

SECURITIES AND EXCHANGE COMMISSION

FORM 10-K

Annual report pursuant to section 13 and 15(d)

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FILER

B-Scada, Inc.

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 10-K

Mark One

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended October 31, 2012

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from _____ to _____

Commission File Number: 333-150158

B-SCADA, INC.

(Exact name of registrant as specified in its charter)

DELAWARE

(State or other jurisdiction
of incorporation or organization)

94-3399360

(I.R.S. Employer Identification No.)

1255 N. Vantage Pt. Dr., Suite A

Crystal River, Florida 34429

(Address of principal executive offices) (Zip
Code)

N/A

(Former name or former address, if
changed since last report.)

Registrant's telephone number, including area code **(352) 564-9610**

Securities registered under Section 12(b) of the Exchange Act: **None**

Securities registered under Section 12(g) of the Exchange Act:

Common Stock, \$0.0001 Par Value

(Title of class)

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

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

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

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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 Smaller reporting company
(Do not check if a small 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

The aggregate market value of the common stock held by non-affiliates of the registrant, computed based upon prices at which it was last sold, as of the last business day of the registrant's second fiscal quarter, April 30, 2012, was approximately \$1,387,063.

According to the records of the registrant's registrar and transfer agent, the number of shares of the registrant's common stock outstanding as of January 16, 2013 was 24,586,672.

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NOTE REGARDING FORWARD-LOOKING STATEMENTS

This report and the documents incorporated in it by reference contain forward-looking statements that involve known and unknown risks and uncertainties. Examples of forward-looking statements include: projections of capital expenditures, competitive pressures, revenues, growth prospects, product development, financial resources and other financial matters. You can identify these and other forward-looking statements by the use of words such as “may,” “will,” “should,” “plans,” “anticipates,” “believes,” “estimates,” “predicts,” “intends,” “potential” or the negative of such terms, or other comparable terminology.

Our ability to predict the results of our operations or the effects of various events on our operating results is inherently uncertain. Therefore, we caution you to consider carefully the matters described in this report, the documents incorporated by reference in this report, and other publicly available sources. These factors and many other factors beyond the control of our management could cause our actual results, performance or achievements to be materially different from any future results, performance or achievements that may be expressed or implied by the forward-looking statements.

Part I

Item 1. Business

B-Scada, Inc. (“we,” “B-Scada,” “us,” “our”) is in the business of developing software products for the visualization and monitoring of real time data in heavy industry. Our HMI (Human Machine Interface) software and SCADA (Supervisory Control and Data Acquisition) products are utilized in the petrochemical, electricity distribution, transportation, facilities management and manufacturing industries.

The technology that B-Scada has developed has been licensed to 10 other firms including four Fortune 500 companies. These licensing arrangements provide long term, recurring, royalty based revenue for B-Scada. The products developed by companies using B-Scada’s technology include industrial automation solutions, medical applications for use in hospitals, and line of business applications. Our products are marketed and sold globally and offered both directly and through a sales channel of system integrators and resellers.

B-Scada has developed its own industrial control and monitoring solutions. ‘Status’ is a powerful SCADA capable of connecting to real time industrial data and displaying the information in real time to operators, maintenance personnel and supervisors.

HMI and SCADA systems are used for monitoring the HVAC (Heating Ventilation and Air Conditioning) systems in large commercial complexes. They are used in waste water treatment plants, with oil wells, hydro-electric plants, subway systems, pharmaceuticals and almost every manufacturing facility.

In the fiscal year ended October 31, 2012, we licensed our product to a global manufacturer of mining equipment, as well as to two Fortune 500 companies.

History

We were originally formed under the name Firefly Learning, Inc. on May 31, 2001. In October, 2005, pursuant to an exchange agreement we acquired all of the issued and outstanding shares of capital stock of Mobiform, Ltd., a Canadian corporation, (“Mobiform Canada”) in exchange for shares of our Common Stock and changed our name to Mobiform Software, Inc. After the acquisition, Mobiform Canada became our wholly-owned subsidiary. Effective September 14, 2010, Mobiform Canada was dissolved. On October 19, 2012, we changed our name to B-Scada, Inc.

Our technology team is comprised of seasoned veterans of software design and development who have extensive experience in designing, building and delivering world-class software solutions. We have licensed or provided training and/or consulting services for such major companies as General Electric, Microsoft Corporation, Intel Corporation, and Siemens AG.

Product Description

We develop and sell software designed for use by system integrators, industrial engineers, graphic designers and computer programmers. Our primary line of HMI software and SCADA products is a set of programs that allows users to generate “user interfaces.” User interfaces include internet web sites and computer applications of all kinds, including computer models of simple and complex systems (for example, a functioning power plant, the flow of inventory of a large business, the genetic code of a species or individual, or a simple lever). Given the great and increasing pervasiveness of user interfaces in the world economy, the demand for products that allow for the simple and flexible creation of user interfaces is enormous.

Our products can be utilized by many vertical markets. We have already entered into agreements with companies to use our technology in the fields of industrial automation, medical software and energy monitoring.

Revenue Streams

B-Scada’s revenue is generated from two sources, (i) retail sales of our HMI and SCADA software products and (ii) licensing of our technology to other companies. Development, design, consulting services and support are part of all product sales.

Retail

B-Scada ‘Status’ allows designers to create a representation of their manufacturing processes. Once the graphic display is created, Status has web services that connect to data on the factory floor and provide information to the various meters, gauges and graphics on

screen. Data flows two ways with Status, it can monitor data, and it allows the click of a button onscreen to start or stop a piece of equipment on the factory floor.

B-Scada has attracted a number of resellers and system integrators that are now promoting and using 'Status' in commercial settings. During the year ended October 31, 2012 we have materially increased our international reseller network. We believe that this will result in greater sales and distribution of our software through retail outlets and to original equipment manufacturers ("OEM"s). We are also targeting potential customers to offer customized applications to meet their industry requirements. Status is now being used to monitor the 4th largest subway system in the world in Seoul, South Korea. It is monitoring HVAC performance in pharmaceutical manufacturing facilities in China, and is used in various monitoring applications in numerous verticals in the United States.

Development of SCADA systems typically requires millions of dollars in development capital over several years. Larger firms cannot develop their own systems with the efficiency of smaller companies; a larger firm trying to develop such a system in house could easily spend \$15 million or more.

Technology Licensing

In addition to selling our own software products, we also license the technology we have developed to other software companies. Long-term licenses to multinational automation software companies are a major part of our business. The lead time for our engineers to work with theirs in developing successful integration of our software with their future products is fairly long-from nine months to two years - but the result is a multi-year high revenue license which provides substantial revenue to us for years to come. We have a number of agreements in place and are currently in discussions with additional companies in the oil and gas, oil service, electric power generation and mining industries.

The products developed using B-Scada technology include industrial automation solutions, medical applications for use in hospitals, smart grid, HVAC and line of business applications. The relationships established through licensing are very strategic and may lead to acquisitions to prevent competitive companies from having the same strategic benefits.

Development Services and Support

B-Scada has been recognized as a leading edge software development firm. We are often asked to provide software development services, graphics design and consulting as part of the technology licensing agreements we sign with our customers.

Over the past five years we have put in place a set of core technologies that we can leverage to create a variety of software applications for different vertical markets. We have made some of these components available to other software companies as either retail software development components or as toolkits that can be used to embed our technology into their solutions. We have offered free downloads of our components and toolkits to prospective customers. With thousands of downloads of our products globally, we believe B-Scada is well on its way to achieving brand-name recognition. We will continue in our efforts to generate incremental revenue by working with global industry leaders in selling consulting services and licensing our technology.

By providing a limited amount of consulting services, B-Scada is able to identify potential software products and components that are needed by industry, and produce those products for market. These components will feed our technology base and the relationships developed from the consulting will provide potential sales channels and additional licensing and OEM agreements to us.

Market Information

Our immediate industry focus relates to the following verticals:

Petro Chemical, Building Automation, Electricity Distribution and Emissions Monitoring.

Industrial Automation and Control Systems

Our team had experience with Rockwell Automation and as such we have chosen Industrial and Process control as the first vertical we have targeted. We released the new product in this vertical in January 2009 and have already licensed some of our technology to companies in this space.

Raw Materials and Suppliers

Since our products are principally intellectual property, raw material sources and availability are not significant to us. We will, however, be in competition with all other technology firms in attracting and retaining software engineering talent for Microsoft Windows developers, particularly those involved in .NET development. These resources are in extremely high demand and competition for these resources is significant.

Limited Customer Base

We have numerous customers using our products. A few of these customers are important to our success and comprise the majority of our revenue. In fiscal 2012 three customers generated 64% of our revenues and in fiscal 2011 three customers generated 87% of our revenues. We endeavor to retain the customers we have while we seek to broaden our customer base. The loss of these customers could have a material effect on our business, financial condition and results of operations. There is no assurance that we will succeed.

Protection of Intellectual Property

We have applied for trademarks for our logos and product names. We will consider patent applications as they are warranted and our resources allow. Our future success and our ability to compete may greatly depend on our proprietary technology. We therefore rely on trade secret laws, together with non-disclosure agreements and licensing agreements to establish and protect whatever proprietary rights that we may have.

Government Approval and Regulation

Our products and services do not require government approval and are not regulated by the government.

Cost and Effects of Compliance with Environmental Laws

We do not have any material costs or involvement with compliance with environmental laws.

Employees

We have nine full-time employees, and one part time employee, which includes four programmer product developers, one graphic designer, one sales and marketing representative, two quality assurance representatives, one general manager and our Chief Executive Officer. We are planning to expand, especially in sales and marketing, both through additional personnel and developing external distribution channels. We are discussing the possibility that one or more of our customers may become a distribution channel for our products.

Item 1A. Risk Factors.

Not applicable.

Item 1B. Unresolved Staff Comments.

Not applicable.

Item 2. Properties

Description of Properties

Our executive offices and research and development facilities are located in Crystal River, Florida. We rent a 2,000 square foot office and research facility at a variable monthly rent capped at \$4,000. We occupy the facility based upon a month-to-month verbal lease. This facility is sufficient for our current needs, but we may require bigger facilities as we carry out our business strategy.

Item 3. Legal Proceedings

The Company is not a party to, and its property is not the subject of, any pending legal proceedings.

Item 4. Mine Safety Disclosures

Not applicable.

Part II

Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

Market Information

Currently our Common Stock is quoted on the Over the Counter Bulletin Board (OTCBB) under the symbol MOBS. The reported high and low sales prices for the common stock as reported on the OTCBB are shown below for the periods indicated. The quotations reflect inter-dealer prices, without retail mark-up, markdown or commission, and may not represent actual transactions.

	<u>High</u>	<u>Low</u>
2011		
First quarter ended January 31, 2011	\$0.06	\$0.05
Second quarter ended April 30, 2011	0.19	0.06
Third quarter ended July 31, 2011	0.09	0.06
Fourth quarter ended October 31, 2011	0.08	0.05
2012		
First quarter ended January 31, 2012	0.03	0.03
Second quarter ended April 30, 2012	0.14	0.05
Third quarter ended July 31, 2012	0.08	0.06
Fourth quarter ended October 31, 2012	0.10	0.05

As of October 31, 2012, there were 161 holders of record owners of our common stock.

Dividends and Dividend Policy

We have never paid dividends on our Common Stock and our present policy is to retain anticipated future earnings for use in our business.

Purchases of Equity Securities by the Issuer and Affiliated Purchasers

None.

Securities Authorized for Issuance under Equity Compensation Plans

The following table sets forth securities authorized for issuance as of October 31, 2012 under any equity compensation plans, none of which has been approved by our stockholders.

Equity Compensation Plan Information

Plan category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
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None

*There is no formal equity compensation plan, so there is no specific number of shares available for future issuance. Our authorized, but unissued and unreserved shares of Common Stock total 74,965,994 shares.

Recent Sales of Unregistered Securities

There were no issuances of stock in the 4th quarter of fiscal 2012.

Item 6. Selected Financial Data.

Not applicable.

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion of our results of operations should be read together with our financial statements and the related notes, included elsewhere in this report. The following discussion contains forward-looking statements that reflect our current plans, estimates and beliefs and involve risks and uncertainties. Our actual results may differ materially from those discussed in the forward-looking statements. Factors that could cause or contribute to such differences include those discussed below and elsewhere in this annual report on Form 10-K.

Executive Summary

Since 2003, our experience in building and deploying HMI and SCADA Systems has given us a unique perspective and insight into new data visualization possibilities with emerging technologies.

We specialize in the compelling visualization of real-time data. B-Scada has produced exceptional data visualization solutions for manufacturing, power and utilities, automation, and other fields of business making use of HMI (Human Machine Interface) and SCADA (Supervisory Control and Data Acquisition) software products.

Our in-house expertise and experience has provided us the opportunity to partner with companies from various vertical markets, and assist them in developing custom solutions that meet their specific needs. Our goal is to help our clients transfer their real-time production and operational data into actionable information through graphically-compelling, functional, and intuitive user interfaces.

Products and Services

Our technology team has more than 50 years of experience in software design and development and has designed, built and delivered, over the years, world-class software solutions. In addition to software development, we also derive income from consulting services and contract development.

Overall Strategic Goals

Our intent since inception has been to use this model as a foundation for growing our business. Our plans include developing a 'Technology Toolbox' of software development components and design technology that can be used repeatedly as we deliver a variety of software products for consumers and industry in a wide range of verticals. If you can take a piece of technology, hardware, or any manufactured item, and reuse it over and over in different products you can achieve a very high return on investment for your research and development efforts.

This toolbox is a set of software components that can be reused in various software products. The types of software developed in our toolbox include software components for visualizing information, LED displays, gauges, charting and mapping controls. We call these our 'VantagePoint Controls™'. At B-Scada we have created additional technology for graphics design for our Technology Toolbox. 'Aurora' is a Graphics Design Platform that can be used to provide design capabilities inside of software applications built for Microsoft Windows.

Product Description

With the Technology Toolbox in place, we can quickly assemble data visualization software products for monitoring real time data. Our target market is monitoring and control for heavy industry since this is an area in which our team already has expertise.

We have assembled our first vertical market application. 'Status Vision Designer®' ("Status Designer") was released in January 2009 as an industrial control and monitoring application for heavy industry and manufacturing.

Status Designer falls into the category of a SCADA (Supervisory Control and Data Acquisition) or HMI (Human Machine Interface) software application.

Status Vision Designer® is a powerful data visualization software package that allows the user to create highly graphical screens and connect the controls on the screens to real-time data. The screens can then be published and viewed by anyone within the company or from the web.

Status Designer is built using Aurora, a powerful graphics design package developed by us. Aurora is used as the foundation for numerous software products of major Fortune 500 companies.

Status Designer has built-in connectivity to real-time OPC (Open Process Control) data (including OPCUA) and can very easily be extended to bind to other types of data. OPC data is primarily used in the manufacturing and process control industries. The market appeal for Status Designer is its ability to connect to a variety of OPC servers and display real-time data from hundreds of data sources.

We have attracted a number of resellers and system integrators that are now promoting and using 'Status Designer' in commercial settings. During the year ended October 31, 2011 we materially increased our international reseller network. We believe that this will result in greater sales and distribution of our software through retail outlets and to original equipment manufacturers ("OEM"s). We are also targeting potential customers to offer customized applications to meet their industry requirements. Status Designer is now being used to monitor the 4th largest subway system in the world in Seoul, South Korea. It is monitoring HVAC performance in pharmaceutical manufacturing facilities in China, and is used in various monitoring applications in numerous verticals in the United States.

Consulting

In addition to sales of pre-designed software products, we generate revenue by consulting with organizations which utilize our expertise in customized solutions and embedding our software into theirs. We also offer training and graphic design services. B-Scada's graphic designers provide screen design expertise. We have also been tasked to create customized .NET and Silverlight controls for use in the Status Designer, and produce 3D models of equipment and machinery for use in mimics.

We assist consulting clients with their applications. From initial consulting services and custom development, to embedding our Aurora software into their solution, we have the expertise and personnel to assist.

Status Designer was designed from the ground up to be extensible. Numerous companies have written custom data sources or asked B-Scada to create custom data sources to provide their real time data into Status Designer.

Technology Licensing

In addition to selling our own software products, we also license the technology we have developed to other software companies. Long-term licenses to multinational automation software companies are a major part of our business. The lead time for our engineers to work with theirs in developing successful integration of our software with their future products is fairly long-from nine months to two years - but the result is a multiyear high revenue license which provides substantial revenue to us for years to come. We have a number of agreements in place and are currently in discussions with additional companies in the oil and gas, oil service, electric power generation and mining industries.

The products developed using B-Scada's technology include industrial automation solutions, medical applications for use in hospitals, smart grid, HVAC and line of business applications. The relationships established through licensing are very strategic and may lead to acquisitions to prevent competitive companies from having the same strategic benefits.

Development Services and Support

B-Scada has been recognized as a leading edge software development firm. We are often asked to provide software development services, graphics design and consulting as part of the technology licensing agreements we sign with our customers.

Our go-to-market strategy is simple: For Stage 1, following in the footsteps of Corel, Adobe and Macromedia, our goal is to put in place a set of core technologies that we can leverage to create a variety of software applications for different vertical markets. We have made some of these components available to other software companies as either retail software development components or as toolkits that can be used to embed our technology into their solutions. We have offered free downloads of our components and toolkits to prospective customers. With thousands of downloads of our products globally, we believe we are well on our way to achieving brand-name recognition. We will continue in our efforts to generate incremental revenue by working with global industry leaders in selling consulting services and licensing our technology.

Now that we are equipped with the technology infrastructure developed during Stage 1, we find that developing highly interactive and powerful software is simplified. In Stage 2 we are moving our business focus from technology development to product development. We are in discussions with major companies engaged in offshore drilling platforms, mining, electric power generation and heavy industry automation, among others. With a powerful set of software components in our tool belt, we believe we are able to build software products more rapidly and at a lower total cost of ownership to the consumer. Products are created through two different scenarios, (i) in-house creation of our own consumer products; and (ii) integration into third party products. Both scenarios should result in additional income producing licenses to or sales of, our technologies and products.

The third part of our strategy is a feedback loop. By providing a limited amount of consulting services, B-Scada is able to identify potential software products and components that are needed by industry, and produce those products for market. These components will feed our technology base and the relationships developed from the consulting will provide potential sales channels and additional licensing and OEM agreements to us.

Revenue Strategy

We are currently generating revenues through the licensing of our technology to different software companies, retailing portions of our technology as software development components, and in the near future, retailing our software solutions to specific vertical markets. We anticipate, in the future, a smaller portion of our revenue will come from consulting services and custom development.

We are currently selling our products directly over the Internet from our website and through resellers. In the future, we intend to distribute Aurora through retail outlets and OEMs. We will also target potential customers to offer customized applications to meet their industry requirements.

Critical Accounting Policies and Estimates

Our financial statements are prepared in accordance with U.S. Generally Accepted Accounting Principles (GAAP). The preparation of the financial statements requires us to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues, expenses, and related disclosures. Though we evaluate our estimates and assumptions on an ongoing basis, our actual results may differ from these estimates.

Certain of our accounting policies that we believe are the most important to the portrayal of our financial condition and results of operations and that require management's subjective judgments are described below to facilitate a better understanding of our business activities. We base our judgments on our experience and assumptions that we believe are reasonable and applicable under the circumstances.

Revenue Recognition - Our revenues are recognized in accordance with FASB ASC Topic 985-605 "Revenue Recognition" for the software industry. Revenue from the sale of software licenses is recognized when standardized software modules are delivered to and accepted by the customer, the license term has begun, the fee is fixed or determinable and collectibility is probable. Revenue from software maintenance contracts and Application Service Provider ("ASP") services are recognized ratably over the lives of the contracts. Revenue from professional services is recognized when the service is provided.

We enter into revenue arrangements in which a customer may purchase a combination of software, maintenance and support, and professional services (multiple-element arrangements). When vendor-specific objective evidence ("VSOE") of fair value exists for all elements, we allocate revenue to each element based on the relative fair value of each of the elements. VSOE of fair value is established by the price charged when that element is sold separately. For maintenance and support, VSOE of fair value is established by renewal rates, when they are sold separately. For arrangements where VSOE of fair value exists only for the undelivered elements, we defer the full fair value of the undelivered elements and recognize the difference between the total arrangement fee and the amount deferred for the undelivered items as revenue, assuming all other criteria for revenue recognition have been met.

Results of Operations

The following tables set forth, for the periods indicated, certain items from the statements of operations along with a comparative analysis of ratios of costs and expenses to revenues.

Comparison of the Fiscal Years Ended October 31, 2012 and 2011

	For the years ended October 31,			
	2012		2011	
	Amounts	% of Revenues	Amounts	% of Revenues
Revenues	\$ 1,070,870	100%	\$ 980,909	100%
Operating expenses:				
Compensation costs	\$ 655,843	61%	\$ 631,552	64%
Consulting fees	\$ 8,887	1%	\$ 41,589	4%
Advertising	\$ 30,527	3%	\$ 32,286	3%
Professional fees	\$ 96,864	9%	\$ 114,561	12%
Interest and debt costs	\$ 18,058	2%	\$ 14,520	1%
Net Income	\$ 152,373	14%	\$ 41,676	4%
Net income per share - Basic and diluted	\$ 0.01		\$ --	

Revenues

Our revenues for the year ended October 31, 2012 amounted to \$1,070,870 compared to fiscal 2011 revenues of \$980,909, an increase of approximately \$90,000 (9%). During fiscal 2012, we had increases in consulting and developmental services revenues of \$68,000 and \$45,000, respectively. This increase was offset by a slight decline in technology licensing revenue of \$23,000. We continue to implement our strategic goals to generate increased revenues from the sales of our products and services. Service revenues include revenues from fees charged for the implementation of our software products and training of customers in the use of such products. We are currently selling our software over the internet and are marketing our products and services to companies which may want to license or joint venture some of our software applications.

Operating Expenses

Our operating expenses consist primarily of compensation costs, advertising and professional services.

Compensation costs consist of payroll and related expenses. Payroll expenses amounted to \$655,843 in the year ended October 31, 2012 compared to \$631,552 in the year ended October 31, 2011. Payroll expenses increased \$24,291 (4%), but are 61% of revenues compared to 64% of revenues in fiscal 2011 as we continue to manage our payroll costs as we implement our strategic plan.

Advertising costs have decreased to \$30,527 in the year ended October 31, 2012 from \$32,286 in the year ended October 31, 2011, a decrease of \$1,759 (5%). As operations improved we have reinstated our advertising budget to prior levels since we believe it is necessary to market our products and services in order to accomplish our plan for revenue growth.

Professional fees decreased from \$114,561 in the year ended October 31, 2011 to \$96,864 in the year ended October 31, 2012, a decrease of \$17,697 (15%). We reduced professional fees by internally performing certain functions which had previously been done by our professionals.

Consulting fees decreased from \$40,130 in the year ended October 31, 2011 to \$8,887 in the year ended October 31, 2012 and share based consulting fees decreased from \$1,459 in the year ended October 31, 2011 to \$0 in the year ended October 31, 2012 as certain consulting agreements entered into in fiscal 2011 were not renewed.

Interest and Debt Costs

Interest expense increased from \$14,520 (\$10,520 related party) in the year ended October 31, 2011 to \$18,058 (\$14,058 related party) in the year ended October 31, 2012. Interest expense is incurred on the promissory notes totaling \$164,173 with our CEO and \$50,000 in outstanding convertible debentures.

Income Taxes

We have no income tax provision since our prior pre-tax losses are utilized to offset current taxable income. The potential future tax benefits resulting from remaining pre-tax losses have been fully reserved as we are not able to determine if it is more likely than not that we will be able to realize the tax benefits in the future.

Net Income

Net income in the year ended October 31, 2012 totaled \$152,373 compared to net income of \$41,676 in the year ended October 31, 2011, an increase of \$110,697 (266%) as discussed above.

Comparison of the Fiscal Years Ended October 31, 2011 and 2010

	For the years ended October 31,			
	2011		2010	
	Amounts	% of Revenues	Amounts	% of Revenues
Revenues	\$ 980,909	100%	\$ 824,508	100%
Operating expenses:				
Compensation costs	\$ 631,552	64%	\$ 594,267	72%
Consulting fees	\$ 41,589	4%	\$ 124,656	15%
Advertising	\$ 32,286	3%	\$ 34,436	4%
Professional fees	\$ 114,561	12%	\$ 137,719	17%
Interest and debt costs	\$ 14,520	1%	\$ 12,000	1%
Net Income (Loss)	<u>\$ 41,676</u>	4%	<u>\$ (192,470)</u>	(23)%
Net income (loss) per share - Basic and diluted	\$ --		\$ (\$0.01)	

Revenues

Our revenues for the year ended October 31, 2011 amounted to \$980,909 compared to the comparative 2010 period of \$824,508. Revenues for the year increased by approximately \$156,000 (19%), primarily resulting from our signing of an amended licensing agreement with an existing customer. This increase was offset by slight declines in consulting and developmental services revenues. Service revenues include revenues from fees charged for the implementation of our software products and training of customers in the use of such products. We are currently selling our software over the internet and are marketing our products and services to companies which may want to license or joint venture some of our software applications.

Operating Expenses

Our operating expenses consist primarily of compensation costs, advertising and professional services.

Compensation costs consist of payroll and related expenses. Payroll expenses amounted to \$631,552 in the year ended October 31, 2011 compared to \$594,267 in the year ended October 31, 2010. Payroll expenses increased \$37,285 (6%) as we continue to manage our payroll costs as we implement our strategic plan.

Advertising costs decreased to \$32,286 in the year ended October 31, 2011 from \$34,436 in the year ended October 31, 2010, a decrease of \$2,150 (6%). We reduced our advertising budget temporarily as a means of preserving capital as we implement our plan for revenue growth.

Professional fees decreased from \$137,719 in the year ended October 31, 2010 to \$114,561 in the year ended October 31, 2011, a decrease of \$23,158 (17%). We reduced professional fees by internally performing certain functions which had previously been done by our professionals.

Consulting fees decreased from \$51,456 in the year ended October 31, 2010 to \$40,130 in the year ended October 31, 2011 and share based consulting fees decreased from \$73,200 in the year ended October 31, 2010 to \$1,459 in the year ended October 31, 2011 as certain consulting agreements entered into in fiscal 2010 were not renewed.

Interest and Debt Costs

Interest expense increased from \$12,000 (\$8,000 related party) in the year ended October 31, 2010 to \$14,520 (\$10,520 related party) in the year ended October 31, 2011. Interest expense is incurred on the promissory notes totaling \$210,000 with our CEO executed in the last quarter of fiscal year 2009, the first quarter of fiscal 2010, the third quarter of fiscal 2011 and the last quarter of fiscal 2011 and \$50,000 on outstanding convertible debentures.

Income Taxes

The potential future tax benefits resulting from pre-tax losses have been fully reserved as we are not able to determine if it is more likely than not that we will be able to realize the tax benefits in the future.

Net Income (Loss)

Net income in the year ended October 31, 2011 totaled \$41,676 compared to a net loss of \$192,470 in the year ended October 31, 2010, an increase of \$234,146.

Liquidity and Capital Resources

We fund our operations through sales of our products and services and debt and equity financings.

At October 31, 2012 we had cash and cash equivalents of \$95,000 compared to \$14,000 at October 31, 2011. The increase of \$81,000 is primarily attributable to cash generated from operations.

Cash Flows

Net cash provided by (used for) operating activities amounted to \$132,272 and \$(164,022) in the fiscal years ended October 31, 2012 and 2011, respectively. Net cash from operations increased as a result of cash generated from our licensing agreements and services revenues while we managed to maintain operating costs as discussed above while we implemented our overall strategic business plan.

In fiscal 2012, cash was used for investing activities for the acquisition of property and equipment in the amount of \$5,527. There were no cash investing activities in the year ended October 31, 2011.

In fiscal 2012, cash was used for financing activities for loan repayments to our CEO in the amount of \$45,827. We generated cash from financing activities of \$110,000 in fiscal 2011 through our promissory notes with our CEO.

We believe that our cash on hand at October 31, 2012 and our revenue commitments will be sufficient to fund our operations for at least the next 12 months. We have signed significant licensing agreements and continue to market our products and services in accordance with our strategic business plan. We are also looking to raise additional capital through debt and/or equity financings. There is no assurance that the income generated from these and future agreements will meet our working capital requirements, or that we will be able to sign significant agreements in the future. There is also no assurance that we will be able to obtain additional capital in the amount or on terms acceptable to us.

Contractual Obligations

Not Applicable

Off-Balance Sheet Arrangements

As of October 31, 2012, we had no off-balance sheet arrangements as defined in Item 303(a)(4) of Regulation S-K.

Recent Accounting Pronouncements

On May 12, 2011, the FASB issued ASU 2011-04. The ASU is the result of joint efforts by the FASB and the International Accounting Standards Board (“IASB”) to develop a single, converged fair value framework. Thus, there are few differences between the ASU and its international counterpart, IFRS 13. This ASU is largely consistent with existing fair value measurement principles in U.S. GAAP; however it expands ASC 820’s existing disclosure requirements for fair value measurements and makes other amendments. The ASU is effective for interim and annual periods beginning after December 15, 2011. The Company does not expect the provisions of ASU 2011-04 to have a material effect on the financial position, results of operations or cash flows of the Company.

On June 16, 2011, the FASB issued ASU 2011-05, which revises the manner in which entities present comprehensive income in their financial statements. The new guidance removes the presentation options in ASC 220 and requires entities to report components of comprehensive income in either (1) a continuous statement of comprehensive income or (2) two separate but consecutive statements. The ASU does not change the items that must be reported in other comprehensive income. The amendments are effective for fiscal years, and interim periods within those years, beginning after December 15, 2011. The Company does not expect the provisions of ASU 2011-05 to have a material effect on the financial position, results of operations or cash flows of the Company.

Management does not believe that any other recently issued but not yet effective accounting pronouncements, if adopted, would have an effect on the accompanying financial statements.

Item 7A. Quantitative and Qualitative Disclosure about Market Risk

Interest Rate Risk

Not applicable

Item 8. Financial Statements and Supplementary Data

Our financial statements are contained in the pages beginning F-1, which appear at the end of this annual report.

Item 9. Changes In and Disagreements With Accountants on Accounting and Financial Disclosure

Not applicable.

Item 9A. Controls and Procedures

- (a) Evaluation of disclosure controls and procedures

The Company's management, with the participation of the Company's principal executive officer ("CEO") and principal financial officer ("CFO"), evaluated the effectiveness of the Company's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) promulgated under the Securities Exchange Act of 1934, as amended (the "Exchange Act")) as of the end of the period covered by this report. Based on this evaluation, the CEO and CFO concluded that, as of the end of such period, the Company's disclosure controls and procedures were effective to ensure that information that is required to be disclosed by the Company in the reports it files or submits under the Exchange Act is (i) recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms and (ii) accumulated and communicated to the Company's management, including the CEO and CFO, as appropriate, to allow timely decisions regarding required disclosure.

(b) Evaluation of internal control over financial reporting

Management is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act. Because of inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that internal controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Management has assessed the effectiveness of our internal control over financial reporting as of October 31, 2012. In making this assessment, management used the criteria established in *Internal Control - Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The objective of this assessment is to determine whether our internal control over financial reporting was effective as of October 31, 2012. Based on our assessment utilizing the criteria issued by COSO, management has concluded that our internal control over financial reporting was not effective as of October 31, 2012. Management's assessment identified the following material weaknesses:

- As of October 31, 2012, there was a lack of accounting personnel with the requisite knowledge of Generally Accepted Accounting Principles ("GAAP") in the U.S. and financial reporting requirements of the Securities and Exchange Commission (the "SEC").
- As of October 31, 2012, there were insufficient written policies and procedures to insure the correct application of accounting and financial reporting with respect to the current requirements of GAAP and SEC disclosure requirements.
- As of October 31, 2012, there was a lack of segregation of duties, in that we only had one person performing all accounting-related duties.
- As of October 31, 2012, there were no independent directors and no independent audit committee.

We continue to evaluate the effectiveness of internal controls and procedures on an on-going basis. We plan to further address these issues once cash flows from operations improve to a level where we are able to hire additional personnel in financial reporting.

During the most recently completed fiscal quarter, there has been no change in our internal control over financial reporting that has materially affected or is reasonably likely to materially affect, our internal control over financial reporting.

Item 9B. Other Information

None.

Part III

Item 10. Directors, Executive Officers and Corporate Governance

Management

The Company's management and key employees are the following:

Name	Age	Position with Company
Allen Ronald DeSerranno	46	CEO, President, CFO, Director
Brian S Thornton	39	Vice President, Secretary
Joshua M. Weeks	32	CTO

The profiles of our officer and director and key employees are set forth below:

Ron DeSerranno

Mr. DeSerranno is a founder and CEO of Mobiform Canada, which was organized in March, 2003. Since B-Scada's October, 2005 acquisition of Mobiform Canada, he has been Chief Executive Officer, President and a Director of B-Scada (formerly, Mobiform Software, Inc.). His software development career first began at the Space and Atmospheric Research Group, Physics Department, at the University of Western Ontario. He was a Microsoft Certified Trainer, author and consultant and has lectured in Stockholm, Manila, Dublin, London, New York and Toronto. From August, 1997 to November, 2000, he was a Senior Software Engineer for Rockwell Software, Inc. where he was the development lead for Rockwell's flagship industrial automation product RSView, a world class Industrial Automation System. In 2002 he served as Vice President of Software Development for Motivus Software Ltd. Mr. DeSerranno has been designing and developing world class software products for many years. Mr. DeSerranno graduated University of Western Ontario in Environmental Science and Fanshawe College of Applied Arts and Technology as a Certified Engineering Technologist.

Brian Thornton

Mr. Thornton has over 15 years of technical and management experience. He holds a degree from Ocean County College in Computer Science and is a Certified Software Engineer. Prior to joining B-Scada in February of 2008, Mr. Thornton served in key roles as Senior Software Engineer and Development Lead for Compro Technologies, Inc., where he designed and developed innovative telecom solutions for a global client base. He has 10 years of experience in the development lifecycle within the telecommunications industry. Mr. Thornton has also served as a Software Consultant for Thoroughbred Software, providing development assistance to a broad range of engineers and instructing courses in Business Basic and UNIX.

Joshua Weeks

Mr. Weeks has a Bachelor of Science degree in Computer Science from Western Carolina University. Mr. Weeks has been with B-Scada since July of 2008. He previously developed financial software with Metrostat Technologies of Sylba, NC. He has also worked for America Online and Seventhman: a web, software, and business development firm. Mr. Weeks was integral in the development of CityTalent, a web-based remote staffing and project management platform, and was formerly a Sr. Programmer for the Board of County Commissioners of Citrus County, FL.

None of the foregoing persons have been involved in any proceedings specified in Item 401(f) of Regulation S-K in the last ten years

Indemnification of Directors and Officers

Our Certificate of Incorporation provides that the Company shall, to the fullest extent permitted by the law of the State of Delaware, indemnify any and all persons whom it shall have power to indemnify from and against any and all of the expenses, liabilities or other matters referred to in or covered by the applicable provisions of Delaware law, and the indemnification provided for will not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-Law, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in their official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors and administrators of such a person. We are required to indemnify each officer and director to the fullest extent permitted by law and to advance certain expenses incurred by such persons. Our Certificate of Incorporation and Delaware law provide limitations on the directors' rights to indemnification in certain circumstances.

Code of Business Conduct and Ethics

We have adopted a Code of Business Conduct and Ethics, which was filed as Exhibit 14.1 to our Annual Report on Form 10-K for the fiscal year ended October 31, 2009.

Item 11. Executive Compensation

The following table sets forth, for the fiscal years ended October 31, 2011 and October 31, 2012, all compensation paid, distributed or accrued, including salary and bonus amounts, for services rendered to us by our Principal Executive Officer and Principal Financial Officer, during the fiscal years ended October 31, 2011 and October 31, 2012. No other executive officer who was serving as an executive officer at October 31, 2012, had total compensation for fiscal 2012 exceeding \$100,000:

Year Ended				
Name and Principal Position	October 31	Salary (\$)	Option Awards	Total
Allen Ronald DeSerranno	2011	150,000	0 \$	150,000
Chief Executive Officer	2012	150,000	0 \$	150,000

Director Compensation

We do not compensate our directors for serving on our Board of Directors, other than any compensation which a director may earn as an employee of the Company. We reimburse our directors for any travel related expenses incurred in performing their duties as directors.

Employment Agreements

Mr. DeSerranno had an employment agreement with the Company, which provided for an annual salary of \$150,000, which expired on March 31, 2009. Effective April 1, 2009 Mr. DeSerranno's salary has continued at the same rate.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

The following table sets forth the number of shares of Common Stock beneficially owned as of January 16, 2013 by (i) those persons or groups known to us who beneficially own more than 5% of our Common Stock; (ii) each director; (iii) each executive officer whose compensation exceeded \$100,000 in the fiscal year ended October 31, 2012; and, (iv) all directors and executive officers as a group. Beneficial ownership is determined in accordance with Rule 13d-3 under the Exchange Act based upon information furnished by persons listed or contained in filings made by them with the SEC and by information provided by such persons directly to us. Except as indicated, the stockholders listed below possess sole voting and investment power with respect to their shares.

Name (1)	Number of Shares of Common Stock Beneficially Owned(2)	Percentage of Outstanding Shares of Common Stock(3)
Allen Ronald DeSerranno(4)	9,404,955	38.25%
Gary Fuhr	1,311,085	5.33%
All officers and directors as a group (One person)	9,404,955	38.25%

(1) The address of Mr. DeSerranno is c/o B-Scada, Inc., 1255 N Vantage Pt. Dr., Suite A, Crystal River, Florida 34429. Mr. Fuhr, a former employee of the Company, has an address at 7204 Stride Avenue, Burnaby, BC V3N 1T9 Canada.

(2) Beneficial ownership is determined in accordance with the rules of the SEC and generally includes voting or investment power with respect to securities. Shares of Common Stock relating to options currently exercisable or exercisable within 60 days of the date of this table, are deemed outstanding for computing the percentage of the person holding such securities, but are not deemed outstanding for computing the percentage of any other person. Except as indicated by footnote, and subject to community property laws where applicable, the persons named in the table above have sole voting and investment power with respect to all shares shown as beneficially owned by them.

(3) Based upon 24,586,672 shares of Common Stock outstanding plus in each case the shares which the person or group has a right to acquire within 60 days through the exercise of warrants.

(4) Includes 1,721,979 held by a corporation wholly-owned by Mr. DeSerranno. Excludes 316,780 shares of Common Stock held by Mr. DeSerranno's wife, Rita Honorata DeSerranno, as to which he disclaims beneficial ownership.

Change in Control

We are unaware of any arrangement or understanding that may, at a subsequent date, result in a change of control of our Company.

Item 13. Certain Relationships and Related Transactions, and Director Independence

On January 25, 2012, we paid \$45,000 to our CEO for partial payment of promissory notes and accrued interest due him. The payment included principal in the amount of \$35,827 and accrued interest of \$9,173. On February 6, 2012, we paid \$10,000 to our CEO for partial payment of promissory notes owed him. The payment included principal in the amount of \$10,000.

Item 14. Principal Accountant Fees and Services

Meyler & Company, LLC served as our independent registered public accounting firm for the fiscal years ended October 31, 2012 and 2011. The following table shows the fees that were billed for the audit and other services provided by such firm for 2012 and 2011.

	2012	2011
Meyler & Company, LLC:		
Audit Fees	\$ 55,000	\$ 55,000
Audit-Related Fees	0	0
Tax Fees	0	0
All Other Fees	0	0
Total	\$ 55,000	\$ 55,000

Audit Fees - This category includes the audit of our annual financial statements, review of financial statements included in our Form 10-Q Quarterly Reports and services that are normally provided by the independent auditors in connection with engagements for those fiscal years. This category also includes advice on audit and accounting matters that arose during, or as a result of, the audit or the review of interim financial statements.

Audit-Related Fees - This category consists of assurance and related services by the independent auditors that are reasonably related to the performance of the audit or review of our financial statements and are not reported above under "Audit Fees." The services for the fees disclosed under this category include consultation regarding our correspondence with the SEC and other accounting consulting.

Tax Fees - This category consists of professional services rendered by our independent auditors for tax compliance and tax advice. The services for the fees disclosed under this category include tax return preparation and technical tax advice.

All Other Fees - This category consists of fees for other miscellaneous items.

Our Board of Directors acting as our Audit Committee preapproved each engagement of our independent registered public accounting firm.

Part IV

Item 15. Exhibits, Financial Statement Schedules

<u>Number</u>	<u>Description</u>
3.1	Certificate of Incorporation *
3.2	By-laws *
3.3	Certificate of Ownership and Merger. Incorporated by reference to Exhibit 99.1 to the Company' s Current Report on Form 8-K filed October 19, 2012.
4.1	Form of Specimen Stock Certificate *
10.3	Form of Warrant - \$1.50 *
10.3.1	Form of Warrant - \$.75 *
10.9	Form of 8% Convertible Note*
14.1	Code of Ethics**
31.1	Certification by the Principal Executive Officer and Principal Financial Officer of B-Scada, Inc. pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (Rule 13a-14(a) or Rule 15d-14(a))***
32.1	Certification by the Principal Executive Officer and Principal Financial Officer of B-Scada, Inc. pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.***

* Incorporated by reference to the correspondingly numbered exhibit to the Company's Registration Statement on Form S-1 filed on April 9, 2008.

** Incorporated by reference to the correspondingly numbered exhibit to the Company' s Annual Report on Form 10-K filed on January 29, 2010.

*** Filed herewith.

SIGNATURES

In accordance with Section 13 or 15(d) of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

B-SCADA, INC.

By: /s/ Allen Ronald DeSerranno
Allen Ronald DeSerranno
Title: Chief Executive Officer and Chief Financial Officer
Date: January 28, 2013

In accordance with Section 13 or 15(d) of the Exchange Act, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated:

By: /s/ Allen Ronald DeSerranno
Allen Ronald DeSerranno
Title: Chief Executive Officer, Chief Financial Officer and Sole Director
Date: January 28, 2013

Financial Statements

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Meyler&Company LLC
Certified Public Accountants
& Management Consultants

One Arin Park
1715 Highway 35
Middletown, NJ 07748

Phone: 732-671-2244

Report of Independent Registered Public Accounting Firm

To the Board of Directors of
B-Scada, Inc.
Crystal River, Florida

We have audited the accompanying balance sheets of B-Scada, Inc. as of October 31, 2012 and 2011, and the related statements of operations, stockholders' deficiency and cash flows for each of the years in the two-year period ended October 31, 2012. B-Scada, Inc.' s management is responsible for these financial statements. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company' s internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of B-Scada, Inc. as of October 31, 2012 and 2011, and the results of its operations and its cash flows for each of the years in the two-year period ended October 31, 2012, in conformity with accounting principles generally accepted in the United States of America.

/s/ Meyler & Company, LLC

January 18, 2013
Middletown, NJ

B-SCADA, INC.**BALANCE SHEETS**

	October 31,	
	2012	2011
Assets		
Current Assets		
Cash and Cash Equivalents	\$ 94,831	\$ 13,958
Accounts Receivable - Net	104,965	59,674
Accrued Revenue	148,750	174,350
Prepaid Expenses and Other Current Assets	4,770	1,835
Total Current Assets	<u>353,316</u>	<u>249,817</u>
Property and Equipment - Net	<u>9,029</u>	<u>15,542</u>
Other Assets		
Security Deposits	<u>3,650</u>	<u>3,650</u>
Total Assets	<u>\$ 365,995</u>	<u>\$ 269,009</u>
Liabilities and Stockholders' Deficiency		
Current Liabilities		
Convertible Notes Payable	\$ 50,000	\$ 50,000
Notes Payable - Related Party	164,173	210,000
Accounts Payable and Accrued Liabilities	163,777	145,728
Deferred Revenue	58,590	86,199
Total Current Liabilities	<u>436,540</u>	<u>491,927</u>
Commitments and Contingencies	--	--
Stockholders' Deficiency		
Preferred Stock, \$0.0001 Par Value, 5,000,000 Shares		
Authorized and Unissued	--	--
Common Stock, \$0.0001 Par Value; 100,000,000 Shares		
Authorized; Shares Issued and Outstanding, 24,586,672 at		
October 31, 2012 and 2011	2,459	2,459
Additional Paid in Capital	7,100,728	7,100,728
Accumulated Deficit	<u>(7,173,732)</u>	<u>(7,326,105)</u>
Total Stockholders' Deficiency	<u>(70,545)</u>	<u>(222,918)</u>
Total Liabilities and Stockholders' Deficiency	<u>\$ 365,995</u>	<u>\$ 269,009</u>

See accompanying notes to financial statements.

B-SCADA, INC.

STATEMENTS OF OPERATIONS

	For the Years Ended October 31,	
	2012	2011
Revenue	\$ 1,070,870	\$ 980,909
Operating Expenses		
Payroll Expenses	655,843	631,552
Professional Fees	96,864	114,561
Advertising	30,527	32,286
Depreciation and Amortization	12,085	13,863
Consulting Fees	8,887	40,130
Consulting Fees - Share Based	--	1,459
Office	16,243	14,405
Rent	34,652	38,949
Telephone and Communication	7,795	7,415
Other	37,543	30,093
Total Operating Expenses	900,439	924,713
Operating Income	170,431	56,196
Other Expenses		
Interest Expense	(4,000)	(4,000)
Interest Expense-Related Party	(14,058)	(10,520)
Total Other Expenses	(18,058)	(14,520)
Income Before Income Taxes	152,373	41,676
Provision for Income Taxes	--	--
Net Income	\$ 152,373	\$ 41,676
Net Income Per Common Share - Basic and Diluted	\$ 0.01	\$ --
Weighted-Average Common Shares Outstanding - Basic and Diluted	24,586,672	24,586,672

See accompanying notes to financial statements.

B-SCADA, INC.

STATEMENT OF STOCKHOLDERS' DEFICIENCY

	Common Stock		Additional Paid-in Capital	Accumulated Deficit	Total
	Shares	Amount			
Balance - November 1, 2010	24,586,672	\$ 2,459	\$ 7,099,269	\$ (7,367,781)	\$ (266,053)
Share based compensation for warrants issued for consulting services	--	--	1,459	--	1,459
Net income for the year ended October 31, 2011	--	--	--	41,676	41,676
Balance - October 31, 2011	24,586,672	2,459	7,100,728	(7,326,105)	(222,918)
Net income for the year ended October 31, 2012	--	--	--	152,373	152,373
Balance - October 31, 2012	24,586,672	\$ 2,459	\$ 7,100,728	\$ (7,173,732)	\$ (70,545)

See accompanying notes to financial statements.

B-SCADA, INC.**STATEMENTS OF CASH FLOWS**

	For the Years Ended	
	October 31,	
	2012	2011
Operating Activities		
Net Income	\$ 152,373	\$ 41,676
Adjustments to Reconcile Net Income to Net Cash		
Provided by (Used For) Operating Activities:		
Depreciation and Amortization	12,085	13,863
Consulting Fees - Share Based	--	1,459
Deferred Revenue	(27,609)	(82,205)
Changes in Assets and Liabilities:		
(Increase) Decrease in:		
Accounts Receivable	(45,291)	13,616
Accrued Revenue	25,600	(170,100)
Prepaid Expenses and Other Current Assets	(2,935)	2,008
Increase (Decrease) in:		
Accounts Payable and Accrued Liabilities	18,049	15,661
Net Cash Provided by (Used for) Operating Activities	132,272	(164,022)
Investing Activities		
Acquisition of Equipment	(5,572)	--
Net Cash Used for Investing Activities	(5,572)	--
Financing Activities		
Payment of note payable-related party	(45,827)	
Proceeds from notes payable - related party	--	110,000
Net Cash Provided by (Used for) Financing Activities	(45,827)	110,000
Change in Cash and Cash Equivalents	80,873	(54,022)
Cash and Cash Equivalents - Beginning of Year	13,958	67,980
Cash and Cash Equivalents - End of Year	\$ 94,831	\$ 13,958
Supplemental Disclosures of Cash Flow Information		
Cash paid during the year for:		
Interest	\$ 9,173	\$ --
Income Taxes	\$ --	\$ --

See accompanying notes to financial statements.

B-SCADA, INC.

NOTES TO FINANCIAL STATEMENTS **OCTOBER 31, 2012**

(1) Nature of Business and Basis of Presentation

B-Scada, Inc. (“B-Scada”, the “Company”, “we” or “us”), a Delaware corporation, was originally formed under the name Firefly Learning, Inc. in May 2001. In October, 2005, pursuant to an exchange agreement, we acquired all of the issued and outstanding shares of capital stock of Mobiform Software, Ltd. (“Mobiform Canada”), a Canadian corporation, in exchange for 14,299,593 shares of our common stock and changed our name to Mobiform Software, Inc. Effective September 14, 2010, Mobiform Canada was dissolved. On October 19, 2012, we changed our name to B-Scada, Inc.

B-Scada is in the business of developing software products for the visualization and monitoring of data in heavy industry. Our HMI (Human Machine Interface) software and SCADA (Supervisory Control and Data Acquisition) products are utilized in petro chemical, electricity distribution, transportation, facilities management and manufacturing industries. B-Scada also licenses portions of its technology for use in the products of smaller software firms and Fortune 500 companies. Our products are marketed and sold globally and offered through a sales channel of system integrators and resellers.

(2) Alleviation of Going Concern Qualification

We have incurred substantial net operating losses and used substantial amounts of cash in our operating activities since our inception. The expansion and development of our business has been funded primarily through a combination of private equity and debt and notes from our Chief Executive Officer. As of October 31, 2012, we have approximately \$95,000 in cash and cash equivalents. We have signed significant licensing and services agreements with Fortune 500 companies and others and for the year ended October 31, 2012 we have generated \$132,000 in cash from operations. We believe that, as a result of this, we currently have sufficient cash and revenue commitments to finance our operations over the next twelve month period. There is no assurance that the income generated from these and future agreements will meet our working capital requirements subsequent to the next twelve months, and if not, we will likely require additional capital. We continue to market our products and services in accordance with our strategic business plan. We are also looking to raise additional capital to meet our future working capital needs. There are no assurances, however, that we will be successful in our efforts to raise capital or generate sufficient revenues through our marketing efforts.

(3) Summary of Significant Accounting Policies

Use of Estimates - The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Cash and Cash Equivalents - We consider all highly liquid investments, with a maturity of three months or less when purchased, to be cash equivalents.

Revenue Recognition - Our revenues are recognized in accordance with Financial Accounting Standards Board (“FASB”) Accounting Standards Codification (“ASC”) Topic 985-605 “Revenue Recognition” for the software industry. Revenue from the sale of software licenses is recognized when standardized software modules are delivered to and accepted by the customer, the license term has begun, the fee is fixed or determinable and collectability is probable. Revenue from software maintenance contracts and Application Service Provider (“ASP”) services are recognized ratably over the lives of the contracts. Revenue from professional services is recognized when the service is provided.

We enter into revenue arrangements in which a customer may purchase a combination of software, maintenance and support, and professional services (multiple-element arrangements). When vendor-specific objective evidence (“VSOE”) of fair value exists for all elements, we allocate revenue to each element based on the relative fair value of each of the elements. VSOE of fair value is established by the price charged when that element is sold separately. For maintenance and support, VSOE of fair value is established by renewal rates, when they are sold separately. For arrangements where VSOE of fair value exists only for the undelivered elements, we defer the

full fair value of the undelivered elements and recognize the difference between the total arrangement fee and the amount deferred for the undelivered items as revenue, assuming all other criteria for revenue recognition have been met.

B-SCADA, INC.
NOTES TO FINANCIAL STATEMENTS
OCTOBER 31, 2012

Fair Value of Financial Statements - FASB ASC Topic 825 "Financial Instruments" requires the disclosure of fair values for all financial instruments, both on-and off-balance-sheet, for which it is practicable to estimate fair value. We estimate that there are no material variations between fair value and book value of our financial assets and liabilities as of October 31, 2012 and 2011. We generally do not require collateral related to our financial instruments.

Concentration of Credit Risk - Financial instruments that potentially subject us to significant concentrations of credit risk consist principally of cash, cash equivalents, and accounts receivable.

We maintain our cash and cash equivalents in accounts with a major financial institution in the United States in the form of demand deposits. Deposits in these banks may exceed the amounts of insurance provided on such deposits. No such amounts were at risk as of October 31, 2012 and 2011.

Concentrations of credit risk with respect to trade accounts receivable are limited. We routinely assess the financial strength of customers and, based upon factors concerning credit risk, we establish an allowance for doubtful accounts. As of October 31, 2012 and 2011, based on this assessment, management has not established an allowance for doubtful accounts. Management believes that accounts receivable credit risk exposure is limited.

Impairment of Long-Lived Assets - We review our long-lived assets and identifiable intangibles for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. When such factors and circumstances exist, we compare the projected undiscounted future cash flows associated with the future use and disposal of the related assets or group of assets to their respective carrying amounts. Impairment, if any, is measured as the excess of the carrying amount over the fair value based on market value (when available) or discounted expected cash flows of those assets, and is recorded in the period in which the determination is made.

Equity-Based Compensation - We account for equity based compensation transactions with employees under the provisions of Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") Topic No. 718, "Compensation, Stock Compensation" ("Topic No. 718"). Topic No. 718 requires the recognition of the fair value of equity-based compensation in net earnings. The fair value of common stock issued for compensation is measured at the market price on date of grant. The fair value of our equity instruments, other than common stock, is estimated using the Black-Scholes option valuation model. This model requires the input of highly subjective assumptions and elections including expected stock price volatility and the estimated life of each award. In addition, the calculation of equity-based compensation costs requires that we estimate the number of awards that will be forfeited during the vesting period. The fair value of equity-based awards granted to employees is amortized over the vesting period of the award and we elected to use the straight-line method for awards granted after the adoption of Topic No. 718.

We account for equity based transactions with non-employees under the provisions of ASC Topic No. 505-50, "Equity-Based Payments to Non-Employees" ("Topic No. 505-50"). Topic No. 505-50 establishes that equity-based payment transactions with non-employees shall be measured at the fair value of the consideration received or the fair value of the equity instruments issued, which ever is more reliably measurable. When the equity instrument is utilized for measurement the fair value of (i) common stock issued for payments to non-employees is measured at the market price on the date of grant; (ii) equity instruments, other than common stock, is estimated using the Black-Scholes option valuation model. In general, we recognize an asset or expense in the same manner as if it is to receive cash for the goods or services instead of paying with or using the equity instrument.

Advertising Expense - We expense advertising costs as incurred.

Property and Equipment - Property and equipment are carried at cost less accumulated depreciation. Depreciation and amortization is recorded on the straight-line method over three to seven years, which approximates the estimated useful lives of the assets. Routine maintenance and repair costs are charged to expense as incurred and renewals and improvements that extend the useful life of the assets are capitalized. Upon sale or retirement, the cost and related accumulated depreciation and amortization are eliminated from the respective accounts and any resulting gain or loss is reported in the statement of operations.



B-SCADA, INC.
NOTES TO FINANCIAL STATEMENTS
OCTOBER 31, 2012

Income Taxes - We account for income taxes under the provisions of FASB ASC Topic 740 "Income Taxes" ("Topic 740") which requires the use of the liability method of accounting for income taxes. The liability method measures deferred income taxes by applying enacted statutory rates in effect at the balance sheet date to the differences between the tax basis of assets and liabilities and their reported amounts on the financial statements. The resulting deferred tax assets or liabilities are adjusted to reflect changes in tax laws as they occur. A valuation allowance is provided when it is more likely than not that a deferred tax asset will not be realized. At October 31, 2012 and 2011, the entire deferred tax asset, which arises primarily from our net operating losses, has been fully reserved because management has determined that it is not more likely than not that the net operating loss carry forwards will be realized in the future.

We do not believe we have any uncertain tax positions deemed material as of October 31, 2012 and 2011. With few exceptions, we believe we are no longer subject to U.S. federal and state income tax examinations by tax authorities for tax periods prior to fiscal 2009. Our practice is to recognize interest and/or penalties related to income tax matters in income tax expense. As of October 31, 2012 and 2011, we had no accrued interest or penalties. We currently have no federal or state tax examinations in progress nor have we had any federal or state tax examinations since our inception.

Earnings Per Share - Basic earnings per share is computed by dividing net income by the weighted average number of common shares outstanding during the period. Diluted earnings per share reflects the amount of earnings for the period available to each share of common stock outstanding during the reporting period, while giving effect to all dilutive potential common shares that were outstanding during the period, such as common shares that could result from the potential exercise or conversion of securities into common stock.

The assumed exercise of common stock equivalents was not utilized in the years ended October 31, 2012 and 2011 since the effect would be anti-dilutive. Equity instruments that may dilute earnings per share in the future are listed in Notes 6 and 7.

Research and Development Costs - Research and development costs are expensed as incurred. There were no research and development costs in 2012 and 2011.

Subsequent Events - The Company evaluated subsequent events, which are events or transactions that occurred after October 31, 2012 through the issuance of the accompanying financial statements.

(4) New Authoritative Accounting Guidance

On May 12, 2011, the FASB issued Accounting Standards Update ("ASU") 2011-04. The ASU is the result of joint efforts by the FASB and the International Accounting Standards Board ("IASB") to develop a single, converged fair value framework. Thus, there are few differences between the ASU and its international counterpart, IFRS 13. This ASU is largely consistent with existing fair value measurement principles in U.S. GAAP; however it expands ASC 820's existing disclosure requirements for fair value measurements and makes other amendments. The ASU is effective for interim and annual periods beginning after December 15, 2011. The Company does not expect the provisions of ASU 2011-04 to have a material effect on the financial position, results of operations or cash flows of the Company.

On June 16, 2011, the FASB issued ASU 2011-05, which revises the manner in which entities present comprehensive income in their financial statements. The new guidance removes the presentation options in ASC 220 and requires entities to report components of comprehensive income in either (1) a continuous statement of comprehensive income or (2) two separate but consecutive statements.

The ASU does not change the items that must be reported in other comprehensive income. The amendments are effective for fiscal years, and interim periods within those years, beginning after December 15, 2011. The Company does not expect the provisions of ASU 2011-05 to have a material effect on the financial position, results of operations or cash flows of the Company.

Management does not believe that any other recently issued but not yet effective accounting pronouncements, if adopted, would have an effect on the accompanying consolidated financial statements.

B-SCADA, INC.
NOTES TO FINANCIAL STATEMENTS
OCTOBER 31, 2012

(5) Property and Equipment

Property and equipment consists of the following:

	October 31		Estimated Useful Lives
	2012	2011	
Computer Equipment	\$ 41,523	\$ 35,951	5 years
Office Equipment	24,432	24,432	5-7 years
Software	21,566	21,566	3 years
Total	87,521	81,949	
Less: Accumulated Depreciation and Amortization	(78,492)	(66,407)	
	<u>\$ 9,029</u>	<u>\$ 15,542</u>	

(6) Convertible Debt

At October 31, 2012 and 2011, we have \$50,000 of promissory convertible notes outstanding. The notes are convertible into shares of our common stock at \$0.50 per share at any time prior to maturity. Interest on the notes at 8% per annum is payable at such time the notes are converted and/or at such time the notes are due and payable in cash and/or in shares of our common stock at the option of the noteholder.

Interest expense on convertible debt for the years ended October 31, 2012 and 2011 amounted to \$4,000 and \$4,000, respectively.

(7) Stockholders' Deficiency

We are authorized to issue 100,000,000 shares of common stock, par value \$0.0001 per share and 5,000,000 shares of preferred stock, par value \$0.0001 per share. At October 31, 2012 there were 24,586,672 common shares issued and outstanding. An additional 447,334 common shares were reserved for issuance as of October 31, 2012 for outstanding purchase warrants and convertible debt. There are no shares of preferred stock issued and outstanding.

We entered into a consulting agreement on February 5, 2010 for financial consulting services. As part of the compensation for services, the consultant was granted a five-year warrant to purchase 300,000 shares of our common stock at the market price per share on the date of issuance, which was \$0.09. The warrant vests 25% on the date of issuance and every three months thereafter and has cashless exercise provisions as defined in the warrant. The fair value of the warrant, \$5,833, was calculated using the Black-Scholes pricing model with the following assumptions: 0% dividend yield; 0.4% risk free interest rate; 23.81% volatility; 5 year expected life. Share-based expense based on the fair value of the warrant is being charged to operations over the vesting period. The expense recorded in the years ended October 31, 2012 and 2011 was \$0 and \$1,459, respectively.

B-SCADA, INC.
NOTES TO FINANCIAL STATEMENTS
OCTOBER 31, 2012

The following table summarizes the warrants and options.

	For the Year Ended October 31, 2012		For the Year Ended October 31, 2011	
	Shares	Weighted Average Exercise Price	Shares	Weighted Average Exercise Price
Outstanding at beginning of period	5,793,750	\$1.17	11,463,750	\$0.69
Granted/Sold	--	--	--	--
Expired/Cancelled	(5,493,750)	\$1.22	(5,670,000)	\$0.20
Forfeited	--	--	--	--
Exercised	--	--	--	--
Outstanding at end of period	300,000	\$0.09	5,793,750	\$1.17

The following table summarizes information about stock warrants outstanding as of October 31, 2012:

	Warrants				
	Outstanding			Exercisable	
Exercise Price	Number Outstanding	Weighted- Average Remaining Contractual Life (in Years)	Weighted Average Exercise Price	Number Exercisable	Weighted Average Exercise Price
\$0.09	300,000	2.25	\$0.09	300,000	\$0.09

The following table summarizes information about stock warrants outstanding as of October 31, 2011:

	Warrants				
	Outstanding			Exercisable	
Exercise Price	Number Outstanding	Weighted- Average Remaining Contractual Life (in Years)	Weighted Average Exercise Price	Number Exercisable	Weighted Average Exercise Price
\$0.09	300,000	3.25	\$0.09	300,000	\$0.09
\$0.75	2,022,750	0.38	\$0.75	2,022,750	\$0.75
\$1.50	3,471,000	0.17	\$1.50	3,471,000	\$1.50

At October 31, 2012 and October 31, 2011, the weighted-average exercise price of all warrants was \$0.09 and \$1.17, respectively, and the weighted-average remaining contractual life was 2.25 and 0.40 years, respectively.

B-SCADA, INC.
NOTES TO FINANCIAL STATEMENTS
OCTOBER 31, 2012

(8) Income Taxes

The income tax expense (benefit) differs from the amount computed by applying the United States statutory corporate income tax rate as follows:

	For the Years Ended	
	October 31,	
	2012	2011
United States Statutory Corporate		
Income Tax Rate	34.0%	34.0%
Change in Valuation Allowance on		
Deferred Tax Assets	(34.0)%	(34.0)%
Income Tax Provision	--%	--%

The components of deferred tax assets (liabilities) at October 31, 2012 and October 31, 2011 are as follows:

	2012	2011
Deferred Tax Assets - Current		
Accrued Vacation Pay	\$ 7,873	\$ 7,599
Valuation Allowance	(7,873)	(7,599)
	--	--
Deferred Tax Assets (Liabilities) - Long Term		
Net Operating Losses	1,133,906	1,262,414
Property and Equipment	(1,612)	(3,694)
Equity Instruments	2,000	574,440
Valuation Allowance	(1,134,294)	(1,833,160)
Net Deferred Tax Asset	\$ --	\$ --

We have established a full valuation allowance on our deferred tax asset because of a lack of sufficient positive evidence to support its realization. The valuation allowance decreased by approximately \$(699,000) and \$(14,000) in the years ended October 31, 2012 and 2011, respectively.

(9) Related Party Transactions

On May 3, 2011, we executed a promissory note in the amount of \$50,000 payable to our Chief Executive Officer (“CEO”). The note, which is due on demand, accrues interest at 8% per annum. The proceeds were used for working capital purposes.

On June 27, 2011, we executed a promissory note in the amount of \$30,000 payable to our CEO. The note, which is due on demand, accrues interest at 8% per annum. The proceeds were used for working capital purposes.

On August 1, 2011, we executed a promissory note in the amount of \$13,000 payable to our CEO. The note, which is due on demand, accrues interest at 8% per annum. The proceeds were used for working capital purposes.



B-SCADA, INC.
NOTES TO FINANCIAL STATEMENTS
OCTOBER 31, 2012

On August 16, 2011, we executed a promissory note in the amount of \$10,000 payable to our CEO. The note, which is due on demand, accrues interest at 8% per annum. The proceeds were used for working capital purposes.

On September 28, 2011, we executed a promissory note in the amount of \$7,000 payable to our CEO. The note, which is due on demand, accrues interest at 8% per annum. The proceeds were used for working capital purposes.

On January 25, 2012, we paid \$45,000 to our Chief Executive Officer (“CEO”) for partial payment of promissory notes and accrued interest owed him. The payment included principal in the amount of \$35,827 and accrued interest of \$9,173.

On February 6, 2012, we paid \$10,000 to our CEO for partial payment of promissory notes owed him. The payment included principal in the amount of \$10,000.

As of October 31, 2012 and 2011, the promissory note balance due our CEO is \$164,173 and \$210,000, respectively, and the related accrued interest is \$23,570 and \$18,685, respectively.

Interest expense in the amount of \$14,058 and \$10,520 has been accrued for these notes in the years ended October 31, 2012 and 2011, respectively.

(10) Commitments and Contingencies

Employment Agreements

We currently employ our CEO at an annual salary of \$150,000. Since April 1, 2009, the CEO’s compensation has continued at the same annual salary as per the terms of his two year contract extension dated April 1, 2007.

Leases

We presently lease office space in Crystal River, Florida, on a month to month basis. The terms are a fixed monthly payment of \$2,000 plus our share of certain allocated utilities (not to exceed \$2,000 per month) as defined in the agreement. Rental expense, including allocated utilities, for the years ended October 31, 2012 and 2011 amounted to approximately \$35,000 and \$39,000, respectively.

Significant Customers

In fiscal 2012, three customers generated 33%, 20% and 11% of our revenues. Two such customers and one other accounted for 59%, 17% and 14% of our accounts receivable and accrued revenue at October 31, 2012.

In fiscal 2011, three customers generated 47%, 22% and 18% of our revenues. Two such customers accounted for 47% and 11% of our accounts receivable at October 31, 2011.

**CERTIFICATION OF CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER
PURSUANT TO SECTION 302
OF THE SARBANES-OXLEY ACT OF 2002**

I, Allen Ronald DeSerranno, certify that:

1. I have reviewed this annual report on Form 10-K of B-Scada, 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. I am 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 my supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to me 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 my 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 my 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. I have disclosed, based on my 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 28, 2013

By: /s/ Allen Ronald DeSerranno

Allen Ronald DeSerranno
Chief Executive Officer and
Chief Financial Officer

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

I, Allen Ronald DeSerranno, the CEO and CFO of B-Scada, Inc., certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that the Annual Report of B-Scada, Inc. on Form 10-K for the year ended October 31, 2012 fully complies with the requirements of Section 13(a) or 15 (d) of the Securities Exchange Act of 1934 and that information contained in such Annual Report on Form 10-K fairly presents in all material respects the financial condition and results of operations of B-Scada, Inc.

Date: January 28, 2013

By: /s/ Allen Ronald DeSerranno

Allen Ronald DeSerranno

Chief Executive Officer/Chief Financial Officer

Convertible Debt- (Details) (USD \$)	12 Months Ended	
	Oct. 31, 2012	Oct. 31, 2011
Promissory convertible notes	\$ 50,000	\$ 50,000
Promissory convertible notes, conversion price per share	\$ 0.50	\$ 0.50
Interest expense on convertible debt	\$ (4,000)	\$ (4,000)

Related Party Transactions (Details) (USD \$)	12 Months Ended								
	Oct. 31, 2012	Oct. 31, 2011	Feb. 06, 2012	Jan. 25, 2012	Sep. 28, 2011	Aug. 16, 2011	Aug. 01, 2011	Jun. 27, 2011	May 03, 2011
Promissory note, related party					\$ 7,000	\$ 10,000	\$ 13,000	\$ 30,000	\$ 50,000
Payment of promissory notes, related party			10,000	35,827					
Accrued interest paid, promissory note				9,173					
Promissory note balance, related party	164,173	210,000							
Accrued interest, promissory notes	23,570	18,685							
Interest expense, promissory notes	\$ 14,058	\$ 10,520							

**Stockholders' Deficiency:
Warrants outstanding at
October 31, 2011 (Tables)**

**12 Months Ended
Oct. 31, 2012**

[Tables/Schedules](#)

[Warrants outstanding at October 31, 2011](#)

Warrants					
Outstanding			Exercisable		
Exercise Price	Number	Life	Weighted- Average	Number	Exercise Price
			Remaining Contractual Average		
Outstanding (in Years)	Exercise Price	Exercise Price	Weighted Average	Exercise Price	Weighted Average
\$0.09	300,000	3.25	\$0.09	300,000	\$0.09
\$0.75	2,022,750	0.38	\$0.75	2,022,750	\$0.75
\$1.50	3,471,000	0.17	\$1.50	3,471,000	\$1.50

**Summary of Significant
Accounting Policies:
Property and Equipment
(Policies)**

12 Months Ended

Oct. 31, 2012

Policies

Property and Equipment

Property and Equipment - Property and equipment are carried at cost less accumulated depreciation. Depreciation and amortization is recorded on the straight-line method over three to seven years, which approximates the estimated useful lives of the assets. Routine maintenance and repair costs are charged to expense as incurred and renewals and improvements that extend the useful life of the assets are capitalized. Upon sale or retirement, the cost and related accumulated depreciation and amortization are eliminated from the respective accounts and any resulting gain or loss is reported in the statement of operations.

**Stockholders' Deficiency:
Stock warrants outstanding
as of October 31, 2012
(Details)**

Oct. 31, 2012 Oct. 31, 2011

<u>Weighted-Average Remaining Contractual Life (Years)</u>	2.25	0.40
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**Alleviation of Going
Concern Qualification
(Details) (USD \$)**

**12 Months Ended
Oct. 31, 2012**

<u>Cash and cash equivalents, end of period</u>	\$ 95,000
<u>Cash from operations</u>	\$ 132,000

**Commitments and
Contingencies (Details) (USD
\$)**

12 Months Ended

Oct. 31, 2012

Oct. 31, 2011

Annual salary, CEO

\$ 150,000

Rental expense

\$ 35,000

\$ 39,000

Significant Customers

three customers generated 33%, 20% and 11% of our revenues. Two such customers and one other accounted for 59%, 17% and 14% of our accounts receivable and accrued revenue

three customers generated 47%, 22% and 18% of our revenues. Two such customers accounted for 47% and 11% of our accounts receivable

**Summary of Significant
Accounting Policies**

**12 Months Ended
Oct. 31, 2012**

[Notes](#)

[Summary of Significant
Accounting Policies](#)

(3) Summary of Significant Accounting Policies

Use of Estimates - The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Cash and Cash Equivalents - We consider all highly liquid investments, with a maturity of three months or less when purchased, to be cash equivalents.

Revenue Recognition - Our revenues are recognized in accordance with Financial Accounting Standards Board (“FASB”) Accounting Standards Codification (“ASC”) Topic 985-605 “Revenue Recognition” for the software industry. Revenue from the sale of software licenses is recognized when standardized software modules are delivered to and accepted by the customer, the license term has begun, the fee is fixed or determinable and collectability is probable. Revenue from software maintenance contracts and Application Service Provider (“ASP”) services are recognized ratably over the lives of the contracts. Revenue from professional services is recognized when the service is provided.

We enter into revenue arrangements in which a customer may purchase a combination of software, maintenance and support, and professional services (multiple-element arrangements). When vendor-specific objective evidence (“VSOE”) of fair value exists for all elements, we allocate revenue to each element based on the relative fair value of each of the elements. VSOE of fair value is established by the price charged when that element is sold separately. For maintenance and support, VSOE of fair value is established by renewal rates, when they are sold separately. For arrangements where VSOE of fair value exists only for the undelivered elements, we defer the full fair value of the undelivered elements and recognize the difference between the total arrangement fee and the amount deferred for the undelivered items as revenue, assuming all other criteria for revenue recognition have been met.

Fair Value of Financial Statements - FASB ASC Topic 825 “Financial Instruments” requires the disclosure of fair values for all financial instruments, both on-and off-balance-sheet, for which it is practicable to estimate fair value. We estimate that there are no material variations between fair value and book value of our financial assets and liabilities as of October 31, 2012 and 2011. We generally do not require collateral related to our financial instruments.

Concentration of Credit Risk - Financial instruments that potentially subject us to significant concentrations of credit risk consist principally of cash, cash equivalents, and accounts receivable.

We maintain our cash and cash equivalents in accounts with a major financial institution in the United States in the form of demand deposits. Deposits in these banks may exceed the amounts of insurance provided on such deposits. No such amounts were at risk as of October 31, 2012 and 2011.

Concentrations of credit risk with respect to trade accounts receivable are limited. We routinely assess the financial strength of customers and, based upon factors concerning credit risk, we establish an allowance for doubtful accounts. As of October 31, 2012 and 2011, based on this assessment, management has not established an allowance for doubtful accounts. Management believes that accounts receivable credit risk exposure is limited.

Impairment of Long-Lived Assets - We review our long-lived assets and identifiable intangibles for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. When such factors and circumstances exist, we compare the projected undiscounted future cash flows associated with the future use and disposal of the related assets or group of assets to their respective carrying amounts. Impairment, if any, is measured as the excess of the carrying amount over the fair value based on market value (when available) or discounted expected cash flows of those assets, and is recorded in the period in which the determination is made.

Equity-Based Compensation - We account for equity based compensation transactions with employees under the provisions of Financial Accounting Standards Board (“FASB”) Accounting Standards Codification (“ASC”) Topic No. 718, “Compensation, Stock Compensation” (“Topic No. 718”). Topic No. 718 requires the recognition of the fair value of equity-based compensation in net earnings. The fair value of common stock issued for compensation is measured at the market price on date of grant. The fair value of our equity instruments, other than common stock, is estimated using the Black-Scholes option valuation model. This model requires the input of highly subjective assumptions and elections including expected stock price volatility and the estimated life of each award. In addition, the calculation of equity-based compensation costs requires that we estimate the number of awards that will be forfeited during the vesting period. The fair value of equity-based awards granted to employees is amortized over the vesting period of the award and we elected to use the straight-line method for awards granted after the adoption of Topic No. 718.

We account for equity based transactions with non-employees under the provisions of ASC Topic No. 505-50, “Equity-Based Payments to Non-Employees” (“Topic No. 505-50”). Topic No. 505-50 establishes that equity-based payment transactions with non-employees shall be measured at the fair value of the consideration received or the fair value of the equity instruments issued, which ever is more reliably measurable. When the equity instrument is

utilized for measurement the fair value of (i) common stock issued for payments to non-employees is measured at the market price on the date of grant; (ii) equity instruments, other than common stock, is estimated using the Black-Scholes option valuation model. In general, we recognize an asset or expense in the same manner as if it is to receive cash for the goods or services instead of paying with or using the equity instrument.

Advertising Expense - We expense advertising costs as incurred.

Property and Equipment - Property and equipment are carried at cost less accumulated depreciation. Depreciation and amortization is recorded on the straight-line method over three to seven years, which approximates the estimated useful lives of the assets. Routine maintenance and repair costs are charged to expense as incurred and renewals and improvements that extend the useful life of the assets are capitalized. Upon sale or retirement, the cost and related accumulated depreciation and amortization are eliminated from the respective accounts and any resulting gain or loss is reported in the statement of operations.

Income Taxes - We account for income taxes under the provisions of FASB ASC Topic 740 "Income Taxes" ("Topic 740") which requires the use of the liability method of accounting for income taxes. The liability method measures deferred income taxes by applying enacted statutory rates in effect at the balance sheet date to the differences between the tax basis of assets and liabilities and their reported amounts on the financial statements. The resulting deferred tax assets or liabilities are adjusted to reflect changes in tax laws as they occur. A valuation allowance is provided when it is more likely than not that a deferred tax asset will not be realized. At October 31, 2012 and 2011, the entire deferred tax asset, which arises primarily from our net operating losses, has been fully reserved because management has determined that it is not more likely than not that the net operating loss carry forwards will be realized in the future.

We do not believe we have any uncertain tax positions deemed material as of October 31, 2012 and 2011. With few exceptions, we believe we are no longer subject to U.S. federal and state income tax examinations by tax authorities for tax periods prior to fiscal 2009. Our practice is to recognize interest and/or penalties related to income tax matters in income tax expense. As of October 31, 2012 and 2011, we had no accrued interest or penalties. We currently have no federal or state tax examinations in progress nor have we had any federal or state tax examinations since our inception.

Earnings Per Share - Basic earnings per share is computed by dividing net income by the weighted average number of common shares outstanding during the period. Diluted earnings per share reflects the amount of earnings for the period available to each share of common stock outstanding during the reporting period, while giving effect to all dilutive potential common shares that were outstanding during the period, such as common shares that could result from the potential exercise or conversion of securities into common stock. The assumed exercise of common stock equivalents was not utilized in the years ended October 31, 2012 and 2011 since the effect would be anti-dilutive. Equity

instruments that may dilute earnings per share in the future are listed in Notes 6 and 7.

Research and Development Costs - Research and development costs are expensed as incurred. There were no research and development costs in 2012 and 2011.

Subsequent Events - The Company evaluated subsequent events, which are events or transactions that occurred after October 31, 2012 through the issuance of the accompanying financial statements.

Income Taxes: Income tax expense / benefit (Details)	12 Months Ended	
	Oct. 31, 2012	Oct. 31, 2011
Income tax rate	34.00%	34.00%
Deferred tax assets	(34.00%)	(34.00%)

**Summary of Significant
Accounting Policies:
Subsequent Events (Policies)**

12 Months Ended

Oct. 31, 2012

Policies

Subsequent Events

Subsequent Events - The Company evaluated subsequent events, which are events or transactions that occurred after October 31, 2012 through the issuance of the accompanying financial statements.

**Summary of Significant
Accounting Policies:
Research and Development
Costs (Policies)**

12 Months Ended

Oct. 31, 2012

Policies

**Research and Development
Costs**

Research and Development Costs - Research and development costs are expensed as incurred. There were no research and development costs in 2012 and 2011.

**Income Taxes: Deferred tax
assets / liabilities (Details)
(USD \$)**

Oct. 31, 2012 Oct. 31, 2011

<u>Deferred tax assets, accrued vacation pay, current</u>	\$ 7,873	\$ 7,599
<u>Valuation Allowance, current</u>	(7,873)	(7,599)
<u>Deferred tax assets, net operating losses, long term</u>	1,133,906	1,262,414
<u>Deferred tax assets, property and equipment, long term</u>	(1,612)	(3,694)
<u>Deferred tax assets, equity instruments, long term</u>	2,000	574,440
<u>Valuation Allowance, long term</u>	\$ (1,134,294)	\$ (1,833,160)

**Property and Equipment:
Property & Equipment
(Tables)**

**12 Months Ended
Oct. 31, 2012**

[Tables/Schedules](#)
[Property & Equipment](#)

	October 31,		Estimated Useful Lives
	2012	2011	
Computer Equipment	\$ 41,523	\$ 35,951	5 years
Office Equipment	24,432	24,432	5-7 years
Software	21,566	21,566	3 years
Total	87,521	81,949	
Less: Accumulated Depreciation and Amortization	(78,492)	(66,407)	
	<u>\$ 9,029</u>	<u>\$ 15,542</u>	

**Stockholders' Deficiency:
Warrants and Options
(Tables)**

**12 Months Ended
Oct. 31, 2012**

[Tables/Schedules](#)
[Warrants and Options](#)

	<u>For the Year Ended</u> <u>October 31, 2012</u>		<u>For the Year Ended</u> <u>October 31, 2011</u>	
	Weighted Average Exercise		Weighted Average Exercise	
	<u>Shares</u>	<u>Price</u>	<u>Shares</u>	<u>Price</u>
Outstanding at beginning of period	5,793,750	\$1.17	11,463,750	\$0.69
Granted/Sold	--	--	--	--
Expired/Cancelled	(5,493,750)	\$1.22	(5,670,000)	\$0.20
Forfeited	--	--	--	--
Exercised	--	--	--	--
Outstanding at end of period	<u>300,000</u>	<u>\$0.09</u>	<u>5,793,750</u>	<u>\$1.17</u>

**Alleviation of Going
Concern Qualification**

**12 Months Ended
Oct. 31, 2012**

Notes

Alleviation of Going Concern Qualification (2) Alleviation of Going Concern Qualification

We have incurred substantial net operating losses and used substantial amounts of cash in our operating activities since our inception. The expansion and development of our business has been funded primarily through a combination of private equity and debt and notes from our Chief Executive Officer. As of October 31, 2012, we have approximately \$95,000 in cash and cash equivalents. We have signed significant licensing and services agreements with Fortune 500 companies and others and for the year ended October 31, 2012 we have generated \$132,000 in cash from operations. We believe that, as a result of this, we currently have sufficient cash and revenue commitments to finance our operations over the next twelve month period. There is no assurance that the income generated from these and future agreements will meet our working capital requirements subsequent to the next twelve months, and if not, we will likely require additional capital. We continue to market our products and services in accordance with our strategic business plan. We are also looking to raise additional capital to meet our future working capital needs. There are no assurances, however, that we will be successful in our efforts to raise capital or generate sufficient revenues through our marketing efforts.

**Stockholders' Deficiency:
 Stock warrants outstanding
 as of October 31, 2012
 (Tables)**

12 Months Ended

Oct. 31, 2012

[Tables/Schedules](#)

[Stock warrants outstanding as of October 31, 2012](#)

						Warrants	
						Outstanding	Exercisable
						Weighted- Average	
						Remaining Contractual Number	Weighted Average Exercise
Exercise Price	Outstanding	(in Years)	Price	Exercisable	Price		
\$0.09	300,000	2.25	\$0.09	300,000	\$0.09		

Stockholders' Deficiency (Details) (USD \$)	12 Months Ended	
	Oct. 31, 2011	Oct. 31, 2012 Feb. 05, 2010
<u>Common shares issued and outstanding</u>		24,586,672
<u>Common shares were reserved for issuance</u>		447,334
<u>Warrant to purchase shares</u>		300,000
<u>Market price, per share, warrant</u>		\$ 0.09
<u>Vesting rate, warrant</u>		25.00%
<u>Fair value of the warrant</u>		\$ 5,833
<u>Share-based expense</u>	\$ 1,459	

**BALANCE SHEETS (USD
\$)**

Oct. 31, 2012 Oct. 31, 2011

Current Assets

<u>Cash and Cash Equivalents</u>	\$ 94,831	\$ 13,958
<u>Accounts Receivable - Net</u>	104,965	59,674
<u>Accrued Revenue</u>	148,750	174,350
<u>Prepaid Expenses and Other Current Assets</u>	4,770	1,835
<u>Total Current Assets</u>	353,316	249,817
<u>Property and Equipment - Net</u>	9,029	15,542

Other Assets

<u>Security Deposits</u>	3,650	3,650
<u>Total Assets</u>	365,995	269,009

Current Liabilities

<u>Convertible Notes Payable</u>	50,000	50,000
<u>Notes Payable - Related Party</u>	164,173	210,000
<u>Accounts Payable and Accrued Liabilities</u>	163,777	145,728
<u>Deferred Revenue</u>	58,590	86,199
<u>Total Current Liabilities</u>	436,540	491,927

Commitments and Contingencies

Stockholders' Deficiency

<u>Preferred Stock Value</u>		
<u>Common Stock Value</u>	2,459	2,459
<u>Additional Paid in Capital</u>	7,100,728	7,100,728
<u>Accumulated Deficit</u>	(7,173,732)	(7,326,105)
<u>Total Stockholders' Deficiency</u>	(70,545)	(222,918)
<u>Total Liabilities and Stockholders' Deficiency</u>	\$ 365,995	\$ 269,009

Income Taxes (Details) (USD \$)	12 Months Ended	
	Oct. 31, 2012	Oct. 31, 2011
<u>Decrease in valuation allowance</u>	\$ (699,000)	\$ (14,000)

**STATEMENTS OF CASH
FLOWS (USD \$)**

**12 Months Ended
Oct. 31, Oct. 31,
2012 2011**

Operating Activities

<u>Net Income</u>	\$ 152,373	\$ 41,676
<u>Adjustments to Reconcile Net Income to Net Cash (Used for) Provided by Operating Activities:</u>		
<u>Depreciation and Amortization</u>	12,085	13,863
<u>Consulting Fees - Share Based</u>		1,459
<u>Deferred Revenues</u>	(27,609)	(82,205)
<u>Changes in Assets and Liabilities:</u>		
<u>(Increase) Decrease in Accounts Receivable</u>	(45,291)	13,616
<u>(Increase) Decrease in Accrued Revenue</u>	25,600	(170,100)
<u>(Increase) Decrease in Prepaid Expenses and Other Current Assets</u>	(2,935)	2,008
<u>Increase (Decrease) in Accounts Payable and Accrued Liabilities</u>	18,049	15,661
<u>Net Cash Provided by (Used for) Operating Activities</u>	132,272	(164,022)

Investing Activities

<u>Acquisition of Property & Equipment</u>	(5,572)	
<u>Net Cash Used for Investing Activities</u>	(5,572)	

Financing Activities

<u>Payment of note payable - related party</u>	(45,827)	
<u>Proceeds from notes payable - related party</u>		110,000
<u>Net Cash Provided by (Used for) Financing Activities</u>	(45,827)	110,000
<u>Change in Cash and Cash Equivalents</u>	80,873	(54,022)
<u>Cash and Cash Equivalents - Beginning of Period</u>	13,958	67,980
<u>Cash and Cash Equivalents - End of Period</u>	94,831	13,958

Supplemental Disclosures of Cash Flow Information

<u>Cash paid during the period for Interest</u>	9,173	
<u>Cash paid during the period for Income Taxes</u>		

**Income Taxes: Deferred tax
assets / liabilities (Tables)**

**12 Months Ended
Oct. 31, 2012**

Tables/Schedules

Deferred tax assets / liabilities

	<u>2012</u>	<u>2011</u>
Deferred Tax Assets - Current		
Accrued Vacation Pay	\$ 7,873	\$ 7,599
Valuation Allowance	<u>(7,873)</u>	<u>(7,599)</u>
	--	--
Deferred Tax Assets (Liabilities) - Long Term		
Net Operating Losses	1,133,906	1,262,414
Property and Equipment	(1,612)	(3,694)
Equity Instruments	2,000	574,440
Valuation Allowance	<u>(1,134,294)</u>	<u>(1,833,160)</u>
	\$ --	\$ --
Net Deferred Tax Asset	<u>\$ --</u>	<u>\$ --</u>

**Summary of Significant
Accounting Policies:
Impairment of Long-Lived
Assets (Policies)**

12 Months Ended

Oct. 31, 2012

Policies

**Impairment of Long-Lived
Assets**

Impairment of Long-Lived Assets - We review our long-lived assets and identifiable intangibles for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. When such factors and circumstances exist, we compare the projected undiscounted future cash flows associated with the future use and disposal of the related assets or group of assets to their respective carrying amounts. Impairment, if any, is measured as the excess of the carrying amount over the fair value based on market value (when available) or discounted expected cash flows of those assets, and is recorded in the period in which the determination is made.

**Nature of Business and Basis
of Presentation (Details)** Sep. 14, 2010

[Shares, exchange agreement](#) 14,299,593

**Summary of Significant
Accounting Policies:
Advertising Expense
(Policies)**

12 Months Ended

Oct. 31, 2012

Policies

Advertising Expense

Advertising Expense - We expense advertising costs as incurred.

**Nature of Business and Basis
of Presentation**

**12 Months Ended
Oct. 31, 2012**

Notes

**Nature of Business and Basis
of Presentation**

(1) Nature of Business and Basis of Presentation

B-Scada, Inc. (“B-Scada”, the “Company”, “we” or “us”), a Delaware corporation, was originally formed under the name Firefly Learning, Inc. in May 2001. In October, 2005, pursuant to an exchange agreement, we acquired all of the issued and outstanding shares of capital stock of Mobiform Software, Ltd. (“Mobiform Canada”), a Canadian corporation, in exchange for 14,299,593 shares of our common stock and changed our name to Mobiform Software, Inc. Effective September 14, 2010, Mobiform Canada was dissolved. On October 19, 2012, we changed our name to B-Scada, Inc.

B-Scada is in the business of developing software products for the visualization and monitoring of data in heavy industry. Our HMI (Human Machine Interface) software and SCADA (Supervisory Control and Data Acquisition) products are utilized in petro chemical, electricity distribution, transportation, facilities management and manufacturing industries. B-Scada also licenses portions of its technology for use in the products of smaller software firms and Fortune 500 companies. Our products are marketed and sold globally and offered through a sales channel of system integrators and resellers.

BALANCE SHEETS
(Parenthetical) (USD \$)

Oct. 31, 2012 **Oct. 31, 2011**

<u>Preferred stock, par value</u>	\$ 0.0001	\$ 0.0001
<u>Preferred stock, shares authorized</u>	5,000,000	5,000,000
<u>Common stock, par value</u>	\$ 0.0001	\$ 0.0001
<u>Common stock, shares authorized</u>	100,000,000	100,000,000
<u>Common stock, shares issued</u>	24,586,672	24,586,672
<u>Common stock, shares outstanding</u>	24,586,672	24,586,672

**Summary of Significant
Accounting Policies: Use of
Estimates (Policies)**

12 Months Ended

Oct. 31, 2012

Policies

Use of Estimates

Use of Estimates - The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

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

**12 Months Ended
Oct. 31, 2012**

Document and Entity Information

<u>Entity Registrant Name</u>	B-Scada, Inc.
<u>Document Type</u>	10-K
<u>Document Period End Date</u>	Oct. 31, 2012
<u>Amendment Flag</u>	false
<u>Entity Central Index Key</u>	0001341878
<u>Current Fiscal Year End Date</u>	--10-31
<u>Entity Common Stock, Shares Outstanding</u>	24,586,672
<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>	2012
<u>Document Fiscal Period Focus</u>	FY
<u>Entity Public Float</u>	\$ 1,387,063

**Summary of Significant
Accounting Policies: Cash
and Cash Equivalents
(Policies)**

12 Months Ended

Oct. 31, 2012

Policies

Cash and Cash Equivalents

Cash and Cash Equivalents - We consider all highly liquid investments, with a maturity of three months or less when purchased, to be cash equivalents.

**STATEMENTS OF
OPERATIONS (USD \$)**

**12 Months Ended
Oct. 31, 2012 Oct. 31, 2011**

<u>Revenue</u>	\$ 1,070,870	\$ 980,909
<u>Operating Expenses</u>		
<u>Payroll Expenses</u>	655,843	631,552
<u>Professional Fees</u>	96,864	114,561
<u>Advertising</u>	30,527	32,286
<u>Depreciation and Amortization</u>	12,085	13,863
<u>Consulting Fees</u>	8,887	40,130
<u>Consulting Fees - Share Based</u>		1,459
<u>Office</u>	16,243	14,405
<u>Rent</u>	34,652	38,949
<u>Telephone and Communication</u>	7,795	7,415
<u>Other</u>	37,543	30,093
<u>Total Operating Expenses</u>	900,439	924,713
<u>Operating Income</u>	170,431	56,196
<u>Other Expenses</u>		
<u>Interest Expense</u>	(4,000)	(4,000)
<u>Interest Expense - Related Party</u>	(14,058)	(10,520)
<u>Total Other Expenses</u>	(18,058)	(14,520)
<u>Income Before Income Taxes</u>	152,373	41,676
<u>Provision for Income Taxes</u>		
<u>Net Income</u>	\$ 152,373	\$ 41,676
<u>Net Income Per Common Share - Basic and Diluted</u>	\$ 0.01	
<u>Weighted-Average Common Shares Outstanding - Basic and Diluted</u>	24,586,672	24,586,672

Convertible Debt-

**12 Months Ended
Oct. 31, 2012**

Notes

Convertible Debt-

(6) Convertible Debt

At October 31, 2012 and 2011, we have \$50,000 of promissory convertible notes outstanding. The notes are convertible into shares of our common stock at \$0.50 per share at any time prior to maturity. Interest on the notes at 8% per annum is payable at such time the notes are converted and/or at such time the notes are due and payable in cash and/or in shares of our common stock at the option of the noteholder.

Interest expense on convertible debt for the years ended October 31, 2012 and 2011 amounted to \$(4,000) and \$(4,000), respectively.

Property and Equipment

12 Months Ended
Oct. 31, 2012

Notes

Property and Equipment

(5) Property and Equipment

Property and equipment consists of the following:

	October 31,		Estimated
	2012	2011	Useful Lives
Computer Equipment	\$ 41,523	\$ 35,951	5 years
Office Equipment	24,432	24,432	5-7 years
Software	21,566	21,566	3 years
Total	87,521	81,949	
Less: Accumulated Depreciation and Amortization	(78,492)	(66,407)	
	<u>\$ 9,029</u>	<u>\$ 15,542</u>	

**Summary of Significant
Accounting Policies: Equity-
Based Compensation
(Policies)**

12 Months Ended

Oct. 31, 2012

Policies

Equity-Based Compensation

Equity-Based Compensation - We account for equity based compensation transactions with employees under the provisions of Financial Accounting Standards Board (“FASB”) Accounting Standards Codification (“ASC”) Topic No. 718, “Compensation, Stock Compensation” (“Topic No. 718”). Topic No. 718 requires the recognition of the fair value of equity-based compensation in net earnings. The fair value of common stock issued for compensation is measured at the market price on date of grant. The fair value of our equity instruments, other than common stock, is estimated using the Black-Scholes option valuation model. This model requires the input of highly subjective assumptions and elections including expected stock price volatility and the estimated life of each award. In addition, the calculation of equity-based compensation costs requires that we estimate the number of awards that will be forfeited during the vesting period. The fair value of equity-based awards granted to employees is amortized over the vesting period of the award and we elected to use the straight-line method for awards granted after the adoption of Topic No. 718.

We account for equity based transactions with non-employees under the provisions of ASC Topic No. 505-50, “Equity-Based Payments to Non-Employees” (“Topic No. 505-50”). Topic No. 505-50 establishes that equity-based payment transactions with non-employees shall be measured at the fair value of the consideration received or the fair value of the equity instruments issued, which ever is more reliably measurable. When the equity instrument is utilized for measurement the fair value of (i) common stock issued for payments to non-employees is measured at the market price on the date of grant; (ii) equity instruments, other than common stock, is estimated using the Black-Scholes option valuation model. In general, we recognize an asset or expense in the same manner as if it is to receive cash for the goods or services instead of paying with or using the equity instrument.

**Summary of Significant
Accounting Policies:
Revenue Recognition
(Policies)**

12 Months Ended

Oct. 31, 2012

Policies

Revenue Recognition

Revenue Recognition - Our revenues are recognized in accordance with Financial Accounting Standards Board (“FASB”) Accounting Standards Codification (“ASC”) Topic 985-605 “Revenue Recognition” for the software industry. Revenue from the sale of software licenses is recognized when standardized software modules are delivered to and accepted by the customer, the license term has begun, the fee is fixed or determinable and collectability is probable. Revenue from software maintenance contracts and Application Service Provider (“ASP”) services are recognized ratably over the lives of the contracts. Revenue from professional services is recognized when the service is provided.

We enter into revenue arrangements in which a customer may purchase a combination of software, maintenance and support, and professional services (multiple-element arrangements). When vendor-specific objective evidence (“VSOE”) of fair value exists for all elements, we allocate revenue to each element based on the relative fair value of each of the elements. VSOE of fair value is established by the price charged when that element is sold separately. For maintenance and support, VSOE of fair value is established by renewal rates, when they are sold separately. For arrangements where VSOE of fair value exists only for the undelivered elements, we defer the full fair value of the undelivered elements and recognize the difference between the total arrangement fee and the amount deferred for the undelivered items as revenue, assuming all other criteria for revenue recognition have been met.

Related Party Transactions

12 Months Ended
Oct. 31, 2012

Notes

Related Party Transactions

(9) Related Party Transactions

On May 3, 2011, we executed a promissory note in the amount of \$50,000 payable to our Chief Executive Officer (“CEO”). The note, which is due on demand, accrues interest at 8% per annum. The proceeds were used for working capital purposes.

On June 27, 2011, we executed a promissory note in the amount of \$30,000 payable to our CEO. The note, which is due on demand, accrues interest at 8% per annum. The proceeds were used for working capital purposes.

On August 1, 2011, we executed a promissory note in the amount of \$13,000 payable to our CEO. The note, which is due on demand, accrues interest at 8% per annum. The proceeds were used for working capital purposes.

On August 16, 2011, we executed a promissory note in the amount of \$10,000 payable to our CEO. The note, which is due on demand, accrues interest at 8% per annum. The proceeds were used for working capital purposes.

On September 28, 2011, we executed a promissory note in the amount of \$7,000 payable to our CEO. The note, which is due on demand, accrues interest at 8% per annum. The proceeds were used for working capital purposes.

On January 25, 2012, we paid \$45,000 to our Chief Executive Officer (“CEO”) for partial payment of promissory notes and accrued interest owed him. The payment included principal in the amount of \$35,827 and accrued interest of \$9,173.

On February 6, 2012, we paid \$10,000 to our CEO for partial payment of promissory notes owed him. The payment included principal in the amount of \$10,000.

As of October 31, 2012 and 2011, the promissory note balance due our CEO is \$164,173 and \$210,000, respectively, and the related accrued interest is \$23,570 and \$18,685, respectively.

Interest expense in the amount of \$14,058 and \$10,520 has been accrued for these notes in the years ended October 31, 2012 and 2011, respectively.

Stockholders' Deficiency

12 Months Ended
Oct. 31, 2012

[Notes](#)

[Stockholders' Deficiency](#)

(7) Stockholders' Deficiency

We are authorized to issue 100,000,000 shares of common stock, par value \$0.0001 per share and 5,000,000 shares of preferred stock, par value \$0.0001 per share. At October 31, 2012 there were 24,586,672 common shares issued and outstanding. An additional 447,334 common shares were reserved for issuance as of October 31, 2012 for outstanding purchase warrants and convertible debt. There are no shares of preferred stock issued and outstanding.

We entered into a consulting agreement on February 5, 2010 for financial consulting services. As part of the compensation for services, the consultant was granted a five-year warrant to purchase 300,000 shares of our common stock at the market price per share on the date of issuance, which was \$0.09. The warrant vests 25% on the date of issuance and every three months thereafter and has cashless exercise provisions as defined in the warrant. The fair value of the warrant, \$5,833, was calculated using the Black-Scholes pricing model with the following assumptions: 0% dividend yield; 0.4% risk free interest rate; 23.81% volatility; 5 year expected life. Share-based expense based on the fair value of the warrant is being charged to operations over the vesting period. The expense recorded in the years ended October 31, 2012 and 2011 was \$0 and \$1,459, respectively.

The following table summarizes the warrants and options.

	<u>For the Year Ended</u> <u>October 31, 2012</u>		<u>For the Year Ended</u> <u>October 31, 2011</u>	
	<u>Shares</u>	<u>Weighted</u> <u>Average</u> <u>Exercise</u> <u>Price</u>	<u>Shares</u>	<u>Weighted</u> <u>Average</u> <u>Exercise</u> <u>Price</u>
Outstanding at beginning				
of period	5,793,750	\$1.17	11,463,750	\$0.69
Granted/Sold	--	--	--	--
Expired/Cancelled	(5,493,750)	\$1.22	(5,670,000)	\$0.20
Forfeited	--	--	--	--
Exercised	--	--	--	--
Outstanding at end of period	<u>300,000</u>	<u>\$0.09</u>	<u>5,793,750</u>	<u>\$1.17</u>

The following table summarizes information about stock warrants outstanding as of October 31, 2012:

<u>Warrants</u>	
<u>Outstanding</u>	<u>Exercisable</u>

Exercise Price	Number Outstanding	Weighted-Average Remaining Contractual Life (in Years)	Weighted Average Exercise Price	Number Exercisable	Weighted Average Exercise Price
\$0.09	300,000	2.25	\$0.09	300,000	\$0.09

The following table summarizes information about stock warrants outstanding as of October 31, 2011:

Warrants					
Outstanding			Exercisable		
Exercise Price	Number Outstanding	Weighted-Average Remaining Contractual Life (in Years)	Weighted Average Exercise Price	Number Exercisable	Weighted Average Exercise Price
\$0.09	300,000	3.25	\$0.09	300,000	\$0.09
\$0.75	2,022,750	0.38	\$0.75	2,022,750	\$0.75
\$1.50	3,471,000	0.17	\$1.50	3,471,000	\$1.50

At October 31, 2012 and October 31, 2011, the weighted-average exercise price of all warrants was \$0.09 and \$1.17, respectively, and the weighted-average remaining contractual life was 2.25 and 0.40 years, respectively.

Income Taxes

**12 Months Ended
Oct. 31, 2012**

[Notes](#)

[Income Taxes](#)

(8) Income Taxes

The income tax expense (benefit) differs from the amount computed by applying the United States statutory corporate income tax rate as follows:

	For the Years Ended October 31,	
	<u>2012</u>	<u>2011</u>
United States Statutory Corporate Income Tax Rate	34.0%	34.0%
Change in Valuation Allowance on Deferred Tax Assets	<u>(34.0)%</u>	<u>(34.0)%</u>
Income Tax Provision	<u> --%</u>	<u> --%</u>

The components of deferred tax assets (liabilities) at October 31, 2012 and October 31, 2011 are as follows:

	<u>2012</u>	<u>2011</u>
Deferred Tax Assets - Current		
Accrued Vacation Pay	\$ 7,873	\$ 7,599
Valuation Allowance	<u>(7,873)</u>	<u>(7,599)</u>
	--	--
Deferred Tax Assets (Liabilities) - Long Term		
Net Operating Losses	1,133,906	1,262,414
Property and Equipment	(1,612)	(3,694)
Equity Instruments	2,000	574,440
Valuation Allowance	<u>(1,134,294)</u>	<u>(1,833,160)</u>
Net Deferred Tax Asset	<u> \$ --</u>	<u> \$ --</u>

We have established a full valuation allowance on our deferred tax asset because of a lack of sufficient positive evidence to support its realization. The valuation allowance decreased by approximately \$(699,000) and \$(14,000) in the years ended October 31, 2012 and 2011, respectively.

**Commitments and
Contingencies**

**12 Months Ended
Oct. 31, 2012**

[Notes](#)

[Commitments and
Contingencies](#)

(10) Commitments and Contingencies

Employment Agreements

We currently employ our CEO at an annual salary of \$150,000. Since April 1, 2009, the CEO's compensation has continued at the same annual salary as per the terms of his two year contract extension dated April 1, 2007.

Leases

We presently lease office space in Crystal River, Florida, on a month to month basis. The terms are a fixed monthly payment of \$2,000 plus our share of certain allocated utilities (not to exceed \$2,000 per month) as defined in the agreement. Rental expense, including allocated utilities, for the years ended October 31, 2012 and 2011 amounted to approximately \$35,000 and \$39,000, respectively.

Significant Customers

In fiscal 2012, three customers generated 33%, 20% and 11% of our revenues. Two such customers and one other accounted for 59%, 17% and 14% of our accounts receivable and accrued revenue at October 31, 2012.

In fiscal 2011, three customers generated 47%, 22% and 18% of our revenues. Two such customers accounted for 47% and 11% of our accounts receivable at October 31, 2011.

**Income Taxes: Income tax
expense / benefit (Tables)**

**12 Months Ended
Oct. 31, 2012**

[Tables/Schedules](#)

[Income tax expense / benefit](#)

For the Years Ended
October 31,
2012 2011

United States Statutory Corporate		
Income Tax Rate	34.0%	34.0%
Change in Valuation Allowance on		
Deferred Tax Assets	<u>(34.0)%</u>	<u>(34.0)%</u>
Income Tax Provision	<u> --%</u>	<u> --%</u>

**Summary of Significant
Accounting Policies:
Concentration of Credit Risk
(Policies)**

12 Months Ended

Oct. 31, 2012

Policies

Concentration of Credit Risk

Concentration of Credit Risk - Financial instruments that potentially subject us to significant concentrations of credit risk consist principally of cash, cash equivalents, and accounts receivable.

We maintain our cash and cash equivalents in accounts with a major financial institution in the United States in the form of demand deposits. Deposits in these banks may exceed the amounts of insurance provided on such deposits. No such amounts were at risk as of October 31, 2012 and 2011.

Concentrations of credit risk with respect to trade accounts receivable are limited. We routinely assess the financial strength of customers and, based upon factors concerning credit risk, we establish an allowance for doubtful accounts. As of October 31, 2012 and 2011, based on this assessment, management has not established an allowance for doubtful accounts. Management believes that accounts receivable credit risk exposure is limited.

**Summary of Significant
Accounting Policies: Income
Taxes- (Policies)**

12 Months Ended

Oct. 31, 2012

Policies

Income Taxes-

Income Taxes - We account for income taxes under the provisions of FASB ASC Topic 740 "Income Taxes" ("Topic 740") which requires the use of the liability method of accounting for income taxes. The liability method measures deferred income taxes by applying enacted statutory rates in effect at the balance sheet date to the differences between the tax basis of assets and liabilities and their reported amounts on the financial statements. The resulting deferred tax assets or liabilities are adjusted to reflect changes in tax laws as they occur. A valuation allowance is provided when it is more likely than not that a deferred tax asset will not be realized. At October 31, 2012 and 2011, the entire deferred tax asset, which arises primarily from our net operating losses, has been fully reserved because management has determined that it is not more likely than not that the net operating loss carry forwards will be realized in the future.

We do not believe we have any uncertain tax positions deemed material as of October 31, 2012 and 2011. With few exceptions, we believe we are no longer subject to U.S. federal and state income tax examinations by tax authorities for tax periods prior to fiscal 2009. Our practice is to recognize interest and/or penalties related to income tax matters in income tax expense. As of October 31, 2012 and 2011, we had no accrued interest or penalties. We currently have no federal or state tax examinations in progress nor have we had any federal or state tax examinations since our inception.

**Stockholders' Deficiency:
Warrants and Options
(Details) (USD \$)**

12 Months Ended

Oct. 31, 2012 Oct. 31, 2011 Oct. 31, 2010

<u>Warrants and options, shares outstanding</u>	300,000	5,793,750	11,463,750
<u>Weighted Average Exercise Price, warrants outstanding</u>	\$ 0.09	\$ 1.17	\$ 0.69
<u>Warrants and options, shares expired</u>	(5,493,750)	(5,670,000)	
<u>Weighted Average Exercise Price, warrants expired</u>	\$ 1.22	\$ 0.20	

**STATEMENT OF
STOCKHOLDERS'
DEFICIT (USD \$)**

	Common Stock	Additional Paid-in Capital	Accumulated Deficit	Total
<u>Beginning Balance, amount at Oct. 31, 2010</u>	\$ 2,459	\$ 7,099,269	\$ (7,367,781)	\$ (266,053)
<u>Beginning Balance, shares at Oct. 31, 2010</u>	24,586,672			24,586,672
<u>Share based compensation for warrants issued for consulting services</u>		1,459		1,459
<u>Net income for the period</u>			41,676	41,676
<u>Ending Balance, amount at Oct. 31, 2011</u>	2,459	7,100,728	(7,326,105)	(222,918)
<u>Ending Balance, shares at Oct. 31, 2011</u>	24,586,672			24,586,672
<u>Net income for the period</u>			152,373	152,373
<u>Ending Balance, amount at Oct. 31, 2012</u>	\$ 2,459	\$ 7,100,728	\$ (7,173,732)	\$ (70,545)
<u>Ending Balance, shares at Oct. 31, 2012</u>	24,586,672			24,586,672

Notes

New Authoritative Accounting (4) New Authoritative Accounting Guidance

On May 12, 2011, the FASB issued Accounting Standards Update (“ASU”) 2011-04. The ASU is the result of joint efforts by the FASB and the International Accounting Standards Board (“IASB”) to develop a single, converged fair value framework. Thus, there are few differences between the ASU and its international counterpart, IFRS 13. This ASU is largely consistent with existing fair value measurement principles in U.S. GAAP; however it expands ASC 820’s existing disclosure requirements for fair value measurements and makes other amendments. The ASU is effective for interim and annual periods beginning after December 15, 2011. The Company does not expect the provisions of ASU 2011-04 to have a material effect on the financial position, results of operations or cash flows of the Company.

On June 16, 2011, the FASB issued ASU 2011-05, which revises the manner in which entities present comprehensive income in their financial statements. The new guidance removes the presentation options in ASC 220 and requires entities to report components of comprehensive income in either (1) a continuous statement of comprehensive income or (2) two separate but consecutive statements. The ASU does not change the items that must be reported in other comprehensive income. The amendments are effective for fiscal years, and interim periods within those years, beginning after December 15, 2011. The Company does not expect the provisions of ASU 2011-05 to have a material effect on the financial position, results of operations or cash flows of the Company.

Management does not believe that any other recently issued but not yet effective accounting pronouncements, if adopted, would have an effect on the accompanying consolidated financial statements.

**Summary of Significant
Accounting Policies:
Earnings Per Share
(Policies)**

12 Months Ended

Oct. 31, 2012

Policies

Earnings Per Share

Earnings Per Share - Basic earnings per share is computed by dividing net income by the weighted average number of common shares outstanding during the period. Diluted earnings per share reflects the amount of earnings for the period available to each share of common stock outstanding during the reporting period, while giving effect to all dilutive potential common shares that were outstanding during the period, such as common shares that could result from the potential exercise or conversion of securities into common stock. The assumed exercise of common stock equivalents was not utilized in the years ended October 31, 2012 and 2011 since the effect would be anti-dilutive. Equity instruments that may dilute earnings per share in the future are listed in Notes 6 and 7.

Property and Equipment: Property & Equipment (Details) (USD \$)	12 Months Ended	
	Oct. 31, 2012	Oct. 31, 2011
<u>Computer Equipment</u>	\$ 41,523	\$ 35,951
<u>Estimated Useful Life, computer equipment</u>	5 years	
<u>Office Equipment</u>	24,432	24,432
<u>Estimated Useful Life, office equipment</u>	5-7 years	
<u>Software</u>	21,566	21,566
<u>Estimated Useful Life, software</u>	3 years	
<u>Total property plant and equipment</u>	87,521	81,949
<u>Accumulated depreciation and amortization</u>	(78,492)	(66,407)
<u>Total Property and equipment, Net</u>	\$ 9,029	\$ 15,542

**Summary of Significant
Accounting Policies: Fair
Value of Financial
Statements (Policies)**

12 Months Ended

Oct. 31, 2012

Policies

**Fair Value of Financial
Statements**

Fair Value of Financial Statements - FASB ASC Topic 825 “Financial Instruments” requires the disclosure of fair values for all financial instruments, both on-and off-balance-sheet, for which it is practicable to estimate fair value. We estimate that there are no material variations between fair value and book value of our financial assets and liabilities as of October 31, 2012 and 2011. We generally do not require collateral related to our financial instruments.