivable. Management specifically analyzes accounts receivable and historical bad debts, customer concentrations, customer credit-worthiness, current economic trends and changes in our customer payment terms when evaluating the adequacy of the allowance for doubtful accounts. If the financial condition of our customers were to deteriorate, resulting in an impairment of their ability to make payments, additional allowances may be required.

### Fair Value of Financial Instruments

**Statement of Financial Accounting Standards ("SFAS") No. 107, *Disclosures About Fair Value of Financial Instruments* requires disclosure of fair value information about financial instruments when it is practicable to estimate that value. The carrying amounts of the Company's financial instruments as of April 30, 2005 approximate their respective fair values because of the short-term nature of these instruments. Such instruments consist of cash, accounts payable and accrued expenses. The fair value of related party payables is not determinable.**

### Equipment

Equipment is carried at cost. Depreciation is computed using a declining balance method over the estimated useful lives of the depreciable property, which range from 3 to 5 years. Management evaluates useful lives regularly in order to determine recoverability taking into consideration current technological conditions. Maintenance and repairs are charged to expense as incurred; additions and betterments are capitalized. Upon retirement or disposal of any item of equipment, the cost is and related accumulated depreciation of the disposed assets is removed, and any resulting gain or loss is credited or charged to operations.

### Long-lived Assets

The Company records impairments to its long-lived assets when there is evidence that events or changes in circumstances have made recovery of the asset's carrying value unlikely. In that case, if the sum of the expected future cash flows were less than the carrying amount of the asset, an impairment loss would be recognized for the difference between the carrying amount of the asset and its fair value.

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**BUSINESS.VN, INC.**  
**(A Development Stage Company)**  
**Notes to Financial Statements**  
**July 31, 2008**

**2. Summary of Significant Accounting Policies (Continued)**

**Income Taxes**

The Company utilizes SFAS No. 109, *Accounting for Income Taxes*, which requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the financial statements or tax returns. Under this method, deferred tax assets and liabilities are determined based on the difference between the tax basis of assets and liabilities and their financial reporting amounts based on enacted tax laws and statutory tax rates applicable to the periods in which the differences are expected to affect taxable income. Valuation allowances are established, when necessary, to reduce deferred tax assets to the amount expected to be realized.

**Issuance of Stock for Services**

SFAS No. 123, *Accounting for Stock-Based Compensation*, encourages, but does not require, companies to record compensation cost for stock-based employee compensation plans at fair value. The Company has elected to continue to account for employee stock-based compensation using the intrinsic method prescribed in Accounting Principles Board Opinion No. 25, *Accounting for Stock Issued to Employees*, and related interpretations, as permitted by SFAS No. 123; accordingly, compensation expense for stock options is measured as the excess, if any, of the quoted market price of the Company's stock at the date of the grant over the amount an employee must pay to acquire the stock. For stock options issued to non-employees, the issuance of stock options is accounted for based on the fair value of the consideration received or the fair value of the equity instruments issued, whichever is more reliably measurable. Compensation expense is recognized in the financial statements for stock options granted to non-employees in the period in which the consideration is obtained from the non-employee.

Compensation expense is recognized in the financial statements for issuances of common shares to employees and non-employees that have rendered services to the Company. Compensation expense is recognized based on the fair value of the services rendered or the fair value of the common stock, whichever is more readily determinable.

**Segment Information**

SFAS No. 131, *Segment Information*, amends the requirements for companies to report financial and descriptive information about their reportable operating segments. Operating segments, as defined in SFAS No. 131, are components of an enterprise for which separate financial information is available and is evaluated regularly by a Company in deciding how to allocate resources and in assessing performance. It also establishes standards for related disclosures about products and services, geographic areas and major customers. The Company evaluated SFAS No. 131 and determined that the Company intends to operate two operating segments, trade show and entertainment.

**Basic and Diluted Net Loss Per Share**

Net loss per share is calculated in accordance with SFAS No. 128, *Earnings Per Share* for the period presented. Basic net loss per share is based upon the weighted average number of common shares outstanding. Diluted net loss per share is based on the assumption that all dilutive convertible shares and stock options were converted or exercised. Dilution is computed by applying the treasury stock method. Under this method, options and warrants are assumed exercised at the beginning of the period (or at the time of issuance, if later), and as if funds obtained thereby were used to purchase common stock at the average market price during the period.

The Company has potentially dilutive securities in the form of outstanding stock options issued to three members of the Board of Directors. There are no other potentially dilutive securities outstanding.

**BUSINESS.VN, INC.**  
**(A Development Stage Company)**  
**Notes to Financial Statements**  
**July 31, 2008**

**2. Summary of Significant Accounting Policies (Continued)**

**Use of Estimates**

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make certain 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 revenue and expenses during the periods presented. Actual results could differ from those estimates.

Significant estimates made by management are, among others, realizability of long-lived assets, deferred taxes and stock option valuation. Management reviews its estimates on a quarterly basis and, where necessary, makes adjustments prospectively.

**New Accounting Pronouncements**



Recently issued accounting pronouncements. In November 2004, the Financial Accounting Standards Board (the "FASB") issued Revised Statement No. 123, *Accounting for Share-Based Payment* ("SFAS No. 123R"). This statement requires us to recognize the grant-date fair value of stock options in the Statement of Operations. In addition, we will be required to calculate this compensation using the fair-value based method, versus the intrinsic value method previously allowed under SFAS No. 123. This revision is effective for interim periods beginning after December 15, 2005. Accordingly, we will adopt this revised SFAS effective the first quarter of fiscal year 2007 (beginning February 1, 2006). We are currently evaluating how it will adopt SFAS No. 123R. The adoption of SFAS No. 123R is not expected to have a material effect on our results of operations.

In May 2005, the FASB issued SFAS No. 154, *Accounting Changes and Error Corrections, a replacement of APB Opinion No. 20 and SFAS No. 3*. SFAS No. 154 replaces Accounting Principles Board ("APB") Opinion No. 20, *Accounting Changes*, and SFAS No. 3, *Reporting Accounting Changes in Interim Financial Statements*, and changes the requirement for the accounting for, and reporting of, a change in accounting principles not prescribed by specific transition provisions of the newly adopted standard. It carries forward without change the requirements of APB Opinion No. 20 for accounting for error corrections and changes in estimates. The provisions of SFAS No. 154 will be effective for accounting changes made in fiscal years beginning after December 15, 2005. We do not presently expect to make any accounting changes in the foreseeable future that would be affected by the adoption of SFAS No. 154 when it becomes effective.

### 3. Equipment

Equipment at July 31, 2008 consisted of the following:

		<u>2008</u>
Computer equipment	\$	250
Accumulated depreciation		(21)
Equipment, net	\$	229

Depreciation expense charged to operations was \$ 21 for the period ending July 31, 2008.

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**BUSINESS.VN, INC.**  
**(A Development Stage Company)**  
**Notes to Financial Statements**  
**July 31, 2008**

### 4. Intangibles, long-lived assets and Goodwill

#### Hotels.vn

On February 29, 2008 the Company purchased the software and web site of Hotels.vn for a total of \$954,500 which was paid in restricted stock of 1,363,571 shares at market price of .35 plus a note of \$477,250 payable in March 2009. Interest accrued at 10% on the note. The Web Site is being amortized over seven years.

#### Business.com.vn Marketing License Agreement

Summary of Intangible, long lived assets and goodwill:

Licenses:	Purchase Price	Amortization/ Impairment	Net Value
████████████████████	████████████████████	████████████████████	████████████████████
Business.com.vn Trademark	\$ 1,250,000	\$ -	\$ 1,250,000
Hi-Tek Software License	275,000	275,000	-
Business.com License Agreement	450,000	450,000	-
Hotels.vn	954,500	34,089	920,411
	████████████████████	████████████████████	████████████████████
Total Intangible Assets	2,929,500	759,089	2,170,411
Dudesmart.com	264,000	264,000	-
	████████████████████	████████████████████	████████████████████
Total Goodwill	\$ 264,000	\$ 264,000	\$ -
	████████████████████	████████████████████	████████████████████
	████████████████████	████████████████████	████████████████████

Amortization Expense: For the period ended July 31, 2008 was \$ 34,089..

### 5. Provision for income taxes

As of April 30, 2008, the Company has a federal net operating loss carry forwards of \$8,277,168 that can be utilized to reduce future taxable income. The net operating loss carry forward will expire through 2023 if not utilized. Utilization of the net operating loss and tax credit carry forward may be subject to substantial annual limitations due to the ownership change limitations provided by the Internal Revenue Code of 1986, as amended and similar state provisions. The annual limitation may result in the expiration of net operating loss and tax credit carry forwards before utilization. The Company has provided a full valuation allowance on the deferred tax asset because of uncertainty regarding realizability.

## 6. Major Customer and Segment Information

The Company currently operates solely in one industry segment: the marketing and support of its hotel reservations system in Vietnam. No one customer accounted for approximately 5% of gross revenues for the years ended April 30, 2008 and 2007. The Company has no operations or assets located outside of the United States. The Company's commission's revenue is concentrated in the Vietnam Hotel reservations system, creating a risk of concentration associated with the sale of a single product and limited customer base. The loss of this single market could cause severe damage to the Company's financial future.

## 7. Related Party Transactions

The Company has received advances and accrued consulting fees since inception. The amount owed at July 31, 2008 is \$3,847,136. The amount includes interest accruing at rates between 8 and 12%.

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**BUSINESS.VN, INC.**  
**(A Development Stage Company)**  
**Notes to Financial Statements**  
**July 31, 2008**

## 7. Related Party Transactions (Continued)

### Office Leases

The Company leases its office space in San Diego, California, on a month-to-month basis from a related party at \$2,975 per month.

## 8. Convertible Notes

The Company has the following notes outstanding:

	April 30, 2008
Convertible note @ 8% Matures April 28, 2009	\$ 54,325
Total	\$ 54,325

The note includes interest of \$1,325 and is convertible to common stock. At July 31, 2008 the price of conversion was higher than the market price of the stock.

## 9. Note Payable

The Company is obligated under a note alluded to in note 4 of these financial statements. Terms indicate a payment due in March 2009 with interest at 10%. The face amount of the note is \$477,250 plus accrued interest of \$11,931 for a total of \$489,181.

## 10. Marketing and Distribution Agreements

### Partnership with DotVN

In May 2003, the Company announced a partnership with Dot.vn the official Vietnamese Registration Company. The Company is considered a re-seller of domain names, BVNI will receive a commission for each domain name set up via the Companies web portal.

The Company is working closely with Dot.vn to market and distribute these domains on its BVNI business web portal. The revenue from the partnership agreement is anticipated to allow the Company to start receiving commissions.

## 11. Stock Options

In September 2004, the Company issued 200,000 options to a consultant. The options have an exercise price of \$0.75 per share, vest over a one-year period, beginning in September 2004 and expire one year after becoming exercisable. As the consulting agreement provided for the options to be purchased at below the Company's market price on the date of grant, the Company recorded deferred compensation relating to these options of \$39,300 during the second quarter of fiscal 2005.

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**BUSINESS.VN, INC.**  
**(A Development Stage Company)**  
**Notes to Financial Statements**  
**July 31, 2008**

## 12. Significant Event

BVNI has acquired assets from Business.com.vn a Vietnamese Company on March 26, 2007. The assets acquired consists of a database of 300,000 Vietnamese companies, marketing software, trademarks and intellectual property. The Company is planning to build a directory of companies from the database. BVNI will offer to companies on the database many different options to market themselves on and offline. BVNI plans to offer domain registration, website development, and online marketing expertise to help the Vietnamese companies market themselves individually and or on the BVNI web portal via advertisements and sponsorships. The directory, once completed will give all the companies on the database online exposure to the world for the very first time. Currently, over 95% of Vietnamese companies do not have a web presence. The company plans on focusing its business plan inside and outside Vietnam. Upon initial funding, the company will open up offices in Ho Chi Minh and Hanoi City and hire sales marketing, web designers and customer service agents.

On February 6, 2008 the Company listed on the Frankfurt Stock Exchange under the trading symbol 44u or **AONDKB**.

BVNI acquired Hotels.vn on March 6, 2008 from Business.com.vn a Vietnamese Company. The assets include the hotel website Hotels.vn and Hotels.vn as well intellectual property, 4,500 database of hotels inside Vietnam. The Hotel site consists of over 400 Vietnamese hotels listed for reservations, the largest database of Vietnam hotels known. The company has since signed up Kayak.com an alliance to give users the choice of airlines, car rentals, hotels around the world, BVNI then will receive further commissions on sales through Kayak.

## 13. Stock Issuances

For the quarter ended July 31, 2008 the Company issued 20,000 shares of stock for settlement of a debt of \$6,000. The company also offered under a registration statement for foreign investors or Reg S, 1,300,000 shares of stock which has resulted in cash of \$52,761 and a subscription receivable of \$21,102.

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## SPECIAL NOTE REGARDING FORWARD-LOOKING INFORMATION AND RISK FACTORS

Certain statements in this quarterly report constitute "forward-looking statements." Forward-looking statements deal with our current plans, objectives, projections, expectations, assumptions, strategies, and future events. Words such as "may," "expects," "anticipates," "intends," "plans," "believes," "seeks," "estimates," "will," "should," "could," and variations of such words and similar expressions are intended to identify such forward-looking statements. Similarly, statements that describe our plans, our strengths and weaknesses and other information that is not historical information also are forward-looking statements.

Such forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause the 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 others, the following: general economic and business conditions, which will, among other thing, impact the ability of the Company to implement its business strategy.

In addition to the other information contained in this report, the following risk factors, among others, that make investment in shares of the Company's common stock speculative and risky should be carefully considered.

**DEPENDENCE ON KEY PERSONNEL.** The success of the Company is largely dependent upon the continued contributions of its key management personnel. The success of the Company also depends upon its ability to attract and retain additional qualified personnel. The process of locating personnel with the combination of skills and attributes required to implement our strategies is very competitive and there can be no assurance that we will be successful in attracting and retaining such personnel, particularly in view of our poor financial position. The loss of the services of our key management personnel or the inability to attract and retain additional qualified personnel could limit or disrupt our future business operations.

**NO DIVIDENDS EXPECTED.** We have not paid any cash or other dividends on our common shares since inception and we do not expect to pay any dividends in the future. We expect to use any earnings in our operations.

**INTENSE COMPETITION IN THE HEALTH INDUSTRIES.** There is competition among providers, both individuals and entities, of various internet technologies. Many of these competitors have substantially greater financial and marketing resources than the Company, stronger name recognition, brand loyalty and long-standing relationships with our target customers. Our future success is dependent upon our ability to compete and our failure to do so could adversely affect our business, financial condition and results of operation.

**LIMITED OR SPORADIC MARKET QUOTATIONS; POSSIBLE ILLIQUIDITY; PENNY STOCK RESTRICTIONS.** Shares of our common stock are quoted and traded from time to time on the OTC Bulletin Board and in the so-called "Pink Sheets," but the quotations and trading activity are limited and sporadic. As a result, our shareholders may find it difficult to obtain accurate quotations concerning the market price of their shares. Our shareholders also may experience more difficulty in attempting to sell their shares than if the shares were listed on a national stock exchange or quoted on the NASDAQ Stock Market. Also, our

common shares are classified as a "penny stock" because they are not traded on a national stock exchange or on the NASDAQ Stock Market and the market price is less than \$5 per share. Rules of the Securities and Exchange Commission impose additional sales practice requirements on broker-dealers that recommend the purchase or sale of penny stocks to persons other than those who qualify as an "established customer" or an "accredited investor." Among other things, a broker-dealer must make a determination that investments in penny stocks are suitable for the customer and must make special disclosures to the customer concerning the risks of penny stocks. Application of the Penny Stock Rules to our common shares could adversely affect the market liquidity of the shares, which in turn may adversely affect the ability of shareholders to sell their share.

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## ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND PLAN OF OPERATIONS

The following discussion should be read in conjunction with our condensed financial statements, and the related notes included elsewhere in this Quarterly Report on Form 10-QSB and the Annual Report on Form 10-KSB for the fiscal year ended April 30, 2008. Certain statements contained herein may constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These statements involve a number of risks, uncertainties and other factors that could cause actual results to differ materially, as discussed more fully herein.

### RESULTS OF OPERATIONS

#### THREE MONTH PERIOD ENDING JULY 31, 2008 AS COMPARED TO THREE MONTH PERIOD ENDING JULY 31, 2007

The Company had gross revenues totaling \$5,149 for the period ended July 31, 2008, compared with \$2,390 in gross revenues for the same period ending July 31, 2007. The Company started to receive revenues from its efforts in signing up hotels to their reservations website Hotels.com.vn. Currently this is the Company's only revenue source, which was offset with the licensing cost until April 30, 2007. The Company experienced a net loss of \$263,818 for the period ended July 31, 2008, compared with a net loss of \$292,738 for the same period ended July 31, 2007. A substantial portion of the increase in net loss is attributable to the increase in depreciation expense.

Consulting fees totaled \$94,645 for the period ended July 31, 2008, compared with \$83,750 for the same period ending July 31, 2007. . Marketing and advertising cost totaled \$ 405 for the period ended July 31, 2008, compared to \$86,160 for the same period ending July 31, 2007. This represents a decrease of 85,755. Other administrative expenses incurred by the Company were \$18,538 for the period ended July 31, 2008, compared with \$17,426 for the same period ended July 31, 2007.

Accrued interest expense mostly on related party notes was \$106,009 compared to \$92,336.

### LIQUIDITY AND CAPITAL RESOURCES

As of July 31, 2008, the Company had cash of \$8,470, current liabilities of \$4,821,352 and no long term liabilities. We anticipate that current operations will continue to be funded by shareholder loans.

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## ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK RISKS RELATED TO OUR BUSINESS

### **We Have Historically Lost Money and Losses May Continue in the Future**

We have historically lost money. The loss for the fiscal year April 30, 2008 was \$ 1,177,376 and future losses are likely to occur. Accordingly, we may experience significant liquidity and cash flow problems if we are not able to raise additional capital as needed and on acceptable terms. No assurances can be given we will be successful in reaching or maintaining profitable operations.

### **We Will Need to Raise Additional Capital to Finance Operations**

Our operations have relied almost entirely on external financing to fund our operations. Such financing has historically come from a combination of borrowings and from the sale of common stock and assets to third parties. We will need to raise additional capital to fund our anticipated operating expenses and future expansion. Among other things, external financing will be required to cover our operating costs. We cannot assure you that financing whether from external sources or related parties will be available if needed or on favorable terms. The sale of our common stock to raise capital may cause dilution to our existing shareholders. Our inability to obtain adequate financing will result in the need to curtail business operations. Any of these events would be materially harmful to our business and may result in a lower stock price.

### **There is Substantial Doubt About Our Ability to Continue as a Going Concern Due to Recurring Losses and Working Capital Shortages, Which Means that We May Not Be Able to Continue Operations Unless We Obtain Additional Funding**

The report of our independent accountants on our April 30, 2008 financial statements include an explanatory paragraph indicating that there is substantial doubt about our ability to continue as a going concern due to recurring losses and working capital shortages. Our ability to continue as a going concern will be determined by our ability to obtain additional funding. Our financial statements do not include any adjustments that might result from the outcome of this uncertainty.

### **Our Common Stock May Be Affected By Limited Trading Volume and May Fluctuate Significantly**

There has been a limited public market for our common stock and there can be no assurance that an active trading market for our common stock will develop. As a result, this could adversely affect our shareholders' ability to sell our common stock in short time periods, or possibly at all. Our common stock has experienced, and is likely to experience in the future, significant price and volume fluctuations that could adversely affect the market price of our common stock without regard to our operating performance. In addition, we believe that factors such as quarterly fluctuations in our financial results and changes in the overall economy or the condition of the financial markets could cause the price of our common stock to fluctuate substantially. Substantial fluctuations in our stock price could significantly reduce the price of our stock.

To date, there has been only a limited public market for our common stock. Our common stock is currently quoted on the OTCBB. As a result, an investor may find it difficult to dispose of, or to obtain accurate quotations as to the market value of our stock. Our stock is subject to the low-priced security or so called "penny stock" rules that impose additional sales practice requirements on broker-dealers who sell such securities. The Securities Enforcement and Penny Stock Reform Act of 1990 requires additional disclosure in connection with any trades involving a stock defined as a penny stock (generally, according to recent regulations adopted by the SEC, any equity security that has a market price of less than \$5.00 per share, subject to certain exceptions that we no longer meet). For example, brokers/dealers selling such securities must, prior to effecting the transaction, provide their customers with a document that discloses the risks of investing in such securities. Included in this document are the following:

- the bid and offer price quotes in and for the "penny stock," and the number of shares to which the quoted prices apply,
- the brokerage firm's compensation for the trade, and
- the compensation received by the brokerage firm's sales person for the trade.

In addition, the brokerage firm must send the investor:

- a monthly account statement that gives an estimate of the value of each "penny stock" in the investor's account, and
- a written statement of the investor's financial situation and investment goals.

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If the person purchasing the securities is someone other than an accredited investor or an established customer of the broker/dealer, the broker/dealer must also approve the potential customer's account by obtaining information concerning the customer's financial situation, investment experience and investment objectives. The broker/dealer must also make a determination whether the transaction is suitable for the customer and whether the customer has sufficient knowledge and experience in financial matters to be reasonably expected to be capable of evaluating the risk of transactions in such securities. Accordingly, the Commission's rules may limit the number of potential purchasers of the shares of our common stock.

Resale restrictions on transferring "penny stocks" are sometimes imposed by some states, which may make transaction in our stock more difficult and may reduce the value of the investment. Various state securities laws pose restrictions on transferring "penny stocks" and as a result, investors in our common stock may have the ability to sell their shares of our common stock impaired.

There can be no assurance we will have market makers in our stock. If the number of market makers in our stock should decline, the liquidity of our common stock could be impaired, not only in the number of shares of common stock which could be bought and sold, but also through possible delays in the timing of transactions, and lower prices for the common stock than might otherwise prevail. Furthermore, the lack of market makers could result in persons being unable to buy or sell shares of the common stock on any secondary market.

#### **We Could Fail to Retain or Attract Key Personnel**

Our future success depends in significant part on the continued services of our Chief Executive Officer. We cannot assure you we would be able to find an appropriate replacement for key personnel. Any loss or interruption of our key personnel's services could adversely affect our ability to develop our business plan.

#### **Nevada Law and Our Charter May Inhibit a Takeover of Our Company That Stockholders May Consider Favorable**

Provisions of Nevada law, such as its business combination statute, may have the effect of delaying, deferring or preventing a change in control of our company. As a result, these provisions could limit the price some investors might be willing to pay in the future for shares of our common stock.

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

##### **Evaluation of Disclosure Controls and Procedures**

We maintain disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934, as amended (the "Exchange Act") that are designed to be effective in providing reasonable assurance that information required to be disclosed in our reports under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the Securities and Exchange Commission (the "SEC"), and that such information is accumulated and communicated to our management to allow timely decisions regarding required disclosure.

In designing and evaluating disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable, not absolute assurance of achieving the desired objectives. Also, the design of a control system must reflect the fact that there are resource constraints and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty and that breakdowns can occur because of simple error or mistake. The design of any system of controls is based, in part, upon certain assumptions about the likelihood of future events and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions.

As of the end of the period covered by this report, we carried out an evaluation, under the supervision and with the participation of management, including our chief executive officer and principal financial officer, of the effectiveness of the design and operation of our disclosure controls and procedures. Based upon that evaluation, management concluded that our disclosure controls and procedures are effective as of July 31, 2008 to cause the information required to be disclosed by us in reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods prescribed by SEC, and that such information is accumulated and communicated to management, including our chief executive officer and principal financial officer, as appropriate, to allow timely decisions regarding required disclosure.

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ITEM 4(T). CONTROLS AND PROCEDURES

**Evaluation of and Report on Internal Control over Financial Reporting**

The management is responsible for establishing and maintaining adequate internal control over financial reporting. Internal control over financial reporting is defined in Rule 13a-15(f) or 15d-15(f) promulgated under the Securities Exchange Act of 1934 as a process designed by, or under the supervision of, the company's principal executive and principal financial officers and effected by the company's board of directors, management and other personnel, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with accounting principles generally accepted in the United States of America and includes those policies and procedures that:

- Pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of the assets of the company;
- Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with accounting principles generally accepted in the United States of America and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate. All internal control systems, no matter how well designed, have inherent limitations. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation. Because of the inherent limitations of internal control, there is a risk that material misstatements may not be prevented or detected on a timely basis by internal control over financial reporting. However, these inherent limitations are known features of the financial reporting process. Therefore, it is possible to design into the process safeguards to reduce, though not eliminate, this risk.

Management assessed the effectiveness of the Company's internal control over financial reporting as of July 31, 2008. In making this assessment, management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission in Internal Control-Integrated Framework.

Based on its assessment, management concluded that, as of July 31, 2008, the Company's internal control over financial reporting is effective based on those criteria.

This annual report does not include an attestation report of the Company's registered accounting firm regarding internal control over financial reporting. Management's report is not subject to attestation by the Company's registered public accounting firm pursuant to temporary rules of the Securities and Exchange Commission.

**Changes in Internal Control over Financial Reporting**

There was no change in our internal controls over financial reporting identified in connection with the requisite evaluation that occurred during our last fiscal quarter 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.**

Neither the Company, including its subsidiaries, nor any of its property is the subject of pending legal proceeding.

**ITEM 1A. RISK FACTORS**

This item is not applicable as we are currently considered a smaller reporting company.

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

The Company issued the following securities without registration under the Securities Act of 1933 in reliance upon the exemption afforded by Section 4(2) of that Act, based upon the limited number of persons who acquired the securities in each issuance; no underwriters were involved:

During the quarter ended July 31, 2008, the Company issued 20,000 shares of common stock for reduction of debt. The Company also issued 1,300,000 shares under a registration statement for Reg S securities which has resulted in cash received of \$52,761 plus a receivable of \$21,103.

**ITEM 3. EXHIBITS.**

- 31.1 Certification Pursuant to Section 302 of Sarbanes Oxley Act of 2002.
- 31.2 Certification Pursuant to Section 302 of Sarbanes Oxley Act of 2002.

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## SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Exchange Act of 1934, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: September 14, 2008

BUSINESS.VN, INC..

By: /S/ Sheldon Silverman

Sheldon Silverman

Chief Executive Officer, and Chairman of the Board

Date: September 14, 2008

BUSINESS.VN, INC

By: /S/ Steve Coroso

Steve Corso

Chief Financial Officer

In accordance with the Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the date indicated.

/S/ Sheldon Silverman  
Sheldon SilvermanTitle  
Chief Executive Officer, and Chairman of the  
BoardDate  
September 14, 2008/S/ Steve Coroso  
Steve CorsoTitle  
Chief Financial OfficerDate  
September 14, 2008

## FORM 10-Q CERTIFICATION

CERTIFICATION PURSUANT TO  
RULE 13a-14(a) AND 15d-14(a) OF THE SECURITIES EXCHANGE ACT OF 1934,  
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANE-OXLEY ACT.

I, Sheldon Silverman, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Business.vn, Inc;
2. Based on my knowledge, this report does not contain any untrue statement of material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of Business.vn, Inc as of, and for, the periods presented in this report;
4. I am responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for Business.vn, Inc and have:
  - a. Designed such disclosure controls and procedures to ensure that material information relating to Business.vn, Inc, including its consolidated subsidiaries, is made known to me by others within those entities, particularly during the period in which this report is being prepared;
  - b. Designed such internal controls over financial reporting to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c. Evaluated the effectiveness of Business.vn, Inc.'s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d. Disclosed in this report any change in Business.vn, Inc internal controls over financial reporting that occurred during Business.vn, Inc.'s most recent fiscal quarter that has materially affected or is reasonably likely to materially affect, Business.vn, Inc's internal control over financial reporting.
5. I have disclosed, based on my most recent evaluation of internal control over financial reporting, to Business.vn, Inc's auditors and the audit committee of Business.vn, Inc's board of directors (or persons performing the equivalent functions):
  - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect Business.vn, Inc's ability to record, process, summarize and report financial information; and
  - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in Business.vn, Inc's internal control over financial reporting.

Dated: September 14, 2008

/s/ SHELDON SILVERMAN  
Sheldon Silverman, President,  
and Chief Executive Officer



## FORM 10-Q CERTIFICATION

CERTIFICATION PURSUANT TO  
RULE 13a-14(a) AND 15d-14(a) OF THE SECURITIES EXCHANGE ACT OF 1934,  
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANE-OXLEY ACT.

I, Steve Corso, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Business.vn, Inc;
2. Based on my knowledge, this report does not contain any untrue statement of material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of Business.vn, Inc as of, and for, the periods presented in this report;
4. I am responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for Business.vn, Inc and have:
  - a. Designed such disclosure controls and procedures to ensure that material information relating to Business.vn, Inc, including its consolidated subsidiaries, is made known to me by others within those entities, particularly during the period in which this report is being prepared;
  - b. Designed such internal controls over financial reporting to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c. Evaluated the effectiveness of Business.vn, Inc.'s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d. Disclosed in this report any change in Business.vn, Inc internal controls over financial reporting that occurred during Business.vn, Inc.'s most recent fiscal quarter that has materially affected or is reasonably likely to materially affect, Business.vn, Inc's internal control over financial reporting.
5. I have disclosed, based on my most recent evaluation of internal control over financial reporting, to Business.vn, Inc's auditors and the audit committee of Business.vn, Inc's board of directors (or persons performing the equivalent functions):
  - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect Business.vn, Inc's ability to record, process, summarize and report financial information; and
  - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in Business.vn, Inc's internal control over financial reporting.

Dated: September 14, 2008

/s/ Steve Corso  
Steve Corso,  
Chief Financial Officer

CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the quarterly report of Business.vn, Inc (the "Company") on Form 10-Q for the period ended July 31, 2008 as filed with the Securities and Exchange Commission on the date hereof (the "Report") the undersigned hereby certifies pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to the best of my knowledge:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: September 14, 2008

/s/ SHELDON  
SILVERMAN  
Sheldon Silverman,  
President, and Chief  
Executive Officer

CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the quarterly report of Business.vn, Inc (the "Company") on Form 10-Q for the period ended July 31, 2008 as filed with the Securities and Exchange Commission on the date hereof (the "Report") the undersigned hereby certifies pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to the best of my knowledge:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: September 14, 2008

/s/ STEVE CORSO  
Steve Corso  
Chief Financial Officer