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Breezer Ventures Inc.

Form 10-Q

February 21, 2012

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 December 31, 2011

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number: 333-129229

Breezer Ventures Inc. (Exact Name of Registrant as Specified in its Charter)

Nevada (State or other jurisdiction of incorporation or organization)

N/A (I.R.S. Employer Identification No.)

3943 Irvine Blvd. Unit 535 Irvine, CA 92602

(Address of principal executive offices)

949-419-6588

(Registrant's telephone number, including Area Code)

N/A (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

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

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

As of February 20, 2012, the Issuer had 35,000,000 shares of its Common Stock outstanding.

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SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Report on Form 10-Q (this "Report") includes forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. Forward-looking statements include statements concerning our plans, objectives, goals, strategies, future events, future revenues or performance, capital expenditures, financing needs and other information that is not historical information and, in particular, appear in the section entitled "Management's Discussion and Analysis or Plan of Operations" and elsewhere in this Report. When used in this Report, the words "estimates," "expects," "anticipates," "forecasts," "plans," "intends," "believes," "seeks," "may," "will," "should" and variations of these words or similar expressions (or the negative versions of any these words) are intended to identify forward-looking statements. All forward-looking statements, including, without limitation, management's examination of historical operating trends, are based upon our current expectations and various assumptions. Our expectations, beliefs and projections are expressed in good faith and we believe there is a reasonable basis for them. However, we can give no assurance that management's expectations, beliefs and projections will be achieved.

There are a number of risks and uncertainties that could cause our actual results to differ materially from the results referred to in the forward-looking statements contained in this Report. Important factors outside the scope of our control could cause our actual results to differ materially from the results referred to in the forward-looking statements we make in this Report. Without limiting the foregoing, if we are unable to acquire approvals or consents from third parties or governmental authorities with respect to our new business model, our plans to commence our new business may become irrevocably impaired.

All forward-looking statements included herein are expressly qualified in their entirety by the cautionary statements contained or referred to in this Report. Except to the extent required by applicable laws and regulations, the Company undertakes no obligation to update these forward-looking statements to reflect events or circumstances after the date of this Report or to reflect the occurrence of unanticipated events.

Unless otherwise provided in this Report, references to the "Company," the "Registrant," the "Issuer," "we," "us," and "our" refer to Breezer Ventures Inc.

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 PART I FINANCIAL INFORMATION

Breezer Ventures Inc.  
 (A Development Stage Company)  
 Balance Sheet  
 (Expressed in U.S. Dollars)

	December 31, 2011 (Unaudited)	September 30, 2011
<b>ASSETS</b>		
Current Assets		
Receivable due to officer	-	-
Total Current Assets	-	-

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Property Plant and Equipment		
Furniture and Equipment	17,500	17,500
Accumulated Depreciation	(17,500)	(17,500)
	-	-
Investment in Oil Lease	72,094	72,094
TOTAL ASSETS	\$ 72,094	\$ 72,094
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current Liabilities		
Accounts Payable and Accrued Liabilities	89,635	\$ 87,635
Due to related parties	88,730	88,730
TOAL CURRENT LIABILITIES	178,365	176,365
Stockholder's Deficit		
Preferred Stock, \$0.001 par value, 50,000,000 shares authorized, None issued and outstanding		
Common Stock, \$0.001 par value, 100,000,0000 shares authorized 35,600,000 issued and outstanding	35,600	35,600
Additional Paid-In Capital	61,314	60,530
(Deficit) accumulated during the development stage	(203,185)	(200,401)
Total Stockholders' Deficit	(106,271)	(104,271)
TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT	\$ 72,094	\$ 72,094

See accompanying summary of accounting policies and notes to financial statements

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Breezer  
Ventures  
Inc.  
(A  
Development  
Stage  
Company)  
Statements  
of  
Operation  
(Unaudited)  
(Expressed  
in U.S.  
Dollars)

	Three Months Ended December 31, 2011	Three Months Ended December 31, 2010	From May 19, 2005 (Inception) to December 31, 2011
General and Administration Expenses			
Consulting and Professional fees	2,000	600	91,655
Training Costs	-	-	5,000
Management Fees	-	-	6,000
Office Expense	-	250	250
Rent	-	-	44,000
Depreciation	-	876	17,500
Other	-	-	4,366
Interest	784	784	11,464
	2,784	2,510	180,235
Net Loss for the period	(2,784)	(2,510)	(180,235)
Net Loss per Common Share	(0.00)	(0.00)	

Basic and diluted

Per Share Information  
Weighted Average Number of Common Shares Outstanding  
Basic and diluted

35,600,000

30,600,000

See accompanying summary of accounting policies and notes to financial statements

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

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Breezer Ventures Inc. (A Development Stage Company) Statements of Cash Flow (Unaudited) (Expressed in U.S. Dollars)

	For the Three Months Ended December 31, 2011	For the Three Months Ended December 31, 2010	From May 19, 2005 (Inception) to December 31, 2011
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Cash Flows from Operating Activities  
Net Loss for the Period

\$	(2,784)	(2,510)	\$ (180,235)
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Depreciation	-	876	17,500
Imputed			
Interest on	784	784	11,464
shareholder			
advances			
Due to	-	-	50,000
Catalyst			
Accounts			
Payable and	2,000	600	89,635
Accrued			
Liabilities			
Net Cash			
Flows Used in	-	(250)	(11,636)
Operating			
Activities			
	-		
Cash Flows			
from			
Investing	-		
Activities			
Investment in			
Oil Lease	-	-	(72,094)
Purchase			
of assets	-	-	(17,500)
Net Cash			
Flows Used in	-		(89,594)
Investing			
Activities			
	-		
Cash Flows			
from			
Financing	-	-	
Activities			
Advances			
from	-	-	38,730
Shareholders			
Issuance			
of	-		62,500
Common			
Stock			
Net Cash			
Flows			
Provided from	-	-	101,230
Financing			
Activities			
	-		
Net Increase			
(Decrease) in	-	(250)	(0)
Cash			
	-	270	-

Cash and Cash Equivalents, Beginning of Period			
Cash and Cash Equivalents, End of Period	-	20	(0)

See accompanying summary of accounting policies and notes to financial statements

**Breezer Ventures Inc.**

**(A Development Stage Company)**

**NOTES TO FINANCIAL STATEMENTS**

Note 1 Incorporation and Operating Activities

Breezer Ventures Inc. was incorporated on May 18, 2005, under the laws of the State of Nevada, U.S.A. Operations, as a development stage company started on that date.

We are operating as an independent emerging natural resources company. The company's focus is on the acquisition, exploration, development and production of oil, natural gas and minerals. We believe that the world has entered a commodities super cycle caused by globalization and the industrialization of large emerging countries and regions such as India, China and the Middle East. Our objective is to find, acquire and develop natural resources at the lowest cost possible and recycle our cash flows into new projects yielding the highest returns with controlled risk.

Note 2 Summary of Significant Accounting Policies

*Basis of Presentation*

The Company follows accounting principles generally accepted in the United States of America. In the opinion of management, all adjustments, consisting of normal recurring adjustments, necessary for a fair presentation of financial

position and the results of operations for the periods presented have been reflected herein.

#### *Revenue Recognition*

Revenue is recognized when it is realized or realizable and earned. Breezer considers revenue realized or realizable and earned when persuasive evidence of an arrangement exists, services have been provided, and collectability is reasonably assured. Revenue that is billed in advance such as recurring weekly or monthly services are initially deferred and recognized as revenue over the period the services are provided.

#### *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.

#### *Development Stage Company*

The Company complies with the FASB Accounting Standards Codification (ASC) Topic 915 Development Stage Entities and the Securities and Exchange Commission Exchange Act 7 for its characterization of the Company as development stage.

#### *Impairment of Long Lived Assets*

Long-lived assets are reviewed for impairment in accordance with ASC Topic 360, "Accounting for the Impairment or Disposal of Long-lived Assets". Under ASC Topic 360, long-lived assets are tested for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. An impairment charge is recognized or the amount, if any, which the carrying value of the asset exceeds the fair value.

#### *Foreign Currency Translation*

Our functional and reporting currency is the United States dollar. Monetary assets and liabilities denominated in foreign currencies are translated in accordance with ASC Topic 830, "Foreign Currency Translation" using the exchange rate prevailing at the balance sheet date. Gains and losses arising on settlement of foreign currency denominated transactions or balances are included in the determination of income. We have not, to the date of these financial statements, entered into derivative instruments to offset the impact of foreign currency fluctuations.

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#### *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, receivables, advances receivable, cheques issued in excess of cash, accounts payable and property obligations payable. 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.

#### *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.

#### *Basic and Diluted Net Loss Per Common Share*

Basic and diluted net loss per share calculations are calculated on the basis of the weighted average number of common shares outstanding during the year. The per share amounts include the dilutive effect of common stock equivalents in years with net income. Basic and diluted loss per share is the same due to the anti dilutive nature of potential common stock equivalents.

#### *Stock Based Compensation*

The Company accounts for stock-based employee compensation arrangements using the fair value method in accordance with the provisions of ASC Topic 718 Compensation – Stock Compensation. The company accounts for the stock options issued to non-employees in accordance with the provisions of ASC Topic 718, Compensation-Stock Compensation.

On September 2, 2009, the Board of Directors of Breezer Ventures Inc. declared the payment of a stock dividend consisting of three (3) additional shares of the Company's common stock for each one (1) share of the Company's common stock held as of the record date. The record date will be September 14, 2009. Such stock dividend will be paid on September 15, 2009. Holders of fractions of shares of the Company's common stock will receive a proportional number of shares rounded to the nearest whole share. In connection with this stock dividend, the ownership of stockholders possessing 7,650,000 shares of the Company's Common Stock will be thereby be increased to 30,600,000 shares of common stock.

#### *Cash and Cash Equivalents*

For purposes of the statement of cash flows, the Company considers all highly liquid investments purchased with an original maturity of three months or less to be cash equivalents. As of December 31, 2011 and 2010, there were no cash equivalents.

#### *Property, Plant and Equipment*

Property, plant and equipment consist of furniture and equipment recorded at cost, with amortization provided over the estimated useful life of the asset, 5 years, straight-line.

#### *Recent Accounting Pronouncements*

Breezer does not expect the adoption of recently issued accounting pronouncements to have a significant impact on its results of operations, financial position or cash flow.

#### *Investment in Oil Lease*

All direct costs related to the acquisition of oil lease rights are capitalized. Exploration costs are charged to operations in the period incurred until such time as it has been determined that an oil lease has economically recoverable reserves, at which time subsequent exploration costs and the costs incurred to develop an oil lease are capitalized.

The Company reviews the carrying values of its oil lease rights whenever events or changes in circumstances indicate that their carrying values may exceed their estimated net recoverable amounts. An impairment loss is recognized when the carrying value of those assets is not recoverable and exceeds its fair value. As of December 31, 2011, management has determined that there is no impairment in value for the purchase of the oil lease right purchased in April 2011.

At such time as commercial production may commence, depletion of each oil lease will be provided on a unit-of-production basis using estimated proven and probable recoverable reserves as the depletion base. In cases where there are no proven or probable reserves, depletion will be provided on the straight-line basis over the expected economic life of the oil lease.

The Company had no operating properties at December 31, 2011, but the Company's oil leases will be subject to standards for oil lease reclamation that is established by various governmental agencies. For these non-operating leases, the Company accrues costs associated with environmental remediation obligations when it is probable that such costs will be incurred and they are reasonably estimable. Costs of future expenditures for environmental remediation are not discounted to their present value. Such costs are based on management's current estimate of amounts that are expected to be incurred when the remediation work is performed within current laws and regulations.

It is reasonably possible that due to uncertainties associated with defining the nature and extent of environmental contamination, application of laws and regulations by regulatory authorities, and changes in remediation technology, the ultimate cost of remediation and reclamation could change in the future. The Company continually reviews its accrued liabilities for such remediation and reclamation costs as evidence becomes available indicating that its remediation and reclamation liability has changed.

The Company recognizes the fair value of a liability for an asset retirement obligation in the period in which it is incurred, if a reasonable estimate of fair value can be made. The associated asset retirement costs are capitalized as part of the carrying amount of the associated long-lived assets and depreciated over the lives of the assets on a units-of-production basis. Reclamation costs are accreted over the life of the related assets and are adjusted for changes resulting from the passage of time and changes to either the timing or amount of the original present value estimate on the underlying obligation.

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Note 3 Going Concern

The company's financial statements have been prepared on a going concern basis, which contemplates the realization of assets and settlement of liabilities and commitments in the normal course of business for the foreseeable future. Since inception, the Company has accumulated losses aggregating to \$180,235 and has insufficient working capital to meet operating needs for the next twelve months as of December 31, 2011, all of which raise substantial doubt about the company's ability to continue as a going concern.

The Company does not have the necessary funds to cover the anticipated operating expenses over the next twelve months. It will be necessary for the company to raise additional funds through the issuance of equity securities, through loans or debt financings. There can be no assurance that the Company will be successful in raising the required capital or that actual cash requirements will not exceed our estimates. We do not have any agreements in place for equity financing and or loan and debt financing. In the event that the Company is unsuccessful in its financing efforts, the Company may seek to obtain short term loans.

We are in the process of developing a new business plan for the Company. The company's management has been actively pursuing acquisitions of oil leases in the United States specifically in the Fort Worth Basin area. In pursuing this business plan we executed our first asset purchase as described below.

#### **Note 4 Investment in Oil Lease**

On April 7, 2011, we executed an asset purchase agreement (the "Agreement") with Catalyst Capital Group, Inc., a California corporation whereby pursuant to the terms and conditions of that Agreement we purchased Catalyst Capital Group, Inc.'s undivided 13/16th interest in and to Firecreek Global, Inc.'s right, title and interest in and to the following (based on Firecreek Global, Inc.'s 93.75% working interest (for depths above 100 feet below the top of the Ellenburger Formation) and 70.341796% net revenue interest in the Elma Jackson oil and gas; (i) Well #6 (API# 42-059-04612) together with the proration units designated for such well by the Texas Railroad Commission and the rights and appurtenances incident to such well (such well and the associated proration units and rights and appurtenances, arising from the working Interests, hereinafter referred to as the "Initial Well"); (ii) Firecreek's rights in, to and under, and obligations arising from, agreements relating to the Lease to the extent the same are applicable to the Initial Well; (iii) Firecreek's interest in fixtures and personal property used solely in connection with the operation of the Initial Well; and (iv) Firecreek's interest in books, files, data and records in Seller's possession to the extent the same relate to the Initial Well provided that possession of same will remain with Firecreek; and the right and option based on certain terms and conditions to acquire a 13/16th interest in and rehabilitate certain other

wells.

As consideration, Catalyst Capital Group, Inc. was provided with 5,000,000 restricted common shares of our company and a one-time payment of \$50,000 plus 15/16th of any excess total rehabilitation cost associated with Well #6, payable pursuant to the terms listed in the Agreement.

Note 5 Property, Plant and Equipment

Property, Plant and Equipment consists of furniture and equipment, which is being depreciated over 5 years.

Note 6 Income Taxes

The Company has tax losses, which may be applied against future taxable income. The potential tax benefits arising from these loss carry forwards expire between 2025 and 2028 and are offset by a valuation allowance due to the uncertainty of profitable operations in the future. The net operating loss carry forward was \$180,235 and \$143,441 at December 31, 2011 and 2010, respectively.

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Note 7 Related Party Transaction

Catalyst Capital Group Inc. loaned \$50,000 to the Company during the period ended September 30, 2011, which is unsecured, with no specific terms of repayment. The Director of the company has also loans outstanding from the company for the following amounts: \$38,730 and \$38,750 at December 31, 2011 and December 31, 2010, respectively. Imputed interest at 8% per annum and is calculated on the director's loans and has been included as an increase to additional paid in capital in the amount of \$774 and \$775 for the period ended December 31, 2011 and 2010 respectively.

Note 8 Subsequent Events

**There are no reportable subsequent events to report to the date of the financial statements.**

Item 2: Management's Discussion and Analysis of Financial Condition and Results of Operations  
FORWARD-LOOKING STATEMENTS

This quarterly report contains forward-looking statements. These statements relate to future events or our future financial performance. In some cases, you can identify forward-looking statements by terminology such as "may", "should", "expects", "plans", "anticipates", "believes", "estimates", "predicts", "potential" or "continue" or the negative of these terms or other comparable terminology. These statements are only predictions and involve known and unknown risks, uncertainties and other factors, that may cause our or our industry's actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by these forward-looking statements. Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, levels of activity, performance or achievements. Except as required by applicable law, including the securities laws of the United States, we do not intend to update any of the forward-looking statements to conform these statements to actual results.

Our unaudited financial statements are stated in United States Dollars (US\$) and are prepared in accordance with United States Generally Accepted Accounting Principles. The following discussion should be read in conjunction with our financial statements and the related notes that appear elsewhere in this quarterly report. The following discussion contains forward-looking statements that reflect our plans, estimates and beliefs. Our actual results could differ materially from those discussed in the forward looking statements. Factors that could cause or contribute to such differences include, but are not limited to, those discussed below and elsewhere in this quarterly report.

In this quarterly report, unless otherwise specified, all dollar amounts are expressed in United States dollars. All references to "US\$" refer to United States dollars and all references to "common shares" refer to the common shares in our capital stock. As used in this quarterly report, the terms "we", "us", "our", "our company" and Breezer mean Breezer Ventures Inc., unless otherwise indicated.

#### Plan of Operations

Breezer Ventures Inc. was incorporated in the state of Nevada on May 18, 2005. To date, the Company has not commenced operations or earned revenue. The Company's previous business models related to the restaurant business. However, we were not successful in implementing this business plan. Management then investigated several other business opportunities, and focused on opening a restaurant in Beijing, China. The Company has abandoned this business plan as well, and now has no plans to open a restaurant. As of the date of the filing of this Report, the Company is exploring and considering various potential business opportunities.

Our principal executive offices are located at 3943 Irvine Blvd. Unit 535 Irvine, CA 92602.

We are in the process of developing a new business plan for the Company. At the present time, the Company does not have the necessary funds to cover its anticipated operating expenses over the next twelve months or to commence operations. It will be necessary for the Company to raise additional funds through the issuance of equity securities, through loans or debt financings. There can be no assurance that the Company will be successful in raising the required capital or that actual cash requirements will not exceed our estimates. We do not have any agreements in place for equity financing and or loan and debt financing. In the event that the Company is unsuccessful in its financing efforts, the Company may seek to obtain short term loans. There can be no assurance that we will be successful in finding financing, or even if financing is found, that we will be successful in achieving profitable operations.

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Because we have not yet determined what the Company's business operations will be, we can not estimate what competitive conditions we will face, what products we will sell and how we will distribute them, the raw materials we may require, the number or nature of our customers or the impact of future government regulation on our business.

Mr. Sim resigned on December 22, 2009 as the President, Chief Executive Officer, Treasurer, Secretary and sole director of the Company. Prior to Mr. Sims resignation, Mr. Tang Xu was appointed to the Company's Board of Directors. Mr. Tang Xu was appointed to serve as the Company's President, Chief Executive Officer, Treasurer and Secretary upon Mr. Sims resignation.

### Revenues and Expenses

The Company has not generated any revenues since its inception.

The Company incurred general and administration expenses of \$2,784 for the three months ended December 31, 2011. For the three months ended December 31, 2010, the Company experienced general and administration expenses of \$2,510. Since the Company's inception, the Company has incurred total general and administration expenses of \$180,235. The majority of the expenses incurred by the Company have been related to the Company's offices and expenses related to maintaining the Company's status as a publicly reporting company, including legal, accounting and filing fees.

For the three months ended December 31, 2011, the Company experienced a net loss of \$2,784.

Should the Company commence operations in the near future, its expenses are anticipated to increase considerably

### Liquidity and capital resources

The Company has earned no revenues since its inception. From inception until the date of this filing, we have had no material operating activities. Our current cash balance as of the date of this Report is \$0. We anticipate that our current cash balance will not satisfy our cash needs for the following twelve-month period. There can be no assurance that we will be successful in finding financing, or even if financing is found, that we will be successful in commencing operations.

During the Three months period ended December 31, 2011, the Company satisfied its working capital needs from loans from its Director. As of December 31, 2011, the Company has cash on hand in the amount of \$0. Management does not expect that the current level of cash on hand will be sufficient to fund our operation for the next twelve month period. We may also be able to obtain more future loans from our shareholders, but there are no agreements or understandings in place currently.

We believe that 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 agreements 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 certain of our shareholders.

### Off Balance Sheet Arrangements

As of December 31, 2011 we did not have any off balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources.

## ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Pursuant to permissive authority under Regulation S-K, Rule 305, we have omitted Selected Financial Data.

#### ITEM 4. CONTROLS AND PROCEDURES

##### Evaluation of Disclosure Controls and Procedures

We carried out an evaluation, under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, of the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) of the Exchange Act (defined below)). Based upon that evaluation, our principal executive officer and principal financial officer concluded that, as of the end of the period covered in this report, our disclosure controls and procedures were not effective to ensure that information required to be disclosed in reports filed under the Securities Exchange Act of 1934, as amended (the "Exchange Act") is recorded, processed, summarized and reported within the required time periods and is accumulated and communicated to our management, including our principal executive officer and principal financial officer, as appropriate to allow timely decisions regarding required disclosure.

Our management, including our principal executive officer and principal financial officer, does not expect that our disclosure controls and procedures or our internal controls will prevent all error or fraud. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints and the benefits of controls must be considered relative to their costs. Due to the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, have been detected. Accordingly, management believes that the financial statements included in this report fairly present in all material respects our financial condition, results of operations and cash flows for the periods presented.

##### Changes in Internal Control over Financial Reporting

In addition, our management with the participation of our Principal Executive Officer and Principal Financial Officer have determined that no change in our internal control over financial reporting occurred during or subsequent to the quarter ended December 31, 2010 that has materially affected, or is (as that term is defined in Rules 13(a)-15(f) and 15(d)-15(f) of the Securities Exchange Act of 1934) reasonably likely to materially affect, our internal control over financial reporting.

#### PART II. OTHER INFORMATION

##### ITEM 1. LEGAL PROCEEDINGS

The Company is not, and has not been during the period covered by this Quarterly Report, a party to any legal proceedings.

##### ITEM 1A. RISK FACTORS

Not Applicable.

##### ITEM 2: UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

None.

##### ITEM 3: DEFAULTS UPON SENIOR SECURITIES

Not Applicable.

ITEM 4: SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

No matters were submitted to the vote of the Company's security holders during the period covered by this Quarterly Report.

ITEM 5: OTHER INFORMATION

Not Applicable.

ITEM 6. EXHIBITS

Exhibit Description

31.1 Certification of Principal Executive Officer and Principal Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

32.1 Certification of the Principal Executive Officer and Principal Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

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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.

BREEZER VENTURES INC.

By: /s/ Tang Xu

Name: Tang Xu

Title: Chief Executive Officer and Chief Financial Officer

Date: February 20, 2012

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