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# Form 10-Q

Conforce International, Inc. - CFRI

Filed: May 12, 2010 (period: December 31, 2009)

Quarterly report which provides a continuing view of a company's financial position

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 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 December 31, 2009

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: **001-34203**

**CONFORCE INTERNATIONAL, INC.**  
(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**68-6077093**  
(I.R.S. Employer  
Identification No.)

**51A Caldari Road  
2nd Floor  
Concord, Ontario L4K 4G3  
Canada**  
(Address of principal executive offices)

**(416) 234-0266**  
(Registrant's telephone number, including area code)

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.

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. See definition 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

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes  No

As of December 31, 2009, 120,001,000 shares of the Company's common stock, \$0.0001 par value, were issued and outstanding.

**DOCUMENTS INCORPORATED BY REFERENCE**

None.

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**PART I – FINANCIAL INFORMATION**

**ITEM 1. FINANCIAL STATEMENTS**

Conforce International Inc.

UNAUDITED CONSOLIDATED BALANCE SHEETS

As at December 31, 2009 (unaudited) and March 31, 2009 (audited)

	<b>December 31, 2009 (unaudited)</b>	<b>March 31, 2009 (audited)</b>
<b>Assets</b>		
<b>Current Assets</b>		
Cash	\$ 33,354	\$ 72,232
Accounts receivable	420,813	397,560
Inventory	-	64,276
Prepaid expenses	11,418	-
	<u>465,585</u>	<u>534,068</u>
Plant and equipment	536,758	517,338
Intangible assets	21,183	20,785
Other non-current assets	19,852	16,176
	<u>\$ 1,043,378</u>	<u>\$ 1,088,367</u>
<b>Liabilities</b>		
<b>Current Liabilities</b>		
Accounts payable and accrued liabilities	\$ 309,107	\$ 400,016
Income taxes payable	208,212	84,601
Current portion of term loan (note 5)	22,180	17,785
	<u>539,499</u>	<u>502,402</u>
Deferred rent	40,045	42,334
Related party loans payable (note 6)	739,698	445,508
Term loan (note 5)	196,714	177,928
	<u>1,515,959</u>	<u>1,168,172</u>
<b>Shareholders' equity deficiency</b>		
Share capital (note 7)	9,157	9,157
Contributed surplus	430,194	340,684
Accumulated other comprehensive income	7,618	39,049
Accumulated deficit	(1,164,952)	(669,816)
	<u>(717,983)</u>	<u>(280,926)</u>
Noncontrolling interest	245,405	201,121
Total shareholders' equity deficiency	<u>(472,578)</u>	<u>(79,805)</u>
	<u>\$ 1,043,378</u>	<u>\$ 1,088,367</u>

Going concern (note 2)  
Commitment (note 8)

The accompanying notes are an integral part of these consolidated financial statements.

Conforce International Inc.  
 UNAUDITED CONSOLIDATED INTERIM STATEMENT OF OPERATIONS  
 For the three and nine month periods ending December 31, 2009 and 2008

	Three months ended		Nine months ended	
	December 2009	December 2008	December 2009	December 2008
Container service revenue	\$ 255,699	\$ 327,785	\$ 780,430	\$ 1,333,772
Composite product revenue	280,181	-	861,830	-
	<u>535,880</u>	<u>327,785</u>	<u>1,642,260</u>	<u>1,333,772</u>
Cost of services	134,368	181,116	374,368	697,091
Cost of product revenue	320,736	-	918,346	-
	<u>455,104</u>	<u>181,116</u>	<u>1,292,714</u>	<u>697,091</u>
Gross profit	<u>80,776</u>	<u>146,669</u>	<u>349,546</u>	<u>636,681</u>
<b>Expenses</b>				
General and administrative	174,906	297,734	462,141	683,949
Research and development	68,091	28,541	68,091	56,327
Interest on term loan	2,897	-	8,624	-
Interest and bank charges	156	350	592	515
Stock based compensation (note 7)	821	1,990	63,406	1,796
Amortization of plant and equipment	31,837	71,450	92,698	114,371
Amortization of intangible assets	1,241	1,138	3,556	2,429
Foreign exchange loss (gain)	110	(500)	12,534	(558)
	<u>280,059</u>	<u>400,703</u>	<u>711,642</u>	<u>858,829</u>
<b>Income (loss) before non-operating item</b>	<b>(199,283)</b>	<b>(254,034)</b>	<b>(362,096)</b>	<b>(222,148)</b>
Interest on related party loans payable (note 6)	12,542	8,011	34,969	20,903
<b>Income (loss) before income tax</b>	<b>(211,825)</b>	<b>(262,045)</b>	<b>(397,065)</b>	<b>(243,051)</b>
Income tax expense (recovery)	6,686	(44,134)	53,787	5,885
<b>Income (loss)</b>	<b>(218,511)</b>	<b>(217,911)</b>	<b>(450,852)</b>	<b>(248,936)</b>
Noncontrolling interest	3,213	(48,227)	44,284	(3,554)
<b>Net loss attributable to Conforce International Inc.</b>	<b>(221,724)</b>	<b>(169,684)</b>	<b>(495,136)</b>	<b>(245,382)</b>
Other Comprehensive income (loss):				
Translation adjustment on foreign exchange	(5,934)	18,785	(31,431)	22,167
<b>Total comprehensive loss</b>	<b>\$ (227,657)</b>	<b>\$ (150,899)</b>	<b>\$ (526,567)</b>	<b>\$ (223,215)</b>

Loss per share - basic and diluted	\$	(0.00)	\$	(0.00)	\$	(0.00)	\$	(0.00)
Weighted average number of shares outstanding		<b>120,001,000</b>		120,001,000		<b>120,001,000</b>		120,001,000

The accompanying notes are an integral part of these consolidated financial statements.

Conforce International Inc.  
 UNAUDITED CONSOLIDATED INTERIM STATEMENT OF CASH FLOWS  
 For the nine month period ending December 31, 2009 and 2008

	Nine months ended	
	December 2009	December 2008
Operating activities		
Net loss attributable to Conforce International Inc.	\$ (495,136)	\$ (245,382)
Items not affecting cash		
Amortization of plant and equipment	92,698	114,371
Amortization of intangible assets	3,556	2,429
Imputed interest on related party loans payable	34,969	20,903
Stock based compensation	63,406	1,796
Noncontrolling interest	44,284	(3,554)
	(256,223)	(109,437)
Changes in non-cash working capital (note 11)	44,760	394,898
Net cash provided by (used in) operating activities	(211,463)	285,461
Investing Activities		
Purchase of plant and equipment	(13,215)	(646,179)
Investment in intangible assets	-	(15,644)
Increase in non-current assets	(435)	(9,301)
Net cash used in investing activities	(13,650)	(671,124)
Financing Activities		
Increase in bank indebtedness	-	20,897
Repayment of term loan	(15,004)	-
Advances from related parties	218,390	162,411
Repayments of related party loans payable	(31,674)	-
Short term advances from related parties	-	122,489
Cash provided by financing activities	171,712	305,797
Effect of foreign exchange on cash	14,523	(4,786)
Increase (decrease) in cash during the period	(38,878)	(84,652)
Cash, beginning of period	72,232	84,652
Cash, end of period	\$ 33,354	\$ -
Supplemental cash flow information		
Cash paid for interest	\$ 8,624	-

The accompanying notes are an integral part of these consolidated financial statements.



Conforce International Inc.

UNAUDITED CONSOLIDATED INTERIM STATEMENT OF SHAREHOLDERS' EQUITY (DEFICIENCY)

For the periods ended December 31, 2009 (unaudited) and March 31, 2009 (audited)

	Common Stock		Contributed	Noncontrolling	Accumulated	Accumulated	Total
	Shares	Amount	Surplus	interest	Deficit	Other Comprehensive Income	
Balance as at March 31, 2009 (audited)	120,001,000	9,157	340,684	201,121	(669,816)	39,049	(79,805)
Stock based compensation		-	63,406	-	-	-	63,406
Gain on imputed interest		-	26,104	-	-	-	26,104
Noncontrolling interest		-	-	44,284	-	-	44,284
Net loss		-	-	-	(495,136)	-	(495,136)
Translation adjustment		-	-	-	-	(31,431)	(31,431)
Balance as at December 31, 2009 (unaudited)	<u>120,001,000</u>	<u>\$ 9,157</u>	<u>\$ 430,194</u>	<u>\$ 245,405</u>	<u>\$ (1,164,952)</u>	<u>\$ 7,618</u>	<u>\$ (472,578)</u>

The accompanying notes are an integral part of these consolidated financial statements.

## 1. DESCRIPTION OF BUSINESS

The Company has two operations, the first is providing handling, storage and transportation of overseas containers for international shipping lines as well as domestic retailers through its 50.1% owned subsidiary Conforce 1 Container Terminals Inc. The second, is the development and testing of a polymer based composite shipping container flooring product trademarked under the name EKO-FLOR through its 100% owned subsidiary Conforce Containers Corporation. The composite flooring product has been designed to provide an environmentally friendly product to increase container versatility while reducing shipping costs.

The Company was incorporated on May 18, 2004 in the state of Delaware as Now Marketing Corp. and was renamed on May 25, 2005 to Conforce International Inc.

## 2. GOING CONCERN

These consolidated financial statements have been prepared on the basis of United States generally accepted accounting principles ("GAAP") applicable to a 'going concern', which assume that the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of operations. For the nine months ended December 31, 2009 the Company had net cash outflows from operations of \$211,463 and will require additional funding which, if not raised, may result in the curtailment of activities. The Company has incurred a net loss of \$495,136 for the nine months ended December 31, 2009 and has an accumulated deficit of \$1,164,952 as at December 31, 2009. The Company's ability to continue as a going concern depends on its ability to generate positive cash flow from operations and secure additional debt or equity financing.

Management regularly reviews and considers the current and forecast activities of the Company in order to satisfy itself as to the viability of operations. These ongoing reviews include consideration of current orders and future business opportunities, current development and production activities, customer and supplier exposure and forecast cash requirements and balances. Based on these evaluations management concluded that the Company is able to continue as a going concern for the next twelve months.

There can be no assurances that the Company's activities will be successful or sufficient and as a result there is doubt regarding the "going concern" assumption and, accordingly, the use of accounting principles applicable to a going concern. These consolidated financial statements do not reflect adjustments that would be necessary if the "going concern" assumption were not appropriate. If the "going concern" assumption were not appropriate for these consolidated financial statements, then adjustments to the carrying values of the assets and liabilities, the reported revenues and expenses and the balance sheet classifications, which could be material, would be necessary.

## 3. BASIS OF PREPARATION

The accompanying unaudited interim consolidated financial statements of the Company have been prepared in accordance with U.S. GAAP for interim financial information and are presented in US dollars, unless otherwise noted. Accordingly, they do not include all of the information and footnotes required by GAAP for annual consolidated financial statements.

The accompanying financial information reflects all adjustments, consisting primarily of normal recurring adjustments, which are, in the opinion of management, necessary for a fair presentation of results for interim periods. Operating results for the nine months ended December 31, 2009 are not necessarily indicative of the results that may be expected for the fiscal year ending March 31, 2010. The accounting policies used in the preparation of these interim consolidated financial statements should be read in conjunction with the audited consolidated financial statements and notes to the financial statements for the year ended March 31, 2009. These interim consolidated financial statements follow the same accounting policies as the audited consolidated financial statements for the year ended March 31, 2009, except for the adoption of the FAS 160 "*Noncontrolling Interests in Consolidated Financial Statements – an amendment of ARB No. 51*" which, according to the standard, has been adopted prospectively.

#### 4. NEW ACCOUNTING STANDARDS

In December 2007, the FASB issued FAS No. 160, *"Noncontrolling Interests in Consolidated Financial Statements - an amendment of ARB No. 51"*, ("FAS No. 160"). FAS No. 160 requires (i) that non-controlling (minority) interests be reported as a component of shareholders' equity, (ii) that net income attributable to the parent and to the non-controlling interest be separately identified in the consolidated statement of operations, (iii) that changes in a parent's ownership interest while the parent retains its controlling interest be accounted for as equity transactions, (iv) that any retained noncontrolling equity investment upon the deconsolidation of a subsidiary be initially measured at fair value, and (v) that sufficient disclosures are provided that clearly identify and distinguish between the interests of the parent and the interests of the non-controlling owners. FAS No. 160 is effective for annual periods beginning after December 15, 2008 and should be applied prospectively. The presentation and disclosure requirements of the statement shall be applied retrospectively for all periods presented. We adopted FAS No. 160 on April 1, 2009.

In December 2007, the FASB issued Statement SFAS No. 141 (revised 2007), "Business Combinations," which replaces SFAS No. 141. The standard retains the purchase method of accounting for acquisitions, but requires a number of changes, including changes in the way assets and liabilities are recognized in the purchase accounting. It also changes the recognition of assets acquired and liabilities assumed arising from contingencies, requires the capitalization of in-process research and development at fair value, and requires the expensing of acquisition-related costs as incurred. SFAS No. 141R is effective for the Corporation beginning April 1, 2009 and will apply prospectively to business combinations completed on or after that date.

In April 2008, the FASB issued guidance that amends the factors that should be considered in developing renewal or extension assumptions used to determine the useful life of a recognized intangible asset. The guidance is effective for fiscal years beginning after December 15, 2008. Early adoption is prohibited. The adoption of this standard did not have a material effect on the Company's results of operations or financial position.

In April 2009, the FASB issued guidance concerning interim disclosures about fair value of financial instruments requiring publicly traded companies to provide disclosure about the fair value of financial instruments whenever interim summarized financial information is reported. Previously, disclosures about the fair value of financial instruments were only required on an annual basis. Disclosure shall include the method(s) and significant assumptions used to estimate the fair value of financial instruments and shall describe changes in method(s) and significant assumptions, if any, during the period. This guidance was effective for interim and annual periods ending after June 15, 2009, and, as such, the Company has adopted this disclosure. See note 9.

In May 2009, the FASB issued guidance regarding the disclosure of subsequent events. This guidance made no changes to current accounting but added required disclosures regarding the date through which the Company has evaluated subsequent events and whether that evaluation date is the date of financial statement issuance or the date the financial statements were available to be issued. This guidance was effective, and was adopted by the Company, for interim and annual periods ending after June 15, 2009.

In June 2009, the FASB approved the "FASB Accounting Standards Codification" (the "Codification") as the single source of authoritative nongovernmental U.S. GAAP to be launched on July 1, 2009. The codification does not change current U.S. GAAP, but is intended to simplify user access to all authoritative U.S. GAAP by providing all the authoritative literature related to a particular topic in one place. All existing accounting standard documents will be superseded and all other accounting literature not included in the Codification will be considered not authoritative. The Codification is effective for interim and annual periods ending after September 15, 2009. Adoption by the Company is not expected to lead to any material impact on its consolidated financial position, results of operation or cash flows.

## 5. TERM LOAN

In November 2008, the company entered into a loan agreement in the amount of CAD \$ 250,000 under the *Canada Small Business Financing Act* for the purchase of machinery and equipment to be used in the manufacturing of the composite flooring. The loan is secured with a first charge on the equipment purchased and a CAD \$62,500 personal guarantee provided by the CEO.

The term of the loan is ten years with interest at a floating rate of prime + 3%. The minimum blended loan and re- payments for the next 5 years and thereafter, assuming, the floating interest rate remains constant at 5.25% are as follows:

Repayment of the term loan for the twelve month period ended December 31,

2010	\$	22,180
2011		23,373
2012		24,630
2013		25,955
2014		27,351
Thereafter		95,405
Total amount payable		218,894
Less Current portion		22,180
	\$	<u>196,714</u>

## 6. RELATED PARTY LOAN PAYABLE AND RELATED PARTY TRANSACTIONS

	December 31, 2009	March 31, 2009
Due to shareholder	\$ 633,045	\$ 527,957
Due to related party	243,883	39,676
	<u>876,928</u>	<u>567,633</u>
Less: discount to fair value	(137,230)	(122,125)
	<u>\$ 739,698</u>	<u>\$ 445,508</u>

The amounts due to shareholder and amounts due to related party are unsecured, non-interest bearing with no specific terms of repayment. The amounts due to related parties arise from cash advances from the shareholder and other related parties made to the Company for the purchase of machinery and equipment, primarily relating to the development of the composite flooring product and to fund ongoing operating activities.

The loans have been advanced at different increments depending on the needs of the Company and repayment is not expected to occur until 2012. Given the long term nature of these loans, each time an amount is advanced by a related party, a fair value calculation has been recorded with the discount on the loan being charged to contributed surplus. The discount to fair value assumes repayment will be made on March 31, 2012 with imputed interest charged at rates between 6.25% and 10%. Imputed interest for the three and nine month periods ended December 31, 2009 was \$12,542 (2008: \$ 8,011) and \$34,969 (2008: \$ 20,903) respectively.

The Company rents equipment used in the terminal operations on a month-to-month basis from a company owned by a relative of the CEO. Rent expense for the three and nine month periods ending December 31, 2009 was \$14,338 (2008: \$14,476) and \$59,292 (2008: \$ 8,686) respectively. The rental rate paid by the Company to the related party is felt by management to be at market rates.

The CEO is the 49.9 % Noncontrolling shareholder of Conforce 1 Container Terminals, Inc.

## 7. SHARE CAPITAL

### *Preferred Shares*

At December 31, 2009, the Company had authorized 5,000,000 preferred shares with a par value of \$.0001 per share and may be issued in designated series from time to time by one or more resolutions adopted by the Board of Directors.

As at December 31, 2009 and March 31, 2009 no preferred shares were issued and outstanding.

### *Common Stock*

At December 31, 2009 and March 31, 2009, the Company had authorized 250,000,000 shares of Common Stock at a par value of CAD \$.0001 per share.

As at December 31, 2009 and March 31, 2009 there were 120,001,000 shares issued and outstanding.

### *Stock Transactions*

On October 31, 2007, the Company entered into an extension of the VP Employment Agreement for a period of twelve months, through October 31, 2008. In accordance with this extension, additional compensation in the form of common shares of the Company would be granted if certain performance criteria were satisfied in connection with the development of the EKO-FLOR products. A founding shareholder of Conforce agreed to provide the common shares required under the terms of this extension. None of the performance criteria were met, consequently, no additional shares of Common Stock were provided under the VP Employment Agreement.

On October 31, 2008, the Company further extended its VP Employment Agreement for an additional twelve months to October 31, 2009. Under this extension, the Company agreed to provide 320,000 shares of common shares at the end of the period provided certain performance criteria is satisfied in connection with the development and commercialization of Eko-Flor products. If required, a founding shareholder of Conforce has agreed to provide the common shares in satisfaction of this agreement. As at March 31, 2009, the performance criteria were not satisfied in connection to the development of the Eko-Flor product and no common shares were transferred to the VP Product Development. The agreement also provided for the granting of an additional 80,000 shares of common stock at the end of the renewal period (October 31, 2009) from a previous agreement for which the performance criteria has been met. A founding shareholder agreed to providing these additional common shares. As at March 31, 2009, a total of 33,333 common shares were expensed under this provision with a fair value of \$4,333 based on the trading value of shares as at March 31, 2009. For the nine months ended December 31, 2009, an additional 46,667 shares have been expensed under this compensation arrangement with a fair value of \$5,418.

In March 2009, effective April 1, 2009, the Company entered into an employment agreement with its Vice- President Business Development for an initial term of twelve months. For the first six months of this agreement the VP Business Development would be entitled to 400,000 common shares in lieu of cash compensation. A founding shareholder of Conforce has agreed to provide the common shares in satisfaction of this agreement. As at December 31, 2009, the 400,000 common shares have been expensed under this agreement with a fair value of \$57,988, based on the trading value at the date of grant, being April 1, 2009.

## 8. COMMITMENTS

The Company leases office space under a five year lease which runs through April 2012. Monthly lease payments are approximately \$3,915.

The Company leases container terminal site space under a lease which originally ran from April 2004 to March 2007. The lease was renewed in April 2007 for an additional five year term to March 2012 with monthly lease payments of approximately \$15,267 per month.

In December 2008, the Company entered into a three year lease for its production and development centre site space. The monthly payments are approximately \$9,407 and will run until December 2011.

Future lease commitments for the fiscal years ending:

2010	\$	89,037
2011		352,802
2012		184,197
2013		10,576
	\$	<u>636,612</u>

## 9. FINANCIAL INSTRUMENTS

The Company's financial instruments consist primarily of cash, accounts receivable, accounts payable and debt instruments including related party loans payable. The carrying values of financial instruments, other than debt instruments, are representative of their fair values due to their short-term maturities. The carrying values of the Company's long-term debt instruments excluding related party loans are considered to approximate their fair values because the interest rates of these instruments are variable or comparable to current rates offered to the Company.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Company has determined that there were no assets or liabilities that fall into the "Level 1" category, which values assets at the quoted prices in active markets for identical assets. The Company has determined that there were no assets or liabilities that fall into the "Level 2" category, which values assets and liabilities from observable inputs other than quoted market prices. The Company's related party loans fall into "Level 3" category, which values assets and liabilities from inputs that are generally less observable from objective sources. The fair value of the Company's related party loans have been determined by discounting the loans based on inputs from the Company's other debt instruments and expensing the imputed interest over a range of periods up to fiscal 2012. The fair value of the Company's related party loans totalled \$739,698 as of December 31, 2009 and \$445,508 as of March 31, 2009.

## 10. BUSINESS SEGMENTS

The Company operated in three reportable business segments; Container Terminal, EKO-FLOR and Administrative. The Container Terminal operations are organized as Conforce 1 Container Terminals, Inc., a 50.1% owned subsidiary of the Company. The subsidiary is responsible for all container terminal operations. EKO-FLOR is organized as Conforce Container Corporation a 100% owned subsidiary of the Company. This subsidiary is responsible for the development, manufacturing and marketing of the Company's EKO-FLOR product. Operations to date have been research and development and an order from one customer. The Administrative operations are the operations of the parent company Conforce International, Inc. The operations to date have been minimal since formation.

Conforce International Inc.  
 NOTES TO THE UNAUDITED CONSOLIDATED INTERIM FINANCIAL STATEMENTS  
 For the period ended December 31, 2009.

Business Segments - For the three months ended December 31, 2009

	Container Terminals	EKO-FLOR	Consolidated
Revenues	\$ 255,699	\$ 280,181	\$ 535,880
Costs of services and product revenue	134,368	320,736	455,104
Interest expense and bank charges	7,200	8,395	15,595
Amortization of long lived assets	5,205	27,873	33,078
Income tax expense	6,686	-	6,686
Other expenses	95,132	148,796	243,928
Noncontrolling interest	3,213	-	3,213
Net income (loss)	<u>\$ 3,895</u>	<u>\$ (225,619)</u>	<u>\$ (221,724)</u>

Business Segments - For the nine months ended December 31, 2009:

	Container Terminals	EKO-FLOR	Consolidated
Revenues	\$ 780,430	\$ 861,830	\$ 1,642,260
Costs of services and product revenue	374,368	918,346	1,292,714
Interest expense and bank charges	20,866	23,319	44,185
Amortization of long lived assets	14,512	81,742	96,254
Income tax expense	53,787	-	53,787
Other expenses	227,585	378,587	606,172
Noncontrolling interest	44,284	-	44,284
Net income (loss)	<u>\$ 45,028</u>	<u>\$ (540,164)</u>	<u>\$ (495,136)</u>

Total Assets, December 31, 2009

Container Terminals	\$ 442,029
EKO-FLOR	601,349
Consolidated Total Assets	<u>\$ 1,043,378</u>

For the three months and nine month periods ending December 31, 2009, 90.6% and 90.3%, respectively, of the Container Terminal revenue is generated from 2 major customers. For both periods 100% of the EKO-FLOR revenue is generated from a single customer.

Conforce International Inc.  
 NOTES TO THE UNAUDITED CONSOLIDATED INTERIM FINANCIAL STATEMENTS  
 For the period ended December 31, 2009.

Business Segments –For the three months ended December 31, 2008

	Container Terminals	EKO-FLOR	Consolidated
Revenues	\$ 327,785	\$ -	\$ 327,785
Costs of services and product revenue	181,116	-	181,116
Interest expense	7,396	965	8,361
Amortization of long lived assets	6,457	66,131	72,588
Income tax expense	(44,134)	-	(44,134)
Other expenses	273,621	54,144	327,765
Noncontrolling interest	(48,227)	-	(48,227)
Net loss	<u>\$ (48,444)</u>	<u>\$ (121,240)</u>	<u>\$ (169,684)</u>

Business Segments –For the nine months ended December 31, 2008

	Container Terminals	EKO-FLOR	Consolidated
Revenues	\$ 1,333,772	\$ -	\$ 1,333,772
Costs of services and product revenue	697,091	-	697,091
Interest expense	19,584	1,834	21,418
Amortization of long lived assets	17,444	99,356	116,800
Income tax expense	5,885	-	5,885
Other expenses	600,889	140,625	741,514
Noncontrolling interest	(3,554)	-	(3,554)
Net loss	<u>\$ (3,567)</u>	<u>\$ (241,815)</u>	<u>\$ (245,382)</u>

Total Assets, December 31, 2008

Container Terminals	\$ 353,864
EKO-FLOR	551,363
Consolidated Assets	<u>Total</u> <u>\$ 905,227</u>

For the three and nine month periods ending December 31, 2008, 93% and 91%, respectively, of the Container Terminal revenue is generated from 3 customers.

**11. CHANGES IN NON-CASH WORKING CAPITAL**

	Nine months ended	
	December	December
	2009	2008
Accounts receivable	\$ 53,150	\$ 333,047
Inventory	73,303	-
Prepaid expenses	(10,860)	-
Accounts payable and accrued liabilities	(162,195)	15,542
Income taxes payable	101,553	39,926
Deferred Rent	(10,191)	6,383
	<u>\$ 44,760</u>	<u>\$ 394,898</u>

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

### Safe Harbor Act Disclaimer for Forward-Looking Statements

Certain statements in this document may contain words such as "anticipates," "believes," "could," "estimates," "expects," "intends," "may," "projects," "plans," "targets" and other similar language and are considered forward-looking statements. These statements are based on management's current expectations, estimates, forecasts and projections about the success of its container terminal operations, its newly developed container and trailer flooring products, as well as certain other composite based flooring products in various stages of development. These forward-looking statements are subject to important assumptions, risks and uncertainties which are difficult to predict and therefore the actual results may be materially different from those discussed.

### PLAN OF OPERATIONS

In calendar 2010, the Company's primary focus will be on the commercialization of EKO-FLOR. As a result of projected orders of cs-4 and xts and ms-1 panels, the reliance on revenues from the container terminal will decrease. Accordingly, the Company intends to pursue opportunities as they relate to the aforementioned three EKO-FLOR products (as more fully described below). While the container terminal is expected to continue to provide revenues and moderate earnings, if any at all, growth in the terminal operations is not expected. Furthermore, should volume commitments for its EKO-FLOR products be secured, the Company will consider its options as they relate to the divestiture of the container operations. Management believes that the terminal operations, although once relevant, may detract from the Company's focus on its projected EKO-FLOR manufacturing initiatives. As a result of the global economic downturn, quarter-over-quarter revenue for the terminal operations, was \$780,430 for the nine month period ended December 31, 2009 and \$1,333,772 for the same period in 2008, a decrease of 41%.

Expansion for Conforce is expected to come primarily from sales of EKO-FLOR cs-4 and xts in calendar 2010 and 2011, where the Company believes that notwithstanding the recent global economic slowdown, significant growth potential exists with the introduction of composite flooring to the transportation industry. Should the container industry in 2011 collectively produce one half of its 2007 new build volume of 3.9 million twenty foot equivalent containers (TEU), the Company would still experience significant growth assuming it is able to secure projected orders of approximately 60,000 TEU or approximately 3% of total new build volume. In advance of production orders for cs-4, the Company projects that it will receive orders for xts trailer panels in second quarter of calendar 2010 for production commencing in or around October 2010. Notwithstanding management's projections and expectations, there are no assurances that these orders will be received.

**EKO-FLOR cs-4:** The Company expects that trials with two major shipping lines will be completed in or around September 2010. Once trials are completed and depending on the outcome of such trials, the Company intends to secure EKO-FLOR cs-4 orders for production commencing in or around April 2011. Provided that a combination of volume commitments, letters of intent, supply agreements or other similar written expressions of interest are secured and that such commitments are in-line with Conforce expectations of approximately 60,000 TEU for year one production, then the Company will begin the process of formalizing the details of a financial offering to adequately capitalize the establishment of a company owned facility in Asia. The Company projects that the amount required will be between \$8 and \$10 million dollars. Currently, there is no such financing in place, nor are there any preliminary or final term sheets or agreements in place in support of such financing. At such time as the Company receives volume indications and commitments as described above, then various funding options such as private placements, public offerings, debt financings, or a combination thereof, will be considered. However, there are no guarantees that the Company will be able to obtain such funding under reasonable terms, if at all.

**EKO-FLOR ms-1:** EKO-FLOR ms-1 is a variation of the cs-4 container flooring panel designed for use as load bearing shelving panels in special application military containers. Although the initial one-year term of the contract in connection with the sale of ms-1 to the Company's US military sub-contractor ended in January 2010, Conforce expects that should the US Military require additional product, the Company would receive ms-1 orders under similar terms and conditions as stated in the original agreement between Conforce and its military sub-contractor.

**EKO-FLOR xts:** Based on customer evaluations of EKO-FLOR xts, a modified variation of the cs-4 container panel, the Company expects to receive, in the near term, a combination of volume commitments, letters of intent, supply agreements or other similar written expressions of interest. As such, the Company is reviewing its options as they relate to the establishment of a manufacturing facility in the United States. The Company projects that the amount required will be between \$4 and \$5 million dollars. Currently, there is no such financing in place, nor are there any preliminary or final term sheets or agreements in place in support of such financing. As per the process described in the cs-4 section above, the Company, at such time as it receives volume indications and commitments as described above, will consider various funding options such as private placements, public offerings, debt financings, or a combination thereof. However, there are no guarantees that the Company will be able to obtain such funding under reasonable terms, if at all.

The Company intends to apply for listing on the OTC Bulletin Board at such time as its Forms 10 and 211 reach the no-comment stage by the appropriate regulatory agencies, however, there is no guarantee that the Company's application for listing will be accepted.

## **LIQUIDITY AND CAPITAL RESOURCES**

The Company intends to raise, either through a Public Offering of its securities, a Private Placement, the use of Debt financing instruments, or combination thereof, the capital required for the establishment and operation of multi-line EKO-FLOR manufacturing facilities in both Asia and the United States, which combined, are currently estimated to be approximately \$19 million. The company will make the decision in terms of the establishment of these production facilities at such time as volume commitments, letters of intent, supply agreements or other similar written expressions of interest are secured with shipping lines, leasing companies, trailer owners / operators, and container and trailer manufacturers.

The Company does not currently have any outstanding lines or letters of credit. Conforce does have a business development loan through a government sponsored program in the amount of \$250,000 payable over 10 years (due January 2019). The loan was made through the small business development loan program (SBL) and is limited in its use to the purchases of equipment. Funds from the loan have been used to finance a portion of the production equipment in the Company's new development and production facility in Concord, Ontario and such equipment has been used as collateral for the loan. Under the rules governing SBL's, in the event the Company defaults on the loan, the Company is only responsible for repayment of an amount equal to 25% of the total funds advanced, of which 10% has already been provided by the Company by way of down payment on the loan.

The Company does not have any agreements in place to finance its operations for the next 12 months, although it is attempting to secure funds, in the amount of approximately \$500,000, by way of non-interest bearing, non-callable loans from certain minority founding shareholders. It is anticipated that these shareholders will attempt to raise capital for the aforementioned related party loans through the sale of a portion of their Conforce common stock holdings by way of private transactions with accredited investors. Proceeds from the sale will be loaned to Conforce, in whole or in part, net of applicable taxes and fees if applicable, at the sole discretion of such minority founding shareholders. Proceeds from these transactions will be used to fund any and all costs associated with the sale, production and development of EKO-FLOR products.

## **RESULTS OF OPERATIONS**

FOR THE THREE MONTH INTERIM PERIOD ENDED DECEMBER 31, 2009 COMPARED WITH THE THREE MONTH PERIOD ENDED DECEMBER 31, 2008.

For the three months ended December 31, 2009 the Company had gross revenues of \$535,880 compared with gross revenues of \$327,785 for the three months ended December 31, 2008. The \$208,095 increase in revenues was a result of \$280,181 in sales of composite products, offset with a decline of \$72,086 in container servicing revenue. Composite product revenue was generated from the partial fulfillment of an order for EKO-FLOR ms-1 military shelving. Container service revenue decreased primarily due to the global downturn during the period and the resultant decrease in demand for transportation and container handling services along with increased competition for the reduced business.

For the three months ended December 31, 2009, cost of revenues was \$455,104 compared with \$181,116 for the three months ended December 31, 2008. The increased cost of revenues is attributable to the manufacturing of the EKO-FLOR ms-1 composite product which was entirely outsourced to a contract manufacturer. The cost of container services revenues was \$134,368 for the three months ended December 31, 2009 compared with \$181,116 for the same period in 2008. This decline is attributable to the decline in revenues. Gross margins for container services were 47% for the three months ended December 31, 2009 compared with 45% in the same period in 2008.

General and administrative expenses consist of labour and salaries, rent, professional fees, utilities and office supplies. General and administrative expenses for the three months ended December 31, 2009 were \$174,906 compared with \$297,734 for the three months ended December 31, 2008. The decrease in general and administrative cost is primarily attributable to reduced labour costs required for the container services business along with a reduction in consulting and professional fees incurred in 2008 as the EKO-FLOR business was being developed.

Research and development costs consist of materials, supplies and consultants for the development of the EKO-FLOR product. Research and development costs for the three months ended December 31, 2009 was \$68,091 compared with \$28,541 for the three months ended December 31, 2008. The increase in research and development is a result of a focus in the third quarter to manufacture samples of the EKO-FLOR container and trucking floor product for suppliers to use for validation and testing. These samples were completed and shipped in early fourth quarter.

Interest on the term loan is the interest applicable to the Small Business loan entered into during January 2009. Interest is charged at a rate of prime + 3%. There is no comparable loan in 2008.

Stock based compensation consists of common shares issued to senior employees involved in the EKO-FLOR operation, either as compensation in lieu of cash or in addition to the cash compensation under employment agreements, or as incentives for certain development milestones. The common shares issued under these arrangements have been made available by a founding shareholder and are not additional share issuances. Stock based compensation for the three months ended December 31, 2009 was \$821 compared with \$1,990 for the three months ended December 31, 2008. The decrease in stock based compensation depends on the timing of reaching certain EKO-FLOR development milestones.

The related party loans payable are unsecured and interest free and have a fair value calculated using an imputed interest rate of between 6.25% and 10% depending on the timing of the advance. The imputed interest rate is calculated at Prime + 4%. Interest on related party loans payable was \$12,542 for the three months ended December 31, 2009 compared with \$8,011 for the three months ended December 31, 2008. The increase in interest on related party loans is a result of the increase in shareholder loans between the two respective reporting periods and the imputed interest.

**FOR THE NINE MONTH INTERIM PERIOD ENDED DECEMBER 31, 2009 COMPARED WITH THE NINE MONTH PERIOD ENDED DECEMBER 31, 2008.**

For the nine months ended December 31, 2009 the Company had gross revenues of \$1,642,260 compared with gross revenues of \$1,333,772 for the nine months ended December 31, 2008. The increase of \$308,488 is a result of the \$861,830 in sales of composite products, offset with a decline of \$553,342 in container servicing revenue. Composite product revenue was generated from the partial fulfillment during the year of an order for EKO-FLOR ms-1 military shelving. Container service revenue decreased due to the global downturn during the period and the resultant decrease in demand for transportation and container handling services and increased competition.

For the nine months ended December 31, 2009, cost of revenues was \$1,292,714 compared with \$697,091 for the nine months ended December 31, 2008. The increased cost of revenues is attributable to the manufacturing of the EKO-FLOR ms-1 composite product which was entirely outsourced to a contract manufacturer. The cost of container services revenues was \$374,368 for the nine months ended December 31, 2009 compared with \$697,091 for the same period in 2008. This decline is primarily attributable to the decline in revenues. Gross margins for container services were 52% for the nine months ended December 31, 2009 compared with 48% in the same period in 2008. Gross margins for the EKO-FLOR products were negative 6% due to this being the first commercial production and the manufacturing process being entirely outsourced.

General and administrative expenses for the nine months ended December 31, 2009 were \$462,141 compared with \$683,949 for the nine months ended December 31, 2008. The decrease in general and administrative cost is primarily attributable to the decline container services businesses and the resultant decrease in labour costs for servicing the business. In addition, consulting and professional fees were reduced for the EKO-FLOR business.

Research and development costs for the nine months ended December 31, 2009 was \$68,091 compared with \$56,327 for the nine months ended December 31, 2008. The increase in research and development is a result of a focus in the third quarter to manufacture samples of the EKO-FLOR container and trucking floor product for suppliers to use for validation and testing. These samples were completed and shipped early in the fourth quarter.

Stock based compensation for the nine months ended December 31, 2009 was \$63,406 compared with \$1,796 for the three months ended December 31, 2008. This increase in stock based compensation is attributable to the granting of common stock during the first and second quarter by a founding shareholder to senior individuals responsible for the development and sales of the EKO-FLOR composite products.

Interest on related party loans payable was \$34,969 for the nine months ended December 31, 2009 compared with \$20,903 for the nine months ended December 31, 2008. The increase in interest on related party loans is a result of additional advances from shareholders of \$218,390 during the nine months ended December 31, 2009, with \$143,269 in advances from related parties during late in the third quarter, therefore not having a significant impact on the overall expense for the quarter. During the quarter \$33,138 was repaid to a related party.

### **OFF-BALANCE SHEET ARRANGEMENTS**

The Company has not entered into any off-balance sheet arrangements that have or are reasonably likely to have a current or future affect on its financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources and would be considered material to investors.

### **LIABILITIES**

The Company had accounts payable of \$309,107 at December 31, 2009 compared with \$400,016 for the year ended March 31, 2009, a decrease of \$90,909. This is primarily attributable to the drawing down of materials purchased for the EKO-FLOR manufacturing that remained unpaid as at March 31, 2009 and the timing of invoices for manufacturing runs for the EKO-FLOR production. Considerable effort is being made to manage cash flow during the development phase of the EKO-FLOR products.

At December 31, 2009, the Company has related party loans payable to Marino Kulas, CEO of \$633,045 and other related parties in the amount of \$243,883 for a total of \$876,928 compared with \$567,633 for the year ended March 31, 2009. The related party loans payable are interest free with no fixed terms of repayment and were not expected to be repaid until 2012. However, during the third quarter one related party received repayment in the amount of \$33,138 due to their cash flow requirements. This repayment was replaced by other related parties who collectively advanced \$143,269 during the quarter.

These loans have been advanced in various increments depending on the needs of the Company. Given the long term nature of these loans, each time an amount is advanced by a related party, a fair value calculation has been recorded with the discount on the loan being charged to contributed surplus. The discount to fair value assumes repayment will be made on March 31, 2012 with imputed interest charged at rates between 6.25% and 10% and the imputed interest for the nine months ended December 31, 2009 was \$34,969 compared with \$20,903 for the same period in 2008.

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

Not applicable as Conforce is a smaller reporting company.

### **ITEM 4. CONTROLS AND PROCEDURES.**

As of the end of the reporting period covered by this report, December 31, 2009, our Chief Executive Officer and Acting Chief Financial Officer carried out an evaluation of the effectiveness of the Company's disclosure controls and procedures as defined in Securities Exchange Act of 1934 Rule 13a-15(e).

The Chief Executive Officer and Acting Chief Financial Officer have concluded, based on their evaluation, that as of the end of the period covered by this report, the Company's disclosure controls and procedures were not effective as a result of the material weakness in internal control discussed below.

#### *Identification of a Material Weakness*

Management has identified a lack of accounting knowledge from the service providers contracted to perform various accounting duties or offer guidance and direction in the proper accounting and disclosure of transactions. This lack of knowledge resulted in a number of errors in the previously reported financial statements. Specific areas of concern that were noted include the incorrect recording of transactions, a lack of timely reconciliations and an absence of supporting schedules.

#### *Changes in Internal Control Over Financial Reporting*

During the quarter ended December 31, 2009, the company engaged the services of a chartered accountant whose mandate is to improve the quality of the financial reporting with the focus on correcting errors noted in prior periods and bringing the Company's filings up to date. This is a material positive change in the Company's internal control over financial reporting. In addition, subsequent to December 31, 2009, Management has started the process of strengthening the finance and accounting group with the addition of qualified support staff.

## **PART II – OTHER INFORMATION**

### **ITEM 1. LEGAL PROCEEDINGS.**

The Company is not a party to any litigation and, to its knowledge, no action, suit or proceeding has been threatened against the Company. There are no material proceedings to which any director, officer or affiliate of the Company or security holder is a party adverse to the Company or has a material interest adverse to the Company.

### **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 No.

Description

10.1

Canada Small Business Financial Loan dated November 26, 2008 (1)

31.1

Certification pursuant to section 302 of the Sarbanes - Oxley Act of 2002.

31.2

Certification pursuant to section 302 of the Sarbanes - Oxley Act of 2002.

32.1

Certification of Officer pursuant to section 906 of the Sarbanes - Oxley Act of 2002.

32.2

Certification of Officer pursuant to section 906 of the Sarbanes - Oxley Act of 2002.

(1) Denotes previously filed exhibits: filed on May 28, 2009 with Conforce International, Inc.'s 10-12G/A Registration Statement.

### SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

#### **Conforce International, Inc.**

May 12, 2010

By: /s/ Marino Kulas

Marino Kulas  
President & CEO

Section 302 Certification  
CERTIFICATIONS

I, Marino Kulas, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Conforce International, 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 report;
4. The registrant's other certifying officer and I are 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. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the 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.

Dated: May 12, 2010

**Conforce International, Inc.**

By: /s/ Marino Kulas

Marino Kulas

Chief Executive Officer

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Section 302 Certification  
CERTIFICATIONS

I, Mario Verrilli, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Conforce International, 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 report;
4. The registrant's other certifying officer and I are 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. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the 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.

Dated: May 12, 2010

**Conforce International, Inc.**

By: /s/ Mario Verrilli  
Mario Verrilli  
Acting Chief Financial 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

In connection with the Quarterly Report on Form 10-Q of Conforce International, Inc. (the "Company") for the period ended December 31, 2009, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned hereby certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: May 12, 2010

**Conforce International, Inc.**

By: /s/ Marino Kulas  
Marino Kulas  
Chief Executive 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

In connection with the Quarterly Report on Form 10-Q of Conforce International, Inc. (the "Company") for the period ended December 31, 2009, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned hereby certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: May 12, 2010

**Conforce International, Inc.**

By: /s/ Mario Verrilli  
Mario Verrilli  
Acting Chief Financial Officer

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Source: Conforce International, Inc., 10-Q, May 12, 2010