

RUB MUSIC ENTERPRISES, INC.  
Form 10-Q  
November 12, 2008

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 10-Q**

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

**For the Quarterly Period Ended September 30, 2008**

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

**For the Transition Period From \_\_\_\_\_ to \_\_\_\_\_**

**Commission File Number: 000-52985**

**RUB MUSIC ENTERPRISES, INC.**

(Exact name of registrant as specified in its charter)

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<b>Nevada</b> (State or other jurisdiction of incorporation or organization)	<b>20-1176000</b> (I.R.S. Employer Identification No.)
<b>5555 North Star Ridge Way, Star, Idaho</b> (Address of principal executive office)	<b>83669</b> (Zip Code)

Registrant's telephone number, including area code: **(208) 283-1542**

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

Indicate by checkmark 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-3 of the Exchange Act. (Check one):

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/> (Do not check if a smaller reporting company)	Smaller reporting company	<input checked="" type="checkbox"/>

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

The number of shares outstanding of the registrant's common stock as of November 14, 2008:

Common stock, par value \$.001 40,700,000 shares

**RUB MUSIC ENTERPRISES, INC.**

**FORM 10-Q**

**FOR THE QUARTER ENDED SEPTEMBER 30, 2008**

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**PART 1 - FINANCIAL INFORMATION****ITEM 1. FINANCIAL STATEMENTS**

**RUB MUSIC ENTERPRISES, INC. AND SUBSIDIARY**  
**(A DEVELOPMENT STAGE COMPANY)**  
**CONSOLIDATED CONDENSED BALANCE SHEETS**

	September 30, 2008 (Unaudited)	December 31, 2007
<b>ASSETS</b>		
Current Assets:		
Cash	\$ 3,316	\$ 5,149
Royalty Rights	-	-
Total Assets	\$ 3,316	\$ 5,149
<b>LIABILITIES AND STOCKHOLDERS' DEFICIT</b>		
Current Liabilities:		
Accounts Payable	\$ 10,309	\$ 26,594
Accounts Payable Related Party	21,776	21,776
Note Payable Related Party	40,000	-
Accrued Interest Payable Related Party	1,028	-
Income Taxes Payable	1,600	3,200
Total Current Liabilities	74,713	51,570
Commitments and Contingencies		
Stockholder s Deficit:		
Preferred Stock, \$.001 Par Value, 5,000,000 Authorized,		
No Shares Issued and Outstanding	-	-

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Common Stock, \$.001 Par Value, 50,000,000 Shares Authorized,		
40,700,000 Shares Issued and Outstanding	40,700	40,700
Additional Paid-In Capital	(91,107)	(91,107)
Retained Earnings	39,678	39,678
Deficit Accumulated During the Development Stage	(60,668)	(35,692)
Total Stockholders' Deficit	(71,397)	(46,421)
Total Liabilities and Stockholders' Deficit	\$ 3,316	\$ 5,149

See accompanying notes to consolidated condensed financial statements

**RUB MUSIC ENTERPRISES, INC. AND SUBSIDIARY**  
**(A DEVELOPMENT STAGE COMPANY)**  
**CONSOLIDATED CONDENSED STATEMENTS OF OPERATIONS**  
**(Unaudited)**

	<b>Three Months Ended September 30,</b>		<b>Nine Months Ended September 30,</b>		<b>Cumulative Amounts During Development Stage</b>
	<b>2008</b>	<b>2007</b>	<b>2008</b>	<b>2007</b>	
Revenue	\$ -	\$ -	\$ -	\$ -	\$ -
General and Administrative Expenses	7,267	5,270	23,848	6,942	57,905
Income (Loss) From Operations	(7,267)	(5,270)	(23,848)	(6,942)	(57,905)
Interest Expense	(712)	-	(1,028)	(35)	(1,063)
Income (Loss) before Income Taxes	(7,979)	(5,270)	(24,876)	(6,977)	(58,968)
Income Tax Expense:					
Current	100	-	100	1,600	1,700
Deferred	-	-	-	-	-
Net Income (Loss)	\$ (8,079)	\$ (5,270)	\$ (24,976)	\$ (8,577)	\$ (60,668)
Net Income (Loss) Per Common Share					
Basic and Diluted	\$ (0.00)	\$ (0.00)	\$ (0.00)	\$ (0.00)	
Weighted Average Shares Outstanding					
Basic and Diluted	40,700,000	40,700,000	40,700,000	40,700,000	

See accompanying notes to consolidated condensed financial statements



**RUB MUSIC ENTERPRISES, INC. AND SUBSIDIARY**  
**(A DEVELOPMENT STAGE COMPANY)**  
**CONSOLIDATED CONDENSED STATEMENTS OF CASH FLOWS**  
**(Unaudited)**

	<b>Nine Months Ended</b>		<b>Cumulative</b>
	<b>September 30,</b>		<b>Amounts</b>
	<b>2008</b>	<b>2007</b>	<b>During</b>
			<b>Development</b>
			<b>Stage</b>
Cash Flows from Operating Activities			
Net Loss	\$ (24,976)	\$ (8,577)	\$ (60,668)
Adjustments to Reconcile Net Loss to Net			
Cash Used In Operating Activities			
Increase (Decrease) in:			
Accounts Payable	(16,285)	(3,334)	3,675
Accounts Payable Related Party	-	(6,000)	(6,000)
Accrued Interest Payable	1,028	(340)	688
Income Taxes Payable	(1,600)	-	(1,600)
Net Cash Used In Operating Activities	(41,833)	(18,251)	(63,905)
Cash flows from Investing Activities	-	-	-
Cash Flows from Financing Activities:			
Proceeds From Note Payable Related Party	40,000	-	40,000
Payments of Notes Payable	-	(3,000)	(3,000)
Net Cash Provided By (Used In) Financing Activities	40,000	(3,000)	37,000
Net Decrease in Cash	(1,833)	(21,251)	(26,905)
Cash, Beginning of Period	5,149	30,221	30,221
Cash, End of Period	\$ 3,316	\$ 8,970	\$ 3,316

See accompanying notes to consolidated condensed financial statements

**RUB MUSIC ENTERPRISES, INC. AND SUBSIDIARY**

**(A DEVELOPMENT STAGE COMPANY)**

**Notes to Consolidated Condensed Financial Statements**

**(Unaudited)**

**NOTE 1 ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

**Organization and Development Stage**

Rub Music Enterprises, Inc. ( Rub Music ) and its wholly owned subsidiary, Rub Music Library, Inc. ( Rub Music Library ), (collectively the Company ) were incorporated under the laws of the State of Nevada on May 6, 2004. The Company s principal business was to produce and market original musical pieces for use in the commercial and entertainment industries. The Company encountered difficulties in developing this business, and ceased its operations at the end of 2006. The Company once again became a development stage company, effective January 1, 2007, and is currently seeking a business opportunity.

**Basis of Presentation** The consolidated condensed financial statements include the accounts of Rub Music and Rub Music Library. All significant inter-company accounts and transactions have been eliminated in consolidation. The interim financial information of the Company as of September 30, 2008 and for the three-month and nine-month periods ended September 30, 2008 and 2007 is unaudited, and the balance sheet as of December 31, 2007 is derived from audited financial statements. The accompanying consolidated condensed financial statements have been prepared in accordance with U. S. generally accepted accounting principles for interim financial statements. Accordingly, they omit or condense footnotes and certain other information normally included in financial statements prepared in accordance with U.S. generally accepted accounting principles. The accounting policies followed for quarterly financial reporting conform with the accounting policies disclosed in Note 1 to the Notes to Consolidated Financial Statements included in the Company's Annual Report on Form 10-K for the year ended December 31, 2007. In the opinion of management, all adjustments that are necessary for a fair presentation of the financial information for the interim periods reported have been made. All such adjustments are of a normal recurring nature. The results of operations for the three months and nine months ended September 30, 2008 are not necessarily indicative of the results that can be expected for the entire year ending December 31, 2008. The unaudited consolidated condensed financial statements should be read in conjunction with the consolidated financial statements and the notes thereto included in the Company's Annual Report on Form 10-K for the year ended December 31, 2007.

**NOTE 2 GOING CONCERN**

The accompanying financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America, which contemplate continuation of the Company as a going concern. However, the Company was only recently formed and has a limited operating history. Further, the Company has current liabilities in excess of current assets and a stockholders' deficit at September 30, 2008. The Company is currently seeking a business opportunity. These factors raise substantial doubt about the ability of the Company to continue as a going concern. In this regard management is proposing to raise any necessary additional funds not provided by operations through additional sales of its common stock. There is no assurance that the Company will be successful in raising this additional capital or in sustaining profitable operations. The financial statements do not include any adjustments that might result from the outcome of these uncertainties.

### **NOTE 3 RELATED PARTY TRANSACTIONS**

As of September 30, 2008 and December 31, 2007, the Company had outstanding accounts payable related party in the amount of \$21,776 that represents the balance owing to the former CEO of the Company from a contract in 2005 to purchase the royalty revenue stream for two years and the rights to certain intangible assets from him.

As of September 30, 2008, the Company had an outstanding note payable in the amount of \$40,000 to its CEO. The note is payable on demand, is unsecured and bears interest at an annual rate of 8%. Accrued interest payable on the note was \$1,028 as of September 30, 2008.

**NOTE 4 SUPPLEMENTAL STATEMENTS OF CASH FLOWS INFORMATION**

During the nine months ended September 30, 2008, the Company paid \$1,700 for income taxes. During the nine months ended September 30, 2007, the Company paid no amounts for income taxes.

During the nine months ended September 30, 2007, the Company paid \$375 for interest expense. During the nine months ended September 30, 2008, the Company paid no amounts for interest expense.

During the nine-month periods ended September 30, 2008 and 2007, the Company had no non-cash financing and investing activities.

**NOTE 5 RECENTLY ISSUED ACCOUNTING PRONOUNCEMENTS**

Financial Interpretation No. 48, Accounting for Uncertainty in Income Taxes An Interpretation of FASB Statement No. 109, Statement of Financial Accounting Standards ( SFAS ) No. 163, Accounting for Financial Guarantee Insurance Contracts an Interpretation of FASB Statement No. 60, SFAS No. 162, The Hierarchy of Generally Accepted Accounting Principles, SFAS No. 161, Disclosures about Derivative Instruments and Hedging Activities, SFAS No. 141R, Business Combinations, SFAS No. 160, Noncontrolling Interests in Consolidated Subsidiaries, SFAS No. 159, The Fair Value Option for Financial Assets and Financial Liabilities Including an Amendment of FASB Statement No. 115, SFAS No. 158, Employers Accounting for Defined Benefit Pension and Other Postretirement Plans, SFAS No. 157, Fair Value Measurements, SFAS No. 156, Accounting for Servicing of Financial Assets, SFAS No. 155, Accounting for Certain Hybrid Instruments, and SFAS No. 154, Accounting Changes and Error Corrections a replacement of APB Opinion No. 20 and FASB Statement No. 3, were recently issued. These recently-enacted accounting standards have no current applicability to the Company or their effect on the financial statements would not have been significant.

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

OVERVIEW

Since its inception on May 6, 2004, the Company attempted to establish a music library business that established a catalogue of copyrighted songs that it intended to license to parties who wished to use the songs and pay royalties for their use.

The Company encountered numerous problems and ceased its operations. The Company has now focused its efforts on seeking a business opportunity. The Company will attempt to locate and negotiate with a business entity for the merger of that target company into the Company. In certain instances, a target company may wish to become a subsidiary of the Company or may wish to contribute assets to the Company rather than merge. No assurances can be given that the Company will be successful in locating or negotiating with any target company. The Company will provide a method for a foreign or domestic private company to become a reporting ( public ) company whose securities are qualified for trading in the United States secondary market.

CRITICAL ACCOUNTING POLICIES

Management's discussion and analysis of the Company's financial condition and results of operations are based upon financial statements which have been prepared in accordance with U. S. generally accepted accounting principles. The following accounting policies significantly affect the way the financial statements are prepared.

**Principles of Consolidation:** The consolidated financial statements include the accounts of the Company and Rub Music Library, Inc., its wholly owned subsidiary. All significant inter-company balances and transactions have been eliminated.

**Cash and Cash Equivalents:** For purposes of the consolidated statements of cash flows, the Company considers all highly liquid investments with a maturity of three months or less to be cash equivalents. Since inception, the Company has not held any short-term investments considered to be cash equivalents.

**Accounts Receivable:** The Company records accounts receivable at the lower of cost or fair value. The Company estimates allowances for doubtful accounts based on its review of aged receivable balances, and writes off accounts receivable when management concludes the receivable is uncollectible. The Company considers accounts receivable to be past due or delinquent based on contractual terms. The Company had no accounts receivable at September 30,

2008 and December 31, 2007.

**Revenue Recognition:** The Company records royalty revenue when earned in accordance with the underlying agreements. Consulting and service revenue is recognized as services are performed. Through September 30, 2008, the Company had not earned any consulting and service revenues.

**Income Taxes:** The Company accounts for income taxes in accordance with Statement of Financial Accounting Standards No. 109, Accounting for Income Taxes. Deferred income taxes are provided for items reported in different periods for income tax purposes than for financial reporting purposes.

## OPERATIONS REVIEW

During the three-month and nine-month periods ended September 30, 2008 and 2007, the Company had no revenues as it had ceased operations.

General and administrative expenses consist primarily of legal and accounting fees, stock transfer fees, license and permits and bank charges. General and administrative expenses were \$7,267 and \$5,270 for the three months ended September 30, 2008 and September 30, 2007, respectively. General and administrative expenses were \$23,848 and \$6,942 for the nine months ended September 30, 2008 and September 30, 2007, respectively. The increase in general and administrative expenses in the nine months ended September 30, 2008 is due primarily to increased legal and accounting fees related to the filing of the Company's registration statement.

During the three-month and nine-month periods ended September 30, 2008, the Company incurred interest expense of \$712 and \$1,028, respectively, on a related party note payable to its CEO. During the nine months ended September 30, 2007, the Company incurred interest expense of \$35 on a note payable, which was repaid during that period.

The Company incurred income tax expense of \$100 during the three-month and nine-month periods ended September 30, 2008, consisting of state income taxes paid. The Company incurred income tax expense of \$1,600 during the nine months ended September 30, 2007, consisting of state income taxes payable.

## LIQUIDITY AND CAPITAL RESOURCES

At September 30, 2008, the Company had current assets of \$3,316, consisting of cash, and current liabilities of \$74,713, resulting in a working capital deficiency of \$71,397. Current liabilities at September 30, 2008 consist of trade accounts payable of \$10,309, accounts payable related party of \$21,776, note payable related party of \$40,000, accrued interest payable related party of \$1,028, and income taxes payable of \$1,600.

Since operations were discontinued effective January 1, 2007, the Company has had no source of revenues from which to pay its operating expenses. The Company will require additional capital from the sale of its common stock, debt or from other sources in order to pay its current obligations, and there can be no assurance that the Company will be successful in these efforts.

Net cash used in operating activities for the nine months ended September 30, 2008 was \$41,833, compared to net cash used in operating activities of \$18,251 for the same nine-month period in 2007. The net cash used in operating activities for the nine months ended September 30, 2008 included a reduction in trade accounts payable of \$16,285 and the reduction of income taxes payable of \$1,600. The net cash used in operating activities for the nine months ended September 30, 2007 included a reduction in trade accounts payable of \$3,334, the repayment of accounts payable related party of \$6,000 and the repayment of accrued interest payable of \$340.

No net cash was provided by or used in investing activities during the nine-month periods ended September 30, 2008 and 2007.

Net cash provided by financing activities for the nine months ended September 30, 2008 consisted of proceeds of \$40,000 from a note payable to the Company's CEO. Net cash used in financing activities for the nine months ended September 30, 2007 consisted of the repayment of notes payable of \$3,000.

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

The Company is currently not subject to market risks.

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

*(a) Evaluation of disclosure controls and procedures*



Our management, with the participation of our president and our chief financial officer, carried out an evaluation of the effectiveness of our "disclosure controls and procedures" (as defined in the Securities Exchange Act of 1934 (the "Exchange Act") Rules 13a-15(e) and 15-d-15(e)) as of the end of the period covered by this report (the "Evaluation Date"). Based upon that evaluation, our president and our chief financial officer concluded that, as of the Evaluation Date, our disclosure controls and procedures are effective to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act (i) is recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms and (ii) is accumulated and communicated to our management, including our president and our chief financial officer, as appropriate to allow timely decisions regarding required disclosure.

*(b) Changes in internal controls*

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

**PART II - OTHER INFORMATION**

**ITEM 1. LEGAL PROCEEDINGS**

The Company is not currently involved with any pending litigation.

**ITEM 1A. RISK FACTORS**

During the quarter ended September 30, 2008, there were no material changes to the risk factors previously reported by the Company in its Annual Report on Form 10-K for the year ended December 31, 2007.

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

During the quarter ended September 30, 2008, the Company had no unregistered sales of equity securities.

**ITEM 3. DEFAULTS UPON SENIOR SECURITIES**

None.

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

No matters were submitted to a vote of security holders during the quarter ended September 30, 2008.

**ITEM 5. OTHER INFORMATION**

None

**ITEM 6. EXHIBITS**

**Exhibit No.**

**Description**

31.1  
Certification of Principal Executive and Financial Officer pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934, as amended, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002\*

32.1  
Certification of Principal Executive and Financial Officer pursuant to 18 U.S.C Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002\*

\* Exhibits filed with this report

**SIGNATURES**

Pursuant to the requirements of section 13 or 15(d) of the Securities Exchange Act of 1934, as amended, the Registrant has caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**REGISTRANT**

**RUB MUSIC ENTERPRISES, INC.**

Dated: November 14, 2008

By: */s/ Cornelius A. Hofman*

Cornelius A. Hofman

(Principal Executive and Financial Officer)