

# 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: JANUARY 31, 2009**

**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.)

387 CORONA ST., SUITE 555, DENVER, CO 80218

(Address of principal executive offices)

(720) 442-7000

(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

Accelerated filer

Non-accelerated filer

Smaller reporting company

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

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 16, 2016, the issuer had 51,541,197 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 January 31, 2009 and April 30, 2008**

	<b>January 31, 2009</b>	<b>April 30, 2008</b>
	(unaudited)	
<b>ASSETS</b>		
Current assets		
Cash	\$ -	\$ 12,620
Accounts receivable	-	6,632
Total current assets	-	19,252
Equipment, net	-	250
Intangibles	-	2,204,500
<b>Total assets</b>	<b>\$ -</b>	<b>\$ 2,224,002</b>
<b>LIABILITIES AND SHAREHOLDERS' DEFICIT</b>		
Current liabilities		
Accounts payable	\$ 429,679	\$ 344,758
Due to related parties	3,981,423	3,722,718
Accrued liabilities	60,004	51,734
Note payable	501,112	477,250
Convertible note	53,000	53,000
Total liabilities	5,025,218	4,649,460
Shareholders' Deficit		
Preferred stock, \$0.001 par value, 5,000,000 authorized. None issued	-	-
Subscription receivable	-	-
Common stock; \$0.001 par value; 100,000,000 shares authorized 51,541,197 and 50,118,311 shares issued and outstanding as of January 31, 2009 and April 30, 2008, respectively	51,541	50,118
Additional paid-in capital	5,996,934	5,801,592
Deficit accumulated during the development stage	(11,075,075)	(8,277,168)
Total shareholders' deficit	(5,025,218)	(2,425,458)
Total liabilities and shareholders' deficit	\$ -	\$ 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 January 31, 2009		For the nine month period ended January 31,		Cumulative from inception (September 15, 1995) to January 31, 2009
	2009	2008	2009	2008	
	2009	2008	2009	2008	2009
Revenue	\$ (12,693)	5,719	-	\$ 10,727	131,234
Cost of Sales	-	-	-	-	158,143
Gross profit	(12,693)	5,719	-	10,727	(26,909)
General and administrative expenses:					
Consulting fees		83,102	256,624	245,755	3,736,353
Depreciation and amortization			68,220		133,907
Marketing and promotion		23,390	630	185,300	1,076,207
Rent		9,300	17,858	24,900	413,442
Professional fees		68,500	65,986	132,990	413,430
Impairment of intangibles assets	2,136,322		2,136,322		3,107,245
Other administrative expenses	7,188	17,641	35,036	53,156	1,004,284
Total general and administrative expenses	2,143,510	201,933	2,580,676	642,101	9,884,868
Other (income) expense					
Debt forgiveness income					(237,170)
Interest expense	-	88,724	217,231	333,000	1,400,468
Net loss	\$ 2,156,203	(284,939)	2,797,907	964,374	11,075,075
Loss per common share:					
Basic and diluted	\$ -	-	\$ (0.05)	\$ (0.02)	-
Weighted average shares outstanding:					
Basic and diluted	-	-	51,520,811	37,710,506	-

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 Flow (unaudited)**

	For the Nine Months Ended		Cumulative from inception (September 15, 1995)
	January 31,		to January 31,
	2009	2008	2009
Cash flows from operating activities:			
Net loss	\$ (2,797,907)	\$ (964,374)	\$ (11,075,075)
Adjustments to reconcile net loss to net cash(used) provided by operating activities:			
Depreciation and amortization	68,220	-	133,907
Stock options issued			
Stock issued for services	97,000	255,607	645,490
Stock issued for interest expense			
Accrued interest	217,231	-	217,231
Amortization of outstanding options			
Amortization of convertible not discount			44,422
Convertible Note Discount			
Impairment	2,136,322	-	3,125,322
Changes in operating assets and liabilities:			
(Increase) decrease in accounts receivable	6,580	(10,729)	(19,079)
(Increase) decrease in prepaid expenses		20,000	8,587
Increase (decrease) in accounts payable	84,921	29,728	429,679
Increase (decrease) in accrued liabilities	8,270	(70,500)	60,004
Net cash provided by (used in) operating activities	(179,353)	(740,718)	(6,429,062)
Cash flows from investing activities:			
Purchase of equipment	250	-	(10,087)
Acquisition of intellectual property			(904,500)
Net cash (used) provided by investing activities	250	-	(914,587)
Cash flows from financing activities:			
Common stock issued for cash	95,147	-	2,625,405
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	-	174,709
Proceeds from convertible notes payable	-	-	53,000
Proceeds from demand notes payable	-	48,500	501,112
Due to related parties	65,336	699,150	3,981,423
Net cash provided by financing activities	166,483	747,650	7,343,649
Net increase (decrease) in cash	(12,620)	6,932	-
Cash, beginning of the period	12,620	223	-
Cash, end of the period	\$ -	\$ 7,155	\$ -
Non-cash investing and financing activities:			
Debt issued for marketing license agreement		\$ -	
Other income			
Debt issued for intellectual property			

Stock options Issued	91,529	\$	91,529
BCF of convertible notes			15,600
Common stock issued for license fee - HiTek Multimedia	15,600		
Common stock issued for acquisition of Dudesmart.com			
Common stock issued in exchange for intellectual property			48,500
Common stock issued in exchange for debt	107,240		56,240
Supplemental cash flow disclosure:			
Interest paid		\$	-
			\$ 2,692
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**  
**January 31, 2009**

**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 has never commenced significant operations and therefore, is classified as a development stage enterprise.



The financial statements included in this Report have been prepared on a retroactive basis based upon on subsequent information available as of September 12, 2016. The Company has been dormant since October 2008 and as of May 5, 2016 is under the control of a Receiver in Nevada's Eighth Judicial District in #A14-709484-P. As a result all asset accounts have been written down to zero for accounting purposes.

## **2. Summary of Significant Accounting Policies**

### **Basis of Presentation**

The Receiver has prepared this Report for the Company; and the financial statements included within this Report are for the purposes of complying with a deficiency notice from FINRA regarding a proposed corporate action for the Issuer. The Receiver believes the request by FINRA to prepare documents such as these that date beyond the statute of limitations for any public or private cause of action.

Since the Company is currently, in receivership and has no verifiable assets, all assets have been written down to zero.

### **Revenue Recognition**

The Company recognizes 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.

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### **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 January 31, 2009 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.

### **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.

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### **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 we 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.

### **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.

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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.

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

Summary of Intangible, long lived assets and goodwill: as of April 30, 2008

<b>Licenses:</b>	<b>Purchase Price</b>	<b>Amortization/ Impairment</b>	<b>Net Value</b>
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	68,178	886,322
Total Intangible Assets	2,929,500	793,178	2,136,322
Dudesmart.com	264,000	264,000	-
Total Goodwill	\$ 264,000	\$ 264,000	\$ -

All intangible assets have been written off as of January 31, 2009.

### 4. 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.







## 5. Related Party Transactions

The Company has received advances and accrued consulting fees since inception. The amount owed at January 31, 2009 is \$3,981,423. The amount includes interest accruing at rates between 8 and 12%.

## 6. Convertible Notes

The Company has the following notes outstanding:

Convertible note @ 8% Matures April 28, 2009	<u>\$ 53,000</u>
Total	<u>\$ 53,000</u>

The note which is default adds interest of \$2,650 at January 31, 2009, which is included in Accrued expenses and is convertible to common stock.

## 7. Note Payable

The Company is obligated under a Note alluded to in Note 3 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 \$23,862 for a total of \$501,112. The Note is in default.

## 8. Stock Issuances

During the six months ended October 31, 2008 the Company issued 2,805,000 shares of stock, 20,000 shares for settlement of a debt of \$6,000, 485,000 shares of stock for services valued at market at \$97,000. The company also offered under a registration statement for foreign investors or Regulation S, 2,300,000 shares of stock which has resulted in cash of \$95,147.

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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 things, 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 RESULTS 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.

The Company has been inactive since the three month period ended January 31, 2009, and is currently under the control of a Receiver in Nevada's Eighth Judicial District in #A14-709484-P as of May 5, 2016.

### **RESULTS OF OPERATIONS**

#### **THREE AND NINE MONTH PERIOD ENDED JANUARY 31, 2009 AS COMPARED TO THE THREE AND NINE MONTH PERIOD ENDS JANUARY 31, 2008**

During the three month period ended January 31, 2009, we became dormant and are currently being managed by a Receiver. As a result we have written off all of our assets, primarily consisting of \$2,136,322 in intangible assets. Additionally we reversed all sales activity amounting to \$12,693 for the nine month period ended January 31, 2009. As a result of the Company's status, we have not prepared any comparison to prior periods due to relevance.

### **LIQUIDITY AND CAPITAL RESOURCES**

The Company had no cash on hand as of January 31, 2009 and had no ability to raise capital going forward.

### **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 is \$2,797,907 for the nine month period ended January 31, 2009. Based on the Company's status as described throughout this Report, we current have no liquidity.

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### **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.

## **There is no Assurance of Continued Public Trading Market and Being a Low Priced Security may affect the Market Value 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.

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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.

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.

### **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 formerly maintained 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. Currently the company has no personnel and is being managed by a Receiver

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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 January 1, 2009. 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 January 31, 2009 the Company's internal control over financial reporting was not 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.

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## **PART II - OTHER INFORMATION**

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

The Company is under the control of a Receiver in Nevada's Eighth Judicial District in #A14-709484-P as of May 5, 2016.

### **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:

On January 2, 2009 the company issued 701,866 restricted shares.

### **ITEM 3. DEFAULTS UPON SENIOR SECURITIES.**

All securities were in default as of the date of this Report

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

None.

### **ITEM 5. OTHER INFORMATION.**

None.

### **ITEM 6. EXHIBITS.**

[31.1 Certification Pursuant to Section 302 of Sarbanes Oxley Act of 2002.](#)

[32.1 Certification Pursuant to 18 U.S.C. Section 1350.](#)





## 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.

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.

Dated : September 19, 2016

By: /s/ Robert Stevens

Robert Stevens

Court Appointed Receiver in #A14-709484-P

Acting under its Statutory Authority

## 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, Robert Stevens as Receiver for Business, VN, Inc., certify that:

1. I have reviewed this quarterly report on Form 10-Q of Business.vn, Inc for the quarter ended January 31, 2009;
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 19, 2016

By: /s/ Robert Stevens

Robert Stevens

Court Appointed Receiver in #A14-709484-P

Acting under its Statutory Authority



**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 January 31, 2009 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 19, 2016

By: /s/ Robert Stevens

Robert Stevens  
Court Appointed Receiver in #A14-709484-P  
Acting under its Statutory Authority