

SECTOR 10 INC  
Form 10-Q  
August 13, 2015

---

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

\*\*\*

FORM 10-Q

- QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 FOR THE QUARTERLY PERIOD ENDED June 30, 2015
- TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 FOR THE TRANSITION PERIOD FROM \_\_\_\_\_ TO \_\_\_\_\_

SECTOR 10, Inc.

(Exact name of small business issuer as specified in its charter)

|  |                       |                                   |
|--|-----------------------|-----------------------------------|
| Delaware                                       | 000-24370             | 33-0565710                        |
| (State or other jurisdiction of incorporation) | (Commission File No.) | (IRS Employer Identification No.) |

222 South Main Street, 5th Floor  
Salt Lake City, UT 84101

(Address of principal executive offices, including zip code)

Issuer's telephone number, including area code (206) 853-4866

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  No .

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

As of August 11, 2015 the issuer had 305,778 shares of common stock outstanding.

Transitional Small Business Disclosure Format (check one): Yes  No

---

TABLE OF CONTENTS

Sector 10, Inc.

Part I. Financial Information

|                            |  |    |
|----------------------------|--|----|
| Item 1.                    | Unaudited Consolidated Financial Statements  |    |
|                            | Unaudited Condensed Consolidated Balance Sheets as of June 30, 2015 and March 31, 2015   | 3  |
|                            | Unaudited Condensed Consolidated Statements of Operations for the three months ended June 30, 2015 and 2014 and for the period from inception, September 16, 2002 to June 30, 2015 | 4  |
|                            | Unaudited Consolidated Statements of Cash Flows for the three months ended June 30, 2015 and 2014 and for the period from inception, September 16, 2002, to June 30, 2015.         | 5  |
|                            | Notes to the Unaudited Consolidated Financial Statements   | 6  |
| Item 2.                    | Management’s Discussion and Analysis or Plan of Operation  | 9  |
| Item 3                     | Quantitative and Qualitative Disclosures about Market Risk   | 12 |
| Item 4.                    | Controls and Procedures  | 13 |
| Part II. Other Information |  |    |
| Item 1.                    | Legal Proceedings  | 13 |
| Item 2.                    | Unregistered Sales of Equity Securities and Use of Proceeds  | 13 |
| Item 3.                    | Defaults Upon Senior Securities  | 13 |
| Item 4.                    | Submission of Matters to a Vote of Security Holders  | 14 |
| Item 5.                    | Other Information  | 14 |
| Item 6.                    | Exhibits   | 14 |
|                            | Signatures   | 15 |

## Item 1. FINANCIAL STATEMENTS

NOTE: . THE FINANCIAL STATEMENTS, RELATED NOTES AND THE OTHER INFORMATION INCLUDED IN THIS REPORT HAVE NOT BEEN REVIEWED BY THE COMPANY'S OUTSIDE ACCOUNTANT PRIOR TO THE FILING OF THIS REPORT.

Sector 10, Inc.  
(A DEVELOPMENT STAGE COMPANY)  
UNAUDITED CONDENSED CONSOLIDATED BALANCE SHEETS

|  | June 30,<br>2015<br>(Unaudited) | March 31,<br>2015<br>(Unaudited) |
|--|---------------------------------|----------------------------------|
| <b>ASSETS</b>  |                                 |                                  |
| Current assets:  |                                 |                                  |
| Cash   | \$-                             | \$-                              |
| Inventory, net   | -                               | -                                |
| Total current assets   | -                               | -                                |
| Fixed assets –cost   | 22,250                          | 22,250                           |
| Less: accumulated depreciation   | (22,250 )                       | (22,250 )                        |
| Net fixed assets   | -                               | -                                |
| Total assets   | \$-                             | \$-                              |
| <b>LIABILITIES AND SHAREHOLDERS' EQUITY (DEFICIT)</b>  |                                 |                                  |
| Current liabilities:   |                                 |                                  |
| Accounts payable and accrued liabilities   | \$5,709,328                     | \$5,431,211                      |
| Note payable - short term  | 723,616                         | 723,616                          |
| Total current liabilities  | 6,432,944                       | 6,154,827                        |
| Long term liabilities:   |                                 |                                  |
| Note payable   | -                               | -                                |
| Total long term liabilities  | -                               | -                                |
| Total liabilities  | 6,432,944                       | 6,154,827                        |
| Shareholders' equity (deficit)   |                                 |                                  |
| Preferred shares - \$0.001 par value; 1,000,000 authorized, no shares issued or outstanding                                | -                               | -                                |
| Common shares - \$0.001 par value; 199,000,000 authorized; 305,778 and 305,778 shares issued and outstanding, respectively | 306                             | 306                              |
| Additional paid-in-capital   | 6,148,229                       | 6,148,229                        |
| Deficit accumulated during development stage   | (12,581,479)                    | (12,303,362)                     |
| Total shareholders' equity (deficit)   | (6,432,944 )                    | (6,154,827 )                     |
| Total liabilities and shareholders' equity (deficit)   | \$-                             | -                                |

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

Sector 10, Inc.  
(A DEVELOPMENT STAGE COMPANY)  
UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS  
For the Three Months Ended June 30, 2015 and 2014 and for the Period From Inception,  
September 16, 2002 to June 30, 2015

|  | Three Months Ended<br>June 30,<br>2015<br>(Unaudited) | June 30,<br>2014<br>(Unaudited) | Inception to<br>June 30,<br>2015 |
|--|---|---------------------------------|----------------------------------|
| Sales  | \$-   | \$-                             | \$18,500                         |
| Cost of Sales  | -   | -                               | (18,032 )                        |
| Gross Profit   | -   | -                               | 468                              |
| <b>Expenses:</b>   |   |                                 |                                  |
| General and administrative   | 205,765   | 208,096                         | 10,468,083                       |
| Depreciation   | -   | -                               | 24,106                           |
| Research and development   | -   | -                               | 226,108                          |
| Total expenses   | 205,765   | 208,096                         | 10,718,297                       |
| Income (loss) from operations                                      | (205,765 )  | (208,096 )                      | (10,717,829)                     |
| Interest expense   | (72,352 )   | (60,272 )                       | (1,232,855 )                     |
| Other income (expense)   | -   | -                               | (630,795 )                       |
| Net income (loss) before income taxes                              | (278,117 )  | (268,368 )                      | (12,581,479)                     |
| Provision for income taxes   | -   | -                               | -                                |
| Net income (loss) after income taxes                               | \$(278,117 )  | \$(268,368 )                    | \$(12,581,479)                   |
| Weighted Average Shares Outstanding - basic and diluted *          | 305,778   | 305,778                         |                                  |
| Basic and diluted income (loss) per share<br>Continuing Operations | \$(0.91 )   | \$(0.88 )                       |                                  |
| Net Income (Loss)  | \$(0.91 )   | \$(0.88 )                       |                                  |

The accompanying notes are an integral part of these unaudited consolidated financial statements

Sector 10, Inc.

(A DEVELOPMENT STAGE COMPANY)  
**UNAUDITED CONSOLIDATED STATEMENTS OF CASH FLOWS**  
For the Three Months Ended June 30, 2015 and 2014 and for the Period From Inception,  
September 16, 2002 to June 30, 2015

|   | Three Months Ended<br>June<br>30, 2015<br>(Unaudited) | June<br>30, 2014<br>(Unaudited) | Inception to<br>June<br>30, 2015 |
|---|---|---------------------------------|----------------------------------|
| <b>Cash Flows from Operating Activities:</b>                                |   |                                 |                                  |
| Net Loss  | \$(278,117 )  | \$(268,368 )                    | \$(12,581,479)                   |
| Adjustments to reconcile net loss to net cash used in operating activities: |   |                                 |                                  |
| Stock for services  | -   | -                               | 5,114,493                        |
| Depreciation  | -   | -                               | 24,106                           |
| Net discount on convertible debt  | -   | -                               | 206,324                          |
| Loss due to Impairment / Gain on restructuring                              | -   | -                               | 630,795                          |
| Changes in:   |   |                                 |                                  |
| Inventory and other current assets  | -   | -                               | (4,869 )                         |
| Accounts payable and accrued liabilities                                    | 278,117   | 268,368                         | 6,223,032                        |
| Net cash used in operating activities                                       | -   | -                               | (387,598 )                       |
| <b>Cash Flows from Investing Activities:</b>                                |   |                                 |                                  |
| Fixed asset / Other asset purchases   | -   | -                               | (189,541 )                       |
| Net cash used in investing activities                                       | -   | -                               | (189,541 )                       |
| <b>Cash Flows from Financing Activities:</b>                                |   |                                 |                                  |
| Net Proceeds from general financing   | -   | -                               | 657,500                          |
| Net Proceeds (payments) from shareholder / officers                         | -   | -                               | (113,947 )                       |
| Proceeds from issuance of common stock                                      | -   | -                               | 33,586                           |
| Net cash provided by financing activities                                   | -   | -                               | 577,139                          |
| Net increase (decrease) in cash   | -   | -                               | -                                |
| Beginning of period - continuing operations                                 | -   | -                               | -                                |
| End of period - continuing operations                                       | \$-   | \$-                             | \$-                              |
| Cash paid for interest  | \$-   | \$2,000                         | \$24,295                         |
| Cash paid for income taxes  | \$-   | \$-                             | \$-                              |

The accompanying notes are an integral part of these unaudited consolidated financial statements

SECTOR 10, INC.  
(A DEVELOPMENT STAGE COMPANY)  
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

Note 1 - BASIS OF PRESENTATION

The accompanying unaudited consolidated condensed financial statements of Sector 10, Inc. ("Sector 10" or the "Company"), have been prepared in accordance with accounting principles generally accepted in the United States of America for interim financial information and with the instructions to Form 10-Q and required by Rule 10-01 of Regulation S-X. They do not include all of the information and footnotes required by accounting principles generally accepted in the United States of America for complete financial statements. In the opinion of management, all adjustments, consisting only of normal recurring adjustments, considered necessary for a fair presentation, have been included in the accompanying unaudited consolidated financial statements. Operating results for the periods presented are not necessarily indicative of the results that may be expected for the full year.

Note 2 – INVENTORY

There were no sales in the three month period ended June 30, 2015. There was no inventory for the three month period ended June 30, 2015. The carrying value of inventory is periodically reviewed and impairments, if any, are recognized when the expected future benefit from the inventory is less than its carrying value. If applicable, the Company will establish inventory reserves for estimated obsolescence or unmarketable inventory which is equal to the difference between the cost of inventory and the estimated market value based upon assumptions about future demand and market conditions. No reserves exist at the end of the current period.

Note 3 – NOTES PAYABLE

Johnson Financing

The interest accrued for the three month period ended June 30, 2015 was \$2,598.

Dutro Financing:

The contingent reserve - interest includes all interest accrued on the Dutro Company note and all interest accrued after July 1, 2010 for the Vicki Davis and William Dutro note. Interest accrued during the three month period ended June 30, 2015 was \$ 9,056 comprised of Dutro Company - \$4,687, Vick Davis - \$3,150 and William Dutro - \$1,219. Total contingent reserve - interest for the period ended June 30, 2015 is \$198,010 comprised of Dutro Company - \$110,635, Vick Davis - \$63,000 and William Dutro - \$24,375.

Employee Agreement:

The financial statements reflect an accrual of interest on unpaid wages and other compensation in the amount of 638,721 of which \$57,617 is accrued during the three month period ended June 30, 2015. As of June 30, 2015, no election has been made to convert any portion of the balance due under the agreement to common shares.

Other Notes

Individuals – short term

Total interest accrued as of June 30, 2015 was \$37,816 of which \$3,081 was accrued during the three month period ended June 30, 2015.

Asher Enterprises, Inc.

The Company entered into multiple financing transactions with Asher Enterprises, Inc. to raise capital for Company operations. Each transaction was structured as a Convertible Debenture due 9 months after the issue accruing interest at an annual rate of 8%

Total interest accrued (without discount amortization) as of June 30, 2015 was \$27,802 of which \$1,300 was accrued during the three month period ended June 30, 2015. The current period interest is included as part of other notes interest.

## Summary of Interest and Notes Payable

|                                       | June 30,<br>2015 | June 30,<br>2014  |
|---------------------------------------|------------------|-------------------|
| Interest expense                      |                  |                   |
| Interest – Johnson                    | 2,598            | 2,598             |
| Interest – Dutro Group                | 9,056            | 9,056             |
| Interest - Employee Group             | 57,617           | 45,537            |
| Interest – Other Notes                | 3,081            | 3,081             |
| Total interest expense                | \$ 72,352        | \$ 60,272         |
|                                       |                  |                   |
|                                       | June 30,<br>2015 | March 31,<br>2015 |
| Note Payable Balance                  |                  |                   |
| Edward Johnson – Johnson Financing    | \$ 86,615        | \$ 86,615         |
| Patrick Madison – Other Notes         | 20,000           | 20,000            |
| Lionel Brown – Other Notes            | 20,000           | 20,000            |
| Patricia Fielding – Other Notes       | 22,000           | 22,000            |
| Mark Madison – Other Notes            | 10,000           | 10,000            |
| Richard Long – Other Notes            | 17,000           | 17,000            |
| Asher Enterprises, Inc. – Other Notes | 65,000           | 65,000            |
| Vicki Davis - Dutro Group             | 168,000          | 168,000           |
| William Dutro – Dutro Group           | 65,000           | 65,000            |
| Dutro Company – Dutro Group           | 250,000          | 250,000           |
| Total Note Payable – short term       | \$ 723,615       | \$ 723,615        |
| Total Note Payable – long term        | \$ -             | \$ -              |
| Total Notes Payable                   | \$ 723,615       | \$ 723,615        |

## Debt Maturity Schedule

As of June 30, 2014, the annual maturities for notes payable are scheduled as follows:

| Fiscal Year    | Amount     |
|----------------|------------|
| March 31, 2015 | \$ -       |
| March 31, 2016 | \$ 723,615 |
| Total          | \$ 723,615 |

All interest is due under the terms of the various agreements. However future interest payments will not be made until all pending litigation is resolved and a satisfactory revised payment arrangement is completed by all parties.



#### Note 4 – EQUITY

During the Quarter ended: June 30, 2015:

No equity transactions occurred in the period ended June 30, 2015.

#### Note 5 – GOING CONCERN

The Company generated minimal revenues prior to the current fiscal year. No revenues were generated for the three month period ended June 30, 2015. This level of revenues is not sufficient for the Company to meet its future obligations. This factor raises substantial doubt about the Company's ability to continue as a going concern.

The Company is in the midst of the Dutro litigation and other litigation. The litigation has hindered the operation of the Company and have set back the ability to raise capital and develop ongoing business. The Company is in the process of restructuring the business in order to continue forward as a going concern. It is expected that the restructuring will be completed after the current litigation is completed. After the restructuring is completed, revenues are not expected to be generated at the earliest by the end of the year ended March 31, 2016.

#### Note 6 - INCOME TAX

Income taxes are accounted for using the asset and liability method. Deferred taxes are provided on a liability method whereby deferred tax assets are recognized for deductible temporary differences and operating loss and tax credit carryforwards and deferred tax liabilities are recognized for taxable temporary differences. Temporary differences are the differences between the reported amounts of assets and liabilities and their tax bases. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or all of the deferred tax assets will not be realized. Deferred tax assets and liabilities are adjusted for the effects of changes in tax laws and rates on the date of enactment.

The Company's financial statements for the three month period ended June 30, 2015 and 2014 do not include any provision for income taxes. No income tax accrual has been recorded based on the expectation that the Company will be in a net loss position for the overall applicable fiscal year. Accordingly, deferred tax assets have been entirely offset by valuation allowances. The difference between the amounts of income tax benefit that would result from applying domestic federal statutory income tax rates to the net loss and the net deferred tax assets is related to certain nondeductible expenses, state income taxes, and the change in the valuation allowance.

The Financial Accounting Standards Board ("FASB") has issued ASC 740 for Accounting for Income Taxes that clarifies the accounting for uncertainty in income taxes recognized in an enterprise's financial statements. ASC 740 requires a company to determine whether it is more likely than not that a tax position will be sustained upon examination based upon the technical merits of the position. If the more-likely-than-not threshold is met, a company must measure the tax position to determine the amount to recognize in the financial statements. As a result of the implementation of ASC 740, the Company performed a review of its material tax positions in accordance with recognition and measurement standards established by ASC 740.

The Company had no unrecognized tax benefit which would affect the effective tax rate if recognized.

The Company includes interest and penalties arising from the underpayment of income taxes in the consolidated statements of operations in the provision for income taxes. As of June 30, 2015 the Company had no accrued interest or penalties related to uncertain tax positions.

The Company files income tax returns in the U.S. federal jurisdiction and in the states of Delaware, Utah and any other jurisdiction where required. With few exceptions, the Company is no longer subject to U.S. federal, state and local, or non-U.S. income tax examinations by tax authorities for years before 2012.

## Note 7 – SUBSEQUENT EVENTS

The Company has evaluated subsequent events per the requirements of ASC Topic 855 and has determined that the following events should be disclosed.

- 1) Litigation involving various parties continues and is expected to continue for the foreseeable future. The impact of the issues surrounding the litigation impact the Company's ability to obtain funding needed to operate the Company according to their strategic plans.

## Item 2. Management's Discussion And Analysis Or Plan Of Operation

This report contains forward-looking statements within the meaning of Section 29a of the Securities Act of 1933, as amended, and Section 21e of the Securities Exchange Act of 1934, as amended. These forward-looking statements are subject to numerous risks and uncertainties that could cause actual results to differ materially from historical or anticipated results. You should not place undue reliance on such forward-looking statements, and, when considering such forward-looking statements, you should keep in mind the risk factors noted in this report, including the section of this report entitled "Risks Related to Our Business and Operations." You should also keep in mind that all forward-looking statements are based on management's existing beliefs about present and future events outside of management's control and on assumptions that may prove to be incorrect. The following discussion and analysis should be read in conjunction with the Company's financial statements and notes thereto, which are included elsewhere in this report.

### Overview

Sector 10 has developed and seeks to market pre-deployed emergency and disaster response equipment with the world's first patented Stationary Response Units (SRU) and Mobile Response Units (MRU). Sector 10 has patents issued in the United States and patent applications pending with U.S. and international agencies. Sector 10's initial SRU and MRU design has been developed, produced, nationally test marketed and sold.

The Company's cash balance is insufficient to satisfy the Company's cash requirements for the next 12 months. Due to issues surrounding Dutro Group and other pending litigation, the ability to deliver products to customers has been delayed. Litigation involving various parties continues and is expected to continue for the foreseeable future. The impact of the issues surrounding the litigation impact the Company's ability to obtain funding needed to operate the Company according to their strategic plans.

### Going Concern Qualification

Our notes to the financial statements disclose that the cash flow of the Company has been absorbed in operating activities, has incurred net losses for the fiscal year and has a working capital deficiency. Due to the pending litigation and the current restructuring, the Company operations are not likely to produce positive cash flow until at least the end of the fiscal year ended March 31, 2016. These factors raise substantial doubt about our ability to continue as a going concern. Our going concern uncertainty may affect our ability to raise additional capital, and may also affect our relationships with suppliers and customers. Investors should carefully examine our financial statements and read the notes to the financial statements.

### Results of Operations

Three Months Ended June 30, 2015 as Compared to the Three Months Ended June 30, 2014

Revenues -

The Company had no revenues for the three months ended June 30, 2015.

The Company had no revenues for the three months ended June 30, 2014.

9

---

Other Income-

The Company had no other income for the three months ended June 30, 2015.

The Company had no other income for the three months ended June 30, 2014.

Cost of Sales -

The Company had no cost of sales or other operating expenses for the fiscal year ended June 30, 2015.

The Company had no cost of sales or other operating expenses for the fiscal year ended June 30, 2014.

All expenses for the Company were treated as general and administrative expenses.

General and Administrative Expenses -

General and administrative expenses were \$205,765 for the three months ended June 30, 2015. These expenses are made up of accrued and unpaid wages – \$163,500, Legal & professional fees – \$20,000, accrued payroll taxes – \$16,350, Insurance expense - \$4,059 and Filing, financing and other fees - \$1,856.

General and administrative expenses were \$208,096 for the three months ended June 30, 2014. These expenses are made up of accrued and unpaid wages – \$148,500, Legal & professional fees – \$40,000, accrued payroll taxes – \$14,850, Insurance expense - \$3,336 and Filing, financing and other fees - \$1,410.

Depreciation Expense –

Depreciation expense for the three month period ended June 30, 2015 was \$0.

Depreciation expense for the three month period ended June 30, 2014 was \$0.

Interest Expense –

Interest expense for the three month period ended June 30, 2015 was \$72,352 for interest accrued on notes payable.

Interest expense for the three month period ended June 30, 2014 was \$60,272 for interest accrued on notes payable.

Liquidity and Capital Resources

As of June 30, 2015, Sector 10 had cash of \$0. This amount is not sufficient to meet the Company's working capital requirements for the balance of the fiscal year ending March 31, 2015 or for any future period.

Total Assets -

The Company had no assets as of June 30, 2015.

## Working capital -

Since the merger on November 20, 2007, we initially have financed the operations exclusively through advances from shareholders and officers. Beginning in May 2008, outside investors have assisted in provided working capital. Total cumulative outside capital received amounted to \$657,500 as of the period ended June 30, 2015.

As of this filing date, the Company is in the midst of litigation and in the process of restructuring its operations in order to raise capital and continue in its efforts to manufacture and distribute its products. The restructuring will not be complete until the litigation has been completed. Potential funding for operations is not expected until sometime in the fiscal year ended March 31, 2016 or beyond.

Our auditors are of the opinion that our continuation as a going concern is in doubt. Our continuation as a going concern is dependent upon continued financial support from our shareholders and other related parties. THE FINANCIAL STATEMENTS, RELATED NOTES AND THE OTHER INFORMATION INCLUDED IN THIS REPORT HAVE NOT BEEN REVIEWED BY THE COMPANY'S OUTSIDE ACCOUNTANT PRIOR TO THE FILING OF THIS REPORT.

## Total Liabilities -

Current liabilities as of June 30, 2015 were \$6,432,944. The balance was composed of accounts payable and accrued liabilities of \$6,192,329, note payable to outside investors of \$240,615.

Long term liabilities as of June 30, 2015 were \$0.

Total liabilities as of June 30, 2015 were \$6,432,944.

## Cash flows -

|   | Three<br>Months<br>Ended<br>June 30,<br>2015 | Three<br>Months Ended<br>June 30,<br>2014 |
|---|--|---|
| <b>Sources and Uses of Cash</b>                         |  |   |
| Net cash provided by / (used in)                        |  |   |
| Operating activities                                    | \$ -   | \$ -                                      |
| Investing activities                                    | -  | -   |
| Financing activities                                    | -  | -   |
| <b>Increase/(decrease) in cash and cash equivalents</b> | \$ -   | \$ -                                      |
| <b>Period ended June 30, 2015 and 2014</b>              |  |   |
| Cash and cash equivalents                               | \$ -   | \$ -                                      |

## Operating Activities -

Cash used in operations for the three months ended June 30, 2015 was \$0.

Cash used in operations for the three months ended June 30, 2014 was \$0.

Investing Activities –

Cash used from investing activities for the three months ended for June 30, 2015 was \$0.

Cash used from investing activities for the three months ended for June 30, 2014 was \$0.

Financing Activities -

Cash provided from financing activities for the three months ended June 30, 2015 was \$0.

Cash provided from financing activities for the three months ended June 30, 2014 was \$0.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

Risks Related to the Company's Business and Operations

Investing in the Common Stock involves a high degree of risk. You should carefully consider the risks described below, and all of the other information set forth in this report before deciding to invest in shares of the Company's common stock. In addition to historical information, the information in this report contains forward-looking statements about the Company's future business and performance. The Company's actual operating results and financial performance may be different from what the Company's management expects as of the date of this report. The risks described in this report represent the risks that the Company's management has identified and determined to be material to the Company. Additional risks and uncertainties not currently known to the Company's management, or that the Company's management currently deems to be immaterial, may also materially harm the Company's business operations and financial condition.

Going Concern Qualification

Our notes to the financial statements disclose that the cash flow of the Company has been absorbed in operating activities, has incurred net losses for the fiscal year and has a working capital deficiency. Due to the pending litigation and the current restructuring, the Company operations are not likely to produce positive cash flow until at least the end of the fiscal year ended March 31, 2016. These factors raise substantial doubt about our ability to continue as a going concern. Our going concern uncertainty may affect our ability to raise additional capital, and may also affect our relationships with suppliers and customers. Investors should carefully examine our financial statements and read the notes to the financial statements.

Other risk factors to be considered include the following:

- The Company has not generated revenues and has not executed any significant contracts for the sale of the Company's products.
- The Company uses outside sources to fulfill contract obligations and has limited control over the provider's ability to meet the Company obligations.
- The directors, executive officers and principal shareholders of the Company have effective control of the Company, preventing non-affiliate shareholders from significantly influencing the Company's direction and future.
- The Company relies on outsourced manufacturers for the production of all Sector 10 products. Litigation is pending regarding the breach of contract by the former outsourced manufacturer and other issues resulting in indefinite delays in production capability and capacity.
- The market for the Company's stock is thin and subject to manipulation.
- The market price for the Common Stock is volatile and may change dramatically at any time.



- Our business may be affected by increased compensation and benefits costs.
- The Company has not paid dividends and does not anticipate paying dividends in the future.
- The Common Stock is a “low-priced stock” or “penny stock” and subject to regulation that limits or restricts the potential market for the stock.
- Compliance with existing and new regulations of corporate governance and public disclosure may result in additional expenses.

Item 4. Controls and Procedures

- (a) Based on the evaluation of our “disclosure controls and procedures” (as defined in the Securities Exchange Act of 1934 Rules 13a-15(e) or 15d-15(e)) required by paragraph (b) of Rules 13a-15 or 15d-15, the Company’s principal executive officer and principal financial officer concluded that as of June 30, 2015, the Company’s disclosure controls and procedures were effective.
- (b) There have been no changes in the Company’s internal control over financial reporting identified in connection with the evaluation required by paragraph (d) of Exchange Act Rules 13a-15 or 15d-15 that occurred during the Company’s last fiscal quarter that have materially affected, or are reasonably likely to materially affect, the Company’s internal control over financial reporting.

PART II - OTHER INFORMATION

Item 1. Legal Proceedings

The Company is aware of the following situation regarding litigation, pending or threatened, to which it is a party.

Dutro Group, Dutro Company & Reality Engineering

The Dutro Group consists of Dutro Company, Reality Engineering, William Dutro, Vicki Davis and Lee Allen and other parties. The litigation is ongoing for multiple years and is expected to continue at least into the fiscal year ended March 31, 2016 and possibly beyond. The Company has filed a claim against the Dutro Group to seek relief for the damages incurred by Dutro Group actions.

The litigation has been delayed for various reasons resulting in additional pressures on the Company to manage the proceedings. The Company is committed and determined to continue the litigation to protect the shareholders and other investors from the damages incurred by the Dutro actions. The Company is seeking additional assistance and resources in managing the proceedings. The Company believes that sufficient reserves are included in the financial statements for exposures for the issues represented in these actions.

Edward Johnson

The Company is past due on the unpaid balance of a note payable plus accrued interest to Edward Johnson. The note collection and other issues were pending in litigation. A settlement was reached in the Johnson case on November 14, 2013. Under the settlement, the parties agreed to retain the judgment for collection of the outstanding debt and drop all other claims and counter claims. Payment of the judgment will be made based on a payment of \$2,000 at settlement and then a payment of \$2,000 every 90 days. Due to deficiencies in cash flow, further interest payments have not been made. Proceeds from other litigation (if any) will be used as the primary source of funds to pay off the judgment. The judgment including accrued interest was agreed to be \$115,198 as of May 1, 2013. Interest will accrue on the principal of \$86,615 at an annual rate of 12% until the judgment is paid in full. The outstanding loan had been accruing interest at a rate of 6% per year. The impact of the settlement and the resulting increase in interest to 12% has been reflected in the current financial statements, Payments are allocated first to unpaid interest and then principal.

Bank of America

The Company and its affiliates filed a claim seeking damages resulting from actions and activities involving certain parties affiliated with the parties involved in the case. The Court dismissed the case under grounds that the Company

believes has no legal basis. The Company has filed an appeal to reinstate the litigation. The appeal was denied and the case has been dismissed. The Company is evaluating further options concerning this matter.

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

None

Item 3. Defaults Upon Senior Securities

None

13

---

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

None

Item 5. Other Information

None

Item 6. Exhibits

Exhibit

31.1 Certification of the Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

31.2 Certification of the Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

32.1 Certification of the Principal Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

32.2 Certification of the Principal Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

101 INS XBRL Instance Document\*

101 SCH XBRL Schema Document\*

101 CAL XBRL Calculation Linkbase Document\*

101 DEF XBRL Definition Linkbase Document\*

101 LAB XBRL Labels Linkbase Document\*

101 PRE XBRL Presentation Linkbase Document\*

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.

Sector 10, Inc.

August 13, 2015  
Date

By: /s/ Pericles DeAvila  
Pericles DeAvila, President

August 13, 2015  
Date

By: /s/ Laurence A. Madison  
Laurence A. Madison  
Chief Financial Officer