

**Riverdale Capital Ltd.**

**FINANCIAL STATEMENTS and  
REPORT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS**

**Year Ended May 31, 2010**

# **Riverdale Capital Ltd.**

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**Independent Auditor's Report**

To the Board of Directors and Unit Owners of  
Riverdale Capital Ltd.

We have audited the accompanying balance sheet of Riverdale Capital Ltd. as of May 31, 2010, and the related statements of revenues, expenses and changes in fund balances and cash flows for the year then ended. These financial statements are the responsibility of the Association's management. Our responsibility is to report on these financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Riverdale Capital Ltd. as of May 31, 2010 and the results of its operations and its cash flows for the year then ended in conformity with a accounting principles generally accepted in the United States of America.

Pembroke Pines, Florida  
April 25<sup>th</sup>. 2011



**Enrique Nowogrodzki, CPA**  
**CPA Services Corp Com**

**Riverdale Capital Ltd.**  
**Balance Sheet**  
**As of May 31, 2010**

**ASSETS**

**Current Assets**

**Checking/Savings**

**Petty Cash** 1,000.00

**Total Checking/Savings** 1,000.00

**Total Current Assets** 1,000.00

**TOTAL ASSETS** 1,000.00

**LIABILITIES & EQUITY**

**Equity**

**Members Equity** 1,000.00

**Total Equity** 1,000.00

**TOTAL LIABILITIES & EQUITY** 1,000.00

The accompanying notes are an integral part of these financial statements

**Riverdale Capital Ltd.**  
**Profit & Loss**  
June 2009 through May 2010

Ordinary Income/Expense	
Income	
Total Income	0.00
Expense	
Total Expense	<u>0.00</u>
Net Ordinary Income	<u>0.00</u>
Net Income	<u><u>0.00</u></u>

The accompanying notes are an integral part of these financial statements

**Riverdale Capital Ltd.**  
**Statement of Cash Flows**  
June 1, 2009 through May 31, 2010

<b>OPERATING ACTIVITIES</b>	
Net Income	-
Depreciation	-
Adjustments to reconcile Net Income to net cash provided by operations:	
Net cash provided by Operating Activities	-
<b>INVESTING ACTIVITIES</b>	
Net cash provided by Investing Activities	-
<b>FINANCING ACTIVITIES</b>	
Issuance of common shares for donated services	1,000.00
Net cash provided by Financing Activities	<u>1,000.00</u>
Net cash increase for period	1,000.00
Cash at beginning of period	-
Cash at end of period	<u><u>1,000.00</u></u>

The accompanying notes are an integral part of these financial statements

**Riverdale Capital Ltd.**  
**Statement of Stockholders' Equity**  
June 1, 2009 through May 31, 2010

	Number	Stated Value	Additional Paid-in Capital	Total Stockholders' Equity
Balance – June 1, 2009	-	\$ -	\$ -	\$ -
Conversion of preferred to common	-	\$ -	\$ -	\$ -
Issue of common shares, Note 1	1,000,000	\$ 1,000.00		\$ 1,000.00
Balance – May 31, 2010	1,000,000	\$ 1,000.00	\$ -	\$ 1,000.00

The accompanying notes are an integral part of these financial statements

# **Riverdale Capital Ltd.**

## **NOTES TO FINANCIAL STATEMENTS**

**Year Ended May 31, 2010**

### **NOTE A – NATURE OF ACTIVITIES AND ORGANIZATION**

Riverdale Capital Ltd. (The Company) common stock trades on the over-the-counter (“OTC”) market and is currently quoted on the OTC Markets Group Quotation Service and on other financial websites under the symbol “RICP”. The Company began trading as Riverdale Capital, Ltd. under the symbol “RICP” on June 3, 2009.

On September 3, 2009, RICP acquired Internet Properties Group (“IPG”) for 6,430,000 common shares. As a result of the acquisition of IPG, Philip T. Kueber became the controlling shareholder of the Company, holding 44% of the Common Shares outstanding and 100% of the Preferred Shares outstanding. On September 30, 2009, this transaction was reversed.

As a result of the above situation, the former President/Sole Director, Philip T. Kueber, resigned from his positions and transferred his interests in the Company for \$250,000 he personally owed to the current President, resulting in a change of control.

The Company fiscal year end is May 31.

The Company has not been in bankruptcy, receivership or any similar proceeding, and continues to review merger-acquisitions as part of our ongoing business strategy.

The Company does not currently compensate directors who serve on the board of directors.

Management and administrative support: Since inception, the Company has received the majority of its managerial services and administrative support at no cost from management and shareholders of the Company.

### **NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

The Company prepares its financial statements in accordance with generally accepted accounting principles in the United States. In the opinion of management, all adjustments have been made to present fairly the financial statements of the Company. This basis of accounting involves the application of accrual accounting and consequently,



revenues and gains are recognized when earned, and expenses and losses are recognized when incurred.

The financial statements are expressed in U.S. funds.

#### NOTE C – CASH EQUIVALENTS

Cash equivalents include financial instruments with an original maturity of three months or less. The Company may maintain cash and cash equivalent deposits in excess of federally insured limits at certain financial institutions.

#### NOTE D – USE OF ESTIMATES

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. The financial statements include estimates based on currently available information and management's judgment as to the outcome of future conditions and circumstances.

Changes in the status of certain facts or circumstances could result in material changes to the estimates used in the preparation of financial statements and actual results could differ from the estimates and assumptions.

#### NOTE E – REVENUE RECOGNITION

The Company's policy is to recognize revenues from the sale of investments when the sale is completed and interest earned on an accrual basis when earned. Specifically, revenue is recognized when persuasive evidence of an arrangement exists, the price is fixed or determinable, and collectability is reasonably assured.

#### NOTE F – FAIR VALUE OF FINANCIAL INSTRUMENTS

The carrying amounts of share subscriptions receivable approximate their fair values because of the short-term nature of these instruments. Common shares are valued at the lower of cost or market value.

## NOTE G – IMPAIRMENT OF LONG – LIVED ASSETS

Long-lived assets held and used by the Company are reviewed for possible impairment whenever events or changes in circumstances indicate the carrying amount of an asset may not be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of the assets to the estimated undiscounted cash flows expected to be generated by the asset. If such assets are considered to be impaired, the impairment to be recognized is measured by the amount by which the carrying amount of the asset exceeds the fair value thereof.

In December 2004, the Financial Accounting Standards Board (“FASB”) issued Statement No. 153 (SFAS 153), Exchanges of Nonmonetary Assets—an amendment of APB Opinion No. 29. The guidance in APB Opinion No. 29, Accounting for Nonmonetary Transactions, is based on the principle that exchanges of nonmonetary assets should be measured based on the fair value of the assets exchanged. The guidance in that Opinion, however, included certain exceptions to that principle. This Statement amends Opinion 29 to eliminate the exception for nonmonetary exchanges of similar productive assets and replaces it with a general exception for exchanges of nonmonetary assets that do not have commercial substance. A nonmonetary exchange has commercial substance if the future cash flows of the entity are expected to change significantly as a result of the exchange. The provisions of this Statement shall be effective for nonmonetary asset exchanges occurring in fiscal periods beginning after September 15, 2006. The adoption of SFAS 153 did not have a material impact on the results of operations.

In June 2009, the Financial Accounting Standards Board (“FASB”) issued “The FASB Accounting Standards Codification and the Hierarchy of Generally Accepted Accounting Principles”, which establishes the FASB Accounting Standards Codification (“FASB ASC”) as the source of authoritative accounting principles recognized by the FASB to be applied in preparation of financial statements in conformity with accounting principles generally accepted in the United States of America (GAAP). The ASC is effective for financial statements issued for interim and annual periods ending after September 15, 2009. The Codification does not change or alter existing GAAP. The implementation had no impact to the Company’s financial position or results of operations.

## NOTE H – COMPREHENSIVE INCOME

FASB ASC 220-10-20: Comprehensive Income establishes standards for the reporting and disclosure of comprehensive income and its components, which will be presented in association with a company's financial statements. Comprehensive income is defined as the change in a business enterprise's equity during a period arising from transactions, events or circumstances relating to non-owner sources, such foreign currency translation adjustments and unrealized gains or losses on available-for-sale securities. It includes all

changes in equity during a period except those resulting from investments by or distributions to owners.

#### NOTE I – GOING CONCERN

Management has developed a strategic plan to develop its management team and to increase its acquisition of synergistic properties. Management anticipates generating sufficient revenue to fund the operations of the Company during the next fiscal year.

#### NOTE J – CAPITAL STOCK

Common Shares Authorized 3,200,000,000 common shares of \$.001 par value. Issued and Outstanding (0) common shares. Preferred Shares Authorized 100,000,000 Series “A” and 100,000,000 Series “B”. Issued and Outstanding 1,000,000 preferred shares Series “A”

#### NOTE K - CONTINGENCIES

The Company may from time to time be subject to legal proceedings and claims that may arise in the ordinary course of its business. There are no legal matters pending at the present date.

#### NOTE L – SUBSEQUENT EVENTS

On September 8, 2010, FINRA approved a 1:10,000 reverse split effective September 9, 2010. All financial statements have been adjusted to reflect the reverse.

The President is in active negotiations to acquire an equity infusion for the Company from a Brazilian company, acquire a gold mining operation in British Columbia and merge with a biodegradable plastic manufacturer. These transactions are expected to close after April 1, 2011.

Since inception, the Company has received the majority of its managerial services and administrative support at no cost from management and shareholders of the Company. The Company valued these services and recorded the expense and corresponding capital contribution in accordance with Staff Accounting Bulletin (SAB) 79. The accompanying financial statements include \$98,985 in expenses related to these donated services.

Management is currently in negotiations with several companies regarding mergers and/or acquisitions. On April 1, 2011, a CAPITAL STOCK AND CONVERTIBLE DEBENTURE PURCHASE AGREEMENT was entered into with Andercomex Commercial Exportadora Ltda, of Sao Paulo, Brazil. Details of the Agreement will be posted on OTC Markets Group shortly.

#### NOTE M – CERTIFICATION INFORMATION AND DISCLOSURE STATEMENT

All information furnished herein has been prepared from the books and records obtained from Riverdale Capital Ltd. in accordance with rule 15c2-11 (a)(5) promulgated under the Securities and Exchange Act of 1934, as amended, and is intended as information to be used by the public.

No dealer, salesman or any other person has been authorized to give any information or to make any representations not contained herein in connection with the Company. Any representations not contained herein must not be relied upon as having been made or authorized by the Company.

#### NOTE N - CAUTIONARY STATEMENT FOR PURPOSES OF THE “SAFE HARBOR” PROVISIONS OF THE PRIVATE SECURITIES LITIGATION REFORM ACT

Any statements in this report that are not historical facts are intended to fall within the safe harbor for forward-looking statements provided by the Private Securities Litigation Reform Act of 1995. These statements may be identified by such forward-looking terminology as “expect”, “look”, “believe”, and “anticipate”, “may”, “will”, or similar statements or variations of such terms. Any forward-looking statements should be considered in light of the risks and uncertainties associated with Riverdale Capital Ltd. and its businesses, economic and market conditions prevailing from time to time, and the application and interpretation of Federal and state tax laws and regulations, all of which are subject to material changes and which may cause actual results to vary materially from what had been anticipated. Certain factors that could affect Riverdale Capital Ltd. include conditions affecting revenues, reliance on key personnel, competition, and regulatory and legal matters.