

PERF Go-Green Holdings, Inc
Form 10-Q
March 22, 2010

U.S. SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-Q

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

For the quarterly period ended: December 31, 2009

OR

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

For the transition period from _____ to _____

Commission File Number 333-141054

**Perf-Go Green Holdings,
Inc.**

(Exact name of Registrant as specified in
its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

333-141054
(Commission File
Number)

20-3079717
(IRS Employer Identification
No.)

12 E. 52nd Street, 4th Floor, New York, New
York 10022
(Address of principal executive offices and Zip
code)

(212) 935 3550
(Issuer's telephone number including area
code)

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

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 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

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Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (Section 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

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

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

As of March 15, 2010 there were 65,107,118 shares outstanding of the registrant's common stock.

PERF-GO GREEN HOLDINGS, INC. AND SUBSIDIARY

INDEX

PART 1 – FINANCIAL INFORMATION	1
Item 1. Financial Statements	1
Consolidated Balance Sheets	1
Consolidated Statements of Operations (unaudited)	2
Consolidated Statement of Stockholders' Equity (Deficit) (unaudited)	3
Consolidated Statements of Cash Flows (unaudited)	4
Notes to Consolidated Financial Statements (unaudited)	5
Item 2. Management's Discussion and Analysis of Financial Condition And Results of Operations	20
Item 3. Quantitative and Qualitative Disclosures about Market Risk	28
Item 4. Controls and Procedures	28
PART II - OTHER INFORMATION	30
Item 1. Legal Proceedings	30
Item 1A. Risk Factors	30
Item 2. Unregistered Sales of Equity Securities and Use of Proceeds	30
Item 3. Defaults Upon Senior Securities	30
Item 4. Submission of Matters to a Vote of Security Holders	30
Item 5. Other Information	30
Item 6. Exhibits	30
SIGNATURES	31

ITEM 1. FINANCIAL STATEMENTS.

Perf-Go Green Holdings, Inc. and Subsidiary

Consolidated Balance Sheets

	December 31, 2009 (Unaudited)	March 31, 2009 (Audited)
Assets		
Current Assets:		
Accounts receivable - net	\$57,819	\$481,614
Due from factor	26,864	92,106
Inventory	219,135	-
Prepaid and other current assets	56,608	61,328
Deposits	1,111,901	1,533,047
Total Current Assets	1,472,327	2,168,095
Debt issue costs - net	692,648	1,272,971
Equipment - net	133,931	285,397
Total Assets	\$2,298,906	\$3,726,463
Liabilities and Stockholders' Deficit		
Current Liabilities:		
Cash overdraft	\$34,186	\$67,811
Accounts payable	1,544,372	964,836
Accrued expenses	463,559	84,668
Deferred revenue	-	22,050
Derivative liabilities	1,216,693	15,381,809
Registration rights liability	892,500	892,500
Loans payable	103,000	-
Common stock payable	150,000	100,000
Convertible debt - net	-	138,592
Total Current Liabilities	4,404,310	17,652,266
Long Term Liabilities		
Convertible debt - net	537,944	-
Total Liabilities	4,942,254	17,652,266
Commitments and Contingencies		
Stockholders' Deficit:		
Preferred stock, (\$0.0001 par value, 5,000,000 shares authorized,		

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none issued and outstanding)	-	-
Common stock, (\$0.0001 par value, 100,000,000 shares authorized, 65,107,118 and 34,265,368 shares issued and outstanding)	6,511	3,427
Additional paid-in capital	25,800,092	20,372,598
Accumulated deficit	(28,449,951)	(34,301,828)
Total Stockholders' Deficit	(2,643,348)	(13,925,803)
Total Liabilities and Stockholders' Deficit	\$2,298,906	\$3,726,463

Perf-Go Green Holdings, Inc. and Subsidiary

Consolidated Statements of Operations
(Unaudited)

December
31, 2009

Sales \$242,991

We will, or will cause the Calculation Agent to, (i) provide written notice to the Trustee, upon which notice the

Commodity Percent Change A fraction, the numerator of which is the Final Commodity Price *minus* the Initial

Commodity Percent Change = Final Commodity Price – Initial Commodity Price

PS-19

Initial Commodity Price

Commodity Price The Commodity Price for the Underlying Commodity on any Trading Day will be det

Reuters, Bloomberg and various other third party sources may report prices of the Un

Initial Commodity Price The Commodity Price on the Pricing Date, *provided that* if the Pricing Date is not a T

If the Initial Commodity Price as finally published by the Relevant Exchange differs from the relevant Initial C

Final Commodity Price The Commodity Price on the Final Determination Date, as determined by the Calculati

Review Date February 27, 2019; *provided that* if the scheduled Review Date is not a Trading Day w
PS-20

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Underlying Commodity or if there is a Market Disruption Event on such date, the Calculation Agent will determine

Final Determination Date	May 30, 2019; <i>provided</i> that if the scheduled Final Determination Date is a business day that is not a trading day for the Underlying Commodity, the Final Determination Date shall be the next business day that is a trading day for the Underlying Commodity.
Market Disruption Event	Market Disruption Event means any of Price Source Disruption, Disappearance of Commodity Reference Price or Trading Disruption.
Price Source Disruption	Price Source Disruption means the temporary or permanent failure of any of the Price Sources to provide a price for the Underlying Commodity.
Disappearance of Commodity Reference Price	Disappearance of Commodity Reference Price means either (i) the unavailability of the Commodity Reference Price for the Underlying Commodity or (ii) the unavailability of the Commodity Reference Price for the Underlying Commodity for a period of time that is material and substantial.
Trading Disruption	Trading Disruption means the material suspension of, or material interruption in, trading of the Underlying Commodity.

PS-21

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Tax Disruption	Tax Disruption means the imposition of, change in or removal of an excise,
Business Day	Any day, other than a Saturday or Sunday, that is neither a legal holiday nor
Relevant Exchange	Relevant Exchange means the NYMEX Division, or its successor, of the NE
Trading Day	Trading Day means a day, as determined by the Calculation Agent, that is a
Book Entry Note or Certificated Note	Book Entry. The Securities will be issued in the form of one or more fully
Senior Note or Subordinated Note	Senior
Trustee	The Bank of New York Mellon, a New York banking corporation
Agent	MS & Co. and its successors

PS-22

Calculation Agent MSCG and its successors.

All determinations made by the Calculation Agent will be at the sole discretion of the Calculation Agent and w

All calculations and determinations with respect to the Automatic Early Call and the Payment at Maturity, if an

Because the Calculation Agent is our affiliate, the economic interests of the Calculation Agent and its affiliates

Alternate Exchange Calculation

in Case of an Event of Default In case an Event of Default with respect to the Securities will have occurred and
PS-23

Notwithstanding the foregoing, if a voluntary or involuntary liquidation, bankruptcy or insolvency of, or any a

Historical Information The following table sets forth the published high and low daily fixing prices of the Unde

West Texas Intermediate Light Sweet Crude Oil Futures Contracts

**High and Low Daily Closing Prices and
End-of-Quarter Prices**

January 1, 2013 through November 28, 2018

(stated in U.S. dollars per barrel)

West Texas Intermediate Light Sweet Crude Oil Futures Contracts	High (\$)	Low (\$)	Period End (\$)
2013			
First Quarter	97.94	90.12	97.23
Second Quarter	98.44	86.68	96.56
Third Quarter	110.53	97.99	102.33
Fourth Quarter	104.10	92.30	98.42
2014			
First Quarter	104.92	91.66	101.58
Second Quarter	107.26	99.42	105.37
Third Quarter	105.34	91.16	91.16
Fourth Quarter	91.01	90.73	53.27

PS-24

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West Texas Intermediate Light Sweet Crude Oil Futures Contracts	High (\$)	Low (\$)	Period End (\$)
2015			
First Quarter	53.53	43.46	47.60
Second Quarter	61.43	49.14	59.47
Third Quarter	56.96	38.24	45.09
Fourth Quarter	49.63	34.73	37.04
2016			
First Quarter	41.45	26.21	38.34
Second Quarter	51.23	35.70	48.33
Third Quarter	48.99	39.51	48.24
Fourth Quarter	54.06	43.32	53.72
2017			
First Quarter	54.45	47.34	50.60
Second Quarter	53.40	42.53	46.04
Third Quarter	52.22	44.23	51.67
Fourth Quarter	60.42	49.29	60.42
2018			
First Quarter	66.14	59.19	64.94
Second Quarter	74.15	62.06	74.15
Third Quarter	74.14	65.01	73.25
Fourth Quarter (through November 28, 2018)	76.41	50.26	50.26

PS-25

West Texas Intermediate Light Sweet Crude Oil Futures Contracts

Daily Closing Prices

January 1, 2013 to November 28, 2018

Use of Proceeds and Hedging The proceeds from the sale of the Securities will be used by us for general corporate purposes.

On or prior to the Pricing Date, we expect to hedge our anticipated exposure in connection with the Securities to be sold.

PS-26

Supplemental Information Concerning

Plan of Distribution; Conflicts of Interest Selected dealers, which may include our affiliates, and their financial

MS & Co. is an affiliate of MSFL and a wholly owned subsidiary of Morgan Stanley, and it and other affiliates

MS & Co. will conduct this offering in compliance with the requirements of FINRA Rule 5121 of the Financial

In order to facilitate the offering of the Securities, the Agent may engage in transactions that stabilize, maintain

General

No action has been or will be taken by us, the Agent or any dealer that would permit a public offering of the Se

PS-27

the Securities, may be made in or from any jurisdiction except in circumstances which will result in compliance

The Agent has represented and agreed, and each dealer through which we may offer the Securities has represented

In addition to the selling restrictions set forth in “Plan of Distribution (Conflicts of Interest)” in the accompanying

Brazil

The Securities have not been and will not be registered with the Comissão de Valores Mobiliários (The Brazilian

Chile

The Securities have not been registered with the Superintendencia de Valores y Seguros in Chile and may not be

Mexico

The Securities have not been registered with the National Registry of Securities maintained by the Mexican Na

Benefit Plan Investor Considerations Each fiduciary of a pension, profit-sharing or other employee benefit plan
PS-28

consider the fiduciary standards of ERISA in the context of the Plan's particular circumstances before authorizing

In addition, we and certain of our affiliates, including MS & Co., may each be considered a "party in interest"

The U.S. Department of Labor has issued five prohibited transaction class exemptions ("PTCEs") that may pro

Because we may be considered a party in interest with respect to many Plans, the Securities may not be purcha

PS-29

of by any Plan, any entity whose underlying assets include “plan assets” by reason of any Plan’s investment in

Due to the complexity of these rules and the penalties that may be imposed upon persons involved in non-exem

The Securities are contractual financial instruments. The financial exposure provided by the Securities is not a

Each purchaser or holder of any Securities acknowledges and agrees that:

- (i) the purchaser or holder or its fiduciary has made and shall make all investment decisions for the purchase
- (ii) we and our affiliates have acted and will act solely for our own account in connection with (A) all transac
- (iii) any and all assets and positions relating to hedging transactions by us or our affiliates are assets and posit

PS-30

entities and are not assets and positions held for the benefit of the purchaser or holder;

(iv) our interests are adverse to the interests of the purchaser or holder; and

(v) neither we nor any of our affiliates is a fiduciary or adviser of the purchaser or holder in connection with

Each purchaser and holder of the Securities has exclusive responsibility for ensuring that its purchase, holding

However, individual retirement accounts, individual retirement annuities and Keogh plans, as well as employee

United States Federal Taxation **Prospective investors should note that the discussion under the section call**

The following summary is a general discussion of the material U.S. federal income tax consequences and certa

·purchase the Securities in the original offering; and

·hold the Securities as capital assets within the meaning of Section 1221 of the Internal Revenue Code of 1986

PS-31

This discussion does not describe all of the tax consequences that may be relevant to a holder in light of the ho

- certain financial institutions;
- insurance companies;
- certain dealers and traders in securities or commodities;
- investors holding the Securities as part of a “straddle,” wash sale, conversion transaction, integrated transacti
- U.S. Holders (as defined below) whose functional currency is not the U.S. dollar;
- partnerships or other entities classified as partnerships for U.S. federal income tax purposes;
- regulated investment companies;
- real estate investment trusts; or
- tax-exempt entities, including “individual retirement accounts” or “Roth IRAs” as defined in Section 408 or

If an entity that is classified as a partnership for U.S. federal income tax purposes holds the Securities, the U.S.

As the law applicable to the U.S. federal income taxation of instruments such as the Securities is technical and

This discussion is based on the Code, administrative pronouncements, judicial decisions and final, temporary a

General

Although there is uncertainty regarding the U.S. federal income tax consequences of an investment in the Secu

PS-32

Due to the absence of statutory, judicial or administrative authorities that directly address the treatment

Tax Consequences to U.S. Holders

This section applies to you only if you are a U.S. Holder. As used herein, the term “U.S. Holder” means a bene

Tax Treatment of the Securities

Assuming the treatment of the Securities as set forth above is respected, the following U.S. federal income tax

Tax Treatment Prior to Settlement. A U.S. Holder should not be required to recognize taxable income over the

Tax Basis. A U.S. Holder’s tax basis in the Securities should equal the amount paid by the U.S. Holder to acqu

Sale, Exchange or Settlement of the Securities. Upon a sale, exchange or settlement of the Securities, a U.S. Ho

Possible Alternative Tax Treatments of an Investment in the Securities

Due to the absence of authorities that directly address the proper tax treatment of the Securities, no assurance c

described above. It is possible, for example, that a Security could be treated as a short-term debt instrument, with

Other alternative federal income tax treatments of the Securities are also possible, which if applied could significantly

Backup Withholding and Information Reporting

Backup withholding may apply in respect of the payment on the Securities at maturity and the payment of proceeds

PS-34

Tax Consequences to Non-U.S. Holders

This section applies to you only if you are a Non-U.S. Holder. As used herein, the term “Non-U.S. Holder” me

The term “Non-U.S. Holder” does not include any of the following holders:

Such holders should consult their tax advisers regarding the U.S. federal income tax consequences of an invest

Tax Treatment upon Sale, Exchange or Settlement of the Securities

In general. Assuming the treatment of the Securities as set forth above is respected, and subject to the discussio

Subject to the discussion below regarding FATCA, if all or any portion of a Security were recharacterized as a

PS-35

Certification Requirement. The certification requirement referred to in the preceding paragraph will be fulfilled

In 2007, the U.S. Treasury Department and the IRS released a notice requesting comments on the U.S. federal

U.S. Federal Estate Tax

Individual Non-U.S. Holders and entities the property of which is potentially includible in such an individual's

Backup Withholding and Information Reporting

Information returns may be filed with the IRS in connection with the payment on the Securities at maturity as v

PS-36

with the payment of proceeds from a sale, exchange or other disposition of the Securities. A Non-U.S. Holder may

FATCA

Legislation commonly referred to as “FATCA” generally imposes a withholding tax of 30% on payments to certain

The discussion in the preceding paragraphs, insofar as it purports to describe provisions of U.S. federal

PS-37