EnDev Holdings Inc.
Form 10-Q
March 08, 2013

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

FORM 10-Q

[X] QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
FOR THE QUARTERLY PERIOD ENDED JANUARY 31, 2013

OR

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

Commission file number 000-52961

ENDEV HOLDINGS INC.
(Exact name of registrant as specified in its charter)

NEVADA
(State or other jurisdiction of incorporation or organization)

36 Lombard Street, Suite 700
Toronto, Ontario
Canada M5C 2X3
(Address of principal executive offices, including zip code.)

(416) 941-9069
(telephone number, including area code)

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 last 90 days. YES [X] 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 [ ] NO [X]

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," "non-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 | [X] |
| (Do not check if a smaller reporting company) | | | |

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

At March 7, 2013, the Registrant had 31,300,000 common shares outstanding.

ENDEV HOLDINGS INC.

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For the Quarterly Period Ended January 31, 2013


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PART I. FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

EnDev Holdings Inc.
(A Development Stage Company)
Balance Sheets
(Expressed in US Dollars)
(Unaudited)

| | January 31, 2013 | July 31, 2012 |
|---|---|---|
| ASSETS | | |
| Current Assets: | | |
| Cash | $ 818 | $ 217 |
| Total Assets | $ 818 | $ 217 |
| LIABILITIES AND STOCKHOLDER'S EQUITY (DEFICIT) | | |
| Current Liabilities: | | |
| Accounts payable | $ 9,602 | $ 8,910 |
| Due to related party | 29,672 | 11,672 |
| Total Liabilities | $ 39,274 | $ 20,582 |
| STOCKHOLDERS' EQUITY (DEFICIT) | | |
| Common Stock Authorized: 150,000,000 shares authorized with a $0.001 par value Issued and outstanding: 31,300,000 and 31,300,000 as of 01/31/13 and 07/31/12 respectively | $ 31,300 | $ 31,300 |
| Additional Paid-in Capital | 215,000 | 215,000 |
| Deficit Accumulated During the Development Stage | (284,756) | (266,665) |
| | - | |
| Total Stockholders' Deficit | (38,456) | (20,365) |
| Total Liabilities and Stockholders' Equity (Deficit) | 818 | 217 |

See accompanying Notes to the Financial Statements

EnDev Holdings Inc.
(A Development Stage Company)
Statements of Operations
(Expressed in US Dollars)
(Unaudited)

| | For the Three Months Ended January 31, | | For the Six Months Ended January 31, | | August 23, 2005 (inception) to January 31, 2013 |
|---|---|---|---|---|---|
| | 2013 | 2012 | 2013 | 2012 | |
| EXPENSES | | | | | |
| Advertising | - | - | - | - | 26,711 |
| General and administrative expenses | 7,560 | 55,481 | 18,091 | 67,472 | 268,106 |
| Settlement of debt | - | - | - | - | 10,062 |
| Total Expenses | 7,560 | 55,481 | 18,091 | 67,472 | 284,755 |
| NET LOSS FROM OPERATIONS | $ (7,560) | $ (55,481) | $ (18,091) | $ (67,472) | $ (284,755) |
| NET (LOSS) PER COMMON SHARE – BASIC | $ (0.00) | $ (0.00) | $ (0.00) | $ (0.00) | |
| WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING (BASIC AND FULLY DILUTED) | 31,300,000 | 30,652,174 | 31,300,000 | 30,376,086 | |

See accompanying Notes to the Financial Statements

EnDev Holdings Inc.
(A Development Stage Company)
Statements of Cash Flows
(Expressed in US Dollars)
(Unaudited)

| | For the Six Months Ended January 31, 2013 | For the Six Months Ended January 31, 2012 | August 23, 2005 (inception) to January 31, 2013 |
|---|---|---|---|
| OPERATING ACTIVITIES | | | |
| Net (loss) | $ (18,091) | $ (67,472) | $ (284,756) |
| Adjustments to reconcile net loss to net cash used in operating activities: | | | |
| - Increase (decrease) in accounts payable | 692 | 9,797 | 9,602 |
| - Increase (decrease) in prepaid expenses | - | (6,773) | - |
| Net Cash (used by) Operating Activities | (17,399) | (64,448) | (275,154) |
| FINANCING ACTIVITIES | | | |
| Issuances of common stock | - | 150,000 | 251,000 |
| Advances from related party | 18,000 | - | 29,000 |
| Cancellation of common stock | - | - | (30,000) |
| Contributed capital | - | - | 25,300 |
| Expenses paid by related parties | - | (65,000) | 672 |
| Net Cash Provided By Financing Activities | 18,000 | 85,000 | 275,972 |
| NET CHANGE IN CASH | 601 | 20,552 | 818 |
| CASH AND CASH EQUIVALENTS- Beginning of Period | 217 | 12,535 | - |
| CASH AND CASH EQUIVALENTS - End of Period | $ 818 | $ 33,087 | $ 818 |
| SUPPLEMENTAL DISCLOSURES | | | |
| Interest paid | $ - | $ - | $ - |
| Income taxes paid | $ - | $ - | $ - |
| Non-cash transactions | $ - | $ - | $ - |
| Contributed capital | $ - | $ - | $ 25,300 |
| Expenses paid by related parties | $ - | $ - | $ 672 |

See accompanying Notes to the Financial Statements

ENDEV HOLDINGS INC.
(A Development Stage Company)
NOTES TO THE CONDENSED FINANCIAL STATEMENTS
January 31, 2013

NOTE 1. CONDENSED 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 January 31, 2013 and for all periods presented 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 July 31, 2012 audited financial statements. The results of operations for the period ended January 31, 2013 are not necessarily indicative of the operating results for the full year.

The preparation of 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 at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. The Company regularly evaluates estimates and assumptions related to deferred income tax asset valuation allowances. The Company bases its estimates and assumptions on current facts, historical experience and various other factors that it believes to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities and the accrual of costs and expenses that are not readily apparent from other sources. The actual results experienced by the Company may differ materially and adversely from the Company's estimates. To the extent there are material differences between the estimates and the actual results, future results of operations will be affected.

NOTE 2. GOING CONCERN

These financial statements have been prepared on a going concern basis, which implies the Company will continue to realize its assets and discharge its liabilities in the normal course of business. The Company has never generated revenues since inception and has never paid any dividends and is unlikely to pay dividends or generate earnings in the immediate or foreseeable future. At January 31, 2013 the Company has limited cash resources and will likely require new financing, either through loans from officers, debt financing, equity offerings or business combinations to continue the development of its business; however, there can be no assurance that management will be successful in raising the funds necessary to maintain operations, or that a self-supporting level of operations will ever be achieved. The likely outcome of these future events is indeterminable. The continuation of the Company as a going concern is dependent upon the continued financial support from its shareholders, the ability of the Company to obtain necessary equity financing to continue operations and the attainment of profitable operations. As of January 31, 2013, the Company has never generated any revenues and has accumulated losses of $284,756 since inception. These financial statements do not include any adjustments to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern. These factors raise substantial doubt regarding the Company's ability to continue as a going concern.

NOTE 3. RECENT PRONOUNCEMENTS

We do not expect the adoption of recently issued accounting pronouncements to have a significant impact on our results of operations, financial position or cash flow.

NOTE 4. STOCKHOLDERS' EQUITY

Common Stock

In May 2006, the Company issued 100,000 shares of its common stock at $0.10 per share pursuant to a regulation 504 offering.

On September 30, 2006, the Company issued 12,000,000 shares of its common stock at $0.0005 per share pursuant to a regulation 506 offering.

In May 2007, the Company issued 30,000,000 shares of its common stock at $0.0005 per share pursuant to a regulation 506 offering.

During the fiscal year ending July 31, 2009, the Company's former corporate counsel agreed to prepare, write, Edgarize and provide legal opinion for the Company's interim reports and Form 10-K filing, which the law firm valued at $10,000. The law firm decided to contribute this capital based on its recommendation that the Company engage the services of an auditor, who had his licensed revoked and was not able to complete the Company's audit for the past fiscal year. Based on this decision, the Company needed to engage a new auditor.

On December 7, 2009, the Company issued 36,000,000 shares of its common stock at $0.002 per share for $70,000 cash.

On December 8, 2009, the Company paid two shareholders $30,000 for the return and cancellation of their 30,000,000 shares of common stock.

On March 22, 2010, one of our former officers and former directors returned 18,000,000 shares of our common stock in the belief that it was in our best interest and in the interest of other shareholders to do so because the cancellation of these shares would increase the shareholder value of the common stock. No compensation was paid to the former officer and former director for the cancellation of her shares, and a $18,000 adjustment was made to additional paid-in capital on the Company's balance sheet.

On July 24, 2010 the Company repurchased 18,000,000 common shares from a former officer and director of the Company. The shares were repurchased at the value of $0.0003 per share for $5,000 cash.

On July 24, 2010, the Company issued 18,000,000 shares of its common stock at $0.0003 per share for $5,000 cash.

During the fiscal year ending July 31, 2011, the Company's former corporate counsel agreed to settle $2,000 against the final balance owing to the law firm. This amount was recorded as contributed capital.

On December 8 2011, the Company issued 800,000 shares of its common stock at $0.125 per share for $100,000 cash.

On January 12, 2012, the Company issued 400,000 shares of its common stock at $0.125 per share for $50,000 cash.

On March 26, 2012, the Company increased its authorized common stock from 75,000,000 shares of common stock to 150,000,000 shares of common stock; par value $0.001 per share which correspondingly effected a forward stock split on a two for one (2:1) basis, whereby each shareholder would hold two shares for every one share previously held. The Company's share transactions disclosed in the financial statements have been restated retroactively to reflect the forward stock split for all periods presented.

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NOTE 5. RELATED PARTY TRANSACTIONS

As at January 31, 2013, our president is owed $29,672 (July 31, 2012 - $11,672) for loans and payments made directly to vendors on behalf of the Company. The amount due is unsecured, non-interest bearing and due on demand.

The officers and directors of the Company are involved in other business activities. These persons may face a conflict in selecting between the Company and their other business interests. The Company has not formulated a policy for the resolution of such conflicts.

NOTE 6. SUBSEQUENT EVENTS

Subsequent to the end of the reporting period, the president of the Company advanced $10,000 towards working capital.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Forward-Looking Information

The Company may from time to time make written or oral "forward-looking statements" including statements contained in this report and in other communications by the Company, which are made in good faith by the Company pursuant to the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995.

These forward-looking statements include statements of the Company's plans, objectives, expectations, estimates and intentions, which are subject to change based on various important factors (some of which are beyond the Company's control). The following factors, in addition to others not listed, could cause the Company's actual results to differ materially from those expressed in forward looking statements: the strength of the domestic and local economies in which the Company conducts operations, the impact of current uncertainties in global economic conditions and the ongoing financial crisis affecting the domestic and foreign banking system and financial markets, including the impact on the Company's suppliers and customers, changes in client needs and consumer spending habits, the impact of competition and technological change on the Company, the Company's ability to manage its growth effectively, including its ability to successfully integrate any business which it might acquire, and currency fluctuations. All forward-looking statements in this report are based upon information available to the Company on the date of this report. The Company undertakes no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events, or otherwise, except as required by law.

In this Form 10-Q references to "EnDev", "the Company", "we", "us" and "our" refer to EnDev Holdings Inc.

Limited Operating History

There is limited historical financial information about our company upon which to base an evaluation of our future performance. We are a development stage corporation and have not generated any revenues from operations. We cannot guarantee that we will be successful in our business operations. We are subject to risks inherent in the establishment of a new business enterprise, including limited capital resources and possible delays in the exploitation of business opportunities. We may fail to adopt a business model and strategize effectively or fail to revise our business model and strategy should industry conditions and competition change.

We have limited resources and there is no assurance that future financing will be available to us on acceptable terms. Additional equity financing could result in dilution to existing shareholders.

Overview of Operations

We were incorporated in the State of Nevada on August 23, 2005. We maintain our statutory registered agent's office at 311 W. Third Street, Carson City, NV 89703 and our business office is Suite 700, 36 Lombard Street, Toronto, Ontario, Canada M5C 2X3. Our telephone number is (416) 941-9069.

Our original business was to involve the design and marketing of women's intimate apparel. We were unsuccessful in our efforts to locate a suitable fabric, and as a result ventured into the development of skin care products built around the naturally occurring bioflavinoid "catechin". Unfortunately we were unable to secure and develop working relationships with third party subcontractors needed to execute our business plan and we have been seeking other viable business opportunities for the Company.

On March 26, 2012, we filed a Certificate of Amendment with the Secretary of State of Nevada to change our name from No Show, Inc. to EnDev Holdings Inc. to better reflect our new business direction, as we intend to pursue business opportunities in the natural resource sector. In connection with the name change we were assigned a new stock symbol “EDEV”.

Concurrent with the name change on March 26, 2012 the Company effected a stock split at the rate of two shares of common stock for each one share of the Company's issued and outstanding common shares. The Company increased its authorized capital from 75,000,000 to 150,000,000 resulting from the stock split.

We have no employees and own no property. We do not intend to perform any further operations until a merger or acquisition candidate is located and a merger or acquisition consummated. We can be defined as a "shell company" whose sole purpose at this time is to locate and consummate a merger and/or acquisition with an operating entity.

Liquidity and Capital Resources

At January 31, 2013, we had total assets of $818 consisting solely of cash and total liabilities of $39,274 compared to total assets of $217 and total liabilities of $ 20,582 at July 31, 2012. Net working capital was ($38,456) compared to ($20,365) at July 31, 2012. We incurred a loss of $18,091 for the six months ending January 31, 2013 and an aggregate deficit since inception of $284,756.

Since inception, we have used our common stock to raise money to fund our business operations, for corporate expenses and to repay outstanding indebtedness. Net cash provided by the sale of shares from inception on August 23, 2005 to January 31, 2013 was $251,000.

At January 31, 2013 we had $818 in cash remaining in our treasury. We do not have enough money to meet our cash requirements for the next twelve months, as we have yet to commence operations and have not generated any revenues, nor can there be any assurance that we can generate significant revenues from operations. During the next twelve months we expect to incur indebtedness for administrative and professional charges associated with preparing, reviewing, auditing and filing our financial statements and our periodic and other disclosure documents to maintain the Company in good standing.

We presently operate with minimum overhead costs and need to raise additional capital to fund any future plan of operation. Our management is exploring a variety of options to meet our cash requirements and future capital requirements, including the possibility of equity offerings, debt financing and business combinations. To date our president is owed a total of $29,672 (July 31, 2012 - $11,672) for loans and payments made directly to vendors on behalf of the Company. The amount due is unsecured, non-interest bearing and due on demand. Subsequent to the end of the period covered by this report, our president advanced a further $10,000 towards working capital.

Our ability to meet our financial liabilities and commitments is primarily dependent upon the continued financial support of our management and stockholders, the continued issuance of equity to new stockholders, and our ability to achieve and maintain profitable operations. If financing is not available on satisfactory terms, we may be unable to continue, develop or expand our operations. There can be no assurance that we will be able to raise additional capital, and if we are unable to raise additional capital, we will unlikely be able to continue operations. Management has committed to providing additional advances as required to enable us to maintain our filing requirements.

Plan of Operation

Currently, we are a development stage corporation. A development stage corporation is one engaged in the search of business opportunities, successful negotiation and closing of a business acquisition and furthering its business plan.

Our plan of operation for the next twelve months will be to : (i) consider guidelines of industries in which we may have an interest; (ii) adopt a business plan regarding engaging in business in any selected industry; and (iii) to commence such operations through funding and/or the acquisition of an operating entity engaged in any industry selected.

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Results of Operations

We did not generate any revenues during the periods ended January 31, 2013 and 2012. During the quarter ended January 31, 2013, we did not issue any common stock.

During the six month periods ended January 31, 2013 and 2012, much of the Company's resources were directed at maintaining the Company in good standing and identifying new business opportunities. We currently have no definitive agreements or understanding with any prospective business combination candidates and have not targeted any business for investigation and evaluation nor are there any assurances that we will find a suitable business with which to combine.

For the three months ended January 31, 2013 and 2012

We had a net loss of $7,560 for the three months ended January 31, 2013 compared to a net loss of $55,481 for the three month period ended January 31, 2012. The change is explained below.

Operating Expenses: Operating expenses were considerably lower during the three month period ending January 31, 2013 as compared to January 31, 2012. Expenses were $7,560 and $55,481 respectively. Operating expenses were greater during the quarter ended January 31, 2012 as a result of increased professional fees and travel and entertainment expenses related to pursuing potential acquisitions in the natural resource sector. For the three months ended January 31, 2013 operating expenses consisted of $5,000 in professional fees, $145 in general office expenses and $2,415 in transfer agent and filing fees.

For the six months ended January 31, 2013 and 2012

We had a net loss of $18,091 for the six months ended January 31, 2013 compared to a net loss of $67,472 for the six month period ended January 31, 2012. The change is explained below.

Operating Expenses: Operating expenses for the six months ended January 31, 2013 were $18,091 and were $67,472 during the six months ended January 31, 2012. Expenses were higher during the six months ended January 31, 2012 due to expenses incurred pursuing potential acquisitions in the natural resource sector.

At the date of this report, we have not generated any revenues. As a result, we have generated significant operating losses since our formation and expect to incur substantial losses and negative operating cash flows for the foreseeable future as we attempt to expand our infrastructure and development activities. Our ability to continue may prove more expensive than we currently anticipate and we may incur significant additional costs and expenses.

We are subject to risks inherent in the establishment of a new business enterprise. We may fail to adopt a business model and strategize effectively or fail to revise our business model and strategy should industry conditions and competition change. We have limited resources and there is no assurance that future financing will be available to our Company on acceptable terms. These conditions could further impact our business and have an adverse effect on our financial position, results of operations and/or cash flows.

Going Concern Uncertainties

As of the date of this quarterly report, there is substantial doubt regarding our ability to continue as a going concern as we have not generated sufficient cash flow to fund our business operations. The financial statements included in this quarterly report have been prepared on the going concern basis, which assumes that we will be able to realize our assets and discharge our obligations in the normal course of business. If we are not to continue as a going concern, we would likely not be able to realize our assets at values comparable to the carrying value or the fair value estimates reflected in the balances set out in the preparation of the financial statements.

Our future success and viability, therefore, are dependent upon our ability to generate capital financing.  The failure to generate sufficient revenues or raise additional capital may have a material and adverse effect upon us and our shareholders.

Off-Balance Sheet Arrangements

At January 31, 2013, we do not have any off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results or operations, liquidity, capital expenditures or capital resources that is material to investors.

Critical Accounting Policies

There have been no material changes to our critical accounting policies and estimates from the information provided in Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations", included in our Annual Report for the fiscal year ended July 31, 2012 and subsequently through the interim quarterly report for the period ending January 31, 2013.

## ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Not applicable.

## ITEM 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

In connection with the preparation of this Quarterly Report on Form 10-Q, an evaluation was carried out by our management, with the participation of our Chief Executive Officer and our Chief Financial Officer, of the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934, as amended (the "Exchange Act")), as of January 31, 2013. Based on that evaluation, our principal executive officer and our principal financial officer have concluded that our disclosure controls and procedures were ineffective as of January 31, 2013. The material weaknesses we identified in our annual report on Form 10-K for our fiscal year ending July 31, 2012 have not been remedied due to our lack of sufficient capital resources.

Changes in Internal Control Over Financial Reporting

As of January 31, 2013, there have been no changes in internal control over financial reporting (as defined in Rule 13a-15(f) of the Exchange Act) during the period ended January 31, 2013, that materially affected, or are reasonably likely to materially affect, our company's internal control over financial reporting.

# PART II. OTHER INFORMATION

## ITEM 1. LEGAL PROCEEDINGS

From time to time, we may become involved in various lawsuits and legal proceedings, which arise in the ordinary course of business. However, litigation is subject to inherent uncertainties, and an adverse result in these or other matters may arise from time to time that may harm our business. We are not presently a party to any material litigation, nor to the knowledge of management is any litigation threatened against us, which may materially affect us.

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

None.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

ITEM 5. OTHER INFORMATION

None.

ITEM 6. EXHIBITS

| | | Incorporated by reference | | | |
|---|---|---|---|---|---|
| Exhibit | Document Description | Form | Date | Number | Filed herewith |
| 3.1 | No Show, Inc. Articles of Incorporation | SB-2 | August 31, 2007 | 3.1 | |
| 3.1a | Certificate of Amendment to Articles of Incorporation (incorporated by reference to the Company's Report on Form 8-K filed on March 26 2012.) | 8-K | March 26, 2012 | 3.1a | |
| 3.2 | Bylaws as currently in effect | SB-2 | August 31, 2007 | 3.2 | |
| 3.2a | Certificate of Change Pursuant to NRS 78.209 For Nevada Profit Corporations (incorporated by reference to the Company's Report on Form 8-K filed on March 26, 2012). | 8-K | March 26, 2012 | 3.2a | |
| 31.1 | Certification of Principal Executive Officer and Principal Financial Officer pursuant to 15d-15(e), promulgated under the Securities and Exchange Act of 1934, as amended | | | | X |
| 32.1 | Certification pursuant to 18 U.S.C. Section 1350, as | | | | X |

| | | |
|---|---|---|
| | adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (Chief Executive Office and Chief Financial Officer) | |
| 101.INS | XBRL Instance Document. | X |
| 101.SCH | XBRL Taxonomy Extension – Schema. | X |
| 101.CAL | XBRL Taxonomy Extension – Calculations. | X |
| 101.DEF | XBRL Taxonomy Extension – Definitions. | X |
| 101.LAB | XBRL Taxonomy Extension – Labels. | X |
| 101.PRE | XBRL Taxonomy Extension – Presentation. | X |

SIGNATURES

Pursuant to the requirements of Section 13 or 15 (d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on behalf by the undersigned, thereto duly authorized on this 7th day of March 2013.

ENDEV HOLDINGS INC.

| | |
|---|---|
| BY: | /s/ RANIERO CORSINI<br>Raniero Corsini, President, Principal Financial<br>Officer, Principal Accounting Officer, Treasurer<br>and Director |

EXHIBIT INDEX

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| 32.1 | Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (Chief Executive Office and Chief Financial Officer) | | | | X |
| 101.INS | XBRL Instance Document. | | | | X |
| 101.SCH | XBRL Taxonomy Extension – Schema. | | | | X |
| 101.CAL | XBRL Taxonomy Extension – Calculations. | | | | X |
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| | | |
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