

BOURQUE INDUSTRIES, INC.

QUARTERLY REPORT Third Fiscal Quarter Ended February 28, 2013

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UNAUDITED FINANCIAL STATEMENTS

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BOURQUE INDUSTRIES, INC.

(A Development Stage Company)

Unaudited Consolidated Balance Sheets

Assets

ASSETS	February 28, 2013	May 31, 2012	May 31, 2011	May 31, 2010
Current Assets				
Cash	\$ 237	\$ 831	\$ 18,676	\$ 1,061
Trade Accounts Receivable	0	0	0	0
Inventories	0	0	14,556	0
Total Current Assets	<u>237</u>	<u>831</u>	<u>33,232</u>	<u>1,061</u>
Property and Equipment				
Land	0	0	106,664	106,664
Furniture & Fixtures	8,319	8,319	7,319	7,319
Buildings and Improvements	0	0	629,586	629,586
Leasehold Improvements	168,940	168,940	0	0
Processing Equipment	437,841	232,246	110,935	110,935
Office equipment	14,387	14,387	6,594	6,594
Vehicles	9,982	9,982	26,700	26,700
	<u>639,469</u>	<u>433,874</u>	<u>887,798</u>	<u>887,798</u>
Less: Accumulated Depreciation	<u>(195,101)</u>	<u>(160,128)</u>	<u>(226,606)</u>	<u>(191,523)</u>
Total Property and Equipment	<u>444,368</u>	<u>273,746</u>	<u>661,192</u>	<u>696,275</u>
Non-Current Assets				
Lease Deposits	60,000	60,000	0	0
Loan Fees	0	0	23,538	23,538
Intangible Assets				
Patents	3,720,467	3,695,467	0	0
Accumulated Amortization	(151,401)	(58,657)	0	0
Goodwill	920,000	920,000	500,000	0
Total Intangible Assets	<u>4,489,066</u>	<u>4,556,810</u>	<u>500,000</u>	<u>0</u>
Notes Receivable	882,425	1,072,282	786,884	706,944
Allowance for Uncollectible Notes Receivable	<u>(882,425)</u>	<u>0</u>	<u>0</u>	<u>0</u>
Net Notes Receivable	0	1,072,282	786,884	706,944
Total Non-Current Assets	<u>4,549,066</u>	<u>5,689,092</u>	<u>1,310,422</u>	<u>730,482</u>
Total Assets	<u>\$ 4,993,671</u>	<u>\$ 5,963,669</u>	<u>\$ 2,004,846</u>	<u>\$ 1,427,818</u>

BOURQUE INDUSTRIES, INC.

(A Development Stage Company)

Unaudited Consolidated Balance Sheets Liabilities & Stockholders' Equity

<u>LIABILITIES & STOCKHOLDERS' EQUITY</u>	<u>February 28, 2013</u>	<u>May 31, 2012</u>	<u>May 31, 2011</u>	<u>May 31, 2010</u>
Current Liabilities				
Accounts Payable and Accrued Liabilities	\$ 811,919	\$ 652,547	\$ 53,755	\$ 26,249
Accrued Compensation Payable	265,662	130,515	100,000	100,000
Provision for Contingent Liabilities	1,000,000	0	0	0
Current Portion of Long-Term Liabilities	<u>100,295</u>	<u>100,000</u>	<u>0</u>	<u>53,879</u>
Total Current Liabilities	<u>2,177,876</u>	<u>883,062</u>	<u>153,755</u>	<u>180,128</u>
Long-Term Liabilities				
Notes Payable	15,700	139,950	149,683	120,304
Royalty Notes Payable	<u>227,500</u>	<u>227,500</u>	<u>227,500</u>	<u>227,500</u>
Total Long-Term Liabilities	<u>243,200</u>	<u>367,450</u>	<u>377,183</u>	<u>347,804</u>
Total Liabilities	2,421,076	1,250,512	530,938	527,932
Stockholders' Equity				
Common stock, .0001 par value, 500,000,000 shares authorized, 380,133,337 shares issued and outstanding	1,453,794	1,449,541	1,436,515	1,413,775
Additional Paid-in-Capital	41,212,274	40,072,459	35,873,628	5,257,169
Convertible preferred stock, .0001 par value, 100,000,000 authorized and outstanding	10,000	10,000	0	0
Accumulated Deficit	<u>(40,103,473)</u>	<u>(36,818,843)</u>	<u>(35,836,235)</u>	<u>(5,771,058)</u>
Total Stockholders' Equity	<u>2,572,595</u>	<u>4,713,157</u>	<u>1,473,908</u>	<u>899,886</u>
Total Liabilities and Stockholders' Equity	<u>\$ 4,993,671</u>	<u>\$ 5,963,669</u>	<u>\$ 2,004,846</u>	<u>\$ 1,427,818</u>

BOURQUE INDUSTRIES, INC.

(A Development Stage Company)

Unaudited Consolidated Income Statements

	Fiscal Nine Months Ended February 28, 2013	Fiscal Year Ended May 31, 2012	Fiscal Year Ended May 31, 2011	June 1, 1978 (inception) to May 31, 2012
Revenues				
Sales	\$ 39,946	\$ 14,204	\$ -	\$ 384,010
Total Revenues	<u>39,946</u>	<u>14,204</u>	<u>-</u>	<u>384,010</u>
Cost of Goods Sold	<u>13,164</u>	<u>10,840</u>	<u>-</u>	<u>209,478</u>
Gross Profit	<u>26,782</u>	<u>3,364</u>	<u>-</u>	<u>174,532</u>
Operating Expenses				
Legal, Consulting & Professional Fees	1,014,985	1,285,384	961,572	5,119,231
Rents	71,558	43,690	200	121,139
Depreciation & Amortization Expense	127,717	110,239	35,083	452,446
Impairment of Goodwill	0	0	28,195,238	28,195,238
Non-Trade Bad Debt Expense	211,876	0	0	211,876
General & Administrative	122,711	744,617	475,168	3,552,021
Compensation Expense	<u>113,869</u>	<u>229,275</u>	<u>389,579</u>	<u>5,267,790</u>
Total Operating Expenses	<u>1,662,716</u>	<u>2,413,205</u>	<u>30,056,840</u>	<u>42,919,741</u>
Net Operating (Loss)	<u>(1,635,934)</u>	<u>(2,409,841)</u>	<u>(30,056,840)</u>	<u>(42,745,209)</u>
Other Income (Expense)				
Other Income	0	0	75	19,139
Interest Income (Expense)	21,853	(7,318)	(8,412)	(104,705)
Gain (Loss) on Sales of Property	0	(47,202)	0	2,541,332
Gain on Renegotiated Loan	0	0	0	10,103
Loss on Joint Venture	0	0	0	369,365
Merger Adjustment	<u>0</u>	<u>0</u>	<u>0</u>	<u>1,481,753</u>
Total Other Income (Expense)	<u>21,853</u>	<u>(54,520)</u>	<u>(8,337)</u>	<u>4,316,987</u>
Income Before Extraordinary Expenses				
Related Party Note Receivable				
Allowance for Uncollectibility	(670,549)	0	0	0
Provision for Contingent Expenses	<u>(1,000,000)</u>	<u>0</u>	<u>0</u>	<u>0</u>
Total Extraordinary Expenses	<u>(1,670,549)</u>	<u>0</u>	<u>0</u>	<u>0</u>
Income (Loss) Before Income Taxes	(3,284,630)	(2,464,361)	(30,065,177)	(38,428,222)
Provision (Benefit) for Income Taxes	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>
Net Income (Loss)	<u>\$ (3,284,630)</u>	<u>\$ (2,464,361)</u>	<u>\$ (30,065,177)</u>	<u>\$ (38,428,222)</u>

BOURQUE INDUSTRIES, INC.
(A Development Stage Company)

Unaudited Consolidated Statements of Cash Flows

	Fiscal nine Months Ended <u>February 28, 2013</u>	Fiscal Year Ended <u>May 31, 2012</u>	Fiscal Year Ended <u>May 31, 2011</u>	June 1, 1978 (inception) to <u>February 28, 2013</u>
Cash Flows from Operating Activities:				
Net Income (Loss)	\$ (3,284,630)	\$ (2,464,361)	\$ (30,065,177)	\$ (40,103,473)
Adjustments to Reconcile Net Loss to Net Cash Provided by Operations:				
Depreciation and amortization	127,717	110,239	35,083	452,446
Impairment of goodwill	0	0	28,195,238	28,195,238
Common stock issued for services	365,444	18,455	1,943,961	5,360,700
Preferred stock issued for services	0	10,000	0	10,000
Loss on joint venture	0	0	0	379,468
Gain on renegotiation loan	0	0	0	(10,103)
Loss on sale of property	0	47,202	0	47,202
Gain on sale of property	0	0	0	(2,588,534)
Valuation for options issued	0	0	0	955,330
Change in current assets and liabilities net of acquisitions of businesses: (Increase) Decrease in:				
Deposits and prepaids	0	(60,000)	0	(61,085)
Trade Accounts Receivable	0	0	0	0
Notes receivable	0	0	0	(140,607)
Inventory	0	14,556	(14,556)	(47,921)
Accounts payable and accrued expenses	294,519	629,307	27,506	1,683,005
Provision for Contingent Liabilities	<u>1,000,000</u>	<u>0</u>	<u>0</u>	<u>0</u>
Net Cash Provided Used by Operating Activities	(1,496,950)	(1,694,602)	122,055	(5,868,334)
Cash Flows from Investing Activities:				
Cash acquired in acquisition of businesses	0	141,657	0	141,657
Acquisitions of businesses, net of cash required	0	(4,598,370)	(30,519,949)	(35,597,956)
Purchases of land, equipment and improvements	(205,595)	(282,326)	0	(2,012,713)
Investment in patents	(25,000)	0	0	0
Sale of building and land	0	600,000	0	3,300,000
Allowance for uncollectible notes receivable	882,425	0	0	0
Payments on notes receivable	<u>189,857</u>	<u>340,251</u>	<u>0</u>	<u>530,108</u>
Net Cash Used by Investing Activities	841,687	(3,798,788)	(30,519,949)	(33,638,904)
Cash Flows from Financing Activities:				
Increase or (decrease) in notes payable	(123,955)	90,267	517	(483,171)
Increase in notes receivable from property sale	0	(625,649)	0	(625,649)
Decrease or (increase) in notes receivable	0	340,251	(104,957)	230,844
Proceeds from royalties interest notes payable	0	0	0	227,500
Proceeds from issuance of common stock	778,624	5,660,676	30,519,949	39,727,951
Proceeds from issuance of preferred stock	0	10,000	0	10,000
Prior period adjustment	<u>0</u>	<u>0</u>	<u>0</u>	<u>420,000</u>
Net Cash Provided (Used) by Financing Activities	<u>654,669</u>	<u>5,475,545</u>	<u>30,415,509</u>	<u>39,507,475</u>
Increase (Decrease) in cash	(594)	(17,845)	17,615	<u>\$ 237</u>
CASH & CASH EQUIVALENTS - Beginning of period	<u>831</u>	<u>18,676</u>	<u>1,061</u>	
CASH & CASH EQUIVALENTS - End of period	<u>\$ 237</u>	<u>\$ 831</u>	<u>\$ 18,676</u>	

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

BOURQUE INDUSTRIES, INC.
(A Development Stage Company)
Unaudited Consolidated Statements
of Retained Earnings & Stockholders' Equity

	Common Stock		Additional Paid-in Capital	Subscription Received	Deficit Accumulated	Total Equity
	Shares	Amount				
Stock issued for cash	420,000	\$ 420	\$ 148,330			
Net loss for the year ended 12/31/2000					\$ (217,406)	
Balance 12/31/2000	420,000	420	148,330		(217,406)	(68,656)
Stock issued for cash	2,216,000	2,216	336,580			
Stock issued for services	7,010,000	7,010	693,990			
Stock issued for debts	1,716,000	1,716	59,408			
Net loss for the year ended 12/31/2001					(508,268)	
Balance 12/31/2001	11,362,000	11,362	1,238,308		(725,674)	523,996
Stock issued for cash	877,201	877	219,323			
Stock issued for services	51,500	52	19,261			
Net loss for the year ended 12/31/2002					(31,641)	
Balance 12/31/2002	12,290,701	12,291	1,476,892		(757,315)	731,868
Stock issued for cash	1,922,000	1,922	178,278			
Stock issued for services	1,650,000	1,650	163,350			
Stock issued for loans	1,050,000	1,050	48,996			
Net loss for the year ended 12/31/2003					(535,601)	
Balance 12/31/2003	16,912,701	16,913	1,867,516		(1,292,916)	591,513
Stock issued for cash	800,000	800	79,200			
Stock issued for services	300,000	300	29,700			
Net loss for the year ended 12/31/2004					(258,613)	
Balance 12/31/2004	18,012,701	18,013	1,976,416		(1,551,529)	442,900
Stock issued for cash	168,576	169	29,831			
Stock issued for services	5,000,000	5,000	695,000			
Stock issued for debts	1,650,000	1,650	231,450			
Adjustment for merger at 7/20/2005	67,865,005	902,132	(1,207,667)	12,500	(1,259,162)	
Balance at 7/20/2005	92,696,282	926,964	1,725,030	12,500	(2,810,691)	(146,197)
Stock issued for cash	530,000	5,300	17,700	(12,500)		
Stock issued for services	7,825,000	78,250	409,750			
Stock options issued	-	-	955,330			
Stock subscriptions				5,500		
Net loss for fiscal year ended 5/31/2006					64,279	
Balance at 5/31/2006	101,051,282	1,010,514	3,107,810	5,500	(2,746,412)	1,377,412
Stock issued for cash	285,000	2,850	10,750	(5,500)		
Stock issued for royalty conversion	41,667	417	833			
Stock issued for services	124,500	1,245	2,490			
Net loss for fiscal year ended 5/31/2007					(540,399)	
Balance at 5/31/2007	101,502,449	1,015,026	3,121,883	-	(3,286,811)	850,098
Stock issued for services	6,500,000	65,000	1,650,243			
Net loss for fiscal year ended 5/31/2008					(350,017)	
Balance at 5/31/2008	108,002,449	1,080,026	4,772,126	-	(3,636,827)	2,215,325

BOURQUE INDUSTRIES, INC.

(A Development Stage Company)

Notes to Unaudited Financial Statements

Fiscal Nine Months Ended February 28, 2013 and Fiscal Years Ended May 31, 2012 and 2011

Note 1

Summary of Significant Accounting Policies

Bourque Industries, Inc. (the Company) was incorporated in the State of Nevada, under the predecessor names of Global Platinum + Gold, Inc. and Global Energy, LTD. The Company's name was changed to Bourque Industries, Inc. effective January 31, 2011.

Nature of Operations

The Company is a development stage company, with a focus on advanced materials sciences. The Company invented Kryron, a metal-alloying process that uses nanotechnology to fundamentally alter certain common metals at the molecular level to create ultra-high performing alloys for industrial and commercial applications.

Kryron is a patented material created using carbon nanotubes which can be combined with common metals -- such as aluminum, copper, and steel -- to create ultra-high performing super alloys with significantly different characteristics than the base metals. These characteristics make Kryronized alloys a potential solution for a wide range of industrial, commercial, and military applications, which include ballistic body armor for military and law enforcement applications, as well as applications within agricultural and mining industries. SIC Codes include 3341, 3399, 3441, 3499, 3795, 3999 and 5085.

The Company is currently conducting operations, although many of Kryron's applications are in early stage research and development, and to-date, the Company has not had material orders or sales, and has been able to produce continuing revenue from sales of its Kryron-based products.

On February 13, 2012 the Company received National Institute of Justice (NIJ) certification for its Level III stand-alone Kryron Terminator Armor. The Armor complies with the most recent NIJ Standard-0101.06. NIJ certification is a prerequisite for most US law enforcement agencies when purchasing personal body armor for its frontline officers.

Accounting Method

The Company's financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP") with the following exception.

Note 1

Summary of Significant Accounting Policies (continued)

EARNINGS PER SHARE

Entities with simple capital structures are required to present on the face of the income statement basic earnings per share (EPS) for income from continuing operations and for net income per FASB ASC 260-10-45 and FASB

ASC 260-10-50. Earnings per share are not presented in these financial statements. The effect of this deviation from GAAP on these financial statements is not known.

Share-Based Payments

The Company records payments made with the issuance of common stock the market price for the goods or services to determine the fair value of the issued common stock. In those situations where, in the opinion of management, the fair value of goods or services could not be estimated reliably and then such fair value is measured by reference to the fair value of equity instruments granted.

Use of Estimates

The use of estimates and assumptions as determined by management are required in the preparation of these financial statements in conformity with GAAP. The estimates are based on management's evaluation of historical trends and other information available when the financial statements are prepared. Changes in estimates, when they occur, are recognized in accordance with the accounting rules for estimates. Actual results could differ from those estimates.

Revenue Recognition

The Company uses the provisions of SEC Staff Accounting Bulletin No. 104, "Revenue Recognition in Financial Statements" ("SAB 104"), which provides guidance on the recognition, presentation and disclosure of revenue in financial statements.

The Company recognizes revenue when it is realized or realizable and earned. The Company considers revenue realized or realizable and earned when it has persuasive evidence of an arrangement, delivery has occurred, the sales price is fixed or determinable and collectability is reasonably assured. Delivery does not occur until products have been shipped, risk of loss has been transferred to the customer and either customer acceptance has been obtained, client acceptance provisions have lapsed, or the Company has objective evidence that the criteria specified in the customer acceptance provisions have been satisfied. The sales price is not considered to be fixed or determinable until all contingencies related to the sale have been resolved. The Company expects to derive revenues through the production of body armor and other Kryron based products.

Note 1

Summary of Significant Accounting Policies (continued)

Inventories

Inventories, when maintained by the Company, are stated at the lower of cost or net realizable value using the first-in first-out method of accounting. Net realizable value represents estimated selling prices less direct selling expenses. As of the fiscal years ended May 31, 2012, 2011 and 2010 inventories consisted primarily of production supplies used in the manufacture of test sample products and demonstration products and were not held for resale. As of the fiscal nine months ended February 28, 2013 the Company maintained no material inventory.

Property, Equipment and Depreciation

The cost of property, plant, and equipment is depreciated over the estimated useful lives of the related assets. The cost of leasehold improvements is depreciated (amortized) over the lesser of the length of the related leases or the estimated useful lives of the assets. The estimated useful lives are as follows:

Buildings and improvements	39 years
Leasehold improvements	5 years
Equipment	5 years
Furniture and fixtures	7 years
Vehicles	5 years

Patents and Long-Lived Intangible Assets

The cost of patents is amortized over an estimated useful life of 20 years. In addition, The Company evaluates long-lived assets, including intangible assets subject to amortization (such as patents) for impairment whenever events or circumstances indicate there may be a possible permanent loss of value.

Goodwill

Goodwill represents the cost in excess of fair value of net assets acquired in business combinations accounted for by the purchase method. In accordance with SFAS 142 goodwill and intangible assets determined to have indefinite lives are not subject to amortization. Goodwill and indefinite-lived intangible assets are reviewed for impairment by applying a fair-value based test on an annual basis or more frequently if circumstances indicate a potential impairment. If it is determined impairment has occurred, an impairment loss is recognized for the amount by which the carrying amount of the asset exceeds its estimated fair value and classified as impairment charges in the consolidated income statement. The Company conducts its annual impairment testing as of the last day of its fiscal year.

Note 1

Summary of Significant Accounting Policies (continued)

Income Taxes

The Company has adopted FASB 109 to account for income taxes. The Company currently has no material items which create timing differences that would mandate deferred tax expense. Net operating losses would create possible tax assets in future years, but due to the uncertainty as to the utilization of a net operating loss carry forward, a valuation allowance has not been made to the extent of any tax benefit that net operating losses may generate.

Reclassifications

Certain accounts in the prior-year financial statements have been reclassified for comparative purposes to conform to the presentation in the current-period financial statements.

Fair Value of Financial Instruments

The recorded amounts of financial instruments, including cash equivalents, accounts receivable, accounts payable, accrued expenses, and long-term debt approximate their market values as of the fiscal nine months ended February 28, 2013 and fiscal years ended May 31, 2012 and 2011. The Company has no investments in derivative financial instruments.

Note 2

Going Concern

The Company has recurring losses and has a deficit accumulated during the development stage of \$40,103,473 as of February 28, 2013 and no material working capital. This condition raises substantial doubt about the Company's ability to continue as a going concern.

The Company's financial statements are prepared using the generally accepted accounting principles applicable to a going concern which contemplates the realization of assets and liquidation of liabilities in the normal course of business. However, the Company has no significant "current" source of revenue. Without realization of additional capital, it would be unlikely for the Company to continue as a going concern.

The Company's management plans on raising cash from private debt or equity financing on an as needed basis and in the longer term, revenues from the development of business opportunities sales of patented alloy products, and or licensing of technology The Company's ability to continue as a going concern is dependent on these additional cash financings, and ultimately, upon achieving profitable operations.

Note 3

Related Party Transactions

The Company has entered into transactions, advanced funds and borrowed funds from various related parties and sources. Following are the material related party transactions during the fiscal nine months ended February 28, 2013 and fiscal years ended May 31, 2012 and 2011.

John Bourque, former Chief Executive Officer and current majority shareholder

Employment Agreement.

On September 22, 2011, the Company entered into a long term Employment Agreement and Royalty Agreement with John Bourque, thereby securing his services as Chief Executive Officer for a minimum term of 10 years, and in exchange obtaining a transfer of all remaining rights to his Kryron material. Pursuant to these Agreements, the Company agreed to pay Mr. Bourque an initial salary of \$360,000 per year, privately issue him 100 million shares of Series A Convertible Preferred Stock, thereby assuring him control of Bourque Industries for the immediate future, and pay Mr. Bourque a 5% royalty over a 20 year term on gross sales of products and services utilizing the Kryron technology, and all derivative products, but specifically limited to Kryronized alloy materials produced for such products.

On February 6, 2013 Mr. Bourque was convicted of felony driving under the influence charges and subsequently sentenced to serve a term in Arizona state prison of four and one-half years. Under the terms of the employment agreement with Mr. Bourque the employment period may be terminated for cause which includes a conviction of a felony.

On February 25, 2013 the Company announced that John M. Bourque resigned as a member and Chairman of the Company's Board of Directors and from any officer or executive position within the Company. Subsequent to Mr. Bourque resignation the Company expanded and appointed new independent members to the Company's Board of Directors and appointed a new interim Chief Executive Officer.

Accordingly, Mr. Bourque's resignations were accepted by the Company and the employment agreement was terminated effective February 6, 2013. Mr. Bourque's salary accrual and his ended with the termination of the employment agreement for cause. Mr. Bourque's position is that the Royalty Agreement is separate and apart from his Employment Agreement and represented separate consideration for the transfer of all of Mr. Bourque's rights to the Kryon Technology to the Company, and the Company has concurred with this position. As a result, the Royalty Agreement remains in effect for its term.

Amounts Due to/from Mr. Bourque.

Mr. Bourque at the fiscal nine months ended February 28, 2013 and fiscal years ended May 31, 2012 and 2011 owed the Company zero, \$234,757 and \$370,615 respectively. These loans were primarily made by the merged-in company JBIT, Inc. The note was due on demand with interest payable annually at 4.5%. Mr. Bourque has been repaying the note on a regular ongoing basis with combination of cash payments and offset against his compensation due him under the terms of his long term employment agreement. As explained in this note, Mr. Bourque's employment agreement was terminated effective February 6, 2013. The availability of Mr. Bourque to continue these payments in the future is uncertain.

Note 3

Related Party Transactions (continued)

Guarantee of Related Party Note Receivable.

As more fully described in this footnote and listed in Note 8, the Company has a note receivable from the Full Circle Trust in the amount of \$625,649 for which the Company has recorded an allowance for uncollectibility of the same amount. Mr. Bourque is or was a co-trustee of the Full Circle Trust and is or was a beneficiary of the Full Circle Trust.

Participant in October 2011 mergers of Bourque Alloys, LLC, Bourque Alloys Manufacturing, LLC and Kryron Global, LLC .

John M. Bourque was the principal shareholder in the three companies acquired by the Company on or about October 17, 2011. The three companies were Bourque Alloys, LLC, Bourque Alloys Manufacturing, LLC and Kryron Global, LLC. To review the details of these acquisitions refer to Note 6.

Sale of real property to entity in which Mr. Bourque had a financial interest.

During the fiscal year ended May 31, 2012 the Company sold real property to Full Circle Trust, an irrevocable trust of which the Company's CEO, Mr. Bourque is a co-trustee and beneficiary.

Mr. Bourque disclosed his interest to the Board and abstained from voting on the transaction. At the time of the disclosure and vote Mr. Bourque advised the Board that the property transaction was to be consummated at fair market value which he estimated at \$600,000. The sales price was therefore set at \$600,000, and was paid in the form of an unsecured note in that amount executed by Full Circle Trust as payee, bearing interest at 12% per annum, and payable on demand after May 31, 2013. Upon payment of the Note, the Company agreed to pay out of the proceeds, \$94,250 in encumbrances which existed on the property at the date of sale.

Subsequently, the Board after investigation has concluded that the fair market value of the property was likely substantially less than the \$600,000 estimated, and that as a result, the sale of the property occurred at substantially more than the realistic market value of the property.

Also, subsequent to the transactions, Full Circle Trust has defaulted in payment on the Note delivered to the Company, and has also defaulted on its obligations to service the existing secured notes on the property. As a result, the property is currently in foreclosure proceedings initiated by the first trust deed holder.

Based upon the new facts and circumstances determined by the Company surrounding this transaction and the related Note Receivable from Full Circle Trust the Company has elected to record an allowance for uncollectible notes receivable against the Full Circle Trust note in an amount equal to the full balance owed to the Company as of February 28, 2013 and has ceased accrual of any interest income due on the note.

The balance of the note as of February 28, 2013 and May 31, 2012, including accrued interest, was zero (net of the uncollectible allowance recorded) and \$625,649 respectively. The note and related allowance is reported in Note 8 of these financial statements.

The Company believes it is prudent to report the entire note as potentially uncollectible until such time as there is substantial evidence that the note will be repaid.

Note 3

Related Party Transactions(continued)

Provision for Contingent Liabilities.

As described in Note 9, Provision for Contingent Liabilities, the Company has embarked on an immediate review of prior matters which may have a material financial effect on the Company. As of the filing of these financial statements the review process was ongoing and not yet complete.

Mr. Bourque's relinquishment of control.

On March 8, 2013, John Bourque, the Company's inventor and former Chief Executive Officer, as well as its principal shareholder, executed a "Principle Shareholders Lock-Up Agreement", whereby Mr. Bourque agreed not to exercise his voting rights on 100,000,000 Series A Preferred Shares which have 4 for 1 voting rights, and not to exercise his voting rights on all but 20 million of his shares of the Company's Common Stock, for a term which extends through the earlier of March 8, 2017, or date on which Mr. Bourque is able to re-commit to full time employment with the Company.

This Agreement not to exercise such voting rights is subject to a number of exceptions. For example, Mr. Bourque is not precluded from exercising his voting rights if the Company proposes to issue in the aggregate more than 50 million common shares, or if a shareholder vote is called for approval of certain Fundamental Corporate Transactions or under certain other circumstances spelled out in the Agreement.

The Lock-Up Agreement was approved by the Board of Directors on March 19, 2013, and is now in place. This Lock-Up Agreement removes Mr. Bourque from a position of control of the Company (except under certain circumstances) for the period of its term and gives the new Board of Directors full authority to press forward with reorganization of the Company's business and its evolving business plan for the marketing and sales of various contemplated product lines based upon the Company's Kryron material.

Bourque Alloys, LLC (BAL), previously controlled by former Chief Executive Officer John Bourque.

At the end of the fiscal nine months ended February 28, 2013 and fiscal years ended May 31, 2012 and 2011 BAL owed the Company \$194,393 and \$219,410 respectively. The loans were made by the merged-in company JBIT, Inc. Refer to Note 8 for the details of the loans and Note 4 for more details of the merged-in company JBIT, Inc. On October 17, 2011 the Company acquired BAL in a reverse triangular merger which resulted effectively in a full loan payoff as of the acquisition date. Refer to Note 6 for details of the acquisition.

Bourque Alloys Manufacturing, LLC (BAM) elements of common control.

During the fiscal year-to-date period ended October 16, 2011 and the fiscal year ended May 31, 2011 the Company received loans of \$474,500 and \$15,000 respectively from BAM. On October 17, 2011 the Company acquired BAM in a reverse triangular merger which effectively resulted in a full loan payoff as of the acquisition date. Refer to Note 6 for details of the acquisition and to Note 9 for the details of the loans.

Note 3

Related Party Transactions(continued)

Russell Twiford, former Chief Executive Officer

Mr. Twiford at the fiscal nine months ended February 28, 2013 and fiscal years ended May 31, 2012 and 2011 owed \$211,876, \$211,876 and \$211,876 respectively. These loans were advances issued by the Company under the direction of the former CEO Twiford to himself prior to January 31, 2011. Mr. Twiford has indicated he intends not to repay the loans. The Company is in the process of referring the matter to outside counsel to pursue collection of the amounts owed to the Company by Mr. Twiford. However, the Company believes there is a high likelihood that the amount due may not be collectible the Company has recognized a bad debt expense in the amount of \$211,876 for the nine months ended February 28, 2013.

Kim Southworth, former Director

Included in trade accounts payable are amounts due to Advanced Business Strategies, LLC, a company owned by the spouse of Mr. Southworth. These payables represent amounts owed to Advanced Business Strategies, LLC under a consulting contract for Mr. Southworth's work with the Company and subsidiary Basalt Fiber Technologies, Inc. Payables owed at the fiscal nine months ended February 28, 2013 and fiscal years ended May 31, 2012 and 2011 were \$192,000, \$139,500 and zero respectively. Included in balances at February 28, 2013 and May 31, 2012 is a payable in the amount of \$80,000 which was owed from Basalt Fiber Technologies to Advanced Business Strategies, LLC at the time Basalt Fiber Technologies was merged into Bourque Industries, Inc.

Note 4

Goodwill and Acquisition of JBIT, Inc.

During the fiscal year ending May 31, 2011 the Company approved and executed a plan of acquisition and reorganization that provided for the exchange of 150,000,000 unregistered common shares of the Company for "all" of the issued and outstanding common shares of JBIT, Inc. The acquisition was made to combine the manufacturing and distribution capabilities of the Company with the license agreements of patented alloys held by JBIT, Inc. The amount of goodwill acquired during the combination was recorded based on the share price of the Company at the time of the acquisition and reorganization at \$28,695,238, but without consideration of the illiquid and uncertain nature of the public market for the Company's common stock.

The Board of Directors at the end of the Company's 2011 fiscal year, after review, concluded that the value of existing manufacturing technology to extract gold from various fluids previously developed by the Company, and technology for use of certain alloys in such process, did not appear to be economically or physically viable, and accordingly that recorded goodwill as a result of such combination should be substantially adjusted and reduced. Accordingly, the Company determined that there has been a significant impairment of goodwill at the end of the fiscal year ended May 31, 2011, and the Company recognized an impairment charge against goodwill of \$28,195,238, and reduced goodwill carried on the Company's books to \$500,000, effective as of the end of said fiscal year.

Note 5

Restatement

The Company has restated its financial statements as of and for the fiscal year ended May 31, 2011 to reflect application of SFAS 142 and impairment of goodwill. The effect of the restatement is as follows.

	<u>Original</u>	<u>Restated</u>	<u>Change</u>
<i>Balance Sheet</i>			
Total Assets	\$ 30,200,084	\$ 2,004,846	\$ (28,195,238)
Total Liabilities and Stockholders' Equity	\$ 30,200,084	\$ 2,004,846	\$ (28,195,238)
<i>Income Statement</i>			
Total Operating Expenses	\$ 1,874,395	\$ 30,069,633	\$ 28,195,238
Net Income (Loss)	\$ (1,869,939)	\$ (30,065,177)	\$ (28,195,238)
<i>Statement of Cash Flows</i>			
Operating Activities	\$ 122,055	\$ 122,055	\$ -
Investing Activities	\$ -	\$ -	\$ -
Financing Activities	\$ (104,440)	\$ (104,440)	\$ -
Cash Ending	\$ 18,676	\$ 18,676	\$ -

For more information regarding the restatement please refer to Note 4.

Note 6

Acquisitions

Based on new and changing market opportunities and conditions, the Company accomplished strategic acquisitions of four related companies. Existing Management believed these acquisitions would support the Company's strategic plan to use the acquired Kryron alloy technologies to expand business in the development, manufacturing and sales of products for use in armor applications, electrical applications and other applications requiring light weight high strength alloys. In addition, with the acquisition of all rights related to the Kryron alloys, the Company gained the position to enter into exclusive and non-exclusive licensing arrangements with other manufacturers.

Prior to these acquisitions the Company held only a limited non-exclusive right to the patented alloy known as Kryron under a "field of use license." Under the field of use license the Company had rights to use Kryron only in "metal extraction processes in mining" and "armor manufactured for military use." As a part of its long term strategic plan the Company Management determined that to achieve the full market potential of the Kryron alloys it was required that one entity would need to control all aspects of the rights to Kryron and its derivative works – from the patents through manufacturing to sales and finally to the end customer. Accordingly, the Company entered into negotiations to consolidate and acquire all the patents, licenses and rights to Kryron and related products.

The Company, on September 26, 2011, agreed to acquire four companies through four separate reverse triangular mergers whereby the Company formed four new wholly owned subsidiaries, and agreed to merge each subsidiary with one of the four companies. This parent-subsidiary

Note 6

Acquisitions (continued)

structure, when combined, encompasses full and complete control of all the rights to Kryron. The acquired companies were Bourque Alloys, LLC, Bourque Alloys Manufacturing, Inc., Kryron Global, LLC and Basalt Fiber Technologies, LLC. An aggregate of approximately 113 million shares of restricted common stock were issued and exchanged with the shareholders of the four companies in connection with the acquisition of these companies. All four of the acquired companies were considered development stage companies and had no material revenues or earnings for the fiscal years ended May 31, 2012, 2011 and 2010.

Bourque Alloys, LLC, an Arizona limited liability company (BAL). BAL was organized in May 2009 and is the licensee under a license agreement from Kryron Global LLC granting it the rights to exclusive manufacturing of Kryron metal alloys to be used in all Kryron products. John M. Bourque, current CEO of the Company, owned a controlling ownership interest in BAL, making it a related company

Bourque Alloys Manufacturing, Inc., a Nevada corporation (BAM). BAM was incorporated in May 2011 and is the licensee under an long-term license agreement from Kryron Global LLC granting BAM the rights to exclusive manufacturing of Kryron products including armor for military and law enforcement, mining equipment and agricultural equipment. John M. Bourque owned a controlling ownership interest in BAM, making it a related company

Kryron Global LLC, an Arizona limited liability company (KGL). KGL was organized on November 15, 2008 and was wholly owned by John M. Bourque. KGL owned and controlled many patents (as further described in Section G of Item 9 below) related to Kryron and its applications and had control over the granting of licenses for all products making it a related company

As a result of, and upon the Company's acquisition of these first three target companies, all intellectual property and all pending or issued patents associated with the Kryron material invented by John M. Bourque is now fully owned and controlled by Bourque Industries, Inc.

Basalt Fiber Technologies, LLC, a Utah limited liability company (BFT). BFT was organized in March 2010 and has under development new technology to produce basalt fiber in quantities far exceeding current basalt fiber production methods and at substantially lowers costs. Basalt fiber is made from quarried basalt rock, which is heated and pushed through fine nozzles to create streams of molten rock that solidify into fibers. The resulting product is similar to fiberglass, but is physically stronger and significantly cheaper. An inert rock found worldwide, basalt is the generic term for solidified volcanic lava. Basalt is used in fireproof textile in the aerospace and automotive industries and as a composite to produce products such as camera tripods.

Note 6

Acquisitions (continued)

The Company plans to combine basalt with Kryron to develop new materials and products. The Company and BFT had been exploring the integration of basalt fiber technologies into Kryron products for most of 2011, including ballistic armor and plates. Kim D. Southworth was President and controlling owner of BFT, and an officer and director of the Company at the time of the acquisition, making it a related company..

Each of these four acquisitions closed on or about October 17, 2011. As a result of consummation of these acquisitions and the Company's issuance of restricted shares to their shareholders as consideration for the acquisitions, including John M. Bourque and Kim D. Southworth as shareholders of one or more of these target companies, the Company now has approximately 298 million common shares outstanding, of which approximately 52% is owned by John M. Bourque, and approximately 6% is owned by Kim D. Southworth.

Pro Forma Condensed Combined Statements of Operation Information

The following unaudited pro forma financial information presents the combined results of operations of the Company and the acquired businesses as if the acquisition had occurred as of the June 1, 2009 or the date of formation of the acquired company, whichever is earlier.

	Fiscal Year Ended May 31, 2012	Fiscal Year Ended May 31, 2011	Fiscal Year Ended May 31, 2010
Revenues	\$ 34,966	\$ -	\$ -
Cost of Goods Sold	16,325	-	-
Gross Profit	18,641	-	-
Operating Expenses	2,655,315	30,501,233	1,152,311
Net Operating (Loss)	(2,636,674)	(30,501,233)	(1,152,311)
Other Income (Expense)	15,222	(8,337)	(4,181)
Income (Loss) Before Income Taxes	(2,651,896)	(30,492,896)	(1,148,130)
Provision (Benefit) for Income Taxes	-	-	-
Net Income (Loss)	\$ (2,651,896)	\$ (30,492,896)	\$ (1,148,130)

Note 7**Patents**

As part of the purchase of Kryron Global, LLC, Bourque Alloys Manufacturing, Inc. and Bourque Alloys, LLC during the fiscal year ended May 31, 2012, the company acquired intangible assets of \$4,115,000. Of that amount, \$3,695,000 was assigned to patents. Goodwill of \$420,000, which is not subject to amortization, arose in connection with the acquisitions.

The Company capitalizes patent costs for new patents, both domestic and international. Patent costs incurred by the Company and recorded to the intangible asset during the fiscal nine months ended February 28, 2013 and fiscal years ended May 31, 2012 and 2011 were \$46,667, zero and zero respectively.

The acquired patents have an estimated useful life of 20 years. As of February 28, 2013 and May 31, 2012 and 2011 patent assets of the Company were as follows.

	<u>February 28, 2013</u>	<u>May 31, 2012</u>	<u>May 31, 2011</u>
Patents	\$ 3,695,467	\$ 3,695,467	\$ -
Minus accumulated amortization	<u>59,240</u>	<u>58,657</u>	<u>-</u>
Patents net of accumulated amortization	<u>\$ 3,636,227</u>	<u>\$ 3,636,810</u>	<u>\$ -</u>

The Company held no patents during the fiscal year ended May 31, 2011.

Note 8

Notes Receivable

The Company has non-current, non-trade notes receivable as follows.

	<u>February 28, 2013</u>	<u>May 31, 2012</u>	<u>May 31, 2011</u>	<u>May 31, 2010</u>
Note receivable from John Bourque, a related party, due upon demand, interest payable and accrued annually at 4.5%, secured by common stock of the Company (see Note 3)	\$ 0	\$ 234,757	\$ 370,615	\$ 354,574
Note receivable from Bourque Alloys, LLC a related party, due upon demand, non-interest bearing, unsecured (see Note 3)	0	0	194,393	219,410
Note receivable from Russ Twiford, a related party, due upon demand, non-interest bearing, unsecured (see Note 3)	211,876	211,876	211,876	132,960
Note receivable from Full Circle Trust, a related party, due upon demand, interest payable annually at 12%, secured by real property (see Note 3)	670,549	625,649	0	0
Note receivable from Robert Nielson, due upon demand, non-interest bearing, unsecured	<u>0</u>	<u>0</u>	<u>10,000</u>	<u>0</u>
Subtotal non-current notes receivable	882,425	1,072,282	786,884	706,944
Minus allowance for uncollectible notes receivable	<u>(882,425)</u>	<u>0</u>	<u>0</u>	<u>0</u>
Total Non-Current Notes Receivable	<u>\$ 0</u>	<u>\$1,072,282</u>	<u>\$786,884</u>	<u>\$706,944</u>

Note 9

Provision for Contingent Liabilities

On February 25, 2013 the Company announced that John M. Bourque resigned as a member and Chairman of the Company's Board of Directors and from any officer or executive position within the Company. Subsequent to Mr. Bourque resignation the Company expanded and appointed new independent members to the Company's Board of Directors and appointed a new interim Chief Executive Officer.

As a result of this change in control of the Company, the Board of Directors directed the interim Chief Executive officer and consultants of the Company to embark on an immediate review of the financial history of the Company.

This financial review process is ongoing and not yet completed. However, Management has determined it appropriate to record a reserve for contingent liabilities, based on the initial review to date. Therefore, As of April 15, 2013 the Company has elected to record a reserve for contingent liabilities in the financial statements as of February 28, 2013 of \$1,000,000, to account for the Company's potential liability for various unknown or unsubstantiated claims which may or may not be filed against the Company, and if filed, in which the Company might not prevail.

Note 10**Notes Payable**

The Company has non-current, notes payable as follows.

	<u>February 28, 2013</u>	<u>May 31, 2012</u>	<u>May 31, 2011</u>	<u>May 31, 2010</u>
Note payable to RM Kulm, non-interest bearing, unsecured, due on demand.	\$ 6,700	\$ 6,700	\$ 6,700	\$ 6,700
Notes payable to Barclay Tittman, non-interest bearing, unsecured, due on demand.	0	30,000	30,000	30,000
Note payable to Bourque Alloys Manufacturing, LLC, a related party non-interest bearing, unsecured, due	0	0	15,000	0
Note payable to Charles Herrim non-interest bearing, unsecured, due on	9,000	9,000	9,000	0
Note payable Tucson Federal Credit Union, interest at 7.5% annually, due November 2010, unsecured.	0	0	0	53,879
Note payable to G&G Holdings, LLC, non-interest bearing, secured by an option to convert to restricted common stock of the Company, due June 2012.	100,295	100,000	0	0
Note payable to Timothy & Kevin Ross, interest at 21.0% annually, secured by real property.	0	26,228	25,377	24,605
Note payable to Harlin H. Haack, Trustee, interest at 21.0% annually, secured by real property.	<u>0</u>	<u>68,022</u>	<u>63,606</u>	<u>58,999</u>
Subtotal	115,995	239,950	149,683	174,183
Less current portion	<u>100,295</u>	<u>100,000</u>	<u>0</u>	<u>53,879</u>
Total non-current notes payable	<u>\$ 15,700</u>	<u>\$ 139,950</u>	<u>\$ 149,683</u>	<u>\$ 120,304</u>

Interest expense for the periods was as follows.

	<u>February 28, 2013</u>	<u>May 31, 2012</u>	<u>May 31, 2011</u>	<u>May 31, 2010</u>
Interest expense	<u>\$ 23,563</u>	<u>\$ 36,026</u>	<u>\$ 12,793</u>	<u>\$ 5,769</u>

Note 11***Royalty Notes Payable***

In 2004 the Company entered into royalty purchase agreements with various investors. The agreements provided the investors with a royalty payment on revenues generated by real property mineral extraction at rates ranging from one-eight percent of eligible revenues to one percent of eligible revenues. The agreements also provided that, in addition to any royalty payments (of which there were none) the investors would receive back their original investment without any interest or penalty. The royalty notes payable therefore represent the total gross amount of the original investment payments. The notes are unsecured and are payable on demand.

Note 12***Concentration of Credit Risk***

The Company has concentrated its credit risk for cash by maintaining deposits in one bank. The excess deposits reported by the bank over the amounts that would be covered by federal insurance (FDIC) are at risk.

Financial instruments that potentially subject the Company to credit risk consist primarily of trade accounts receivable and related party notes receivable.

The Company has concentrated credit risk by holding related party notes payable secured by Company stock.

Note 13***Lease Commitments***

The Company, in July 2011, entered into an operating lease for manufacturing plant and administrative office premises for a 38 month term. The future minimum lease payments under the operating leases are as follows for the fiscal years ending May 31.

2013	76,800
2013	96,000
2014	<u>28,000</u>
	<u>\$ 89,600</u>

As of the date of the issuance of these financial statements the Company was in eight months in default in payments under this lease, which represents the Company's primary facility in Tucson, AZ.

Note 14

Stock Issued to Settle Debt

On August 22, 2012, Bourque Industries, Inc. and Ironridge Global IV, Ltd. settled \$778,624 in current accounts payable of the Company, in exchange for shares of Company common stock. Ironridge recently agreed to purchase the payables from Company creditors for full face value in cash,

Pursuant to an order approving stipulation for settlement of claims, Ironridge is entitled to receive 250,000 Bourque common shares, plus that additional number of shares which have an aggregate "agreed" value equal to the debt amount, plus third party agent fees in the amount of ten percent, plus reasonable attorney fees, divided by a price per share equal to a 20% discount to a calculated Bourque "formula" share price.

The formula share price is based upon the volume weighted average price of the Company's common stock over that number of consecutive trading days following the date of receipt of an initial advance of shares, required for the total aggregate trading volume of all Company shares traded on the over-the-counter market to exceed \$5 million. In calculating total aggregate trading volume, each daily volume used is not to exceed the arithmetic average of the individual daily volume weighted average prices of any five trading days during such period.

By way of example only, if the Company's average trading volume were \$50,000 per day, the calculation period would be 100 days. If the volume weighted average price of the Company's common stock during that period were \$0.12 per share (which was the closing share price on August 22, 2012), and the arithmetic average of the individual daily volume weighted average prices of any five trading days during such period were also \$0.12 per share, then Ironridge would be entitled to retain a total of 9,333,560 shares in exchange for settling \$778,624 in debt. Based on a \$0.12 per share assumed value, the Bourque Common shares received would have a \$1,120,027 value, and would be received as full compensation for the \$778,624 debt extinguished.

In connection with the transaction, Ironridge is prohibited from receiving at any one time shares of common stock that would cause it in the aggregate with other shares then held, to be deemed to beneficially own more than 9.99% of the Company's total outstanding shares. Ironridge received as an advance, an initial issuance of 35,000,000 shares, which is equal to 9.99% of the total outstanding shares after such issuance. Based on the above example, Ironridge would be required to return 25,666,440 of these shares advanced to the Company for cancellation at the end of the formula calculation period. If the stock price during the calculation period were higher, it would be required to return more shares. If it were lower, Ironridge may be entitled to return fewer shares or to be issued more shares. The final number of shares to be retained by Ironridge will not be calculated until the end of the calculation period.

Ironridge agreed not to hold any short position in the issuer's common stock, and not to engage in or effect, directly or indirectly, any short sale until at least 180 days after the end of the calculation period, and it is prohibited from doing so. This provision means that Ironridge can only trade advanced shares it reasonably appears to have earned under the formula; it could not trade all 35 million shares unless there was a very sizable drop in the

Note 14

Stock Issued to Settle Debt (continued)

Bourque share price in the market. Ironridge also cannot vote any shares of common stock, exercising any dissenter's rights, execute or solicit any proxies, or engage or participate in any plans relating to any extraordinary corporate transaction or change of control.

The shares were issued without registration under the Securities Act of 1933, as amended, pursuant to the exemption from registration provided by Section 3(a)(10) of the Act, as securities issued in exchange for one or more bona fide outstanding claims or property interests, where the terms and conditions of such issuance and exchange are approved, after a hearing upon the fairness of such terms and conditions at which all persons to whom it is proposed to issue securities in such exchange shall have the right to appear, by any court, or by any governmental authority expressly authorized by law to grant such approval. As a result, the shares are free trading and not restricted shares.

As of the date of the issuance of these financial statements the final accounting for the stock issued to settle debt was not yet completed or due from Ironridge, but a total of 51,500,000 common shares have been issued by the Company to Ironridge under this Agreement to date.

Note 15

Extraordinary Expenses

During the nine months ended February 28, 2013 the Company recognized two extraordinary events. These events are unusual in nature and are unexpected to occur in the future.

Related Party Note Receivable Allowance for Uncollectibility of \$670,549

The Company has recorded an allowance for an uncollectible note receivable from a related party. The details of this extraordinary expense are more fully described in Note 3 and the note itself is listed in Note 8 of these financial statements.

Provision for Contingent Expenses of \$1,000,000

As more fully described in Notes 3 and 9, the Company has embarked on a financial review of past activities. As of the filing of these financial statements the review process is ongoing and not yet complete.

Management has determined it appropriate to record a reserve for contingent liabilities, based on the initial review to date. Therefore, as of April 15, 2013 the Company has elected to record a reserve for contingent liabilities in the financial statements as of February 28, 2013 of \$1,000,000, to account for the Company's potential liability for various unknown or unsubstantiated claims which may or may not be filed against the Company, and if filed, in which the Company might not prevail