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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 **August 31, 2009**

**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 000-52398**

### **WESTMONT RESOURCES, INC.**

(Exact name of registrant as specified in its charter)

**NEVADA**

(State or other jurisdiction of incorporation or  
organization)

**76-0773948**

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

**155 108<sup>th</sup> Avenue NE, Suite 150**

**Bellevue, WA**

(Address of principal executive offices)

**98004**

(Zip Code)

**(206) 922-2203**

(Registrant's telephone number, including area code)

**Not Applicable**

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

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

**Yes**  **No**

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (Section 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

(Do not check if a smaller reporting  
company)

Non-accelerated filer

**Smaller reporting company**

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). 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 October 20, 2009, the Issuer had 96,633,000 Shares of Common Stock outstanding.

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**PART I - FINANCIAL INFORMATION****ITEM 1. FINANCIAL STATEMENTS.**

Westmont Resources Inc.  
(An Exploration Stage Company)  
August 31, 2009

<a href="#"><u>Consolidated Balance Sheets as of August 31, 2009 and May 31, 2009 (Unaudited);</u></a>	Index
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**Westmont Resources Inc.**  
**(An Exploration Stage Company)**  
**Consolidated Balance Sheets**  
**(Unaudited)**

	<b>August 31, 2009 \$</b>	<b>May 31, 2009 \$</b>
<b>ASSETS</b>		
Current Assets		
Cash	4	146
Prepaid expenses	10,319	10,319
<b>Total Current Assets</b>	<b>10,323</b>	<b>10,465</b>
Software, not yet in service	209,056	209,056
<b>Total Assets</b>	<b>219,379</b>	<b>219,521</b>
<b>LIABILITIES AND STOCKHOLDERS' DEFICIT</b>		
Bank indebtedness	22	-
Accounts payable and accrued liabilities	95,407	40,920
Convertible notes payable	394,531	389,256
Due to related parties	228,054	224,605
<b>Total Liabilities</b>	<b>718,014</b>	<b>654,781</b>
Stockholders' Deficit		
Convertible preferred stock, 25,000,000 shares authorized, \$0.001 par value, 3,000,000 shares issued and outstanding	3,000	3,000
Common stock, 775,000,000 shares authorized, \$0.001 par value, 96,633,000 shares issued and outstanding	96,633	96,633
Additional Paid-in Capital	133,958	133,958
Deficit Accumulated During the Exploration Stage	(732,226)	(668,851)
<b>Total Stockholders' Deficit</b>	<b>(498,635)</b>	<b>(435,260)</b>
<b>Total Liabilities and Stockholders' Deficit</b>	<b>219,379</b>	<b>219,521</b>

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



**Westmont Resources Inc.**  
**(An Exploration Stage Company)**  
**Consolidated Statements of Expenses**  
**(Unaudited)**

	<b>For the Three Months Ended August 31, 2009 \$</b>	<b>For the Three Months Ended August 31, 2008 \$</b>	<b>Period from November 16, 2004 (Inception) through August 31, 2009 \$</b>
Expenses			
General and administrative	54,568	10,952	297,969
Loss on acquisition	-	-	410,396
Mining expenses	-	-	15,460
<b>Total expense</b>	<b>54,568</b>	<b>10,952</b>	<b>723,825</b>
Other (income)/expense			
Donated management services	-	-	(14,500)
Interest expense	8,807	-	22,901
<b>Net Loss</b>	<b>(63,375)</b>	<b>(10,952)</b>	<b>(732,226)</b>
<b>Deemed dividend to preferred shareholders</b>	<b>-</b>	<b>-</b>	<b>(3,000)</b>
<b>Net loss available to common shareholders</b>	<b>(63,375)</b>	<b>(10,952)</b>	<b>(735,226)</b>
<b>Net Loss Per common share – Basic and Diluted</b>	<b>(0.00)</b>	<b>(0.00)</b>	<b>N/A</b>
<b>Weighted Average Shares Outstanding</b>	<b>96,633,000</b>	<b>9,333,000</b>	<b>N/A</b>

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

**Westmont Resources Inc.**  
**(An Exploration Stage Company)**  
**Consolidated Statements of Cash Flows**  
**(Unaudited)**

	<b>For the Three Months Ended August 31, 2009 \$</b>	<b>For the Three Months Ended August 31, 2008 \$</b>	<b>Period from November 16, 2004 (Inception) Through August 31, 2009 \$</b>
<b>Operating Activities</b>			
Net loss	(63,375)	(10,952)	(732,226)
Adjustment to reconcile net loss to net cash used in operating activities:			
Common shares issued for services	-	-	39,500
Preferred shares issued for services	-	-	3,000
Note payable assumed for services	-	-	387,896
Changes in operating assets and liabilities:			
Prepaid expenses and other current assets	-	-	57,148
Accounts payable and accrued liabilities	59,784	(880)	106,395
<b>Net Cash Used in Operating Activities</b>	<b>(3,591)</b>	<b>(11,832)</b>	<b>(138,287)</b>
<b>Financing Activities</b>			
Proceeds from issuance of common stock	-	-	82,160
Net advances from (repayments to) related party	3,449	15,383	56,131
<b>Net Cash Provided by Financing Activities</b>	<b>3,449</b>	<b>15,383</b>	<b>138,291</b>
(Decrease) Increase In Cash	(142)	3,551	4
Cash – Beginning of Period	146	33	-
Cash – End of Period	4	3,584	4
<b>Supplemental Disclosures:</b>			
Interest paid	-	-	-
Income taxes paid	-	-	-
<b>Non-cash investing and financing activities:</b>			
Common stock for partial conversion of convertible note	-	-	65,631
Net assets acquired from Get2Networks	-	-	43,300

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

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**Westmont Resources Inc.**  
**(An Exploration Stage Company)**  
**Notes to the Consolidated Financial Statements**  
**August 31, 2009**  
**(Unaudited)**

1. Basis of Presentation

The accompanying unaudited interim financial statements of Westmont Resources Inc. ("Westmont") have been prepared in accordance with accounting principles generally accepted in the United States of America and the rules of the Securities and Exchange Commission, and should be read in conjunction with Westmont's audited 2009 annual financial statements and notes thereto contained in Westmont's Annual Report filed with the SEC on Form 10-K. In the opinion of management, all adjustments, consisting of normal recurring adjustments, necessary for a fair presentation of financial position and the results of operations for the interim periods present have been reflected herein. The results of operations for interim periods are not necessarily indicative of the results to be expected for the full year. Notes to the financial statements, which would substantially duplicate the disclosure required in Westmont's fiscal 2009 financial statements have been omitted.

On March 9, 2005, the Company formed a wholly-owned subsidiary, known as Norstar Explorations Ltd. ("Norstar"), a company incorporated in British Columbia, Canada. On November 21, 2008, the Company entered into a Share Purchase Agreement whereby the Company acquired all the issued and outstanding shares of common stock of Avalon International Inc. ("Avalon"), a Washington corporation, in exchange for 22,500,000 shares of common stock of the Company, and on March 1, 2009, the Company entered into a Share Purchase Agreement whereby the Company acquired all the issued and outstanding shares of common stock of Get2Networks, Inc. ("Get2Networks"), a Nevada corporation, in exchange for 43,300,000 shares of common stock of the Company. These consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries from the date of inception (Norstar); and from the date of acquisition (Avalon and Get2Networks).

All significant inter-company balances and transactions have been eliminated on consolidation.

2. Going Concern

These financial statements have been prepared on a going concern basis, which implies Westmont will continue to realize its assets and discharge its liabilities in the normal course of business. Westmont has never generated revenue since inception and is unlikely to generate earnings in the immediate or foreseeable future. The continuation of Westmont as a going concern is dependent upon the continued financial support from its shareholders, the ability of Westmont to obtain necessary equity financing to continue operations, and the attainment of profitable operations. As of August 31, 2009, Westmont has accumulated losses since inception. These factors raise substantial doubt regarding Westmont's ability to continue as a going concern. These financial statements do not include any adjustments to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should Westmont be unable to continue as a going concern.

3. Acquisition of Get2Networks, Inc.

a. Get2Networks, Inc.

On March 1, 2009, Westmont acquired all of the outstanding common shares of Get2Networks, Inc. ("Get2Networks"), in exchange for 43,300,000 shares of Westmont's common stock with a fair value of \$43,300. The acquisition was accounted for using the purchase method with Westmont identified as the acquirer and the business acquired recorded at estimated fair value.

The allocation of the purchase price is summarized below:

*Fair value of Get2Networks, Inc. net assets acquired*

Prepaid expenses	\$ 67,467
Intangible assets – software	209,056
Accounts payable and accrued liabilities	(690)
Due to related parties	(171,923)
Convertible note payable	(56,358)
	<u>                    </u>
Paid by issue of 43,300,000 Westmont common shares	<u>                    </u> \$ 43,300

As result of the acquisition the Company acquired \$67,467 of prepaid expenses which represents a retainer paid to a consulting firm for future services. The Company also assumed liabilities of \$171,923 which represent outstanding balances due to company officers and a convertible note payable with a fair value of \$56,358 at the date of acquisition. After reflecting the purchase adjustments, the excess of the purchase consideration over the fair value of Get2Networks' assets and liabilities at March 1, 2009, has been allocated in full to the intangible assets - software. The software acquired is a provider of automated communications which enables businesses to engage in dynamic conversations to acquire, care for, grow and retain customers.

The following table reflects selected unaudited Proforma financial information as if the acquisition of Get2Networks had occurred June 1, 2008.

	<u>8/31/2008</u>
Revenue	\$ 0
Net Loss	\$ (10,952)
Net loss per share	\$ (0.00)

#### 4. Related Party Balances and Transactions

As of August 31, 2009 and May 31, 2009, directors of the Company are owed for expenses they paid on behalf of the Company in the amount of \$228,054 and \$224,605 respectively. The advances made by Bruce Fischer, the Company CEO and Andrew Jarvis, a company Director are unsecured, non-interest bearing and have no specified terms of repayment. The advance made by Sally Vilardi and Glenn McQuiston, the Company President and Director are secured and bear an annual interest rate of 8% and are due on demand.

#### 5. Subsequent Events

The company evaluated subsequent events through October 20, 2009 and determined there were none requiring disclosure.

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

### Cautionary Statement Regarding Forward-Looking Statements

Certain statements contained in this Quarterly Report constitute "forward-looking statements". These statements, identified by words such as "plan", "anticipate", "believe", "estimate", "should", "expect" and similar expressions include our expectations and objectives regarding our future financial position, operating results and business strategy. These statements reflect the current views of management with respect to future events and are subject to risks, uncertainties and other factors that may cause our actual results, performance or achievements, or industry results, to be materially different from those described in the forward-looking statements. Such risks and uncertainties include those set forth under Part II – Item 1A "Risk Factors" and elsewhere in this Quarterly Report. We advise you to carefully review the reports and documents we file from time to time with the United States Securities and Exchange Commission (the "SEC"), particularly our Annual Reports on Form 10-KSB or Form 10-K and our Current Reports on Form 8-K.

As used in this Quarterly Report, the terms "we", "us", "our", "Westmont" and the "Company" mean Westmont Resources, Inc. and its subsidiaries unless otherwise indicated. All dollar amounts in this Quarterly Report are in U.S. dollars unless otherwise stated.

### Introduction

Historically, the Company has been engaged solely in the acquisition and exploration of mineral properties. However, in the later part of 2008, the Company's management and Board of Directors deemed it to be in the best interests of the Company and its stockholders for the Company to diversify its holdings across a broader range of industry segments. Doing so would provide greater growth potential as well as balance cyclical downturns in the mining industry. On November 21, 2008, we closed a transaction whereby we acquired all of the capital stock of Avalon International, Inc. ("Avalon"). At the time of the transaction, Avalon had no assets or operations and, thus, the transaction was accounted for as compensation and not as an acquisition of a business. Avalon was established to pursue the business of environmental consulting and project management, with a focus on the bio-fuel segment of the energy industry. Additionally, on March 1, 2009, we acquired Get2Networks, Inc., a Washington corporation. We will address the Mining and Technology industry segments separately.

### Mining Industry Segment

We currently own a 100% undivided interest in one mineral property, the "GB 1 (Tenure #601482), GB 2 (Tenure #601483) and GB 3 (Tenure #601484) Claims", located in the Province of British Columbia, Canada, that we have previously called the "JB 1 Claim" and the "JB 2 Claim". During the year ended May 31, 2009, the Company restaked the JB 1 Claim and the JB 2 Claim into the GB 1, GB 2 and GB 3 mineral properties, (collectively the "GB Claims"). The GB Claims are located in northwestern British Columbia, approximately 31 miles south of the town of Atlin. Due to restrictions set by the Province of British Columbia on the ownership of mineral claims, title to the GB Claims is currently held by our wholly owned subsidiary, Norstar Explorations Ltd., a British Columbia company. During the next 12 months we intend to continue to conduct mineral exploration activities on the GB Claims in order to assess whether it possess deposits of copper, silver and gold capable of commercial extraction.

We have not earned any revenues to date. We do not anticipate earning revenues until such time as we enter into commercial production of our mineral properties. We are presently in the exploration stage of our business and we can provide no assurance that we will discover commercially exploitable levels of mineral resources on our properties, or if such deposits are discovered, that we will enter into further substantial exploration programs.

## **Compliance with Government Regulations**

We will be required to comply with all regulations, rules and directives of governmental authorities and agencies applicable to the exploration of minerals in the Province of British Columbia. The main agency that governs the exploration of minerals in the Province of British Columbia is the British Columbia Ministry of Energy, Mines and Petroleum Resources ("Ministry of Mines").

The Ministry of Mines manages the development of British Columbia's mineral resources, and implements policies and programs respecting their development while protecting the environment. In addition, the Ministry of Mines regulates and inspects the exploration and mineral production industries in British Columbia to protect workers, the public and the environment.

The material legislation applicable to our mineral exploration and development activities are the British Columbia Mineral Tenure Act, and the British Columbia Mines Act, as well as the Health, Safety and Reclamation Code, promulgated under the Mines Act.

The Mineral Tenure Act and its regulations govern the procedures involved in the location, recording and maintenance of mineral titles in British Columbia. The Mineral Tenure Act also governs the issuance of leases which are long term entitlements to minerals.

All mineral exploration activities carried out on a mineral claim or mining lease in British Columbia must be done in compliance with the Mines Act. The Mines Act applies to all mines during exploration, development, construction, production, closure, reclamation and abandonment. It outlines the powers of the Chief Inspector of Mines, to inspect mines, the procedures for obtaining permits to commence work in, on or about a mine and other procedures to be observed at a mine. Additionally, the provisions of the Health, Safety and Reclamation Code for mines in British Columbia contain standards for employment, occupational health and safety, accident investigation, work place conditions, protective equipment, training programs, and site supervision.

Additional approvals and authorizations may be required from other government agencies, depending upon the nature and scope of the proposed exploration program. If the exploration activities require the falling of timber, then either a free use permit or a license to cut must be issued by the Ministry of Forests. Items such as waste approvals may be required from the Ministry of Environment, Lands and Parks if the proposed exploration activities are significantly large enough to warrant them. Waste approvals refer to the disposal of rock materials removed from the earth which must be reclaimed. An environmental impact statement may be required.

We have not budgeted for regulatory compliance costs in the proposed work program recommended by our geological report on the GB Claims entitled "Report and Recommendations JB 1 Claim Tenure No. 530766, Atlin Mining District Northwestern British Columbia Canada" prepared by our consulting geologist on April 23, 2006.

The Mineral Tenure Act requires that a holder of title to mineral claims must spend at least \$4.00 CDN (approximately \$3.84 US) per hectare per year in order to keep the property in good standing. The GB Claims consist of an area of approximately 1211.62 hectares. As such, our annual fee with respect to the GB Claims is expected to be \$4,846CDN in the coming three years (approximately \$4,648US) and thereafter \$9,692 CDN (approximately \$9,230 US) each year. The GB Claims are currently in good standing until March 22, 2010.

## **Environmental Regulations**

We will also have to sustain the cost of reclamation and environmental remediation for all exploration work undertaken. Both reclamation and environmental remediation refer to putting disturbed ground back as close to its original state as possible. Other potential pollution or damage must be cleaned-up and renewed along standard guidelines outlined in the usual permits. Reclamation is the process of bringing the land back to its natural state after completion of exploration activities. Environmental remediation refers to the physical activity of taking steps to remediate, or remedy, any environmental damage caused. The amount of these costs is not known at this time as we do not know the extent of the exploration program that will be undertaken beyond completion of the recommended work program. Because there is presently no information on the size, tenor, or quality of any resource or reserve at this time, it is impossible to assess the impact of any capital expenditures on earnings, our competitive position or on us in the event a potentially economic deposit is discovered.

If we anticipate disturbing ground during our mineral exploration activities, we will be required to make an application under the Mines Act for a permit. A permit is issued within 45 days of a complete and satisfactory application. We do not anticipate any difficulties in obtaining a permit, if needed. The initial exploration activities on the GB Claims (grid establishment, geological mapping, soil sampling, geophysical surveys) do not involve ground disturbance and as a result do not, at this time, require a work permit. Any follow-up trenching and/or drilling will require permits, applications for which will be submitted well in advance of the planned work.

If we enter the production phase, of which there is no assurance, the cost of complying with permit and regulatory environment laws will be greater because the impact on the project area is greater. Permits and regulations will control all aspects of the production program if the project continues to that stage. The regulatory requirements that we will have to meet will likely include:

- (i) Ensuring that any water discharge meets drinking water standards;
- (ii) Dust generation will have to be minimal or otherwise re-mediated;
- (iii) Dumping of material on the surface will have to be re-contoured and re-vegetated with natural vegetation;
- (iv) All material to be left on the surface will need to be environmentally benign;
- (v) Ground water will have to be monitored for any potential contaminants;
- (vi) The socio-economic impact of the project will have to be evaluated and if deemed negative, will have to be re-mediated; and
- (vii) There will have to be an impact report of the work on the local fauna and flora including a study of potentially endangered species.

### **Competition**

We are an exploration stage company. We compete with other mineral resource exploration and development companies for financing and for the acquisition of new mineral properties. Many of the mineral resource exploration and development companies with whom we compete have greater financial and technical resources than us. Accordingly, these competitors may be able to spend greater amounts on acquisitions of mineral properties of merit, on exploration of their mineral properties and on development of their mineral properties. In addition, they may be able to afford greater geological expertise in the targeting and exploration of mineral properties. This competition could result in competitors having mineral properties of greater quality and interest to prospective investors who may finance additional exploration and development. This competition could adversely impact on our ability to finance further exploration and to achieve the financing necessary for us to develop our mineral properties.

### **Technology Industry Segment**

Get2Networks, inc., a Washington corporation, has two (2) brand lines, i.e., Get2Networks (“**2n**”) and Your2ndVoice (“**Y2V**”)

**g2n** provides a media services platform which delivers automated voice calling to businesses in the health and personal care, automotive, financial, hospitality, non-profit, and relationship marketing sectors. This automated solution provides brand consistency with each message and is a cost-effective way to deliver mission critical information. The system has been effectively used by premier brands.

Marketing distribution is done through two channels. The first is an integrated solution with business management software providers and web-base CRM providers such as Salesforce.com. This solution offers one-to-one personalized voice messages compiled on-the-fly to include both customer and vendor specific information and interactivity to accept, decline or be transferred to a unique location. The second is direct self-service and enables the delivery of one voice message to an unlimited number of recipients.

**g2n** uses the most popular consumer messaging platforms to conveniently send interactive reminders and personalized automated notifications delivering time-sensitive information. Approximately 650,000 establishments compose the target markets. The estimated annual messages generated by these establishments approaches 15 billion.

With **g2n** businesses and their customers have the choice to use the communications methods that work for their unique situation and needs.

#### **g2n messaging engine™**

- **IVR** - interactive voice response
- **VOICE** - fully automated interactive voice messaging
- **SMS** - text messaging via cell phones or pagers
- **IM** - instant messaging 2-way communication to PCs, PDA's and cell phones
- **E-mail** - scheduled reminders, updates, news

#### **Market**

**g2n**' serves a large, existing market, with significant growth fueled by major PMS (practice management) and BMS (business management software) taking their products online.

1. Banks and Credit Card Companies
  - Save customers time and money through the rapid intervention of alert notifications for unauthorized debits, account activity including fraud or identity theft.
2. Medical and Personal Care
  - Improve customer satisfaction while improving productivity with customer selected reminders and treatment plan notifications for the entire family.
3. Automotive
  - Cut expenses and increase profits with automated reminders, and interactive confirmations reducing no-show spots.

#### Vertical Industry Applications

- Automotive
- Financial
- Health & Fitness
- Medical and Dental
- Salon & Spa
- Travel

#### Cross-Industry Applications

- Accounts
- Appointments
- Collections
- Promotions

#### **Products**

**g2n**'s products work with existing applications to help any business operate more efficiently. By providing more choice and convenience for both consumers and business customers, everybody benefits.

**IVR** - interactive voice response

**VOICE** - fully automated voice messaging

**SMS** - text messaging via cell phones or pagers

**IM** - instant messaging 2-way communication to PCs, PDAs and cellphones

**E-mail** - scheduled reminders, updates, news

- **get2appointments** - *Real-time reminders for customers and patients*
- **get2markets** - *Instant access to target market*
- **get2members** - *Up-to-the-minute communication with special-interest group*

## Solutions

**g2n** solutions are ideal for small- to medium-sized personal service businesses, including automotive, community projects, education, entertainment, health and fitness, medical, real estate, retail, salons and spas, travel, wellness, and all public and private organizations, clubs, committees and special interest groups.

### **g2n - Messaging Engine**

For professional practices or business management software companies serving firms that supply professional services, we offer Web-based add-on solutions for existing product lines. These solutions are designed for rapid deployment and integrate with all industry standard platforms. Our solutions can be private-labeled, co-branded, or sold under the **g2n** brand as an ASP solution.

**IVR** - interactive voice response

**VOICE** - fully automated voice messaging

**SMS** - text messaging via cell phones or pagers

**IM** - instant messaging 2-way communication to PCs, PDAs and cellphones

**E-mail** - scheduled reminders, updates, news

## Competition

Other companies who offer fee-based automated voice broadcast services targeted at businesses are Vontoo, Varolii, Televox and VoiceShot. Others like IPing, GotVoice, and Pinger and SnapVine offer voice broadcasting services to consumers.

**Your2ndVoice (Y2V)** provides a media services platform which delivers automated voice calling and enables the delivery of one voice message to an unlimited number of recipients. **Y2V** is an advertiser supported service free to consumers which enable brands to leverage user-generated content in one-on-one interactions with consumers.

A number of developments, tapping the advertising potential of both the phone and personalized audio, have enabled the adoption of **Y2V**. There is a push among the major players, Google, Microsoft, News Corp, and now Facebook to name a few, to capture the digital advertising opportunities in both audio and mobile. This developing infrastructure will accelerate the adoption of **Y2V**.

Google has revealed plans for a free phone service, supported entirely through ad revenue along with an audio component to their existing Ad Network. Other industry initiatives include audio watermarking to track audio ads digitally and the increased interest in both speech recognition and text-to-speech to expand advertising. Meanwhile, global spending on mobile phone advertising is growing at a feverish pace and is projected to top online paid-search advertising within five years.

## The Problem

Consumer brands need additional ways and means to reach their target markets, particularly women. They need more advertising real-estate, to increase response rates and build brand loyalty. They are constantly seeking new ways to connect with women in meaningful and relevant dialogues. Brands know that if they acquire a customer at a key life-stage she will stay loyal forever. Women want relationships with brands and are increasingly embracing technology but little is tailored to meet their specific needs. Most of the available solutions are too impersonal, ineffective, inconvenient, or costly.

## Solution

**Y2V** is an audio advertising -medium which acquires subscribers with a free voice-calling service in exchange for personal information. Consumers have demonstrated a willingness to accept ads in exchange for a free service. Each solution provides unique caller ID, interactivity to accept or decline, and results are tracked in real-time online providing easy access to data which can be integrated into other media management systems.

A voice message is an immediate in-the-moment, and personal channel for brands to communicate with their entire target audience. Voice calling and receiving is ubiquitous allowing brands to reach 100% of their customers at the same time. Interactivity provides a direct connection to call-centers and pre-qualification for offers. Results can be tracked and delivered back to advertisers within twenty-four hours of campaign deployment.

**Y2V** delivers relevant voice content, based on a woman's life stages, directly to her personal phone. Three types of content are made available; user-generated, editorial and advertising. For the user-generated content a woman will be able to send a personal message in her own voice about her engagement, upcoming wedding, new baby, job or home to any number of friends' phones at the push of a button. The editorial content will be short helpful voice tips and alerts from partner sites such as, beauty, fashion or lifestyle. The advertiser content will be delivered in two ways, the first will be short promotions appended to the editorial content messages. The second will be independent advertiser communications uniquely personalized and sent directly to consumers.

Women will sign-up at partner sites and receive the free calling service, tips, and special offers. They can record personal voice messages online or on the go, send them, track responses, easily manage their calendars and contacts, and add a widget to their social network pages. They will also be able to create their own online message library from which they can retrieve and forward any messages, including helpful tips and offers, to friends and families providing a rich viral opportunity.

The web-based platform is designed to be easily plugged into existing media management tools providing advertisers with the ROI accountability they require. The product road map includes user content search, advertiser matching, reporting, and tracking. Technology developments include VOIP and VoiceXML, SMS and mobile WAP.

The company's affiliate in the United Kingdom, in conjunction with Life Cycle Marketing, has successfully deployed like offers with content via the phone to women. The response rates to these offers through this method were consistently in the range of 20%. While this may not translate directly to the same success rate in the US, these results do provide a positive indicator and are encouraging.

## The Market

The market is the \$200 billion now spent by brands to acquire access to women, 25 to 65, who control \$2.0 trillion in spending. **Y2V** harnesses for these brands the power of the human voice to communicate in-the-moment and personally with their target audience.

The target is women, ages 25 to 65, experiencing major life cycle events. The immediate addressable markets are the 2.3 million prospective brides, 4.25 million expectant mothers, and 40 million homemakers with children and/or aging parents. They make 77% of household buying decisions and control \$2 trillion in purchasing power, 80% are online. They will be acquired through sign-ups on relevant product and community sites targeted to these life stages and events.

## Marketing & Distribution

To build consumer awareness and critical mass, we are developing partnerships with targeted women's sites and key agencies who manage brand dollars. The initial sites are those who rely on advertising for revenue and who focus on new brides, expectant mothers or fashion, such as The Knot, Baby Center and Glam. The advantages for these partner sites are; a free useful tool for consumers designed to bolster member acquisition and retention, an additional advertising medium or real-estate, online campaign tracking in real-time and easy access to data which can be integrated into other media management systems.

Our client brands which have used recorded voice messages as part of their marketing campaigns have seen increased response rates. One client, Autism Speaks, reported an up to three-fold increase in online traffic and donations from a voice campaign. The response to a personal voice message from the CEO of another client to thousands of independent distributors has dramatically increased event attendance and resulting sales.

## Overview

The following discussion and analysis summarizes our plan of operation for the next twelve months, our results for the three months ended August 31, 2009 and changes in financial condition from May 31, 2009. The following discussion should be read in conjunction with Management's Discussion and Analysis or Plan of Operation included in our Annual Report on Form 10-K filed on October 16, 2009.

We are a company with several subsidiaries diversified across a broad range of industry segments. Our original subsidiary, Norstar Explorations Ltd., is in the business of the acquisition and exploration of mineral properties. The claims formerly known as the JB1 Claim, which is located in the Province of British Columbia, Canada registered with the Ministry of Mines tenure number 578808 covering an area of approximately 1211 hectares, expired on March 22, 2009. On March 23, 2009, we re-staked the exact property in 3 separate mineral claims: GB1 (tenure number 601482), GB2 (tenure number 601483), and the GB3 (tenure number 601484). We own a 100% undivided beneficial interest in the GB1, GB2 and GB3 mineral claims and the property is in good standing until March 22, 2010. Due to the expiration of Norstar Explorations' FMC (Free Miners Certificate) and restrictions set by the Province of British Columbia on the ownership of mineral claims, title to the GB1, GB2 and GB3 claims is currently held in the name of our Secretary, Andrew Jarvis, holder of a valid British Columbia FMC, for the benefit of our wholly owned subsidiary, Norstar Explorations Ltd., a British Columbia company.

## PLAN OF OPERATION

Over the next twelve months, we plan to conduct further mineral exploration activities on the GB1, GB2 and GB3 claims (formerly known as the JB1 claim) in order to assess whether the property contains mineral reserves capable of commercial extraction. Currently, there are no known mineral reserves on the GB1, GB2 and GB3 claims. Our exploration program is designed to explore for commercially viable mineral deposits, particularly gold, copper and silver. We have not, nor have any predecessors, identified any commercially exploitable reserves of these minerals on the GB1, GB2 and GB3 claims.

We received a geological evaluation report on the GB1, GB2 and GB3 claims, (formerly known as the JB1 claim) entitled "Recommendations, JB 1 Claim Tenure No. 530766, Atlin Mining District Northwestern British Columbia Canada" prepared by our consulting geologist on April 23, 2006. The geological report summarizes the results of the history of the exploration of the mineral claim, the regional and local geology of the mineral claim and the mineralization and the geological formations identified as a result of the prior exploration. The geological report also gives conclusions regarding potential mineralization of the mineral claim and recommends a further geological exploration program on the mineral claim. Phases I, II and III of our recommended exploration program involve the following:

Phase	Exploration Program	Cost	Status
Phase I	Review historic data for initial evaluation in the field; geochemical sampling and reconnaissance work; analyses of rock samples and stream sediment and soil samples.	\$ 4,320	Completed in the Spring of 2007.
Phase II	Satellite imagery and computer driven software programs to provide base maps and structural studies of the JB 1 Claim.	\$ 7,420	Completed in Fall of 2007.
Phase III	Continue surveys and conduct sampling work; trenching and drilling; continue assessment; helicopter-supported grid preparation and magnetometer and electromagnetic survey.	\$ 25,000	Expected to be completed in 2010.



Work on Phase I of our exploration program was completed in the Spring of 2007 and consisted of a very limited program of geochemical stream sediment and rock sampling. The results of Phase I did not indicate any geologically anomalous values. However, acting on the recommendations of our consulting geologist we decided to proceed with Phase II of our exploration program.

Phase II of our exploration program was completed in the Fall of 2007. Surveys and geological mapping was undertaken using aerial and satellite imagery to provide base maps and structural studies on our Claim. We attempted to have rock and soil samples taken and analyzed, however, due to inclement weather conditions we were unable to access the property. Based on a review of the satellite imagery we obtained of the Claim, our consulting geologist has recommended that we proceed with Phase III of our exploration program. Phase III of our exploration program is expected to consist of rock and soil sampling with a proposed budget of \$25,000. We hope to engage consultants to visit the area of the GB Claims to conduct Phase III of our exploration program in 2010.

As of August 31, 2009, we had cash on hand of \$4 and a working capital deficit of \$707,691. We do not currently have sufficient cash to pay for the anticipated costs of Phase III of our exploration program and meet the anticipated costs of operating our business for the next twelve months. In addition, there are no assurances that the actual costs of completing our exploration program will not exceed our estimates of those costs. We currently do not have any arrangements for additional financing.

Avalon International, Inc. plans to continue searching for suitable bio-fuel projects and project management work, as well as global environmental engineering consulting work.

Get2Networks, Inc. plans to further develop its customer base and sales volume, as well as continue to build upon its line of products and services with capital needs of \$150,000 over the next 12 months.

We anticipate that we will incur the following expenses over the next twelve months:

<b>Category</b>	<b>Planned Expenditures Over The Next 12 Months (US\$)</b>
Legal and Accounting Fees	\$ 20,000
Office Expenses	\$ 15,000
Mineral Property Exploration Expenses	\$ 25,000
<b>TOTAL</b>	<b>\$ 60,000</b>

## RESULTS OF OPERATIONS

### *Three Months Summary*

	Three Months Ended August 31, 2009	Three Months Ended August 31, 2008	Percentage Increase / (Decrease)
Revenue	Nil	Nil	n/a
Expenses	\$ (54,568)	\$ (10,952)	398%
Net Income (Loss)	<u>\$ (54,568)</u>	<u>\$ (10,952)</u>	<u>398%</u>

## Revenue

We have not earned any revenues to date in our mineral exploration business. We do not anticipate earning revenues until such time as we enter into commercial production of our mineral properties. We are presently in the exploration stage of our mineral exploration business and we can provide no assurance that we will discover commercially exploitable levels of mineral resources on our properties, or if such deposits are discovered, that we will enter into further substantial exploration programs.

Get2Networks, Inc., our most recent acquisition, has not earned any revenue to date. We do not anticipate earning revenues until the software is completely developed.

Avalon International, Inc. has not earned any revenues since being acquired by the Company in late, 2008. We cannot provide any assurance whether or not they will earn any revenues going forward. The bio-fuel segment of the energy industry is currently experiencing a downturn in pricing and demand.

## Operating Expenses

Our general and administrative expenses increased \$43,616 from \$54,568 during the three months ended August 31, 2009 to \$10,952 during the three months ended August 31, 2008. This increase in general and administrative expenses was primarily due to an increase in professional fees and consulting expense for Get2Networks. Professional fees consisted of accounting and legal expenses incurred in connection with meeting our ongoing reporting obligations under the Exchange Act.

We anticipate our operating expenses will increase significantly as we proceed with our exploration program of the GB1, GB2 and GB3 claims. In addition, our newly acquired subsidiaries will incur operating expense in the development and expansion of their respective businesses.

## LIQUIDITY AND CAPITAL RESOURCES

Working Capital	At August 31, 2009	At May 31, 2009	Percentage Increase / (Decrease)
Current Assets	\$ 10,323	\$ 3,764	174 %
Current Liabilities	718,014	54,482	1,218%
Working Capital (Deficit)	\$ (707,691)	\$ (50,718)	1,295%
Cash Flows	From Inception (November 16, 2004) to August 31, 2009	Three Months ended August 31, 2009	Three Months ended August 31, 2008
Cash Flows Used in Operating Activities	\$ (138,287)	\$ (3,591)	\$ (11,832)
Cash Flows Used in Investing Activities	-	-	-
Cash Flows From Financing Activities	\$ 138,291	\$ 3,449	15,383
Net Increase/Decrease in Cash During Period	\$ 4	\$ (142)	\$ 3,551

The increase in our working capital deficit at August 31, 2009, are primarily a result of the increase in convertible note payable which were assumed during the acquisition of Avalon and G2N , and from the fact that we had no revenue or sources of financing during the quarter ended August 31, 2009.

Since our inception, we have used our common stock to raise money for our operations and for our property acquisitions. We have not attained profitable operations and are dependent upon obtaining financing to pursue our plan of operation. For these reasons, our auditors stated in their report to our audited financial statements for the fiscal year ended May 31, 2009 that there is substantial doubt that we will be able to continue as a going concern.

We anticipate continuing to rely on equity sales of our common stock in order to continue to fund our business operations. Issuances of additional shares will result in dilution to our existing stockholders. There is no assurance that we will achieve any of additional sales of our equity securities. There are no assurances that we will be able to arrange for other debt or other financing to fund our planned business activities.

### **OFF-BALANCE SHEET ARRANGEMENTS**

We have no significant off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources.

### **CRITICAL ACCOUNTING POLICIES**

We have identified certain accounting policies, described below, that are most important to the portrayal of our current financial condition and results of operations. Our significant accounting policies are disclosed in the notes to the audited financial statements included in our Annual Report on Form 10-KSB.

#### *Exploration Expenditures*

We follow a policy of capitalizing mineral property acquisition costs and expensing mineral property exploration expenditures until a production decision in respect of the project and until we are reasonably assured that it will receive regulatory approval to permit mining operations, which may include the receipt of a legally binding project approval certificate.

Management periodically reviews the carrying value of its investments in mineral leases and claims with internal and external mining related professionals. A decision to abandon, reduce or expand a specific project is based upon many factors including general and specific assessments of mineral deposits, anticipated future mineral prices, anticipated future costs of exploring, developing and operating a production mine, the expiration term and ongoing expenses of maintaining mineral properties and the general likelihood that we will continue exploration on such project. We do not set a pre-determined holding period for properties with unproven deposits; however, properties which have not demonstrated suitable metal concentrations at the conclusion of each phase of an exploration program are re-evaluated to determine if future exploration is warranted, whether there has been any impairment in value and that their carrying values are appropriate.

If an area of interest is abandoned or it is determined that its carrying value cannot be supported by future production or sale, the related costs are charged against operations in the year of abandonment or determination of value. The amounts recorded as mineral leases and claims represent costs to date and do not necessarily reflect present or future values.

Our exploration activities and proposed mine development are subject to various laws and regulations governing the protection of the environment. These laws are continually changing, generally becoming more restrictive. We have made, and expect to make in the future, expenditures to comply with such laws and regulations.

The accumulated costs of properties that are developed on the stage of commercial production will be amortized to operations through unit-of-production depletion.

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

Not applicable.

**ITEM 4. CONTROLS AND PROCEDURES.****(A) Evaluation of Disclosure Controls and Procedures**

Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by an issuer in the reports that it files or submits under the Securities Exchange Act of 1934, as amended (the "Act") is accumulated and communicated to the issuer's management, including its principal executive and principal financial officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure. It should be noted that the design of any system of controls is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions, regardless of how remote.

As of the end of the period covered by this Quarterly Report, we carried out an evaluation, under the supervision and with the participation of our President and our Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures. Based on this evaluation, our President and Chief Financial Officer have concluded that the Company's disclosure controls and procedures are not effective.

**(B) Changes in Internal Controls over Financial Reporting**

In connection with the evaluation of the Company's internal controls during the Company's last fiscal year covered by this report required by paragraph (d) of Rules 13a-15 and 15d-15 under the Exchange Act, the Company has determined that the addition of a new President and a new Chief Financial Officer have had a material effect, and will have an ongoing material affect, on the quality and effectiveness of the Company's internal controls over financial reporting.

**PART II - OTHER INFORMATION****ITEM 1. LEGAL PROCEEDINGS.**

None.

**ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS.**

Not applicable.

**ITEM 3. DEFAULTS UPON SENIOR SECURITIES.**

None.

**ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.**

Not applicable.

**ITEM 5. OTHER INFORMATION.**

None.

**ITEM 6. EXHIBITS.**

Exhibit Number	Description of Exhibits
3.1	Articles of Incorporation. <sup>(1)</sup>
3.2	Bylaws, as amended. <sup>(1)</sup>
4.1	Form of Share Certificate. <sup>(1)</sup>
14.1	Code of Ethics. <sup>(2)</sup>
21.1	List of Subsidiaries.
31.1	Certification of Chief Executive Officer as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of Chief Financial Officer as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certification of Chief Executive Officer as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2	Certification of Chief Financial Officer as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

(1) Filed with the Securities and Exchange Commission on October 13, 2006 as an exhibit to our Registration Statement on Form SB-2.

(2) Filed with the Securities and Exchange Commissions on September 11, 2007 as an exhibit to our Annual Report on Form 10-KSB.

(3) Filed with the Securities and Exchange Commission on November 26, 2008 as an exhibit to our Current Report on Form 8-K.

**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.

Dated: October 20, 2009

**WESTMONT RESOURCES, INC.**

By: /s/ Bruce E. Fischer  
Bruce E. Fischer, Chief Executive Officer



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**EXHIBIT 21.1**

**LIST OF SUBSIDIARIES**

Norstar Exploration Ltd. incorporated under the laws of the Province of British Columbia, Canada.

Avalon International, Inc., incorporated under the laws of the State of Washington.

Get2Networks, Inc. incorporated under the laws of the State of Washington.

EX-31.1 3 wmont\_ex31-1.htm

**EXHIBIT 31.1****CERTIFICATION PURSUANT TO SECTION 302  
OF THE SARBANES-OXLEY ACT OF 2002**

I, Bruce E. Fischer, certify that;

- (1) I have reviewed this Quarterly Report on Form 10-Q of Westmont Resources Inc. for the quarter ended August 31, 2009;
- (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 small business issuer as of, and for, the periods presented in this report;
- (4) I am responsible for establishing and maintaining disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934) for the small business issuer and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under my supervision, to ensure that material information relating to the small business issuer is made known to me by others within those entities, particularly during the period in which this report is being prepared;
  - b) Evaluated the effectiveness of the small business issuer's disclosure controls and procedures and presented in this report my conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - c) Disclosed in this report any change in the small business issuer's internal control over financial reporting that occurred during the small business issuer's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the small business issuer's internal control over financial reporting; and
- (5) I have disclosed, based on my most recent evaluation of the internal control over financial reporting, to the small business issuer's auditors and the audit committee of the small business issuer'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 small business issuer'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 small business issuer's internal control over financial reporting.

Date: October 20, 2009

By: /s/ Bruce E. Fischer  
BRUCE E. FISCHER  
Title: Chief Executive Officer  
(Principal Executive Officer)

EX-31.2 4 wmont\_ex31-2.htm

**EXHIBIT 31.2****CERTIFICATION PURSUANT TO SECTION 302  
OF THE SARBANES-OXLEY ACT OF 2002**

I, Glenn McQuiston, certify that;

- (1) I have reviewed this Quarterly Report on Form 10-K of Westmont Resources Inc. for the quarter ended August 31, 2009;
- (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 small business issuer as of, and for, the periods presented in this report;
- (4) I am responsible for establishing and maintaining disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934) for the small business issuer and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under my supervision, to ensure that material information relating to the small business issuer is made known to me by others within those entities, particularly during the period in which this report is being prepared;
  - b) Evaluated the effectiveness of the small business issuer's disclosure controls and procedures and presented in this report my conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - c) Disclosed in this report any change in the small business issuer's internal control over financial reporting that occurred during the small business issuer's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the small business issuer's internal control over financial reporting; and
- (5) I have disclosed, based on my most recent evaluation of the internal control over financial reporting, to the small business issuer's auditors and the audit committee of the small business issuer'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 small business issuer'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 small business issuer's internal control over financial reporting.

Date: October 20, 2009

By: /s/ Glenn McQuiston  
GLENN McQUISTON  
Title: Chief Financial Officer  
(Principal Financial Officer)

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**Exhibit 32.1**

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

I, Bruce E. Fischer, Chief Executive Officer of Westmont Resources Inc. (the "Company"), hereby certify pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge:

- (i) the Quarterly Report on Form 10-Q of the Company, for the quarter ended August 31, 2009, and to which this certification is attached as Exhibit 32.1 (the "Report") fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
- (ii) the information contained in the Report fairly presents, in all material respects, the Executive condition and results of operations of the Company.

By: /s/ Bruce E. Fischer  
Name: Bruce E. Fischer  
Title: Chief Executive Officer  
(Principal Executive Officer)

Date: October 20, 2009

*A signed original of this written statement required by Section 906 of the Sarbanes-Oxley Act of 2002 has been provided to the Registrant and will be retained by the Registrant and furnished to the Securities and Exchange Commission or its staff upon request.*

EX-32.2 6 wmont\_ex32-2.htm

**Exhibit 32.2**

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

I, Glenn McQuiston, Chief Financial Officer of Westmont Resources Inc. (the "Company"), hereby certify pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge:

- (i) the Quarterly Report on Form 10-Q of the Company, for the quarter ended August 31, 2009, and to which this certification is attached as Exhibit 32.1 (the "Report") fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
- (ii) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

By: /s/ Glenn McQuiston  
Name: GLENN McQUISTON  
Title: Chief Financial Officer  
(Principal Financial Officer)

Date: October 20, 2009

*A signed original of this written statement required by Section 906 of the Sarbanes-Oxley Act of 2002 has been provided to the Registrant and will be retained by the Registrant and furnished to the Securities and Exchange Commission or its staff upon request.*