

SECURITIES AND EXCHANGE COMMISSION

FORM 10-K

Annual report pursuant to section 13 and 15(d)

Filing Date: **2013-01-14** | Period of Report: **2012-09-30**
SEC Accession No. [0001144204-13-002283](#)

([HTML Version](#) on [secdatabase.com](#))

FILER

SYDYS CORP

CIK: **1309141** | IRS No.: **980418964** | State of Incorporation: **NV** | Fiscal Year End: **0930**
Type: **10-K** | Act: **34** | File No.: **000-51727** | Film No.: **13528649**
SIC: **7310** Advertising

Mailing Address
2741 HASTINGS STREET
SUITE 209
VANCOUVER A1 V5K 1Z8

Business Address
2741 HASTINGS STREET
SUITE 209
VANCOUVER A1 V5K 1Z8
(604) 251-1206

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

FORM 10-K

Annual Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the fiscal year ended: **September 30, 2012**

Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the transition period from _____ to _____.

Commission File Number: **000-51727**

SYDYS CORPORATION

(Name of Small Business Issuer in Its Charter)

Nevada

(State or other jurisdiction of
incorporation or organization)

98-0418961

(IRS Employer Identification Number)

7 Orchard Lane

Lebanon, NJ

(Address of Principal Executive Offices)

08833

(Zip Code)

(908) 236-9885

(Issuer's Telephone Number, Including Area Code)

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class

None

Name of Exchange on which Registered

None

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

Common stock, \$.001 par value per share

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 whether the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Exchange Act.

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



Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 229.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

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

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

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

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

The aggregate market value of the voting common equity held by non-affiliates of the registrant based on the price at which the common equity was last sold, or the average bid and asked price of the registrant's common stock as reported on Pinksheets on March 31, 2012, was \$130,860. The information provided shall in no way be construed as an admission that any person whose holdings are excluded from the figure is an affiliate or that any person whose holdings are included in the figure is not an affiliate, and any such admission is hereby disclaimed.

As of January 11, 2013, 211,201 shares of the registrant's common stock were outstanding.

SYDYS CORPORATION
ANNUAL REPORT ON FORM 10-K
FOR FISCAL YEAR ENDED SEPTEMBER 30, 2011

TABLE OF CONTENTS

	Page
PART I	
Item 1. Business	3
Item 1A. Risk Factors	4
Item 1B. Unresolved Staff Comments	
Item 2. Properties	7
Item 3. Legal Proceedings	7
Item 4. Mine Safety Disclosures	7
PART II	
Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities	7
Item 6. Selected Financial Data	8
Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations	8
Item 7A. Quantitative and Qualitative Disclosure About Market Risk	10
Item 8. Financial Statements and Supplementary Data	10
Item 9. Changes in and Disagreements With Accountants on Accounting and Financial Disclosure	
Item 9A. Controls and Procedures	11
Item 9B. Other Information	11
PART III	
Item 10. Directors, Executive Officers, and Corporate Governance	11
Item 11. Executive Compensation	12
Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters	13
Item 13. Certain Relationships and Related Transactions, and Director Independence	14
Item 14. Principal Accountant Fees and Services	15
PART IV	
Item 15. Exhibits and Financial Statement Schedules	16

DISCLOSURE REGARDING FORWARD-LOOKING STATEMENTS

The information contained in this report on Form 10-K and in other public statements by the Company and Company officers or directors includes or may contain certain “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. All statements other than statements of historical facts included or incorporated by reference in this report, including, without limitation, statements regarding our future financial position, business strategy, budgets, projected revenues, projected costs and plans and objective of management for future operations, are forward-looking statements. Forward-looking statements generally can be identified by the use of forward-looking terminology such as “may,” “will,” “expect,” “intend,” “project,” “estimate,” “anticipate,” or “believe” or the negative thereof or any variation thereon or similar terminology.

Such forward-looking statements are made based on management's beliefs, as well as assumptions made by, and information currently available to, management pursuant to the “safe-harbor” provisions of the Private Securities Litigation Reform Act of 1995. Although we believe that the expectations reflected in such forward-looking statements are reasonable, we can give no assurance that such expectations will prove to have been correct. Such statements are not guarantees of future performance or events and are subject to known and unknown risks and uncertainties that could cause the Company's actual results, events or financial positions to differ materially from those included within the forward-looking statements. Important factors that could cause actual results to differ materially from our expectations include, but are not limited to, the availability of capital resources, our ability to identify a suitable operating company to acquire and complete an acquisition of such a company, changes in the securities or capital markets, and other factors disclosed under the caption “Risk Factors” in Part I Item 1A of this report and our other filings with the United States Securities and Exchange Commission. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date made. All subsequent written and oral forward-looking statements attributable to us, or persons acting on our behalf, are expressly qualified in their entirety by these cautionary statements. Except as required by law, we undertake no obligation to disclose any revision to these forward-looking statements to reflect events or circumstances after the date made, changes in internal estimates or expectations, or the occurrence of unanticipated events.

PART I

ITEM 1. BUSINESS

Unless otherwise indicated or the context otherwise requires, all references to the “Company,” “we,” “us” or “our” and similar terms refer to Sydys Corporation.

Business Development

We were incorporated under the laws of the State of Nevada on February 9, 2004. We were formed for the purpose of engaging in the on-line advertising business. We completed a public offering of shares of our common stock in 2005, but did not raise sufficient funds to successfully execute our business plan. Having been unable to execute our business plan, we have exited this business and are, therefore, considered a shell corporation under applicable rules of the Securities and Exchange Commission (the “SEC”) promulgated under the Securities Exchange Act of 1934, as amended (the “Exchange Act”). In that regard, we are actively seeking to complete a business combination with an operating company.

Current Business

At this time, we have no operations, our assets consist primarily of cash, and our liabilities consist exclusively of payables and accrued expenses. Since May 2006, our operations have consisted solely of identifying and completing a business combination with an operating company and compliance with our reporting obligations under federal securities laws.

Our current business plan and our primary objective and focus for management over the next 12 months is to identify and acquire a suitable operating company with a view towards achieving long-term growth. As of the date of this report, we have not identified a particular industry and have determined not to restrict our search for a target company to any specific business, industry or geographical location. In addition, although we have not developed any definitive criteria for evaluating a successful target, we expect to consider, among other factors, the following:

- growth potential as evidenced by technological superiority, anticipated market expansion or new products or services;
- the historic financial performance of the target;

- the quality of the management team, including its consultants and advisors;
- the target's competitive position relative to other firms of similar size and experience within its industry, industry segment, or geographic location;
- the capital requirements of the target and anticipated availability of required funds for both the short and long term;
- the results of our financial, business and management due diligence; and
- the anticipated time and cost to complete a transaction.

In applying the foregoing criteria, we do not expect one element to be controlling, but rather, we will attempt to analyze all available, relevant and material factors and circumstances in order to make an informed decision. Potential opportunities may occur in different industries, in different geographic locations, and at various stages of development, all of which will make the task of comparing, analyzing and evaluating business opportunities extremely difficult and complex.

Most acquisitions of private operating companies by public shell companies are completed by way of merger pursuant to which the shareholders of the private company own a substantial majority of the issued and outstanding shares of the public company after completion of the merger. These transactions are often referred to as "reverse acquisitions" or "reverse mergers" and generally result in substantial additional dilution to the ownership interests of the stockholders of the public company. If any transaction is structured in this manner, our stockholders will suffer substantial dilution and all or a majority of our directors may resign and one or more new directors may be appointed without any vote by stockholders. We may complete such an acquisition upon the sole determination of our board of directors without any vote or approval by our stockholders. In certain circumstances, however, it may be necessary to call a stockholders' meeting and obtain approval of our stockholders, which may result in delay and additional expense in the consummation of any proposed transaction and may also give rise to certain appraisal rights to dissenting stockholders. Most likely, we will seek to structure any such transaction so as not to require stockholder approval.

It is anticipated that the investigation of specific business opportunities and the negotiation, drafting and execution of relevant agreements, disclosure documents and other instruments will require substantial management time and attention and substantial cost for accountants, attorneys and other professionals. If we decide not to complete a transaction after we have incurred material transaction costs in connection with the investigation, negotiation and documentation related thereto, such costs will likely not be recoverable.

Although we have evaluated potential acquisition targets and engaged in general discussions and due diligence activities regarding the acquisition of an operating company, we have not entered into any agreement to acquire an operating company. There can be no assurance that we will be able to identify an acceptable operating company, complete an acquisition, or that any business we acquire will generate profits or increase our value.

Employees and Consultants

We do not have any employees. We utilize the services of various consultants who provide, among other things, corporate secretary and accounting services to the Company. Since we do not have any significant operations, unless and until we complete an acquisition of an operating company, we do not intend to retain any additional personnel.

Research and Development

Since inception, we have not spent any money on research and development activities.

ITEM 1A. RISK FACTORS

An investment in our common stock involves a high degree of risk. You should carefully consider the following risk factors in addition to other information in this report on Form 10-K and our other filings with the Securities and Exchange Commission before purchasing our common stock. The risks and uncertainties described below are those that we currently deem to be material and that we believe are specific to the Company. In addition to these risks, our business may be subject to risks currently unknown to us. If any of these or other risks actually occur, our business may be adversely affected, the trading price of our common stock may decline and you may lose all or part of your investment.

Based on our recurring losses during our development stage and inability to implement our business plan, our auditors have included an explanatory paragraph in their opinion as to the substantial doubt about our ability to continue as a going concern.

We are a development stage company and since inception, have suffered losses from development stage activities to date, and are in need of additional capital. We have experienced net losses in each fiscal quarter since our inception and as of September 30, 2012, have an accumulated deficit of \$1,256,175. As a result of these factors, our independent auditors have included an explanatory paragraph in their opinion for the year ended September 30, 2012 as to the substantial doubt about our ability to continue as a going concern. As such, we may be required to cease operations in which case you could lose your entire investment. Our financial statements have been prepared in accordance with accounting principles generally accepted in the United States, which contemplate that we will continue to operate as a going concern. Our financial statements do not contain any adjustments that might result if we are unable to continue as a going concern.

We have no operations, will not generate any revenue unless we complete a business combination with an operating company, and need additional capital to fund our activities.

We have experienced net losses in each fiscal quarter since our inception, and we expect to continue to incur losses for the foreseeable future. Unless we complete a business combination with an operating company, we will not generate any revenues in the future and we will continue to incur expenses related to identifying and acquiring an operating company and compliance with our reporting obligations under applicable federal securities laws. We will need to raise additional funds, and such funds may not be available on commercially acceptable terms, if at all. If we cannot raise funds on acceptable terms, we may not be able to continue to execute our plan to acquire an operating company and in the extreme case, liquidate the Company.

We may not be able to acquire an operating company and if we complete such an acquisition, we expect that we will need to raise additional capital.

Our sole business objective is to acquire an operating company. As of the date of this report, we have identified and evaluated potential acquisition targets, engaged in discussions and due diligence activities regarding the acquisition of an operating company, but have not entered into any agreement to acquire an operating company. There can be no assurance that we will be able to identify a suitable operating company to acquire or complete such an acquisition. In the event that we complete such an acquisition, we expect that we will need to raise substantial additional capital. We intend to rely on external sources of financing to meet any capital requirements and to obtain such funding through the debt and equity markets. We cannot assure you that we will be able to obtain additional funding when it is required or that it will be available to us on commercially acceptable terms, if at all. If we fail to obtain such necessary funding, any such acquisition may not be successful.

Our board of directors has sole discretion to identify and evaluate acquisition candidates and complete acquisitions without approval of our stockholders.

We have not developed any specific acquisition guidelines and we are not obligated to follow any particular operating, financial, geographic or other criteria in evaluating candidates for potential acquisitions or business combinations. We will target companies that we believe will provide the best potential long-term financial return for our stockholders and we will determine the purchase price and other terms and conditions of acquisitions without review or approval of our stockholders. Accordingly, our stockholders will not have the opportunity to evaluate the relevant economic, financial and other information that our board of directors will use and consider in deciding whether or not to enter into a particular transaction.

There is intense competition for private companies suitable for a merger transaction of the type contemplated by our board of directors.

There is currently a very competitive market for business opportunities which could reduce the likelihood of consummating a successful business combination. We anticipate we will be an insignificant participant in the business of seeking mergers with, joint ventures with, and acquisitions of small private entities. A large number of established and well-financed entities, including small public companies, venture capital firms, and special purpose acquisition companies, or "SPACs", are active in mergers and acquisitions of companies that may be desirable target candidates for us. We have significantly less financial resources, technical expertise and managerial capabilities than most of these entities. As result, we may be unable to effectively compete with such entities in identifying possible business opportunities and successfully completing a business combination. These competitive factors may reduce the likelihood of our identifying and consummating a successful business combination.

Any potential acquisition or merger with a foreign company may subject us to additional risks.

If we enter into a business combination with a foreign company, we will be subject to risks inherent in business operations outside of the United States. These risks include, without limitation, language differences, unfavorable tax policies, tariffs, regulatory hurdles, currency fluctuations, trade embargoes, political instability, risks related to shipment of raw materials and finished goods across national borders, and cultural differences. Foreign economies may differ favorably or unfavorably from the United States economy in growth of gross national product, rate of inflation, market development, rate of savings, and capital investment, resource self-sufficiency and balance of payments positions, and in other respects.

Risks Related to Our Stock

There is a very limited market for our common stock.

There is no active trading market for our common stock. Our common stock is not eligible for trading on any national or regional securities exchange. Our common stock is eligible for trading on the OTCQB. This market tends to be substantially less liquid than national and regional securities exchanges. To date, there has been very limited trading of our common stock. We cannot provide you with any assurance that an active trading market for our common stock will develop, or if such a market develops, that it will be sustained.

Applicable SEC Rules governing the trading of “penny stocks” limits the trading and liquidity of our common stock which may affect the trading price of our common stock.

Our common stock currently trades on the OTCQB. Since our common stock continues to trade below \$5.00 per share, our common stock is considered a “penny stock” and is subject to SEC rules and regulations that impose limitations upon the manner in which our shares can be publicly traded. These regulations require the delivery, prior to any transaction involving a penny stock, of a disclosure document explaining the penny stock market and the associated risks. Under these regulations, brokers who recommend penny stocks to persons other than established customers or certain accredited investors must make a special written suitability determination for the purchaser and receive the purchaser's written agreement to a transaction prior to sale. These regulations may have the effect of limiting the trading activity of our common stock and reducing the liquidity of an investment in our common stock.

We intend to raise additional capital in the future, and such additional capital may be dilutive to stockholders or impose operational restrictions.

We intend to raise additional capital in the future to help fund our operations through sales of shares of our common stock or securities convertible into shares of our common stock, as well as issuances of debt. Additional convertible debt or equity financing may be dilutive to our stockholders and debt financing, if available, may involve restrictive covenants that may limit our operating flexibility. If additional capital is raised through the issuance of shares of our common stock or securities convertible into shares of our common stock, the percentage ownership of our stockholders will be reduced. These stockholders may experience additional dilution in net book value per share and any additional equity securities may have rights, preferences and privileges senior to those of the holders of our common stock.

The trading price of our common stock is likely to be highly volatile.

The trading price of our shares may from time to time fluctuate widely. The trading price may be affected by a number of factors including events described in the risk factors set forth in this report as well as our operating results, financial condition, announcements regarding our business, general economic conditions and other events or factors. In addition, the stock market has experienced significant price and volume fluctuations that have particularly affected the price of many small capitalization companies and that often have been unrelated or disproportionate to the operating performance of these companies. Market fluctuations such as these may seriously harm the market price of our common stock. Further, securities class action suits have been filed against companies following periods of market volatility in the price of their securities. If such an action is instituted against us, we may incur substantial costs and a diversion of management attention and resources, which would seriously harm our business, financial condition and results of operations.

We do not intend to pay dividends in the foreseeable future.

We have never declared or paid a dividend on our common stock. Accordingly, we do not anticipate paying any dividends in the foreseeable future and investors seeking dividend income should not purchase our common stock.

We are not subject to certain of the corporate governance provisions of the Sarbanes-Oxley Act of 2002.

Since our common stock is not listed for trading on a national securities exchange, we are not subject to certain of the corporate governance requirements established by the national securities exchanges pursuant to the Sarbanes-Oxley Act of 2002. These include rules relating to independent directors, director nomination, audit and compensation committees, retention of audit committee financial expert and the adoption of a code of ethics. Unless we voluntarily elect to fully comply with those obligations, which we have not to date, the protections that these corporate governance provisions were enacted to provide will not exist with respect to us. While

we may make an application to have our securities listed for trading on a national securities exchange, which would require us to fully comply with those obligations, we cannot assure you that we will make such application, that we would be able to satisfy applicable listing standards, or if we did satisfy such standards, that we would be successful in such application.

We are required to comply with Section 404a of the Sarbanes-Oxley Act of 2002 and if we fail to comply in a timely manner, our business could be harmed and our stock price could decline.

Rules adopted by the SEC pursuant to Section 404a of the Sarbanes-Oxley Act of 2002 require annual assessment of our internal controls over financial reporting. Starting with our fiscal year ended September 30, 2008, we became subject to the requirements of Section 404a. Any failure to maintain adequate controls could result in delays or inaccuracies in reporting financial information or non-compliance with SEC reporting and other regulatory requirements, any of which could adversely affect our business and stock price.

ITEM 2. PROPERTIES

Our principal executive office is located at 7 Orchard Lane, Lebanon, New Jersey 08833. This space is provided by our Chief Executive Officer for a monthly fee of \$575. We believe our current office will be adequate to support our operations for the foreseeable future.

ITEM 3. LEGAL PROCEEDINGS

We are not a party to any material pending legal proceeding, nor are we aware of any proceeding contemplated by any governmental authority involving us.

ITEM 4. MINE SAFETY DISCLOSURES

None.

PART II

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

Our common stock is currently traded on the OCTQB under the symbol "SYYC." The following table sets forth the range of high and low bid prices per share of our common stock for each of the calendar quarters identified below as reported by Nasdaq. These quotations represent inter-dealer prices, without retail mark-up, markdown or commission, and may not represent actual transactions.

Fiscal Year Ended September 30, 2012	High	Low
Quarter ended September 30	\$ 1.50	\$ 1.50
Quarter ended June 30	1.50	1.50
Quarter ended March 31	1.50	1.50
Quarter ended December 31	1.50	1.50

Fiscal Year Ended September 30, 2011	High	Low
Quarter ended September 30	\$ 1.50	\$ 1.50
Quarter ended June 30	1.50	1.50
Quarter ended March 31	22.48	1.50
Quarter ended December 31	37.48	3.00

The last price of our common stock as reported by Nasdaq on December 27, 2012 was \$1.50 per share.

Holders

As of January 11, 2013, the number of stockholders of record of our common stock was 50.

Dividends

We have not paid any cash dividends on our common stock to date, and have no intention of paying such cash dividends in the foreseeable future. The declaration and payment of dividends is subject to the discretion of our board of directors and to certain limitations imposed under Nevada corporate law. The timing, amount and form of dividends, if any, will depend on, among other things, our results of operations, financial condition, cash requirements and other factors deemed relevant by our board of directors.

For information regarding options that we have issued under equity compensation plans, see “**Equity Compensation Plan Information**” in Item 12 below.

ITEM 6. SELECTED FINANCIAL DATA

Not Applicable.

ITEM 7. MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATION.

*This Management’s Discussion and Analysis and other parts of this report contain forward-looking statements that involve risks and uncertainties. All forward-looking statements included in this report are based on information available to us on the date hereof, and except as required by law, we assume no obligation to update any such forward-looking statements. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of a number of factors, including those set forth in the section captioned “**Risk Factors**” in Item 1A and elsewhere in this report. The following should be read in conjunction with our audited financial statements and the related notes included elsewhere herein.*

Overview

We were formed in February 2004 for the purpose of engaging in on-line advertising business. Having been unable to execute our business plan, we have exited this business and are, therefore, considered a shell company under applicable rules of the SEC, promulgated under the Exchange Act. In that regard, we are actively seeking to complete a business combination with an operating company.

We have limited cash resources, have incurred losses since inception, and have been unable to execute our business plan. We will need to raise funds during the next twelve months to execute our business plan to acquire an operating company. In order to continue operations, we must continue to raise the capital necessary to fund our activities and our long-term viability and growth will ultimately depend upon acquiring a successful operating company, as to which there can be no assurance.

Plan to Acquire an Operating Company

Our current business plan consists solely of identifying and acquiring a suitable operating company and compliance with our reporting obligations under federal securities laws.

We anticipate that the selection of a business combination will be complex and subject to substantial risk. Based on general economic conditions, technological advances being made in some industries and shortages of available capital, we believe that there are numerous firms seeking access to the capital markets and/or the perceived benefits of becoming a publicly traded corporation. Such perceived benefits include, among other things, facilitating or improving the terms on which additional equity financing may be obtained, providing liquidity for the principals of and investors in a business, creating a means for providing incentive stock options or similar benefits to incentivize key employees, and offering greater flexibility in structuring acquisitions, joint ventures and the like through the issuance of stock. Potentially available business combinations may occur in many different industries and at various stages of development, all of which will make the task of comparative investigation and analysis of such business opportunities extremely difficult and complex.

Unless we acquire an operating company, we do not expect to retain any additional personnel, incur any capital expenditures, or incur any research and development expenses.

Our ability to generate future revenue and earnings is dependent on identifying and acquiring an operating company. Although we have evaluated potential acquisition targets and engaged in general discussions and due diligence activities regarding the acquisition of an operating company, we have not entered into any agreement to acquire an operating company. There can be no assurance that we will be able to identify an acceptable operating company, complete an acquisition, or that any business we acquire will generate profits or increase the our value.

Results of Operations

We currently have no operations. Our results of operations consists solely of operating expenses. We incurred a net loss of \$94,540 for the year ended September 30, 2012 as compared to a net loss of \$107,261 for the year ended September 30, 2011. The decrease in net loss was due primarily to an decrease in accounting and legal fees.

We do not generate any revenue and do not expect to generate any future revenue unless we acquire an operating company.

Liquidity and Capital Resources

At September 30, 2012, we had a working capital deficit of \$342,095. Since inception, we have funded our operations through public and private offerings of our common stock. Between June 13, 2006 and July 28, 2006, we generated gross proceeds of \$896,000 through the issuance of 6,637 shares of our common stock at a purchase price of \$135 per share. In December 2006, we repurchased 756 of these shares for \$102,000, or \$135 per share. In January 2007, we repurchased 1,032 of these shares for \$139,300, or \$135 per share. The foregoing issuances have been adjusted for the 1-for-150 reverse stock split that occurred in January 2011.

On September 9, 2009, Alan Stier, a shareholder of the Company, loaned to us an amount of \$3,300 pursuant to a convertible promissory note. The Note accrues interest at an annual rate of 6%. The note is payable in full on the earlier of (1) the completion of a 1:15 reverse split of the Company's common stock and the completion of an equity financing of the Company's securities of a minimum amount of \$100,000, or (2) one year from the date of the note. The note may be converted, at the lender's request, at the per share purchase price (subject to adjustments) upon the completion of an equity financing described above. The note has not been repaid and is considered in default.

Between August 2010 and October 2010, we issued promissory notes in the principal amounts of \$10,000, \$13,000, \$6,000 and \$2,500 to FEQ Farms, LLC ("FEQ"), Capital Growth Investment Trust ("CGIT"), DIT Equity Holdings, LLC ("DIT"), and RMS Advisors, Inc. ("RMS"), respectively. The notes accrue interest annually at a rate of 3.25% and are payable upon demand by the lenders.

During October 2010, pursuant to a series of securities purchase agreements, we sold 440 shares of common stock at a purchase price of \$45 per share for an aggregate purchase price of \$19,800. In lieu of cash payment for the shares purchased in the Offering to FEQ, DIT and CGIT, notes payable to FEQ in the amount of \$10,000 and DIT in the amount of \$6,000 were cancelled and the principal amount outstanding under a note payable to CGIT was reduced by \$3,800 to \$9,200. After consummation of this transaction, FEQ, DIT and CGIT became related parties due to the amount of shares beneficially owned by them. The foregoing issuances have been adjusted for the reverse stock split (150:1) that occurred in January 2011.

On November 29, 2010, we issued a promissory note to CGIT in the amount of \$1,000. The note accrues interest at the annual rate of 3.25% and was payable on November 30, 2011, or upon demand. On November 30, 2011, the maturity of the note was extended to until completion of an equity raise or upon demand.

During December 2010, we issued promissory notes in the principal amounts of \$5,500 and \$8,500, to FEQ Realty, LLC ("FEQR") and CGIT. The notes accrue interest at the annual rate of 3.25%. The FEQR notes are payable upon demand and the CGIT notes were payable on November 30, 2011 or upon demand and maturity was extended on November 30, 2011 to upon completion of an equity raise or upon demand.

During January 2011, we issued a promissory note to RMS in the amount of \$10,000. The note accrues interest at the annual rate of 3.25% and is payable upon demand. Between February 2011 and March 2011, we issued promissory notes to CGIT totaling \$12,500, which are due on demand. The notes accrue interest at 3.25% per annum.

During May 2011, we issued a promissory note to RMS in the amount of \$6,000. The note is due on demand and accrues interest at the annual rate of 3.25%. During July 2011, we issued promissory notes in the principle amounts of \$3,000 to RMS and \$10,000 to FEQR. The notes accrue interest at the annual rate of 3.25% and are payable on demand.

During October 2011, we issued a promissory note to each of FEQR and RMS in the amount of \$2,000. The notes are due on demand and accrue interest at a rate of 3.25%. During January 2012, we issued a promissory note in the amount of \$3,000 to RMS. The note accrues interest at the annual rate of 3.25% and is due on demand. In May 2012, we issued two promissory notes to CGIT in the aggregate principal amount of \$10,000. The notes accrue interest at 3.25% per annum and are due on demand.

In August 2012, we issued two promissory notes to CGIT in the aggregate principal amount of \$12,000. The notes accrue interest at 3.25% per annum and are due on demand.

In November 2012, we issued a promissory note to CGIT in the principal amount of \$14,000. The note accrues interest at 3.25% per annum and is due on demand.

We do not currently maintain a line of credit or term loan with any commercial bank or other financial institution. To date, our capital needs have been principally met through the receipt of proceeds from sales of our equity. Unless we acquire an operating

company, we do not expect to incur any material capital expenditures during the next twelve months nor do we expect to hire additional employees.

We have limited cash resources, have incurred losses since inception, and have been unable to execute our business plan. We will need to raise funds during the next twelve months to execute our business plan. Due to these and other factors, our independent auditors have included an explanatory paragraph in their opinion for the year ended September 30, 2012 as to the substantial doubt about our ability to continue as a going concern. In order to continue operations, we must continue to raise the capital necessary to fund our activities and our long-term viability and growth will ultimately depend upon acquiring a successful operating company, as to which there can be no assurance.

As of September 30, 2012, we had cash resources of approximately \$2,792. Our activities consist solely of identifying a suitable operating company to acquire and complying with our obligations under federal securities laws. We believe that our current cash resources will not be sufficient to fund operations for the next twelve months. In the event that we identify a suitable operating company to acquire, we expect that we will need to raise additional capital to complete such a transaction and to satisfy the working capital or operational requirements of any company we acquire. We expect that any additional capital required will be obtained through sales of our debt or equity securities. The sale of additional equity securities will result in additional dilution to our shareholders. In the event we have to issue additional debt, we would incur increased interest expenses and could be subject to covenants that may have the effect of restricting our operations. We have no commitment for any of the additional financing necessary to execute our business plan and we can provide no assurance that such financing will be available in an amount or on terms acceptable to us, if at all. If we are unable to obtain additional funds when they are needed or if such funds cannot be obtained on terms favorable to us, we may not be able to complete the acquisition of an operating company, may not have enough funds to execute the business plan of any company that we do acquire, and in the extreme case, be required to terminate operations and liquidate the Company.

Off-Balance Sheet Arrangements

As of September 30, 2012, we did not have any relationships with unconsolidated entities or financial partners, such as entities often referred to as structured finance or special purpose entities, which had been established for the purpose of facilitating off-balance sheet arrangements or other contractually narrow or limited purposes. As such, we are not materially exposed to any financing, liquidity, market or credit risk that could arise if we had engaged in such relationships.

Critical Accounting Policies and Recent Accounting Pronouncements

For a discussion of our accounting policies and procedures and recent accounting pronouncements, see the footnotes to our financial statements beginning on page F-8.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Not Applicable.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

Our financial statements at September 30, 2012 and for each of the two years then ended, and the footnotes related thereto, begin on page F-1 of this report.

ITEM 9A. CONTROLS AND PROCEDURES

Disclosure Controls and Procedures

An evaluation of the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) or 15d-15(e) under the Securities Exchange Act of 1934) was carried out by us under the supervision and with the participation of our chief executive officer, who serves as our principal executive officer and principal financial officer. Based upon that evaluation, our chief executive officer concluded that as of September 30, 2012, our disclosure controls and procedures were effective to ensure (i) that information we are required to disclose in reports that we file or submit under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms and (ii) that such information is accumulated and communicated to management, including our chief executive officer, in order to allow timely decisions regarding required disclosure.

Management's Report on Internal Control over Financial Reporting.

Our management is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rule 13a-15(f) of the Securities Exchange Act of 1934. Our internal control system was designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial reporting and the preparation of financial statements for external purposes, in accordance with generally accepted accounting principals. 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 the policies or procedures may deteriorate.

Our management, including our chief executive officer, conducted an evaluation of the effectiveness of internal control over financial reporting using the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission in Internal Control – Integrated Framework. Based on its evaluation, our management concluded that our internal control over financial reporting was effective as of September 30, 2012.

This annual report does not include an attestation report of our registered public accounting firm regarding internal control over financial reporting, which we are not required to provide under applicable SEC rules.

Changes in Internal Control Over Financial Reporting.

There have not been any changes in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Securities Exchange Act) that occurred during the fiscal quarter ended September 30, 2012 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

ITEM 9B. OTHER INFORMATION

None.

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS, PROMOTERS, CONTROL PERSONS AND CORPORATE GOVERNANCE; COMPLIANCE WITH SECTION 16(a) OF THE EXCHANGE ACT

The following sets forth certain information about each of our directors and executive officers.

Kenneth J. Koock, 48 has served as our Chief Executive Officer, President, Secretary, Chief Financial Officer and as a Director of the Company since May 10, 2006. Since March 2003, Mr. Koock has served as President of Kenneth J. Koock & Assoc., a financial consulting firm which assists public and private companies on business and financial matters. From January 2011 to January 2012, Mr. Koock was a director for Latitude Solutions, Inc., a public company involved in water solutions technologies and security solutions involving wireless video streaming software technology. From February to June 2011, Mr. Koock served as a director of Red Mountain Resources, Inc., a publicly-traded oil and gas exploration company. In April 2010, Mr. Koock was appointed as a director of U.S. Aerospace, a supplier of aircraft components, which deregistered in January 2011. From 1977 until his retirement in March 2003, Mr. Koock held trading and investment positions with M. H. Meyerson, an investment banking firm, most recently serving as Vice Chairman and Director. During his nearly 30 year investment banking and corporate finance career, he has developed broad range of

experience in capitalizing public and private companies through various stages of fund raising. Mr. Kooock has been a member of the New York Bar Association since 1966, was a member of the Security Traders Association of New York from 1977 to 2003, and holds Series 7, 63 and 55 NASD licenses. Mr. Kooock earned a Bachelor of Arts degree from Duke University in 1963 and a Juris Doctor degree from St. Johns Law in 1966.

Scott D. Cook, 48, has served as a Director of the Company since May 10, 2006. Since 2005, Mr. Cook has served as the Chief Executive Officer and Chairman of the Board of Directors of Cottonwood Advisors, Inc., a Dallas, Texas based investment banking firm. From 1996 to 2005, Mr. Cook served as the Chief Executive Officer and Chairman of the Board of Directors of Founders Equity Group, Inc., a Dallas, Texas based investment banking firm. Prior to Founders Equity, Mr. Cook served as Director of First Southwest Corporation, a Dallas based investment banking firm, where he established the private banking group which provided financial services and advice to high net worth individuals, entrepreneurs and their companies. Mr. Cook has been in the investment banking business for 16 years working in various capacities including, originating, negotiating and managing transactions totaling in excess of \$3 billion, fund management, and negotiating private and public equity placements for public and private issuers. Mr. Cook has also managed numerous investment funds including Founders Special Opportunities I, Founders Environmental Fund II, Founders Mezzanine III, Founders Partners IV, Founders Cash Management V, and Founders Partners VI. In July 2010, Trident Growth Fund, L.P. was placed in receivership by the U.S. Small Business Administration. Mr. Cook is the managing member of Trident Group, LLC, which served as the general partner of Trident Growth Fund, L.P. Mr. Cook earned a BBA in Finance and Economics in 1984 from Texas Tech University.

Audit Committee and Audit Committee Financial Expert

Our board of directors has not created a standing audit committee of the board. Instead, our full board of directors acts as our audit committee.

No member of our board of directors is an “audit committee financial expert.” We currently have no employees. Kenneth J. Koock, our sole executive officer and a member of our board of directors, is actively involved in our business. We conduct minimal operations, have limited financial resources and expect that we would have to expend significant financial resources, including obtaining and maintaining directors and officers liability insurance, to attract and retain an individual who qualifies as an “audit committee financial expert,” as that term is defined in Item 407(d)(5)(ii) of Regulation S-K promulgated under the Securities Act. In light of the foregoing, our board of directors concluded that the benefits of retaining an individual who qualifies as an “audit committee financial expert” would be outweighed by the costs of retaining such a person.

Section 16 Beneficial Ownership Reporting Compliance

Section 16(a) of the Exchange Act requires our officers and directors and persons who own more than 10% of our common stock to file with the SEC initial reports of ownership and reports of changes in ownership of our common stock. Such officers, directors and 10% stockholders are also required by applicable SEC rules to furnish us copies of all forms filed with the SEC pursuant to Section 16(a) of the Exchange Act. Based solely on our review of the copies of such forms received by us or written representations from such persons that no other reports were required for such persons, we believe that during the fiscal year ended September 30, 2012, all Section 16(a) filing requirements applicable to our officers, directors and greater than 10% stockholders were satisfied in a timely fashion.

Code of Business Conduct and Ethics

We have adopted a Code of Business Conduct and Ethics that applies to our principal executive officer, principal financial officer, principal accounting officer or controller, and persons performing similar functions. Our Code of Business Conduct and Ethics is designed to deter wrongdoing and promote: (i) honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships; (ii) full, fair, accurate, timely and understandable disclosure in reports and documents that we file with, or submit to, the SEC and in our other public communications; (iii) compliance with applicable governmental laws, rules and regulations; (iv) the prompt internal reporting of violations of our Code of Business Conduct and Ethics to an appropriate person or persons identified in the code; and (v) accountability for adherence to our Code of Business Conduct and Ethics.

Our Code of Business Conduct and Ethics is available without charge upon written request directed to Kenneth Koock, Chief Executive Officer, Sydys Corporation, 7 Orchard Lane, Lebanon, New Jersey 08833.

ITEM 11. EXECUTIVE COMPENSATION

We did not pay any compensation to our executive officers during the fiscal years ended September 30, 2012 or 2011, except that our executive officers were entitled to reimbursement for reasonable business costs and expenses. We have not issued any options or other equity compensation to any of our executive officers, nor do we currently have any contracts or agreements with any of our executive officers.

Director Compensation

The members of our Board of Directors received no compensation for serving on our Board, except that each director was entitled to reimbursement for the reasonable costs and expenses incurred in attending Board meetings.

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

The following table sets forth, as of December 27, 2012, information with respect to the securities holdings of all persons that the Company, pursuant to filings with the SEC and the Company's stock transfer records, has reason to believe may be deemed the beneficial owner of more than five percent (5%) of the common stock. The following table also sets forth, as of such date, the beneficial ownership of the common stock by all current officers and directors of the Company, both individually and as a group. Unless otherwise indicated, each person or entity named below has sole voting and investment power with respect to all common stock beneficially owned by that person, subject to the matters set forth in the footnotes to the table below.

Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership	Percentage of Class (1)
Kenneth J. Koock 7 Orchard Lane Lebanon, NJ 08833	52,000	24.62%
Scott D. Cook 270 N. Denton Tap Road Coppell, TX 75019	0	-
FEQ Gas, LLC 3333 Allen Parkway Houston, TX 77019	39,294 (2)	15.78%
DIT Equity Holdings, LLC 630 West Germantown Pike, #180 Plymouth Meeting, PA 19462	20,000 (3)	9.47%
Capital Growth Investment Trust 29 Otis Street, #108 Boston, MA 02141	12,667(4)	6.00%
All directors and executive officers as a group (2 persons)	52,000	24.62%

- (1) These percentages have been calculated based on 211,201 shares of common stock outstanding as of December 27, 2012.
- (2) Includes 33,334 shares owned by FEQ Farms, LLC, of which FEQ Gas, LLC is the sole manager. FEQ Gas, LLC has sole voting and dispositive control over the shares owned by FEQ Farms, LLC and therefore is deemed to indirectly beneficially own such securities.
- (3) DIT Equity Holdings, LLC is currently managed by RMS Investment Group, who, as the sole manager of DIT Equity Holdings, LLC, has voting and dispositive control over the securities owned by DIT Equity Holdings, LLC and therefore is deemed to beneficially own such securities. Ryan Lee is the President of RMS Investment Group.
- (4) Vicki Appel, the sole trustee of Capital Growth Investment Trust, has sole voting and dispositive power over the securities owned by Capital Growth Investment Trust and therefore is deemed to beneficially own such securities.

Equity Compensation Plan Information

Plan Category	Number of securities to be issued upon exercise of outstanding warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity Compensation Plans approved by security holders	0	Not Applicable	0
Equity compensation plans not approved by security holders	0	Not Applicable	0
Total	0	Not Applicable	0

We do not have any equity compensation plans nor have we ever issued any equity securities to any of our employees or consultants. We did, however, issue securities to Darren Breitkreuz and Alan Stier, former directors of the Company, which is described in more detail in Item 13 below.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

Related Party Transactions

Under applicable SEC rules and regulations, Jason Baybutt, Christopher Schilling and Byron L. O'Brien, who formerly served as executive officers and directors of the Company, are considered "promoters" of the Company as they were instrumental in forming and organizing the Company. In March 2004, we issued 300,000 (12,000 after giving effect to stock splits and reverse stock splits) shares of restricted common stock to Mr. Baybutt for \$3,000. In October 2004, we issued 700,000 (28,000 after giving effect to stock splits and reverse stock splits) shares of restricted common stock to Mr. Schilling for \$7,000 and 300,000 (12,000 after giving effect to stock splits and reverse stock splits) shares of restricted common stock to Mr. O'Brien for \$3,000.

In August 2007, we issued to Darren Breitkreuz, a director of the Company, an option to purchase 1,667 shares of our common stock. This option expired ninety days after Mr. Breitkreuz's resignation from our Board of Directors on August 28, 2008. In September 2008, we issued 167 shares of our common stock to each of Darren Breitkreuz and Alan Stier. Messrs. Breitkreuz and Stier resigned from the Board of Directors in September 2008. The foregoing issuances have been adjusted to reflect the 1-for-150 reverse stock split that occurred in January 2011.

On September 9, 2009, Alan Stier, a shareholder of the Company, loaned to us an amount of \$3,300 pursuant to a convertible promissory note. The note accrues interest at an annual rate of 6%. The note is payable in full on the earlier of (1) the completion of a 1:15 reverse split of the Company's common stock and the completion of an equity financing of the Company's securities of a minimum amount of \$100,000, or (2) one year from the date of the note. The note may be converted, at the lender's request, at the per share purchase price (subject to adjustments) upon the completion of an equity financing described above. To date, the note has not been repaid and is considered in default.

Director Independence

Mr. Cook satisfies the definition of “independent” established by the NYSE MKT as set forth in Section 803 of the NYSE MKT Company Guide. Mr. Koock does not satisfy the definition of “independent” established by NYSE MKT as set forth in Section 803 of the NYSE MKT Company Guide. As of the date of the report, we do not maintain a separately designated audit, compensation or nominating committee.

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

The following table presents fees for professional services performed by L J Soldinger Associates, LLC for the fiscal years ended September 30, 2012 and September 30, 2011.

	2012	2011
Audit Fees:	\$ 25,000	\$ 25,000
Audit-Related Fees:	0	0
Tax Fees:	0	0
All Other Fees:	0	0
Total:	<u>\$ 25,000</u>	<u>\$ 25,000</u>

Audit Fees consist of fees billed for professional services rendered for the audit of our financial statements and review of the interim financial statements included in quarterly reports and services that are normally provided by our independent accountants in connection with statutory and regulatory filings or engagements.

Audit-Related Fees consist of fees billed for assurance and related services that are reasonably related to the performance of the audit or review of the Company’s financial statements and are not reported under “Audit Fees.”

Tax Fees consist of fees billed for professional services for tax compliance, tax advice and tax planning. These services include assistance regarding federal and state tax compliance, tax audit defense, customs and duties, and mergers and acquisitions.

All Other Fees consist of fees billed for products and services provided by the principal accountant, other than those services described above.

Audit Committee Pre-Approval Procedures

Our Board of Directors serves as our audit committee. Our Board of Directors approves the engagement of our independent auditors, and meets with our independent auditors to approve the annual scope of accounting services to be performed and the related fee estimates. It also meets with our independent auditors, on a quarterly basis, following completion of their quarterly reviews and annual audit to review the results of their work. During the course of the year, our chairman has the authority to pre-approve requests for services that were not approved in the annual pre-approval process. The chairman reports any interim pre-approvals at the following quarterly meeting. At each of the meetings, management and our independent auditors update the Board of Directors with material changes to any service engagement and related fee estimates as compared to amounts previously approved. During 2011, all audit and non-audit services performed by our independent accountants were pre-approved by the board of directors in accordance with the foregoing procedures.

ITEM 15. EXHIBITS

The following documents are filed as exhibits to this report.

Exhibit No.	Exhibit
3.1	Articles of Incorporation (incorporated by reference to Exhibit 3.1 to the Company's Registration Statement on Form SB-2, Registration No. 333-120893, filed with the Commission on December 1, 2004)
3.2	Bylaws (incorporated by reference to Exhibit 3.2 to the Company's Registration Statement on Form SB-2, Registration No. 333-120893, filed with the Commission on December 1, 2004)
3.3	Certificate of Change (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed with the Commission on April 23, 2007)
3.4	Amended and Restated Articles of Incorporation (incorporated by reference to Annex A to the Company's Definitive Proxy Statement filed with the Commission on February 4, 2011)
101	Form of Promissory Note issued by the Company in November and December 2010 (incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q filed with the Commission on February 11, 2011)
10.2	Form of Promissory Note issued by the Company in February and March 2011 (incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q filed with the Commission on May 12, 2011)
14.1	Code of Ethics (incorporated by reference to Exhibit 14.1 to the Company's Annual Report on Form 10-K for the year ended September 30, 2005)
21.1**	Subsidiaries of the Company
31.1**	Certification of Chief Executive Officer and Chief Financial Officer of the Company required by Rule 13a-14(a) under the Securities Exchange Act of 1934, as amended
32.1**	Certification of Chief Executive Officer and Chief Financial Officer of the Company Pursuant to 18 USC Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

** Filed herewith

SIGNATURES

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

SYDYS CORPORATION

Date: January 11, 2013

By: /s/ Kenneth J. Koock
Kenneth J. Koock
Chief Executive Officer and Chief
Financial Officer

In accordance with the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

Signature	Title	Date
<u>/s/ Kenneth J. Koock</u> Kenneth J. Koock	Chief Executive Officer, Chief Financial Officer and Director (Principal Executive Officer and Principal Financial and Accounting Officer)	January 11, 2013
<u>/s/ Scott D. Cook</u> Scott D. Cook	Director	January 11, 2013

SYDYS CORPORATION
(A Development Stage Entity)

INDEX TO FINANCIAL STATEMENTS

	<u>Page</u>
Report of Independent Registered Public Accounting Firm	F-2
Balance Sheets	F-3
Statements of Operations	F-4
Statements of Stockholders' Deficit	F-5
Statements of Cash Flows	F-7
Notes to Financial Statements	F-8

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and
Stockholders
Sydys Corporation

We have audited the accompanying balance sheets of Sydys Corporation as of September 30, 2012 and 2011, and the related statements of operations, stockholders' deficit, and cash flows for each of the years then ended and the period February 9, 2004 (date of inception) through September 30, 2012. Sydys's management is responsible for these financial statements. Our responsibility is to express an opinion on these financial statements based on our audits.

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

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Sydys Corporation as of September 30, 2012 and 2011, and the results of its operations and its cash flows for each of the years then ended and the period February 9, 2004 (date of inception) through September 30, 2012 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 3 to the financial statements, the Company is in development stage and has incurred operating losses since inception. These conditions raise substantial doubt about its ability to continue as a going concern. Management's plans concerning these matters are also described in Note 3. The financial statements do not include any adjustments that might result from the outcome of these uncertainties.

L J Soldinger Associates, LLC

Deer Park, Illinois
December 27, 2012

SYDYS CORPORATION
(A Development Stage Company)
Balance Sheets

	September 30,	
	2012	2011
ASSETS		
Current assets		
Cash and cash equivalents	\$ 2,792	\$ 848
Total current assets	\$ 2,792	\$ 848
LIABILITIES AND STOCKHOLDERS' DEFICIT		
Current liabilities		
Accounts payable and accrued expenses	\$ 212,305	\$ 150,983
Accrued rent – related party	27,868	25,875
Accrued interest – related party	4,214	45
Notes payable – related party	97,200	68,200
Notes payable	3,300	3,300
Total current liabilities	344,887	248,403
Commitments and contingencies		
Stockholders' deficit		
Preferred stock; \$.001 par value; 20,000,000 shares authorized; and 0 issued and outstanding at September 30, 2012 and 2011		-
Common stock; \$.001 par value; 100,000,000 shares authorized; and 211,201 issued and outstanding at September 30, 2012 and 2011, respectively	211	211
Additional paid-in capital	913,869	913,869
Deficit accumulated in the development stage	(1,256,175)	(1,161,635)
Total stockholders' deficit	(342,095)	(247,555)
Total liabilities and stockholders' deficit	\$ 2,792	\$ 848

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

SYDYS CORPORATION
(A Development Stage Company)
Statements of Operations

	Year Ended September 30,		February 9, 2004
	2012	2011	(Inception) to September 30, 2012
Revenues	\$ -	\$ -	\$ 210
Costs of goods sold	-	-	150
Gross profit	-	-	60
Operating expenses			
Accounting and legal fees	34,440	54,273	574,853
Consulting fees – related party		-	8,349
Consulting fees	36,000	36,000	224,500
Share based compensation		-	226,900
Bad debt expense		-	125,000
Rent expense – related party	6,900	6,900	32,775
General and administrative	12,834	9,858	69,716
Total operating expenses	90,174	107,031	1,262,093
Loss from operations	(90,174)	(107,031)	(1,262,033)
Other income (expense)			
Interest income	-	-	10,676
Interest expense	(198)	(198)	(618)
Interest expense – related party	(4,168)	(32)	(4,200)
Total other income (expense)	(4,366)	(230)	5,858
Net loss	\$ (94,540)	\$ (107,261)	\$ (1,256,175)
Basic and diluted loss per common share	\$ (0.45)	\$ (0.52)	\$
Basic and diluted weighted average number of common shares outstanding	211,201	206,103	

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

SYDYS CORPORATION
(A Development Stage Company)
Statements of Stockholders' Equity (Deficit)

	Common Stock		Additional Paid-In Capital	Deficit Accumulated During the Development Stage	Total Stockholders' Equity (Deficit)
	Shares	Amount			
Balance at February 9, 2004	12,000	\$ 12	\$ 2,988	\$ -	\$ 3,000
Issuance of common stock for cash	46,800	47	11,653	-	11,700
Net Loss	-	-	-	(5,149)	(5,149)
Balance at September 30, 2004	<u>58,800</u>	<u>59</u>	<u>14,641</u>	<u>(5,149)</u>	<u>9,551</u>
Issuance of common stock for cash	81,200	81	61,419	-	61,500
Net Loss	-	-	-	(42,886)	(42,886)
Balance at September 30, 2005	<u>140,000</u>	<u>140</u>	<u>76,060</u>	<u>(48,035)</u>	<u>28,165</u>
Issuance of common stock for cash at \$0.90 per share in private offering during June and July 2006	6,637	7	895,993	-	896,000
Offering costs on private offering for issuance of common stock	-	-	(71,680)	-	(71,680)
Net Loss	-	-	-	(185,356)	(185,356)
Balance at September 30, 2006	<u>146,637</u>	<u>147</u>	<u>900,373</u>	<u>(233,391)</u>	<u>667,129</u>
Cancellation of common stock issued in 2006 private offering at \$0.90 per share	(1,786)	(2)	(241,298)	-	(241,300)
Refund of offering costs as a result of cancellation of common stock issued in 2006 private offering	-	-	8,160	-	8,160
Issuance of stock option to a board director during August 2007	-	-	194,400	-	194,400
Net Loss	-	-	-	(538,703)	(538,703)
Balance at September 30, 2007	<u>144,851</u>	<u>145</u>	<u>861,635</u>	<u>(772,094)</u>	<u>89,686</u>

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

SYDYS CORPORATION
(A Development Stage Company)
Statements of Stockholders' Equity (Deficit)

	Common Stock		Additional Paid-In Capital	Deficit Accumulated During the Development Stage	Total Stockholders' Equity (Deficit)
	Shares	Amount			
Issuance of common stock in August 2008	-	-	-	-	-
Issuance of common stock for services rendered by resigned Directors – August 2008	333	-	32,500	-	32,500
Net Loss	-	-	-	(128,277)	(128,277)
Balance at September 30, 2008	<u>145,184</u>	<u>145</u>	<u>894,135</u>	<u>(900,371)</u>	<u>(6,091)</u>
Net Loss	-	-	-	(77,684)	(77,684)
Balance at September 30, 2009	<u>145,184</u>	<u>145</u>	<u>894,135</u>	<u>(978,055)</u>	<u>(83,775)</u>
Net Loss	-	-	-	(76,319)	(76,319)
Balance at September 30, 2010	<u>145,184</u>	<u>145</u>	<u>894,135</u>	<u>(1,054,374)</u>	<u>(160,094)</u>
Issuance of common stock for cancellation of notes at \$0.30 per share in lieu of cash payments in private offering during October 2010	66,000	66	19,734	-	19,800
Net Loss	-	-	-	(107,261)	(107,261)
Balance at September 30, 2011	<u>211,184</u>	<u>\$ 211</u>	<u>\$ 913,869</u>	<u>\$ (1,161,635)</u>	<u>\$ (247,555)</u>
Net Loss	-	-	-	(94,540)	(94,540)
Balance at September 30, 2012	<u>211,184</u>	<u>\$ 211</u>	<u>\$ 913,869</u>	<u>\$ (1,256,175)</u>	<u>\$ (342,095)</u>

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

SYDYS CORPORATION
(A Development Stage Company)
Statements of Cash Flows

	<u>Year Ended September 30,</u>		February 9,
	<u>2012</u>	<u>2011</u>	2004
			(Inception) to
			September 30,
			2012
Cash flows from operating activities			
Net loss	\$ (94,540)	\$ (107,261)	\$ (1,256,175)
Adjustments to reconcile net loss to net cash used in operating activities:			
Share-based compensation	-	-	226,900
Bad debt expense	-	-	125,000
Changes in assets and liabilities:			
Accounts payable and accrued expenses	67,484	28,133	236,467
Net cash used in operating activities	<u>\$ (27,056)</u>	<u>\$ (79,128)</u>	<u>\$ (667,808)</u>
Cash flows from investing activities			
Collection on note receivable	-	-	1,010,000
Loan made under notes receivable	-	-	(1,135,000)
Net cash provided by (used in) investing activities	<u>-</u>	<u>-</u>	<u>(125,000)</u>
Cash flows from financing activities			
Proceeds from note payable	-	-	12,800
Proceeds from note payable - related party	29,000	79,500	110,047
Repayment of note payable	-	-	(1,000)
Repayment of note payable – related party	-	-	(1,547)
Issuance of common stock, net of offering costs	-	-	908,440
Cancellation of common stock, net of refunded offering costs	-	-	(233,140)
Net cash provided by financing activities	<u>29,000</u>	<u>79,500</u>	<u>795,600</u>
Net (decrease) increase in cash and cash equivalents	<u>1,944</u>	<u>372</u>	<u>2,792</u>
Cash and cash equivalents, beginning of year	<u>848</u>	<u>476</u>	<u>-</u>
Cash and cash equivalents, end of year	<u>\$ 2,792</u>	<u>\$ 848</u>	<u>\$ 2,792</u>

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

SYDYS CORPORATION
(A Development Stage Company)
Notes to Financial Statements

NOTE 1 - DESCRIPTION OF BUSINESS

Sydys Corporation is a Nevada corporation incorporated on February 9, 2004 and based in Lebanon, New Jersey. The Company's fiscal year end is September 30.

The Company was formed for the purpose of engaging in the on-line advertising business. The Company has been unable to execute its business plan, and has exited the online advertising business. The Company is now considered a shell corporation under applicable rules of the Securities Exchange Commission.

On May 10, 2006, the Company's former management team and board of directors resigned and sold all of their shares of common stock to Kenneth Kooch, the sole executive officer and a director of the Company, which resulted in a change of control.

On August 25, 2008, the Company received the resignation of both Darren Breitkreuz and Alan Stier as the Company's board members. The board now consists of Kenneth J. Kooch and Scotty D. Cook.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The accompanying financial statements have been prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America ("US GAAP") and have been prepared on a going concern basis, which contemplates the realization of assets and satisfaction of liabilities in the normal course of business.

Development Stage Enterprise

The Company has been devoting most of its efforts to raising capital and developing a business plan and, consequently, meets the definition of a Development Stage Enterprise, under the Accounting Standards Codification "Accounting and Reporting for Development Stage Enterprises." Certain additional financial information is required to be included in the financial statements for the period from inception of the Company to the current balance sheet date.

Use of Estimates

The preparation of financial statements in conformity with US GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amount of revenues and expenses during the reporting year. Actual results could differ from those estimates.

Cash and Cash Equivalents

Cash and cash equivalents include cash on hand. The Company considers all highly liquid investments with an original maturity of 90 days or less at the time of purchase to be cash equivalents.

Segment Information

The Company has determined it has one reportable operating segment as defined by the Accounting Standards Codification, "Disclosures about Segments of an Enterprise and Related Information".

Income Taxes

Deferred income taxes are reported for timing differences between items of income or expense reported in the financial statements and those reported for income tax purposes in accordance with the Accounting Standards Codification, "Accounting for Income Taxes", which requires the use of the asset/liability method of accounting for income taxes. Deferred income taxes and tax benefits are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing

assets and liabilities and their respective tax bases, and for tax loss and credit carryforwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The Company provides for deferred taxes for the estimated future tax effects attributable to temporary differences and carryforwards when realization is more likely than not.

SYDYS CORPORATION
(A Development Stage Company)
Notes to Financial Statements

Loss per Share

Loss per common share is calculated in accordance with the Accounting Standards Codification, "Earnings per Share." Basic loss per common share is computed by dividing net loss attributable to common shareholders by the weighted average number of common shares outstanding. Diluted loss per share is computed similarly to basic loss per share except that the denominator is increased to include the number of additional common shares that would have been outstanding if potentially dilutive common shares had been issued and if the additional common shares were dilutive. Shares associated with stock options are not included because their inclusion would be antidilutive (i.e., reduce the net loss per share).

Share-Based Compensation

The Company follows the provisions of the Accounting Standards Codification, "Share-Based Payment" which requires that compensation cost relating to share-based payment transactions be recognized under fair value accounting and recorded in the financial statements. The cost is measured at the grant date, based on the calculated fair value of the award, and is recognized as an expense over the employee's requisite service period (generally the vesting of the equity award).

The fair value of the stock option award is estimated on the date of grant using the Black-Scholes option pricing model. Expected volatility is based on an average of historical volatility of common stock prices of the Company or its peer companies where there is a lack of relevant volatility information of the Company for the length of the expected term. The expected term is derived from estimates and represents the period of time that the stock option granted is expected to be outstanding. The Company uses historical data to estimate option exercises and employee terminations within the valuation model. The risk-free rate for the expected term is the yield on the zero-coupon U.S. Treasury security with a term comparable to the expected term of the option. The Company does not include an estimated dividend yield since it has not paid dividends on its common stock historically.

Accounting Changes and Recent Accounting Pronouncements

In July 2012, the Financial Accounting Standards Board (FASB) updated the guidance within ASC 350, *Intangibles — Goodwill and Other*. The update gives companies the option to first perform a qualitative assessment to determine whether it is more likely than not (> 50% likelihood) that an indefinite-lived intangible asset is impaired. If a company concludes that this is the case, then a quantitative test for impairment must still be performed. Otherwise, a company does not need to perform a quantitative test. An entity also has the option to bypass the qualitative assessment for any indefinite-lived intangible asset in any period and proceed directly to performing the quantitative impairment test. An entity will be able to resume performing the qualitative assessment in any subsequent period. The updated guidance is effective for annual and interim impairment tests performed for fiscal years beginning after September 15, 2012, with early adoption permitted if a company's financial statements have not yet been issued. As allowed, the Company early adopted the new provisions of this accounting standard for its annual indefinite-lived intangible asset test performed for fiscal 2012, but elected to continue testing these assets using a quantitative analysis. The testing procedures and results are described under Goodwill and Other Intangibles on page 39.

In December 2011, the FASB updated the guidance within ASC 210, *Balance Sheet*. The update enhances disclosures related to the offsetting of certain assets and liabilities to enable users of financial statements to understand the effect of those arrangements on financial position. The updated guidance is effective for annual reporting periods beginning on or after January 1, 2013, and interim periods within those annual periods. The Company will adopt the new provisions of this accounting standard at the beginning of fiscal year 2014, and adoption is not expected to have a material impact on the consolidated financial statements.

In June 2011, the FASB updated the guidance within ASC 220, *Comprehensive Income*. The update eliminates the option for companies to report other comprehensive income and its related components in the Statement of Changes in Stockholders' Equity. Instead, companies have the option to present total comprehensive income, the components of net income, and the components of other comprehensive income either in a single continuous Statement of Comprehensive Income or in two separate but consecutive statements. The updated guidance is to be applied retrospectively, and is effective for fiscal years, and interim periods within those years, beginning after December 15, 2011, with early adoption permitted. The Company early adopted the new provisions of this accounting standard

during the fourth quarter of fiscal 2012, and adoption did not have a material impact on the consolidated financial statements, as it relates to presentation only.

In May 2011, the FASB updated the guidance within ASC 820, *Fair Value Measurements and Disclosures*. The update amended and clarified current fair value measurement guidance, and required additional disclosures. The most significant disclosure requirement relates to quantitative information about the unobservable inputs used in a fair value measurement that is categorized within Level 3 of the fair value hierarchy. The updated guidance is effective for interim and annual periods beginning after December 15, 2011, and early adoption was not permitted. Accordingly, the Company adopted the new provisions of this accounting standard in the second quarter of fiscal 2012, and adoption did not have a material impact on the consolidated financial statements.

NOTE 3 - GOING CONCERN

The Company is in the development stage and has incurred losses since its inception. As of September 30, 2012, the Company had limited amount of cash and a deficit accumulated in the development stage of \$1,256,175. There are no assurances the Company will receive funding necessary to implement its business plan or acquire a business venture or operating company. This raises substantial doubt about the ability of the Company to continue as a going concern.

SYDYS CORPORATION
(A Development Stage Company)
Notes to Financial Statements

The Company's ability to continue as a going concern is dependent upon raising capital through debt and equity financing on terms desirable to the Company. If the Company is unable to obtain additional funds when they are required or if the funds cannot be obtained on terms favorable to the Company, the Company may, in the extreme situation, cease operations. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

NOTE 4 – NOTES PAYABLE

In September, 2009, the Company issued a convertible note (the "Note") in the amount of \$3,300, with a six percent interest rate per annum. The principle is due on the earlier of (1) the completion of 15:1 reverse split of the Company's common stock and the completion of an equity financing by the Company of a minimum of \$100,000 or (2) one year from the date of the note. The note may be converted at the request of the Lender at the per share purchase price, subject to adjustment, upon the completion of an equity financing as described above. The Note has not been paid and is in default.

Between August 2010 and October 2010, we issued promissory notes (collectively, the "Notes") in the principal amounts of \$10,000, \$13,000, \$6,000 and \$2,500 to FEQ Farms, LLC ("FEQ"), Capital Growth Investment Trust ("CGIT"), DIT Equity Holdings, LLC ("DIT"), and RMS Advisors, Inc. ("RMS"), respectively. The Notes accrue interest annually at a rate of 3.25% and are payable upon demand by the lenders.

During October 2010, pursuant to a series of securities purchase agreements, we sold 66,000 shares of common stock at a purchase price of \$0.30 per share for an aggregate purchase price of \$19,800. In lieu of cash payment for the Shares purchased in the Offering to FEQ, DIT and CGIT, Notes payable to FEQ in the amount of \$10,000 and DIT in the amount of \$6,000 were cancelled and the principal amount outstanding under a Note payable to CGIT was reduced by \$3,800 to \$9,200. The foregoing issuances have been adjusted for the reverse stock split (1:150) that occurred in January 2011.

During November 2010, the Company issued a promissory note to Capital Growth Investment Trust in the amount of \$1,000. The note accrues interest at the annual rate of 3.25% and was payable on November 30, 2011, or upon demand. The maturity was extended on November 30, 2011 to upon completion of an equity raise or upon demand. The note holder is a related party.

During December 2010, the Company issued promissory notes (collectively the "December Notes") in the principal amounts of \$5,500 and \$8,500, to FEQ Realty, LLC ("FEQR") and CGIT. The December Notes accrue interest at the annual rate of 3.25%. The FEQR notes are payable upon demand and the CGIT notes are payable on November 30, 2011 or upon demand. The CGIT notes were extended on November 30, 2011 to upon completion of an equity raise or upon demand. The note holders are related parties.

During January 2011, the Company issued a promissory note to RMS in the amount of \$10,000. The note accrues interest at the annual rate of 3.25% and is payable upon demand. In February and March 2011, the Company issued promissory notes to CGIT totaling \$12,500, which are due on demand. The notes accrue interest at 3.25% per annum. The note holders are related parties except for RMS.

During May 2011, the Company issued a promissory note to RMS in the amount of \$6,000. The note is due on demand and accrues interest at the annual rate of 3.25%.

During July 2011, the Company issued promissory notes in the principle amounts of \$3,000 to RMS and \$10,000 to FEQR, a related party. The notes accrue interest at the annual rate of 3.25% and are payable on demand.

During October 2011, the Company issued promissory notes in the amount of \$2,000 to FEQR and \$2,000 to RMS. The notes accrue interest at the annual rate of 3.25% and are due upon demand.

On November 30, 2011, CGIT extended the maturity date of four promissory notes from November 30, 2011 or upon demand to until completion of an equity raise or upon demand.

In January 2012, the Company issued a promissory note in the amount of \$3,000 to RMS. The note accrues interest at 3.25% per annum and is due on demand.

In May 2012, the Company issued two promissory notes in the aggregate amount of \$10,000 to CGIT. Both notes accrue interest at 3.25% per annum and are due on demand.

In August 2012, we issued two promissory notes to CGIT in the aggregate principal amount of \$12,000. The notes accrue interest at 3.25% per annum and are due on demand.

In November 2012, we issued one promissory note to CGIT in the principal amount of \$14,000. The note accrues interest at 3.25% per annum and is due on demand.

The weighted average interest rate on the Company's Notes Payable is 3.3% and the average outstanding balance was \$86,000.

SYDYS CORPORATION
(A Development Stage Company)
Notes to Financial Statements

NOTE 5 - CAPITAL STOCK

Authorized Stock

The Company was originally authorized to issue 100,000,000 common shares with a par value of \$0.001 per share. Each common share entitles the holder to one vote, in person or proxy, on any matter on which action of the stockholders of the corporation is sought. On April 16, 2007, the Company effected a one-for-three reverse split of its common stock. As a result of the reverse split, there are 33,333,333 shares of common stock authorized for issuance. In January 2011, the Company effected a one for one-hundred-fifty reverse split of its common stock. As a result of the reverse stock split there are 222,223 shares of common stock authorized for issuance. The financial statements of the Company have reflected the most recent reverse split as if it occurred at the date of inception.

At a special meeting of shareholders held in March 2011, resolutions were passed that 1) amended the Company's Articles of Incorporation to increase the authorized shares of common stock for issuances to 100,000,000 from 222,223, and 2) amended the Company's Articles of Incorporation to authorize 20,000,000 shares of preferred stock.

Share Cancellations

In November 2006 and January 2007, three of the participants in the Company's June and July 2006 private placement offering surrendered a total of 1,786 shares of common stock to the Company for cancellation, which the Company repurchased for \$241,300, the approximate amount originally paid for the stock. As a result of the foregoing, \$8,160 of broker fees were refunded to the Company. The foregoing cancellations have been adjusted for the reverse stock split (1:150) that occurred in January 2011.

Stock Issuance

On August 25, 2008, the Company issued an aggregate of 50,000 shares of its common stock to Darren Breitkreuz and Alan Stier in connection with their resignation as the Company's board members. The Company valued the common stock based on its stock trading price on the stock issuance date at \$0.65 per share for \$32,500, which was expensed as share-based compensation.

During October 2010, pursuant to a series of securities purchase agreements, the Company sold 66,000 shares of common stock at a purchase price of \$0.30 per share for an aggregate purchase price of \$19,800. In lieu of cash payment for the Shares purchased in the Offering to FEQ, DIT and CGIT, Notes payable to FEQ in the amount of \$10,000 and DIT in the amount of \$6,000 were cancelled and the principal amount outstanding under the Note payable to CGIT was reduced by \$3,800 to \$9,200. After consummation of this transaction these parties became related parties due to the size of their holdings. The foregoing issuances have been adjusted for the reverse stock split (1:150) that occurred in January 2011.

Stock Options

On August 1, 2007, the Company issued a stock option to one of its directors to purchase 250,000 shares of the Company's common stock at \$1.00 per share. The option vested immediately and expired in three years or three months after the individual terminated his affiliation with the Company's Board of Directors. The Director resigned from the Company in September, 2008 and the Options expired in November, 2008. The estimated fair value of the aforementioned option was calculated using the Black-Scholes model. Consequently, the Company recorded a share-based compensation expense of \$194,400 for the year ended September 30, 2007.

The estimated fair value of the aforementioned option was calculated using the Black-Scholes model. Consequently, the Company recorded a share-based compensation expense of \$194,400 for the year ended September 30, 2007.

SYDYS CORPORATION
(A Development Stage Company)
Notes to Financial Statements

In connection with the resignation of the board member on August 25, 2008, all then outstanding options expired on November 25, 2008. As a result, the Company had no options outstanding at September 30, 2011 and 2012, respectively. The foregoing stock option activity has been adjusted for the reverse stock split (1:150) that occurred in January 2011.

NOTE 6 - INCOME TAXES

Deferred income taxes result from the net tax effects of temporary timing differences between the carrying amounts of assets and liabilities reflected on the financial statements and the amounts recognized for income tax purposes. The tax effects of temporary differences and net operating loss carryforwards that give rise to significant portions of deferred tax assets and liabilities are as follows at September 30:

	2012	2011
Deferred tax asset		
Tax benefit arising from net operating loss carryforward	\$ 413,500	\$ 375,500
Deferred compensation	-	-
	<u>413,500</u>	<u>375,000</u>
Less valuation allowance	<u>(413,500)</u>	<u>(375,500)</u>
Net deferred tax asset	<u>\$ -</u>	<u>\$ -</u>

SYDYS CORPORATION
(A Development Stage Company)
Notes to Financial Statements

Income tax benefit (expense) consists of the following at September 30:

	<u>2012</u>	<u>2011</u>
Deferred		
Federal	\$-	\$-
State	-	-
Federal and state benefit of net operating loss carryforward	<u>38,000</u>	<u>42,700</u>
	38,000	42,700
Less (increase) decrease in valuation allowance	<u>(38,000)</u>	<u>(42,700)</u>
	-	-
Income tax benefit	<u>\$ -</u>	<u>\$ -</u>

As of September 30, 2012, the Company had reported net operating loss (“NOL”) carryforwards for tax purposes amounting to approximately \$1,029,000 that may be offset against future taxable income. These NOL carryforwards expire beginning in fiscal 2025 through 2031. However, these carryforwards may be significantly limited due to changes in the ownership of the Company.

Recognition of the benefits of the deferred tax assets will require that the Company generate future taxable income. There can be no assurance that the Company will generate any earnings or any specific level of earning in future years. Therefore, the Company has established a valuation allowance for deferred tax assets (net of liabilities) of approximately \$413,500 and \$375,500 as of September 30, 2012 and 2011, respectively.

The following table presents the principal reasons for the difference between the Company’s effective tax rates and of United States federal statutory income tax rate of 34% at September 30:

	<u>2012</u>	<u>2011</u>
Federal income tax benefit at statutory rate	\$ (29,200)	\$ (32,800)
State income tax benefit (net of effect of federal benefit)	(8,800)	(9,900)
Less permanent difference	-	-
Valuation allowance	<u>38,000</u>	<u>42,700</u>
	-	-
Income tax benefit	<u>\$ -</u>	<u>\$ -</u>
	0%	0%
Effective Income Tax Rate	<u>0%</u>	<u>0%</u>

NOTE 7 – RELATED PARTY TRANSACTION

For the years ended September 30, 2012 and 2011, the Company incurred rent expense of \$6,900 and \$6,900, respectively, for office space provided by its sole officer.

For the years ended September 30, 2012 and 2011, the Company issued promissory notes to FEQ Farms LLC, DIT Holdings, LLC, FEQ Realty LLC, and Capital Growth Investment Trust, stockholders of the Company, for advances to the Company to meet its working capital needs. Refer to Note 4 – Notes Payable for additional disclosure. After consummation of the transaction described below in October 2010, these parties became related parties due to the size of their holdings.

SYDYS CORPORATION
(A Development Stage Company)
Notes to Financial Statements

In October 2010, the Company issued 66,000 shares of its common stock for the cancellation of notes payable to FEQ Farms LLC and DIT Holdings, LLC and reduction in a note payable to Capital Growth Investment Trust. Refer to Note 5 – Capital Stock for additional disclosure.

NOTE 8 - SUPPLEMENTAL CASH FLOW INFORMATION

No amounts were paid for taxes or interest during the year ended September 30, 2012 and 2011. The non-cash financing activities of issuance of stock for cancellation of notes payable is disclosed in Note 5 – Capital Stock and Note 4 – Notes Payable.

NOTE 9 – SUBSEQUENT EVENTS NOT DISCLOSED ELSEWHERE

In November 2012, the Company received gross proceeds of \$14,000 from the sale of a promissory Note in the same principal amount to Capital Growth Investment Trust. The Note is due on demand and bears interest at the rate of 3.25% per annum.

EXHIBIT INDEX

Exhibit No.	Exhibit
21.1	Subsidiaries of the Company
31.1	Certification of Chief Executive Officer and Chief Financial Officer of the Company required by Rule 13a-14(a) under the Securities Exchange Act of 1934, as amended.
32.1	Certification of Chief Executive Officer and Chief Financial Officer of the Company Pursuant to 18 USC Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

Subsidiaries

Sydys Acquisition Corp., a Delaware corporation

Certification

I, Kenneth J. Koock, certify that:

1. I have reviewed this Annual Report on Form 10-K of Sydys Corporation (the “company”);
Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
2. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the company as of, and for, the periods presented in this report;
3. As the company's sole certifying officer, 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 company and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under my supervision, to ensure that material information relating to the company, including its consolidated subsidiaries, is made known to me by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under my supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the company’s disclosure controls and procedures and presented in this report my conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the company’s internal control over financial reporting that occurred during the company’s most recent fiscal quarter (the company’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the company’s internal control over financial reporting; and
4. As the company's sole certifying officer, I have disclosed, based on my most recent evaluation of internal control over financial reporting, to the company’s auditors and the audit committee of the company’s board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the company’s ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the company’s internal control over financial reporting.

By: /s/ Kenneth J. Koock
Kenneth J. Koock
Chief Executive Officer and Chief Financial
Officer

Date: January 11, 2013

**Certifications Pursuant to
Section 906 of the Sarbanes-Oxley Act of 2002
(18 U.S.C. Section 1350)**

In connection with the Annual Report of Sydys Corporation (the “Company”) on Form 10-K for the fiscal year ended September 30, 2011, as filed with the Securities and Exchange Commission (the “report”), I, Kenneth J. Kooch, Chief Executive Officer and Chief Financial Officer of the Company, do hereby certify, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. § 1350), that to my knowledge:

- (1) the report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) the information contained in the report fairly presents, in all material respects, the financial condition and results of operations of the Company.

By: /s/ Kenneth J. Kooch
Kenneth J. Kooch
Chief Executive Officer and Chief Financial
Officer

Date: January 11, 2013

**INCOME TAXES (Detail
Textuals) (USD \$)**

12 Months Ended

Sep. 30, 2012

**Sep. 30,
2011**

Operating Loss Carryforwards

\$ 1,029,000

Operating Loss Carryforwards,
Expiration Dates

These NOL carryforwards expire beginning in fiscal 2025
through 2031.

Less: Valuation allowance

\$ (413,500)

\$
(375,500)

**SUMMARY OF
SIGNIFICANT
ACCOUNTING POLICIES**

12 Months Ended

Sep. 30, 2012

[Accounting Policies](#)

[\[Abstract\]](#)

[Business Description and
Basis of Presentation \[Text
Block\]](#)

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The accompanying financial statements have been prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America ("US GAAP") and have been prepared on a going concern basis, which contemplates the realization of assets and satisfaction of liabilities in the normal course of business.

Development Stage Enterprise

The Company has been devoting most of its efforts to raising capital and developing a business plan and, consequently, meets the definition of a Development Stage Enterprise, under the Accounting Standards Codification "Accounting and Reporting for Development Stage Enterprises." Certain additional financial information is required to be included in the financial statements for the period from inception of the Company to the current balance sheet date.

Use of Estimates

The preparation of financial statements in conformity with US GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amount of revenues and expenses during the reporting year. Actual results could differ from those estimates.

Cash and Cash Equivalents

Cash and cash equivalents include cash on hand. The Company considers all highly liquid investments with an original maturity of 90 days or less at the time of purchase to be cash equivalents.

Segment Information

The Company has determined it has one reportable operating segment as defined by the Accounting Standards Codification, "Disclosures about Segments of an Enterprise and Related Information".

Income Taxes

Deferred income taxes are reported for timing differences between items of income or expense reported in the financial statements and those reported for income tax purposes in accordance with the Accounting Standards Codification, "Accounting for Income Taxes", which requires the use of the asset/liability method of accounting for income taxes. Deferred income taxes and tax benefits are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases, and for tax loss and credit carryforwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The Company provides for deferred taxes for the estimated future tax effects attributable to temporary differences and carryforwards when realization is more likely than not.

Loss per Share

Loss per common share is calculated in accordance with the Accounting Standards Codification, “Earnings per Share.” Basic loss per common share is computed by dividing net loss attributable to common shareholders by the weighted average number of common shares outstanding. Diluted loss per share is computed similarly to basic loss per share except that the denominator is increased to include the number of additional common shares that would have been outstanding if potentially dilutive common shares had been issued and if the additional common shares were dilutive. Shares associated with stock options are not included because their inclusion would be antidilutive (i.e., reduce the net loss per share).

Share-Based Compensation

The Company follows the provisions of the Accounting Standards Codification, “Share-Based Payment” which requires that compensation cost relating to share-based payment transactions be recognized under fair value accounting and recorded in the financial statements. The cost is measured at the grant date, based on the calculated fair value of the award, and is recognized as an expense over the employee’s requisite service period (generally the vesting of the equity award).

The fair value of the stock option award is estimated on the date of grant using the Black-Scholes option pricing model. Expected volatility is based on an average of historical volatility of common stock prices of the Company or its peer companies where there is a lack of relevant volatility information of the Company for the length of the expected term. The expected term is derived from estimates and represents the period of time that the stock option granted is expected to be outstanding. The Company uses historical data to estimate option exercises and employee terminations within the valuation model. The risk-free rate for the expected term is the yield on the zero-coupon U.S. Treasury security with a term comparable to the expected term of the option. The Company does not include an estimated dividend yield since it has not paid dividends on its common stock historically.

Accounting Changes and Recent Accounting Pronouncements

In July 2012, the Financial Accounting Standards Board (FASB) updated the guidance within ASC 350, *Intangibles — Goodwill and Other*. The update gives companies the option to first perform a qualitative assessment to determine whether it is more likely than not (> 50% likelihood) that an indefinite-lived intangible asset is impaired. If a company concludes that this is the case, then a quantitative test for impairment must still be performed. Otherwise, a company does not need to perform a quantitative test. An entity also has the option to bypass the qualitative assessment for any indefinite-lived intangible asset in any period and proceed directly to performing the quantitative impairment test. An entity will be able to resume performing the qualitative assessment in any subsequent period. The updated guidance is effective for annual and interim impairment tests performed for fiscal years beginning after September 15, 2012, with early adoption permitted if a company’s financial statements have not yet been issued. As allowed, the Company early adopted the new provisions of this accounting standard for its annual indefinite-lived intangible asset test performed for fiscal 2012, but elected to continue testing these assets using a quantitative analysis. The testing procedures and results are described under Goodwill and Other Intangibles on page 39.

In December 2011, the FASB updated the guidance within ASC 210, *Balance Sheet*. The update enhances disclosures related to the offsetting of certain assets and liabilities to enable users of financial statements to understand the effect of those arrangements on financial position. The updated guidance is effective for annual reporting periods beginning on or after January 1, 2013, and interim periods within those annual periods. The Company will adopt the new provisions of this accounting standard at the beginning of fiscal year 2014, and adoption is not expected to have a material impact on the consolidated financial statements.

In June 2011, the FASB updated the guidance within ASC 220, *Comprehensive Income*. The update eliminates the option for companies to report other comprehensive income and its related

components in the Statement of Changes in Stockholders' Equity. Instead, companies have the option to present total comprehensive income, the components of net income, and the components of other comprehensive income either in a single continuous Statement of Comprehensive Income or in two separate but consecutive statements. The updated guidance is to be applied retrospectively, and is effective for fiscal years, and interim periods within those years, beginning after December 15, 2011, with early adoption permitted. The Company early adopted the new provisions of this accounting standard during the fourth quarter of fiscal 2012, and adoption did not have a material impact on the consolidated financial statements, as it relates to presentation only.

In May 2011, the FASB updated the guidance within ASC 820, *Fair Value Measurements and Disclosures*. The update amended and clarified current fair value measurement guidance, and required additional disclosures. The most significant disclosure requirement relates to quantitative information about the unobservable inputs used in a fair value measurement that is categorized within Level 3 of the fair value hierarchy. The updated guidance is effective for interim and annual periods beginning after December 15, 2011, and early adoption was not permitted. Accordingly, the Company adopted the new provisions of this accounting standard in the second quarter of fiscal 2012, and adoption did not have a material impact on the consolidated financial statements.

**DESCRIPTION OF
BUSINESS**

**12 Months Ended
Sep. 30, 2012**

[Organization, Consolidation
and Presentation Of
Financial Statements](#)

[\[Abstract\]](#)

[Nature of Operations \[Text
Block\]](#)

NOTE 1 - DESCRIPTION OF BUSINESS

Sydys Corporation is a Nevada corporation incorporated on February 9, 2004 and based in Lebanon, New Jersey. The Company's fiscal year end is September 30.

The Company was formed for the purpose of engaging in the on-line advertising business. The Company has been unable to execute its business plan, and has exited the online advertising business. The Company is now considered a shell corporation under applicable rules of the Securities Exchange Commission.

On May 10, 2006, the Company's former management team and board of directors resigned and sold all of their shares of common stock to Kenneth Kooock, the sole executive officer and a director of the Company, which resulted in a change of control.

On August 25, 2008, the Company received the resignation of both Darren Breitreuz and Alan Stier as the Company's board members. The board now consists of Kenneth J. Kooock and Scotty D. Cook.

Condensed Balance Sheets
(USD \$)

	Sep. 30,	Sep. 30,
	2012	2011
<u>ASSETS</u>		
<u>Cash and cash equivalents</u>	\$ 2,792	\$ 848
<u>Total current assets</u>	2,792	848
<u>LIABILITIES AND STOCKHOLDERS' DEFICIT</u>		
<u>Accounts payable and accrued expenses</u>	212,305	150,983
<u>Accrued rent - related party</u>	27,868	25,875
<u>Accrued interest - related party</u>	4,214	45
<u>Notes payable - related party</u>	97,200	68,200
<u>Notes payable</u>	3,300	3,300
<u>Total current liabilities</u>	344,887	248,403
<u>Commitments and contingencies</u>		
<u>Stockholders' deficit</u>		
<u>Preferred stock; \$.001 par value; 20,000,000 shares authorized; and 0 issued and outstanding at September 30, 2012 and 2011</u>	0	0
<u>Common stock; \$.001 par value; 100,000,000 shares authorized; and 211,201 issued and outstanding at September 30, 2012 and 2011, respectively</u>	211	211
<u>Additional paid-in capital</u>	913,869	913,869
<u>Deficit accumulated in the development stage</u>	(1,256,175)	(1,161,635)
<u>Total stockholders' deficit</u>	(342,095)	(247,555)
<u>Total liabilities and stockholders' deficit</u>	\$ 2,792	\$ 848

**Statements of Stockholders'
Equity (Deficit)
[Parenthetical] (USD \$)**

Oct. 31, 2010 Sep. 30, 2006

<u>Share Price</u>	\$ 0.30	
<u>Cancellation of common stock issued, per share</u>		0.90
<u>Debt Instrument, Convertible, Conversion Price</u>	\$ 0.30	

INCOME TAXES (Details)
(USD \$)

Sep. 30, 2012 Sep. 30, 2011

Deferred tax asset

<u>Tax benefit arising from net operating loss carryforward</u>	\$ 413,500	\$ 375,500
<u>Deferred compensation</u>	0	0
<u>Deferred Tax Assets, Gross</u>	413,500	375,000
<u>Less: Valuation allowance</u>	(413,500)	(375,500)
<u>Net deferred tax asset</u>	\$ 0	\$ 0

INCOME TAXES (Details 2)
(USD \$)

	12 Months Ended	
	Sep. 30, 2012	Sep. 30, 2011
<u>Federal income tax benefit at statutory rate</u>	\$ (29,200)	\$ (32,800)
<u>State income tax benefit (net of effect of federal benefit)</u>	(8,800)	(9,900)
<u>Less permanent difference</u>	0	0
<u>Valuation allowance</u>	38,000	42,700
<u>Income tax benefit</u>	\$ 0	\$ 0
<u>Effective Income Tax Rate</u>	0.00%	0.00%

Condensed Statements of Cash Flows (USD \$)	12 Months Ended		104 Months Ended
	Sep. 30, 2012	Sep. 30, 2011	Sep. 30, 2012
<u>Cash flows from operating activities</u>			
Net Loss	\$ (94,540)	\$ (107,261)	
<u>Adjustments to reconcile net loss to net cash used in operating activities:</u>			
<u>Share-based compensation</u>	0	0	226,900
<u>Bad debt expense</u>		0	125,000
<u>Changes in assets and liabilities:</u>			
<u>Accounts payable and accrued expenses</u>	67,484	28,133	236,467
<u>Net cash used in operating activities</u>	(27,056)	(79,128)	(667,808)
<u>Cash flows from investing activities</u>			
<u>Collection on note receivable</u>	0	0	1,010,000
<u>Loan made under notes receivable</u>	0	0	(1,135,000)
<u>Net cash provided by (used in) investing activities</u>	0	0	(125,000)
<u>Cash flows from financing activities</u>			
<u>Proceeds from note payable</u>	0	0	12,800
<u>Proceeds from note payable - related party</u>	29,000	79,500	110,047
<u>Repayment of note payable</u>	0	0	(1,000)
<u>Repayment of note payable - related party</u>	0	0	(1,547)
<u>Issuance of common stock, net of offering costs</u>	0	0	908,440
<u>Cancellation of common stock, net of refunded offering costs</u>	0	0	(233,140)
<u>Net cash provided by financing activities</u>	29,000	79,500	795,600
<u>Net (decrease) increase in cash and cash equivalents</u>	1,944	372	2,792
<u>Cash and cash equivalents, beginning of year</u>	848	476	0
<u>Cash and cash equivalents, end of year</u>	\$ 2,792	\$ 848	\$ 2,792

Condensed Balance Sheets
(Parenthetical) (USD \$)

Sep. 30, 2012 Sep. 30, 2011

<u>Preferred stock, par value (in dollars per share)</u>	\$ 0.001	\$ 0.001
<u>Preferred stock, shares authorized</u>	20,000,000	20,000,000
<u>Preferred stock, issued</u>	0	0
<u>Preferred stock, outstanding</u>	0	0
<u>Common stock, par value (in dollars per share)</u>	\$ 0.001	\$ 0.001
<u>Common stock, shares authorized</u>	100,000,000	100,000,000
<u>Common stock, issued</u>	211,201	211,201
<u>Common stock, outstanding</u>	211,201	211,201

**SUMMARY OF
SIGNIFICANT
ACCOUNTING POLICIES
(Policies)**

12 Months Ended

Sep. 30, 2012

[Accounting Policies](#)

[\[Abstract\]](#)

[Organization, Consolidation,](#) Basis of Presentation

[Basis of Presentation, Business Description and Accounting Policies](#) [\[Text Block\]](#)
The accompanying financial statements have been prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America (“US GAAP”) and have been prepared on a going concern basis, which contemplates the realization of assets and satisfaction of liabilities in the normal course of business.

[Development Stage Enterprise](#) [\[Policy Text Block\]](#)
Development Stage Enterprise

The Company has been devoting most of its efforts to raising capital and developing a business plan and, consequently, meets the definition of a Development Stage Enterprise, under the Accounting Standards Codification “Accounting and Reporting for Development Stage Enterprises.” Certain additional financial information is required to be included in the financial statements for the period from inception of the Company to the current balance sheet date.

[Use of Estimates, Policy](#) [\[Policy Text Block\]](#)

Use of Estimates

The preparation of financial statements in conformity with US GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amount of revenues and expenses during the reporting year. Actual results could differ from those estimates.

[Cash and Cash Equivalents, Policy](#) [\[Policy Text Block\]](#)

Cash and Cash Equivalents

Cash and cash equivalents include cash on hand. The Company considers all highly liquid investments with an original maturity of 90 days or less at the time of purchase to be cash equivalents.

[Segment Reporting, Policy](#) [\[Policy Text Block\]](#)

Segment Information

The Company has determined it has one reportable operating segment as defined by the Accounting Standards Codification, “Disclosures about Segments of an Enterprise and Related Information”.

[Income Tax, Policy](#) [\[Policy Text Block\]](#)

Income Taxes

Deferred income taxes are reported for timing differences between items of income or expense reported in the financial statements and those reported for income tax purposes in accordance with the Accounting Standards Codification, “Accounting for Income Taxes”, which requires the use of the asset/liability method of accounting for income taxes. Deferred income taxes and tax benefits are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases, and for tax loss and credit carryforwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The Company provides for deferred taxes for the estimated future tax effects attributable to temporary differences and carryforwards when realization is more likely than not.

[Earnings Per Share, Policy](#) [\[Policy Text Block\]](#)

Loss per Share

Loss per common share is calculated in accordance with the Accounting Standards Codification, “Earnings per Share.” Basic loss per common share is computed by dividing net loss attributable to common shareholders by the weighted average number of common shares

outstanding. Diluted loss per share is computed similarly to basic loss per share except that the denominator is increased to include the number of additional common shares that would have been outstanding if potentially dilutive common shares had been issued and if the additional common shares were dilutive. Shares associated with stock options are not included because their inclusion would be antidilutive (i.e., reduce the net loss per share).

[Share-based Compensation
Option and Incentive Plans
Policy \[Policy Text Block\]](#)

Share-Based Compensation

The Company follows the provisions of the Accounting Standards Codification, “Share-Based Payment” which requires that compensation cost relating to share-based payment transactions be recognized under fair value accounting and recorded in the financial statements. The cost is measured at the grant date, based on the calculated fair value of the award, and is recognized as an expense over the employee’s requisite service period (generally the vesting of the equity award).

The fair value of the stock option award is estimated on the date of grant using the Black-Scholes option pricing model. Expected volatility is based on an average of historical volatility of common stock prices of the Company or its peer companies where there is a lack of relevant volatility information of the Company for the length of the expected term. The expected term is derived from estimates and represents the period of time that the stock option granted is expected to be outstanding. The Company uses historical data to estimate option exercises and employee terminations within the valuation model. The risk-free rate for the expected term is the yield on the zero-coupon U.S. Treasury security with a term comparable to the expected term of the option. The Company does not include an estimated dividend yield since it has not paid dividends on its common stock historically.

Accounting Changes and Recent Accounting Pronouncements

[New Accounting
Pronouncements, Policy
\[Policy Text Block\]](#)

In July 2012, the Financial Accounting Standards Board (FASB) updated the guidance within ASC 350, *Intangibles — Goodwill and Other*. The update gives companies the option to first perform a qualitative assessment to determine whether it is more likely than not (> 50% likelihood) that an indefinite-lived intangible asset is impaired. If a company concludes that this is the case, then a quantitative test for impairment must still be performed. Otherwise, a company does not need to perform a quantitative test. An entity also has the option to bypass the qualitative assessment for any indefinite-lived intangible asset in any period and proceed directly to performing the quantitative impairment test. An entity will be able to resume performing the qualitative assessment in any subsequent period. The updated guidance is effective for annual and interim impairment tests performed for fiscal years beginning after September 15, 2012, with early adoption permitted if a company’s financial statements have not yet been issued. As allowed, the Company early adopted the new provisions of this accounting standard for its annual indefinite-lived intangible asset test performed for fiscal 2012, but elected to continue testing these assets using a quantitative analysis. The testing procedures and results are described under Goodwill and Other Intangibles on page 39.

In December 2011, the FASB updated the guidance within ASC 210, *Balance Sheet*. The update enhances disclosures related to the offsetting of certain assets and liabilities to enable users of financial statements to understand the effect of those arrangements on financial position. The updated guidance is effective for annual reporting periods beginning on or after January 1, 2013, and interim periods within those annual periods. The Company will adopt the new provisions of this accounting standard at the beginning of fiscal year 2014, and adoption is not expected to have a material impact on the consolidated financial statements.

In June 2011, the FASB updated the guidance within ASC 220, *Comprehensive Income*. The update eliminates the option for companies to report other comprehensive income and its related components in the Statement of Changes in Stockholders’ Equity. Instead, companies have the option to present total comprehensive income, the components of net income, and the components of other comprehensive income either in a single continuous Statement of Comprehensive Income or in two separate but consecutive statements. The updated guidance is to be applied retrospectively, and is effective for fiscal years, and interim periods within those years,

beginning after December 15, 2011, with early adoption permitted. The Company early adopted the new provisions of this accounting standard during the fourth quarter of fiscal 2012, and adoption did not have a material impact on the consolidated financial statements, as it relates to presentation only.

In May 2011, the FASB updated the guidance within ASC 820, *Fair Value Measurements and Disclosures*. The update amended and clarified current fair value measurement guidance, and required additional disclosures. The most significant disclosure requirement relates to quantitative information about the unobservable inputs used in a fair value measurement that is categorized within Level 3 of the fair value hierarchy. The updated guidance is effective for interim and annual periods beginning after December 15, 2011, and early adoption was not permitted. Accordingly, the Company adopted the new provisions of this accounting standard in the second quarter of fiscal 2012, and adoption did not have a material impact on the consolidated financial statements.

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

**12 Months Ended
Sep. 30, 2012**

Jan. 11, 2013 Mar. 31, 2012

Document Information [Line Items]

<u>Entity Registrant Name</u>	SYDYS CORP	
<u>Entity Central Index Key</u>	0001309141	
<u>Current Fiscal Year End Date</u>	--09-30	
<u>Entity Filer Category</u>	Smaller Reporting Company	
<u>Trading Symbol</u>	SYYC	
<u>Entity Common Stock Shares Outstanding</u>		211,201
<u>Document Type</u>	10-K	
<u>Amendment Flag</u>	false	
<u>Document Period End Date</u>	Sep. 30, 2012	
<u>Document Fiscal Period Focus</u>	FY	
<u>Document Fiscal Year Focus</u>	2012	
<u>Entity Well-Known Seasoned Issuer</u>	No	
<u>Entity Voluntary Filers</u>	No	
<u>Entity Current Reporting Status</u>	Yes	
<u>Entity Public Float</u>		\$ 130,860

INCOME TAXES (Tables)

**12 Months Ended
Sep. 30, 2012**

[Income Tax Disclosure \[Abstract\]](#)

[Schedule of Deferred Tax Assets and Liabilities \[Table Text Block\]](#)

The tax effects of temporary differences and net operating loss carryforwards that give rise to significant portions of deferred tax assets and liabilities are as follows at September 30:

	<u>2012</u>	<u>2011</u>
Deferred tax asset		
Tax benefit arising from net operating loss carryforward	\$ 413,500	\$ 375,500
Deferred compensation	-	-
	<u>413,500</u>	<u>375,000</u>
Less valuation allowance	<u>(413,500)</u>	<u>(375,500)</u>
Net deferred tax asset	\$ -	\$ -

[Schedule of Components of Income Tax Expense \(Benefit\) \[Table Text Block\]](#)

Income tax benefit (expense) consists of the following at September 30:

	<u>2012</u>	<u>2011</u>
Deferred		
Federal	\$-	\$-
State	-	-
Federal and state benefit of net operating loss carryforward	<u>38,000</u>	<u>42,700</u>
	<u>38,000</u>	<u>42,700</u>
Less (increase) decrease in valuation allowance	<u>(38,000)</u>	<u>(42,700)</u>
Income tax benefit	\$ -	\$ -

[Schedule of Effective Income Tax Rate Reconciliation \[Table Text Block\]](#)

The following table presents the principal reasons for the difference between the Company's effective tax rates and of United States federal statutory income tax rate of 34% at September 30:

	<u>2012</u>	<u>2011</u>
Federal income tax benefit at statutory rate	\$ (29,200)	\$ (32,800)
State income tax benefit (net of effect of federal benefit)	(8,800)	(9,900)
Less permanent difference	-	-
Valuation allowance	<u>38,000</u>	<u>42,700</u>
Income tax benefit	\$ -	\$ -
Effective Income Tax Rate	<u>0%</u>	<u>0%</u>

Condensed Statements of Operations (USD \$)	12 Months Ended		104 Months Ended
	Sep. 30, 2012	Sep. 30, 2011	Sep. 30, 2012
<u>Revenues</u>	\$ 0	\$ 0	\$ 210
<u>Costs of goods sold</u>	0	0	150
<u>Gross profit</u>	0	0	60
<u>Operating expenses</u>			
<u>Accounting and legal fees</u>	34,440	54,273	574,853
<u>Consulting fees - related party</u>		0	8,349
<u>Consulting fees</u>	36,000	36,000	224,500
<u>Share based compensation</u>		0	226,900
<u>Bad debt expense</u>		0	125,000
<u>Rent expense - related party</u>	6,900	6,900	32,775
<u>General and administrative</u>	12,834	9,858	69,716
<u>Total operating expenses</u>	90,174	107,031	1,262,093
<u>Loss from operations</u>	(90,174)	(107,031)	(1,262,033)
<u>Other income (expense)</u>			
<u>Interest income</u>	0	0	10,676
<u>Interest expense</u>	(198)	(198)	(618)
<u>Interest expense - related party</u>	(4,168)	(32)	(4,200)
<u>Total other income (expense)</u>	(4,366)	(230)	5,858
<u>Net loss</u>	\$ (94,540)	\$ (107,261)	
<u>Basic and diluted loss per common share</u>	\$ (0.45)	\$ (0.52)	\$ 0
<u>Basic and diluted Weighted average number of common shares outstanding</u>	211,201	206,103	

CAPITAL STOCK

**12 Months Ended
Sep. 30, 2012**

[Capital Stock \[Abstract\]](#)
[Stockholders' Equity Note](#)
[Disclosure \[Text Block\]](#)

NOTE 5 - CAPITAL STOCK

Authorized Stock

The Company was originally authorized to issue 100,000,000 common shares with a par value of \$0.001 per share. Each common share entitles the holder to one vote, in person or proxy, on any matter on which action of the stockholders of the corporation is sought. On April 16, 2007, the Company effected a one-for-three reverse split of its common stock. As a result of the reverse split, there are 33,333,333 shares of common stock authorized for issuance. In January 2011, the Company effected a one for one-hundred-fifty reverse split of its common stock. As a result of the reverse stock split there are 222,223 shares of common stock authorized for issuance. The financial statements of the Company have reflected the most recent reverse split as if it occurred at the date of inception.

At a special meeting of shareholders held in March 2011, resolutions were passed that 1) amended the Company's Articles of Incorporation to increase the authorized shares of common stock for issuances to 100,000,000 from 222,223, and 2) amended the Company's Articles of Incorporation to authorize 20,000,000 shares of preferred stock.

Share Cancellations

In November 2006 and January 2007, three of the participants in the Company's June and July 2006 private placement offering surrendered a total of 1,786 shares of common stock to the Company for cancellation, which the Company repurchased for \$241,300, the approximate amount originally paid for the stock. As a result of the foregoing, \$8,160 of broker fees were refunded to the Company. The foregoing cancellations have been adjusted for the reverse stock split (1:150) that occurred in January 2011.

Stock Issuance

On August 25, 2008, the Company issued an aggregate of 50,000 shares of its common stock to Darren Breitkreuz and Alan Stier in connection with their resignation as the Company's board members. The Company valued the common stock based on its stock trading price on the stock issuance date at \$0.65 per share for \$32,500, which was expensed as share-based compensation.

During October 2010, pursuant to a series of securities purchase agreements, the Company sold 66,000 shares of common stock at a purchase price of \$0.30 per share for an aggregate purchase price of \$19,800. In lieu of cash payment for the Shares purchased in the Offering to FEQ, DIT and CGIT, Notes payable to FEQ in the amount of \$10,000 and DIT in the amount of \$6,000 were cancelled and the principal amount outstanding under the Note payable to CGIT was reduced by \$3,800 to \$9,200. After consummation of this transaction these parties became related parties due to the size of their holdings. The foregoing issuances have been adjusted for the reverse stock split (1:150) that occurred in January 2011.

Stock Options

On August 1, 2007, the Company issued a stock option to one of its directors to purchase 250,000 shares of the Company's common stock at \$1.00 per share. The option vested immediately and expired in three years or three months after the individual terminated his affiliation with the Company's Board of Directors. The Director resigned from the Company in September, 2008 and the Options expired in November, 2008. The estimated fair value of the aforementioned option was calculated using the Black-Scholes model. Consequently, the Company recorded a share-based compensation expense of \$194,400 for the year ended September 30, 2007.

The estimated fair value of the aforementioned option was calculated using the Black-Scholes model. Consequently, the Company recorded a share-based compensation expense of \$194,400 for the year ended September 30, 2007.

In connection with the resignation of the board member on August 25, 2008, all then outstanding options expired on November 25, 2008. As a result, the Company had no options outstanding at September 30, 2011 and 2012, respectively. The foregoing stock option activity has been adjusted for the reverse stock split (1:150) that occurred in January 2011.

NOTES PAYABLE

**12 Months Ended
Sep. 30, 2012**

[Debt Disclosure \[Abstract\]](#)

[Debt Disclosure \[Text Block\]](#)

NOTE 4 – NOTES PAYABLE

In September, 2009, the Company issued a convertible note (the “Note”) in the amount of \$3,300, with a six percent interest rate per annum. The principle is due on the earlier of (1) the completion of 15:1 reverse split of the Company’s common stock and the completion of an equity financing by the Company of a minimum of \$100,000 or (2) one year from the date of the note. The note may be converted at the request of the Lender at the per share purchase price, subject to adjustment, upon the completion of an equity financing as described above. The Note has not been paid and is in default.

Between August 2010 and October 2010, we issued promissory notes (collectively, the “Notes”) in the principal amounts of \$10,000, \$13,000, \$6,000 and \$2,500 to FEQ Farms, LLC (“FEQ”), Capital Growth Investment Trust (“CGIT”), DIT Equity Holdings, LLC (“DIT”), and RMS Advisors, Inc. (“RMS”), respectively. The Notes accrue interest annually at a rate of 3.25% and are payable upon demand by the lenders.

During October 2010, pursuant to a series of securities purchase agreements, we sold 66,000 shares of common stock at a purchase price of \$0.30 per share for an aggregate purchase price of \$19,800. In lieu of cash payment for the Shares purchased in the Offering to FEQ, DIT and CGIT, Notes payable to FEQ in the amount of \$10,000 and DIT in the amount of \$6,000 were cancelled and the principal amount outstanding under a Note payable to CGIT was reduced by \$3,800 to \$9,200. The foregoing issuances have been adjusted for the reverse stock split (1:150) that occurred in January 2011.

During November 2010, the Company issued a promissory note to Capital Growth Investment Trust in the amount of \$1,000. The note accrues interest at the annual rate of 3.25% and was payable on November 30, 2011, or upon demand. The maturity was extended on November 30, 2011 to upon completion of an equity raise or upon demand. The note holder is a related party.

During December 2010, the Company issued promissory notes (collectively the “December Notes”) in the principal amounts of \$5,500 and \$8,500, to FEQ Realty, LLC (“FEQR”) and CGIT. The December Notes accrue interest at the annual rate of 3.25%. The FEQR notes are payable upon demand and the CGIT notes are payable on November 30, 2011 or upon demand. The CGIT notes were extended on November 30, 2011 to upon completion of an equity raise or upon demand. The note holders are related parties.

During January 2011, the Company issued a promissory note to RMS in the amount of \$10,000. The note accrues interest at the annual rate of 3.25% and is payable upon demand. In February and March 2011, the Company issued promissory notes to CGIT totaling \$12,500, which are due on demand. The notes accrue interest at 3.25% per annum. The note holders are related parties except for RMS.

During May 2011, the Company issued a promissory note to RMS in the amount of \$6,000. The note is due on demand and accrues interest at the annual rate of 3.25%.

During July 2011, the Company issued promissory notes in the principle amounts of \$3,000 to RMS and \$10,000 to FEQR, a related party. The notes accrue interest at the annual rate of 3.25% and are payable on demand.

During October 2011, the Company issued promissory notes in the amount of \$2,000 to FEQR and \$2,000 to RMS. The notes accrue interest at the annual rate of 3.25% and are due upon demand.

On November 30, 2011, CGIT extended the maturity date of four promissory notes from November 30, 2011 or upon demand to until completion of an equity raise or upon demand.

In January 2012, the Company issued a promissory note in the amount of \$3,000 to RMS. The note accrues interest at 3.25% per annum and is due on demand.

In May 2012, the Company issued two promissory notes in the aggregate amount of \$10,000 to CGIT. Both notes accrue interest at 3.25% per annum and are due on demand.

In August 2012, we issued two promissory notes to CGIT in the aggregate principal amount of \$12,000. The notes accrue interest at 3.25% per annum and are due on demand.

In November 2012, we issued one promissory note to CGIT in the principal amount of \$14,000. The note accrues interest at 3.25% per annum and is due on demand.

The weighted average interest rate on the Company's Notes Payable is 3.3% and the average outstanding balance was \$86,000.

INCOME TAXES (Details 1)
(USD \$)

12 Months Ended
Sep. 30, 2012 Sep. 30, 2011

Deferred

<u>Federal</u>	\$ 0	\$ 0
<u>State</u>	0	0
<u>Federal and state benefit of net operating loss carryforward</u>	38,000	42,700
<u>Deferred Income Tax Expense (Benefit)</u>	38,000	42,700
<u>Less (increase) decrease in valuation allowance</u>	(38,000)	(42,700)
<u>Income tax benefit</u>	\$ 0	\$ 0

**GOING CONCERN (Details
Textual) (USD \$)**

Sep. 30, 2012 Sep. 30, 2011

Deficit accumulated in the development stage \$ 1,256,175 \$ 1,161,635

**SUPPLEMENTAL CASH
FLOW INFORMATION**

**12 Months Ended
Sep. 30, 2012**

[Supplemental Cash Flow
Information \[Abstract\]](#)

[Cash Flow, Supplemental
Disclosures \[Text Block\]](#)

NOTE 8 - SUPPLEMENTAL CASH FLOW INFORMATION

No amounts were paid for taxes or interest during the year ended September 30, 2012 and 2011. The non-cash financing activities of issuance of stock for cancellation of notes payable is disclosed in Note 5 – Capital Stock and Note 4 – Notes Payable.

INCOME TAXES

**12 Months Ended
Sep. 30, 2012**

[Income Tax Disclosure](#)

[\[Abstract\]](#)

[Income Tax Disclosure \[Text Block\]](#)

NOTE 6 - INCOME TAXES

Deferred income taxes result from the net tax effects of temporary timing differences between the carrying amounts of assets and liabilities reflected on the financial statements and the amounts recognized for income tax purposes. The tax effects of temporary differences and net operating loss carryforwards that give rise to significant portions of deferred tax assets and liabilities are as follows at September 30:

	<u>2012</u>	<u>2011</u>
Deferred tax asset		
Tax benefit arising from net operating loss carryforward	\$ 413,500	\$ 375,500
Deferred compensation	-	-
	<u>413,500</u>	<u>375,000</u>
Less valuation allowance	<u>(413,500)</u>	<u>(375,500)</u>
Net deferred tax asset	<u>\$ -</u>	<u>\$ -</u>

Income tax benefit (expense) consists of the following at September 30:

	<u>2012</u>	<u>2011</u>
Deferred		
Federal	\$-	\$-
State	-	-
Federal and state benefit of net operating loss carryforward	<u>38,000</u>	<u>42,700</u>
	<u>38,000</u>	<u>42,700</u>
Less (increase) decrease in valuation allowance	<u>(38,000)</u>	<u>(42,700)</u>
Income tax benefit	<u>\$ -</u>	<u>\$ -</u>

As of September 30, 2012, the Company had reported net operating loss (“NOL”) carryforwards for tax purposes amounting to approximately \$1,029,000 that may be offset against future taxable income. These NOL carryforwards expire beginning in fiscal 2025 through 2031. However, these carryforwards may be significantly limited due to changes in the ownership of the Company.

Recognition of the benefits of the deferred tax assets will require that the Company generate future taxable income. There can be no assurance that the Company will generate any earnings or any specific level of earning in future years. Therefore, the Company has established a valuation allowance for deferred tax assets (net of liabilities) of approximately \$413,500 and \$375,500 as of September 30, 2012 and 2011, respectively.

The following table presents the principal reasons for the difference between the Company’s effective tax rates and of United States federal statutory income tax rate of 34% at September 30:

	<u>2012</u>	<u>2011</u>
Federal income tax benefit at statutory rate	\$ (29,200)	\$ (32,800)

State income tax benefit (net of effect of federal benefit)	(8,800)	(9,900)
Less permanent difference	-	-
Valuation allowance	<u>38,000</u>	<u>42,700</u>
Income tax benefit	<u>\$ -</u>	<u>\$ -</u>
Effective Income Tax Rate	<u>0%</u>	<u>0%</u>

**RELATED PARTY
TRANSACTION**

**12 Months Ended
Sep. 30, 2012**

[Related Party Transactions](#)

[\[Abstract\]](#)

[Related Party Transactions
Disclosure \[Text Block\]](#)

NOTE 7 – RELATED PARTY TRANSACTION

For the years ended September 30, 2012 and 2011, the Company incurred rent expense of \$6,900 and \$6,900, respectively, for office space provided by its sole officer.

For the years ended September 30, 2012 and 2011, the Company issued promissory notes to FEQ Farms LLC, DIT Holdings, LLC, FEQ Realty LLC, and Capital Growth Investment Trust, stockholders of the Company, for advances to the Company to meet its working capital needs. Refer to Note 4 – Notes Payable for additional disclosure. After consummation of the transaction described below in October 2010, these parties became related parties due to the size of their holdings.

In October 2010, the Company issued 66,000 shares of its common stock for the cancellation of notes payable to FEQ Farms LLC and DIT Holdings, LLC and reduction in a note payable to Capital Growth Investment Trust. Refer to Note 5 – Capital Stock for additional disclosure.

**SUBSEQUENT EVENTS
NOT DISCLOSED
ELSEWHERE**

12 Months Ended

Sep. 30, 2012

[Subsequent Events](#)

[\[Abstract\]](#)

[Subsequent Events \[Text](#)

[Block\]](#)

NOTE 9 – SUBSEQUENT EVENTS NOT DISCLOSED ELSEWHERE

In November 2012, the Company received gross proceeds of \$14,000 from the sale of a promissory Note in the same principal amount to Capital Growth Investment Trust. The Note is due on demand and bears interest at the rate of 3.25% per annum.

CAPITAL STOCK (Detail Textuals) (USD \$)	0 Months Ended			1 3 Months Ended		12 Months Ended		104 Months Ended		Mar. 31, 2011	Dec. 31, 2010	Aug. 25, 2008	Aug. 01, 2007	Apr. 16, 2007	Jul. 31, 2006	Jun. 30, 2006
	1 Months Ended	Jan. 31, 2011	Aug. 31, 2008	Nov. 30, 2006	Oct. 31, 2012	Oct. 31, 2010	Sep. 30, 2011	Sep. 30, 2007	Sep. 30, 2012							
Common stock, shares authorized	222,223					100,000,000		100,000,000			100,000,000				33,333,333	
Common stock, par value						\$ 0.001		\$ 0.001			\$ 0.001					
Preferred stock, shares authorized						20,000,000		20,000,000	20,000,000							
Stock Repurchased During Period, Shares			1,786													
Stock Repurchased During Period, Value			\$ 241,300													
Floor Brokerage, Exchange and Clearance Fees			8,160													
Common stock, issued Share Price					66,000	211,201		211,201			50,000					\$ 0.90
Share based compensation Common stock value		32,500				0		194,400	226,900							\$ 0.90
Notes Payable								86,000								
Share-based Compensation Arrangement by Share-based Payment Award, Number of Shares Authorized													250,000			
Stockholders' Equity, Reverse Stock Split	(1:150)			(1:150)	(1:150)											
Feq [Member] Notes Payable						10,000										
Dit [Member] Notes Payable						6,000										
Cgit [Member] Maximum [Member] Notes Payable						9,200										
Cgit [Member] Minimum [Member] Notes Payable						\$ 3,800										

RELATED PARTY TRANSACTION (Detail Textuals) (USD \$)	12 Months Ended			
	Sep. 30, 2012	Sep. 30, 2011	Oct. 31, 2010	Aug. 25, 2008
Payments for Rent	\$ 6,900	\$ 6,900		
Common stock, issued	211,201	211,201	66,000	50,000

Statements of Stockholders' Equity (Deficit) (USD \$)	Common Stock [Member]	Additional Paid-In Capital [Member]	Accumulated Deficit During Development Stage [Member]	Total
<u>Balance at Feb. 08, 2004</u>	\$ 12	\$ 2,988	\$ 0	\$ 3,000
<u>Balance (in shares) at Feb. 08, 2004</u>	12,000			
<u>Issuance of common stock for cash (in shares)</u>	46,800			
<u>Issuance of common stock for cash</u>	47	11,653	0	11,700
<u>Net Loss</u>	0	0	(5,149)	(5,149)
<u>Balance at Sep. 30, 2004</u>	59	141,641	(5,149)	9,551
<u>Balance (in shares) at Sep. 30, 2004</u>	58,800			
<u>Issuance of common stock for cash (in shares)</u>	81,200			
<u>Issuance of common stock for cash</u>	81	61,419	0	61,500
<u>Net Loss</u>	0	0	(42,886)	(42,886)
<u>Balance at Sep. 30, 2005</u>	140	76,060	(48,035)	28,165
<u>Balance (in shares) at Sep. 30, 2005</u>	140,000			
<u>Issuance of common stock for cash (in shares)</u>	6,637			
<u>Issuance of common stock for cash</u>	7	895,993	0	896,000
<u>Offering costs on private offering for issuance of common stock</u>	0	(71,680)	0	(71,680)
<u>Cancellation of common stock issued in 2006 private offering at \$0.90 per share</u>	(2)	(241,298)	0	(241,300)
<u>Cancellation of common stock issued in 2006 private offering at \$0.90 per share (in shares)</u>	(1,786)			
<u>Refund of offering costs as a result of cancellation of common stock issued in 2006 private offering</u>	0	8,160	0	8,160
<u>Net Loss</u>	0	0	(185,356)	(185,356)
<u>Balance at Sep. 30, 2006</u>	147	900,373	(233,391)	667,129
<u>Balance (in shares) at Sep. 30, 2006</u>	146,637			
<u>Cancellation of common stock issued in 2006 private offering at \$0.90 per share</u>	(2)	(241,298)	0	(241,300)
<u>Cancellation of common stock issued in 2006 private offering at \$0.90 per share (in shares)</u>	(1,786)			
<u>Refund of offering costs as a result of cancellation of common stock issued in 2006 private offering</u>	0	8,160	0	8,160
<u>Issuance of stock option to a board director during August 2007</u>	0	194,400	0	194,400
<u>Net Loss</u>	0	0	(538,703)	(538,703)
<u>Balance at Sep. 30, 2007</u>	145	861,635	(772,094)	89,686
<u>Balance (in shares) at Sep. 30, 2007</u>	144,851			
<u>Issuance of common stock for cash (in shares)</u>	0			
<u>Issuance of common stock for cash</u>	0	0	0	0
<u>Issuance of common stock for services rendered by resigned Directors August 2008</u>	0	32,500	0	32,500

<u>Issuance of common stock for services rendered by resigned Directors August 2008 (in shares)</u>	333			
<u>Net Loss</u>	0	0	(128,277)	(128,277)
<u>Balance at Sep. 30, 2008</u>	145	894,135	(900,371)	(6,091)
<u>Balance (in shares) at Sep. 30, 2008</u>	145,184			
<u>Net Loss</u>	0	0	(77,684)	(77,684)
<u>Balance at Sep. 30, 2009</u>	145	894,135	(978,055)	(83,775)
<u>Balance (in shares) at Sep. 30, 2009</u>	145,184			
<u>Net Loss</u>	0	0	(76,319)	(76,319)
<u>Balance at Sep. 30, 2010</u>	145	894,135	(1,054,374)	(160,094)
<u>Balance (in shares) at Sep. 30, 2010</u>	145,184			
<u>Issuance of common stock for cancellation of notes at \$0.30 per share in lieu of cash payments in private offering during October 2010</u>	66,000	19,734,000	0	19,800,000
<u>Issuance of common stock for cancellation of notes at \$0.30 per share in lieu of cash payments in private offering during October 2010 (in shares)</u>	66,000			
<u>Net Loss</u>	0	0	(107,261,000)	(107,261)
<u>Balance at Sep. 30, 2011</u>	211,000	913,869,000	(1,161,635,000)	(247,555)
<u>Balance (in shares) at Sep. 30, 2011</u>	211,184			
<u>Net Loss</u>	0	0	(94,540,000)	(94,540)
<u>Balance at Sep. 30, 2012</u>	\$ 211,000	\$ 913,869,000	\$ (1,256,175,000)	\$ (342,095)
<u>Balance (in shares) at Sep. 30, 2012</u>	211,184			

GOING CONCERN

**12 Months Ended
Sep. 30, 2012**

[Going Concern \[Abstract\]](#)
[Going Concern \[Text Block\]](#)

NOTE 3 - GOING CONCERN

The Company is in the development stage and has incurred losses since its inception. As of September 30, 2012, the Company had limited amount of cash and a deficit accumulated in the development stage of \$1,256,175. There are no assurances the Company will receive funding necessary to implement its business plan or acquire a business venture or operating company. This raises substantial doubt about the ability of the Company to continue as a going concern.

The Company's ability to continue as a going concern is dependent upon raising capital through debt and equity financing on terms desirable to the Company. If the Company is unable to obtain additional funds when they are required or if the funds cannot be obtained on terms favorable to the Company, the Company may, in the extreme situation, cease operations. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

SUBSEQUENT EVENTS NOT DISCLOSED ELSEWHERE (Detail Textuals) (USD \$)	1 Months Ended				3 Months Ended	8 Months Ended	12 Months Ended		104 Months Ended
	Dec. 31, 2012	Nov. 30, 2012	Oct. 31, 2011	Jul. 31, 2011	Oct. 31, 2010	Sep. 30, 2009	Sep. 30, 2012	Sep. 30, 2011	Sep. 30, 2012
Proceeds from note payable		\$ 14,000					\$ 0	\$ 0	\$ 12,800
Debt Instrument, Interest Rate During Period	3.25%	3.25%	3.25%	3.25%	3.25%	6.00%			

NOTES PAYABLE (Details Textual) (USD \$)	1 Months Ended					3 Months Ended					12 Months Ended					1 Months Ended					3 Months Ended					1 Months Ended					3 Months Ended					1 Months Ended				
	Dec. 31, 2012	Nov. 30, 2012	Oct. 31, 2012	Jul. 31, 2011	Jan. 31, 2011	Oct. 31, 2010	Sep. 30, 2009	Sep. 30, 2008	Sep. 30, 2006	Sep. 30, 2005	Sep. 30, 2004	Aug. 25, 2008	Aug. 01, 2007	Jul. 31, 2006	Jun. 30, 2006	Oct. 31, 2011	Jul. 31, 2011	Dec. 31, 2010	Oct. 31, 2010	Nov. 30, 2012	Aug. 31, 2012	May 31, 2012	Dec. 31, 2011	Mar. 31, 2011	Oct. 31, 2010	Oct. 31, 2010	Oct. 31, 2010	Oct. 31, 2010	Jan. 31, 2012	Oct. 31, 2011	Jul. 31, 2011	May 31, 2011	Jan. 31, 2011	Oct. 31, 2010	Nov. 30, 2012	Nov. 30, 2011	Nov. 30, 2010			
Notes Issued						\$ 3,300									\$ 2,000	\$ 10,000	\$ 5,500	\$ 10,000	\$ 14,000	\$ 12,000	\$ 10,000	\$ 8,500	\$ 12,500	\$ 13,000				\$ 6,000	\$ 3,000	\$ 2,000	\$ 3,000	\$ 6,000	\$ 10,000	\$ 2,500						
Debt Instrument Interest Rate During Period	3.25%	3.25%		3.25%	3.25%	6.00%													3.25%	3.25%	3.25%							3.25%												
Debt Instrument Convertible Terms of Conversion Feature						The principal is due on the earlier of (1) the completion of of 15:1 reverse split of the Company's common stock and the completion of an equity financing by the Company of a minimum of \$100,000 or (2) one year from the date of the note.																																		
Issuance of common stock for cash (in shares)						66,000																																		
Issuance of common stock for cash						19,800	11,700	896,000	61,500																															
Notes Payable									\$ 86,000																															
Stockholders' Equity Reverse Stock Split	(1:150)					(1:150)	(1:150)																																	
Debt Instrument Maturity Date																																								
Share Price						\$ 0.30				\$ 0.65	\$ 1.00	\$ 0.90	\$ 0.90																											
Debt Weighted Average Interest Rate									3.30%																															