JJ&R Ventures, Inc.
Form 10-Q
May 11, 2011

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 10-Q**

(Mark One)

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

For the quarterly period ended **March 31, 2011**

or

. **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: **333-143570**

**JJ&R VENTURES, INC.**

(Exact name of registrant as specified in its charter)

| | |
|---|---|
| **Nevada** | **20-8610073** |
| (State or other jurisdiction of incorporation or organization) | (I.R.S. Employer Identification No.) |
| **123 West Nye Lane, Suite 129** | **89706** |

**Carson City, NV**
(Address of principal executive offices) (Zip Code)

**(831) 521-7410**

(Registrant s telephone number, including area code)

(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 X . No .

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes . No X .

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

| | |
|---|---|
| Large accelerated filer . | Accelerated filer . |
| Non-accelerated filer . (Do not check if a smaller reporting company) | Smaller reporting company X . |

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes . No X .

APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY

PROCEEDINGS DURING THE PRECEDING FIVE YEARS:

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

APPLICABLE ONLY TO CORPORATE ISSUERS:

Indicate the number of shares outstanding of each of the issuer s classes of common stock, as of **May 9, 2011**: **22,345,500**

---

## PART I - FINANCIAL INFORMATION

### ITEM 1. FINANCIAL STATEMENTS

The accompanying financial statements have been prepared by the Company without audit. In the opinion of management, all adjustments (which include only normal recurring adjustments) necessary to present fairly the financial position, results of operations and cash flows at March 31, 2011 and 2010 and for the periods then ended have been made. Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted. It is suggested that these condensed financial statements be read in conjunction with the financial statements and notes thereto included in the Company s December 31, 2010 audited financial statements. The results of operations for the periods ended March 31, 2011 and 2010 are not necessarily indicative of the operating results for the full year.

JJ & R Ventures, Inc.

Condensed Balance Sheet

March 31, 2011 (unaudited) and December 31, 2010

| ASSETS | March 31, 2011 unaudited | December 31, 2010 |
|---|---|---|
| Current assets | | |
| Cash in bank | $ 3 | $ 1 |
| Accounts receivable | 729 | 56 |
| Total current assets | 732 | 57 |
| Other current assets | | |
| Inventory | 31,062 | 31,286 |
| Fixed Assets | | |
| Furniture and Equipment | | |
| Computer | 1,993 | 1,993 |
| Accumulated depreciation | (1,494) | (1,395) |
| Total Fixed Assets | 499 | 598 |
| Total assets | $ 32,293 | $ 31,941 |
| LIABILITIES AND SHAREHOLDERS' EQUITY | | |
| Current liabilities | | |
| Accounts payable-trade | $ 5,646 | $ 6,654 |
| Accrued interest | 3,421 | 2,552 |
| Sales tax payable | 59 | 44 |
| Loan from related party | 3,028 | 2,364 |
| Total current liabilities | 12,154 | 11,614 |
| Notes Payable-computer | 1,711 | 1,741 |
| Notes payable related parties | 43,785 | 38,678 |
| Total Long-Term Liabilities | 45,496 | 40,419 |
| Total liabilities | 57,650 | 52,033 |
| Shareholders' Equity (deficit) | | |
| Preferred stock, 5,000,000 shares, $.0001 par value, authorized, 0 outstanding | 0 | 0 |
| Common stock, 200,000,000 shares, $.0001 par value, authorized, 22,345,500 outstanding | 2,235 | 2,235 |
| Paid in capital | 126,015 | 126,015 |
| Retained deficit | (153,607) | (148,342) |
| Total shareholders' equity | (25,357) | (20,092) |
| Total liabilities and shareholders' equity | $ 32,293 | $ 31,941 |

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

JJ & R Ventures, Inc.

Condensed Statement of Operations

For the three months ended March 31, 2011 and 2010

| | | **Three Months Ended March 31, 2011** | | **Three Months Ended March 31, 2010** |
|---|---|---|---|---|
| Revenues | $ | 1129 | $ | 340 |
| Cost of Goods sold | | 521 | | 335 |
| Gross profit | | 608 | | 5 |
| Expenses | | | | |
| Advertising | | 0 | | 30 |
| Automobile expense | | 91 | | 175 |
| Bank charges | | 48 | | 120 |
| Computer and internet expenses | | 0 | | 107 |
| Filing fees | | 198 | | 180 |
| Depreciation Expense | | 100 | | 100 |
| Office supplies | | 7 | | 59 |
| Professional fees | | 3,965 | | 3,505 |
| Taxes | | 0 | | 834 |
| Telephone expenses | | 467 | | 249 |
| Total expenses | | 4,876 | | 5,359 |
| Net loss from operations | | (4,268) | | (5,354) |
| Interest Expense | | (997) | | (751) |
| Net income (loss) | | (5,265) | | (6,105) |
| Loss per common share | $ | ($0.01) | $ | ($0.01) |
| Weighted average of shares outstanding | $ | 22,345,500 | $ | 22,345,500 |

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

JJ & R Ventures, Inc.

Condensed Statement of Cash Flows

For the three months ended March 31, 2011 and 2010

| | Three Months Ended March 31, 2011 | Three Months Ended March 31, 2010 |
|---|---|---|
| CASH FLOWS FROM OPERATING ACTIVITIES | | |
| Net income (loss) | $ (5,265) | $ (6,105) |
| Adjustment to reconcile net to net cash provided by operating activities | | |
| Depreciation | 100 | 100 |
| (Decrease) in accounts payable | (1,008) | (6,734) |
| Accrued Interest | 869 | 629 |
| Decrease in Loans PY | (30) | 51 |
| Increase in sales tax payable | 15 | 8 |
| Increase in fees to related parties | 665 | 406 |
| Decreased inventory | 223 | 260 |
| Decrease in accounts receivable | (673) | 220 |
| Rounding error | (1) | (1) |
| NET CASH PROVIDED BY OPERATING ACTIVITIES | (5,105) | (11,166) |
| NET CASH USED IN INVESTING ACTIVITIES | | |
| Computer purchase | 0 | 0 |
| NET CASH REALIZED FROM INVESTING ACTIVITIES | 0 | 0 |
| FINANCING ACTIVITIES | | |
| Proceeds fm unissued stocks sale | | |
| Sale of common stock | | |
| Related party notes | 5,107 | 11,085 |
| NET CASH REALIZED FROM FINANCING ACTIVITIES | 5,107 | 11,085 |
| INCREASE IN CASH AND CASH EQUIVALENTS | 2 | (81) |
| Cash and cash equivalents at the beginning of the year | 1 | 108 |
| CASH AND CASH EQUIVALENTS AT YEAR END | $ 3 | $ 27 |

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

JJ&R Ventures, Inc

Footnotes to the Condensed Financial Statements

March 31, 2011 and 2010

**1. Organization and basis of presentation**

Basis of presentation

The accompanying interim condensed financial statements are unaudited, but in the opinion of management of JJ&R Ventures, Inc. (the Company), contain all adjustments, which include normal recurring adjustments, necessary to present fairly the financial position at March 31, 2011, the results of operations for the three months ended March 31, 2011 and 2010, and cash flows for the three months ended March 31, 2011 and 2010. The balance sheet as of December 31, 2010 is derived from the Company s audited financial statements.

Certain information and footnote disclosures normally included in financial statements that have been prepared in accordance with generally accepted accounting principles have been condensed or omitted pursuant to the rules and regulations of the Securities and Exchange Commission, although management of the Company believes that the disclosures contained in these financial statements are adequate to make the information presented therein not misleading. For further information, refer to the financial statements and the notes thereto included in the Company s Annual Report on Form 10-K for the fiscal year ended December 31, 2010, as filed with the Securities and Exchange Commission.

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expense during the reporting period. Actual results could differ from those estimates.

The results of operations for the three months ended March 31, 2011 are not necessarily indicative of the results of operations to be expected for the full fiscal year ending December 31, 2011.

Description of business

The Company was incorporated under the laws of the State of Nevada on March 2, 2007. The principal activities of the Company, from the beginning of the development stage, have been organizational matters and the sale of stock. The Company was formed to provide child education services.

Pervasiveness of estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from these estimates.

Cash and cash equivalents

For financial statement presentation purposes, the Company considers all short term investments with a maturity date of three months or less to be cash equivalents.

JJ&R Ventures, Inc

Footnotes to the Condensed Financial Statements

March 31, 2011 and 2010

Property and equipment

Property and equipment are stated at cost less accumulated depreciation. Cost includes the price paid to acquire the assets, including interest capitalized during the period and any expenditure that substantially add to the value of or substantially extend the useful life of an existing asset. Maintenance and repairs are charged to operations as incurred.

The Company computes depreciation expense using the straight-line method over the estimated useful lives of the assets, as presented in the table below. The estimated lives of the assets range from three to seven years.

| Useful lives in years | |
|---|---|
| Computer Hardware | 3-7 |
| Computer Software | 3-5 |
| Furniture and Office Equipment | 7 |
| Production Equipment | 7 |
| Leasehold Improvements | 10 |

Income Tax

The Company accounts for income taxes under ASC 740 "Income Taxes" which codified SFAS 109, "Accounting for Income Taxes." under the asset and liability method of ASC 740, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statements carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. Under ASC 740, the effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period the enactment occurs. A valuation allowance is provided for certain deferred tax assets if it is more likely than not that the Company will not realize tax assets through future operations.

Basic and Diluted Net Income (Loss) Per Share

The Company computes net income (loss) per share in accordance with ASC 260 "Earnings Per Share" which codified SFAS No. 128. "Earnings per Share." ASC 260 requires presentation of both basic and diluted earnings per Share (EPS) on the face of the income statement. Basic EPS is computed by dividing net income (loss) available to common shareholders (numerator) by the weighted average number of shares dilutive potential common shares outstanding during the period using the treasury stock method and convertible preferred stock using the if-converted method. In computing diluted EPS, the average stock price for the period is used in determining the number of shares assumed to be purchased from the exercise of stock options or warrants. Diluted EPS excludes all dilutive potential shares if their effect is anti dilutive.

Fair Value of Financial Instruments

Accounting Standard Codification ASC 825 "Financial Instruments" codified Statement of financial accounting standard No. 107, Disclosures about fair value of financial instruments, requires that the Company disclose estimated fair values of financial instruments. Unless otherwise indicated, the fair values of all reported assets and liabilities, which represent financial instruments, none of which are held for trading purposes, approximate are carrying values of such amounts.

JJ&R Ventures, Inc

Footnotes to the Condensed Financial Statements

March 31, 2011 and 2010

Stock-based compensation

ASC 718 "Compensation - Stock Compensation" codified SFAS No. 123 prescribes accounting and reporting standards for all stock-based compensation plans payments award to employees, including employee stock options, restricted stock, employee stock purchase plans and stock appreciation rights, may be classified as either equity or liabilities. The Company should determine if a present obligation to settle the share-based payment transaction in cash or other assets exists. A present obligation to settle in cash or other assets exists if: (a) the option to settle by issuing equity instruments lacks commercial substance or (b) the present obligation is implied because of an entity's past practices or stated policies. If a present obligation exists, the transaction should be recognized as a liability; otherwise, the transaction should be recognized as equity.

The Company accounts for stock-based compensation issued to non-employees and consultants in accordance with the provisions of ASC 505-50 "Equity - Based Payments to Non-Employees" which codified SFAS 123 and the Emerging Issues Task Force consensus in Issue No. 96-18 ("EITF 96-18"), "Accounting for Equity Instruments that are Issued to Other Than Employees for Acquiring or in Conjunction with Selling, Goods or Services". Measurement of share-based payment transactions with non-employees shall be based on the fair value of whichever is more reliably measurable: (a) the goods or services received; or (b) the equity instruments issued. The fair value of the share-based payment transaction should be determined at the earlier of performance commitment date or performance completion date.

Issuance of shares for service

The Company accounts for the issuance of equity instruments to acquire goods and services based on the fair value of the goods and services or the fair value of the equity instrument at the time of issuance, whichever is more reliably measurable.

Recognition of Revenues

Revenues are recognized when the risks and rewards of ownership have passed to the customer, based on the terms of sale. This occurs upon shipment or upon receipt by the customer depending on the country of the sale and the agreement with the customer. Provisions for sales discounts, returns and miscellaneous claims from customers are made at the time of sale.

Inventory Valuation

Inventories are stated at lower of cost or market and valued on a first-in, first-out ( FIFO ) basis.

**2. New accounting pronouncements**

The following accounting pronouncements if implemented would have no effect on the financial statements of the Company.

In January 2010, the Financial Accounting Standards Board ("FASB") issued an accounting standard update, Fair Value Measurements and Disclosures (Topic 820), Improving Disclosures about Fair Value Measurements. The Update would affect all entities that are required to make disclosures about recurring and nonrecurring fair value measurements. The Board concluded that users will benefit from improved disclosures in this Update and that the benefits of the increased transparency in financial reporting will outweigh the costs of complying with the new requirements. The new disclosures and clarifications of existing disclosures are effective for interim and annual reporting periods beginning after December 15, 2009, except for the disclosures about purchases, sales, issuances, and settlements in the roll forward of activity in Level 3 fair value measurements. Those disclosures are effective for fiscal years beginning after December 30, 2010, and for interim periods within those fiscal years. We are currently evaluating the impact this update will have on our financial statements.

JJ&R Ventures, Inc

Footnotes to the Condensed Financial Statements

March 31, 2011 and 2010

**3. Related party transaction**

Various founders of the Company have performed consulting services for which the Company has paid them consulting fees as voted on during the initial board of directors meeting. There were no monies paid during the three months ended March 31, 2011 and 2010.

The Company borrowed $5,107 and $11,085 from various related parties and shareholders of the Company for working capital purposes as of March 31, 2011 and 2010 respectively.

The major shareholder also contributed funds for prepaid expenses. The total outstanding as of March 31, 2011 and 2010 was $3,028 and $869 respectively.

**4. Going concern**

The accompanying financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the settlement of liabilities and commitments in the normal course of business. As reflected in the accompanying financial statements, the company has minimal revenues, net accumulated losses since inception, and a retained deficit of $153,607. These factors raise substantial doubt about its ability to continue as a going concern. The ability to the Company to continue as a going concern is dependent on the company s ability to raise additional funds and implement its business plan. The financial statements do not include any adjustments that might be necessary if the company is unable to continue as a going concern.

**5. Inventory, prepaid inventory and marketing**

The Company entered into an agreement with Winepress for printing of its first book. The Company also entered into an addendum agreement with Winepress for marketing and publicity for its book. As of March 31, 2009, the Company paid $31,550 in prepaid inventory for its books and $3,409 for its marketing and publicity. As of December

31, 2009, the Company had received its inventory, and Winepress had completed its promotional publications and direct marketing.

As of March 31, 2011 and 2010, the Company had inventory of published books of $31,062 and $31,339 respectively.

**6. Property and equipment**

The Company purchased a computer in 2007. The computer is being depreciated over 5 years. As of March 31, 2011 and 2010, the company recorded depreciation expense of $100 and $100 respectively.

**7. Note payable**

The Company purchased a computer and financed it for five years at an interest rate of 24.99%. The five year principal payments are as follows:

| | |
|---|---|
| 2011 | $366 |

**ITEM 2. PLAN OF OPERATIONS**

**MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION OR PLAN OF OPERATION**

**FORWARD-LOOKING STATEMENT NOTICE**

This Form 10-Q contains certain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. For this purpose any statements contained in this Form 10-Q that are not statements of historical fact may be deemed to be forward-looking statements. Without limiting the foregoing, words such as may, will, expect, believe, anticipate, estimate or continue or comparable terminology are intended to identify forward-l statements. These statements by their nature involve substantial risks and uncertainties, and actual results may differ materially depending on a variety of factors, many of which are not within our control. These factors include but are not limited to economic conditions generally and in the industries in which we may participate; competition within our chosen industry, including competition from much larger competitors; technological advances and failure to successfully develop business relationships.

**Description of Business.**

***General***

We were formed as a Nevada corporation on March 2, 2007 as JJ&R Ventures, Inc. We are in the business of developing and marketing educational book series, consisting of books, presentations, and flash cards focusing on healthy nutrition information for children. Our goal is to promote our books and educational materials by also developing educational programs for kids and parents throughout the United States. The educational programs will start with our What s in My Food? series designed to help kids to see the value of eating healthy.

***Our business***

JJ&R is in the business of developing children s books, flash cards, and other learning materials on most urgent and popular subjects for sale to the general public.

Initially, we plan on focusing primarily on the subject of healthy eating habits for kids. Childhood obesity is a very hot topic discussed daily in the news media. We believe that our initial product, What s in My Food? will attract the attention of parents and early education specialists and will help us enter the competitive market of children s books and educational materials. What s in My Food series of books and flash cards address what we believe to be a current gap in health and living section of children s literature and are designed to teach the kids and their parents how to make good choices for healthy living and interactions with others through stories as seen through the eyes of a child. The book is currently designed to be up to 30 pages long, in paper back and in full color. We believe that a competitive bright styling of the book and other related materials will initially appeal to the kids and attract their interest, and will fit in with the standards of most book stores.

Our second line of products, currently under development, is foreign language learning materials. JJ&R is developing foreign language flash cards, printed on a solid gloss paper stock for the durability and ease of use. Parents and early education professionals will be able to introduce young learners to multiple languages through repetitive use of our flash cards, with each card showing a word in English, Spanish and sign language. Each card will also include a picture to visually connect with the word and help the child hold it in the long term memory bank.

Our revenues are derived from sales of our educational products. We also plan on organizing seminars designed to attract children and their parents and put them in touch with the professionals specializing in the subject matter covered by the seminar. For example, for our What s in My Food series seminars, we may invite local pediatricians, nutritionists and diet specialists to give lectures to local kids and their parents on the values of good eating. The seminars will be free to the attendants, but fee-based to the presenters since the seminars will be a valuable way for these professionals to attract new clients. JJ&R will be actively marketing its products both to the attendants and the presenters, providing for a good cross-marketing opportunity. We intend to target preschools, elementary schools, home school groups & after school programs and need to cultivate a significant base of users in order to generate a ratable flow of sales and revenue. We do not believe that any single customer will be our major revenue stream.

***Current Status***

The Company received its first shipment of 10,000 copies of it book What s in My Food? with 50% of the book inventory warehoused with the publisher. The books are soft cover, fully illustrated in color, 8 x 8 with 32 pages and is has a current suggested retail price of $12.95. Both the publisher and the author are scheduling signings and book store visits to promote and market the book. The Company intends to expand its marketing efforts by making the book available through on-line book stores.

Under contract with the Company, Winepress Group completed a direct sales marketing campaign. The author has been promoting the book and arranging presentations with community groups, schools, churches and other groups. In addition, the Company has listed the book with Albris which is an online company. The Company is actively pursing a variety of promotional methods both online and in bookstores to increase sales of its book.

Since the second quarter of 2010, the author has actively been promoting What s in My Food? by attending health, wellness and character seminars for the Little League program through parks and recreation departments in the central California area. The author is continuing marketing activities with speaking engagements with local Boys & Girls Club organizations.

A second book is in process that deals with how food actually works in the body. This book is also geared toward children. Another project underway is an information booklet that will serve as a quick reference guide.

***Employees***

At the present time Deborah Flores is our only employee as well as our sole officer and director and a major shareholder. Mrs. Flores will devote such time as required to actively market and further develop our services and software products. At present, we expect Mrs. Flores will devote at least 30 hours per week to our business. We expect to contract the services of a web hosting company and use their central server for our web site needs. We do not anticipate hiring any additional employees until such time as additional staff is required to support our operations.

**Results of Operations Three Months Ended March 31, 2011 Compared to the Three Months Ended March 31, 2010**

We have $3 cash on hand and have experienced losses since inception. During the three months ended March 31, 2011, we generated $1,129 in revenue from book sales with cost of good sold at $521 giving us a gross profit of $608. During the period ended March 31, 2010 we generated revenue from book sales of $340, with cost of good sold at $335 for a gross profit of $5. Expenses during the period ended March 31, 2011 were $4,876 with interest expense of $997 compared to expenses of $5,539 with interest expense of $751 for the period ended March 31, 2010. Expenses for both periods consisted entirely of general and administrative expenses. The majority of these expenses were due to professional, legal and accounting fees relating to our reporting requirements.

As a result of the foregoing factors, we realized a net loss of $5,265 for the period ended March 31, 2011, compared to a net loss of $6,105 for the period ended March 31, 2010.

**Liquidity and Capital Resources**

The Company s balance sheet as of March 31, 2010, reflects total assets of $32,293 which consist of $3 in cash, $729 in accounts receivable, $31,062 in inventory, and $499 in furniture and computer equipment net of depreciation. As of March 31, 2011, our liabilities were $57,650 which included $5,646 in accounts payable, $59 in sales tax payable, $3,421 in accrued interest, $3,028 in a loan from a related party, $1,711 in notes payable for our computer and $43,785 in related party notes payable.

The company has borrowed $5,107 and $11,085 from various related parties and shareholders of the Company for working capital purposes as of March 31, 2011 and 2010 respectively. A major shareholder also contributed funds for expenses. The total outstanding as of March 31, 2011 and 2010 was $3,028 and $869 respectively.

As of March 31, 2011 and 2010, the Company had inventory of published books of $31,062 and $31,339 respectively.

Management anticipates that we will receive revenue from book sales along with sufficient advances from our president or through sales of our common stock to meet our needs through the next 12 months. However, there can be no assurances to that effect. Should we require additional capital, we may seek additional advances from officers, sell common stock or find other forms of debt financing.

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

Not required by smaller reporting companies.

**ITEM 4T. CONTROLS AND PROCEDURES.**

(a)

*Evaluation of Disclosure Controls and Procedures.* The Company s management is responsible for establishing and maintaining adequate internal control over financial reporting (as defined in Rule 13a-15(f) under the Securities Exchange Act of 1934, as amended). Management conducted an evaluation of the effectiveness of the Company s internal control over financial reporting based on the criteria set forth in Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Based on this evaluation, management has concluded that the Company s internal control over financial reporting and procedures was effective as of March 31, 2011.

(b)

*Changes in Internal Control over Financial Reporting*. There were no changes in the Company's internal controls over financial reporting, known to the chief executive officer or the chief financial officer that occurred during the period covered by this report that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

**PART II OTHER INFORMATION**

**ITEM 1. LEGAL PROCEEDINGS.**

None.

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

The Company did not sell or issue any securities during the period covered by this report.

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

None

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

No matters were submitted during the period covered by this report to a vote of security holders.

**ITEM 5. OTHER INFORMATION.**

None

**ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K.**

Copies of the following documents are included as exhibits to this report pursuant to Item 601 of Regulation S-K.

| Exhibit No. | Title of Document | Location |
|---|---|---|
| 31 | Certification of the Principal Executive Officer/ Principal Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 | Attached |
| 32 | Certification of the Principal Executive Officer/ Principal Financial Officer pursuant to U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002* | Attached |

*

The Exhibit attached to this Form 10-Q shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934 (the "Exchange Act") or otherwise subject to liability under that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such filing.

**SIGNATURES**

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

**JJ & R Ventures, INC.**

Date: May 10, 2011

By: *<u>/s/ Deborah Flores</u>*____________________

Deborah Flores, President and Chief Financial Officer