

Franchise Holdings International, Inc.  
Form 10-Q  
May 16, 2011

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

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

For the Quarterly period ended March 31, 2011

Commission File No. 0-27631

Franchise Holdings International, Inc.  
(Exact Name of Registrant as specified in its charter)

Nevada  
(State or other jurisdiction  
of incorporation)

65-0782227  
(IRS Employer File Number)

5910 South University Boulevard, C-18, Unit  
165  
Littleton, Colorado  
(Address of principal executive offices)

80121-2800  
(zip code)

(303) 220-5001  
Registrant's telephone number, including area code

Securities to be Registered Pursuant to Section 12(b) of the Act: None

Securities to be Registered Pursuant to Section 12(g) of the Act:

Common Stock, \$.0001 per share par value

Indicate by check mark if registrant is not required to file reports pursuant to Section 13 or 15(d) of the Exchange Act. Yes ☐ No ☒.

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 Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T(Section 232.405 of this chapter) during the preceding 12 months(or 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, a non-accelerated filer, or a smaller reporting company. See definitions of “large accelerated filer,” “accelerated filer,” and “small reporting company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☐

Accelerated filer ☐

Non-accelerated filer ☐ (Do not check if a smaller reporting company) 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 ☐

The number of shares outstanding of the Registrant’s common stock, as of the latest practicable date, March 31, 2011, was 2,840,864.

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FORM 10-Q

Franchise Holdings International, Inc.

TABLE OF CONTENTS

	Page
PART I FINANCIAL INFORMATION	
Item 1. Financial Statements for the period ended March 31, 2011	
Balance Sheet(Unaudited)	4
Statements of Operations (Unaudited)	5
Statements of Cash Flows (Unaudited)	6
Notes to Financial Statements	7
Item 2. Management's Discussion and Analysis and Plan of Operation	10
Item 3. Quantitative and Qualitative Disclosures About Market Risk	12
Item 4. Controls and Procedures	12
PART II OTHER INFORMATION	
Item 1. Legal Proceedings	13
Item 1A. Risk Factors	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	13
Item 5. Other Information	13
Item 6. Exhibits	14
Signatures	14

PART I FINANCIAL INFORMATION

For purposes of this document, unless otherwise indicated or the context otherwise requires, all references herein to “we,” “us,” and “our,” refer to FRANCHISE HOLDINGS INTERNATIONAL, INC., a Nevada corporation.

ITEM 1. FINANCIAL STATEMENTS

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FRANCHISE HOLDINGS INTERNATIONAL, INC.

FINANCIAL STATEMENTS  
(Unaudited)

Quarter Ended March 31, 2011

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FRANCHISE HOLDINGS INTERNATIONAL, INC.  
(A Development Stage Company)  
Balance Sheets

	March 31, 2011 (Unaudited)	September 30, 2010 (Derived from audited Financial Statements)
Assets		
Cash	\$438	\$670
Liabilities and Shareholders' Deficit		
Liabilities:		
Accounts payable	\$464	\$1,556
Total liabilities	464	1,556
Shareholders' deficit:		
Common stock, \$.0001 par value; 20,000,000 shares authorized, 2,840,864 and 2,840,864 shares issued and outstanding, respectively	284	284
Additional paid-in capital	3,871,972	3,863,539
Accumulated deficit	(3,910,365)	(3,910,365)
Equity accumulated during development stage	38,083	45,656
Total shareholders' deficit	(26 )	(886 )
Total liabilities and shareholders' deficit	\$438	\$670

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

FRANCHISE HOLDINGS INTERNATIONAL, INC.  
(A Development Stage Company)  
Statements of Operations  
(Unaudited)

	For The Three Months Ended March 31,		For The Six Months Ended March 31,		March 12, 2001 (Inception) Through March 31, 2011
	2011	2010	2011	2010	2011
Revenues	\$—	\$—	\$—	\$—	\$—
Operating expenses:					
General and administrative	1,998	3,277	7,573	8,799	114,786
Total operating expenses	1,998	3,277	7,573	8,799	114,786
Loss from operations	(1,998 )	(3,277 )	(7,573 )	(8,799 )	(114,786 )
Other income (expense):					
Gain on debt relief	—	—	—	—	388,095
Interest expense	—	—	—	—	(235,226 )
Income (loss) before income taxes	(1,998 )	(3,277 )	(7,573 )	(8,799 )	38,083
Provision for income taxes	—	—	—	—	—
Net income (loss)	\$(1,998 )	\$(3,277 )	\$(7,573 )	\$(8,799 )	\$38,083
Basic and diluted income (loss) per share	\$(0.00 )	\$(0.00 )	\$(0.00 )	\$(0.00 )	
Basic and diluted weighted average common shares outstanding	2,840,864	2,840,864	2,840,864	2,840,864	

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

FRANCHISE HOLDINGS INTERNATIONAL, INC.  
(A Development Stage Company)  
Statements of Cash Flows  
(Unaudited)

	For The Six Months Ended March 31, 2011      2010		March 12, 2001 (Inception) Through March 31, 2011
Cash flows from operating activities:			
Net income (loss)	\$ (7,573 )	\$ (8,799 )	\$ 38,083
Adjustments to reconcile net income (loss) to net cash used in operating activities:			
Amortization and depreciation	—	—	475
Loss on disposal of fixed asset	—	—	1,408
Gain on debt relief	—	—	(388,095 )
Compensatory stock issuances	—	—	2,750
Changes in operating assets and liabilities:			
Accounts payable	(1,092 )	2,425	19,340
Accrued expenses	—	—	233,519
Indebtedness to related parties	—	6,962	87,431
Net cash (used in) provided by operating activities	(8,665 )	588	(5,089 )
Cash flows from financing activities:			
Capital contributed by related parties	8,433	—	21,177
Notes payable - payments	—	—	(25,650 )
Notes payable - borrowings	—	—	10,000
Net cash provided by financing activities	8,433	—	5,527
Net change in cash	(232 )	588	438
Cash, beginning of period	670	—	—
Cash, end of period	\$ 438	\$ 588	\$ 438
Supplemental disclosure of cash flow information:			
Cash paid during the period for:			
Income taxes	\$ —	\$ —	\$ —
Interest	\$ —	\$ —	\$ —

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





FRANCHISE HOLDINGS INTERNATIONAL, INC.  
(A Development Stage Company)  
Notes to Financial Statements  
(Unaudited)

Note 1: Organization, Operations and Summary of Significant Accounting Policies

Franchise Holdings International, Inc. was incorporated in the State of Nevada on April 2, 2003. FSGI Corporation was incorporated in the State of Florida on May 15, 1997, and in a reorganization on December 21, 1998 with another corporation named The Martial Arts Network On-Line, Inc. (originally incorporated in Florida on May 23, 1996) changed its name to TMAN Global.Com, Inc. Franchise Holdings International, Inc. and TMAN Global.Com, Inc. consummated a merger on April 30, 2003 whereby Franchise Holdings International, Inc. exchanged 1 common share for all the 90,861 outstanding common shares of TMAN Global.Com, Inc. The purpose of the transaction was a change of domicile. Pursuant to the merger terms, Franchise Holdings International, Inc. was the surviving corporation and TMAN Global.Com, Inc. ceased to exist. The accompanying financial statements include the activities of Franchise Holdings International, Inc. and its predecessor corporations, which are collectively referred to herein as the "Company". Currently the Company is engaged in evaluating franchise opportunities, and is considered to be in the development stage.

Basis of Presentation

The accompanying unaudited financial statements have been prepared in accordance with the instructions to Form 10-Q and do not include all of the information and disclosures required by generally accepted accounting principles for complete financial statements. The financial statements presented herein have been prepared by the Company in accordance with the accounting policies in its Form 10-K for the year ended September 30, 2010 and should be read in conjunction with the notes thereto.

All adjustments which are, in the opinion of management, necessary for a fair presentation of the results of operations for the interim periods have been made and are of a recurring nature unless otherwise disclosed herein. The results of operations for such interim periods are not necessarily indicative of operations for a full year.

Going Concern

The accompanying financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. As shown in the accompanying financial statements, the Company has a limited operating history and has suffered losses since inception. These factors, among others, may indicate that the Company will be unable to continue as a going concern.

In recent years, we have relied upon our president and certain shareholders to contribute capital to maintain our limited operations (see Note 2). There is no assurance that these contributions will continue, or that we will be successful in raising the capital required to continue our operations.

The financial statements do not include any adjustments relating to the recoverability and classification of assets and/or liabilities that might be necessary should we be unable to continue as a going concern. Our continuation as a going concern is dependent upon our ability to meet our obligations on a timely basis, and, ultimately to attaining profitability.



FRANCHISE HOLDINGS INTERNATIONAL, INC.  
(A Development Stage Company)  
Notes to Financial Statements  
(Unaudited)

Development Stage Company

We are in the development stage in accordance with the Accounting and Reporting by Development Stage Enterprises Topic of the Financial Accounting Standards Board's Accounting Standards FASB ASC (FASB ASC).

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect reported amounts of assets and liabilities and disclosure 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 differ from those estimates.

Cash and cash equivalents

The Company considers all highly liquid investments with an original maturity of three months or less as cash equivalents.

Fair Value of Financial Instruments

The carrying amounts of cash and current liabilities approximate fair value because of the short-term maturity of these items. These fair value estimates are subjective in nature and involve uncertainties and matters of significant judgment, and, therefore, cannot be determined with precision. Changes in assumptions could significantly affect these estimates. We do not hold or issue financial instruments for trading purposes, nor do we utilize derivative instruments.

The FASB ASC clarifies that fair value is an exit price, representing the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. It also requires disclosure about how fair value is determined for assets and liabilities and establishes a hierarchy for which these assets and liabilities must be grouped, based on significant levels of inputs as follows:

Level 1: Quoted prices in active markets for identical assets or liabilities.

Level 2: Quoted prices in active markets for similar assets and liabilities and inputs that are observable for the asset or liability.

Level 3: Unobservable inputs in which there is little or no market data, which require the reporting entity to develop its own assumptions.

The determination of where assets and liabilities fall within this hierarchy is based upon the lowest level of input that is significant to the fair value measurement.

Earnings (Loss) per Common Share

We report earnings (loss) per share using a dual presentation of basic and diluted earnings (loss) per share. Basic earnings (loss) per share excludes the impact of common stock equivalents. Diluted earnings (loss) per share utilizes the average market price per share when applying the treasury stock method in determining common stock equivalents. At March 31, 2011, there were no variances between the basic and diluted loss per share as there were no potentially dilutive securities outstanding.

FRANCHISE HOLDINGS INTERNATIONAL, INC.  
(A Development Stage Company)  
Notes to Financial Statements  
(Unaudited)

## Income Taxes

We account for income taxes as required by the Income Tax Topic of the FASB ASC, which requires recognition of deferred tax liabilities and assets for the expected future tax consequences of events that have been included in the financial statements or tax returns. Under this method, deferred tax liabilities and assets are determined based on the difference between the financial statement and tax bases of assets and liabilities using enacted tax rates in effect for the year in which the differences are expected to reverse.

We have analyzed filing positions in all of the federal and state jurisdictions where we are required to file income tax returns, as well as all open tax years in these jurisdictions. The Company has identified its federal tax return and its state tax return in Colorado as "major" tax jurisdictions, as defined. We are not currently under examination by the Internal Revenue Service or any other jurisdiction. The Company believes that its income tax filing positions and deductions will be sustained on audit and does not anticipate any adjustments that will result in a material adverse effect on the Company's financial condition, results of operations, or cash flow. Therefore, no reserves for uncertain income tax positions have been recorded.

## Fiscal year

The Company employs a fiscal year ending September 30.

## Stock-Based Compensation

Stock-based compensation is accounted for under ASC 718, "Share-Based Payment", using the modified prospective method. ASC 718 requires the recognition of the cost of employee services received in exchange for an award of equity instruments in the financial statements and is measured based on the grant date fair value of the award. ASC 718 also requires the stock option compensation expense to be recognized over the period during which an employee is required to provide service in exchange for the award (generally the vesting period).

## Note 2: Related Party Transactions

During the six months ended March 31, 2011, an officer and shareholders contributed \$8,433 to the Company for working capital.

In 2008 and 2009 an officer provided the Company \$13,165 and \$55,485 in working capital advances for ongoing operations. The same officer in 2009 contributed \$82,260 in debt relief to the Company (inclusive of the amounts noted in the previous sentence). The officer also gave 26,000 of the Company's common shares, owned by him, to other debtors in settlement of \$18,000 in stock subscriptions payable and \$170,729 in notes payable, which the officer then contributed to capital.

Note 3: Income taxes

The Company has incurred net operating losses during all periods presented resulting in a deferred tax asset, which has been fully allowed for; therefore, the net benefit and expense resulted in no income tax provision.

- 9 -

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## ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS AND PLAN OF OPERATION

The following discussion of our financial condition and results of operations should be read in conjunction with, and is qualified in its entirety by, the consolidated financial statements and notes thereto included in, Item 1 in this Quarterly Report on Form 10-Q. This item contains forward-looking statements that involve risks and uncertainties. Actual results may differ materially from those indicated in such forward-looking statements.

### Forward-Looking Statements

This Quarterly Report on Form 10-Q and the documents incorporated herein by reference contain forward-looking statements. Such forward-looking statements are based on current expectations, estimates, and projections about our industry, management beliefs, and certain assumptions made by our management. Words such as "anticipates", "expects", "intends", "plans", "believes", "seeks", "estimates", variations of such words, and similar expressions are intended to identify such forward-looking statements. These statements are not guarantees of future performance and are subject to certain risks, uncertainties, and assumptions that are difficult to predict; therefore, actual results may differ materially from those expressed or forecasted in any such forward-looking statements. Unless required by law, we undertake no obligation to update publicly any forward-looking statements, whether as a result of new information, future events, or otherwise. However, readers should carefully review the risk factors set forth herein and in other reports and documents that we file from time to time with the Securities and Exchange Commission, particularly the Annual Reports on Form 10-K, Quarterly reports on Form 10-Q and any Current Reports on Form 8-K.

### Overview and History

We were originally incorporated as FSGI Corporation under the laws of the State of Florida in 1997 as a holding company for the purpose of acquiring Financial Standards Group, Inc. (FSG). That year FSGI Corporation acquired FSG, a Florida company organized in October 1989, to assist credit unions in performing financial services. FSG offered financial services to credit unions as a wholly-owned subsidiary until its sale in January 2000.

On December 21, 1998, FSGI Corporation, at the time a publicly traded company trading on the OTCBB as FSGI, acquired all of the outstanding common stock of The Martial Arts Network On-Line, Inc., a wholly owned subsidiary of The Martial Arts Network, Inc. The Martial Arts Network On-Line, Inc., a company organized under the laws of the State of Florida, was developed in 1996 by its parent company The Martial Arts Network, Inc. as an electronic forum dedicated to promoting education and awareness of martial arts through its web site. Upon issuance of shares, and options to purchase shares of FSGI Corporation's common stock to The Martial Arts Network, Inc., that company became the controlling stockholder of FSGI Corporation.

TMANglobal.com, Inc. ("TMAN"), a corporation formed under the laws of the State of Florida, resulted from a merger between FSGI Corporation and The Martial Arts Network On-Line, Inc. on December 21, 1998.

Franchise Holdings was incorporated in the State of Nevada on April 2, 2003. Franchise Holdings International, Inc. completed a merger with TMAN Global.com Inc. on April 30, 2003. This merger was in the nature of a change in domicile of the Florida corporation to the State of Nevada, as well as the acquisition of a new business. Since the inception of our current business operations, we have been in the business of acquiring franchise, license and distribution rights in new and emerging growth companies.

We have not been subject to any bankruptcy, receivership or similar proceeding.

- 10 -

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## Results of Operations

The following discussion involves our results of operations for the three months ending March 31, 2011. This compares to the three months ending March 31, 2010.

Comparing our operations, we had revenues of \$-0- for the three months ended March 31, 2011 and \$-0- for the three months ending March 31, 2010.

Operating expenses, which include general and administrative expenses for the three months ended March 31, 2011 were \$1,998 and \$3,277 for the three months ended March 31, 2010.

The major components of operating expenses include professional fees, fees related to corporate compliance, stock transfer agent fees and bank charges.

We believe that operating expenses in current operations should remain fairly constant.

We had a net loss of \$1,998 for the three months ended March 31, 2011, compared to a net loss of \$3,277 for the three months ended March 31, 2010.

We believe that overhead cost in current operations should remain fairly constant.

## Liquidity and Capital Resources

As of March 31, 2011, we had cash of \$438 and a working capital deficit of \$26. As of March 31, 2010, we had cash or cash equivalents of \$588 and a working capital deficit of \$8,874.

Net cash used or provided by operating activities of \$(8,665) for the six month period ended March 31, 2011, compared to cash used or provided by operating activities of \$588 for the six month period ended March 31, 2010. We anticipate that overhead costs in current operations will remain fairly constant.

Cash flows provided by investing activities was \$-0- for the six month period ended March 31, 2011, compared to cash used or provided for investing activities of \$-0- for the six month period ended March 31, 2010.

Cash flows provided by financing activities was \$8,433 for the six month period ended March 31, 2011, compared to cash used or provided by financing activities of \$-0- for the six month period ended March 31, 2010. During the six month period ended March 31, 2011, an officer and shareholders contributed \$8,433 to the Company for working capital.

Our principal source of liquidity will be through loans by our sole officer and director, and/or our shareholders, of which there can be no assurance. There are currently no arrangements with our sole officer and director or shareholders to fund our operation, if needed. In any case, we try to operate with minimal overhead.

#### Off-Balance Sheet Arrangements

We have no off-balance sheet arrangements with any party.

#### Recently Issued Accounting Pronouncements

We do not expect the adoption of any recently issued accounting pronouncements to have a significant impact on our net results of operations, financial position, or cash flows.

#### Seasonality

We do not expect our sales to be impacted by seasonal demands for our products and services.

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

As a “smaller reporting company” as defined by Item 10 of Regulation S-K, we are not required to provide this information.

### ITEM 4. CONTROLS AND PROCEDURES

#### Evaluation of Disclosure Controls and Procedures

Pursuant to Rule 13a-15(b) under the Securities Exchange Act of 1934 (“Exchange Act”), the Company carried out an evaluation, under the supervision and with the participation of the Company’s management, including the Company’s Chief Executive Officer (“CEO”) and Chief Financial Officer (“CFO”), of the effectiveness of the Company’s disclosure controls and procedures (as defined under Rule 13a-15(e) under the Exchange Act) as of the end of the period covered by this report. Based upon that evaluation, the Company’s CEO and CFO concluded that the Company’s disclosure controls and procedures are effective to ensure that information required to be disclosed by the Company in the reports that the Company files or submits under the Exchange Act, is recorded, processed, summarized and reported, within the time periods specified in the SEC’s rules and forms, and that such information is accumulated and communicated to the Company’s management, including the Company’s CEO and CFO, as appropriate, to allow timely decisions regarding required disclosure.

#### Changes in Internal Controls

There have been no changes in the Company’s internal control over financial reporting during the latest 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

There are no legal proceedings, to which we are a party, which could have a material adverse effect on our business, financial condition or operating results.

### ITEM 1A. RISK FACTORS

As a “smaller reporting company” as defined by Item 10 of Regulation S-K, we are not required to provide this information.

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

None

### ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None

### ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

None

### ITEM 5. OTHER INFORMATION

None

ITEM 6. EXHIBITS

Number Description

3.1*	Articles of Incorporation
3.2*	Bylaws
3.3 *	Articles of Merger of TMAN Global.com, Inc. and FRANCHISE HOLDINGS INTERNATIONAL, INC.
31.1	Certification of CEO/CFO pursuant to Sec. 302
32.1	Certification of CEO/CFO pursuant to Sec. 906

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\* Previously filed

We filed no reports on Form 8-K during the quarter of the fiscal quarter ended March 31, 2011.

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 on May 16, 2011.

Franchise Holdings International, Inc.

By: /s/ A.J. Boisdrenghien  
A.J. Boisdrenghien , President and  
Chief Executive and Financial Officer

- 14 -

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