FORM 10-Q

Quarterly report pursuant to sections 13 or 15(d)

Filing Date: **2013-01-14** | Period of Report: **2012-11-30**
SEC Accession No. 0001213900-13-000153

(HTML Version on secdatabase.com)

FILER

ZHONG SEN INTERNATIONAL TEA CO

CIK:**1434601**| IRS No.: **000000000** | State of Incorp.:**FL**
Type: **10-Q** | Act: **34** | File No.: **000-54163** | Film No.: **13527759**
SIC: **5140** Groceries & related products

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

FORM 10-Q

(Mark One)

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

For the quarterly period ended November 30, 2012

☐ **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: **000-54163**

Zhong Sen International Tea Company
(Exact name of registrant as specified in its Charter)

Florida	**26-2091212**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employee Identification No.)
14th Floor Guo Fang Building **No.68 Wu Yi Road** **Kunming City, Yunnan Province** **P. R. China**	**650000**
(Address of principal executive office)	(Zip Code)

(954) 247-4832
(Registrant's telephone number, including area code)

Not Applicable
(Former Name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the issuer was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.
Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐

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

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

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

Indicate the number of shares outstanding of each of the issuer's classes of common stock as of the latest practicable date: As of January 14, 2013, there were 20,000,000 shares of $0.001 par value common stock, issued and outstanding.

PART I: FINANCIAL INFORMATION

PART I - FINANCIAL INFORMATION

ITEM 1. Financial Statements

ZHONG SEN INTERNATIONAL TEA COMPANY
CONDENSED BALANCE SHEETS

ASSETS

	November 30, 2012 (Unaudited)	May 31, 2012
CURRENT ASSETS		
Cash	$ 365	$ 40
TOTAL ASSETS	$ 365	$ 40
LIABILITIES AND STOCKHOLDERS' DEFICIENCY		
CURRENT LIABILITIES		
Accounts payable and accrued expenses	$ 254,532	$ 223,637
Convertible debenture (Net of discount of $6,000 and $3,666 respectively)	-	822
Notes payable - related party	-	50
TOTAL LIABILITIES	254,532	224,509
COMMITMENTS AND CONTINGENCIES (SEE Note 4)		
STOCKHOLDERS' DEFICIENCY		
Common stock, $0.001 par value, 100,000,000 shares authorized, 20,000,000 and 20,000,000 shares issued and outstanding, respectively	20,000	20,000
Additional paid in capital	12,142,089	12,079,089
Accumulated deficit	(12,416,256)	(12,323,558)
Total Stockholders' Deficiency	(254,167)	(224,469)
TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIENCY	$ 365	$ 40

See Accompanying Notes to the Condensed Unaudited Financial Statements

ZHONG SEN INTERNATIONAL TEA COMPANY
CONDENSED STATEMENTS OF OPERATIONS
(UNAUDITED)

	For the Three Months Ended November 30, 2012	For the Three Months Ended November 30, 2011	For the Six Months Ended November 30, 2012	For the Six Months Ended November 30, 2011
Marketing revenue	$ -	$ -	$ -	$ -
OPERATING EXPENSES				
Officer's compensation	-	-	-	11,399,395
Professional fees	9,641	9,418	26,011	18,451
Consulting fees	30,000	30,000	60,000	60,000
General and administrative	622	598	1,239	1,204
Total Operating Expenses	40,263	40,016	87,250	11,479,050
NET LOSS FROM OPERATIONS	(40,263)	(40,016)	(87,250)	(11,479,050)
OTHER EXPENSE				
Interest Expense	(828)	-	(2,522)	-
Loss on early extinguishment of Beneficial Conversion Feature	(2,926)	-	(2,926)	-
NET LOSS BEFORE PROVISION FOR INCOME TAXES	(44,017)	(40,016)	(92,698)	(11,479,050)
PROVISION FOR INCOME TAXES	-	-	-	-
NET LOSS	$ (44,017)	$ (40,016)	$ (92,698)	$ (11,479,050)
Net loss per share - basic and diluted	$ (0.00)	$ (0.00)	$ (0.00)	$ (0.65)
Weighted average number of shares outstanding during the period - basic and diluted	20,000,000	20,000,000	20,000,000	17,612,149

See Accompanying Notes to the Condensed Unaudited Financial Statements

ZHONG SEN INTERNATIONAL TEA COMPANY
CONDENSED STATEMENTS OF CASH FLOWS
(UNAUDITED)

	For the Six Months Ended November 30,	
	2012	2011
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net loss	$ (92,698)	$ (11,479,050)
Adjustments to reconcile net loss to net cash used in operating activities:		
Common stock issued for services	-	11,399,395
Amortization expense	2,252	-
Loss on extinguishment of beneficial conversion feature	2,926	-
Changes in operating assets and liabilities:		
Increase in accounts payable	30,895	76,854
Net Cash Used In Operating Activities	(56,625)	(2,801)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Cash overdraft		9
Capital contribution - related party	63,000	-
Notes payable - related party	(50)	2,775
Repayment of Convertible Debenture	(6,000)	-
Net Cash Provided by Financing Activities	56,950	2,784
NET INCREASE/(DECREASE) IN CASH	325	(17)
CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD	40	17
CASH AND CASH EQUIVALENTS AT END OF PERIOD	$ 365	$ -
Supplemental Disclosure of Cash Flow Information:		
Cash paid for interest	$ 369	$ -
Cash paid for taxes	$ -	$ -

See Accompanying Notes to the Condensed Unaudited Financial Statements

ZHONG SEN INTERNATIONAL TEA COMPANY
NOTES TO THE CONDENSED FINANCIAL STATEMENTS
AS OF NOVEMBER 30, 2012
(UNAUDITED)

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND ORGANIZATION

Basis of Presentation

The accompanying condensed unaudited financial statements are presented in accordance with generally accepted accounting principles for interim financial information and the instructions to Form 10-Q and item 310 under subpart A of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. In the opinion of management, all adjustments (consisting only of normal occurring accruals) considered necessary in order to make the financial statements not misleading, have been included. Operating results for the six months ended November 30, 2012 are not necessarily indicative of results that may be expected for the year ending May 31, 2013.

Organization

Zhong Sen International Tea Company (the “Company”) was incorporated on January 30, 2008, in the State of Florida. The Company has the principal business objective of providing sales and marketing consulting services to small to medium sized Chinese tea producing companies who wish to export and distribute high quality Chinese tea products worldwide. The Company commenced business activities in August, 2008, when it entered into a related party Sales and Marketing Agreement with Yunnan Zhongsen Group, Ltd (YZG) (a/k/a Yunnan Zhongsen Commercial Forest Plantation Group Inc., a/k/a Yunnan Zhongsen Forest Co., Ltd.), a company located in Kunming, China, to provide sales and marketing consulting services for YZG’s tea and tea related business lines.

Functional Currency

We reviewed the requirements as set forth in FASB ASC 830-10-55-4, "in those instances in which the indicators are mixed and the functional currency is not obvious, management's judgment will be required to determine the functional currency that most faithfully portrays the economic results of the entity's operations and thereby best achieves the objectives of foreign currency translation set forth in paragraph 830-10-10-2." Paragraph 830-10-10-2 provides that the foreign currency translation must accurately reflect the reporting company's cash flows and equity when applying a rate change. Both our functional and reporting currency is US Dollars. The Company uses the US Dollar as this is the economic environment of its operations. The Company maintains its bank account in US Dollars, pays invoices in US Dollars, and most agreements require the amounts to be settled in US Dollars. We therefore feel that the US Dollar is our functional currency.

Use of Estimates

The preparation of the financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amount of assets and liabilities, and disclosure of contingent liabilities at the date of the financial statements, and the reported amount of revenues and expenses during the reporting period. Significant estimates include the valuation of deferred taxes and the reserve for doubtful accounts. Actual results could differ from those results.

Revenue Recognition

The Company recognizes revenue from marketing arrangements in accordance with FASB ASC No. 605, “Revenue Recognition.” In all cases, revenue is recognized at the time the commissions or fees have been earned, which is upon the completion of the sale and when the price is fixed and determinable, persuasive evidence of an arrangement exists, the service is performed and collectability of the resulting receivable is reasonably assured.

Cash and Cash Equivalents, and Credit Risk

For purposes of reporting cash flows, the Company considers all cash accounts with maturities of 90 days or less and which are not subject to withdrawal restrictions or penalties, as cash and cash equivalents in the accompanying balance sheet.

Accounts Receivable

The Company is required to estimate the collectability of its accounts receivable. The Company's reserve for doubtful accounts is estimated by management based on a review of historic losses and the age of existing receivables from specific customers. As of November 30, 2012 and May 31, 2012, the Company recorded a reserve for doubtful accounts of $32,640 and $32,640, respectively.

Concentration of Credit Risk

During the six months ended November 30, 2012 and 2011 the Company recorded no sales and no changes to accounts receivable. As of November 30, 2012 and May 31, 2012, accounts receivable has been fully reserved (see Accounts Receivable note above).

Stock Compensation

The Company follows FASB Accounting Standards Codification No. 718 – Compensation – Stock Compensation for share based payments to employees. The Company follows FASB Accounting Standards Codification No. 505 for share based payments to Non-Employees

Segments

The Company operates in one segment and therefore segment information is not presented.

Fair Value of Financial Instruments

The carrying amounts of the Company's financial instruments including accounts receivable, loans payable to shareholders, accounts payable and accrued expenses approximate fair value due to the relatively short period to maturity for these instruments.

Earnings Per Share

Basic and diluted net loss per common share is computed based upon the weighted average common shares outstanding as defined by FASB ASC No. 260, "Earnings Per Share." As of November 30, 2012 and November, 2011, there were no common share equivalents outstanding.

Recent Accounting Pronouncements

In December 2011, FASB issued Accounting Standards Update 2011-11, Balance Sheet - Disclosures about Offsetting Assets and Liabilities" to enhance disclosure requirements relating to the offsetting of assets and liabilities on an entity's balance sheet. The update requires enhanced disclosures regarding assets and liabilities that are presented net or gross in the statement of financial position when the right of offset exists, or that are subject to an enforceable master netting arrangement. The new disclosure requirements relating to this update are retrospective and effective for annual and interim periods beginning on or after January 1, 2013. The update only requires additional disclosures, as such, we do not expect that the adoption of this standard will have a material impact on our results of operations, cash flows or financial condition.

In July, 2012, FASB issued Accounting Standards Update 2012-2, "Intangibles – Goodwill and Other about Testing Indefinite-Lived Intangible Assets for Impairment" to reduce the cost and complexity of performing an impairment test for indefinite-lived intangible assets by simplifying how an entity tests those assets for impairment and to improve consistency in impairment testing guidance among long-lived asset categories. The amendments permit an entity first to assess qualitative factors to determine whether it is greater than 50 percent more likely than not that an indefinite-lived intangible asset is impaired as a basis for determining whether it is necessary to perform the quantitative impairment test. The amendments are effective for annual and interim impairment tests performed for fiscal years beginning after September 15, 2012. Early adoption is permitted, including for annual and interim impairment tests performed as of a date before July 27, 2012, if a public entity's financial statements for the most recent annual or interim period have not yet been issued. Our Sales and Marketing Agreement with Related Party was fully impaired during the year ended May 31, 2011, and as such, we do not expect that the adoption of this standard will have a material impact on our results of operations, cash flows or financial condition.

NOTE 2 – OTHER RELATED PARTY TRANSACTIONS

During the year ended May 31, 2012, the Board of Directors authorized the issuance of 18,998,992 common shares to our President and CEO as compensation, with a fair value of $11,399,395 at $0.60 per share, the last cash offering price of our common stock (See Note 6).

During the year ended May 31, 2012, a related party stockholder loaned the Company $3,825 and $3,775 was repaid. The loans were interest free and payable on demand. The notes were repaid on October 15, 2012.

On September 21, 2012, a related party stockholder loaned the company $50 for the sole purpose of funding ongoing operations. The note was interest free and payable on demand. The note was repaid on October 15, 2012.

On September 29, 2012, our President entered into a non-binding letter of intent to sell all of her stock in the Company to a number of independent third parties. In connection with the letter of intent, the buyers gave the President a $50,000 deposit in exchange for an exclusivity period, which ended on November 30, 2012. The deposit became non-refundable on October 14, 2012, upon the buyers completion of their due diligence. On October 15, 2012 the President contributed the $50,000 to the Company for the sole purpose of funding ongoing operations. If the sale of the stock is completed, the transaction will result in a change in control of the Company, although no guarantees can be made that this transaction will be completed. On November 30, 2012, the exclusivity period was extended until December 31, 2012. (See note 7)

NOTE 3 – CONSULTING AGREEMENTS

On September 1, 2008 the Company entered into an agreement with EverAsia Financial Consultant Co., Ltd, a related party, whereby the Company will pay $5,000 per month to EverAsia Financial Consultant Co., Ltd beginning September 1, 2008 and ending December 31, 2009 for consulting services. On December 31, 2009, the contract was extended until December 31, 2011. On January 1, 2012, the contract was extended until December 31, 2012. During the six months ended November 30, 2012 and 2011 the Company recorded an expense of $30,000 and $30,000, respectively. EverAsia Financial Consultant Co provides consulting services as they pertain to complying with business practices in the US as they differ from Chinese business practices and advisory services with regard to business expansion.

On September 1, 2008 the Company entered into an agreement with EverAsia Financial Group, Inc., a related party shareholder, whereby the Company will pay. $5,000 per month to EverAsia Financial Group, beginning September 1, 2008 and ending December 31, 2009, for advisory and office management services. On December 31, 2009, the contract was extended until December 31, 2011. On January 1, 2012, the contract was extended until December 31, 2012. During the six months ended November 30, 2012 and 2011, the Company recorded an expense of $30,000 and $30,000, respectively. EverAsia Financial Group provides regulatory compliance advisory services, general bookkeeping services, registered agent services and mail, phone and office hosting in the United States.

NOTE 4 – COMMITMENTS AND CONTINGENCIES

CONVERTIBLE DEBENTURE

On April 11, 2012, the Company issued a one year 12% Convertible Debenture ("Debenture") in the principal amount of $6,000, to an individual for the sole purpose of funding ongoing operations. The principal and accrued interest of the Debenture was convertible on October 11, 2012 into shares of common stock, par value $0.001 per share, at a conversion price of $0.01 per share. The Company recorded a debt discount of $6,000 for the beneficial conversion feature. On October 15, 2012, the Company repaid the Convertible Debenture in the principal amount of $6,000 and accrued interest of $369. Amortization Expense and loss on early extinguishment of the beneficial conversion feature at November 30, 2012 was $2,252 and $2,926, respectively. The following table outlines the carrying balance of the debt discount and the related accumulated amortization: (See Note 5)

	November 30, 2012	May 31, 2012
Loan Amount	$ -	$ 6,000
Discount	-	(5,178)
Balance	$ -	$ 822

During the year ended May 31, 2012, a stockholder loaned the Company $3,825 of which $3,775 was repaid. The loan was interest free and payable on demand. The note was repaid on October 15, 2012 (See Note 2).

NOTE 5 - STOCKHOLDERS' EQUITY

During the year ended May 31, 2012, the Board of Directors authorized the issuance of 18,998,992 common shares to our President and CEO as compensation, with a fair value of $11,399,395 at $0.60 per share, the last cash offering price of our common stock. The shares were issued in reliance on the exemption under Section 4(2) of the Securities Act of 1933, as amended (See Note 3).

On April 11, 2012, the Company issued a one year 12% Convertible Debenture ("Debenture") in the principal amount of $6,000, to an individual for the sole purpose of funding ongoing operations. The principal and accrued interest of the Debenture was convertible on October 11, 2012 into shares of common stock, par value $0.001 per share, at a conversion price of $0.01 per share. The Company recorded a debt discount of $6,000 for the beneficial conversion feature. Amortization of the debt discount, which is recorded under interest expense in the statements of operations, amounted to $2,252 and $0 for the six month period ended November 30, 2012 and 2011 respectively. On October 15, 2012, the Company repaid the Convertible Debenture in the principal amount of $6,000 and accrued interest of $369. (See Note 4).

On June 12, 2012, a related party contributed $13,000 to the Company. This payment was accounted for as Additional Paid in Capital.

On October 15, 2012, our President contributed $50,000 to the Company to fund ongoing operations. This payment was accounted for as Additional Paid in Capital.

NOTE 6 - GOING CONCERN

The Company's financial statements have been presented on the basis that it is a going concern, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. For the six months ended November 30, 2012 the Company has a net loss of $92,698, a working capital deficiency and stockholders' deficiency of $254,167 and has an accumulated deficit of $12,416,256 as of November 30, 2012. These factors raise substantial doubt about the Company's ability to continue as a going concern. Management continues to provide consulting services to the Company's main customer and related party, YZG, in anticipation that economic conditions will improve and that YZG will be able to resume making payments under the Marketing Agreement. Management continues to actively seek additional sources of capital to fund current and future operations. There is no assurance that the Company will be successful in continuing to raise additional capital and establish its business model. These unaudited financial statements do not include any adjustments that might result from the outcome of these uncertainties.

NOTE 7 – SUBSEQUENT EVENTS

On December 31, 2012, the exclusivity period related to the Letter of Intent was extended until January 31, 2013. (See Note 2)

On January 7, EverAsia Financial Group, Inc., a related party, loaned the Company $5,000 to fund ongoing operations. The note is interest free and is payable on demand.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operation

The following discussion contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934 relating to future events or our future performance. Actual results may materially differ from those projected in the forward-looking statements as a result of certain risks and uncertainties set forth in this prospectus. Although management believes that the assumptions made and expectations reflected in the forward-looking statements are reasonable, there is no assurance that the underlying assumptions will, in fact, prove to be correct or that actual results will not be different from expectations expressed in this report.

BUSINESS OVERVIEW

Zhong Sen International Tea Company (the "Company") was incorporated on January 30, 2008, in the State of Florida. The Company has the principal business objective of providing sales and marketing consulting services to small to medium sized Chinese tea producing companies who wish to export and distribute high quality Chinese tea products worldwide. The Company commenced business activities in August 2008, when it entered into a related party Sales and Marketing Agreement with Yunnan Zhongsen Group, Ltd ("YZG") , a related party company located in Kunming, China (the "YZG Agreement"), to provide sales and marketing consulting services for YZG's tea and tea related business lines. During the year ended May 31, 2009, the Company exited the development stage.

RESULTS OF OPERATION

Results of Operations for the Three Months Ended November 30, 2012 as Compared to the Three Months ended November 30, 2011

Total Revenues

We had revenues of $0 for the three months ended November 30, 2012 and $0 for the three months ended November 30, 2011. We are entitled to receive 20% of YZG's sales through YZG Agreement. Due to operational and cash flow issues with YZG, a related party and our sole customer, management has determined that future collections under our marketing agreement are doubtful and stopped recording sales in the fourth quarter of 2010 related to the YZG Agreement.

Operating Expenses

Operating expenses for the three months ended November 30, 2012 totaled $40,262 as compared to $40,015 for the three months ended November 30, 2011. Accounting and auditing costs increased by approximately $2,000 while other professional fees decreased by approximately the same amount during the three month period ended November 30, 2012, as compared to the three month period ended November 30, 2011.

Net Loss

Net loss was $44,017 for the three months ended November 30, 2012, as compared to a net loss of $40,016 for the three months ended November 30, 2011. Accounting and audit costs increased by approximately $2,000 while other professional fees decreased by approximately the same amount during the three month period ended November 30, 2012, as compared to the three month period ended November 30, 2011. Additionally, we recorded a loss of $3,755 on the early extinguishment of the beneficial conversion feature of an outstanding convertible debenture that was repaid during the quarter.

Results of Operations for the Six Months Ended November 30, 2012 as Compared to the Six Months ended November 30, 2011

Total Revenues

We had revenues of $0 for the six months ended November 30, 2012 and $0 for the six months ended November 30, 2011. We are entitled to receive 20% of YZG's sales through the YZG Agreement. Due to operational and cash flow issues with YZG, a related party and our sole customer, management has determined that future collections under t are doubtful and stopped recording sales in the fourth quarter of 2010 related to the YZG Agreement.

Operating Expenses

Operating expenses for the six months ended November 30, 2012 totaled $87,250 as compared to $11,479,050 for the six months ended November 30, 2011. During the first quarter of 2011, we issued 18,998,992 shares of common stock, with a value of $11,399,395, at the most recent cash sale price of $0.60 per share, to our President for her service to the Company. Exclusive of the stock issuance, accounting and audit costs increased by approximately $8,000, while other professional fees remained substantially the same during the six month period ended November 30, 2012, as compared to the three month period ended November 30, 2011.

Net Loss

Net loss was $92,698 for the six months ended November 30, 2012, as compared to a net loss of $11,479,051 for the six months ended November 30, 2011. During the first quarter of 2011, we issued 18,998,992 shares of common stock, with a value of $11,399,395, at the most recent cash sale price of $0.60 per share, to our President for her service to the Company. Exclusive of the stock issuance, accounting and audit costs increased by approximately $8,000 while other professional fees remained substantially the same during the six month period ended November 30, 2012, as compared to the six month period ended November 30, 2011. Additionally, we recorded a loss of $3,755 on the early extinguishment of the beneficial conversion feature of an outstanding convertible debenture that was repaid during the second quarter.

LIQUIDITY AND CAPITAL RESOURCES

As of November 30, 2012, we have assets of $365, consisting of cash of $365, and total liabilities of $254,532, consisting of accounts payable of $254,532. As compared to May 31, 2012 we had assets of $40 consisting of cash of $40 and total liabilities of $224,509, consisting of accounts payable of $223,637, notes payable from related party of $50, convertible debenture payable (net of discount) of $822.

Cash and cash equivalents from inception to date have been insufficient to cover our expenses. Current cash on hand is insufficient to support our operations for the next twelve months. Therefore, we will require additional funds to continue to implement and expand our business plan during the next twelve months.

PLAN OF OPERATIONS

Our plan of operations for the next twelve months is focused on the following primary objectives.

1. Attempt to find additional customers to purchase tea products from our contracted supplier, Yunnan Zhongsen Group, Ltd.;
2. Raise capital through private debt or equity offerings; and
3. Identifying potential candidates for merger or acquisition opportunities

Subject to the requisite financing, we believe that we can complete the following objectives within the time period specified:

Supply Agreements

In August 2008, we entered into a related party agreement with Yunnan Zhongsen Group, Ltd., or YZG, a Chinese company located in Kunming, Yunnan Province, People's Republic of China (the "YZG Agreement"), which caused us to become YZG's exclusive sales and marketing agent worldwide. Under the YZG Agreement, we are to receive a commission from YZG of 20% of their global sales, payable each month based on their sales figures, however no commissions have been earned since 2010. On August 29, 2008, the effective date of the transaction, we issued 831,667 shares to approximately 4,200 shareholders in exchange for the sales and marketing agreement. Additionally, our former sole director and officer named a new board of directors, and hired new executive officers, and resigned his positions at the Company. Due to operational and cash flow issues with YZG, a related party and our sole customer, management has determined that future collections under our marketing agreement are doubtful and stopped recording sales in the fourth quarter of 2010 related to this agreement. It is doubtful that YZG will ever be able to perform under the YZG Agreement again.

Sales and Marketing

All sales are generated by external sales representatives at our related party main supplier, YZG. The tea products are positioned as high-end luxury products. The 3,000 year history of these limited production, highly prized tea products will be essential in positioning and in differentiating them from the current American and European viewpoint of commercially produced tea, as well as setting it apart from much of the other tea products offered throughout Asia. The history, culture and ritual surrounding the production of the tea leaf and the ritual of the service and presentation of this luxury item will be exploited and are critical to the positioning of the product.

Our company suggests both direct sales and indirect sales through channel marketing to our client as the methods of getting the product to the worldwide consumer. Direct sales can occur in person, via the phone, the Internet or by mail. Indirect, or channel sales typically refers to sales through a reseller. A reseller can order from us directly, or from a wholesale distributor. In any case, our compensation is directly affected by our client's sales volume.

We suggest to our client, YZG that they can minimize channel conflicts by employing one or more of the following strategies:

- Segmentation of the product line;

- Establishment of limited or exclusive territories;

- Design price differentiation from direct sales and channels sales providing a cost incentive for the consumer to purchase from the reseller;

- Establishment of rotating promotions for resellers; and/or

- Design a tiered system that would establish reseller levels rewarding higher volume resellers with improved margins.

Based on our recommendations, YZG established and manage their channel marketing program worldwide by establishing a competitive reseller program, recruiting resellers, preparing proper reseller collateral, creating reseller kits, managing the reseller database using Partner Relationship Management (PRM) software, ensuring proper merchandising, ensuring adequate stocking levels, providing reseller education and managing seeding programs. The channel program allows this company to produce a large volume of sales utilizing its existing human resources. Direct sales can be managed mostly by technology through applications available through the Internet, such as, on-line stores with credit card processing portals to accumulate sales orders from direct sales. The proper implementation of these programs effectively eliminates the need for the hiring of additional staff for a significant period of time by the use of technology and the multiplication of resources by contracting with distributors or other resellers.

Revenue Model

Our revenue model contemplates a single form of revenue, but from multiple sources. We anticipate earning our revenue based on the success of our sales and marketing efforts provided to our related party tea producer, YZG. We are to earn a percentage of sales directly related to our efforts, though no commissions have been earned since 2010. Management has determined that future collections under our related party Sales and Marketing Agreement are doubtful and stopped recording sales in the fourth quarter of 2010 related to this agreement.

Acquisition or Merger Candidates

We will attempt to locate and negotiate with a business entity for a combination with us. The combination will normally take the form of a merger, stock- for-stock exchange or stock-for-assets exchange. In most instances the target company will wish to structure the business combination to be within the definition of a tax-free reorganization under Section 351 or Section 368 of the Internal Revenue Code of 1986, as amended. No assurances can be given that we will be successful in locating or negotiating with any target company.

Employees

As of November 30, 2012, we have no employees. Our officers and directors contribute their services at no cost to the Company.

GOING CONCERN

As reflected in the accompanying unaudited financial statements, we have a net loss of $92,698, a working capital deficiency of $254,167 and an accumulated deficit of $12,416,256 as of November 30, 2012. This raises substantial doubt about our ability to continue as a going concern. Our ability to continue as a going concern is dependent on our ability to raise additional capital and implement our business plan. The financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern. In June, 2012, a related party contributed $13,000 to the Company, and in October, 2012, our President contributed $50,000 to the Company.

We believe that actions presently being taken to obtain additional funding and implement our strategic plans provide the opportunity for us to continue as a going concern.

CRITICAL ACCOUNTING PRONOUNCEMENTS

Our financial statements and related public financial information are based on the application of generally accepted accounting principles in the United States ("GAAP"). GAAP requires the use of estimates, assumptions, judgments and subjective interpretations of accounting principles that have an impact on the assets, liabilities, revenues and expense amounts reported. These estimates can also affect supplemental information contained in our external disclosures including information regarding contingencies, risk and financial condition. We believe our use of estimates and underlying accounting assumptions adhere to GAAP and are consistently and conservatively applied. We base our estimates on historical experience and on various other assumptions that we believe to be reasonable under the circumstances. Actual results may differ materially from these estimates under different assumptions or conditions. We continue to monitor significant estimates made during the preparation of our financial statements.

Our significant accounting policies are summarized in Note 1 of our financial statements. While all these significant accounting policies impact its financial condition and results of operations, we view certain of these policies as critical. Policies determined to be critical are those policies that have the most significant impact on our financial statements and require management to use a greater degree of judgment and estimates. Actual results may differ from those estimates. Our management believes that given current facts and circumstances, it is unlikely that applying any other reasonable judgments or estimate methodologies would cause effect on our results of operations, financial position or liquidity for the periods presented in this report.

Revenue Recognition

We recognize revenue on arrangements in accordance with FASB ASC No. 605, "Revenue Recognition". In all cases, revenue is recognized only when the price is fixed and determinable, persuasive evidence of an arrangement exists, the service is performed and collectability of the resulting receivable is reasonably assured.

RECENT ACCOUNTING PRONOUNCEMENTS

In December 2011, FASB issued Accounting Standards Update 2011-11, Balance Sheet - Disclosures about Offsetting Assets and Liabilities" to enhance disclosure requirements relating to the offsetting of assets and liabilities on an entity's balance sheet. The update requires enhanced disclosures regarding assets and liabilities that are presented net or gross in the statement of financial position when the right of offset exists, or that are subject to an enforceable master netting arrangement. The new disclosure requirements relating to this update are retrospective and effective for annual and interim periods beginning on or after January 1, 2013. The update only requires additional disclosures, as such, we do not expect that the adoption of this standard will have a material impact on our results of operations, cash flows or financial condition.

In July, 2012, FASB issued Accounting Standards Update 2012-2, “Intangibles – Goodwill and Other about Testing Indefinite-Lived Intangible Assets for Impairment” to reduce the cost and complexity of performing an impairment test for indefinite-lived intangible assets by simplifying how an entity tests those assets for impairment and to improve consistency in impairment testing guidance among long-lived asset categories. The amendments permit an entity first to assess qualitative factors to determine whether it is greater than 50 percent more likely than not that an indefinite-lived intangible asset is impaired as a basis for determining whether it is necessary to perform the quantitative impairment test. The amendments are effective for annual and interim impairment tests performed for fiscal years beginning after September 15, 2012. Early adoption is permitted, including for annual and interim impairment tests performed as of a date before July 27, 2012, if a public entity’s financial statements for the most recent annual or interim period have not yet been issued. Our Sales and Marketing Agreement with Related Party was fully impaired during the year ended May 31, 2011, and as such, we do not expect that the adoption of this standard will have a material impact on our results of operations, cash flows or financial condition.

OFF-BALANCE SHEET ARRANGEMENTS

We do not have any off-balance sheet arrangements, financings, or other relationships with unconsolidated entities or other persons, also known as “special purpose entities” (“SPE”s).

Item 3. Quantitative and Qualitative Disclosures about Market Risks

Not applicable because we are a smaller reporting company.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

Pursuant to Rule 13a-15(b) under the Securities Exchange Act of 1934 (“Exchange Act”), the Company carried out an evaluation, with the participation of the Company’s management, including the Company’s Chief Executive Officer (“CEO”) and Chief Financial Officer (“CFO”), of the effectiveness of the Company’s disclosure controls and procedures (as defined under Rule 13a-15(e) under the Exchange Act) as of the end of the period covered by this report. Based upon that evaluation, the Company’s CEO and CFO concluded that the Company’s disclosure controls and procedures were not effective to ensure that information required to be disclosed by the Company in the reports that the Company files or submits under the Exchange Act, is recorded, processed, summarized and reported, within the time periods specified in the SEC’s rules and forms, and that such information is accumulated and communicated to the Company’s management, including the Company’s CEO and CFO, as appropriate, to allow timely decisions regarding required disclosure as a result of continuing material weaknesses in its internal control over financial reporting.

As disclosed in the Company’s Annual Report on Form 10-K for the year ended May 31, 2012, during the assessment of the effectiveness of internal control over financial reporting as of May 31, 2012, our management identified material weaknesses related to the lack of requisite U.S. GAAP expertise of our CFO. Additionally, we do not have an independent audit committee. This lack of expertise to prepare, evaluate and review our financial statements in accordance with U.S. GAAP constitutes a material weakness in our internal control over financial reporting. Until such time as we hire the proper internal accounting staff with the requisite U.S. GAAP experience, and we appoint qualified independent directors to the Board of Directors and audit committee, it is unlikely we will be able to remediate the material weakness in our internal control over financial reporting.

Changes in Internal Controls Over Financial Reporting

There have been no changes in the Company's internal control over financial reporting during the latest fiscal quarter that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

PART II - OTHER INFORMATION

Item 1. Legal Proceedings.

Currently we are not aware of any litigation pending or threatened by or against the Company.

Item 1A. Risk Factors

Not applicable because we are a smaller reporting company.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

None.

Item 3. Defaults Upon Senior Securities.

None.

Item 4. Mine Safety Disclosures

Not Applicable.

Item 5. Other Information.

None.

Item 6. Exhibits.

Exhibit No.	Description
31.1	Certification of Principal Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of Principal Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1*	Certification of Principal Executive Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2*	Certification of Principal Financial Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS†	XBRL Instance Document
101.SCH†	XBRL Taxonomy Extension Schema Document
101.CAL†	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF†	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB†	XBRL Taxonomy Extension Label Linkbase Document
101.PRE†	XBRL Taxonomy Extension Presentation Linkbase Document

* In accordance with SEC Release 33-8238, Exhibits 32.1 and 32.2 are being furnished and not filed.
† Furnished herewith. XBRL (eXtensible Business Reporting Language) information is furnished and not filed or a part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, is deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and otherwise is not subject to liability under these sections.

SIGNATURES

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

ZHONG SEN INTERNATIONAL TEA COMPANY

Date: January 14, 2013

By: */s/ Li Wang*
Li Wang
Chief Executive Officer
(Duly Authorized Officer and Principal Executive Officer)

By: */s/ Binquan Zhang*
Binquan Zhang
Chief Financial Officer
(Duly Authorized Officer and Principal Financial Officer)

EXHIBIT 31.1

CERTIFICATION
OF PRINCIPAL EXECUTIVE OFFICER
PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO SECTION 302 OF
THE SARBANES-OXLEY ACT OF 2002

I, Li Wang, certify that:

1. I have reviewed this Form 10-Q of Zhong Sen International Tea Company;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods present in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13-a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding there liability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principals;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financing reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involved management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: January 14, 2013

By: */s/ Li Wang*
Li Wang
Chief Executive Officer
(Duly Authorized Officer and Principal
Executive Officer)

EXHIBIT 31.2

CERTIFICATION
OF PRINCIPAL FINANCIAL OFFICER
PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO SECTION 302 OF
THE SARBANES-OXLEY ACT OF 2002

I, Binquan Zhang, certify that:

1. I have reviewed this Form 10-Q of Zhong Sen International Tea Company;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods present in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13-a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding there liability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principals;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financing reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involved management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: January 14, 2013

By: */s/ Binquan Zhang*
Binquan Zhang
Chief Financial Officer
(Duly Authorized Officer and Principal
Financial Officer)

EXHIBIT 32.1

CERTIFICATION OF
PRINCIPAL EXECUTIVE OFFICER
PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO SECTION 906
OF THE SARBANES-OXLEY ACT OF 2002

In connection with the accompanying Quarterly Report on Form 10-Q of Zhong Sen International Tea Company for the period ended November 30, 2012, I, Li Wang, Chief Executive Officer of Zhong Sen International Tea Company hereby certify pursuant to 18 U.S.C. Section 1350, as adopted pursuant to section 906 of the Sarbanes-Oxley Act of 2002, to the best of my knowledge and belief, that:

1. Such Quarterly Report of Form 10-Q for the period ended November 30, 2012, fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. The information contained in such Quarterly Report on Form 10-Q for the period ended November 30, 2012, fairly represents in all material respects, the financial condition and results of operations of Zhong Sen International Tea Company.

Date: January 14, 2013

By: */s/ Li Wang*
Li Wang
Chief Executive Officer
(Duly Authorized Officer and
Principal Executive Officer)

EXHIBIT 32.2

**CERTIFICATION OF
PRINCIPAL FINANCIAL OFFICER
PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO SECTION 906
OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the accompanying Quarterly Report on Form 10-Q of Zhong Sen International Tea Company for the period ended November 30, 2012, I, Binquan Zhang, Chief Financial Officer of Zhong Sen International Tea Company hereby certify pursuant to 18 U.S.C. Section 1350, as adopted pursuant to section 906 of the Sarbanes-Oxley Act of 2002, to the best of my knowledge and belief, that:

1. Such Quarterly Report of Form 10-Q for the period ended November 30, 2012, fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. The information contained in such Quarterly Report on Form 10-Q for the period ended November 30, 2012, fairly represents in all material respects, the financial condition and results of operations of Zhong Sen International Tea Company.

Date: January 14, 2013

By: */s/ Binquan Zhang*
Binquan Zhang
Chief Financial Officer
(Duly Authorized Officer and
Principal Financial Officer)

Commitments and Contingencies	6 Months Ended Nov. 30, 2012
Commitments and Contingencies [Abstract]	
COMMITMENTS AND CONTINGENCIES	**NOTE 4 – COMMITMENTS AND CONTINGENCIES**

NOTE 4 – COMMITMENTS AND CONTINGENCIES

CONVERTIBLE DEBENTURE

On April 11, 2012, the Company issued a one year 12% Convertible Debenture ("Debenture") in the principal amount of $6,000, to an individual for the sole purpose of funding ongoing operations. The principal and accrued interest of the Debenture was convertible on October 11, 2012 into shares of common stock, par value $0.001 per share, at a conversion price of $0.01 per share. The Company recorded a debt discount of $6,000 for the beneficial conversion feature. On October 15, 2012, the Company repaid the Convertible Debenture in the principal amount of $6,000 and accrued interest of $369. Amortization Expense and loss on early extinguishment of the beneficial conversion feature at November 30, 2012 was $2,252 and $2,926, respectively. The following table outlines the carrying balance of the debt discount and the related accumulated amortization: (See Note 5)

	November 30, 2012	May 31, 2012
Loan Amount	$ -	$ 6,000
Discount	-	(5,178)
Balance	$ -	$ 822

During the year ended May 31, 2012, a stockholder loaned the Company $3,825 of which $3,775 was repaid. The loan was interest free and payable on demand. The note was repaid on October 15, 2012 (See Note 2).

Consulting Agreements	6 Months Ended Nov. 30, 2012
Consulting Agreements [Abstract]	
CONSULTING AGREEMENTS	**NOTE 3 – CONSULTING AGREEMENTS** On September 1, 2008 the Company entered into an agreement with EverAsia Financial Consultant Co., Ltd, a related party, whereby the Company will pay $5,000 per month to EverAsia Financial Consultant Co., Ltd beginning September 1, 2008 and ending December 31, 2009 for consulting services. On December 31, 2009, the contract was extended until December 31, 2011. On January 1, 2012, the contract was extended until December 31, 2012. During the six months ended November 30, 2012 and 2011 the Company recorded an expense of $30,000 and $30,000, respectively. EverAsia Financial Consultant Co provides consulting services as they pertain to complying with business practices in the US as they differ from Chinese business practices and advisory services with regard to business expansion. On September 1, 2008 the Company entered into an agreement with EverAsia Financial Group, Inc., a related party shareholder, whereby the Company will pay. $5,000 per month to EverAsia Financial Group, beginning September 1, 2008 and ending December 31, 2009, for advisory and office management services. On December 31, 2009, the contract was extended until December 31, 2011. On January 1, 2012, the contract was extended until December 31, 2012. During the six months ended November 30, 2012 and 2011, the Company recorded an expense of $30,000 and $30,000, respectively. EverAsia Financial Group provides regulatory compliance advisory services, general bookkeeping services, registered agent services and mail, phone and office hosting in the United States.

Condensed Balance Sheets (USD $)	Nov. 30, 2012	May 31, 2012
CURRENT ASSETS		
Cash	$ 365	$ 40
TOTAL ASSETS	365	40
CURRENT LIABILITIES		
Accounts payable and accrued expenses	254,532	223,637
Convertible debenture (Net of discount of $6,000 and $3,666 respectively)		822
Notes payable - related party		50
TOTAL LIABILITIES	254,532	224,509
COMMITMENTS AND CONTINGENCIES (SEE Note 4)		
STOCKHOLDERS' DEFICIENCY		
Common stock, $0.001 par value, 100,000,000 shares authorized, 20,000,000 and 20,000,000 shares issued and outstanding, respectively	20,000	20,000
Additional paid in capital	12,142,089	12,079,089
Accumulated deficit	(12,416,256)	(12,323,558)
Total Stockholders' Deficiency	(254,167)	(224,469)
TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIENCY	$ 365	$ 40

Summary of Significant Accounting Policies and Organization	6 Months Ended Nov. 30, 2012
Summary Of Significant Accounting Policies and Organization [Abstract]	
SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND ORGANIZATION	

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND ORGANIZATION

Basis of Presentation

The accompanying condensed unaudited financial statements are presented in accordance with generally accepted accounting principles for interim financial information and the instructions to Form 10-Q and item 310 under subpart A of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. In the opinion of management, all adjustments (consisting only of normal occurring accruals) considered necessary in order to make the financial statements not misleading, have been included. Operating results for the six months ended November 30, 2012 are not necessarily indicative of results that may be expected for the year ending May 31, 2013.

Organization

Zhong Sen International Tea Company (the "Company") was incorporated on January 30, 2008, in the State of Florida. The Company has the principal business objective of providing sales and marketing consulting services to small to medium sized Chinese tea producing companies who wish to export and distribute high quality Chinese tea products worldwide. The Company commenced business activities in August, 2008, when it entered into a related party Sales and Marketing Agreement with Yunnan Zhongsen Group, Ltd (YZG) (a/k/a Yunnan Zhongsen Commercial Forest Plantation Group Inc., a/k/a Yunnan Zhongsen Forest Co., Ltd.), a company located in Kunming, China, to provide sales and marketing consulting services for YZG's tea and tea related business lines.

Functional Currency

We reviewed the requirements as set forth in FASB ASC 830-10-55-4, "in those instances in which the indicators are mixed and the functional currency is not obvious, management's judgment will be required to determine the functional currency that most faithfully portrays the economic results of the entity's operations and thereby best achieves the objectives of foreign currency translation set forth in paragraph 830-10-10-2." Paragraph 830-10-10-2 provides that the foreign currency translation must accurately reflect the reporting company's cash flows and equity when applying a rate change. Both our functional and reporting currency is US Dollars. The Company uses the US Dollar as this is the economic environment of its operations. The Company maintains its bank account in US Dollars, pays invoices in US Dollars, and most agreements require the amounts to be settled in US Dollars. We therefore feel that the US Dollar is our functional currency.

Use of Estimates

The preparation of the financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amount of assets and liabilities, and disclosure of contingent liabilities at the date of the financial statements, and the reported amount of revenues and expenses during the reporting period. Significant estimates include the valuation of deferred taxes and the reserve for doubtful accounts. Actual results could differ from those results.

Revenue Recognition

The Company recognizes revenue from marketing arrangements in accordance with FASB ASC No. 605, “Revenue Recognition.” In all cases, revenue is recognized at the time the commissions or fees have been earned, which is upon the completion of the sale and when the price is fixed and determinable, persuasive evidence of an arrangement exists, the service is performed and collectability of the resulting receivable is reasonably assured.

Cash and Cash Equivalents, and Credit Risk

For purposes of reporting cash flows, the Company considers all cash accounts with maturities of 90 days or less and which are not subject to withdrawal restrictions or penalties, as cash and cash equivalents in the accompanying balance sheet.

Accounts Receivable

The Company is required to estimate the collectability of its accounts receivable. The Company's reserve for doubtful accounts is estimated by management based on a review of historic losses and the age of existing receivables from specific customers. As of November 30, 2012 and May 31, 2012, the Company recorded a reserve for doubtful accounts of $32,640 and $32,640, respectively.

Concentration of Credit Risk

During the six months ended November 30, 2012 and 2011 the Company recorded no sales and no changes to accounts receivable. As of November 30, 2012 and May 31, 2012, accounts receivable has been fully reserved (see Accounts Receivable note above).

Stock Compensation

The Company follows FASB Accounting Standards Codification No. 718 – Compensation – Stock Compensation for share based payments to employees. The Company follows FASB Accounting Standards Codification No. 505 for share based payments to Non-Employees

Segments

The Company operates in one segment and therefore segment information is not presented.

Fair Value of Financial Instruments

The carrying amounts of the Company’s financial instruments including accounts receivable, loans payable to shareholders, accounts payable and accrued expenses approximate fair value due to the relatively short period to maturity for these instruments.

Earnings Per Share

Basic and diluted net loss per common share is computed based upon the weighted average common shares outstanding as defined by FASB ASC No. 260, "Earnings Per Share." As of November 30, 2012 and November, 2011, there were no common share equivalents outstanding.

Recent Accounting Pronouncements

In December 2011, FASB issued Accounting Standards Update 2011-11, Balance Sheet - Disclosures about Offsetting Assets and Liabilities" to enhance disclosure requirements relating to the offsetting of assets and liabilities on an entity's balance sheet. The update requires enhanced disclosures regarding assets and liabilities that are presented net or gross in the statement of financial position when the right of offset exists, or that are subject to an enforceable master netting arrangement. The new disclosure requirements relating to this update are retrospective and effective for annual and interim periods beginning on or after January 1, 2013. The update only requires additional disclosures, as such, we do not expect that the adoption of this standard will have a material impact on our results of operations, cash flows or financial condition.

In July, 2012, FASB issued Accounting Standards Update 2012-2, "Intangibles – Goodwill and Other about Testing Indefinite-Lived Intangible Assets for Impairment" to reduce the cost and complexity of performing an impairment test for indefinite-lived intangible assets by simplifying how an entity tests those assets for impairment and to improve consistency in impairment testing guidance among long-lived asset categories. The amendments permit an entity first to assess qualitative factors to determine whether it is greater than 50 percent more likely than not that an indefinite-lived intangible asset is impaired as a basis for determining whether it is necessary to perform the quantitative impairment test. The amendments are effective for annual and interim impairment tests performed for fiscal years beginning after September 15, 2012. Early adoption is permitted, including for annual and interim impairment tests performed as of a date before July 27, 2012, if a public entity's financial statements for the most recent annual or interim period have not yet been issued. Our Sales and Marketing Agreement with Related Party was fully impaired during the year ended May 31, 2011, and as such, we do not expect that the adoption of this standard will have a material impact on our results of operations, cash flows or financial condition.

Subsequent Events (Details) (EverAsia Financial Group, Inc. [Member], USD $)	Jan. 07, 2012
EverAsia Financial Group, Inc. [Member]	
Subsequent Events (Textual)	
Fund for ongoing operations loaned by related party	$ 5,000

Other Related Party Transactions	6 Months Ended Nov. 30, 2012
Other Related Party Transactions [Abstract]	
OTHER RELATED PARTY TRANSACTIONS	**NOTE 2 – OTHER RELATED PARTY TRANSACTIONS** During the year ended May 31, 2012, the Board of Directors authorized the issuance of 18,998,992 common shares to our President and CEO as compensation, with a fair value of $11,399,395 at $0.60 per share, the last cash offering price of our common stock (See Note 6). During the year ended May 31, 2012, a related party stockholder loaned the Company $3,825 and $3,775 was repaid. The loans were interest free and payable on demand. The notes were repaid on October 15, 2012. On September 21, 2012, a related party stockholder loaned the company $50 for the sole purpose of funding ongoing operations. The note was interest free and payable on demand. The note was repaid on October 15, 2012. On September 29, 2012, our President entered into a non-binding letter of intent to sell all of her stock in the Company to a number of independent third parties. In connection with the letter of intent, the buyers gave the President a $50,000 deposit in exchange for an exclusivity period, which ended on November 30, 2012. The deposit became non-refundable on October 14, 2012, upon the buyers completion of their due diligence. On October 15, 2012 the President contributed the $50,000 to the Company for the sole purpose of funding ongoing operations. If the sale of the stock is completed, the transaction will result in a change in control of the Company, although no guarantees can be made that this transaction will be completed. On November 30, 2012, the exclusivity period was extended until December 31, 2012. (See note 7)

Condensed Balance Sheets (Parenthetical) (USD $)	Nov. 30, 2012	May 31, 2012
Balance Sheets [Abstract]		
Debt discount	$ 6,000	$ 3,666
Common stock, par value	$ 0.001	$ 0.001
Common stock, shares authorized	100,000,000	100,000,000
Common stock, shares issued	20,000,000	20,000,000
Common stock, shares outstanding	20,000,000	20,000,000

Consulting Agreements (Details) (USD $)	3 Months Ended		6 Months Ended		1 Months Ended			6 Months Ended		1 Months Ended			6 Months Ended	
	Nov. 30, 2012	Nov. 30, 2011	Nov. 30, 2012	Nov. 30, 2011	Jan. 31, 2012 EverAsia Financial Consultant Co.Ltd [Member]	Dec. 31, 2009 EverAsia Financial Consultant Co.Ltd [Member]	Sep. 30, 2008 EverAsia Financial Consultant Co.Ltd [Member]	Nov. 30, 2012 EverAsia Financial Consultant Co.Ltd [Member]	Nov. 30, 2011 EverAsia Financial Consultant Co.Ltd [Member]	Jan. 31, 2012 EverAsia Financial Group, Inc. [Member]	Dec. 31, 2009 EverAsia Financial Group, Inc. [Member]	Sep. 30, 2008 EverAsia Financial Group, Inc. [Member]	Nov. 30, 2012 EverAsia Financial Group, Inc. [Member]	Nov. 30, 2011 EverAsia Financial Group, Inc. [Member]
Consulting Agreements (Textual)														
Consulting fee per month							$ 5,000					$ 5,000		
Expiration date of consulting agreement							Dec. 31, 2009					Dec. 31, 2009		
Extended expiration date of consulting agreement					Dec. 31, 2012	Dec. 31, 2011				Dec. 31, 2012	Dec. 31, 2011			
Expenses related to consulting services	$ 30,000	$ 30,000	$ 60,000	$ 60,000				$ 30,000	$ 30,000				$ 30,000	$ 30,000

Document and Entity Information	6 Months Ended Nov. 30, 2012	Jan. 14, 2013
Document and Entity Information [Abstract]		
Entity Registrant Name	ZHONG SEN INTERNATIONAL TEA CO	
Entity Central Index Key	0001434601	
Document Type	10-Q	
Document Period End Date	Nov. 30, 2012	
Amendment Flag	false	
Document Fiscal Period Focus	Q2	
Document Fiscal Year Focus	2013	
Current Fiscal Year End Date	--05-31	
Entity Filer Category	Smaller Reporting Company	
Entity Common Stock, Shares Outstanding		20,000,000

Commitments and Contingencies (Details) (USD $)	Nov. 30, 2012	May 31, 2012	Apr. 11, 2012
Carrying balance of debt discount and related accumulated amortization			
Loan Amount			$ 6,000
Discount	(6,000)	(3,666)	
Balance		822	
12% Convertible Debenture [Member]			
Carrying balance of debt discount and related accumulated amortization			
Loan Amount		6,000	
Discount	0	(5,178)	
Balance		$ 822	

Condensed Statements of Operations (Unaudited) (USD $)	3 Months Ended		6 Months Ended	
	Nov. 30, 2012	Nov. 30, 2011	Nov. 30, 2012	Nov. 30, 2011
Statements Of Operations [Abstract]				
Marketing revenue				
OPERATING EXPENSES				
Officer's compensation				11,399,395
Professional fees	9,641	9,418	26,011	18,451
Consulting fees	30,000	30,000	60,000	60,000
General and administrative	622	598	1,239	1,204
Total Operating Expenses	40,263	40,016	87,250	11,479,050
NET LOSS FROM OPERATIONS	(40,263)	(40,016)	(87,250)	(11,479,050)
OTHER EXPENSE				
Interest Expense	(828)		(2,522)	
Loss on early extinguishment of Beneficial Conversion Feature	(2,926)		(2,926)	
NET LOSS BEFORE PROVISION FOR INCOME TAXES	(44,017)	(40,016)	(92,698)	(11,479,050)
PROVISION FOR INCOME TAXES				
NET LOSS	$ (44,017)	$ (40,016)	$ (92,698)	$ (11,479,050)
Net loss per share - basic and diluted	$ 0.00	$ 0.00	$ 0.00	$ (0.65)
Weighted average number of shares outstanding during the period - basic and diluted	20,000,000	20,000,000	20,000,000	17,612,149

Subsequent Events	6 Months Ended Nov. 30, 2012
Subsequent Event [Abstract]	
SUBSEQUENT EVENTS	**NOTE 7 – SUBSEQUENT EVENTS** On December 31, 2012, the exclusivity period related to the Letter of Intent was extended until January 31, 2013. (See Note 2) On January 7, EverAsia Financial Group, Inc., a related party, loaned the Company $5,000 to fund ongoing operations. The note is interest free and is payable on demand.

Going Concern	6 Months Ended Nov. 30, 2012
Going Concern [Abstract]	
GOING CONCERN	**NOTE 6 - GOING CONCERN** The Company's financial statements have been presented on the basis that it is a going concern, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. For the six months ended November 30, 2012 the Company has a net loss of $92,698, a working capital deficiency and stockholders’ deficiency of $254,167 and has an accumulated deficit of $12,416,256 as of November 30, 2012. These factors raise substantial doubt about the Company's ability to continue as a going concern. Management continues to provide consulting services to the Company’s main customer and related party, YZG, in anticipation that economic conditions will improve and that YZG will be able to resume making payments under the Marketing Agreement. Management continues to actively seek additional sources of capital to fund current and future operations. There is no assurance that the Company will be successful in continuing to raise additional capital and establish its business model. These unaudited financial statements do not include any adjustments that might result from the outcome of these uncertainties.

Commitments and Contingencies (Details Textual) (USD $)	1 Months Ended			3 Months Ended		6 Months Ended		12 Months Ended		
	Oct. 31, 2012	Sep. 30, 2012	Apr. 30, 2012	Nov. 30, 2012	Nov. 30, 2011	Nov. 30, 2012	Nov. 30, 2011	May 31, 2012	Oct. 11, 2012	Apr. 11, 2012
Commitments and Contingencies (Textual)										
Maturity period of convertible debenture			One year							
Interest on convertible debenture										12.00%
Principal amount of Loan										$ 6,000
Common stock, par value				$ 0.001		$ 0.001		$ 0.001	$ 0.001	
Convertible debenture conversion price									$ 0.01	
Beneficial conversion feature	6,000					(6,000)		6,000		
Repayment of convertible debenture principal amount	6,000									
Repayment of convertible debenture accrued interest	369									
Amortization expense						2,252				
Loss on extinguishment of beneficial conversion feature				2,926		2,926				
Advances from related party		50						3,825		
Repayments to stockholder								$ 3,775		

Summary of Significant Accounting Policies and Organization (Details) (USD $)	6 Months Ended Nov. 30, 2012 Segment	May 31, 2012
Summary of Significant Accounting Policies and Organization (Textual)		
Reserve for doubtful accounts	$ 32,640	$ 32,640
Number of operating segments	1	
Common share equivalents outstanding	0	0
Criteria for quantitative impairment test	Amendments permit an entity first to assess qualitative factors to determine whether it is greater than 50 percent more likely than not that an indefinite-lived intangible asset is impaired as a basis for determining whether it is necessary to perform the quantitative impairment test.	

Summary of Significant Accounting Policies and Organization (Policies)	6 Months Ended Nov. 30, 2012
Summary Of Significant Accounting Policies and Organization [Abstract]	
Basis of Presentation	**Basis of Presentation** The accompanying condensed unaudited financial statements are presented in accordance with generally accepted accounting principles for interim financial information and the instructions to Form 10-Q and item 310 under subpart A of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. In the opinion of management, all adjustments (consisting only of normal occurring accruals) considered necessary in order to make the financial statements not misleading, have been included. Operating results for the six months ended November 30, 2012 are not necessarily indicative of results that may be expected for the year ending May 31, 2013.
Organization	**Organization** Zhong Sen International Tea Company (the "Company") was incorporated on January 30, 2008, in the State of Florida. The Company has the principal business objective of providing sales and marketing consulting services to small to medium sized Chinese tea producing companies who wish to export and distribute high quality Chinese tea products worldwide. The Company commenced business activities in August, 2008, when it entered into a related party Sales and Marketing Agreement with Yunnan Zhongsen Group, Ltd (YZG) (a/k/a Yunnan Zhongsen Commercial Forest Plantation Group Inc., a/k/a Yunnan Zhongsen Forest Co., Ltd.), a company located in Kunming, China, to provide sales and marketing consulting services for YZG's tea and tea related business lines.
Functional Currency	**Functional Currency** We reviewed the requirements as set forth in FASB ASC 830-10-55-4, "in those instances in which the indicators are mixed and the functional currency is not obvious, management's judgment will be required to determine the functional currency that most faithfully portrays the economic results of the entity's operations and thereby best achieves the objectives of foreign currency translation set forth in paragraph 830-10-10-2." Paragraph 830-10-10-2 provides that the foreign currency translation must accurately reflect the reporting company's cash flows and equity when applying a rate change. Both our functional and reporting currency is US Dollars. The Company uses the US Dollar as this is the economic environment of its operations. The Company maintains its bank account in US Dollars, pays invoices in US Dollars, and most agreements require the amounts to be settled in US Dollars. We therefore feel that the US Dollar is our functional currency.
Use of Estimates	**Use of Estimates** The preparation of the financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amount of assets and liabilities, and disclosure of contingent liabilities at the date of the financial

statements, and the reported amount of revenues and expenses during the reporting period. Significant estimates include the valuation of deferred taxes and the reserve for doubtful accounts. Actual results could differ from those results.

Revenue Recognition

Revenue Recognition

The Company recognizes revenue from marketing arrangements in accordance with FASB ASC No. 605, "Revenue Recognition." In all cases, revenue is recognized at the time the commissions or fees have been earned, which is upon the completion of the sale and when the price is fixed and determinable, persuasive evidence of an arrangement exists, the service is performed and collectability of the resulting receivable is reasonably assured.

Cash and Cash Equivalents, and Credit Risk

Cash and Cash Equivalents, and Credit Risk

For purposes of reporting cash flows, the Company considers all cash accounts with maturities of 90 days or less and which are not subject to withdrawal restrictions or penalties, as cash and cash equivalents in the accompanying balance sheet.

Accounts Receivable

Accounts Receivable

The Company is required to estimate the collectability of its accounts receivable. The Company's reserve for doubtful accounts is estimated by management based on a review of historic losses and the age of existing receivables from specific customers. As of November 30, 2012 and May 31, 2012, the Company recorded a reserve for doubtful accounts of $32,640 and $32,640, respectively.

Concentration of Credit Risk

Concentration of Credit Risk

During the six months ended November 30, 2012 and 2011 the Company recorded no sales and no changes to accounts receivable. As of November 30, 2012 and May 31, 2012, accounts receivable has been fully reserved (see Accounts Receivable note above).

Stock Compensation

Stock Compensation

The Company follows FASB Accounting Standards Codification No. 718 – Compensation – Stock Compensation for share based payments to employees. The Company follows FASB Accounting Standards Codification No. 505 for share based payments to Non-Employees

Segments

Segments

The Company operates in one segment and therefore segment information is not presented.

Fair Value of Financial Instruments

Fair Value of Financial Instruments

The carrying amounts of the Company's financial instruments including accounts receivable, loans payable to shareholders, accounts payable and accrued expenses approximate fair value due to the relatively short period to maturity for these instruments.

Earnings Per Share

Earnings Per Share

Basic and diluted net loss per common share is computed based upon the weighted average common shares outstanding as defined by FASB ASC No. 260, "Earnings Per Share." As of November 30, 2012 and November, 2011, there were no common share equivalents outstanding.

ASU 2011-11, Balance Sheet - Disclosures about Offsetting Assets and Liabilities

New Accounting Pronouncements or Change in Accounting Principle [Line Items]

Recent Accounting Pronouncements

In December 2011, FASB issued Accounting Standards Update 2011-11, Balance Sheet - Disclosures about Offsetting Assets and Liabilities" to enhance disclosure requirements relating to the offsetting of assets and liabilities on an entity's balance sheet. The update requires enhanced disclosures regarding assets and liabilities that are presented net or gross in the statement of financial position when the right of offset exists, or that are subject to an enforceable master netting arrangement. The new disclosure requirements relating to this update are retrospective and effective for annual and interim periods beginning on or after January 1, 2013. The update only requires additional disclosures, as such, we do not expect that the adoption of this standard will have a material impact on our results of operations, cash flows or financial condition.

ASU 2012-2, Intangibles – Goodwill and Other about Testing Indefinite-Lived Intangible Assets for Impairment

New Accounting Pronouncements or Change in Accounting Principle [Line Items]

Recent Accounting Pronouncements

In July, 2012, FASB issued Accounting Standards Update 2012-2, "Intangibles – Goodwill and Other about Testing Indefinite-Lived Intangible Assets for Impairment" to reduce the cost and complexity of performing an impairment test for indefinite-lived intangible assets by simplifying how an entity tests those assets for impairment and to improve consistency in impairment testing guidance among long-lived asset categories. The amendments permit an entity first to assess qualitative factors to determine whether it is greater than 50 percent more likely than not that an indefinite-lived intangible asset is impaired as a basis for determining whether it is necessary to perform the quantitative impairment test. The amendments are effective for annual and interim impairment tests performed for fiscal years beginning after September 15, 2012. Early adoption is permitted, including for annual and interim impairment tests performed as of a date before July 27, 2012, if a public entity's financial statements for the most recent annual or interim period have not yet been issued. Our Sales and Marketing Agreement with Related Party was fully impaired during the year ended May 31, 2011, and as such, we do not expect that the adoption of this standard will have a material impact on our results of operations, cash flows or financial condition.

Commitments and Contingencies (Tables)	6 Months Ended Nov. 30, 2012
Commitments and Contingencies [Abstract]	
Schedule of Convertible Debenture	

	November 30, 2012	May 31, 2012
Loan Amount	$ -	$ 6,000
Discount	-	(5,178)
Balance	$ -	$ 822

Other Related Party Transactions (Details) (USD $)	1 Months Ended Sep. 30, 2012	6 Months Ended Nov. 30, 2012	12 Months Ended May 31, 2012	Oct. 15, 2012	Jun. 12, 2012
Other Related Party Transactions (Textual)					
Issuance of common stock for compensation, shares			18,998,992		
Value of common stock issued for compensation			$ 11,399,395		
Common stock issuance, per share amount			$ 0.60		
Loan from stockholder	50		3,825		
Repayments to stockholder			3,775		
Loan repaid date	Oct. 15, 2012		Oct. 15, 2012		
Amount due to related party			50	50,000	13,000
Deposit received by President from stock buyers		$ 50,000			

Going Concern (Details) (USD $)	3 Months Ended		6 Months Ended			
	Nov. 30, 2012	Nov. 30, 2011	Nov. 30, 2012	Nov. 30, 2011	May 31, 2012	May 31, 2011
Going Concern (Textual)						
Net loss	$ (44,017)	$ (40,016)	$ (92,698)	$ (11,479,050)		
Stockholders' deficiency	(254,167)		(254,167)		(224,469)	143,931
Accumulated deficit	$ (12,416,256)		$ (12,416,256)		$ (12,323,558)	

Condensed Statements of Cash Flows (Unaudited) (USD $)	6 Months Ended	
	Nov. 30, 2012	Nov. 30, 2011
Net loss	$ (92,698)	$ (11,479,050)
Adjustments to reconcile net loss to net cash used in operating activities:		
Common stock issued for services		11,399,395
Amortization expense	2,252	
Loss on extinguishment of beneficial conversion feature	2,926	
Changes in operating assets and liabilities:		
Increase in accounts payable	30,895	76,854
Net Cash Used In Operating Activities	(56,625)	(2,801)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Cash overdraft		9
Capital contribution - related party	63,000	
Notes payable - related party	(50)	2,775
Repayment of Convertible Debenture	(6,000)	
Net Cash Provided by Financing Activities	56,950	2,784
NET INCREASE/(DECREASE) IN CASH	325	(17)
CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD	40	17
CASH AND CASH EQUIVALENTS AT END OF PERIOD	365	
Supplemental Disclosure of Cash Flow Information:		
Cash paid for interest	369	
Cash paid for taxes		

Stockholders' Equity	6 Months Ended Nov. 30, 2012
Stockholders' Equity [Abstract]	
STOCKHOLDERS' EQUITY	

NOTE 5 - STOCKHOLDERS' EQUITY

During the year ended May 31, 2012, the Board of Directors authorized the issuance of 18,998,992 common shares to our President and CEO as compensation, with a fair value of $11,399,395 at $0.60 per share, the last cash offering price of our common stock. The shares were issued in reliance on the exemption under Section 4(2) of the Securities Act of 1933, as amended (See Note 3).

On April 11, 2012, the Company issued a one year 12% Convertible Debenture ("Debenture") in the principal amount of $6,000, to an individual for the sole purpose of funding ongoing operations. The principal and accrued interest of the Debenture was convertible on October 11, 2012 into shares of common stock, par value $0.001 per share, at a conversion price of $0.01 per share. The Company recorded a debt discount of $6,000 for the beneficial conversion feature. Amortization of the debt discount, which is recorded under interest expense in the statements of operations, amounted to $2,252 and $0 for the six month period ended November 30, 2012 and 2011 respectively. On October 15, 2012, the Company repaid the Convertible Debenture in the principal amount of $6,000 and accrued interest of $369. (See Note 4).

On June 12, 2012, a related party contributed $13,000 to the Company. This payment was accounted for as Additional Paid in Capital.

On October 15, 2012, our President contributed $50,000 to the Company to fund ongoing operations. This payment was accounted for as Additional Paid in Capital.

Stockholders' Equity (Details) (USD $)	1 Months Ended		6 Months Ended		12 Months Ended				
	Oct. 31, 2012	Apr. 30, 2012	Nov. 30, 2012	Nov. 30, 2011	May 31, 2012	Oct. 15, 2012	Oct. 11, 2012	Jun. 12, 2012	Apr. 11, 2012
Stockholders Equity (Textual)									
Issuance of common stock for compensation, shares					18,998,992				
Value of common stock issued for compensation					$ 11,399,395				
Common stock issuance, per share amount					$ 0.60				
Interest on convertible debenture									12.00%
Maturity period of convertible debenture		One year							
Principal amount of Loan									6,000
Common stock, par value			$ 0.001		$ 0.001		$ 0.001		
Convertible debenture conversion price							$ 0.01		
Beneficial conversion feature	6,000		(6,000)		6,000				
Amortization of debt discount			2,252	0					
Convertible debenture					822				
Repayment of convertible debenture principal amount	6,000								
Repayment of convertible debenture accrued interest	369								
Amount due to related party					$ 50	$ 50,000		$ 13,000	