

Surna Inc.  
Form S-1  
January 28, 2010

Registration No. \_\_\_\_\_

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SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM S-1  
REGISTRATION STATEMENT UNDER  
THE SECURITIES ACT OF 1933

SURNA INC.  
(Name of small business issuer in its charter)

Nevada 7380  
(State or Other Jurisdiction of Organization) (Primary Standard Industrial Classification Code)

2nd Floor, 1901 Avenue of the Stars  
Los Angeles, CA 90067  
213-985-1939  
(Address and telephone number of registrant's  
executive office)

National Registered Agents Inc. of NV  
1000 East Williams Street, Suite 204  
Carson City, Nevada 89701  
800-550-6724  
(Name, address and telephone  
number of agent for service)

Copies to:  
The Law Office of Conrad C. Lysiak, P.S.  
601 West First Avenue, Suite 903  
Spokane, Washington 99201  
509-624-1475

APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC:

If any of the securities being registered on the Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933 check the following box:

If this Form is filed to register additional common stock for an offering under Rule 462(b) of the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed under Rule 462(c) of the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed under Rule 462(d) of the Securities Act, check the following box and

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list the Securities Act registration statement number of the earlier effective registration statement for the same offering. [ ]

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. (Check one):

Large Accelerated Filer	[ ]	Accelerated Filer	[ ]
Non-accelerated Filer	[ ]	Smaller Reporting Company	[X]

(Do not check if a smaller reporting company)

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CALCULATION OF REGISTRATION FEE

Securities to be Registered	Amount To Be Registered	Offering Price Per Share	Aggregate Offering Price	Registration Fee [1]
Common Stock:	1,500,000	\$ 0.10	\$ 150,000	\$ 10.70

[1] Estimated solely for purposes of calculating the registration fee under Rule 457.

REGISTRANT HEREBY AMENDS THIS REGISTRATION STATEMENT ON DATES AS MAY BE NECESSARY TO DELAY ITS EFFECTIVE DATE UNTIL THE REGISTRANT SHALL FILE A FURTHER AMENDMENT WHICH SPECIFICALLY STATES THAT THIS REGISTRATION STATEMENT SHALL THEREAFTER BECOME EFFECTIVE IN ACCORDANCE WITH SECTION 8(a) OF THE SECURITIES ACT OF 1933, OR UNTIL THE REGISTRATION STATEMENT SHALL BECOME EFFECTIVE ON DATES AS THE COMMISSION, ACTING UNDER SAID SECTION 8(a), MAY DETERMINE.

Prospectus

SURNA INC.  
Shares of Common Stock  
750,000 minimum - 1,500,000 Maximum

Before this offering, there has been no public market for the common stock and after this offering there will be no public market for the common stock.

This offering will begin on the effective date of this registration statement. That date is set forth below as “The date of this prospectus is \_\_\_\_\_ and will terminate 270 days later on \_\_\_\_\_, 2010, or on the date the maximum number of shares are sold, which ever date is earlier.

We are offering up to a total of 1,500,000 shares of common stock in a direct public offering, without any involvement of underwriters or broker-dealers, 750,000 shares minimum, 1,500,000 shares maximum. The offering price is \$0.10 per share. Funds from this offering will be placed in a separate bank account with the Hongkong and Shanghai Banking Corporation Limited (HSBC) Main Branch, 1 Queen’s Road Central, Hong Kong. Its telephone number is (852) 2748-8288. There is no escrow, trust or similar account in which your subscription will be deposited. The bank account is merely a separate interest bearing multi-currency savings account under our control where we have segregated your funds. As a result, creditors could attach the funds. Only Richard Clarke, one of our officers and directors, will have access to the account. You will not have the right to withdraw your funds during the offering. You will only receive your funds back if we do not raise the minimum amount of the offering within 270 days. The funds will be maintained in the separate bank until we receive a minimum of \$75,000 at which time we will remove those funds and use the same as set forth in the Use of Proceeds section of this prospectus. In the event that 750,000 shares are not sold within 270 days, all money received by us will be promptly, returned to you without interest and without deduction of any kind. We will return your funds to you in the form a cashier’s check sent by courier service on the 271st day. Sold securities are deemed securities which have been paid for with collected funds prior to expiration of 270 days. Collected funds are deemed funds that have been paid by the drawee bank. The Hongkong and Shanghai Banking Corporation Limited (HSBC) will determine if the securities have been paid for with collected funds prior to the expiration of 270 days from the date of this prospectus.

There is no minimum purchase requirements for each investor.

Our common stock will be sold by Richard Clarke and Cherry Ping-Wai Lim, our directors.

Investing in our common stock involves risks. See “Risk Factors” starting at page 8.

	Offering Price	Expenses	Proceeds to Us
Per Share – Minimum	\$ 0.10	\$ 0.04	\$ 0.06
Per Share – Maximum	\$ 0.10	\$ 0.02	\$ 0.08
Minimum	\$ 75,000	\$ 30,000	\$ 45,000
Maximum	\$ 150,000	\$ 30,000	\$ 120,000

The difference between the aggregate offering price and the proceeds to us is \$30,000. The \$30,000 will be paid to unaffiliated third parties for expenses connected with this offering. The \$30,000 will be paid from the first proceeds of this offering.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. It is illegal to tell you otherwise.

The date of this prospectus is \_\_\_\_\_.

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SUMMARY OF OUR OFFERING

Our business

We are a start-up stage company. We are a company without revenues or operations; we have minimal assets and have incurred losses since inception. We are developing software products and associated websites (surna.com and surna.org ) that will be used to promote our presence in the business community. Our business focuses on providing software and statistical consulting services to enterprises seeking to better manage and exploit information contained in their databases and enhance their position in the market place.

As a part of this we plan to develop software and commercial applications that will deal with “Complex Event Processing” (or CEP). CEP is an information analysis technique that helps discover information that can be inferred by analyzing and correlating aspects of many other pieces of information or events. The focus of our initial software development will be on enhance existing publically available Open-Source Software applications for CEP, specifically through our surna.org website. After this we plan to develop commercial software applications and related consulting services through out surna.com website.

We have not generated any revenues and the only operations we have engaged in is the development of a business plan, planning our website and preliminary work on the development of our software applications.

Our principal executive office is located at 2nd Floor, 1901 Avenue of the Stars, Los Angeles, California 90067. Our telephone number is 213-985-1939 and our registered agent for service of process is the National Registered Agents Inc. of NV, located at 1000 East William Street, Suite 204, Carson City, Nevada 89701. Our fiscal year end is November 30.

The offering

Following is a brief summary of this offering:

Securities being offered	Up to 1,500,000 shares of common stock, par value \$0.00001.
Offering price per share	\$ 0.10
Offering period	The shares are being offered for a period not to exceed 270 days.
Net proceeds to us	\$45,000 assuming the minimum number of shares is sold. \$120,000 assuming the maximum number of shares is sold.
Use of proceeds	We will use the proceeds to pay for administrative expenses, the implementation of our business plan, and working capital.
Number of shares outstanding before the offering	15,000,000
Number of shares outstanding after the offering if all of the shares are sold	16,150,000





## Selected financial data

The following financial information summarizes the more complete historical financial information at the end of this prospectus.

	As of November 30, 2009 (Audited)	
<b>Balance Sheet</b>		
Total Assets	\$	0
Total Liabilities	\$	0
Stockholders' Equity	\$	0
	Period from October 15, 2009 (date of inception) to November 30, 2009 (Audited)	
<b>Income Statement</b>		
Revenue	\$	0
Total Expenses	\$	15,000
Net Loss	\$	15,000

## Blank Check Issue

We are not a blank check corporation. Section 7(b)(3) of the Securities Act of 1933, as amended defines the term "blank check company" to mean, any development stage company that is issuing a penny stock that, "(A) has no specific plan or purpose, or (B) has indicated that its business plan is to merge with an unidentified company or companies." We have a specific plan and purpose. Our business purpose and our specific plan is to provide business and statistical consulting services to enterprises seeking to enhance their position in the market place. In Securities Act Release No. 6932 which adopted rules relating to blank check offerings, the Securities and Exchange Commission stated in II DISCUSSION OF THE RULES, A. Scope of Rule 419, that, "Rule 419 does not apply to . . . start-up companies with specific business plans . . . even if operations have not commenced at the time of the offering." Further, we have not indicated in any manner whatsoever, that we plan to merge with an unidentified company or companies, nor do we have any plans to merge with an unidentified company or companies.

We have no plans or intentions to be acquired or to merge with an operating company, nor do our shareholders, have plans to enter into a change of control or similar transaction or to change our management.

## RISK FACTORS

Please consider the following risk factors before deciding to invest in our common stock.

Risks associated with SURNA INC.

1. Because our auditors have issued a going concern opinion and because our officers and directors will not loan any additional money to us, we have to complete this offering to commence operations. If we do not complete this offering, we will not start our operations.

Our auditors have issued a going concern opinion. This means that there is doubt that we will be an ongoing business for the next twelve months. As of the date of this prospectus, we have not commenced operations. Because our officers and directors are unwilling to loan or advance any additional capital to us, except to prepare and file reports with the SEC, we will have to complete this offering in order to commence operations.

2. We lack an operating history and have losses that we expect to continue into the future. There is no assurance our future operations will result in profitable revenues. If we cannot generate sufficient revenues to operate profitably, we may suspend or cease operations.

We were incorporated on October 15, 2009 and we have not started our proposed business operations or realized any revenues. We have no operating history upon which an evaluation of our future success or failure can be made. Our net loss since inception is \$15,000.00 which was paid for legal fees. Our ability to achieve and maintain profitability and positive cash flow is dependent upon:

- \* completion of this offering
- \* our ability to locate distributors who will sell their products to us
- \* our ability to attract customers who will buy our services and products
- \* our ability to generate revenues through the sale of our services and products

Based upon current plans, we expect to incur operating losses in future periods because we will be incurring expenses and not generating revenues. We cannot guarantee that we will be successful in generating revenues in the future. Failure to generate revenues will cause us to suspend or cease operations.

3. We have no customers and we cannot guarantee we will ever have any. Even if we obtain customers, there is no assurance that we will make a profit.

We have no customers. We have not identified any customers and we cannot guarantee we ever will have any. Even if we obtain customers, there is no guarantee that we will be able to locate our customers who will buy our products. If we are unable to attract enough suppliers to offer their products for resale to us to offer our customers, or enough customers to buy the products from us and our website to operate profitably we will have to suspend or cease operations.

4. We are solely dependent upon the funds to be raised in this offering to start our business, the proceeds of which may be insufficient to achieve revenues. We may need to obtain additional financing which may not be available to us.

We need the proceeds from this offering to start our operations. If the minimum of \$75,000 is raised, this amount will enable us, after paying the expenses of this offering, to begin operations. It will also enable us to initiate development on our website, begin the gathering of information for our database and initiate the development of our marketing program. We may need additional funds to complete further development of our business plan to achieve a sustainable sales level where ongoing operations can be funded out of revenues. There is no assurance that any additional financing will be available or if available, on terms that will be acceptable to us.

5. Because we are small and do not have much capital, we must limit our services to customers. As a result, we may not be able to attract enough customers to operate profitably. If we do not make a profit, we may have to suspend or cease operations.

Because we are small and do not have much capital, we must limit our products services. The sale of our products and services via our website is how we will initially generate revenues. Because we will be limiting our marketing activities, we may not be able to attract enough customers to buy or suppliers to sell products to operate profitably. If we cannot operate profitably, we may have to suspend or cease operations.

6. Because our officers and directors will only be devoting limited time to our operations, our operations may be sporadic which may result in periodic interruptions or suspensions of operations. This activity could prevent us from attracting customers and result in a lack of revenues that may cause us to suspend or cease operations.

Our officers and directors will only be devoting limited time to our operations. They will each be devoting approximately 15 hours per week of their time to our operations. Because our officers and directors will only be devoting limited time to our operations, our operations may be sporadic and occur at times which are convenient to them. As a result, operations may be periodically interrupted or suspended which could result in a lack of revenues and a possible cessation of operations.

7. Because our management does not have prior experience in the marketing of products or services via the Internet, we may have to hire individuals or suspend or cease operations.

Because our management does not have prior experience in the marketing of products or services via the Internet, we may have to hire additional experienced personnel to assist us with our operations. If we need the additional experienced personnel and we do not hire them, we could fail in our plan of operations and have to suspend operations or cease operations entirely.

8. Because our officers and directors have limited formal training or experience in financial accounting and management, there may not be effective disclosure and accounting controls to comply with applicable laws and regulations which could result in fines, penalties and assessments against us.

Our officers and directors have limited formal training or experience in financial accounting and management, however, they responsible for our managerial and organizational structure which will include preparation of disclosure and accounting controls under the Sarbanes Oxley Act of 2002. While T.C. Tan, our principal financial officer has limited formal training in financial accounting matters and no previous experience with U.S. companies or U.S. Generally Accepted Accounting Principals, he has been preparing the financial statements that have been audited and reviewed by our auditors and included in this prospectus. When the disclosure and accounting controls referred to above are implemented, he will be responsible for the administration of them. Should he not have sufficient experience, he may be incapable of creating and implementing the controls. Lack of proper controls could cause our financial statements to be inaccurate which will give us an incorrect view of our financial condition and mislead us into believing our operations are being conducted correctly. As a result, investors will be misled about our financial condition and the quality of our operations. This inaccurate reporting could cause us to be subject to sanctions and fines by the SEC which ultimately could cause you to lose your investment, however, because of the small size of our expected operations, we believe that he will be able to monitor the controls he will have created and will be accurate in assembling and providing information to investors.

9. Because we do not have an escrow or trust account for your subscription, if we file for bankruptcy protection or are forced into bankruptcy, or a creditor obtains a judgment against us and attaches the subscription, or one of our officers and directors misappropriate the funds for their own use, you will lose your investment.

Your funds will not be placed in an escrow or trust account. Accordingly, if we file for bankruptcy protection or a petition for involuntary bankruptcy is filed by creditors against us, your funds will become part of the bankruptcy estate and administered according to the bankruptcy laws. If a creditor sues us and obtains a judgment against us, the creditor could garnish the bank account and take possession of the subscriptions. As such, it is possible that a creditor could attach your subscription which could preclude or delay the return of money to you. Further, our officers and directors will have the power to appropriate the money we raise. As such, they could withdraw the funds without your knowledge for their own use. If that happens, you will lose your investment and your funds will be used to pay creditors.

10. A permanent loss of data or a permanent loss of service on the Internet will have an adverse affect on our operations and will cause to cease doing business.

Our operations depend on the Internet and Internet based services from third-party vendors. If we permanently lose data or permanently lose Internet service for any reason, be it technical failure or criminal acts, we will have to cease operations and you will lose your investment.

Risks associated with this offering:

11. Because our Directors, who are also our sole promoters, will own more than 50% of the outstanding shares after this offering, they will retain control of us and be able to decide who will be directors and you may not be able to elect any directors which could decrease the price and marketability of the shares.

Even if we sell all 1,500,000 shares of common stock in this offering, our officers and directors will still own 15,000,000 shares of common stock and will continue to control us. As a result, after completion of this offering, regardless of the number of shares we sell, our current officers and directors will be able to elect all of our directors and control our operations, which could decrease the price and marketability of the shares.

12. Because there is no public trading market for our common stock, you may not be able to resell your stock.

There is currently no public trading market for our common stock. Therefore there is no central place, such as stock exchange or electronic trading system, to resell your shares. If you do want to resell your shares, you will have to locate a buyer and negotiate your own sale.

13. Because the SEC imposes additional sales practice requirements on brokers who deal in our shares that are penny stocks, some brokers may be unwilling to trade them. This means that you may have difficulty reselling your shares and this may cause the price of the shares to decline.

Our shares would be classified as penny stocks and are covered by Section 15(g) of the Securities Exchange Act of 1934 and the rules promulgated thereunder which impose additional sales practice requirements on brokers/dealers who sell our securities in this offering or in the aftermarket. For sales of our securities, the broker/dealer must make a special suitability determination and receive from you a written agreement prior to making a sale for you. Because of the imposition of the foregoing additional sales practices, it is possible that brokers will not want to make a market in our shares. This could prevent you from reselling your shares and may cause the price of the shares to decline.

#### USE OF PROCEEDS

Our offering is being made on a self-underwritten \$75,000 minimum, \$150,000 maximum basis. The table below sets forth the use of proceeds if \$75,000, \$100,000, or \$150,000 of the offering is sold.

	\$75,000		\$100,000		\$150,000	
Gross proceeds	\$	75,000	\$	100,000	\$	150,000
Offering expenses	\$	30,000	\$	30,000	\$	30,000
Net proceeds	\$	45,000	\$	70,000	\$	120,000

The net proceeds will be used as follows:

Website development	\$	5,000	\$	7,500	\$	10,000
Product Development	\$	5,000	\$	12,500	\$	20,000
Marketing and advertising	\$	15,000	\$	25,000	\$	35,000
Establishing an office	\$	10,000	\$	10,000	\$	10,000
Salaries	\$	0	\$	12,500	\$	25,000
Working capital	\$	10,000	\$	2,500	\$	20,000

Total offering expenses to be paid from the proceeds of the offering are \$25,000 for legal fees; \$200 for printing our prospectus; \$4,500 for accounting/administrative fees; \$500 for state securities registration fees; \$200 for our transfer agent; and \$10.70 for our SEC filing fee. The foregoing are approximations.

We will be able to begin operations with the minimum funds described above. By raising additional amounts, we will have the ability to create more software products with more features; a better data base and better software tools that will allow us to analyze the data more completely and in more ways; increase marketing and advertising; add one or two additional employees; and provide for additional working capital.

We will spend between \$5,000 and \$10,000 for the preparation of our website which includes the cost of content creation and links to and from our website. We have spent nominal time designing the website. We intend to retain the services of a website developer to create the website.

We will be developing software to implement our business operations. The estimated cost to develop the software is \$5,000 to \$20,000.

Marketing and advertising will be focused on promoting products to the public. We also intend to print sales material for distribution in newspapers. The cost of developing the campaign is estimated to cost between \$15,000 to \$35,000.

We have leased office space at a monthly minimum rate of \$125. We will use \$10,000 of the proceeds of this offering to cover the cost of the office space and develop and maintain the website and software tools. The \$10,000 will pay for computer equipment, leased computer processing time, telecommunications and other assets as required to maintain the operations.

If we raise at least \$100,000, we intend to pay small salaries to our officers and principal contract software engineers. In addition, subject to raising the maximum amount, we intend to hire one or two sales employees to handle Internet and direct transactions with our customers.

Working capital is the cost related to operating our office. It is comprised of expenses for rent, telephone service, mail, stationary, accounting, acquisition of office equipment and supplies, expenses of filing reports with the SEC, travel, and general working capital.

### DETERMINATION OF OFFERING PRICE

The price of the shares we are offering was arbitrarily determined in order for us to raise up to a total of \$150,000 in this offering. The offering price bears no relationship whatsoever to our assets, earnings, book value or other criteria of value. Among the factors considered were:

- \* our lack of operating history
- \* the proceeds to be raised by the offering
- \* the amount of capital to be contributed by purchasers in this offering in proportion to the amount of stock to be retained by our existing stockholders, and
- \* our relative cash requirements.

### DILUTION OF THE PRICE YOU PAY FOR YOUR SHARES

Dilution represents the difference between the offering price and the net tangible book value per share immediately after completion of this offering. Net tangible book value is the amount that results from subtracting total liabilities and intangible assets from total assets. Dilution arises mainly as a result of our arbitrary determination of the offering price of the shares being offered. Dilution of the value of the shares you purchase is also a result of the lower book value of the shares held by our existing stockholders.

As of November 30, 2009, the net tangible book value of our shares of common stock was a deficit of (\$0.00) or approximately (\$0.00) per share based upon 15,000,000 shares outstanding.

If 100% of the Shares Are Sold:

Upon completion of this offering, in the event all of the shares are sold, the net tangible book value of the 16,500,000 shares to be outstanding will be \$120,000 or approximately \$0.00727 per share. The net tangible book value of the shares held by our existing stockholders will be increased by \$0.00727 per share without any additional investment on their part. You will incur an immediate dilution from \$0.10 per share to \$0.00727 per share.

After completion of this offering, if 1,500,000 shares are sold, you will own approximately 9.09% of the total number of shares then outstanding for which you will have made a cash investment of \$150,000, or \$0.10 per share. Our existing stockholders will own approximately 90.91% of the total number of shares then outstanding, for which they have made contributions of cash totaling \$15,000 or approximately \$0.001 per share.

If 1,125,000 Shares Are Sold:

Upon completion of this offering, in the event all of the shares are sold, the net tangible book value of the 16,125,000 shares to be outstanding will be \$82,500 or approximately \$0.00512 per share. The net tangible book value of the shares held by our existing stockholders will be increased by \$0.00512 per share without any additional investment on their part. You will incur an immediate dilution from \$0.10 per share to \$0.00512 per share.

After completion of this offering, if 1,125,000 shares are sold, you will own approximately 6.98% of the total number of shares then outstanding for which you will have made a cash investment of \$112,500, or \$0.10 per share. Our existing stockholders will own approximately 93.02% of the total number of shares then outstanding, for which they have made contributions of cash totaling \$15,000 or approximately \$0.001 per share.

**If 750,000 Shares Are Sold:**

Upon completion of this offering, in the event all of the shares are sold, the net tangible book value of the 15,750,000 shares to be outstanding will be \$45,000 or approximately \$0.00286 per share. The net tangible book value of the shares held by our existing stockholders will be increased by \$0.00286 per share without any additional investment on their part. You will incur an immediate dilution from \$0.10 per share to \$0.00286 per share.

After completion of this offering, if 1,500,000 shares are sold, you will own approximately 4.76% of the total number of shares then outstanding for which you will have made a cash investment of \$75,000, or \$0.10 per share. Our existing stockholders will own approximately 95.24% of the total number of shares then outstanding, for which they have made contributions of cash totaling \$15,000 or approximately \$0.001 per share.

The following table compares the differences of your investment in our shares with the investment of our existing stockholders.

**Existing Stockholders if all of the Shares are Sold:**

Price per share	\$	0.001
Net tangible book value per share before offering	\$	0.00
Potential gain to existing shareholders	\$	0.00727
Net tangible book value per share after offering	\$	0.00727
Increase to present stockholders in net tangible book value per share after offering	\$	0.00727
Capital contributions	\$	15,000.00
Number of shares outstanding before the offering		15,000,000
Number of shares after offering assuming the sale of the maximum number of shares		16,500,000
Percentage of ownership after offering		90.91%

**Purchasers of Shares in this Offering 1,500,000 Shares Sold**

Price per share	\$	0.10
Dilution per share	\$	0.0927
Capital contributions	\$	150,000
Number of shares after offering held by public investors		1,500,000
Percentage of capital contributions by existing shareholders		9.09%
Percentage of capital contributions by new investors		90.9%
Percentage of ownership after offering		9.09%





## Purchasers of Shares in this Offering if 1,125,000 Shares Sold

Price per share	\$	0.10
Dilution per share	\$	0.0949
Capital contributions	\$	112,500
Number of shares after offering held by public investors		1,125,000
Percentage of capital contributions by existing shareholders		11.8%
Percentage of capital contributions by new investors		88.2%
Percentage of ownership after offering		6.98%

## Purchasers of Shares in this Offering if 750,000 Shares Sold

Price per share	\$	0.10
Dilution per share	\$	0.0971
Capital contributions	\$	75,000
Percentage of capital contributions by existing shareholders		16.7%
Percentage of capital contributions by new investors		83.3%
Number of shares after offering held by public investors		750,000
Percentage of ownership after offering		4.76%

## PLAN OF DISTRIBUTION; TERMS OF THE OFFERING

We are offering 1,500,000 shares of common stock on a self-underwritten basis, 750,000 shares minimum, 1,500,000 shares maximum basis. The offering price is \$0.10 per share. Funds from this offering will be placed in a separate bank account with the Hongkong and Shanghai Banking Corporation Limited (HSBC), Main Branch, 1 Queen's Road Central, Hong Kong. Its telephone number is 852-2748-8288. The funds will be maintained in the separate bank account until we receive a minimum of \$75,000 at which time we will remove those funds and use the same as set forth in the Use of Proceeds section of this prospectus. This account is not an escrow, trust or similar account. It is merely a separate interest bearing multi-currency savings account under our control where we have segregated your funds. Your subscription will only be deposited in a separate bank account under our name. As a result, if we are sued for any reason and a judgment is rendered against us, your subscription could be seized in a garnishment proceeding and you could lose your investment, even if we fail to raise the minimum amount in this offering. Further, if we file a voluntary bankruptcy petition or our creditors file an involuntary bankruptcy petition, our assets will be seized by the bankruptcy trustee, including your subscription, and used to pay our creditors. If that happens, you will lose your investment, even if we fail to raise the minimum amount in this offering. As a result, there is no assurance that your funds will be returned to you if the minimum offering is not reached. Any funds received by us thereafter will immediately used by us.

If we do not receive the minimum amount of \$75,000 within 270 days of the effective date of our registration statement, all funds will be promptly returned to you without interest and without a deduction of any kind. We will return your funds to you in the form a cashier's check sent Federal Express on the 271st day. During the 270 day period, no funds will be returned to you. You will only receive a refund of your subscription if we do not raise a minimum of \$75,000 within the 270 day



period referred to above. There are no finders involved in our distribution. You will only have the right to have your funds returned if we do not raise the minimum amount of the offering or there would be a change in the material terms of the offering. The following are material terms that would allow you to be entitled to a refund of your money:

- \* extension of the offering period beyond 270 days;
- \* change in the offering price;
- \* change in the minimum sales requirement;
- \* change to allow sales to affiliates in order to meet the minimum sales requirement;
- \* change in the amount of proceeds necessary to release the proceeds held in the separate bank account; and,

If the changes above occur, any new offering may be made by means of a post-effective amendment.

We will sell the shares in this offering through our officers and directors. They will receive no commission from the sale of any shares. They will not register as broker-dealers under section 15 of the Securities Exchange Act of 1934 in reliance upon the exemption from registration contained in Rule 3a4-1. Rule 3a4-1 sets forth those conditions under which a person associated with an issuer may participate in the offering of the issuer's securities and not be deemed to be a broker/dealer. The conditions are that:

1. The person is not statutorily disqualified, as that term is defined in Section 3(a)(39) of the Act, at the time of his participation; and,
2. The person is not compensated in connection with his participation by the payment of commissions or other remuneration based either directly or indirectly on transactions in securities;
3. The person is not at the time of their participation, an associated person of a broker/dealer; and,
4. The person meets the conditions of Paragraph (a)(4)(ii) of Rule 3a4-1 of the Exchange Act, in that he (A) primarily performs, or is intended primarily to perform at the end of the offering, substantial duties for or on behalf of the Issuer otherwise than in connection with transactions in securities; and (B) is not a broker or dealer, or an associated person of a broker or dealer, within the preceding twelve (12) months; and (C) do not participate in selling and offering of securities for any Issuer more than once every twelve (12) months other than in reliance on Paragraphs (a)(4)(i) or (a)(4)(iii).

Our officers and directors are not statutorily disqualified, are not being compensated, and are not associated with broker/dealers. They are and will continue to be our officers and directors at the end of the offering and have not been during the last twelve months and are currently not broker/dealers or associated with broker/dealers. They will not participate in selling and offering securities for any issuer more than once every twelve months.

Only after our registration statement is declared effective by the SEC, do we intend to advertise, through tombstones, and hold investment meetings in various states where the offering will be registered. We will not utilize the Internet to advertise our offering. Our officers and directors will also distribute the prospectus to potential investors at the meetings, to business associates and to their friends and relatives who are interested in us and a possible investment in the offering. No shares purchased in this offering will be subject to any kind of lock-up agreement.

Management and affiliates thereof will not purchase shares in this offering to reach the minimum.

We intend to sell our shares in outside the United States of America.

#### Section 15(g) of the Exchange Act

Our shares are covered by Section 15(g) of the Securities Exchange Act of 1934, as amended, and Rules 15g-1 through 15g-6 and Rule 15g-9 promulgated there under. They impose additional sales practice requirements on broker/dealers who sell our securities to persons other than established customers and accredited investors (generally institutions with assets in excess of \$15,000,000 or individuals with net worth in excess of \$1,000,000 or annual income exceeding \$150,000 or \$300,000 jointly with their spouses). While Section 15(g) and Rules 15g-1 through 15g-6 apply to brokers-dealers, they do not apply to us.

Rule 15g-1 exempts a number of specific transactions from the scope of the penny stock rules.

Rule 15g-2 declares unlawful broker/dealer transactions in penny stocks unless the broker/dealer has first provided to the customer a standardized disclosure document.

Rule 15g-3 provides that it is unlawful for a broker/dealer to engage in a penny stock transaction unless the broker/dealer first discloses and subsequently confirms to the customer current quotation prices or similar market information concerning the penny stock in question.

Rule 15g-4 prohibits broker/dealers from completing penny stock transactions for a customer unless the broker/dealer first discloses to the customer the amount of compensation or other remuneration received as a result of the penny stock transaction.

Rule 15g-5 requires that a broker/dealer executing a penny stock transaction, other than one exempt under Rule 15g-1, disclose to its customer, at the time of or prior to the transaction, information about the sales persons compensation.

Rule 15g-6 requires broker/dealers selling penny stocks to provide their customers with monthly account statements.

Rule 15g-9 requires broker/dealers to approved the transaction for the customer's account; obtain a written agreement from the customer setting forth the identity and quantity of the stock being purchased; obtain from the customer information regarding his investment experience; make a determination that the investment is suitable for the investor; deliver to the customer a written statement for the basis for the suitability determination; notify the customer of his rights and remedies in cases of fraud in penny stock transactions; and, the NASD's toll free telephone number and the

central number of the North American Administrators Association, for information on the disciplinary history of broker/dealers and their associated persons. Because the penny stock rules impose additional obligations on broker/dealers, many broker/dealers are unwilling to buy or sell penny stocks or open accounts for customers who wish to buy or sell penny stock. As a result the penny stock rules may affect your ability to resell your shares.

#### Offering Period and Expiration Date

This offering will start on the date of this prospectus and continue for a period of up to 270 days.

#### Procedures for Subscribing

If you decide to subscribe for any shares in this offering, you must

1. execute and deliver a subscription agreement; and
2. deliver a check or certified funds to us for acceptance or rejection.

All checks for subscriptions must be made payable to SURNA INC.

#### Right to Reject Subscriptions

We have the right to accept or reject subscriptions in whole or in part, for any reason or for no reason. All monies from rejected subscriptions will be returned immediately by us to the subscriber, without interest or deductions. Subscriptions for securities will be accepted or rejected within 48 hours after we receive them.

### MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION

This section of the prospectus 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, which apply only as of the date of this prospectus. These forward-looking statements are subject to certain risks and uncertainties that could cause actual results to differ materially from historical results or our predictions.

We are a start-up stage corporation and have not started operations or generated or realized any revenues from our business operations.

Our auditors have issued a going concern opinion. This means that our auditors believe there is substantial doubt that we can continue as an on-going business for the next twelve months unless we obtain additional capital to pay our bills. This is because we have not generated any revenues and no revenues are anticipated until we complete the development of our website, locate suppliers of products, and sell products to our customers. We have spent nominal time designing the website. We intend to retain the services of a website developer to create the website. Accordingly, we must raise

cash from sources other than operations. Our only other source for cash at this time is investments by others in our company. We must raise cash to implement our project and begin our operations. Even if we raise the maximum amount of money in this offering, we do not know how long the money will last, however, we do believe it will last twelve months. We will not begin operations until we raise money from this offering.

To meet our need for cash we are attempting to raise money from this offering. We believe that we will be able to raise enough money through this offering to maintain operations for twelve months, but we cannot guarantee that once we begin operations we will stay in business after twelve months. If we are unable to secure enough suppliers of products at suitably low pricing or enough customers willing to buy the products at higher than the price we have negotiated with our suppliers, we may quickly use up the proceeds from the minimum amount of money from this offering and will need to find alternative sources, like a second public offering, a private placement of securities, or loans from our officers or others in order for us to maintain our operations. At the present time, we have not made any arrangements to raise additional cash, other than through this offering. If we need additional cash and cannot raise it we will either have to suspend operations until we do raise the cash, or cease operations entirely. If we raise the minimum amount of money from this offering, it will last a year but with limited funds available to develop growth strategy. If we raise the maximum amount, we believe the money will last a year and also provide funds for growth strategy.

If we raise less than the maximum amount and we need more money we will have to revert to obtaining additional money as described in this paragraph. Other than as described in this paragraph, we have no other financing plans.

#### Plan of Operation

Upon completion of our public offering, our specific goal is to profitably sell products on our Internet website to the public. We intend to accomplish the foregoing by the following steps.

1. Complete our public offering. We believe that we will raise sufficient capital to begin our operations. We believe this could take up to 270 days. We will not begin operations until we have closed this offering. We intend to concentrate all of our efforts on raising as much capital as we can during this period. After we complete our public offering, we intend to spend the funds as described in the Use of Proceeds section of this prospectus.
2. After completing the offering, we will immediately begin to establish our office and acquire the equipment we need to begin operations. Establishing our offices will take approximately a week. We have allocated \$10,000 for the initial setup of the office. We do not intend to hire employees unless we raise at least \$150,000.00. Richard Clarke, our president and a member of the board of directors will handle our administrative duties.
3. We have spent time designing the website. We plan to retain a website developer create a state of the art website to promote our products. We expect to spend \$5,000 to \$10,000 for the website which will include graphics and links from our site.

4. Marketing and advertising will be focused on promoting our website and software products. The advertising campaign may also include the design and printing of various sales materials. We intend to market our website through traditional sources such as advertising in magazines, billboards, telephone directories and preparing and sending out flyers and mailers both through the regular mail and via email. Advertising and promotion will be an ongoing effort but the initial cost of developing the campaign is estimated to cost between \$15,000 and \$35,000.

5. We intend to continue to develop our software. We anticipate spending between \$5,000 and \$20,000.

We anticipate that we will generate revenues as soon as we beginning providing services to customers.

We will be conducting continuing research with respect to our software. We are not going to buy or sell any plant or significant equipment during the next twelve months.

If we cannot generate sufficient revenues to continue operations, we will suspend or cease operations. If we cease operations, we do not know what we will do and we do not have any plans to do anything.

Limited operating history; need for additional capital

There is no historical financial information about us upon which to base an evaluation of our performance. We are in a start-up stage operations and have not generated any revenues. We cannot guarantee we will be successful in our business operations. Our business is subject to risks inherent in the establishment of a new business enterprise, including limited capital resources and possible cost overruns due to price and cost increases in services and products.

To become profitable and competitive, we have to locate and negotiate agreements with manufacturers to offer their products for sale to us at pricing that will enable us to establish and sell the products to our clientele at a profit. We are seeking equity financing to provide for the capital required to implement our operations.

We have no assurance that future financing will be available to us on acceptable terms. If financing is not available on satisfactory terms, we may be unable to continue, develop or expand our operations. Equity financing could result in additional dilution to existing shareholders.

Results of operations

From Inception on October 15, 2009 to November 30, 2009

During the period we incorporated the company, hired the attorney, and hired the auditor for the preparation of this registration statement. We have prepared an internal business plan. We have reserved the domain names [www.surna.com](http://www.surna.com) and [www.surna.org](http://www.surna.org) and commenced construction of our web site. Our loss since inception is \$15,000 for legal fees. We have not started our proposed business operations and will not do so until we have completed this offering. We expect to begin operations 100 days after we complete this offering.



Since inception, we sold 15,000,000 shares of common stock to 7bridge Capital Partners Limited for \$15,000.00.

#### Liquidity and capital resources

As of the date of this prospectus, we have yet to generate any revenues from our business operations.

We issued 15,000,000 shares of common stock pursuant to the exemption from registration contained in Regulation S of the Securities Act of 1933. This was accounted for as a sale of common stock.

As of November 30, 2009, our total assets were \$0.00 and our total liabilities were \$0.00.

## BUSINESS

### General

We were incorporated in the State of Nevada on October 15, 2009. We intend to develop software products and engage in the business of providing software and statistical consulting services to enterprises seeking to better manage and exploit information contained in their databases and enhance their position in the market place.

As a part of this we plan to develop software and commercial applications that will deal with “Complex Event Processing” (or CEP). CEP is an information analysis technique that helps discover information that can be inferred by analyzing and correlating aspects of many other pieces of information, which are referred to as Events. The focus of our initial software development will be to enhance existing “Open-Source Software” applications for CEP, specifically through our surna.org website. After this we plan to develop commercial software applications and related consulting services through out surna.com website.

We have not generated any revenues and the only operations we have engaged in is the development of a business plan, planning our website and preliminary work on the development of our software applications.

We have no plans to change our business activities or to combine with another business, and we are not aware of any events or circumstances that might cause its plans to change.

We have not begun operations and will not begin operations until we completed this offering. Our plan of operation is forward looking and there is no assurance that we will ever begin operations. Our prospects for profitability are not favorable if you consider numerous Internet-based companies have failed to achieve profits with similar plans.

### Blank Check Issue

We are not a blank check corporation. Section 7(b)(3) of the Securities Act of 1933, as amended defines the term “blank check company” to mean, any development stage company that is issuing a penny stock that, “(A) has no specific plan or purpose, or (B) has indicated that its business plan is to merge with an unidentified company or companies.” We have a specific plan and purpose. Our business purpose is to provide business and statistical consulting services to enterprises seeking to enhance their position in the market place. In Securities Act Release No. 6932 which adopted rules relating to blank check offerings, the Securities and Exchange Commission stated in II DISCUSSION OF THE RULES, A. Scope of Rule 419, that, “Rule 419 does not apply to . . . start-up companies with specific business plans . . . even if operations have not commenced at the time of the offering.” Further, we have not indicated in any manner whatsoever, that we plan to merge with an unidentified company or companies, nor do we have any plans to merge with an unidentified company or companies.

We have no plans or intentions to be acquired or to merge with an operating company nor do we have plans to enter into a change of control or similar transaction or to change our management.

## Planned Services and Products

### Services

We intend to provide business consulting services to enterprises seeking to enhance their understanding of their internal operations and position in the market place. Our business will provide the following services:

Management consulting services will focus on issues such as skills assessment; clarifying goals and identifying targets; evaluation of current staff skill-sets for specific geospatial related capabilities; creation of executive-level dashboards with customized geospatial views; adapting to a specific corporate culture; creating educational plans for remediating geospatial skills; and providing training classes in geospatial concepts and time management.

Marketing consulting services will focus on increasing the enterprise's share of the market place. This includes statistical models designed to evaluate multiple events and identify factors which have a positive effect upon sales, and analysis and cost justification for enterprise geospatial software projects.

Consulting services will also be designed to assist companies with proper implementation of our suite of software products, including planning and on-site commissioning for Surna software; support for software products via phone and e-mail; and periodic updates for new software releases.

### Products

We intend to initially manufacture the three software components and products, which for development purposes are currently known as the Geospatial Complex Event Processing Engine, the Location Aware Real-Time Resource Tracking Product, and the Geospatially Enabled Business Intelligence Solution.

The Geospatial Complex Event Processing Engine (GCEPE) is a software program written in the Java programming language that will accept real time events as inputs, will analyze that event against the logic rules built into the program, and will then trigger additional actions as an output. The GCEPE in its basic form is purely a server based component and will not contain any end-user interfaces. The only interfaces to the GCEPE are administrative tools that will be used to describe the events, define the logic rules, and specify the desired actions. Additionally there will be an interface to monitor the performance of the engine.

The Location Aware Real-Time Resource Tracking Product will be an integrated system of several open-source and commercially available software programs. The system will include a web-browser based interface that presents end-user information and a set of middleware components that will process for the web-browser items and events that are being tracked in tabular, graphic and map formats. Real-time position information is reported to the Location Aware Real-Time Resource Tracking Product through mobile networks and originates with third-party systems and hardware that have capabilities for reporting their positional information. The GCEPE will be one of the middleware

components of the Location Aware Real-Time Resource Tracking product. The final composition of the other components to be used, has not yet been determined, but it is currently intended that one of these will be Esper for Java. Esper for Java is described by its developers as an Event Stream Processing and Event Correlation Engine, and is designed for high-volume event processing. It is an open-source software distribution available under a GNU General Public License from the web site [esper.codehaus.org](http://esper.codehaus.org).

The Geospatially Enabled Business Intelligence Solution will be an integrated system of several open-source and commercially available software packages. The system will include an interface to present data in Reports and on a Dashboard layout that can be viewed and printed, along with interactive data presentations in tabular, graphic and map formats. This will in part consist of server-based software modules for extracting, transforming and loading information from geospatially-enabled third-party databases.

Geospatial Complex Event Processing, Location Aware Real-Time Resource Tracking and Geospatially Enabled Business Intelligence are internal development-stage descriptions for our products and bundled software suites. We have not yet developed any brand names or branding schemes for these products.

#### Target Market

We intend to target corporations located in the United States, Canada and on the Pacific Rim.

#### Marketing

Initially, our services will be promoted by our officers and directors. They will discuss our services with executives with which they have had previous contact. We also anticipate utilizing several other marketing activities in our attempt to make our services known to corporations and attract clientele. These marketing activities will be designed to inform potential clients about the benefits of using our services and will include the following: development and distribution of marketing literature; direct mail and email; advertising; promotion of our web site; and industry analyst relations.

#### Revenue

Initially, we intend to generate revenue from three sources:

1. Term Fee - By charging a fee for a given term for software and ongoing support;
2. Fixed Fee - By charging a fixed fee for projects and software implementation;
3. Hourly Fee - By charging an hourly fee for advisory services.

We intend to develop and maintain a database of all our clients so that we can anticipate various needs and continuously build and expand our advisory services and software products.

## Competition

We compete with managerial and technology consulting services. We will not be differentiating ourselves from the foregoing, but merely competing with them. The managerial consulting market is large and fragmented, and may be difficult to penetrate. Our competitive position within the industry is negligible in light of the fact that we have not started our operations. Older, well-established managerial consulting and technology consulting firms with records of success currently attract customers. Since we have not started operations, we cannot compete with them on the basis of reputation. We do expect to compete with them on the basis of the range of advisory services and the quality of advisory services that we intend to provide. At this time, our principal method of competition will be through personal contact with potential clients.

## Insurance

We do not maintain any insurance and do not intend to maintain insurance in the future. Because we do not have any insurance, if we are made a party to a liability action, we may not have sufficient funds to defend the litigation. If that occurs a judgment could be rendered against us that could cause us to cease operations.

## Websites

We currently have two websites: surna.com and surna.org. Both websites are partially developed for use in promoting and promoting services and products, with surna.org for collaboration on open-source software development projects and surna.com for our commercial software offerings. We also have registered the web domain surna.net. We currently do not have a use for this but it may be utilized in the promotion of our business in the future. The websites were developed by our officers and directors without the assistance of independent website developers.

## Source and Availability of Products and Services

Our software will be developed by independent developers on a contract basis and our own programmers, if we hire them. Any packaged software will be manufactured by a number of suppliers and on a unit basis. There is no shortage of raw material for our software.

## Seasonality and Cyclicalities

We do not believe we will be impacted by seasonal changes, however; expenditures by direct marketers and advertisers tend to vary in cycles that reflect overall economic conditions as well as budgeting and buying patterns.

## Proprietary Rights

We have no patents, copyrights or trademarks to protect our software. We protect it only by keeping it a secret. If someone learns to reproduce it, they will be able to compete with us.

## Research and Development

Our officers and directors have not spent anything on research and development since our inception. Our software and websites are only partially complete and development work so far has been undertaken by contractors on a part-time, no-fee basis with the expectation of potential remuneration in the future. Our officers and directors have spent minimal time since our incorporation on the creation of products or services and no other costs have been incurred. The money budgeted for the software and website is based on these contractors being paid a minimal amount to finish the initial development work; but further work will likely be required after this and unless we can offer the developers a higher level of compensation in the future it is unlikely they will be able to continue to work on the development of these products. Our officers and directors do not have the necessary expertise to undertake this and will not be spending time on the task.

## Properties

We own no property.

## Government Regulation

We are not currently subject to direct federal, state or local regulation other than regulations applicable to businesses generally or directly applicable to electronic commerce. However, the Internet is increasingly popular. As a result, it is possible that a number of laws and regulations may be adopted with respect to the Internet. These laws may cover issues such as user privacy, freedom of expression, pricing, content and quality of products and services, taxation, advertising, intellectual property rights and information security. Furthermore, the growth of electronic commerce may prompt calls for more stringent consumer protection laws. Several states have proposed legislation to limit the uses of personal user information gathered online or require online services to establish privacy policies. The Federal Trade Commission has also initiated action against at least one online service regarding the manner in which personal information is collected from users and provided to third parties. We will not provide personal information regarding our users to third parties. However, the adoption of such consumer protection laws could create uncertainty in Web usage and reduce the demand for our products.

We not certain how business may be affected by the application of existing laws governing issues such as property ownership, copyrights, encryption and other intellectual property issues, taxation, libel, obscenity and export or import matters. The vast majority of such laws were adopted prior to the advent of the Internet. As a result, they do not contemplate or address the unique issues of the Internet and related technologies. Changes in laws intended to address such issues could create uncertainty in the Internet market place. Such uncertainty could reduce demand for services or increase the cost of doing business as a result of litigation costs or increased service delivery costs.

In addition, because our products are available over the Internet in multiple states and foreign countries, other jurisdictions may claim that we are required to qualify to do business in each such state or foreign country. We are qualified to do business only in Nevada. Our failure to qualify in a jurisdiction where it is required to do so could subject it to taxes and penalties. It could also hamper our ability to enforce contracts in such jurisdictions. Currently, we are qualified to do business in Nevada and will be qualified to do business in Hong Kong prior to commencing operations. Other than Nevada and Hong Kong, we do not believe we will have to qualify to do business in any other jurisdiction.

In Nevada, we are required to pay an annual fee to the Nevada Secretary of State of \$165. Nevada has no corporate income taxes. That is why it is so attractive to do business there.

Other than the foregoing, no governmental approval is needed for the sale of our products in the United States or the State of Nevada.

#### Employees; Identification of Certain Significant Employees.

We are a development stage company and currently have no employees, other than our officers and directors. We intend to hire additional employees, primarily software developers and programmers, on an as-needed basis. Employees will only be hired if we have sufficient revenues and/or cash to pay for their services. Until we have sufficient revenues and/or cash all work and development will be done by independent contractors on a part-time, no-fee basis, but whom we will need to retain on a commercial basis to be able to support future business activities.

#### Offices

Our principal office is located at 2nd Floor, 1901 Avenue of the Stars, Los Angeles, California, 90067. We do not use any space at this office currently but pay a monthly fee of \$125 for use of the address and have the right to use space on an as-needed basis, for additional fees. We will not utilize this until circumstances call for it; our telephone number is 213-985-1939. Our registered agent for service of process is the National Registered Agents Inc. of NV, located at 1000 East William Street, Suite 204, Carson City, Nevada 89701. Our directors also occupy space in the offices 7bridge Capital Partners Limited, our sole shareholder, located at 39th floor, One Exchange Square, 8 Connaught Road, Central, Hong Kong. We use approximately 50 square feet of space in this location on a rent free basis for six months commencing January 1, 2010. The office space is currently adequate for our needs. If we grow and more space is required, we intend to move our operations or rent additional space in the Los Angeles office to supplement our existing facilities.

## MANAGEMENT

#### Officers and directors

Our directors will serve until their successor is elected and qualified. Our officers are elected by the board of directors to a term of one (1) year and serves until his or his successor is duly elected and qualified, or until he or she is removed from office. The board of directors has no nominating, auditing or compensation committees.

The names, addresses, ages and positions of our present officers and directors are set forth below:

Name and Address	Age	Position(s)
Richard Clarke 1524, 10 Chater Road Central, Hong Kong	36	President, Principal Executive Officer, Secretary, and a member of the Board of Directors

T.C. Tan 99 Richardson Quay #18-13 Singapore 238258	45	Principal Financial Officer, Principal Accounting Officer and Treasurer
Cherry Ping-Wai Lim 16F, North Point Terrace North Point, Hong Kong	44	Director

The people named above are expected to hold their offices/positions until the next annual meeting of our stockholders.

#### Background of officers and directors

##### Richard Clarke

Since our inception on October 15, 2009, Richard Clarke has been our President, principal executive officer, Secretary, and a member of the board of Directors. He is currently also a partner with Lim Clarke & Co, a Hong Kong based private equity and venture capital group, and a director of ExpressTone (HK) Limited, a Hong Kong based licensed telecommunications operator.

##### Teng-Chong Tan

Since November 24, 2009, Teng-Chong (“T.C.”) Tan has been our principal financial officer, principal accounting officer. Since 2006, Mr Tan has been a private equity investor, managing a family office. He invests mainly in Singapore, Hong Kong and Chinese equity markets. He is also currently Chief Financial Officer for Lim Clarke & Co, a Hong Kong based private equity and venture capital group. From 2001 to 2006, he was a director and general manager in Shanghai of Actix International, a U.K. based software company focused on the mobile telecommunications industry.

##### Cherry Ping-Wai Lim

Ping-Wai Lim, also known as Cherry Lim, has been a member of our board of directors since January 10, 2010. Ms. Lim is currently a partner with Lim Clarke & Co, a Hong Kong based private equity and venture capital group; and also Executive Director (since July 2009) and Chief Executive Officer (since December 2009) of Heyspace International Limited, a private corporation headquartered in Hong Kong that develops and operates online multi-player adventure games. From May 2008 until February 2009 she served as Vice President and Chief Operating Officer of Advanced ID Corp., a Radio-frequency identification (RFID) technology company whose common stock is traded on the Bulletin Board operated by the Financial Industry Regulatory Authority (FINRA) under the symbol AIDO. Prior to this, from March 2005 until May 2008, she was CEO of Tsing-Tech Innovations Co. Ltd., a Hong Kong based venture capital incubation and industrialization fund. From June 30, 2008 to February 24, 2009 Ms. Lim was a Director of EcoloCap Solutions Inc., which at the time was engaged in the business of providing services and products related to the reduction of greenhouse gases and whose common stock traded on the Bulletin Board under the symbol ECOS. From January 10, 2003 to January 13, 2006 Ms. Lim was a Director of Manaris Corporation (formerly C-Chip Technologies Corporation and now Avensys Corp.), whose stock traded on the Bulletin Board under the symbol MANS.





During the past five years, Messrs. Clarke, Tan and Ms. Lim have not been the subject of the following events:

1. Any bankruptcy petition filed by or against any business of which Messrs. Clarke, Tan and Ms. Lim were a general partner or executive officer either at the time of the bankruptcy or within two years prior to that time.
2. Any conviction in a criminal proceeding or being subject to a pending criminal proceeding.
3. An order, judgment, or decree, not subsequently reversed, suspended or vacated, or any court of competent jurisdiction, permanently or temporarily enjoining, barring, suspending or otherwise limiting Messrs. Clarke's, Tan's or Ms. Lim's involvement in any type of business, securities or banking activities.
4. Found by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission or the Commodity Future Trading Commission to have violated a federal or state securities or commodities law, and the judgment has not been reversed, suspended or vacated.

#### Audit Committee Financial Expert

We do not have an audit committee financial expert. We do not have an audit committee financial expert because we believe the cost related to retaining a financial expert at this time is prohibitive. Further, because we have no operations, at the present time, we believe the services of a financial expert are not warranted.

#### Conflicts of Interest

The only conflict that we foresee is that our officers and directors will devote time to projects that do not involve us.

### EXECUTIVE COMPENSATION

The following table sets forth the compensation paid by us for the last three fiscal years ending November 30, 2009 for each of our officers. This information includes the dollar value of base salaries, bonus awards and number of stock options granted, and certain other compensation, if any. The compensation discussed addresses all compensation awarded to, earned by, or paid or named executive officers.

## Executive Officer Compensation Table

Name and Principal Position	Year	Salary (US\$)	Bonus (US\$)	Stock Awards (US\$)	Option Awards (US\$)	Non-Equity Incentive Plan	Nonqualified Deferred Compensation	All Other Compensation	Total (US\$)
						Compensation (US\$)	Earnings (US\$)	(US\$)	
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(j)
Richard Clarke President	2009	0	0	0	0	0	0	0	0
	2008	0	0	0	0	0	0	0	0
	2007	0	0	0	0	0	0	0	0
T.C. Tan CFO	2009	0	0	0	0	0	0	0	0
	2008	0	0	0	0	0	0	0	0
	2007	0	0	0	0	0	0	0	0

We have no employment agreements with any of our officers. We do not contemplate entering into any employment agreements until such time as we begin profitable operations.

The compensation discussed herein addresses all compensation awarded to, earned by, or paid to our named executive officers.

There are no other stock option plans, retirement, pension, or profit sharing plans for the benefit of our officers and directors other than as described herein.

## Compensation of Directors

The members of our board of directors are not compensated for their services as directors. The board has not implemented a plan to award options to any directors. There are no contractual arrangements with any member of the board of directors. We have no director's service contracts. The following table sets forth compensation paid to our directors from inception on October 15, 2009 to our year end on November 30, 2009. Since that time, we have not paid any compensation to Mr. Clarke or Ms. Lim as a director.

## Director's Compensation Table

Name	Fees Earned or Paid in Cash (US\$)	Stock Awards (US\$)	Option Awards (US\$)	Non-Equity Incentive Plan	Nonqualified Deferred Compensation	All Other Compensation	Total (US\$)
				Compensation (US\$)	Earnings (US\$)	(US\$)	
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)
Richard Clarke	0	0	0	0	0	0	0
Cherry Ping-Wai Lim	0	0	0	0	0	0	0

## Long-Term Incentive Plan Awards

We do not have any long-term incentive plans that provide compensation intended to serve as incentive for performance.



## Indemnification

Under our Articles of Incorporation and Bylaws of the corporation, we may indemnify an officer or director who is made a party to any proceeding, including a lawsuit, because of his position, if he acted in good faith and in a manner he reasonably believed to be in our best interest. We may advance expenses incurred in defending a proceeding. To the extent that the officer or director is successful on the merits in a proceeding as to which he is to be indemnified, we must indemnify him against all expenses incurred, including attorney's fees. With respect to a derivative action, indemnity may be made only for expenses actually and reasonably incurred in defending the proceeding, and if the officer or director is judged liable, only by a court order. The indemnification is intended to be to the fullest extent permitted by the laws of the State of Nevada.

Regarding indemnification for liabilities arising under the Securities Act of 1933, which may be permitted to directors or officers under Nevada law, we are informed that, in the opinion of the Securities and Exchange Commission, indemnification is against public policy, as expressed in the Act and is, therefore, unenforceable.

## PRINCIPAL STOCKHOLDERS

The following table sets forth, as of the date of this prospectus, the total number of shares owned beneficially by our directors, officers and key employees, individually and as a group, and the present owners of 5% or more of our total outstanding shares. The table also reflects what their ownership will be assuming completion of the sale of all shares in this offering. The stockholders listed below have direct ownership of their shares and possesses sole voting and dispositive power with respect to the shares

Name and Address Beneficial Owner	Number of Shares Before the Private placement	Percentage of Ownership Before the Private placement	Number of Shares After Private placement Assuming all the Shares are Sold	Percentage of Ownership After the Private placement Assuming all of the Shares are Sold
Richard Clarke [1] 1524, 10 Chater Road Central Hong Kong	7,500,000	50.00%	7,500,000	45.45%
Cherry Ping-Wai Lim [1] 16F, North Point Terrace North Point Hong Kong	7,500,000	50.00%	7,500,000	45.45%
T.C. Tan 99 Robertson Quay #18-13 238258 Singapore	0	0.00%	0	0.00%



All officers and directors