

**SECURITIES & EXCHANGE COMMISSION EDGAR FILING**

**Flux Power Holdings, Inc.**

**Form: 10-Q**

**Date Filed: 2011-05-12**

Corporate Issuer CIK: 1083743

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington D. C. 20549

**FORM 10-Q**

**QUARTERLY REPORT UNDER SECTION 13 or 15 (d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended March 31, 2011

**TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE EXCHANGE ACT**

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

Commission file number 0-25909

Lone Pine Holdings, Inc.  
(Exact name of small business issuer as specified in its charter)

Nevada  
(State or other jurisdiction of incorporation or organization)

86-0931332  
(I.R.S. Employer Identification No.)

c/o Sanders Ortolini Vaughn Flam Rosenstadt LLP  
501 Madison Avenue  
New York, NY 10022  
(Address of principal executive offices, zip code)

Issuer's telephone number: 212-588-0022

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

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

Indicate by check mark whether the registrant is a large 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  Smaller Reporting Company

The number of shares of the issuer's outstanding common stock, which is the only class of its common equity, on May 9, 2011, was 2,577,371.

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**LONE PINE HOLDINGS, INC.**  
**CONDENSED BALANCE SHEETS**  
**(Unaudited)**

**ASSETS**

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	<u>March 31,</u> <u>2011</u>	<u>December 31,</u> <u>2010</u>
<b>CURRENT ASSETS</b>		
Cash and cash equivalents	\$ 13,026	\$ 1,026
<b>TOTAL ASSETS</b>	<u>\$ 13,026</u>	<u>\$ 1,026</u>

**LIABILITIES AND STOCKHOLDERS' (DEFICIT)**

**CURRENT LIABILITIES**

Loan payable, principal shareholder	40,475	40,475
Accrued expenses	41,611	47,503
Promissory note	<u>30,000</u>	<u>-</u>
<b>TOTAL CURRENT LIABILITIES</b>	<u>112,086</u>	<u>87,978</u>

**STOCKHOLDERS' (DEFICIT)**

Preferred stock, par value \$0.001, 5,000,000 shares authorized, none issued and outstanding	-	-
Common stock, par value \$0.001, 145,000,000 shares authorized, 2,577,371 issued and outstanding	2,577	2,577
Additional paid-in capital	4,915,774	4,915,774
Accumulated deficit	<u>(5,017,411)</u>	<u>(5,005,303)</u>
<b>Total Stockholders' (Deficit)</b>	<u>(99,060)</u>	<u>(86,952)</u>

<b>TOTAL LIABILITIES AND STOCKHOLDERS' (DEFICIT)</b>	<u>\$ 13,026</u>	<u>\$ 1,026</u>
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See accompanying notes to condensed financial statements.

**LONE PINE HOLDINGS, INC.**  
**CONDENSED STATEMENTS OF OPERATIONS**  
**(Unaudited)**

	<b>FOR THE THREE MONTHS ENDED MARCH 31,</b>	
	<b>2011</b>	<b>2010</b>
<b>REVENUE</b>	\$ -	\$ -
<b>OPERATING EXPENSES</b>		
General and administrative expenses	12,108	16,000
<b>Total operating expenses</b>	<u>12,108</u>	<u>16,000</u>
<b>NET (LOSS) APPLICABLE TO COMMON SHARES</b>	<u>(12,108)</u>	<u>(16,000)</u>
<b>NET (LOSS) PER BASIC AND DILUTED SHARES</b>	<u>\$ (0.00)</u>	<u>\$ (0.01)</u>
<b>WEIGHTED AVERAGE OF COMMON SHARES OUTSTANDING BASIC AND DILUTED</b>	<u>2,577,371</u>	<u>2,577,371</u>

See accompanying notes to condensed financial statements.

**LONE PINE HOLDINGS, INC.**  
**CONDENSED STATEMENTS OF CASH FLOWS**  
(Unaudited)

	<b>FOR THE THREE MONTHS ENDED MARCH 31,</b>	
	<u>2011</u>	<u>2010</u>
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Net (loss)	\$ (12,108)	\$ (16,000)
Adjustments to reconcile net (loss) to cash (used in) operating activities:		
Increase (decrease) in accrued expenses	(5,892)	16,000
Cash used in operating activities	<u>(18,000)</u>	<u>-</u>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Proceeds from promissory note	<u>30,000</u>	<u>-</u>
Net cash provided by financing activities	<u>30,000</u>	<u>-</u>
<b>NET INCREASE (DECREASE) IN CASH</b>	<b>\$ 12,000</b>	<b>\$ -</b>
<b>CASH BEGINNING OF PERIOD</b>	<u>1,026</u>	<u>-</u>
<b>CASH END OF PERIOD</b>	<u><u>\$ 13,026</u></u>	<u><u>\$ -</u></u>

See accompanying notes to condensed financial statements.

**LONE PINE HOLDINGS, INC.**  
**NOTE TO FINANCIAL STATEMENTS**  
**MARCH 31, 2011**  
**(UNAUDITED)**

**NOTE 1 - BASIS OF PRESENTATION AND NATURE OF BUSINESS**

**Nature of Business**

Lone Pine Holdings, Inc. ("the Company"), through its former wholly owned subsidiary Integrated Forest Products Pty Ltd ("Integrated"), previously operated a saw mill in Australia which cut pine timber into building products to supply the commercial and residential industry along the eastern coast of Australia. In July 2007, its wholly owned subsidiary in Australia was put into receivership and has formerly discontinued its operations. In connection with the receivership, the receiver formed a new Australian wholly owned subsidiary, Australian Forest Industries, LTD., and exchanged all of the shares of Integrated for Australian Forest Industries, LTD. shares. On October 15, 2008, the board of Directors of the Company approved the transfer of all the outstanding shares of Australian Forest Industries, LTD., its operating subsidiary that had been placed in receivership, to the principal shareholders and Directors, personally. Subsequent to the spin out, the Company became a non-operating shell company. As the Company does not currently engage in any business activities, it is looking for a suitable candidate for acquisition or merger that does not need substantial additional capital, but which desires to establish a public trading market for its shares, while avoiding, among other things, the time delays, significant expense, and loss of voting control which may occur in a public offering.

**Basis of Presentation**

The accompanying condensed unaudited interim financial statements included herein have been prepared, without audit, pursuant to the rules and regulations of the Securities and Exchange Commission ("SEC"). The condensed financial statements and notes are presented as permitted on Form 10-Q and do not contain information included in the Company's annual statements and notes. 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 pursuant to such rules and regulations, although the Company believes that the disclosures are adequate to make the information presented not misleading. It is suggested that these condensed financial statements be read in conjunction with the December 31, 2010 audited financial statements and the accompanying notes thereto. While management believes the procedures followed in preparing these condensed financial statements are reasonable, the accuracy of the amounts are in some respects dependent upon the facts that will exist, and procedures that will be accomplished by the Company later in the year. These results are not necessarily indicative of the results to be expected for the full year.

These condensed unaudited financial statements reflect all adjustments, including normal recurring adjustments, which, in the opinion of management, are necessary to present fairly the operations and cash flows for the periods presented.

**NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

**Cash and Cash Equivalents**

For the purposes of the consolidated statements of cash flow, the Company considers all highly liquid debt instruments purchased with an original maturity of three months or less to be cash equivalents.

**Use of Estimates**

The preparation of the financial statements in conformity with U.S. generally accepted accounting principles 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 reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

**LONE PINE HOLDINGS, INC.**  
**NOTE TO FINANCIAL STATEMENTS**  
**MARCH 31, 2011**  
**(UNAUDITED)**

**NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)**

**Net Loss Per Common Share**

Basic earnings per share is computed using the weighted average number of common shares outstanding during the period. It also assumes that outstanding common shares were increased by shares issuable upon exercise of those stock options and warrants for which the market price exceeds exercise price, less shares which we could have purchased with related proceeds. There are no dilutive financial instruments as of March 31, 2011 and 2010.

**Fair Values of Financial Instruments**

The Company uses financial instruments in the normal course of business. The carrying values of accrued expenses approximate their fair value due to the short-term maturities of these liabilities.

**Income Taxes**

The Company has adopted the provisions of Financial Accounting Standards Board Accounting Standards Codification (FASB ASC) 740, Accounting for Income Taxes. The Company accounts for income taxes pursuant to the provisions of the ASC 740, Accounting for Income Taxes, which requires an asset and liability approach to calculating deferred income taxes. The asset and liability approach requires the recognition of deferred tax liabilities and assets for the expected future tax consequences of temporary differences between the carrying amounts and the tax basis of assets and liabilities.

**NOTE 3 – GOING CONCERN**

As shown in the accompanying financial statements, the Company incurred a loss from continuing operations of \$12,108 at March 31, 2011 and had an accumulated deficit of \$5,017,411 at March 31, 2011. Management in October 2008 dissolved the saw mill operations in Australia which was in receivership, spun out the bankrupt subsidiary and is currently looking for a merger candidate for the public shell. Our short term liquidity needs are principally related to our operating expenses. It is expected that this will get funded by our principal stockholder. The accompanying financial statements have been prepared assuming that the Company will continue as a going concern and do not include any adjustments as a result of this uncertainty.

**NOTE 4 – RELATED PARTY TRANSACTIONS**

As of March 31, 2011 and 2010, the Company received advances from the principal shareholder in the amount of \$ 0 and \$ 22,500 to pay for professional fees, respectively. The legal fees for the three months ended March 31, 2011 were \$3,000; they were incurred by Sanders Ortolli Vaughn-Flam Rosenstadt LLP of which William Rosenstadt, President and CEO of the Company, is a partner. The amounts due to the related party are unsecured and non-interest bearing with no set terms of repayment.

**NOTE 5 – CONVERTIBLE PROMISSORY**

On March 18, 2011, Heriot Holdings Limited loaned the Company \$30,000 (the "Principal Amount") pursuant to a convertible promissory note at a rate of 10% per annum, until the Principal Amount is repaid. If the Principal Amount is not repaid by March 18, 2012, the date of maturity, the then-outstanding Principal Amount and any interest accrued thereon shall be converted into shares of the Company's common stock at a price of \$0.10.

**ITEM 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.**

**CAUTIONARY STATEMENT REGARDING FORWARD LOOKING STATEMENTS**

It should be noted that this Management's Discussion and Analysis of Financial Condition and Results of Operations may contain "forward-looking statements". The terms "believe", "anticipate", "intend", "goal", "expect" and similar expressions may identify forward-looking statements. These forward-looking statements represent our current expectations or beliefs concerning future events. The matters covered by these statements are subject to certain risks and uncertainties that could cause actual results to differ materially from those set forth in the forward-looking statements. The foregoing list should not be construed as exhaustive, and we disclaim any obligation subsequently to revise any forward-looking statements to reflect events or circumstances after the date of such statements, or to reflect the occurrence of anticipated or unanticipated events. In light of the significant uncertainties inherent in the forward-looking information included herein, the inclusion of such information should not be regarded as a representation that the strategy, objectives or other of our plans will be achieved. We wish to caution readers not to place undue reliance on any such forward-looking statements, which speak only as of the date made.

Background

Our former subsidiaries Integrated Forest Products Pty Ltd ("Integrated") and Timbermans Group Pty Ltd ("Timbermans") went into administration in Australia (in the United States this is tantamount to a Chapter 11 Bankruptcy). On July 31, 2007, Price Waterhouse Coopers LLP was appointed Receivers and Managers of both Integrated and Timbermans. Also on this same date, Deloitte was appointed Liquidator of Timbermans. Romanis Cant was appointed Liquidator of Integrated on October 18, 2007. The business operations of Integrated were continued until November 30, 2007 when all of the assets of Integrated were offered for sale as a going concern.

In connection with the receivership, the receiver formed a new Australian wholly owned subsidiary, Australian Forest Industries, LTD., and exchanged all of the shares of Integrated for Australian Forest Industries, LTD. shares. On October 15, 2008, the board of Directors of the Company approved the transfer of all the outstanding shares of Australian Forest Industries, LTD. to the principal shareholders and Directors, personally. Subsequent to the spin out, the Company became a non-operating shell company.

The Company incurred a net loss from continuing operations of \$12,108 for the three months ended March 31, 2011 and has an accumulated deficit of \$5,107,411 at March 31, 2011. Because of the dissolution of the business and the liquidation of all liabilities, our current business objective for the next 12 months is to investigate and, if such investigation warrants, acquire a target company or business seeking the perceived advantages of being a publicly held corporation. We will not restrict our potential candidate target companies to any specific business, industry or geographical location and, thus, may acquire any type of business.

We do not currently engage in any business activities that provide us with positive cash flows. As such, the costs of investigating and analyzing business combinations for the next approximately 12 months and beyond will be paid through funds from financing to be obtained.

During the next 12 months, we anticipate incurring costs related to filing of Exchange Act reports and costs relating to consummating an acquisition.

We believe we will be able to meet these costs with amounts to be loaned to or invested in us by our principal stockholder or other investors.

We may consider a business which has recently commenced operations, is a developing company in need of additional funds for expansion into new products or markets, is seeking to develop a new product or service, or is an established business which may be experiencing financial or operating difficulties and is in need of additional capital. In the alternative, a business combination may involve the acquisition of, or merger with, a company which does not need substantial additional capital, but which desires to establish a public trading market for its shares, while avoiding, among other things, the time delays, significant expense, and loss of voting control which may occur in a public offering.

Any target business that is selected may be a financially unstable company or an entity in its early stages of development or growth, including entities without established records of sales or earnings. In that event, we will be subject to numerous risks inherent in the business and operations of financially unstable and early stage or potential emerging growth companies. In addition, we may effect a business combination with an entity in an industry characterized by a high level of risk, and, although our management will endeavor to evaluate the risks inherent in a particular target business, there can be no assurance that we will properly ascertain or assess all significant risks.

## **RESULTS OF OPERATIONS**

Net loss for the three months ended March 31, 2011 was \$12,108 as compared to a net loss of \$16,000 for the three months ended March 31, 2010. All of the losses in the 2011 and 2010 periods were from continuing operations and related almost exclusively to accounting, legal and transfer agent fees. Apart from looking for a merger candidate, we have no current operations, and we have no employees.

## **LIQUIDITY AND CAPITAL RESOURCES**

Net cash used by operations was \$18,000 for the three months ended March 31, 2011 as compared to net cash used by operations of \$0 for the three months ended March 31, 2010. We realized \$30,000 net cash provided by financing activities for our continuing operations for the three-month period ended March 31, 2011, and we realized net cash provided by financing activities of \$0 for the three-month period ended March 31, 2010.

## **CRITICAL ACCOUNTING POLICIES AND ESTIMATES**

The Company's discussion and analysis of its financial condition and results of operations are based upon its financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States. The preparation of these financial statements requires the Company to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities. On an on-going basis, the Company evaluates its estimates, including those related to bad debts, income taxes and contingencies and litigation. The Company bases its estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions.

### **Item 3. Quantitative and Qualitative Disclosure About Market Risk.**

Not applicable

### **Item 4 – Controls and Procedures**

#### **(a) Disclosure Controls and Procedures.**

As of the end of the period covering this Form 10-Q, we evaluated the effectiveness of the design and operation of our "disclosure controls and procedures". We conducted this evaluation under the supervision and with the participation of management, including our Chief Executive Officer and Acting Principal Accounting Officer.

#### **(i) Definition of Disclosure Controls and Procedures .**

Disclosure controls and procedures are controls and other procedures that are designed with the objective of ensuring that information required to be disclosed in our periodic reports filed under the Exchange Act, such as this report, is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms. As defined by the SEC, such disclosure controls and procedures are also designed with the objective of ensuring that such information is accumulated and communicated to our management, including the Chief Executive Officer and Acting Principal Accounting Officer, in such a manner as to allow timely disclosure decisions.

(ii) Conclusions with Respect to Our Evaluation of Disclosure Controls and Procedures.

Our Chief Executive Officer and Acting Principal Accounting Officer determined that, as of the end of the period covered by this report, these controls and procedures are adequate and effective in alerting them in a timely manner to material information relating to us required to be included in our periodic SEC filings.

(b) Changes in Internal Controls.

In or since the quarter ended March 31, 2011, there have been no changes in our internal controls over financial reporting that could significantly affect these controls.

## **PART II**

### **Item 1. Legal Proceedings**

No material changes.

### **Item 1A Risk Factors**

Not applicable.

### **Item 2. Unregistered Sale of Equity Securities and Use of Proceeds**

None.

### **Item 3. Defaults Upon Senior Securities**

None.

### **Item 4. Submission of Matters to a Vote of Security Holders**

None.

### **Item 5. Other Information**

None.

### **Item 6. Exhibits**

Exhibit Index

Exhibit 31.1 Certification of Chief Executive Officer and Acting Principal Accounting Officer

Exhibit 32.1 Certification of Chief Executive Officer and Acting Principal Accounting Officer

## SIGNATURES

In accordance with the requirements of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

### **LONE PINE HOLDINGS, INC.**

/s/ William S. Rosenstadt

Name: William S. Rosenstadt

Title: CEO, President and Principal Accounting Officer

Date: May 12, 2011

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**CERTIFICATION OF CHIEF EXECUTIVE OFFICER, PRESIDENT AND  
ACTING PRINCIPAL ACCOUNTING OFFICER**

I, William S. Rosenstadt, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Lone Pine Holdings, Inc.;
2. Based on my knowledge, this report 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 report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report;
4. I am responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. As the sole officer and director I have disclosed, based on my most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 12, 2011

/s/ William S. Rosenstadt

Name: William S. Rosenstadt

Title: CEO, President and Principal Accounting Officer

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**Certification Pursuant to 18 U.S.C. Section 1350 As Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002**

I, William S. Rosenstadt, Chief Executive Officer, President and Acting Principal Accounting Officer of Lone Pine Holdings, Inc. (the "Company"), certify, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350, that:

- (1) the Quarterly Report on Form 10-Q of the Company for the quarter ended March 31, 2011 (the "Report") fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
- (2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: May 12, 2011

/s/ William S. Rosenstadt

Name: William S. Rosenstadt

Title: CEO, President and Principal Accounting Officer

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