

SECURITIES AND EXCHANGE COMMISSION

FORM 10-Q

Quarterly report pursuant to sections 13 or 15(d)

Filing Date: **2013-01-14** | Period of Report: **2012-11-30**  
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([HTML Version](#) on [secdatabase.com](#))

FILER

**iTALK Inc.**

CIK: [1373444](#) | IRS No.: **205302617** | State of Incorporation: **NV** | Fiscal Year End: **0831**  
Type: **10-Q** | Act: **34** | File No.: **000-54664** | Film No.: **13528367**  
SIC: **4813** Telephone communications (no radiotelephone)

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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

or

TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE  
ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number 000-54664

iTALK INC.

(Exact name of registrant as specified in its charter)

Nevada  
(State or other jurisdiction  
of incorporation or organization)

N/A  
(IRS Employer  
Identification No.)

238 NE 1st Avenue, Delray Beach, Florida  
(Address of principal executive offices)

33444  
(Zip Code)

(877) 652-3834

(Registrant's telephone number, including area code)

Sopac Cellular Solutions Inc., 4438 Vesper Avenue, Suite 2  
Sherman Oaks, California, 91403

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

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (ss.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," "non-accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)

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

APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY  
PROCEEDINGS DURING THE PRECEDING FIVE YEARS

Check whether the registrant has filed all documents and reports required to be filed by Sections 12, 13 or 15(d) of the Exchange Act after the distribution of securities under a plan confirmed by a court.  YES  NO

APPLICABLE ONLY TO CORPORATE ISSUERS

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date. 42,500,000 common shares issued and outstanding as of January 14, 2013.

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PART I - FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

These unaudited financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America for interim financial information and the Securities and Exchange Commission instructions to Form 10-Q. In the opinion of management, all adjustments considered necessary for a fair presentation have been included. Operating results for the interim period ended November 30, 2012 are not necessarily indicative of the results that can be expected for the full year.

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iTalk Inc.  
(FORMERLY: SOPAC CELLULAR SOLUTIONS INC.)  
(A Development Stage Company)  
Condensed Balance Sheets

<TABLE>  
<CAPTION>

|                                    | As of<br>November 30,<br>2012 | As of<br>August 31,<br>2012 |
|------------------------------------|-------------------------------|-----------------------------|
|                                    | -----                         | -----                       |
| <S>                                | <C>                           | <C>                         |
| ASSETS                             |                               |                             |
| CURRENT ASSETS                     |                               |                             |
| Cash                               | \$ 11,564                     | \$ 1,578                    |
|                                    | -----                         | -----                       |
| TOTAL CURRENT ASSETS               | 11,564                        | 1,578                       |
|                                    | -----                         | -----                       |
| TOTAL ASSETS                       | \$ 11,564                     | \$ 1,578                    |
|                                    | =====                         | =====                       |
| LIABILITIES & STOCKHOLDERS' EQUITY |                               |                             |
| CURRENT LIABILITIES                |                               |                             |
| Accounts Payable                   | \$ 5,282                      | \$ 2,570                    |
| Accounts Payable - Related Party   | 3,300                         | 3,000                       |
| Loan Payable - Related Party       | 61,965                        | 46,965                      |
|                                    | -----                         | -----                       |
| TOTAL CURRENT LIABILITIES          | 70,547                        | 52,535                      |
|                                    | -----                         | -----                       |

|   |           |          |
|---|-----------|----------|
| TOTAL LIABILITIES   | 70,547    | 52,535   |
|   | -----     | -----    |
| STOCKHOLDERS' EQUITY  |           |          |
| Common stock, (\$.001 par value, 1,875,000,000 shares authorized; 42,500,000 shares issued and outstanding as of November 30, 2012 and August 31, 2012) | 42,500    | 42,500   |
| Additional paid-in capital  | (2,500)   | (2,500)  |
| Deficit accumulated during development stage  | (98,983)  | (90,957) |
|   | -----     | -----    |
| TOTAL STOCKHOLDERS' EQUITY  | (58,983)  | (50,957) |
|   | -----     | -----    |
| TOTAL LIABILITIES & STOCKHOLDERS' EQUITY  | \$ 11,564 | \$ 1,578 |
|   | =====     | =====    |

</TABLE>

See Notes to Financial Statements

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iTalk Inc.  
(FORMERLY: SOPAC CELLULAR SOLUTIONS INC.)  
(A Development Stage Company)  
Condensed Statements of Operations

<TABLE>  
<CAPTION>

|   | Three Months Ended<br>November 30,<br>2012 | Three Months Ended<br>November 30,<br>2011 | July 10, 2006<br>(inception)<br>through<br>November 30,<br>2012 |
|---|--|--|---|
|   | -----                                      | -----                                      | -----   |
| <S>   | <C>  | <C>  | <C>   |
| REVENUES  |  |  |   |
| Revenues  | \$ --                                      | \$ --                                      | \$ --   |
|   | -----                                      | -----                                      | -----   |
| TOTAL REVENUES  | --   | --   | --  |
| PROFESSIONAL FEES                                       | 6,142                                      | 3,500                                      | 51,392  |
| GENERAL & ADMINISTRATIVE EXPENSES                       | 1,584                                      | 865  | 40,491  |
| GENERAL & ADMINISTRATIVE EXPENSES - RELATED PARTY       | 300  | 300  | 7,100   |
|   | -----                                      | -----                                      | -----   |
| TOTAL GENERAL & ADMINISTRATIVE EXPENSES                 | 8,026                                      | 4,665                                      | 98,983  |
|   | -----                                      | -----                                      | -----   |
| NET INCOME (LOSS)                                       | \$ (8,026)                                 | \$ (4,665)                                 | \$ (98,983)   |
|   | =====                                      | =====                                      | =====   |
| BASIC EARNING (LOSS) PER SHARE                          | \$ (0.00)                                  | \$ (0.00)                                  |   |
|   | =====                                      | =====                                      |   |
| WEIGHTED AVERAGE NUMBER OF<br>COMMON SHARES OUTSTANDING | 42,500,000                                 | 42,500,000                                 |   |
|   | =====                                      | =====                                      |   |

</TABLE>

See Notes to Financial Statements

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iTalk Inc.  
(FORMERLY: SOPAC CELLULAR SOLUTIONS INC.)  
(A Development Stage Company)  
Condensed Statements of Cash Flows

<TABLE>  
<CAPTION>

|     | Three Months Ended<br>November 30,<br>2012 | Three Months Ended<br>November 30,<br>2011 | July 10, 2006<br>(inception)<br>through<br>November 30,<br>2012 |
|-----|--|--|---|
|     | -----                                      | -----                                      | -----   |
| <S> | <C>  | <C>  | <C>   |

|   |            |            |              |
|---|------------|------------|--------------|
| OPERATING ACTIVITIES  |            |            |              |
| Net income (loss)   | \$ (8,026) | \$ (4,665) | \$ (98,9813) |
| Adjustments to reconcile net loss to net cash provided by (used in) operating activities: |            |            |              |
| Changes in operating assets and liabilities:  |            |            |              |
| Accounts Payable  | 2,712      | 1,005      | 5,282        |
| Accounts Payable - Related Party  | 300        | 300        | 3,300        |
|   | -----      | -----      | -----        |
| NET CASH PROVIDED BY (USED IN) OPERATING ACTIVITIES                                       | (5,014)    | (3,360)    | (90,401)     |
| INVESTING ACTIVITIES  |            |            |              |
| NET CASH PROVIDED BY (USED IN) INVESTING ACTIVITIES                                       | --         | --         | --           |
| FINANCING ACTIVITIES  |            |            |              |
| Issuance of common stock  | --         | --         | 40,000       |
| Loan Payable - From Related Party   | 15,000     | 4,000      | 61,863       |
| Loan Payable - Paid to Related Party  | --         | --         | 102          |
|   | -----      | -----      | -----        |
| NET CASH PROVIDED BY (USED IN) FINANCING ACTIVITIES                                       | 15,000     | 4,000      | 101,965      |
|   | -----      | -----      | -----        |
| NET INCREASE (DECREASE) IN CASH   | 9,986      | 640        | 11,564       |
| CASH AT BEGINNING OF PERIOD   | 1,578      | 1,637      | --           |
|   | -----      | -----      | -----        |
| CASH AT END OF PERIOD   | \$ 11,564  | \$ 2,277   | \$ 11,564    |
|   | =====      | =====      | =====        |
| SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION   |            |            |              |
| Cash paid during year for:  |            |            |              |
| Interest  | \$ --      | \$ --      | \$ --        |
|   | =====      | =====      | =====        |
| Income Taxes  | \$ --      | \$ --      | \$ --        |
|   | =====      | =====      | =====        |

</TABLE>

See Notes to Financial Statements

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iTalk Inc.

(FORMERLY: SOPAC CELLULAR SOLUTIONS INC.)

(A Development Stage Company)

Notes to Unaudited Condensed Interim Financial Statements

November 30, 2012

#### NOTE 1. CONDENSED FINANCIAL STATEMENTS

The accompanying financial statements have been prepared by iTalk Inc. (Formerly: SOPAC Cellular Solutions Inc.) (the "Company") without audit. In the opinion of management, all adjustments (which include only normal recurring adjustments) necessary to present fairly the financial position, results of operations, and cash flows at November 30, 2012, and for all periods presented herein, have been made.

Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted. It is suggested that these condensed financial statements be read in conjunction with the financial statements and notes thereto included in the Company's August 31, 2012 audited financial statements. The results of operations for the period ended November 30, 2012 is not necessarily indicative of the operating results for the full year.

#### NOTE 2. GOING CONCERN

The Company's financial statements are prepared using generally accepted accounting principles in the United States of America applicable to a going concern which contemplates the realization of assets and liquidation of liabilities in the normal course of business. The Company has not yet

established an ongoing source of revenues sufficient to cover its operating costs and allow it to continue as a going concern. The ability of the Company to continue as a going concern is dependent on the Company obtaining adequate capital to fund operating losses until it becomes profitable. If the Company is unable to obtain adequate capital, it could be forced to cease operations.

In order to continue as a going concern, the Company will need, among other things, additional capital resources. Management's plan is to obtain such resources for the Company by obtaining capital from management and significant shareholders sufficient to meet its minimal operating expenses and seeking equity and/or debt financing. However management cannot provide any assurances that the Company will be successful in accomplishing any of its plans.

The ability of the Company to continue as a going concern is dependent upon its ability to successfully accomplish the plans described in the preceding paragraph and eventually secure other sources of financing and attain profitable operations. The accompanying financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.

#### NOTE 3. RECENT ACCOUNTING PRONOUNCEMENTS

The Company has evaluated the recent accounting pronouncements issued through the issuance of these financial statements, and the Company does not expect that the effectiveness of any of these changes will have a material impact on the Company's financial position, or statements.

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iTalk Inc.

(FORMERLY: SOPAC CELLULAR SOLUTIONS INC.)

(A Development Stage Company)

Notes to Unaudited Condensed Interim Financial Statements

November 30, 2012

#### NOTE 4. BASIC EARNINGS PER SHARE

ASC No. 260, "Earnings Per Share", specifies the computation, presentation and disclosure requirements for earnings (loss) per share for entities with publicly held common stock. The Company has adopted the provisions of ASC No. 260.

Basic net loss per share amounts is computed by dividing the net loss by the weighted average number of common shares outstanding. Diluted earnings per share are the same as basic earnings per share due to the lack of dilutive items in the Company.

#### NOTE 5. RELATED PARTY TRANSACTIONS

From January 1, 2007 to present the Company paid its sole officer and director, Ezra E. Ezra, \$100 per month for use of office space and services. As of November 30, 2012 there was an account payable - related party of \$3,300 reflecting unpaid rent of \$300 for the last three months and \$1,200, \$1,200 and \$600 from fiscal years 2011, 2010 and 2009 respectively.

As of November 30, 2012, there was a loan payable due to Ezra E. Ezra for \$46,965, which is non interest bearing with no specific repayment terms and a loan payable due to David F. Levy for \$15,000 which is non interest bearing with no specific repayment terms.

#### NOTE 6. SUBSEQUENT EVENTS

Effective December 21, 2012, the Company affected a 25 for one forward stock split of its issued and outstanding common stock. As a result, its authorized capital increased to 1,875,000,000 shares of common stock with a par value of \$0.001 and it's issued and outstanding shares increased from 1,700,000 shares of common stock to 42,500,000 shares of common stock.

Also, effective December 21, 2012, the Company has changed its name from "SOPAC Cellular Solutions Inc." to "iTalk Inc."

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

##### FORWARD LOOKING STATEMENTS

This quarterly report contains forward-looking statements. These statements relate to future events or our future financial performance. In some cases, you

can identify forward-looking statements by terminology such as "may", "should", "expects", "plans", "anticipates", "believes", "estimates", "predicts", "potential" or "continue" or the negative of these terms or other comparable terminology. These statements are only predictions and involve known and unknown risks, uncertainties and other factors that may cause our or our industry's actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by these forward-looking statements. Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, levels of activity, performance or achievements. Except as required by applicable law, including the securities laws of the United States, we do not intend to update any of the forward-looking statements to conform these statements to actual results.

Our unaudited financial statements are stated in United States Dollars (US\$) and are prepared in accordance with United States Generally Accepted Accounting Principles. The following discussion should be read in conjunction with our financial statements and the related notes that appear elsewhere in this quarterly report. The following discussion contains forward-looking statements that reflect our plans, estimates and beliefs. Our actual results could differ materially from those discussed in the forward-looking statements. Factors that could cause or contribute to such differences include, but are not limited to, those discussed below and elsewhere in this quarterly report.

In this quarterly report, unless otherwise specified, all dollar amounts are expressed in United States dollars. All references to "US\$" refer to United States dollars and all references to "common stock" refer to the common shares in our capital stock.

As used in this quarterly report, the terms "we", "us", "our" and "our company" mean iTalk Inc., unless otherwise indicated.

#### CORPORATE OVERVIEW

Our company was incorporated on July 10, 2006 in the State of Nevada under the name Sopac Cellular Solutions Inc., and was formed to sell wireless technology and cell phone service to medium and large corporations, involving a large array of cellular service plans, cell phones, software and accessories.

On December 18, 2012, we filed Articles of Merger with the Nevada Secretary of State to change our name from "Sopac Cellular Solutions Inc." to "iTalk Inc.", to be effected by way of a merger with our wholly-owned subsidiary iTalk Inc., which was created solely for the name change.

Also on December 18, 2012, we filed a Certificate of Change with the Nevada Secretary of State to give effect to a forward split of our authorized, issued and outstanding shares of common stock on a 25 new for 1 old basis and, consequently, our authorized capital increased from 75,000,000 to 1,875,000,000 shares of common stock and our issued and outstanding shares of common stock increased from 1,700,000 to 42,500,000, all with a par value of \$0.001.

These amendments became effective on December 21, 2012 upon approval from the Financial Industry Regulatory Authority.

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The forward split and name change became effective with the Over-the-Counter Bulletin Board at the opening of trading on December 21, 2012 under the symbol "SOPCD". The "D" will be placed on our ticker symbol for 20 business days. After 20 business days our ticker symbol will revert back to its original symbol "SOPC". Subsequently, after 10 business days our ticker symbol will change to our new symbol "TALK" to better reflect our company's new name. Our CUSIP number is 465353 100.

#### RESULTS OF OPERATIONS

Our company is still in development stage and has generated no revenues to date.

THREE-MONTH PERIOD ENDED NOVEMBER 30, 2012 COMPARED WITH THE THREE MONTH PERIOD ENDED NOVEMBER 30, 2011.

The following discussion of our results of operations should be read in conjunction with our unaudited financial statements for the three month period ended November 30, 2012 which are included herein.

Our operating results for the three month periods ended November 30, 2012 and 2011 and the period from July 10, 2006 (inception) to November 30, 2012 are summarized as follows:

<TABLE>  
<CAPTION>

|   | Three Months Ended<br>November 30, |            | From<br>July 10, 2006<br>(Inception) To<br>November 30,<br>2012 |
|---|------------------------------------|------------|---|
|   | 2012                               | 2011       | 2012  |
| <S>   | <C>                                | <C>        | <C>   |
| Professional fees                                   | \$ 6,142                           | \$ 3,500   | \$ 51,392   |
| General and administrative expenses                 | 1,584                              | 865        | 40,491  |
| General and administrative expenses - related party | 300                                | 300        | 7,100   |
| Net Loss  | \$ (8,026)                         | \$ (4,665) | \$ (98,983)   |

</TABLE>

We incurred operating expenses of \$8,026 for the three month period ended November 30, 2012 compared to operating expenses of \$4,665 for the same period in 2011. These expenses for the three month period ended November 30, 2012 consisted of general operating expenses incurred in connection with the day to day operation of our business and the preparation and filing of our periodic reports. Our operating expenses from July 10, 2006 (inception) through November 30, 2012 were \$98,913.

Our net loss for the three months ended November 30, 2012 and 2011 was \$8,026 and \$4,665, respectively, with no revenues for either period. Our net loss from July 10, 2006 (inception) through November 30, 2012 was \$98,983.

#### LIQUIDITY AND CAPITAL RESOURCES

As of November 30, 2012, we had total current assets of \$11,564 and current liabilities of \$70,547. We have a working capital deficit of \$58,983 as of November 30, 2012.

As of November 30, 2012, there is a total of \$46,965 in a loan payable that is owed by the company to Eric Ezra, an officer and director, for expenses that he has paid on behalf of the company. The loan is interest free and payable on demand.

As of November 30, 2012, there is a total of \$15,000 in a loan payable that is owed by the company to David F. Levy, an officer and director, for funds he loaned the company to pay expenses. The loan is interest free and payable on demand.

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#### WORKING CAPITAL

|                           | As of<br>November 30,<br>2012 | As of<br>August 31,<br>2012 |
|---------------------------|-------------------------------|-----------------------------|
| Current Assets            | \$ 11,564                     | \$ 1,578                    |
| Current Liabilities       | \$ 70,547                     | \$ 52,535                   |
| Working Capital (Deficit) | \$ (58,983)                   | \$ (50,957)                 |

#### CASH FLOWS

|   | Three Month<br>Period Ended<br>November 30,<br>2012 | Three Month<br>Period Ended<br>November 30,<br>2011 |
|---|---|---|
| Cash provided by (used in) Operating Activities | \$ (5,014)  | \$ (3,360)  |
| Cash provided by (used in) Investing Activities | Nil   | Nil   |
| Cash provided by (used in) Financing Activities | 15,000  | 4,000   |
| Net Increase (Decrease) in Cash                 | \$ 9,986  | \$ 640  |

Cash used in operating activities for the three month period ended November 30, 2012 was \$5,014 compared to \$3,360 provided by operating activities for the three month period ended November 30, 2011.

Cash provided by financing activities for the three month period ended November 30, 2012 was \$15,000 compared to \$4,000 provided by financing activities for the



three month period ended November 30, 2011.

#### PLAN OF OPERATION

Our company had not been successful in establishing partnerships with suppliers such as Sprint/Nextel, AT&T and Verizon Wireless. Due to the economic conditions over the past year, our company had been unable to attain any level of success despite the continued efforts of our director. Our management began analyzing various alternatives available to our company to ensure our survival and to preserve our shareholder's investment in our common shares.

Our company's new focus on being a Wireless Technology Value Added Reseller (VAR) to develop and launch new technology and products in the global communications market. Our company provides wholesale and retail telecommunications services, and products worldwide.

In December 2012, with the appointment of David F. Levy as president, chief executive officer, secretary and director, and under his leadership, our company changed its business focus and will now move forward with marketing and distributing its iTalk Phone devices. The iTalk phone looks just like an iPhone, but the monthly cost is nothing like the ones most smartphone customers get in the mail each month as it will only cost \$20 per month. The iTalk Phone isn't a phone, exactly. The iTalk Phone uses the iPod Touch as a makeshift Smartphone, an endeavor usually reserved for a small niche of enterprising techies. Many of them share phone-related strategies, usually involving use of Skype or Google Voice, on Internet message boards, but not anymore. The utilization of the iTalk Phone as a makeshift Smartphone is accomplished by coupling its iTalk Sleeve device with the iTouch, a touch-screen gadget that contains most of the features of an iPhone, except for the earpiece and cellular chip integrated with iTalk Service and Data Plan. The iTalk sleeve is as easy as putting on an iPhone cover as it just snaps in place.

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#### GOING CONCERN

Our auditors have expressed their doubt about our ability to continue as a going concern unless we are able to generate profitable operations.

#### CRITICAL ACCOUNTING POLICIES

##### BASIC EARNINGS PER SHARE

ASC No. 260, "Earnings Per Share", specifies the computation, presentation and disclosure requirements for earnings (loss) per share for entities with publicly held common stock. Our company has adopted the provisions of ASC No. 260.

Basic net loss per share amounts is computed by dividing the net loss by the weighted average number of common shares outstanding. Diluted earnings per share are the same as basic earnings per share due to the lack of dilutive items in our company.

#### RECENT ACCOUNTING PRONOUNCEMENTS

Our company has evaluated the recent accounting pronouncements issued through the issuance of these financial statements, and our company does not expect that the effectiveness of any of these changes will have a material impact on our company's financial position, or statements.

#### OFF-BALANCE SHEET ARRANGEMENTS

We do not have any off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that is material to investors.

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

A smaller reporting company is not required to provide the information required by this Item.

#### ITEM 4. CONTROLS AND PROCEDURES

##### MANAGEMENT'S REPORT ON DISCLOSURE CONTROLS AND PROCEDURES

We maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed in our reports filed under the SECURITIES EXCHANGE ACT OF 1934, as amended, is recorded, processed, summarized and

reported within the time periods specified in the Securities and Exchange Commission's rules and forms, and that such information is accumulated and communicated to our management, including our president (our principal executive officer) and our chief financial officer (our principal financial officer and principal accounting officer) to allow for timely decisions regarding required disclosure.

As the end of the quarter covered by this report, we carried out an evaluation, under the supervision and with the participation of our president (our principal executive officer) and our chief financial officer (our principal financial officer and principal accounting officer), of the effectiveness of the design and operation of our disclosure controls and procedures. Based on the foregoing, our president (our principal executive officer) and our chief financial officer (our principal financial officer and principal accounting officer) concluded that our disclosure controls and procedures were not effective in providing reasonable assurance in the reliability of our reports as of the end of the period covered by this quarterly report.

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#### CHANGES IN INTERNAL CONTROL OVER FINANCIAL REPORTING

During the period covered by this report there were no changes in our internal control over financial reporting that materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

#### PART II - OTHER INFORMATION

##### ITEM 1. LEGAL PROCEEDINGS

We know of no material, active or pending legal proceedings against our company, nor are we involved as a plaintiff in any material proceeding or pending litigation. There are no proceedings in which any of our directors, officers or affiliates, or any registered or beneficial shareholder, is an adverse party or has a material interest adverse to our interest.

##### 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

On December 10, 2012, Eric E. Ezra resigned as chief executive officer, president and secretary of our company. Mr. Ezra continues to act as chief financial officer and as a director of our company.

Subsequently, on December 10, 2012, David F. Levy was appointed as chief executive officer, president, secretary and director of our company.

Our company's board of directors is now comprised of David F. Levy and Eric E. Ezra.

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##### ITEM 6. EXHIBITS

| Exhibit No.<br>----- | Description<br>-----   |
|----------------------|--|
| (3)                  | (I) ARTICLES; (II) BY-LAWS   |
| 3.1                  | Articles of Incorporation (Incorporated by reference to our Registration Statement on Form SB-2 filed on October 26, 2006) |
| 3.2                  | By-Laws (Incorporated by reference to our Registration Statement on Form SB-2 filed on October 26, 2006)                   |
| 3.3                  | Articles of Merger (Incorporated by reference to our Current Report on Form 8-K filed on December 21, 2012)                |
| 3.4                  | Certificate of Change (Incorporated by reference to our Current  |

Report on Form 8-K filed on December 21, 2012)

(31) RULE 13A-14(A) / 15D-14(A) CERTIFICATIONS

31.1\* Certification filed pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 of the Principal Executive Officer

31.2\* Certification filed pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 of the Principal Financial Officer and Principal Accounting Officer

(32) SECTION 1350 CERTIFICATIONS

32.1\* Certification filed pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 of the Principal Executive Officer

32.2\* Certification filed pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 of the Principal Financial Officer and Principal Accounting Officer

101\*\* INTERACTIVE DATA FILE

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

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\* Filed herewith.

\*\* Furnished herewith. Pursuant to Rule 406T of Regulation S-T, the Interactive Data Files on Exhibit 101 hereto are deemed not filed or part of any registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, are deemed not filed for purposes of Section 18 of the Securities and Exchange Act of 1934, and otherwise are not subject to liability under those sections.

14  
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.

ITALK INC.

Date: January 14, 2013

/s/ David F. Levy

-----  
David F. Levy  
President, Chief Executive Officer,  
Secretary and Director  
(Principal Executive Officer)

Date: January 14, 2013

/s/ Eric E. Ezra

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Eric E. Ezra  
Chief Financial Officer and Director  
(Principal Financial Officer and  
Principal Accounting Officer)

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

I, David F. Levy, certify that:

1. I have reviewed this quarterly report on Form 10-Q of iTalk Inc.;
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 presented 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 13a-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 the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (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 financial 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 involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: January 14, 2013

/s/ David F. Levy

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David F. Levy  
President, Chief Executive Officer,  
Secretary and Director  
(Principal Executive Officer)

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

I, Eric E. Ezra, certify that:

1. I have reviewed this quarterly report on Form 10-Q of iTalk Inc.;
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 presented 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 13a-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 the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (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 financial 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 involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: January 14, 2013

/s/ Eric E. Ezra

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Eric E. Ezra  
Chief Financial Officer and Director  
(Principal Financial Officer and  
Principal Accounting Officer)

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

I, David F. Levy, hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) the Quarterly Report on Form 10-Q of iTalk Inc. for the period ended November 30, 2012 (the "Report") 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 the Report fairly presents, in all material respects, the financial condition and results of operations of iTalk Inc.

Dated: January 14, 2013

/s/ David F. Levy

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David F. Levy  
President, Chief Executive Officer,  
Secretary and Director  
(Principal Executive Officer)  
iTalk Inc.

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to iTalk Inc. and will be retained by iTalk Inc. and furnished to the Securities and Exchange Commission or its staff upon request.



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

I, Eric E. Ezra, hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) the Quarterly Report on Form 10-Q of iTalk Inc. for the period ended November 30, 2012 (the "Report") 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 the Report fairly presents, in all material respects, the financial condition and results of operations of iTalk Inc.

Dated: January 14, 2013

/s/ Eric E. Ezra

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Eric E. Ezra  
Chief Financial Officer and Director  
(Principal Financial Officer and  
Principal Accounting Officer)  
iTalk Inc.

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to iTalk Inc. and will be retained by iTalk Inc. and furnished to the Securities and Exchange Commission or its staff upon request.

**Note 4 - Basic Earnings Per  
Share**

**3 Months Ended  
Nov. 30, 2012**

Notes

Note 4 - Basic Earnings Per  
Share

NOTE 4 - BASIC EARNINGS PER SHARE

ASC No. 260, "Earnings Per Share", specifies the computation, presentation and disclosure requirements for earnings (loss) per share for entities with publicly held common stock. The Company has adopted the provisions of ASC No. 260.

Basic net loss per share amounts is computed by dividing the net loss by the weighted average number of common shares outstanding. Diluted earnings per share are the same as basic earnings per share due to the lack of dilutive items in the Company.

**Note 3 - Recent Accounting  
Pronouncements**

**3 Months Ended  
Nov. 30, 2012**

Notes

Note 3 - Recent Accounting  
Pronouncements

NOTE 3 - RECENT ACCOUNTING PRONOUNCEMENTS

The company has evaluated the recent accounting pronouncements issued through the issuance of these financial statements, and the Company does not expect that the effectiveness of any of these changes will have a material impact on the Company' s financial position, or statements.

**SOPAC CELLULAR  
SOLUTIONS INC. - (A  
Development Stage  
Company) - Balance Sheet  
(USD \$)**

**Nov. 30, 2012 Aug. 31, 2012**

**Current assets**

|                             |           |          |
|-----------------------------|-----------|----------|
| <u>Cash</u>                 | \$ 11,564 | \$ 1,578 |
| <u>Total Current Assets</u> | 11,564    | 1,578    |
| <u>Total Assets</u>         | 11,564    | 1,578    |

**Current Liabilities**

|   |        |        |
|---|--------|--------|
| <u>Accounts Payable</u>                 | 5,282  | 2,570  |
| <u>Accounts Payable - related party</u> | 3,300  | 3,000  |
| <u>Loan Payable - related party</u>     | 61,965 | 46,965 |
| <u>Total current liabilities</u>        | 70,547 | 52,535 |
| <u>Liabilities</u>                      | 70,547 | 52,535 |

**Stockholders' Equity (Deficit)**

|   |           |          |
|---|-----------|----------|
| <u>Common Stock</u>   | 42,500    | 1,700    |
| <u>Additional Paid in Capital</u>                           | (2,500)   | 38,300   |
| <u>Deficit Accumulated during development stage</u>         | (98,983)  | (90,957) |
| <u>Total Stockholders' Equity (deficit)</u>                 | (58,983)  | (50,957) |
| <u>Total Liabilities and Stockholders' Equity (Deficit)</u> | \$ 11,564 | \$ 1,578 |

**Note 1 - Condensed  
Financial Statements**

**3 Months Ended  
Nov. 30, 2012**

**Notes**

**Note 1 - Condensed Financial  
Statements**

**NOTE 1 - CONDENSED FINANCIAL STATEMENTS**

The accompanying financial statements have been prepared by iTalk Inc. (Formerly: SOPAC Cellular Solutions Inc.) (the "Company") without audit. In the opinion of management, all adjustments (which include only normal recurring adjustments) necessary to present fairly the financial position, results of operations, and cash flows at November 30, 2012, and for all periods presented herein, have been made.

Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted. It is suggested that these condensed financial statements be read in conjunction with the financial statements and notes thereto included in the Company's August 31, 2012 audited financial statements. The results of operations for the period ended November 30, 2012 is not necessarily indicative of the operating results for the full year.

## Note 2 - Going Concern

**3 Months Ended**

**Nov. 30, 2012**

### Notes

#### Note 2 - Going Concern

#### NOTE 2 - GOING CONCERN

The Company's financial statements are prepared using generally accepted accounting principles in the United States of America applicable to a going concern which contemplates the realization of assets and liquidation of liabilities in the normal course of business. The Company has not yet established an ongoing source of revenues sufficient to cover its operating costs and allow it to continue as a going concern. The ability of the Company to continue as a going concern is dependent on the Company obtaining adequate capital to fund operating losses until it becomes profitable. If the Company is unable to obtain adequate capital, it could be forced to cease operations.

In order to continue as a going concern, the Company will need, among other things, additional capital resources. Management's plan is to obtain such resources for the Company by obtaining capital from management and significant shareholders sufficient to meet its minimal operating expenses and seeking equity and/or debt financing. However management cannot provide any assurances that the Company will be successful in accomplishing any of its plans.

The ability of the Company to continue as a going concern is dependent upon its ability to successfully accomplish the plans described in the preceding paragraph and eventually secure other sources of financing and attain profitable operations. The accompanying financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.

**SOPAC CELLULAR  
SOLUTIONS INC. - (A  
Development Stage  
Company) - Statement of  
Financial Position -  
Parenthetical (USD \$)**

**Nov. 30, 2012 Aug. 31, 2011**

|   |               |               |
|---|---------------|---------------|
| <u>Common Stock, Par Value</u>          | \$ 0.001      | \$ 0.001      |
| <u>Common Stock, Shares Authorized</u>  | 1,875,000,000 | 1,875,000,000 |
| <u>Common Stock, Shares Issued</u>      | 42,500,000    | 42,500,000    |
| <u>Common Stock, Shares Outstanding</u> | 42,500,000    | 42,500,000    |

**Document and Entity  
Information (USD \$)**

**3 Months Ended  
Nov. 30, 2012**

**Document and Entity Information:**

|  |                           |
|--|---------------------------|
| <u>Entity Registrant Name</u>                  | iTALK Inc.                |
| <u>Document Type</u>                           | 10-Q                      |
| <u>Document Period End Date</u>                | Nov. 30, 2012             |
| <u>Amendment Flag</u>                          | false                     |
| <u>Entity Central Index Key</u>                | 0001373444                |
| <u>Current Fiscal Year End Date</u>            | --08-31                   |
| <u>Entity Common Stock, Shares Outstanding</u> | 42,500,000                |
| <u>Entity Public Float</u>                     | \$ 0                      |
| <u>Entity Filer Category</u>                   | Smaller Reporting Company |
| <u>Entity Current Reporting Status</u>         | Yes                       |
| <u>Entity Voluntary Filers</u>                 | No                        |
| <u>Entity Well-known Seasoned Issuer</u>       | No                        |
| <u>Document Fiscal Year Focus</u>              | 2013                      |
| <u>Document Fiscal Period Focus</u>            | Q1                        |



**SOPAC CELLULAR  
SOLUTIONS INC. - (A  
Development Stage  
Company) - Statements of  
Operations (USD \$)**

**15 Months Ended      77 Months Ended**  
**Nov. 30, 2012   Nov. 30, 2011   Nov. 30, 2012**

**Revenues**

|   |            |            |             |
|---|------------|------------|-------------|
| <u>Revenues</u>   | \$ 0       | \$ 0       | \$ 0        |
| <u>Total Revenues</u>                                       | 0          | 0          | 0           |
| <u>Professional Fees</u>                                    | 6,142      | 3,500      | 51,392      |
| <u>General and Administrative Expense</u>                   | 1,584      | 865        | 40,491      |
| <u>General and Administrative Expense - Related Party</u>   | 300        | 300        | 7,100       |
| <u>Total General and Administrative Expenses</u>            | 8,026      | 4,665      | 98,983      |
| <u>Net Income (loss)</u>                                    | \$ (8,026) | \$ (4,665) | \$ (98,983) |
| <u>Basic earning (loss) per share</u>                       | \$ 0       | \$ 0.00    |             |
| <u>Weighted average number of common shares outstanding</u> | 42,500,000 | 4,200,000  |             |

**Note 5 - Related Party**

**Transactions (Details) (USD Nov. 30, 2012 Aug. 31, 2012  
\$)**

|  |           |           |
|--|-----------|-----------|
| <a href="#">Accounts Payable - related party</a> | \$ 3,300  | \$ 3,000  |
| <a href="#">Loan Payable - related party</a>     | \$ 61,965 | \$ 46,965 |

## Note 6 - Subsequent Events

**3 Months Ended  
Nov. 30, 2012**

### Notes

#### Note 6 - Subsequent Events

#### NOTE 6 - SUBSEQUENT EVENTS

Effective December 21, 2012, the Company effected a 25 for one forward stock split of its issued and outstanding common stock. As a result, its authorized capital increased to 1,875,000,000 shares of common stock with a par value of \$0.001 and its issued and outstanding shares increased from 1,700,000 shares of common stock to 42,500,000 shares of common stock.

Also, effective December 21, 2012, the Company has changed its name from "SOPAC Cellular Solutions Inc." to "iTalk Inc."

**Note 6 - Subsequent Events  
(Details) (USD \$)**

**Nov. 30, 2012 Aug. 31, 2011**

|   |               |               |
|---|---------------|---------------|
| <u>Common Stock, Shares Authorized</u>  | 1,875,000,000 | 1,875,000,000 |
| <u>Common Stock, Par Value</u>          | \$ 0.001      | \$ 0.001      |
| <u>Common Stock, Shares Issued</u>      | 42,500,000    | 42,500,000    |
| <u>Common Stock, Shares Outstanding</u> | 42,500,000    | 42,500,000    |

**SOPAC CELLULAR  
SOLUTIONS INC. - (A  
Development Stage  
Company) - Statements of  
Cash Flows (USD \$)**

**15 Months Ended      77 Months Ended**

**Nov. 30, 2012   Nov. 30, 2011   Nov. 30, 2012**

**Operating Activities**

|                   |            |            |             |
|-------------------|------------|------------|-------------|
| Net Income (loss) | \$ (8,026) | \$ (4,665) | \$ (98,983) |
|-------------------|------------|------------|-------------|

**Changes in Operating Assets and Liabilities:**

|   |                |                |                 |
|---|----------------|----------------|-----------------|
| accounts payable  | 2,712          | 1,005          | 5,282           |
| Accounts Payable - Related Party                                  | 300            | 300            | 3,300           |
| <b><u>Net Cash Provided By (Used in) Operating Activities</u></b> | <b>(5,014)</b> | <b>(3,360)</b> | <b>(90,401)</b> |

**Cash Flows from Investing Activities**

|   |   |   |   |
|---|---|---|---|
| Net Cash Provided by (Used in) Investing Activities | 0 | 0 | 0 |
|---|---|---|---|

**Cash Flows from Financing Activities**

|   |               |              |                |
|---|---------------|--------------|----------------|
| Issuance of Common Stock  | 0             | 0            | 40,000         |
| Loan Payable - From related party                                 | 15,000        | 4,000        | 61,863         |
| Loan Payable - Paid to related party                              | 0             | 0            | 102            |
| <b><u>Net Cash Provided by (used in) Financing Activities</u></b> | <b>15,000</b> | <b>4,000</b> | <b>101,965</b> |
| <b><u>Net Increase (decrease) in Cash</u></b>                     | <b>9,986</b>  | <b>640</b>   | <b>11,564</b>  |
| <b><u>Cash at beginning of period</u></b>                         | <b>1,578</b>  | <b>1,637</b> | <b>0</b>       |
| <b><u>Cash at end of period</u></b>                               | <b>11,564</b> | <b>2,277</b> | <b>11,564</b>  |

**Supplemental Disclosures of Cash Flow Information**

|  |      |      |      |
|--|------|------|------|
| Cash paid during year for interest     | 0    | 0    | 0    |
| Cash paid during year for income taxes | \$ 0 | \$ 0 | \$ 0 |

**Note 5 - Related Party  
Transactions**

**3 Months Ended  
Nov. 30, 2012**

Notes

Note 5 - Related Party  
Transactions

NOTE 5 - RELATED PARTY TRANSACTIONS

From January 1, 2007 to present the Company paid its sole officer and director, Ezra E. Ezra, \$100 per month for use of office space and services. As of November 30, 2012 there was an account payable - related party of \$3,300 reflecting unpaid rent of \$300 for the last three months and \$1,200, \$1,200 and \$600 from fiscal years 2011, 2010 and 2009 respectively.

As of November 30, 2012, there was a loan payable due to Ezra E. Ezra for \$46,965, which is non interest bearing with no specific repayment terms and a loan payable due to David F. Levy for \$15,000 which is non interest bearing with no specific repayment terms.