

Z3 ENTERPRISES, INC.
Form 10-Q/A
December 07, 2010

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

(Mark One)

Form 10-Q /A-1

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

For the quarterly period ended SEPTEMBER 30, 2010

or

TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934

For the transition period from _____ to _____
Commission file number: 000-53443

Z3 ENTERPRISES, INC.
(Name of registrant as specified in its charter)

Nevada 75-3076597
(State or other jurisdiction of incorporation or (I.R.S. Employer Identification No.)
organization)

2831 St. Rose Parkway, Suite 204, Henderson, Nevada 89052
(Address of principal executive offices) (Zip Code)

(702) 589-4709
(Registrant's telephone number, including area code)

BIBB CORPORATION
5645 Coral Ridge Drive, #171, Coral Springs, FL 33076
(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

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Indicate by check mark whether the Registrant has submitted electronically and posted on its corporate website, if any, every interactive data file required to be submitted and posted pursuant to Rule 405 of Regulation S-T (232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated Filer	<input type="checkbox"/>	Accelerated
Filer	<input type="checkbox"/>	
Non-accelerated Filer	<input type="checkbox"/>	Small Reporting Company <input checked="" type="checkbox"/>

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

APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY
PROCEEDINGS DURING THE PRECEDING FIVE YEARS

Indicate by check mark whether the Registrant has filed all documents and reports required to be filed by Section 12, 13, or 15 (d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court. Yes _____ No _____

APPLICABLE ONLY TO CORPORATE ISSUERS:

Indicate the number of shares outstanding of each of the issuer's classes of Common Stock: 3,599,700 shares of Common Stock as of September 30th, 2010.

PART I. - FINANCIAL INFORMATION

- Item 1. Financial Statements
- Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.
- Item 3. Quantitative and Qualitative Disclosures About Market Risk.
- Item 4. Controls and Procedures.

PART II - OTHER INFORMATION

- Item 1. Legal Proceedings.
 - Item 1A. Risk Factors.
 - Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.
 - Item 3. Defaults Upon Senior Securities.
 - Item 4. Removed and Reserved
 - Item 5. Other Information.
 - Item 6. Exhibits.
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CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

Certain statements in this quarterly report on Form 10-Q contain or may contain forward-looking statements that are subject to known and unknown risks, uncertainties and other factors which may cause actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Generally, the words “believes”, “anticipates,” “may,” “will,” “should,” “expect,” “intend,” “estimate,” “continue,” and similar expressions or the negative thereof or comparable terminology are intended to identify forward-looking statements which include, but are not limited to, statements concerning the Company’s expectations regarding its working capital requirements, financing requirements, business prospects, and other statements of expectations, beliefs, future plans and strategies, anticipated events or trends, and similar expressions concerning matters that are not historical facts. These forward-looking statements were based on various factors and were derived utilizing numerous assumptions and other factors that could cause our actual results to differ materially from those in the forward-looking statements. These factors include, but are not limited to, economic, political and market conditions and fluctuations, government and industry regulation, interest rate risk, U.S. and global competition, and other factors. Most of these factors are difficult to predict accurately and are generally beyond our control. You should consider the areas of risk described in connection with any forward-looking statements that may be made herein. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this report. Readers should carefully review this quarterly report in its entirety, including but not limited to our financial statements and the notes thereto. Except for our ongoing obligations to disclose material information under the Federal securities laws, we undertake no obligation to release publicly any revisions to any forward-looking statements, to report events or to report the occurrence of unanticipated events. For any forward-looking statements contained in any document, we claim the protection of the safe harbor for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995.

Explanatory Note:

This Form 10-Q/A-1 is being filed to provide more specificity with respect to the Company’s commitments and contingencies set forth in footnote number 3 to the financial statements.

Z3 ENTERPRISES, INC.
Balance Sheets

	(Un-Audited) As of Sept. 30, 2010	(Audited) As of Dec. 31, 2009
ASSETS		
Current assets		
Cash	\$ 1,223	\$5,746
Total current assets	1,223	5,746
Other assets		
Note receivable from NFY Financial	2,000,000	-
Investment in land	1,052,310	-
Goodwill from purchase of HHCCP, LLC	6,947,690	-
Capitalized broker fees	2,680,536	-
Total other assets	12,680,536	-
Total assets	\$ 12,681,759	5,746
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities		
Accounts payable	\$ 1,095	\$-
Liability of pending common stock issue	8,000,000	-
Total current liabilities	8,001,095	-
Total liabilities	8,001,095	-
Stockholders' equity		
Common stock; \$.001 par value; 25,000,000 shares authorized, 3,340,000 and 3,599,700 shares issued and outstanding as of December 31, 2009 and September 30, 2010, respectively	3,599	3,340
Additional paid-in capital	4,729,907	49,630
Accumulated deficit	(52,842)	(47,224)
Total stockholders' equity	4,680,664	5,746
Total liabilities and stockholders' equity	\$ 12,681,759	\$5,746

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

Z3 ENTERPRISES, INC.
Statements of Income

	(Un-Audited)	(Un-Audited)	(Un-Audited)	(Un-Audited)	(Audited)
	Three months ended Sept. 30, 2010	Sept. 30, 2009	Nine months ended Sept. 30, 2010	Sept. 30, 2009	Year ended Dec. 31, 2009
Revenue	\$7,168	\$ -	\$12,165	\$ -	\$-
Cost of goods sold	750	-	750	-	-
Gross profit	6,418	-	11,415	-	-
Operating expenses					
Professional fees	3,200		14,365		10,387
General and administrative	1,770	1,730	2,668	11,386	2,214
Total operating expenses	4,970	1,730	17,033	11,386	12,601
Income (loss) from operations	1,448	(1,730)	(5,618)	(11,386)	(12,601)
Income (loss) before provision for income taxes	1,448	(1,730)	(5,618)	(11,386)	(12,601)
Provision for income taxes	-	-	-	-	-
Net income (loss)	\$1,448	\$ (1,730)	\$(5,618)	\$ (11,386)	\$(12,601)
Basic and diluted income (loss) per common share	\$0.0004	\$ (0.0006)	\$(0.0017)	\$ (0.0038)	\$(0.0038)
Basic and diluted weighted average common shares outstanding	3,360,199	2,973,333	3,346,733	2,973,333	3,340,000

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

Z3 ENTERPRISES, INC.
Statements of Cash Flows (Un-Audited)

	Nine months ended	
	Sept. 30, 2010	Sept. 30, 2009
Cash flows from operating activities:		
Net loss	\$ (5,618)	\$ (11,386)
Adjustments to reconcile net loss to net cash used by operating activities:		
Changes in operating assets and liabilities:		
Increase in accounts payable	1,095	
Net cash used by operating activities	(4,523)	(11,386)
Cash flows from investing activities:		
Additions to notes receivable	(2,000,000)	
Net cash used by investing activities	(2,000,000)	-
Cash flows from financing activities:		
Proceeds from issuance of common stock	2,000,000	
Net cash provided by financing activities	2,000,000	-
Net decrease in cash	(4,523)	(11,386)
Cash, beginning of period	5,746	18,347
Cash, end of period	1,223	6,961

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

1. DESCRIPTION OF BUSINESS, HISTORY AND SUMMARY OF SIGNIFICANT POLICIES

Description of business and history – Z3Enterprises, Inc., a Nevada corporation, (hereinafter referred to as the “Company” or “Z3E, Inc.”) was incorporated in the State of Nevada on July 22, 2002. The company is in the business of multi-media production and marketing. The Company operations have been limited to a small amount of revenue and mostly general administrative operations.

Management of Company – The Company filed its articles of incorporation with the Nevada Secretary of State on July 22, 2002, indicating Dean Patel as the incorporator.

The company filed its annual list of officers and directors with the Nevada Secretary of State on December 10, 2002 indicating its President, Secretary, Treasurer and Director is Judson Bibb. He remains in those positions as of this filing.

Going concern – The Company incurred net losses of approximately \$52,842 from the period of July 22, 2002 (Date of Inception) through September 30, 2010 and has not fully commenced its operations. The Company is still largely in the development stages, raising substantial doubt about the Company’s ability to continue as a going concern. The Company is seeking additional sources of capital through the issuance of debt, equity, or joint venture agreements, but there can be no assurance the Company will be successful in accomplishing its objectives.

The ability of the Company to continue as a going concern is dependent on additional sources of capital and the success of the Company’s plan. The financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.

Year end – The Company’s year end is December 31.

Income taxes – The Company accounts for its income taxes in accordance with Statement of Financial Accounting Standards No. 109, which requires recognition of deferred tax assets and liabilities for future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and tax credit carry forwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in operations in the period that includes the enactment date.

Management believes the Company will have a net operating loss carryover to be used for future years. Such losses may not be fully deductible due to the significant amounts of non-cash service costs. The Company has established a valuation allowance for the full tax benefit of the operating loss carryovers due to the uncertainty regarding realization.

Current tax laws limit the amount of loss available to be offset against future taxable income when a substantial change in ownership occurs. Therefore, the amount available to offset future taxable income may be limited.

Net loss per common share – The Company computes net loss per share in accordance with SFAS No. 128, Earnings per Share (SFAS 128) and SEC Staff Accounting Bulletin No. 98 (SAB 98). Under the provisions of SFAS 128 and SAB 98, basic net loss per share is computed by dividing the net loss available to common stockholders for the period by the weighted average number of shares of common stock outstanding during the period. The calculation of diluted net loss per share gives effect to common stock equivalents; however, potential common shares are excluded if their effect is anti-dilutive. For the period from July 22, 2002 (Date of Inception) through September 30, 2010, no options and warrants were excluded from the computation of diluted earnings per share because their effect would be anti-dilutive.

Concentration of risk – Our operations are dependent upon the financial support of Judson Bibb and Phoenix Productions and Entertainment Group. Should either discontinue funding, it is likely that the Company will need to seek additional capital.

Revenue recognition – The Company will recognize revenue when: Persuasive evidence of an arrangement exists; Shipment has occurred; Price is fixed or determinable; and Collectability is reasonably assured. The Company closely follows the provisions of ASC 605, Revenue Recognition, which include the guidelines of Staff Accounting Bulletin No. 104 as described above. For the three month period ended September 30, 2010, the Company recognized \$7,168 of revenues.

Professional fees - The expenses for the three months and nine months ended September 30, 2010 were as follows:

3 Months

9 Months