Toro Ventures Inc.
Form 10QSB
November 09, 2007

U.S. Securities and Exchange Commission

Washington, D.C. 20549

FORM - 10QSB

[X] QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE SECURITIES AND EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 2007

or

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

For the transition period from _____________________

Commission File No.

Toro Ventures Inc.

(Name of small business issuer in its charter)

Nevada	**N/A**
(State of Incorporation)	(I.R.S. Employer Identification No.)

2498 West 41st Ave, Suite 232, Vancouver, British Columbia, V6M 2A7

(Address of principal executive offices)

604-618-9110

(Registrant's telephone number, including area code)

(Former name, address and fiscal year, if changed since last report)

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

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

The number of shares of the registrant's common stock, par value $0.001 per share, outstanding as of September 30, 2007 was 5,845,000.

Transitional Small Business Disclosure Format (Check One): Yes [ ] No [x]

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Toro Ventures Inc.

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Part I - FINANCIAL INFORMATION

Part I - FINANCIAL INFORMATION

November 2, 2007

Notice to Reader

On the basis of information provided by management, we have compiled the balance sheet of Toro Ventures Inc. as at September 30, 2007 and the statements of operations and deficit, stockholders' equity (deficiency), and cash flows for the quarter then ended.

We have not performed an audit or a review engagement in respect of these financial statements and, accordingly, we express no assurance thereon.

Readers are cautioned that these statements may not be appropriate for their purposes.

FAZZARI + PARTNERS LLP

Chartered Accountants

Licensed Public Accountants

Vaughan, Ontario, Canada

Toro Venture Inc.

(A Development Stage Company)

Balance Sheets

(Unaudited- see Notice to Readers)

(Expressed in US Dollars)

	As at September 30 2007	As at June 30 2007 (Audited)
ASSETS		
Current Assets		
Cash	904	958
	904	958
Investment in Franchise	25,000	25,000
Accumulated Amortization	(5,625)	(5,000)
	19,375	20,000
Total Assets	**20,279**	**20,958**
LIABILITIES AND STOCKHOLDER'S EQUITY		
Current Liabilities		
Accounts Payable and Accrued Liabilities	17,579	17,079
Long Term Liability		
Loan from Shareholder (See Note 6)	27,791	25,291
Total Liabilities	**45,370**	**42,370**
SHAREHOLDER'S EQUITY		
Capital Stock (See Note 5)		
Authorized:		
75,000,000 common shares at $0.001 par value		
Issued and fully paid:		
5,845,000 common shares at par value	5,845	5,845
Additional Paid In Capital	54,155	54,155
Deficit, accumulated during the exploration stage	(85,091)	(81,412)
Total Stockholder's Equity	(25,091)	(21,412)
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	**20,279**	**20,958**

Approved on Behalf of the Board
"Yan Liu", Director and Chief Executive Officer

See Accompanying Notes

TORO VENTURES INC.

(A Development Stage Company)

Statement of Operations and Deficit

(Unaudited - see Notice to Reader)

(Expressed in US Dollars)

	Cumulative from Date of Inception on April 11 2005 to September 30, 2007	**Three Months Ended September 30 2007**	**Three Months Ended September 30, 2006**
General and Administrative Expenses			
Regulatory and Transfer Agent Fees	1,545	-	-
Management Fees	9,500	-	-
Professional Fees	37,966	-	-
Rent	30,000	3,000	3,000
Amortization Expense	5,625	625	625
Bank Charges and Interest	455	54	51
	85,091	3,679	3,676
Net Profit (Loss) for the Period	(85,091)	(3,679)	(3,676)
Net Loss per Share			
Basic Weighted Average Loss Per Share		(0.00)	(0.00)
Fully Diluted Weighted Average Loss Per Share		(0.00)	(0.00)
Weighted Average Number of Shares (Basic and Diluted)		5,845,000	5,845,000

See Accompany Notes

TORO VENTURES INC.

(A Development Stage Company)

Statement of Cash Flows

(Unaudited - see Notice to Reader)

(Expressed in US Dollars)

	Cumulative from Date of Inception on April 11 2005 to September 30, 2007	Three Months Ended September 30 2007	Three Months Ended September 30, 2006
Cash Provided by (Used for) Operating Activities			
Net Profit (Loss) for the period	(85,091)	(3,679)	(3,676)
Adjustment for item not requiring the use of cash			
Amortization Expense	5,625	625	625
Changes in non-cash working capital items			
Prepaid Expenses	-	-	-
Accounts Payable and Accrued Liabilities	17,579	500	3,000
Cash used for operating activities	(61,887)	(2,554)	(51)
Cash from Financing Activities			
Capital Stock subscribed	5,570	-	-
Paid-In Capital	29,430	-	-
Loan from Stockholder	27,791	2,500	-
Cash provided by financing activities	42,791	2,500	-
Cash increase (decrease) during the period	904	(54)	(51)
Cash, beginning of period	-	958	1,212
Cash, end of period	904	904	1,161

See Accompanying notes

TORO VENTURES INC.

(A Development Stage Company)

Notes to the Financial Statements

Three Months Ended September 30, 2007

(Unaudited - see Notice to Reader)

(Expressed in USA Dollars)

Note 1. INCORPORATION AND OPERATING ACTIVITIES

Toro Ventures Inc. was incorporated on 11 April 2005, under the laws of the State of Nevada, U.S.A. Operations, as a development stage company started on that date, i.e., 11 April 2005.

At the period end, the Company has entered into an agreement which grants the Company exclusive rights and license in the provinces of Hubei and Beijing, China to own and operate fast food outlets, and/or sell franchises.

Going Concern

These financial statements have been prepared in accordance with generally accepted accounting principles in the United States of America applicable to a going concern which assume that the Company will realize its assets and discharge its liabilities in the normal course of business. The Company has incurred losses since inception of $85,091 to September 30, 2007. This factor creates doubt as to the ability of the Company to continue as a going concern. Realization values may be substantially different from the carrying values as shown in these financial statements should the Company be unable to continue as a going concern. Management is in the process of identifying sources for additional financing for working capital and to fund the ongoing development of the Company's business, and management proposes to develop plans to continue the business as a going concern.

Note 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(a) Foreign Currency Translation

Monetary assets and liabilities denominated in foreign currencies are translated into USA dollars at the period end exchange rate, non-monetary assets are translated at historical exchange rates and all income and expenses are translated at average exchange rates prevailing during the period. Foreign currency translation adjustments are included in income.

(b) Loss per Share

Loss per share has been calculated based on the weighted average number of shares outstanding.

(c) Fair Value of Financial Instruments

The respective carrying value of certain on-balance sheet financial instruments approximate their fair values. These financial statements include cash, accounts payable and accrued liabilities, and loans from shareholder. 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 instruments. Unless otherwise noted, fair values were assumed to approximate carrying values for these financial instruments since they are short term in nature and their carrying amounts approximate fair values or they are receivable or payable on demand..

(d) Use of Estimates

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

(e) Reporting on the costs of start-up Activities

Statement of Position 98-5 (SOP 98-5), "Reporting on the Costs of Start-Up Activities," which provides guidance on the financial reporting of start-up costs and organizational costs, to be expensed as incurred. SOP 98-5 is effective for fiscal years beginning after 15 December 1998. With the adoption of SOP 98-5, there has been little or no effect on the Company's financial statements.

(f) Investment in Franchise

The investment in a franchise is considered as an intangible asset with a finite life of 10 years. In accordance to FAS-142, the intangible asset has been evaluated for impairment by using discounted expected cash flows. No impairment of the intangible asset existed and as a result there is no amortization provided in the current period. The impairment, if any, will be will be tested and evaluated at least on an annual basis for impairment.

The investment in a franchise is stated at cost less accumulated amortization. Amortization is recorded at the following rates, based on upon the useful life of the asset:

Investment in Franchise - Straight-Line method over the useful life of the asset

September 30, 2007	Cost	Accumulated Amortization	Net Book Value
Investment in Franchise	$25,000	$5,625	$19,375

(g) Future Income Taxes

The company recognizes income taxes using an asset and liability approach. Future income tax assets and liabilities are computed annually for differences between the financial statements and bases using enacted tax laws and rates applicable to the periods in which the differences are expressed to affect taxable income.

(h) Year End

The Company has adopted 30 June as its fiscal year end.

These unaudited financial statements should be read in conjunction with the Company's audited financial statements for the year ended June 30, 2007.

NOTE 3: Investment in Franchise

On 15 May 2005 the company entered into an agreement with a Canadian company to acquire the right to establish franchise outlets in parts of the People's Republic of China. The agreement is for 10 years with an option to renew for an additional 10 years after the termination of the initial term. The consideration given for the Right is 275,000 common shares. In addition a 5% royalty is to be paid on all outlet gross sales to the franchisers along with 3% advertising royalty on all outlet gross sales.

At the period end, management believes that there is no impairment of value in the investment, because, the franchise agreement was signed just before the fiscal period end and management performed a calculation using discounted cash flow analysis, to support the lack of impairment. Furthermore, the Company is actively seeking a location for the first franchisee in the Provinces of Hubei or Beijing.

NOTE 4: Share Capital

Authorized - 75,000,000 common shares with a par value of $0.001 per share.

Issued - 5,845,000 common shares at varying subscription prices.

	# of Shares	**$**
For Cash	5,570,000	35,000
For Acquisition of Franchise	275,000	25,000
Balance, as of September 30, 2006	5,845,000	60,000

Although the shares have not been certified, the By-Laws of the Company treats all uncertified shares as certified.

NOTE 5: Income Taxes

The Company has tax losses of $85,091 which may be applied against future taxable income.

The Company has not recorded a corresponding future tax asset.

NOTE 6: Loan from Shareholder and Related Party Transactions

A shareholder of the company has loaned $2,500 to the Company during the three month period ended September 30, 2007, which is unsecured, non-interest bearing, with no specific terms of repayment.

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

The following discussion and analysis provides information which management of Toro Ventures Inc. (the "Company") believes to be relevant to an assessment and understanding of the Company's results of operations and financial condition. This discussion should be read together with the Company's financial statements and the notes to financial statements, which are included in this report.

Caution about Forward-Looking Statements

This management's discussion and analysis or plan of operation should be read in conjunction with the financial statements and notes thereto of the Company for the quarter ended September 30, 2007. Because of the nature of a relatively new and growing company the reported results will not necessarily reflect the future.

This section includes a number of forward-looking statements that reflect our current views with respect to future events and financial performance. Forward-looking statements are often identified by words like: believe, expect, estimate, anticipate, intend, project and similar expressions, or words which, by their nature, refer to future events. You should not place undue certainty on these forward-looking statements, 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.

Overview

Toro Ventures Inc. ("Toro") intends to commence operations as fast food service company . Toro currently owns the exclusive franchisee rights in the provinces of Hubei and Beijing in China to the Big-On-Burgers Restaurants, a Canadian based fast-food service provider of traditional North American cuisine such as hamburgers and fries. We plan to begin operations of a Big-On-Burgers store in China once sufficient investment capital is raised.

Results of Operations

The Company experienced general and administration expenses of $3,679 for the quarter ended September 30, 2007. The majority of the expenses were related to facilities costs for the Company, which totaled $3,00.00 for the quarter.

For the quarter ended September 30, 2007, the company experienced a net loss of $3,679, and of the period from April 11, 2005 to September 30, 2007, the company experienced a net loss of $85,091.

Liquidity and Capital Resources

During the three month period ended September 30, 2007, the Company satisfied its working capital needs by using cash generated from operations and equity from shareholder's initial seed financing. As of September 30, 2007, the Company has cash on hand in the amount of $904. Management does not expect that the current level of cash on hand will be sufficient to fund our operations for the next twelve month period. In the event that additional funds are required to maintain operations, our officers and directors have agreed to advance us sufficient capital to allow us to continue operations. We may also be able to obtain loans from our shareholders, but there are no agreements or understandings in place currently.

We believe we will require additional funding to expand our business and ensure its future profitability. We anticipate that any additional funding will be in the form of equity financing from the sale of our common stock. However, we do not have any arrangements in place for any future equity financing. In the event we are not successful in selling our common stock, we may also seek to obtain short-term loans from our director.

Item 3. Controls and Procedures

(a) Evaluation of Disclosure Controls and Procedures.

Disclosure controls and procedures are designed to ensure that information required to be disclosed in the reports filed or submitted under the Exchange Act is recorded, processed, summarized and reported, within the time period specified in the Commission's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed in the reports filed under the Exchange Act is accumulated and communicated to management, as appropriate, to allow timely decisions regarding required disclosure. Our current principal executive officer, who is also our principal financial officer, evaluated the effectiveness of our disclosure controls and procedures as of the end of the quarterly period covered by this report pursuant to Rule 15d-15(b) promulgated under the Exchange Act. Based upon that evaluation, our principal executive and financial officer has concluded that our disclosure controls and procedures were effective in alerting management in a timely fashion to all material information required to be included in our periodic filings with the Commission.

(b) Changes in Internal Controls.

There were no significant changes in our internal control over financial reporting (as defined in Rule 13a-15(f) of the Exchange Act) that occurred during the period covered by this report that have materially affected, or are reasonably likely to materially affect, our internal controls over financial reporting.

PART II: OTHER INFORMATION

Items 1, 2, 3, 4 , and 5 are inapplicable.

Item 6: Exhibits

(a) The following exhibit is filed as part of this report:

31.1 Certification of Chief Executive Officer and Chief Financial Officer of Periodic Report pursuant to Rule 13a-14a and Rule 15d-14(a).

32.1 Certification of Chief Financial Officer and Chief Executive Officer of pursuant of Section 1350.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized November 9, 2007

November 9, 2007

/s/ "Yan Liu"
Mr. Yan Liu, President