

SECTOR 10 INC  
Form 10-K  
July 16, 2012

---

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 10-K

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the Fiscal Year Ended March 31, 2012

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

Commission File No. 000-24370

Sector 10, Inc.

---

(Name of small business issuer in its charter)

Delaware  
State or other jurisdiction of  
incorporation or organization)

33-0565710  
(I.R.S. Employer Identification Number)

222 South Main Street, 5th Floor  
Salt Lake City, UT 84101

Previous Address  
14553 South 790 West #C  
Bluffdale, UT 84065

---

(Address of Principal Executive Offices) (Zip Code)

Registrant's Telephone Number, Include Area Code: (206) 853-4866

Securities Registered Pursuant to Section 12(b) of the Act:

Title of Each Class	Name of Each Exchange on Which Registered
None	None

Securities Registered Pursuant to Section 15(d) of the Act:

Common Stock, \$0.001 par value  
(Title of Class)

Edgar Filing: SECTOR 10 INC - Form 10-K

Check whether the issuer (1) filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the past twelve (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 ninety (90)days. Yes  No

1

---

Check if disclosure of delinquent filers in response to Item 405 of Regulation S-B is not contained in this form, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. x

Issuer's revenues for its most recent fiscal year were \$0.

State the aggregate market value of the voting stock held by non-affiliates computed by reference to the price at which the stock was sold, or the average bid and ask prices of such stock, as of a specified date within the past 60 days:

As of July 6, 2012, the Registrant had 305,778 shares of Common Stock issued and outstanding with an average market value of \$.05 per share for a total market value of \$15,289.

#### DOCUMENTS INCORPORATED BY REFERENCE

List hereunder the following documents if incorporated by reference and the part of the form 10-K (e.g. part I, part II, etc.) into which the document is incorporated: (1) Any annual report to security holders; (2) Any proxy or other information statement; and (3) Any prospectus filed pursuant to rule 424(b) or (c) under the Securities Act of 1933: None.

## TABLE OF CONTENTS

	Page
<b>PART I</b>	
ITEM 1. DESCRIPTION OF BUSINESS	4
ITEM 2. DESCRIPTION OF PROPERTY	5
ITEM 3. LEGAL PROCEEDINGS	5
ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS	5
<b>PART II</b>	
ITEM 5. MARKET FOR COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND SMALL BUSINESS ISSUER PURCHASES OF EQUITY SECURITIES	6
ITEM 6. SELECTED FINANCIAL DATA	7
ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION	7
ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK	11
ITEM 8. FINANCIAL STATEMENTS	14
ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE	34
ITEM 9A. CONTROLS AND PROCEDURES	34
ITEM 9B. OTHER INFORMATION	35
<b>PART III</b>	
ITEM 10. DIRECTORS AND EXECUTIVE OFFICERS OF THE REGISTRANT	36
ITEM 11. EXECUTIVE COMPENSATION	37
ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS	39
ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS	39
ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES	40
ITEM 15. EXHIBITS	41
SIGNATURES CERTIFICATIONS	41



PART I

ITEM 1. DESCRIPTION OF BUSINESS

SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

This periodic report contain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 with respect to the financial condition, results of operations, business strategies, operating efficiencies or synergies, competitive positions, growth opportunities for existing products, plans and objectives of management. Statements in this periodic report that are not historical facts are hereby identified as “forward-looking statements”.

Business

Organization:

Sector 10, Inc., as currently registered with the State of Delaware was originally incorporated on June 11, 1992 under the name Plasmatronic Technologies, Inc. The initial authorized shares amounted to 20,000,000 common shares and 1,000,000 preferred shares. On May 28, 1998, the Corporation name was officially changed from Plasmatronic Technologies, Inc. to Ecological Services, Inc. On January 2, 2003, the Corporation name was changed from Ecological Services, Inc. to Stanford Capital Corporation. In addition, the authorized capital stock was increased from 20,000,000 common shares to 50,000,000 common shares. On March 16, 2004, the Corporation name was changed from Stanford Capital Corporation to Skreem Entertainment Corporation. On December 1, 2006, the Corporation name was changed from Skreem Entertainment Corporation to SKRM Interactive, Inc.

Sector 10, Services USA, Inc. was formed as a Nevada corporation on September 16, 2002 and was a majority owned subsidiary of Sector 10, Holdings, Inc. The Company had minimal activity in 2002 and has been inactive until immediately prior to the acquisition of SKRM Interactive. The Company was inactive for the full 12 months ended March 31, 2007.

Sector 10, Inc. (formerly known as SKRM Interactive, Inc.) was the acquiring company resulting from the combination of Sector 10 Services USA, Inc, a private company, and SKRM Interactive, a Delaware public company. Sector 10 Services acquired SKRM Interactive through a reverse merger transaction on November 20, 2007. The Company was formally named Sector 10, Inc. on April 15, 2008. The SKRM year end of March 31 was continued with the new entity.

Summary:

Sector 10 has developed and seeks to market pre-deployed emergency and disaster response equipment with the world’s first patented Stationary Response Units (SRU) and Mobile Response Units (MRU). Sector 10 has patents issued in the United States and patent applications pending with U.S. and international agencies. Sector 10’s initial SRU and MRU design has been developed, produced, nationally test marketed and sold.

Employees

As of March 31, 2012, the Company has 2 employees and no current payroll. A total of 2 persons (CEO and CFO) work part time for the company and also work for the majority shareholder Sector 10 Holdings, Inc. Beginning in May, 2009, the CEO and CFO compensation was accrued on the Company books. No cash compensation was paid during the fiscal year.

Due to serious issues resulting from the prior manufacturer and other parties, the Company has been delayed in their sales and production efforts and as a result have not had the funding to hire the personnel needed to assist in its growth. The Company is in the midst of litigation that has delayed any funding efforts needed to be in place before operations may continue in a manner consistent with its original strategic plan.

## ITEM 2. DESCRIPTION OF PROPERTIES

The Company's administrative offices are located in an office facility located at 222 South Main Street, 5th Floor Salt Lake City, UT 84101. The facility is leased on a month to month basis.

## ITEM 3. LEGAL PROCEEDINGS

The Company is aware of the following situation regarding litigation, pending or threatened, to which it is a party.

### Dutro Group, Dutro Company & Reality Engineering

The Dutro Group consists of Dutro Company, Reality Engineering, William Dutro, Vicki Davis and Lee Allen and other parties. The litigation is ongoing and is expected to continue into the fiscal year ended March 31, 2013. The Company has engaged attorneys to dispute the claims filed by the Dutro Group and to vigorously seek relief for the damages incurred by Dutro Group actions. The Company believes that sufficient reserves are included in the financial statements for exposures for the issues represented in these actions.

### Edward Johnson

The Company is past due on the unpaid balance of a note payable plus accrued interest to Edward Johnson. The note collection and other issues are pending in current litigation. The litigation is not expected to be resolved until at least during the fiscal year ended March 31, 2013. The Company believes that sufficient reserves are included in the financial statements for exposures for this case

### Doty Scott

Doty Scott is a consultant that delivered services to the Company prior to November 20, 2007 which was the date of the merger between SKRM Interactive, Inc. and Sector 10 USA, Inc. (now Sector 10, Inc.) The amount due the consultant is at dispute in pending litigation. Settlement discussions have been ongoing but no resolution has been achieved as of the date of this filing. The litigation is not expected to be resolved until at least during the fiscal year ended March 31, 2013. Based on the facts of the case, the Company believes that sufficient reserves are included in the financial statements for exposures for this case.

### Bank of America

The Company and its affiliates are currently in litigation seeking damages resulting from actions and activities involving certain parties affiliated with the parties involved in the case. The litigation is ongoing as of the year ended March 31, 2012.

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

The shareholders approved the Company amendment to the Articles of Incorporation in order to complete a 1-500 reverse stock split. The amendment was as follows:

### Amendment to the Articles of Incorporation to Authorize the 1-for-500 Reverse Stock Split of the Company's Outstanding Shares of Common Stock

The Certificate of Amendment provides that Article IV, as it relates to the Reverse Stock Split, will be revised as follows:



On the effective date of this Certificate of Amendment, the Corporation shall effect a reverse split in its issued and outstanding shares of common stock so that the shares currently issued and outstanding shall be reverse split, or consolidated, on a 1-for-500 basis, and stockholders shall receive one share of the Corporation's post-split Common Stock, \$0.001 par value, for each five hundred shares of common stock, \$0.001 par value, held by them prior to the reverse split. No scrip or fractional shares will be issued in connection with the reverse split and any fractional interest will be rounded up to the nearest whole share. The reverse split will not result in any modification of the rights of stockholders, and will have no effect on the stockholders' equity in the Corporation except for a transfer from stated capital to additional paid-in capital. All shares returned to the Corporation as a result of the reverse split will be canceled and returned to the status of authorized and unissued shares. Except as specifically provided herein, the Corporation's Articles of Incorporation shall remain unmodified and shall continue in full force and effect.

A DEF 14C was filed on January 9, 2012. The effective date of the reverse stock split was February 14, 2012.

No other matters were submitted to a vote of the Company's shareholders through the solicitation of proxies, during the Company's fiscal year ended March 31, 2012

## PART II

### ITEM 5. MARKET FOR COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND SMALL BUSINESS ISSUER PURCHASER OF EQUITY SECURITIES

The pending litigation has impacted the Company operations which has caused delays in filing various reports. Due to the late filing, the Company Common Stock trading has been moved from the Over the Counter Bulletin Board under the symbol SECI.OB to trading on the Pink Sheets under the symbol SECI.PK. Prior to May 19, 2009, the stock traded under the symbol "SECT.OB." The Company's stock began trading subsequent to its year end of March 31, 2006. Since its inception, the Company has not paid any dividends on its Common Stock, and the Company does not anticipate that it will pay dividends in the foreseeable future. As of February 3, 2012, the Company had approximately 206 shareholders of record.

The following chart sets out the Open, High, Low, Close, Volume and Adjusted Close Price for the stock for the period from March 31, 2011 until March 31, 2012. The dates represent the last trading date for the respective month:

Date	Volume	Open	High	Low	Close
2012-03-30	2,268	.05	.05	.05	.05
2012-02-28	800	.0688	.0688	.0688	.0688
2012-01-31	353	.1562	.25	.1562	.1562
2011-12-30	749	.3125	.3125	.1562	.1562
2011-11-28	1,020	.25	.25	.25	.25
2011-10-31	200	.50	.50	.50	.50
2011-09-29	510	.6875	.6875	.6875	.6875
2011-08-30	20	.3125	.3125	.3125	.3125
2011-07-29	80	.8438	.8438	.8438	.8438
2011-07-01	3,259	.75	.9375	.6875	.6875
2011-05-27	216	1.25	1.25	1.25	1.25
2011-04-29	5,306	.8125	.9062	.8125	.8438
2011-03-31	30	1.9062	1.9062	1.9062	1.9062

Note: The Shares and related prices have been adjusted to reflect the impact of the 500 to 1 reverse stock split effective February 14, 2012

The Company's transfer agent is OTC Stock Transfer, Inc. of Salt Lake City, Utah.

ITEM 6. SELECTED FINANCIAL DATA

None

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION

Plan of Operation

The Company's cash balance is insufficient to satisfy the Company's cash requirements for the next 12 months. Due to issues surrounding Dutro Group and other pending litigation, the ability to deliver products to customers has been delayed. Litigation involving various parties continues and is expected to continue for the foreseeable future. The impact of the issues surrounding the litigation impact the Company's ability to obtain funding needed to operate the Company according to their strategic plans.

The shareholders approved a sale of the company to Solar Tracer Corporation and First Diversified Equities, Inc. in January 2011. The transaction with Solar Tracer closed in January 2011 and closed with First Diversified in February 2011. Based on the structure of the transactions, the Company anticipated the spin off of the emergency response business in order to devote resources to new business sectors. The management of the Company was appointed by Solar Tracer and First Diversified in February 2011. In April, 2011, Solar Tracer and First Diversified cancelled their commitment to the transaction and returned all common shares received at the original closing. The management and all directors resigned on April 15, 2011. As a result of this cancellation and resignations, the shareholders reappointed the Company's former directors to manage the Company.

The newly appointed management requested an accounting for all activities that occurred during the Solar Tracer and First Diversified management. Minimal information was received. Due to the lack of information, the security and financial reports required to be filed for have been delinquent for the year ended March 31, 2011 and the periods ended June 30, 2011 and September 30, 2011. Due to the late filing, the Company Common Stock trading has been moved from the Over the Counter Bulletin Board under the symbol SECI.OB to trading on the Pink Sheets under the symbol SECI.PK.. The Company is in the process of filing all delinquent reports and expects to be current with filings with the filing of the Form 10-Q for the period ended December 31, 2011 which is due on February 14, 2012. Due to the change in the trading platform, the Company will file all delinquent reports with unaudited financial statements.

Our notes to the financial statements disclose that the cash flow of the Company has been absorbed in operating activities, has incurred net losses for the fiscal year and has a working capital deficiency. Due to the pending litigation and the current restructuring, the Company operations are not likely to produce positive cash flow until at least the fiscal year ended March 31, 2013. These factors raise substantial doubt about our ability to continue as a going concern. Our going concern uncertainty may affect our ability to raise additional capital, and may also affect our relationships with suppliers and customers. Investors should carefully examine our financial statements and read the notes to the financial statements.

Results of Operations for the year ended March 31, 2012 as compared to the year ended March 31, 2011.

Revenues -

The Company had no revenues for the fiscal year ended March 31, 2012.

The Company had no revenues for the fiscal year ended March 31, 2011.

Other Income-

The Company had no other income for the fiscal year ended March 31, 2012.

7

---

The Company had no other income for the fiscal year ended March 31, 2011.

Cost of Sales -

The Company had no cost of sales or other operating expenses for the fiscal year ended March 31, 2012.

The Company had no cost of sales or other operating expenses for the fiscal year ended March 31, 2011.

General and Administrative Expenses -

General and administrative expenses were \$799,820 for the fiscal year ended March 31, 2012. These expenses are made up of wages - \$547,048, professional fees - \$164,731, financing fees - \$81,166, registration/filing fees - \$3,567 and other expenses - \$3,308.

General and administrative expenses were \$1,846,378 for the fiscal year ended March 31, 2011. These expenses are made up of financing fees - \$678,845, wages - \$592,229, professional fees - legal - \$428,856, other professional fees of \$82,799, payroll tax and benefits of \$31,362, insurance expense - 10,239 and other expenses of \$22,048.

Depreciation Expense -

Depreciation expense was \$4,450 for the fiscal year ended March 31, 2012.

Depreciation expense was \$6,307 for the fiscal year ended March 31, 2011.

Interest expense

The Company had interest expense of \$143,222 for the year ended March 31, 2012.

The Company had interest expense of \$288,581 for the year ended March 31, 2011.

Other expense

The Company had other expense of \$500,000 for the year ended March 31, 2012. The expense is entirely attributed to the impairment of the Network Acquisition/Development Asset reflected as of the fiscal year end March 31, 2012.

The Company had other expense of \$431,181 for the year ended March 31, 2011. The expense is entirely attributed to the impairment of the Network Acquisition/Development Asset reflected as of the fiscal year end March 31, 2011.

Liquidity and Capital Resources

Cash and cash equivalents -

We believe our bank balance of \$0 with a deficit in working capital of \$2,664,319 as of March 31, 2012 is not sufficient to meet our working capital requirements for the coming year.

Total assets -

We currently have \$21,599 in total assets for the year ended March 31, 2012. Our total assets are comprised of Cash - \$ 0, Inventory - \$18,409 and Net fixed assets - \$3,190.



## Working capital -

Since the merger on November 20, 2007, we initially have financed the operations exclusively through advances from shareholders and officers. Beginning in May 2008, outside investors have assisted in provided working capital. Total cumulative outside capital received amounted to \$657,500 as of the fiscal year ended March 31, 2012.

As of this filing date, the Company is in the midst of litigation and in the process of restructuring its operations in order to raise capital and continue in its efforts to manufacture and distribute its products. The restructuring will not be complete until the litigation has been completed. Potential funding for operations is not expected until sometime in the fiscal year ended March 31, 2014.

Our auditors are of the opinion that our continuation as a going concern is in doubt. Our continuation as a going concern is dependent upon continued financial support from our shareholders and other related parties. The financial statements, related notes and the other information included in this report have not been reviewed by the Company's outside accountant prior to the filing of this report.

## Liabilities -

Current liabilities as of March 31, 2012 were \$2,682,728. The balance was composed of accounts payable and accrued liabilities of \$2,442,113 and note payable to outside investors of \$240,615.

Current liabilities as of March 31, 2011 were \$1,902,065. The balance was composed of accounts payable and accrued liabilities of \$1,659,015 and note payable to outside investors of \$243,050.

Long term liabilities as of March 31, 2012 were \$483,000. The balance consists of Notes Payable to Dutro Company - \$250,000, Vicki Davis Living Trust - \$168,000 and William Dutro - \$65,000.

Long term liabilities as of March 31, 2011 were \$483,000. The balance consists of Notes Payable to Dutro Company - \$250,000, Vicki Davis Living Trust - \$168,000 and William Dutro - \$65,000.

Total liabilities as of March 31, 2012 were \$3,165,728. Total liabilities as of March 31, 2011 were \$2,385,065.

## Cash flows -

	Year Ended March 31, 2012	Year Ended March 31, 2011
Sources and Uses of Cash		
Net cash provided by / (used in)		
Operating activities	\$ 0	\$ (183,148)
Investing activities		(19,296)
Financing activities	0	202,374
Increase/(decrease) in cash and cash equivalents	\$ 0	\$ (70)
Years ended March 31, 2011 and 2010		
Cash and cash equivalents	\$ 0	\$ 0





Operating Activities -

Cash used in operations for the year ended March 31, 2012 was \$0. This included a loss from operation of \$1,447,492, net change in accounts payable and accrued liabilities of \$783,098, loss due to impairment of \$500,000, stock issued for services of \$144,879, net discount on convertible debt of \$15,065, and an adjustment for non cash depreciation expense of \$4,450.

Cash used in operations for the year ended March 31, 2011 was \$183,148. This included a loss from operation of \$2,572,447, stock issued for services of \$1,217,279, loss due to impairment of \$431,181, net discount on convertible debt of \$191,259, change in prepaid expenses of \$6,770, net change in accounts payable and accrued liabilities of \$536,503 and an adjustment for non cash depreciation expense of \$4,450.

Investing Activities -

There was no cash used in Investing Activities for the year ended March 31, 2012.

Cash used in Investing Activities for the year ended March 31, 2011 was \$19,296.

Financing Activities -

There was no cash provided in financing activities for the year ended March 31, 2012.

Cash provided in financing activities for the year ended March 31, 2011 was \$202,374. This was comprised of note payable from outside investors of \$175,000, net advances from related parties including Sector 10 Holdings / Peric DeAvila of \$(2,626) and proceeds from option exercise \$30,000.

Critical Accounting Policies

The discussions and analysis of our financial condition and results of operations, including the discussion on liquidity and capital resources, are based upon the financial statements, which have been prepared in accordance with US GAAP. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities. On an ongoing basis, management re-evaluates its estimates and judgments, particularly those related to the determination of the impairment of its intangible assets. Actual results could differ from the estimates. We believe the following are the critical accounting policies used in the preparation of the consolidated financial statements.

Revenue -

The Company had no sales activity during the current fiscal year ended March 31, 2012. The Company records sales of its products based upon the terms of the contract; when title passes to its customers; and, when collectability is reasonably assured.

Income Taxes -

The amount of income taxes recorded by us requires the interpretation of complex rules and regulations of various taxing jurisdictions throughout the world. We have recognized deferred tax assets and liabilities for all significant temporary differences, operating losses and tax credit carryforwards. We routinely assess the potential realization of our deferred tax assets and reduce such assets by a valuation allowance if it is more likely than not that some portion

or all of the deferred tax assets will not be realized. We routinely assess potential tax contingencies and, if required, establish accruals for such contingencies. The accruals for deferred tax assets and liabilities are subject to a significant amount of judgment by us and we review and adjust routinely our estimates based on changes in facts and circumstances. Although we believe our tax accruals are adequate, material changes in these accruals may occur in the future, based on the progress of ongoing tax audits, changes in legislation and resolution of pending tax matters.

#### Litigation -

An estimated loss from a loss contingency is recorded when information available prior to issuance of the financial statements indicates that it is probable that a liability has been incurred at the date of the financial statements and the amount of the loss can be reasonably estimated. Accounting for contingencies such as legal matters requires the use of judgment as to the probability of the outcome and the amount. Many legal contingencies can take years to be resolved. An adverse outcome could have a material impact on our financial condition, operating results and cash flows.

#### Going Concern Qualification

Our notes to the consolidated financial statements disclose that the cash flow of the Company has been absorbed in operating activities and has incurred net losses for the three months, and have a working capital deficiency. In the event that funding from internal sources or from public or private financing is insufficient to fund the business at current levels, we will have to substantially cut back our level of spending which could substantially curtail our operations. These factors raise substantial doubt about our ability to continue as a going concern. Our going concern uncertainty may affect our ability to raise additional capital, and may also affect our ability to raise additional capital, and may also affect our relationships with suppliers and customers. Investors should carefully examine our financial statements.

### ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

#### Risks Related to our Business and Operations

Investing in our common stock involves a high degree of risk. You should carefully consider the risks described below, and all of the other information set forth in this Report before deciding to invest in shares of our common stock. In addition to historical information, the information in this Report contains forward-looking statements about our future business and performance. Our actual operating results and financial performance may be different from what we expect as of the date of this Report. The risks described in this Report represent the risks that management has identified and determined to be material to our company. Additional risks and uncertainties not currently known to us, or that we currently deem to be immaterial, may also materially harm our business operations and financial condition.

We have not paid any cash dividends on our common stock to date and do not anticipate any cash dividends being paid to holders of our common stock in the foreseeable future. While our dividend policy will be based on the operating results and capital needs of the business, it is anticipated that any earnings will be retained to finance our future expansion. As we have no plans to issue cash dividends in the future, our common stock could be less desirable to other investors and as a result, the value of our common stock may decline, or fail to reach the valuations of other similarly situated companies who have paid dividends.

**Dependence upon Suppliers and Other Third Parties:** The Company relies on outsourced manufacturers for the production of all Sector 10 products. Litigation is pending regarding the breach of contract by the former outsourced manufacturer and other issues resulting in indefinite delays in production capability and capacity.

Compliance with existing and new regulations of corporate governance and public disclosure may result in additional expenses.

Compliance with changing laws, regulations, and standards relating to corporate governance and public disclosure, including the Sarbanes-Oxley Act of 2002 and other SEC regulations, requires large amounts of management attention and external resources. This may result in increased general and administrative expenses and a diversion of management time and attention from revenue-generating activities to compliance activities.

Our directors, executive officers and principal stockholders have effective control of the company, preventing non-affiliate stockholders from significantly influencing our direction and future.

Our directors, officers, and 5% stockholders and their affiliates control in excess of 50% of our outstanding shares of common stock. There are anti-dilution provisions in agreements that are expected to provide this group to continue to control a majority of our outstanding common stock following any financing transactions projected for the foreseeable future. These directors, officers and affiliates effectively control all matters requiring approval by the stockholders, including any determination with respect to the acquisition or disposition of assets, future issuances of securities, declarations of dividends and the election of directors. This concentration of ownership may also delay, defer, or prevent a change in control and otherwise prevent stockholders other than our affiliates from influencing our direction and future.

There is a public market for our stock, but it is thin and subject to manipulation.

The volume of trading in our common stock is limited and can be dominated by a few individuals. The limited volume, if any, can make the price of our common stock subject to manipulation by one or more stockholders and will significantly limit the number of shares that one can purchase or sell in a short period of time. An investor may find it difficult to dispose of shares of our common stock or obtain a fair price for our common stock in the market.

The market price for our common stock is volatile and may change dramatically at any time.

The market price of our common stock, like that of the securities of other early-stage companies, is highly volatile. Our stock price may change dramatically as the result of announcements of our quarterly results, the rate of our expansion, significant litigation or other factors or events that would be expected to affect our business or financial condition, results of operations and other factors specific to our business and future prospects. In addition, the market price for our common stock may be affected by various factors not directly related to our business, including the following:

- intentional manipulation of our stock price by existing or future stockholders;
- short selling of our common stock or related derivative securities;
- a single acquisition or disposition, or several related acquisitions or dispositions, of a large number of our shares;
- the interest, or lack of interest, of the market in our business sector, without regard to our financial condition or results of operations;
- the adoption of governmental regulations and similar developments in the United States or abroad that may affect our ability to offer our products and services or affect our cost structure;
- developments in the businesses of companies that purchase our products; and
- economic and other external market factors, such as a general decline in market prices due to poor economic indicators or investor distrust.

Our business may be affected by increased compensation and benefits costs.

We currently intend to retain all available funds and any future earnings for use in the operation and expansion of our business. We do not anticipate paying any cash dividends in the foreseeable future, and it is unlikely that investors

will derive any current income from ownership of our stock. This means that your potential for economic gain from ownership of our stock depends on appreciation of our stock price and will only be realized by a sale of the stock at a price higher than your purchase price.

Our common stock is a “low-priced stock” and subject to regulation that limits or restricts the potential market for our stock.

Shares of our common stock may be deemed to be “low-priced” or “penny stock,” resulting in increased risks to our investors and certain requirements being imposed on some brokers who execute transactions in our common stock. In general, a low-priced stock is an equity security that:

- Is priced under five dollars;
- Is not traded on a national stock exchange, the Nasdaq Global Market or the Nasdaq Capital Market;
- Is issued by a company that has less than \$5 million in net tangible assets (if it has been in business less than three years) or has less than \$2 million in net tangible assets (if it has been in business for at least three years); and
- Is issued by a company that has average revenues of less than \$6 million for the past three years.

We believe that our common stock is presently a “penny stock.” At any time the common stock qualifies as a penny stock, the following requirements, among others, will generally apply:

Certain broker-dealers who recommend penny stock to persons other than established customers and accredited investors must make a special written suitability determination for the purchaser and receive the purchaser’s written agreement to a transaction prior to sale.

Prior to executing any transaction involving a penny stock, certain broker-dealers must deliver to certain purchasers a disclosure schedule explaining the risks involved in owning penny stock, the broker-dealer’s duties to the customer, a toll-free telephone number for inquiries about the broker-dealer’s disciplinary history and the customer’s rights and remedies in case of fraud or abuse in the sale. In connection with the execution of any transaction involving a penny stock, certain broker-dealers must deliver to certain purchasers the following:

- bid and offer price quotes and volume information;
- the broker-dealer’s compensation for the trade;
- the compensation received by certain salespersons for the trade;
- monthly accounts statements; and
- a written statement of the customer’s financial situation and investment goals.

## ITEM 8. FINANCIAL STATEMENTS

NOTE: The financial statements, related notes and the other information included in this report have not been reviewed by the Company's outside accountant prior to the filing of this report.

Sector 10, Inc.  
(A DEVELOPMENT STAGE COMPANY)  
CONSOLIDATED BALANCE SHEETS  
For the Years Ended March 31, 2012 and 2011

	March 31, 2012 (Unaudited)	March 31, 2011 (Unaudited)
<b>ASSETS</b>		
Current assets:		
Cash	\$-	\$-
Inventory, net	18,409	18,409
Total current assets	18,409	18,409
Fixed assets cost	22,250	22,250
Less: accumulated depreciation	(19,060 )	(14,610 )
Net fixed assets	3,190	7,640
Other assets - Network acquisition/development costs	0	500,000
Total assets	\$21,599	\$526,049
<b>LIABILITIES AND SHAREHOLDERS' EQUITY (DEFICIT)</b>		
Current liabilities:		
Accounts payable and accrued liabilities	\$2,442,143	\$1,659,015
Note payable - short term	240,615	243,050
Total current liabilities	2,682,758	1,902,065
Long term liabilities:		
Note payable	483,000	483,000
Total long term liabilities	483,000	483,000
Total liabilities	3,165,758	2,385,065
Shareholders' equity (deficit)		
Preferred shares - \$0.001 par value; 1,000,000 authorized, no shares issued or outstanding	-	-
Common shares - \$0.001 par value; 199,000,000 authorized; 305,778* and 328,829* shares issued and outstanding, respectively	306	329
Additional paid-in-capital	6,123,443	5,961,041
Deficit accumulated during development stage	(9,267,878)	(7,820,386)
Total shareholders' equity (deficit)	(3,144,129)	(1,859,016)
Total liabilities and shareholders' equity (deficit)	\$21,599	526,049

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

Note\* Shares adjusted to reflect 500 to 1 reverse stock split completed on 2/14/2012





Sector 10, Inc.  
(A DEVELOPMENT STAGE COMPANY)  
**UNAUDITED CONSOLIDATED STATEMENTS OF OPERATIONS**  
For the Years Ended March 31, 2012 and 2011 and for the Period From Inception,  
September 16, 2002 to March 31, 2012

	Years Ended		Inception to
	March 31, 2012 (Unaudited)	March 31, 2011 (Unaudited)	March 31, 2012
Sales	\$-	\$-	\$18,500
Cost of Sales	-	-	(18,032 )
Gross Profit	-	-	468
<b>Expenses:</b>			
General and administrative	799,820	1,846,378	7,880,663
Depreciation	4,450	6,307	20,917
Research and development	-	-	226,108
Total expenses	804,270	1,852,685	8,127,688
Income (loss) from operations	(804,270 )	(1,852,685)	(8,127,220)
Interest expense	(143,222 )	(288,581 )	(509,863 )
Other income (expense)	(500,000 )	(431,181 )	(630,795 )
Net income (loss) before income taxes	(1,447,492)	(2,572,447)	(9,267,878)
Provision for income taxes	-	-	-
Net income (loss) after income taxes	\$(1,447,492)	\$(2,572,447)	\$(9,267,878)
<b>Weighted Average Shares Outstanding - basic and diluted</b>			
	278,102	153,585	
<b>Basic and diluted income (loss) per share</b>			
Continuing Operations	\$(5.20 )	\$(16.75 )	
Net Income (Loss)	\$(5.20 )	\$(16.75 )	

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

Note\* Shares outstanding adjusted to reflect 500 to 1 reverse stock split completed on 2/14/2012

Sector 10, Inc.  
(A DEVELOPMENT STAGE COMPANY)  
UNAUDITED CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' DEFICIT  
For the period from September 16, 2002 (inception) through March 31, 2012

	Common Stock Shares	Common Stock Amount	Additional Paid-In Capital	Deficit Accumulated During Development Stage
Balance at Inception, September, 16, 2002	-	\$-	\$-	\$ -
Issued Shares	10,000	10	(1,414 )	-
Net loss for the period 12/31/2002	-	-	-	(3,586 )
Net loss for the period 1/1/2003 to 3/31/2007	-	-	-	-
Recapitalization	5,464	6	(703,166 )	-
Net loss for the period 3/31/2008	-	-	-	(123,946 )
Issued Shares 3/31/2009	20,256	20	1,702,738	-
Gain on extinguishment of debt	-	-	10,850	-
Net loss for the period 3/31/2009	-	-	-	(532,775 )
Issued Shares 3/31/2010	65,099	65	3,265,424	-
Net loss for the period 3/31/2010	-	-	-	(4,587,632 )
Balance at March 31, 2010 (audited)	100,819	101	4,274,432	(5,247,939 )
Issued Shares (unaudited)	243,443	243	1,199,745	-
Adjustment to value of stock options at March 31, 2011 (unaudited)	-	-	116,455	-
Discount on Convertible notes (unaudited)	-	-	206,324	-
Net loss for the period (unaudited)	-	-	-	(2,572,447 )
Balance at March 31, 2011 (unaudited)	344,262	344	5,796,956	(7,820,386 )
Issued Shares (unaudited)	(23,315 )	(23 )	76,988	-
Adjust for 500-to 1 reverse split	(15,169 )	(15 )	152,451	-
Adjustment to value of stock options at March 31, 2012 (unaudited)	-	-	97,048	-
Net loss for the period (unaudited)	-	-	-	(1,447,492 )
Balance at March 31, 2012 (unaudited)	305,778	\$306	\$6,123,443	\$ (9,267,878 )

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

Sector 10, Inc.  
(A DEVELOPMENT STAGE COMPANY)  
UNAUDITED CONSOLIDATED STATEMENTS OF CASH FLOWS  
For Years Ended March 31, 2012 and 2011  
and for the Period From Inception,  
September 16, 2002, to March 31, 2012

	Years Ended		Inception to
	March 31, 2012	March 31, 2011	March 31, 2012
<b>Cash Flows from Operating Activities:</b>			
Net Loss	\$(1,447,492)	\$(2,572,447)	\$(9,267,878)
Adjustments to reconcile net loss to net cash used in operating activities:			
Stock for services	144,879	1,217,279	5,089,707
Depreciation	4,450	6,307	20,917
Net discount on convertible debt	15,065	191,259	206,324
Loss due to Impairment / Gain on restructuring	500,000	431,181	630,795
Changes in:			
Inventory and other current assets	-	6,770	(4,869 )
Accounts payable and accrued liabilities	783,098	536,503	2,937,406
Net cash used in operating activities	-	(183,148 )	(387,598 )
<b>Cash Flows from Investing Activities:</b>			
Fixed asset / Other asset purchases	-	(19,296 )	(189,541 )
Net cash used in investing activities	-	(19,296 )	(189,541 )
<b>Cash Flows from Financing Activities:</b>			
Net Proceeds from general financing	-	175,000	657,500
Net Proceeds (payments) from shareholder / officers	-	(2,626 )	(113,947 )
Proceeds from issuance of common stock	-	30,000	33,586
Net cash provided by financing activities	-	202,374	577,139
Net increase (decrease) in cash	-	(70 )	-
Beginning of period - continuing operations	-	70	-
End of period - continuing operations	\$-	\$-	\$-
Cash paid for interest	\$-	\$2,120	\$18,295
Cash paid for income taxes	\$-	\$-	\$-

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

Sector 10, Inc.  
(A DEVELOPMENT STAGE COMPANY)  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Note 1 - ORGANIZATION AND BUSINESS OPERATIONS

Sector 10, Inc., as currently registered with the State of Delaware was originally incorporated on June 11, 1992 under the name Plasmatronic Technologies, Inc. The initial authorized shares amounted to 20,000,000 common shares and 1,000,000 preferred shares. On May 28, 1998, the Corporation name was officially changed from Plasmatronic Technologies, Inc. to Ecological Services, Inc. On January 2, 2003, the Corporation name was changed from Ecological Services, Inc. to Stanford Capital Corporation. In addition, the authorized capital stock was increased from 20,000,000 common shares to 50,000,000 common shares. On March 16, 2004, the Corporation name was changed from Stanford Capital Corporation to Skreem Entertainment Corporation. On December 1, 2006, the Corporation name was changed from Skreem Entertainment Corporation to SKRM Interactive, Inc.

Sector 10, Services USA, Inc. was formed as a Nevada corporation on September 16, 2002 and was a majority owned subsidiary of Sector 10, Holdings, Inc. The Company had minimal activity in 2002 and has been inactive until immediately prior to the acquisition of SKRM Interactive. The Company was inactive for the full 12 months ended March 31, 2007.

Sector 10, Inc. (formerly known as SKRM Interactive, Inc.) was the acquiring company resulting from the combination of Sector 10 Services USA, Inc, a private company, and SKRM Interactive, a Delaware public company. Sector 10 Services acquired SKRM Interactive through a reverse merger transaction on November 20, 2007. Immediately after the merger, the company was called SKRM Interactive, Inc. and continued its reporting obligations under that name. The Company was formally named Sector 10, Inc. on April 15, 2008. The SKRM year end of March 31 was continued with the new entity.

Sector 10 has developed and seeks to market pre-deployed emergency and disaster response equipment with the world's first patented Stationary Response Units (SRU) and Mobile Response Units (MRU). Sector 10 has patents issued in the United States and patent applications pending with U.S. and international agencies. Sector 10's initial SRU and MRU design has been developed, produced, nationally test marketed and sold.

Litigation involving various parties continues and is expected to continue for the foreseeable future. The impact of the issues surrounding the litigation impact the Company's ability to obtain funding needed to operate the Company according to their strategic plans.

Note 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation and Consolidation

The accompanying unaudited consolidated condensed financial statements of Sector 10, Inc. ("Sector 10" or the "Company"), have been prepared in accordance with accounting principles generally accepted in the United States of America for interim financial information and with the instructions to Form 10-Q and required by Rule 10-01 of Regulation S-X. They do not include all of the information and footnotes required by accounting principles generally accepted in the United States of America for complete financial statements. In the opinion of management, all adjustments, consisting only of normal recurring adjustments, considered necessary for a fair presentation, have been included in the accompanying unaudited consolidated financial statements. Operating results for the periods presented are not necessarily indicative of the results that may be expected for the full year.

The consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America. Since the acquisition on November 20, 2007, there is no activity in the former SKRM company. All activity has been through the company known as Sector 10, Inc. The consolidation of these companies is presented in these financial statements

## Estimates

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

## Cash and Cash Equivalents

It is the Company's policy to invest cash with financial institutions judged to be highly secure. For purposes of the statement of cash flow, the Company considers all highly liquid investments with a maturity of three months or less when purchased to be cash equivalents.

## Accounts Receivable

The Company extends credit to its customers in the normal course of business. The Company reviews outstanding receivables, and provides for estimated losses through an allowance for doubtful accounts. In evaluating the level of established loss reserves, the Company makes judgments regarding its customers' ability to make required payments, economic events and other factors. As the financial condition of these parties change, circumstances develop or additional information becomes available, adjustments to the allowance for doubtful accounts may be required. The Company has no sales and no receivables outstanding for the fiscal year ended March 31, 2011. Due to the size of the sales and related receivables, no reserve was established for the current fiscal year. In the future, the Company expects to use 3rd party financing lease arrangements for many product sales that will minimize the need for providing credit to customers.

## Inventory

Inventories are valued at the lower of cost and net realizable value. Cost is determined on a first-in, first-out basis. Inventory is comprised of finished products that the Company intends to sell to its customers and product demos that are used for presentations to customers. The demos are also available for sale. The Company uses an outsourced manufacturer to produce the product. There was no sales activity and therefore minimal inventory on hand at the fiscal year ended March 31, 2011. The Company will with the assistance of the outsourced manufacturer periodically makes judgments and estimates regarding the future utility and carrying value of its inventory. The carrying value of inventory is periodically reviewed and impairments, if any, are recognized when the expected future benefit from the inventory is less than its carrying value. If applicable, the Company will establish inventory reserves for estimated obsolescence or unmarketable inventory which is equal to the difference between the cost of inventory and the estimated market value based upon assumptions about future demand and market conditions. For the years ended March 31, 2011 and 2010, the Company had a reserve of \$12,491

## .Property and Equipment and Depreciation

Property and equipment are carried at historical cost less accumulated depreciation. The cost of maintenance and repairs is charged to income as incurred, whereas significant renewals and betterments are capitalized. The cost and the related accumulated depreciation of assets sold or otherwise retired are eliminated from the accounts and any gain or loss is included in the statement of income.

The Company provides for depreciation of property and equipment principally by use of the straight-line method for financial reporting purposes. Depreciation begins in the month that depreciable assets are placed in service. The only

assets currently placed in service are computers and furniture and equipment. Computers and depreciable equipment are estimated to have a useful life of 5 years. Depreciation is computed based on a straight line basis over the estimated useful life.

### Notes Payable

Subsequent to the merger transaction on November 20, 2007, and through the fiscal year ended March 31, 2010 the Company received funding from both Sector 10 Holdings, Inc. (Majority Shareholder) and Pericles DeAvila (an Officer/Shareholder). In addition, the Company shares overhead expenses with Sector 10 Holdings through April 2009. Funding and/or disbursements transactions with the respective sources is accounted for in a separate account for Sector 10 Holdings, Inc. and Pericles DeAvila. The Company has imputed interest at 8% per annum.

Beginning in May 2008 and continuing through the end of the fiscal year March 31, 2011, the Company received funding from outside investors. The Company is currently being restructured in an effort secure new funding opportunities.. No additional funding is expected until at least during the fiscal year ended March 31, 2013.

### Contingencies

We account for loss contingencies in accordance with ASC 450 (SFAS No. 5), "Accounting for Contingencies." Accordingly, when management determines that it is probable that an asset has been impaired or a liability has been incurred, we accrue our best estimate of the loss if it can be reasonably estimated. Our legal costs related to litigation are expensed as incurred.

### Income Tax

Deferred taxes are provided on a liability method whereby deferred tax assets are recognized for deductible temporary differences and operating loss, tax credit carryforwards and deferred tax liabilities are recognized for taxable temporary differences. Temporary differences are the differences between the reported amounts of assets and liabilities and their tax basis. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or all of the deferred tax assets will not be realized. Deferred tax assets and liabilities are adjusted for the effects of changes in the tax laws and rates on the date of enactment.

### Loss Per Share

In accordance with ASC 280 (SFAS No. 128), "Earnings Per Share," we report basic loss per common share, which excludes the effect of potentially dilutive securities, and diluted loss per common share, which includes the effect of all potentially dilutive securities unless their impact is anti-dilutive.

### Share-Based Compensation

We may, from time to time, issue common stock, stock options or common stock warrants to acquire services or goods from non-employees. Common stock, stock options and common stock warrants issued to persons other than employees or directors are recorded on the basis of their fair value.

### Long Lived Assets

The Company maintains a Long Lived Asset which is reviewed regularly for impairment. In its review for impairment, the Company prepares estimates of future cash flows to assist in the determination of the asset's recoverability. If there is an issue regarding recoverability, an independent valuation will be obtained to determine any required adjustment for impairment. The estimates used in determining for recoverability are updated by the Company on a regular basis to provide guidance for management's quarterly and annual reporting.





## Revenue Recognition

The Company had no sales activity during the current fiscal year ended March 31, 2011. The Company records sales of its products based upon the terms of the contract; when title passes to its customers; and, when collectability is reasonably assured.

## Impact of Recent Accounting Pronouncements

Sector 10 does not expect the adoption of any recently issued accounting pronouncements to have a material impact on its financial condition or results of operations.

## Note 3 – INVENTORY

There were no sales in the year ended March 31, 2012. Therefore, total inventory remains at \$18,409 for the year ended March 31, 2011. The carrying value of inventory is periodically reviewed and impairments, if any, are recognized when the expected future benefit from the inventory is less than its carrying value. If applicable, the Company will establish inventory reserves for estimated obsolescence or unmarketable inventory which is equal to the difference between the cost of inventory and the estimated market value based upon assumptions about future demand and market conditions. For the year ended March 31, 2012, the Company has a reserve of \$12,491.

In January 2011, the Distribution agreement with Sector 10, Holdings, Inc. was terminated as part of the Solar Tracer Acquisition. As part of the termination, the emergency response business assets and activity including inventory were transferred to Sector 10 Services USA, Inc. and the ownership of Sector 10 Services USA, Inc. was transferred to Sector 10 Holdings, Inc. On April 4, 2011, it was confirmed that the Solar Tracer transaction was cancelled by the parties representing Solar Tracer and First Diversified. Based on this information, the transfer of the inventory, fixed assets and network asset did not occur and the assets were retained by the Company as of March 31, 2011.

## Note 4 – NETWORK ACQUISITION/DEVELOPMENT COSTS

The net Network Asset of \$931,181 remaining as of March 31, 2010 represents the net transfer costs from the original transfer from Sector 10 Holdings to Sector 10 Inc. in May 2009. The Network Asset is a long lived intangible asset that requires review for impairment on regular basis under ASC 350.

For the fiscal years ended March 31, 2012 and March 31, 2011, operations of the Company have been hindered by the ongoing litigation involving the Duro litigation and other litigation. The impact of the litigation has resulted in either lost sale opportunities or delays in the implementation of the Company products and services. Based on the litigation and its impact on the Company operations, the Company has adjusted the Network Asset in the fiscal year ended March 31, 2011 to reduce the balance from \$931,181 to \$500,000. The adjustment of \$431,181 was treated as a loss due to impairment. Due to the continued damages as a result of the litigation issues, the Company reduced the balance to zero in the fiscal year ended March 31, 2012. The adjustment of \$500,000 was treated as a loss due to impairment.

## Note 5 – NOTES PAYABLE

### Related Parties - Shareholder / Officer

Subsequent to the merger transaction on November 20, 2007, the Company received funding from both Sector 10 Holdings, Inc. (Majority Shareholder) and Pericles DeAvila (an Officer/Shareholder). The accounts were closed on December 31, 2010 and the balance remaining to Pericles DeAvila of \$4,181 was transferred to accounts payable.

Edgar Filing: SECTOR 10 INC - Form 10-K

Total interest accrued during the year ended March 31, 2011 on the accounts was \$875 which was comprised of Pericles DeAvila - \$392 and Sector 10 Holdings - \$483. No interest was accrued in the fiscal year ended March 31, 2012.

### Johnson Financing

The loan is in default. An investor had been secured that has structured transactions to acquire the Ed Johnson note in installments in exchange for Company common shares. The agreed amount to payoff is \$226,615 which includes accrued interest of \$26,615. This payoff was valid through July 31, 2010. The total amount paid through July 31, 2010 was \$140,000 leaving a net balance of \$86,615. The net balance at July 31, 2010 continues to accrue interest at an annual rate of 6% until paid in full. Interest of \$3,745 was accrued after July 31, 2010 on the unpaid \$86,615 balance. Due to changing market conditions, the investor used to assist in payoff of the note was unable to make further payments. The note collection and other issues are pending under litigation and no further payments are expected until such litigation is resolved. The litigation is not expected to be resolved until at least during the fiscal year ended March 31, 2013.

The accrued interest of \$26,615 was transferred to notes payable in order to account for the agreed remaining balance of \$86,615. The interest accrued from August 1, 2010 through the year ended March 31, 2011 was \$3,745. Accrued interest for the fiscal year ended March 31, 2012 was \$5,197

### Dutro Financing:

All Dutro Group promissory notes are treated as long term notes payable. All notes expire on May 31, 2014. Interest is accrued at an annual rate of 7.5%. Interest is payable quarterly. Total interest expense for the Dutro Group for the year ended March 31, 2012 is \$36,225.

Due to the pending litigation involving all members of the Dutro Group, no interest payment are expected to be made until the litigation is resolved. All accrued but unpaid interest associated with the Dutro Group has been recorded as contingent reserve – interest and included in accounts payable. The contingent reserve - interest includes all interest accrued on the Dutro Company note and all interest accrued after July 1, 2010 for the Vicki Davis and William Dutro note. Total contingent reserve - interest for the year ended March 31, 2012 is \$80,279 comprised of Dutro Company - \$49,698, Vick Davis - \$22,050 and William Dutro - \$ 8,531.

### Employee Agreement:

On February 26, 2010, the CEO and CFO executed employment agreements with the Company which cover the period through the end of the fiscal year ended March 31, 2016. Due to the limited cash flows of the Company, the officers have not received any significant payments as required under their agreements. The majority of the compensation under the agreements remains accrued but unpaid. The agreements include the following provision:

The financial statements reflect an accrual of interest on unpaid wages and other compensation in the amount of \$115,390 of which \$73,958 was accrued during the year ended March 31, 2012. As of March 31, 2012, no election has been made to convert any portion of the balance due under the agreement to common shares.

### Other Notes

#### Individuals – short term

In order to generate short term funding, the Company provided individual investors with an opportunity to receive common shares equal to their investment plus a promissory note to return principal within 180 days. Interest is accrued at an annual rate of 8%. A conversion option is provided at the end of the term to provide the investor with a right to convert all or a portion of the principal into common shares of the Company. The agreement further provides the issuance of warrants to provide the investor with subsequent opportunities to acquire Company common

shares. The short term funding program was initially offered in September 2009. A total of \$52,500 (including \$31,500 cash and \$21,000 non-cash benefits) was received under this program under 4 different notes issued on or before December 31, 2009. An additional \$20,000 was received during the year ended March 31, 2011 and 1 additional note for \$17,000 with the same terms as the other individual notes was assumed in settlement for dilution with the Company shareholder. The Company has elected to extend the notes until March 31, 2011 and have verbal understanding that the notes may be extended further. No payment was made on the notes by March 31, 2012. Total interest accrued as of March 31, 2012 was \$14,657 of which \$7,120 was accrued during the year ended March 31, 2012.

## Calm Seas Capital, LLC

A term sheet was signed with Calm Seas, LLC on March 12, 2010 to provide bridge funding. On April 28, 2010, \$10,000 in funding was received from Calm Seas Capital. No other funding has been received. In accordance with the terms of the agreement, interest is accrued at an annual rate of 10% on the amount of funds received. Total interest accrued as of September 30, 2010 was \$422 of which \$422 was accrued during the year ended March 31, 2011.

On September 2, 2010, the Company sent a letter to Illuminated Financial Corp, a major partner in Calm Seas, demanding performance under their obligations on or before September 20, 2010. If no performance is received, the Company demanded the return of all fees paid to Illuminated and related parties. Total returned fee request was \$375,000. No performance occurred during the period ended September 30, 2010 and no fees were returned as of March 31, 2011. The Company has transferred the \$10,000 note payable due to Calm Seas to a contingent reserve pending settlement with the Calm Seas' principals and Illuminated Financial. No further interest shall be accrued on the former note payable during the settlement period. .

## Asher Enterprises, Inc.

The Company entered into multiple financing transactions with Asher Enterprises, Inc. to raise capital for Company operations. Each transaction was structured as a Convertible Debenture due 9 months after the issue accruing interest at an annual rate of 8%

After 90 days, each respective note may be converted at anytime to Sector 10, Inc. common shares. The conversion price is determined as the market price multiplied by the applicable percentage. The market price is defined as the average 3 lowest trading prices during the 10 day trading period ending one day before the conversion notice was sent to the Company via fax ("Conversion Date"). Trading Price means the closing bid price on any day on the over the counter bulletin board. The applicable percentage shall equal 42%. The investor shall be limited to convert no more than 4.99% of the issued and outstanding shares at the time of the conversion. Asher elected to convert the full \$53,000 balance of the Note Payable dated April 30, 2010 prior to March 31, 2011 and additional conversion of \$2,120 of accrued interest in the note fully converted. Asher elected to convert a total of \$10,000 of the Note Payable dated May 26, 2010 prior to March 31, 2011 and additional conversion of \$7,000 on April 7, 2011 and \$6,000 on May 5, 2011. No other conversions have been elected as of February 3, 2012.

As part of the transaction, the Company was required to pay legal fees for document preparation. The funds were withdrawn from the loan proceeds. In addition, the Company has a financing fee arrangement to pay 10% of the funds raised to the referral source.

The following summarizes the funding received from Asher Enterprises, Inc. through various transactions through the year ended March 31, 2011:

Transaction Date	Total Funding	Legal Fees	Financing Fee	Net funds	Date Received
April 30, 2010	\$ 53,000	\$ 3,000	\$ 5,300	\$ 44,700	May 10, 2010
May 26, 2010	\$ 30,000	\$ 2,500	\$ 2,700	\$ 24,800	June 2, 2010
July 8, 2010	\$ 30,000	\$ 2,500	\$ 2,700	\$ 24,800	July 16, 2010
December 9, 2010	\$ 32,500	\$ 2,500	\$ 2,800	\$ 27,200	

December  
15, 2010

Total	\$	145,500	\$	10,500	\$	13,500	\$	121,500
-------	----	---------	----	--------	----	--------	----	---------

ASC 470-20 requires that issuers of applicable convertible debt shall separately account for the liability and equity components in a manner that will reflect the entity's nonconvertible debt borrowing rate when a beneficial conversion feature is embedded in the convertible debt instrument. The value of the embedded beneficial conversion feature in the current transaction is the difference between the fair value of the stock price at commitment date and the conversion price in the note.

The books have reflected the notes payable for Asher for the year ended March 31, 2011 in the amount of \$82,500. This does not reflect any adjustment for discounts for a beneficial conversion option. Under ASC 470-20-25-5, we have computed the intrinsic value of the beneficial conversion feature for each note as follows:

\$53,000 Note:

The firm commitment on April 30, 2010 was based on stock prices as of the close on April 29, 2010 when the stock price was \$.04. The conversion price provided a 42% discount on the market price at the time of conversion which is considered a beneficial conversion feature under ASC 470-20. The discount was valued at \$38,400 to reflect the impact of the market discount and to record the value of the beneficial conversion feature. The discount shall be amortized over the 9 month period of the note starting in May 2010. Monthly amortization equals \$4,267 (38,400/9). The corrected discount was computed at \$38,400. All accumulated amortization has been adjusted to the new discount at December 31, 2010. The total note was converted in the fiscal year ended March 31, 2011. The unamortized discount attributed to the portion of the discount was amortized at the time of the conversion. Total amortization in the year ended March 31, 2011 was \$38,400 which was reflected as interest expense.

\$30,000 Note:

The firm commitment on May 26, 2010 was based on stock prices as of the close on May 25, 2010 when the stock price was \$.07. The conversion price provided a 42% discount on the market price at the time of conversion which is considered a beneficial conversion feature under ASC 470-20. The discount was valued at \$21,700 to reflect the impact of the market discount and to record the value of the beneficial conversion feature. The discount shall be amortized over the 9 month period of the note starting in June 2010. Monthly amortization equals \$2,411 (21,700/9). A total of \$10,000 of the note was converted prior to the fiscal year ended March 31, 2011 and \$13,000 was converted subsequent to the year end March 31, 2011. The discount amortization was fully amortized in the year ended March 31, 2011 was \$21,700 which was reflected as interest expense

\$30,000 Note:

The firm commitment on July 8, 2010 was based on stock prices as of the close on July 7, 2010 when the stock price was \$.06. The conversion price provided a 42% discount on the market price at the time of conversion which is considered a beneficial conversion feature under ASC 470-20. The discount was valued at \$21,724 to reflect the impact of the market discount and to record the value of the beneficial conversion feature. The discount shall be amortized over the 9 month period of the note starting in July 2010. Monthly amortization equals \$2,414 (21,724/9). Total amortization in the year ended March 31, 2011 was \$20,557 which was reflected as interest expense

\$32,500 Note:

The firm commitment on December 9, 2010 was based on stock prices as of the close on December 8, 2010 when the stock price was \$.01. The conversion price provided a 42% discount on the market price at the time of conversion which is considered a beneficial conversion feature under ASC 470-20. The discount was valued at \$23,500 to reflect the impact of the market discount and to record the value of the beneficial conversion feature. The discount shall be amortized over the 9 month period of the note starting in December 2010. Monthly amortization equals \$2,611 (23,500/9). Total amortization in the year ended March 31, 2011 was \$9,602 which was reflected as interest expense

The discount for the four notes was valued at \$105,324 (\$38,400+\$21,700+\$21,724+\$23,500) is accounted for as a discount to the outstanding debt of this note with an equal amount equal to that discount recorded in additional paid-in capital at the time of the issuance. The discount is amortized as interest expense (non-cash) over the life of the note. Each note has a life of 9 months. Total amortization of discount during the year ended March 31, 2011 was



\$90,259. The net discount remaining after amortization is \$15,065 ( $\$105,324 - \$90,259$ ).

During the year ended March 31, 2011, Asher Enterprises made 5 elections to fully convert the note payable dated April 30, 2010 and made 1 election to convert a portion of the note payable dated May 26, 2011 which may be summarized as follows:

Conversion of Asher Debt - Note Payable Dated April 30, 2010

Conversion Date		Loan	Interest	100% stock price	Conversion rate	Shares at discount
	Beginning Loan Balance	53,000				
11/16/2010	Conversion #1	7,500		0.0340	0.0130	576,923
12/1/2010	Conversion #2	10,000		0.0200	0.0095	1,052,632
12/22/2010	Conversion #3	10,000		0.0178	0.0065	1,538,462
1/10/2011	Conversion #4	15,000		0.0180	0.0045	3,333,333
2/23/2011	Conversion #5	10,500		0.0110	0.0030	3,500,000
2/23/2011	Interest		2,120	0.0110	0.0030	706,667
	Balance at 3/31/2011	0	2,120			6,833,333

Conversion of Asher Debt - Note Payable Dated May 26, 2010

Conversion Date		Loan	Interest	100% stock price	Conversion rate	Shares at discount
	Beginning Loan Balance	30,000				
3/28/2011	Conversion #6	10,000		0.0040	0.0022	4,545,455
4/8/2011	Conversion #7	7,000		0.0031	0.0017	4,117,647
5/9/2011	Conversion #8	6,000		0.0019	0.0008	7,500,000
2/14/2012	Conversion #9	4,500		0.0040	0.0022	7,200,000
	Balance at 3/31/2011	2,500	0			23,363,102

Total interest accrued (without discount amortization) as of March 31, 2012 was \$10,902 of which \$5,657 was accrued during the year ended March 31, 2012. Of the amount accrued, a total of \$2,120 interest was paid as part of the full conversion of note payable dated April 30, 2010.

Note:

The shares and stock prices discussed in this section with respect to Asher Enterprises, Inc. and Mazuma Funding Corp do not reflect the impact of the 500 to 1 reverse stock split completed in February 2012.

Mazuma Funding Corp

On June 21, 2010, Mazuma Funding Corp has agreed to purchase all or portions of the amount due on the Ed Johnson Note dated May 11, 2008 through various installment transactions. Johnson has agreed to fix the payment of the amount due including interest at \$226,615. This amount is valid if paid in full on or before July 31, 2010. Any unpaid balance remaining after July 31, 2010 will accrue interest at an annual rate of 8%. Purchase and Assignment Agreement for each installment portion of the note was (or will be) signed by all parties including Mazuma, Johnson and the Company. As part of each purchase installment, Mazuma received a convertible note from the Company in the amount of the respective purchase installment. Mazuma elected to immediately convert the note to common shares of the Company. The conversion price was agreed at the transaction date.



The following summarizes the Mazuma Funding Corp. Purchase of Ed Johnson Note closed during the year ended March 31, 2011:

Transaction Date	Amount Purchased	Conversion Rate per share	Common Shares issued	Net Balance of Johnson Note
Beginning Balance				\$ 226,615
June 21, 2010	\$ 55,000	\$ .0423	1,300,000	\$ 171,615
July 1, 2010	\$ 40,000	\$ .04	1,000,000	\$ 131,615
July 8, 2010	\$ 45,000	\$ .03	1,500,000	\$ 86,215

The June 21, 2010 transaction was the only transaction that closed during the period ended June 30, 2010. Under the terms of the agreement, the note received upon the purchase of the applicable portion of the Ed Johnson note was immediately converted to common shares of the Company at the agreed conversion rate. The note was recorded as converted to capital and no interest is accrued on any portion of the transaction.

ASC 470-20 requires that issuers of applicable convertible debt shall separately account for the liability and equity components in a manner that will reflect the entity's nonconvertible debt borrowing rate when a beneficial conversion feature is embedded in the convertible debt instrument. The value of the embedded beneficial conversion feature in the current transaction is the difference between the fair value of the stock price at commitment date and the conversion price in the note.

#### \$55,000 Note

The fair value at the commitment date was \$.07 per share. The authorized conversion rate was \$.0423. The difference valued at \$36,000 is accounted for as a discount to the outstanding debt of this note with an amount equal to that discount recorded in additional paid-in capital at the time of the issuance. The discount is amortized as interest expense (non-cash) over the life of the note. Since the note was converted immediately, the full discount of \$36,000 was recognized as interest expense during the year ended March 31, 2011.

#### \$40,000 Note

The fair value at the commitment date was \$.06 per share. The authorized conversion rate was \$.04. The difference valued at \$20,000 is accounted for as a discount to the outstanding debt of this note with an amount equal to that discount recorded in additional paid-in capital at the time of the issuance. The discount is amortized as interest expense (non-cash) over the life of the note. Since the note was converted immediately, the full discount of \$20,000 was recognized as interest expense during the year ended March 31, 2011.

#### \$45,000 Note

The fair value at the commitment date was \$.06 per share. The authorized conversion rate was \$.03. The difference valued at \$45,000 is accounted for as a discount to the outstanding debt of this note with an amount equal to that discount recorded in additional paid-in capital at the time of the issuance. The discount is amortized as interest expense (non-cash) over the life of the note. Since the note was converted immediately, the full discount of \$45,000 was recognized as interest expense during the year ended March 31, 2011.

Total other notes include information for the individual short term notes, Calm Seas Capital, Asher Enterprises and Mazuma Funding Corp. Total interest accrued (without regard to discount) as of March 31, 2011 was \$14,921 of which \$13,396 was accrued during the year ended March 31, 2011.

### S-8 Option Exercise

A Form S-8 Registration statement was filed on July 13, 2010. The S-8 registration statement covers options to key officers, directors and consultants for up to 16,000,000 shares of common stock that may be issued pursuant to three types of option awards granted outside of the registrant's stock option plans (the "2010 Special Stock Option Awards"): (i) option awards granted to certain members of senior management and consultants of the registrant to purchase up to an aggregate of 12,000,000 shares of common stock of which 4,000,000 are exercisable at \$0.03 and 4,000,000 are exercisable at \$0.06 and 4,000,000 are exercisable at \$0.09 (ii) stock grant for 4,000,000 shares. As part of a legal retainer agreement, Ronald Kaufman and or his firm was entitled to receive options under the S-8. Mr. Kaufman contributed \$30,000 to the Company in an exercise of a \$.03 per share option as provided under the S-8 registration. As a result of the exercise, 1 Million shares were issued on July 13, 2010. At the time of issuance, the market value of the common shares was \$.07 per share. The difference between the market value (\$.07) and the exercise price (\$.03) was recorded as legal services. The total additional amount was computed as \$40,000 (\$.04 share price differential x 1 Million shares). This amount was recorded to legal expense and to additional paid in capital.

## Summary of Interest and Notes Payable

Interest expense	March 31, 2012	March 31, 2011
Sector 10 Holdings, Inc. – Shareholder	\$ -	\$ 483
Pericles DeAvila – Officer	-	392
Total related party interest expense	-	875
Interest – Johnson	5,197	5,395
Interest – Dutro Group	36,225	36,225
Interest - Employee Group	73,958	41,432
Interest – Other Notes	12,777	13,395
Total interest expense without amortization of discount	128,157	97,322
Interest – Amortization of Discount on Asher Enterprises, Inc. Note(s)	15,065	90,259
Interest – Amortization of Discount on Mazuma Funding Note	-	101,000
Total interest expense	\$ 143,222	\$ 288,581

Note Payable Balance	March 31, 2011	March 31, 2010
Edward Johnson – Johnson Financing	\$ 86,615	\$ 86,615
Patrick Madison – Other Notes	20,000	20,000
Lionel Brown – Other Notes	20,000	20,000
Patricia Fielding – Other Notes	22,000	22,000
Mark Madison – Other Notes	10,000	10,000
Richard Long – Other Notes	17,000	17,000
Asher Enterprises, Inc. – Other Notes	65,000	82,500
Total Note Payable – short term without discount	240,615	258,115
Net Discount on Convertible Notes (Asher)	-	(15,065 )
Total Note Payable – short term	\$ 240,615	\$ 243,050
Vicki Davis - Dutro Group	\$ 168,000	\$ 168,000
William Dutro – Dutro Group	65,000	65,000
Dutro Company – Dutro Group	250,000	250,000
Total Note Payable – long term	\$ 483,000	\$ 483,000
Total Notes Payable	\$ 723,615	\$ 726,050

## Debt Maturity Schedule

As of March 31, 2012, the annual maturities for notes payable are scheduled as follows:

Fiscal Year	Amount
March 31, 2012	240,615
March 31, 2013	-
March 31, 2014	-
March 31, 2015	483,000
Total	\$ 723,615

In order to meet the appropriate maturity schedules, the Company is working with the applicable lenders to either extend terms or workout satisfactory payment arrangements.

## Note 6 – EQUITY

During the Quarter ended: June 30, 2010:

In June 2010, issued 1,300,000 shares valued at \$.0423 per share to Mazuma Funding Corp in connection with the conversion of a \$55,000 note obtained from the purchase of a portion of the Ed Johnson note payable.

In May/June 2010 recorded a discount of \$61,500 to additional paid-in capital which represents the intrinsic value as determined under ASC 470-20 of the embedded beneficial conversion feature included in the Asher Enterprises convertible notes upon issuance.

In June 2010 recorded a discount of \$36,000 to additional paid-in capital which represents the intrinsic value as determined under ASC 470-20 of the embedded beneficial conversion feature included in the Mazuma Funding convertible notes upon issuance.

During the Quarter ended: September 30, 2010:

In July 2010, issued 1,000,000 shares valued at \$.04 per share to Mazuma Funding Corp in connection with the conversion of a \$40,000 note obtained from the purchase of a portion of the Ed Johnson note payable.

In July 2010 recorded a discount of \$20,000 to additional paid-in capital which represents the intrinsic value as determined under ASC 470-20 of the embedded beneficial conversion feature included in the Mazuma Funding convertible notes upon issuance.

In July 2010, issued 1,500,000 shares valued at \$.03 per share to Mazuma Funding Corp in connection with the conversion of a \$45,000 note obtained from the purchase of a portion of the Ed Johnson note payable.

In July 2010 recorded a discount of \$45,000 to additional paid-in capital which represents the intrinsic value as determined under ASC 470-20 of the embedded beneficial conversion feature included in the Mazuma Funding convertible notes upon issuance.

In July 2010 recorded a discount of \$21,724 to additional paid-in capital which represents the intrinsic value as determined under ASC 470-20 of the embedded beneficial conversion feature included in the Asher Enterprises convertible notes upon issuance.

In July 2010, issued 1,000,000 shares valued at \$.03 per share to Ronald Kaufman based on exercise of \$.03 per share option provided under S-8 filing.



In July 2010 recorded a discount of \$40,000 to additional paid-in capital which represents the intrinsic value as determined under ASC 470-20 of the embedded beneficial conversion feature included in the exercise of the S-8 option at \$.03 per share.

In July 2010, issued 1,000,000 shares from S-8 filing valued at \$.07 per share to Ronald Kaufman for attorney fees based on agreement dated April 2, 2010.

In August 2010, issued 750,000 shares valued at \$.03 per share to CityVac for investor relations services from August 1, 2010 to December 1, 2010.

In September 2010, issued 500,000 shares valued at \$.01 per share to CityVac for investor relations services from August 1, 2010 to December 1, 2010.

During the Quarter ended: December 31, 2010:

In November 2010, issued 576,923 shares valued at \$.013 per share to Asher Enterprises, Inc. in conversion of \$7,500 debt.

In November 2010, issued 4,287,000 shares valued at \$.06 per share to shareholder and officers for anti-dilution shares for the period 3/31/2010 computed and approved in prior periods.

In November 2010, issued 1,709,500 shares valued at \$.06 per share to shareholder and officers for anti-dilution shares for the period 6/30/2010 computed and approved in prior periods.

In November 2010, issued 8,872,000 shares valued at \$.01 per share to shareholder and officers for anti-dilution shares for the period 9/30/2010 computed and approved in prior periods.

In November 2010, issued 89,000 shares valued at \$.024 per share to short term note holders for extension of notes.

In November 2010, issued 11,900,000 shares valued at \$.024 per share to shareholder and officers for anti-dilution shares for the period 11/24/2010 computed and approved in prior periods.

In November 2010, issued 4,610,330 shares valued at \$.024 per share to shareholder for reimbursement of shares provided for the benefit of the Company.

In November 2010, issued 900,000 shares valued at \$.038 per share to officers and directors for previously approved director fee and officer bonus.

In November 2010, issued 3,000,000 shares valued at \$.024 per share to officers for S-8 grant shares.

In December 2010, issued 1,052,632 shares valued at \$.0095 per share to Asher Enterprises, Inc. in conversion of \$10,000 debt.

In December 2010 recorded an adjustment for \$51,507 to additional paid-in capital which represents the fair value of the vested portion of the stock options granted on December 1, 2010.

In December 2010, issued 1,538,462 shares valued at \$.0065 per share to Asher Enterprises, Inc. in conversion of \$10,000 debt.

During the Quarter ended: March 31, 2011:

In January 2011, issued 4,050,000 shares valued at \$.0086 per share to shareholder and officers for anti-dilution shares for the period through December 16, 2010 computed and approved in the prior period.

In January 2011, issued 60,000,000 shares under the Solar Tracer Acquisition transaction which were cancelled and returned on April 4, 2011. No value or services were received or provided. Reflected as no net increase in equity.

In January 2011, issued 3,333,333 shares at \$.0045 per share with a current value at \$.018 per share to Asher Enterprises, Inc. in conversion of \$15,000 debt.

In February 2011, issued 3,500,000 shares at \$.0030 per share with a current value at \$.011 per share to Asher Enterprises, Inc. in conversion of \$10,500 debt.

In February 2011, issued 706,667 shares at \$.0030 per share with a current value at \$.011 per share to Asher Enterprises, Inc. in conversion of \$2,120 interest debt.

In March 2011, issued 4,545,455 shares at \$.0022 per share with a current value at \$.040 per share to Asher Enterprises, Inc. in conversion of \$2,120 interest debt.

In March 2011, recorded an additional adjustment of \$24,948 to additional paid-in capital which represents the fair value of the vested portion of the stock options granted on December 1, 2010. Total adjustments recorded in the year ended March 31, 2011 amounted to \$76,455.

During the Quarter ended: June 30, 2011:

In April 2011, cancelled 60,000,000 shares due to the unilateral termination of the Solar Tracer and First Diversified Equities acquisition transactions. Reversed entry made in January 2011.

In April 2011, issued 4,117,617 shares at \$.0017 per share with a current value at \$.00381 per share to Asher Enterprises, Inc. in conversion of \$7,000 debt.

In May 2011, issued 7,500,000 shares at \$.0008 per share with a current value at \$.00187 per share to Asher Enterprises, Inc. in conversion of \$6,000 debt.

In June 2011, issued 29,525,000 common shares to shareholders and officers under the anti-dilution provisions of their respective agreements. Market value at authorization was \$.0016 per share. shares at \$.0030 per share with a current value at \$.011 per share to Asher Enterprises, Inc. in conversion of \$2,120 interest debt.

In June 2011, authorized the issuance of \$12,475,000 common shares to shareholders and officers under the anti-dilution provisions of their respective agreements. Market value at authorization was \$.0016 per share. Shares not issued and recorded as accrued stock.

In June 2011, recorded an additional adjustment of \$26,296 to additional paid-in capital which represents the fair value of the vested portion of the stock options granted on December 1, 2010. Total adjustments recorded through the period ended June 30, 2011 amounted to \$102,751.

During the Quarter ended: September 30, 2011:

In September 2011, recorded an additional adjustment of \$25,414 to additional paid-in capital which represents the fair value of the vested portion of the stock options granted on December 1, 2010. Total adjustments recorded through the period ended September 30, 2011 amounted to \$128,165.

During the Quarter ended December 31, 2011:

In December 2011, recorded an additional adjustment of \$23,266 to additional paid-in capital which represents the fair value of the vested portion of the stock options granted on December 1, 2010. Total adjustments recorded through the period ended December 31, 2011 amounted to \$151,431.

During the Quarter ended March 31, 2012:

In February 2012, issued 7,200,000 shares at \$.00063 per share with a current value at \$.00125 per share to Asher Enterprises, Inc. in conversion of \$4,500 debt. Shares are not adjusted for 500 to 1 reverse stock split

In February 2012, completed 500 to 1 reverse stock split with an adjustment to APIC of \$152,451..

In December 2011, recorded an additional adjustment of \$22,073 to additional paid-in capital which represents the fair value of the vested portion of the stock options granted on December 1, 2010. Total adjustments recorded through the period ended March 31, 2012 amounted to \$173,504.

#### Note 7 - S-8 OPTIONS: PLAN/ EXERCISE

A Form S-8 Registration statement was filed on July 13, 2010. The S-8 registration statement covers options to key officers, directors and consultants for up to 16,000,000 shares of common stock that may be issued pursuant to three types of option awards granted outside of the registrant's stock option plans (the "2010 Special Stock Option Awards"): (i) option awards granted to certain members of senior management and consultants of the registrant to purchase up to an aggregate of 12,000,000 shares of common stock of which 4,000,000 are exercisable at \$0.03 and 4,000,000 are exercisable at \$0.06 and 4,000,000 are exercisable at \$0.09 (ii) stock grant for 4,000,000 shares.

As part of a legal retainer agreement, Ronald Kaufman and or his firm was entitled to receive options under the S-8. Mr. Kaufman contributed \$30,000 to the Company in an exercise of a \$.03 per share option as provided under the S-8 registration. As a result of the exercise, 1,000,000 shares were issued on July 13, 2010. At the time of issuance, the market value of the common shares was \$.07 per share. The difference between the market value (\$.07) and the exercise price (\$.03) was recorded as legal services. The additional amount was computed as \$40,000 (\$.04 share price differential x 1 Million shares). This amount was recorded to legal expense and to additional paid in capital. Mr. Kaufman's services were terminated in September 2010. As a result of termination. Kaufman, his firm and any other related party no longer has any rights to further options provided under the S-8 registration.

The Company issued the remaining 3,000,000 grant shares to the officers on November 24, 2010. Due to the termination of the legal services agreement to Ronald Kaufman and the resignation of a former director, the Board authorized the allocation of the remaining options in the S-8 registration to the remaining two officers. The options were granted on December 1, 2010. Initial vesting of 25% occurred on January 1, 2010 (Vesting Date). The vesting schedule provides vesting of the remaining 75% ratably over 24 months beginning at the end of January 2011. The options are available until the end of the current employment agreements which expire on March 31, 2016. Therefore the term is 5.3 years from the date of grant. On December 1, 2010, the Board approved the granting the following options to the two officers of the Company.

Based on the date of grant and the vesting occurring through the year ended March 31, 2011, the Company computed the fair value of the stock options using the black scholes model. The value was determined to be \$203,879. A total of \$173,503 has been recognized through the period which represent the 87.5% vesting on March 31, 2012.

#### Note 8 – GOING CONCERN

The Company generated minimal revenues prior to the current fiscal year. No revenues were generated for the fiscal year ended March 31, 2011. This level of revenues is not sufficient for the Company to meet its future obligations. This factor raises substantial doubt about the Company's ability to continue as a going concern.

The Company is in the midst of the Dutro litigation and other litigation. The litigation has hindered the operation of the Company and have set back the ability to raise capital and develop ongoing business. The Company is in the process of restructuring the business in order to continue forward as a going concern. It is expected that the restructuring will be completed during the year ended March 31, 2012. After the restructuring is completed, revenues are not expected to be generated at the earliest by the end of the year ended March 31, 2013.

## Note 9 - CALLABLE SECURED CONVERTIBLE NOTES PAYABLE AND WARRANTS

In November 2007, a repurchase agreement was entered into with the investors that had (i) \$600,000 in callable secured convertible notes and (ii) warrants to purchase 2,000 shares of common stock at an exercise price of \$17.50 per share (As adjusted for stock splits). The convertible note was retired and the exercise price for the warrants was fixed at \$8,750 which was adjusted to reflect the stock split completed in February 2012. These warrants represent the only warrants outstanding.

The summary of the outstanding warrants at March 31, 2012 is as follows:

Activity for year ended March 31, 2012	Warrants
Outstanding, beginning of year	2,000
Granted	-
Exercised	-
Expired or cancelled	-
Outstanding, end of year	2,000
Exercisable, end of year	2,000
Available for grant, end of year	-

The warrant exercise price is fixed at \$8,750 at the fiscal year ended March 31, 2011. The warrants expire on November 30, 2013.

In February, 2012, the Company completed a 500 to 1 reverse stock split. The warrants are subject to the split. The above presentation reflects the impact of the reverse stock split.

## Note 10 - INCOME TAX

Income taxes are accounted for using the asset and liability method. Deferred taxes are provided on a liability method whereby deferred tax assets are recognized for deductible temporary differences and operating loss and tax credit carryforwards and deferred tax liabilities are recognized for taxable temporary differences. Temporary differences are the differences between the reported amounts of assets and liabilities and their tax bases. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or all of the deferred tax assets will not be realized. Deferred tax assets and liabilities are adjusted for the effects of changes in tax laws and rates on the date of enactment.

Net deferred tax assets /liabilities consist of the following components as of March 31, 2012 and 2011:

	March 31, 2012	March 31, 2011
Deferred tax assets:		
NOL Carryover	\$ 433,761	\$ 433,761
Related Party Accruals	477,664	269,357
Accrued Expenses	474,760	377,659
Deferred tax liabilities		
Depreciation	(463 )	(463 )
Valuation allowance	(1,385,722 )	(1,080,314 )
Net deferred tax asset	\$ -	\$ -





The income tax provision differs from the amount of income tax determined by applying the U.S. federal and state income tax rate to pretax income from continuing operations for the years ended March 31, 2012 and 2011 due to the following:

	March 31, 2012	March 31, 2011
Book Income	\$ (564,522 )	\$ (1,003,254 )
Depreciation	(136 )	(136 )
Meals & Entertainment	-	72
Stock for Services & Finance	75,379	412,837
Related Party Accruals	191,943	135,295
Accrued Expenses	113,465	65,831
Impairment Loss	195,000	168,161
Valuation Allowance	(11,129 )	221,194
	\$ -	\$ -

At March 31, 2012, the Company had net operating loss carryforwards of approximately \$1,112,200 that may be offset against future taxable income from the year 2012 through 2032. No tax benefit has been reported in the March 31, 2011 financial statements since the potential tax benefit is offset by a valuation allowance of the same amount.

Due to the change in ownership provisions of the Tax Reform Act of 1986, net operating loss carryforwards for Federal income tax reporting purposes are subject to annual limitations. Should a change in ownership occur, net operating loss carryforwards may be limited as to use in future years.

The Financial Accounting Standards Board ("FASB") has issued ASC 740 for Accounting for Income Taxes that clarifies the accounting for uncertainty in income taxes recognized in an enterprise's financial statements. ASC 740 requires a company to determine whether it is more likely than not that a tax position will be sustained upon examination based upon the technical merits of the position. If the more-likely-than-not threshold is met, a company must measure the tax position to determine the amount to recognize in the financial statements. As a result of the implementation of ASC 740, the Company performed a review of its material tax positions in accordance with recognition and measurement standards established by ASC 740.

The Company had no unrecognized tax benefit which would affect the effective tax rate if recognized.

The Company includes interest and penalties arising from the underpayment of income taxes in the consolidated statements of operations in the provision for income taxes. As of March 31, 2012 the Company had no accrued interest or penalties related to uncertain tax positions.

The Company files income tax returns in the U.S. federal jurisdiction and in the states of Delaware, Utah and any other jurisdiction where required. With few exceptions, the Company is no longer subject to U.S. federal, state and local, or non-U.S. income tax examinations by tax authorities for years before 2008.

#### Note 11 – FAIR VALUE OF FINANCIAL INSTRUMENTS

The Company's financial instruments consist of cash and cash equivalents, payables, and notes payable. The carrying amount of cash and cash equivalents and payables approximates fair value because of the short-term nature of these items. The carrying amount of the notes payable approximates fair value as the individual borrowings bear interest at rates that approximate market interest rates for similar debt instruments.



## Note 12 – SUBSEQUENT EVENTS

The Company has evaluated subsequent events per the requirements of ASC Topic 855 and has determined that the following events should be disclosed.

- 1)Litigation involving various parties continues and is expected to continue for the foreseeable future. The impact of the issues surrounding the litigation impact the Company's ability to obtain funding needed to operate the Company according to their strategic plans.

## ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

Due to the late filing of the Form 10-K for the period ended March 31, 2011 and the late filing for the Form 10-Q for the period ended June 30, 2011 and the Form 10-Q for the period ended September 30, 2011, the Company was moved from trading on the Over the Counter Bulletin Board to trading on the Pink Sheets. In an effort to get filings current as soon as possible, the Company filed and/or will file all of the late reports with unaudited financial statements which is acceptable for a company trading on the Pink Sheets. When funds are available, the Company will engage their audit firm to conduct an audit of the year ended March 31, 2011 and March 31, 21012 in an effort to move back to the Over the Counter Bulletin Board.

There are no disagreements with the accountants on accounting and/or financial disclosures.

## ITEM 9A. CONTROLS AND PROCEDURES

### Critical Accounting Policies

The Company maintains disclosure controls and procedures that are designed to ensure that information required to be disclosed in the Company's Exchange Act reports is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to the Company's management, including its Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure based closely on the definition of "disclosure controls and procedures" in Rule 13a-15(e). The Company's disclosure controls and procedures are designed to provide a reasonable level of assurance of reaching the Company's desired disclosure control objectives. In designing and evaluating the disclosure controls and procedures, management recognized that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and management necessarily was required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

As of the end of the period being reported upon, the Company carried out an evaluation, under the supervision and with the participation of the Company's management, including the Company's Chief Executive Officer and the Company's Chief Financial Officer, of the effectiveness of the design and operation of the Company's disclosure controls and procedures. Based on the foregoing, our Principal Executive Officer and Principal Financial Officer concluded that our disclosure controls and procedures were not effective at the reasonable assurance level.

Due to the unilateral termination of the Solar Tracer and First Diversified transaction, the Company was left with inadequate reporting information for the period managed by the Solar Tracer Representatives. The lack of complete information resulted in the late filing of several financial reports. The Company has inserted new management since he resignation of Solar Tracer and has established controls to prevent late filing of financial reports in the future.

There have been no other significant changes in our internal controls or in other factors that could significantly affect the internal controls subsequent to the date the Company completed its evaluation.

(a) Evaluation of Disclosure Controls and Procedures. Our management, with the participation of our President, evaluated the effectiveness of our disclosure controls and procedures as of the end of the period covered by this report. The disclosure controls and procedures as of the end of the period covered by this report were effective such that the information required to be disclosed by us in reports filed under the Securities Exchange Act of 1934 is (i) recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms and (ii) accumulated and communicated to our management, including our President, as appropriate to allow timely decisions regarding disclosure. A controls system cannot provide absolute assurance, however, that the objectives of the controls system are met, and no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within a company have been detected.

Management's Annual Report on Internal Control over Financial Reporting. Our management is responsible for establishing and maintaining adequate internal control over financial reporting (as defined in Rule 13a-15(f) under the Exchange Act). Our internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes of accounting principles generally accepted in the United States. Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Therefore, even those systems determined to be effective can provide only reasonable assurance of achieving their control objectives.

Our management, with the participation of the President, evaluated the effectiveness of the Company's internal control over financial reporting as of March 31, 2012. In making this assessment, our management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in Internal Control — Integrated Framework. Based on this evaluation, our Principal Executive Officer and Principal Financial Officer, concluded that, as of March 31, 2012, our internal control over financial reporting were not effective.

(b) Changes in Internal Control over Financial Reporting. There were no changes in the Company's internal controls over financial reporting, that occurred during the period covered by this report that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

The Company expects to seek capital after the restructuring is complete in an effort to begin production and distribution of their products. This is not expected to occur until the litigation issues are resolved at which time a detailed analysis of all internal controls will be conducted to assure efficiency and compliance with all regulations and agreements. Regardless of the production status, a further review of the internal control procedures are expected to be reviewed and completed in the fiscal year ended March 31, 2013.

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

#### ITEM 9B. OTHER INFORMATION

None

## PART III

## ITEM 10. DIRECTORS AND EXECUTIVE OFFICERS OF THE REGISTRANT

## Information Regarding Present Directors and Executive Officers

The following table sets forth as of February 9, 2012, the name, age, and position of each executive officer and director and the term of office of each director of the Company.

Name	Age	Title	Director or Officer Since
Pericles DeAvila	42	Chairman of the Board and Acting President, Chief Executive Officer	May 12, 2011
Laurence A. Madison	56	Director and Acting Chief Financial Officer / Secretary / Treasurer	May 12, 2011

The following is the business background of each officer and director:

Pericles (Peric) DeAvila: Chairman of the Board and Acting President, CEO

Pericles DeAvila is the inventor of the SRU-M, and the associated PLX-3DSystem, the first self-contained emergency response systems in the emergency and safety market. He has had years of entrepreneurial experience nationally and internationally. His experience in leading large groups of people was expanded when he continued his construction experience as the commercial/industrial construction manager on large projects in Silicon Valley and in the Seattle area; he is fluent in Portuguese, Italian, French, Spanish, as well as English.

In the development of Sector 10, Mr. DeAvila brought together and leads a seasoned team of experts such as Russell Marriott Jr., who pioneered the first government approved Deferred Compensation 401(K) and PAYSOP plans in the United States; Linda Chandler, former Senior Vice President of Sutro & Company; and Jake Garn, former U.S. Senator, Astronaut and Brigadier General, U.S. Air Force, amongst others. Mr. DeAvila experienced firsthand the power of a natural disaster through an earthquake in the Azores Islands in 1980. He lost a close friend and experienced human devastation and disease and believes that Sector 10 is the fulfillment of an essential need affecting our daily lives.

In 2002, he was the recipient of a Congressional National Leadership Award. He was appointed as special advisor to the Chairman of the Congressional Committee on the Business Advisory Council.

Laurence A. Madison, Director and Acting CFO, Secretary and Treasurer

Mr. Madison has more than 30 years experience in public accounting, tax and financial consulting. He has experience as the Chief Financial Officer in both public and private companies. Madison brings Sector 10 experience and expertise in Sarbanes-Oxley compliance and corporate governance. He comes to Sector 10 from the Chicago office of the international accounting and management consulting firm Grant Thornton where he served in the tax quality assurance department. Prior to joining Grant Thornton, Mr. Madison worked with a large national internal audit consulting firm where he was responsible for reviewing financial processes and controls for large multi-national public companies to ensure compliance under Sarbanes- Oxley. Mr. Madison worked for 12 years in "Big Four" accounting firms and for 15 years running his own financial consulting firm where he specialized in providing Chief Financial Officer, tax and financial consulting services to private companies and assisted in raising capital for growth

companies. Mr. Madison is licensed in Illinois as a Certified Public Accountant and a member of the AICPA and Illinois CPA Society. He has a Bachelors of Accounting from Purdue University and a Master's of Science in Taxation from DePaul University.

Except as indicated below, to the knowledge of management, during the past five years, no present or former director, or executive officer of the Company:

(1) filed a petition under the federal bankruptcy laws or any state insolvency law, nor had a receiver, fiscal agent or similar officer appointed by a court for the business or property of such person, or any partnership in which he was a general partner at or within two years before the time of such filing, or any corporation or business association of which he was an executive officer at or within two years before the time of such filing.

Prior to joining the Company, Laurence Madison filed Chapter 7 Bankruptcy on July 27, 2007. Discharge was finalized on December 6, 2007.

(2) was convicted in a criminal proceeding or named subject of a pending criminal proceeding (excluding traffic violations and other minor defenses);

(3) was the subject of any order, judgment or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, permanently or temporarily enjoining him from or otherwise limiting, the following activities:

(i) acting as a future commission merchant, introducing broker, commodity trading advisor, commodity pool operator, floor broker, leverage transaction merchant, associated person of any of the foregoing, or as an investment advisor, underwriter, broker or dealer in securities, or as an affiliate person, director or employee of any investment company or engaging in or continuing any conduct or practice in connection with such activity;

(ii) engaging in any type of business practice; or

(iii) engaging in any activity in connection with the purchased or sale of any security or commodity or in connection with any violation of federal or state securities laws or federal commodities laws;

(4) was the subject of any order, judgment, or decree, not subsequently reversed, suspended, or vacated, of any federal or state authority barring, suspending, or otherwise limiting for more than 60 days the right of such person to engage in any activity described above under this Item, or to be associated with persons engaged in any such activity;

(5) was found by a court of competent jurisdiction in a civil action or by the Securities and Exchange Commission to have violated any federal or state securities law, and the judgment in such civil action or finding by the Securities and Exchange Commission has not been subsequently reversed, suspended, or vacated.

(6) was found by a court of competent jurisdiction in a civil action or by the Commodity Futures Trading Commission to have violated any federal commodities law, and the judgment in such civil action or finding by the Commodity Futures Trading Commission has not been subsequently reversed, suspended or vacated.

#### ITEM 11. EXECUTIVE COMPENSATION

The following tables set forth certain summary information concerning the compensation paid or accrued for each of the Company's last three completed fiscal years to the Company's or its principal subsidiaries chief executive officer and each of its other executive officers that received compensation in excess of \$100,000 during such period (as determined at March 31, 2012, the end of the Company's last completed fiscal year):

Name

Compensation



	Fiscal Year	
Peric DeAvila	2011 \$	234,000
Laurence A. Madison	2011 \$	216,000
Peric DeAvila	2011 \$	216,000
Laurence A. Madison	2011 \$	198,000
Peric DeAvila	2010 \$	183,333
Laurence A. Madison	2010 \$	160,417

Cash Compensation

On February 26, 2010, the CEO and CFO executed employment agreements with the Company which cover the period through the end of the fiscal year ended March 31, 2011.

There was no cash compensation to officers in the fiscal year ended March 31, 2012 and no cash compensation was paid in the year ended March 31, 2011. Unpaid compensation was accrued in the fiscal year ended March 31, 2012 and March 31, 2011. The amount accrued was based on the terms set forth in the employment agreements.

#### Bonuses and Deferred Compensation

The CEO and CFO have executed Employment agreements with the company that covers the period through the end of the fiscal year ended March 31, 2016. Under the agreement, the parties are entitled to a cash bonus and a stock bonus.

In March 2010, the Board authorized a Stock Incentive Plan for the benefit of employees and others who perform services on behalf of the Company. A Form S-8 Registration statement was filed on July 13, 2010 to authorize the issuance of Company options to key officers, directors and consultants. Options were issued under the S-8 in the fiscal year March 31, 2011. No options were issued under the plan in fiscal year March 31, 2012.

No current deferred compensation programs are established as of March 31, 2012. The Company reserves the right to establish such a plan in the future.

#### Compensation Pursuant to Plans.

The CEO and CFO have executed Employment agreements with the company that covers the period through the end of the fiscal year ended March 31, 2016.

#### Pension Table

The Company reserves the right to establish a Company retirement plan. No such plan exists at the March 31, 2012

#### Other Compensation

The CEO and CFO have executed Employment agreements with the company that covers the period through the end of the fiscal year ended March 31, 2016. Under the agreement, the following other provisions

#### Welfare, Benefit, Savings and Retirements

Treatment of Unpaid Wages or Other Compensation. Employee shall have the right to interest at an annual rate of 8% for any salary or other compensation that is earned under the employment agreement not paid when earned or approved.

Anti-Dilution. The Company provides Employee with anti-dilution protection for common shares that are issued to other parties after the effective date and during the term of this agreement.

Expenses. During the Employment Period, the Employee shall be provided a Company Credit Card and/or shall be reimbursed for all reasonable expenses incurred by the Employee in accordance with the policies, practices and procedures of the Company. Employee agrees to seek approval for expenses in excess of \$1,000 before committing Company resources.

#### Compensation of Directors.

The Company compensates all Directors with the issuance of Company common shares. A total of 50,000 shares are issued for a year of service as a director. As the Company develops and/or new directors are added, the Board may revise the compensation for directors.

## Termination of Employment and Change of Control Arrangement

The CEO and CFO have executed employment agreements that provide minimum base salary, bonuses and other benefits. The agreement continues through the fiscal year ended March 31, 2016. If a change in control of the Company occurs, the provisions require immediate vesting in all unpaid benefits under the agreement. The minimum due under such an arrangement for any change in control would be an amount equal to three times the compensation due in the last fiscal year under the agreement. The amount shall be due and payable the day before any transaction resulting in such change of control.

## ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth, as of March 31, 2012 the name and the number of shares of the Company's Common Stock, par value \$.001 per share, held of record or beneficially by each person who held of record, or was known by the Company to own beneficially, more than 5% of the 305,778 issued and outstanding shares of the Company's Common Stock and 351,728 shares that include issued and outstanding shares plus shares that have been accrued but not issued as of March 31, 2012 (after reflecting the impact of the reverse stock split), and the name and shareholdings of each director and of all officers and directors as a group.

Title of Class	Name of Beneficial Owner	Amount and Nature of Beneficial Ownership	Percentage of Class
<b>OFFICERS, DIRECTORS AND FIVE PERCENT SHAREHOLDERS</b>			
Common	Peric DeAvila	11,391 (1)	3.72%
Common	Laurence Madison	10,896 (1)	3.56%
Common	Sector 10 Holdings, Inc.	151,616 (1)	49.58%
<b>All officers and Directors as a Group</b>			
(2) Persons (2)		22,287	7.28%
Including officer, directors and 5% shareholder		173,903	56.86%

(1) Anti-dilution agreements were entered into with Sector 10 Holdings, Inc. in November 2009 and officers Peric DeAvila and Laurence Madison in February 2010. The above percentages do not reflect all shares that the anti-dilution provisions provide the shareholders that have been accrued but not issued as of March 31, 2012. Therefore the percentages would be increased by approximately 5% total if such dilution shares were issued.

(2) The shares described above have been adjusted to reflect the impact of the 500-1 reverse stock split effective on February 14, 2012.

## ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

During the Year ended March 31, 2011:

In November 2010, issued 4,287,000 shares valued at \$.06 per share to shareholder and officers for anti-dilution shares for the period 3/31/2010 computed and approved in prior periods.

Edgar Filing: SECTOR 10 INC - Form 10-K

In November 2010, issued 1,709,500 shares valued at \$.06 per share to shareholder and officers for anti-dilution shares for the period 6/30/2010 computed and approved in prior periods.

In November 2010, issued 8,872,000 shares valued at \$.01 per share to shareholder and officers for anti-dilution shares for the period 9/30/2010 computed and approved in prior periods.

In November 2010, issued 11,900,000 shares valued at \$.024 per share to shareholder and officers for anti-dilution shares for the period 11/24/2010 computed and approved in prior periods.

In November 2010, issued 4,610,330 shares valued at \$.024 per share to shareholder for reimbursement of shares provided for the benefit of the Company.

In November 2010, issued 900,000 shares valued at \$.038 per share to officers and directors for previously approved director fee and officer bonus.

In November 2010, issued 3,000,000 shares valued at \$.024 per share to officers for S-8 grant shares.

In January 2011, issued 4,050,000 shares valued at \$.0086 per share to shareholder and officers for anti-dilution shares for the period through December 16, 2010 computed and approved in the prior period.

During the Year ended March 31, 2012:

In June 2011, issued 29,525,000 common shares to shareholders and officers under the anti-dilution provisions of their respective agreements. Market value at authorization was \$.0016 per share. shares at \$.0030 per share with a current value at \$.011 per share to Asher Enterprises, Inc. in conversion of \$2,120 interest debt.

In June 2011, authorized the issuance of \$12,475,000 common shares to shareholders and officers under the anti-dilution provisions of their respective agreements. Market value at authorization was \$.0016 per share. Shares not issued and recorded as accrued stock.

In June 2011, recorded an additional adjustment of \$26,296 to additional paid-in capital which represents the fair value of the vested portion of the stock options granted on December 1, 2010. Total adjustments recorded through the period ended June 30, 2011 amounted to \$102,751.

#### TRANSACTIONS WITH PROMOTERS

There have been no transactions between the Company and promoters during the last fiscal year.

#### ITEM 14. PRINCIPAL ACCOUNTANTS FEES AND SERVICES -

	2012	2011
Audit Fees	\$ 0	\$ 48,529
Audit and Related Fees	-	-
Tax Fees		
All Other Fees		
Total	\$ 0	\$ 48,529

(1) Audit fees consist of fees billed for the audit of the Company's consolidated financial statements and review of the interim consolidated financial statements.

