QUANTUM ENERGY INC.
Form 10-Q
January 14, 2009

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

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

For the quarterly period ended November 30, 2008

OR

o 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: 333-118138

Quantum Energy, Inc.

(Exact name of registrant as specified in its charter)

Nevada	**98-0428608**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification Number)

7250 NW Expressway Suite 260

OKLAHOMA CITY, OK, 73132

(Address of principal executive offices)

(405) 728-3800

(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 twelve 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 o

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 o Accelerated filer o

Non-accelerated filer o 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 x No o

At January 13, 2009 49,743,000 shares of the Registrant s Common Stock were outstanding.

ITEM 1. FINANCIAL STATEMENTS.

QUANTUM ENERGY, INC.

INTERIM BALANCE SHEETS

November 30, 2008

(Stated in US Dollars)

	November 30, 2008 (Unaudited)	**February 29, 2008**
ASSETS		
Current assets		
Cash and cash equivalents	$ 2,364	$ 40,823
Prepaid expense	-	2,500
Total current assets	2,364	43,323
Other assets		
Other equipment, net of accumulated depreciation (Note 3)	969	1,526
Total other assets	969	1,526
TOTAL ASSETS	$ 3,333	$ 44,849
LIABILITIES AND STOCKHOLDERS (DEFICIT)		
Current liabilities		
Accounts payable and accrued liabilities	$ 393,971	$ 317,611
Promissory notes payable (Note 5)	2,017,708	1,994,760
Due to related party	7,950	-
Total current liabilities	2,419,629	2,312,371
Common stock issuance liability (Note 6)	381,250	381,250
Total liabilities	2,800,879	2,693,621
Stockholders (deficit)		
Common stock, par value $0.001 per share:		
75,000,000 shares authorized: 47,000,000		
Shares issued and outstanding, respectively	47,000	47,000
Additional paid-in capital	1,685,913	1,685,913
Retained (deficit)	(4,530,459)	(4,381,685)
Total stockholders (deficit)	(2,797,546)	(2,648,772)
TOTAL LIABILITIES AND STOCKHOLDERS (DEFICIT)	$ 3,333	$ 44,849

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SEE ACCOMPANYING NOTES

QUANTUM ENERGY, INC.

INTERIM STATEMENTS OF OPERATIONS

for the three and nine months ended November 30, 2008 and 2007

(Stated in US Dollars)

(Unaudited)

	Three months ended November 30		**Nine months ended November 30**	
	2008	**2007**	**2008**	**2007**
Oil and gas revenue	$ -	$ 9,952	$ -	$ 95,369
Lease operating expenses	-	-	-	(33,411)
Production taxes	-	-	-	(5,245)
Net oil and gas revenue	-	9,952	-	56,713
Operating expenses				
Amortization, depletion and depreciation	296	8,739	557	24,617
Management fees	7,500	22,800	23,900	44,400
Marketing	427	7,811	9,043	23,850
Office and administration	386	5,169	2,492	10,471
Professional fees	12,496	13,182	41,130	37,620
Total operating expenses	21,105	57,701	77,122	140,958
Net loss before other income (expenses)	(21,105)	(47,749)	(77,122)	(84,245)
Other items				
Interest income	-	240	-	433
Interest expense	(25,963)	(23,648)	(77,877)	(74,891)
Currency translation	4,619	(1,415)	6,227	(4,864)
Total other income (expenses)	(21,344)	(24,823)	(71,650)	(79,322)
Net loss	$ (42,449)	$ (72,572)	$ (148,772)	$ (163,567)
Basic and diluted loss per share	$ (0.00)	$ (0.00)	$ (0.00)	$ (0.00)
Weighted average number of shares outstanding	47,000,000	47,000,000	47,000,000	47,000,000

SEE ACCOMPANYING NOTES

QUANTUM ENERGY, INC.

INTERIM STATEMENTS OF CASH FLOWS

for the nine months ended November 30, 2008 and 2007

(Stated in US Dollars)

(Unaudited)

	Nine months ended November 30 2008	**2007**
Operating activities		
Net loss	$ (148,772)	$ (163,567)
Adjustment to reconcile net loss to net cash used by operating activities		
Amortization, depreciation and depletion	557	24,617
Changes in operating assets and liabilities		
Accounts receivable trade	-	(19,784)
Accounts receivable sale of assets	-	308,200
Prepaid expenses	2,500	2,500
Accounts payable and accrued liabilities	76,358	54,288
Related party payable	7,950	-
Cash provided by (used in) operating activities	(61,407)	206,254
Financing Activities		
Promissory notes payable	22,948	(200,000)
Cash provided by (used in) financing activities	22,948	(200,000)
Increase (decrease) in cash during the period	(38,459)	6,254
Cash, beginning of the period	40,823	58,316
Cash, end of the period	$ 2,364	$ 64,570
Supplemental disclosure of cash flow information:		
Cash paid for income tax purposes	$ -	$ -
Cash paid for interest	$ -	$ -

QUANTUM ENERGY, INC.

STATEMENT OF STOCKHOLDERS (DEFICIT)

(Stated in US Dollars)

(Unaudited)

	Common Shares Number	**Par Value**	**Paid-in Capital**	**Accumulated (Deficit)**	**Total**
Balance, February 2007	45,500,000	$ 47,000	$ 1,685,913	$ (3,895,563)	$ (2,162,650)
Net Loss, February 2008	-	-	-	(486,124)	(486,124)
	45,500,000	47,000	1,685,913	(4,381,687)	(2,648,774)
Loss for the period	-	-	-	(148,772)	(148,772)
Balance, November 2008	47,000,000	$ 47,000	$ 1,685,913	$ (4,530,459)	$ (2,797,546)

QUANTUM ENERGY, INC.

NOTES TO THE INTERIM FINANCIAL STATEMENTS

November 30, 2008

(Stated in US Dollars)

(Unaudited)

Note 1 **Basis of Presentation of Interim Financial Statements**

While the information presented in the accompanying interim three-month financial statements is unaudited, it includes all adjustments which are, in the opinion of management, necessary to present fairly the financial position, results of operations and cash flows for the interim period presented. All adjustments are of a normal recurring nature. Except as disclosed below, these interim financial statements follow the same accounting policies and methods of their application as Quantum Energy, Inc. s (the Company s) audited February 28, 2008 annual financial statements.

The results of operations for the nine-month period ended November 30, 2008, are not necessarily indicative of the results to be expected for the year ending February 28, 2009.

These unaudited interim financial statements should be read in conjunction with the February 28, 2008 audited financial statements of the Company.

Note 2 **Nature and Continuance of Operations**

a) Organization

Boomers Cultural Development Inc. (the Company) was incorporated in the State of Nevada, United States of America, on February 5, 2004. On May 18, 2006, the name of the Company was changed from Boomers Cultural Development Inc. to Quantum Energy, Inc.

b) Going Concern

These financial statements have been prepared in accordance with generally accepted accounting principles applicable to a going concern, which assumes that the Company will be able to meet its obligations and continue its operations for its next fiscal year. Realization values may be substantially different from carrying values as shown and these financial statements do not give effect to adjustments that would be necessary to the carrying values and classification of assets and liabilities should the Company be unable to continue as a going concern. At November 30, 2008, the Company had not yet achieved profitable operations, has accumulated losses of ($4,530,459) since its inception, has a working capital deficiency of $2,417,265 and expects to incur further losses in the development of its business, all of which casts substantial doubt about the Company s ability to continue as a going concern. The Company s ability to continue as a going concern is dependent upon its ability to generate future profitable operations and/or to obtain the necessary financing to meet its obligations and repay its liabilities arising from normal business operations when they come due. Management has no formal plan in place to address this concern but considers that the Company will be able to obtain additional funds by equity financing and/or related party advances, however there is no assurance of additional funding being available.

The financial statements of the Company have been prepared in accordance with generally accepted accounting principles in the United States of America. Because a precise determination of many assets and liabilities is dependent upon future events, the preparation of financial statements for a period necessarily involves the use of estimates, which have been made using careful judgment. Actual results may vary from these estimates.

QUANTUM ENERGY, INC.

NOTES TO THE INTERIM FINANCIAL STATEMENTS

November 30, 2008

(Stated in US Dollars)

(Unaudited)

Note 2 **Significant Accounting Policies**

The financial statements have, in management s opinion, been properly prepared within reasonable limits of materiality and within the framework of the significant accounting policies summarized below:

a) Cash and Cash Equivalents

For purposes of the balance sheet and the statement of cash flows, the Company considers all highly liquid debt instruments purchased with maturity of three months or less to be cash equivalents. As of November 30, 2008, the Company had no cash equivalents.

b) Foreign Currency Translation

The Company s uses the U.S. dollar as its reporting currency for consistency with registrants of the Securities and Exchange Commission (SEC) and in accordance with the SFAS No. 52.Transactions in Canadian dollars are translated into U.S. dollars as follows:

i) monetary items at the rate prevailing at the balance sheet date;
ii) non monetary items at the historical exchange rate
iii) revenue and expenses at the average rate in effect during the period

Gains and losses are recorded in the statement of operations.

c) Other Equipment

Other equipment is recorded at cost. Depreciation of computer equipment is at a rate of 30% per annum, on a straight-line basis. Depreciation of office equipment is at a rate of 20% per annum, on a straight-line basis.

d) Basic and Diluted Loss Per Share

In accordance with SFAS No. 128 Earnings per Share , the basic loss per common share is computed by dividing net loss available to common stockholders by the weighted average number of common shares outstanding. Diluted loss per common share is computed similar to basic loss per common share except that the denominator is increased to include the number of additional common shares that would have been outstanding if the potential common shares had been issued and if the additional common shares were dilutive. At November 30, 2008, the Company had no stock equivalents that were anti-dilutive and excluded in the earnings per share computation.

e) Financial Instruments

The carrying value of the Company s financial instruments consisting of cash, accounts payable, accrued liabilities and notes payable approximate their fair value due to the short term maturity of such instruments. Unless otherwise noted, it is management s opinion that the Company is not exposed to significant interest, currency or credit risks arising from these financial statements.

QUANTUM ENERGY, INC.

NOTES TO THE INTERIM FINANCIAL STATEMENTS

November 30, 2008

(Stated in US Dollars)

(Unaudited)

Note 3 **Other Assets**

	Cost	Accumulated Depreciation	Net Book Value November 30, 2008	Net Book Value February 29, 2008
Office equipment	$ 3,629	$ 2,660	$ 969	$ 1,513
Computer equipment	1,433	1,433	-	13
	$ 5,062	$ 4,093	$ 969	$ 1,526

Note 4 **Oil and Gas Properties**

The Company uses the successful efforts method of accounting for oil and gas producing activities. Costs to acquire mineral interests in oil and gas properties, to drill and equip exploratory wells that find proved reserves, to drill and equip development wells and related asset retirement costs are capitalized. Costs to drill exploratory wells that do not find proved reserves, geological and geophysical costs, and costs of carrying and retaining unproved properties are expensed.

Unproved oil and gas properties that are individually significant are periodically assessed for impairment of value, and a loss is recognized at the time of impairment by providing an impairment allowance. Other unproved properties are amortized based on the Company s experience of successful drilling and average holding period. Capitalized costs of producing oil and gas properties, after considering estimated residual salvage values, are depreciated and depleted by the unit-of-production method. Support equipment and other property and equipment are depreciated over their estimated useful lives.

On the sale or retirement of a complete unit of a proved property, the cost and related accumulated depreciation, depletion, and amortization are eliminated from the property accounts, and the resultant gain or loss is recognized. On the retirement or sale of a partial unit of proved property, the cost is charged to accumulated depreciation, depletion, and amortization with a resulting gain or loss recognized in income.

On the sale of an entire interest in an unproved property for cash or cash equivalent, gain or loss on the sale is recognized, taking into consideration the amount of any recorded impairment if the property had been assessed individually. If a partial interest in an unproved property is sold, the amount received is treated as a reduction of the costs of the interest retained.

As at February 29, 2008 the Company s management determined that future development and operating costs on the wells owned would exceed future revenues therefore an adjustment to the carrying values of the oil and gas properties was recognized as additional depletion at February

29, 2008.

QUANTUM ENERGY, INC.

NOTES TO THE INTERIM FINANCIAL STATEMENTS

November 30, 2008

(Stated in US Dollars)

(Unaudited)

Note 5 **Promissory Notes Payable**

In accordance with the KOKO Purchase Agreement, the Company has accepted financing for $1,594,760 due on demand, interest compounded annually at 4% and $422,948 at 10%. At any time the Company may pay off all or any part of the principal that remains unpaid together with applicable interest. Gross promissory notes of $1,767,708 are not secured, and have no defined terms of repayment. Promissory notes of $250,000 are secured, by way of 250,000 shares in the capital stock of the Company and a collateral interest in the oil and gas properties. Interest of $77,843 has been accrued in the financial statements.

A related party loaned the Company $7,950 during the third quarter of the year.

Note 6 **Common Stock**

The authorized number of common shares remains at 75,000,000 common shares with a par value of $0.001. The Company also issued 250,000 shares in the capital stock of the Company as a collateral interest against a promissory note issued by the Company.

ITEM 2. MANAGEMENT DISCUSSION AND ANALYSIS OR PLAN OF OPERATION.

Overview

Unless the context otherwise requires, all preferences to Quantum, our, us, we and the Company refer to Quantum Energy, Inc. and its subsidiaries, as a combined entity.

We are a development stage company engaged in the acquisition and exploration of gas and oil properties. We were incorporated on February 5, 2004, in the State of Nevada. Our principal executive offices are located at 7250 NW Expressway, suite 260, Oklahoma City, OK. Our telephone number is (405) 728-3800.

Starting in May of 2006, we decided to embark on a new business path in oil and gas exploration and acquisitions. We acquired interests in numerous oil & gas properties in the Barnett Shale area of West Texas. Our business strategy is to acquire interest in the properties of, and working interests in the production owned by, established oil and gas production companies, whether public or private, in the United States oil producing areas. We believe such opportunities exist in the United States. We also believe that these opportunities have considerable future potential for the development of additional oil reserves. Such new reserves might come from the development of existing but as yet undeveloped reserves as well as from future success in exploration.

When and if funding becomes available, we plan to acquire high-quality oil and gas properties, primarily "proven producing and proven undeveloped reserves." We will also explore low-risk development drilling and work-over opportunities with experienced, well-established operators.

Results Of Operations

Three months ended November 30, 2008 compared to three months ended November 30, 2007

Revenues for the three months ended November 30, 2008 were $nil as compared to revenues of $9,950 for the three months ended November 30, 2007.

For the three months ended November 30, 2008, operating expenses totaled $16,575 as compared to operating expenses of $57,700 for the three months ended November 30, 2007. This was a decrease of $41,125 or 77%. This decrease was primarily due to a decrease in management and administrative costs incurred by the Company.

Interest expense for the three months ended November 30, 2008 was $25,982 as compared to interest expenses of $23,648 for the three months ended November 30, 2007. This was an increase of $2,334, due from an increase in borrowed funds.

The net loss for the three months ended November 30, 2008 was $37,938 as compared to $72,573 for the three months ended November 30, 2007, a decrease of $34,635 or 48%. The decrease in losses for the three months ended November 30, 2008 was due to the decrease in operating expenses.

Nine months ended November 30, 2008 compared to nine months ended November 30, 2007

Revenues for the nine months ended November 30, 2008 were $nil as compared to revenues of $56,713 for the nine months ended November 30, 2007.

For the nine months ended November 30, 2008, operating expenses totaled $77,122 as compared to operating expenses of $140,958 for the nine months ended November 30, 2007. This was a decrease of $63,836 or 45%. This decrease was primarily due to a decrease in management and administrative costs incurred by the Company.

Interest expense for the nine months ended November 30, 2008 was $77,877 as compared to interest expenses of $74,891 for the nine months ended November 30, 2007. This was an increase of $2,986, due from an increase in borrowed funds.

The net loss for the nine months ended November 30, 2008 was $148,772 as compared to $163,567 for the nine months ended November 30, 2007. The decrease in losses for the nine months ended November 30, 2008 was due to the decrease in operating expenses.

Liquidity and Capital Resources

We had total current assets as of November 30, 2008 of $2,364 as compared to $43,323 as of February 29, 2008, all in cash. Additionally, we had a shareholders deficiency in the amount of $2,797,546 as of November 30, 2008 as compared to $2,648,772 as of February 29, 2008, a direct result of the Company not obtaining sufficient revenues.

The Company had a negative cash flow of $61,407 from operating activities for the nine months ended November 30, 2008, as compared to a positive cash flow of $206,254 for the nine months ended November 30, 2007, a decrease in cash outflow of approximately 130%.

Cash inflow from financing activities was $22,948 the nine months ended November 30, 2008 as compared to cash outflow of $200,000 for the nine months ended November 30, 2007 attributable to the increased financing.

The on-going negative cash flow from operations raises substantial doubt about our ability to continue as a going concern. The Companies ability to continue as a going concern is dependent on the ability to raise additional capital and implement its business plan.

The Company has not realized any revenues since inception and for the nine months ended November 30, 2008. The Company is presently operating at an ongoing deficit.

The Company has not attained profitable operations and will require additional funding in order to cover the anticipated professional fees and general administrative expenses and to proceed with the anticipated investigation to identify and purchase new mineral properties worthy of exploration or any other business opportunities that may become available to it. The Company anticipates that additional funding will be required in the form of equity financing from the sale of common stock. However, the Company cannot provide investors with any assurance that sufficient funding from the sale of common stock to fund the purchase and the development of any future projects can be obtained. The Company believes that debt financing will not be an alternative for funding future corporate programs. The Company does not have any arrangements in place for any future equity financings.

As of November 30, 2008 the Company had a working capital deficiency of $2,417,265 as compared to $2,308,048 as of February 29, 2008. A major portion of debt is attributed to payments made for mineral properties, and operating deficiency.

At November 30, 2008 there was no bank debt.

Off-Balance Sheet Arrangements

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

Going Concern

The Company has not attained profitable operations and is dependent upon obtaining financing to pursue its business objectives. For these reasons, the Company s auditors stated in their report on the Company s audited financial statements that they have substantial doubt the Company will be able to continue as a going concern without further financing.

The Company may continue to rely on equity sales of the common shares in order to continue to fund the Company s business operations. Issuances of additional shares will result in dilution to existing stockholders. There is no assurance that the Company will achieve any additional sales of the equity securities or arrange for debt or other financing to fund planned business activities.

Off-Balance Sheet Arrangements

The Company has no significant off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on the Company s financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that is material to stockholders

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.

Not applicable.

ITEM 4. CONTROLS AND PROCEDURES.

Evaluation of Disclosure Controls and Procedures

We maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed by us in the reports that we file or submit to the Securities and Exchange Commission under the Securities Exchange Act of 1934, as amended, is recorded, processed, summarized and reported within the time periods specified by the Securities and Exchange Commission s rules and forms, and that information is accumulated and communicated to our management, including our principal executive and principal financial officer (whom we refer to in this periodic report as our Certifying Officer), as appropriate to allow timely decisions regarding required disclosure. Our management evaluated, with the participation of our Certifying Officer, the effectiveness of our disclosure controls and procedures as of November 30, 2008, pursuant to Rule 13a-15(b) under the Securities Exchange Act. Based upon that evaluation, our Certifying Officer concluded that, as of November 30, 2008, our disclosure controls and procedures were effective.

Changes in Internal Controls

There were no changes in our internal control over financial reporting that occurred during the quarter ended August 31, 2008, that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II

Item 1. Legal Proceedings.

We are not currently a party to any legal proceedings and, to our knowledge, no such proceedings are threatened or contemplated.

Item 1.A. Risk Factors.

Not applicable.

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

None.

Item 3. Defaults upon Senior Securities.

None.

Item 4. Submission of Matters to a Vote of Security Holders.

None.

Item 5. Other Information.

None.

Item 6. Exhibits.

Exhibit No.	**Description of Exhibit**
31.1	Rule 13a-14 Certification of Chief Executive Officer and Chief Financial Officer
32.1	Section 1350 Certification of Chief Executive Officer and Chief Financial Officer

SIGNATURES

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

Quantum Energy, Inc.

By: /s/ Richard Porterfield
Richard Porterfield

President and Chief Financial Officer
Date: January 14, 2009

EXHBIT INDEX

Exhibit No.	**Description**	**Method of Filing**
31.1	Rule 13a-14 Certification of Chief Executive Officer and Chief Financial Officer	Filed herewith electronically
32.1	Section 1350 Certification of Chief Executive Officer and Chief Financial Officer	Filed herewith electronically