

MY CATALOGS ONLINE, INC.  
Form 10-Q  
February 14, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**  
**FORM 10-Q**

(Mark One)

**Quarterly Report Under Section 13 or 15(d) of the Securities Exchange Act of 1934**

For the quarterly period ended December 31, 2011

**Transition Report Under Section 13 or 15(d) of the Securities Exchange Act of 1934**

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

**MY CATALOGS ONLINE, INC.**

(Exact name of registrant as specified in its charter)

|   |   |   |
|---|---|---|
| <b>Nevada</b>   | <b>5961</b>   | <b>26-4170100</b>                       |
| (State or other jurisdiction of<br>incorporation or organization) | (Primary standard industrial<br>classification code number) | (IRS employer<br>identification number) |

**6365 N.W. 6<sup>th</sup> Way, Suite 140**

**Fort Lauderdale, FL 33309**

**(954) 903-9373**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

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(Name, address, including zip code, and telephone number, including area code, of agent for service)

*Copies to:*

**Kimberly L. Graus, Esq.**

**4949 SR 64 E, #141**

**Bradenton, Florida 34208**

**(941) 747-5290**

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 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 during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

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

|                         |                          |                           |                                     |
|-------------------------|--------------------------|---------------------------|-------------------------------------|
| Large accelerated filer | <input type="checkbox"/> | Accelerated filer         | <input type="checkbox"/>            |
| Non-accelerated filer   | <input type="checkbox"/> | Smaller reporting company | <input checked="" type="checkbox"/> |

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

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

| <b>Class</b>                    | <b>Outstanding at January 30, 2012</b> |
|---------------------------------|--|
| Common stock, \$0.001 par value | 13,512,800                             |

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## PART I. FINANCIAL INFORMATION

## Item 1.

## Unaudited Condensed Consolidated Financial Statements

## MYCATALOGS ONLINE, INC. AND SUBSIDIARY

## CONDENSED CONSOLIDATED BALANCE SHEETS

|   | December 31,<br>2011<br>(Unaudited) | September 30,<br>2011 |
|---|-------------------------------------|-----------------------|
| <b>ASSETS</b>   |                                     |                       |
| <b>Current Assets</b>   |                                     |                       |
| Cash  | \$ 12,285                           | \$ 1,622              |
| Accounts receivable   |                                     | 9,154                 |
| Prepaid expenses  | 25,000                              | 37,500                |
| <b>Total current assets</b>   | <b>37,285</b>                       | <b>48,276</b>         |
| <br>  |                                     |                       |
| <b>Total Assets</b>   | <b>\$ 37,285</b>                    | <b>\$ 48,276</b>      |
| <b>LIABILITIES AND STOCKHOLDERS DEFICIT</b>   |                                     |                       |
| <b>Current Liabilities</b>  |                                     |                       |
| Accrued expenses  | \$ 6,762                            | \$ 3,000              |
| Accrued expenses - related parties  | 70,769                              | 60,415                |
| Accrued salary - promissory notes   | 133,750                             | 104,750               |
| Convertible promissory notes - related parties  | 203,442                             | 203,442               |
| <b>Total current liabilities</b>  | <b>414,723</b>                      | <b>371,607</b>        |
| <br>Commitments and Contingencies (see Note 6)  |                                     |                       |
| <b>Stockholders Deficit</b>   |                                     |                       |
| Common stock, \$0.001 par value; 200,000,000 shares authorized;<br>13,512,800 issued and outstanding at December 31,<br>2011 and September 30, 2011 | 13,513                              | 13,513                |
| Additional paid-in capital  | 571,989                             | 571,989               |
| Accumulated Deficit   | (962,940)                           | (908,833)             |
| <b>Total stockholders deficit</b>   | <b>(377,438)</b>                    | <b>(323,331)</b>      |
| <br>  |                                     |                       |
| <b>Total Liabilities and Stockholders Deficit</b>   | <b>\$ 37,285</b>                    | <b>\$ 48,276</b>      |

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

## MY CATALOGS ONLINE, INC. AND SUBSIDIARY

## CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

(UNAUDITED)

|   | For the Three |            | For the Three |            |
|---|---------------|------------|---------------|------------|
|   | Months Ended  |            | Months Ended  |            |
|   | December 31,  |            | December 31,  |            |
|   | 2011          |            | 2010          |            |
| Revenues:   |               |            |               |            |
| Affiliate Commissions   | \$            | 36         | \$            | 130        |
| Website Development services                                    |               | 11,690     |               | 1,500      |
| Total Revenues  |               | 11,726     |               | 1,630      |
| Operating Expenses:   |               |            |               |            |
| Internet & Hosting services                                     |               | 180        |               | 484        |
| Programming & development                                       |               | 3,244      |               | 2,610      |
| Domain names  |               | 353        |               | 1,744      |
| Office and administrative                                       |               | 2,056      |               | 4,752      |
| Professional fees   |               | 22,347     |               | 19,216     |
| Salaries  |               | 30,000     |               | 30,000     |
| Rent - related party  |               | 1,500      |               | 1,500      |
| Total Operating Expenses  |               | 59,680     |               | 60,306     |
| Loss From Operations  |               | (47,954)   |               | (58,676)   |
| Other Expense   |               |            |               |            |
| Interest expense  |               | 6,153      |               | 4,010      |
| Total Other Expense   |               | 6,153      |               | 4,010      |
| Net loss  | \$            | (54,107)   | \$            | (62,686)   |
| Net loss per share - basic and diluted                          | \$            | (0.01)     | \$            | (0.01)     |
| Weighted average number of common shares -<br>Basic and Diluted |               | 13,512,800 |               | 12,731,230 |

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



## MY CATALOGS ONLINE, INC. AND SUBSIDIARY

## CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(UNAUDITED)

|  | For the Three<br>Months Ended<br>December 31,<br>2011 | For the Three<br>Months Ended<br>December 31,<br>2010 |
|--|---|---|
| Cash flows from Operating Activities:  |   |   |
| Net loss   | \$ (54,107)   | \$ (62,686)   |
| Adjustments to reconcile net loss to net cash provided by<br>(used in) operating activities: |   |   |
| Impairment of website development costs  |   | 2,610   |
| Contributed capital  |   | 30,000  |
| Amortization of prepaid shares issued for services   | 12,500  |   |
| Changes in operating assets and liabilities:   |   |   |
| Decrease in accounts receivable  | 9,154   | 1,250   |
| Increase in accrued expenses   | 43,116  | 7,856   |
| Net cash provided by (used in) operating activities  | 10,663  | (20,970)  |
| Cash flows from Investing Activities:  |   |   |
| Website development costs  |   | (2,610)   |
| Net cash used in investing activities  |   | (2,610)   |
| Cash flows from Financing Activities:  |   |   |
| Proceeds from sale of common stock   |   | 130,860   |
| Payments on notes payable - related parties  |   | (33,500)  |
| Net cash provided by financing activities  |   | 97,360  |
| Increase in cash during the period   | 10,663  | 73,780  |
| Cash, beginning of the period  | 1,622   | 19,816  |
| Cash, end of the period  | \$ 12,285   | \$ 93,596   |
| SUPPLEMENTAL CASH FLOW INFORMATION:  |   |   |
| Cash paid for interest   | \$  | \$  |
| Cash paid for income taxes   | \$  | \$  |
| SUPPLEMENTAL DISCLOSURE OF NON-CASH<br>INVESTING AND FINANCING ACTIVITIES:                   |   |   |
| Common stock issued for stock subscription receivable  | \$  | \$ 1,000  |

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

*My Catalogs Online, Inc. and Subsidiary*

*Notes to condensed consolidated financial statements*

*December 31, 2011*

*(Unaudited)*

**Note 1 - Nature of Operations, Significant Accounting Policies and Basis of Presentation**

**Nature of Operations and Business Organization**

My Catalogs Online, Inc. (the Company we us our ) was organized as Mycatalogsonline.com, Inc. in the state of Nevada on January 26, 2009. The Company holds the domain names to various catalog shopping web sites and provides a master web link to these sites. In April 2009, the Company changed its name to My Catalogs Online, Inc., however, the Company maintains the web domain of Mycatalogsonline.com and does business under that name.

The Company owns 100% of the outstanding common stock of Catalog Enterprises, Inc., which was formed in March 2009, for the purpose of acquiring and maintaining domain names for future use within the Company's business model and for providing website development services for other companies.

**Basis of Presentation**

The interim condensed consolidated financial statements included herein have been prepared by the Company, pursuant to the rules and regulations of the Securities and Exchange Commission (the SEC ). In the opinion of the Company's management, all adjustments (consisting of normal recurring adjustments and reclassifications and non-recurring adjustments) necessary to present fairly the consolidated results of operations and cash flows for the three months ended December 31, 2011, and the financial position as of December 31, 2011, have been made. The results of operations for such interim periods are not necessarily indicative of the operating results to be expected for the full year.

Certain information and disclosures normally included in the notes to the annual consolidated financial statements have been condensed or omitted from these interim condensed consolidated financial statements. Accordingly, these interim condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements and notes thereto included in our Report on Form 10-K as filed with the Securities and Exchange Commission on December 23, 2011. The September 30, 2011 balance sheet is derived from those financial statements.

**Principles of Consolidation**

The accompanying unaudited condensed consolidated financial statements include the accounts of the Company and its wholly-owned subsidiary Catalog Enterprises, Inc. All material inter-company transactions and accounts have been eliminated in consolidation.

**Use of Estimates**

Our unaudited condensed consolidated financial statements are prepared in accordance with Accounting Principles Generally Accepted in the United States ( GAAP ). These accounting principles require us to make certain estimates, judgments and assumptions. We believe that the estimates, judgments and assumptions upon which we rely are

reasonable based upon information available to us at the time that these estimates, judgments and assumptions are made. These estimates, judgments and assumptions can affect the reported amounts of assets and liabilities as of the date of our unaudited condensed consolidated financial statements as well as the reported amounts of revenues and expenses during the periods presented. Our unaudited condensed consolidated financial statements would be affected to the extent there are material differences between these estimates and actual results. In many cases, the accounting treatment of a particular transaction is specifically dictated by GAAP and does not require management's judgment in its application. There are also areas in which management's judgment in selecting any available alternative would not produce a materially different result. Significant estimates include the estimate for the allowance for doubtful accounts, valuation of intangible assets, valuation of equity based transactions and the valuation allowance on deferred tax assets.

*My Catalogs Online, Inc. and Subsidiary*

*Notes to condensed consolidated financial statements*

*December 31, 2011*

*(Unaudited)*

## **Fair Value Measurements**

We measure our financial assets and liabilities in accordance with accounting principles generally accepted in the United States of America. For certain of our financial instruments, including cash, and accrued expenses, the carrying amounts approximate fair value due to their short maturities. Amounts recorded for notes payable, also approximate fair value because current interest rates available to us for debt with similar terms and maturities are substantially the same.

Effective upon inception, we adopted accounting guidance for financial assets and liabilities (ASC 820). The adoption did not have a material impact on our results of operations, financial position or liquidity. This standard defines fair value, provides guidance for measuring fair value and requires certain disclosures. This standard does not require any new fair value measurements, but rather applies to all other accounting pronouncements that require or permit fair value measurements. This guidance does not apply to measurements related to share-based payments. This guidance discusses valuation techniques, such as the market approach (comparable market prices), the income approach (present value of future income or cash flow), and the cost approach (cost to replace the service capacity of an asset or replacement cost). The guidance utilizes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value into three broad levels. The following is a brief description of those three levels:

- Level 1: Observable inputs such as quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: Inputs other than quoted prices that are observable, either directly or indirectly. These include quoted prices for similar assets or liabilities in active markets and quoted prices for identical or similar assets or liabilities in markets that are not active.
- Level 3: Unobservable inputs in which little or no market data exists, therefore developed using estimates and assumptions developed by us, which reflect those that a market participant would use.

Upon inception, we adopted a newly issued accounting standard for fair value measurements of all non-financial assets and liabilities not recognized or disclosed at fair value in the consolidated financial statements on a recurring basis. No such assets or liabilities were present during the three months ended December 31, 2011.

## **Note 2 - Going Concern**

As reflected in the accompanying unaudited condensed consolidated financial statements for the three months ended December 31, 2011, the Company had a net loss of \$54,107. At December 31, 2011, the Company had a working capital deficit of \$377,438, a stockholders' deficit of \$377,438, and an accumulated deficit of \$962,940. In addition, the Company has had minimal revenue generating activities in fiscal 2012. These matters raise substantial doubt about the Company's ability to continue as a going concern. The unaudited condensed consolidated financial statements do not include any adjustments relating to the recovery of the recorded assets or the classification of the liabilities that might be necessary should the Company be unable to implement its business plan and continue as a going concern. Management plans to continue to pursue contracts to develop websites in efforts to generate additional revenue. In addition, the Company is actively seeking investor funding.

**Note 3 Accrued Expenses - Related Party**

The major components of accrued expenses - related party are summarized as follows:

|  | <b>December 31,</b> |        | <b>September 30,</b> |        |
|--|---------------------|--------|----------------------|--------|
|  | <b>2011</b>         |        | <b>2011</b>          |        |
| Accrued rent - related party           | \$                  | 16,500 | \$                   | 15,000 |
| Accrued interest - related party       |                     | 44,369 |                      | 38,215 |
| Other accrued expenses - related party |                     | 9,900  |                      | 7,200  |
| Total accrued expenses - related party | \$                  | 70,769 | \$                   | 60,415 |

*My Catalogs Online, Inc. and Subsidiary*

*Notes to condensed consolidated financial statements*

*December 31, 2011*

*(Unaudited)*

**Note 4 Convertible Promissory Notes Related Parties**

On July 25, 2011, the Company exchanged 50% of the accrued salary due each officer (see Note 5) into convertible notes payable. The amounts exchanged were \$83,750 and \$21,000 respectively. Additionally, the officers exchanged 100% of their previously issued promissory notes for convertible notes totaling \$63,500 and \$35,192 respectively. Total newly issued convertible notes amount to \$147,250 and \$56,192 respectively. The exchange was accounted for as a debt extinguishment and new issuance of debt due to the addition of the conversion feature in accordance with ASC 470. The beneficial conversion feature was evaluated and the Company recorded a debt discount for the beneficial conversion value of \$203,442, however, the notes were due on demand so this was immediately charged to interest expense with a credit to APIC as embedded conversion based effective interest. The new terms of the convertible debt are as follows: interest at 12%, unsecured, due on demand and convertible into shares at a fixed price of \$0.04. The total outstanding convertible promissory note balance as of December 31, 2011 was \$203,442. Accrued interest due under these notes was \$44,369 at December 31, 2011 and is included in accrued expenses related parties in the accompanying unaudited consolidated balance sheet.

**Note 5 Related Party Transactions**

The Company has loans outstanding to its officers, (see Note 4) and accrued expenses due to related parties (see Note 3).

Two officers of the Company previously agreed to defer their salaries until the Company generates sufficient revenues to be able to pay them. As a result, the Company executed deferral agreements in the form of non-interest bearing promissory notes totaling \$10,000 per month in the aggregate. On April 1, 2010, both officers agreed to waive any further salary accrual until such time the Company is financially able. The company recorded contributed capital for services performed without compensation for the period from April 1, 2010 through the year ended September 30, 2010 of \$60,000 and \$30,000 for the year ended September 30, 2011. Contributed capital amounts were computed based on the previous employment agreements. Effective January 1, 2011, the officers, by written consent of the directors, re-instated the prior employment agreements. On July 25, 2011, the officers agreed, to convert 50% of their accrued salaries to convertible notes payable, convertible at a price of \$0.04 per share. Accrued salaries at December 31, 2011 was \$133,750 (after giving effect to the convertible note exchange).

The Company sub-leases office space from a company which is affiliated with an officer of the company. The lease agreement provides for monthly rental of \$500, on a month to month basis, and payable in cash or common stock. Accrued rent, which is included in accrued expenses related party in the accompanying unaudited consolidated balance sheet, at December 31, 2011 was \$16,500.

The Company, from time to time, conducts business with an affiliated Company where the CEO of My Catalogs Online, is also the CEO. The Company incurred \$9,900 of expense to this affiliated Company during fiscal 2012 for website development services. These costs are included in accrued expenses related party in the accompanying unaudited consolidated balance sheet. (see Note 3)

**Note 6 Commitments and Contingencies**

From time to time, we may be involved in litigation relating to claims arising out of our operations in the normal course of business. As of December 31, 2011, there were no pending or threatened lawsuits that could reasonably be expected to have a material effect on our results of operations.

**Note 7 Concentration**

The Company is currently producing revenue primarily from one revenue stream, website development services. One customer accounted for 98% of the total revenue for the three months ended December 31, 2011.

**Item 2.**

**Management's Discussion and Analysis of Financial Condition and Results of Operations**

**FORWARD LOOKING STATEMENTS**

There are statements in this Form 10-Q statement that are not historical facts. These "forward-looking statements" can be identified by use of terminology such as "believe", "hope", "may", "anticipate", "should", "intend", "plan", "will", "expect", "estimate", "project", "positioned", "strategy", and similar expressions. Although management believes that the assumptions underlying the forward-looking statements included in this Report are reasonable, they do not guarantee our future performance, and are subject to certain risks, uncertainties and assumptions that are difficult to predict; therefore, actual results and outcomes may differ materially from what is expressed or forecasted in any such forward-looking statements.

**OVERVIEW**

My Catalogs Online, Inc. (the Company "we" "us" "our") was organized as Mycatalogsonline.com, Inc. in the state of Nevada on January 26, 2009. The Company holds the domain names to various catalog shopping web sites and provides a master web link to these sites. In April 2009, the Company changed its name to My Catalogs Online, Inc., however, the Company maintains the web domain of Mycatalogsonline.com and does business under that name.

The Company owns 100% of the outstanding common stock of Catalog Enterprises, Inc. which was formed in March 2009, for the purpose of acquiring and maintaining domain names for future use within the Company's business model and for providing website development services for other companies.

**CRITICAL ACCOUNTING ESTIMATES**

In response to the SEC's financial reporting release, FR-60, Cautionary Advice Regarding Disclosure About Critical Accounting Policies, the Company has selected its more subjective accounting estimation processes for purposes of explaining the methodology used in calculating the estimate, in addition to the inherent uncertainties pertaining to the estimate and the possible effects on the Company's financial condition. These accounting estimates are discussed below. These estimates involve certain assumptions that if incorrect could create a material adverse impact on the Company's results of operations and financial condition.

*Revenue Recognition*

Revenue is recognized when persuasive evidence of an arrangement exists, products are delivered to and accepted by the customer, economic risk of loss has passed to the customer, the price is fixed or determinable, collection is reasonably assured, and any future obligations of the Company are insignificant.

Revenue can be derived from five primary streams as follows: affiliate marketing commissions, website development services, advertising, infomediary data, and catalog conversion further defined below:

*Affiliate Marketing Commissions:* By bringing buyers and sellers together to facilitate transactions, affiliate partner commissions are paid by online merchants. When a customer clicks on an image of a product they wish to purchase,

the order will be processed by the "affiliate" partner that then handles fulfillment of the customer's order. In other words, MyCatalogsOnline.com does not stock or ship any product that is purchased. The customer's orders are filled by the actual vendor and the Company receives a commission for driving the customer to the vendor. This Model is currently in use by the Company. Revenue is recognized when the order is filled by the vendor.

.

*Website Development Services:* As the Company continues to develop its core business, the company leverages its expertise and team of design and development resources, to build and optimize websites for other Companies, generating additional revenues. This model is currently in use by the Company. Revenue is recognized when services are rendered.

.

*Advertising:* Charging companies to advertise their products to our site visitors, by means such as banner advertising, email campaigns and text message marketing. This Model is not currently being used by the Company at this time, but is under consideration and being marketed at this time. Revenue related to advertising sales will be recognized at the time the advertisement is displayed.

Infomediary Data: Selling data collected from site users, including product preferences, to companies that wish to understand a market better. Data will be derived from TheBigBuzz.com social shopping site, and MyCatalog user shopping and browsing behavior. This Model is not currently being used by the Company at this time, but is under consideration. Revenue will be recognized upon the sale and delivery of the data.

Catalog Conversion: Through the Company's Green initiative, the Company intends to utilize its custom conversion tool to assist its customers in the conversion from print to digital media for a fee. This Model is not currently being used by the Company at this time, but is under consideration. Revenue will be recognized when the services have been rendered.

## RESULTS OF OPERATIONS

### **FOR THE THREE MONTHS ENDED DECEMBER 31, 2011 COMPARED TO THE THREE MONTHS ENDED DECEMBER 31, 2010**

*Revenue:* The Company's revenues increased approximately 619% from \$1,630 during the three months ended December 31, 2010 as compared to \$11,726 for the three months ended December 31, 2011 due to an increase in services provided for website development.

*Operating Expenses:* The Company's operating expenses decreased approximately 1% from \$60,306 during the three months ended December 31, 2010 as compared to \$59,680 for the three months ended December 31, 2011 primarily due to an increase in professional fees offset by a decrease in office and administrative expenses.

*Interest Expense:* The Company's interest expense increased approximately 53% from \$4,010 during the three months ended December 31, 2010 as compared to \$6,153 for the three months ended December 31, 2011 primarily due to a larger principal balance on the notes payable.

*Net loss from operations:* The Company's net loss from operations decreased approximately 18% from \$58,676 during the three months ended December 31, 2010 as compared to \$47,954 for the three months ended December 31, 2011. The primary reason for this was due to the increase in website development services income.

## LIQUIDITY AND CAPITAL RESOURCES

Net cash provided by operating activities was \$10,663 for the three months ended December 31, 2011 as compared to net cash used in operating activities of \$20,970 for the three months ended December 31, 2010, due to a decrease in net loss for the period, a decrease in prepaid expenses and an increase in accrued expenses.

Net cash used in investing activities was \$0 for the three months ended December 31, 2011 as compared to \$2,610 for the three months ended December 31, 2010, due to an increase in website development costs.

Net cash provided by financing activities was \$0 for the three months ended December 31, 2011 as compared to \$97,360 for the three months ended December 31, 2010, primarily due to a decrease in proceeds from the sale of common stock.

As of January 27, 2012, the Company had approximately \$2,000 in cash. The Company plans to fund ongoing operations by continuing to pursue contracts to develop websites in efforts to generate additional revenue. In addition, the Company is actively seeking investor funding.

**RELATED PERSON TRANSACTIONS**

For information on related party transactions and their financial impact, see Note 5 to the unaudited condensed consolidated financial statements.

**RECENTLY ISSUED ACCOUNTING PRONOUNCEMENTS**

For information on recently issued accounting pronouncements, see Note 1 to the unaudited condensed consolidated financial statements.

## **OFF-BALANCE SHEET ARRANGEMENTS**

We do 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, that is material to investors.

### **Item 3.**

#### **Quantitative and Qualitative Disclosures About Market Risk.**

Not applicable to smaller reporting companies.

### **Item 4.**

#### **Controls and Procedures.**

Evaluation of Disclosure Controls and Procedures: An evaluation was conducted by the registrant's president of the effectiveness of the design and operation of the registrant's disclosure controls and procedures as of December 31, 2011. Based on that evaluation, the president concluded that the registrant's controls and procedures were effective as of such date to ensure that information required to be disclosed in the reports that the registrant files or submits under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in Securities and Exchange Commission rules and forms. If the registrant develops new business or engages or hires a chief financial officer or similar financial expert, the registrant intends to review its disclosure controls and procedures.

Management is aware that there is a lack of segregation of duties due to the small number of employees dealing with general administrative and financial matters. However, at this time management has decided that considering the abilities of the employees now involved and the control procedures in place, the risk associated with such lack of segregation is low and the potential benefits of adding employees to clearly segregate duties do not justify the substantial expenses associated with such increases. Management may reevaluate this situation as circumstances dictate.

Changes in Internal Control Over Financial Reporting: There was no change in the registrant's internal control over financial reporting identified in connection with the evaluation required by paragraph (d) of Rule 13a-15 or Rule 15d-15 under the Securities Exchange Act of 1934 that occurred during the registrant's last fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.

**PART II- OTHER INFORMATION**

**Item 1.**

**Legal Proceedings.**

None

**Item 1A.**

**Risk Factors.**

Not applicable to smaller reporting companies.

**Item 2.**

**Unregistered Sales of Equity Securities and Use of Proceeds.**

a.

N/A

b.

N/A

c.

N/A

**Item 3.**

**Defaults upon Senior Securities.**

None

**Item 4.**

**(Removed and Reserved)**

**Item 5.**

**Other Information.**

None.

**Item 6.**

**Exhibits**

(a)

Exhibits

| <b>EXHIBIT NO.</b> | <b>DESCRIPTION</b>                                   |
|--------------------|--|
| 31.1               | Section 302 Certification of Chief Executive Officer |
| 31.2               | Section 302 Certification of Chief Financial Officer |
| 32.1               | Section 906 Certification                            |
| 32.2               | Section 906 Certification                            |

**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.

**My Catalogs Online, Inc.**

Date: February 6, 2012

By:

*/s/ Ronald Teblum*

Ronald Teblum

CEO (Principal Executive Officer),

President