SPARTA COMMERCIAL SERVICES, INC.
Form 10-Q
March 24, 2014

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 January 31, 2014

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

For the transition period from ________ to ___________.

Commission file number: 0-9483

SPARTA COMMERCIAL SERVICES, INC.
(Exact name of registrant as specified in its charter)

Nevada	30-0298178
(State or other jurisdiction of incorporation or organization)	(IRS Employer Identification No.)

370 Lexington Avenue, Suite 1901, New York, NY 10017
(Address of principal executive offices) (Zip Code)

(212) 239-2666
(Registrant’s telephone number, including area code)

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. x Yes o 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 504 of Regulation S-T (§229.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to file such files). x Yes o 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 o	Accelerated filer o
Non-accelerated filer o (Do not check if a smaller reporting company)	Smaller reporting company x

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

As of March 18, 2014, we had 19,878,793 shares of common stock issued and outstanding.

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SPARTA COMMERCIAL SERVICES, INC.

FORM 10-Q

FOR THE QUARTER ENDED JANUARY 31, 2014

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PART I. FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

SPARTA COMMERCIAL SERVICES, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS

	January 31, 2014 (unaudited)	April 30, 2013
ASSETS		
Cash and cash equivalents	$56,386	$38,213
Accounts receivable	286,569	153,847
Property and equipment, net of accumulated depreciation and amortization of $198,470 and $194,795, respectively (NOTE B)	10,871	14,546
Goodwill	10,000	10,000
Other assets	48,767	57,907
Deposits	40,568	40,568
Total assets from continuing operations	453,161	315,081
Assets from discontinued operations (NOTE C)	79,021	109,669
Total assets	$532,182	$424,750
LIABILITIES AND DEFICIT		
Liabilities:		
Accounts payable and accrued expenses	$1,199,019	$1,333,187
Notes payable net of beneficial conversion feature of $123,312 and $105,029, respectively (NOTE D)	2,109,540	2,004,475
Loans payable-related parties (NOTE E)	385,853	393,260
Derivative liabilities	556,338	378,802
Total liabilities from continuing operations	4,250,750	4,109,724
Liabilities from discontinued operations (NOTE C)	144,135	189,720
Total liabilities	4,394,885	4,299,444
Deficit:		
Preferred stock, $0.001 par value; 10,000,000 shares authorized of which 35,850 shares have been designated as Series A convertible preferred stock, with a stated value of $100 per share, 125 and 125 shares issued and outstanding, respectively	12,500	12,500
Preferred stock B, 1,000 shares have been designated as Series B redeemable preferred stock, $0.001 par value, with a liquidation and redemption value of $10,000 per share, 157 and 157 shares issued and outstanding, respectively	1,570	1,570
Preferred stock C, 200,000 shares have been designated as Series C redeemable, convertible preferred, $0.001 par value, with a liquidation and redemption value of $10 per share, 0 and 0 shares issued and outstanding, respectively	-	-
Common stock, $0.001 par value; 740,000,000 shares authorized, 19,082,135 and 14,131,242 shares issued and outstanding, respectively	19,082	14,131
Common stock to be issued, 780,980 and 625,340, respectively	781	625
Preferred stock B to be issued, 68.62 and 56.78 shares, respectively	69	57

Additional paid-in-capital	40,518,011	38,483,198
Subscriptions receivable	(2,118,309)	(2,118,309)
Accumulated deficit	(42,976,338)	(40,991,658)
Total deficiency in stockholders' equity	(4,542,634)	(4,597,885)
Noncontrolling interest	679,931	723,191
Total Deficit	(3,862,703)	(3,874,694)
Total Liabilities and Deficit	$532,182	$424,750

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

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SPARTA COMMERCIAL SERVICES, INC.
CONDENSED CONSOLIDATED STATEMENTS OF LOSSES
FOR THE THREE AND NINE MONTHS ENDED JANUARY 31, 2014 AND 2013
(UNAUDITED)

	Three Months Ended January 31		Nine Months Ended January 31	
	2014	2013	2014	2013
Revenue				
Information technology	$ 99,023	$ 86,878	$ 353,187	$ 297,918
Cost of goods sold	37,390	41,931	113,682	110,493
Gross profit	61,633	44,947	239,505	187,425
Operating expenses:				
General and administrative	432,317	166,254	1,241,457	1,223,397
Depreciation and amortization	897	1,549	3,675	5,726
Total operating expenses	433,214	167,803	1,245,132	1,229,123
Loss from continuing operations	(371,581)	(122,856)	(1,005,627)	(1,041,698)
Other (income) expense:				
Other income	(21,576)	(13,322)	(59,771)	(63,912)
Interest expense and financing cost, net	63,117	56,660	159,249	240,591
Non-cash financing costs	14,769	17,239	26,872	213,684
Amortization of debt discount	99,871	205,577	295,813	585,276
(Gain) loss in changes in fair value of derivative liability	87,638	88,995	104,483	(24,111)
Total other expense	243,819	355,149	526,646	951,528
Net loss from continuing operations	$ (615,401)	$ (478,005)	$ (1,532,273)	$ (1,993,226)
Net loss from discontinued operations	(98,194)	(335,901)	(376,807)	(692,100)
		.		
Net Loss	(713,595)	(813,906)	(1,909,080)	(2,685,326)
Net loss attributed to non-controlling interest	21,458	12,711	43,260	22,481
Preferred dividend	(39,764)	(39,764)	(118,861)	(119,291)
Net loss attributed to common stockholders	$ (731,901)	$ (840,959)	$ (1,984,681)	$ (2,782,136)
Basic and diluted loss per share	$ (0.04)	$ (0.04)	$ (0.10)	$ (0.19)
Basic and diluted loss per share attributed to common stockholders	$ (0.05)	$ (0.07)	$ (0.12)	$ (0.26)
Weighted average shares outstanding	15,823,610	11,578,580	15,994,720	10,527,195

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

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SPARTA COMMERCIAL SERVICES, INC.
CONDENSED CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY
FOR THE NINE MONTHS ENDED JANUARY 31, 2014
UNAUDITED

	Preferred Stock Series A Preferred Stock		Preferred Stock Series B Preferred Stock			Common Stock		Common Stock to be issued			
	Shares	Amount	Shares	Amount	Shares to be issued	Shares	Amount	Shares	Amount	Subscriptions Receivable	Additional Paid in Capital
Balance April 30, 2013	125	$12,500	157	$1,570	57	14,131,242	$14,131	625,340	$625	$(2,118,309)	$38,483,198
Adjustments						(40)	-	(87,600)	(88)		16
Preferred dividend to be issued					12	-					118,276
Derivative liability reclassification											218,542
Sale of common stock						2,873,706	2,874	300,010	300		935,225
Shares issued for financing cost						99,632	99				51,542
Shares issued for conversion of notes and interest						1,286,913	1,287	(56,770)	(57)		505,393
Stock compensation						690,682	691				195,743
Employee options expense											10,077
Net loss											
Balance January 31, 2014	125	$12,500	157	$1,570	69	19,082,135	$19,082	780,980	$781	$(2,118,309)	$40,518,011

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

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SPARTA COMMERCIAL SERVICES, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE NINE MONTHS ENDED JANUARY 31, 2014 AND 2013
(UNAUDITED)

	Nine Months Ended January 31	
	2014	2013
CASH FLOWS FROM OPERATING ACTIVITIES		
Net Loss	$ (1,984,681)	$ (2,782,136)
Adjustments to reconcile net loss to net cash used in operating activities:		
Adjustment for reverse split	(72)	(462)
Dividend on preferred stock	118,288	118,706
Loss allocable to non-controlling interest	(43,260)	(22,481)
Depreciation and amortization	3,675	5,726
Amortization of debt discount	295,813	585,276
Change in fair value of derivative liabilities	104,483	(24,111)
Shares issued for finance cost	51,641	315,928
Equity based compensation	206,511	509,072
(Increase) decrease in operating assets:		
Accounts receivable	(132,722)	(83,298)
Prepaid expenses and other assets	-	37,827
Restricted cash	-	54,937
Other assets	9,140	
Increase (decrease) in operating liabilities:		
Accounts payable and accrued expenses	26,640	100,922
Net cash used in operating activities	(1,344,544)	(1,184,094)
CASH FLOWS FROM INVESTING ACTIVITIES:		
Net cash provided by investing activities	-	-
CASH FLOWS FROM FINANCING ACTIVITIES		
Net proceeds from sale of subsidiary stock	-	55,000
Net proceeds from sale of common stock	938,398	622,650
Net proceeds from convertible notes	621, 163	436,000
Net payments on notes payable	(144,500)	(27,125)
Net payments on other notes	(30,000)	-
Net (payment of) loan proceeds from other related parties	(7,407)	6,500
Net cash provided by financing activities	1,377,654	1,093,025
Cash flows from discontinued operations:		
Cash (used in) provided by operating activities of discontinued operations	(14,937)	46,826
Cash provided by investing activities of discontinued operations	-	384,492
Cash (used in) financing activities of discontinued operations	-	(334,485)
Net Cash flow (used in) provided by discontinued operation	(14,937)	96,833
Net increase in cash	$ 18,173	$ 5,764
Unrestricted cash and cash equivalents, beginning of period	$ 38,213	$ 19,138

Unrestricted cash and cash equivalents , end of period	$	56,386	$	24,902
Cash paid for:				
Interest	$	16,124	$	65,954
Income taxes	$	5,064	$	3,311

Non cash investing and financing activities (Note I)

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

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SPARTA COMMERCIAL SERVICES, INC.
NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
JANUARY 31, 2014

NOTE A – SUMMARY OF ACCOUNTING POLICIES

A summary of the significant accounting policies applied in the preparation of the accompanying unaudited condensed consolidated financial statements follows.

Basis of Presentation

The accompanying unaudited condensed consolidated financial statements as of January 31, 2014 and for the three and nine month periods ended January 31, 2014 and 2013 have been prepared by the Company pursuant to the rules and regulations of the Securities and Exchange Commission, including Form 10-Q and Regulation S-K. The information furnished herein reflects all adjustments (consisting of normal recurring accruals and adjustments), which are, in the opinion of management, necessary to fairly present the operating results for the respective periods. Certain information and footnote disclosures normally present in annual financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been omitted pursuant to such rules and regulations. The Company believes that the disclosures provided are adequate to make the information presented not misleading. These financial statements should be read in conjunction with the audited financial statements and explanatory notes for the year ended April 30, 2013 as disclosed in the Company's Form 10-K for that year as filed with the Securities and Exchange Commission.

Business

Sparta Commercial Services, Inc. ("Sparta" "we," "us," or the "Company"), since May 2010, has concentrated its efforts on developing and marketing vehicle history reports, over the internet, and mobile apps for vehicle dealers and other market segments. Historically, the Company had been in the business as an originator and indirect lender for consumer retail installment loans and consumer lease financing for the purchase or lease of new and used motorcycles (specifically 550cc and higher) and utility-oriented 4-stroke all-terrain vehicles (ATVs). These consumer financing products were discontinued during the fiscal year ending April 30, 2013 (see NOTE C "Discontinued Operations"). The Company continues to offer a leasing program for municipalities.

The results of operations for the nine months ended January 31, 2014 are not necessarily indicative of the results to be expected for the full year ending April 30, 2014.

Estimates

The preparation of the financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

Discontinued Operations

As discussed in NOTE C, in the second quarter of fiscal 2013, the Company's Board of Directors approved management's recommendation to discontinue the Company's consumer lease and loan lines of business and the sale of the Company's entire portfolio of performing RISCs, and a portion of its portfolio of leases. The sale was consummated in that quarter. The assets and liabilities have been accounted for as discontinued operations in the Company's consolidated balance sheets for all periods presented. The operating results related to these lines of

business have been included in discontinued operations in the Company's consolidated statements of loss for all periods presented.

Revenue Recognition

Revenues from history report and mobile app products are recognized on a cash basis.

The Company's leases, which are included in Discontinued Operations, are accounted for as either operating leases or direct financing leases. At the inception of operating leases, no lease revenue is recognized and the leased motorcycles, together with the initial direct costs of originating the lease, which are capitalized, appear on the balance sheet as "motorcycles under operating leases-net". The capitalized cost of each motorcycle is depreciated over the lease term, on a straight-line basis, down to the Company's original estimate of the projected value of the motorcycle at the end of the scheduled lease term (the "Residual"). Monthly lease payments are recognized as rental income.

Direct financing leases are recorded at the gross amount of the lease receivable (principal amount of the contract plus the calculated earned income over the life of the contract), and the unearned income at lease inception is amortized over the lease term.

SPARTA COMMERCIAL SERVICES, INC.
NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
JANUARY 31, 2014

The Company's Retail Installment Sales Contracts ("RISC"), which are included in Discontinued Operations, are secured by liens on the titles to the vehicles. The RISCs are accounted for as loans. Upon purchase, the RISCs appear on the Company's balance sheet as RISC loan receivable current and long term. Interest income on these loans is recognized when it is earned.

The Company realizes gains and losses as the result of the termination of leases, both at and prior to their scheduled termination, and the disposition of the related motorcycle. The disposal of motorcycles, which reach scheduled termination of a lease, results in a gain or loss equal to the difference between proceeds received from the disposition of the motorcycle and its net book value. Net book value represents the residual value at scheduled lease termination. Lease terminations that occur prior to scheduled maturity as a result of the lessee's voluntary request to purchase the vehicle have resulted in net gains, equal to the excess of the price received over the motorcycle's net book value.

Early lease terminations also occur because of (i) a default by the lessee, (ii) the physical loss of the motorcycle, or (iii) the exercise of the lessee's early termination. In those instances, the Company receives the proceeds from either the resale or release of the repossessed motorcycle, or the payment by the lessee's insurer. The Company records a gain or loss for the difference between the proceeds received and the net book value of the motorcycle.

Inventories

Inventories are valued at the lower of cost or market, with cost determined using the first-in, first-out method and with market defined as the lower of replacement cost or realizable value.

Website Development Costs

The Company recognizes website development costs in accordance with ASC 350-50, "Accounting for Website Development Costs." As such, the Company expenses all costs incurred that relate to the planning and post implementation phases of development of its website. Direct costs incurred in the development phase are capitalized and recognized over the estimated useful life. Costs associated with repair or maintenance for the website are included in cost of net revenues in the current period expenses.

Cash Equivalents

For the purpose of the accompanying financial statements, all highly liquid investments with a maturity of three months or less are considered to be cash equivalents.

Income Taxes

Deferred income taxes are provided using the asset and liability method for financial reporting purposes in accordance with the provisions of ASC 740-10, "Accounting for Income Taxes". Under this method, deferred tax assets and liabilities are recognized for temporary differences between the tax bases of assets and liabilities and their carrying values for financial reporting purposes and for operating loss and tax credit carry forwards. 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 removed or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in the statements of operations in the period that includes the enactment date.

ASC 740-10, "Accounting for Uncertainty in Income Taxes 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. ASC 740 also provides guidance on derecognition, classification, treatment of interest and penalties, and disclosure of such positions. As a result of implementing ASC 740, there has been no adjustment to the Company's financial statements and the adoption of ASC 740 did not have a material effect on the Company's consolidated financial statements for the year ending April 30, 2013 or the three months or nine months ended January 31, 2014.

Fair Value Measurements

The Company adopted ASC 820," Fair Value Measurements". ASC 820 establishes a three-level fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets the lowest priority to unobservable inputs to fair value measurements of certain assets and Liabilities. The three levels of the fair value hierarchy under ASC 820 are described below:

SPARTA COMMERCIAL SERVICES, INC.
NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
JANUARY 31, 2014

- Level 1 — Quoted prices for identical instruments in active markets. Level 1 assets and liabilities include debt and equity securities and derivative contracts that are traded in an active exchange market, as well as certain securities that are highly liquid and are actively traded in over-the-counter markets.

- Level 2 — Quoted prices for similar instruments in active markets; quoted prices for identical or similar instruments in markets that are not active; and model derived valuations in which all significant inputs and significant value drivers are observable in active markets.

- Level 3 — Unobservable inputs that are supported by little or no market activity and that are significant to the fair value measurements. Level 3 assets and liabilities include financial instruments whose value is determined using pricing models, discounted cash flow methodologies, or similar techniques based on significant unobservable inputs, as well as management judgments or estimates that are significant to valuation.

This hierarchy requires the Company to use observable market data, when available, and to minimize the use of unobservable inputs when determining fair value. For some products or in certain market conditions, observable inputs may not always be available.

Impairment of Long-Lived Assets

In accordance ASC 360-10, “Impairment or Disposal of Long-Lived Assets” long-lived assets, such as property, equipment, motorcycles and other vehicles and purchased intangible assets subject to amortization are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of the asset may not be recoverable. Recoverability of assets to be held and used is measured by comparing the carrying amount of an asset to estimated undiscounted future cash flows expected to be generated by the asset. If the carrying amount of an asset exceeds its estimated future cash flows or quoted market prices in active markets if available, an impairment charge is recognized by the amount by which the carrying amount of the asset exceeds the fair value of the asset.

Comprehensive Income

In accordance with ASC 220-10, “Reporting Comprehensive Income," (“ASC 220-10”) establishes standards for reporting and displaying of comprehensive income, its components and accumulated balances. Comprehensive income is defined to include all changes in equity except those resulting from investments by owners and distributions to owners. Among other disclosures, ASC 220-10 requires that all items that are required to be recognized under current accounting standards as components of comprehensive income be reported in a financial statement that is displayed with the same prominence as other financial statements. At January 31, 2014 and April 30, 2013, the Company has no items of other comprehensive income.

Segment Information

The Company adopted ASC 280-10 “Disclosures about Segments of an Enterprise and Related Information.” ASC 280-10 establishes standards for reporting information regarding operating segments in annual financial statements and requires selected information for those segments to be presented in consolidated financial reports issued to stockholders. ASC 280-10 also establishes standards for related disclosures about products and services and geographic areas. Operating segments are identified as components of an enterprise about which separate discrete financial information is available for evaluation by the chief operating decision maker, or decision making group, in

making decisions how to allocate resources and assess performance. The information disclosed herein, materially represents all of the financial information related to the Company's principal operating segments.

In the second quarter of fiscal 2013, the Company's Board of Directors approved management's recommendation to discontinue the Company's consumer lease and loan lines of business and the sale of all of the Company's portfolio of performing RISCs and a portion of its portfolio of leases. The sale was consummated in that quarter. The assets and liabilities have been accounted for as discontinued operations in the Company's consolidated balance sheets for all periods presented. The operating results related to these lines of business have been included in discontinued operations in the Company's consolidated statements of loss for all periods presented. As these lines of business were discontinued during the fiscal year ending April 30, 2013, the Company has discontinued segment reporting.

Stock Based Compensation

The Company adopted ASC 718-10, which records compensation expense on a straight-line basis, generally over the explicit service period of three to five years.

SPARTA COMMERCIAL SERVICES, INC.
NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
JANUARY 31, 2014

ASC 718-10 requires companies to estimate the fair value of share-based payment awards on the date of grant using an option-pricing model. The value of the portion of the award that is ultimately expected to vest is recognized as expense over the requisite

service periods in the Company's Consolidated Statement of Operations. The Company is using the Black-Scholes option-pricing model as its method of valuation for share-based awards. The Company's determination of fair value of share-based payment awards on the date of grant using an option-pricing model is affected by the Company's stock price as well as assumptions regarding a number of highly complex and subjective variables. These variables include, but are not limited to the Company's expected stock price volatility over the term of the awards, and certain other market variables such as the risk free interest rate.

Concentrations of Credit Risk

Financial instruments and related items, which potentially subject the Company to concentrations of credit risk, consist primarily of cash, cash equivalents and receivables. The Company places its cash and temporary cash investments with high credit quality institutions. At times, such investments may be in excess of the FDIC insurance limit.

Property and Equipment

Property and equipment are recorded at cost. Minor additions and renewals are expensed in the year incurred. Major additions and renewals are capitalized and depreciated over their estimated useful lives. Depreciation is calculated using the straight-line method over the estimated useful lives. Estimated useful lives of major depreciable assets are as follows:

Leasehold improvements	3 years
Furniture and fixtures	7 years
Website costs	3 years
Computer Equipment	5 years

Advertising Costs

The Company follows a policy of charging the costs of advertising to expenses incurred. During the three months ended January 31, 2014 and January 31, 2013, the Company incurred $26,650 and $2,000 in advertising costs, respectively. During the nine months ended January 31, 2014 and January 31, 2013, the Company incurred $41,000 and $5,000 in advertising costs, respectively.

Net Loss Per Share

The Company uses ASC 260-10, "Earnings Per Share" for calculating the basic and diluted loss per share. The Company computes basic loss per share by dividing net loss and net loss attributable to common shareholders by the weighted average number of common shares outstanding. Common equivalent shares are excluded from the computation of net loss per share if their effect is anti-dilutive.

Per share basic and diluted net loss attributable to common stockholders amounted to $0.05 and $0.07 for the three months ended January 31, 2014 and 2013, respectively, and $0.12 and $0.26 for the nine months ended January 31, 2014 and 2013, respectively. At January 31, 2014 and 2013, 5,759,888 and 4,427,053 common equivalent shares, respectively, were excluded from the shares used to calculate diluted earnings per share as their inclusion would reduce net loss per share.

Liquidity

As shown in the accompanying unaudited condensed consolidated financial statements, the Company has incurred a net loss of $1,984,681 and $2,782,136 during the nine months ended January 31, 2014, and January 31, 2013, respectively and $3,726,523 for the year end April 30, 2013. The Company had a negative net worth of $3,862,703 at January 31, 2014.

Reclassifications

Certain reclassifications have been made to conform to prior periods' data to the current presentation. These reclassifications had no effect on reported losses.

Recent Accounting Pronouncements

There were various updates recently issued, most of which represented technical corrections to the accounting literature or applications to specific industries and are not expected to have a material impact on the Company's unaudited condensed consolidated financial position, results of operations or cash flows.

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SPARTA COMMERCIAL SERVICES, INC.
NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
JANUARY 31, 2014

NOTE B – PROPERTY AND EQUIPMENT

Major classes of property and equipment at January 31, 2014 and April 30, 2013 consist of the followings:

	January 31, 2014	April 30, 2013
Computer equipment, software and furniture	$ 209,341	$ 209,341
Less: accumulated depreciation	(198,470)	(194,795)
Net property and equipment	$ 10,871	$ 14,546

Depreciation expense of continuing operations for property and equipment was $3,675 and $5,726, respectively for the nine months ended January 31, 2014 and 2013 and $897 and $1,549, respectively for the three months ended January 31, 2014 and 2013.

NOTE C – DISCONTINUED OPERATIONS

In the second quarter of fiscal 2013, the Company's Board of Directors approved management's recommendation to discontinue the Company's consumer lease and loan lines of business and the sale of all of the Company's portfolio of performing RISCs and a portion of its portfolio of leases. The sale was consummated in that quarter. The assets and liabilities have been accounted for as discontinued operations in the Company's consolidated balance sheets for all periods presented.

The operating results related to these lines of business have been included in discontinued operations in the Company's consolidated statements of loss for all periods presented. The following table presents summarized operating results for those discontinued operations.

	Nine Months Ended	
	January 31, 2014	January 31, 2013
Revenues	$ 78,447	$ 171,661
Net (loss)	$ (376,806)	$ (692,100)

As the Company sold its entire portfolio of performing RISCs, and a portion of its portfolio of leases with the remaining leases in final run-off mode, therefore there no portfolio performance measures were calculated for the nine months ended January 31, 3014 or the year ending April 30, 2013.

ASSETS INCLUDED IN DISCONTINUED OPERATIONS

MOTORCYCLES AND OTHER VEHICLES UNDER OPERATING LEASES

Motorcycles and other vehicles under operating leases at January 31, 2014 and April 30, 2013:

January 31,	April 30,

	2014	2013
Motorcycles and other vehicles	$ 105,810	$ 152,157
Less: accumulated depreciation	(25,243)	(36,687)
Motorcycles and other vehicles, net of accumulated depreciation	80,567	115,470
Less: estimated reserve for residual values	(8,991)	(8,880)
Motorcycles and other vehicles under operating leases, net	$ 71,576	$ 106,590

At April 30, 2013, motorcycles and other vehicles are being depreciated to their estimated residual values over the lives of their lease contracts. Depreciation expense for vehicles for the nine months ended January 31, 2014 was $20,335 and for the year ended April 30, 2013 it was $53,191. All of the assets are pledged as collateral for the note described in SECURED NOTES PAYABLE in this Note C. These remaining leases are in a run-off mode.

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SPARTA COMMERCIAL SERVICES, INC.
NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
JANUARY 31, 2014

INVENTORY

Inventory is comprised of repossessed vehicles and vehicles which have been returned at the end of their lease. Inventory is carried at the lower of depreciated cost or market, applied on a specific identification basis. At January 31, 2014 and at April 30, 2013, the Company had no repossessed vehicles which are held for resale.

RETAIL (RISC) LOAN RECEIVABLES

All of the Company's RISC performing loan receivables were sold in August 2012. As of January 31, 2014 and April 30, 2013, the Company had: RISC loans net of loss reserves of $4,237 and $0, respectively, and deficiency receivables of $948 and $6,157, respectively. At January 31, 2014 and at April 30, 2013, the reserve for doubtful RISC loan receivables was $1,124 and $3,078, respectively.

As the Company sold all of its portfolio of RISCs, and a portion of its portfolio of leases with the remaining leases in final run-off mode, therefore there no portfolio performance measures were calculated for the three or nine months ending January 31, 2014 or the year ending April 30, 2013.

LIABILITIES INCLUDED IN DISCONTINUED OPERATIONS

SECURED NOTES PAYABLE

	January 31, 2014	April 30, 2013
Secured, subordinated individual lender (a)	$ 130,615	$ 175,383
Secured, subordinated individual lender (b)	13,520	14,337
Total	$ 144,135	$ 189,720

(a) The Company had financed certain of its leases and RISCs through two third parties. The repayment terms are generally one year to five years and the notes are secured by the underlying assets. The weighted average interest rate at January 31, 2014 is 15.29%.

(b) On October 31, 2008, the Company purchased certain loans secured by a portfolio of secured motorcycle leases ("Purchased Portfolio") for a total purchase price of $100,000. The Company paid $80,000 at closing, $10,000 in April 2009 and agreed to pay the remaining $10,000 upon receipt of additional Purchase Portfolio documentation. As of October 31, 2013, no such documents have been received. Proceeds from the Purchased Portfolio started accruing to the Company beginning November 1, 2008. To finance the purchase, the Company issued a $150,000 Senior Secured Note dated October 31, 2008 ("Senior Secured Note") in exchange for $100,000 from the holder. Terms of the Senior Secured Note require the Company to make semi-monthly payments in amounts equal to all net proceeds from Purchased Portfolio lease payments and motorcycle asset sales received until the Company has paid $150,000 to the holder. The Company was obligated to pay any remainder of the Senior Secured Note by November 1, 2009 which was extended to May 1, 2013, and has granted the note holder a security interest in the Purchased Portfolio. On January 31, 2011, the holder converted $50,000 of the outstanding balance of the Note into 60,606 shares of the Company's restricted common stock. The note, which had an

outstanding balance of $13,520 at January 31, 2014, had been extended to May 1, 2014.

At January 31, 2014, the notes payable mature as follows:

Year ended January 31,	Amount
2015	$ 144, 135
Total Due	$ 144,135

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NOTE D – NOTES PAYABLE

Notes Payable		January 31, 2014		April 30, 2013
Notes convertible at holder's option (a)	$	1,817,852	$	1,694,504
Notes with interest only convertible at Company's option (b)		390,000		360,000
Non-convertible notes payable (c)		25,000		55,000
Subtotal		2,232,852		2,109,504
Less, Debt discount		(123,312)		(105,029)
Total	$	2,109,540	$	2,004,475

(a) Notes convertible at holder's option consists of:
(i) a $1,198,368, 8% note originally due April 30, 2013, but subsequently amended to such time as the law suit filed by the Company (see: PART II, ITEM 1 LEGAL PROCEEDINGS) is fully adjudicated, convertible at the holder's option at $0.495 per share. The Company had recorded a $663,403 beneficial conversion discount for this note which was fully amortized during fiscal 2013;
(ii) a $67,000, 8% note due May 12, 2014, a $35,000, 8% note due May 24, 2014, a $35,000, 8% note due July 30, 2014 and a $27,500, 8% note due August 25, 2014. The Company has recorded beneficial conversion discounts totaling $118,399 for the four notes. The discount is being fully amortized over the terms of the notes. The notes are convertible at the note holder's option at a variable conversion prices such that during the period during which the notes are outstanding, with all notes convertible at 58% multiplied by the average of the three lowest closing bid prices for the common stock during the ten trading day period ending one trading day prior to the submission date of the conversion notice by the note holder to the Company (the "Discount Conversion Rate"). The Company had reserved up to 1,650,000 shares of its common stock for conversion pursuant to the terms of the notes. This reserve was reduced to 550,000 shares in February 2014. In the event the notes are not paid when due, the interest rate is increased to twenty-two percent until the note is paid in full;
(iii) a $65,224, 12% note, as amended, due August 15, 2015, convertible at the holder's option at $0.59 per share. The holder has agreed to convert no more than $10,000 per month. The Company is paying $2,000 in monthly penalty shares on this note until the note is paid in full (the number of penalty shares is based on the five day volume weighted average closing price of the Company's common stock for the five trading days prior to the 19th of each month);
(iv) seven notes aggregating $118,250, all due May 1, 2014 with interest ranging from 15% to 20%, the Company is paying 667 monthly penalty shares until the note is paid in full on one $25,000 note which had been past due, all of the notes are convertible at the holder's option at $0.375 per share. The Company has recorded a $5,340 beneficial conversion discount for these notes. The discount is being fully amortized over the term of the notes;
(v) three notes aggregating $106,250, all due May 1, 2014 with interest ranging from 20% to 25%, all of the notes are convertible at the holder's option at $0.375 per share. The Company has recorded a $6,120 beneficial conversion discount for these notes. The discount is being fully amortized over the term of the notes;
(vi) a $22,000, 5% convertible note due June 27, 2014 and a $33,000, 5% convertible note due August 21, 2014. This lender has committed to lend up to $330,000 (three hundred thousand) in the form of two $165,000 notes. The Lender initially advanced $55,000 against one $165,000 note which amount was repaid via conversion. The Lender advanced an additional $55,000, $22,000 and an additional $33,000 against one $165,000 note and $59,000 against the other note. The lender may lend additional consideration to the Company in such amounts and at such dates as Lender may choose in its sole discretion. The principal sum due to lender shall be prorated based on the consideration actually paid by lender (plus an approximate 10% original issue discount that is prorated based on the consideration actually

paid by the lender as well as any other interest or fees) such that the borrower is only required to repay the amount funded and the Company is not required to repay any unfunded portion of this note. The second note has been amended to include a 3% closing fee on the amount of each sum advanced plus a 5% due diligence fee on the amount of each sum advanced. The combined fees shall be added to the sum advanced for all purposes under the Note, including when calculating the amount of the interest charge. The maturity date is one year from the effective date of each payment and is the date upon which the Principal Sum of this Note, as well as any unpaid interest and other fees, shall be due and payable. The Conversion Price is the lesser of $1.20 or 70% of the average of the three lowest closing prices during the 20 trading days immediately previous to the day the conversion notice is delivered to the Company (In the case that conversion shares are not deliverable by DWAC an additional 5% discount will apply; and if the shares are chilled for deposit into the DTC system and only eligible for Xclearing deposit an additional 7.5% discount shall apply). Unless otherwise agreed in writing by both parties, at no time will the lender convert any amount of this note into common stock that would result in the lender owning more than 4.99% of the common stock outstanding. The Company has recorded a $23,572 beneficial conversion discount for the two outstanding notes. The discount is being fully amortized over the initial term of the notes;

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(vii) a $27,500, 5% convertible note due October 21, 2014 and a $27,500, 5% convertible note due January 28, 2015. This lender has committed to lend up to $165,000. The lender may lend additional consideration to the Company in such amounts and at such dates as Lender may choose in its sole discretion. The principal sum due to lender shall be prorated based on the consideration actually paid by lender (plus an approximate 10% original issue discount that is prorated based on the consideration actually paid by the lender as well as any other interest or fees) such that the borrower is only required to repay the amount funded and the Company is not required to repay any unfunded portion of this note. The maturity date of each note is one year from the effective date of each payment and is the date upon which the Principal Sum of this Note, as well as any unpaid interest and other fees, shall be due and payable. The Conversion Price for the notes is the lesser of $0.60 or 70% of the lowest closing prices during the 20 trading days immediately previous to the day the conversion notice is delivered to the Company. (In the case that conversion shares are not deliverable by DWAC, the principal amount of the note shall be increased by $10,000, and the conversion price shall be redefined to equal the lesser of (a) $0.60 or (b) 50% of the lowest closing prices during the 20 trading days immediately previous to the day the conversion notice is delivered to the Company). Unless otherwise agreed in writing by both parties, at no time will the lender convert any amount of this note into common stock that would result in the lender owning more than 4.99% of the common stock outstanding. The Company has recorded a $22,501 beneficial conversion discount for the notes. The discount is being fully amortized over the terms of the notes;
(viii) a $25,000, 12% convertible note due April 18, 2014. The Conversion Price is a 36.37% discount from the average of the three lowest closing prices during the ten trading days immediately previous to the day the conversion notice is delivered to the Company. The Company has recorded a $14,290 beneficial conversion discount for this note. The discount is being fully amortized over the initial term of the note;
(ix) $5,000 5% convertible note due May 1, 2014. The Conversion Price is $0.3595. The Company has recorded a $5,000 beneficial conversion discount for this note. The discount is being fully amortized over the initial term of the note; and a
(x) $25,000, 12% convertible note due May 27, 2014. The note is convertible at $0.59 per share. If the Company has not redeemed the outstanding principal and accrued interest of this Debenture in cash by the Maturity Date and the original Debenture between the Holder and the Company dated September 19, 2007 is no longer outstanding (note iii above), for every 30 day period past the Maturity Date of which the principal balance an any accrued interest of this Debenture remain outstanding, the Company shall issue the Holder the greater of (i) 1,333 shares of the Company's restricted common stock or (ii) the number of shares of the Company's restricted common stock equal to $2,000 determined on the basis of the volume weighted average closing price "VWACP" of the Company's common stock for the five consecutive trading days immediately prior to the 19th of each month (for a day to be included in the calculation, there must have been at least 100 shares traded on that day). As long as the Company remains current on the payment of the shares under this Paragraph 12, the Debenture shall be considered past due but not in default.

(b) Notes with interest only convertible at Company's option consist of: (i) a 22% note in the amount of $10,000 May 1, 2014, and a $25,000 note due May 1, 2011, which was extended to October 31, 2013. The Company is paying the note holder 3,334 shares per month until the note is paid or renegotiated. Interest is payable on all three notes at the Company's option in cash or in shares at the rate of $1.50 per share; (ii) a $315,000, 12.462% note due April 30, 2014. Interest is payable quarterly with a minimum or $600 in cash with the balance payable in cash or stock at the Company's options calculated as the volume weighted average price of the Company's common stock for the ten day trading period immediately preceding the last day of each three month period; (iii) a $25,000 8% note due November 1, 2013, the Company issued the note holder 5,000 shares of its common stock in connection with this loan Pursuant to the terms of this note, the Company is required to issue to the note holder 5,000 shares of its common stock for each month or portion thereof that the note remains unpaid. Interest is payable on all this note at the Company's option in cash or in shares at the rate of $0.35 per share; and a $15,000 5% note due August 29, 2014, the Company agreed

to issue the note holder 5,000 shares of its common stock in connection with this loan.

(c) Non-convertible notes consist of a $25,000 note due August 10, 2013 which bears no interest. Pursuant to the terms of this note, the Company is required to issue to the note holder 1,000 shares of its common stock for each month or portion thereof that the note remains unpaid.

Amortization of Beneficial Conversion Feature for the nine months ended January 31, 2014 and 2013 was $295,813 and $585,276, respectively and for the fiscal year ended April 30, 2013 was $854,569.

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The Company's derivative financial instruments consist of embedded derivatives related to the outstanding short term Convertible Notes Payable. These embedded derivatives include certain conversion features indexed to the Company's common stock. The accounting treatment of derivative financial instruments requires that the Company record the derivatives and related items at their fair values as of the inception date of the Convertible Notes Payable and at fair value as of each subsequent balance sheet date. In addition, under the provisions of Accounting Standards Codification subtopic 815-40, Derivatives and Hedging; Contracts in Entity's Own Equity ("ASC 815-40"), as a result of entering into the Convertible Notes Payable, the Company is required to classify all other non-employee stock options and warrants as derivative liabilities and mark them to market at each reporting date. Any change in fair value inclusive of modifications of terms will be recorded as non-operating, non-cash income or expense at each reporting date. If the fair value of the derivatives is higher at the subsequent balance sheet date, the Company will record a non-operating, non-cash charge. If the fair value of the derivatives is lower at the subsequent balance sheet date, the Company will record non-operating, non-cash income.

Derivative liabilities related to notes payable increased by a net of $118,605 during the nine months ended January 31, 2014 to $304,962. $218,542 of this amount was charged to additional-paid-in-capital upon payoff or full conversion of notes payable. Derivative liabilities related to outstanding warrants increased by a net of $58,931 to $251,376 during the nine months ended January 31, 2014.

The change in fair value of the derivative liabilities of warrants outstanding at January 31, 2014 was calculated with the following average assumptions, using a Black-Scholes option pricing model are as follows:

Significant Assumptions:					
Risk free interest rate	Ranging from	0.3 %	to	1.058	%
Expected stock price volatility				107	%
Expected dividend payout				0	
Expected options life in years	Ranging from	.5 year	to	3.91	years

The change in fair value of the derivative liabilities of convertible notes outstanding at January 31, 2014 was calculated with the following average assumptions, using a Black-Scholes option pricing model are as follows:

Significant Assumptions:					
Risk free interest rate	Ranging from	0.02 %	to	0.76	%
Expected stock price volatility				107	%
Expected dividend payout				0	
Expected options life in years	Ranging from	.23 year	to	1	year

NOTE E – LOANS PAYABLE TO RELATED PARTIES

As of January 31, 2014 and April 30, 2013, aggregated loans payable, without demand and with no interest, to officers and directors were $385,853 and $393,260, respectively.

NOTE F – EQUITY TRANSACTIONS

On May 18, 2012, the Company's Board of Directors declared effective a one for seventy-five reverse common stock split. All per share amounts in these unaudited condensed consolidated financial statements and accompanying notes have been retroactively adjusted to the earliest period presented for the effect of this reverse stock split.

The Company is authorized to issue 10,000,000 shares of preferred stock with $0.001 par value per share, of which 35,850 shares have been designated as Series A convertible preferred stock with a $100 stated value per share, 1,000 shares have been designated as Series B Preferred Stock with a $10,000 stated value per share, and 200,000 shares have been designated as Series C Preferred Stock with a $10 per share liquidation value, and 740,000,000 shares of common stock with $0.001 par value per share. The Company had 125 and 125 shares of Series A preferred stock issued and outstanding as of January 31, 2014 and April 30, 2013, respectively. The Company had 157 and 157 shares of Series B preferred stock issued and outstanding as of January 31, 2014 and April 30, 2013, respectively. The Company had no shares of Series C preferred stock issued and outstanding as of January 31, 2014 and April 30, 2013, respectively. The Company has 19,082,135 and 14,131,242 shares of common stock issued and outstanding as of January 31, 2014 and April 30, 2013, respectively.

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Preferred Stock Series A

No shares of Preferred Stock Series A were issued during the nine months ended January 31, 2014. However, $573 preferred stock dividends, payable in Preferred Stock Series A shares, were declared during the nine months ended January 31, 2014.

Preferred Stock Series B

No shares of Preferred Stock Series B were issued during the nine months ended January 31, 2014. However, $118,288 preferred stock dividends, payable in Preferred Stock Series B shares, were declared during nine months ended January 31, 2014.

Preferred Stock Series C

No shares of Preferred Stock Series C were issued during the nine months ended January 31, 2014.

Common Stock

During the nine months ended January 31, 2014 and the nine months ended January 31, 2013, the Company expensed $206,511 and $509,072, respectively, for non-cash charges related to stock and option compensation expense.

During the nine months ended January 31, 2014, the Company:

- issued 567,240 shares of common stock which had been classified as to be issued at April 30, 2013,
- sold 3,173,716 shares of common stock to twenty-seven accredited investors for $938,399. 545,640 shares remain to be issued at January 31, 2014,
- issued 810,240 shares of common stock with another 269,900 shares to be issued at January 31, 2014, upon the conversion of $433,574 principal amount of convertible notes and accrued interest thereon,
- issued 99,632 shares of common stock valued at $51,641 pursuant to terms of various notes,
- issued 690,682 shares of common stock valued at $196,434 pursuant to consulting agreements, and
- issued 150,000 shares of common stock valued $73,048 in settlement of accounts payable.

NOTE G – NONCONTROLLING INTEREST

For the nine months ended January 31, 2014, the non-controlling interest is summarized as follows:

		Amount
Balance at April 30, 2013	$	723,191
Non-controlling interest’s share of losses		(43,260)
Balance at January 31, 2014	$	679,931

In December 2013, the holder of 100,000 shares of Specialty Reports, Inc. ("SRI") common stock returned the shares to the Company resulting in the Company recognizing one hundred percent of SRI's losses on a primary basis and 73.88% of the losses on a fully diluted basis.

NOTE H – FAIR VALUE MEASUREMENTS

The Company follows the guidance established pursuant to ASC 820 which established a framework for measuring fair value and expands disclosure about fair value measurements. ASC 820 defines fair value as the amount that would be received for an asset or paid to transfer a liability (i.e., an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. ASC 820 also establishes a fair value hierarchy that requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. ASC 820 describes the following three levels of inputs that may be used:

Level 1: Quoted prices (unadjusted) in active markets that are accessible at the measurement date for identical assets and liabilities. The fair value hierarchy gives the highest priority to Level 1 inputs.

Level 2: Observable prices that are based on inputs not quoted on active markets but corroborated by market data.

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Level 3: Unobservable inputs when there is little or no market data available, thereby requiring an entity to develop its own assumptions. The fair value hierarchy gives the lowest priority to Level 3 inputs.

The table below summarizes the fair values of our financial liabilities as of January 31, 2014:

	Fair Value at January 31, 2014	Fair Value Measurement Using		
		Level 1	Level 2	Level 3
Derivative liability	$ 556,338	$ -	$ -	$ 556,338

The following is a description of the valuation methodologies used for these items:

Derivative liability — these instruments consist of certain variable conversion features related to notes payable obligations and certain outstanding warrants. These instruments were valued using pricing models which incorporate the Company's stock price, volatility, U.S. risk free rate, dividend rate and estimated life.

The Company did not identify any other non-recurring assets and liabilities that are required to be presented in the balance sheets at fair value in accordance with ASC Topic 825 "The Fair Value Option for Financial Issuances".

Changes in Derivative liability during the nine months ended January 31, 2014 were:

	Derivative Liability
Balance at April 30, 2013	$ 378,802
Initial fair value of debt derivatives at note/warrant issuances	291,595
Extinguished derivative liability	(218,542)
Mark-to-market at January 31, 2014	104,483
Balance at January 31, 2014	$ 556,338
Net loss for the period included in earnings related to the liabilities held at January 31, 2014	$ 104,483

NOTE I – NON-CASH FINANCIAL INFORMATION

During the nine months ended January 31, 2014, the Company:

- classified preferred dividends to be issued of $118,288 and $573 as dividends payable
- $218,542 of derivative liability revaluations was charged to additional-paid-in-capital upon payoff or full conversion of notes payable,
- recorded a net increase in beneficial conversion features of various notes of $18, 282,
- issued 150,000 shares of common stock in settlement of $73,048 in accounts payable, and
- issued 810,240 shares of common stock with another 269,900 shares to be issued at January 31, 2014, upon the conversion of $433,574 principal amount of convertible notes and accrued interest thereon.

NOTE J – SUBSEQUENT EVENTS

In February and through March 7, 2014, the Company:

- Sold 425, 608 shares of restricted common stock to eight accredited investors for $250,528, with 234,609 shares still to be issued
- Issued 10,000 shares registered stock in payment of $10,000 in accounts payable
- Issued 68,940 shares upon conversion of $33,133 of accrued interest on convertible notes
- Issued 3,586 shares pursuant to the terms of notes payable
- Issued 91,000 shares valued at $68,250 pursuant to consulting agreements
- Issued 623,132 shares which had been classified as to be issued

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NOTE K – GOING CONCERN MATTERS

The accompanying unaudited condensed consolidated financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. As shown in the accompanying unaudited condensed consolidated financial statements during the period January 1, 2001 (date of inception) through January 31, 2014, the Company incurred loss of $42,976,338. Of these losses, $1,984,681 was incurred in the nine months ending January 31, 2014 and $2,782,136 in the nine months ending January 31, 2013. These factors among others may indicate that the Company will be unable to continue as a going concern for a reasonable period of time.

The Company's existence is dependent upon management's ability to develop profitable operations. Management is devoting substantially all of its efforts to developing its business and raising capital and there can be no assurance that the Company's efforts will be successful. However, there can be no assurance can be given that management's actions will result in profitable operations or the resolution of its liquidity problems. The accompanying statements do not include any adjustments that might result should the Company be unable to continue as a going concern.

In order to improve the Company's liquidity, the Company's management is actively pursuing additional equity financing through discussions with investment bankers and private investors. There can be no assurance the Company will be successful in its effort to secure additional equity financing.

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ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

General

The following discussion of our financial condition and results of operations should be read in conjunction with (1) our interim unaudited financial statements and their explanatory notes included as part of this quarterly report, and (2) our annual audited financial statements and explanatory notes for the year ended April 30, 2013 as disclosed in our annual report on Form 10-K for that year as filed with the SEC.

"Forward-Looking" Information

This report on Form 10-Q contains certain "forward-looking statements" within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended, which represent our expectations and beliefs, including, but not limited to statements concerning the Company's expected growth. The words "believe," "expect," "anticipate," "estimate," "project," similar expressions identify forward-looking statements, which speak only as of the date such statement was made. These statements by their nature involve substantial risks and uncertainties, certain of which are beyond our control, and actual results may differ materially depending on a variety of important factors.

RESULTS OF OPERATIONS

Comparison of the Three Months Ended January 31, 2014 to the Three Months Ended January 31, 2013

For the three months ended January 31, 2014 and 2013, we have generated limited sales revenues, have incurred significant expenses, and have sustained significant losses.

Discontinued Operations

As discussed in NOTE C to the consolidated financial statements, in August 2012, the Company's Board of Directors approved management's recommendation to discontinue the Company's consumer lease and loan lines of business and the sale of the Company's entire portfolio of performing RISCs, and a portion of its portfolio of leases. The sale was consummated in that quarter. The assets and liabilities have been accounted for as discontinued operations in the Company's consolidated balance sheets for all periods presented.

The operating results related to these lines of business have been included in discontinued operations in the Company's consolidated statements of loss for all periods presented. The following table presents summarized operating results for those discontinued operations.

	Quarter Ended	
	January 31, 2014	January 31, 2013
Revenues	$ 19,450	$ 37,090
Net (loss)	$ (98,194)	$ (335,901)

RESULTS OF CONTINUING OPERATIONS

Revenues

Revenues totaled $99,023 during the three months ended January 31, 2014 as compared to $86,878 during the three months ended January 31, 2013. This $12,145 (13.9%) in was due to increased sales of both history reports and mobile apps.

Costs and Expenses

General and administrative expenses were $432,317 during the three months ended January 31, 2014, compared to $166,254 during the three months ended January 31, 2013, up $266,063 (160%) as management continued shifting its focus from discontinued operations to continuing operations. Expenses incurred during the current three month period consisted primarily of the following expenses: compensation and related costs, $182,870; accounting, audit and professional fees, $34,585; consulting fees, $75,223; rent, utilities and telecommunications expenses $38,044; travel and entertainment, $9,097; stock based compensation, $55,337; and advertising and marketing, $19,454. Expenses incurred during the comparative three month period in 2013 consisted primarily of the following expenses: compensation and related costs, $56,194; accounting, audit and professional fees, $10,474; consulting fees, $21,613; rent, utilities and telecommunications expenses $20,283; travel and entertainment, $2,660; stock based compensation, $41,231; and advertising and marketing, $2,993.

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Net Loss

We incurred a net loss before preferred dividends and net loss attributed to non-controlling interest of $713,595 for our three months ended January 31, 2014 as compared to $813,906 for the corresponding interim period in 2013, a $100,311 or 12.3% decrease in net loss. The decrease in our net loss before preferred dividends and net loss attributed to non-controlling interest for our three month interim period ended January 31, 2014 was attributable primarily to the $12,145 or 13.9% increase in revenue, a $265,411 or 158.2% increase in operating expenses, a $8,253 or 61.95 increase in other income, a $6,457 or 11.4% increase in interest and financing costs, a $2,470 or 14.3% decrease in non-cash financing costs, a $105,706 or 51.9% decrease in the amortization of debt discount, a $1,357 or 1.5% decrease in the change in fair value of derivative liabilities, and a $237,707 or 70.% decrease in net loss from discontinued operations.

We also incurred non-cash preferred dividend expense of $39,764 for our three month period ended January 31, 2014 and January 31, 2013. The $109,058 or 13.0% decrease in net loss attributable to common stockholders for our three month period ended January 31, 2014 was due to the factors described above, and the $8,747 or 68.8% increase in net loss attributed to the non-controlling interest.

Comparison of the Nine Months Ended January 31, 2014 to the Nine Months Ended January 31, 2013

For the nine months ended January 31, 2014 and 2013, we have generated limited sales revenues, have incurred significant expenses, and have sustained significant losses.

Discontinued Operations

As discussed in NOTE C to the consolidated financial statements, in August 2012, the Company’s Board of Directors approved management’s recommendation to discontinue the Company’s consumer lease and loan lines of business and the sale of the Company’s entire portfolio of performing RISCs, and a portion of its portfolio of leases. The sale was consummated in that quarter. The assets and liabilities have been accounted for as discontinued operations in the Company’s consolidated balance sheets for all periods presented.

The operating results related to these lines of business have been included in discontinued operations in the Company’s consolidated statements of loss for all periods presented. The following table presents summarized operating results for those discontinued operations.

	Nine Months Ended	
	January 31, 2014	January 31, 2013
Revenues	$ 78,447	$ 171,661
Net (loss)	$ (376,806)	$ (692,100)

For the nine months ended January 31, 2014 and 2013, we have generated limited sales revenues, have incurred significant expenses, and have sustained significant losses.

RESULTS OF CONTINUING OPERATIONS

Revenues

Revenues totaled $353,187 during the nine months ended January 31, 2014 as compared to $297,918 during the nine months ended January 31, 2013. This $55,269 or 18.6% increase in revenues was due primarily to increases in sales of both motorcycle and RV history reports and mobile apps as well as mobile app monthly service fees. The run-off of our discontinued operations will continue as we transition from a provider of financial services to a provider of information technology products. We expect continued improvement in information technology revenues from Specialty Reports, Inc.

Costs and Expenses

General and administrative expenses were $1,241,457 during the nine months ended January 31, 2014, compared to $1,223,397 during the nine months ended January 31, 2013, an increase of $18,060 or 1.5%. Expenses incurred during the current nine month period consisted primarily of the following expenses: compensation and related costs, $520,171; accounting, audit and professional fees, $88,143; consulting fees, $141,526; rent, utilities and telecommunication expenses $109,248; travel and entertainment, $17,380; non-cash stock based compensation, $162,631, and advertising and marketing expenses of $57,107. Expenses incurred during the comparative nine month period in 2013 consisted primarily of the following expenses: compensation and related costs, $444,093; accounting, audit and professional fees, $77,074; consulting fees, $99,095; rent, utilities and telecommunication expenses $152,925; travel and entertainment, $4,894; non-cash stock based compensation, $307,073, and advertising and marketing expenses of $22,021.

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For the nine months ended January 31, 2014, we incurred: interest expenses and financing costs of $159,248, a non-cash charge of $26,872 related to shares of common stock and warrants issued for financing cost, a charge of $295,813 for beneficial conversion discounts, and a non-cash charge of $104,483for change in derivative liabilities. For the nine months ended January 31, 2013, we incurred: interest expenses and financing costs of $240,591, a non-cash charge of $213,684 related to shares of common stock and warrants issued for financing cost, a charge of $585,276 for beneficial conversion discounts, and a non-cash gain of $24,111 for change in derivative liabilities.

Net Loss

We incurred a net loss before preferred dividends and loss attributed to non-controlling interest of $1,909,080 for our nine months ended January 31, 2014 as compared to $2,685,326 for the corresponding interim period in 2013. The $776,246 or 28.9% decrease in our net loss before preferred dividends and loss attributed to non-controlling interest for our nine month interim period ended January 31, 2014 was attributable to: the $55,269 or 18.6%, increase in revenue; a $16,008 or 1.3% increase in operating expenses; a $81,343 or 33.8% decrease in interest expense: a $186,812 or 87.4% decrease in non-cash financing costs; a $289,463 or 49.5% decrease in amortization of debt discount; and a $128,594 or 533.3% increase in the loss due to change of fair value of derivative liabilities. The net loss was partially off-set by $43,260 loss attributed to non-controlling interest.

We also incurred non-cash preferred dividend expense of $118,861 and $119,291, respectively for our nine month periods ended January 31, 2014 and 2013.

Our net loss attributable to common stockholders decreased to $1,984,681 for our nine month period ended January 31, 2014 as compared to $2,782,136 for the corresponding period in 2013. The $797,455 decrease in net loss attributable to common stockholders for our nine month period ended January 31, 2014 was due to the factors described above.

LIQUIDITY AND CAPITAL RESOURCES

As of January 31, 2014, we had a deficit net worth of $3,862,704. We generated a deficit in cash flow from operations of $1,344,544 the nine months ended January 31, 2014. This deficit is primarily attributable to our net loss from operations of $1,984,681 which was partially reduced by: the $104,483 for the change in the fair value of derivative liabilities, $295,813 amortization of debt discount, depreciation of $3,675, the value of shares issued for compensation of $206,511, shares issued for finance costs of $51,641, preferred dividends of $118,288, and a decrease in other assets of $9,140, all off-set by the $43,260 loss allocable to non-controlling interest, a $132,722 increase in accounts receivable and the $26,640 decrease in accounts payable.

We met our cash requirements during the nine month period as follows: through net proceeds of notes and convertible notes payable of $621,163; net proceeds from the sale of common equity in the amount of $938,398. We repaid a Director of the Company $7,407. We made net payments on notes payable in the amount of $144,500.

Net cash used by discontinued operations was $14,937.

We do not anticipate incurring significant research and development expenditures, and we do not anticipate the sale or acquisition of any significant property, plant or equipment, during the next twelve months. At January 31, 2014, we had 10 full time employees. If we fully implement our business plan, we anticipate our employment base may increase by approximately 100% during the next twelve months. As we continue to expand, we will incur additional cost for personnel. This projected increase in personnel is dependent upon our generating revenues and obtaining sources of financing. There is no guarantee that we will be successful in raising the funds required or generating revenues

sufficient to fund the projected increase in the number of employees.

While we have raised capital to meet our working capital and financing needs in the past, additional financing is required in order to meet our current and projected cash flow deficits from operations and development.

We continue seeking additional financing, which may be in the form of senior debt, subordinated debt or equity. We currently have no commitments for financing. There is no guarantee that we will be successful in raising the funds required to support our operations.

We estimate that we will need approximately $1,500,000 in addition to our normal operating cash flow to conduct operations during the next twelve months. However, there can be no assurance that additional private or public financing, including debt or equity financing, will be available as needed, or, if available, on terms favorable to us. Any additional equity financing may be dilutive to stockholders and such additional equity securities may have rights, preferences or privileges that are senior to those of our existing common or preferred stock. Furthermore, debt financing, if available, will require payment of interest and may involve restrictive covenants that could impose limitations on our operating flexibility. However, if we are not successful in generating sufficient liquidity from operations or in raising sufficient capital resources, on terms acceptable to us, this could have a material adverse effect on our business, results of operations, liquidity and financial condition, and we will have to adjust our planned operations and development on a more limited scale.

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The effect of inflation on our revenue and operating results was not significant. Our operations are located in North America and there are no seasonal aspects that would have a material effect on our financial condition or results of operations.

GOING CONCERN ISSUES

The independent auditors report on our April 30, 2013 and 2012 financial statements included in the Company's Annual Report states that the Company's historical losses and the lack of revenues raise substantial doubts about the Company's ability to continue as a going concern, due to the losses incurred and its lack of significant operations. If we are unable to develop our business, we have to discontinue operations or cease to exist, which would be detrimental to the value of the Company's common stock. We can make no assurances that our business operations will develop and provide us with significant cash to continue operations.

In order to improve the Company's liquidity, the Company's management is actively pursuing additional financing through discussions with investment bankers, financial institutions and private investors. There can be no assurance the Company will be successful in its effort to secure additional financing.

We continue to experience net operating losses. Our ability to continue as a going concern is subject to our ability to develop profitable operations. We are devoting substantially all of our efforts to developing our business and raising capital. Our net operating losses increase the difficulty in meeting such goals and there can be no assurances that such methods will prove successful.

The primary issues management will focus on in the immediate future to address this matter include: seeking institutional investors for debt or equity investments in our Company; short term interim debt financing: and private placements of debt and equity securities with accredited investors.

To address these issues, we are negotiating the potential sale of securities with investment banking companies to assist us in raising capital.

INFLATION

The impact of inflation on the costs of the Company, and the ability to pass on cost increases to its customers over time is dependent upon market conditions. The Company is not aware of any inflationary pressures that have had any significant impact on the Company's operations over the past quarter, and the Company does not anticipate that inflationary factors will have a significant impact on future operations.

OFF-BALANCE SHEET ARRANGEMENTS

The Company does not maintain off-balance sheet arrangements nor does it participate in non-exchange traded contracts requiring fair value accounting treatment.

TRENDS, RISKS AND UNCERTAINTIES

We have sought to identify what we believe to be the most significant risks to our business, but we cannot predict whether, or to what extent, any of such risks may be realized nor can we guarantee that we have identified all possible risks that might arise.

Our annual operating results may fluctuate significantly in the future as a result of a variety of factors, most of which are outside our control, including: the demand for our products and services; seasonal trends in purchasing, the

amount and timing of capital expenditures and other costs relating to the commercial and consumer financing; price competition or pricing changes in the market; technical difficulties or system downtime; general economic conditions and economic conditions specific to the consumer financing sector.

Our annual results may also be significantly impacted by the impact of the accounting treatment of acquisitions, financing transactions or other matters. Particularly at our early stage of development in the information technology sector, such accounting treatment can have a material impact on the results for any quarter. Due to the foregoing factors, among others, it is likely that our operating results may fall below our expectations or those of investors in some future quarter.

Our future performance and success is dependent upon the efforts and abilities of our management. To a very significant degree, we are dependent upon the continued services of Anthony L. Havens, our President and Chief Executive Officer and member of our Board of Directors. If we lost the services of either Mr. Havens, or other key employees before we could get qualified replacements, that loss could materially adversely affect our business. We do not maintain key man life insurance on any of our management.

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Our officers and directors are required to exercise good faith and high integrity in our management affairs. Our bylaws provide, however, that our directors shall have no liability to us or to our shareholders for monetary damages for breach of fiduciary duty as a director except with respect to (1) a breach of the director's duty of loyalty to the corporation or its stockholders, (2) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (3) liability which may be specifically defined by law or (4) a transaction from which the director derived an improper personal benefit.

We may experience growth, which will place a strain on our managerial, operational and financial systems resources. To accommodate our current size and manage growth if it occurs, we must devote management attention and resources to improve our financial strength and our operational systems. Further, we will need to expand, train and manage our sales and distribution base. There is no guarantee that we will be able to effectively manage our existing operations or the growth of our operations, or that our facilities, systems, procedures or controls will be adequate to support any future growth. Our ability to manage our operations and any future growth will have a material effect on our stockholders.

If we fail to remain current on our reporting requirements, we could be removed from the OTC Bulletin Board which would limit the ability of broker-dealers to sell our securities and the ability of stockholders to sell their securities in the secondary market. Companies trading on the OTC Bulletin Board, such as us, must be reporting issuers under Section 12 of the Securities Exchange Act of 1934, as amended, and must be current in their reports under Section 13, in order to maintain price quotation privileges on the OTC Bulletin Board. If we fail to remain current on our reporting requirements, we could be removed from the OTC Bulletin Board. As a result, the market liquidity for our securities could be severely adversely affected by limiting the ability of broker-dealers to sell our securities and the ability of stockholders to sell their securities in the secondary market. Additionally, if we fail to remain current on our reporting requirements or if our common stock is removed from trading on any recognized domestic market, the majority of our debt securities would be placed in default.

CRITICAL ACCOUNTING POLICIES

The preparation of our financial statements in conformity with accounting principles generally accepted in the United States requires us to make estimates and judgments that affect our reported assets, liabilities, revenues, and expenses, and the disclosure of contingent assets and liabilities. We base our estimates and judgments on historical experience and on various other assumptions we believe to be reasonable under the circumstances. Future events, however, may differ markedly from our current expectations and assumptions. While there are a number of significant accounting policies affecting our financial statements, we believe the following critical accounting policies involves the most complex, difficult and subjective estimates and judgments.

Revenue Recognition

Revenues from history report and mobile app products are recognized on a cash basis.

The Company's leases, which are included in Discontinued Operations, are accounted for as either operating leases or direct financing leases. At the inception of operating leases, no lease revenue is recognized and the leased motorcycles, together with the initial direct costs of originating the lease, which are capitalized, appear on the balance sheet as "motorcycles under operating leases-net". The capitalized cost of each motorcycle is depreciated over the lease term, on a straight-line basis, down to the Company's original estimate of the projected value of the motorcycle at the end of the scheduled lease term (the "Residual"). Monthly lease payments are recognized as rental income.

Direct financing leases are recorded at the gross amount of the lease receivable (principal amount of the contract plus the calculated earned income over the life of the contract), and the unearned income at lease inception is amortized

over the lease term.

The Company’s Retail Installment Sales Contracts (“RISC”), which are included in Discontinued Operations, are secured by liens on the titles to the vehicles. The RISCs are accounted for as loans. Upon purchase, the RISCs appear on the Company’s balance sheet as RISC loan receivable current and long term. Interest income on these loans is recognized when it is earned.

The Company realizes gains and losses as the result of the termination of leases, both at and prior to their scheduled termination, and the disposition of the related motorcycle. The disposal of motorcycles, which reach scheduled termination of a lease, results in a gain or loss equal to the difference between proceeds received from the disposition of the motorcycle and its net book value. Net book value represents the residual value at scheduled lease termination. Lease terminations that occur prior to scheduled maturity as a result of the lessee’s voluntary request to purchase the vehicle have resulted in net gains, equal to the excess of the price received over the motorcycle’s net book value.

Early lease terminations also occur because of (i) a default by the lessee, (ii) the physical loss of the motorcycle, or (iii) the exercise of the lessee’s early termination. In those instances, the Company receives the proceeds from either the resale or release of the repossessed motorcycle, or the payment by the lessee’s insurer. The Company records a gain or loss for the difference between the proceeds received and the net book value of the motorcycle.

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Stock-Based Compensation

The Company adopted ASC 718-10, which records compensation expense on a straight-line basis, generally over the explicit service period of three to five years.

ASC 718-10 requires companies to estimate the fair value of share-based payment awards on the date of grant using an option-pricing model. The value of the portion of the award that is ultimately expected to vest is recognized as expense over the requisite service periods in the Company's Consolidated Statement of Operations. The Company is using the Black-Scholes option-pricing model as its method of valuation for share-based awards. The Company's determination of fair value of share-based payment awards on the date of grant using an option-pricing model is affected by the Company's stock price as well as assumptions regarding a number of highly complex and subjective variables. These variables include, but are not limited to the Company's expected stock price volatility over the term of the awards, and certain other market variables such as the risk free interest rate.

Allowance for Losses

The Company has loss reserves for its portfolio of Leases and for its portfolio of Retail Installment Sales Contracts ("RISC"). The allowance for Lease and RISC losses is increased by charges against earnings and decreased by charge-offs (net of recoveries). To the extent actual credit losses exceed these reserves, a bad debt provision is recorded; and to the extent credit losses are less than the reserve, additions to the reserve are reduced or discontinued until the loss reserve is in line with the Company's reserve ratio policy. Management's periodic evaluation of the adequacy of the allowance is based on the Company's past lease and RISC experience, known and inherent risks in the portfolio, adverse situations that may affect the borrower's ability to repay, the estimated value of any underlying collateral, and current economic conditions. The Company periodically reviews its Lease and RISC receivables in determining its allowance for doubtful accounts.

The Company charges-off receivables when an individual account has become more than 120 days contractually delinquent. In the event of repossession, the asset is immediately sent to auction or held for release.

RECENT ACCOUNTING PRONOUNCEMENT

See Note A to the unaudited condensed consolidated financial statements for a description of recent accounting pronouncements, including the expected dates of adoption and estimated effects on our consolidated financial statements, which is incorporated herein by reference.

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ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Not applicable.

ITEM 4. CONTROLS AND PROCEDURES

Our management, with the participation of our Chief Executive Officer and our Principal Financial Officer, has evaluated the effectiveness of our disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) as of the end of the period covered by this report. Based on that evaluation, and in light of the material weaknesses found in our internal controls, our Chief Executive Officer and Principal Financial Officer concluded that our disclosure controls and procedures as of the end of the period covered by this report were not effective.

A material weakness is a deficiency, or combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of our annual or interim financial statements will not be prevented or detected on a timely basis. In our assessment of the effectiveness of internal control over financial reporting, we determined that control deficiencies existed that constituted material weaknesses, as described below:

- lack of documented policies and procedures;
- we have no audit committee;
- there is a risk of management override given that our officers have a high degree of involvement in our day to day operations; and
- there is no effective separation of duties, which includes monitoring controls, between the members of management.

Management is currently evaluating what steps can be taken in order to address these material weaknesses.

There was no change in our internal control over financial reporting (as defined in Rule 13a-15(f) of the Exchange Act) that occurred during the fiscal quarter to which this report relates, or as of the last day thereof, that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

Management does not expect that our disclosure controls and procedures or our internal control over financial reporting will prevent or detect all error and fraud. Any control system, no matter how well designed and operated, is based upon certain assumptions and can provide only reasonable, not absolute, assurance that its objectives will be met. Further, no evaluation of controls can provide absolute assurance that misstatements due to error or fraud will not occur or that all control issues and instances of fraud, if any, within the Company have been detected.

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PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

The Company is subject to legal proceedings and claims which arise in the ordinary course of its business. Although occasional adverse decisions or settlements may occur, the Company believes that the final disposition of such matters should not have a material adverse effect on its financial position, results of operations or liquidity.

On December 18, 2012, a suit was filed by the Company, as plaintiff, asserting claims against a former credit provider seeking substantial damages for the credit provider's alleged breaches of fiduciary duties it owed to the Company, among other causes of action the Company has alleged in a Complaint filed in the United States District Court for the Southern District of New York. There can be no assurance that the Company will prevail on any of its claims in this action.

ITEM 1A. RISK FACTORS

We are subject to certain risks and uncertainties in our business operations including those which are described below. The risks and uncertainties described below are not the only risks we face. Additional risks and uncertainties not presently known or which are currently deemed immaterial may also impair our business operations. A description of factors that could materially affect our business, financial condition or operating results were included in Item 1A "Risk Factors" of our Form 10-K for the year ended April 30, 2013, filed August 14, 2013, and is incorporated herein by reference.

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

Each of the issuance and sale of securities described below was deemed to be exempt from registration under the Securities Act in reliance on Section 4(2) of the Securities Act as transactions by an issuer not involving a public offering. No advertising or general solicitation was employed in offering the securities. Each purchaser is a sophisticated investor (as described in Rule 506(b) (2) (ii) of Regulation D) or an accredited investor (as defined in Rule 501 of Regulation D), and each received adequate information about the Company or had access to such information, through employment or other relationships, to such information. The Company applied proceeds from financing activities described below to working capital.

During the three months ended January 31, 2014, The Company:

- Sold 1,370,600 shares of common stock to fourteen accredited investors for $440,270 with 540,580 shares to be issued.
- Issued to 408,550 shares of common stock to five investors upon conversion of $260,320 of convertible notes and accrued interest with an additional 269,900 shares to be issued.
- Issued 28,230 shares valued at $24,769 to four investors pursuant to the terms of their agreements
- Issued 320,120 shares valued at $84,076 to three consultants.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

Not applicable.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

ITEM 5. OTHER INFORMATION

Not applicable.

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ITEM 6. EXHIBITS

The following exhibits are filed with this report:

Exhibit No.	Description
11	Statement re: computation of per share earnings is hereby incorporated by reference to "Financial Statements" of Part I - Financial Information, Item 1 - Financial Statements, contained in this Form 10-Q.
31.1*	Certification of Chief Executive Officer pursuant to Securities Exchange Act Rule 13a-14(a)/15d-14(a)
31.2*	Certification of Principal Financial Officer pursuant to Securities Exchange Act Rule 13a-14(a)/15d-14(a)
32.1*	Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350
32.2*	Certification of Principal Financial Officer pursuant to 18 U.S.C. Section 1350
101.INS*	XBRL Instance Document
101.SCH*	XBRL Taxonomy Extension Schema
101.CAL*	XBRL Taxonomy Extension Calculation Linkbase
101.DEF*	XBRL Taxonomy Extension Definition Linkbase
101.LAB*	XBRL Taxonomy Extension Label Linkbase
101.PRE*	XBRL Taxonomy Extension Presentation Linkbase

*Filed herewith

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SIGNATURES

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

SPARTA COMMERCIAL SERVICES, INC.

Date: March 24, 2014	By: /s/ Anthony L. Havens Anthony L. Havens Chief Executive Officer
Date: March 24, 2014	By: /s/ Anthony W. Adler Anthony W. Adler Principal Financial Officer