

Edgar Filing: Giddy-up Productions, Inc. - Form 10QSB

Giddy-up Productions, Inc.
Form 10QSB
April 14, 2008

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

FORM 10-QSB

☒ [X] QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES
EXCHANGE ACT OF 1934

For the quarterly period ended February 29, 2008

☐ [] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE
ACT OF 1934

For the transition period from _____ to _____
Commission file # 333-148076

GIDDY-UP PRODUCTIONS, INC.
(Exact Name of Registrant as Specified in its Charter)

NEVADA
(State or other jurisdiction of incorporation or organization)

20-0853182
(I.R.S. Employer Identification number)

409 - 903 19TH AVENUE SW, CALGARY, ALBERTA T2T 0H8
(Address of principal executive offices) (Zip Code)

Issuer's telephone number: (403) 399-6402

Securities registered under Section 12(b) of the Act: NONE

Securities registered pursuant to Section 12(g) of the Act:
COMMON STOCK, \$0.0001 PAR VALUE

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 Issuer was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ [x] No ☐ []

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

As of February 29, 2008, the Issuer had 8,100,000 shares of its Common Stock outstanding.

Transitional Small Business Disclosure Format (Check one): Yes ☐ [] No ☒ [X]

PART I -- FINANCIAL INFORMATION

GIDDY-UP PRODUCTIONS, INC.
(A development stage company)

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Balance Sheets
February 29, 2008
(Unaudited - Prepared by Management)
(EXPRESSED IN U.S. DOLLARS)

	February 29, 2008	August 31, 2007
ASSETS		
CURRENT		
Cash and cash equivalents	\$ 615	\$ -
Prepaid expense	6,637	20,000
CURRENT ASSETS	7,252	20,000
FILM PROPERTY (Note 3)	10,813	10,813
TOTAL ASSETS	\$ 18,065	\$ 30,813
LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIENCY)		
LIABILITIES		
CURRENT		
Promissory note - related party	\$ 10,152	\$ -
Accounts payable and accrued liabilities	-	1,055
Due to a director	30,130	20,000
TOTAL LIABILITIES	40,282	21,055
STOCKHOLDERS' EQUITY (DEFICIENCY)		
SHARE CAPITAL		
Authorized:		
100,000,000 preferred shares, par value \$0.0001		
100,000,000 common shares, par value \$0.0001		
Issued and outstanding:		
Nil preferred shares		
8,100,000 common shares (August 31, 2007: 8,000,000)	810	800
ADDITIONAL PAID-IN CAPITAL	10,503	10,013
(DEFICIT) ACCUMULATED DURING THE DEVELOPMENT STAGE	(33,530)	(1,055)
TOTAL STOCKHOLDERS' EQUITY (DEFICIENCY)	(22,217)	9,758
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIENCY)	\$ 18,065	\$ 30,813

THE ACCOMPANYING NOTES ARE AN INTEGRAL PART OF THESE FINANCIAL STATEMENTS.

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GIDDY-UP PRODUCTIONS, INC.

(A development stage company)

Statements of Stockholders' Equity (Deficiency)

For the period from August 30, 2007 (inception) to February 29, 2008

(Unaudited - Prepared by Management)

(EXPRESSED IN U.S. DOLLARS)

	Preferred stock		Common stock		Addition	
	Shares	Amount	Shares	Amount	paid-in	capital
Issuance of common stock for settlement of debt August 31, 2007, 0.005 per share	-	\$ -	8,000,000	\$ 800	\$	39,2
Film property transferred from a shareholder	-	-	-	-		(29,1
Comprehensive income (loss) Loss for the period	-	-	-	-		
Balance, August 31, 2007	-	\$ -	8,000,000	\$ 800	\$	10,0
Issuance of common stock for settlement of debt September 8, 2007, \$0.005 per share	-	\$ -	100,000	\$ 10	\$	4
Comprehensive income (loss) Loss for the period	-	-	-	-		
Balance, February 29, 2008	-	\$ -	8,100,000	\$ 810	\$	10,5

THE ACCOMPANYING NOTES ARE AN INTEGRAL PART OF THESE FINANCIAL STATEMENTS.

GIDDY-UP PRODUCTIONS, INC.

(A development stage company)

Statements of Operations

(Unaudited - Prepared by Management)

(EXPRESSED IN U.S. DOLLARS)

	August 30, 2007 (inception) to February 29, 2008	Six months ended February 29, 2008
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GENERAL AND ADMINISTRATIVE EXPENSES

Accounting	8,025	8,025
Interest	152	152
Marketing	1,047	1,047
Legal fees	23,555	22,500
Regulatory fees	225	225
Office expenses	526	526

OPERATING LOSS	33,530	32,475
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NET LOSS FOR THE PERIOD	\$	(33,530)	\$	(32,475)
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BASIC AND DILUTED LOSS PER SHARE	\$	(0.00)	\$	(0.00)
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WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING

- basic and diluted	8,095,580
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THE ACCOMPANYING NOTES ARE AN INTEGRAL PART OF THESE FINANCIAL STATEMENTS.

GIDDY-UP PRODUCTIONS, INC.

(A development stage company)

Statements of Cash Flows

(Unaudited - Prepared by Management)

(EXPRESSED IN U.S. DOLLARS)

	August 30, 2007 (inception) to February 29, 2008	Febr
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CASH FLOWS FROM (USED IN) OPERATING ACTIVITIES

Loss for the period	\$	(33,530)	\$
Changes in non-cash working capital items:			
- (increase) decrease in prepaid expense		(6,637)	
- increase (decrease) in accounts payable and accrued liabilities		-	

NET CASH USED IN OPERATING ACTIVITIES	(40,167)
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CASH FLOWS FROM (USED IN) FINANCING ACTIVITIES

Proceeds from promissory note	10,152
Increase in due to directors	30,630

NET CASH PROVIDED BY FINANCING ACTIVITIES	40,782
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INCREASE IN CASH AND CASH EQUIVALENTS	615
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CASH AND CASH EQUIVALENTS, beginning of period

-

CASH AND CASH EQUIVALENTS, end of period

\$

615

\$

THE ACCOMPANYING NOTES ARE AN INTEGRAL PART OF THESE FINANCIAL STATEMENTS.

1. INCORPORATION AND CONTINUANCE OF OPERATIONS

Giddy-up Productions, Inc. was formed on August 30, 2007 under the laws of the State of Nevada. We have not commenced our planned principal operations, producing motion pictures. We are considered a development stage company as defined in SFAS No. 7. We have an office in Calgary, Alberta. The Company's fiscal year end is August 31.

These financial statements have been prepared in accordance with generally accepted accounting principles applicable to a going concern, which contemplates the realization of assets and the satisfaction of liabilities and commitments in the normal course of business. We have incurred operating losses and require additional funds to maintain our operations. Management's plans in this regard are to raise equity financing as required.

These conditions raise substantial doubt about our ability to continue as a going concern. These financial statements do not include any adjustments that might result from this uncertainty.

We have not generated any operating revenues to date.

2. SIGNIFICANT ACCOUNTING POLICIES

Cash and Cash Equivalents

Cash equivalents comprise certain highly liquid instruments with a maturity of three months or less when purchased. As of February 29, 2008 we did not have any cash or cash equivalents.

Accounting Estimates

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

Advertising Expenses

We expense advertising costs as incurred. Total advertising expenses for the period ended February 29, 2008 were \$1,006.

Loss Per Share

Loss per share is computed using the weighted average number of shares outstanding during the period. We have adopted SFAS No. 128, "Earnings Per Share". Diluted loss per share is equivalent to basic loss per share.

Concentration of Credit Risk

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We place our cash and cash equivalents with high credit quality financial institutions. As of February 29, 2008, we had no balance in a bank and \$nil beyond insured limits.

Foreign Currency Transactions

We are located and operating outside of the United States of America. We maintain our accounting records in U.S. Dollars, as follows:

At the transaction date, each asset, liability, revenue and expense is translated into U.S. dollars by the use of the exchange rate in effect at that date. At the period end, monetary assets and liabilities are remeasured by using the exchange rate in effect at that date. The resulting foreign exchange gains and losses are included in operations.

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

Fair Value of Financial Instruments

The respective carrying value of certain on-balance-sheet financial instruments approximated their fair value. These financial instruments include a promissory note, accounts payable and accrued liabilities, and amounts due to a director. Fair values were assumed to approximate carrying values for these financial instruments, except where noted, since they are short term in nature and their carrying amounts approximate fair values or they are payable on demand. Management is of the opinion that we are not exposed to significant interest or credit risks arising from these financial instruments. We operate outside the United States of America and have significant exposure to foreign currency risk due to the fluctuation of currency in which we operate.

Income Taxes

We have adopted Statement of Financial Accounting Standards No. 109 (SFAS 109), Accounting for Income Taxes, which requires us to recognize deferred tax liabilities and assets for the expected future tax consequences of events that have been recognized in our financial statements or tax returns using the liability method. Under this method, deferred tax liabilities and assets are determined based on the temporary differences between the financial statement and tax bases of assets and liabilities using enacted tax rates in effect in the years in which the differences are expected to reverse.

Stock-Based Compensation

The Company adopted SFAS No. 123(revised), "Share-Based Payment", to account for its stock options and similar equity instruments issued. Accordingly, compensation costs attributable to stock options or similar equity instruments granted are measured at the fair value at the grant date, and expensed over the expected vesting period. SFAS No. 123(revised) requires excess tax benefits be reported as a financing cash inflow rather than as a reduction of taxes paid.

We did not grant any stock options during the period ended February 29, 2008.

Comprehensive Income

We adopted Statement of Financial Accounting Standards No. 130 (SFAS 130), Reporting Comprehensive Income, which establishes standards for reporting and display of comprehensive income, its components and accumulated balances. We are disclosing this information on our Statement of Stockholders' Equity. Comprehensive income comprises equity except those resulting from investments by owners and distributions to owners. We have no elements of "other comprehensive

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income" for the period ended February 29, 2008.

Film property and screenplay rights

The Company capitalized costs it incurs to buy film or transcripts that will later be marketed or be used in the production of films according to the guidelines in SOP 00-02. The Company will begin amortization of capitalized film cost when a film is released and it begins to recognize revenue from the film.

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

Accounting for Derivative Instruments and Hedging Activities

We have adopted Statement of Financial Accounting Standards No. 133 (SFAS 133) Accounting for Derivative and Hedging Activities, which requires companies to recognize all derivative contracts as either assets or liabilities in the balance sheet and to measure them at fair value. If certain conditions are met, a derivative may be specifically designated as a hedge, the objective of which is to match the timing of gain and loss recognition on the hedging derivative with the recognition of (i) the changes in the fair value of the hedged asset or liability that are attributable to the hedged risk or (ii) the earnings effect of the hedged forecasted transaction. For a derivative not designated as a hedging instrument, the gain or loss is recognized in income in the period of change.

We have not entered into derivative contracts either to hedge existing risks or for speculative purposes.

Long-Lived Assets Impairment

Our long-term assets are reviewed when changes in circumstances require as to whether their carrying value has become impaired, pursuant to guidance established in Statement of Financial Accounting Standards No. 144 (SFAS 144), Accounting for the Impairment or Disposal of Long-Lived Assets. Management considers assets to be impaired if the carrying value exceeds the future projected cash flows from the related operations (undiscounted and without interest charges). If impairment is deemed to exist, the assets will be written down to fair value.

New Accounting Pronouncements

In June 2006, FASB issued FASB Interpretation No. 48, "Accounting for Uncertainty in Income Taxes - an interpretation of FASB Statement No. 109", which prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. FIN 48 also provides guidance on de-recognition, classification, interest and penalties, accounting in interim periods, disclosure and transition. FIN 48 is effective for fiscal years beginning after December 15, 2006. The adoption of FIN 48 had no material effect on the Company's financial condition or results of operations.

In September 2006, FASB issued SFAS No. 157, "Fair Value Measurements" which defines fair value, establishes a framework for measuring fair value in generally accepted accounting principles (GAAP), and expands disclosures about fair value measurements. Where applicable, SFAS No. 157 simplifies and codifies related guidance within GAAP and does not require any new fair value measurements. SFAS No. 157 is effective for financial statements issued for fiscal years beginning after November 15, 2007, and interim periods within those fiscal years. Earlier adoption is encouraged. The Company does not expect the adoption of SFAS No. 157 to have a material effect on its financial condition or

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results of operations.

In September 2006, the SEC announced Staff Accounting Bulletin No. 108 ("SAB 108"). SAB 108 addresses how to quantify financial statement errors that arose in prior periods for purposes of assessing their materiality in the current period. It requires analysis of misstatements using both an income statement (rollover) approach and a balance sheet (iron curtain) approach in assessing materiality. It clarifies that immaterial financial statement errors in a prior SEC filing can be corrected in subsequent filings without the need to amend the prior filing. In addition, SAB 108 provides transitional relief for correcting errors that would have been considered immaterial before its issuance. The adoption of SAB 108 had no material effect on the Company's financial condition or results of operations.

In February 2007, the FASB issued SFAS No. 159, "The fair value Option for Financial Assets and Financial Liabilities - Including an Amendment of FASB Statement No. 115". This statement's objective is to improve financial reporting by providing the Company with the opportunity to mitigate volatility in reported earnings caused by measuring related assets and liabilities differently without having to apply complex hedge accounting provisions. This statement is expected to expand the use of fair value measurement, which is consistent with the FASB's long-term measurement objective for accounting for financial instruments. The adoption of SFAS 159 did not have an impact on the Company's financial statements. The Company presently comments on significant accounting policies (including fair value of financial instruments) in Note 2 to the financial statements.

3. FILM PROPERTY

On August 30, 2007, we entered into a purchase agreement with our President to acquire all right, title and interest in and to a motion picture titled "Not That Kind of Girl" for total cash consideration of \$40,000. On August 31, 2007, our President agreed to accept 8,000,000 shares of our common stock in full and final satisfaction of the \$40,000 debt. In accordance with SEC Staff Accounting Bulletin 5G "Transfers of Non-monetary Assets by Promoters or shareholders", provided that transfer of non-monetary assets to a company by its promoters or shareholders in exchange for stock prior to or at the time of the Company's initial public offering normally should be recorded at the transferor's historical cost basis determined under GAAP. Pursuant to SEC Staff Accounting Bulletin 5G, the Company has recorded the film property at its estimated original cost of \$10,813 by crediting the film property with \$29,187 and debiting the additional paid-in capital with \$29,187.

4. PROMISSORY NOTE

On November 12, 2007, we issued an unsecured promissory note in the amount of \$10,000 to our President. The promissory note accrues interest at the rate of five per cent per year and is due and payable on demand.

5. PREFERRED AND COMMON STOCK

We have 100,000,000 shares of preferred stock authorized at par value of \$0.0001 per share and none issued.

We have 100,000,000 shares of common stock authorized at par value of \$0.0001 per share. All shares of stock are non-assessable and non-cumulative, with no preemptive rights.

On August 31, 2007, the Company issued 8,000,000 restricted shares of common stock for the settlement of \$40,000 in debt owed to the president of the

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Company. (See note 3)

On September 8, 2007, we issued 100,000 restricted shares of common stock at \$0.005 per share to a director of the Company for the settlement of \$500 in debt.

6. RELATED PARTY TRANSACTIONS AND COMMITMENTS

Please see note 3, note 4 and note 5.

7. COMMITMENTS

The Company entered into a Website design and service agreement with a Website Developer which the Website Developer agreed to provide design, development and integration of a website infrastructure and interface for the Company with a consideration of CAD \$18,550. As at February 29, 2008, the Company has advanced \$6,637 (CAD \$7,000) to the Website Developer, which has been included in prepaid expenses.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATIONS

FINANCIAL CONDITION, LIQUIDITY AND CAPITAL RESOURCES

We are a development stage independent motion picture producer having our principal office located at 409-903 19th Avenue SW, Calgary, AB. Our telephone number is 403.399.6402. Our facsimile number is 866.900.0582. Our website is presently being developed and will be located on the Internet at www.starflick.com.

We are in the business of developing, producing, marketing and distributing low-budget feature-length films. We have not commenced business operations. To date, our business activities have been limited to organizational matters, acquiring film rights, developing our website and the preparation and filing of a registration statement with regard to our initial public offering.

On February 27, 2008, the Securities and Exchange Commission declared our Form S-1 Registration Statement (Commission File No. 333-148076) effective. Our offering commenced on the effective date and will terminate on the earlier of the date on which we sell all offered shares and the date on which we terminate the offering, which date will not be later than February 27, 2009. We have not sold any shares through the offering as of April 4, 2008.

As of February 29, 2008, we had total assets of \$18,065 comprised of \$615 in cash and \$6,637 in prepaid expenses. This reflects a decrease of \$12,748 of the value of our total assets from \$30,813 on August 31, 2007.

As of February 29, 2008, our total liabilities increased to \$40,282 from \$21,055 as of August 31, 2007.

We have not generated revenue since the date of inception. We do not presently have sufficient working capital to satisfy our cash requirements for the next twelve months of operations.

We do not expect to purchase or sell any significant equipment nor do we expect any significant changes in the number of our employees.

RESULTS OF OPERATIONS

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We posted an operating loss of \$32,475 for the quarter ending February 29, 2008, due primarily to accounting, legal fees and transfer agent fees.

ITEM 3. CONTROLS AND PROCEDURES

As required by Rule 13a-15 under the Exchange Act, we have carried out an evaluation of the effectiveness of the design and operation of our company's disclosure controls and procedures as of the end of the period covered by this quarterly report, being February 29, 2008. This evaluation was carried out under the supervision and with the participation of our management, including our president and chief executive officer. Based upon that evaluation, our president and chief executive officer concluded that our disclosure controls and procedures are effective. There have been no significant changes in our internal controls or in other factors, which could significantly affect internal controls subsequent to the date we carried out our evaluation.

Disclosure controls and procedures are controls and other procedures that are designed to ensure that information required to be disclosed in our reports filed or submitted under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the Securities and Exchange Commission's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed in our reports filed under the Exchange Act is accumulated and communicated to management, including our president and chief executive officer as appropriate, to allow timely decisions regarding required disclosure.

PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

The Company is not a party to any material legal proceedings and to its knowledge, no such proceedings are threatened or contemplated.

ITEM 2. CHANGES IN SECURITIES AND USE OF PROCEEDS

At present, our common stock is not publicly traded.

As of February 29, 2008 there were two owners of record of our common stock.

DIVIDEND POLICY

Our Board of Directors may declare and pay dividends on outstanding shares of common stock out of funds legally available therefor in our sole discretion; however, to date no dividends have been paid on common stock and we do not anticipate the payment of dividends in the foreseeable future.

USE OF PROCEEDS FROM REGISTERED SECURITIES

On February 27, 2008, the Securities and Exchange Commission declared our Form S-1 Registration Statement (Commission File No. 333-148076) effective. Our offering commenced on the effective date and will terminate on the earlier of the date on which we sell all offered shares and the date on which we terminate the offering, which date will not be later than February 27, 2009. We have not sold any shares through the offering as of April 4, 2008.

ITEM 3. DEFAULT UPON SENIOR NOTES

Not applicable.

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

None.

ITEM 5. OTHER INFORMATION

None.

ITEM 6. EXHIBITS

EXHIBIT	DESCRIPTION
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31.1	Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
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32.1	Officers' Certification
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SIGNATURES

In accordance with the requirements of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

GIDDY-UP PRODUCTIONS, INC.

Date: April 10, 2008

/s/ Zoltan Nagy
Zoltan Nagy
President, Chief Executive Officer,
Chief Financial Officer, and
Principal Accounting Officer