SERVICEMASTER CO, LLC
Form 8-K
June 16, 2014

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

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

Date of Report (Date of earliest event reported): **June 16, 2014**

THE SERVICEMASTER COMPANY, LLC

(Exact name of registrant as specified in its charter)

Delaware	**1-14762**	**90-1036521**
(State or other Jurisdiction of Incorporation)	(Commission File Number)	(I.R.S Employer Identification Number)

860 Ridge Lake Boulevard, Memphis, Tennessee	**38120**
(Address of principal executive offices)	(Zip Code)

Registrant s telephone number, including area code: **(901) 597-1400**

Not Applicable

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 7.01 **Regulation FD Disclosure.**

The ServiceMaster Company, LLC (the Company) announced today that the Company is pursuing a possible refinancing of its existing term loan facilities and revolving credit facility, which mature in January 2017. If the refinancing is completed, the Company s outstanding $988 million of Tranche B term loans and $1,205 million of Tranche C term loans would be refinanced with borrowings under a new Term Loan due 2021, together with available cash and a portion of the expected proceeds of the initial public offering (the IPO) of common stock of the Company s ultimate parent, ServiceMaster Global Holdings, Inc. (Holdings), and the Company would enter into a new revolving credit facility due 2019 to replace its existing revolving credit facility. Holdings intends to use the remainder of the expected IPO proceeds to redeem a portion of the Company s senior notes as described below, and to pay fees and expenses in connection with the refinancing and the IPO. The consummation of the refinancing is subject to the completion of the IPO and market conditions, among others. No assurances can be given that the refinancing or the IPO will be completed.

The Company also announced today that it had given notice of conditional partial redemption pursuant to the Indenture, dated as of February 13, 2012 (the Indenture), among the Company, Wilmington Trust, National Association, as Trustee (the Trustee), and the Subsidiary Guarantors party thereto, that the Company has elected to redeem, subject to the satisfaction of specified conditions precedent, on July 16, 2014 or, if the specified conditions precedent are not satisfied on or prior to July 16, 2014, such later date (but not later than August 15, 2014) as such conditions precedent are so satisfied (the Redemption Date), $210.0 million of its outstanding 8% Senior Notes due 2020 (the 8% Notes) and $262.5 million of its 7% Senior Notes due 2020 (the 7% Notes and, together with the 8% Notes, the Notes) under the Indenture. The redemption price with respect to any redeemed 8% Notes will be equal to 108% of the principal amount of such 8% Note, plus the accrued but unpaid interest thereon to the Redemption Date, and the redemption price with respect to any redeemed 7% Notes will be equal to 107% of the principal amount of such 7% Notes, plus the accrued but unpaid interest thereon to the Redemption Date, which assuming a redemption on July 16, 2014 would be approximately $7.0 million, in the case of the 8% Notes, and $7.7 million, in the case of the 7% Notes.

This report does not constitute a notice of redemption under the Indenture nor an offer to tender for, or purchase, any Notes or any other security. There can be no assurances that the conditions precedent to the redemption will be satisfied or that the redemption will occur.

SIGNATURE

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 hereunto duly authorized.

Date: June 16, 2014	THE SERVICEMASTER COMPANY, LLC	
	By:	/s/ Alan J. M. Haughie Alan J. M. Haughie Senior Vice President and Chief Financial Officer

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VIDABLE, INC.
STATEMENTS OF OPERATIONS
(Unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2011	2010	2011	2010
Revenues	$-	$-	$-	$-
Cost of Sales	-	-	-	-
Gross Profit	-	-	-	-
OPERATING EXPENSES				
General and Administrative	37,796	83,192	109,186	140,712
OTHER INCOME / (EXPENSES)				
Gain on debt forgiveness	-	-	487,783	-
Other expense	-	-	-	(684)
Interest expense	(844)	(16,957)	(19,940)	(243,763)
NET INCOME (LOSS)	$(38,640)	$(100,149)	$358,657	$(385,159)
Basic Income (Loss) Per Common Share	$-	$-	$-	$-
Weighted Average Number of Shares Outstanding	315,590,674	190,263	106,502,355	191,939

VIDABLE, INC.
STATEMENTS OF CASH FLOWS
(Unaudited)

	Nine Months Ended September 30, 2011	2010
Cash Flows From Operating Activities		
Net Income (Loss)	$ 358,657	$ (385,159)
Adjustments to reconcile net income(loss) to net cash used in operating activities:		
Gain on debt forgiveness	(487,783)	-
Discount accretion on note	178	210,517
Issuance of note for consulting services	-	41,107
Changes in operating assets and liabilities:		
Accounts payable and accrued liabilities	66,957	106,082
Notes payable to officer	60,054	-
Net cash used in operating activities	(1,937)	(27,453)
Cash Flows From Financing Activities:		
Proceeds from notes payable	-	50,000
Net cash provided by financing activities	-	50,000
Net Change in Cash	(1,937)	22,547
Cash Beginning of Period	3,945	2,719
Cash End of Period	$ 2,007	$ 25,266
Supplemental disclosures:		
Cash paid for:		
Interest	$ -	$ -
Income Taxes	$ -	-
Supplemental disclosures of non-cash financing activity:		
Partial conversion of notes payable to common shares	$ -	$ 20,700
Common stock issued for debt interest		5,850
Retired Preferred Stock Series A, Series B and Series C	$ (2,500)	$ -
IssuedCommon stock	$ 40,000	$ -
Additional Paid in Capital related party Terminus transactions	$ 376,644	$ -

VIDABLE, INC.
NOTES TO FINANCIAL STATEMENTS

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The accompanying balance sheet as of December 31, 2010, which has been derived from audited financial statements, and the accompanying interim financial statements as of September30, 2011, for the nine-month periods ended September 30, 2011 and 2010, have been prepared by management pursuant to the rules and regulations of the Securities and Exchange Commission ("SEC") for interim financial reporting. These interim consolidated financial statements are unaudited and, in the opinion of management, include all adjustments (consisting only of normal recurring adjustments and accruals) necessary to present fairly the financial condition, results of operations and cash flows of Vidable, Inc. (hereinafter referred to as “Vidable” or the "Company") as of and for the periods presented in accordance with accounting principles generally accepted in the United States of America ("GAAP"). Operating results for the nine-month period ended September 30, 2011 are not necessarily indicative of the results that may be expected for the year ending December 31, 2011 or for any other interim period during such year. Certain information and footnote disclosures normally included in financial statements prepared in accordance with GAAP have been omitted in accordance with the rules and regulations of the SEC. The accompanying consolidated financial statements should be read in conjunction with the audited consolidated financial statements and notes thereto contained in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2010 filed with the SEC on April 15, 2011.

On July 1, 2011, the Board of Directors’ of the Company effectuated a 1 to 5,000 reverse stock split of its outstanding common stock. The reverse stock split did not affect the amount of authorized shares of the Company. Additionally, the board approved the issuance of up to 500 shares of the Company’s common stock for rounding up of fractional shares in connection with the reverse stock split. All references in the unaudited condensed consolidated financial statements and notes to unaudited condensed consolidated financial statements, numbers of shares, and share amounts have been retroactively restated to reflect the reverse splits, unless explicitly stated otherwise.

Nature of Business

Vidable, Inc. was organized on November 5, 1998 in Nevada as USA Telecom. In 1998, the entity amended its articles of incorporation to change its name to USA Telcom, in 2000 it amended its articles of incorporation to change its name to USA TelcomInternationale, in 2004 it amended its articles of incorporation to change its name to ZannWell Inc., in January 2005, it amended its articles of incorporation to change its name to Blackhawk Fund and in June 2011 it amended its articles of incorporation to change its name to Vidable, Inc. For the year ended December 31, 2010, the Company was in the business of residential and commercial real estate acquisition and development. Beginning September 2011, the Company began pursuing a new business plan of establishing a video based e-commerce marketplace company which intends to connect merchants and customers via streaming video, mobile technology and social media. The Company intends to operate a centralized business Internet portal to allow consumers to find information about various products and services through business and consumer posted videos.

Cash and cash equivalents

The Company considers all cash on hand and in banks, including accounts in book overdraft positions, certificates of deposit and other highly- liquid investments with maturities of three months or less, when purchased, to be cash and cash equivalents.

Income Taxes

The Company utilizes the asset and liability method of accounting for income taxes. Temporary differences represent differences in the recognition of assets and liabilities for tax and financial reporting purposes, primarily accumulated depreciation and amortization.

As of September 30, 2011 and December 31, 2010, the deferred tax asset is related solely to the Company's net operating loss carry forward and is fully reserved.

Income/(Loss) per share

Income/(Loss) per share is computed by dividing the net loss by the weighted-average number of shares of common stock and common stock equivalents (primarily outstanding options and warrants). Common stock equivalents represent the dilutive effect of the assumed exercise of the outstanding stock options and warrants, using the treasury stock method. The calculation of fully diluted loss per share assumes the dilutive effect of the exercise of outstanding options and warrants at either the beginning of the respective period presented or the date of issuance, whichever is later. As of September 30, 2011 and December 31, 2010, the Company's outstanding warrants are considered anti-dilutive.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the 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 accounting period. Actual results could differ from those estimates.

NOTE 2 - STOCK BASED COMPENSATION

Effective January 1, 2006, the Company has adopted ASC 505 "Equity" and ASC 718-10 "Stock Compensation," using the modified-prospective transition method. The standards require the measurement of compensation cost at the grant date, based upon the estimated fair value of the award, and requires amortization of the related expense over the employee's requisite service period. Under ASC 718-10, stock based compensation cost will be recognized over the period during which an employee is required to provide service in exchange for the award. Beginning on January 1, 2006, any future excess tax benefits derived from the exercise of stock options will be recorded prospectively and reported as cash flows from financing activities in accordance with ASC 718-10. During the nine-month periods ended September 30, 2011 and the year ended December 31, 2010, the Company had no stock based consulting expenses as determined under ASC 718-10.

NOTE 3 - PROPERTY - HELD FOR SALE/FIXED ASSETS

In December 2008, the Company purchased two parcels of undeveloped land in Riverside County, City of Desert Hot Springs, California, for a purchase price of a $1,000 promissory note. The land approximates 3.5 acres. This property is zoned for residential dwellings. The Company is determining whether to build finished lots or in the alternative to sell the land to a developer. Although the property comprised of these two parcels has been zoned for residential dwellings, the Company has not yet obtained entitlements on the property for development and construction.

NOTE 4 - COMMON STOCK

On August 19, 2008, the Company changed the par value of its common stock from $0.001 to $0.0001.

On July 1, 2011, the Board of Directors' of the Company effectuated a 1 to 5,000 reverse stock split of its outstanding common stock. The reverse stock split did not affect the amount of authorized shares of the Company. Additionally, the board approved the issuance of up to 500 shares of the Company's common stock for rounding up of fractional shares in connection with the reverse stock split. All references in the unaudited condensed consolidated financial statements and notes to unaudited condensed consolidated financial statements, numbers of shares, and share amounts have been retroactively restated to reflect the reverse splits, unless explicitly stated otherwise.

On July 20, 2011, the Company entered into an agreement with its president where his 10,000,000 shares of Series C Preferred Stock were exchanged for 300,000,000 shares of our common stock. The issuance was exempt pursuant to Section 3(a)(9) of the Securities Act.

On July 21, 2011, the Company entered into an agreement with the holders of its Series B Preferred Stock whereby 10,000,000 shares of our Series B Preferred Stock were exchanged by such holders for 100,000,000 shares of our common stock. The issuance was exempt pursuant to Section 4(1) of the Securities Act.

NOTE 4 – PREFERRED STOCK

On May 6, 2011, we entered into a Stock Purchase Agreement with Lino Luciani and Terminus, Inc. pursuant to which Mr. Luciani purchased 10,000,000 shares of our Series C Preferred Stock from Terminus for $300,000. Holders of the Series C Preferred Stock are entitled to the number of votes on such matters equal to the product of (a) the number of shares of the Series C Preferred Stock held by such holder, (b) the number of issued and outstanding shares of our common stock, on a fully-diluted basis, as of the record date for the vote, or, if no such record date is established, as of the date such vote is taken or any written consent of stockholders is solicited, and (c) 0.0000002. As a result, the sale of the Series C Preferred Stock by Terminus to Mr. Luciani effectively transferred Terminus' control of us to Mr. Luciani, giving Mr. Luciani in excess of 67% of all votes entitled to be cast in any matter requiring or permitting a vote of stockholders. Arrangements relating to the officers and directors are set forth in Item 5.02 below. The sale of the shares of Series C Preferred Stock was exempt from registration under the Securities Act of 1933, as amended, pursuant to Section 4(1) of the Securities Act (under the so-called "4(1 ½) exemption" of the Securities Act).

On May 6, 2011, we and Terminus, Inc. entered into a Settlement Agreement and Release with Professional Offshore Opportunity Fund, Ltd. ("POOF") pursuant to which we and Terminus settled all amounts owed to POOF under outstanding promissory notes and repurchased the Series A Preferred Stock held by it in exchange for $275,000. The repurchased Series A Preferred Stock is being held by the Company as Treasury Stock. In connection with the settlement agreement, POOF released the Series C Preferred Stock held by it to secure payment of amounts due under the April 2008 $550,000 promissory note, as amended, co-issued by us and Terminus, Inc. Mutual releases were exchanged among the parties under the Settlement Agreement.

On July 20, 2011, the Company entered into an agreement with its president where his 10,000,000 shares of Series C Preferred Stock were exchanged for 300,000,000 shares of our common stock. The issuance was exempt pursuant to Section 3(a)(9) of the Securities Act.

On July 21, 2011, the Company entered into an agreement with the holders of its Series B Preferred Stock whereby 10,000,000 shares of our Series B Preferred Stock were exchanged by such holders for 100,000,000 shares of our common stock. The issuance was exempt pursuant to Section 4(1) of the Securities Act.

On September 1, 2011, the Company filed a Certificate of Withdrawal of Certificate of Designation for each of the Series A, B and C Preferred Stock. Accordingly, the Company currently has 50,000,000 shares of undesignated preferred stock available for issuance.

NOTE 5 – PROMISSORY NOTES

On April 24, 2008, the Company and Terminus, as co-issuers, issued and sold to a single accredited investor: (i) a $550,000 due on demand secured promissory note with an interest rate of 12% per annum ("Terminus Note Payable") and (ii) 500,000 shares of the Company's Series A Preferred Stock. To secure payment of the note, Terminus pledged the 10,000,000 shares of the Company's Series C Preferred Stock.

On May 4, 2009, the Company and Terminus both defaulted on repayment of the Terminus Note. As a result of the default on the Terminus Note, the Company has become unconditionally liable for repayment of all principal and interest due under the note, has recorded the full amount of $550,000 in principal and $68,750 in accrued interest as a liability, and has incurred an expense for such amounts. In addition, the Company continues to accrue interest from the date of default.

On July 10, 2009, the Company, along with Terminus, entered into a first amendment to the Terminus Note with the holder of the note. The amended note extends the maturity date until July 10, 2010. In addition, the amendment provides that the note may be converted into shares of the Company's common stock. The conversion price for the amended note is the greater of (i) the then existing par value of the Company's common stock or (i) 75 % of the average of the per shares market values (as defined in the amended note) during the 20 trading days immediately preceding a conversion date. If at any time after September 10, 2009, there is either (i) insufficient shares of the Company's common stock to permit conversions pursuant to the amended note or (ii) the per share market value is less than the then existing par value of the Company's common stock for a period of 5 consecutive trading days, the Company will use its best efforts to amend its capital structure by means of either a reverse split of its common stock, an increase in its authorized common stock, or a reduction of the par value of its common stock, or any combination of the foregoing as determined by the Company's board of directors in its reasonable judgment. The Company has recorded a beneficial conversion feature relating to the Terminus Note in the amount of $631,033.

Subsequent to the Terminus Note amendment, the holder of the note has effected a series of partial conversions and was issued an aggregate of 42,000 shares of common stock at a conversion price of $5.00 per share. In the aggregate, these issuances reduced the debt by $210,000 in principal.

On March 19, 2010, the Company issued an 8% $50,000 convertible promissory note (“Terminus Note 2”) to the same holder of the Terminus Note. The note is due and payable on March 19, 2015. In addition, the note is convertible into shares of our common stock. The conversion price for the note is the greater of (i) the then existing par value of the Company's common stock or (i) 75 % of the average of the per shares market values (as defined in the amended note) during the 20 trading days immediately preceding a conversion date. If at any time after September 10, 2009, there is either (i) insufficient shares of the Company's common stock to permit conversions pursuant to the amended note or (ii) the per share market value is less than the then existing par value of the Company's common stock for a period of 5 consecutive trading days, the Company will use its best efforts to amend its capital structure by means of either a reverse split of its common stock, an increase in its authorized common stock, or a reduction of the par value of its common stock, or any combination of the foregoing as determined by the Company's board of directors in its reasonable judgment. The proceeds for the sale of the note were for working capital and general corporate purposes. The issuance was exempt under Section 4(2) and Rule 506 of the Securities Act of 1933, as amended. No discount was recorded in connection with this note.

On March 25, 2010, the holder of the Terminus Note effected a partial conversion and was issued 2,800 shares of common stock. The issuance reduced the debt by $5,355.

On April 5, 2010, the holder of the Terminus Note exercised a partial conversion and was issued 45,000 shares of common stock. The issuance reduced the debt by $15,345.

On July 7, 2010, the Company entered into a second amendment to the Terminus Note extending the maturity date under the note from July 10, 2010 to February 1, 2011.

On May 6, 2011, we, and Terminus, Inc. entered into a Settlement Agreement and Release with Professional Offshore Opportunity Fund, Ltd. ("POOF") pursuant to which we settled all amounts owed to POOF under outstanding promissory notes and repurchased the Series A Preferred Stock held by it in exchange for $275,000. In connection with the settlement agreement, POOF released the Series C Preferred Stock held by it to secure payment of amounts due under the April 2008 $550,000 promissory note, as amended, co-issued by us and Terminus, Inc. as well as the March 2010 promissory note issued by us. The amounts due under the April 2008 and March 2010 promissory notes was $369,300 at May 6, 2011. To record the Settlement Agreement and Release, $94,300 was recognized as a gain on debt forgiveness. Mutual releases were exchanged among the parties under the Settlement Agreement. The $275,000 payment was charged to Additional Paid in Capital as the payment was provided by Terminus, a related party.

The Terminus Notes at June 30, 2011 and December 31, 2010 are $0 and $369,300, respectively. The note discount related to the Terminus Note was fully amortized as of July 10, 2010.

On September 15, 2010, the Company entered into a consulting agreement. In connection with the consulting agreement the Company issued a convertible note payable ("Consulting Note") in the amount of $60,000. The entire principal amount is due on September 15, 2020, and the Consulting Note accrues interest on the unpaid principal amount at the rate of 4% per annum. The holder of the Consulting Note may exercise its right to convert any portion of unpaid principal and accrued interest into shares of the Company's common stock any time after March 15, 2011 at a conversion price calculated as 85% of the average of the three per share market values of the Company's common stock immediately preceding a conversion date. Each conversion is limited to $10,000 per calendar month. In connection with the Consulting Note, the Company recorded a note discount in the amount of $17,886.

On May 4, 2011, the consulting agreement was terminated. The convertible note payable ("Consulting Note") in the amount of $60,000 was cancelled. The Company recorded a gain on debt forgiveness for the consulting note plus accrued interest less unamortized note discount.

NOTE 6 - RELATED PARTY TRANSACTIONS

For the year ended December 31, 2010, Terminus, Inc., the holder of the Company's Series C Preferred Stock, has loaned the Company $82,127. The loan is payable upon demand with interest at 12% per annum. At June 30, 2011 and December 31, 2010, interest accrued to this loan was $0 and 18,572, respectively.

On May 6, 2011, we, and Terminus, Inc. entered into a Settlement Agreement with Professional Offshore Opportunity Fund, Ltd. ("POOF") pursuant to which we, and Terminus, Inc. settled all amounts owed to POOF under outstanding promissory and demand notes.

Additionally, on May 6, 2011, $101,644 of related party debt, inclusive of accrued interest was forgiven by Terminus. Since the forgiveness occurred with a related party, the Company charged additional paid in capital.

NOTE 7 – OFFICER LOAN

For the quarter ended September 30, 2011, an officer of the Company has loaned the Company $59,050. The loan is payable upon demand with interest at 8% per annum. At September 30, 2011, interest accrued to this loan was $1,004.

NOTE 8 – ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

On May 4, 2011, the Company entered into a settlement agreement and general release with its law firm forgiving all amounts owed through that date. The total charges for fees, costs and late charges was approximately $190,158. . Mutual releases were exchanged among the parties under the Settlement Agreement resolving all amounts.The entire amount was recognized as a gain on debt forgiveness.

On May 6, 2011, we,and Terminus, Inc. entered into a Settlement Agreement with Professional Offshore Opportunity Fund, Ltd. ("POOF") pursuant to which we, and Terminus, Inc. settled all amounts owed to POOF under outstanding promissory notes. Accrued interest of $155,220 was forgiven andrecognized as a gain on debt forgiveness.

NOTE 9 – 2009 STOCK INCENTIVE PLAN

On August 10, 2009, the Company's Board of Directors adopted its 2009 Stock Incentive Plan (the "Plan"). The Board of Directors approved the issuance of 9,000; of common stock pursuant to the 2009 Stock Incentive Plan in payment of legal services, during the years ended December 31, 2010.

NOTE 10 - GOING CONCERN

The Company has incurred significant losses, has a negative capital, and negative current ratio. These factors, among others indicate that the Company may not be able to continue as a going concern. No adjustments have been made to the carrying value of assets and liabilities should the company not continue as a going concern.

NOTE 11 - SUBSEQUENT EVENTS

On November 14, 2011 the Company signed an Exclusive Software Property, Technical Information and Trade Mark License Agreement with Vidable AG. Vidable, Inc. will have the worldwide exclusive license to all of the software, technical information and trademarks necessary to allow customers to view a video instead of a static image when viewing potential items for purchase, rent and marketing their products. The agreement calls for Vidable, Inc. to pay a total license fee of nine million USD over a five year period and a five percent royalty on the net sales derived from the use of the licensed products.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATIONS

The following discussion and analysis should be read in conjunction with our financial statements and related notes included in this report. This report contains "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. The statements contained in this report that are not historic in nature, particularly those that utilize terminology such as "may," "will," "should," "expects," "anticipates," "estimates," "believes," or "plans" or comparable terminology are forward-looking statements based on current expectations and assumptions. Various risks and uncertainties could cause actual results to differ materially from those expressed in forward-looking statements.

All forward-looking statements in this document are based on information currently available to us as of the date of this report, and we assume no obligation to update any forward-looking statements. Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause the actual results to differ materially from any future results, performance or achievements expressed or implied by such forward-looking statements.

General

Vidable, Inc. is a development stage video based e-commerce marketplace company which intends to connect merchants and customers via streaming video, mobile technology and social media. Vidable intends to operate a centralized business Internet portal to allow consumers to find information about various products and services through business and consumer posted videos. Previously, the Company was known as "The Blackhawk Fund" and was engaged in the acquisition and development of real estate properties in the United States. We still hold one property in our portfolio.

Change of Control and Change in Management

On May 6, 2011, we entered into a stock purchase agreement with Terminus, Inc. and Lino Luciani pursuant to which Mr. Luciani purchased 10,000,000 shares of our Series C Preferred Stock from Terminus for $300,000. As a result, the sale of the Series C Preferred Stock by Terminus to Mr. Luciani effectively transferred Terminus' control of our company to Mr. Luciani.

On May 6, 2011, in connection with the stock purchase agreement described above, Frank Marshik resigned as our President, Chief Financial Officer, and Secretary. The board of directors appointed Mr. Luciani as a director to fill a vacancy on the board of directors. The board of directors then appointed Mr. Luciani as our President, Chief Financial Officer, and Secretary concurrent with the closing of the stock purchase agreement. Thereafter, Mr. Marshik resigned as a director concurrent with the closing. Mr. Marshik's resignation as a director was not based on any disagreement with us on any matter relating to our operations, policies or practices.

Plan of Operation

We intend to develop and operate a centralized business Internet portal to connect merchants and customers via streaming video, mobile technology and social media. Our objectives for the next 12 months include: development of website with streaming video capability; grow user base; establish Vidable as a trusted resource for business transactions and establish base in local markets prior to expanding nationwide.

To date, we have accomplished the following activities in furtherance of our plan: In November 2011, we entered into an Exclusive Software Property, Technical Information and Trade Mark License Agreement with Vidable AG pursuant to which we received the worldwide exclusive license to all of the software, technical information and trademarks necessary to commercialize the business of and allow customers to view a video instead of a static image when viewing potential items for purchase, rent and marketing their products.

To drive traffic to our website, we intend to enter into an agreement with a search engine optimization (SEO) company to improve the visibility of our web site or web pages in search engines such as Google, Yahoo and Bing.   We intend to base part of our revenue model on selling banner ads. Over the next 12 months, we intend to build out our management team, hire a sales force, site moderator and additional site developers.

Critical Accounting Policies

The discussion and analysis of our financial conditions and results of operations is based upon our consolidated financial statements, which have been prepared in accordance with generally accepted accounting principles in the United States. The preparation of financial statements requires managers to make estimates and disclosures on the date of the financial statements. On an on-going basis, we evaluate our estimates, including, but not limited to, those related to revenue recognition. We use authoritative pronouncements, historical experience, and other assumptions as the basis for making judgments. Actual results could differ from those estimates. We believe the following critical accounting policies affect our more significant judgments and estimates in the preparation of our consolidated financial statements. A summary of our critical accounting policies can be found in the notes to our annual financial statements included this report.

Results of Operations

Basis of Presentation

The following table sets forth, for the periods indicated, certain unaudited selected financial data:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2011	2010	2011	2010
Revenues	$ -	$ -	$ -	$ -
Costs of Sales	-	-	-	-
General and administrative	37,796	83,192	109,186	140,712
Gain on debt forgiveness	-	-	487,783	
Other Expense	-	-	-	(684)
Interest Expense	(884)	(16,957)	(19,940)	(243,763)
Net Income (Loss)	$ (38,640)	$ (100,149)	$ 358,657	$ (385,159)

Comparison of the three months ended September 30, 2011 and 2010

Net sales. Our revenues were $0 for the three months ended September 30, 2011 and 2010. This resulted from a lack of sales of any real estate properties held for development or any real estate properties generating rental revenue. Additionally, revenues have not been realized from the new business plan.

Cost of Sales. Costs of sales were $0 for the three months ended September 30, 2011 and 2010.

General and administrative. General and administrative expenses decreased for the three months ended September 30, 2011 at $37,796 as compared to $83,192 for the three months ended September 30, 2010. The decrease resulted primarily from the reduced need for professional and consulting services in the second quarter of 2011.

Gain on debt forgiveness. Gain on debt forgiveness was $0 for the three months ended September 30, 2011 and 2010..

Other expense. Other expenses were $0 for the three months ended September 30, 2011 and 2010.

Interest. Interest expense decreased to $884for the three months ended September 30, 2011 as compared to interest expense of $16,957 for the three months ended September 30, 2010. The interest expense decrease for the three months ended September 30, 2011 was primarily attributed to the forgiveness of promissory notes.

Net income/(loss). We recognized net loss of $38,640 for the three months ended September 30,2011as compared to net loss of $100,149 for the three months ended September 30, 2010. Net income for the three months ended September 30, 2011 is primarily attributable to the gains on the forgiveness of promissory notes accounts payable and accrued liabilities.

Comparison of the nine months ended September 30, 2011 and 2010

Net sales. Our revenues were $0 for the nine months ended September 30, 2011 and 2010. This resulted from a lack of sales of any real estate properties held for development or any real estate properties generating rental revenue. Additionally, revenues have not been realized from the new business plan.

Cost of Sales. Costs of sales were $0 for the nine months ended September 30, 2011 and 2010.

General and administrative. General and administrative expenses decreased for the nine months ended September 30, 2011 at $109,186 as compared to $140,712 for the nine months ended September 30, 2010. The decrease resulted primarily from the reduced need for professional and consulting services in the first half of 2011.

Gain on debt forgiveness. Gain on debt forgiveness increased for the nine months ended September 30, 2011 at $487,783, the result of the forgiveness actions related to promissory notes, accounts payable and accrued liabilities. There were no comparable activities for the nine months ended September 30, 2010.

Other expense. We incurred other expenses of $0 in the nine months ended September 30, 2011 as compared to $684 for the nine months ended September 30, 2010.

Interest. Interest expense decreased to $19,940 for the nine months ended September 30, 2011 as compared to interest expense of $243,763 for the nine months ended September 30, 2010. The interest expense decrease for the nine months ended September 30, 2011 was primarily attributed to the forgiveness of promissory notes.

Net income (loss). We recognized net income of $358,657 for the nine months ended September 30, 2011 as compared to net loss of $385,159 for the nine months ended September 30, 2010. Net income for the nine months ended September 30, 2011 is primarily attributable to the gains on the forgiveness of promissory notes accounts payable and accrued liabilities.

Liquidity and Capital Resources

We have financed our operations, debt service, and capital requirements through cash flows generated from operations and through issuance of debt and equity securities. Our working capital deficit at September 30, 2011 was $87,642, and we had cash of $2,007 as of September 30, 2011.

We used $1,937 of net cash in operating activities for the nine months ended September 30, 2011, compared to using $22,547 in the nine months ended September 30, 2010. The net income of $358,657 was offset by non-cash gain on debt forgiveness of $487,783; non-cash expenses in discount accretion on a note of $178; an increase of $66,957 in accounts payable and accrued liabilities and an increase of $60,054 in notes payable to officer.

We generated no cash flows from investing activities for the nine months ended September 30, 2011 and 2010.

Net cash flows provided by financing activities were $0 for the nine months ended September 30, 2011, compared to net cash flows provided by financing activities of $50,000 for the nine months ended September 30, 2010. The proceeds received in the nine months ended September 30, 2010 was generated from a note payable from related party.

Capital Requirements

Our financial statements for the nine months ended September 30, 2011 state that we have net income as a result of the forgiveness of debt, have a negative capital, and a negative current ratio. These factors, among others indicate that we may not be able to continue as a going concern. We believe that, as of the date of this report, in order to fund our plan of operations over the next 12 months, we will need to fund operations out of cash flows generated from operations, from the borrowing of money, and from the sale of additional securities. It is possible that we will be unable to obtain sufficient additional capital through the borrowing of money or the sale of our securities as needed..

We intend to retain any future earnings to pay our debts, finance the operation and expansion of our business and any necessary capital expenditures, and for general corporate purposes.

Off-Balance Sheet Arrangements

None.

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 information required by this item.

ITEM 4 – CONTROLS AND PROCEDURES

We maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed in our reports that we file under the Securities Exchange Act of 1934, as amended, is recorded, processed, summarized, and reported within the time periods specified in the Securities and Exchange Commission’s rules and forms, and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure based on the definition of “disclosure controls and procedures” in Rule 13a-15(e). In designing and evaluating the disclosure controls and procedures, our management recognized that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and management necessarily was required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

At the end of the period covered by this Quarterly Report on Form 10-Q, we carried out an evaluation, under the supervision and with the participation of our former management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures. Based on the foregoing, our Chief Executive Officer and our Chief Financial Officer concluded that our disclosure controls and procedures were effective to ensure that all material information required to be disclosed in this Quarterly Report on Form 10-Q has been made known to them in a timely fashion.

Our Chief Executive Officer and Chief Financial Officer has also evaluated whether any change in our internal controls occurred during the last fiscal quarter and have concluded that there were no material changes in our internal controls or in other factors that occurred during the last fiscal quarter that has materially affected, or is reasonably likely to materially affect, these controls.

PART II: OTHER INFORMATION

ITEM 1 – LEGAL PROCEEDINGS

None.

ITEM 1A – RISK FACTORS

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

ITEM 2 – UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

None.

ITEM 3 – DEFAULT UPON SENIOR SECURITIES

None.

ITEM 4 – (REMOVED AND RESERVED)
ITEM 5 – OTHER INFORMATION

On September 1, 2011, the Company filed a Certificate of Withdrawal of Certificate of Designation for each of the Series A, B and C Preferred Stock. Accordingly, the Company currently has 50,000,000 shares of undesignated preferred stock available for issuance.

In November 2011, we entered into an Exclusive Software Property, Technical Information and Trade Mark License Agreement with Vidable AG pursuant to which we received the worldwide exclusive license to all of the software, technical information and trademarks necessary to commercialize the business of and allow customers to view a video instead of a static image when viewing potential items for purchase, rent and marketing their products.

ITEM 6 - EXHIBITS

Item No.	Description	Method of Filing
3.1	Certificates of Withdrawal of Certificate of Designation for Series A, B and C Preferred Stock	Filed herewith.
10.1	License Agreement.	Filed herewith
31.1	Certification of Lino Luciani pursuant to Rule 13a-14(a)	Filed herewith.
32.1	Chief Executive Officer and Chief Financial Officer Certification pursuant o 18 U.S.C. § 1350 adopted pursuant to Section 906 of the Sarbanes Oxley Act of 2002	Filed herewith.

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.

VIDABLE, INC.

November 21, 2011

/s/ Lino Luciani
Lino Luciani
President
(Principal Executive Officer and Principal Accounting Officer)