

REAL ESTATE RESTORATION & RENTAL, INC.  
Form 10-Q  
October 31, 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 September 30, 2011

or

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

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

REAL ESTATE RESTORATION AND RENTAL, INC.  
(Exact name of registrant as specified in its charter)

Nevada  
(State or other jurisdiction of  
incorporation or organization)

333-169928  
(Commission File Number)

27-1488943  
(I.R.S Employer  
Identification No.)

Edgar Filing: REAL ESTATE RESTORATION & RENTAL, INC. - Form 10-Q

710 Wellingham Drive  
Durham, North Carolina 27713  
(Address of principal executive offices)

\_\_\_\_\_  
(919) 656-8646  
(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 (§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 definition of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer  Accelerated Filer  Non-Accelerated Filer  (Do not check if a smaller reporting company) Smaller Reporting Company

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

As of October 28, 2011, 6,802,500 shares, par value \$0.0001, of the issuer's common stock are issued and outstanding.

REAL ESTATE RESTORATION AND RENTAL, INC.

QUARTERLY REPORT ON FORM 10-Q

September 30, 2011

TABLE OF CONTENTS

PART 1 - FINANCIAL INFORMATION

		PAGE
Item 1.	Financial Statements (Unaudited)	1
Item 2.	Management's Discussion and Analysis of Financial Condition and Results of Operations	10
Item 3.	Quantitative and Qualitative Disclosures About Market Risk	12
Item 4.	Controls and Procedures	12

PART II - OTHER INFORMATION

Item 1.	Legal Proceedings	13
Item 1A.	Risk Factors	13
Item 2.	Unregistered Sales of Equity Securities and Use of Proceeds	13
Item 3.	Defaults Upon Senior Securities	13
Item 4.	(Removed and Reserved)	13
Item 5.	Other Information	13
Item 6.	Exhibits	13

SIGNATURES		14
------------	--	----

## CAUTIONARY STATEMENT ON FORWARD-LOOKING INFORMATION

This Quarterly Report on Form 10-Q (this “Report”) contains “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995, Section 27A of the Securities Act of 1933, as amended (the “Securities Act”), and Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). Forward-looking statements discuss matters that are not historical facts. Because they discuss future events or conditions, forward-looking statements may include words such as “anticipate,” “believe,” “estimate,” “intend,” “could,” “should,” “would,” “may,” “seek,” “plan,” “might,” “will,” “expect,” “predict,” “project,” “forecast,” “potential,” “continue” negatives expressions. Forward-looking statements speak only as of the date they are made, are based on various underlying assumptions and current expectations about the future and are not guarantees. Such statements involve known and unknown risks, uncertainties and other factors that may cause our actual results, level of activity, performance or achievement to be materially different from the results of operations or plans expressed or implied by such forward-looking statements.

We cannot predict all of the risks and uncertainties. Accordingly, such information should not be regarded as representations that the results or conditions described in such statements or that our objectives and plans will be achieved and we do not assume any responsibility for the accuracy or completeness of any of these forward-looking statements. These forward-looking statements are found at various places throughout this Report and include information concerning possible or assumed future results of our operations, including statements about potential acquisition or merger targets; business strategies; future cash flows; financing plans; plans and objectives of management; any other statements regarding future acquisitions, future cash needs, future operations, business plans and future financial results, and any other statements that are not historical facts.

These forward-looking statements represent our intentions, plans, expectations, assumptions and beliefs about future events and are subject to risks, uncertainties and other factors. Many of those factors are outside of our control and could cause actual results to differ materially from the results expressed or implied by those forward-looking statements. In light of these risks, uncertainties and assumptions, the events described in the forward-looking statements might not occur or might occur to a different extent or at a different time than we have described. You are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this Report. All subsequent written and oral forward-looking statements concerning other matters addressed in this Report and attributable to us or any person acting on our behalf are expressly qualified in their entirety by the cautionary statements contained or referred to in this Report.

Except to the extent required by law, we undertake no obligation to update or revise any forward-looking statements, whether as a result of new information, future events, a change in events, conditions, circumstances or assumptions underlying such statements, or otherwise.

## CERTAIN TERMS USED IN THIS REPORT

When this report uses the words “we,” “us,” “our,” and the “Company,” they refer to Real Estate Restoration and Rental, Inc. “SEC” refers to the Securities and Exchange Commission.

PART I—FINANCIAL INFORMATION

Item 1. Financial Statements.

REAL ESTATE RESTORATION AND RENTAL, INC.  
(A DEVELOPMENT STAGE COMPANY)

CONTENTS

PAGE	1	CONDENSED BALANCE SHEETS AS OF SEPTEMBER 30, 2011 (UNAUDITED) AND JUNE 30, 2011
PAGE	2	CONDENSED STATEMENTS OF OPERATIONS FOR THE THREE MONTHS ENDED SEPTEMBER 30, 2011 AND 2010, AND FOR THE PERIOD FROM DECEMBER 15, 2009 (INCEPTION) TO SEPTEMBER 30, 2011 (UNAUDITED)
PAGE	3	CONDENSED STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY/(DEFICIENCY) FOR THE PERIOD FROM DECEMBER 15, 2009 (INCEPTION) TO SEPTEMBER 30, 2011 (UNAUDITED)
PAGE	4	CONDENSED STATEMENTS OF CASH FLOWS FOR THE THREE MONTHS ENDED SEPTEMBER 30, 2011 AND 2010 AND FOR THE PERIOD FROM DECEMBER 15, 2009 (INCEPTION) TO SEPTEMBER 30, 2011 (UNAUDITED)
PAGES	5 - 9	NOTES TO CONDENSED FINANCIAL STATEMENTS (UNAUDITED)

---

Real Estate Restoration and Rental, Inc.  
(A Development Stage Company)  
Condensed Balance Sheets

	ASSETS	
	September 30, 2011 (Unaudited)	June 30, 2011
<b>Current Assets</b>		
Cash	\$ 1,128	\$ 1,775
Prepaid Expense	2,500	2,500
<b>Total Assets</b>	<b>3,628</b>	<b>4,275</b>
<b>LIABILITIES AND STOCKHOLDERS' DEFICIENCY</b>		
<b>Current Liabilities</b>		
Accounts Payable	\$ 28,868	\$ 10,692
Deferred Revenue	3,322	-
<b>Total Liabilities</b>	<b>32,190</b>	<b>10,692</b>
<b>Commitments and Contingencies</b>		
	-	-
<b>Stockholders' Deficiency</b>		
Preferred stock, \$0.0001 par value; 10,000,000 shares authorized, none issued and outstanding	-	-
Common stock, \$0.0001 par value; 100,000,000 shares authorized, 6,802,500 and 6,802,500 shares issued and outstanding, respectively	680	680
Additional paid-in capital	179,945	178,645
Deficit accumulated during the development stage	(209,187 )	(185,742 )
<b>Total Stockholders' Deficiency</b>	<b>(28,562 )</b>	<b>(6,417 )</b>
<b>Total Liabilities and Stockholders' Deficiency</b>	<b>\$ 3,628</b>	<b>\$ 4,275</b>

See accompanying notes to condensed unaudited financials statements

Real Estate Restoration and Rental, Inc.  
(A Development Stage Company)  
Condensed Statements of Operations  
(Unaudited)

	For the Three Months Ended September 30, 2011	For the Three Months Ended September 30, 2010	For the period from December 15, 2009 (inception) to September 30, 2011
Revenue	\$ 1,677	\$ -	\$ 1,677
<b>Operating Expenses</b>			
Professional fees	22,500	23,832	145,905
General and administrative	2,622	1,889	37,236
Impairment of Licensing Rights	-	-	27,723
Total Operating Expenses	25,122	25,721	210,864
<b>LOSS FROM OPERATIONS BEFORE INCOME TAXES</b>	<b>(23,445 )</b>	<b>(25,721 )</b>	<b>(209,187 )</b>
Provision for Income Taxes	-	-	-
<b>NET LOSS</b>	<b>\$ (23,445 )</b>	<b>\$ (25,721 )</b>	<b>\$ (209,187 )</b>
Net Loss Per Share - Basic and Diluted	\$ (0.00 )	\$ (0.00 )	
<b>Weighted average number of shares outstanding</b>			
during the period - Basic and Diluted	6,802,500	6,791,958	

See accompanying notes to condensed unaudited financials statements

Real Estate Restoration and Rental, Inc.  
(A Development Stage Company)  
Condensed Statement of Changes in Stockholders' Equity/(Deficiency)  
For the period from December 15, 2009 (Inception) to September 30, 2011  
(Unaudited)

	Preferred Stock		Common stock		Additional paid-in capital	Deficit accumulated during the development stage	Total Stockholder's Equity/ (Deficiency)
	Shares	Amount	Shares	Amount			
Balance December 15, 2009	-	\$-	-	\$-	\$-	\$ -	\$ -
Common stock issued for services to founder (\$0.0001 per share)	-	-	4,000,000	400	-	-	400
Common stock issued for cash to founder (\$0.0001 per share)			1,000,000	100	-	-	100
Common stock issued for cash (\$0.10/ per share)	-	-	1,782,500	178	178,072	-	178,250
Stock Offering Costs	-	-	-	-	(7,500 )	-	(7,500 )
In kind contribution of services	-	-	-	-	2,800	-	2,800
Net loss for the period December 15, 2009 (inception) to June 30, 2010	-	-	-	-	-	(37,925 )	(37,925 )
Balance, June 30, 2010	-	-	6,782,500	678	173,372	(37,925 )	136,125
	-	-	20,000	2	1,998	-	2,000



Edgar Filing: REAL ESTATE RESTORATION & RENTAL, INC. - Form 10-Q

Common stock issued for cash (\$0.10/ per share)							
Stock Offering Costs	-	-	-	-	(1,925 )	-	(1,925 )
In kind contribution of services	-	-	-	-	5,200	-	5,200
Net loss for the year ended June 30, 2011	-	-	-	-	-	(147,817 )	(147,817 )
Balance, June 30, 2011	-	-	6,802,500	680	178,645	(185,742 )	(6,417 )
In kind contribution of services					1,300		1,300
Net loss for the three months ended September 30, 2011						(23,445 )	(23,445 )
Balance, September 30, 2011	-	\$-	6,802,500	\$680	\$179,945	\$(209,187 )	\$(28,562 )

See accompanying notes to condensed unaudited financials statements

Real Estate Restoration and Rental, Inc.  
(A Development Stage Company)  
Condensed Statements of Cash Flows

(Unaudited)

	For the Three Months Ended September 30, 2011	For the Three Months Ended September 30, 2010	For the period from December 15, 2009 (inception) to September 30, 2011
<b>Cash Flows Used in Operating Activities:</b>			
Net Loss	\$ (23,445 )	\$ (25,721 )	\$ (209,187 )
Adjustments to reconcile net loss to net cash used in operations			
In-kind contribution of services	1,300	1,300	9,300
Shares issued to founder for services	-	-	400
Amortization of licensing fee	-	49	2,277
Impairment of licensing fee	-	-	27,723
Changes in operating assets and liabilities:			
Increase in prepaid expenses	-	-	(2,500 )
Increase in accounts payable and accrued expenses	18,176	2,147	28,868
Increase in deferred revenue	3,322	-	3,322
Net Cash Used In Operating Activities	(647 )	(22,225 )	(139,797 )
<b>Cash Flows From Investing Activities:</b>			
Purchase of License	-	(30,000 )	(30,000 )
Net Cash Used In Investing Activities	-	(30,000 )	(30,000 )
<b>Cash Flows From Financing Activities:</b>			
Proceeds from issuance of common stock, net of offering costs	-	75	170,925
Net Cash Provided by Financing Activities	-	75	170,925
Net Increase (Decrease) in Cash	(647 )	(52,150 )	1,128
Cash at Beginning of Period	1,775	141,125	-
Cash at End of Period	\$ 1,128	\$ 88,975	\$ 1,128
<b>Supplemental disclosure of cash flow information:</b>			
Cash paid for interest	\$ -	\$ -	\$ -

Cash paid for taxes	\$ -	\$ -	\$ -
---------------------	------	------	------

See accompanying notes to condensed unaudited financials statements

4

---

REAL ESTATE RESTORATION AND RENTAL, INC.  
(A DEVELOPMENT STAGE COMPANY)  
NOTES TO CONDENSED FINANCIAL STATEMENTS  
AS OF SEPTEMBER 30, 2011  
(UNAUDITED)

NOTE 1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND ORGANIZATION

(A) Basis of Presentation

The accompanying unaudited financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America and the rules and regulations of the Securities and Exchange Commission for interim financial information. Accordingly, they do not include all the information necessary for a comprehensive presentation of financial position and results of operations.

It is management's opinion however, that all material adjustments (consisting of normal recurring adjustments) have been made, which are necessary for a fair financial statements presentation. The results for the interim period are not necessarily indicative of the results to be expected for the year.

(B) Use of Estimates

In preparing financial statements in conformity with generally accepted accounting principles, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and revenues and expenses during the reported period. Actual results could differ from those estimates.

(C) Cash and Cash Equivalents

The Company considers all highly liquid temporary cash investments with an original maturity of three months or less to be cash equivalents. At September 30, 2011 and June 30, 2011, the Company had no cash equivalents.

(D) Loss Per Share

Basic and diluted net loss per common share is computed based upon the weighted average common shares outstanding as defined by FASB ASC No. 260, "Earnings Per Share." As of September 30, 2011 and 2010 there were no common share equivalents outstanding.

REAL ESTATE RESTORATION AND RENTAL, INC.  
(A DEVELOPMENT STAGE COMPANY)  
NOTES TO CONDENSED FINANCIAL STATEMENTS  
AS OF SEPTEMBER 30, 2011  
(UNAUDITED)

(E) Intangible Assets

In accordance with FASB Accounting Standards Codification No. 350, Intangibles, Goodwill and Other, requires that intangible assets with a finite life are amortized over its life and requires that goodwill and intangible assets be reviewed for impairment annually or more frequently if impairment indicators arise. Management assesses the recoverability of our long lived assets by determining whether the carrying value can be recovered through future cash flows for identifiable assets. The amount of long lived asset impairment is measured based on fair value and is charged to operations in the period in which long lived asset impairment is determined by management. Amortization expense for the three months ended September 30, 2011 and September 30, 2010 was \$0 and \$49. Amortization expense for the period of December 15, 2009 (inception) to September 30, 2011 was \$2,277. During the year ended June 30, 2011, management assessed the recoverability of our long lived assets by determining whether the carrying value can be recovered through future cash flows. Based on this assessment, management recognized an impairment of \$27,723 on the intangible license agreement

(F) Income Taxes

The Company accounts for income taxes under FASB Codification Topic 740-10-25 (“ASC 740-10-25”). Under ASC 740-10-25, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. 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 740-10-25, the effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date.

(G) Business Segments

The Company operates in one segment and therefore segment information is not presented.

(H) Revenue Recognition

The Company will recognize revenue on arrangements in accordance with FASB ASC No. 605, “Revenue Recognition”. In all cases, revenue is recognized only when the price is fixed and determinable, persuasive evidence of an arrangement exists, the service is performed and collectability of the resulting receivable is reasonably assured. The Company recognizes rental revenue in accordance with FASB ASC No. 840-25. FASB ASC No. 840-25 requires that rental revenue be recognized on a straight line basis over the term of the lease for operating leases. The Company recognizes revenue under its license agreement when the price is fixed and determinable, delivery has occurred and collectability is reasonable assured. Prepayments and deposits are record as deferred revenue until the price is fixed and determinable and delivery has occurred.

REAL ESTATE RESTORATION AND RENTAL, INC.  
(A DEVELOPMENT STAGE COMPANY)  
NOTES TO CONDENSED FINANCIAL STATEMENTS  
AS OF SEPTEMBER 30, 2011  
(UNAUDITED)

(I) Concentration of Credit Risk

For the three months ended September 30, 2011 all revenues earned were from one customer.

(J) Recent Accounting Pronouncements

ASU No. 2011-02; A Creditor's Determination of Whether a Restructuring Is a Troubled Debt Restructuring ("TDR"). In April, 2011, the FASB issued ASU No. 2011-02, intended to provide additional guidance to assist creditors in determining whether a restructuring of a receivable meets the criteria to be considered a troubled debt restructuring. The amendments in this ASU are effective for the first interim or annual period beginning on or after June 15, 2011, and are to be applied retrospectively to the beginning of the annual period of adoption. As a result of applying these amendments, an entity may identify receivables that are newly considered impaired. Early adoption is permitted. The Company intends to adopt the methodologies prescribed by this ASU by the date required, and is continuing to evaluate the impact of adoption of this ASU.

ASU No. 2011-03; Reconsideration of Effective Control for Repurchase Agreements. In April, 2011, the FASB issued ASU No. 2011-03. The amendments in this ASU remove from the assessment of effective control the criterion relating to the transferor's ability to repurchase or redeem financial assets on substantially the agreed terms, even in the event of default by the transferee. The amendments in this ASU also eliminate the requirement to demonstrate that the transferor possesses adequate collateral to fund substantially all the cost of purchasing replacement financial assets. The guidance in this ASU is effective for the first interim or annual period beginning on or after December 15, 2011. The guidance should be applied prospectively to transactions or modifications of existing transactions that occur on or after the effective date. Early adoption is not permitted. The Company will adopt the methodologies prescribed by this ASU by the date required, and does not anticipate that the ASU will have a material effect on its financial position or results of operations.

ASU No. 2011-04; Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs. In May, 2011, the FASB issued ASU No. 2011-04. The amendments in this ASU generally represent clarifications of Topic 820, but also include some instances where a particular principle or requirement for measuring fair value or disclosing information about fair value measurements has changed. This ASU results in common principles and requirements for measuring fair value and for disclosing information about fair value measurements in accordance with U.S. GAAP and IFRSs. The amendments in this ASU are to be applied prospectively. For public entities, the amendments are effective during interim and annual periods beginning after December 15, 2011. Early application by public entities is not permitted. The Company will adopt the methodologies prescribed by this ASU by the date required, and does not anticipate that the ASU will have a material effect on its financial position or results of operations.

REAL ESTATE RESTORATION AND RENTAL, INC.  
(A DEVELOPMENT STAGE COMPANY)  
NOTES TO CONDENSED FINANCIAL STATEMENTS  
AS OF SEPTEMBER 30, 2011  
(UNAUDITED)

ASU No. 2011-05; Amendments to Topic 220, Comprehensive Income. In June, 2011, the FASB issued ASU No.2011-05. Under the amendments in this ASU, an entity has the option to present the total of comprehensive income, the components of net income, and the components of other comprehensive income either in a single continuous statement of comprehensive income or in two separate but consecutive statements. In both choices, an entity is required to present each component of net income along with total net income, each component of other comprehensive income along with a total for other comprehensive income, and a total amount for comprehensive income. This ASU eliminates the option to present the components of other comprehensive income as part of the statement of changes in stockholders' equity. The amendments in this ASU do not change the items that must be reported in other comprehensive income or when an item of other comprehensive income must be reclassified to net income. The amendments in this ASU should be applied retrospectively. For public entities, the amendments are effective for fiscal years, and interim periods within those years, beginning after December 15, 2011. Early adoption is permitted, because compliance with the amendments is already permitted. The amendments do not require any transition disclosures. Due to the recency of this pronouncement, the Company is evaluating its timing of adoption of ASU 2011-05, but will adopt the ASU retrospectively by the due date.

NOTE 2 STOCKHOLDERS' EQUITY(DEFICIENCY)

(A) Common Stock Issued for Cash

For the period ended June 30, 2010, the Company issued 1,782,500 shares of common stock for \$178,250(\$0.10/share) less stock offering costs of \$7,500. The Company also issued 1,000,000 shares of common stock to its founder for \$100 (\$0.0001 per share) (See note 5).

During the months of August and September 2010, the Company issued 20,000 shares of common stock for \$2,000 less offering costs of \$1,925 (\$0.10/share).

(B) In-Kind Contribution

For the period ended September 30, 2011, a shareholder of the Company contributed services having a fair value of \$1,300 (See Note 4).

For the period ended June 30, 2010, a shareholder of the Company contributed services having a fair value of \$2,800 (See Note 4).

For the year ended June 30, 2011, a shareholder of the Company contributed services having a fair value of \$5,200 (See Note 4).

REAL ESTATE RESTORATION AND RENTAL, INC.  
(A DEVELOPMENT STAGE COMPANY)  
NOTES TO CONDENSED FINANCIAL STATEMENTS  
AS OF SEPTEMBER 30, 2011  
(UNAUDITED)

(C) Stock Issued for Services

On December 19, 2009, the Company issued 4,000,000 shares of common stock to its founder having a fair value of \$400 (\$0.0001/share) in exchange for services provided (See Note 4).

NOTE 3 COMMITMENTS

On February 16, 2010, the Company entered into a consulting agreement to receive administrative and other miscellaneous services. The Company is required to pay \$5,000 a month. The agreement is to remain in effect unless either party desires to cancel the agreement.

NOTE 4 RELATED PARTY TRANSACTIONS

For the period ended September 30, 2011, a shareholder of the Company contributed services having a fair value of \$1,300 (See Note 2(B)).

For the period ended June 30, 2010, a shareholder of the Company contributed services having a fair value of \$2,800 (See Note 2(B)).

For the year ended June 30, 2011, a shareholder of the Company contributed services having a fair value of \$5,200 (See Note 2(B)).

On December 19, 2009, the Company issued 5,000,000 shares of common stock to its founder having a fair value of \$500 (\$0.0001/share) in exchange for services and cash (See Note 2 (A) and 2 (C)).

NOTE 5 GOING CONCERN

As reflected in the accompanying unaudited financial statements, the Company is in the development stage with minimal operations, used cash in operations of \$139,797 from inception and has a net loss since inception of \$209,187. This raises substantial doubt about its ability to continue as a going concern. The ability of the Company to continue as a going concern is dependent on the Company's ability to raise additional capital 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.

Management believes that actions presently being taken to obtain additional funding and implement its strategic plans provide the opportunity for the Company to continue as a going concern.

NOTE 6 SUBSEQUENT EVENT

On October 18, 2011, the Company received \$2,500 from an unrelated party. Pursuant to the terms of the loan, the loan is non-interest bearing, unsecured and is due on demand.





Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion provides information which management believes is relevant to an assessment and understanding of our results of operations and financial condition. The discussion should be read along with our financial statements and notes thereto contained elsewhere in this Report. The following discussion and analysis contains forward-looking statements, which involve risks and uncertainties. Our actual results may differ significantly from the results, expectations and plans discussed in these forward-looking statements.

The following plan of operation provides information which management believes is relevant to an assessment and understanding of our results of operations and financial condition. The discussion should be read along with our financial statements and notes thereto. This section includes a number of forward-looking statements that reflect our current views with respect to future events and financial performance. Forward-looking statements are often identified by words like believe, expect, estimate, anticipate, intend, project and similar expressions, or words which, by their nature, refer to future events. You should not place undue certainty on these forward-looking statements. These forward-looking statements are subject to certain risks and uncertainties that could cause actual results to differ materially from our predictions.

Plan of Operations

Our Company was established on December 15, 2009 to provide renovation and management services to larger real estate developers and hedge funds that own and are acquiring additional vacation rental properties in North and South Carolina at below-market prices. We will provide property management services ranging from completing necessary renovation work to marketing and renting the properties on a seasonal basis at a profit.

Our executives are approaching prospective clients who have or are acquiring foreclosed or distressed vacation properties in North and South Carolina. Our executives are currently marketing the Company's services through direct contact with prospective clients and therefore we do not plan to incur any expense for this effort in the next 12 months. When we have completed renovation on the first few homes, we expect to spend \$500-\$2,500 a month to market these properties and will have a larger marketing-related expense in late 2011 when we ready our website and printed materials to promote the rental properties for the 2012 high season. We plan to sign contracts to provide renovation and management services with two real estate developers and one hedge fund. We have not yet identified the real estate developers or the hedge fund.

Our goal was to have three vacation homes under management and available for rent during the summer 2011 high season, May to August. At this time due to the continued slow recovery in the vacation home market we do not believe we will have vacation homes under management until August 2012. Our estimate for costs associated with each home that comes under our management includes approximately \$7,500-\$12,000 in renovation fees. We plan to add another 10 to 12 homes under management for the summer 2012 high season.

Due to the slow market for vacation homes the Company has had a difficult time finding clients who are looking for renovations to existing homes or that see much of a market for vacation rental income. We will try to increase the marketing budget to \$2,500/month beginning in January 2012 when we hope that all marketing and restoration costs can be covered by the services fees we charge the property owners.

Additionally, the Company will attempt to obtain green energy solutions for use in its managed properties. Solutions we are considering include LED lighting, solar power and solar heating. We may also look to resell these solutions to other property management firms or vacation home owners. Our plan is to sign at least one reseller agreement with a manufacturer of LED lighting systems for interior and exterior residential lighting applications. We plan to implement LED lighting in each home that comes under our management.

The Company currently has a licensing agreement with Madison Energy Group that allows us to sell Frigitek products and allows us to receive royalties for the sales made by Madison Energy Group. The company believes that the commercial/industrial-level green solutions such as geothermal and Frigitek (fan speed controls for cooling condensers) have the potential to be repositioned or re-engineered for residential applications. At this point Madison Energy has sold several units, but only to one customer and we realized a small royalty payment in August 2011.

It may become necessary for us to raise additional capital, which may require us to conduct another private placement with the selling of stock. Currently, we have no definitive plans to conduct another private placement of common stock.

### Limited Operating History

As reflected in the accompanying financial statements, the Company is in the development stage with minimal operations, used cash in operations of \$139,797 from the period from December 15, 2009 (inception) to September 30, 2011, and has a net loss of \$209,187 during that same period from inception. This raises substantial doubt about its ability to continue as a going concern. The ability of the Company to continue as a going concern is dependent on the Company's ability to raise additional capital and implement its business plan.

We have not previously demonstrated that we will be able to expand our business. We cannot guarantee that the expansion efforts described in this prospectus will be successful. Our business is subject to risks inherent in growing an enterprise, including limited capital resources and possible rejection of our renovation services offering.

If the proceeds of our private placement prove to be insufficient to generate additional profits, future financing may not be available to us on acceptable terms. If financing is not available on satisfactory terms, we may be unable to continue expanding our operations. Equity financing will result in a dilution to existing shareholders.

#### For the Three Months Ended September 30, 2011

For the three months ended September 30, 2011, we had \$1,677 in revenue. Expenses for the three month period totaled \$25,122 resulting in a net loss of \$23,445. Expenses for the three months ended September 30, 2011 consisted of \$22,500 in professional fees and \$2,622 for general and administrative expenses.

#### For the Three Months Ended September 30, 2010

For the three months ended September 30, 2010, we had \$0 in revenue. Expenses for the three month period totaled \$25,721 resulting in a net loss of \$25,721. Expenses for the three months ended September 30, 2010 consisted of \$23,832 in professional fees and \$1,889 for general and administrative expenses.

### Capital Resources and Liquidity

We raised cash to grow our business through a private placement that was completed on June 8, 2010. We anticipate receiving some revenue from the partnership with Madison Energy in 2011. To date, however, Frigitek devices have been sold to only one customer and we have received a small royalty payment. We have impaired the agreement and do not anticipate receiving any further material payments on the agreement. We will seek to enter into agreements to provide our renovation and management service. In addition, on October 18, 2011, the Company received \$2,500 from an unrelated party. We anticipate that we may need to seek further equity investment. We have minimal cash and a working capital deficiency. Our sources of cash are not adequate for the next 12 months of operations. If we are unable to raise additional cash, we will either have to suspend or cease our expansion plans entirely.

We anticipate that depending on market conditions and our plan of operations, we may incur operating losses in the foreseeable future. Therefore, our auditors have raised substantial doubt about our ability to continue as a going concern.

### Critical Accounting Policies

While our significant accounting policies are more fully described in Note 1 to our unaudited financial statements for the period ended September 30, 2011, we believe that the following accounting policies are the most critical to aid you in fully understanding and evaluating this management discussion and analysis.

Our consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (“U.S.GAAP”). The preparation of these financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities. We continually evaluate our estimates, including those related to bad debts, inventories, recovery of long-lived assets, and income taxes. We base our estimates on historical experience and on various other assumptions that we believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Any future changes to these estimates and assumptions could cause a material change to our reported amounts of revenues, expenses, assets and liabilities. Actual results may differ from these estimates under different assumptions or conditions. We believe the following critical accounting policies affect our more significant judgments and estimates used in the preparation of the consolidated financial statements.

#### Intangible Assets

In accordance with Statement FASB Accounting Standards Codification No. 350, Intangibles, Goodwill and Other, requires that intangible assets with a finite life are amortized over its life and requires that goodwill and intangible assets be reviewed for impairment annually or more frequently if impairment indicators arise. Management assesses the recoverability of our long lived assets by determining whether the carrying value can be recovered through future cash flows for identifiable assets. The amount of long lived asset impairment is measured based on fair value and is charged to operations in the period in which long lived asset impairment is determined by management. Amortization expense for the three months ended September 30, 2011 and September 30, 2010 was \$0 and \$49. Amortization expense for the period of December 15, 2009 (inception) to September 30, 2011 was \$2,277. During the year ended June 30, 2011, management assessed the recoverability of our long lived assets by determining whether the carrying value can be recovered through future cash flows. Based on this assessment, management recognized an impairment of \$27,723 on the intangible license agreement.

## Revenue Recognition

The Company will recognize revenue on arrangements in accordance with FASB ASC No. 605, "Revenue Recognition". In all cases, revenue is recognized only when the price is fixed and determinable, persuasive evidence of an arrangement exists, the service is performed and collectability of the resulting receivable is reasonably assured. The Company recognizes rental revenue in accordance with FASB ASC No. 840-25. FASB ASC No. 840-25 requires that rental revenue be recognized on a straight line basis over the term of the lease for operating leases. The Company recognizes revenue under its license agreement when the price is fixed and determinable, delivery has occurred and collectability is reasonable assured. Prepayments and deposits are record as deferred revenue until the price is fixed and determinable and delivery as occurred.

## Income Taxes

The Company accounts for income taxes under FASB Codification Topic 740-10-25 ("ASC 740-10-25"). Under ASC 740-10-25, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. 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 740-10-25, the effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date.

## Recent Accounting Pronouncements

ASU No. 2011-02; A Creditor's Determination of Whether a Restructuring Is a Troubled Debt Restructuring ("TDR"). In April, 2011, the FASB issued ASU No. 2011-02, intended to provide additional guidance to assist creditors in determining whether a restructuring of a receivable meets the criteria to be considered a troubled debt restructuring. The amendments in this ASU are effective for the first interim or annual period beginning on or after June 15, 2011, and are to be applied retrospectively to the beginning of the annual period of adoption. As a result of applying these amendments, an entity may identify receivables that are newly considered impaired. Early adoption is permitted. The Company intends to adopt the methodologies prescribed by this ASU by the date required, and is continuing to evaluate the impact of adoption of this ASU.

ASU No. 2011-03; Reconsideration of Effective Control for Repurchase Agreements. In April, 2011, the FASB issued ASU No. 2011-03. The amendments in this ASU remove from the assessment of effective control the criterion relating to the transferor's ability to repurchase or redeem financial assets on substantially the agreed terms, even in the event of default by the transferee. The amendments in this ASU also eliminate the requirement to demonstrate that the transferor possesses adequate collateral to fund substantially all the cost of purchasing replacement financial assets. The guidance in this ASU is effective for the first interim or annual period beginning on or after December 15, 2011. The guidance should be applied prospectively to transactions or modifications of existing transactions that occur on or after the effective date. Early adoption is not permitted. The Company will adopt the methodologies prescribed by this ASU by the date required, and does not anticipate that the ASU will have a material effect on its financial position or results of operations.

ASU No. 2011-04; Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs. In May, 2011, the FASB issued ASU No. 2011-04. The amendments in this ASU generally represent clarifications of Topic 820, but also include some instances where a particular principle or requirement for measuring fair value or disclosing information about fair value measurements has changed. This ASU results in common principles and requirements for measuring fair value and for disclosing information about fair value measurements in accordance with U.S. GAAP and IFRSs. The amendments in this ASU are to be applied

prospectively. For public entities, the amendments are effective during interim and annual periods beginning after December 15, 2011. Early application by public entities is not permitted. The Company will adopt the methodologies prescribed by this ASU by the date required, and does not anticipate that the ASU will have a material effect on its financial position or results of operations.

ASU No. 2011-05; Amendments to Topic 220, Comprehensive Income. In June, 2011, the FASB issued ASU No.2011-05. Under the amendments in this ASU, an entity has the option to present the total of comprehensive income, the components of net income, and the components of other comprehensive income either in a single continuous statement of comprehensive income or in two separate but consecutive statements. In both choices, an entity is required to present each component of net income along with total net income, each component of other comprehensive income along with a total for other comprehensive income, and a total amount for comprehensive income. This ASU eliminates the option to present the components of other comprehensive income as part of the statement of changes in stockholders' equity. The amendments in this ASU do not change the items that must be reported in other comprehensive income or when an item of other comprehensive income must be reclassified to net income. The amendments in this ASU should be applied retrospectively. For public entities, the amendments are effective for fiscal years, and interim periods within those years, beginning after December 15, 2011. Early adoption is permitted, because compliance with the amendments is already permitted. The amendments do not require any transition disclosures. Due to the recency of this pronouncement, the Company is evaluating its timing of adoption of ASU 2011-05, but will adopt the ASU retrospectively by the due date.

#### Off-Balance Sheet Arrangements

We have no off-balance sheet arrangements.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

Not applicable to smaller reporting companies

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

We maintain disclosure controls and procedures as defined in Rules 13a-15(e) and 15d-15(e) of the Exchange Act that are designed to ensure that information required to be disclosed in our reports filed or submitted to the SEC under the Exchange Act is recorded, processed, summarized and reported within the time periods specified by the SEC's rules and forms, and that information is accumulated and communicated to management, including the principal executive and financial officer as appropriate, to allow timely decisions regarding required disclosures. Our principal executive officer and principal financial officer evaluated the effectiveness of disclosure controls and procedures as of September 30, 2011, pursuant to Rule 13a-15(b) under the Exchange Act. Based on that evaluation, our principal executive officer and principal financial officer concluded that, as of the end of the period covered by this report, the Company's disclosure controls and procedures were effective to ensure that information required to be included in our periodic SEC filings is recorded, processed, summarized, and reported within the time periods specified in the SEC rules and forms.

A system of controls, no matter how well designed and operated, cannot provide absolute assurance that the objectives of the system of controls are met, and no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within a company have been detected.

Changes in Internal Control over Financial Reporting

No changes were made to our internal control over financial reporting during our most recently completed fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.



PART II - OTHER INFORMATION

Item 1. Legal Proceedings.

None.

Item 1A. Risk Factors.

Smaller reporting companies are not required to provide the information required by this item.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

None.

Item 3. Defaults Upon Senior Securities.

None.

Item 4. (Removed and Reserved).

Item 5. Other Information.

None.

Item 6. Exhibits.

Exhibit Number	Description
31.1	Certification by the Principal Executive Officer and Principal Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certification by the Principal Executive Officer and Principal Financial Officer pursuant to 18 U.S.C Section 1350 pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Schema
101.CAL	XBRL Taxonomy Calculation Linkbase
101.DEF	XBRL Taxonomy Definition Linkbase
101.LAB	XBRL Taxonomy Label Linkbase
101.PRE	XBRL Taxonomy Presentation Linkbase

In accordance with SEC Release 33-8238, Exhibit 32.1 is being furnished and not filed

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.

REAL ESTATE RESTORATION AND RENTAL,  
INC.

Dated: October 31, 2011

By: /s/Deborah Loving  
Deborah Lovig  
President, Chief Executive Officer,  
and  
Chief Financial Officer  
(Duly Authorized Officer, Principal  
Executive  
Officer, and Principal Financial  
Officer)