

Excaliber Enterprises, Ltd.  
Form 10-Q  
August 14, 2009

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

FORM 10-Q

(Mark One)

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

For the quarterly period ended: June 30, 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: 333-145977

EXCALIBER ENTERPRISES, LTD.

(Exact name of registrant as specified in its charter)

Nevada

20-5093315

(State or other jurisdiction of incorporation or (I.R.S. Employer Identification No.)  
organization)

13834 W. Hoyt Road

Rathdrum, Idaho

83858

(Address of principal executive offices)

(Zip Code)

(208) 640-9633

(Registrant's telephone number, including area code)

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

Indicate by check mark whether the issuer (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the past 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes  No

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

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Large accelerated filer

A c c e l e r a t e d  
filer

Non-accelerated filer  (Do not check if a smaller  
reporting company) reporting company

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

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable  
date:

Common Stock, \$0.001 par value  
(Class)

5,848,707 shares  
(Outstanding as at August 14, 2009)

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EXCALIBER ENTERPRISES, LTD.

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PART I – FINANCIAL INFORMATION

Unaudited Financial Statements

The accompanying unaudited financial statements have been prepared in accordance with generally accepted accounting principles for interim financial reporting and pursuant to the rules and regulations of the Securities and Exchange Commission ("Commission"). While these statements reflect all normal recurring adjustments which are, in the opinion of management, necessary for fair presentation of the results of the interim period, they do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. For further information, refer to the financial statements and footnotes thereto, which are included in the Company's Annual Report on Form 10-K, previously filed with the Commission on March 31, 2009.

Excaliber Enterprises, Ltd.  
(a Development Stage Company)  
Condensed Balance Sheets

	June 30, 2009 (Unaudited)	December 31, 2008 (Audited)
<b>Assets</b>		
<b>Current assets</b>		
Cash	\$ 1,542	\$ 21,812
Total current assets	1,542	21,812
<b>Fixed assets, net of accumulated depreciation of \$250 and \$36 as of 6/30/09 and 12/31/08, respectively</b>		
	1,034	1,248
<b>Total assets</b>	<b>\$ 2,576</b>	<b>\$ 23,060</b>
<b>Liabilities and Stockholders' Equity</b>		
<b>Current liabilities:</b>		
Accounts payable	\$ 1,000	\$ 2,186
Note payable – related party	500	500
Total current liabilities	1,500	2,686
<b>Stockholders' equity</b>		
Common stock, \$0.001 par value, 200,000,000 shares authorized, 5,848,707 shares issued and outstanding as of 6/30/09 and 12/31/08, respectively	5,849	5,849
Additional paid-in capital	41,186	41,186
(Deficit) accumulated during development stage	(45,959 )	(26,661 )
	1,076	20,374
<b>Total liabilities and stockholders' equity</b>	<b>\$ 2,576</b>	<b>\$ 23,060</b>

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

Excaliber Enterprises, Ltd.  
(a Development Stage Company)  
Condensed Statements of Operations

	Three Months Ended		Six Months Ended		October
	June 30,		June 30,		6, 2005
	2009	2008	2009	2008	(Inception) to June 30, 2009
Revenue	\$-	\$-	\$-	\$-	\$-
<b>Expenses:</b>					
Depreciation expense	107	-	214	-	250
Executive compensation	-	-	-	-	5,000
General and administrative expenses	1,972	1,066	19,054	3,316	40,619
Total expenses	2,079	1,066	19,268	3,316	45,869
(Loss) before provision for income taxes	(2,079 )	(1,066 )	(19,268 )	(3,316 )	(45,869 )
Provision for income taxes	-	(30 )	(30 )	(30 )	(90 )
Net (loss)	\$(2,079 )	\$(1,096 )	\$(19,298 )	\$(3,346 )	\$(45,959 )
<b>Weighted average number of</b>					
common shares					
outstanding – basic and fully diluted					
	5,848,707	5,100,000	5,848,707	5,100,000	
Net (loss) per share – basic and fully diluted	\$(0.00 )	\$(0.00 )	\$(0.00 )	\$(0.00 )	

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

Excaliber Enterprises, Ltd.  
(a Development Stage Company)  
Condensed Statements of Cash Flows

	For the six months ended		October 6, 2005 (Inception) to June 30, 2009
	June 30, 2009	2008	
<b>Cash flows from operating activities</b>			
Net (loss)	\$(19,298 )	\$(3,346 )	\$(45,959 )
Adjustments to reconcile net (loss) to net cash (used) by operating activities:			
Shares issued for executive compensation	-	-	5,000
Depreciation	214	-	250
Changes in operating assets and liabilities:			
(Decrease) increase in accounts payable	(1,186 )	3,000	1,000
Net cash (used) by operating activities	(20,270 )	(346 )	(39,709 )
<b>Cash flows from investing activities</b>			
Purchase of fixed assets	-	-	(1,284 )
Net cash (used) by investing activities	-	-	(1,284 )
<b>Cash flows from financing activities</b>			
Proceeds from note payable	-	500	500
Donated capital	-	-	100
Issuances of common stock	-	-	41,935
Net cash provided by financing activities	-	500	42,535
Net increase (decrease) in cash	(20,270 )	154	1,542
Cash – beginning	21,812	95	-
Cash – ending	\$1,542	\$249	\$1,542
<b>Supplemental disclosures:</b>			
Interest paid	\$-	\$-	\$-
Income taxes paid	\$30	\$30	\$90
<b>Non-cash transactions:</b>			
Shares issued for executive compensation	\$-	\$-	\$5,000
Number of shares issued for executive compensation	-	-	5,000,000

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





Excaliber Enterprises, Ltd.  
(a Development Stage Company)  
Notes to Condensed Financial Statements

Note 1 – Basis of presentation

The interim financial statements included herein, presented in accordance with United States generally accepted accounting principles and stated in US dollars, have been prepared by the Company, without audit, pursuant to the rules and regulations of the Securities and Exchange Commission (SEC). Certain information and footnote disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles have been condensed or omitted pursuant to such rules and regulations, although the Company believes that the disclosures are adequate to make the information presented not misleading.

These statements reflect all adjustments, consisting of normal recurring adjustments, which, in the opinion of management, are necessary for fair presentation of the information contained therein. It is suggested that these condensed interim financial statements be read in conjunction with the financial statements of the Company for the year ended December 31, 2008 and notes thereto included in the Company's annual report on Form 10-K. The Company follows the same accounting policies in the preparation of interim reports.

Results of operations for the interim periods are not indicative of annual results.

Note 2 – History and organization of the company

The Company was organized October 6, 2005 (Date of Inception) under the laws of the State of Nevada, as Excaliber Enterprises, Ltd. The Company is authorized to issue up to 200,000,000 shares of its common stock with a par value of \$0.001 per share.

The business of the Company is to sell specialty gift baskets to health care professionals, organizations and patients, and real estate agents and firms. The Company has limited operations and in accordance with Statement of Financial Accounting Standards No. 7 (SFAS #7), "Accounting and Reporting by Development Stage Enterprises," the Company is considered a development stage company.

Note 3 – Going concern

The accompanying financial statements have been prepared assuming the Company will continue as a going concern. As shown in the accompanying financial statements, the Company has incurred a net loss of (\$45,959) for the period from October 6, 2005 (inception) to June, 2009, and had no sales. The future of the Company is dependent upon its ability to obtain financing and upon future profitable operations from the development of its new business opportunities. The financial statements do not include any adjustments relating to the recoverability and classification of recorded assets, or the amounts of and classification of liabilities that might be necessary in the event the Company cannot continue in existence.

These conditions raise substantial doubt about the Company's ability to continue as a going concern. These financial statements do not include any adjustments that might arise from this uncertainty.

Note 4 – Stockholders' equity

The Company is authorized to issue 200,000,000 shares of its \$0.001 par value common stock.

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On June 23, 2006, the Company issued 5,000,000 shares of its \$0.001 par value common stock as founders' shares to an officer and director in exchange for services rendered valued at \$5,000.

On August 2, 2006, an officer and director of the Company donated cash in the amount of \$100. The entire amount was donated, is not expected to be repaid and is considered to be additional paid-in capital.

On September 25, 2006, the Company issued 100,000 shares of its \$0.001 par value common stock to one individual in exchange for cash in the amount of \$5,000.

Excaliber Enterprises, Ltd.  
(a Development Stage Company)  
Notes to Condensed Financial Statements

Note 4 – Stockholders' equity (continued)

On November 12, 2008, the Company issued 748,707 shares of its par value common stock in a public offering for total gross cash proceeds in the amount of \$37,435. Total offering costs related to this issuance was \$500.

As of June 30, 2009, there have been no other issuances of common stock.

Note 5 – Warrants and options

As of June 30, 2009, there were no warrants or options outstanding to acquire any additional shares of common stock.

Note 6 – Debt and interest expense

On January 22, 2008, the Company issued an aggregate of \$500 in debt securities to a related party. The note bears no interest, is due on demand and contains no prepayment penalty.

Note 7 – Related party transactions

The Company issued 5,000,000 shares of its par value common stock as founders' shares to an officer and director in exchange for services rendered in the amount of \$5,000.

The Company issued 100,000 shares of its par value common stock to an affiliated shareholder in exchange for cash in the amount of \$5,000.

A shareholder, officer and director of the Company donated cash to the Company in the amount of \$100. This amount has been donated to the Company, is not expected to be repaid and is considered additional paid-in capital.

In January 2008, the Company borrowed \$500 from a relative of the officers and directors of the Company. The note bears no interest, is due on demand and contains no prepayment penalty.

The Company does not lease or rent any property. Office services are provided without charge by an officer and director of the Company. Such costs are immaterial to the financial statements and, accordingly, have not been reflected therein. The officers and directors of the Company are involved in other business activities and may, in the future, become involved in other business opportunities. If a specific business opportunity becomes available, such persons may face a conflict in selecting between the Company and their other business interests. The Company has not formulated a policy for the resolution of such conflicts.



## Management's Discussion and Analysis of Financial Condition and Results of Operations

### Forward-Looking Statements

This Quarterly Report contains forward-looking statements about Excaliber Enterprises, Ltd.'s business, financial condition and prospects that reflect management's assumptions and beliefs based on information currently available.

We can give no assurance that the expectations indicated by such forward-looking statements will be realized. If any of our management's assumptions should prove incorrect, or if any of the risks and uncertainties underlying such expectations should materialize, Excaliber Enterprise's actual results may differ materially from those indicated by the forward-looking statements.

The key factors that are not within our control and that may have a direct bearing on operating results include, but are not limited to, acceptance of our services, our ability to expand our customer base, managements' ability to raise capital in the future, the retention of key employees and changes in the regulation of our industry.

There may be other risks and circumstances that management may be unable to predict. When used in this Quarterly Report, words such as, "believes," "expects," "intends," "plans," "anticipates," "estimates" and similar expressions are intended to identify forward-looking statements, although there may be certain forward-looking statements not accompanied by such expressions.

### Management's Discussion and Results of Operation

We were incorporated in the State of Nevada on October 6, 2005. Since our inception on October 6, 2005 to June 30, 2009, we did not generate any revenues and have incurred various general and administrative costs related to the costs of start-up operations and the execution of our business. In prior periods, the state of the economy has impeded our ability to develop our operations. However, our officers and directors have received informal interest in our gift baskets from prior personal contacts. As a result, we are in the process of rethinking our operational approach, infrastructure and financing requirements.

During the three months ended June 30, 2009, total expenses were \$2,079, consisting of depreciation expense of \$107, related specifically to our computer equipment, and general and administrative costs in the amount of \$1,972. General and administrative expenses mainly consist of office expenditures, website development expenses and accounting and legal fees. In the comparable three month period ended June 30, 2008, expenses were \$1,066, all of which were attributable to general and administrative expenses. In the six month period ended June 30, 2009, total expenses were \$19,298, as opposed to \$3,316 in the comparable six months ended June 30, 2008. Since our inception, we have incurred aggregate operating expenses in the amount of \$45,869, of which \$250 is due to depreciation expense, \$5,000 in executive compensation, related specifically to the issuance of 5,000,000 shares of common stock to Stephanie Jones, an officer and director, for services rendered and general and administrative expenses in the amount of \$40,619. No development related expenses have been or will be paid to our affiliates. We expect to continue to incur general and administrative expenses for the foreseeable future. Although we cannot estimate the extent of these costs, we do anticipate expenses rising during the third and fourth quarters of 2009, related to our renewed pursuit of our business objectives.

Although we are incorporated in the State of Nevada, we do business in the State of Idaho, which charges a minimum tax payable for \$30. In the three months ended June 30, 2009, we did not record any provision for taxes, whereas in the three month period ended June 30, 2008, we recorded \$30 as a provision for income taxes. During the six months ended June 30, 2009 and 2008, we recorded a provision for income taxes of \$30 and \$30, respectively. Since our inception to June 30, 2009, we recorded total provisions for income taxes of \$90.

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As a result of our lack of revenues and incurring ongoing expenses related to the implementation of our business, we have experienced net losses in all periods since our inception. In the three month period ended June 30 2009, our net loss totaled \$2,079, compared to a net loss of \$1,096 in the three month period ended June 30, 2008. During the six month periods ended June 30, 2009 and 2008, our net losses were \$19,298 and \$3,346, respectively. Since our inception, we have accumulated a deficit in the amount of \$45,959.

In the most recent quarter ended June 30, 2009, our officers and directors have received various inquiries about our products and services, which we believe could lead to sales. Our management attributes this resurrected interest to the recovery of the stock market and various segments of the economy stabilizing. For instance, the real estate activity has shown remarkable improvement. Our management believes this turn around in the general business climate has led to a slight recovery in discretionary spending, as well as an availability of investment capital and business credit. Resultantly, we intend to take advantage of the current market conditions and actively seek to raise funds through sales of our common stock or debt securities to renew pursuit of our business objectives. There are no formal or informal agreements to attain such financing.

Our prior stated goal was to operate solely as an online company. We have a website located at [www.ExcaliberStore.com](http://www.ExcaliberStore.com) to serve as our primary method of attracting customers and generating sales. The website is merely functional without e-commerce capability at this time. We are in the process of improving our website through adding e-commerce functionality and improving the user interface. We are also evaluating various advertising and merchandising options. While we are awaiting our new website and vendors for product, we will focus our efforts on direct sales techniques.

In addition to redesigning our Internet presence, we are seeking vendors for product. We have gathered a preliminary list of manufacturers and distributors from whom we may order product from, and have accumulated several merchandise catalogs. Once we have published an updated website, we hope to display a greater range of proposed basket designs that we had previously shown on our existing web page.

Our management does not anticipate the need to hire additional full- or part- time employees over the next 12 months, as the services provided by our current officers and directors appear sufficient at this time. Our officers and directors work for us on a part-time basis, and are prepared to devote additional time, as necessary. We do not expect to hire any additional employees over the next 12 months.

Our management does not expect to incur research and development costs.

We do not have any off-balance sheet arrangements.

We currently do not own any significant plant or equipment that we would seek to sell in the near future.

We have not paid for expenses on behalf of our directors. Additionally, we believe that this fact shall not materially change.

We currently do not have any material contracts and or affiliations with third parties.

There are no known trends, events or uncertainties that have had or that are reasonably expected to have a material impact on our revenues from continuing operations.

## Controls and Procedures

### Management's Report On Internal Control Over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting. Internal control over financial reporting is defined in Rule 13a-15(f) or 15d-15(f) promulgated under the Securities Exchange Act of 1934 as a process designed by, or under the supervision of, the company's principal executive and principal financial officers and effected by the company's board of directors, management and other personnel, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of

financial statements for external purposes in accordance with accounting principles generally accepted in the United States of America and includes those policies and procedures that:

1. Pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of the assets of the company;



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

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

As of June 30, 2009, management assessed the effectiveness of our internal control over financial reporting based on the criteria for effective internal control over financial reporting established in Internal Control--Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO") and SEC guidance on conducting such assessments. Based on that evaluation, they concluded that, during the period covered by this report, such internal controls and procedures were not effective to detect the inappropriate application of US GAAP rules as more fully described below. This was due to deficiencies that existed in the design or operation of our internal controls over financial reporting that adversely affected our internal controls and that may be considered to be material weaknesses.

The matters involving internal controls and procedures that our management considered to be material weaknesses under the standards of the Public Company Accounting Oversight Board were:

1. Lack of a functioning audit committee due to a lack of a majority of independent members and a lack of a majority of outside directors on our board of directors, resulting in ineffective oversight in the establishment and monitoring of required internal controls and procedures;
2. Inadequate segregation of duties consistent with control objectives; and
3. Ineffective controls over period end financial disclosure and reporting processes.

The aforementioned material weaknesses were identified by our Chief Executive Officer in connection with the review of our financial statements as of June 30, 2009.

Management believes that the material weaknesses set forth in items (2) and (3) above did not have an effect on our financial results. However, management believes that the lack of a functioning audit committee and the lack of a majority of outside directors on our board of directors results in ineffective oversight in the establishment and monitoring of required internal controls and procedures, which could result in a material misstatement in our financial statements in future periods.

Management's Remediation Initiatives

In an effort to remediate the identified material weaknesses and other deficiencies and enhance our internal controls, we have initiated, or plan to initiate, the following series of measures:

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We will create a position to segregate duties consistent with control objectives and will increase our personnel resources and technical accounting expertise within the accounting function when funds are available to us. And, we plan to appoint one or more outside directors to our board of directors who shall be appointed to an audit committee resulting in a fully functioning audit committee who will undertake the oversight in the establishment and monitoring of required internal controls and procedures such as reviewing and approving estimates and assumptions made by management when funds are available to us.

Management believes that the appointment of one or more outside directors, who shall be appointed to a fully functioning audit committee, will remedy the lack of a functioning audit committee and a lack of a majority of outside directors on our Board.

We anticipate that these initiatives will be at least partially, if not fully, implemented by September 30, 2009. Additionally, we plan to test our updated controls and remediate our deficiencies by September 30, 2009.

#### Changes in internal controls over financial reporting

There was no change in our internal controls over financial reporting that occurred during the period covered by this report, which has materially affected, or is reasonably likely to materially affect, our internal controls over financial reporting.

## PART II – OTHER INFORMATION

## Unregistered Sales of Equity Securities

On September 22, 2006, we issued 5,000,000 shares of our common stock to Stephanie Y. Jones, our founding shareholder and an officer and director. This sale of stock did not involve any public offering, general advertising or solicitation. The shares were issued in exchange for services performed by the founding shareholder on our behalf in the amount of \$5,000. Mrs. Jones received compensation in the form of common stock for performing services related to the formation and organization of our Company, including, but not limited to, designing and implementing a business plan and providing administrative office space for use by the Company; thus, these shares are considered to have been provided as founder's shares. Additionally, the services are considered to have been donated, and have resultantly been expensed and recorded as a contribution to capital. At the time of the issuance, Mrs. Jones had fair access to and was in possession of all available material information about our company, as is the President and a director of Excaliber Enterprises, Ltd. The shares bear a restrictive transfer legend. On the basis of these facts, we claim that the issuance of stock to our founding shareholder qualifies for the exemption from registration contained in Section 4(2) of the Securities Act of 1933.

On September 25, 2006, we sold 100,000 shares of our common stock to Nicole Jones, sister-in-law of our founding shareholder, Stephanie Jones. The shares were issued for total cash in the amount of \$5,000. The shares bear a restrictive transfer legend. At the time of the issuance, Mrs. Nicole Jones had fair access to and was in possession of all available material information about our company, as she is the sister-in-law of the president and director of Excaliber Enterprises, Ltd. The shares bear a restrictive transfer legend. On the basis of these facts, we claim that the issuance of stock to our founding shareholder qualifies for the exemption from registration contained in Section 4(2) of the Securities Act of 1933.

## Exhibits and Reports on Form 8-K

Exhibit Number	Name and/or Identification of Exhibit
3	Articles of Incorporation & By-Laws
	(a) Articles of Incorporation *
	(b) By-Laws *
31	Rule 13a-14(a)/15d-14(a) Certifications
	(a) Stephanie Y. Jones
	(b) Matthew L. Jones
32	Certification under Section 906 of the Sarbanes-Oxley Act (18 U.S.C. Section 1350)

\* Incorporated by reference herein filed as exhibits to the Company's Registration Statement on Form SB-2 previously filed with the SEC on September 11, 2007, and subsequent amendments made thereto.



SIGNATURES

Pursuant to the requirements of the Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

EXCALIBER ENTERPRISES, LTD.  
(Registrant)

Signature	Title	Date
/s/ Stephanie Y. Jones Stephanie Y. Jones	President and Chief Executive Officer	August 14, 2009
/s/ Matthew L. Jones Matthew L. Jones	Chief Financial Officer	August 14, 2009
/s/ Matthew L. Jones Matthew L. Jones	Chief Accounting Officer	August 14, 2009

