

Edgar Filing: UNITED NATIONAL FILM CORP - Form 10QSB

UNITED NATIONAL FILM CORP  
Form 10QSB  
November 06, 2006

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

Form 10-QSB

-----  
(Mark one)

Quarterly Report Under Section 13 or 15(d) of the Securities Exchange Act of 1934

For the quarterly period ended September 30, 2006

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_  
-----

Commission File Number: 33-25350-FW

United National Film Corporation  
(Exact name of small business issuer as specified in its charter)

Nevada  
(State of incorporation)

84-1092589  
(IRS Employer ID Number)

211 West Wall Street, Midland, TX 79701  
(Address of principal executive offices)

(432) 682-1761  
(Issuer's telephone number)

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

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act): YES  NO

State the number of shares outstanding of each of the issuer's classes of common equity as of the latest practicable date: October 30, 2006: 27,751,500

Transitional Small Business Disclosure Format (check one): YES  NO

UNITED NATIONAL FILM CORPORATION

Form 10-QSB for the Quarter ended September 30, 2006

Table of Contents

PART I - FINANCIAL INFORMATION

Page  
-----

Edgar Filing: UNITED NATIONAL FILM CORP - Form 10QSB

Item 1 Financial Statements	3
Item 2 Management's Discussion and Analysis or Plan of Operation	11
Item 3 Controls and Procedures	13
PART II - OTHER INFORMATION	
Item 1 Legal Proceedings	13
Item 2 Recent Sales of Unregistered Securities and Use of Proceeds	13
Item 3 Defaults Upon Senior Securities	13
Item 4 Submission of Matters to a Vote of Security Holders	14
Item 5 Other Information	14
Item 6 Exhibits	14
SIGNATURES	14

2

PART I

ITEM 1 - FINANCIAL STATEMENTS

UNITED NATIONAL FILM CORPORATION  
BALANCE SHEETS  
September 30, 2006 and 2005

(UNAUDITED)

	September 30, 2006	Septem 20
	-----	-----
ASSETS		
CURRENT ASSETS		
Cash on hand and in bank	\$ 4,939	\$
	-----	-----
TOTAL CURRENT ASSETS	4,939	-----
	-----	-----
TOTAL ASSETS	\$ 4,939	\$
	=====	=====
LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)		
LIABILITIES		
CURRENT LIABILITIES		
Accounts payable - trade	\$ --	\$ 2
Accrued interest payable to shareholder	3,393	1
Loan from stockholder	120,202	1
	-----	-----
TOTAL CURRENT LIABILITIES	123,595	3
	-----	-----
COMMITMENTS AND CONTINGENCIES		

Edgar Filing: UNITED NATIONAL FILM CORP - Form 10QSB

SHAREHOLDERS' EQUITY (DEFICIT)		
Preferred stock - \$0.0001 par value		
50,000,000 shares authorized		
None issued and outstanding		--
Common stock - \$0.0001 par value		
100,000,000 shares authorized		
27,751,500 and 8,203,483 shares		
issued and outstanding, respectively	2,775	
Additional paid-in capital	580,218	55
Accumulated deficit	(701,649)	(59)
	-----	-----
TOTAL SHAREHOLDERS' EQUITY (DEFICIT)	(118,656)	(3)
	-----	-----
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	\$ 4,939	\$
	=====	=====

The financial information presented herein has been prepared by management without audit by independent certified public accountants. The accompanying notes are an integral part of these financial statements.

3

UNITED NATIONAL FILM CORPORATION  
STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS  
Three months ended September 30, 2006 and 2005

(UNAUDITED)

	Three months ended September 30, 2006	Three months ended September 30, 2005
	-----	-----
REVENUES	\$ --	\$ --
	-----	-----
EXPENSES		
General and administrative expenses	5,667	36
	-----	-----
TOTAL OPERATING EXPENSES	5,667	36
	-----	-----
INCOME (LOSS) FROM OPERATIONS	(5,667)	(36)
OTHER INCOME (EXPENSE)		
Interest expense on stockholder loan	(1,767)	(391)
Interest income	26	--
	-----	-----
INCOME (LOSS) BEFORE PROVISION FOR INCOME TAXES	(7,408)	(427)
PROVISION FOR INCOME TAXES	--	--
	-----	-----
NET LOSS	(7,408)	(427)

Edgar Filing: UNITED NATIONAL FILM CORP - Form 10QSB

OTHER COMPREHENSIVE INCOME	--	--
	-----	-----
COMPREHENSIVE LOSS	\$ (7,408)	\$ (427)
	=====	=====
Earnings per share of common stock outstanding computed on net loss - basic and fully diluted	nil	nil
	=====	=====
Weighted-average number of shares outstanding - basic and fully diluted	27,751,500	8,203,483
	=====	=====

The financial information presented herein has been prepared by management without audit by independent certified public accountants. The accompanying notes are an integral part of these financial statements.

4

UNITED NATIONAL FILM CORPORATION  
STATEMENTS OF CASH FLOWS  
Three months ended September 30, 2006 and 2005

(UNAUDITED)

	Three months ended September 30, 2006
	-----
CASH FLOWS FROM OPERATING ACTIVITIES	
Net loss for the period	\$ (7,408)
Adjustments to reconcile net loss to net cash provided by operating activities	
Depreciation and amortization	--
Increase (Decrease) in	
Accounts payable - trade	--
Accrued interest payable on loan from stockholder	1,767
	-----
NET CASH USED IN OPERATING ACTIVITIES	(5,641)
	-----
CASH FLOWS FROM INVESTING ACTIVITIES	--
	-----
CASH FLOWS FROM FINANCING ACTIVITIES	
Cash received from note payable	5,000
	-----
NET CASH PROVIDED BY FINANCING ACTIVITIES	5,000
	-----
INCREASE (DECREASE) IN CASH	(641)
Cash at beginning of period	5,580
	-----
CASH AT END OF PERIOD	\$ 4,939
	=====

# Edgar Filing: UNITED NATIONAL FILM CORP - Form 10QSB

## SUPPLEMENTAL DISCLOSURE OF INTEREST AND INCOME TAXES PAID

Interest paid for the year	\$ --
	=====
Income taxes paid for the year	\$ --
	=====

## SUPPLEMENTAL DISCLOSURE OF NON-CASH INVESTING AND FINANCING ACTIVITIES

Note payable to shareholder converted to common stock	\$ 20,000
	=====

The financial information presented herein has been prepared by management without audit by independent certified public accountants. The accompanying notes are an integral part of these financial statements.

5

### UNITED NATIONAL FILM CORPORATION NOTES TO FINANCIAL STATEMENTS September 30, 2006 and 2005

#### NOTE A - ORGANIZATION AND DESCRIPTION OF BUSINESS

United National Film Corporation (the Company) was formed under the laws of the State of Colorado on July 19, 1988 as Riverside Capital, Inc.

On October 20, 2006, the Company changed its state of incorporation from Colorado to Nevada by means of a merger with and into a Nevada corporation formed on September 12, 2006 solely for the purpose of effecting the reincorporation. The Certificate of Incorporation and Bylaws of the Nevada corporation are the Certificate of Incorporation and Bylaws of the surviving corporation. Such Certificate of Incorporation kept the Company's name of United National Film Corporation and modified the Company's capital structure to allow for the issuance of up to 100,000,000 shares of \$0.0001 par value Common Stock and up to 50,000,000 shares of \$0.0001 par value Preferred Stock. This action was approved by a majority of the Company's stockholders on August 22, 2006.

In June 2001, the Company suspended all business activities and established a business plan to locate and combine with an existing, privately-held company which is profitable or, in management's view, has growth potential, irrespective of the industry in which it is engaged. However, the Company does not intend to combine with a private company which may be deemed to be an investment company subject to the Investment Company Act of 1940. A combination may be structured as a merger, consolidation, exchange of the Company's common stock for stock or assets or any other form which will result in the combined enterprise's becoming a publicly-held corporation.

During Fiscal 2006, the Company effectively dissolved or abandoned all subsidiaries which may or may not have been active in periods prior to June 2001.

#### NOTE B - PREPARATION OF FINANCIAL STATEMENTS

The Company follows the accrual basis of accounting in accordance with generally accepted accounting principles and has adopted a year-end of June 30.

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses

## Edgar Filing: UNITED NATIONAL FILM CORP - Form 10QSB

during the reporting period. Actual results could differ from those estimates.

Management further acknowledges that it is solely responsible for adopting sound accounting practices, establishing and maintaining a system of internal accounting control and preventing and detecting fraud. The Company's system of internal accounting control is designed to assure, among other items, that 1) recorded transactions are valid; 2) valid transactions are recorded; and 3) transactions are recorded in the proper period in a timely manner to produce financial statements which present fairly the financial condition, results of operations and cash flows of the Company for the respective periods being presented

During interim periods, the Company follows the accounting policies set forth in its annual audited financial statements filed with the U. S. Securities and Exchange Commission on its Annual Report on Form 10-KSB for the year ended June 30, 2006. The information presented within these interim financial statements may not include all disclosures required by generally accepted accounting principles and the users of financial information provided for interim periods should refer to the annual financial information and footnotes when reviewing the interim financial results presented herein.

In the opinion of management, the accompanying interim financial statements, prepared in accordance with the U. S. Securities and Exchange Commission's instructions for Form 10-QSB, are unaudited and contain all material adjustments, consisting only of normal recurring adjustments necessary to present fairly the financial condition, results of operations and cash flows of the Company for the respective interim periods presented. The current period results of operations are not necessarily indicative of results which ultimately will be reported for the full fiscal year ending June 30, 2007.

6

### UNITED NATIONAL FILM CORPORATION NOTES TO FINANCIAL STATEMENTS - CONTINUED September 30, 2006 and 2005

#### NOTE C - GOING CONCERN UNCERTAINTY

The Company has nominal cash on hand, has no operating assets and has a business plan with inherent risk. Because of these factors, the Company's auditors have issued an audit opinion on the Company's financial statements which includes a statement describing our going concern status. This means, in the auditor's opinion, substantial doubt about our ability to continue as a going concern exists at the date of their opinion.

The Company's majority stockholder maintains the corporate status of the Company and has provided all nominal working capital support on the Company's behalf since the bankruptcy discharge date. Because of the Company's lack of operating assets, its continuance is fully dependent upon the majority stockholder's continuing support. The majority stockholder intends to continue the funding of nominal necessary expenses to sustain the corporate entity.

The Company's continued existence is dependent upon its ability to generate sufficient cash flows from operations to support its daily operations as well as provide sufficient resources to retire existing liabilities and obligations on a timely basis. Further, the Company faces considerable risk in its business plan and a potential shortfall of funding due to our inability to raise capital in the equity securities market. If no additional operating capital is received during the next twelve months, the Company will be forced to rely on existing cash in the bank and additional funds loaned by management and/or significant stockholders.

## Edgar Filing: UNITED NATIONAL FILM CORP - Form 10QSB

The Company's business plan is to seek an acquisition or merger with a private operating company which offers an opportunity for growth and possible appreciation of our stockholders' investment in the then issued and outstanding common stock. However, there is no assurance that the Company will be able to successfully consummate an acquisition or merger with a private operating company or, if successful, that any acquisition or merger will result in the appreciation of our stockholders' investment in the then outstanding common stock.

The Company remains dependent upon additional external sources of financing; including being dependent upon its management and/or significant stockholders to provide sufficient working capital in excess of the Company's initial capitalization to preserve the integrity of the corporate entity.

The Company anticipates offering future sales of equity securities. However, there is no assurance that the Company will be able to obtain additional funding through the sales of additional equity securities or, that such funding, if available, will be obtained on terms favorable to or affordable by the Company.

### NOTE D - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

#### 1. Cash and cash equivalents

The Company considers all cash on hand and in banks, certificates of deposit and other highly-liquid investments with maturities of three months or less, when purchased, to be cash and cash equivalents.

#### 2. Reorganization costs

The Company has adopted the provisions of AICPA Statement of Position 98-5, "Reporting on the Costs of Start-Up Activities" whereby all costs incurred with the incorporation and reorganization, post-bankruptcy, of the Company were charged to operations as incurred.

#### 3. Income taxes

The Company uses the asset and liability method of accounting for income taxes. At September 30, 2006 and 2005, respectively, the deferred tax asset and deferred tax liability accounts, as recorded when material to the financial statements, are entirely the result of temporary differences. Temporary differences generally represent differences in the recognition of assets and liabilities for tax and financial reporting purposes, primarily accumulated depreciation and amortization, allowance for doubtful accounts and vacation accruals.

7

UNITED NATIONAL FILM CORPORATION  
NOTES TO FINANCIAL STATEMENTS - CONTINUED  
September 30, 2006 and 2005

### NOTE D - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

#### 3. Income taxes - continued

As of September 30, 2006 and 2005, the deferred tax asset related to the Company's net operating loss carryforward is fully reserved. Due to the provisions of Internal Revenue Code Section 338, the Company may have no net operating loss carryforwards available to offset financial statement or tax return taxable income in future periods as a result of a change in

## Edgar Filing: UNITED NATIONAL FILM CORP - Form 10QSB

control involving 50 percentage points or more of the issued and outstanding securities of the Company.

### 4. Income (Loss) per share

Basic earnings (loss) per share is computed by dividing the net income (loss) available to common stockholders by the weighted-average number of common shares outstanding during the respective period presented in our accompanying financial statements.

Fully diluted earnings (loss) per share is computed similar to basic income (loss) per share except that the denominator is increased to include the number of common stock equivalents (primarily outstanding options and warrants).

Common stock equivalents represent the dilutive effect of the assumed exercise of the outstanding stock options and warrants, using the treasury stock method, at either the beginning of the respective period presented or the date of issuance, whichever is later, and only if the common stock equivalents are considered dilutive based upon the Company's net income (loss) position at the calculation date.

At September 30, 2006 and 2005, and subsequent thereto, the Company has no outstanding stock warrants, options or convertible securities which could be considered as dilutive for purposes of the loss per share calculation.

### NOTE E - FAIR VALUE OF FINANCIAL INSTRUMENTS

The carrying amount of cash, accounts receivable, accounts payable and notes payable, as applicable, approximates fair value due to the short term nature of these items and/or the current interest rates payable in relation to current market conditions.

Interest rate risk is the risk that the Company's earnings are subject to fluctuations in interest rates on either investments or on debt and is fully dependent upon the volatility of these rates. The Company does not use derivative instruments to moderate its exposure to interest rate risk, if any.

Financial risk is the risk that the Company's earnings are subject to fluctuations in interest rates or foreign exchange rates and are fully dependent upon the volatility of these rates. The Company does not use derivative instruments to moderate its exposure to financial risk, if any.

### NOTE F - LOANS DUE TO STOCKHOLDER

The Company's former Chief Executive Officer made aggregate advances of approximately \$15,635 to provide working capital to the Company in prior periods. These advances bear interest at 10.0% per annum and are repayable upon demand. In conjunction with the March 2006 change in control, these advances were repaid in full.

On March 31, 2006, pursuant to an October 2005 Loan and Purchase Stock Agreement with Glenn A. Little (Little), Little funded a loan to the Company in the amount of \$88,181.98 at an interest rate of 6% per annum. This note shall be convertible at any time prior to maturity at Little's option into restricted common stock of the Company at par value.

## Edgar Filing: UNITED NATIONAL FILM CORP - Form 10QSB

### NOTE F - LOANS DUE TO STOCKHOLDER - CONTINUED

Additionally, the Company and its current controlling shareholder, Glenn A. Little, agreed that additional funds may be necessary in the future to support the corporate entity and comply with the periodic reporting requirements of the Securities Exchange Act of 1934, as amended. To this end, Little has agreed to lend the Company up to an additional \$50,000 with a maturity period not to exceed two (2) years from the initial funding date at an interest rate of 6.0% per annum. As of September 30, 2006, Little has advanced approximately \$32,000 under this agreement.

### NOTE G - COMMON STOCK TRANSACTIONS

On October 20, 2006, the Company changed its state of incorporation from Colorado to Nevada by means of a merger with and into a Nevada corporation formed on September 12, 2006 solely for the purpose of effecting the reincorporation. The Certificate of Incorporation and Bylaws of the Nevada corporation are the Certificate of Incorporation and Bylaws of the surviving corporation. Such Certificate of Incorporation kept the Company's name of United National Film Corporation and modified the Company's capital structure to allow for the issuance of up to 100,000,000 shares of \$0.0001 par value Common Stock and up to 50,000,000 shares of \$0.0001 par value Preferred Stock. This action was approved by a majority of the Company's stockholders on August 22, 2006 and is reflected in the accompanying financial statements as of the first day of the first period presented.

On November 22, 2005, the Company entered into an agreement to sell approximately 18,818,017 shares of common stock to Glenn A. Little pursuant to a Loan and Purchase Stock Agreement, for gross proceeds of \$18,818.02. The completion of this transaction is subject to the provision of certain documents by the Company and its former officers/directors. All of the transaction provisions were met and this transaction closed on March 31, 2006. The Company relied upon Section 4(2) for an exemption from registration on these shares and no underwriter was used in this transaction.

On November 23, 2005, the Company issued an aggregate 730,000 shares, valued at approximately \$7,300, to various officers and directors for services rendered. The Company relied upon Section 4(2) for an exemption from registration on these shares and no underwriter was used in this transaction.

### NOTE H - INCOME TAXES

The components of income tax (benefit) expense for each of the three month periods ended September 30, 2006 and 2005, respectively, are as follows:

	Three months ended September 30, 2006 -----	Three months ended September 30, 2005 -----
Federal:		
Current	\$ --	\$ --
Deferred	--	--
	-----	-----
	--	--
State:		
Current	--	--
Deferred	--	--
	-----	-----

Edgar Filing: UNITED NATIONAL FILM CORP - Form 10QSB

	--	--
	-----	-----
Total	\$ --	\$ --
	=====	=====

9

UNITED NATIONAL FILM CORPORATION  
NOTES TO FINANCIAL STATEMENTS - CONTINUED  
September 30, 2006 and 2005

NOTE H - INCOME TAXES - CONTINUED

Due to a change in control on March 31, 2006, the Company has a net operating loss carryforward of approximately \$98,000 to offset future Federal and State income taxes. The amount and availability of any net operating loss carryforwards will be subject to the limitations set forth in the Internal Revenue Code. Such factors as the number of shares ultimately issued within a three year look-back period; whether there is a deemed more than 50 percent change in control; the applicable long-term tax exempt bond rate; continuity of historical business; and subsequent income of the Company all enter into the annual computation of allowable annual utilization of any net operating loss carryforward(s).

The Company's income tax expense for each of the three month periods ended September 30, 2006 and 2005, respectively, are as follows:

	Three months ended September 30, 2006	Three months ended September 30, 2005
	-----	-----
Statutory rate applied to income before income taxes	\$(2,500)	\$ (145)
Increase (decrease) in income taxes resulting from:		
State income taxes	--	--
Other, including reserve for deferred tax asset and application of net operating loss carryforward	2,500	145
	-----	-----
Income tax expense	\$ --	\$ --
	=====	=====

The Company's only temporary differences as of September 30, 2006 and 2005, respectively, relate to the Company's net operating loss carryforward. Accordingly, any deferred tax asset, as fully reserved, or liability, if any, as of September 30, 2006 and 2005, respectively, is not material to the accompanying financial statements.

(Remainder of this page left blank intentionally)

10

## Edgar Filing: UNITED NATIONAL FILM CORP - Form 10QSB

### MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

#### (1) CAUTION REGARDING FORWARD-LOOKING INFORMATION

Certain statements contained in this quarterly filing, including, without limitation, statements containing the words "believes", "anticipates", "expects" and words of similar import, constitute forward-looking statements. Such forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause the actual results, performance or achievements of the Company, or industry results, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements.

Such factors include, among others, the following: international, national and local general economic and market conditions; demographic changes; the ability of the Company to sustain, manage or forecast its growth; the ability of the Company to successfully make and integrate acquisitions; raw material costs and availability; new product development and introduction; existing government regulations and changes in, or the failure to comply with, government regulations; adverse publicity; competition; the loss of significant customers or suppliers; fluctuations and difficulty in forecasting operating results; changes in business strategy or development plans; business disruptions; the ability to attract and retain qualified personnel; the ability to protect technology; and other factors referenced in this and previous filings.

Given these uncertainties, readers of this Form 10-QSB and investors are cautioned not to place undue reliance on such forward-looking statements. The Company disclaims any obligation to update any such factors or to publicly announce the result of any revisions to any of the forward-looking statements contained herein to reflect future events or developments.

#### (2) RESULTS OF OPERATIONS

The Company had no revenue for either of the respective three month periods ended September 30, 2006 and 2005, respectively.

General and administrative expenses for each of the respective three month periods ended September 30, 2006 and 2005 were nominal. In March 2006, concurrent with the change in management and ownership, the Company cured all prior delinquencies with respect to the filing of various required periodic reports pursuant to the Securities Exchange Act of 1934. It is anticipated that future expenditure levels will increase as the Company intends to fully comply with it's periodic reporting requirements.

Earnings per share for the respective three month periods ended September 30, 2006 and 2005 were \$0.00 and \$0.00 based on the weighted-average shares issued and outstanding at the end of each respective period.

The Company does not expect to generate any meaningful revenue or incur operating expenses for purposes other than fulfilling the obligations of a reporting company under the Securities Exchange Act of 1934 unless and until such time that the Company's operating subsidiary begins meaningful operations.

At September 30, 2006 and 2005, the Company had a working capital of approximately \$(119,000) and \$(39,000), respectively.

It is the belief of management and significant stockholders that sufficient working capital necessary to support and preserve the integrity of the corporate entity will be present. However, there is no legal obligation for either management or significant stockholders to provide additional future funding. Should this pledge fail to provide financing, the Company has not identified any

## Edgar Filing: UNITED NATIONAL FILM CORP - Form 10QSB

alternative sources. Consequently, there is substantial doubt about the Company's ability to continue as a going concern.

The Company's need for working capital may change dramatically as a result of any business acquisition or combination transaction. There can be no assurance that the Company will identify any such business, product, technology or company suitable for acquisition in the future. Further, there can be no assurance that the Company would be successful in consummating any acquisition on favorable terms or that it will be able to profitably manage the business, product, technology or company it acquires.

### PLAN OF BUSINESS

#### GENERAL

The Company intends to locate and combine with an existing, privately-held company which is profitable or, in management's view, has growth potential, irrespective of the industry in which it is engaged. However, the Company does

11

not intend to combine with a private company which may be deemed to be an investment company subject to the Investment Company Act of 1940. A combination may be structured as a merger, consolidation, exchange of the Company's common stock for stock or assets or any other form which will result in the combined enterprise's becoming a publicly-held corporation.

Pending negotiation and consummation of a combination, the Company anticipates that it will have, aside from carrying on its search for a combination partner, no business activities, and, thus, will have no source of revenue. Should the Company incur any significant liabilities prior to a combination with a private company, it may not be able to satisfy such liabilities as are incurred.

If the Company's management pursues one or more combination opportunities beyond the preliminary negotiations stage and those negotiations are subsequently terminated, it is foreseeable that such efforts will exhaust the Company's ability to continue to seek such combination opportunities before any successful combination can be consummated. In that event, the Company's common stock will become worthless and holders of the Company's common stock will receive a nominal distribution, if any, upon the Company's liquidation and dissolution.

#### COMBINATION SUITABILITY STANDARDS

In its pursuit for a combination partner, the Company's management intends to consider only combination candidates which are profitable or, in management's view, have growth potential. The Company's management does not intend to pursue any combination proposal beyond the preliminary negotiation stage with any combination candidate which does not furnish the Company with audited financial statements for at least its most recent fiscal year and unaudited financial statements for interim periods subsequent to the date of such audited financial statements, or is in a position to provide such financial statements in a timely manner. The Company will, if necessary funds are available, engage attorneys and/or accountants in its efforts to investigate a combination candidate and to consummate a business combination. The Company may require payment of fees by such combination candidate to fund the investigation of such candidate. In the event such a combination candidate is engaged in a high technology business, the Company may also obtain reports from independent organizations of recognized standing covering the technology being developed and/or used by the candidate. The Company's limited financial resources may make the acquisition of such reports difficult or even impossible to obtain and, thus, there can be no assurance that the Company will have sufficient funds to obtain such reports when considering combination proposals or candidates. To the extent the Company

## Edgar Filing: UNITED NATIONAL FILM CORP - Form 10QSB

is unable to obtain the advice or reports from experts, the risks of any combined enterprise's being unsuccessful will be enhanced. Furthermore, to the knowledge of the Company's officers and directors, neither the candidate nor any of its directors, executive officers, principal stockholders or general partners:

- (1) will not have been convicted of securities fraud, mail fraud, tax fraud, embezzlement, bribery, or a similar criminal offense involving misappropriation or theft of funds, or be the subject of a pending investigation or indictment involving any of those offenses;
- (2) will not have been subject to a temporary or permanent injunction or restraining order arising from unlawful transactions in securities, whether as issuer, underwriter, broker, dealer, or investment advisor, may be the subject of any pending investigation or a defendant in a pending lawsuit arising from or based upon allegations of unlawful transactions in securities; or
- (3) will not have been a defendant in a civil action which resulted in a final judgement against it or him awarding damages or rescission based upon unlawful practices or sales of securities.

The Company's officers and directors will make these determinations by asking pertinent questions of the management of prospective combination candidates. Such persons will also ask pertinent questions of others who may be involved in the combination proceedings. However, the officers and directors of the Company will not generally take other steps to verify independently information obtained in this manner which is favorable. Unless something comes to their attention which puts them on notice of a possible disqualification which is being concealed from them, such persons will rely on information received from the management of the prospective combination candidate and from others who may be involved in the combination proceedings.

#### (4) LIQUIDITY AND CAPITAL RESOURCES

In October 2005, the Company signed a Loan and Purchase Stock Agreement with Glenn A. Little (Little) in which Little agreed to purchase 18,818,017 shares of restricted common stock for \$18,818.02 and provide a working capital loan of \$88,181.98 at an interest rate of 6% per annum. The Promissory note shall be convertible at any time prior to maturity, solely at Little's option, into restricted and unregistered shares of the Company's common stock at par value. The proceeds of the approximately \$880,000 note were used to retire the note payable to stockholder, retire all outstanding accounts payable and to pay various costs and expenses related to the reorganization of the Company and change in control.

12

It is the belief of management and significant stockholders that sufficient working capital necessary to support and preserve the integrity of the corporate entity will be present. However, there is no legal obligation for either management or significant stockholders to provide additional future funding. Should this pledge fail to provide financing, the Company has not identified any alternative sources. Consequently, there is substantial doubt about the Company's ability to continue as a going concern.

The Company has no current plans, proposals, arrangements or understandings with respect to the sale or issuance of additional securities prior to the location of a merger or acquisition candidate. Accordingly, there can be no assurance that sufficient funds will be available to the Company to allow it to cover the expenses related to such activities.

## Edgar Filing: UNITED NATIONAL FILM CORP - Form 10QSB

The Company does not currently contemplate making a Regulation S offering.

Regardless of whether the Company's cash assets prove to be inadequate to meet the Company's operational needs, the Company might seek to compensate providers of services by issuances of stock in lieu of cash.

### ITEM 3 - CONTROLS AND PROCEDURES

#### (a) Evaluation of Disclosure Controls and Procedures

The Company maintains disclosure controls and procedures that are designed to ensure that information required to be disclosed in its Exchange Act reports is recorded, processed, summarized and reported within the time periods specified in the Security and Exchange Commission's rules and forms, and that such information is accumulated and communicated to the Company's management, including the Company's Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure. Management necessarily applied its judgment in assessing the costs and benefits of such controls and procedures, which, by their nature, can provide only reasonable assurance regarding management's control objectives.

The Company carried out an evaluation, under the supervision and with the participation of its management, including its Chief Executive Officer and Chief Financial Officer, on the effectiveness of the design and operation of its disclosure controls and procedures pursuant to Exchange Act Rules 13a-15 and 15d-15 as of the end of the period covered by this report. Based upon that evaluation, the Company's Chief Executive Officer and Chief Financial Officer concluded that the Company's disclosure controls and procedures are effective in timely alerting them to information relating to the Company required to be included in the Company's Exchange Act reports.

While the Company believes that its existing disclosure controls and procedures have been effective to accomplish their objectives, the Company intends to continue to examine, refine and document its disclosure controls and procedures and to monitor ongoing developments in this area.

#### (b) Changes in Internal Controls

During the quarter ended September 30, 2006, there were no changes (including corrective actions with regard to significant deficiencies or material weaknesses) in the Company's internal control over financial reporting that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

### PART II - OTHER INFORMATION

#### ITEM 1 - LEGAL PROCEEDINGS

None

#### ITEM 2 - RECENT SALES OF UNREGISTERED SECURITIES AND USE OF PROCEEDS

None

#### ITEM 3 - DEFAULTS ON SENIOR SECURITIES

None.

#### ITEM 4 - SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

Edgar Filing: UNITED NATIONAL FILM CORP - Form 10QSB

The Company has held no regularly scheduled, called or special meetings of stockholders during the reporting period.

ITEM 5 - OTHER INFORMATION

On October 20, 2006, the Company changed its state of incorporation from Colorado to Nevada by means of a merger with and into a Nevada corporation formed on September 12, 2006 solely for the purpose of effecting the reincorporation. The Certificate of Incorporation and Bylaws of the Nevada corporation are the Certificate of Incorporation and Bylaws of the surviving corporation. Such Certificate of Incorporation kept the Company's name of United National Film Corporation and modified the Company's capital structure to allow for the issuance of up to 100,000,000 shares of \$0.0001 par value Common Stock and up to 50,000,000 shares of \$0.0001 par value Preferred Stock. This action was approved by a majority of the Company's stockholders on August 22, 2006 and is reflected in the accompanying financial statements as of the first day of the first period presented.

ITEM 6 - EXHIBITS

- 31.1 Certification pursuant to Section 302 of Sarbanes-Oxley Act of 2002
- 32.1 Certification pursuant to Section 906 of Sarbanes-Oxley Act of 2002

SIGNATURES

In accordance with the requirements of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

UNITED NATIONAL FILM CORPORATION

Dated: October 31, 2006  
-----

By: /s/ Glenn A. Little  
-----

Glenn A. Little  
Chairman, Chief Executive Officer,  
Chief Financial Officer and Director