

JJ&R Ventures, Inc.  
Form 10-Q  
November 05, 2010

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

**FORM 10-Q**

(Mark One)

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

For the quarterly period ended **September 30, 2010**.

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: **333-143570**

**JJ&R VENTURES, INC.**

(Exact name of registrant as specified in its charter)

**Nevada**  
(State or other jurisdiction of incorporation or organization)

**20-8610073**  
(I.R.S. Employer Identification No.)

**123 West Nye Lane, Suite 129**

**89706**

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Carson City, NV  
(Address of principal executive offices)

(Zip Code)

**(831) 521-7410**

(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 registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 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 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 (§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 the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer  . Accelerated filer  .  
Non-accelerated filer  . (Do not check if a smaller reporting company)  .  
Smaller reporting company

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

APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY

PROCEEDINGS DURING THE PRECEDING FIVE YEARS:

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Indicate by check mark whether the registrant has filed all documents and reports required to be filed by Sections 12, 13 or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court. Yes  . No  .

APPLICABLE ONLY TO CORPORATE ISSUERS:

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of **November 4, 2010**:  
**22,345,500**

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**PART I - FINANCIAL INFORMATION**

**ITEM 1. FINANCIAL STATEMENTS**

The accompanying financial statements have been prepared by the Company without audit. In the opinion of management, all adjustments (which include only normal recurring adjustments) necessary to present fairly the financial position, results of operations and cash flows at September 30, 2010 and 2009 and for the periods then ended have been made. Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted. It is suggested that these condensed financial statements be read in conjunction with the financial statements and notes thereto included in the Company's December 31, 2009 audited financial statements. The results of operations for the periods ended September 30, 2010 and 2009 are not necessarily indicative of the operating results for the full year.

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JJ and R Ventures, Inc.

Condensed Balance Sheet

September 30, 2010 (unaudited) and December 31, 2009

	September 30,	December 31,
<u>ASSETS</u>	2010	2009
	unaudited	
Current assets		
Cash in bank	\$ 15	\$ 108
Accounts receivable	0	420
Prepaid marketing	0	0
Total current assets	15	528
Other current assets		
Inventory	30,833	31,339
Fixed Assets		
Furniture and Equipment		
Computer	1,993	1,993
Accumulated depreciation	(1,296)	(997)
Total Fixed Assets	697	996
Total assets	\$ 31,545	\$ 32,863
 <b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
Current liabilities		
Accounts payable-trade	\$ 1,830	\$ 8,993
Accrued interest	2,060	370
Sales tax payable	17	44
Loan from related party	1,936	464
Total current liabilities	5,843	9,871
Notes Payable-computer	1,824	1,632
Notes payable related parties	34,541	12,489
Total Long-Term Liabilities	36,365	14,121
Total liabilities	42,208	23,992
Shareholders' Equity (deficit)		
Preferred stock, 5,000,000 shares, \$.0001 par value, authorized, 0 outstanding	0	0
Common stock, 200,000,000 shares, \$.0001 par value, authorized, 22,345,500 outstanding	2,235	2,235
Paid in capital	126,015	126,015
Retained deficit	(138,913)	(119,379)
Total shareholders' equity	(10,663)	8,871
Total liabilities and shareholders' equity	\$ 31,545	\$ 32,863

The accompanying notes are an integral part of these financial statements

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JJ and R Ventures, Inc.

Condensed Statement of Operation

For the nine months ended September 30, 2010 and 2009

	<b>Nine Months</b>	<b>Nine Months</b>
	<b>Ended</b>	<b>Ended</b>
	<b>September 30,</b>	<b>September 30,</b>
	<b>2010</b>	<b>2009</b>
Revenues		
Book Sales	\$ 765	\$ 177
Shipping	-	11
Discounts	-	(4)
	765	184
Cost of Goods sold	730	78
Gross profit	35	106
Expenses		
Advertising	158	814
Automobile expense	231	0
Bank charges	212	126
Computer and internet expenses	88	20
Filing fees	642	130
Depreciation Expense	299	299
Office supplies	98	469
Professional fees	13,436	8,794
Taxes	834	0
Telephone expenses	1,300	1,785
Warehousing	-	66
Website	-	975
Total expenses	17,298	13,478
Net loss from operations	(17,263)	(13,372)
Interest Expense	(2,271)	(475)
Net income (loss)	(19,534)	(13,847)
Loss per common share	\$ (\$0.01)	\$ (\$0.01)
Weighted average of shares outstanding	22,345,500	22,345,500

The accompanying notes are an integral part of these financial statements





## JJ and R Ventures, Inc.

## Condensed Statement of Cash Flows

For the nine months ended September 30, 2010 and 2009

	Nine Months Ended September 30, 2010	Nine Months Ended September 30, 2009
CASH FLOWS FROM OPERATING ACTIVITIES		
Net income (loss)	\$ (19,534)	\$ (13,847)
Adjustment to reconcile net to net cash provided by operating activities		
Depreciation	299	299
(Decrease) in accounts payable	(7,163)	133
Accrued Interest	1,690	187
Decrease in Loans PY	1,472	278
Increase in sales tax payable	(27)	15
Increase in prepaid expenses		32,840
Decreased inventory	506	(31,858)
Decrease in accounts receivable	420	(120)
Rounding error	0	
NET CASH PROVIDED BY OPERATING ACTIVITIES	(22,337)	(12,073)
NET CASH USED IN INVESTING ACTIVITIES		
Computer purchase		0
NET CASH REALIZED FROM INVESTING ACTIVITIES	0	0
FINANCING ACTIVITIES		
Proceeds fm unissued stocks sale		
Sale of common stock		
Related party notes	22,244	8,364
NET CASH REALIZED FROM FINANCING ACTIVITIES	22,244	8,364
INCREASE IN CASH AND CASH EQUIVALENTS	(93)	(3,709)
Cash and cash equivalents at the beginning of the year	108	3,784
CASH AND CASH EQUIVALENTS AT YEAR END	\$ 15	\$ 75

The accompanying notes are an integral part of these financial statements



**1.**

**Organization and basis of presentation**

Basis of presentation

The accompanying interim condensed financial statements are unaudited, but in the opinion of management of JJ&R Ventures, Inc. (the Company), contain all adjustments, which include normal recurring adjustments, necessary to present fairly the financial position at September 30, 2010, the results of operations and cash flows for the nine months ended September 30, 2010. The balance sheet as of December 31, 2009 is derived from the Company's audited financial statements.

Certain information and footnote disclosures normally included in financial statements that have been prepared in accordance with generally accepted accounting principles have been condensed or omitted pursuant to the rules and regulations of the Securities and Exchange Commission, although management of the Company believes that the disclosures contained in these financial statements are adequate to make the information presented therein not misleading. For further information, refer to the financial statements and the notes thereto included in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2009, as filed with the Securities and Exchange Commission.

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, disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expense during the reporting period. Actual results could differ from those estimates.

The results of operations for the nine months ended September 30, 2010 are not necessarily indicative of the results of operations to be expected for the full fiscal year ending December 31, 2010.

Description of business

The Company was incorporated under the laws of the State of Nevada on March 2, 2007. The principal activities of the Company, from the beginning of the development stage, have been organizational matters and the sale of stock. The Company was formed to provide child education services.

Pervasiveness of 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, 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 these estimates.

Cash and cash equivalents

For financial statement presentation purposes, the Company considers all short term investments with a maturity date of three months or less to be cash equivalents.

Property and equipment

Property and equipment are stated at cost less accumulated depreciation. Cost includes the price paid to acquire the assets, including interest capitalized during the period and any expenditure that substantially add to the value of or substantially extend the useful life of an existing asset. Maintenance and repairs are charged to operations as incurred.

The Company computes depreciation expense using the straight-line method over the estimated useful lives of the assets, as presented in the table below. The estimated lives of the assets range from three to seven years.

	Useful lives in years
Computer Hardware	3-7
Computer Software	3-5
Furniture and Office Equipment	7
Production Equipment	7
Leasehold Improvements	10



### Income Tax

The Company accounts for income taxes under ASC 740 "Income Taxes" which codified SFAS 109, "Accounting for Income Taxes." under the asset and liability method of ASC 740, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statements carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. Under ASC 740, the effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period the enactment occurs. A valuation allowance is provided for certain deferred tax assets if it is more likely than not that the Company will not realize tax assets through future operations.

### Basic and Diluted Net Income (Loss) Per Share

The Company computes net income (loss) per share in accordance with ASC 260 "Earnings Per Share" which codified SFAS No. 128. "Earnings per Share." ASC 260 requires presentation of both basic and diluted earnings per Share (EPS) on the face of the income statement. Basic EPS is computed by dividing net income (loss) available to common shareholders (numerator) by the weighted average number of shares dilutive potential common shares outstanding during the period using the treasury stock method and convertible preferred stock using the if-converted method. In computing diluted EPS, the average stock price for the period is used in determining the number of shares assumed to be purchased from the exercise of stock options or warrants. Diluted EPS excludes all dilutive potential shares if their effect is anti dilutive.

### Fair Value of Financial Instruments

Accounting Standard Codification ASC 825 "Financial Instruments" codified Statement of financial accounting standard No. 107, Disclosures about fair value of financial instruments, requires that the Company disclose estimated fair values of financial instruments. Unless otherwise indicated, the fair values of all reported assets and liabilities, which represent financial instruments, none of which are held for trading purposes, approximate are carrying values of such amounts.

### Stock-based compensation

ASC 718 "Compensation - Stock Compensation" codified SFAS No. 123 prescribes accounting and reporting standards for all stock-based compensation plans payments award to employees, including employee stock options, restricted stock, employee stock purchase plans and stock appreciation rights, may be classified as either equity or liabilities. The Company should determine if a present obligation to settle the share-based payment transaction in cash or other assets exists. A present obligation to settle in cash or other assets exists if: (a) the option to settle by issuing

equity instruments lacks commercial substance or (b) the present obligation is implied because of an entity's past practices or stated policies. If a present obligation exists, the transaction should be recognized as a liability; otherwise, the transaction should be recognized as equity.

The Company accounts for stock-based compensation issued to non-employees and consultants in accordance with the provisions of ASC 505-50 "Equity - Based Payments to Non-Employees" which codified SFAS 123 and the Emerging Issues Task Force consensus in Issue No. 96-18 ("EITF 96-18"), "Accounting for Equity Instruments that are Issued to Other Than Employees for Acquiring or in Conjunction with Selling, Goods or Services". Measurement of share-based payment transactions with non-employees shall be based on the fair value of whichever is more reliably measurable: (a) the goods or services received; or (b) the equity instruments issued. The fair value of the share-based payment transaction should be determined at the earlier of performance commitment date or performance completion date.

Issuance of shares for service The Company accounts for the issuance of equity instruments to acquire goods and services based on the fair value of the goods and services or the fair value of the equity instrument at the time of issuance, whichever is more reliably measurable.

#### Recognition of Revenues

Revenues are recognized when the risks and rewards of ownership have passed to the customer, based on the terms of sale. This occurs upon shipment or upon receipt by the customer depending on the country of the sale and the agreement with the customer. Provisions for sales discounts, returns and miscellaneous claims from customers are made at the time of sale.

#### Inventory Valuation

Inventories are stated at lower of cost or market and valued on a first-in, first-out ( FIFO ) basis.

2.

### **New accounting pronouncements**

The following accounting pronouncements if implemented would have no effect on the financial statements of the Company.

ASU 2010-21, "Accounting for Technical Amendments to Various SEC Rules and Schedules", issued August 2010. This Accounting Standards Update amends various SEC paragraphs pursuant to the issuance of Release No. 33-9026; Technical Amendments to Rules, Forms, Schedules and Codifications of Financial Reporting Policies. Management does not expect this update to have a material effect on the Company's financial statements.

ASU 2010-09, "Subsequent Events: Amendments to Certain Recognition and Disclosure Requirements", issued February 2010. This FASB retracts the requirement to disclose the date through which subsequent events have been evaluated and whether that date is the date the financial statements were issued or were available to be issued. ASU 2010-09 is effective for interim and annual financial periods ending after February 24, 2010, and has been applied with no material impact on the Company's financial statements.

ASU 2010-08, "Technical Corrections to Various Topics", issued February 2010. This FASB eliminates inconsistencies and outdated provisions in GAAP and provides needed clarification on others. ASU 2010-08 is effective for interim and annual financial periods ending after February 2010, and has been applied with no material impact on the Company's financial statements.

ASU 2010-01, Equity (Topic 505) Accounting for Distributions to Shareholders with Components of Stock and Cash. ASU 2010-01 was issued January 2010 and clarifies that the stock portion of a distribution to shareholders that allows them to elect to receive cash or stock with a potential limitation on the total amount of cash that all shareholders can elect to receive in the aggregate is considered a share issuance that is reflected in earnings per share prospectively and is not a stock dividend. ASU 2010-01 is effective for interim and annual periods ending on or after December 15, 2009, and should be applied on a retrospective basis. ASU 2010-01 had no impact on our consolidated financial statements.

ASU 2010-06, Improving Disclosure about Fair Value Measurements, was issued January 2010 and requires additional disclosures regarding fair value measurements, amends disclosures about post-retirement benefit plan assets and provides clarification regarding the level of disaggregation of fair value disclosures by investment class. The ASU is effective for interim and annual reporting periods beginning after December 15, 2009, except for certain Level 3 activity disclosure requirements that will be effective for reporting periods beginning after December 15, 2010. Adoption of ASU 2010-06 had no material impact on our consolidated financial statements.



ASC 105, Generally Accepted Accounting Principles ("ASC 105") (formerly Statement of Financial Accounting Standards No.168, *The FASB Accounting Standards Codification and the Hierarchy of Generally Accepted Accounting Principles a replacement of FASB Statement No.162*) reorganized by topic existing accounting and reporting guidance issued by the Financial Accounting Standards Board ("FASB") into a single source of authoritative generally accepted accounting principles ("GAAP") to be applied by nongovernmental entities. All guidance contained in the Accounting Standards Codification ("ASC") carries an equal level of authority. Rules and interpretive releases of the Securities and Exchange Commission ("SEC") under authority of federal securities laws are also sources of authoritative GAAP for SEC registrants. Accordingly, all other accounting literature will be deemed "non-authoritative". ASC 105 is effective on a prospective basis for financial statements issued for interim and annual periods ending after September 15, 2009. The Company has implemented the guidance included in ASC 105 as of July 1, 2009. The implementation of this guidance changed the Company's references to GAAP authoritative guidance but did not impact the Company's financial position or results of operations.

ASC 855, Subsequent Events ("ASC 855") (formerly Statement of Financial Accounting Standards No.165, Subsequent Events) includes guidance that was issued by the FASB in May 2009, and is consistent with current auditing standards in defining a subsequent event. Additionally, the guidance provides for disclosure regarding the existence and timing of a company's evaluation of its subsequent events. ASC 855 defines two types of subsequent events, "recognized" and "non-recognized". Recognized subsequent events provide additional evidence about conditions that existed at the date of the balance sheet and are required to be reflected in the financial statements. Non-recognized subsequent events provide evidence about conditions that did not exist at the date of the balance sheet but arose after that date and, therefore; are not required to be reflected in the financial statements. However, certain non-recognized subsequent events may require disclosure to prevent the financial statements from being misleading. This guidance was effective prospectively for interim or annual financial periods ending after June 15, 2009. The Company implemented the guidance included in ASC 855 as of April 1, 2009. The effect of implementing this guidance was not material to the Company's financial position or results of operations.

In August 2009, the FASB issued ASC Update No.2009-05, *Fair Value Measurements and Disclosures (Topic 820): Measuring Liabilities at Fair Value* ("ASC Update No.2009-05"). This update amends ASC 820, *Fair Value Measurements and Disclosures* and provides further guidance on measuring the fair value of a liability. The guidance establishes the types of valuation techniques to be used to value a liability when a quoted market price in an active market for the identical liability is not available, such as the use of an identical or similar liability when traded as an asset. The guidance also further clarifies that a quoted price in an active market for the identical liability at the measurement date and the quoted price for the identical liability when traded as an asset in an active market when no adjustments to the quoted price of the asset are required are both Level 1 fair value measurements. If adjustments are required to be applied to the quoted price, it results in a level 2 or 3 fair value measurement. The guidance provided in the update is effective for the first reporting period (including interim periods) beginning after issuance. The Company does not expect that the implementation of ASC Update No.2009-05 will have a material effect on its financial position or results of operations.

In September 2009, the FASB issued ASC Update No.2009-12, *Fair Value Measurements and Disclosures (Topic 820): Investments in Certain Entities that Calculate Net Asset Value per Share (or Its Equivalent)* ("ASC Update No.2009-12"). This update sets forth guidance on using the net asset value per share provided by an investee to estimate the fair value of an alternative investment. Specifically, the update permits a reporting entity to measure the fair value of this type of investment on the basis of the net asset value per share of the investment (or its equivalent) if all or substantially all of the underlying investments used in the calculation of the net asset value is consistent with ASC 820. The update also requires additional disclosures by each major category of investment, including, but not limited to, fair value of underlying investments in the major category, significant investment strategies, redemption restrictions, and unfunded commitments related to investments in the major category. The amendments in this update are effective for interim and annual periods ending after December 15, 2009 with early application permitted. The Company does not expect that the implementation of ASC Update No.2009-12 will have a material effect on its financial position or results of operations.

On September 1, 2009 we adopted authoritative guidance on fair value disclosures in accordance with ASC 825, *Financial Instruments*. ASC 825 requires disclosures about fair value of financial instruments in interim financial statements as well as in annual financial statements. Adoption of ASC 825 had no material impact on our financial statements.

In June 2009, FASB issued Statement of Financial Accounting Standards No.167, *Amendments to FASB Interpretation No.46(R)* ("Statement No.167"). Statement No.167 amends FASB Interpretation No.46R, *Consolidation of Variable Interest Entities an interpretation of ARB No.51* ("FIN 46R") to require an analysis to determine whether a company has a controlling financial interest in a variable interest entity. This analysis identifies the primary beneficiary of a variable interest entity as the enterprise that has a) the power to direct the activities of a variable interest entity that most significantly impact the entity's economic performance and b) the obligation to absorb losses of the entity that could potentially be significant to the variable interest entity or the right to receive benefits from the entity that could potentially be significant to the variable interest entity. The statement requires an ongoing assessment of whether a company is the primary beneficiary of a variable interest entity when the holders of the entity, as a group, lose power, through voting or similar rights, to direct the actions that most significantly affect the entity's economic performance. This statement also enhances disclosures about a company's involvement in variable interest entities. Statement No.167 is effective as of the beginning of the first annual reporting period that begins after November 15, 2009. Although Statement No. 167 has not been incorporated into the Codification, in accordance with ASC 105, the standard shall remain authoritative until it is integrated. The Company does not expect the adoption of Statement No.

167 to have a material impact on its financial position or results of operations.

In June 2009, the FASB issued Statement of Financial Accounting Standards No.166, *Accounting for Transfers of Financial Assets an amendment of FASB Statement No.140* ("Statement No.166"). Statement No.166 revises FASB Statement of Financial Accounting Standards No. 140, *Accounting for Transfers and Extinguishment of Liabilities a replacement of FASB Statement 125* ("Statement No. 140") and requires additional disclosures about transfers of financial assets, including securitization transactions, and any continuing exposure to the risks related to transferred financial assets. It also eliminates the concept of a "qualifying special-purpose entity", changes the requirements for derecognizing financial assets, and enhances disclosure requirements. Statement No.166 is effective prospectively, for annual periods beginning after November 15, 2009, and interim and annual periods thereafter. Although Statement No.166 has not been incorporated into the Codification, in accordance with ASC 105, the standard shall remain authoritative until it is integrated. The Company does not expect the adoption of Statement No.166 will have a material impact on its financial position or results of operations.

### 3.

#### **Related party transaction**

Various founders of the Company have performed consulting services for which the Company has paid them consulting fees as voted on during the initial board of directors meeting. There were no monies paid during the nine months ended September 30, 2010 and 2009.

The Company borrowed \$22,244 and \$8,364 from various related parties and shareholders of the Company for working capital purposes as of September 30, 2010 and 2009 respectively.

The major shareholder also contributed funds for expenses. The total outstanding as of September 30, 2010 and 2009 was \$1,936 and \$0 respectively.

**4.**

**Three Month Data Third Quarter 2010 and 2009**

	<b>2010</b>	<b>2009</b>
Revenue	\$ 182	\$ 184
Cost of Goods Sold	173	78
Gross Profit	9	106
Expense	(3,172)	(5,084)
Operating Loss	(3,163)	(4,978)
Other Revenue and Expense	(838)	(201)
Three Month Loss	\$ (4,001)	\$ (5,179)

**5.**

**Going concern**

The accompanying financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the settlement of liabilities and commitments in the normal course of business. As reflected in the accompanying financial statements, the company has minimal revenues, net accumulated losses since inception, and a negative shareholders' equity of \$10,663. These factors raise substantial doubt about its ability to continue as a going concern. The ability to the Company to continue as a going concern is dependent on the company's ability to raise additional funds and implement its business plan. The financial statements do not include any adjustments that might be necessary if the company is unable to continue as a going concern.

**6.**

**Inventory, prepaid inventory and marketing**

The Company entered into an agreement with Winepress for printing of its first book. The Company also entered into an addendum agreement with Winepress for marketing and publicity for its book. As of March 31, 2009, the Company paid \$31,550 in prepaid inventory for its books and \$3,409 for its marketing and publicity. As of December 31, 2009, the Company had received its inventory, and Winepress had completed its promotional publications and direct marketing.

As of September 30, 2010 and 2009, the Company had inventory of published books of \$30,833 and \$31,858 respectively.

7.

**Property and equipment**

The Company purchased a computer in 2007. The computer is being depreciated over 5 years. As of September 30, 2010 and 2009, the company recorded depreciation expense of \$299 and \$299 respectively.

8.

**Note payable**

The Company purchased a computer and financed it for five years at an interest rate of 24.99%. The five year principal payments are as follows:

2010	\$586
2011	\$366

## ITEM 2. PLAN OF OPERATIONS

### MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION OR PLAN OF OPERATION

#### FORWARD-LOOKING STATEMENT NOTICE

This Form 10-Q contains certain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. For this purpose any statements contained in this Form 10-Q that are not statements of historical fact may be deemed to be forward-looking statements. Without limiting the foregoing, words such as may, will, expect, believe, anticipate, estimate or continue or comparable terminology are intended to identify forward-looking statements. These statements by their nature involve substantial risks and uncertainties, and actual results may differ materially depending on a variety of factors, many of which are not within our control. These factors include but are not limited to economic conditions generally and in the industries in which we may participate; competition within our chosen industry, including competition from much larger competitors; technological advances and failure to successfully develop business relationships.

#### Description of Business.

##### *General*

We were formed as a Nevada corporation on March 2, 2007 as JJ&R Ventures, Inc. We are in the business of developing and marketing educational book series, consisting of books, presentations, and flash cards focusing on healthy nutrition information for children. Our goal is to promote our books and educational materials by also developing educational programs for kids and parents throughout the United States. The educational programs will start with our 'What's in My Food?' series designed to help kids to see the value of eating healthy.

##### *Our business*

JJ&R is in the business of developing children's books, flash cards, and other learning materials on most urgent and popular subjects for sale to the general public.

Initially, we plan on focusing primarily on the subject of healthy eating habits for kids. Childhood obesity is a very hot topic discussed daily in the news media. We believe that our initial product, 'What's in My Food?' will attract the attention of parents and early education specialists and will help us enter the competitive market of children's books

and educational materials. What's in My Food series of books and flash cards address what we believe to be a current gap in health and living section of children's literature and are designed to teach the kids and their parents how to make good choices for healthy living and interactions with others through stories as seen through the eyes of a child. The book is currently designed to be up to 30 pages long, in paper back and in full color. We believe that a competitive bright styling of the book and other related materials will initially appeal to the kids and attract their interest, and will fit in with the standards of most book stores.

Our second line of products, currently under development, is foreign language learning materials. JJ&R is developing foreign language flash cards, printed on a solid gloss paper stock for the durability and ease of use. Parents and early education professionals will be able to introduce young learners to multiple languages through repetitive use of our flash cards, with each card showing a word in English, Spanish and sign language. Each card will also include a picture to visually connect with the word and help the child hold it in the long term memory bank.

Our revenues are derived from sales of our educational products. We also plan on organizing seminars designed to attract children and their parents and put them in touch with the professionals specializing in the subject matter covered by the seminar. For example, for our 'What's in My Food' series seminars, we may invite local pediatricians, nutritionists and diet specialists to give lectures to local kids and their parents on the values of good eating. The seminars will be free to the attendants, but fee-based to the presenters since the seminars will be a valuable way for these professionals to attract new clients. JJ&R will be actively marketing its products both to the attendants and the presenters, providing for a good cross-marketing opportunity. We intend to target preschools, elementary schools, home school groups & after school programs and need to cultivate a significant base of users in order to generate a ratable flow of sales and revenue. We do not believe that any single customer will be our major revenue stream.

### *Current Status*

The Company received its first shipment of 10,000 copies of its book 'What's in My Food?' with 50% of the book inventory warehoused with the publisher. The books are soft cover, fully illustrated in color, 8" x 8" with 32 pages and has a current suggested retail price of \$12.95. Both the publisher and the author are scheduling signings and book store visits to promote and market the book. The Company intends to expand its marketing efforts by making the book available through on-line book stores.

Under contract with the Company, Winepress Group completed a direct sales marketing campaign. The author has been promoting the book and arranging presentations with community groups, schools, churches and other groups. In addition, the Company has listed the book with Albris which is an online company. The Company is actively pursuing a variety of promotional methods both online and in bookstores to increase sales of its book.

Since the second quarter of 2010, the author has actively been promoting *What's in My Food?* by attending health, wellness and character seminars for the Little League program through parks and recreation departments in the central California area. The author is continuing marketing activities with speaking engagements with local Boys & Girls Club organizations.

A second book is in process that deals with how food actually works in the body. This book is also geared toward children. Another project underway is an information booklet that will serve as a quick reference guide.

### *Employees*

At the present time Deborah Flores is our only employee as well as our sole officer and director and a major shareholder. Mrs. Flores will devote such time as required to actively market and further develop our services and software products. At present, we expect Mrs. Flores will devote at least 30 hours per week to our business. We expect to contract the services of a web hosting company and use their central server for our web site needs. We do not anticipate hiring any additional employees until such time as additional staff is required to support our operations.

### **Results of Operations – Nine Months Ended September 30, 2010 Compared to the Nine Months Ended September 30, 2009**

We have \$15 cash on hand and have experienced losses since inception. During the nine months ended September 30, 2010, we generated \$765 in revenue from book sales with cost of good sold at \$730 giving us a gross profit of \$35. During the period ended September 30, 2009 we generated revenue from book sales of \$177, with \$11 in shipping costs and (\$4) in discounts with cost of good sold at \$78 for a gross profit of \$106. Expenses during the period ended September 30, 2010 were \$17,263 with interest expense of \$2,271 compared to expenses of \$13,372 with interest expense of \$475 for the period ended September 30, 2009. Expenses for both periods consisted entirely of general and administrative expenses. The majority of these expenses were due to professional, legal and accounting fees relating to our reporting requirements.

As a result of the foregoing factors, we realized a net loss of \$19,534 for the period ended September 30, 2010, compared to a net loss of \$13,847 for the period ended September 30, 2009.



## **Liquidity and Capital Resources**

The Company's balance sheet as of September 30, 2010, reflects total assets of \$31,545 which consist of \$15 in cash, \$30,833 in inventory, and \$697 in furniture and computer equipment net of depreciation. As of September 30, 2010, our liabilities were \$42,208 which included \$1,830 in accounts payable, \$17 in sales tax payable, \$2,060 in accrued interest, \$1,936 in a loan from a related party, \$1,824 in notes payable for our computer and \$34,541 in related party notes payable.

The company has borrowed \$22,244 and \$8,364 from various related parties and shareholders of the Company for working capital purposes as of September 30, 2010 and 2009 respectively. A major shareholder also contributed funds for expenses. The total outstanding as of September 30, 2010 and 2009 was \$1,936 and \$-0- respectively.

As of September 30, 2010 and 2009, the Company had inventory of published books of \$30,833 and \$31,858 respectively.

Management anticipates that we will receive revenue from book sales along with sufficient advances from our president or through sales of our common stock to meet our needs through the next 12 months. However, there can be no assurances to that effect. Should we require additional capital, we may seek additional advances from officers, sell common stock or find other forms of debt financing.

## **ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.**

Not required by smaller reporting companies.

**ITEM 4T. CONTROLS AND PROCEDURES.**

(a)

*Evaluation of Disclosure Controls and Procedures.* The Company's management is responsible for establishing and maintaining adequate internal control over financial reporting (as defined in Rule 13a-15(f) under the Securities Exchange Act of 1934, as amended). Management conducted an evaluation of the effectiveness of the Company's internal control over financial reporting based on the criteria set forth in Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Based on this evaluation, management has concluded that the Company's internal control over financial reporting and procedures was effective as of September 30, 2010.

(b)

*Changes in Internal Control over Financial Reporting.* There were no changes in the Company's internal controls over financial reporting, known to the chief executive officer or the chief financial officer, 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.

**PART II OTHER INFORMATION**

**ITEM 1. LEGAL PROCEEDINGS.**

None.

**ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS.**

The Company did not sell or issue any securities during the period covered by this report.

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

None

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

No matters were submitted during the period covered by this report to a vote of security holders.

**ITEM 5. OTHER INFORMATION.**

None

**ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K.**

Copies of the following documents are included as exhibits to this report pursuant to Item 601 of Regulation S-K.

**Exhibit**

<b>No.</b>	<b>Title of Document</b>	<b>Location</b>
31	Certification of the Principal Executive Officer/ Principal Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	Attached
32	Certification of the Principal Executive Officer/ Principal Financial Officer pursuant to U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002*	Attached

\*

The Exhibit attached to this Form 10-Q shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934 (the "Exchange Act") or otherwise subject to liability under that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such filing.



**SIGNATURES**

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

**JJ & R Ventures, INC.**

Date: November 5, 2010

By: /s/ Deborah Flores

Deborah Flores, President and Chief Financial Officer