SECURITIES AND EXCHANGE COMMISSION

FORM 10-K

Annual report pursuant to section 13 and 15(d)

Filing Date: **2013-05-16** | Period of Report: **2013-01-31**
SEC Accession No. 0001374135-13-000011

(HTML Version on secdatabase.com)

FILER

BioCube, INC. CIK:**1374135**| IRS No.: **203547389** | State of Incorp.:**DE** | Fiscal Year End: **0131** Type: **10-K** | Act: **34** | File No.: **001-35227** | Film No.: **13852382** SIC: **4522** Air transportation, nonscheduled	Mailing Address *10 BLACKLEDGE COURT* *CLOSTER NJ 07624*	Business Address *10 BLACKLEDGE COURT* *CLOSTER NJ 07624* *201-750-2001*

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 January 31, 2013

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 333-137920

BIOCUBE, INC.

(Exact name of registrant as specified in charter)

Delaware	**20-3547389**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

10 Blackledge Court **Closter, NJ**	**07624**	**(201) 750-2001**
(Address of principal executive offices)	(Zip Code)	(Telephone No.)

Securities Registered Pursuant to Section 12(b) of the Act:

Title of each class	**Name of each exchange on which registered**
Common Stock, par value $0.001 per share	OTC BB

Securities Registered Pursuant to Section 12(g) of the Act:
(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 if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of the 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 has submitted electronically and posted on our 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 month (or for such shorter period that the registrant was required to submit and post such files).
Yes ☐ No ☐

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

Large accelerated filer ☐	Accelerated filer ☐
Non-accelerated filer ☐	Smaller reporting company ☑

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

The aggregate market value of the outstanding common equity of the registrant as of the last business day of the registrant's most recently completed second fiscal quarter was $706,016.

There were 44,842,758 shares of voting common stock with a par value of $0.001 outstanding at May 10, 2013.

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K 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

BIOCUBE, INC.
FORM 10-K
FISCAL YEAR ENDED JANUARY 31, 2013
INDEX

BIOCUBE, INC.
ANNUAL REPORT ON FORM 10-K
YEAR ENDED JANUARY 31, 2013

PART I

FORWARD-LOOKING STATEMENTS

This annual report on Form 10-K contains forward-looking statements that involve risks and uncertainties, as well as assumptions that, if they never materialize or prove incorrect, could cause the results of the Company to differ materially from those expressed or implied by such forward-looking statements. All statements other than statements of historical fact are statements that could be deemed forward-looking statements, including any projections of revenue, expenses, earnings or losses from operations or investments, or other financial items; any statements of the plans, strategies and objectives of management for future operations; any statements of expectation or belief; and any statements of assumptions underlying any of the foregoing. The risks, uncertainties and assumptions referred to above include risks that are described from time to time in our Securities and Exchange Commission, or the SEC, reports filed before this report.

The forward-looking statements included in this annual report represent our estimates as of the date of this annual report. We specifically disclaim any obligation to update these forward-looking statements in the future. Some of the statements in this annual report constitute forward-looking statements, which relate to future events or our future performance or financial condition. Such forward-looking statements contained in this annual report involve risks and uncertainties.

We use words such as anticipates, believes, expects, future, intends and similar expressions to identify forward-looking statements. Our actual results could differ materially from those projected in the forward-looking statements for any reason. We caution you that forward-looking statements of this type are subject to uncertainties and risks, many of which cannot be predicted or quantified.

The following analysis of our financial condition and results of operations should be read in conjunction with our financial statements and the related notes thereto contained elsewhere in this Form 10-K, as well as the risk factors included in this Form 10-K under Item 1A.

ITEM 1: BUSINESS

Corporate Background

BioCube, Inc. (The "Company") is a development stage company. The Company was incorporated in Delaware. On December 17, 2012, Registrant entered into an agreement with Li-Ion Technologies Limited, a Russian limited liability company("Liotech") with its principal office located in Moscow and production facilities located in Novosibirsk, Russia, granting BioCube the right to market and distribute batteries in the North American market utilizing the Liotech proprietary and patented process. The Company's prior business of researching, designing, manufacturing, and distributing an environmentally safe aerosol based decontamination system, was abandoned in December 2012. There were no related costs associated with the abandonment of that business.

Business Plan

We are a development stage company which plans to develop and market the Liotech batteries in North America. Liotech is a manufacturer of advanced lithium ion battery for use in conventional power plants, renewable energy systems, industrial uninterruptable power supply devices, network energy storage and other commercial and household energy storage related uses. Liotech, one of the largest Li-Ion batteries manufacturers in the world with total annual production capacity of 1.4GWh, was created in 2010 to further the development of lithium-ion battery

technologies for use as energy storage in conventional and solar or wind power applications, electrical vehicles and uninterrupted power supplies. BioCube will distribute Liotech batteries and battery management systems in North America, initially to companies in the solar and wind power generation markets, followed by marine equipment and electrical vehicles producers.

ITEM 1A. RISK FACTORS

There are numerous and varied risks, known and unknown, that may prevent us from achieving our goals. If any of these risks actually occur, our business, financial condition or results of operation may be materially adversely affected. In such case, the trading price of our common stock could decline and investors could lose all or part of their investment.

Risks Relating to Our Business

We can provide no assurance that our business plan will materialize.

We are a development stage company that has not produced product revenue to date and does not expect to do so in the immediate future. There can be no assurance that we will be able to successfully introduce our products, which are primarily only in the development stage, or achieve or sustain significant commercial revenue or profitability in the future. The development of our products will require the commitment of substantial resources to conduct the research and development necessary to bring any products to market, and the rate at which we incur development expenses is expected to increase. We will require additional financing in order to fulfill our objectives.

Our independent registered public accounting firm has expressed doubt about our ability to continue as a going concern. This could make it more difficult for us to raise funds and adversely affect our relationships with lenders, investors and suppliers

Our independent registered public accounting firm has expressed doubt about our ability to continue as a going concern. This indicates that our auditors believe that substantial doubt exists regarding our ability to continue to remain in business. We cannot provide any assurance that we will in fact operate our business profitably or obtain sufficient financing to sustain our business in the event we are not successful in our efforts to generate sufficient revenue and operating cash flow. The expression of such doubt by our independent registered public accounting firm or our inability to overcome the factors leading to such doubt could have a material adverse effect on our relationships.

We will need financing to execute our business plan and fund operations, which financing may not be available.

We may not be able to execute our current business plan and fund business operations long enough to achieve profitability without obtaining financing. Our ultimate success may depend upon our ability to raise capital. There can be no assurance that funds will be available when needed from any source or, if available, will be available on terms that are acceptable to us.

We may be required to pursue sources of capital through various means, including joint venture projects and debt or equity financings. Future financings through equity investments are likely to be dilutive to existing stockholders. Also, the terms of securities we may issue in future capital transactions may be more favorable for our new investors. Newly issued securities may include preferences, superior voting rights, the issuance of warrants or other derivative securities, and the issuances of incentive awards under equity employee incentive plans, which may have additional dilutive effects. Further, we may incur substantial costs in pursuing future capital and/or financing, including investment banking fees, legal fees, accounting fees, printing and distribution expenses and other costs. We may also be required to recognize non-cash expenses in connection with certain securities we may issue, such as convertible notes and warrants, which will adversely impact our financial condition.

Our ability to obtain needed financing may be impaired by such factors as the capital markets, both generally and specifically in our industry, and the fact that we are not profitable, which could impact the availability and cost of future financings. If the amount of capital we are able to raise from financing activities, together with our revenues from operations, is not sufficient to satisfy our capital needs, even to the extent that we reduce our operations accordingly, we may be required to cease operations.

We will be dependent upon the acceptance of our products in the marketplace.

The commercial success of any products that we develop will depend upon acceptance of these products by the business community as safe, useful and cost-effective. While we believe the benefits of our prospective products will be able to be demonstrated, there can be no assurance that the benefits will be considered sufficient by the business community to enable any such products to gain market acceptance.

The market for our products is highly competitive and there is no assurance that we will be able to develop a marketable product or that we will be able to compete effectively in this market.

We will need to protect our intellectual property in order to achieve and maintain a competitive position.

Our success depends significantly on our ability to protect our proprietary rights to technologies used in our prospective products. We may rely on patent protection, as well as a combination of non-disclosure, confidentiality and other contractual arrangements to protect our proprietary technology. However, these legal means afford only limited protection and may not adequately protect our rights or permit us to obtain or keep any competitive advantage. Our success will depend upon our ability to protect our proprietary rights in our technology, and the failure to obtain patent protection could severely limit our ability to grow and be successful. There can be substantial delays in obtaining patent approval, and it may take up to two years or more to complete that process. Any delays in obtaining a patent, as well as the inability to obtain a patent at all, could have a material adverse effect on our business.

We will encounter manufacturing risks and may face product liability claims.

Our manufacture and sale of battery systems may expose us to significant risk of product liability claims. We intend to obtain product liability insurance but such coverage may be inadequate to protect us from any liabilities we may incur, or we may not be able to maintain adequate product liability insurance at acceptable rates. If a product liability claim or series of claims were brought against us for uninsured liabilities or for amounts in excess of insurance coverage, and it is ultimately determined that we are liable, our business could suffer. In addition, we could experience some material design or manufacturing failure, a quality system failure, other safety issues or heightened regulatory scrutiny that would warrant a recall of our products. A recall of any of our products could also result in increased product liability claims.

We may be negatively affected by the changing economic conditions including the current economic downturn.

A general downturn in economic, business and financial conditions, including recession, inflation and higher interest rates, could have an adverse effect on our business.

Since we lack a meaningful operating history, it is difficult for potential investors to evaluate our business.

Our limited operating history makes it difficult for potential investors to evaluate our business or prospective operations. We are subject to all the risks inherent in the initial organization, financing, expenditures, complications and delays inherent in a new business. Investors should evaluate an investment in us in light of the uncertainties encountered by new companies in an intensely competitive industry. Our business is dependent upon the implementation of our business plan, as well as our ability to enter into agreements with third parties for, among other things, for the manufacturing of our products on commercially favorable terms. There can be no assurance that our efforts will be successful or that we will be able to attain profitability.

We will be dependent upon key personnel whose loss may adversely impact our business.

We will be relying heavily on the expertise, experience and the services of our senior management and sales personnel once engaged. The loss, or any inability to attract or retain key individuals, could materially adversely affect us. We will seek to compensate and motivate our executives, as well as other employees and independent contractors, through competitive salaries, commissions and bonus plans, but there can be no assurance that these programs will allow us to retain key employees and contractors or hire or attract new key employees and contractors. As a result, if we are not able to engage key personnel or once retained were to leave or cease to be available or our ability to utilize their skills, contacts and other resources impeded, we could face substantial difficulty in finding qualified successors and could experience a loss in productivity while any such successors obtain the necessary training and experience

We may not be able to effectively control and manage our growth.

Our strategy envisions a period of potentially rapid growth. We currently maintain nominal administrative and personnel capacity due to the startup nature of our business, and our expected growth may impose a significant burden on our future planned administrative and operational resources. The growth of our business may require significant investments of capital and increased demands on our management, workforce and facilities. We will be required to substantially expand our administrative and operational resources and attract, train, manage and retain qualified management and other personnel. Failure to do so or satisfy such increased demands would interrupt or would have a material adverse effect on our business and results of operations.

Risks Relating to Our Organization

Failure to achieve and maintain effective disclosure controls or internal controls could have a material adverse effect on our ability to report our financial results timely and accurately.

We are a public reporting company and, accordingly, subject to the information and reporting requirements of the Exchange Act and other federal and state securities laws, including compliance with the Sarbanes-Oxley Act of 2002. The costs of preparing and filing annual and quarterly reports, proxy statements and other information with the SEC and furnishing audited reports to stockholders will cause our expenses to be higher than they would have been if we were privately-held. In addition, we have identified that we have a material weakness in our system of internal accounting controls and accounting and financial reporting processes as a result of a lack of sufficient resources with SEC, generally accepted accounting principles (GAAP) and tax accounting expertise.

It may be time consuming, difficult and costly for us to develop and implement the internal controls and reporting procedures required by the Sarbanes-Oxley Act. We need to hire financial reporting, internal controls and other finance personnel in order to develop and implement appropriate internal controls and reporting procedures. If we are unable to comply with the internal controls requirements of the Sarbanes-Oxley Act, we may not be able to obtain the independent accountant certifications required by that Act. In addition, effective internal controls and procedures are necessary for us to provide reliable financial reports. If we continue to have material weaknesses in our internal controls and procedures, we may not be able to provide reliable financial reports and our business and operating results could be harmed.

Public company compliance requirements may make it more difficult to attract and retain officers and directors.

The Sarbanes-Oxley Act and rules subsequently implemented by the SEC have required changes in corporate governance practices of public companies. Compliance with the new rules and regulations increases our operating costs and makes certain activities more time consuming and costly than if we were not a public company. As a public company, these new rules and regulations make it more difficult and expensive for us to obtain director and officer liability insurance. As a result, it may be more difficult for us to attract and retain qualified persons to serve on our Board of Directors or as executive officers.

Because we became public by means of a reverse acquisition, we may not be able to attract the attention of major brokerage firms.

There may be risks associated with our company becoming public through a "reverse acquisition". Securities analysts of major brokerage firms may not provide coverage of us since there is no incentive to brokerage firms to recommend the purchase of our common stock. No assurance can be given that brokerage firms will, in the future, want to conduct any secondary offerings on behalf of our Company.

Risks Relating to our Common Stock

Our stock price may be volatile.

The market price of our common stock is likely to be highly volatile and could fluctuate widely in price in response to various factors, many of which are beyond our control, including the following:

- changes in our industry;
- competitive pricing pressures;
- our ability to obtain working capital financing;
- additions or departures of key personnel;
- limited "public float", in the hands of a small number of persons whose sales or lack of sales, could result in positive or negative pricing pressure on the market price for our common stock;
- our ability to execute our business plan;
- operating results that fall below expectations;
- loss of any strategic relationship;
- regulatory developments;
- economic and other external factors; and
- period-to-period fluctuations in our financial results.

In addition, the securities markets have from time to time experienced significant price and volume fluctuations that are unrelated to the operating performance of particular companies. These market fluctuations may also materially and adversely affect the market price of our common stock.

We do not expect to pay dividends in the future. Any return on investment may be limited to the value of our common stock.

We do not anticipate paying cash dividends on our common stock in the foreseeable future. The payment of dividends on our common stock will depend on earnings, financial condition and other business and economic factors affecting us at such time as our board of directors may consider relevant. If we do not pay dividends, our common stock may be less valuable because a return on investment will only occur if our stock price appreciates.

There is currently no liquid trading market for our common stock and we cannot ensure that one will ever develop or be sustained.

To date there has been no liquid trading market for our common stock. We cannot predict how liquid the market for our common stock might become. Our common stock is quoted on the automated quotation service known as the OTC Bulletin Board and although we are not presently eligible, we intend to apply for listing of our common stock on either The NASDAQ Capital Market or other national securities exchanges if and when we meet the requirements for listing. We cannot ensure that we will be able to satisfy such listing standards or that our common stock will be accepted for listing on any of these exchanges. Should our company fail to satisfy the initial listing standards of the exchanges, or our common stock is otherwise rejected for listing and remain listed on the OTC Bulletin Board or suspended from the OTC Bulletin Board, the trading price of our common stock could suffer and the trading market for our common stock may be less liquid and our common stock price may be subject to increased volatility.

Our common stock is deemed a "penny stock", which may make it more difficult for our investors to sell their shares.

Our common stock is subject to the "penny stock" rules adopted under Section 15(g) of the Securities Exchange Act of 1934. The penny stock rules apply to companies whose common stock is not listed on a national securities exchange and trades at less than $5.00 per share or that have tangible net worth of less than $5,000,000 ($2,000,000 if the company has been operating for three or more years). These rules require, among other things, that brokers who trade penny stock to persons other than "established customers" complete certain documentation, make suitability inquiries of investors and provide investors with certain information concerning trading in the security, including a risk disclosure document and quote information under certain circumstances. Many brokers have decided not to trade penny stocks because of the requirements of the penny stock rules and, as a result, the number of broker-dealers willing to act as market makers in such securities is limited. If we remain subject to the penny stock rules for any significant period, it could have an adverse effect on the market, if any, for our securities. Insofar as many of our shares are subject to the penny stock rules, investors will find it more difficult to dispose of those shares.

Offers or availability for sale of a substantial number of shares of our common stock may cause the price of our common stock to decline.

If our stockholders sell substantial amounts of our common stock in the public market, or upon the expiration of any holding period under Rule 144 it could create a circumstance commonly referred to as an "overhang" and in anticipation of which the market price of our common stock could fall. The existence of an overhang, whether or not sales have occurred or are occurring, also could make more difficult our ability to raise additional financing through the sale of equity or equity-related securities in the future at a time and price that we deem reasonable or appropriate. Recent revisions to Rule 144 shortened the holding period under Rule 144, as a result of which the overhang period arises earlier than would previously have been the case.

ITEM 2. PROPERTIES

The Company does not own any properties at this time.

ITEM 3. LEGAL PROCEDINGS

In September 2008, Jet One Group, Inc. ("Jet One") commenced an action against Halcyon Jets Holdings, Inc., the Company's predecessor, and several of our former officers, directors and employees in the United States District Court for the southern district of New York, alleging, among other matters, that the Company's predecessor fraudulently induced Jet One to enter into a Letter of Intent to acquire Jet One's business. The Complaint alleged that the Company violated the federal Racketeering Influenced Corrupt Organizations Act, the federal Computer Fraud and Abuse Act, the New York consumer fraud and Business law statutes and committed various common law torts, and sought compensatory damages of $15 million and treble or punitive damages of $45 million. On August 14, 2009, the Court dismissed the complaint without prejudice to Jet One's right to re-file the lawsuit.

On or about October 28, 2009, Jet One Group filed a new action against the Company's predecessor, its former subsidiary and the other defendants in the matter discussed above, in the Supreme Court of New York ("Nassau County Action"), which repeats the factual allegations of the dismissed federal court complaint and asserts claims for conversion, fraud, tortious interference with contract and violation of the state consumer fraud statute. The new complaint seeks compensatory damages of $15 million, attorneys' fees of $100,000 and punitive damages against each of the defendants in the amount of $45 million.

Separately, the former subsidiary filed an action against Jet One and its principals in the Supreme Court of New York in which the former subsidiary alleges that the Complaint in Jet One's Federal Court Action contains

false and defamatory statements regarding the former subsidiary and that Jet One filed its suit for the sole purpose of circulating a press release publicizing the false and defamatory allegations. Jet One moved to dismiss the suit for failure to state a claim upon which relief may be granted, but this motion was denied by the court and the denial was affirmed by the Appellate Division of the Supreme Court of New York in February 2010. On March 19, 2010, the Company's former subsidiary dismissed its complaint without prejudice.

On March 22, 2010, all the defendants in the Nassau County Action filed a Verified Answer, Counterclaims and Third-Party Complaint denying any liability to Jet One. In addition, the Company and the former subsidiary re-asserted the defamation claims that had previously been asserted against Jet One and its principals in the discontinued case described above; and the Company asserted a breach of contract claim against Jet One and its principals relating to a $150,000 promissory note executed in favor of its predecessor by Jet One and personally guaranteed by Jet One's principals.

There has been no action in the matter since the filings in March 2010 and Management does not believe that there is any risk of material liability from the action.

Except as set forth above, there are no other pending or threatened legal proceedings against the Company. Based on the advice of counsel, it is management's opinion that we have made adequate provision for potential liabilities, if any, arising from potential claims arising from litigation, governmental investigations, legal and administrative cases and proceedings. In connection with the sale of the Company's Halcyon Jet subsidiary to the Company's former Chief Executive Officer the Company was indemnified by the buyer against any liability which may arise from the above litigation.

ITEM 4. REMOVED AND RESERVED

Not Applicable

PART II

ITEM 5. MARKET FOR REGISTRANTS' COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

Our common stock is quoted on the OTC Markets (OTCQB) and trades under the symbol "BICB". The market for our common stock has often been sporadic, volatile and limited.

The following table sets forth the high and low sale price of the common stock on a quarterly basis, as reported by Over the Counter Bulletin Board from February 1, 2011 through January 31, 2013.

	Fiscal 2013		Fiscal 2012	
	High	**Low**	**High**	**Low**
First Quarter	$0.022	$0.006	$ 0.12	$ 0.02
Second Quarter	0.030	0.015	.011	0.02
Third Quarter	0.027	0.007	0.03	0.01
Fourth Quarter	0.015	0.007	0.03	0.01

The per share closing sales price of the common stock as reported by the OTCQB on May 10, 2013 was $0.0046. As of that date there were approximately 87 holders of record of common stock and 44,842,758 shares of common stock outstanding. We have not paid dividends on our common stock outstanding in the past. There are no

contractual or legal restrictions that limit our ability to pay dividends in the future; however, there are no expectations that we will pay dividends in the near future.

ITEM 6. SELECTED FINANCIAL DATA

Not required for smaller reporting companies

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

INTRODUCTION AND CERTAIN CAUTIONARY STATEMENTS

The following discussion includes certain forward-looking statements within the meaning of the safe harbor protections of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Statements that include words such as "believe," "expect," "should," "intend," "may," "anticipate," "likely," "contingent," "could," "may," or other future-oriented statements, are forward-looking statements. Such forward-looking statements include, but are not limited to, statements regarding our business plans, strategies and objectives, and, in particular, statements referring to our expectations regarding our ability to continue as a going concern, generate increased market awareness of, and demand for, our current products, realize profitability and positive cash flow, and timely obtain required financing. These forward-looking statements involve risks and uncertainties that could cause actual results to differ from anticipated results. The forward-looking statements are based on our current expectations and what we believe are reasonable assumptions given our knowledge of the markets; however, our actual performance, results and achievements could differ materially from those expressed in, or implied by, these forward-looking statements.

Factors within and beyond our control that could cause or contribute to such differences include, among others, our critical capital raising efforts in an uncertain and volatile economical environment, our ability to maintain relationship with strategic companies, our cash preservation and cost containment efforts, our ability to retain key management personnel, our relative inexperience with advertising, our competition and the potential impact of technological advancements thereon, the impact of changing economic, political, and geo-political environments on our business, as well as those factors discussed elsewhere in this Form 10-K and in "Item 1 - Our Business".

Readers are urged to carefully review and consider the various disclosures made by us in this report and those detailed from time to time in our reports and filings with the United States Securities and Exchange Commission that attempt to advise interested parties of the risks and factors that are likely to affect our business.

OVERVIEW

Our discussion and analysis of operations is based upon our financial statements, which have been prepared in accordance with generally accepted accounting principles in the United States. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities. We base our estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results could differ materially from these estimates under different assumptions or conditions.

Critical Accounting Policies

As the Company has not begun to execute its business plan we have identified only the following policies as critical to understanding of our financial results for the periods presented.

The financial statements have been prepared in conformity with generally accepted accounting principles, which assume the continuation of the Company as a going concern. This basis of accounting contemplates the recovery of the Company's assets and the satisfaction of liabilities in the normal course of business. Since the Company 's formation in April 2009, the Company had not begun its efforts to produce and market contamination products or to develop and market batteries, and its activities, to date, have been organizational in nature, and have been directed towards the raising of capital and to discussions of additional potential business combinations.

The Company may not be able to execute its current business plan and fund business operations long enough to achieve profitability without obtaining financing. The Company's ultimate success may depend on its ability to raise capital. There can be no assurance that funds will be available to the Company when needed from any source or; if available, on terms that are favorable to the Company. The financial statements do not include any adjustments to reflect the possible future effects on the recoverability and classification of assets or the amounts and classification of liabilities that may result from the outcome of these uncertainties.

Please see Note 2 to the financial statements for significant accounting policies.

Business Plan

We are a development stage company which plans to develop and market the Liotech batteries in North America. Liotech is a manufacturer of advanced lithium ion battery for use in conventional power plants, renewable energy systems, industrial uninterruptable power supply devices, network energy storage and other commercial and household energy storage related uses. Liotech, one of the largest Li-Ion batteries manufacturers in the world with total annual production capacity of 1.4GWh, was created in 2010 to further the development of lithium-ion battery technologies for use as energy storage in conventional and solar or wind power applications, electrical vehicles and uninterrupted power supplies. BioCube will distribute Liotech batteries and battery management systems in North America, initially to companies in the solar and wind power generation, followed by marine equipment and electrical vehicles producers.

Results of Operations

From inception (April 20, 2009) to January 31, 2013

During these periods the Company had no revenues as its activities principally involved its formation and negotiation of the reverse acquisition and the acquisition of BioCube. Expenses incurred are general and administrative, principally staff costs and consulting and professional fees. The interest cost relates to notes payable and includes amortization of debt discount and finance costs charges as described below.

Year ended January 31, 2013 compared to year ended January 31, 2012.

For the year ended January 31, 2013, we had an operating loss of $379,170 compared to an operating loss of $305,350 for the year ended January 31, 2012. The increase in operating loss from 2012 to 2013 is primarily due to additional consulting fees during the year ended January 31, 2013. We had a total loss for the year ended January 31, 2013 of $764,495 compared to $91,550 for the year ended January 31, 2012. The significant increase in total net loss is attributable to interest expense and loss on derivatives associated with convertible debt, offset by a gain on extinguishment of debt totaling $76,419. In addition, we recognized a gain on beneficial conversion feature liability of $344,549 during the year ended January 31, 2012.

Liquidity and Capital Resources

The Company may not be able to execute its current business plan and fund business operations long enough to achieve profitability without obtaining financing. The Company has received interim financing from a related party. The Company's ultimate success may depend upon its ability to raise capital. There can be no

assurance that funds will be available to the Company when needed from any source or; if available, on terms that are favorable to the Company. The financial statements do not include any adjustments to reflect the possible future effects on the recoverability and classification of assets or the amounts and classification of liabilities that may result from the outcome of these uncertainties.

Legal matters

Except as set forth under Part II. Item 1 – Legal Proceedings, there are no pending or threatened legal proceedings against the Company. In the opinion of management, on the advice of counsel, we have made adequate provision for potential liabilities, if any, arising from potential claims arising from litigation, governmental investigations, legal and administrative cases and proceedings. In connection with the sale of the Company's Halcyon Jet subsidiary to the Company's former Chief Executive Officer the Company was indemnified by the buyer against any liability which may arise from the above litigation.

Off-Balance Sheet Arrangements

We have no off-balance sheet arrangements.

7A. QUANTITATIVE AND QUALITATIVE DISCLOSURE ABOUT MARKET RISK

Not applicable.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

BIOCUBE, INC.
(A Development Stage Company)
FINANCIAL STATEMENTS

CONTENTS

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders of BioCube, Inc.

We have audited the accompanying balance sheets of BioCube, Inc. (a development stage company) formerly known as Alliance Network Communications Holdings, Inc. as of January 31, 2013 and 2012 and the related statements of operations, stockholders' equity (deficit), and cash flows for each of the years in the two year period ended January 31, 2013, and for the period from inception (April 20, 2009) through January 31, 2013. BioCube'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 audits 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 BioCube, Inc. as of January 31, 2013 and 2012, and the results of its operations and its cash flows for each of the years in the two-year period ended January 31, 2013 and for the period from inception (April 20, 2009) through January 31, 2013 in conformity with accounting principles generally accepted in the United States of America.

The accompanying financial statements have been prepared assuming that the company will continue as a going concern. As discussed in Note 2 to the financial statements, the company has suffered recurring operating losses and has working capital and accumulated deficits which raise substantial doubt about its ability to continue as a going concern. Management's plans regarding these matters are also described in Note 2. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

/s/ Moss, Krusick & Associates, LLC

Winter Park, Florida
May 16, 2013

BIOCUBE, INC.
(A DEVELOPMENT STAGE COMPANY)
BALANCE SHEETS

	January 31, 2013	January 31, 2012
Assets		
Current Assets		
Cash	$ 39	$ 1,419
Deferred loan costs, net of accumulated amortization of $4,710 and $0, respectively	290	-
Total Current Assets	329	1,419
Total Assets	$ 329	$ 1,419
Liabilities & Stockholders' Equity (Deficit)		
Current Liabilities		
Accounts payable and accrued liabilities	$ 92,651	$ 97,582
Due to related party - current	-	34,500
Convertible notes payable-current, net of debt discount of $170,141 and $0, respectively	839,358	-
Accrued interest payable-related party	-	11,279
Accrued interest payable	27,189	-
Accrued salaries	95,456	543,387
Derivative liability	134,479	-
Total Current Liabilities	1,189,133	686,748
Due to related party - non-current	-	152,554
Convertible notes payable non-current, net of debt discount of $12,433 and $0, respectively	7,567	137,600
Accrued interest payable - non-current	2,117	18,641
Total Liabilities	1,198,817	995,543
Stockholders' Equity (Deficit)		
Preferred stock - A - $.001 par value, 21,000 shares authorized, issued and outstanding	21	21
Common Stock, $0.001 par value, 300,000,000 authorized 50,271,270 and 29,180,953 shares issued and outstanding at January 31, 2013 and January 31, 2012	50,271	29,181
Additional paid in capital	763,223	224,182
Deficit accumulated during the development stage	(2,012,003)	(1,247,508)
Total Stockholders' Equity (Deficit)	(1,198,488)	(994,124)
Total Liabilities and Stockholders' Equity (Deficit)	$ 329	$ 1,419

The accompanying footnotes are an integral part of these financial statements.

BIOCUBE, INC.

(A DEVELOPMENT STAGE COMPANY)
STATEMENTS OF OPERATIONS

	For the Year Ended January 31, 2013	For the Year Ended January 31, 2012	For the Period from April 20, 2009 (Inception) to January 31, 2013
Revenues	$ -	$ -	$ -

General & Administrative			
Consulting	110,000	60,000	260,000
Professional fees	21,046	30,600	87,646
Officer salaries	180,000	180,000	450,000
Impairment loss	-	24,000	335,304
General and administrative	68,124	10,750	216,007
Total Expenses	379,170	305,350	1,348,957
Loss from operations	(379,170)	(305,350)	(1,348,957)
Other income (expense)			
Finance cost	-	(101,475)	(123,010)
Gain (loss) on conversion feature liability	-	344,549	(101,916)
Gain on extinguishment of debt	76,419	-	76,419
Gain (loss) on derivatives	(105,605)	-	(105,605)
Interest, net	(356,139)	(29,274)	(408,934)
Loss before income taxes	(764,495)	(91,550)	(2,012,003)
Income taxes	-	-	-
Net loss	$ (764,495)	$ (91,550)	$ (2,012,003)
Net loss per common share (basic and diluted)	$ (0.02)	$ (0.00)	
Weighted average number of shares outstanding during the period - basic and diluted	30,901,708	28,727,778	

The accompanying footnotes are an integral part of these financial statements.

BIOCUBE, INC.
(A DEVELOPMENT STAGE COMPANY)
STATEMENT OF STOCKHOLDERS' EQUITY (DEFICIT)
From Inception (April 20, 2009) to January 31, 2013

	Preferred Stock		Common Stock		Paid In Capital	Deficit Accumulated During Development Stage	Total Stockholders' Equity (Deficit)
	Shares	**Amount**	**Shares**	**Amount**			
Balances at April 20, 2009	-	$ -	-	$ -	$ -	$ -	$ -
Common stock issued to founders for cash	-	-	1,000,000	100	-	-	100
Effect of recapitalization-reverse acquisition	21,000	21	18,977,778	19,878	80,101	-	100,000

Issuance of warrants in connection with financing-related party	-	-	-	-	7,517	-	7,517
Financing cost-related party	-	-	-	-	6,750	-	6,750
Net (loss) for period ended January 31, 2010	-	-	-	-	-	(123,990)	(123,990)
Balance, January 31, 2010	21,000	21	19,977,778	19,978	94,368	(123,990)	(9,623)
Stock issued for acquisition	-	-	8,750,000	8,750	-	-	8,750
Net (loss) for period ended January 31, 2011	-	-	-	-	-	(1,031,968)	(1,031,968)
Balance, January 31, 2011	21,000	21	28,727,778	28,728	94,368	(1,155,958)	(1,032,841)
Beneficial conversion feature-notes payable	-	-	-	-	101,475	-	101,475
Expenses paid by shareholder	-	-	-	-	5,000	-	5,000
Conversion of notes payable , related party	-	-	453,175	453	23,339	-	23,792
Net (loss) for period ended January 31, 2012	-	-	-	-	-	(91,550)	(91,550)
Balance, January 31, 2012	21,000	21	29,180,953	29,181	224,182	(1,247,508)	(994,124)
Conversion of notes payable , related party	-	-	21,090,317	21,090	100,731	-	121,821
Beneficial conversion feature-notes payable	-	-	-	-	312,184	-	312,184
Settlement of derivative liabilities on conversion of notes payable	-	-	-	-	126,126	-	126,126
Net (loss) for period ended January 31, 2013	-	-	-	-	-	(764,495)	(764,495)
Balance, January 31, 2013	21,000	$ 21	50,271,270	$ 50,271	$763,223	$ (2,012,003)	$ (1,198,488)

The accompanying footnotes are an integral part of these financial statements.

BIOCUBE, INC.
(A DEVELOPMENT STAGE COMPANY)
STATEMENTS OF CASH FLOWS

	For the Year Ended January 31, 2013	For the Year Ended January 31, 2012	For the Period from April 20, 2009 (Inception) to January 31, 2013
CASH FLOWS USED IN OPERATING ACTIVITIES:			
Net loss	$ (764,495)	$ (91,550)	$ (2,012,003)
Adjustments to reconcile net loss to net cash used in operating activities:			
Amortization	289,320	102,975	414,062
Impairment loss	-	24,000	437,220
(Gain) loss on extinguishment of debt	(76,419)	-	(76,419)
(Gain) loss on conversion feature liability	-	(344,549)	-
(Gain) loss on derivatives	105,605	-	105,605
Expenses paid by shareholder	-	5,000	5,000
Changes in operating assets and liabilities:			
Accrued interest receivable	-	-	(1,917)
Accounts payable and accrued expenses	76,795	85,017	272,984

Accrued salaries	215,456	180,000	494,650
Accrued interest payable	92,358	27,539	144,590
NET CASH USED IN OPERATING ACTIVITIES	(61,380)	(11,568)	(216,228)
CASH FLOWS FROM INVESTING ACTIVITIES:			
Acquisition of BioCube, Inc.	-	-	3,287
NET CASH PROVIDED BY INVESTING ACTIVITIES	-	-	3,287
CASH FLOWS FROM FINANCING ACTIVITIES:			
Due to related party	-	10,000	152,880
Issuance of common stock	-	-	100
Proceeds from notes	60,000	-	60,000
NET CASH PROVIDED BY FINANCING ACTIVITIES	60,000	10,000	212,980
NET CHANGE IN CASH	(1,380)	(1,568)	39
CASH - BEGINNING OF THE PERIOD	1,419	2,987	-
CASH - END OF THE PERIOD	**$ 39**	**$ 1,419**	**$ 39**
Supplemental cash flow information			
Cash payments for:			
Interest	$ -	$ -	$ -
Income taxes	$ -	$ -	$ -
Supplemental disclosure of non-cash investing and financing activities:			
Acquisition of BioCube, Inc. for common stock	$ -	$ -	$ 8,750
Conversion of accrued interest to notes payable	$ 63,320	$ 22,961	$ 86,281
Conversion of accounts payable to notes payable	$ 23,000	$ 160,105	$ 183,105
			$ 187,054
Conversion of related party notes to notes payable	$ 187,054	$ -	
Conversion of interest due related party to notes payable	$ 11,959	$ -	$ 11,959
Beneficial conversion feature - notes payable	$ 312,184	$ 101,475	$ 413,659
Warrants issued in connection with funding fees – related party	$ -	$ -	$ 6,750
Conversion of notes payable, related party to common stock	$ 121,821	$ 23,792	$ 145,613
Conversion of notes payable, long-term to current	$ 117,600	$ -	$ 117,600
Reclassification of derivative liability to APIC	$ 126,126	$ -	$ 126,126
Debt discount on notes payable from derivative liability	$ 155,000	$ -	$ 155,000
Conversion of accrued salary to notes payable	$ 663,387	$ -	$ 663,387

The accompanying footnotes are an integral part of these financial statements.

BioCube, Inc.
(A Development Stage Company)
Notes to the Financial Statements
January 31, 2013

Note 1. Description of Business

BioCube, Inc. (formerly Alliance Network Communications Holdings, Inc.) (the "Company") is a development stage company. The Company was incorporated in Delaware. The Company plans to market and distribute Li-ion batteries in North America. The aerosol based decontamination system business formerly operated by the Company was terminated in the quarter ended January 31, 2013 and the Company now is engaged solely in the business of developing and marketing Li-ion batteries in North America. There were no additional expenses or charges recorded as a result of the termination of the surge protection business.

Note 2. Significant Accounting Policies

Basis of Preparation

The accompanying financial statements have been prepared in conformity with generally accepted accounting principles, which assume the continuation of the Company as a going concern. This basis of accounting contemplates the recovery of the Company's assets and the satisfaction of liabilities in the normal course of business. Since its formation in April 2009, BioCube, the Company's principal subsidiary, has been a development stage company and had not begun its efforts to produce and market electrical surge protection devices or the aerosol based decontamination system, and its activities, to date, have been organizational in nature, and have been directed towards the raising of capital and initiating its business plan.

Going Concern

The Company may not be able to execute its current business plan and fund business operations long enough to achieve profitability without obtaining financing. The Company's ultimate success depends upon its ability to raise capital. There can be no assurance that funds will be available to the Company when needed from any source or, if available, on terms that are favorable to the Company. These conditions raise substantial doubt about the Company's ability to continue as a going concern. The financial statements do not include any adjustments to reflect the possible future effects on the recoverability and classification of assets or the amounts and classification of liabilities that may result from the outcome of these uncertainties.

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires the Company’s management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of income and expenses during the reported period. Changes in the economic environment, financial markets, as well as in the battery industry and any other parameters used in determining these estimates could cause actual results to differ.

Cash and Equivalents

For purposes of the statement of cash flows, the Company considers all highly liquid investments purchased with an original maturity of three months or less to be cash equivalents.

Impairment of Long-Lived Assets

The Company reviews and evaluates long-lived assets for impairment when events or changes in circumstances indicate that the related carrying amounts may not be recoverable. The assets are subject to impairment consideration under ASC 360-10-35-17 if events or circumstances indicate that their carrying amounts might not be

Note 2. Significant Accounting Policies (continued)

recoverable. The Company performed impairment analyses using rules of ASC 930-360-35, Asset Impairment, and 360-10-15-3 through 15-5, Impairment or Disposal of Long-Lived Assets and has determined the license asset related to the decontamination unit was impaired due to termination of the license for non-payment to licensor and recorded a $24,000 charge to impairment loss on the accompanying statement of operation for the year ended January 31, 2012.

Concentration of Credit Risk

The Company may place its cash with various financial institutions and, at times, cash held in depository accounts at such institutions may exceed the Federal Deposit Insurance Corporation insured limit.

Revenue Recognition

Upon initiation of active operations, the Company will recognize revenues when persuasive evidence of an arrangement exists, product has been delivered or services have been rendered, the price is fixed or determinable and collectability is reasonably assured. Revenue will be recognized net of estimated sales returns and allowances.

Income Taxes

The Company accounts for income taxes using a method that requires recognition of deferred tax assets and liabilities for expected future tax consequences of temporary differences that currently exist between tax bases and financial reporting bases of the Company's assets and liabilities (commonly known as the asset and liability method). In assessing the ability to realize deferred tax assets, the Company considers whether it is more likely than not that some portion or all of the deferred tax assets will not be realized.

The Company evaluates its tax positions taken or expected to be taken in the course of preparing the Company's tax returns to determine whether the tax positions are ''more-likely-than-not'' of being sustained by the applicable tax authority. Tax positions not deemed to meet the "more-likely-than-not" threshold are recorded as an expense in the applicable year. The Company does not have a liability for any unrecognized tax benefits. Management's evaluation of uncertain tax positions may be subject to review and adjustment at a later date based upon factors including, but not limited to, an on-going analysis of tax laws, regulations and interpretations thereof.

As of January 31, 2013 and January 31, 2012, the Company has approximately $2,012,003 and $1,248,000 of net operating loss carry forwards and other taxable temporary differences available to affect future taxable income. The Company has established a valuation allowance equal to the tax benefit of the net operating loss carry forwards and other taxable temporary differences as realization of the asset is not assured of $684,081and $424,000 respectively at January 31, 2013 and January 31, 2012.

Utilization of net operating loss carry-forwards arising from our predecessor company are subject to a substantial annual limitation due to the ''change in ownership'' provisions of the Internal Revenue Code. The annual limitation may result in the expiration of net operating loss carry-forwards before utilization.

L***oss per share***

Loss per common share is based upon the weighted average number of common shares outstanding during the periods. Diluted loss per common share is the same as basic loss per share, as the effect of potentially dilutive securities at January 31, 2013 (options-21,667; warrants-457,111; and convertible debentures-126,046,216) are anti-dilutive.

Note 2. Significant Accounting Policies (continued)

Outstanding options were issued by the Company's predecessor and are exercisable through 2018 with an exercise price of $5.70. Warrants for 322,111 shares of common stock were issued by our predecessor with weighted average exercise price of $11.21 and are exercisable through 2014. The balance of the outstanding warrants was issued in connection with the notes payable to a related party (see Note 4).

New Accounting Pronouncements

The Company has reviewed all recently issued, but not yet effective, accounting pronouncements and does not believe the future adoption of any such pronouncements may be expected to cause a material impact on its financial condition or the results of its operations.

Fair Value Measurements

All financial instruments, including derivatives, are to be recognized on the balance sheet initially at fair value. Subsequent measurement of all financial assets and liabilities except those held-for-trading and available for sale are measured at amortized cost determined using the effective interest rate method. Held-for-trading financial assets are measured at fair value with changes in fair value recognized in earnings. Available-for-sale financial assets are measured at fair value with changes in fair value recognized in comprehensive income and reclassified to earnings when derecognized or impaired.

The carrying amounts of the Company's other short-term financial instruments, including accounts payable and accrued liabilities, approximate fair value due to the relatively short period to maturity for these instruments. The Company does not utilize financial derivatives or other contracts to manage commodity price risks. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (exit price).

The fair value of the Company's financial assets and liabilities reflects the Company's estimate of amounts that it would have received in connection with the sale of the assets or paid in connection with the transfer of the liabilities in an orderly transaction between market participants at the measurement date. In connection with measuring the fair value of its assets and liabilities, the Company seeks to maximize the use of observable inputs (market data obtained from sources independent from the Company) and to minimize the use of unobservable inputs (the Company's assumptions about how market participants would price assets and liabilities). The following fair value hierarchy is used to classify assets and liabilities based on the observable inputs and unobservable inputs used in order to value the assets and liabilities:

Level 1 - Quoted prices are available in active markets for identical assets or liabilities as of the reporting date. Active markets are those in which transactions for the asset or liability occur in sufficient frequency and volume to provide pricing information on an ongoing basis.

Level 2 - Pricing inputs are other than quoted prices in active markets included in level 1, which are either directly or indirectly observable as of the reported date and includes those financial instruments that are valued using models or other valuation methodologies.

Level 3 - Pricing inputs include significant inputs that are generally less observable from objective sources. These inputs may be used with internally developed methodologies that result in management's best estimate of fair value.

Note 2. Significant Accounting Policies (continued)

Derivatives

The Company evaluates embedded conversion features within convertible debt under ASC 815 "*Derivatives and Hedging*" to determine whether the embedded conversion feature should be bifurcated from the host instrument and accounted for as a derivative at fair value with changes in fair value recorded in earnings. The Company uses a Binomial pricing model to estimate the fair value of convertible debt conversion features at the end of each applicable reporting period. Changes in the fair value of these derivatives during each reporting period are included in the consolidated statement of operation. Inputs into the Binomial pricing model require estimates, including such items as estimated volatility of the Company's stock, risk-free interest rate and the estimated life of the financial instruments being fair valued.

If the conversion feature does not require derivative treatment under ASC 815, the instrument is evaluated under ASC 470-20 "*Debt with Conversion and Other Options*" for consideration of any beneficial conversion feature.

Note 3. Decontamination Unit

In connection with the acquisition of BioCube in October 2010, the Company recorded an intangible asset related to the decontamination unit at its estimated fair value of $27,000. This asset was being amortized over its useful life of nine years on a straight-line basis.

By letter dated October 14, 2011, the licensor of the decontamination unit technology notified the Company that the license was terminated for non-payment on that date. As a result, an impairment loss of $24,000 was recorded during the year ended January 31, 2012.

Note 4. Related Party Transactions

Due to Related Parties – current portion includes the following:

	January 31, 2013	January 31, 2012
Notes payable - net of discount(1)	$ -	$ 17,000
Notes payable – BioCube acquisition	-	11,500
Financing fees(2)	-	6,000
	$ -	$ 34,500

(1)During the year ended January 31, 2010, the Company borrowed an aggregate of $17,000 from LeadDog Capital LP through the issuance of notes payable for periods of 1 year each with interest payable at 16% per year. In connection with the issuance of these notes the Company granted the lender warrants for the purchase of 90,000 shares of the Company's common stock at $.001. In addition, the Company issued warrants to purchase 45,000 shares of the Company's common stock at $.001 to LeadDog Capital Markets LLC (the general partner) for due diligence services. LeadDog Capital LP and its affiliates are shareholders and warrant holders; however the group is restricted from becoming a beneficial owner (as such term is defined under Section 13(d) and Rule 13d-3 of the Securities Exchange Act of 1934, as amended, (the 1934 Act)), of the Company's common stock which would exceed 4.9% of the number of shares of common stock outstanding.

Note 4. Related Party Transactions (continued)

The proceeds from issuance of the promissory notes were allocated to the notes and the warrants based upon their relative fair values. This allocation resulted in allocating $9,500 to the notes and $7,500 to the warrants. The warrants issued for services were recorded as prepaid financing fees of $6,750 and will be amortized to interest expense over the related loan periods. During the year ended January 31, 2011, the Company recorded expense of $4,800 for the amortization of the debt discount and prepaid financing fees. The fair value of the warrants was determined using the Black-Scholes option pricing model using the following weighted-average assumptions: volatility of 452 % and 457 %; risk-free interest rate of .87% and .94%; expected life of 3 years and estimated dividend yield of 0%.

(2)LeadDog Capital Markets LLC, the general partner of LeadDog Capital LP, was due a fee for due diligence related to the convertible debenture arrangement discussed below. The total fee was $10,000 and would have been owed based on a formula related to the amount of the borrowings incurred.

All of the notes payable to Leaddog Capital were consolidated into a single convertible note payable in the amount of $204,601 during the quarter ended April 30, 2012, that consolidated note was sold to Crystal Falls Investments, LLC, an unrelated third party during the current quarter, and the note is now reported as Notes payable-non-current. The financing fee related to the former notes also has been terminated with the sale of the notes.

In November 2012, the Company agreed with Crystal Falls Investments, LLC to consolidate all existing debt, and accrued interest as of November 14, 2012, into a single convertible promissory note in the principal amount of $292,298, due in May 2013 with interest at 14 percent and convertible into common stock at $0.006 per share. No beneficial conversion feature has been calculated on this note as the conversion price is below the current trading price.

Also in November, 2012, Crystal Falls assigned $10,714 in principal on the note to each of 6 different parties and replacement notes were issued to each of the parties, on the same terms as the original note. Subsequently, in January 2013, the six assignees each converted the replacement notes into 1,785,714 shares of common stock; however, four of the six assignees failed to pay the agreed consideration for the note assignments and the assignments have been rescinded as of April 3, 2013. The shares issued in January 2013 as a result of the conversion of these 4 notes, a total of 7,142,856 common shares, have now been returned for cancellation and are no longer issued and outstanding at May 9, 2013.

Note 5 Convertible Notes

The Company has issued a number of convertible promissory notes to various parties, which allow the holder to convert the notes into common stock of the Company, at a discount to the current market price of the common stock at the time of conversion. The following details the significant terms of these convertible notes payable, and the balances due at January 31, 2013, net of debt discounts related to the beneficial conversion features of the notes:

Note 5 Convertible Notes (continued)

Asher Enterprises:				
On June 11, 2012, the Company issued its promissory note in the amount of $32,500 to an unrelated third party for additional working capital. The note is due March 7, 2013 and carries interest at 8 percent per annum, payable at maturity. The note is convertible into common stock of the Company after 180 days, at the election of the Holder, at 55 percent of the average of the three lowest closing bid prices of the common stock for the ten trading days prior to the date of the election to convert. The Company analyzed the conversion option for derivative accounting consideration under ASC 815-15 "Derivatives and Hedging" and determined that the instrument should be classified as liabilities once the conversion option became effective after 180 days due to there being no explicit limit to the number of shares to be delivered upon settlement of the above conversion options. As of January 31, 2013, $7,800 of the note had been converted, a derivative liability associated with the note totaled $20,555, and accrued interest was $1,012. The carrying amount of the debt discount was $12,781 and $0, respectively.	$	11,919	$	-
Loan to Officer:				
On November 1, 2012, the Company converted $663,387 of accrued salaries due to Boris Rubizhevsky into a convertible note. The note is due April 1, 2013 and carries interest at 8 percent per annum, payable at maturity. The note is convertible into common stock of the Company immediately upon issuance, at the election of the Holder, at $0.015, which is closing market price at issue date. As of January 31, 2013, no amounts had been converted and no conversion liability or debt discount was recorded as features were not in the money upon issuance. As of January 31, 2013, accrued interest was $13,377.		663,387		-

Note 5 Convertible Notes (continued)

Crystal Falls Investments, LLC

On November 14, 2012, the Company consolidated several notes held by Crystal Falls Investments, LLC into one Consolidated and Amended convertible promissory note totaling $292,298 (of which a total of $64,285 was assigned and transferred to six other parties, with each party subsequently converting their note into 1,785,714 shares of common stock). The remaining note balance of $228,013 is due May 17, 2013 and carries interest at 14 percent per annum, payable at maturity. The note is convertible into common stock of the Company at any time after issuance of the note, at the election of the Holder, at $0.006 per share. No amounts had been converted as of January 31, 2013. The carrying amount of the debt discount was $130,827 and $0, respectively. Interest of $8,745 was accrued on this note as of January 31, 2013.	97,186	137,600
On December 14, 2012, the Company issued a promissory note totaling $4,099 to Crystal Falls Investments for additional working capital advances. The note is due September 14, 2013 and bears interest at 14 percent per annum, payable at maturity. The note is convertible into common stock of the Company at any time after issuance of the note, at the election of the Holder, at par value. No amounts had been converted as of January 31, 2013. The carrying amount of the debt discount was $3,381 and $0, respectively. Interest of $75 was accrued on this note as of January 31, 2013.	718	-
Blue Shoes Investments:		
On December 14, 2012, the Company issued a promissory note totaling $6,500 to an unrelated third party for additional working capital advances. The note is due December 14, 2013 and bears interest at 14 percent per annum, payable at maturity. The note is convertible into common stock of the Company at any time after issuance of the note, at the election of the Holder, at par value. No amounts had been converted as of January 31, 2013. The carrying amount of the debt discount was $5,645 and $0, respectively. Interest of $120 was accrued on this note as of January 31, 2013.	855	-
Other:		
On June 14, 2012, the Company issued its promissory note in the amount of $20,000 (with original issue date of February 15, 2012) to an unrelated third party for additional working capital. The note is due February 15, 2015 and carries interest at 14 percent per annum, payable at maturity. The note is convertible into common stock of the Company at any time after issuance of the note, at the election of the Holder, at $0.007 per share. Interest of $2,117 was accrued on this note as of January 31, 2013. The carrying amount of the debt discount was $12,433 and $0, respectively.	7,567	-

Note 5 Convertible Notes (continued)

Lotus Capital Investments:

On April 12, 2012, the Company issued its promissory note in the amount of $90,000 to an unrelated third party for additional working capital. The note is due April 12, 2013 and carries interest at 5 percent per annum, payable at maturity. The note is convertible into common stock of the Company at any time after issuance of the note, at the election of the Holder, at the lesser of 50 percent of the average of the ten lowest closing bid prices of the common stock for the ten trading days prior to the date of the election to convert or $0.05 per share. The Company analyzed the conversion option for derivative accounting consideration under ASC 815-15 "*Derivatives and Hedging*" and determined that the instrument should be classified as liabilities once the conversion option became effective due to there being no explicit limit to the number of shares to be delivered upon settlement of the above conversion options. The Company converted $7,200 of this note into 1,454,545 shares during the year ended January 31, 2013, leaving $82,800 as the remaining loan balance. As of January 31, 2013, a derivative liability associated with the note totaled $113,924 and accrued interest was $3,861. The carrying amount of the debt discount was $17,507 and $0, respectively.		65,293		-
Total debt		846,925		-
Current portion of long-term debt		(839,358)		-
Long-term debt	$	7,567	$	137,600

Note 6 Derivative Liabilities

The Company has various convertible instruments outstanding more fully described in Note 5. Because the number of shares to be issued upon settlement cannot be determined under these instruments, the Company cannot determine whether it will have sufficient authorized shares at a given date to settle any other of its share-settleable instruments. As a result, under ASC 815-15 "*Derivatives and Hedging*", all other share-settleable instruments must be classified as liabilities.

Embedded Derivative Liabilities in Convertible Notes

During the year ended January 31, 2013, the Company recognized new derivative liabilities of $415,347 as a result of convertible debt instruments having embedded conversion options. The fair value of these derivative liabilities exceeded the principal balance of the related notes payable by $260,347, and was recorded as a loss on derivatives for the year ended January 31, 2013.

As a result of conversion of notes payable described in Note 5, the Company reclassified $126,126 of derivative liabilities to equity and the change in fair value of derivatives was $154,742.

As of January 31, 2013, the fair value of the Company's derivative liabilities was $134,479 and $154,742 was recognized as a gain on derivatives due to change in fair value of the liability during the year ended January 31, 2013.

The following table summarizes the derivative liabilities included in the balance sheet:

Note 6 Derivative Liabilities (continued)

	Fair Value Measurements Using Significant Unobservable Inputs (Level 3)

Derivative Liabilities:		
Balance at January 31, 2012	$	—
ASC 815-15 additions		415,347
Change in fair value		(154,742)
ASC 815-15 deletions		(126,126)
Balance at January 31, 2013	$	134,479

The following table summarizes the derivative gain or loss recorded as a result of the derivative liabilities above:

		Included in Other Income (Expense) on Statement of Operations
Gain/(Loss) on Derivative Liability:		
Change in fair value of derivatives	$	154,742
Derivative expense		(260,347)
Balance year ended January 31, 2013	$	(105,605)

The fair values of derivative instruments were estimated using the Binomial pricing model based on the following weighted-average assumptions:

	Convertible Debt Instruments
Risk-free rate	0.21% - 0.25%
Expected volatility	100% - 500%
Expected life	9-12 months

Note 7 Litigation

In October and December 2008, Blue Star Jets, LLC ("Blue Star") filed a complaint against the Company and certain former employees, including our former President, who were former employees of Blue Star ("former Blue Star employee") in the Supreme Court of New York, New York County alleging, among other matters, that the Blue Star's former employees stole confidential information belonging to Blue Star prior to joining the Company and that one or more of such former employees violated post-employment restrictive covenants by joining the Company. The complaint seeks $7 million in damages. This action is a revival of an earlier action that was voluntarily discontinued by Blue Star in 2007. In January 2011, the Company was dismissed from the case. All other pending litigation against the Company was terminated during the year ended January 31, 2011, with no liability of any kind assessed against the Company.

Except as set forth above, there are no other pending or threatened legal proceedings against the Company and the Company has no claims or other potential matters that could be the subject of legal proceedings by the Company. Based on the advice of counsel, it is management's opinion that we have made adequate provision for

Note 7 Litigation (continued)

potential liabilities, if any, arising from potential claims arising from litigation, governmental investigations, legal and administrative cases and proceedings. In connection with the sale of the Company's Halcyon Jet subsidiary to the Company's former Chief Executive Officer the Company was indemnified by the buyer against any liability which may arise from the above litigation.

Note 8 Subsequent Events

On March 27, 2013, Asher Enterprises converted an additional $3,600 in principal on its remaining promissory note into 1,714,286 shares of common stock, leaving a balance due of $21,100. On April 11, 2013, Asher Enterprises sold the note to Walter D. Whitt, an unaffiliated party.

In April, 2013, Crystal Falls Investments, LLC rescinded the assignment of 4 promissory notes made in November 2012. As a result, the conversion of the 4 notes into 1,785,714 shares of common stock each in January 2013 also has been rescinded and 7,142,856 common shares have been canceled and returned to the treasury.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

ITEM 9 A CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

The Company is in the process of implementing disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934 (the "Exchange Act"), that are designed to ensure that information required to be disclosed in the Company's Exchange Act reports are recorded, processed, summarized, and reported within the time periods specified in rules and forms of the Securities and Exchange Commission, and that such information is accumulated and communicated to our Chief Executive Officer to allow timely decisions regarding required disclosure.

As of January 31, 2013 our Chief Executive and Financial Officer carried out an assessment, of the effectiveness of the design and operation of our disclosure controls and procedure and concluded that the Company's disclosure controls and procedures were not effective as of January 31, 2013, because of the material weakness described below.

The Chief Executive and Financial Officer performed additional accounting and financial analyses and other post-closing procedures including detailed validation work with regard to balance sheet account balances, additional analysis on income statement amounts and managerial review of all significant account balances and disclosures in the Annual Report on Form 10-K, to ensure that the Company's Annual Report and the financial statements forming part thereof are in accordance with accounting principles generally accepted in the United States of America. Accordingly, management believes that the financial statements included in this Annual Report fairly present, in all material respects, the Company's financial condition, results of operations, and cash flows for the periods presented and that there were no materials losses, errors, omissions or other matters requiring disclosure or resulting in any loss to the Company.

Management's Report on Internal Control over Financial Reporting

Management of the Company is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act. The Company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external reporting purposes in accordance with accounting principles generally accepted in the United States of America. Internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the interim or annual financial statements.

Because of its 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 controls may become inadequate because of changes in conditions, or that the degree of compliance with policies or procedures may deteriorate.

The Chief Executive and Financial Officer assessed the effectiveness of our internal control over financial reporting as of January 31, 2013. In performing its assessment of the effectiveness of our internal control over

financial reporting, management applied the criteria described in the Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO").

A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the Company's annual or interim financial statements will not be prevented or detected on a timely basis.

The material weaknesses identified during management's assessment were from the lack of sufficient resources with SEC, generally accepted accounting principles (GAAP) and tax accounting expertise, and could result in a material misstatement of significant accounts or disclosures that would result in a material misstatement to our interim or annual financial statements that would not be prevented or detected. Management does not believe, and has no reason to believe, that any losses or material non-disclosed items resulted from these material weaknesses during the fiscal year ended January 31, 2013.

Because of the material weaknesses, management concluded that the Company did not maintain effective internal control over financial reporting as of January 31, 2013, based on the criteria in Internal Control-Integrated Framework issued by COSO. Control deficiencies that constituted material weaknesses, are described below.

Material Weaknesses

Lack of Effective Policies Regarding the General Accounting System. We do not have any documented processes for the input, accumulation, or testing of financial data that would provide assurance that all transactions are accurately and timely recorded or that the financial reports will be prepared on a periodic basis.

Lack of Effective Control over Financial Statement Disclosure. We do not maintain effective controls over financial statement disclosure. Specifically, controls were not designed and in place to ensure that all disclosures required were originally addressed in our financial statements.

Management, including our CEO and CFO, has determined that the financial resources and personnel needed to address the material weaknesses identified or conduct a more robust evaluation of its controls would be overly costly and burdensome and is currently not warranted. As the Company grows and resources become available, management will develop and implement remedial actions to address the material weaknesses it has identified.

This annual report does not include an attestation report of our registered public accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation by our registered public accounting firm pursuant to temporary rules of the SEC that permit us to provide only management's report in this annual report.

Changes in Internal Control over Financial Reporting

There were no changes in internal control over financial reporting during the fourth quarter ended January 31, 2013.

ITEM 9 B. OTHER INFORMATION

None.

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS, AND CORPORATE GOVERNANCE

Directors and Executive Officers

Our directors, executive officers and key executives of our operating groups during fiscal year ended January 31, 2013 are as follows:

Name	Age	Position with Company
Boris Rubizhevsky	62	Director, Chairman and Chief Executive and Financial Officer

BORIS RUBIZHEVSKY has served as a Director of the Company since August 2009. He was a Director of United EcoEnergy Corp. from June 2008 until April 16, 2010, serves as a director of TheraBiogen, Inc. ("TRAB"), and is Chairman, sole director and chief executive officer of EcoReady Corporation ("ECRD"). Mr. Rubizhevsky founded NexGen Security Corporation, a consulting firm specializing in homeland security, biological and environmental products and technologies. In 1992 Mr. Rubizhevsky co-founded Isonics Corporation a diversified international company in life science, semi-conductor wafer services and homeland security products. Before founding Isonics, Mr. Rubizhevsky spent more than ten years with General Electric Company in a number of international sales and marketing managerial positions. Mr. Rubizhevsky holds a B.S. degree in engineering from the Stevens Institute of Technology.

Boris Rubizhevsky has over thirty years of business experience ranging from corporate management and mergers and acquisitions, to business development, sales and marketing and has held officer positions in public companies since 1997. The companies have been as large as $150 million in market value and have grossed up to $30 million in revenue. Boris provides relevant Chief Executive Officer as well as technology experience.

ITEM 11. EXECUTIVE COMPENSATION

Summary Compensation Table

The following table sets forth certain information regarding compensation paid or accrued during each of the last two fiscal years to our Chief Executive Officers for each of those years and any officer who earned in excess of $100,000 during the years ended January 31, 2013 and 2012.

Name and Principal Position	Year	Salary $	Option/ Warrant Awards $ (1)	All Other Compensation $	Total $
Boris Rubizhevsky	2013	180,000	-0-	-0-	180,000
Chief Executive Officer	2012	180,000	-0-	-0-	180,000

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT RELATED STOCKHOLDER MATTERS

The following table is based on 50,271,328 shares of Common Stock issued and outstanding on January 31, 2013 and sets forth based upon our knowledge of securities issued by us, certain information regarding the ownership of our common stock, by (i) each person or entity who, to our knowledge, owns more than 5% of our voting power; (ii) each executive officer; (iii) each director; and (iv) all of our executive officers and directors as a group. Unless otherwise indicated in the footnotes to the following table, each of the stockholders named in the table has sole voting and investment power with respect to such shares of common stock. The address of each of the stockholders listed below except as noted is c/o BioCube, Inc., 10 Blackledge Court, Closter, NJ.

Name of Beneficial Owner	Number of Equivalent Shares Beneficially Owned	Voting Power (%)
Boris Rubizhevsky	6,000,000	11.9
All executive officer and directors as a group (4 persons)	6,000,000	11.9

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

None.

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

In September, 2010, we retained Moss, Krusick & Associates, LLC ("Moss, Krusick") to audit our financial statements for fiscal 2011 and they have acted as our independent accounts since then, including for the fiscal year ended January 31, 2013. We understand the need for Moss, Krusick to maintain objectivity and independence in its audit of our financial statements and our internal control over financial reporting. To minimize relationships that could appear to impair the objectivity of Moss, Krusick, we have restricted the non-audit services that Moss, Krusick may provide to us primarily to tax services and merger and acquisition due diligence services. The Company has also adopted policies and procedures for pre-approving all non-audit work performed by Moss, Krusick. The Chairman of the Board is authorized to pre-approve any audit or non-audit service on behalf of the Board, provided such decisions are presented to the full Board at its next regularly scheduled meeting.

The aggregate fees billed by Moss, Krusick in fiscal 2013 and 2012 for these various services were:

Type of Fees	2012	2011
Audit fees	$ 21,046	$ 30,600
Audit-Related fees		
Tax Fees		
Total	$ 21,046	$ 30,600

In the above table, in accordance with the SEC's rules, "audit fees" are fees that we paid to Moss, Krusick for the audit of our annual financial statements included in the Form 10-K and review of financial statements included in the Form 10-Qs. "Audit-related fees" are merger and acquisition due diligence services. "Tax fees" are fees for tax compliance.

PART IV

ITEM 15. EXHIBITS

(a) Exhibits

Exhibit Number	Description
31	Certification by Chief Executive and Financial Officer pursuant to Sarbanes-Oxley Section 302.
32	Certification by Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350

(b) Reports on Form 8-K

Form 8-K report filed December 18, 2012 reporting a marketing agreement with Li-Ion Technologies Limited.

SIGNATURES

In accordance with Section 13 or 15 (d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

BIOCUBE, INC.

Dated May 16, 2013

By:/s/ Boris Rubizhevsky

Boris Rubizhevsky
Chairman and CEO
Sole Director

Exhibit 31

PRINCIPAL EXECUTIVE AND FINANCIAL OFFICER CERTIFICATION

I, Boris Rubizhevsky, certify that:

(1) I have reviewed this annual report on Form 10-K of BioCube, Inc.;

(2) Based on my knowledge, this annual 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 quarterly report;

(3) Based on my knowledge, the financial statements, and other financial information included in this annual report, fairly present in all material respects the financial condition, results of operations and cash flows of the small business issuer as of, and for, the periods presented in this annual 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)) for the small business issuer and I 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 issuer is made known to me by others within the entity, particularly during the period in which this annual report is being prepared;

(b) Evaluated the effectiveness of the issuer'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 upon based such evaluation; and

(c) Disclosed in this report any change in the issuer's internal control over financial reporting that occurred during the issuer's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the issuer's internal control over financial reporting;

(5) I have disclosed, based on my most recent evaluation of internal control over financial reporting, to the issuer's auditors and the audit committee of the issuer's board of directors (or persons performing the equivalent function):

(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 issuer's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management, consultants or other employees who have or had a significant role in the issuer's internal controls over financial reporting.

Dated: May 16, 2013

By:/s/ Boris Rubizhevsky
Boris Rubizhevsky
Chief Executive and
Financial Officer

Exhibit 32

CERTIFICATION

Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350, the undersigned sole officer of BioCube, Inc.., (the "Company"), does hereby certify, to his knowledge, that:

(1) The annual Report on form 10-K of the Company for the annual period ended January 31, 2013 ("the Report") fully complies with the requirements of section 13(a) of the Securities Exchange Act of 1934 (15 U.S.C. 78m); and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

Dated: May 16, 2013

By:/s/ Boris Rubizhevsky
Boris Rubizhevsky
Chief Executive and
Financial Officer

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.