JJ&R Ventures, Inc.
Form 10-Q
August 13, 2009

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

(Mark One)

X . **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended **June 30, 2009.**

or

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

For the transition period from ________________________ to ____________________________

Commission File Number: **333-143570**

JJ&R VENTURES, INC.

(Exact name of registrant as specified in its charter)

Nevada	**20-8610073**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

2050 Russett Way

Carson City, NV **89703**

(Address of principal executive offices) (Zip Code)

702-234-4148

(Registrant s telephone number, including area code)

(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. X .Yes .No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). .Yes X .No

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

Large accelerated filer .

Accelerated filer .

Non-accelerated filer . (Do not check if a smaller reporting company)

Smaller reporting company X .

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

APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY

PROCEEDINGS DURING THE PRECEDING FIVE YEARS:

Indicate by check mark whether the registrant has filed all documents and reports required to be filed by Sections 12, 13 or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court. .Yes .No

APPLICABLE ONLY TO CORPORATE ISSUERS:

Indicate the number of shares outstanding of each of the issuer s classes of common stock, as of **June 30, 2009**: **22,345,500**

PART I - FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

The accompanying financial statements have been prepared by the Company without audit. In the opinion of management, all adjustments (which include only normal recurring adjustments) necessary to present fairly the financial position, results of operations and cash flows at June 30, 2009 and 2008 and for the periods then ended have been made. Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted. It is suggested that these condensed financial statements be read in conjunction with the financial statements and notes thereto included in the Company s December 31, 2008 audited financial statements. The results of operations for the periods ended June 30, 2009 and 2008 are not necessarily indicative of the operating results for the full year.

JJ and R Ventures, Inc.

(A Development Stage Company)

Condensed Balance Sheet

June 30, 2009 (unaudited) and December 31, 2008 (audited)

	June 30, 2009 (unaudited)	December 31, 2008 (audited)
ASSETS		
Current assets		
Cash in bank	$ 1,501	$ 3,784
Restricted cash		0
Prepaid inventory	31,300	31,300
Total current assets	32,801	35,084
Fixed Assets		
Furniture and Equipment		
Computer	1,993	1,993
Accumulated depreciation	(797)	(598)
Total Fixed Assets	1,196	1,395
Other Assets		
Prepaid Marketing/Publicity	3,409	3,409
Prepaid fees	0	500
Total Other Assets	3,409	3,909
Total assets	$ 37,406	$ 40,388
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities		
Accounts payable-trade	$ 3,506	$ 890
Accrued interest	71	0
Proceeds from unissued stock sales	0	0
Fees to related party	0	0
Total current liabilities	3,577	890
Notes Payable-computer	1,346	1,391
Notes payable related parties	3,045	0
Total Long-Term Liabilities	4,391	1,391
Total liabilities	7,968	2,281
Shareholders' Equity (deficit)		
Preferred stock, 5,000,000 shares, $.0001 par value,		

authorized, 0 outstanding	0	0
Common stock, 200,000,000 shares, $.0001 par value,		
authorized, 22,345,500 outstanding	2,235	2,235
Paid in capital	126,015	126,015
Retained deficit	(98,812)	(90,143)
Total shareholders' equity	29,438	38,107
Total liabilities and shareholders' equity	$ 37,406	$ 40,388

The accompanying notes are an integral part of these financial statements

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JJ and R Ventures, Inc.

(A Development Stage Company)

Condensed Statement of Operations

June 30, 2009 and 2008

	Six Months Ended June 30, 2009	Six Months Ended June 30, 2008	Inception (March 2, 2007) through June 30, 2009
Revenues	$ 0	$ 0	$ 0
Expenses			
Automobile expense	0		57
Advertising	0	500	750
Business license and permits	0		1,035
Bank charges	84	105	615
Computer and internet expenses	700	272	1,770
Filing fees	0	1,605	6,103
Depreciation Expense	199	199	797
Office supplies	0	769	1,304
Professional fees	6,349	28,047	79,858
Telephone expenses	1,062	1,124	5,308
Total expenses	8,394	32,621	97,597
Net loss from operations	(8,394)	(32,621)	(97,597)
Interest Expense	(274)	(263)	(1,215)
Net income (loss)	(8,668)	(32,884)	(98,812)
Loss per common share	$ (0.01)	$ (0.01)	(0.01)
Weighted average of shares outstanding	22,345,500	21,200,000	22,345,500

The accompanying notes are an integral part of these financial statements

JJ and R Ventures, Inc.

(A Development Stage Company)

Condensed Cash Flow Statement

June 30, 2009 and 2008

	Six Months Ended June 30, 2009	Six Months Ended June 30, 2008	Inception (March 2, 2007) through June 30, 2009
CASH FLOWS FROM OPERATING ACTIVITIES			
Net income (loss)	$ (8,668)	$ (32,884)	$ (98,812)
Adjustment to reconcile net to net cash provided by operating activities			
Depreciation	199	199	797
Decrease in accounts payable	2,615	(21,841)	3,506
Decrease in accrued interest	71	(149)	71
Decrease in Loans PY	(45)	(212)	1,346
(Increase) in prepaid inventory	0	(17,355)	(31,300)
(Increase) in prepaid expenses	500	0	(3,409)
Increase in fees to related parties			
Decrease in cash deposits from stock		106,550	
NET CASH PROVIDED BY OPERATING ACTIVITIES	(5,328)	34,308	(127,801)
NET CASH USED IN INVESTING ACTIVITIES			
Computer purchase	0	0	(1,993)
NET CASH REALIZED FROM INVESTING ACTIVITIES	0	0	(1,993)
FINANCING ACTIVITIES			
Proceeds fm unissued stocks sale		(114,550)	
Sale of common stock		114,550	128,250
Related party notes	3,045	(3,000)	3,045
NET CASH REALIZED FROM FINANCING ACTIVITIES	3,045	(3,000)	131,295
INCREASE IN CASH AND CASH EQUIVALENTS	(2,283)	31,308	1,501

Cash and cash equivalents						0
at the beginning of the year		3,784		8,013		0
CASH AND CASH EQUIVALENTS						0
AT YEAR END	$	1,501	$	39,321	$	1,501

The accompanying notes are an integral part of these financial statements

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JJ&R Ventures, Inc.

(A Development Stage Company)

Notes to Condensed Financial Statements

June 30, 2009

Note A: Summary of Significant Accounting Policies

Basis of presentation

The accompanying interim condensed financial statements are unaudited, but in the opinion of management of JJ&R Ventures, Inc. (the Company), contain all adjustments, which include normal recurring adjustments, necessary to present fairly the financial position at June 30, 2009, the results of operations for the six months ended June 30, 2009 and 2008 and from inception (March 2, 2007) through June 30, 2009, and cash flows for the six months ended June 30, 2009 and 2008 and from inception (March 2. 2007) through June 30, 2009. The balance sheet as of December 31, 2008 is derived from the Company s audited financial statements.

Certain information and footnote disclosures normally included in financial statements that have been prepared in accordance with generally accepted accounting principles have been condensed or omitted pursuant to the rules and regulations of the Securities and Exchange Commission, although management of the Company believes that the disclosures contained in these financial statements are adequate to make the information presented therein not misleading. For further information, refer to the financial statements and the notes thereto included in the Company s Annual Report on Form 10-K for the fiscal year ended December 31, 2008, as filed with the Securities and Exchange Commission.

The preparation of financial statements in conformity with generally accepted accounting principles 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 expense during the reporting period. Actual results could differ from those estimates.

The results of operations for the six months ended June 30, 2009 are not necessarily indicative of the results of operations to be expected for the full fiscal year ending December 31, 2009.

Description of business

The Company was incorporated under the laws of the State of Nevada on March 2, 2007. The principal activities of the Company, from the beginning of the development stage, have been organizational matters and the sale of stock. The Company was formed to provide child education services.

Earnings (Loss) Per Share

Basic earnings per share is computed by dividing the net income available to common stockholders by the weighted average number of common shares outstanding during the period.

Note B: Recent Accounting Pronouncements

The following accounting pronouncements if implemented would have no effect on the financial statements of the Company.

In February 2008, the FASB issued FSP FAS 157-2, which delayed the effective date of SFAS No. 157, Fair Value Measurements (SFAS 157) for one year for nonfinancial assets and liabilities, except those that are recognized or disclosed at fair value in the financial statements on a recurring basis (at least annually). FSP FAS 157-2 was prospectively effective for nonfinancial assets and liabilities for financial statements issued for fiscal years beginning after November 15, 2008, and interim periods within those fiscal years.

In December 2007, the FASB issued SFAS 141R, which replaces SFAS No. 141, Business Combinations. SFAS 141R establishes principles and requirements for the reporting entity in a business combination, including: (1) recognition and measurement in the financial statements of the identifiable assets acquired, the liabilities assumed, and any noncontrolling interest in the acquiree; (2) recognition and measurement of goodwill acquired in the business combination or a gain from a bargain purchase; and (3) determination of the information to be disclosed to enable financial statement users to evaluate the nature and financial effects of the business combination. In April 2009, the FASB issued FSP No. FAS 141(R)-1, Accounting for Assets Acquired and Liabilities Assumed in a Business Combination That Arises from Contingencies (FSP FAS 141R-1), which amends and clarifies SFAS 141R to address application issues, including: (1) initial recognition and measurement; (2) subsequent measurement and accounting; and (3) disclosure of assets and liabilities arising from contingencies in a business combination. SFAS 141R and FSP FAS 141R-1 were prospectively effective for business combinations consummated in fiscal years beginning on or after December 15, 2008, with early application prohibited.

In December 2007, the FASB issued SFAS 160, which amends Accounting Research Bulletin No. 51, "Consolidated Financial Statements to establish accounting and reporting standards for the noncontrolling interest in a subsidiary and for the deconsolidation of a subsidiary. SFAS 160 was prospectively effective for fiscal years beginning on or after December 15, 2008, except for the presentation and disclosure requirements which are retrospective. SFAS 160 clarifies that a noncontrolling interest in a subsidiary, which is sometimes referred to as minority interest, is an ownership interest in the consolidated entity that should be reported as a component of equity in the consolidated financial statements. Among other requirements, SFAS 160 requires consolidated net income to be reported for the amounts attributable to both the parent and the noncontrolling interest on the face of the consolidated statement of operations and gains on a subsidiaries issuance of equity to be accounted for as capital transactions.

In March 2008, the FASB issued SFAS 161, which amends SFAS No. 133, Accounting for Derivative Instruments and Hedging Activities (SFAS 133), to require enhanced disclosures, including: (1) how and why an entity uses derivative instruments; (2) how derivative instruments and related hedged items are accounted for under SFAS 133 and its related interpretations; and (3) how derivative instruments and related hedged items affect an entity s financial position, financial performance, and cash flows. SFAS 161 was effective for fiscal years beginning on or after November 15, 2008, with early application encouraged.

In June 2008, the FASB issued FSP EITF 03-6-1, which addresses whether instruments granted in equity-based payment transactions are participating securities prior to vesting and, therefore, need to be included in the earnings allocation for computing basic earnings per share (EPS) under the two-class method described by SFAS No. 128, Earnings per Share (SFAS 128). FSP EITF 03-6-1 was retroactively effective for financial statements issued for fiscal years beginning after December 15, 2008, and interim periods within those years, with early application prohibited.

In April 2009, the FASB issued FSP FAS 107-1 and APB 28-1, which requires that disclosures concerning the fair value of financial instruments be presented in interim as well as annual financial statements. FSP FAS 107-1 and APB 28-1 is prospectively effective for interim reporting periods ending after June 15, 2009.

In April 2009, FASB issued No. FAS 157-4 Determining Fair Value When the Volume and Level of Activity for the Asset or Liability Have Significantly Decreased and Identifying Transactions That Are Not Orderly. This FASB Staff Position (FSP) provides additional guidance for estimating fair value in accordance with FASB Statement No. 157, Fair Value Measurements, when the volume and level of activity for the asset or liability have significantly decreased. This FSP also includes guidance on identifying circumstances that indicate a transaction is not orderly. This FSP emphasizes that even if there has been a significant decrease in the volume and level of activity for the asset or liability and regardless of the valuation technique(s) used, the objective of a fair value measurement remains the same. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction (that is, not a forced liquidation or distressed sale) between market participants at the measurement date under current market conditions. This FSP shall be effective for interim and annual reporting periods ending after June 15, 2009, and shall be applied prospectively. Early adoption is permitted for periods ending after March 15, 2009. Earlier adoption for periods ending before March 15, 2009 is not permitted. If a reporting entity elects to adopt early either FSP FAS 115-2 and FAS 124-2 or FSP FAS 107-1 and APB 28-1, Interim Disclosures about Fair Value of Financial Instruments, the reporting entity also is required to adopt early this FSP. Additionally, if the reporting entity elects to adopt early this FSP, FSP FAS 115-2 and FAS 124-2 also must be adopted early. This FSP does not require disclosures for earlier periods presented for comparative purposes at initial adoption. In periods after initial adoption, this FSP requires comparative disclosures only for periods ending after initial adoption.

On April 25, 2008, the FASB issued FASB Staff Position No. FAS 142-3 Determination of the Useful Life of Intangible Assets. This Staff Position amends the factors that should be considered in developing renewal or extension assumptions used to determine the useful life of a recognized intangible asset under SFAS No. 142, Goodwill and Other Intangible Assets.

The Emerging Issues Task Force (EITF) reached consensuses on EITF Issue No. 06-04, Accounting for Deferred Compensation and Postretirement Benefit Aspects of Endorsement Split-Dollar Life Insurance Arrangements (EITF 06-04) and EITF Issue No. 06-10, Accounting for Deferred Compensation and Postretirement Benefit Aspects of Collateral Assignment Split-Dollar Life Insurance Arrangements (EITF 06-10), which require that a company recognize a liability for the postretirement benefits associated with endorsement and collateral assignment split-dollar life insurance arrangements. The Company is currently evaluating the impact, if any, that the provisions of EITF 06-04 and EITF 06-10 will have on its consolidated financial statements.

Note C: Income taxes

The benefit for income taxes from operations consisted of the following components: current tax benefit of $18,643 resulting from a net loss before income taxes, and deferred tax expenses of $18,643 from a valuation allowance recorded against the deferred tax asset resulting from net operating losses. Net operating loss carryforward will expire in 2027.

The valuation allowance will be evaluated at the end of each year, considering positive and negative evidence about whether the asset will be realized. At the time, the allowance will either be increased or reduced; reduction would result in the complete elimination of the allowance if positive evidence indicates that the value of the deferred tax asset is no longer required.

Note D: <u>Sale of stock</u>

During the month of January, 2008, escrow closed on funds raised through an IPO in 2007. From the offering, the Company raised $114,550 on the sale of 1,145,500 at $0.10 per share.

Note E. <u>Related Party Transactions</u>

During the period ending March 31, 2008, the Company repaid a $3,000 loan from one of its shareholders, plus $194 in accrued interest. The company has borrowed $3,045 from shareholders or related parties as of June 30, 2009 for working capital.

During the period ended March 31, 2008, the company accrued $20,000 in management fees to be paid to a related party for the management of day-to-day operations. Of those fees accrued, the company paid $12,100 as of March 31, 2008. The company has accrued no additional management fees as of June 30, 2009.

Note F Three Month Data   Second Quarter 2009 and 2008

	2009	2008
Revenue	$ 0	$ 0
Expenses	(3,133)	(6,257)
Operating Loss	(3,133)	(6,257)
Other Revenue and Expense	(178)	(84)
Three Month Loss	$ (3,311)	$ (6,341)

Note G Going concern

The accompanying financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the settlement of liabilities and commitments in the normal course of business. As reflected in the accompanying financial statements, the company has a net loss of $8,668, and has generated no revenue since inception. These factors raise substantial doubt about its ability to continue as a going concern. The ability to the Company to continue as a going concern is dependent on the company s ability to raise additional funds and implement its business plan. The financial statements do not include any adjustments that might be necessary if the company is unable to continue as a going concern.

Note H Note Payable

The Company purchased a computer and financed it for five years at an interest rate of 29.24%. The five year principal payments are as flows:

2009	$ 269
2010	$ 359
2011	$ 479
2012	$ 555

Note I Subsequent Events

As of July 27, 2009, the company was informed by the book publisher that 5,000 copies of the book   What s In My Food?   have been shipped. The company is anticipating the delivery of these books by July 31, 2009. Additionally, a nation-wide public relations campaign has been slotted to begin in August 30, 2009.

ITEM 2. PLAN OF OPERATIONS

MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION OR PLAN OF OPERATION

FORWARD-LOOKING STATEMENT NOTICE

This Form 10-Q contains certain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. For this purpose any statements contained in this Form 10-Q that are not statements of historical fact may be deemed to be forward-looking statements. Without limiting the foregoing, words such as may, will, expect, believe, anticipate, estimate or continue or comparable terminology are intended to identify forward-l statements. These statements by their nature involve substantial risks and uncertainties, and actual results may differ materially depending on a variety of factors, many of which are not within our control. These factors include but are not limited to economic conditions generally and in the industries in which we may participate; competition within our chosen industry, including competition from much larger competitors; technological advances and failure to successfully develop business relationships.

Description of Business.

General

We were formed as a Nevada corporation on March 2, 2007 as JJ&R Ventures, Inc. We are in the business of developing and marketing educational book series, consisting of books, presentations, and flash cards focusing on healthy nutrition information for children. Our goal is to promote our books and educational materials by also developing educational programs for kids and parents throughout the United States. The educational programs will start with our What s in My Food? series designed to help kids to see the value of eating healthy.

Our business

JJ&R is in the business of developing children s books, flash cards, and other learning materials on most urgent and popular subjects for sale to the general public.

Initially, we plan on focusing primarily on the subject of healthy eating habits for kids. Childhood obesity is a very hot topic discussed daily in the news media. We believe that our initial product, What s in My Food? will attract the attention of parents and early education specialists and will help us enter the competitive market of children s books and educational materials. What s in My Food series of books and flash cards address what we believe to be a current gap in health and living section of children s literature and are designed to teach the kids and their parents how to make good choices for healthy living and interactions with others through stories as seen through the eyes of a child. The book is currently designed to be up to 30 pages long, in paper back and in full color. We believe that a competitive bright styling of the book and other related materials will initially appeal to the kids and attract their interest, and will fit in with the standards of most book stores.

Our second line of products, currently under development, is foreign language learning materials. JJ&R is developing foreign language flash cards, printed on a solid gloss paper stock for the durability and ease of use. Parents and early education professionals will be able to introduce young learners to multiple languages through repetitive use of our flash cards, with each card showing a word in English, Spanish and sign language. Each card will also include a picture to visually connect with the word and help the child hold it in the long term memory bank.

Our revenues will be derived from sales of our educational products. We also plan on organizing seminars designed to attract children and their parents and put them in touch with the professionals specializing in the subject matter covered by the seminar. For example, for our What s in My Food series seminars, we may invite local pediatricians, nutritionists and diet specialists to give lectures to local kids and their parents on the values of good eating. The seminars will be free to the attendants, but fee-based to the presenters since the seminars will be a valuable way for these professionals to attract new clients. JJ&R will be actively marketing its products both to the attendants and the presenters, providing for a good cross-marketing opportunity. However, since we have no experience in seminar organization, our revenues are difficult to predict from period to period. We intend to target preschools, elementary schools, home school groups & after school programs and need to cultivate a significant base of users in order to generate a ratable flow of sales and revenue. We do not believe that any single customer will be our major revenue stream.

Our reputation and positive feedback is dependent on our ability to meet customers expectations and delivering informative and quality materials. It is critical that our quality of product meets customers expectations in order for us to attract repeat business**.** We intend to demonstrate to our customers that we have quality products and that we keep up with the subjects that are most interesting and current.

The pricing structure of our products may inhibit our ability to be profitable. We have researched the existing market for our products and have made a reasonable estimate with respect to the pricing structure required to attract business. Unfortunately, at this time our management is less experienced in this area than many of our competitors. We may find that while keeping our pricing competitive, we experience more labor hours than our competitors would on a given product, and thus may show less of a profit margin on sales.

Our strategy

Our purpose is to be the leading content developer and distributor of children s books and learning materials in popular areas possibly underserved by the industry. Customer centricity will be a defining value in everything we do. In order to accomplish our purpose, we have implemented a strategy that includes:

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Publishing of our existing book and learning materials What s in My Food? series and commencing initial marketing. Once our materials are published we can proceed with the marketing efforts though the self-publishing group, hands-on presentations to schools and other educational facilities, book signings, and the company s website.

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Improved subject selection and innovation capabilities. Achieving the necessary steps for us to grow may require significant improvements to our subject selection and innovation structure and external delivery platforms. Once our core business of product marketing is established, we intend to develop enhanced technology platforms capable of streaming video, interactive e-learning, distributed e-learning and Web advertising to compliment our basic paper product sales.

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Enhanced core offerings. Our overall brand strategy will be redefined and redirected once new subjects become dominating in the media. Currently, we believe that we ve identified a major subject on the public s mind, childhood obesity. We believe that as parents strive to keep their children healthy, they will see value in teaching the kids good eating skills instead of just providing the food. JJ&R looks to address the growing market of health oriented parents and to maximize marketing effectiveness by publishing and selling children s books and learning materials on the subject. Further, we intend to develop new interactive and online distributed content for all brands.

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Increased lifetime customer value. We also intend to continually enhance the customer experience and increase the lifetime value of each client in order to retain customers, attract new customers and generate additional revenues. We intend to accomplish this in part by offering additional materials and subjects for the customer to choose from, thus encouraging the customer to come back to our line of products when looking for good reading and educational materials for their kids.

Marketing strategy

Our sales and marketing efforts are focused on strengthening our name and building our reputation as an innovative and quality provider of children s books and learning materials. We intend to establish our initial users via existing relationships that we have and will develop with self-publishing marketing companies, local parents, schools, and other early education professionals.

We will submit a link to our website to other websites offering children s books and learning materials. To improve our chances of attracting repeat customers we are planning on adding new products and coming out with new subjects complimenting our materials.

We believe that initially we will be able to operate at near capacity in the near future from customers that will be referred by our existing contacts.

We believe that our clients will find the values and benefits of our services to be superior to their other options. We plan to provide our customers with:

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Expanded channel reach. Through strategic partnerships, alliances and new business models, we may be able to generate new revenues without incurring significant additional marketing or administrative costs. We intend to identify potential partnerships and alliances that can result in increased revenues. We will research underserved market segments and changes in the children s books market that will provide insights to reach new market segments. We will evaluate complementary business possibilities, including potentially entering whole-sale and commission-based internet marketing venues.

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We also plan to gradually expand our subject offerings and geographical markets. We are currently developing two core educational subjects and learning programs which we will market nationwide through the Internet, but also locally through hands-on presentations and seminars with our test-market being mainly in Northern California. Our seminar attendants will be initially invited to attend free introductory workshops related to a specific educational subject which can be hosted by our President and CEO, also the book author, or a local pediatrician or nutritionist and held at a local school. The subject, date and location of the training session can be advertised in local newspapers, on our Website, through fliers posted at local schools, and through direct mailings to schools and parents. At the free informational workshop, the attendants may purchase our books and reference materials on the subject discussed, and may elect to receive further information about books and learning materials on other subjects we offer.

Competition

The market for children s books and learning materials is highly competitive. Additionally, since more and more attention is being brought to the subject of childhood obesity, there have been an increasing number of businesses that cater to the same audience as us. We expect that this will continue to be the trend in this product niche. Some of our competitors include DiscoveryToys®, Kazoo Toys, S&S Educational Toys, Teachme2.com, Joonglee.com, as well as others.

Many of these businesses have longer operating histories and significantly greater financial, technical, marketing and managerial resources than we do. There are relatively low barriers to entry into our business. While we regard our educational materials, products and future trademarks as proprietary and rely primarily on federal statutory and common law protections to protect our interests in these materials, some of our proprietary materials may contain commonly used terms and do not afford us significant trademark protection that would preclude or inhibit competitors from designing materials with similar features as our products. We expect that we will continue to face additional competition from new entrants into the market in the future.

Our business is in an evolving industry and we may not be able to keep up with the market for our products. If we do not keep pace with changing trends and customer preferences, our current products may become obsolete or unmarketable.

Governmental Regulation

Although we intend to comply with all applicable laws and regulations, we cannot assure you that we are in compliance or that we will be able to comply with all future laws and regulations. Additional federal or state legislation, or changes in regulatory implementation, may limit our activities in the future or significantly increase the cost of regulatory compliance. If we fail to comply with applicable laws and regulations, criminal sanctions or civil remedies, including fines, injunctions, or seizures, could be imposed on us. This could have a material adverse effect on our operations.

Several proposals have been made at the U.S. state and local level that would impose additional taxes on the sale of goods and services through the Internet. These proposals, if adopted, could substantially impair the growth of e-commerce, and could diminish our opportunity to derive financial benefit from our activities. In December 2004, the U.S. federal government enacted legislation extending the moratorium on states and other local authorities imposing access or discriminatory taxes on the Internet through November 2007. This moratorium does not prohibit federal, state, or local authorities from collecting taxes on our income or from collecting taxes that are due under existing tax rules. In conjunction with the Streamlined Sales Tax Project, the U.S. Congress continues to consider overriding the Supreme Court s *Quill* decision, which limits the ability of state governments to require sellers outside of their own state to collect and remit sales taxes on goods purchased by in-state residents. An overturning of the *Quill* decision would harm our users and our business.

Current Status

As of July 27, 2009, the company was informed by the book publisher that 5,000 copies of the book What s In My Food? have been shipped. The company is anticipating the delivery of these books by July 31, 2009. Additionally, a nation-wide public relations campaign has been slotted to begin in August 30, 2009.

Employees

At the present time Deborah Flores is our only employee as well as our sole officer and director and a major shareholder. Mrs. Flores will devote such time as required to actively market and further develop our services and software products. At present, we expect Mrs. Flores will devote at least 30 hours per week to our business. We expect to contract the services of a web hosting company and use their central server for our web site needs. We do not anticipate hiring any additional employees until such time as additional staff is required to support our operations.

Results of Operations Six Months Ended June 30, 2009 Compared to the Six Months Ended June 30, 2008

We have $1,501 cash on hand and have experienced losses since inception. We did not generate any revenues from operations during the periods ended June 30, 2009 and 2008. Expenses during the period ended June 30, 2009 were $8,394 with interest expense of $274 compared to expenses of $32,621 with interest expense of $263 for the period ended June 30, 2008. Expenses for both periods consisted entirely of general and administrative expenses. The majority of these expenses were due to professional, legal and accounting fees relating to our reporting requirements.

As a result of the foregoing factors, we realized a net loss of $8,668 for the period ended June 30, 2009, compared to a net loss of $32,884 for the period ended June 30, 2008.

Liquidity and Capital Resources

The Company s balance sheet as of June 30, 2009, reflects total assets of $37,406 which consist of $1,501 in cash, $31,300 in prepaid inventory, $1,196 in furniture and computer equipment net of depreciation and $4,309 in prepaid marketing/publicity. As of June 30, 2009, our liabilities were $7,968 which included $3,506 in accounts payable, $71 in accrued interest, $1,346 in notes payable for our computer and $3,045 in related party notes payable. We anticipate our expenses for the next twelve months will be approximately $40,000.

The Company filed a registration statement on Form SB-2 with the Securities and Exchange Commission to register 3,000,000 shares of common stock for sale at a price of $.10 per share for a total of up to $300,000. The registration statement was declared effective on June 27, 2007. The Company closed its offering on January 2, 2008 and had raised a total of $114,550 through the sale of 1,145,500 shares of common stock.

The company has borrowed $3,045 from shareholders or related parties as of June 30, 2009 for working capital. Management anticipates that we will receive sufficient advances from our president or through sales of our common stock to meet our needs through the next 12 months. However, there can be no assurances to that effect. Should we require additional capital, we may seek additional advances from officers, sell common stock or find other forms of debt financing.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.

Not required by smaller reporting companies.

ITEM 4T. CONTROLS AND PROCEDURES.

(a)

Evaluation of Disclosure Controls and Procedures. The Company s management is responsible for establishing and maintaining adequate internal control over financial reporting (as defined in Rule 13a-15(f) under the Securities Exchange Act of 1934, as amended). Management conducted an evaluation of the effectiveness of the Company s internal control over financial reporting based on the criteria set forth in Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Based on this evaluation, management has concluded that the Company s internal control over financial reporting and procedures was effective as of June 30, 2009.

(b)

Changes in Internal Control over Financial Reporting. There were no changes in the Company's internal controls over financial reporting, known to the chief executive officer or the chief financial officer, that occurred during the period covered by this report that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

PART II OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS.

None.

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

The Company did not sell or issue any securities during the period covered by this report.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES.

None

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.

No matters were submitted during the period covered by this report to a vote of security holders.

ITEM 5. OTHER INFORMATION.

None

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K.

(a)

Exhibits

Copies of the following documents are included as exhibits to this report pursuant to Item 601 of Regulation S-K.

Exhibit No.	Title of Document	Location
31	Certification of the Principal Executive Officer/ Principal Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	Attached
32	Certification of the Principal Executive Officer/ Principal Financial Officer pursuant to U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002*	Attached

(b)

Reports on Form 8-K

None

*

The Exhibit attached to this Form 10-Q shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934 (the "Exchange Act") or otherwise subject to liability under that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such filing.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned, thereunto duly authorized.

JJ & R Ventures, INC.

Date: August 10, 2009

By: *<u>/s/ Deborah Flores</u>*________________________

Deborah Flores, President and Chief Financial Officer