

WESTMONT RESOURCES INC.

FORM 10-Q (Quarterly Report)

Filed 10/15/10 for the Period Ending 08/31/10

Address	10610 NE 9TH PLACE, SUITE 2407 BELLEVUE, WA 98004
Telephone	(452) 453-1090
CIK	0001377963
Symbol	WMNS
SIC Code	1000 - Metal Mining
Industry	Gold & Silver
Sector	Basic Materials
Fiscal Year	05/31

**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, 2010**

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 108th 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 registrant's classes of common stock, as of the latest practicable date. As of Friday 15, October 2010, the Issuer had 53,499,660 Shares of Common Stock and 100,000 of Class A Preferred Stock outstanding.

PART I - FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS.

Westmont Resources Inc.

(A Development Stage Consolidated Group of Companies)

AUGUST 31, 2010

	<u>Page</u>
Consolidated Balance Sheets as of August 31, 2010 and May 31, 2010 (Unaudited)	3
Consolidated Statements of Expenses for the three months ended August 31, 2010 and 2009; and from Inception through August 31, 2010 (Unaudited)	4
Consolidated Statements of Cash Flows for the three months ended August 31, 2010 and 2009 and from Inception through August 31, 2010 (Unaudited)	5
Notes to the Consolidated Financial Statements as of August 31, 2010 (Unaudited)	6

WESTMONT RESOURCES INC
CONSOLIDATED BALANCE SHEETS
(AN EXPLORATION STAGE COMPANY)
(Unaudited)

	Aug 31, 2010	May 31, 2010
ASSETS		
Current Assets		
Other Current Assets		
Avalon LOC		
Prepaid Expenses	9,270	1
Total Other Current Assets	9,270	1
Total Current Assets	9,270	1
TOTAL ASSETS	9,270	1
LIABILITIES & EQUITY		
Liabilities		
Current Liabilities		
Accounts Payable		
Accounts Payable	21,419	31,947
Total Accounts Payable	21,419	31,947
Other Current Liabilities		
Due to Related Parties		
Andrew Jarvis Loan	50,607	49,979
The Avalon Group Loan	409,984	357,216
Total Due to Related Parties	460,571	407,195
Total Other Current Liabilities	460,571	407,195
Total Current Liabilities	481,990	439,142
Long Term Liabilities		
Convertible Note Payable		
Mark Greenlaw Loan	61,652	60,736
The Brooklyn Group Loan	333,591	328,956
Total Convertible Note Payable	395,243	389,692
Total Long Term Liabilities	395,243	389,692
Total Liabilities	877,233	828,835
Equity		
Additional Paid in Capital	233,531	233,531
Common Stock, 775,000,000 shares authorized, \$0.001 par value, 53,449,660 shares issued and outstanding at August 31, 2010 and May 31, 2010	53,500	53,500
Convertible Preferred Stock, 25,000,000 shares authorized, \$0.001 par value, 100,000 shares issued and outstanding at August 31, 2010 and May 31, 2010	100	100
Deficit Accumulated During the Exploration Stage	(1,115,965)	(668,852)
Net Income	(39,129)	(447,113)
Total Stockholders' Deficit	(867,963)	(828,834)
TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT	9,270	1

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

WESTMONT RESOURCES INC
CONSOLIDATED STATEMENTS OF EXPENSES

(AN EXPLORATION STAGE COMPANY)
(Unaudited)

	For the Three Months Ended August 31, 2010	For the Three Months Ended August 31, 2009	Period from November 16, 2004 (Inception) through August 31, 2010
Ordinary Income/Expense			
Expense			
Acquisition Costs			410,396
Consulting	6,000		6,000
Impairment Loss- Mineral Proper			3,450
Licenses and Permits			128,800
Management Fees		7,500	72,433
Mineral Property Exploration Co			12,010
Office Supplies	4,596	13,781	59,826
Professional Fees			
Accounting		10,755	96,583
Filing	1,120	5,675	40,394
Legal Fees			
Incorporation Costs			790
Legal Fees - Other		10,305	129,327
Total Legal Fees	-	10,305	130,117
Total Professional Fees	1,120	26,735	267,094
Rent	6,577	6,522	36,385
Software and Programming			39,128
Travel & Ent	8,732	31	28,478
Total Expense	27,025	54,569	1,063,999
Net Ordinary Income	(27,025)	(54,569)	(1,063,999)
Other Income/Expense			
Other Expense			
Deemed dividend to Preferred Shares			3,070
Donated Management Fees			(14,500)
Interest Expenses	12,104	8,806	72,402
Loss on Acquisition			33,192
Other Expenses			-
Total Other Expense	12,104	8,806	94,164
Net Other Income	(12,104)	(8,806)	(94,164)
Net Income	(39,129)	(63,375)	(1,158,163)
Net Loss Per Common Share - Basic and Diluted	\$ (0.00)	\$ (0.03)	-
Weighted Average Shares Outstanding	53,499,660	1,972,600	-

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

WESTMONT RESOURCES INC
CONSOLIDATED STATEMENTS OF CASH FLOWS

(AN EXPLORATION STAGE COMPANY)
(Unaudited)

	Three Months Ended 31-Aug-10	Three Months Ended 31-Aug-09	Period from November 16, 2004 (Inception) through 31-Aug-10
OPERATING ACTIVITIES			
Net Income	(39,129)	(63,375)	(1,158,163)
Adjustments to reconcile Net Income to net cash provided by operations:			
LOC			
Prepaid Expenses	(9,270)	22	(9,270)
Accounts Payable	(1,258)	54,487	30,689
Due to Related Parties	44,106	3,449	451,301
Net cash provided by Operating Activities	(5,551)	(5,417)	(685,444)
FINANCING ACTIVITIES			
Convertible Note Payable	66,287	5,275	395,243
Additional Paid in Capital			233,531
Common Stock			53,500
Preferred Stock			100
Retained Earnings	(60,737)		3,070
Net cash provided by Financing Activities	5,550	5,275	685,444
Net cash increase for period	(1)	(142)	-
Cash at Beginning of Period	1	146	
Cash at end of period	-	4	-
Supplemental Disclosures			
Interest Paid	\$ -	\$ -	\$ -
Income Taxes Paid	\$ -	\$ -	\$ -
Non-cash investing and financing activities			
Common stock for partial settlement of convertible note	\$ -	\$ -	\$ 53,313
Net assets acquired from Get2Networks	\$ -	\$ -	\$ 43,300

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

WESTMONT RESOURCES INC
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
(AN EXPLORATION STAGE COMPANY)

AUGUST 31, 2010 (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 2010 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 2010 Annual Report and financial statements have been omitted.

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. The Company has not yet established an ongoing source of revenues sufficient to cover its operating costs and allow it to continue as a going concern. The ability of the Company to continue as a going concern is dependent on raising capital to fund its business plan and ultimately to attain profitable operations. As of August 31, 2010, Westmont has accumulated a loss carry over since inception. Accordingly, these factors raise substantial doubt as to the Company's ability to continue as a going concern. The Company intends to fund its initial operations by way of issuing Founders' shares and entering into a private placement offering.

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. Convertible Notes Payable; Related Party

a. Avalon International Inc.

On November 21, 2008, Westmont acquired 100% of Avalon International Inc. (“Avalon”) by issuing 450,000 shares, which had a fair value of \$22,500. Avalon had no assets or operations and therefore was not considered a business under ASC 805-10 “Determining Whether a Non-monetary Transaction Involves Receipt of Productive Assets or of a Business”.

In connection with the acquisition of Avalon International, Westmont assumed a convertible note payable previously issued by Avalon (the “Note”) totaling \$387,896, bearing interest based on Libor plus 2% per annum. The Note holder has the option to convert the entire outstanding balance at any time to the equivalent of Twenty-Five Percent of the total authorized shares of Westmont provided the conversion would not cause Westmont to issue more shares than Westmont has authorized less the actual shares issued and obligations to issue shares under any outstanding agreement. Westmont evaluated the embedded conversion option to determine if it was within the scope of ASC 815-15 “Accounting for Derivative Instruments and Hedging Activities”. Westmont concluded that the conversion option should be classified as equity under ASC 815-15. Westmont also evaluated the convertible note to determine if it was within the scope of ASC 470-20 “Accounting for Convertible Securities with Beneficial Conversion Features or Contingently Adjustable Conversion Ratios” and determined there was no intrinsic value associated with the conversion option.

Westmont accounted for the shares issued and note payable assumed as compensation expense to the Avalon shareholders and has expensed the fair value of both as acquisition cost in the consolidated statement of expenses for the year ended May 31, 2010. On December 1, 2009 and May 15, 2010, the Company issued 2,000,000 and 20,000,000 shares of common stock, respectively to convert \$2,000 and \$20,000 of principal on the convertible note.

F-4

The advances made by the Avalon Group Ltd as of August 31, 2010 are \$396,337 plus interest of \$13,627, and are associated with a \$1,000,000 Line of Credit with an interest rate of Libor +2.5% and a maturity date of May 31, 2015. Prior to amending the line of credit in June 2010 this note was Convertible on June 1, 2010 and matured on May 31, 2011. The amended terms of the Line of Credit now stipulate a maturity date of May 31, 2015 and the Note holder who controls both Avalon International Inc. and Westmont Resources has the option to convert the outstanding balance at any time after June 15, 2011, into shares of common stock of the Company on a 75% discount to market price on the day of conversion. Westmont considered and followed the guidance under ASC 470-50-40 (EITF 98-14) "Debtor's Accounting for Changes in Line-of-Credit or Revolving-Debt Arrangements".

4. Subsequent Events

In May 2010, we signed a Memorandum of Understanding (MOU) for the Purchase of a 70% working interest in 92 oil & gas wells located in Scott & Morgan County Tennessee from Domestic Energy Corporation. Transfer of ownership in these wells from Domestic Energy to Westmont began in June 2010 and is ongoing. Domestic Energy Corporation is 87% controlled by The Avalon Group Ltd. who is also the largest beneficial owner of Westmont Resources Inc. through their control and ownership in F&M Inc.

Subsequent to May 31, 2010, Westmont has acquired exclusive sales and distribution rights to "FracSolv" manufactured and produced by NuEarth Corporation. NuEarth Corporation is 95% controlled by The Avalon Group Ltd. who is also the largest beneficial owner of Westmont Resources Inc. through their control and ownership in F&M Inc.

On June 13, 2010 Westmont Resources, Inc entered into two Letters of Intent to acquire 1800 lease acres in Pennsylvania with 60 existing oil wells and 1600 lease acres in West Virginia with 60 existing oil wells. Closing on the two LOI's is scheduled for November 2010.

In June 2010, Westmont signed a memorandum of understanding ("MOU") in June 2010 to acquire 10% rights to commercialize a patent pending, disruptive market making technology in the heavy oil production and extraction industry known as Heavy Oil and Gas Extraction technology (HOGE™). As of the date of this filing, Westmont has not closed on the acquisition of the 10% interest in this technology.

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

1. CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION

Certain statements contained in this Quarterly Report on Form 10-Q 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 the caption "Management's Discussion and Analysis or Plan of Operation" and elsewhere in this Annual Report. We advise you to carefully review the reports and documents we file from time to time with the Securities and Exchange Commission (the "SEC"), particularly our Annual Report on Form 10-K and our Quarterly Reports on Form 10-Q and our Current Reports on Form 8-K.

2. OTHER PERTINENT INFORMATION

We maintain our web site at www.westmontresources.com. Information on this web site is not a part of this prospectus. We file annual, quarterly and other reports and information with the Securities Exchange Commission. Promptly after their filing, we provide access to these reports without charge on our website at www.westmontresources.com. Our principal and administrative offices are located in Bellevue, Washington. Our common stock is traded on the Over The Counter Bulletin Board (OTCBB) under the symbol WMNS. Unless otherwise indicated, references in this report to "Westmont", "the Company" or to "we", "our", "us", and similar terms refer to and include Westmont Resources Inc., our direct and indirect wholly owned subsidiaries and our interests in sponsored drilling partnerships.

3. DEFINITIONS

All defined terms under Rule 4-10(a) of Regulation S-X shall have their statutorily prescribed meanings when used in this report. As used in this document:

- "3-D" means three-dimensional.
- "B/d" means barrels of oil or natural gas liquids per day.
- "Bbl" or "Bbls" means barrel or barrels of oil.
- "Bcf" means billion cubic feet.
- "Boe" means barrel of oil equivalent, determined by using the ratio of one Bbl of oil or NGLs to six Mcf of gas.
- "Boe/d" means boe per day.
- "Btu" means a British thermal unit, a measure of heating value, which is approximately equal to one Mcf.
- "LIBOR" means London Interbank Offered Rate.
- "LNG" means liquefied natural gas.
- "Mb/d" means Mbbbls per day.
- "Mbbbls" means thousand barrels of oil.
- "Mboe" means thousand boe.
- "Mboe/d" means Mboe per day.

- “Mcf” means thousand cubic feet of natural gas.
- “Mcf/d” means Mcf per day.
- “MMbbls” means million barrels of oil.
- “MMboe” means million boe.
- “MMBtu” means million Btu.
- “MMBtu/d” means MMBtu per day.
- “MMcf” means million cubic feet of natural gas.
- “MMcf/d” means MMcf per day
- “NGL” or “NGLs” means natural gas liquids, which are expressed in barrels.
- “Oil” includes crude oil and condensate.
- “PUD” means proved undeveloped.
- “SEC” means United States Securities and Exchange Commission.
- “Tcf” means trillion cubic feet.
- With respect to information relating to our working interest in wells or acreage, “net” oil and gas wells or acreage is determined by multiplying gross wells or acreage by our working interest therein. Unless otherwise specified, all references to wells and acres are gross.

4. CORPORATE OVERVIEW

Westmont Resources Inc., a Nevada corporation formed in 2004, is an independent natural resource exploration and production company that plans to explore to, develop and produce natural resources to include minerals, natural gas, crude oil, and natural gas liquids. In North America, our exploration and production interests are focused in mineral exploration in British Columbia Canada. Oil and natural gas exploration in the Appalachian Basin, Illinois Basin, Permian Basin, Williston Basin, and along the Gulf Coast in Eastern Texas.

The company is operational and engaged in the future acquisition, and planned development and production of oil and natural gas properties through the use of disruptive technology in an environmentally safe and cost effective manner.

As a development stage independent junior oil and gas Company with ambitions to become an independent major in selected regions, the company's strategy is two-fold. First, to grow rapidly through the acquisition or "roll-up" of undervalued oil & gas properties with proven reserves in heavy oil and oil shale which have only been partially developed. Second, through the use of proprietary disruptive technologies the company "wrings out" the untapped value of the target properties' reserves. The company's growth plans are in modular steps depending on the availability of capital.

Our Expansion strategy is modular and expandable based on funding. Our management team has extensive experience in the implementation of disruptive technology in various natural resources, mining and environmental remediation industries. We have brought together an exceptional team of financial, engineering, geological, geophysical, technical and operational expertise in successfully developing and operating properties in both our current and planned areas of operation. The management team is primarily focused on the acquisition and accumulation of natural resource assets, while building a strong operational management team to manage these assets to the highest effective and profitable degree possible.

Westmont Resources Inc is focused on the acquisition and development of natural resources properties, including oil and natural gas fields, with proven reserves. The company's strategy is to shun the risks of traditional exploration of undeveloped basins. Rather, the company's strategy is to more fully develop existing and proven fields. We seek to acquire and develop properties while economically attractive are not strategic to the oil and gas majors and which have not been fully developed by previous traditional operators. We will acquire properties that have produced and may still be producing but, while having significant proven reserves have been deemed not commercially productive. Through the use of proprietary disruptive technologies the company is in a position to "wring" out the untapped value of these proven reserves.

5. GROWTH STRATEGY

Westmont's mission is to grow a profitable upstream natural resource company for the long-term benefit of our shareholders. Westmont's long-term perspective has many dimensions, with the following core principles:

- Own a balanced portfolio of core assets;
- Maintain financial flexibility and a strong balance sheet; and
- Optimize rates of return, earnings and cash flow.

Throughout the cycles of our industries, these strategies have underpinned our commitment to deliver long-term production and reserve growth and achieve competitive investment rates of return for the benefit of our shareholders.

6. OPTIMIZE RETURNS ON INVESTED CAPITAL

We will focus on optimizing returns on invested capital through strict cost control and the creative application of technology.

Our management systems provide a uniform process of measuring success across Westmont. Our management systems incentivize high rate-of-return activities but allow for appropriate risk-taking to drive future growth. Results of operations and rates of return on invested capital are measured monthly, reviewed with management quarterly and utilized to determine annual performance awards. We monitor capital allocations, at least quarterly, through a disciplined and focused process that includes analyzing current economic conditions, expected rates of return on proposed development and exploration drilling targets, opportunities for tactical acquisitions or, occasionally, new core areas that could enhance our portfolio. We also use technology to optimize our rates of return by reducing risk, decreasing drilling time and costs, and maximizing recoveries from reservoirs.

7. RECENT DEVELOPMENTS

We completed several initiatives during 2010 to strengthen our balance sheet and add liquidity. These transactions have provided us with greater financial flexibility to take advantage of our development opportunities. See “Management’s Discussion and Analysis of Financial Condition and Results of Operations.”

- Convertible Note Exchange: In May 2010, we retired \$20,000 of our convertible note with the Brooklyn Group Inc. The retired note was issued in March 2005.
- Sale of Get2Networks, Inc: In April 2010, Get2Networks, Inc was sold to Alpha-Omega Inc. for the return of approximately 433,000 (21,650,000 pre-split) restricted common shares and approximately 30,000 (1,500,000 pre-split) Restricted Class A Preferred shares in Westmont Resources Inc. and the removal of 2 loans valued at approximately \$153,893 and \$36,340.
- In May 2010, we signed a Memorandum of Understanding (MOU) for the Purchase of a 70% working interest in 92 oil & gas wells located in Scott & Morgan County Tennessee from Domestic Energy Corporation. Transfer of ownership in these wells from Domestic Energy to Westmont is estimated to take place in November 2010. Domestic Energy Corporation is 87% controlled by The Avalon Group Ltd. who is also the largest beneficial owner of Westmont Resources Inc. through their control and ownership in F&M Inc.
- On June 13, 2010 Westmont Resources, Inc entered into two Letters of Intent to acquire 1800 lease acres in Pennsylvania with 60 existing oil wells and 1600 lease acres in West Virginia with 60 existing oil wells. Closing on the two LOI’s is scheduled for early November 2010.
- In June 2010, Westmont signed a memorandum of understanding (“MOU”) in June 2010 to acquire 10% rights to commercialize a patent pending, disruptive market making technology in the heavy oil production and extraction industry known as Heavy Oil and Gas Extraction technology (HOGE™). As of the date of this filing, Westmont has not closed on the acquisition of the 10% interest in this technology.
- In June 2010, Westmont formalized a “Letter of Credit” with the Avalon Group Ltd. The advances made by the Avalon Group Ltd as of August 31, 2010 are \$396,337 plus interest of \$13,627, and are associated with a \$1,000,000 Line of Credit with an interest rate of Libor +2.5% and a maturity date of May 31, 2015. The Note holder has the option to convert the outstanding balance at any time after June 15, 2011, into shares of common stock of the Company on a 75% discount to market price on the day of conversion. As of the date the financials were issued no conversion has been done on this debt.

8. PLAN OF OPERATION

Our plan of operation is to conduct re-working and re-entry program on the 212 wells associated with the Scott-Morgan 1 project; our Pennsylvania leasehold and our West Virginia leaseholds currently under contract for purchase in order to place these wells back into production and establish a positive cashflow at the earliest time frame. Our future plan of operation for the twelve months following the date of this annual report is to complete the acquisition of the 212 wells and start the first phase of the exploration program on our project consisting of the repair of equipment and wells to place the wells back into a minimal production plan.

Total expenditures over the next 12 months are therefore expected to be approximately \$325,000, which is approximately 10% of the amount to be raised by private placement and our cash on hand. If we experience a shortage of funds prior to funding we may utilize funds from our majority shareholder, who has formally agreed to advance funds to allow us to pay for offering costs, filing fees, professional fees, initial well and equipment repair. The Avalon Group Ltd has signed a formal commitment letter and arrangement to advance or loan funds to the company on a Libor +2% compounded interest rate to a maximum of \$1,000,000. If we are successful in raising the funds from this offering, we plan to commence Phase I of the program on the project claim in the fall of 2010. We expect these phases to take 6 months to complete. Subject to financing, we anticipate commencing Phase II of our re-development program in spring of 2010.

9. RESULTS OF OPERATIONS

As of August 31, 2010, we had cash on hand of \$0; and a working capital deficit of \$396,347. Westmont Resources Inc, has a current rolling line of credit for \$1.0M with The Avalon Group Ltd. of Netanya, Israel, of which approximately \$ 409,964 has been draw down on the LOC. Utilizing the remaining balance of the LOC, Westmont has sufficient working capital to pay for the anticipated costs of \$325,000 for Phase I of our exploration program and meet the anticipated costs of operating our business for the next twelve months. Financial projections are based on the financial commitment arrangement made with the Avalon Group Ltd our largest beneficial shareholder. We anticipate that we will incur the following expenses over the next twelve months:

10. PLANNED EXPENDITURES OVER NEXT 12 MONTHS

Category	Planned Expenditures Over The Next 12 Months (US\$)
Legal and Accounting Fees	\$ 25,000.
Office Expenses	\$ 3,500.
Oil & Gas Property Exploration Expenses	\$ 325,000.
Travel Expenses	\$ 55,000.
TOTAL	\$ 408,500.

11. REVENUES

We have not earned any revenues to date. We anticipate earning revenues starting in the 3rd Quarter of the 2011 fiscal year upon entry into commercial production of our proposed oil and gas properties.

12. EXPENSES

The major components of our operating expenses are outlined in the table below:

	For the Three Months Ended 31-Aug-10	For the Three Months Ended 31-Aug-09
Ordinary Income/Expense		
Expense		
Acquisition Costs		
Consulting	6,000	
Impairment Loss- Mineral Proper Licenses and Permits		
Management Fees		7,500
Mineral Property Exploration Co		
Office Supplies	4,596	13,781
Professional Fees		
Accounting		10,755
Filing	1,120	5,675
Legal Fees		
Incorporation Costs		
Legal Fees - Other		10,305
Total Legal Fees	-	10,305
Total Professional Fees	1,120	26,735
Rent	6,577	6,522
Software and Programming		
Travel & Ent	8,732	31
Total Expense	27,025	54,569
Net Ordinary Income	(27,025)	(54,569)

The increases in general expenses are primarily a result of the planned acquisition of the 70% working interest in the 92 oil and natural gas wells located in Tennessee from Domestic Energy Corporation and the acquisition of the Pennsylvania and West Virginia leaseholds totaling an additional 120 wells.

We anticipate our operating expenses will increase significantly as we proceed with our exploration and operations program associated with this acquisition.

13. **LIQUIDITY AND FINANCIAL CONDITION**
A. WORKING CAPITAL

	Aug 31, 2010	May 31, 2010
Total Current Assets	9,270	1
Total Current Liabilities	481,990	439,142
Working Capital / (Deficit)	(472,720)	(439,141)

B. CASH FLOW

	For the Three Months Ended 31-Aug-10	For the Three Months Ended 31-Aug-09	Period from November 16, 2004 (Inception) through 31-Aug-10
OPERATING ACTIVITIES			
Net Income	(39,129)	(63,375)	(1,158,163)
Net cash provided by Operating Activities	(5,551)	(5,417)	(685,444)
Net cash provided by Financing Activities	5,550	5,275	685,444
Net cash increase for period	(1)	(142)	-
Cash at Beginning of Period	1	146	
Cash at end of period	-	4	-

The decreases in our working capital deficit at August 31, 2010 from our year ended May 31, 2010, and the increase in our cash used during the 1st Quarter of our Fiscal year ending May 31, 2011, from the preceding fiscal year are primarily a result of the increases in general expenses are primarily a result of the proposed acquisition of the 70% working interest in the 92 oil and natural gas wells located in Tennessee from Domestic Energy Corporation and the acquisition of the Pennsylvania and West Virginia leaseholds totaling an additional 120 wells.

Since our inception, we have used our common stock and loan financing from our shareholders to raise money for our operations and for our property acquisitions. When necessary, we have also relied on advances from our largest beneficial shareholder the Avalon Group Ltd. 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, 2010 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 and loans from the Avalon Group Ltd 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. However, there are no assurances that the Avalon Group Ltd will be willing to advance us additional funds in the future. There are no assurances that we will be able to arrange for other debt or other financing to fund our planned business activities.

14. 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 that are material to our stockholders.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.

Not applicable to a small reporting Company.

ITEM 4. CONTROLS AND PROCEDURES.

1. 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 effective.

2. CHANGES IN INTERNAL CONTROLS OVER FINANCIAL REPORTING

In connection with the evaluation of the Company's internal controls during the Company's last fiscal quarter 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 affect, 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.

On October 26, 2009, Westmont issued Thirty Thousand (30,000) split-adjusted shares of Series A Preferred Stock to F&M Inc for services provided to the Company. These shares of Preferred Stock have 160 votes per share, and each share of Preferred Stock converts into 160 shares of Common Stock. Westmont estimated the fair value to total \$30.00 and charged this amount as compensation expense.

On May 11, 2010, Westmont issued Forty Thousand (40,000) shares of Series A Preferred Stock to F&M Inc. for services provided to the Company. These shares of Preferred Stock have 160 votes per share, and each share of Preferred Stock converts into 160 shares of Common Stock. Westmont estimated the fair value to total \$40 and charged this amount as compensation expense.

On May 11, 2010, Westmont issued Thirty Million (30,000,000) shares of Common Stock to the below listed organizations for services provided to the Company. These shares of Common Stock have 1 vote per share. Westmont estimated the fair value to total \$30,000 and charged this amount as compensation expense.

- 0692545 BC LTD 2,609,666 Common Shares
- Bogat Family Trust 2,609,666 Common Shares
- Harpreet Hayer 2,609,666 Common Shares
- F&M Inc. 22,171,002 Common Shares

ITEM 3. DEFAULTS UPON SENIOR SECURITIES.

None.

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

None.

ITEM 5. OTHER INFORMATION.

1. August 20, 2009: Westmont Resources, Inc., has relocated its offices. The Company's new address is 155 – 108th Avenue NE, Suite 150, Bellevue, WA 98004. The Company's new telephone number is (206) 922-2203 and its fax number is 425-491-2838.
2. October 13, 2009: Andrew Jarvis our Secretary and Director resigned from, both positions as well as his management and Directorship in our wholly owned subsidiary NorthStar Exploration Ltd. Mr. Glenn McQuiston our Chief Financial Officer was appointed the Company Secretary. Dr. Fischer our Chief Executive Officer was appointed President, Secretary and Director of NorthStar Exploration Ltd.
3. October 16, 2009: Peter Lindhout our President resigned from his position as President. Mr. Glenn McQuiston our Chief Financial Officer was appointed as President.

ITEM 6. EXHIBITS.

Exhibit Number	Description of Exhibits	Location
3.1	Articles of Incorporation.	Incorporated by reference to Exhibit 3.1 to the Company's Registration Statement on Form SB-2 as filed with the Securities & Exchange Commission on October 13, 2006, as subsequently amended.
3.2	Bylaws, as amended.	Incorporated by reference to Exhibit 3.2 to the Company's Registration Statement on Form SB-2 as filed with the Securities & Exchange Commission on October 13, 2006, as subsequently amended.
21.1	List of Subsidiaries.	Included herein.
31.1; and 31.2	Certification of Chief Executive Officer, and Chief Financial Officer pursuant to U.S.C. Section 7241, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.	Included herein.
32.1; and 32.2	Certification of Chief Executive Officer, and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.	Included herein.
99.1	Security Ownership Reports	Included herein.

SIGNATURES

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

WESTMONT RESOURCES, INC.

Date: Wednesday, 13 October 2010 By: /s/ Dr. Bruce E. Fischer
DR. BRUCE E. FISCHER
Managing Director, Chief Executive Officer
(Principal Executive Officer)

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

Date: Wednesday, 13 October 2010 By: /s/ Dr. Bruce E. Fischer
DR. BRUCE E. FISCHER
Managing Director, Chief Executive Officer
(Principal Executive Officer)

Date: Wednesday, 13 October 2010 By: /s/ Glenn McQuiston
GLENN MCQUISTON
President and Director
(Principal Operations Officer)

Date: Wednesday, 13 October 2010 By: /s/ Marcie Corbin
MARCIE CORBIN
Chief Financial Officer and Director
(Principal Financial Officer)

EXHIBIT 21.1

LIST OF SUBSIDIARIES

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

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-QSB of Westmont Resources Inc. for the Quarter ended August 31, 2010;
- (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: Wednesday, 13 October 2010

/S/ Dr. Bruce E. Fischer

BY: Dr. Bruce E. Fischer

Title: Chief Executive Officer / Chairman

(Principal Executive Officer)

EXHIBIT 31.2

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

I, Marcie Corbin, certify that;

(1) I have reviewed this Quarterly Report on Form 10-QSB of Westmont Resources Inc. for the Quarter ended August 31, 2010;

(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: Wednesday, 13 October 2010

/s/ Marcie Corbin

BY: Marcie Corbin

Title: CFO / Director

(Principal Financial Officer)

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, Chairman 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-QSB of the Company, for the Quarter ended August 31, 2010, 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/ Bruce E. Fischer
Name: BRUCE E. FISCHER
Title: Chief Executive Officer / Managing Director
(Principal Executive Officer)

Date: Wednesday, 13 October 2010

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.

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, Marcie Corbin, 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-QSB of the Company, for the Quarter ended August 31, 2010, 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/ Marcie Corbin
Name: MARCIE CORBIN
Title: CFO / Director
(Principal Financial Officer)

Date: Wednesday, 13 October 2010

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.

at \$0.001 per share	09	-	-	866,000	866	42,434	-	-	43,300
Common stock									
issued for partial	21-								
conversion of debt	May-09	-	-	50,000	50	35,500	-	-	35,550
Net loss for the year	1-Jun-09	-	-	-	-	-	-	(546,925)	(546,925)
Balance – May 31, 2009	1-Jun-09	60,000	60	1,932,660	1,933	231,598	-	(668,851)	(435,260)
Convertible preferred stock									
issued for services at	26-Oct-								
\$0.001 per share	09	30,000	30	-	-	1,470	-	-	1,500
Common stock									
issued for service at	1-Dec-								
\$0.001 per share	09			2,000,000	2,000	-	-	-	2,000
preferred stock									
issued for services at	11-								
\$0.001 per share	May-10	40,000	40						40
Common stock									
issued for service at	11-								
\$0.001 per share	May-10			30,000,000	30,000	-	-	-	30,000
Common stock									
cancelled for sale of	11-								
G2N	May-10			(433,000)	(433)	433			-
Preferred stock									
cancelled for sale of	11-								
G2N	May-10	(30,000)	(30)			30			-
Shares issued for	15-								
conversion of debt	May-10			20,000,000	20,000	-	-	-	20,000
Net loss for the year	1-Jun-10	-	-	-	-	-	-	(447,113)	(447,113)
Balance – August 31, 2010	1-Jun-10	100,000	100	53,499,660	53,500	233,531	-	(1,115,964)	(828,833)
Net loss for the year	1-Sep-10	-	-	-	-	-	-	-	(39,129)
Balance – August 31, 2010	1-Sep-10	100,000	100	53,499,660	53,500	233,531	-	(1,115,964)	(867,962)

WESTMONT RESOURCES INC
SECURITY OWNERSHIP
INSIDERS AND AFFILIATES AS OF AUGUST 31, 2010

(AN EXPLORATION STAGE COMPANY)

<u>Title of Class</u>	<u>Name and Address of Beneficial Owner</u>	<u>Amount of Beneficial Ownership</u>	<u>Nature of Beneficial Ownership</u>	<u>Percent of Class</u>	<u>Ownership based on Shareholder</u>	<u>Percent of Voting Rights</u>
COMMON STOCK						
Common	Dr. Bruce Fischer - Managing Director and CEO 155 - 108th Ave NE, Suite 150, Bellevue WA 98004	22,312,652	Indirect	41.37%	F&M Inc	29.86%
Common	Glenn McQuiston - Director, President, 155 - 108th Ave NE, Suite 150, Bellevue WA 98004	1,174,350	Indirect	2.18%	F&M Inc	1.57%
Common	Amandip Japal 900 - 555 Burrard Street, Vancouver BC V7X 1M9 Canada	2,609,666	Indirect	4.84%	0692545 BC LTD	3.49%
Common	Jeffery T. Wing, Trustee #503, 1155 Robson St, Vancouver, BC V6E 1B5 Canada	2,609,666	Indirect	4.84%	Bogat Family Trust	3.49%
Common	Harpreet Hayer 7641 - 145 street, Surrey BC V3S 9C4 Canada	2,609,666	Direct	4.84%	Harpreet Hayer	3.49%
Common	Andrew Jarvis 155 - 108th Ave NE, Suite 150, Bellevue WA 98004	150,000	Direct	0.28%	Andrew Jarvis	0.20%
Common	Peter Lindhout 110 Wall Street, 11th Floor, New York, NY 10005	150,000	Direct	0.28%	Peter Lindhout	0.20%
Common	Javan King 110 Wall Street, 11th Floor, New York, NY 10005	150,000	Direct	0.28%	Javan King	0.20%
TOTAL PERCENTAGE OF VOTING RIGHTS OF COMMON INSIDERS AND AFFILIATES						42.51%

<u>Title of Class</u>	<u>Name and Address of Beneficial Owner</u>	<u>Amount of Beneficial Ownership</u>	<u>Nature of Beneficial Ownership</u>	<u>Percent of Class</u>	<u>Ownership based on Shareholder</u>	<u>Percent of Voting Rights</u>
Class A Preferred Stock						
Class A Preferred	Dr. Bruce Fischer - Managing Director and CEO 155 - 108th Ave NE, Suite 150, Bellevue WA 98004	95,000	Indirect	73.08%	F&M Inc	20.34%
Class A Preferred	Glenn McQuiston - Director, President, 155 - 108th Ave NE, Suite 150, Bellevue WA 98004	5,000	Indirect	3.85%	F&M Inc	1.07%
Class A	Andrew Jarvis 155 - 108th Ave NE, Suite 150,					

Preferred	Bellevue WA 98004	10,000	Direct	7.69%	Andrew Jarvis	2.14%
Class A Preferred	Peter Lindhout 110 Wall Street, 11th Floor, New York, NY 10005	10,000	Direct	7.69%	Peter Lindhout	2.14%
Class A Preferred	Javan King 110 Wall Street, 11th Floor, New York, NY 10005	10,000	Direct	7.69%	Javan King	2.14%
TOTAL PERCENTAGE OF VOTING RIGHTS OF PREFERRED INSIDERS AND AFFILIATES						27.83%

WESTMONT RESOURCES INC
SECURITY OWNERSHIP
OFFICERS AND DIRECTORS AS OF AUGUST 31, 2010

(AN EXPLORATION STAGE COMPANY)

<u>Title of Class</u>	<u>Name and Address of Beneficial Owner</u>	<u>Amount of Beneficial Ownership</u>	<u>Nature of Beneficial Ownership</u>	<u>Percent of Class</u>	<u>Ownership based on Shareholder</u>	<u>Percent of Voting Rights</u>
Officers & Directors						
						#REF!
Common	Dr. Bruce Fischer - Managing Director and CEO 155 - 108th Ave NE, Suite 150, Bellevue WA 98004	22,312,652	Indirect	41.37%	F&M Inc	29.86%
Class A Preferred	Dr. Bruce Fischer - Managing Director and CEO 155 - 108th Ave NE, Suite 150, Bellevue WA 98004	95,000	Indirect	73.08%	F&M Inc	20.34%
Common	Glenn McQuiston - Director, President, 155 - 108th Ave NE, Suite 150, Bellevue WA 98004	1,174,350	Indirect	2.18%	F&M Inc	1.57%
Class A Preferred	Glenn McQuiston - Director, President, 155 - 108th Ave NE, Suite 150, Bellevue WA 98004	5,000	Indirect	3.85%	F&M Inc	1.07%
Common	Marcie Corbin - Director, Chief Financial Officer 155 - 108th Ave NE, Suite 150, Bellevue WA 98004	-		0.00%		0.00%
Class A Preferred	Marcie Corbin - Director, Chief Financial Officer 155 - 108th Ave NE, Suite 150, Bellevue WA 98004	-		0.00%		0.00%
TOTAL PERCENTAGE OF VOTING RIGHTS OF OFFICERS AND DIRECTORS						52.84%

WESTMONT RESOURCES INC
SECURITY OWNERSHIP
5% OWNERS AS OF AUGUST 31, 2010

(AN EXPLORATION STAGE COMPANY)

Title of Class	Name and Address of Owner	Name and Address of Beneficial Owner	Amount of Beneficial Ownership	Nature of Beneficial Ownership	Percent of Class	Ownership based on Shareholder	Percent of Voting Rights
5% Ownership Common Stock							
Common	F&M Inc 155 - 108th Ave NE, Suite 150 Bellevue WA 98004		23,487,002	Direct	43.55%		31.43%
Common		Dr. Bruce Fischer - Managing Director and CEO 155 - 108th Ave NE, Suite 150, Bellevue WA 98004	22,312,652	Indirect	41.37%	F&M Inc	
Common		Glenn McQuiston - Director, President, 155 - 108th Ave NE, Suite 150, Bellevue WA 98004	1,174,350	Indirect	2.18%	F&M Inc	
Common	The Brooklyn Group Inc 106 E Sixth Street, Suite 900 Austin, Texas 78701	The Brooklyn Group Inc 106 E Sixth Street, Suite 900 Austin, Texas 78701	2,790,000	Direct	5.17%		3.73%
TOTAL PERCENTAGE OF VOTING RIGHTS OF COMMON 5% OWNERS							35.16%

Title of Class	Name and Address of Beneficial Owner	Name and Address of Beneficial Owner	Amount of Beneficial Ownership	Nature of Beneficial Ownership	Percent of Class	Ownership based on Shareholder	Percent of Voting Rights
5% Ownership Class A Preferred Stock							
Class A Preferred	F&M Inc 155 - 108th Ave NE, Suite 150 Bellevue WA 98004		100,000	Direct	76.92%		21.41%
Class A Preferred		Dr. Bruce Fischer - Managing Director and CEO 155 - 108th Ave NE, Suite 150, Bellevue WA 98004	95,000	Indirect	73.08%	F&M Inc	
Class A Preferred		Glenn McQuiston - Director, President, 155 - 108th Ave NE, Suite 150, Bellevue WA 98004	5,000	Indirect	3.85%	F&M Inc	
Class A Preferred	Andrew Jarvis 155 - 108th Ave NE, Suite 150 Bellevue WA 98004	Andrew Jarvis 155 - 108th Ave NE, Suite 150 Bellevue WA 98004	10,000	Direct	7.69%	Andrew Jarvis	2.14%
Class A Preferred	Peter Lindhout 110 Wall Street, 11th Floor New York, NY 10005	Peter Lindhout 110 Wall Street, 11th Floor New York, NY 10005	10,000	Direct	7.69%	Peter Lindhout	2.14%
Class A Preferred	Javan King 110 Wall Street, 11th Floor New York, NY 10005	Javan King 110 Wall Street, 11th Floor New York, NY 10005	10,000	Direct	7.69%	Javan King	2.14%
TOTAL PERCENTAGE OF VOTING RIGHTS OF CLASS A PREFERRED INSIDERS AND AFFILIATES							27.83%