

## ISSUER INFORMATION AND DISCLOSURE STATEMENT

For the Period Ending: August 31, 2011

AMERICAN PACIFIC RIM COMMERCE GROUP  
2985 West Highway 318  
Citra, Florida 32113

**Federal I.D. No.**

**33-0735929**

**CUSIP No**

**02879P 10 8<sup>1</sup>**

**ISSUER'S EQUITY SECURITIES**

\$0.001 PAR VALUE  
100,000,000 SHARES AUTHORIZED<sup>2</sup>

**COMMON STOCK**

90,000,000 Common Stock<sup>2</sup>  
CUSIP No: 02879P 10 8<sup>1</sup>  
64,706,520<sup>3</sup> Common Stock Issued & Outstanding

**PREFERRED STOCK**

\$0.001 PAR VALUE  
10,000,000 Preferred Stock  
CUSIP No: N/A  
2,000,000 Series A Preferred Stock Issued & Outstanding

**TRANSFER AGENT**

Fidelity Transfer Company  
8915 South 700 East, Suite 102,  
Sandy, UT 84070  
(801) 562-1300

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<sup>1</sup> Post the reporting the reporting period herein, August 31, 2011, on Oct 31, 2011, the Issuer underwent a 1000:1 Reverse Split of its Common Stock and was issued a new CUSIP number: 02879P 20 7

<sup>2</sup> The Issuer amended Article IV of its Articles of Incorporation on April 20, 2011, certified on July 27, 2011, to authorize 90,000,000 Common Shares and 10,000,000 Preferred Stock to be designated by the Issuers Board of Directors.

<sup>3</sup> Post the reporting the reporting period herein, August 31, 2011, the Issuer on Oct 31, 2011 underwent a 1000:1 Reverse Split of its Common Stock, rounded up to the nearest fractional number thereby reducing the number of Common shares outstanding to 64,707.

**Item 1. Exact name of the issuer and the address of its principal executive offices.**

In answering this item, the issuer shall provide the information required by Items 1 and 2 of the requirements for initial disclosure statements in Section One of these Guidelines.

The exact name of the issuer: American Pacific Rim Commerce Group, F/K/A Liberty Presidential Investment Funds, until February 27, 2008, which was F/K/A YouMee, Inc until February 14, 2007, F/K/A Epic Media, Inc. until October 11, 2006 which was reorganized on February 14, 2004 and changed its name on March 1, 2004, from International Environmental Technologies, Inc. which was incorporated as on December 11, 1996.

The address of the issuer's principal executive offices.

The address of the Issuer's principal office:

2985 West Highway 318  
Citra, Florida 32113  
Office: 352-591-1785  
Fax: 352-591-1865  
[www.aprcg.com](http://www.aprcg.com)

**Item 2. Shares outstanding.**

In answering this item, the issuer shall provide the information required by Item 6 of Section One of these Guidelines with respect to the fiscal quarter end. (**see Item 7. Other Information**)

- (i) As of the of the Issuer's most recent fiscal quarter end,

Common:

- (i) Period End Date; August 31, 2011  
(ii) Number of shares authorized: 90,000,000<sup>4</sup>  
(iii) Number of shares outstanding: 64,706,520<sup>5</sup>  
(iv) Freely tradable shares (public float): 58,602,180<sup>6</sup>  
(v) Total number of beneficial shareholders: 119  
(vi) Total number of shareholders of record; 1145

<sup>4</sup> The Issuer amended Article IV of its Articles of Incorporation on April 20, 2011, certified on July 27, 2011, to authorize 90,000,000 Common Shares and 10,000,000 Preferred Stock to be designated by the Issuers Board of Directors.

<sup>5</sup> Post the reporting the reporting period herein, August 31, 2011, the Issuer on Oct 31, 2011 underwent a 1000:1 Reverse Split of its Common Stock, rounded up to the nearest fractional number thereby reducing the number of shares outstanding to 64,707 (see, Item 7. Other Information).

<sup>6</sup> Post the reporting the reporting period herein, August 31, 2011, the Issuer on Oct 31, 2011 underwent a 1000:1 Reverse Split of its Common Stock, rounded up to the nearest fractional number thereby reducing the number of shares outstanding to 58,603 (see, Item 7. Other Information).

Total Preferred Stock:

- (i) Period End Date; August 31, 2011
- (ii) Number of shares authorized: 10,000,000
- (iii) Number of shares outstanding: 2,000,000
- (iv) Freely tradable shares (public float): 0
- (v) Total number of beneficial shareholders: 1
- (vi) Total number of shareholders of record; 1

Series A Super Voting Preferred:

- (i) Period End Date; August 31, 2011
- (ii) Number of shares authorized: 2,000,000
- (iii) Number of shares outstanding: 2,000,000
- (iv) Freely tradable shares (public float): 0
- (v) Total number of beneficial shareholders: 1
- (vi) Total number of shareholders of record: 1

Please refer to Issuer's Articles of Incorporation and By-laws and other exhibits that are posted through the OTC Disclosure and News Service at:

<http://www.otcmarkets.com/stock/APRM/company-info>

**Item 3. Interim financial statements.**

The issuer shall include financial statements for the most recent fiscal quarter, which quarterly financial statements shall meet the requirements of Item 12 of Section One of these Guidelines, provided, however, that "*Instruction to Item 12*" contained in Section One of these Guidelines should not be followed; instead, issuers should follow the Instruction set forth below rather than the Instruction contained in Item 12.

*Instruction to Item 3:* The interim financial statements required by this Item 3 may either be included in the text of the Quarterly Update under the heading of Item 3 or attached at the end of the Quarterly Update. If attached at the end of the Quarterly Update, the disclosure under this Item 3 must (i) state that the interim financial statements are attached at the end of this Quarterly Update, (ii) contain a list describing the financial statements that are attached and (iii) contain a clear cross-reference to the specific location where the information requested by this Item 3 can be found.

The Issuer's Quarterly Financial Report dated August 31, 2011 for the period herein including the balance sheet and statement of income and expenses and other related statements are included and attached hereto and incorporated herein by reference. Additionally, please refer to Issuer's Quarterly Report and other exhibits that are posted through the OTC Disclosure and News Service at:

<http://www.otcmarkets.com/stock/APRM/financials>

**American Pacific Rim Commerce Group**

(A Development Stage Company)

**Balance Sheets**

(Unaudited)

**ASSETS**

	August 31, 2011	November 30, 2010
Current Assets		
Cash	\$ 13,480	\$ -
Long-Term Assets		
Internal-Use Software, net	169,834	169,834
Total Assets	<u>\$ 183,314</u>	<u>\$ 169,834</u>

**LIABILITIES AND STOCKHOLDERS' EQUITY**

Current Liabilities		
Accounts Payable	\$ -	\$ -
Accrued Liabilities	6,344	1,854
Operational Loans-Related Parties	1,300	2,250
Notes Payable-Related Parties	113,700	62,700
Total Liabilities	<u>121,344</u>	<u>66,804</u>

## Stockholders' Equity

Preferred Stock, authorized 10,000,000 shares, \$0.001 par value, issued and outstanding on August 31, 2011 and November 30, 2010 is 2,000,000 and zero shares respectively.	2,000	-
Common Stock, authorized 100,000,000 shares, \$0.001 par value, issued and outstanding on August 31, 2011 and November 30, 2010 is 64,791 and 64,791 shares respectively.	66	66

Paid in Capital	571,908	520,724
Deficit Accumulated During the Development Stage	<u>(512,004)</u>	<u>(417,760)</u>
Total Stockholders' Equity	<u>61,970</u>	<u>103,030</u>
Total Liabilities and Stockholders' Equity	<u><u>\$ 183,314</u></u>	<u><u>\$ 169,834</u></u>

The accompanying notes are an integral part of these statements

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**American Pacific Rim Commerce Group**  
(A Development Stage Company)  
Statement of Operations  
(Unaudited)

	Three Months Ended		Nine Months Ended		December 11,
	August 31,		August 31,		1996
	2011	2010	2011	2010	(Inception)
					to August 31,
					2011
Income					
Operations	\$ -	\$ -	\$ -	\$ -	\$ -
Operating Expenses					
Consulting and Professional	13,556	19,000	16,281	19,000	36,189
Research and Development	-	-	-	-	13,000
General and Administrative	14,348	-	22,473	-	29,623
Total Expenses	27,904	19,000	38,754	19,000	78,812
Loss From Operations	(27,904)	(19,000)	(38,754)	(19,000)	(78,812)
Other Expenses					
Interest Expense	(2,133)	(45,792)	(55,490)	(361,082)	(433,192)
Provision for Income Tax	-	-	-	-	-
Net Income/(Loss)	<u>\$ (30,037)</u>	<u>\$ (64,792)</u>	<u>\$ (94,244)</u>	<u>\$ (380,082)</u>	<u>\$ (512,004)</u>
Basic and Diluted					
(Loss) per Share	<u>\$ (0.46)</u>	<u>\$ (1.94)</u>	<u>\$ (1.46)</u>	<u>\$ (11.36)</u>	
Weighted Average					
Number of Shares	<u>64,707</u>	<u>33,451</u>	<u>64,707</u>	<u>33,451</u>	

The accompanying notes are an integral part of these statements

**American Pacific Rim Commerce Group**  
(A Development Stage Company)  
Statement of Shareholder Equity  
(Unaudited)  
December 11, 1996 (Inception) to May 31, 2011

	Preferred Stock		Common Stock		Paid in	Accumulated	Total
	Shares	Amount	Shares	Amount	Capital	Deficit	Equity
Common Shares issued to Founders on 12 Dec 1996 at \$1.00		\$ -	509	\$ 1	\$ 507	\$ -	\$ 508
Net (Loss)						-	-
Balance, November 30, 1997	-	-	509	1	507	-	508
Common Shares subscribed on 30 November 1998 at \$1.00	-	-	334	-	333	-	333
Net (Loss)						-	-
Balance, November 30, 1998	-	-	843	1	840	-	841
Net (Loss)						-	-
Balance, November 30, 1999	-	-	843	1	840	-	841
Net (Loss)						-	-
Balance, November 30, 2000	-	-	843	1	840	-	841
Net (Loss)						-	-
Balance, November 30, 2001	-	-	843	1	840	-	841

Net (Loss)	<u>          </u>	<u>          </u>	<u>          </u>	<u>          </u>	<u>          </u>	<u>          </u>	<u>          </u>
Balance, November 30, 2002	-	-	843	1	840	-	841
Net (Loss)	<u>          </u>	<u>          </u>	<u>          </u>	<u>          </u>	<u>          </u>	<u>          </u>	<u>          </u>
Balance, November 30, 2003	-	-	843	1	840	-	841
Net (Loss)	<u>          </u>	<u>          </u>	<u>          </u>	<u>          </u>	<u>          </u>	<u>          </u>	<u>          </u>
Balance, November 30, 2004	-	-	843	1	840	-	841
Common Stock issued for service							
on 9 November 2005 at \$1.00	-	-	8	-	8	-	8
Net (Loss)	<u>          </u>	<u>          </u>	<u>          </u>	<u>          </u>	<u>          </u>	<u>          </u>	<u>          </u>
Balance, November 30, 2005	-	-	851	1	848	-	849
Common Stock issued for service							
on 1 May 2006 at \$1.00	-	-	2	-	2	-	2
Common Stock issued for services							
on 26 Sep 2006 at \$1.00	-	-	7	-	7	-	7
Net (Loss)	<u>          </u>	<u>          </u>	<u>          </u>	<u>          </u>	<u>          </u>	<u>          </u>	<u>          </u>
Balance, November 30, 2006	-	-	860	1	857	-	858
Common Stock issued for service							
on 20-Feb-2007 at \$1.00	-	-	10	-	9	-	9

Common Stock issued for service							
on 2-Mar-2007 at \$1.00	-	-	7	-	7	-	7
Reserved Stock	-	-	9	-	8	-	8
Common Stock issued for service							
on 7 November 2007 at \$1.00	-		572	1	570	-	571
Net Income/(Loss)						-	-
Balance, November 30, 2007	-	-	1,458	2	1,451	-	1,453
The following three stock issues are part of a reverse merger and plan for  reorganization of 8 April 2008  and completed 31 August 2008: Common Stock issued to convert debt  at \$1.00	-	-	10,500	11	10,489	-	10,500
Common Stock issued for cash  at \$1.00	-	-	570	1	569	-	570
Common Stock issued and adjustments  made to affect reverse merger	-	-	13,000	13	(183,708)	-	(183,695)
Net Income/(Loss)						(90)	(90)
Balance, November 30, 2008	-	-	25,528	27	(171,199)	(90)	(171,262)
Common Shares returned and cancelled	-	-	(8,660)	(9)	9	-	-
Equity Adjustment	-	-			25,000	-	25,000
Net (Loss)						(16,466)	(16,466)

Balance, November 30, 2009	-	-	16,868	18	(146,190)	(16,556)	(162,728)
Common Stock issued to convert debt							
at \$13.00	-	-	47,844	48	621,914	-	621,962
Debt Beneficial Conversion Feature	-	-			45,000	-	45,000
Net (Loss)						(401,204)	(401,204)
Balance, November 30, 2010	-	-	64,712	66	520,724	(417,760)	103,030
Preferred Shares issued for executive							
bonus	2,000,000	2,000			-	-	2,000
Contributed Capital	-	-			184	-	184
Debt Beneficial Conversion Feature	-	-			51,000	-	51,000
Rounding adjustment for reverse split			79				-
Net (Loss)						(94,244)	(94,244)
Balance, August 31, 2011	<u>2,000,000</u>	<u>\$ 2,000</u>	<u>64,791</u>	<u>\$ 66</u>	<u>\$ 571,908</u>	<u>\$ (512,004)</u>	<u>\$ 61,970</u>

1. On June 29, 2005 the company executed a 10:1 forward stock split that has been retroactive applied to this statement.

2. On February 15, 2008 the company executed a 30:1 reverse stock split that has been retroactive applied to this statement.

3. On August 13, 2008 the company completed its reorganization through a reverse merger wherein it acquired \$(171,172)

negative equity, these statements reflect the retroactive application of the merger including the restatement of the price per share to par value.

4. On July 22, 2011 the company executed a 1000:1 reverse stock split that has been retroactively applied to this statement.

The accompanying notes are an integral part of these statements.

**American Pacific Rim Commerce Group**  
(A Development Stage Company)  
Statement of Cash Flow  
(Unaudited)

	Three Months Ended		Nine Months Ended		December 11,
	August 31,		August 31,		1996
	2011	2010	2011	2010	(Inception) to August 31, 2011
<b>Operating Activities</b>					
Net Income/(Loss)	\$ (30,037)	\$ (64,792)	\$ (94,244)	\$(380,082)	\$ (512,004)
Adjustments to reconcile Net (Loss) to cash:					
Common Stock Issued to Convert Debt	-	-	-	621,962	632,462
Stock Issued for Services	-	-	2,000	-	2,612
Debt Beneficial Conversion Feature	-	45,000	51,000	45,000	96,000
Contributed Capital	-	-	184	-	25,184
Changes in Assets and Liabilities					
Increase/(Decrease) in Accrued Liabilities	2,132	792	4,490	(28,074)	6,344
Increase/(Decrease) in Accounts Payable	-	-	-	-	-
Net Cash (Used) by Operating Activities	(27,905)	(19,000)	(36,570)	258,806	250,598
<b>Investing Activities</b>					
Net cost of merged organization	-	-	-	-	(183,695)
Investment in Internal-Use Software	-	(26,000)	-	(31,306)	(169,834)
Net Cash (Used) by Investing Activities	-	(26,000)	-	(31,306)	(353,529)
<b>Financing Activities</b>					
Notes Payable	-	-	51,000	(227,500)	113,700
Operational Loans-Related Parties	(9,000)	45,000	(950)	-	1,300
Proceeds from Sale of Common Stock	-	-	-	-	1,411
Cash Provided by Financing Activities	(9,000)	45,000	50,050	(227,500)	116,411
Net Increase/(Decrease) in Cash	(36,905)	-	13,480	-	13,480
Cash, Beginning of Period	50,385	110	-	110	-

Cash, End of Period	<u>\$ 13,480</u>	<u>\$ 110</u>	<u>\$ 13,480</u>	<u>\$ 110</u>	<u>\$ 13,480</u>
Supplemental Information:					
Interest Paid	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>
Income Taxes Paid	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>
Non-Cash Activities:					
Stock Issued for Reverse Merger	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ (183,695)</u>
Stock Issued for Service	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 2,000</u>	<u>\$ -</u>	<u>\$ 2,612</u>
Debt Beneficial Conversion Feature	<u>\$ -</u>	<u>\$ 45,000</u>	<u>\$ 51,000</u>	<u>\$ 45,000</u>	<u>\$ 96,000</u>
Contributed Capital	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 25,000</u>
Stock Issued to Convert Debt	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 621,962</u>	<u>\$ 632,462</u>

The accompanying notes are an integral part of these statements

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**American Pacific Rim Commerce Group**  
(A Development Stage Company)

NOTES TO UNAUDITED FINANCIAL STATEMENTS  
(Period ended August 31, 2011 and year ended November 30, 2010)

**NOTE 1. GENERAL ORGANIZATION AND BUSINESS**

American Pacific Rim Commerce Group (A Development Stage Company) was incorporated on December 11, 1996 under the laws of the State of California as “International Environmental Technologies, Inc.” On February 14, 2004 the Company reorganized and changed its name to EPIC Media, Inc. then on October 11, 2006 the Company changed its name to YouMee, Inc.; on February 15, 2007 to Liberty Presidential Investment Funds, Inc. and finally on February 27, 2008 to American Pacific Rim Commerce Group. On April 28, 2008 the company entered into a stock purchase agreement and plan of reorganization with a private Nevada company of the same name and on August 13, 2008 the reverse merger was executed completed. The Company has no operations and in accordance with Accounting Standards Codification (ASC) Topic 915 is considered to be in the development stage.

Under new management and thru its reorganization the Company is in the business of promoting trade between the United States and China by assisting U.S. Small to Medium-Size Enterprises to sell their goods and services in China through its ecommerce platform.

**NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING PRACTICES**

Accounting Basis

These financial statements are prepared on the accrual basis of accounting in conformity with accounting principles generally accepted in the United States of America. The Company uses a November 30 fiscal year end.

Cash and Cash Equivalents

For the purpose of the statement of cash flows, cash equivalents include all highly liquid investments with maturity of three months or less.

Cash and Cash Equivalents

Cash and cash equivalents include cash in banks and financial instruments which mature within three months of the date of purchase.

Intangible Assets – Internal-Use Software

The Company is developing an ecommerce web-site with integrated software to accomplish its business plan to promote sales of U.S. products in China. Consulting fees paid to MGI Consultants, Inc. included fees paid on behalf of the Company by MGI from its escrow account and were part of the related party note held by MGI (see note 4 for details). The Company had previously expense these costs as consulting fees and has elected to restate its FY 2009 financials (see note 8) to capitalize the costs incurred in the development of this internal-use software and will continue to capitalize appropriate costs through the development and testing process. The total amount capitalized for the period ended August 31, 2011 and the year ended November 30, 2010 follow:

	<u>31-Aug-2011</u>	<u>30-Nov-2010</u>
Internal-Use Software	\$ 169,944	\$ 169,944

### Dividends

The Company has not adopted any policy regarding payment of dividends. No dividends have been paid during the period shown.

### Income Taxes

The provision for income taxes is the total of the current taxes payable and the net of the change in the deferred income taxes. Provision is made for the deferred income taxes where differences exist between the period in which transactions affect current taxable income and the period in which they enter into the determination of net income in the financial statements.

### Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

### **Net Income Per Common Share**

Net income (loss) per common share is computed based on the weighted average number of common shares outstanding and common stock equivalents, if not anti-dilutive. The Company has not issued any potentially dilutive common shares.

### **Revenue and Cost Recognition**

The Company has no current source of revenue; therefore the Company has not yet adopted any policy regarding the recognition of revenue or cost.

### **Advertising**

Advertising costs are expensed when incurred. Advertising Expense incurred for period ended August 31, 2011 and the year ended November 30, 2010 is zero.

### **Recent Accounting Guidance Not Yet Adopted**

The Company has evaluated the recent accounting pronouncements through ASC 2011-09 and believes that none of them will have a material effect on the company's financial statements.

### **NOTE 3. STOCKHOLDERS' EQUITY**

#### Preferred Stock

On April 20, 2011 the amended its Articles of Incorporation to authorize to the issuance of 10,000,000 preferred shares at a par value of \$0.001 per share, and amended the number of Common Shares it is authorized to issue to 90,000,000 Common Shares; the par value remained unchanged at \$0.001 per share.

On May 21, 2011 the Board designated 2,000,000 preferred shares as Series A Super Voting Preferred Stock. Each Series A share has 250 votes per share and vote together with common shareholders as a single class. Each share is non-convertible, is not entitled to dividends paid to common shares, entitled to receive an amount equal to the sum of liquidation amounts available to common shareholders and requires that at least 51% of the outstanding Series A Super Voting Preferred Stock must voted to required any change to the Corporation's Articles of Incorporation and the issuance of additional shares of Series A Super Voting Preferred Stock.

On May 30, 2011 the Company issued 2,000,000 shares of Series A Super Voting Preferred Stock at par value of \$2,000 as an executive bonus to its President and Director.

### Common Stock

On April 20, 2011 the Company decreased its authorization to issue Common Shares from 100,000,000 to 90,000,000; the par value remained unchanged at \$0.001 per share.

On June 15, 2005 the Company increased its authorization to issue common stock to 100,000,000 shares. On June 29, 2005 the Company executed a 10:1 forward stock split and on February 15, 2008 the company executed a 30:1 reverse stock-split. On February 27, 2008 the Company changed its no-par value stock to a \$0.001 par-value stock. On August 13, 2008 the Company completed execution of a stock purchase agreement and plan of reorganization resulting in a reverse merger.

The Company executed a 1,000:1 reverse stock split with an effective date of July 22, 2011. The accompanying financial statements have been retroactively revised to incorporate all three stock splits; the change to \$0.001 par value stock and the accounting impact of the reverse merger.

The number of shares issued and the effective price per share at the issue date has been revised as a result of applying the stock splits and recapitalization (see note 5 for details).

On December 11, 1996, the company issued 508 post-split shares of \$0.001 par value common stock valued at \$508.

On November 30, 1998, the Company issued 334 post-split shares of its \$0.001 par value common stock for services valued at \$333.

On November 9, 2005 the Company issued 8 post-split common shares for services valued at \$8.

On May 1, 2006 the Company issued 2 post-split common shares for services valued at \$2.

On September 26, 2006 the Company issued 7 post-split common shares valued at \$7 to settle accrued legal fees.

On February 20, 2007 the Company issued 10 post-split common shares valued at \$10 for employee bonus.

On March 2, 2007 the Company issued 7 post-split common shares valued at \$7 for consulting services.

On November 7, 2007 the Company issued 572 post-split common shares valued at \$571 for various services.

On August 13, 2008 the Company completed a Stock Purchase Agreement and Plan of Reorganization entered into on April 8, 2008 wherein the Company agreed to purchase American Pacific Rim Commerce

Group (the Seller and a private Nevada corporation). The agreement was completed on August 13, 2008 with completion of the following transactions:

- The Company issued 10,500 to MGI consultants, Inc. (and or its assigns) for the conversion of \$15,750 related party debt and forgiveness of the \$40,383 balance.
- The Company issued 570 common shares at \$5.00 per share for \$284,800 less \$79,672 in offering costs. The \$205,128 net was paid to MGI against the \$375,000 acquisition fees leaving a balance of \$169,695 outstanding to MGI.
- The Company issued 13,000 restricted common shares in exchange for the 23,500,000 outstanding shares of the Seller resulting in a change of control and the acquisition of \$(171,272) negative equity.

On April 20, 2009 8,660 common shares were returned to the company and cancelled.

On May 28, 2010 the Company approved the issue of 47,844 common shares with a fair value of \$13.00 per share based on the five day average preceding November 2, 2009 the day the Company was first notified that the holders wanted to convert their \$272,500 note. It took until May 28, 2010 for all the parties to finally agree to the conversion (see note 5 for details). These shares were issued on July 1, 2010.

#### **NOTE 4. GOING CONCERN**

The accompanying financial statements have been prepared assuming that the company will continue as a going concern. The Company has no established source of revenue. This raises substantial doubt about the Company's ability to continue as a going concern. Without realization of additional capital, it would be unlikely for the Company to continue as a going concern. The financial statements do not include any adjustments that might result from this uncertainty.

The Company's activities to date have been supported by equity financing. It has sustained losses in all previous reporting periods with an inception to date loss of \$512,004 as of August 31, 2011.

Management entered into a Stock Purchase Agreement and Plan of Reorganization on April 8, 2008 that was executed on August 13, 2008. With the merger management expects to complete the development of an ecommerce platform that will allow small to medium size U.S. companies to market their goods and services in China. The Company is proceeding with its development of its ecommerce web-site and associated software.

#### **NOTE 5. NOTES PAYABLE – RELATED PARTIES**

The Company entered into a Stock Purchase Agreement and Plan of Reorganization on April 8, 2008 wherein the Company agreed to purchase American Pacific Rim Commerce Group (the Seller and a private Nevada corporation). This transaction will be accounted for as a reverse merger. The agreement was executed on August 13, 2008. As part of the agreement the Company agreed to pay MGI Consultants, Inc. (MGI) \$375,000 for its part in putting the business acquisition together. The purchase funds are to come from MGI's best efforts to raise \$600,000 to \$1,200,000 for the Company. During the quarter ended August 31, 2008 the Company paid MGI \$205,128 leaving a balance of \$169,695 outstanding.

The Company issued a note to MGI in the amount of \$272,500 covering the \$169,695 outstanding balance and \$102,805 in consulting fees. The note carried 8% interest compounded annually with a conversion feature to common stock at the lesser of \$0.10 per share or 50% of the five day average preceding notification. The note was held equally by eight MGI parties. In October 2009 the Company notified the note holders of its inability to repay the note in cash and on November 2, 2009 the note holders provided their first notification to the company of their intent to convert without actually calling for conversion. The intent

to convert was memorialized on November 6, 2009 using the preceding five day average from October 26-30, 2009 of \$0.013 per share.

The Company attempted negotiations to settle the debt on more favorable terms. However, the note holders finally called for conversion based on their original November 2, 2009 notification and on May 28, 2010 the Board of Directors agreed to the conversion in exchange for an irrevocable voting proxy given to the Company Chairman for the aggregate of 47,843,240 shares issued in the conversion. Each of the eight Note Holders agreed to the voting proxy for each of their 5,980,405 shares received such proxies to expired June 1, 2011.

Each of the eight MGI parties agreed to receive 5,755,075 common shares for the principle and interest up to November 6, 2009 plus 1,110 shares per day per note holder. The shares were issued on July1, 2010 resulting in the issue of 5,980,405 shares to each note holder or a total of 47,843,240 shares. The number of shares issued was calculated at \$0.0065 per share or 50% of the preceding five day market average of \$0.013 per share as of the November 2, 2009 date of notification. The fair value of the shares issued is \$621,962 (47,843,243 x \$0.013) from which the Company has allocated \$272,500 to settlement of the note's principal and the remaining \$349,462 to interest expense. Included was \$125,220 used to pay consulting fees for the development of internal-use software. The Company restated its FY 2009 financial statements to reflect the capitalization of these costs and related interest.

On June 4, 2010 the Company issued an 8% note to MGI Consultants in the amount of \$45,000 for its payment of \$45,000 worth of transactions in behalf of the Company. The note has a convertible feature wherein the principal and accrued interest may be converted to common stock at the conversion rate of the lesser of \$0.10 per share or 50% of average of the preceding five day bid price. The Company recorded a beneficial conversion feature in the amount of \$45,000 for the convertible note. On August 8, 2010 and November 24, 2010 the Company issued a \$13,000 and a \$4,700 respectively to MGI Consultants with the same convertible terms listed above.

On May 27, 2010 the Company issued a \$51,000 to Jepera Investments Inc with the same convertible terms listed above.

A summary of the outstanding balances for related party notes follows:

Description	Balance 31-Aug-2011	Balance 30-Nov-2010
<b>Convertible Note-Related Party</b>		
Demand 8% note, convertible at the lower of \$0.10 per share or 50% of preceding five-day bid price which on 31-Aug-2010 was \$0.015 and convertible to 6,105,600 Common shares at \$0.0075 with an excess if- converted value of \$45,792		
Principal:	\$ 45,000	\$ 45,000
Plus: Accumulated Interest	4,077	1,611
Balance	\$ 49,077	46,611
Demand 8% note, convertible at the lower of \$0.10 per share or 50% of preceding five-day bid price which on 2-Aug-2010 was \$0.09 which is not		

in the money.

Principal:	\$ 13,000	\$ 13,000
Plus: Accumulated Interest	1,025	312
Balance	<u>\$ 14,025</u>	<u>13,312</u>

Description	Balance 31-Aug-2011	Balance 30-Nov-2010
<b>Convertible Note-Related Party (Cont.)</b>		
Demand 8% note, convertible at the lower of \$0.10 per share or 50% of preceding five-day bid price which on 24-Nov-2010 was \$0.0071 which is not in the money.		
Principal:	\$ 4,700	\$ 4,700
Plus: Accumulated Interest	263	6
Balance	<u>\$ 4,963</u>	<u>4,706</u>
Demand 8% note, convertible at the lower of \$0.10 per share or 50% of preceding five-day bid price which on 27-May-2011 was \$0.0045 and convertible to 22,666,667 Common shares at \$0.00225 with an excess if- converted value of \$51,000		
Principal:	\$ 51,000	\$ -
Plus: Accumulated Interest	979	-
Balance	<u>\$ 51,979</u>	<u>-</u>
<b>Total Convertible Notes Payable</b>		
Principal:	\$ 113,700	\$ 62,700
Plus: Accumulated Interest	6,344	1,929
Balance	<u>\$ 120,044</u>	<u>\$ 64,629</u>

#### **NOTE 6. PROVISION FOR INCOME TAXES**

The Company provides for income taxes under ASC 740 "Income Taxes" which requires the use of an asset and liability approach in accounting for income taxes. Deferred tax assets and liabilities are recorded based on the differences between the financial statement and tax bases of assets and liabilities and the tax rates in effect currently.

**The standard requires the reduction of deferred tax assets by a valuation allowance if, based on the weight of available evidence, it is more likely than not that some or all of the deferred tax assets will not be realized. In the Company's opinion, it is uncertain whether they will generate sufficient taxable income in the future to fully utilize the net deferred tax asset. Accordingly, a valuation allowance equal to the deferred tax asset has been recorded. The total deferred tax asset is \$112,641 which is calculated by multiplying a 22% estimated tax rate by the cumulative NOL of \$512,004. The total valuation allowance is a comparable \$112,641.**

**Details for the period ended August 31, 2011 and the year ended November 30, 2010 follow:**

	August 31, 2011	November 30, 2010
Deferred Tax Asset	\$ 20,734	\$ 3,623
Valuation Allowance	(20,734)	(3,623)
Current Taxes Payable	-	-
Income Tax Expense	<u>\$ -</u>	<u>\$ -</u>

Below is a chart showing the estimated corporate federal net operating loss (NOL) and the year in which it will expire.

Year	Amount	Expiration
2008	90	2028
2009	16,466	2029
2010	401,204	2030
YTD 2011	<u>94,244</u>	2031
Total	<u>\$ 512,004</u>	

**Item 4. Management’s discussion and analysis or plan of operation.**

The issuer shall provide the information required by Item 16 of Section One of these Guidelines

**Item 16. Management’s Discussion and Analysis or Plan of Operation**

Issuers that have not had revenues from operations in each of the last two fiscal years, or the last fiscal year and any interim period in the current fiscal year for which financial statements are furnished in the disclosure statement, shall provide the information in paragraphs A and C of this item. All other issuers shall provide the information in paragraphs B and C of this item.

The Issuer, per Guideline, shall provide information in paragraphs A and C of this Item.

A. Plan of Operation.

1. Describe the issuer’s plan of operation for the next twelve months. This description should include such matters as:

i. a discussion of how long the issuer can satisfy its cash requirements and whether it will have to raise additional funds in the next twelve months;

ii. a summary of any product research and development that the issuer will perform for the term of the plan;

- iii. any expected purchase or sale of plant and significant equipment; and
- iv. any expected significant changes in the number of employees.

The Issuer's Plan of Operations to penetrate the Chinese Marketplace is as follows:

- (1) The link of 1.3 billion Chinese consumers and American small to medium size businesses will be the focal point of the business model and overall strategy. The initial thrust will be American Pacific Rim Commerce Group's e-commerce business to business and business to consumer Internet site, which is under development. The Issuer is critically behind in delivering the roll-out of its proprietary e-commerce site as a result of its inability to attract financing that is favorable to the Issuer. Due to the changing economic and regulatory environment, the Issuer cannot opine as to when, if ever, the beta-site would be fully operational, however, the Issuer continues to allocate appropriate resources, when available, to effort launching its technologies.

When, if ever, the Issuer's e-commerce site is fully operational, the Company intends to concentrate on its marketing plan to brand [www.mymyJ.com](http://www.mymyJ.com) as the number one trade connection between the Chinese consumer and products and services 'Made In the USA'. The Issuer's marketing plan includes providing exposure using the US and Chinese media, through various advertising and public relations outlets, including television, radio, internet and print mediums, along with strategically focused corporate sponsorships and event marketing.

The Issuer has abandoned plans to launch kiosks, marketing "Made in America" merchandise in major Chinese cities due to the lack of available financing.

- (i) The Issuer was issued a temporary suspension of trading in its securities, pursuant to Section 12(k) of the Securities exchange Act of 1934, commencing at 9:30 a.m. EDT on June 7 2011, and terminating at 11:59 p.m. EDT on June 20, 2011. According to the Order of Suspension of Trading by the Securities and Exchange Commission, trading in the securities of APRM has been temporarily suspended as, per the Order: "Questions have arisen concerning the adequacy and accuracy of press releases concerning the Company's revenues". The Issuer cannot opine as to which 'questions' arose as to the Issuer revenues, as the Issuer has repeatedly, in each and every Information and Disclosure Statement and Financial Statements filed with the OTC Disclosure Service, and, additionally, in public releases, stated that it has not produced revenue nor was producing revenue at the current time. Such suspension has created a materially detrimental effect on the Issuer and its ability to attract financing on terms which would be favorable to the Issuer. Furthermore, all recent conversations between the Issuer and independent financiers have been terminated as a result of the suspension.

The Issuer did not produce revenue within the current fiscal year and absent the completion of its technology it does not anticipate generating revenue. Absent

additional funding, which has not been forthcoming, the continued development of the Issuer's proprietary e-commerce platform has been materially affected. The Issuers Board of Directors may have to issue, at terms which may be highly dilutive and unfavorable to the current Shareholders, additional common stock, and/or, Promissory Notes to fund development and implementation of the e-commerce platform. However, there can be no assurance that if such an Offering of the Issuers securities was made available and or a debt financing was obtained, such securities and or debt financing would be successful. Furthermore, it is highly unlikely that such an Offering of Securities and or debt financing will be on terms favorable to the Issuer, given the suspension of trading of the Issuers Securities. The Board of Directors is developing strategic alternatives to accomplish its Plan of Operations. Such alternatives include, but are not limited to; (a) a merger of the Issuers assets with that of a strategic competitor, (b) recapitalization of the Issuer's securities to attract more favorable financing of the Issuer's Plan of Operations, and or (b) the sale of the Issuer and or (d) the sale of all of the assets of the Issuer.

On July 5, 2011 the Board of Directors as previously stated in the Issuers Information and Disclosure Statement for the Period ending May 31, 2011, recommended to the majority Shareholders to consent to a Reverse Split and decrease the Issuers Common Stock 1 for 1,000, on September 2, 2011 the Reverse Split was certified by the Secretary of State in the Issuer's jurisdiction, California, and on October 31, 2011 such Reverse Split was affected reducing the Issuers outstanding and Issued Common Stock from 64,706,520 Common Shares outstanding to 64,707 Common Shares outstanding. Such fractional shares were rounded up to the nearest fraction.

The Issuer believes that such recapitalization may attract financing which may be favorable to the Issuer. As of the date herein such financing has not been undertaken nor has the Issuer been contacted by any funding source to provide any such financing. The Issuer shall continue to rely on the executive management to fund daily operations. However, the Issuer, absent any such financing, does not believe that it will be able to continue to fund any such operations in 2012 and may have to seek protection from its creditors or seek strategic alternatives.

On May 27, 2011 the Issuer issued to Jepera Investments Inc., a Convertible Promissory Note in the amount of \$51,000, 8% per annum, compounded annually. Such Convertible Promissory Note shall mature on May 27, 2012. Monies from such debt financing was anticipated to bridge the Issuer financially to provide the Issuer the time necessary to finalize recent negotiations and conversations with debt and equity financing groups to fund the continued development of the Issuer's Plan of Operations. As a result of the suspension of trading in the Issuers securities, all funding conversations have terminated. Absent additional financing the Issuer may be unable to fund operations in the 2012.

- (ii) As of the date herein, the Issuer has forestalled entering into any further commitments to develop additional add-on technologies while the Issuer focuses on completing the build-out of its current platform. As a result of the suspension of trading in its

securities, the Issuer believes that there is a material uncertainty as to the continued funding of the Issuer, on terms favorable to the Issuer, which will result in further delays to the implementation of its Plan of Operations. The Issuer, due to the changing economic environment cannot opine as to when, if ever, the beta-site would be fully operational, however, the Issuer continues to allocate appropriate resources, when available, to effort launching its technologies. When, if ever, the Issuers e-commerce website is fully operational, the Company intends to concentrate on its marketing plan to brand www.mymyJ.com as the number one trade connection between the Chinese consumer and products and services 'Made In the USA'.

- (iii) The Issuer's Board of Directors is exploring strategic alternatives to further its plan of operations. Such strategic alternatives include, but are not limited to: (a) a merger of the Issuers assets with that of a strategic competitor, (b) recapitalization of the Issuers securities to attract more favorable financing of the Issuers Plan of Operations, and or (b) the sale of the Issuer and or (d) the sale of all of the assets of the Issuer. Additionally, one or more joint venture partners had approached the Issuer to act as a strategic partner or acquirer of the Issuer, prior to the Order of Suspension. Those conversations have been terminated by the engaging party.
- (iv) Absent additional funding, the Issuer does not anticipate any significant changes to its current number of employees.

#### B. Management's Discussion and Analysis of Financial Condition and Results of Operations.

1. Full fiscal years. Discuss the issuer's financial condition, changes in financial condition and results of operations for each of the last two fiscal years. This discussion should address the past and future financial condition and results of operation of the issuer, with particular emphasis on the prospects for the future. The discussion should also address those key variable and other qualitative and quantitative factors that are necessary to an understanding and evaluation of the issuer. If material, the issuer should disclose the following:

- i. Any known trends, events or uncertainties that have or are reasonably likely to have a material impact on the issuer's short-term or long-term liquidity;
- ii. Internal and external sources of liquidity;
- iii. Any material commitments for capital expenditures and the expected sources of funds for such expenditures;
- iv. Any known trends, events or uncertainties that have had or that are reasonably expected to have a material impact on the net sales or revenues or income from continuing operations;

- v. Any significant elements of income or loss that do not arise from the issuer's continuing operations;
  - vi. The causes for any material changes from period to period in one or more line items of the issuer's financial statements; and
  - vii. Any seasonal aspects that had a material effect on the financial condition or results of operation.
- (i) The Issuer was issued a temporary suspension of trading in its securities, pursuant to Section 12(k) of the Securities exchange Act of 1934, commencing at 9:30 a.m. EDT on June 7 2011, and terminating at 11:59 p.m. EDT on June 20, 2011. According to the Order of Suspension of Trading by the Securities and Exchange Commission, trading in the securities of APRM has been temporarily suspended as, per the Order: “Questions have arisen concerning the adequacy and accuracy of press releases concerning the Company’s revenues”. The Issuer cannot opine as to which ‘questions’ arose as to the Issuer revenues, as the Issuer has repeatedly, in each and every Information and Disclosure Statement and Financial Statements filed with the OTC Disclosure Service, and, additionally, in public releases stated that it has no revenue nor was producing revenue at the current time. Such suspension has created a materially detrimental effect on the Issuer and its ability to attract financing on terms which would be favorable to the Issuer. Furthermore, all recent conversations the Issuer was having with independent financiers have been terminated as a result of the suspension.
- (ii) The Issuer was in conversation, as disclosed in Item 4, with several strategic alliances and independent funding sources that expressed an interest in aligning themselves with the Issuer to support the Issuer in developing its Plan of Operations, either through a debt or equity financing. As a result of the suspension, such conversations were terminated. The Issuer believes that the suspension has had a materially negative effect on the ability of the Issuer to implement its Plan of Operations. The Issuer believes that as a result of the suspension of trading, the Issuer’s ability to implement either a placement of its Securities or seek additional debt financing with non-affiliated parties has been materially effected on terms which would be favorable to the Issuer. As a result of such suspension, the Issuer is interviewing business brokers to advise the Issuer on the sale of all of its assets. As of the date herein the issuer has not found any interested parties interested in purchasing any or all of its assets, however, the Issuer will continue to explore its strategic options. To attract financing, the Issuers Board of Directors on July 5, 2011, recommended to the majority Shareholders to consent to a Reverse Split and decrease the Issuers Common Stock 1 for 1,000, on September 2, 2011 the Reverse Split was certified by the Secretary of State in the Issuer’s jurisdiction, California, and on October 31, 2011 such Reverse Split was affected.
- (iii) Conversations with potential strategic funding partners have terminated as a result of the suspension of trading of the Issuer’s Securities; the Issuer is focused on restarting

those conversations. As a financing bridge as noted in section (i), the Issuer executed a Convertible Promissory Note in the amount of \$51,000.00 on May 27, 2011 to sustain operations. The lender was Jepera Investments, Inc. and the President of the Issuer is also the President of Jepera Investments Inc and its sole Director and Shareholder. The Issuer executed a Convertible Promissory Note with terms similar to and representative of Notes of this type and with Notes the Issuer has executed in the past. The Issuer has been notified by the lender of a material default in the terms of the Note as a result of its suspension of trading. The lender has initiated default proceedings against the Issuer and has issued a Demand for Payment notification as is consistent with the Convertible Promissory Note, terms and conditions. The Issuer does not believe that it has the funds available to stave off such Demand for Payment and is currently negotiating with the lender to postpone additional adverse action.

- (iv) As of the date herein, the Issuer has forestalled entering into any further commitments at this time to develop additional technologies while it is completing the build-out of its current platform. The Issuer believes that the material uncertainty as to the continued funding of the Issuer, as a result of the suspension of trading in its securities, may result in further delays to the implementation of its Plan of Operations. Currently, the Issuer has no plan in place to offset the loss of funding and or potential loss of funding created by the SEC suspension. Furthermore, the Issuer does not believe given the current economic and regulatory environment that any such funding, if available, would be on terms which would be favorable to the Issuer. As such, the Issuer, for all that which is stated herein has not made any additional material commitments for capital expenditures nor does the Issuer have any near-term sources of funds for such expenditures.
- (v) The Issuer believes that the material uncertainty as to the continued funding of the Issuer, as a result of the suspension of trading in its securities, may result in further delays to the implementation of its Plan of Operations. The Issuer is currently developing its proprietary e-commerce site. As such, the Issuer has not generated any such revenue nor has reported that it has done so. As such, outside that which is stated herein, there are no known additional trends, events or uncertainties that will or have had or that are reasonably expected to have a material impact on the net sales or revenues or income from continuing operations.
- (vi) See (v).
- (vii) As previously stated in the Issuers Information and Disclosure Statement the Issuer is a development stage company and is developing its proprietary e-commerce site. As such, the Issuer has not generated any such revenue nor has reported that it has done so. As such, there are no causes for any material changes from period to period in one or more line items of the issuer's financial statements.
- (viii) Not applicable.

C. Off-Balance Sheet Arrangements.

The Issuer has reviewed the Guidelines under Section C. Off-Balance Sheet Arrangements and is not aware of, nor party to, nor subject of, any such off-balance sheet agreements, arrangements, discussions, plans or intentions.

**Item 5. Legal proceedings.**

The issuer shall provide the information required by Item 8(a)(11) of Section One of these Guidelines, to the extent not already disclosed in a prior disclosure statement.

11. Any current past pending or threatened legal proceedings or administrative actions either by or against the Issuer that could have a material effect on the issuer's business, financial condition, or operations and any current, present or pending suspensions by a securities regulator. State the names of the principle parties, the nature and current status of the matter, and the amounts involved.

The Issuer was issued a temporary suspension of trading in its securities, pursuant to Section 12(k) of the Securities exchange Act of 1934, commencing at 9:30 a.m. EDT on June 7 2011, and terminating at 11:59 p.m. EDT on June 20, 2011. According to the Order of Suspension of Trading by the Securities and Exchange Commission, trading in the securities of APRM has been temporarily suspended as, per the Order: "Questions have arisen concerning the adequacy and accuracy of press releases concerning the Company's revenues". The Issuer cannot opine as to which 'questions' arose as to the Issuer revenues, as the Issuer has repeatedly, in each and every Information and Disclosure Statement and Financial Statements filed with the OTC Disclosure Service, and, additionally, in public releases stated that it has no revenue nor was producing revenue at the current time. Such suspension has created a materially detrimental effect on the Issuer and its ability to attract financing on terms which would be favorable to the Issuer. Furthermore, all recent conversations the Issuer was having with independent financiers have been terminated as a result of the suspension.

The Issuer believes that the suspension has and will have a materially negative effect on the ability of the Issuer to implement its Plan of Operations. The Issuer believes that as a result of the suspension of trading, the Issuer's ability to implement either a placement of its Securities or seek additional debt financing with non-affiliated parties, on terms which would be favorable to the Issuer, has been materially effected.

The Issuer executed a Convertible Promissory Note in the amount of \$51,000.00 on May 27, 2011 to sustain operations. The lender was Jepera Investments, Inc. and the President of the Issuer is also the President of Jepera Investments Inc and its sole Director and Shareholder. The Issuer executed a Convertible Promissory Note with terms similar to and representative of Notes of this type and with Notes the Issuer has executed in the past. The Issuer has been noticed by the lender of a material default in the terms of the Note as a result of its suspension of trading. The lender has initiated default proceedings against the Issuer and has issued a Demand for Payment notification as is consistent with the Convertible Promissory Note, terms and conditions. The Issuer does not believe that it has the funds available to stave off such Demand for Payment and is currently negotiating with the lender to postpone additional adverse action.

**Item 6. Defaults upon senior securities.**

If there has been any material default in the payment of principal, interest, a sinking or purchase fund installment, or any other material default not cured within 30 days, with respect to any indebtedness of the issuer exceeding 5% of the total assets of the issuer, (i) identify the indebtedness and (ii) state the nature of the default, the amount of the default and the total arrearage as of a recent date.

If any material arrearage in the payment of dividends has occurred or if there has been any other material delinquency not cured within 30 days, with respect to any class of preferred stock of the issuer, give the title of the class and state the nature of the arrearage or delinquency. In the case of a default in the payment of dividends, state the amount and the total arrearage as of a recent date.

The issuer need not respond to this item with respect to any class of securities all of which is held by, or for the account of, the issuer or its totally held subsidiaries. Issuers need not repeat information that has been previously disclosed in a prior disclosure statement, although the issuer shall provide updates regarding previously reported defaults.

Currently the Issuer has three material defaults as a result of the suspension of trading in the Issuers securities;

The Issuer was notified on June 4, 2011, by the Lender, who holds a Convertible Promissory Note in the amount of \$45,000.00 that such debt had matured and the Lender was calling the debt associated with the Note. The Issuer is currently negotiating with the Lender to provide relief in the form of capital conversion into Common Stock of the Issuer. The Issuer does not have the financial ability to redeem such debt without negatively impacting the operations of the Issuer.

The Issuer was notified on August 2, 2011, by the Lender, who holds a Convertible Promissory Note in the amount of \$13,000.00 that such debt had matured and the Lender was calling the debt associated with the Note. The Issuer is currently negotiating with the Lender to provide relief in the form of capital conversion into Common Stock of the Issuer. The Issuer does not have the financial ability to redeem such debt without negatively impacting the operations of the Issuer.

The Issuer was notified on June 11, 2011, by the Lender, who holds a Convertible Promissory Note issued on May 27, 2011 in the amount of \$51,000.00 that the Issuer by virtue of its suspension of trading in its securities had defaulted in the terms and conditions of such Convertible Promissory Note. The Issuer is currently seeking advice from its counsel on such claims. The Issuer cannot opine as to the outcome of such discussions. Currently, the Issuer does not have the financial ability to redeem such debt.

**Item 7. Other information.**

The issuer shall include here responses to any items that the issuer would be required include in a Current Update. See the Current Update section below regarding the information required to be in a Current Update.

**PART B SHARE STRUCTURE**

**Item 4. The exact title and class of securities outstanding.**

On April 20, 2011 by Resolution and Consent of the Board of Directors and the majority of the Shareholders at a Special Meeting in lieu of a Shareholders Meeting, the Issuer elected to amend its Articles of Incorporation, Article IV. Such amendment was certified on July 27, 2011 by the Issuer's jurisdiction. Article IV of the Issuer's Articles of Incorporation was amended to read:

This corporation is authorized to issue two classes of shares designated respectively "Common Stock" and "Preferred Stock." The number of shares of Common Stock which this corporation is authorized to issue is 90,000,000. The number of shares of Preferred Stock which this corporation is authorized to issue is 10,000,000.

The Preferred Stock may be issued from time to time in one or more series. The Board of Directors is authorized to fix the number of shares of any series of Preferred Stock and to determine the designation of any such series. The Board of Directors is further authorized to determine or alter the rights, preferences, privileges and restrictions granted to or imposed upon any wholly unissued series of Preferred Stock and, within the limits and restrictions stated in any resolution or resolutions of the Board of Directors originally fixing the number of shares constituting a series, to increase or decrease (but not below the number of shares of each series outstanding) the number of shares of any such series subsequent to the issuance of shares of that series.

Please refer to Issuer's Articles of Incorporation and By-laws and other exhibits that are posted through the OTC Disclosure and News Service at:

<http://www.otcmarkets.com/stock/APRM/company-info>

Furthermore, on April 21, 2011 by Resolution and Consent of the Board of Directors the Issuer elected to file a Certificate of Designations, Preferences and Rights of the Series A Super Voting Preferred Stock. Such amendment was certified on August 11, 2011 by the Issuer's jurisdiction, designating the Rights and Preferences of 2,000,000 of the Preferred Stock as "Series A Super Voting Preferred Stock", par value \$0.001 per share.

Please refer to Issuer's Articles of Incorporation and By-laws and other exhibits that are posted through the OTC Disclosure and News Service at:

<http://www.otcmarkets.com/stock/APRM/company-info>

Additionally, On May 21, 2011 the Company, with approval of the majority of the shareholders and the unanimously by Board of Directors, designated 2,000,000 preferred shares as Series A Super Voting Preferred Stock. Each Series A share has 250 votes per share and vote together with common shareholders as a single class. Each share is non-convertible, is not entitled to dividends paid to common shares, entitled to receive an amount equal to the sum of liquidation amounts available to common shareholders and requires that at least 51% of the outstanding Series A Super Voting Preferred Stock must voted to required any change to the Corporation's Articles of Incorporation and the issuance of additional shares of Series A Super Voting Preferred Stock.

On May 30, 2011 the Company, with approval of the majority of the shareholders and the unanimously by Board of Directors, issued 2,000,000 shares of Series A Super Voting Preferred Stock at par value of \$2,000 as an executive bonus to its President and Director.

On July 5, 2011, the Board of Directors approved by unanimous written consent a 1,000 to 1 reverse split of the Company's Common Stock and the filing of an amendment to the Certificate of Incorporation of the Company reflecting such reverse split with the effective date of such reverse split on July 22, 2011, and recommended to the shareholders of the Company that they approved such actions.

On July 5, 2011, a majority of the shareholders concurred with the Board of Directors of the Company and approved by written consent the reverse split and the filing of an amendment to the Certificate of Incorporation of the Company reflecting such split, with the effective date of July 22, 2011.

Such reverse split was certified by the Issuer's jurisdiction on September 2, 2011 and following review, was published in the daily report on corporate actions, October 31, 2011; such action reduced the Issued and Outstanding Common Stock to 64,707.

Please refer to Issuer's Articles of Incorporation and By-laws and other exhibits that are posted through the OTC Disclosure and News Service at:  
<http://www.otcmarkets.com/stock/APRM/company-info>

Type of security: Domestic Security

The Issuer has two classes of securities authorized by its Articles of Incorporation, namely:

Common Voting Stock: 90,000,000 Shares Authorized  
CUSIP Number: 02879P 20 7  
Security Symbol: APRM  
64,707 shares of Common Voting Stock Issued

Preferred Stock (blank check): 10,000,000  
CUSIP Number: N/A  
Security Symbol: N/A  
8,000,000 shares of Preferred Stock

Series A Super Voting Preferred Stock: 2,000,000

CUSIP Number: N/A

Security Symbol: N/A

2,000,000 shares of Series A Super Voting Preferred Stock Issued

Item 5. The par or stated value and description of the security.

A. The par value of the Issuer's Common Stock is \$0.001.

A. The par value of the Issuers Preferred Stock is \$0.001.

(a) The par value of the Issuers Series A Super Voting Preferred Stock is \$0.001.

B. The Issuer's Articles of Incorporation provide for two classes of securities;

Common Stock, Holders of common stock are entitled to one vote for each share held of record on all matters submitted to a vote of the stockholders. Holders of common stock are entitled to receive ratably such dividends as may be declared by the Board of Directors out of funds legally available therefore.

The common stock carries with it no preemptive right.

The Issuer has no provisions in its By-Laws which would delay, defer or prevent a change in control of the Issuer associated with the Common Stock.

B. Preferred Stock, par value \$0.001, from which;

**Series A Super Voting Preferred Stock shall have the following Designations, Preferences and Rights:**

1. **Dividend Rights** The Preferred Stock is entitled to receive dividends on a noncumulative basis at the rate of 3% of the original issue price per share, as and when declared by the board of directors, out of funds legally available therefor. Such dividends, if any, shall be fully paid to holders of Preferred Stock before any dividend or other distribution shall be paid on or declared and set apart for the holders of the Common Stock.

2. **Voting Rights** Each share of Series A Preferred Stock receives 250 times the number of votes that each shareholder of common stock is entitled to vote at each meeting of shareholders of the Corporation (and written actions of stockholders in lieu of meetings) with respect to any and all matters presented to the shareholders of the Corporation for their action or consideration.

Except as provided by applicable law, the holders of shares of Series A Preferred Stock and the holders of shares of Common Stock and any other capital stock of the Corporation having general voting rights shall vote together as one class on all matters

submitted to a vote of shareholders of the Corporation.

3. **Liquidation, Dissolution or Winding Up** Subject to any preferential liquidation rights of any series of Preferred Stock as may then be outstanding, in the event of any liquidation, dissolution or winding up of the Corporation, either voluntary or involuntary, the holders of Series A Preferred Stock shall be entitled to receive out of the assets of the Corporation, whether form capital or form earnings available for distribution to its stockholders, an amount equal to that sum available for distribution to common stock holders.

4. **Conversion** The shares of Series A Preferred Stock will not be convertible into shares of the Corporation's Common Stock.

5. **Voting to Change the Terms of Series A Preferred Stock** The approval of the Board of Directors and the affirmative vote at a meeting duly called by the Board of Directors for such purpose (or the written consent without a meeting) of the holders of not less than fifty-one percent (51%) of the then outstanding shares of Series A Preferred Stock shall be required to amend, alter, change or repeal any of the powers, designations, preferences and rights of the Series A Preferred Stock.

6. **Notices** In the case that the Corporation shall offer for subscription *pro rata* to the holders of its Common Stock any additional shares of stock of any class or other rights or there shall be any Organic Change (as defined below), the Corporation shall give, by first class mail, postage prepaid, or by facsimile or by recognized overnight delivery service to non-US residents, addressed to the holders of the shares of Series A Preferred Stock at the address of each such holder as shown on the books of the Corporation, (i) at least twenty (20) trading days prior written notice of the date on which the books of the Corporation shall close or a record shall be taken for such subscription rights or for determining rights to vote in respect of any such change and (ii) in the case of any such change, at least twenty (20) trading days' prior written notice of the date when the same shall take place. Such notice in accordance with the foregoing clause (i) shall also specify, in the case of any such subscription rights, the date on which the holders of Common Stock shall be entitled thereto, and such notice in accordance with clause (ii) shall also specify the date on which the holders of Common Stock shall be entitled to exchange their Common Stock for securities or other property deliverable upon such Organic Change.

a. "Organic Change." Any recapitalization, reorganization, reclassification, consolidation, merger, sale of all or substantially all of the Corporation's assets to another person or other transaction in each case which is effected in such a way that holders of Common Stock are entitled to receive (either directly or upon subsequent liquidation) stock, securities or assets with respect to or in exchange for Common Stock is referred to herein as an "Organic Change."

7. **Record Owner** The Corporation may deem the person in whose name shares of Series A Preferred Stock shall be registered upon the registry books of the Corporation

to be, and may treat him as, the absolute owner of the Series A Preferred Stock for all purposes, and the Corporation shall not be affected by any notices to the contrary.

8. **Register** The Corporation shall maintain a transfer agent, which may be the transfer agent for the Common Stock or the Corporation itself, for the registration of the Series A Preferred Stock. Upon any transfer of shares of Series A Preferred Stock in accordance with the provisions hereof, the Corporation shall register or cause the transfer agent to register such transfer on the stock register.

9. **No Other Rights, Privileges, Etc.** Except as specifically set forth herein, the holders of the Series A Preferred Stock shall have no other rights, privileges or preferences with respect to the Series A Preferred Stock.

The Issuer has no provisions in its By-Laws which would delay, defer or prevent a change in control of the Issuer associated with the Preferred Stock.

Please refer to Issuer's Articles of Incorporation and By-laws and other exhibits that are posted through the OTC Disclosure and News Service at:

<http://www.otcmarkets.com/stock/APRM/company-info>

Item 6. The number of shares or total amount of the securities outstanding for each class of securities authorized.

In answering this item, provide the information below for each class of securities authorized. Please provide this information (i) as of the end of the issuer's most recent fiscal quarter and (ii) as of the end of the issuer's last two fiscal years.

(i) As of the of the Issuer's most recent fiscal quarter end,

**Common:**

- (i) Period End Date; August 31, 2011
- (ii) Number of shares authorized: 90,000,000
- (iii) Number of shares outstanding: 64,706,520
- (iv) Freely tradable shares (public float): 58,602,180
- (v) Total number of beneficial shareholders: 119
- (vi) Total number of shareholders of record; 1145

**Total Preferred Stock:**

- (i) Period End Date; August 31, 2011
- (ii) Number of shares authorized: 10,000,000
- (iii) Number of shares outstanding: 2,000,000
- (iv) Freely tradable shares (public float): 0
- (v) Total number of beneficial shareholders: 1
- (vi) Total number of shareholders of record; 1

Series A Super Voting Preferred:

- (i) Period End Date; May 31, 2011
- (ii) Number of shares authorized: 2,000,000
- (iii) Number of shares outstanding: 2,000,000
- (iv) Freely tradable shares (public float): 0
- (v) Total number of beneficial shareholders: 1
- (vi) Total number of shareholders of record: 1

(ii) as of the end of the issuer's last two fiscal years.

As of the of the Issuer's fiscal Year End November 30, 2010,

Common:

- (i) Period End Date; November 30, 2010
- (ii) Number of shares authorized: 100,000,000
- (iii) Number of shares outstanding: 64,706,520
- (iv) Freely tradable shares (public float): 58,602,180
- (v) Total number of beneficial shareholders: 120
- (vi) Total number of shareholders of record; 1175

Preferred Stock:

- (i) Period End Date; November 30, 2010
- (ii) Number of shares authorized: 0
- (iii) Number of shares outstanding: 0
- (iv) Freely tradable shares (public float): 0
- (v) Total number of beneficial shareholders: 0
- (vi) Total number of shareholders of record; 0

As of the of the Issuer's fiscal Year End November 30, 2009,

Common:

- (i) Period End Date; November 30, 2009
- (ii) Number of shares authorized: 100,000,000
- (iii) Number of shares outstanding: 16,863,280
- (iv) Freely tradable shares (public float): 10,758,940
- (v) Total number of beneficial shareholders: 120
- (vi) Total number of shareholders of record; 945

Preferred Stock:

- (i) Period End Date; November 30, 2009
- (ii) Number of shares authorized: 0
- (iii) Number of shares outstanding: 0
- (iv) Freely tradable shares (public float): 0
- (v) Total number of beneficial shareholders: 0
- (vi) Total number of shareholders of record; 0

**12. Changes in Control of Issuer.**

(a) If, to the knowledge of the issuer's board of directors, a committee of the board of directors or authorized officer or officers of the issuer, a change in control of the issuer has occurred, the issuer shall furnish the following information:

- (1) the identity of the person(s) who acquired such control;
- (2) the date and a description of the transaction(s) which resulted in the change in control;
- (3) the basis of the control, including the percentage of voting securities of the issuer now beneficially owned directly or indirectly by the person(s) who acquired control;
- (4) the amount of the consideration used by such person(s);
- (5) the source(s) of funds used by such person(s); and
- (6) if the issuer was a shell company, as that term is defined in paragraph 3 of Item 8.B of these Guidelines, immediately before the change in control, the information that would be required if the issuer were fulfilling its Initial Disclosure Obligations pursuant to Section One of these Guidelines, with such information reflecting the issuer and its securities upon consummation of the change in control.

On May 30, 2011 the Company issued 2,000,000 shares of Series A Super Voting Preferred Stock at par value of \$2,000 as an executive bonus to its President and Director.

**Item 8. Exhibits.**

The issuer shall either describe or attach any exhibits that are required under Items 18 and XIX of Section One, and which have not already been described or attached in any prior disclosure statement, except that the issuer must describe or attach any amendments to any previously described or attached exhibits.

Please refer to Issuer's Articles of Incorporation, By-laws and other exhibits that have been referenced herein and posted through the OTC Disclosure and News Service at:

<http://www.otcmarkets.com/stock/APRM/company-info>

## **Item 9. Certifications.**

The issuer shall include current certifications, meeting the requirements contained in Item 21 of Section One, relating to the Quarterly Update.

The Issuer shall include certifications by the chief executive officer and chief financial officer of the issuer (or any other persons with different titles, but having the same responsibilities).

The certifications shall follow the format below:

I, Raymond Talarico, President, certify that:

1. I have reviewed this Quarterly Information Disclosure Statement of American Pacific Rim Commerce Group;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

Date: November 17, 2011

/s/ Raymond J. Talarico

By: Raymond J. Talarico  
Its: President & Acting CEO