

Edgar Filing: Atheron, Inc. - Form 10-Q

Atheron, Inc.  
Form 10-Q  
January 14, 2009

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

FORM 10-Q

Quarterly Report pursuant to Section 13 or 15(d) of the Securities  
Exchange Act of 1934

For the quarterly period ended November 30, 2008

Transition Report pursuant to 13 or 15(d) of the Securities  
Exchange Act of 1934

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

Commission File Number: 333-138189

Atheron Inc.

(Exact name of small business issuer as specified in its charter)

Nevada

(State or other jurisdiction of incorporation or  
organization)

N/A

(IRS Employer Identification No.)

3598 Durango St. Palanan, Makati City, Philippines 1235

(Address of principal executive offices)

011 63 2 728 1626

(Issuer's telephone number)

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

Check whether the issuer (1) 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 issuer 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 large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company.

Large accelerated filer Accelerated filer  Non-accelerated filer

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  No

State the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date:  
2,150,000 common shares as of November 30, 2008.



Table of Contents

## TABLE OF CONTENTS

	Page
PART I – FINANCIAL INFORMATION	
<u>Item 1:</u>	<u>Financial Statements</u> <span style="float: right;"><u>3</u></span>
<u>Item 2:</u>	<u>Management’s Discussion and</u> <span style="float: right;"><u>4</u></span> <u>Analysis of Financial Condition and</u> <u>Results of Operations</u>
<u>Item 3:</u>	<u>Quantitative and Qualitative</u> <span style="float: right;"><u>9</u></span> <u>Disclosures About Market Risk</u>
<u>Item 4T:</u>	<u>Controls and Procedures</u> <span style="float: right;"><u>9</u></span>
PART II – OTHER INFORMATION	
<u>Item 1:</u>	<u>Legal Proceedings</u> <span style="float: right;"><u>10</u></span>
<u>Item 1A:</u>	<u>Risk Factors</u> <span style="float: right;"><u>10</u></span>
<u>Item 2:</u>	<u>Unregistered Sales of Equity</u> <span style="float: right;"><u>10</u></span> <u>Securities and Use of Proceeds</u>
<u>Item 3:</u>	<u>Defaults Upon Senior Securities</u> <span style="float: right;"><u>10</u></span>
<u>Item 4:</u>	<u>Submission of Matters to a Vote of</u> <span style="float: right;"><u>10</u></span> <u>Security Holders</u>
<u>Item 5:</u>	<u>Other Information</u> <span style="float: right;"><u>10</u></span>
<u>Item 6:</u>	<u>Exhibits</u> <span style="float: right;"><u>10</u></span>

Table of Contents

PART I - FINANCIAL INFORMATION

Item 1. Financial Statements

Our unaudited financial statements included in this Form 10-Q are as follows:

<u>F-1</u>	<u>Balance Sheets as of November 30, 2008 (unaudited) and August 31, 2008 (audited);</u>
<u>F-2</u>	<u>Statements of Operations for the three months ended November 30, 2008 and 2007</u>
	<u>and period from May 8, 2006 (Inception) to November 30, 2008 (unaudited);</u>
<u>F-3</u>	<u>Statement of Stockholders' Deficit for period from May 8, 2006 (Inception) to</u>
	<u>November 30, 2008 (unaudited);</u>
<u>F-4</u>	<u>Statements of Cash Flows for the three months ended November 30, 2008 and 2007</u>
	<u>and period from May 8, 2006 (Inception) to November 30, 2008 (unaudited);</u>
<u>F-5</u>	<u>Notes to Unaudited Financial Statements;</u>

These unaudited financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America for interim financial information and the SEC instructions to Form 10-Q. In the opinion of management, all adjustments considered necessary for a fair presentation have been included. Operating results for the interim period ended November 30, 2008 are not necessarily indicative of the results that can be expected for the full year.

Table of Contents

ATHERON, INC.  
(A DEVELOPMENT STAGE COMPANY)  
BALANCE SHEETS  
As of November 30, 2008 August 31, 2008

	November 30, 2008 (Unaudited)	August 31, 2008 (Audited)
<b>ASSETS</b>		
Current Assets		
Cash and equivalents	\$ 0	\$ 0
Prepaid expenses	0	0
<b>TOTAL ASSETS</b>	<b>\$ 0</b>	<b>\$ 0</b>
<b>LIABILITIES AND STOCKHOLDERS' DEFICIT</b>		
Current Liabilities		
Loan payable - related party	\$ 36,985	\$ 34,985
Stockholders' Deficit		
Common Stock, \$.001 par value, 75,000,000 shares authorized, 2,150,000 shares issued and outstanding	2,150	2,150
Additional paid-in capital	40,850	40,850
Deficit accumulated during the development stage	(79,985)	(77,985)
<b>Total stockholders' deficit</b>	<b>(36,985)</b>	<b>(34,985)</b>
<b>TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT</b>	<b>\$ 0</b>	<b>\$ 0</b>

See accompanying notes to financial statements.

Table of Contents

ATHERON INC.  
(A DEVELOPMENT STAGE COMPANY)  
STATEMENTS OF OPERATIONS (Unaudited)  
Three months ended November 30, 2008 and 2007  
Period from May 8, 2006 (Inception) to November 30, 2008

	Three months ended November 30, 2008	Three months ended November 30, 2007	Period from May 8, 2006 (Inception) to November 30, 2008
Revenues	\$ -0-	\$ -0-	\$ -0-
General and administrative expenses:			
Professional fees	2,000	2,000	79,985
Net Loss	\$ (2,000)	\$ (2,000)	\$ (79,985)
Net loss per share:			
Basic and diluted	\$ (0.00)	\$ (0.00)	\$ (0.04)
Weighted average shares outstanding:			
Basic and diluted	2,150,000	2,150,000	2,150,000

See accompanying notes to financial statements.

Table of Contents

ATHERON, INC.  
(A DEVELOPMENT STAGE COMPANY)  
STATEMENT OF STOCKHOLDERS' DEFICIT (Unaudited)  
Period from May 8, 2006 (Inception) to November 30, 2008

	Common stock Shares	Amount	Additional paid-in capital	Deficit accumulated during the development stage	Total
Issuance of common stock for cash @\$.001	2,150,000	\$ 2,150	\$ 40,850	-	\$ 43,000
Net loss for the period ended August 31, 2006	-	-	-	(43,985)	(43,985)
Balance - August 31, 2006	2,150,000	2,150	40,850	(43,985)	( 985)
Net loss for the year ended August 31, 2007	-	-	-	(25,000)	(25,000)
Balance - August 31, 2007	2,150,000	2,150	40,850	(68,985)	(25,985)
Net loss for the year ended August 31, 2008	-	-	-	(9,000)	(9,000)
Balance - August 31, 2008	2,150,000	2,150	40,850	(77,985)	(34,985)
Net loss for three months ended November 30, 2008	-	-	-	(2,000)	(2,000)
Balance - November 30, 2008	2,150,000	\$ 2,150	\$ 40,850	\$ (79,985)	\$ (36,985)

See accompanying notes to financial statements.

Table of Contents

ATHERON INC.  
(A DEVELOPMENT STAGE COMPANY)  
STATEMENTS OF CASH FLOWS (Unaudited)  
Three months ended November 30, 2008 and 2007  
Period from May 8, 2006 (Inception) to November 30, 2008

	Three months Ended November 30, 2008	Three months Ended November 30, 2007	Period From May 8, 2006 (Inception) to November 30, 2008
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>			
Net loss	\$ (2,000)	\$ (2,000)	\$ (79,985)
<b>CASH FLOWS USED BY OPERATING ACTIVITIES</b>			
	(2,000)	(2,000)	(79,985)
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>			
Proceeds from sales of common stock	0	0	43,000
Loan from related party	2,000	2,000	36,985
<b>CASH FLOWS PROVIDED BY FINANCING ACTIVITIES</b>			
	2,000	2,000	79,985
<b>NET INCREASE IN CASH</b>			
	0	0	0
<b>Cash, beginning of period</b>			
	-0-	-0-	-0-
<b>Cash, end of period</b>			
	\$ -0-	\$ -0-	\$ -0-
<b>SUPPLEMENTAL CASH FLOW INFORMATION</b>			
Interest paid	\$ -0-	\$ -0-	\$ -0-
Income taxes paid	\$ -0-	\$ -0-	\$ -0-

See accompanying notes to financial statements.



Table of Contents

ATHERON, INC.  
(A DEVELOPMENT STAGE COMPANY)  
NOTES TO THE FINANCIAL STATEMENTS  
November 30, 2008

NOTE 1 – SUMMARY OF ACCOUNTING POLICIES

Nature of Business

Atheron, Inc. (“Atheron”) was incorporated in Nevada on May 8, 2006. Atheron is a development stage company located in Makati City 1235, Philippines. Atheron is developing technology for ethanol-methanol gasoline. Atheron operates out of office space owned by a director and stockholder of the Company. The facilities are provided at no charge. There can be no assurances that the facilities will continue to be provided at no charge in the future.

Development Stage Company

The accompanying financial statements have been prepared in accordance with the Statement of Financial Accounting Standards No. 7 “Accounting and Reporting by Development-Stage Enterprises”. A development-stage enterprise is one in which planned principal operations have not commenced or if its operations have commenced, there has been no significant revenues there from.

Basis of Presentation

The accompanying unaudited interim financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America and the rules of the Securities and Exchange Commission (“SEC”), and should be read in conjunction with the audited financial statements and notes thereto contained in the Company’s Annual Report filed with the SEC on Form 10-K. In the opinion of management, all adjustments, consisting of normal recurring adjustments, necessary for a fair presentation of financial position and the results of operations for the interim periods presented have been reflected herein. The results of operations for interim periods are not necessarily indicative of the results to be expected for the full year.

Cash and Cash Equivalents

Atheron considers all highly liquid investments with maturities of three months or less to be cash equivalents. At November 30, 2008 the Company had \$0 of cash.

Fair Value of Financial Instruments

Atheron’s financial instruments consist of cash and cash equivalents. The carrying amount of these financial instruments approximates fair value due either to length of maturity or interest rates that approximate prevailing market rates unless otherwise disclosed in these financial statements.

Table of Contents

ATHERON, INC.  
(A DEVELOPMENT STAGE COMPANY)  
NOTES TO THE FINANCIAL STATEMENTS  
November 30, 2008

NOTE 1 – SUMMARY OF ACCOUNTING POLICIES (continued)

Income Taxes

Income taxes are computed using the asset and liability method. Under the asset and liability method, deferred income tax assets and liabilities are determined based on the differences between the financial reporting and tax bases of assets and liabilities and are measured using the currently enacted tax rates and laws. A valuation allowance is provided for the amount of deferred tax assets that, based on available evidence, are not expected to be realized.

Use of Estimates

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 and disclosure of contingent assets and liabilities at the date the financial statements and the reported amount of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Basic loss per share

Basic loss per share has been calculated based on the weighted average number of shares of common stock outstanding during the period.

Recent Accounting Pronouncements

Atheron does not expect the adoption of recently issued accounting pronouncements to have a significant impact on the Company's results of operations, financial position or cash flow.

NOTE 2 – LOAN PAYABLE – RELATED PARTY

Atheron has received \$36,985 in loans from a shareholder and officer of the Company. The loans are unsecured, non-interest bearing and due upon demand.

NOTE 3 – INCOME TAXES

For the periods ended November 30, 2008, Atheron has incurred net losses and, therefore, has no tax liability. The net deferred tax asset generated by the loss carry-forward has been fully reserved. The cumulative net operating loss carry-forward is approximately \$79,985 at November 30, 2008, and will expire beginning in the year 2026.

Table of Contents

ATHERON, INC.  
 (A DEVELOPMENT STAGE COMPANY)  
 NOTES TO THE FINANCIAL STATEMENTS  
 November 30, 2008

NOTE 3 – INCOME TAXES (continued)

The cumulative tax effect at the expected rate of 34% of significant items comprising our net deferred tax amount is as follows:

	2008
Deferred tax asset attributable to:	
Net operating loss carryover	\$ 27,195
Valuation allowance	(27,195)
Net deferred tax asset	\$ -

NOTE 4 – LIQUIDITY AND GOING CONCERN

Atheron has negative working capital, has incurred losses since inception, and has not yet received revenues from sales of products or services. These factors create substantial doubt about the Company’s ability to continue as a going concern. The financial statements do not include any adjustment that might be necessary if the Company is unable to continue as a going concern.

The ability of Atheron to continue as a going concern is dependent on the Company generating cash from the sale of its common stock and/or obtaining debt financing and attaining future profitable operations. Management’s plans include selling its equity securities and obtaining debt financing to fund its capital requirement and ongoing operations; however, there can be no assurance the Company will be successful in these efforts.

F-7

---

Table of Contents

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

Forward-Looking Statements

Certain statements, other than purely historical information, including estimates, projections, statements relating to our business plans, objectives, and expected operating results, and the assumptions upon which those statements are based, are "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995, Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. These forward-looking statements generally are identified by the words "believes," "project," "expects," "anticipates," "estimates," "intends," "strategy," "plan," "may," "will," "would," "will be," "will continue," "will likely result," and similar expressions. Such forward-looking statements to be covered by the safe-harbor provisions for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995, and are including this statement for purposes of complying with those safe-harbor provisions. Forward-looking statements are based on current expectations and assumptions that are subject to risks and uncertainties which may cause actual results to differ materially from the forward-looking statements. Our ability to predict results or the actual effect of future plans or strategies is inherently uncertain. Factors which could have a material adverse affect on our operations and future prospects on a consolidated basis include, but are not limited to: changes in economic conditions, legislative/regulatory changes, availability of capital, interest rates, competition, and generally accepted accounting principles. These risks and uncertainties should also be considered in evaluating forward-looking statements and undue reliance should not be placed on such statements. We undertake no obligation to update or revise publicly any forward-looking statements, whether as a result of new information, future events or otherwise. Further information concerning our business, including additional factors that could materially affect our financial results, is included herein and in our other filings with the SEC.

Overview

We are in the business of developing a technology for ethanol-methanol gasoline which is prepared from light oil, naphtha, straight-run gasoline and key additives. We are a development stage company and have not generated any sales to date. We are in the initial stages of developing our formula, have very limited cash resources and are in need of substantial additional capital to execute our business plan.

Research and Development

Our Chief Technology Officer and one of our directors, Mr. Rey Supera, has conducted numerous experiments of this mixed gasoline formula. Mr. Rey Supera has been a long time researcher in the petrochemical industry, in particular, the use of additives in gasoline products. At this time, he has concluded that our formula will work with acceptable experiment results. However, we are continually refining our formula to reduce emissions and prevent engine damage. We plan to continue conducting experiments on our formula to achieve a product that will rival traditional gasoline products. Our current experimental results, explained in the table below, include emission and damage testing of our formula compared with traditional gasoline.

Table of Contents

Serial	Examination project	Unit	Regular Gas Specification	Target Examination result	
1	Octane value	/	$\geq 90$	90	
2	Temperature	10% Evaporation C	$\leq 70$	66	
	of	20% Evaporation C	$\leq 120$	93	
	Evaporation	50% Evaporation C	$\leq 190$	185	
		Stop point	C	$\leq 205$	200
		Left content	%	$\leq 2$	2.1
3	Steam	March 16 –	KPa	$\leq 74$	70
	Barometric	September 15			
	Pressure	September 16	KPa	$\leq 88$	82
		–March 15			
4	Sol		Mg/100ml	$\leq 5$	5
5	Sheet copper corrosion (50C, 3h)	/		$\leq 1$	1
6	Water-soluble acid and alkali	/	No		No
7	Mechanical impurity	/	No		No
8	Water content	m/m		$\leq 0.15$	0.16

Table of Contents

Our target examination results in the next 12 months consist of the following:

Serial	Examination project	Unit	Regular Gas Specification	Target Examination result	
1	Octane value	/	>=90	91	
2	Temperature	10% Evaporation C	<=70	56	
	of	20% Evaporation C	<=120	90	
	Evaporation	50% Evaporation C	<=190	165	
		Stop point	C	<=205	190
		Left content	%	<=2	1
3	Steam	March 16 –	KPa	<=74	65
	Barometric	September 15			
	Pressure	September 16	KPa	<=88	78
		–March 15			
4	Sol		Mg/100ml	<=5	4
5	Sheet copper corrosion (50C, 3h)	/		<=1	1
6	Water-soluble acid and alkali	/	No		No
7	Mechanical impurity	/	No		No
8	Water content	m/m		<=0.15	0.13

As at November 30, 2008 we have not spent any money on research and development. Much of the work in this area has been provided by Mr. Rey Supera free of charge. Our projected research and development expenses will be around \$30,000.00 in the next 12 months. Currently, we have two employees dedicated to research and development. We believe that new and timely development of products and technologies are important to our competitive position in the market and intend to continue to invest in research and development activities.

### Marketing

Once developed, we intend to license our formula initially in the Philippines, and if demand warrants, into China and other countries in Asia. We expect that the international market for our proposed gasoline formula will grow, and we intend to expand our presence in strategic international markets in response. To address a potential global opportunity, we may hire sales, service and support personnel locally to establish new relationships with petrochemical companies abroad.

Table of Contents

We anticipate that, in time, the primary source of revenues for our business model will be the license fees paid by business enterprises for the use of our proposed gasoline formula. We also anticipate that we may receive compensation for professional services such as customized research and development of our proposed gasoline formula. Currently, we do not have any customers as our gasoline formula is not yet fully developed. However, we do not expect to hire any employees in the next twelve months.

Plan of Operation

The following sets out the timeline of our proposed operations:

§ Develop the complete and commercial version of our proposed gasoline formula by mid to late 2009. This will be the completed version of gasoline formula, which will be marketed to potential customers in Philippines. Commence an advertising campaign for our proposed gasoline formula following its development.

§ Commence development of prospects for higher standard gasoline formula by mid 2009.

Furthermore, in our management's opinion, we can expect to incur the following expenses to fund our plan of operation for the next twelve months:

§ Audit fee, which consists primarily of accounting and auditing fees for the yearend audit. We estimate that our audit fees for the next twelve months will be approximately \$10,000, which includes quarterly reviews;

§ Bank charges, which consist primarily of charges by our bank for processing transactions through our checking account. We estimate that our bank charges for the next twelve months will be approximately \$100;

§ Legal fees, which consist primarily of fees paid by us regarding corporate and securities advice and our reporting obligations under the 1934 Securities and Exchange Act. We estimate that our legal fees for the next twelve months will be approximately \$15,000 to \$20,000; and

§ Other operating expenses, which consist primarily of the expenses incurred for further development of our proposed gasoline formula; for the advertising campaign for our proposed gasoline formula; and for development of prospects for third party applications for our proposed containment system and other administrative expenses. We estimate that our other operating expenses for the next twelve months will be approximately \$30,000.

Currently, we do not have any customers as our gasoline formula is not yet fully developed, nor can we assure that we will ever achieve revenues in connection with our business plan.

Table of Contents

Purchase or Sale of Equipment

We do not have plans to purchase any significant equipment in the next twelve months.

Results of operations for the three and nine months ended November 30, 2008 and 2007, and for the period from Inception (May 8, 2006) to November 30, 2008

We have not earned any revenues since our inception on May 8, 2006. We do not anticipate earning revenues until such time that we have fully developed our mixed gasoline formula and are able to obtain license fees in connection with our formula. We are presently in the development stage of our business and we can provide no assurance that we will develop our formula or successfully market it.

We incurred operating expenses in the amount of \$2,000 for the three months ended November 30, 2008, compared with \$2,000 for the three months ended November 30, 2007. We incurred operating expenses in the amount of \$79,985 for the period from May 8, 2006 (Inception) to November 30, 2008. The entire amount for each mentioned period was attributable to professional fees. We anticipate our operating expenses will increase as we undertake our plan of operations. The increase will be attributable to undertaking the additional research phases of our mixed gasoline formula and the professional fees associating with our becoming a reporting company under the Securities Exchange Act of 1934.

We incurred a net loss in the amount of \$2,000 for the three months ended November 30, 2008, compared with \$2,000 for the three months ended November 30, 2007. We incurred a net loss in the amount of \$79,985 are attributable to operating expenses together with a lack of any revenues.

Liquidity and Capital Resources

As of November 30, 2008, we had total current assets of \$0 cash. Our total current liabilities as of November 30, 2008 were \$36,985. This amount consists of a loan from a shareholder and officer of the Company. The loan is non-interest bearing and is due upon demand. As a result, we had working capital deficit of \$36,985 as of November 30, 2008.

Operating activities used \$79,985 in cash for the period from inception (May 8, 2006) to November 30, 2008. Our net loss of \$79,985 for this period was the sole component of our negative operating cash flow. We primarily relied on cash from the sale of our common stock and loans to fund our operations during the period ended November 30, 2008.

The success of our business plan beyond the next 12 months is contingent upon us obtaining additional financing. We intend to fund operations through debt and/or equity financing arrangements, which may be insufficient to fund our capital expenditures, working capital, or other cash requirements. We do not have any formal commitments or arrangements for the sales of stock or the advancement or loan of funds at this time. There can be no assurance that such additional financing will be available to us on acceptable terms, or at all.



## Table of Contents

### Off Balance Sheet Arrangements

As of November 30, 2008, there were no off balance sheet arrangements.

### Going Concern

We have a working capital deficit and have not yet received revenues from sales of products or services. These factors create substantial doubt about our ability to continue as a going concern. The financial statements included with this quarterly report do not include any adjustment that might be necessary if we are unable to continue as a going concern.

Our ability to continue as a going concern is dependent on our generating cash from the sale of our common stock and/or obtaining debt financing and attaining future profitable operations. Management's plans include selling our equity securities and obtaining debt financing to fund our capital requirement and ongoing operations; however, there can be no assurance that we will be successful in these efforts.

### Item 3. Quantitative and Qualitative Disclosures About Market Risk

A smaller reporting company is not required to provide the information required by this Item.

### Item 4T. Controls and Procedures

We carried out an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) as of November 30, 2008. This evaluation was carried out under the supervision and with the participation of our Chief Executive Officer and our Chief Financial Officer, Susanna Hilario. Based upon that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that, as of November 30, 2008, our disclosure controls and procedures are effective. There have been no changes in our internal controls over financial reporting during the quarter ended November 30, 2008.

Disclosure controls and procedures are controls and other procedures that are designed to ensure that information required to be disclosed in our reports filed or submitted under the Exchange Act are recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed in our reports filed under the Exchange Act is accumulated and communicated to management, including our Chief Executive Officer and Chief Financial Officer, to allow timely decisions regarding required disclosure.

### Limitations on the Effectiveness of Internal Controls

Our management does not expect that our disclosure controls and procedures or our internal control over financial reporting will necessarily prevent all fraud and material error. Our disclosure controls and procedures are designed to provide reasonable assurance of achieving our objectives and our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures are effective at that reasonable assurance level. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of the internal control. The design of any system of controls also is based in part upon certain assumptions about the likelihood of

future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Over time, control may become inadequate because of changes in conditions, or the degree of compliance with the policies or procedures may deteriorate.

9

---

Table of Contents

PART II – OTHER INFORMATION

Item 1. Legal Proceedings

We are not a party to any pending legal proceeding. We are not aware of any pending legal proceeding to which any of our officers, directors, or any beneficial holders of 5% or more of our voting securities are adverse to us or have a material interest adverse to us.

Item 1A: Risk Factors

A smaller reporting company is not required to provide the information required by this Item.

Item 2. Unregistered Sales 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

No matters have been submitted to our security holders for a vote, through the solicitation of proxies or otherwise, during the quarterly period ended November 30, 2008.

Item 5. Other Information

None

Item 6. Exhibits

Exhibit Number	Description of Exhibit
<u>31.1</u>	<u>Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</u>
<u>31.2</u>	<u>Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</u>
<u>32.1</u>	<u>Certification of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</u>

Table of Contents

SIGNATURES

In accordance with the requirements of the Securities and Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Atheron Inc.

Date: January 14, 2009

By: /s/ Susanna  
Hilario

Susanna Hilario

Title: Chief Executive Officer, Chief Financial  
Officer, Principal Accounting Officer and  
Director