FORM 10-Q

Quarterly report pursuant to sections 13 or 15(d)

Filing Date: **2013-01-14** | Period of Report: **2012-06-30**
SEC Accession No. 0001477932-13-000165

(HTML Version on secdatabase.com)

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BIOPACK ENVIRONMENTAL SOLUTIONS INC.

CIK:**1109153**| IRS No.: **912027724** | State of Incorp.:**NV** | Fiscal Year End: **1231**
Type: **10-Q** | Act: **34** | File No.: **000-29981** | Film No.: **13526347**
SIC: **9995** Non-operating establishments

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

Form 10-Q

(Mark One)

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

For the quarterly period ended June 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: 000-29981

BIOPACK ENVIRONMENTAL SOLUTIONS, INC.

(Exact name of registrant as specified in its charter)

Nevada	**91-2027724**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
10 Saugatuck Ave. Westport CT	**06880**
(Address of principal executive offices)	(Zip Code)

(203) 226-4449
Registrant's telephone number, including area code

____
(Former address, if changed since last report)

____
(Former fiscal year, if changed since last report)

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

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

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

Large accelerated filer	☐	Accelerated filer	☐
Non-accelerated filer (Do not check if 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 ☒.

Applicable only to issuers involved in bankruptcy proceedings during the preceding five years:

Indicate by check mark whether the registrant filed all documents and reports required to be filed by Sections 12, 13 or 15(d) of the Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court. Yes ☐ No ☐

Applicable only to corporate issuers:

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date. As of January 8, 2013, there were 41,032,849 shares of common stock, $0.001 par value, issued and outstanding.

BIOPACK ENVIRONMENTAL SOLUTIONS, INC.

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PART I – FINANCIAL INFORMATION

This Quarterly Report includes forward-looking statements within the meaning of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). These statements are based on management's beliefs and assumptions, and on information currently available to management. Forward-looking statements include the information concerning our possible or assumed future results of operations set forth under the heading "Management's Discussion and Analysis of Financial Condition and Results of Operations." Forward-looking statements also include statements in which words such as "expect," "anticipate," "intend," "plan," "believe," "estimate," "consider," or similar expressions are used.

Forward-looking statements are not guarantees of future performance. They involve risks, uncertainties, and assumptions. Our future results and shareholder values may differ materially from those expressed in these forward-looking statements. Readers are cautioned not to put undue reliance on any forward-looking statements.

ITEM 1 FINANCIAL STATEMENTS

The unaudited consolidated financial statements of registrant for the three and six months ended June 30, 2012 and 2011 follow. The consolidated financial statements reflect all adjustments which are, in the opinion of management, necessary to a fair statement of the results for the interim periods presented. All such adjustments are of a normal and recurring nature.

BIOPACK ENVIRONMENTAL SOLUTIONS INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS

	June 30, 2012	December 31, 2011
Assets	(Unaudited)	
Current assets		
Cash and cash equivalents	$ 42,352	0
Accounts receivable from a related party	260	0
Inventory	5,000	0
Total current assets	47,612	0
Non-current assets		
Intangible assets, net	45,000	0
	45,000	0
Assets classified as held for sale	541	5,701
	45,541	5,701
Total assets	$ 93,153	5,701
Liabilities and stockholders' equity		
Current liabilities		
Accounts payable and accrued expenses	$ 300,103	272,928
Accounts payable and accrued expenses due to related parties	93,254	0
Short term debts	840,868	833,195
Total current liabilities	1,234,225	1,106,123
Liabilities classified as held for sale	895,884	892,243
	2,130,109	1,998,366
Long term liabilities		
Long term debt	60,000	60,000
Due to a related party	250,000	250,000
Total long term liabilities	310,000	310,000
Stockholders' equity		
Preferred stock, $0.001 par value; 10,000,000 shares authorized; 3,080,000 and 1,620,000 shares issued and outstanding as of June 30, 2012 and December 31, 2011, respectively	3,080	1,620
Common stock; $0.0001 par value; 50,000,000 shares authorized; 41,032,849 shares issued and outstanding	4,102	4,102
Additional paid-in capital	5,180,456	5,031,916
Stock issued at less than par value	(2,683)	(2,683)
Accumulated other comprehensive income	226,765	227,849
Accumulated deficit	(7,758,676)	(7,565,469)
Total deficiency in stockholders' equity	(2,346,956)	(2,302,665)
Total liabilities and deficiency in stockholders' equity	$ 93,153	5,701

See accompanying notes to the consolidated financial statements

BIOPACK ENVIRONMENTAL SOLUTIONS INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited)

	Three Months ended June 30,		Six Months ended June 30,	
	2012	**2011**	**2012**	**2011**
Continuing operation				
Revenues	$ 689	0	689	0
Cost of sales	679	0	679	0
Gross loss	10	0	10	0
General and administrative	161,155	24,609	163,055	48,432
Total operating expenses	161,155	24,609	163,055	48,432
Loss from operations	(161,145)	(24,609)	(163,045)	(48,432)
Other income (expense)				
Gain on liabilities written off	0	53,778	0	53,778
Finance cost	(11,222)	(11,222)	(22,445)	(22,349)
(Loss)/profit before tax	(172,367)	17,947	(185,490)	(17,003)
Income tax	0	0	0	0
(Loss)/profit for the period from continuing operation	(172,367)	17,947	(185,490)	(17,003)
(Loss)/profit for the period from discontinued operations	(224)	240,680	(7,717)	(196,966)
(Loss)/profit for the period	$ (172,591)	258,627	(193,207)	(213,969)
Continuing operation				
(Loss)/earnings per share	$ (0.00)	0.00	(0.00)	(0.00)
Diluted (loss)/earnings per share	$ (0.00)	0.00	(0.00)	(0.00)
Discontinued operations				
(Loss)/earnings per share	$ (0.00)	0.01	(0.00)	(0.00)
Diluted (loss)/earnings per share	$ (0.00)	0.01	(0.00)	(0.00)
Weighted average common shares outstanding	41,032,849	41,032,849	41,032,849	41,032,849
Diluted weighted average common shares outstanding	41,032,849	41,032,849	41,032,849	41,032,849

See accompanying notes to the consolidated financial statements

BIOPACK ENVIRONMENTAL SOLUTIONS INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS
(Unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2012	**2011**	**2012**	**2011**
(Loss) profit for the period	$ (172,591)	258,627	(193,207)	(213,969)
Other comprehensive expense/income:				
Foreign currency translation adjustment	(979)	2,854	(1,084)	(15,619)
Total comprehensive (loss) income	$ (173,570)	261,481	(194,291)	(229,588)

See accompanying notes to the consolidated financial statements

BIOPACK ENVIRONMENTAL SOLUTIONS INC. AND SUBSIDIARIES
STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY
(Unaudited)

	Six Months Ended June 30, 2012
Preferred stock:	
Balance, beginning of the period	$ 1,620
Series C and Series D convertible preferred stock issued	1,460
Balance, end of the period	$ 3,080
Common stock:	
Balance, beginning of the period	$ 4,102
No activity	0
Balance, end of the period	$ 4,102
Additional paid in capital:	
Balance, beginning of the period	$ 5,031,916
Series C and Series D convertible preferred stock issued	148,540
Balance, end of the period	$ 5,180,456
Stock issued at less than par value:	
Balance, beginning of the period	$ (2,683)
No activity	0
Balance, end of the period	$ (2,683)
Foreign currency translation adjustment:	
Balance, beginning of the period	$ 227,849
Other comprehensive expense for the period	(1,084)
Balance, end of the period	$ 226,765
Accumulated deficit:	
Balance, beginning of the period	$ (7,565,469)
Loss for the period	(193,207)
Balance, end of the period	$ (7,758,676)
Total deficiency in stockholders' equity	$ (2,346,956)

See accompanying notes to the consolidated financial statements

BIOPACK ENVIRONMENTAL SOLUTIONS INC. AND SUBSIDIARIES
STATEMENTS OF CASH FLOWS
(Unaudited)

	Six Months ended June 30, 2012	Six Months ended June 30, 2011
Cash flows from operating activities		
Loss for the period	$ (193,207)	(213,966)
Loss for the period from discontinued operations	7,717	196,966
Adjustments to reconcile net loss to net cash provided by operating activities:		
Gain on liabilities written off	0	(53,778)
Interest expenses accrual	22,445	22,349
Expenses paid for by related parties	57,648	0
Changes in working capital:		
Accounts payable and accruals	97,984	30,174
Accounts receivable from a related party	(260)	0
Net cash used in operating activities from continuing operations	(7,673)	(18,258)
Net cash generated from operating activities from discontinued operations	8,757	48,568
Cash flow from investing activities		
Net cash from investing activities	0	0
Cash flow from financing activities		
Debts redemption	0	(14,691)
Proceeds from issuanced of series D converible preferred stock	42,352	0
Net cash generated from/(used in) financing activities from continuing operation	42,352	(14,691)
Effects of exchange rate on the Balance of cash held in foreign currency	(1,084)	(15,619)
Net change in cash	42,352	0
Cash, beginning	0	0
Cash, ending	$ 42,352	0

See accompanying notes to the consolidated financial statements

BIOPACK ENVIRONMENTAL SOLUTIONS INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

1. The Company

Biopack Environmental Solutions Inc. (formerly Star Metro Corp.) and its subsidiaries formerly developed, manufactured, distributed and marketed bio-degradable food containers and disposable industrial packaging for consumer products made from natural materials.

On April 27, 2012, the Company entered into an agreement to sell controlling interest to the Rockland Group, LLC, a Texas limited liability company ("Rockland"). Under the agreement, Rockland purchased six hundred and twenty thousand (620,000) shares of Biopack Environmental Solutions, Inc. Series A Convertible Preferred Stock ("Series A Preferred Shares"), one million (1,000,000) shares of Biopack Environmental Solutions, Inc. Series B Convertible Preferred Stock ("Series B Preferred Shares") and seven hundred ten thousand (710,000) shares of Biopack Environmental Solutions, Inc. Series C Convertible Preferred Stock ("Series C Preferred Shares"). These shares represent approximately 63% of the outstanding votes on all matters brought before the holders of its common stock for approval. Each share is convertible into five shares of common stock. The transaction closed on April 27, 2012.

On June 25, 2012, the Company entered into a License and Asset Purchase Option Agreement (the "Agreement") with NorthStar Consumer Products, LLC, a Connecticut limited liability company ("NCP"), under which TriStar Consumer Products, Inc., a wholly-owned subsidiary, acquired the exclusive license to develop, market and sell NCP's Beaute de Maman product line of skincare and other products specifically targeted for pregnant women. In addition, the Company acquired the exclusive license rights to develop, market and sell NCP's formula for an over-the-counter itch suppression product. These licenses are valid for a period of up to one year, subject to earlier termination upon specified events. During the term of the license, the assets and business being licensed will be run by management of NCP pursuant to a consulting agreement. As a result of these license rights the Company is responsible for developing, marketing and selling the "Beaute de Maman" products, as well as NCP's anti-itch formula, including all expenses, contractual arrangements, etc., related to product development, manufacturing, marketing, selling, bottling and packaging, and shipping. The Company will also receive all revenue derived from sales of the products, other than the amounts owed to Dr. Michelle Brown, from whom NCP purchased the "Beaute de Maman" business and assets. Under the arrangement, Dr. Brown is entitled to approximately seven percent (7%) of net revenue for all products sold under the Beaute de Maman brand name and derived from formulas transferred under the agreement with NCP for a 20 year period ending December 31, 2031. In exchange for these license rights the Company agreed to issue NCP 225,000 shares of its Series D Convertible Preferred Stock. Each share is convertible into twenty five shares of common stock. This transaction closed on June 26, 2012.

Additionally, under the Agreement, the Company, through its wholly-owned subsidiary, has the option to purchase all the assets related to the "Beaute de Maman" products, as well as NCP's anti-itch formula. In order to exercise this option the Company must: (i) the Company must be a fully reporting company under the Securities Exchange Act of 1934, as amended (the "'34 Act"), and be current in its reporting obligations under the '34 Act; (ii) the Company must have written employment agreements in place with John Linderman and James Barickman; (iii) the Company must be in a position to support the marketing and other operational needs of the "Beaute de Maman" business, and to otherwise meet its financial obligations as they become due; (iv) the Company must have fully assumed the obligations with respect to a sale of the Beaute de Maman business; and (v) the Company shall not have any litigation or inquiry, investigation or proceeding (whether preliminary, formal or informal) by any governmental unit, agency or regulatory body (or SRO), or by any current or former stockholder or creditor, that is pending or overtly threatened against the Company or its subsidiary, including without limitation, no litigation, inquiry, investigation or proceeding with respect to its securities issuances and/or '34 Act filings, or seeking to de-list or remove the Company from the OTC Markets (Pink Sheets).

The Company's option is exclusive and remains open for a period (the "Option Period") of the shorter of (i) six (6) months after the above five conditions are satisfied, or (ii) the remaining Term of the License. Upon expiration of the Option Period, the option automatically and irrevocably expires and is of no further force and effect. If the Company validly exercises the option to purchase the business and assets, the Company will issue NCP 750,000 shares of Series D Convertible Preferred Stock. Each share is convertible into twenty five shares of common stock.

Additionally, under the Agreement, in connection with the Company's license rights and to ensure it can fulfill any immediate orders timely, the Company purchased all existing finished product of the Beaute de Maman product line currently owned by NCP. In exchange for the inventory the Company agreed to issue NCP 25,000 shares of Series D Convertible Preferred Stock. Each share is convertible into twenty five shares of common stock.

In July 2012, the Company disposed of its wholly-owned subsidiaries Starmetro Group Limited, Biopack Environmental Limited, Roots Biopark Limited, Jiangmen Roots Biopack Limited and Roots Biopack (Intellectual Property) Limited, which is the manufacturing and trading business of bio-degradable food containers and disposable industrial packaging for consumer products of the Group. The associated assets and liabilities of those five subsidiaries and the related business of the Group have been classified as discontinued operations and their operations have been reported in profit (loss) from discontinued operations.

2. Summary of Significant Accounting Policies

(a) Basis of Presentation

The consolidated financial statements include the accounts of Biopack Environmental Solutions Inc. and its wholly owned subsidiaries. All material inter-company balances and transactions have been eliminated from the consolidated financial statements.

(b) Use of Estimates

In preparing consolidated financial statements in conformity with US GAAP, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and revenues and expenses during the reported periods. Significant estimates include depreciation. Actual results could differ from those estimates.

(c) Cash and Cash Equivalents

For purposes of the statement of cash flows, the Company considers financial instruments with maturities of less than three months when purchased to cash equivalents. There are no cash equivalents as of the balance sheet date.

(d) Inventories

Inventories, consisting of merchandise held for resale as finished goods, are stated at the lower of cost or market. Cost is determined using an average cost method.

(e) Intangible Assets

The Company intends to account for purchases of intangible assets in accordance with the provisions of ASC 350 "Intangibles" ("ASC 350") and ASC 360 "Fixed Assets" ("ASC 360"). The useful lives of intangible assets will be determined at the date of purchase and periodically evaluated for reasonableness. The assets will be tested for impairment at least once annually, if determined to have an indefinite life, or whenever events or changes in circumstances indicate that the carrying amount may no longer be recoverable.

(f) Accounts Receivable

Accounts receivable are stated at original amounts less an allowance made for doubtful receivables, if any, based on a review of all outstanding amounts at the end of the period. Full allowance for doubtful receivables are made when the receivables are overdue for one year and an allowance is made when there is objective evidence that the Company will not be able to collect all amounts due according to the original terms of a receivable. Bad debts are written against the allowance when identified. The Company extends credit to customers on an unsecured basis in the normal course of business and believes that all accounts receivable in excess of the allowance for doubtful accounts are fully collectible. The Company does not accrue interest on trade accounts receivable. The normal credit terms range from 15 to 60 days.

(g) Allowance for Doubtful Accounts

The Company recognizes an allowance for doubtful accounts to ensure accounts receivable are not overstated due to uncollectibility. An allowance for doubtful accounts is maintained for all customers based on a variety of factors, including the length of time the receivables are past due, significant one-time events and historical experience. An additional reserve for individual accounts is recorded when the Company becomes aware of a customer's inability to meet its financial obligations, such as in the case of bankruptcy filings or deterioration in the customer's operating results or financial position. If circumstances related to a customer change, estimates of the recoverability of receivables would be further adjusted.

(h) Property, Plant and Equipment

Property, plant and equipment are stated at cost. Depreciation is provided principally by use of the straight-line method over the useful lives of the related assets, except for leasehold properties, which are depreciated over the terms of their related leases or their estimated useful lives, whichever is less. Expenditures for maintenance and repairs, which do not improve or extend the expected useful life of the assets, are expensed to operations while major repairs are capitalized.

(i) Income Taxes

Income taxes are accounted for under the asset and liability method. Deferred tax assets and liabilities 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 operating loss and tax credit carry forwards. 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 effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date.

The Group has no material unrecognized tax benefit which would favourably affect the effective income tax rate in future periods. The Group has elected to classify interest and penalties related to unrecognized tax benefits, if and when required, as part of income tax expense in the consolidated statements of operations.

(j) Foreign Currency Transactions

The Company's functional currency is Hong Kong Dollars ("HKD") and Renminbi ("RMB") and its reporting currency is U.S. dollars. The Company's consolidated balance sheet accounts are translated into U.S. dollars at the year-end exchange rates and all revenue and expenses are translated into U.S. dollars at the average exchange rates prevailing during the periods in which these items arise. Translation gains and losses are deferred and accumulated as a component of other comprehensive income in stockholders' equity. Transaction gains and losses that arise from exchange rate fluctuations from transactions denominated in a currency other than the functional currency are included in the statement of operations as incurred.

(k) Earnings Per Share

The Company computes earnings per share ("EPS') in accordance with FASB Accounting Standard Codification Topic 260 (ASC 260) "Earnings Per Share" (Formerly known as Statement of Financial Accounting Standards No. 128, "Earnings per Share" ("SFAS No. 128")), and SEC Staff Accounting Bulletin No. 98 ("SAB 98"). ASC 260 requires companies with complex capital structures to present basic and diluted EPS. Basic EPS is measured as the income or loss available to common shareholders divided by the weighted average common shares outstanding for the period. Diluted EPS is similar to basic EPS but presents the dilutive effect on a per share basis of potential common shares (e.g., convertible securities, options, and warrants) as if they had been converted at the beginning of the periods presented, or issuance date, if later. Potential common shares that have an anti-dilutive effect (i.e., those that increase income per share or decrease loss per share) are excluded from the calculation of diluted EPS.

(l) Accumulated Other Comprehensive Income

Accumulated other comprehensive income represents the change in equity of the Company during the periods presented from foreign currency translation adjustments.

(m) Revenue Recognition

The Company recognizes revenue when the significant risks and rewards of ownership have been transferred to the customer pursuant to applicable laws and regulations, including factors such as when there has been evidence of a sales arrangement, the performance has occurred, or service have been rendered, the price to the buyer is fixed or determinable, and collectability is reasonably assured.

(n) Recently Issued Accounting Pronouncements

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

3. Accounts Payable and Accrued Expenses

As of June 30, 2012, the Company had total accounts payable and accrued expenses of $393,357; accounts payable and accrued expenses due to related parties were $93,254.

4. Loans Payable

	June 30, 2012	December 31, 2011
Short term loans	$ 840,868	833,195
	840,868	833,195

	June 30, 2012	December 31, 2011
Long term loans		
Convertible debentures issued to a non related party	$ 60,000	$ 60,000
Convertible debenture issued to a former director	250,000	250,000
	$ 310,000	$ 310,000

	June 30, 2012	December 31, 2011
Convertible Debt		
Beginning and closing balance of the year	$ 310,000	$ 310,000

As at June 30, 2012, the Company has short term loans on demand of $840,868. The loans bear interest at the rate of 0.5% to 6% per annum.

The embedded beneficial conversion features present in the convertible debenture is valued separately at issuance and recognized and measured by allocating a portion of the proceeds equal to the intrinsic value of that feature to additional paid-in capital. That amount is calculated as the difference between the conversion price and the fair value of the common stock into which the debenture is convertible, multiplied by the no. of shares. The intrinsic value cannot exceed the proceeds.

5. Convertible Preferred Stock Summary and Net Loss per Dilutive Share

	Series A Preferred Convertible		Series B Preferred Convertible		Series C Preferred Convertible		Series D Preferred Convertible	
	Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount
December 31, 2011	620,000	$ 620	1,000,000	$ 1,000	-	$ -	-	$ -
March 31, 2012	620,000	$ 620	1,000,000	$ 1,000	-	$ -	-	$ -
April 27, 2012	-	-	-	-	710,000	-	-	-
June 26, 2012	-	-	-	-	-	-	250,000	50,000
June 29, 2012	-	-	-	-	-	-	500,000	100,000
June 30, 2012	620,000	$ 620	1,000,000	$ 1,000	710,000	$ -	750,000	$ 150,000

Convertible preferred stock was considered anti-dilutive for the three and six months ended June 30, 2012, due to net losses.

6. Going Concern

The accompanying consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("US GAAP"), which contemplate the continuation of the Company as a going concern. The Company had a loss for the six months period ended June 30, 2012 of $193,207 and, on June 30, 2012 it had an accumulated deficit of $7,758,676 and a working capital deficit of $1,186,613. These conditions raise substantial doubt as to the Company's ability to continue as a going concern. These consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty. These consolidated financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts, or amounts and classifications of recorded asset amounts, or amounts and classifications of liabilities that might be necessary should the Company be unable to continue as a going concern.

The future of the Company is dependent upon its attaining profitable operations and raising the capital it will require in order to achieve profitable operations through the issuance of equity securities, borrowings or a combination thereof.

7. Income Taxes

No provision for HK Profits tax has been made in consolidated financial statements as the subsidiaries sustained losses for the period.

No provision for PRC income tax has been made in the consolidated financial statements as the PRC subsidiary sustained loss during the period. No provision for deferred taxation has been recognized in the financial statements as the amount involved is insignificant.

No provision for US tax has been made for any of the period presented as the Group does not have any assessable profits during the period.

No deferred tax is recognized in the consolidated balance sheets as of June 30, 2012.

8. Discontinued Operations

On November 3, 2011, the People's Court of Guandong Jiangmen Pengjiang District held a hearing relating to the Company's landlord's claim for unpaid rent for its factory plus penalty interest and other claims. The landlord had made a claim for payment of overdue rent in the amount of RMB 1,236,000, penalty interest in the amount of RMB 1,067,930 and a claim for potential loss of income in the amount of RMB 618,000, for a total amount claimed of RMB 2,921,930 (approximately $451,379). At the hearing, the Court ruled that after two unsuccessful attempts to auction the factory's assets at the minimum level set by the Court appointed independent valuation company's fair market assessment price, the Court set the reference value at RMB 3,613,139.20 (approximately $569,359) and transferred all the assets to the landlord. The landlord is legally responsible for settling any claims made by creditors, and the case has been closed.

On April 27, 2012, the Company entered into a Subsidiary Acquisition Option Agreement ("Subsidiary Option Agreement") with Xinghui Ltd., a Chinese entity ("Purchaser"), under which the Company may, at its sole discretion, sell the Subsidiary Shares to the Purchaser. The "Subsidiary Shares" consists of 100% ownership of the following wholly-owned subsidiaries: Roots Biopack (Intellectual Property) Limited, incorporated in Hong Kong, Roots Biopark Limited, incorporated in Hong Kong, Jiangmen Roots Biopack Ltd., incorporated in the People's Republic of China, Starmetro Group Limited, incorporated in the British Virgin Islands and Biopack Environmental Limited (fka E-ware Corporation Limited), incorporated in Hong Kong (together the "BPAC Subsidiaries").

On July 11, 2012, the Company exercised its rights under the Subsidiary Option Agreement by sending a signed Notice of Exercise to the Escrow Agent, pursuant to the terms of the Subsidiary Acquisition Agreement. The Company also sent a copy of the Notice of Exercise directly to the Purchaser as well. As a result of the Company exercising its rights under the Subsidiary Option Agreement, the Company no longer owned the Subsidiary Shares or the BPAC Subsidiaries, including any of their assets or liabilities.

The liabilities assumed by the Purchaser included, but were not be limited to, Purchaser assuming and agreeing to fully perform and satisfy and be liable for all of the liabilities and obligations of the Company's except for a $400,000 principal amount convertible note that was owed to Trilane Limited as of April 27, 2012. During the 3rd quarter of 2012 the Company also agreed to assume the 2011 audit fees and 2012 quarterly review fees for $41,900.

A summarized statement of operations for the discontinued operations for the comparable six month periods ended June 30, 2012 and June 30, 2011 is as follows:

	Six months ended	
	June 30, 2012	June 30, 2011
Revenues	0	3,594
Cost of sales	0	5,486
Gross loss	0	(1,892)
General and administrative	7,717	577,052
Depreciation and amortization	0	8,219
Total operating expenses	7,717	585,271
Net gain on assets and liabilities written off	0	390,298
Finance cost	0	101
Loss from discontinued opertations	(7,717)	(196,966)

Assets classified as held for sale:

	June 30, 2012	December 31, 2011
Assets		
Cash and cash equivalents	220	330
Deposits	321	5,371
Total assets classified as held for sale	541	5,701

Liability classified as held for sale:

	June 30, 2012	December 31, 2011
Liabilities		
Accounts payable and accrued expenses	0	1,953
Lau Kin Chung, Gerald - former director	565,008	564,320
Sean Webster - former director	330,876	325,970
Total liabilities classified as held for sale	895,884	892,243

9. Related Party Transactions

Consulting Agreements

On May 15, 2012, the Company entered into a consulting agreement with Highpeak, LLC ("Highpeak"). Highpeak is a significant voting shareholder of BPAC as of April 27, 2012. The two year agreement is effective from April 1, 2012 through March 31, 2014. The Company has agreed to pay Highpeak a monthly consulting fee of $10,000. The Company incurred $30,000 for the six months ended June 30, 2012 and has an accounts payable balance of $10,000 as of June 30, 2012.

On May 15, 2012, the Company entered into a consulting agreement with Rivercoach Partners LP ("Rivercoach"). Rivercoach is a significant voting shareholder of BPAC as of April 27, 2012. The two year agreement is effective from April 1, 2012 through March 31, 2014. The Company has agreed to pay Rivercoach a monthly consulting fee of $10,000. The Company incurred $30,000 for the six months ended June 30, 2012 and has an accounts payable balance of $30,000 as of June 30, 2012.

On June 1, 2012, the Company entered into a consulting agreement with NorthStar Consumer Products, LLC ("NCP"). The two year agreement is effective from April 1, 2012 through March 31, 2014. The Company has agreed to pay NCP a monthly consulting fee of $15,000. The Company incurred $45,000 for the six months ended June 30, 2012 and has an accounts payable balance of $45,679 as of June 30, 2012.

On July 17, 2012, the Company entered into a consulting agreement with Chord Advisors, LLC ("Chord"). 50% of Chord is owned by David Horin, the Company's Chief Financial Officer. The two year agreement is effective from July 15, 2012 through July 15, 2013. The Company has agreed to pay Chord a monthly consulting fee of $12,500. The Company owed the prior Chief Financial Officer $7,575 as of June 30, 2012; such payment was disbursed in July 2012.

The Company will recognize cash consulting expenses over the requisite service period pursuant to the provisions of each specific agreement.

Asset Purchase Agreements

On June 25, 2012, the Company entered into a License and Asset Purchase Option Agreement (the "Agreement") with NorthStar Consumer Products, LLC, a Connecticut limited liability company ("NCP"), under which TriStar Consumer Products, Inc., a wholly-owned subsidiary, acquired the exclusive license to develop, market and sell NCP's Beaute de Maman product line of skincare and other products specifically targeted for pregnant women. In addition, the Company acquired the exclusive license rights to develop, market and sell NCP's formula for an over-the-counter itch suppression product. These licenses are valid for a period of up to one year, subject to earlier termination upon specified events. During the term of the license, the assets and business being licensed will be run by management of NCP pursuant to a consulting agreement. As a result of these license rights the Company is responsible for developing, marketing and selling the "Beaute de Maman" products, as well as NCP's anti-itch formula, including all expenses, contractual arrangements, etc., related to product development, manufacturing, marketing, selling, bottling and packaging, and shipping. The Company will also receive all revenue derived from sales of the products, other than the amounts owed to Dr. Michelle Brown, from whom NCP purchased the "Beaute de Maman" business and assets. Under the arrangement, Dr. Brown is entitled to approximately seven percent (7%) of net revenue for all products sold under the Beaute de Maman brand name and derived from formulas transferred under the agreement with NCP for a 20 year period ending December 31, 2031. In exchange for these license rights the Company agreed to issue NCP 225,000 shares of its Series D Convertible Preferred Stock. Each share is convertible into twenty five shares of common stock. This transaction closed on June 26, 2012.

Additionally, under the Agreement, the Company, through its wholly-owned subsidiary, has the option to purchase all the assets related to the "Beaute de Maman" products, as well as NCP's anti-itch formula. In order to exercise this option the Company must: (i) the Company must be a fully reporting company under the Securities Exchange Act of 1934, as amended (the "'34 Act"), and be current in its reporting obligations under the '34 Act; (ii) the Company must have written employment agreements in place with John Linderman and James Barickman; (iii) the Company must be in a position to support the marketing and other operational needs of the "Beaute de Maman" business, and to otherwise meet its financial obligations as they become due; (iv) the Company must have fully assumed the obligations with respect to a sale of the Beaute de Maman business; and (v) the Company shall not have any litigation or inquiry, investigation or proceeding (whether preliminary, formal or informal) by any governmental unit, agency or regulatory body (or SRO), or by any current or former stockholder or creditor, that is pending or overtly threatened against the Company or its subsidiary, including without limitation, no litigation, inquiry, investigation or proceeding with respect to its securities issuances and/or '34 Act filings, or seeking to de-list or remove the Company from the OTC Markets (Pink Sheets).

The Company's option is exclusive and remains open for a period (the "Option Period") of the shorter of (i) six (6) months after the above five conditions are satisfied, or (ii) the remaining Term of the License. Upon expiration of the Option Period, the option automatically and irrevocably expires and is of no further force and effect. If the Company validly exercises the option to purchase the business and assets, the Company will issue NCP 750,000 shares of Series D Convertible Preferred Stock. Each share is convertible into twenty five shares of common stock.

Additionally, under the Agreement, in connection with the Company's license rights and to ensure it can fulfill any immediate orders timely, the Company purchased all existing finished product of the Beaute de Maman product line currently owned by NCP. In exchange for the inventory the Company agreed to issue NCP 25,000 shares of Series D Convertible Preferred Stock. Each share is convertible into twenty five shares of common stock.

On June 29, 2012, the Company entered into a Stock Purchase Agreement with Rockland Group, LLC, an entity owned and controlled by Harry Pond, one the Company's officers and directors (the "Stock Purchase Agreement"). Under the Stock Purchase Agreement, Rockland Group agreed to purchase 1,540,000 shares of its Series D Convertible Preferred Stock in exchange for $308,000. Each share is convertible into twenty five shares of common stock. As of June 30, 2012, 500,000 shares of Series D Convertible Preferred stock had been issued in exchange for $100,000.

10. Intangible Assets, Net

Pursuant to its June 25, 2012 agreement with NCP, the Company received exclusive licensing rights in exchange for an aggregate of 225,000 shares of Series D Convertible Preferred Stock. The Company valued the exclusive license rights as an intangible asset for $45,000 as of June 25, 2012. The license rights intangible assets will be amortized over the estimated useful life which is approximately six months.

11. Subsequent Events

On July 11, 2012, the Company, entered into a Purchase and Assignment of Rights Agreement (the "Agreement") with RWIP, LLC, an Oregon limited liability company ("RWIP"), under which the Company was assigned rights to receive certain royalty payments under previously executed agreements between RWIP and a third party. The royalty payments are equal to Twenty Percent (20%) of all net income (revenue minus expenses) received by the third party InterCore Energy, Inc., a Delaware corporation (fka. I-Web Media, Inc.) ("ICE") from certain assets owned by ICE, as set forth in that certain asset purchase agreement between RWIP and ICE dated December 10, 2010. In exchange for these rights the Company agreed to issue RWIP two million (2,000,000) shares of its Series D Convertible Preferred Stock. Each share is convertible into twenty five shares of common stock. The transaction closed on July 11, 2012.

On July 11, 2012, the Company entered into a Marketing and Development Services Agreement (the "Marketing Agreement") with ICE. Under the Marketing Agreement the Company was retained to market and develop the Soft & Smooth Assets held by ICE. The Soft & Smooth Assets include all rights, interests and legal claims to that certain inventions entitled "Delivery Devise with Invertible Diaphragm" as further defined in the Marketing Agreement. The Company was granted the sole and exclusive rights to develop the Soft & Smooth Assets and market and sell the resulting products for a period of twelve (12) months. Under the Marketing Agreement, the Company will receive Eighty Percent (80%) of all revenue derived from the Soft & Smooth Assets. In addition to these rights, the Company shall have, starting with the sixth (6th) month following the execution of the Marketing Agreement and continuing until the end of the eleventh (11th) month following the execution of the Marketing Agreement, the exclusive option, in its sole discretion, to purchase the Soft & Smooth Assets from ICE provided that the Company's right to purchase the Soft & Smooth Assets during the period starting with the sixth (6th) month until the end of the eighth (8th) month shall be subject to ICE's agreement to sell. During the period starting with the ninth (9th) month and ending with the end of the eleventh (11th) month, ICE shall be obligated to sell if the Company exercises its right to purchase. In the event the Company exercise the purchase option, the Company will issue to ICE warrants enabling ICE to purchase One Hundred Fifty Thousand (150,000) shares of its common stock at One Dollar ($1) per share, with a four (4) year expiration period. During this eleven (11) month period, ICE may not sell the Soft & Smooth Assets to any party other than the Company without written consent. In the event the Soft & Smooth Assets are sold to a third party during the eleven (11) month period, then the revenue split of 80% to the Company shall cease and ICE will be entitled to Fifteen Percent (15%) of any down payment received for the Soft & Smooth Assets, with the Company being entitled to Eighty Five Percent (85%) of any down payment, and the Company shall be entitled to received One Hundred Percent (100%) of any future payments made by the purchaser of the Soft & Smooth Assets. In exchange for these rights we agreed to pay ICE Ten Thousand Dollars ($10,000) in addition to being responsible for all obligations related to the development and marketing of the Soft & Smooth Assets, including the assumption of the following obligations previously due by ICE to third parties:

a) Accounts payable for legal patent work approximating;

b) Accounts payable to RWIP Consulting;

c) Accounts payable for clinical study services;

d) Account payable for out of pocket to RWIP for clinical study; and

e) Certain royalty payments due to RWIP (these royalty payments are the same as described above).

The transaction closed on July 11, 2012.

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

Forward-Looking Statements

This Quarterly Report on Form 10-Q of Biopack Environmental Solutions, Inc. for the period ended June 30, 2012 contains forward-looking statements, principally in this Section and "Business." Generally, you can identify these statements because they use words like "anticipates," "believes," "expects," "future," "intends," "plans," and similar terms. These statements reflect only our current expectations. Although we do not make forward-looking statements unless we believe we have a reasonable basis for doing so, we cannot guarantee their accuracy and actual results may differ materially from those we anticipated due to a number of uncertainties, many of which are unforeseen, including, among others, the risks we face as described in this filing. You should not place undue reliance on these forward-looking statements which apply only as of the date of this annual report. These forward-looking statements are 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. To the extent that such statements are not recitations of historical fact, such statements constitute forward-looking statements that, by definition, involve risks and uncertainties. In any forward-looking statement where we express an expectation or belief as to future results or events, such expectation or belief is expressed in good faith and believed to have a reasonable basis, but there can be no assurance that the statement of expectation of belief will be accomplished.

We believe it is important to communicate our expectations to our investors. There may be events in the future; however, that we are unable to predict accurately or over which we have no control. The risk factors listed in this filing, as well as any cautionary language in this annual report, provide examples of risks, uncertainties and events that may cause our actual results to differ materially from the expectations we describe in our forward-looking statements. Factors that could cause actual results or events to differ materially from those anticipated, include, but are not limited to: our ability to successfully obtain financing for product acquisition; changes in product strategies; general economic, financial and business conditions; changes in and compliance with governmental regulations; changes in various tax laws; and the availability of key management and other personnel.

Overview

We were incorporated on August 28, 2000 in the state of Nevada under the name "Quadric Acquisitions". Following our incorporation we were not actively engaged in any business activities. On April 25, 2001, we were acquired by Zkid Network Company and changed our name to ZKid Network Co. As a result, we became engaged in the business of providing media content for children through the use of our proprietary software. On February 8, 2006, we announced that we would be unable to raise the necessary funds to continue with our then-existing business model and plan. Accordingly, we decided to seek an active company to acquire.

On May 8, 2006, we closed a share exchange agreement with Star Metro Group Limited, which became our wholly-owned subsidiary. Under the terms of the share exchange agreement we exchanged 60,000,000 shares of our company for 100% of the issued and outstanding shares of Star Metro Group at a ratio of 1 share of our common stock for each 2,000 shares of Star Metro Group Limited's stock. As a result of the share exchange agreement, we became engaged in the development, production and sale of a line of biodegradable, single use, food and beverage containers. On March 20, 2006, we changed our name from ZKid Network Co. to Eatware Corporation.

On November 27, 2006, we changed our name from "Eatware Corporation" to "Star Metro Corp." We were required to effect this name change by the terms of an agreement we entered into on November 13, 2006, with Glory Team Industrial Limited and Eddie Chou, an ex-director of our company. We effected this name change by merging Star Metro Corp., our newly incorporated and wholly-owned subsidiary that was created for this purpose, into our company, with our company carrying on as the surviving corporation under the name "Star Metro Corp."

On February 26, 2007, we changed our name from "Star Metro Corp." to "Biopack Environmental Solutions Inc." This name change was effected by merging Biopack Environmental Solutions Inc., our newly incorporated and wholly-owned subsidiary that was created for this purpose, into our company, with our company carrying on as the surviving corporation under the name "Biopack Environmental Solutions Inc.".

On March 27, 2007, we completed a share exchange with the shareholders of Roots Biopack Group Limited, a company formed under the laws of the British Virgin Islands. Under the terms of the share exchange agreement we acquired all of the issued and outstanding common shares of Roots Biopack Group in exchange for the issuance by our company of 90,000,000 common shares to the former shareholders of Roots Biopack Group.

Prior to July 11, 2012, our primary business was the development, manufacturing, distribution and marketing of bio-degradable food containers and disposable industrial packaging for consumer products. We supplied our biodegradable food containers and industrial packaging products to multinational corporations, supermarket chains and restaurants located across North America, Europe and Asia. Our operations were conducted through the following wholly-owned subsidiaries: Roots Biopack (Intellectual Property) Limited, incorporated in Hong Kong, Roots Biopark Limited, incorporated in Hong Kong, Jiangmen Roots Biopack Ltd., incorporated in the People's Republic of China, Starmetro Group Limited, incorporated in the British Virgin Islands and Biopack Environmental Limited (fka E-ware Corporation Limited), incorporated in Hong Kong (together the "BPAC Subsidiaries").

On November 3, 2011, the People's Court of Guandong Jiangmen Pengjiang District held a hearing relating to our landlord's claim for unpaid rent for our factory plus penalty interest and other claims. The landlord had made a claim for payment of overdue rent in the amount of RMB 1,236,000, penalty interest in the amount of RMB 1,067,930 and a claim for potential loss of income in the amount of RMB 618,000, for a total amount claimed of RMB 2,921,930 (approximately $451,379). At the hearing, the Court ruled that after two unsuccessful attempts to auction the factory's assets at the minimum level set by the Court appointed independent valuation company's fair market assessment price, the Court set the reference value at RMB 3,613,139.20 (approximately $569,359) and transferred all the assets to the landlord. The landlord is legally responsible for settling any claims made by creditors, and the case has been closed.

On April 27, 2012, the holders of our preferred stock, which account for the voting control of the company, entered into an Agreement for the Purchase of Preferred Stock (the "Agreement") with Rockland Group, LLC, a Texas limited liability company ("Rockland"), under which Rockland purchased Six Hundred Twenty Thousand (620,000) shares of Biopack Environmental Solutions, Inc. Series A Convertible Preferred Stock (the "Series A Preferred Shares"), One Million Shares (1,000,000) shares of Biopack Environmental Solutions, Inc. Series B Convertible Preferred Stock (the "Series B Preferred Shares") and Seven Hundred Ten Thousand (710,000) shares of Biopack Environmental Solutions, Inc. Series C Convertible Preferred Stock (the "Series C Preferred Shares", and together with the Series A Preferred Shares and the Series B Preferred Shares, the "Shares"). These shares represent approximately 63% of our outstanding votes on all matters brought before the holders of our common stock for approval and, therefore, represented a change of control. The transaction closed on April 27, 2012.

On April 27, 2012, we entered into a Subsidiary Acquisition Option Agreement ("Subsidiary Option Agreement") with Xinghui Ltd., a Chinese entity ("Purchaser"), under which we may, in our sole discretion, sell all the shares in the BPAC Subsidiaries to Purchaser. Under the Subsidiary Option Agreement, if we exercised our option to sell the Subsidiary Shares to Purchaser, then, as consideration for the Subsidiary Shares, Purchaser would assume all liabilities of ours that existed as of April 25, 2012 (the "Purchase Price"). The liabilities to be assumed by the Purchaser would include, but would not be limited to, Purchaser assuming and agreeing to fully perform and satisfy and be liable for all of the liabilities and obligations of ours except for a $400,000 principal amount convertible note that was owed to Trilane Limited as of April 27, 2012 (the "Assumed Liabilities").

On July 11, 2012, we exercised our rights under the Subsidiary Option Agreement by sending a signed Notice of Exercise to the Escrow Agent, pursuant to the terms of the Subsidiary Acquisition Agreement. We also sent a copy of the Notice of Exercise directly to the Purchaser as well. As a result of us exercising our rights under the Subsidiary Option Agreement, we no longer own the Subsidiary Shares or the BPAC Subsidiaries, including any of their assets or liabilities.

On June 25, 2012, we entered into a License and Asset Purchase Option Agreement (the “Agreement”) with NorthStar Consumer Products, LLC, a Connecticut limited liability company (“NCP”), under which TriStar Consumer Products, Inc., our wholly-owned subsidiary, acquired the exclusive license to develop, market and sell, NCP’s Beaute de Maman product line, which is a line of skincare and other products specifically targeted for pregnant women. In addition, we acquired the exclusive license rights to develop, market and sell NCP’s formula being developed for itch suppression, which would be sold as an over-the-counter product, if successful. These licenses are for a period of up to one year, subject to earlier termination upon specified events. During the term of the license, the assets and business being licensed will be run by management of NCP pursuant to a consulting agreement. As a result of these license rights we are now responsible for developing, marketing and selling the “Beaute de Maman” products, as well as NCP’s anti-itch formula, including all expenses, contractual arrangements, etc., related to product development, manufacturing, marketing, selling, bottling and packaging, and shipping. We will also receive all revenue derived from sales of the products, other than the amounts owed to Dr. Michelle Brown, from whom NCP purchased the “Beaute de Maman” business and assets. Under the arrangement with Dr. Brown she is entitled to approximately seven percent (7%) of net revenue for all products sold under the Beaute de Maman brand name and derived from formulas transferred under the agreement with NCP for a 20 year period ending December 31, 2031. In exchange for these license rights we agreed to issue NCP 225,000 shares of our Series D Convertible Preferred Stock. This transaction closed on June 26, 2012.

Under the Agreement, in connection with our license rights and to ensure we can fulfill any immediate orders timely, we purchased all existing finished product of the Beaute de Maman product line currently owned by NCP. In exchange for the inventory we agreed to issue NCP 25,000 shares of our Series D Convertible Preferred Stock.

As a result of the Agreement, we had operations related to the Beaute de Maman product line during the three months ended June 30, 2012.

On July 11, 2012, we entered into a Marketing and Development Services Agreement (the “Marketing Agreement”) with InterCore Energy, Inc. (“ICE”). Under the Marketing Agreement we were retained to market and develop certain assets referred to as the Soft & Smooth Assets held by ICE. The Soft & Smooth Assets include all rights, interests and legal claims to that certain inventions entitled “Delivery Devise with Invertible Diaphragm” which is a novel medical applicator that is capable of delivering medicants and internal devices within the body in an atraumatic fashion (without producing injury or damage). We were granted the sole and exclusive rights to develop the Soft & Smooth Assets and market and sell the resulting products for a period of twelve (12) months. Under the Marketing Agreement, we will receive Eighty Percent (80%) of all revenue derived from the Soft & Smooth Assets. In addition to these rights, we shall have, starting with the sixth (6th) month following the execution of the Marketing Agreement and continuing until the end of the eleventh (11th) month following the execution of the Marketing Agreement, the exclusive option, in its sole discretion, to purchase the Soft & Smooth Assets from ICE provided that our right to purchase the Soft & Smooth Assets during the period starting with the sixth (6th) month until the end of the eighth (8th) month shall be subject to ICE’s agreement to sell. During the period starting with the ninth (9th) month and ending with the end of the eleventh (11th) month, ICE shall be obligated to sell if we exercise our right to purchase. In the event we exercise the purchase option, we will issue to ICE warrants enabling ICE to purchase One Hundred Fifty Thousand (150,000) shares of our common stock at One Dollar ($1) per share, with a four (4) year expiration period. During this eleven (11) month period, ICE may not sell the Soft & Smooth Assets to any party other than us without our written consent. In the event the Soft & Smooth Assets are sold to a third party during the eleven (11) month period, then the revenue split of 80% to us shall cease and ICE will be entitled to Fifteen Percent (15%) of any down payment received for the Soft & Smooth Assets, with us being entitled to Eighty Five Percent (85%) of any down payment, and we shall be entitled to received One Hundred Percent (100%) of any future payments made by the purchaser of the Soft & Smooth Assets. In exchange for these rights we agreed to pay ICE Ten Thousand Dollars ($10,000) in addition to being responsible for all obligations related to the development and marketing of the Soft & Smooth Assets, including the assumption of the following obligations previously due by ICE to third parties:

a) Accounts payable for legal patent work;

b) Accounts payable to RWIP Consulting;

c) Accounts payable for clinical study services;

d) Account payable for out of pocket to RWIP for clinical study; and

e) Certain royalty payments due to RWIP (these royalty payments are the same as described above).

The transaction closed on July 11, 2012.

As a result of the above transactions, we are currently a company primarily involved in developing, marketing and selling, NCP's Beaute de Maman product line, which is a line of skincare and other products specifically targeted for pregnant women, as well developing the Soft and Smooth Assets.

Discontinued Operations

As a result of the successful action by our prior landlord, as well as our election under the Subsidiary Acquisition Option Agreement, our operations during the three months ended June 30, 2012 are included in the accompanying financial statements as discontinued operations.

Results of Operations for the Three Months Ended June 30, 2012 and June 30, 2011

Profit/Loss for the period

Our loss for the three months ended June 30, 2012 totaled $172,591, with $172,367 being derived from continuing operations and $224 of the loss being derived from operations that are now discontinued, compared to a net profit for the three months ended June 30, 2011 of $258,627, with $17,947 being derived from continuing operations and $240,680 of the profit being derived from operations that are now discontinued. The details of our profit (loss) for these periods are outlined below.

Revenue

For the three months ended June 30, 2012 we generated revenues of $689, most of which were related to the operations of Beaute de Maman, compared to no revenue for the three months ended June 30, 2011.

Cost of Sales

For the three months ended June 30, 2012, we had cost of sales of $679, most related to the sales of Beaute de Maman products. We did not have any cost of sales for the three months ended June 30, 2011.

Operating expenses

Our operating expenses for continuing operations for the three months ended June 30, 2012 were $161,155, compared to $24,609 for the three months ended June 30, 2011. The increase in operating expenses from the period ended June 30, 2012 compared to the prior year period was due to increased related party consulting expense and professional fees incurred related to the Change of Control transaction on April 27, 2012.

Results of Operations for the Six Months Ended June 30, 2012 and June 30, 2011

Profit/Loss

Our loss for the six months ended June 30, 2012 totaled $193,207, with $185,490 being derived from continuing operations and $7,717 of the loss being derived from operations that are now discontinued, compared to a net loss for the six months ended June 30, 2011 of $213,969, with $17,003 of the loss being derived from continuing operations and $196,966 being derived from operations that are now discontinued. The details of our profit (loss) for these periods are outlined below.

Revenue

For the six months ended June 30, 2012 we generated revenues of $689, most of which were related to the operations of Beaute de Maman, compared to no revenue from continuing operations for the six months ended June 30, 2011. However, we did have revenues related to discontinued operations of $3,594 for the six months ended June 30, 2011.

Cost of Sales

For the six months ended June 30, 2012, we had cost of sales of $679, most related to the sales of Beaute de Maman products. We did not have any cost of sales from continuing operations for the six months ended June 30, 2011. However, we did have cost of sales related to discontinued operations of $5,486 for the six months ended June 30, 2011, related to our revenues from discontinued operations for that period.

Operating expenses

Our operating expenses for the six months ended June 30, 2012 and June 30, 2011, were $163,055 and $48,432, respectively. The increase in operating expenses from the period ended June 30, 2012 compared to the prior year period was due to increased related party consulting expense and professional fees incurred related to the Change of Control transaction on April 27, 2012. However, during the six months ended June 30, 2011, we also had operating expenses from discontinued operations of $585,271, with the expenses related to general and administrative expenses and depreciation and amortization offset by a net gain on assets and liabilities written off.

Assets and Liabilities

Current and non-current assets as of June 30, 2012 were $42,612 and $45,000, respectively, compared to $0 for both as of December 31, 2011. Our current and long term liabilities as of June 30, 2012 were $1,234,225 and $310,000, respectively, compared to $1,106,123 and $310,000 as of December 31, 2011. Additionally, during these two periods we did have $541 and $5,701, respectively, classified as “assets held for sale” and $895,884 and $892,243, respectively, classified as “liabilities held for sale”.

Liquidity and Capital Resources

The following is a summary of our cash flows provided by (used in) operating, investing and financing activities from continuing operations during the periods indicated:

	Six Months Ended June 30, 2012	Six Months Ended June 30, 2011
Cash at beginning of period	$ 0	$ 0
Net cash provided by (used in) operating activities	(7,673)	(18,258)
Net cash provided by (used in) discontinued operations	8,757	48,568
Net cash used in investing activities	0	0
Net cash provided by (used in) financing activities	42,352	(14,691)
Effect of exchange rate on the balance of cash	(1,084)	(15,691)
Cash at end of period	$ 42,352	$ 0

Cash Flows from Operating Activities – For the six months ending June 30, 2012, net cash used in continuing operations was $7,673 compared to net cash used in continuing operations of $18,258 for the six months ending June 30, 2011. Net cash used in continuing operations for the six months ended June 30, 2012 was primarily related to our loss for the period of ($193,207), offset by accounts payable and accruals of $97,984, expenses paid for by related parties of $57,648, and interest expenses accrual of $22,445.

Cash Flows from Discontinued Operations – For the six months ending June 30, 2012, net cash generated from discontinued operations was $8,757 compared to $48,568 for the six months ended June 30, 2011.

Cash Flows from Investing Activities – We did not have any net cash provided by (used in) investing activities from continuing operations for the six months ending June 30, 2012 or June 30, 2011.

Cash Flows from Financing Activities – Net cash flows generated from financing activities from continuing operations in the six months ending June 30, 2012 was $42,352, compared to net cash used in financing activities of $14,691 in the same period in 2011. For the six months in 2012, the cash flows used in financing activities from continuing operations were entirely from proceeds from the issuance of our Series D Preferred Stock.

Our existing liquidity is not be sufficient to fund our operations, anticipated capital expenditures, working capital and other financing requirements for the foreseeable future. We will need to seek to obtain additional debt or equity financing, especially if we experience downturns or cyclical fluctuations in our business that are more severe or longer than anticipated, or if we experience significant increases in the cost of raw material and manufacturing, lose a significant customer, or increases in our expense levels resulting from being a publicly-traded company. If we attempt to obtain additional debt or equity financing, we cannot assure you that such financing will be available to us on favorable terms, or at all.

Our financial statements for the six months ended June 30, 2012 indicate there is substantial doubt about our ability to continue as a going concern as we are dependent on our ability to retain short term financing and ultimately to generate sufficient cash flow to meet our obligations on a timely basis in order to attain profitability, as well as successfully obtain financing on favorable terms to fund the company's long term plans. We can give no assurance that our plans and efforts to achieve the above steps will be successful.

Off Balance Sheet Arrangements

We have no off balance sheet arrangements.

ITEM 3 QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

As a smaller reporting company, we are not required to provide the information required by this Item.

ITEM 4 CONTROLS AND PROCEDURES

(a) Evaluation of Disclosure Controls Procedures

We maintain disclosure controls and procedures (as defined in Rule 13a-l5(e) under the Exchange Act) that are designed to ensure that information that would be required to be disclosed in Exchange Act reports is recorded, processed, summarized and reported within the time period specified in the SEC's rules and forms, and that such information is accumulated and communicated to our management, including to our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

As required by Rule 13a-15 under the Exchange Act, our management, including our Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of the design and operation of our disclosure controls and procedures as of June 30, 2012. Based on that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that as of June 30, 2012, and as of the date that the evaluation of the effectiveness of our disclosure controls and procedures was completed, our disclosure controls and procedures were not effective to satisfy the objectives for which they are intended.

(b) Management's Report on Internal Controls over Financial Reporting

Our management is responsible for establishing and maintaining effective internal control over financial reporting (as defined in Rule 13a-l5(f) of the Securities Exchange Act). Management assessed the effectiveness of the Company's internal control over financial reporting as of June 30, 2012. In making this assessment, management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO"). Based on that assessment, management believes that, as of June 30, 2012, the Company's internal control over financial reporting was ineffective based on the COSO criteria, due to the following material weaknesses listed below.

Insufficient segregation of duties in our finance and accounting functions due to limited personnel. We internally performed all aspects of our financial reporting process, including, but not limited to, access to the underlying accounting records and systems, the ability to post and record journal entries and responsibility for the preparation of the financial statements. Due to the fact these duties were performed by limited personnel, a lack of review was created over the financial reporting process that might result in a failure to detect errors in spreadsheets, calculations, or assumptions used to compile the financial statements and related disclosures as filed with the SEC.

Insufficient corporate governance policies. Our corporate governance activities and processes are not always formally documented.

These control deficiencies could result in a material misstatement to our interim or annual financial statements that would not be prevented or detected.

When we are financially able, we intend to take appropriate and reasonable steps to make the necessary improvements to remediate these deficiencies and we intend to consider the results of our remediation efforts and related testing as part of our next assessment of the effectiveness of our internal control over financial reporting.

(c) Changes in Internal Control over Financial Reporting

There was no change in our internal control over financial reporting during the period June 30, 2012, that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

(d) Officer's Certifications

Appearing as an exhibit to this quarterly report on Form 10-Q are "Certifications" of our Chief Executive and Financial Officer. The Certifications are required pursuant to Sections 302 of the Sarbanes-Oxley Act of 2002 (the "Section 302 Certifications"). This section of the quarterly report on Form 10-Q contains information concerning the Controls Evaluation referred to in the Section 302

Certifications. This information should be read in conjunction with the Section 302 Certifications for a more complete understanding of the topics presented.

PART II – OTHER INFORMATION

ITEM 1 LEGAL PROCEEDINGS

In the ordinary course of business, we are from time to time involved in various pending or threatened legal actions. The litigation process is inherently uncertain and it is possible that the resolution of such matters might have a material adverse effect upon our financial condition and/or results of operations. However, in the opinion of our management, other than as set forth herein, matters currently pending or threatened against us are not expected to have a material adverse effect on our financial position or results of operations.

ITEM 1A RISK FACTORS

As a smaller reporting company, we are not required to provide the information required by this Item.

ITEM 2 UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

During the period covered by this report there were no events which are required to be reported under this Item.

ITEM 3 DEFAULTS UPON SENIOR SECURITIES

During the period covered by this report there were no events which are required to be reported under this Item.

ITEM 4 MINE SAFETY DISCLOSURES

During the period covered by this report there were no events which are required to be reported under this Item.

ITEM 5 OTHER INFORMATION

Change of Control Transaction

On April 27, 2012, the holders of our preferred stock, which account for the voting control of the company, entered into an Agreement for the Purchase of Preferred Stock (the "Agreement") with Rockland Group, LLC, a Texas limited liability company ("Rockland"), under which Rockland purchased Six Hundred Twenty Thousand (620,000) shares of Biopack Environmental Solutions, Inc. Series A Convertible Preferred Stock (the "Series A Preferred Shares"), One Million Shares (1,000,000) shares of Biopack Environmental Solutions, Inc. Series B Convertible Preferred Stock (the "Series B Preferred Shares") and Seven Hundred Ten Thousand (710,000) shares of Biopack Environmental Solutions, Inc. Series C Convertible Preferred Stock (the "Series C Preferred Shares", and together with the Series A Preferred Shares and the Series B Preferred Shares, the "Shares"). These shares represent approximately 63% of our outstanding votes on all matters brought before the holders of our common stock for approval. The transaction closed on April 27, 2012. We were a party to the Agreement for the purpose of acknowledging certain representations and warranties about the company in the Agreement.

Under the Agreement, the holders of our preferred stock sold the Shares, which represent approximately 63% of our outstanding votes on all matters brought before the holders of our common stock for approval, to Rockland. This transaction resulted in a change of control as Rockland now owns a majority of our outstanding voting securities.

Pursuant to the Agreement, Mr. Gerald Lau King Chung resigned from his positions as our President and Chief Executive Officer effective at the close of the transaction, April 27, 2012, and Mr. Sean Webster resigned from his position as our Chief Financial Officer and Secretary also effective at the close of the transaction. Mr. Webster also resigned as a member of our Board of Directors, effective at the close of the transaction.

In conjunction with the close of the transaction, the following additions to our Board of Directors and executive management team occurred:

Mr. Harry Pond, the Managing Director of Rockland Group, LLC, a Texas limited liability company and the holder of approximately 63% of our outstanding voting rights, replaced Mr. Lau as our Chief Executive Officer and was appointed to serve on our Board of Directors. From 2005 to present, Mr. Pond has served as Managing Director of Rockland Group, LLC, which is a real estate development company active in the Houston, Texas real estate market. From 2008 to present, Mr. Pond has served as a senior business executive for Rockland Insurance Agency, Inc. In this position he is actively involved with the management of loss prevention, marketing, and recruiting to ensure the company's profitability and productivity. From 1979 to present, Mr. Pond has owned and operated The Harry Pond Insurance Agency, a company that he is currently in the process of merging with Rockland Insurance Agency, Inc. Mr. Pond received his BS in mathematics and education from Texas State University. Mr. Pond serves on the Board of Directors of Heartland Bridge Capital, Inc., a public company listed on The OTC Bulletin Board.

Mr. Frederick Larcombe replaced Mr. Webster as our Chief Financial Officer and Secretary. From early 2008 to the present, Mr. Larcombe, as a principal with Crimson Partners, a group of seasoned financial professionals, serves a number of clients primarily in the life sciences. In this connection and since November 2010, Mr. Larcombe has served as the Chief Financial Officer and Secretary for Heartland Bridge Capital, Inc. (HLBC.OB), a company focused on investments and acquisition opportunities primarily in the energy sector. From 2005 to 2007, he was simultaneously the Chief Financial Officer of Xenomics Inc., and FermaVir Pharmaceuticals, Inc. From 2004 to 2005, he was a consultant with Kroll Zolfo Cooper, a professional services firm providing interim management and turn-around services, and from 2000 to 2004, he was Chief Financial Officer of MicroDose Therapeutics. Prior to 2000, Mr. Larcombe held various positions with ProTeam.com, Cambrex, and PriceWaterhouseCoopers. Mr. Larcombe's received his BS in Accounting from Seton Hall University, was designated a Certified Public Accountant in New Jersey, and is an alumnus of the Management Development Program at Harvard Business School.

Subsequently, Mr. Larcombe resigned as our Chief Financial Officer, effective October 25, 2012, and was replaced by Mr. David Horin.

All of our officers and other personnel are independent contractors and will continue to be until we have sufficient time and resources to hire them as employees. We do not currently have any written agreements with any of our officers or directors.

License and Asset Purchase Option Agreement with NorthStar Consumer Products, LLC

On June 25, 2012, we entered into a License and Asset Purchase Option Agreement (the "Agreement") with NorthStar Consumer Products, LLC, a Connecticut limited liability company ("NCP"), under which TriStar Consumer Products, Inc., our wholly-owned subsidiary, acquired the exclusive license to develop, market and sell, NCP's Beaute de Maman product line, which is a line of skincare and other products specifically targeted for pregnant women. In addition, we acquired the exclusive license rights to develop, market and sell NCP's formula being developed for itch suppression, which would be sold as an over-the-counter product, if successful. These licenses are for a period of up to one year, subject to earlier termination upon specified events. During the term of the license, the assets and business being licensed will be run by management of NCP pursuant to a consulting agreement. As a result of these license rights we are now responsible for developing, marketing and selling the "Beaute de Maman" products, as well as NCP's anti-itch formula, including all expenses, contractual arrangements, etc., related to product development, manufacturing, marketing, selling, bottling and packaging, and shipping. We will also receive all revenue derived from sales of the products, other than the amounts owed to Dr. Michelle Brown, from whom NCP purchased the "Beaute de Maman" business and assets. Under the arrangement with Dr. Brown she is entitled to approximately seven percent (7%) of net revenue for all products sold under the Beaute de Maman brand name and derived from formulas transferred under the agreement with NCP for a 20 year period ending December 31, 2031. In exchange for these license rights we agreed to issue NCP 225,000 shares of our Series D Convertible Preferred Stock. This transaction closed on June 26, 2012.

Additionally, under the Agreement, we, through our wholly-owned subsidiary, have the option to purchase all the assets related to the "Beaute de Maman" products, as well as NCP's anti-itch formula. In order to exercise this option we must: (i) we must be a fully reporting company under the Securities Exchange Act of 1934, as amended (the "'34 Act"), and be current in our reporting obligations under the '34 Act; (ii) we must have written employment agreements in place with John Linderman and James Barickman; (iii) we must be in a position to support the marketing and other operational needs of the "Beaute de Maman" business, and to otherwise meet our financial obligations as they become due; (iv) we must have fully assumed the obligations with respect to a sale of the Beaute de Maman business; and (v) we shall not have any litigation or inquiry, investigation or proceeding (whether preliminary, formal or informal) by any governmental unit, agency or regulatory body (or SRO), or by any current or former stockholder or creditor, that is pending or overtly threatened against us or our subsidiary, including without limitation, no litigation, inquiry, investigation or proceeding with respect to our securities issuances and/or '34 Act filings, or seeking to delist or remove us from the OTC Markets (Pink Sheets).

Our option is exclusive and remains open for a period (the "Option Period") of the shorter of (i) six (6) months after the above five conditions are satisfied, or (ii) the remaining Term of the License. Upon expiration of the Option Period, the option automatically and irrevocably expires and is of no further force and effect. If we validly exercise the option to purchase the business and assets, we will issue NCP 750,000 shares of our Series D Convertible Preferred Stock as consideration for such purchase.

Additionally, under the Agreement, in connection with our license rights and to ensure we can fulfill any immediate orders timely, we purchased all existing finished product of the Beaute de Maman product line currently owned by NCP. In exchange for the inventory we agreed to issue NCP 25,000 shares of our Series D Convertible Preferred Stock.

As a result of the Agreement, we had operations related to the Beaute de Maman product line during the three months ended June 30, 2012.

Stock Purchase Agreement with Rockland Group, LLC

On June 29, 2012, we entered into a Stock Purchase Agreement with Rockland Group, LLC, an entity owned and controlled by Harry Pond, one of our officers and directors (the "Stock Purchase Agreement"). Under the Stock Purchase Agreement, Rockland Group agreed to purchase 1,540,000 shares of our Series D Convertible Preferred Stock in exchange for $308,000. To date, Rockland Group has paid $141,000 of this amount and plans to pay the remaining balance on or before July 20, 2012.

ITEM 6 EXHIBITS

Item No.	Description
(2)	**Plan of Purchase, Sale, Reorganization, Arrangement, Liquidation or Succession**
2.1	Share exchange agreement dated February 8, 2007 between our company, Roots Biopack Group, Good Value Galaxy Limited, Joyful Services Ltd., Legend View Holdings Ltd, Erich Muller Holding AG, and Eddie Chou and Ricky Chiu (incorporated by reference from our Current Report on Form 8-K filed on January 11, 2007)
(3)	**Articles of Incorporation and Bylaws**
3.1	Articles of Incorporation (incorporated by reference from our Current Report on Form 8-K filed on May 9, 2001)
3.2	Bylaws (incorporated by reference from our Current Report on Form 8-K filed on May 9, 2001)
3.3	Certificate of Amendment of Articles of Incorporation (incorporated by reference from our Current Report on Form 8-K filed on May 9, 2001)
3.4	Articles of Merger (incorporated by reference from our Current Report on Form 8-K filed on May 9, 2001)
3.5	Certificate of Designation (incorporated by reference from our Current Report on Form 8-K filed on May 9, 2001)
3.6	Articles of Merger filed with the Secretary of State of Nevada on November 21, 2006 effective on November 26, 2006 (incorporated by reference from our Current Report on Form 8-K filed on November 28, 2006)
3.7	Articles of Merger filed with the Secretary of State of Nevada on February 21, 2007 effective on February 26, 2007 (incorporated by reference from our Current Report on Form 8-K filed on February 27, 2007)
3.8	Certificate of Correction filed with the Secretary of State of Nevada on June 27, 2007 (incorporated by reference from our Annual Report on Form 10-KSB filed on April 15, 2009)
3.9	Certificate of Designation filed with the Secretary of State of Nevada on July 27, 2007 (incorporated by reference from our Annual Report on Form 10-KSB filed on April 15, 2009)
3.10	Certificate of Change filed with the Secretary of State of Nevada on June 6, 2009 (incorporated by reference from our Current Report on Form 8-K filed on June 11, 2009)
(10)	**Material Contracts**
10.1	Technology License and Materials Purchase Agreement with Glory Team Industrial Ltd., Starmetro Group Limited dated December 7, 2005 (incorporated by reference from our quarterly report on Form 10-QSB filed on November 20, 2006)
10.2	Agreement dated effective November 13, 2006 with Glory Team Industrial Ltd. and Eddie Chou S. Hou (incorporated by reference from our Current Report on Form 8-K filed on November 17, 2006)
10.3	Share Exchange Agreement dated January 5, 2007 among our company, Roots, the Stockholders, Chou and Chiu (incorporated by reference from our Current Report on Form 8-K filed on January 10, 2007)
10.4	Agreement for Transfer of State-Owned Land Usage Right (incorporated by reference from our Current Report on Form 8-K filed on April 2, 2007)
10.5	Factory Leasing Agreement (incorporated by reference from our Current Report on Form 8-K filed on April 2, 2007)
10.6	Factory Leasing Agreement – Translation (incorporated by reference from our Current Report on Form 8-K filed on April 2, 2007)
10.7	Roots' Tenancy Agreement (incorporated by reference from our Current Report on Form 8-K filed on April 2, 2007)
10.8	Sales and Purchase of Machinery, Technical Assistance and Factory Management Agreement dated August 19, 2007 between our company and Tayna Environmental Technology Co. Limited (incorporated by reference from our Quarterly Report on Form 8-K filed on August 21, 2007)
10.9	Distribution Agreement dated July 26, 2007 between our wholly owned subsidiary, Roots Biopack Limited and Packagegroup Moonen (incorporated by reference from our Current Report on Form 8-K filed on August 27, 2007)
10.10	Boiler Project Contract dated June 28, 2007 between our wholly owned subsidiary, Jiangmen Roots Biopack Limited and Dongguan Hongyuan Boiler Equipments Co., Ltd. (incorporated by reference from our Current Report on Form 8-K filed on August 27, 2007)

10.11	Construction Project Agreement dated June 11, 2007 between our wholly owned subsidiary, Jiangmen Roots Biopack Limited and Li Bailia (incorporated by reference from our Current Report on Form 8-K filed on August 27, 2007)
10.12	Compressor Project Contract dated June 6, 2007 between our wholly owned subsidiary, Jiangmen Roots Biopack Limited and Sky Blue (incorporated by reference from our Current Report on Form 8-K filed on August 27, 2007)
10.13	Debt Settlement and Subscription Agreement dated August 1, 2007 between our company and Begonia Participation Corp. (incorporated by reference from our Quarterly Report on Form 8-K filed on August 20, 2007)
10.14	Share Cancellation Agreement dated February 17, 2009 between our company and Eddie Chou (incorporated by reference from our Current Report on Form 8-K filed on March 5, 2009)
10.15	Share Cancellation Agreement dated February 17, 2009 between our company and Ricky Chiu (incorporated by reference from our Current Report on Form 8-K filed on March 5, 2009)
10.16	Share Cancellation Agreement dated February 17, 2009 between our company and Legend View Holdings Limited (incorporated by reference from our Current Report on Form 8-K filed on March 5, 2009)
10.17	Land Purchase Settlement Agreement dated April 8, 2009 (incorporated by reference from our Annual Report on Form 10-KSB filed on April 15, 2009)
10.18	Cancellation Agreement dated March 30, 2009 between Roots Biopack Group Limited and Tayna Environmental Technology Co. Limited (incorporated by reference from our Current Report on Form 8-K filed on April 3, 2009)
10.19	Loan Agreement dated March 30, 2009 between Roots Biopack Group Limited and Tayna Environmental Technology Co. Limited (incorporated by reference from our Current Report on Form 8-K filed on April 3, 2009)
10.20	Form of Subscription Agreement between our company and LAU Kin Chung (Gerald Lau), CHENG King Hung (King Cheng), CHAN Kam Fai (Edwin Chan) and CHU Wei Ling Hilary (Hilary Chu) (incorporated by reference from our Current Report on Form 8-K filed on May 30, 2009)
10.21	Consulting Agreement with San Diego Torrey Hills Capital, Inc. (incorporated by reference from our Current Report on Form 8-K filed on October 10, 2009)
10.22	Loan Amendment Agreement with Tayna Environmental Technology Co. Limited (incorporated by reference from our Current Report on Form 8-K filed on March 31, 2010)
10.23	Demand Promissory Note with Lainey Advisors Inc. dated July 1, 2009 (incorporated by reference from our Current Report on Form 8-K filed on March 31, 2010)
10.24	Demand Promissory Note with Creative Mind Assets Limited dated July 1, 2009 (incorporated by reference from our Current Report on Form 8-K filed on March 31, 2010)
10.25	Demand Promissory Note with Lainey Advisors Inc. dated July 20, 2009 (incorporated by reference from our Current Report on Form 8-K filed on March 31, 2010)
10.26	Demand Promissory Note with Kuo-Hsien Chen dated September 15, 2009 (incorporated by reference from our Current Report on Form 8-K filed on March 31, 2010)
10.27	Demand Promissory Note with Creative Mind Assets Limited dated December 31, 2009 (incorporated by reference from our Current Report on Form 8-K filed on March 31, 2010)
10.28	Demand Promissory Note with Kuo-Hsien Chen dated December 31, 2009 (incorporated by reference from our Current Report on Form 8-K filed on March 31, 2010)
10.29	Subscription Agreement with Manzanis Business Inc. dated April 8, 2010 (incorporated by reference from our Current Report on Form 8-K filed on April 9, 2010)
10.30	Subscription Agreement with K.A. Erdmann dated May 15, 2010 (incorporated by reference from our Current Report on Form 8-K filed on May 20, 2010)
10.31	Subscription Agreement with Scharfe Holdings Inc. dated May 15, 2010 (incorporated by reference from our Current Report on Form 8-K filed on May 20, 2010)
10.32	Consulting Agreement with San Diego Torrey Hills Capital, Inc. (incorporated by reference from our Current Report on Form 8-K filed on June 12, 2010)
10.33	Subscription Agreement with Keiand Capital Corp. (incorporated by reference from our Quarterly Report on Form 10-Q filed on August 14, 2010)
10.34	Promissory Note dated September 1, 2010 with Creative Mind Assets Ltd. (incorporated by reference from our Current Report on Form 8-K filed on September 2, 2010)
10.35	Share Purchase Agreement dated July 9, 2010 between Biopack Environmental Limited and Well Talent Technology Limited (incorporated by reference from our Quarterly Report on Form 10-Q filed on August 12, 2010)

10.36	Loan Agreement dated April 22, 2010 between Biopack Environmental Limited, Well Talent Technology Limited, Gerald Lau (incorporated by reference from our Quarterly Report on Form 10-Q filed on August 12, 2010)
10.37	Loan Agreement dated June 3, 2010 between Biopack Environmental Limited, Well Talent Technology Limited, Gerald Lau (incorporated by reference from our Quarterly Report on Form 10-Q filed on August 12, 2010)
10.38	Agreement for the Purchase of Preferred Stock (the "Agreement") with Rockland Group, LLC dated April 27, 2012 (incorporated by reference from our Current Report on Form 8-K filed on May 11, 2012)
10.39	License and Asset Option Purchase Agreement with NorthStar Consumer Products, LLC dated June 25, 2012 (incorporated by reference from our Current Report on Form 8-K filed on July 2, 2012)
10.40	Agreement for the Purchase of Preferred Stock with Rockland Group, LLC dated June 29, 2012 (incorporated by reference from our Current Report on Form 8-K filed on July 2, 2012)
(31)	**Rule 13a-14(a)/15d-14(a) Certifications**
31.1	Rule 13a-14(a)/15d-14(a) Certification of Chief Executive Officer (filed herewith).
31.2	Rule 13a-14(a)/15d-14(a) Certification of Chief Accounting Officer (filed herewith).
(32)	**Section 1350 Certifications**
32.1	Section 1350 Certification of Chief Executive Officer (filed herewith).
32.2	Section 1350 Certification of Chief Accounting Officer (filed herewith).
101.INS **	XBRL Instance Document
101.SCH **	XBRL Taxonomy Extension Schema Document
101.CAL **	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF **	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB **	XBRL Taxonomy Extension Label Linkbase Document
101.PRE **	XBRL Taxonomy Extension Presentation Linkbase Document

** XBRL (Extensible Business Reporting Language) information is furnished and not filed or a part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, is deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and otherwise is not subject to liability under these sections.

SIGNATURES

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

Biopack Environmental Solutions, Inc.

Dated: January 9, 2013

By: */s/ Harry Pond*
Harry Pond
Chief Executive Officer
and Director

EXHIBIT 31.1

Rule 13a-14(a)/15d-14(a) Certification of Chief Executive Officer

I, Harry Pond, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Biopack Environmental Solutions, Inc.;

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

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

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

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

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

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

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

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

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

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

Dated: January 9, 2013

By: */s/ Harry Pond*
Harry Pond
Chief Executive Officer

EXHIBIT 31.2

Rule 13a-14(a)/15d-14(a) Certification of Chief Financial Officer

I, Dave Horin, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Biopack Environmental Solutions, Inc.;

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

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

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

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

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

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

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

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

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

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

Dated: January 9, 2013

By: */s/ Dave Horin*
Dave Horin
Chief Financial Officer

EXHIBIT 32.1

CERTIFICATION PURSUANT TO 18 USC, SECTION 1350,
AS ADOPTED PURSUANT TO SECTION 906
OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Biopack Environmental Solutions, Inc. (the “Company”) on Form 10-Q for the quarter ended June 30, 2012, as filed with the Securities and Exchange Commission on or about the date hereof (the “Report”), I, Harry Pond, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Sec. 1350, as adopted pursuant to Sec. 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of Sections 13(a) or 15(d) of the Securities Exchange Act of 1934; and

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

Dated: January 9, 2013

/s/ Harry Pond
By: Harry Pond
Chief Executive Officer

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

EXHIBIT 32.2

**CERTIFICATION PURSUANT TO 18 USC, SECTION 1350,
AS ADOPTED PURSUANT TO SECTION 906
OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of Biopack Environmental Solutions, Inc. (the "Company") on Form 10-Q for the quarter ended June 30, 2012, as filed with the Securities and Exchange Commission on or about the date hereof (the "Report"), I, Dave Horin, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Sec. 1350, as adopted pursuant to Sec. 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of Sections 13(a) or 15(d) of the Securities Exchange Act of 1934; and

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

Dated: January 9, 2013

By: */s/ Dave Horin*
Dave Horin
Chief Financial Officer

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

Loans Payable (Details 1) (USD $)	Jun. 30, 2012	Dec. 31, 2011
Long term loans		
Convertible debentures issued to a non related party	$ 60,000	$ 60,000
Convertible debenture issued to a former director	250,000	250,000
Total	$ 310,000	$ 310,000

Summary of Significant Accounting Policies	6 Months Ended Jun. 30, 2012
Accounting Policies [Abstract]	
Note 2. Summary of Significant Accounting Policies	(a) Basis of Presentation The consolidated financial statements include the accounts of Biopack Environmental Solutions Inc. and its wholly owned subsidiaries. All material inter-company balances and transactions have been eliminated from the consolidated financial statements. (b) Use of Estimates In preparing consolidated financial statements in conformity with US GAAP, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and revenues and expenses during the reported periods. Significant estimates include depreciation. Actual results could differ from those estimates. (c) Cash and Cash Equivalents For purposes of the statement of cash flows, the Company considers financial instruments with maturities of less than three months when purchased to cash equivalents. There are no cash equivalents as of the balance sheet date. (d) Inventories Inventories, consisting of merchandise held for resale as finished goods, are stated at the lower of cost or market. Cost is determined using an average cost method. (e) Intangible Assets The Company intends to account for purchases of intangible assets in accordance with the provisions of ASC 350 "Intangibles" ("ASC 350") and ASC 360 "Fixed Assets" ("ASC 360"). The useful lives of intangible assets will be determined at the date of purchase and periodically evaluated for reasonableness. The assets will be tested for impairment at least once annually, if determined to have an indefinite life, or whenever events or changes in circumstances indicate that the carrying amount may no longer be recoverable. (f) Accounts Receivable Accounts receivable are stated at original amounts less an allowance made for doubtful receivables, if any, based on a review of all outstanding amounts at the end of the period. Full allowance for doubtful receivables are made when the receivables are overdue for one year and an allowance is made when there is objective evidence that the Company will not be able to collect all amounts due according to the original terms of a receivable. Bad debts are written against the allowance when identified. The Company extends credit to customers on an unsecured basis in the normal course of business and believes that all accounts receivable in excess of the allowance for doubtful accounts are fully collectible. The Company does not accrue interest on trade accounts receivable. The normal credit terms range from 15 to 60 days. (g) Allowance for Doubtful Accounts The Company recognizes an allowance for doubtful accounts to ensure accounts receivable are not overstated due to uncollectibility. An allowance for doubtful accounts is maintained for all customers based on a variety of factors, including the length of time the receivables are past due, significant one-time events and historical experience. An additional reserve for individual

accounts is recorded when the Company becomes aware of a customer' s inability to meet its financial obligations, such as in the case of bankruptcy filings or deterioration in the customer' s operating results or financial position. If circumstances related to a customer change, estimates of the recoverability of receivables would be further adjusted.

(h) Property, Plant and Equipment

Property, plant and equipment are stated at cost. Depreciation is provided principally by use of the straight-line method over the useful lives of the related assets, except for leasehold properties, which are depreciated over the terms of their related leases or their estimated useful lives, whichever is less. Expenditures for maintenance and repairs, which do not improve or extend the expected useful life of the assets, are expensed to operations while major repairs are capitalized.

(i) Income Taxes

Income taxes are accounted for under the asset and liability method. Deferred tax assets and liabilities 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 operating loss and tax credit carry forwards. 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 effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date.

The Group has no material unrecognized tax benefit which would favourably affect the effective income tax rate in future periods. The Group has elected to classify interest and penalties related to unrecognized tax benefits, if and when required, as part of income tax expense in the consolidated statements of operations.

(j) Foreign Currency Transactions

The Company' s functional currency is Hong Kong Dollars ("HKD") and Renminbi ("RMB") and its reporting currency is U.S. dollars. The Company' s consolidated balance sheet accounts are translated into U.S. dollars at the year-end exchange rates and all revenue and expenses are translated into U.S. dollars at the average exchange rates prevailing during the periods in which these items arise. Translation gains and losses are deferred and accumulated as a component of other comprehensive income in stockholders' equity. Transaction gains and losses that arise from exchange rate fluctuations from transactions denominated in a currency other than the functional currency are included in the statement of operations as incurred.

(k) Earnings Per Share

The Company computes earnings per share ("EPS') in accordance with FASB Accounting Standard Codification Topic 260 (ASC 260) "Earnings Per Share" (Formerly known as Statement of Financial Accounting Standards No. 128, "Earnings per Share" ("SFAS No. 128")), and SEC Staff Accounting Bulletin No. 98 ("SAB 98"). ASC 260 requires companies with complex capital structures to present basic and diluted EPS. Basic EPS is measured as the income or loss available to common shareholders divided by the weighted average common shares outstanding for the period. Diluted EPS is similar to basic EPS but presents the dilutive effect on a per share basis of potential common shares (e.g., convertible securities, options, and warrants) as if they had been converted at the beginning of the periods presented, or issuance date, if later. Potential common shares that have an anti-dilutive effect (i.e., those that increase income per share or decrease loss per share) are excluded from the calculation of diluted EPS.

(l) Accumulated Other Comprehensive Income

Accumulated other comprehensive income represents the change in equity of the Company during the periods presented from foreign currency translation adjustments.

(m) Revenue Recognition

The Company recognizes revenue when the significant risks and rewards of ownership have been transferred to the customer pursuant to applicable laws and regulations, including factors such as when there has been evidence of a sales arrangement, the performance has occurred, or service have been rendered, the price to the buyer is fixed or determinable, and collectability is reasonably assured.

(n) Recently Issued Accounting Pronouncements

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

Going Concern (Details Narrative) (USD $)	3 Months Ended		6 Months Ended		
	Jun. 30, 2012	Jun. 30, 2011	Jun. 30, 2012	Jun. 30, 2011	Dec. 31, 2011
Organization, Consolidation and Presentation of Financial Statements [Abstract]					
Net Loss	$ 172,591	$ (258,627)	$ 193,207	$ 213,969	
Accumulated deficit	7,758,676		7,758,676		7,565,469
Working capital deficit	$ 1,186,613		$ 1,186,613		

Convertible Preferred Stock Summary and Net Loss per Dilutive Share (Details) (USD $)	Jun. 30, 2012	Jun. 29, 2012	Jun. 26, 2012	Apr. 27, 2012	Mar. 31, 2012	Dec. 31, 2011
Convertible Preferred Stock, Shares	3,080,000					1,620,000
Series A Preferred Convertible Member						
Convertible Preferred Stock, Shares	620,000				620,000	620,000
Convertible Preferred Stock, Amount	$ 620				$ 620	$ 620
Series B Preferred Convertible Member						
Convertible Preferred Stock, Shares	1,000,000				1,000,000	1,000,000
Convertible Preferred Stock, Amount	1,000				1,000	1,000
Series C Preferred Convertible Member						
Convertible Preferred Stock, Shares	710,000			710,000		
Convertible Preferred Stock, Amount						
Series D Preferred Convertible Member						
Convertible Preferred Stock, Shares	750,000	500,000	250,000			
Convertible Preferred Stock, Amount	$ 150,000	$ 100,000	$ 50,000			

Discontinued Operation (Details) (USD $)	6 Months Ended	
	Jun. 30, 2012	Jun. 30, 2011
Discontinued Operations and Disposal Groups [Abstract]		
Revenues	$ 0	$ 3,594
Cost of sales	0	5,486
Gross loss	0	(1,892)
General and administrative	7,717	577,052
Depreciation and amortization	0	8,219
Total operating expenses	7,717	585,271
Net gain on assets and liabilities written off	0	390,298
Finance cost	0	101
Loss from discontinued opertations	(7,717)	(196,966)
Assets		
Cash and cash equivalents	220	330
Deposits	321	5,371
Total assets classified as held for sale	541	5,701
Liabilities		
Accounts payable and accrued expenses	0	1,953
Lau Kin Chung, Gerald - former director	565,008	564,320
Sean Webster - former director	330,876	325,970
Total liabilities classified as held for sale	$ 895,884	$ 892,243

Discontinued Operation (Details Narrative) (USD $)	3 Months Ended Sep. 30, 2012
Discontinued Operations and Disposal Groups [Abstract]	
Quarterly Reviewing fees	$ 41,900

The Company	6 Months Ended Jun. 30, 2012
Notes to Financial Statements	
Note 1. The Company	Biopack Environmental Solutions Inc. (formerly Star Metro Corp.) and its subsidiaries formerly developed, manufactured, distributed and marketed bio-degradable food containers and disposable industrial packaging for consumer products made from natural materials. On April 27, 2012, the Company entered into an agreement to sell controlling interest to the Rockland Group, LLC, a Texas limited liability company ("Rockland"). Under the agreement, Rockland purchased six hundred and twenty thousand (620,000) shares of Biopack Environmental Solutions, Inc. Series A Convertible Preferred Stock ("Series A Preferred Shares"), one million (1,000,000) shares of Biopack Environmental Solutions, Inc. Series B Convertible Preferred Stock ("Series B Preferred Shares") and seven hundred ten thousand (710,000) shares of Biopack Environmental Solutions, Inc. Series C Convertible Preferred Stock ("Series C Preferred Shares"). These shares represent approximately 63% of the outstanding votes on all matters brought before the holders of its common stock for approval. Each share is convertible into five shares of common stock. The transaction closed on April 27, 2012. On June 25, 2012, the Company entered into a License and Asset Purchase Option Agreement (the "Agreement") with NorthStar Consumer Products, LLC, a Connecticut limited liability company ("NCP"), under which TriStar Consumer Products, Inc., a wholly-owned subsidiary, acquired the exclusive license to develop, market and sell NCP' s Beaute de Maman product line of skincare and other products specifically targeted for pregnant women. In addition, the Company acquired the exclusive license rights to develop, market and sell NCP' s formula for an over-the-counter itch suppression product. These licenses are valid for a period of up to one year, subject to earlier termination upon specified events. During the term of the license, the assets and business being licensed will be run by management of NCP pursuant to a consulting agreement. As a result of these license rights the Company is responsible for developing, marketing and selling the "Beaute de Maman" products, as well as NCP' s anti-itch formula, including all expenses, contractual arrangements, etc., related to product development, manufacturing, marketing, selling, bottling and packaging, and shipping. The Company will also receive all revenue derived from sales of the products, other than the amounts owed to Dr. Michelle Brown, from whom NCP purchased the "Beaute de Maman" business and assets. Under the arrangement, Dr. Brown is entitled to approximately seven percent (7%) of net revenue for all products sold under the Beaute de Maman brand name and derived from formulas transferred under the agreement with NCP for a 20 year period ending December 31, 2031. In exchange for these license rights the Company agreed to issue NCP 225,000 shares of its Series D Convertible Preferred Stock. Each share is convertible into twenty five shares of common stock. This transaction closed on June 26, 2012. Additionally, under the Agreement, the Company, through its wholly-owned subsidiary, has the option to purchase all the assets related to the "Beaute de Maman" products, as well as NCP' s anti-itch formula. In order to exercise this option the Company must: (i) the Company must be a fully reporting company under the Securities Exchange Act of 1934, as amended (the "' 34 Act"), and be current in its reporting obligations under the ' 34 Act; (ii) the Company must have written employment agreements in place with John Linderman and James Barickman; (iii) the Company must be in a position to support the marketing and other operational needs of the "Beaute de Maman" business, and to otherwise meet its financial obligations as they become due; (iv) the Company must have fully assumed the obligations with respect to a sale of the Beaute de Maman business; and (v) the Company shall not have any litigation or inquiry, investigation or proceeding (whether preliminary, formal or informal) by any governmental unit, agency or regulatory body (or SRO), or by any current or former stockholder or creditor, that is pending or overtly threatened against the Company or its subsidiary, including without limitation, no litigation, inquiry, investigation or proceeding with respect to its securities issuances and/or ' 34 Act filings, or seeking to de-list or remove the Company from the OTC Markets (Pink Sheets).

The Company’ s option is exclusive and remains open for a period (the “Option Period”) of the shorter of (i) six (6) months after the above five conditions are satisfied, or (ii) the remaining Term of the License. Upon expiration of the Option Period, the option automatically and irrevocably expires and is of no further force and effect. If the Company validly exercises the option to purchase the business and assets, the Company will issue NCP 750,000 shares of Series D Convertible Preferred Stock. Each share is convertible into twenty five shares of common stock.

Additionally, under the Agreement, in connection with the Company’ s license rights and to ensure it can fulfill any immediate orders timely, the Company purchased all existing finished product of the Beaute de Maman product line currently owned by NCP. In exchange for the inventory the Company agreed to issue NCP 25,000 shares of Series D Convertible Preferred Stock. Each share is convertible into twenty five shares of common stock.

In July 2012, the Company disposed of its wholly-owned subsidiaries Starmetro Group Limited, Biopack Environmental Limited, Roots Biopark Limited, Jiangmen Roots Biopack Limited and Roots Biopack (Intellectual Property) Limited, which is the manufacturing and trading business of bio-degradable food containers and disposable industrial packaging for consumer products of the Group. The associated assets and liabilities of those five subsidiaries and the related business of the Group have been classified as discontinued operations and their operations have been reported in profit (loss) from discontinued operations.

Related Party Transactions (Details Narrative) (USD $)	6 Months Ended Jun. 30, 2012
Series D Convertible Preferred Stock Member	
Shares Issued, shares	500,000
Shares Issued, amount	$ 100,000
Highpeak, LLC Member	
Consulting fee incurred	30,000
Accounts payable balance	10,000
Rivercoach Partners LP Member	
Consulting fee incurred	30,000
Accounts payable balance	30,000
NorthStar Consumer Products, LLC Member	
Consulting fee incurred	45,000
Accounts payable balance	45,679
Chord Advisors, LLC Member	
Owed the prior Chief Financial Officer	$ 7,575

CONSOLIDATED BALANCE SHEETS (USD $)	Jun. 30, 2012	Dec. 31, 2011
Current assets		
Cash and cash equivalents	$ 42,352	$ 0
Accounts receivable from a related party	260	0
Inventory	5,000	0
Total current assets	47,612	0
Non-current assets		
Intangible assets, net	45,000	0
Total	45,000	0
Asset classified as held for sale	541	5,701
Total	45,541	5,701
Total Assets	93,153	5,701
Current liabilities		
Accounts payable and accrued expenses	300,103	272,928
Accounts payable and accrued expenses due to related parties	93,254	0
Short term debts	840,868	833,195
Total current liabilities	1,234,225	1,106,123
Liabilities classified as held for sale	895,884	892,243
Total	2,130,109	1,998,366
Long term liabilities		
Long term debt	60,000	60,000
Due to a related party	250,000	250,000
Total long term liabilities	310,000	310,000
Stockholders' equity		
Preferred stock, $0.001 par value; 10,000,000 shares authorized; 3,080,000 and 1,620,000 shares issued and outstanding as of June 30, 2012 and December 31, 2011, respectively	3,080	1,620
Common stock; $0.0001 par value; 50,000,000 shares authorized; 41,032,849 shares issued and outstanding	4,102	4,102
Additional paid-in capital	5,180,456	5,031,916
Stock issued at less than par value	(2,683)	(2,683)
Accumulated other comprehensive income	226,765	227,849
Accumulated deficit	(7,758,676)	(7,565,469)
Total deficiency in stockholders' equity	(2,346,956)	(2,302,665)
Total liabilities and deficiency in stockholders' equity	$ 93,153	$ 5,701

STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY (Unaudited) (USD $)	Preferred stock	Common Stock	Additional Paid-In Capital	Stock issued at less than par value	Foreign currency translation adjustment	Accumulated Deficit	Total
Beginning Balance, Amount at Dec. 31, 2011	$ 1,620	$ 4,102	$ 5,031,916	$ (2,683)	$ 227,849	$ (7,565,469)	$ (2,302,665)
Series C and Series D convertible preferred stock issued, Amount	1,460		148,540				
No activity		0		0			
Other comprehensive expense for the period					(1,084)		(1,084)
Net loss						(193,207)	(193,207)
Ending Balance, Amount at Jun. 30, 2012	$ 3,080	$ 4,102	$ 5,180,456	$ (2,683)	$ 226,765	$ (7,758,676)	$ (2,346,956)

Convertible Preferred Stock Summary and Net Loss per Dilutive Share (Tables)

6 Months Ended Jun. 30, 2012

Notes to Financial Statements

Convertible Preferred Stock Summary and Net Loss per Dilutive Share

	Series A Preferred Convertible		Series B Preferred Convertible		Series C Preferred Convertible		Series D Preferred Convertible	
	Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount
December 31, 2011	620,000	$ 620	1,000,000	$ 1,000	-	$ -	-	$ -
March 31, 2012	620,000	$ 620	1,000,000	$ 1,000	-	$ -	-	$ -
April 27, 2012	-	-	-	-	710,000	-	-	-
June 26, 2012	-	-	-	-	-	-	250,000	50,000
June 29, 2012	-	-	-	-	-	-	500,000	100,000
June 30, 2012	620,000	$ 620	1,000,000	$ 1,000	710,000	$ -	750,000	$150,000

Loans Payable (Details) (USD $)	Jun. 30, 2012	Dec. 31, 2011
Notes to Financial Statements		
Short term loans	$ 840,868	$ 833,195
Total	$ 840,868	$ 833,195

STATEMENTS OF CASH FLOWS (Unaudited) (USD $)	6 Months Ended	
	Jun. 30, 2012	Jun. 30, 2011
Cash flows from operating activities		
Loss for the period	$ (193,207)	$ (213,966)
Loss for the period from discontinued operations	7,717	196,966
Adjustments to reconcile net loss to net cash provided by operating activities:		
Gain on liabilities written off	0	(53,778)
Interest expenses accrual	22,445	22,349
Expenses paid for by related parties	57,648	0
Changes in working capital:		
Accounts payable and accruals	97,984	30,174
Accounts receivable from a related party	(260)	0
Net cash used in operating activities from continuing operations	(7,673)	(18,258)
Net cash generated from operating activities from discontinued operations	8,757	48,568
Cash flow from investing activities		
Net cash from investing activities	0	0
Cash flow from financing activities		
Debts redemption	0	(14,691)
Proceeds from issuanced of series D converible preferred stock	42,352	0
Net cash generated from/(used in) financing activities from continuing operation	42,352	(14,691)
Effects of exchange rate on the Balance of cash held in foreign currency	(1,084)	(15,619)
Net change in cash	42,352	0
Cash, beginning	0	0
Cash, ending	$ 42,352	$ 0

CONSOLIDATED BALANCE SHEETS (Parenthetical) (USD $)	Jun. 30, 2012	Dec. 31, 2011
Stockholders' equity		
Preferred stock, par value	$ 0.001	$ 0.001
Preferred stock, shares authorized	10,000,000	10,000,000
Preferred stock, shares issued	3,080,000	1,620,000
Preferred stock, shares outstanding	3,080,000	1,620,000
Common stock, par value	$ 0.0001	$ 0.0001
Common stock, shares authorized	50,000,000	50,000,000
Common stock, shares issued	41,032,849	41,032,849
Common stock, shares outstanding	41,032,849	41,032,849

Intangible Assets, Net	6 Months Ended Jun. 30, 2012
Notes to Financial Statements	
Note 10. Intangible Assets, Net	Pursuant to its June 25, 2012 agreement with NCP, the Company received exclusive licensing rights in exchange for an aggregate of 225,000 shares of Series D Convertible Preferred Stock. The Company valued the exclusive license rights as an intangible asset for $45,000 as of June 25, 2012. The license rights intangible assets will be amortized over the estimated useful life which is approximately six months.

Document and Entity Information	6 Months Ended Jun. 30, 2012	Jan. 08, 2013
Document And Entity Information		
Entity Registrant Name	BIOPACK ENVIRONMENTAL SOLUTIONS INC.	
Entity Central Index Key	0001109153	
Document Type	10-Q	
Document Period End Date	Jun. 30, 2012	
Amendment Flag	false	
Current Fiscal Year End Date	--12-31	
Is Entity a Well-known Seasoned Issuer?	No	
Is Entity a Voluntary Filer?	No	
Is Entity's Reporting Status Current?	Yes	
Entity Filer Category	Smaller Reporting Company	
Entity Common Stock, Shares Outstanding		41,032,849
Document Fiscal Period Focus	Q2	
Document Fiscal Year Focus	2012	

Subsequent Events	6 Months Ended Jun. 30, 2012
Subsequent Events [Abstract]	
Note 11. Subsequent Events	On July 11, 2012, the Company, entered into a Purchase and Assignment of Rights Agreement (the "Agreement") with RWIP, LLC, an Oregon limited liability company ("RWIP"), under which the Company was assigned rights to receive certain royalty payments under previously executed agreements between RWIP and a third party. The royalty payments are equal to Twenty Percent (20%) of all net income (revenue minus expenses) received by the third party InterCore Energy, Inc., a Delaware corporation (fka. I-Web Media, Inc.) ("ICE") from certain assets owned by ICE, as set forth in that certain asset purchase agreement between RWIP and ICE dated December 10, 2010. In exchange for these rights the Company agreed to issue RWIP two million (2,000,000) shares of its Series D Convertible Preferred Stock. Each share is convertible into twenty five shares of common stock. The transaction closed on July 11, 2012. On July 11, 2012, the Company entered into a Marketing and Development Services Agreement (the "Marketing Agreement") with ICE. Under the Marketing Agreement the Company was retained to market and develop the Soft & Smooth Assets held by ICE. The Soft & Smooth Assets include all rights, interests and legal claims to that certain inventions entitled "Delivery Devise with Invertible Diaphragm" as further defined in the Marketing Agreement. The Company was granted the sole and exclusive rights to develop the Soft & Smooth Assets and market and sell the resulting products for a period of twelve (12) months. Under the Marketing Agreement, the Company will receive Eighty Percent (80%) of all revenue derived from the Soft & Smooth Assets. In addition to these rights, the Company shall have, starting with the sixth (6th) month following the execution of the Marketing Agreement and continuing until the end of the eleventh (11th) month following the execution of the Marketing Agreement, the exclusive option, in its sole discretion, to purchase the Soft & Smooth Assets from ICE provided that the Company' s right to purchase the Soft & Smooth Assets during the period starting with the sixth (6th) month until the end of the eighth (8th) month shall be subject to ICE' s agreement to sell. During the period starting with the ninth (9th) month and ending with the end of the eleventh (11th) month, ICE shall be obligated to sell if the Company exercises its right to purchase. In the event the Company exercise the purchase option, the Company will issue to ICE warrants enabling ICE to purchase One Hundred Fifty Thousand (150,000) shares of its common stock at One Dollar ($1) per share, with a four (4) year expiration period. During this eleven (11) month period, ICE may not sell the Soft & Smooth Assets to any party other than the Company without written consent. In the event the Soft & Smooth Assets are sold to a third party during the eleven (11) month period, then the revenue split of 80% to the Company shall cease and ICE will be entitled to Fifteen Percent (15%) of any down payment received for the Soft & Smooth Assets, with the Company being entitled to Eighty Five Percent (85%) of any down payment, and the Company shall be entitled to received One Hundred Percent (100%) of any future payments made by the purchaser of the Soft & Smooth Assets. In exchange for these rights we agreed to pay ICE Ten Thousand Dollars ($10,000) in addition to being responsible for all obligations related to the development and marketing of the Soft & Smooth Assets, including the assumption of the following obligations previously due by ICE to third parties: a) Accounts payable for legal patent work approximating; b) Accounts payable to RWIP Consulting; c) Accounts payable for clinical study services; d) Account payable for out of pocket to RWIP for clinical study; and e) Certain royalty payments due to RWIP (these royalty payments are the same as described above).

The transaction closed on July 11, 2012.

CONSOLIDATED STATEMENTS OF OPERATIONS (Unaudited) (USD $)	3 Months Ended		6 Months Ended	
	Jun. 30, 2012	Jun. 30, 2011	Jun. 30, 2012	Jun. 30, 2011
Continuing Operation				
Revenues	$ 689	$ 0	$ 689	$ 0
Cost of sales	679	0	679	0
Gross loss	10	0	10	0
General and administrative	161,155	24,609	163,055	48,432
Total operating expenses	161,155	24,609	163,055	48,432
Loss from operations	(161,145)	(24,609)	(163,045)	(48,432)
Other Income (expense)				
Gain on liabilities written off	0	53,778	0	53,778
Finance cost	(11,222)	(11,222)	(22,445)	(22,349)
(Loss)/profit before tax	(172,367)	17,947	(185,490)	(17,003)
Income tax	0	0	0	0
(Loss)/profit for the period from continuing operation	(172,367)	17,947	(185,490)	(17,003)
Loss for the period from discontinued operations	(224)	240,680	(7,717)	(196,966)
(Loss)/profit for the period	$ (172,591)	$ 258,627	$ (193,207)	$ (213,969)
Continuing operation				
(Loss)/earnings per share	$ 0.00	$ 0	$ 0.00	$ 0.00
Diluted (loss)/earnings per share	$ 0.00	$ 0	$ 0.00	$ 0.00
Discontinued operations				
(Loss)/earnings per share	$ 0.00	$ 0.01	$ 0.00	$ 0.00
Diluted (loss)/earnings per share	$ 0.00	$ 0.01	$ 0.00	$ 0.00
Weighted average common shares outstanding	41,032,849	41,032,849	41,032,849	41,032,849
Diluted weighted average common shares outstanding	41,032,849	41,032,849	41,032,849	41,032,849

Convertible Preferred Stock Summary and Net Loss per Dilutive Share	6 Months Ended
	Jun. 30, 2012

Notes to Financial Statements

Note 5. Convertible Preferred Stock Summary and Net Loss per Dilutive Share

	Series A Preferred Convertible		Series B Preferred Convertible		Series C Preferred Convertible		Series D Preferred Convertible	
	Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount
December 31, 2011	620,000	$ 620	1,000,000	$ 1,000	-	$ -	-	$ -
March 31, 2012	620,000	$ 620	1,000,000	$ 1,000	-	$ -	-	$ -
April 27, 2012	-	-	-	-	710,000	-	-	-
June 26, 2012	-	-	-	-	-	-	250,000	50,000
June 29, 2012	-	-	-	-	-	-	500,000	100,000
June 30, 2012	620,000	$ 620	1,000,000	$ 1,000	710,000	$ -	750,000	$150,000

Convertible preferred stock was considered anti-dilutive for the three and six months ended June 30, 2012, due to net losses.

Loans Payable	**6 Months Ended Jun. 30, 2012**

Notes to Financial Statements

Note 4. Loans Payable

	June 30, 2012	December 31, 2011
Short term loans	$ 840,868	$ 833,195
	$ 840,868	$ 833,195

	June 30, 2012	December 31, 2011
Long term loans		
Convertible debentures issued to a non related party	$ 60,000	$ 60,000
Convertible debenture issued to a former director	250,000	250,000
	$ 310,000	$ 310,000

	June 30, 2012	December 31, 2011
Convertible Debt		
Beginning and closing balance of the year	$ 310,000	$ 310,000

As at June 30, 2012, the Company has short term loans on demand of $840,868. The loans bear interest at the rate of 0.5% to 6% per annum.

The embedded beneficial conversion features present in the convertible debenture is valued separately at issuance and recognized and measured by allocating a portion of the proceeds equal to the intrinsic value of that feature to additional paid-in capital. That amount is calculated as the difference between the conversion price and the fair value of the common stock into which the debenture is convertible, multiplied by the no. of shares. The intrinsic value cannot exceed the proceeds.

Accounts Payable and Accrued Expenses (Details Narrative) (USD $)	Jun. 30, 2012	Dec. 31, 2011
Payables and Accruals [Abstract]		
Accounts payable and accrued expenses	$ 393,357	
Accounts payable and accrued expenses due to related parties	$ 93,254	$ 0

Summary of Significant Accounting Policies (Policies)	6 Months Ended Jun. 30, 2012
Accounting Policies [Abstract]	
Basis of Presentation	The consolidated financial statements include the accounts of Biopack Environmental Solutions Inc. and its wholly owned subsidiaries. All material inter-company balances and transactions have been eliminated from the consolidated financial statements.
Use of Estimates	In preparing consolidated financial statements in conformity with US GAAP, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and revenues and expenses during the reported periods. Significant estimates include depreciation. Actual results could differ from those estimates.
Cash and Cash Equivalents	For purposes of the statement of cash flows, the Company considers financial instruments with maturities of less than three months when purchased to cash equivalents. There are no cash equivalents as of the balance sheet date.
Inventories	Inventories, consisting of merchandise held for resale as finished goods, are stated at the lower of cost or market. Cost is determined using an average cost method.
Intangible Assets	The Company intends to account for purchases of intangible assets in accordance with the provisions of ASC 350 “Intangibles” (“ASC 350”) and ASC 360 “Fixed Assets” (“ASC 360”). The useful lives of intangible assets will be determined at the date of purchase and periodically evaluated for reasonableness. The assets will be tested for impairment at least once annually, if determined to have an indefinite life, or whenever events or changes in circumstances indicate that the carrying amount may no longer be recoverable.
Accounts Receivable	Accounts receivable are stated at original amounts less an allowance made for doubtful receivables, if any, based on a review of all outstanding amounts at the end of the period. Full allowance for doubtful receivables are made when the receivables are overdue for one year and an allowance is made when there is objective evidence that the Company will not be able to collect all amounts due according to the original terms of a receivable. Bad debts are written against the allowance when identified. The Company extends credit to customers on an unsecured basis in the normal course of business and believes that all accounts receivable in excess of the allowance for doubtful accounts are fully collectible. The Company does not accrue interest on trade accounts receivable. The normal credit terms range from 15 to 60 days.
Allowance for Doubtful Accounts	The Company recognizes an allowance for doubtful accounts to ensure accounts receivable are not overstated due to uncollectibility. An allowance for doubtful accounts is maintained for all customers based on a variety of factors, including the length of time the receivables are past due, significant one-time events and historical experience. An additional reserve for individual accounts is recorded when the Company becomes aware of a customer' s inability to meet its financial obligations, such as in the case of bankruptcy filings or deterioration in the customer' s operating results or financial position. If circumstances related to a customer change, estimates of the recoverability of receivables would be further adjusted.
Property, Plant and Equipment	Property, plant and equipment are stated at cost. Depreciation is provided principally by use of the straight-line method over the useful lives of the related assets, except for leasehold properties, which are depreciated over the terms of their related leases or their estimated useful lives, whichever is less. Expenditures for maintenance and repairs, which do not improve or extend the expected useful life of the assets, are expensed to operations while major repairs are capitalized.
Income Taxes	Income taxes are accounted for under the asset and liability method. Deferred tax assets and liabilities 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 operating loss and tax credit carry forwards. 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 effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. The Group has no material unrecognized tax benefit which would favourably affect the effective income tax rate in future periods. The Group has elected to classify interest and penalties related to

unrecognized tax benefits, if and when required, as part of income tax expense in the consolidated statements of operations.

Foreign Currency Transactions

The Company' s functional currency is Hong Kong Dollars ("HKD") and Renminbi ("RMB") and its reporting currency is U.S. dollars. The Company' s consolidated balance sheet accounts are translated into U.S. dollars at the year-end exchange rates and all revenue and expenses are translated into U.S. dollars at the average exchange rates prevailing during the periods in which these items arise. Translation gains and losses are deferred and accumulated as a component of other comprehensive income in stockholders' equity. Transaction gains and losses that arise from exchange rate fluctuations from transactions denominated in a currency other than the functional currency are included in the statement of operations as incurred.

Earnings Per Share

The Company computes earnings per share ("EPS') in accordance with FASB Accounting Standard Codification Topic 260 (ASC 260) "Earnings Per Share" (Formerly known as Statement of Financial Accounting Standards No. 128, "Earnings per Share" ("SFAS No. 128")), and SEC Staff Accounting Bulletin No. 98 ("SAB 98"). ASC 260 requires companies with complex capital structures to present basic and diluted EPS. Basic EPS is measured as the income or loss available to common shareholders divided by the weighted average common shares outstanding for the period. Diluted EPS is similar to basic EPS but presents the dilutive effect on a per share basis of potential common shares (e.g., convertible securities, options, and warrants) as if they had been converted at the beginning of the periods presented, or issuance date, if later. Potential common shares that have an anti-dilutive effect (i.e., those that increase income per share or decrease loss per share) are excluded from the calculation of diluted EPS.

Accumulated Other Comprehensive Income

Accumulated other comprehensive income represents the change in equity of the Company during the periods presented from foreign currency translation adjustments.

Revenue Recognition

The Company recognizes revenue when the significant risks and rewards of ownership have been transferred to the customer pursuant to applicable laws and regulations, including factors such as when there has been evidence of a sales arrangement, the performance has occurred, or service have been rendered, the price to the buyer is fixed or determinable, and collectability is reasonably assured.

Recently Issued Accounting Pronouncements

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

Discontinued Operation	6 Months Ended Jun. 30, 2012
Discontinued Operations and Disposal Groups [Abstract]	
Note 8. Discontinued Operation	On November 3, 2011, the People' s Court of Guandong Jiangmen Pengjiang District held a hearing relating to the Company' s landlord' s claim for unpaid rent for its factory plus penalty interest and other claims. The landlord had made a claim for payment of overdue rent in the amount of RMB 1,236,000, penalty interest in the amount of RMB 1,067,930 and a claim for potential loss of income in the amount of RMB 618,000, for a total amount claimed of RMB 2,921,930 (approximately $451,379). At the hearing, the Court ruled that after two unsuccessful attempts to auction the factory' s assets at the minimum level set by the Court appointed independent valuation company' s fair market assessment price, the Court set the reference value at RMB 3,613,139.20 (approximately $569,359) and transferred all the assets to the landlord. The landlord is legally responsible for settling any claims made by creditors, and the case has been closed.

On April 27, 2012, the Company entered into a Subsidiary Acquisition Option Agreement ("Subsidiary Option Agreement") with Xinghui Ltd., a Chinese entity ("Purchaser"), under which the Company may, at its sole discretion, sell the Subsidiary Shares to the Purchaser. The "Subsidiary Shares" consists of 100% ownership of the following wholly-owned subsidiaries: Roots Biopack (Intellectual Property) Limited, incorporated in Hong Kong, Roots Biopark Limited, incorporated in Hong Kong, Jiangmen Roots Biopack Ltd., incorporated in the People' s Republic of China, Starmetro Group Limited, incorporated in the British Virgin Islands and Biopack Environmental Limited (fka E-ware Corporation Limited), incorporated in Hong Kong (together the "BPAC Subsidiaries").

On July 11, 2012, the Company exercised its rights under the Subsidiary Option Agreement by sending a signed Notice of Exercise to the Escrow Agent, pursuant to the terms of the Subsidiary Acquisition Agreement. The Company also sent a copy of the Notice of Exercise directly to the Purchaser as well. As a result of the Company exercising its rights under the Subsidiary Option Agreement, the Company no longer owned the Subsidiary Shares or the BPAC Subsidiaries, including any of their assets or liabilities.

The liabilities assumed by the Purchaser included, but were not be limited to, Purchaser assuming and agreeing to fully perform and satisfy and be liable for all of the liabilities and obligations of the Company' s except for a $400,000 principal amount convertible note that was owed to Trilane Limited as of April 27, 2012. During the 3rd quarter of 2012 the Company also agreed to assume the 2011 audit fees and 2012 quarterly review fees for $41,900.

A summarized statement of operations for the discontinued operations for the comparable six month periods ended June 30, 2012 and June 30, 2011 is as follows:

	Six months ended	
	June 30, 2012	**June 30, 2011**
Revenues	0	3,594
Cost of sales	0	5,486
Gross loss	0	(1,892)
General and administrative	7,717	577,052
Depreciation and amortization	0	8,219
Total operating expenses	7,717	585,271

Net gain on assets and liabilities written off	0	390,298
Finance cost	0	101
Loss from discontinued opertations	(7,717)	(196,966)

Assets classified as held for sale:

Assets	**June 30, 2012**	**December 31, 2011**
Cash and cash equivalents	220	330
Deposits	321	5,371
Total assets classified as held for sale	541	5,701

Liability classified as held for sale:

Liabilities	**June 30, 2012**	**December 31, 2011**
Accounts payable and accrued expenses	0	1,953
Lau Kin Chung, Gerald - former director	565,008	564,320
Sean Webster - former director	330,876	325,970
Total liabilities classified as held for sale	895,884	892,243

Going Concern	6 Months Ended Jun. 30, 2012
Organization, Consolidation and Presentation of Financial Statements [Abstract]	
Note 6. Going Concern	The accompanying consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (“US GAAP”), which contemplate the continuation of the Company as a going concern. The Company had a loss for the six months period ended June 30, 2012 of $193,207 and, on June 30, 2012 it had an accumulated deficit of $7,758,676 and a working capital deficit of $1,186,613. These conditions raise substantial doubt as to the Company’ s ability to continue as a going concern. These consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty. These consolidated financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts, or amounts and classifications of recorded asset amounts, or amounts and classifications of liabilities that might be necessary should the Company be unable to continue as a going concern. The future of the Company is dependent upon its attaining profitable operations and raising the capital it will require in order to achieve profitable operations through the issuance of equity securities, borrowings or a combination thereof.

Income Taxes	6 Months Ended Jun. 30, 2012
Income Tax Disclosure [Abstract]	
Note 7. Income Taxes	No provision for HK Profits tax has been made in consolidated financial statements as the subsidiaries sustained losses for the period. No provision for PRC income tax has been made in the consolidated financial statements as the PRC subsidiary sustained loss during the period. No provision for deferred taxation has been recognized in the financial statements as the amount involved is insignificant. No provision for US tax has been made for any of the period presented as the Group does not have any assessable profits during the period. No deferred tax is recognized in the consolidated balance sheets as of June 30, 2012.

Related Party Transactions	6 Months Ended Jun. 30, 2012
Related Party Transactions [Abstract]	
Note 9. Related Party Transactions	Consulting Agreements On May 15, 2012, the Company entered into a consulting agreement with Highpeak, LLC (“Highpeak”). Highpeak is a significant voting shareholder of BPAC as of April 27, 2012. The two year agreement is effective from April 1, 2012 through March 31, 2014. The Company has agreed to pay Highpeak a monthly consulting fee of $10,000. The Company incurred $30,000 for the six months ended June 30, 2012 and has an accounts payable balance of $10,000 as of June 30, 2012. On May 15, 2012, the Company entered into a consulting agreement with Rivercoach Partners LP (“Rivercoach”). Rivercoach is a significant voting shareholder of BPAC as of April 27, 2012. The two year agreement is effective from April 1, 2012 through March 31, 2014. The Company has agreed to pay Rivercoach a monthly consulting fee of $10,000. The Company incurred $30,000 for the six months ended June 30, 2012 and has an accounts payable balance of $30,000 as of June 30, 2012. On June 1, 2012, the Company entered into a consulting agreement with NorthStar Consumer Products, LLC (“NCP”). The two year agreement is effective from April 1, 2012 through March 31, 2014. The Company has agreed to pay NCP a monthly consulting fee of $15,000. The Company incurred $45,000 for the six months ended June 30, 2012 and has an accounts payable balance of $45,679 as of June 30, 2012. On July 17, 2012, the Company entered into a consulting agreement with Chord Advisors, LLC (“Chord”). 50% of Chord is owned by David Horin, the Company’ s Chief Financial Officer. The two year agreement is effective from July 15, 2012 through July 15, 2013. The Company has agreed to pay Chord a monthly consulting fee of $12,500. The Company owed the prior Chief Financial Officer $7,575 as of June 30, 2012; such payment was disbursed in July 2012. The Company will recognize cash consulting expenses over the requisite service period pursuant to the provisions of each specific agreement. Asset Purchase Agreements On June 25, 2012, the Company entered into a License and Asset Purchase Option Agreement (the “Agreement”) with NorthStar Consumer Products, LLC, a Connecticut limited liability company (“NCP”), under which TriStar Consumer Products, Inc., a wholly-owned subsidiary, acquired the exclusive license to develop, market and sell NCP’ s Beaute de Maman product line of skincare and other products specifically targeted for pregnant women. In addition, the Company acquired the exclusive license rights to develop, market and sell NCP’ s formula for an over-the-counter itch suppression product. These licenses are valid for a period of up to one year, subject to earlier termination upon specified events. During the term of the license, the assets and business being licensed will be run by management of NCP pursuant to a consulting agreement. As a result of these license rights the Company is responsible for developing, marketing and selling the “Beaute de Maman” products, as well as NCP’ s anti-itch formula, including all expenses, contractual arrangements, etc., related to product development, manufacturing, marketing, selling, bottling and packaging, and shipping. The Company will also receive all revenue derived from sales of the products, other than the amounts owed to Dr. Michelle Brown, from whom NCP purchased the “Beaute de Maman” business and assets. Under the arrangement, Dr. Brown is entitled to approximately seven percent (7%) of net revenue for all products sold under the Beaute de Maman brand name and derived from formulas transferred under the agreement with NCP for a 20 year period ending December 31, 2031. In exchange for these license rights the Company agreed to

issue NCP 225,000 shares of its Series D Convertible Preferred Stock. Each share is convertible into twenty five shares of common stock. This transaction closed on June 26, 2012.

Additionally, under the Agreement, the Company, through its wholly-owned subsidiary, has the option to purchase all the assets related to the "Beaute de Maman" products, as well as NCP' s anti-itch formula. In order to exercise this option the Company must: (i) the Company must be a fully reporting company under the Securities Exchange Act of 1934, as amended (the "' 34 Act"), and be current in its reporting obligations under the ' 34 Act; (ii) the Company must have written employment agreements in place with John Linderman and James Barickman; (iii) the Company must be in a position to support the marketing and other operational needs of the "Beaute de Maman" business, and to otherwise meet its financial obligations as they become due; (iv) the Company must have fully assumed the obligations with respect to a sale of the Beaute de Maman business; and (v) the Company shall not have any litigation or inquiry, investigation or proceeding (whether preliminary, formal or informal) by any governmental unit, agency or regulatory body (or SRO), or by any current or former stockholder or creditor, that is pending or overtly threatened against the Company or its subsidiary, including without limitation, no litigation, inquiry, investigation or proceeding with respect to its securities issuances and/or ' 34 Act filings, or seeking to de-list or remove the Company from the OTC Markets (Pink Sheets).

The Company' s option is exclusive and remains open for a period (the "Option Period") of the shorter of (i) six (6) months after the above five conditions are satisfied, or (ii) the remaining Term of the License. Upon expiration of the Option Period, the option automatically and irrevocably expires and is of no further force and effect. If the Company validly exercises the option to purchase the business and assets, the Company will issue NCP 750,000 shares of Series D Convertible Preferred Stock. Each share is convertible into twenty five shares of common stock.

Additionally, under the Agreement, in connection with the Company' s license rights and to ensure it can fulfill any immediate orders timely, the Company purchased all existing finished product of the Beaute de Maman product line currently owned by NCP. In exchange for the inventory the Company agreed to issue NCP 25,000 shares of Series D Convertible Preferred Stock. Each share is convertible into twenty five shares of common stock.

On June 29, 2012, the Company entered into a Stock Purchase Agreement with Rockland Group, LLC, an entity owned and controlled by Harry Pond, one the Company' s officers and directors (the "Stock Purchase Agreement"). Under the Stock Purchase Agreement, Rockland Group agreed to purchase 1,540,000 shares of its Series D Convertible Preferred Stock in exchange for $308,000. Each share is convertible into twenty five shares of common stock. As of June 30, 2012, 500,000 shares of Series D Convertible Preferred stock had been issued in exchange for $100,000.

Discontinued Operation (Tables)	6 Months Ended Jun. 30, 2012

Discontinued Operations and Disposal Groups [Abstract]

Summary of statement of operations for the discontinued operations

	Six months ended	
	June 30, 2012	June 30, 2011
Revenues	0	3,594
Cost of sales	0	5,486
Gross loss	0	(1,892)
General and administrative	7,717	577,052
Depreciation and amortization	0	8,219
Total operating expenses	7,717	585,271
Net gain on assets and liabilities written off	0	390,298
Finance cost	0	101
Loss from discontinued operations	(7,717)	(196,966)

Assets classified as held for sale:

	June 30, 2012	December 31, 2011
Assets		
Cash and cash equivalents	220	330
Deposits	321	5,371
Total assets classified as held for sale	541	5,701

Liability classified as held for sale:

	June 30, 2012	December 31, 2011
Liabilities		
Accounts payable and accrued expenses	0	1,953
Lau Kin Chung, Gerald - former director	565,008	564,320
Sean Webster - former director	330,876	325,970
Total liabilities classified as held for sale	895,884	892,243

Loans Payable (Details 2) (USD $)	Jun. 30, 2012	Dec. 31, 2011
Convertible Debt		
Beginning and closing balance of the year	$ 310,000	$ 310,000

CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS (Unaudited) (USD $)	3 Months Ended		6 Months Ended	
	Jun. 30, 2012	Jun. 30, 2011	Jun. 30, 2012	Jun. 30, 2011
Consolidated Statements Of Comprehensive Lossunaudited				
Loss for the period	$ (172,591)	$ 258,627	$ (193,207)	$ (213,969)
Other comprehensive income/(expense) :				
Foreign currency translation adjustment	(979)	2,854	(1,084)	(15,619)
Total comprehensive expense	$ (173,570)	$ 261,481	$ (194,291)	$ (229,588)

Accounts Payable and Accrued Expenses	6 Months Ended Jun. 30, 2012
Payables and Accruals [Abstract]	
Note 3. Accounts Payable and Accrued Expenses	As of June 30, 2012, the Company had total accounts payable and accrued expenses of $393,357; accounts payable and accrued expenses due to related parties were $93,254.

Loans Payable (Details Narrative) (USD $)	Jun. 30, 2012	Dec. 31, 2011
Short term loans on demand	$ 840,868	$ 833,195
Minimum [Member]		
Loans bear interest	0.50%	
Maximum [Member]		
Loans bear interest	6.00%	

Loans Payable (Tables)	6 Months Ended Jun. 30, 2012
Notes to Financial Statements	
Schedule of Short term loans	(table below)
Schedule of Long term loans	(table below)
Schedule of Convertible Debt	(table below)

Schedule of Short term loans

	June 30, 2012	December 31, 2011
Short term loans	$840,868	833,195
	840,868	833,195

Schedule of Long term loans

	June 30, 2012	December 31, 2011
Long term loans		
Convertible debentures issued to a non related party	$ 60,000	$ 60,000
Convertible debenture issued to a former director	250,000	250,000
	$310,000	$ 310,000

Schedule of Convertible Debt

	June 30, 2012	December 31, 2011
Convertible Debt		
Beginning and closing balance of the year	$310,000	$ 310,000