

BOULDER CAPITAL OPPORTUNITIES II LTD  
Form 10QSB  
November 15, 2006

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

**FORM 10-QSB**

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

For the Quarterly Period ended: **September 30, 2006**

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 **0-21847**

**BOULDER CAPITAL OPPORTUNITIES, II, INC.**  
(Exact name of small business issuer as specified in its charter)

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

**84-1356598**  
(I.R.S. Employer Identification  
No.)

**P.O. Box 12483 Chandler, Arizona 85248**  
(Address of principal executive offices)

**(480)792-6603**  
(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 Exchange Act during the past 12 months (or for such shorter period that the registrant was required to file such reports); and (2) has been subject to such filing requirements for the past 90 days. **Yes**  **No**

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

As of November 10, 2006, 3,215,537 shares of common stock were outstanding. The securities of this Company do not trade in a public market.

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## PART I--FINANCIAL INFORMATION

### Item 1. Financial Statements.

For financial information, please see the financial statements and the notes thereto, attached hereto and incorporated herein by this reference.

## ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION.

### Plan Of Operations

We have generated no revenues from our operations in recent years and have been a development stage company since our formation. Since we have not generated revenues and have not been in a profitable position, we operate with minimal overhead. Our primary activity will be to search for and to acquire oil and gas leases for our own account, and for the foreseeable future to search for and to acquire oil and gas leases for the account of our clients.

On November, 1, 2005, we acquired a 4% interest in twelve mineral leases located in Jasper County, Texas. We acquired these interests from an unaffiliated third party for \$20,000 in cash. Otherwise, no leases or clients have been identified at this time.

For the fiscal quarter ended September 30, 2006, we had no revenue, as compared to no revenue for the fiscal quarter ended September 30, 2005. For the nine months ended September 30, 2006, we had no revenue, as compared to no revenue for the nine months ended September 30, 2005.

For the fiscal quarter ended September 30, 2006, we had a total of \$2,313 in operating expenses, as compared to \$24,652 in operating expenses for the fiscal quarter ended September 30, 2005. For the nine months ended September 30, 2006, we had a total of \$30,887 in operating expenses, as compared to \$24,652 in operating expenses for the nine months ended September 30, 2005. The operating expenses for both periods ended September 30 were essentially related to professional fees and rental charges.

For the fiscal quarter ended September 30, 2006, we had a net loss of \$2,313, or \$(0.00) per share, as compared to a net loss of \$24,652, or \$(0.111) per share, for the fiscal quarter ended September 30, 2005. For the nine months ended September 30, 2006, we had a net loss of \$30,887, or \$(0.011) per share, as compared to a net loss of \$24,652, or \$(0.111) per share, for the nine months ended September 30, 2005.

Our plan is to develop oil and gas lease projects in which we can act either as the drilling operator for an investor group or as a broker of leases for a lessor and for the account of its clients. Leases may be received from individuals or companies by assignment under an agreement to develop or sell such leases on behalf of such persons. We also plan in the future to act as a broker for lease situations involving third parties.

We will focus our attention on drilling primarily in the same specific geographical area in which we plan to acquire interests. We plan to concentrate our activities in the Western United States. We plan to utilize various reporting services such as Petroleum Information and our contacts within the petroleum industry to identify drilling locations, companies and ownership activity. However, since the thrust of our initial efforts will be to acquire leases with a minimum of capital outlay, we will also look at situations in any other geographical area where such leases may be obtained. The ability to drill in a specific lease area will be secondary to the ability to acquire a lease on terms most favorable to us and at little or no capital outlay. At the present time, we have been looking for leases which meet the above-mentioned criteria but has not yet identified any lease situations which we believe would be appropriate for acquisition. We cannot predict when such identification will occur.

We expect to enter into turnkey drilling contracts with an unaffiliated third party for the drilling of any wells. At some later time, we may act as the driller of the wells, although there are no plans to do so at the present time. The costs of drilling wells have not been determined at this time. In any case, we will make every attempt to see that the well are drilled in such areas with our best estimate of making the best return on investment for us and our partners.

The turnkey drilling contract represents the cost of drilling and completion. If, in our sole opinion, a well should not be completed because it will not produce sufficient oil or gas to return a profit, then we would not anticipate expending the completion funds for such well.

It is currently anticipated that any wells to be drilled by us will be drilled within the geographical area or areas selected by us. However, once selected, if subsequent engineering evaluation indicates a more favorable location, we reserve the right to move the drill site or sites, as the case may be, to such location or locations, as the case may be. Any substituted well location or drill site would compare favorably with the general character of the site previously selected regarding degree of risk, drilling depth and cost. Furthermore, it is expected, though not necessarily required, that any such substituted well location or drill site will be in the same general area as the site specified herein.

In addition, we would reserve the right to unitize or pool all of the wells in the selected geographical area into a common production pool or unit. In such event, the owners of the wells, which may include non-partnership investors of ours, will share in the revenue on a pro-rata basis.

We expect to participate in joint ventures with other entities in the development of some prospects. We will have the sole discretion in determining which prospects will be suitable for joint venture participation. In each such joint venture project, any such partnership would receive its pro rata portion of the 100% working interest and would be responsible for its pro rata share of costs and expenses.

Also, we may seek, investigate, and, if warranted, acquire one or more oil or gas properties. The acquisition of a business opportunity may be made by purchase, merger, exchange of stock, or otherwise, and may encompass assets or a business entity, such as a corporation, joint venture, or partnership. We have very limited capital, and it is unlikely that we will be able to take advantage of more than one such business opportunity. We intend to seek opportunities demonstrating the potential of long-term growth as opposed to short-term earnings.

At the present time we have not identified any additional oil or gas business opportunity that we plan to pursue, nor have we reached any agreement or definitive understanding with any person concerning any business matter. No assurance can be given that we will be successful in finding or acquiring a desirable business opportunity, or that any acquisition that occurs will be on terms that are favorable to us or our stockholders.

Our plan of operations for the remainder of the fiscal year is to continue to carry out our plan of business discussed above. This includes seeking to complete a merger or acquisition transaction for oil or gas properties.

### **Liquidity And Capital Resources**

As of September 30, 2006, we had a total of \$11,317 in cash. As of September 30, 2005, we had \$5,448 in cash.

Our management feels we have inadequate working capital to pursue any business opportunities other than seeking leases for acquisition and partnership with third parties. We will have negligible capital requirements prior to the consummation of any such acquisition. We so not intend to pay dividends in the foreseeable future.

We will not be required to raise additional funds, nor will our shareholders be required to advance funds in order to pay our current liabilities and to satisfy our cash requirements for the next twelve months.

### **ITEM 3. CONTROLS AND PROCEDURES**

As of the end of the period covered by this report, based on an evaluation of our disclosure controls and procedures (as defined in Rules 13a -15(e) and 15(d)-15(e) under the Exchange Act), each our Chief Executive Officer and the Chief Financial Officer has concluded that our disclosure controls and procedures are effective to ensure that information required to be disclosed by us in our Exchange Act reports is recorded, processed, summarized, and reported within the applicable time periods specified by the SEC's rules and forms.

There were no changes in our internal controls over financial reporting that occurred during our most recent fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

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**BOULDER CAPITAL OPPORTUNITIES II, INC.**  
(AN EXPLORATION STAGE COMPANY)

FINANCIAL STATEMENTS

**NINE-MONTHS ENDED SEPTEMBER 30, 2006**  
(UNAUDITED)

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**BOULDER CAPITAL OPPORTUNITIES II, INC.**

(An Exploration Stage Company)

## Balance Sheets

	Unaudited September 30, 2006	Audited December 31, 2005
<b>ASSETS;</b>		
Current Assets:		
Cash	\$ 11,317	\$ 37,184
Total Current Assets	11,317	37,184
Other Assets:		
Deposits	2,500	2,500
Undeveloped Oil Leases	20,000	20,000
Total Other Assets	22,500	22,500
<b>TOTAL ASSETS</b>	<b>\$ 33,817</b>	<b>\$ 59,684</b>
<b>TOTAL STOCKHOLDERS' EQUITY (DEFICIT):</b>		
Stockholders Equity (Deficit):		
Preferred Stock, no par value, 10,000,000 shares authorized None issued.	-	-
Common stock, no par value, 100,000,000 shares authorized 3,215,537 shares issued and outstanding in September 2006 2,430,200 shares issued and outstanding December 2005	234,384	144,164
Common stock to be issued	-	85,200
Deficit accumulated during the exploration stage	(200,567)	(169,680)
<b>Total Stockholders' Equity (Deficit)</b>	<b>33,817</b>	<b>59,684</b>
<b>TOTAL LIABILITIES &amp; STOCKHOLDERS' EQUITY (DEFICIT)</b>	<b>\$ 33,817</b>	<b>\$ 59,684</b>

See Accountants' Review Report

**BOULDER CAPITAL OPPORTUNITIES II, INC.**

(An Exploration Stage Company)

## Statements of Operations

(Unaudited)

	Three-Months Ended		Nine-Months Ended		August 6, 1996
	September 30, 2006	2005	September 30, 2006	2005	(Inception) to September 30, 2006
<b>Revenue:</b>					
Sales	\$ -	\$ -	\$ -	\$ -	5,000
<b>Total Income</b>	-	-	-	-	5,000
<b>Operating Expenses:</b>					
Amortization	-	-	-	-	28,400
Professional Fees	455	13,561	14,212	13,561	119,799
Other Expenses	1,858	10,850	16,675	10,850	57,444
<b>Total Operating Expenses</b>	2,313	24,411	30,887	24,411	205,643
<b>Other Income/Expense:</b>					
Interest Expense	-	(241)	-	(241)	76
<b>Total Other Income/Expense</b>	-	(241)	-	(241)	76
<b>Net Loss From Operations</b>	\$ (2,313)	\$ (24,652)	\$ (30,887)	\$ (24,652)	(200,567)
<b>Per Share Information:</b>					
Weighted average number of common shares outstanding	3,215,537	2,230,200	2,969,377	2,230,200	
Net Loss per common share	\$ -	\$ (0.111)	\$ (0.011)	\$ (0.111)	

See Accountants' Review Report



**BOULDER CAPITAL OPPORTUNITIES II, INC.**

(An Exploration Stage Company)  
Statement Stockholders' Equity (Deficit)  
September 30, 2006

(Unaudited)

	COMMON STOCKS			Deficit Accum. During Exploration Stage	Total Stockholders' Equity
	# of Shares	Amount	Shares to be Issued		
Balance - August 8, 1996	-	\$ -	-	\$ -	-
Issuance of stock for compensation	710,000	28,400	-	-	28,400
Issuance of stock for cash	100,000	4,000	-	-	4,000
Issuance of stock for cash	200,000	8,000	-	-	8,000
Net Loss for Year	-	-	-	(6,448)	(6,448)
Balance - December 31, 1996	1,010,000	40,400	-	(6,448)	33,952
Issuance of stock for compensation	20,200	20,200	-	-	20,200
Net Loss for Year	-	-	-	(32,493)	(32,493)
Balance - December 31, 1997	1,030,200	60,600	-	(38,941)	21,659
Additional Paid-In Capital	-	5,564	-	-	5,564
Net Loss for Year	-	-	-	(12,792)	(12,792)
Balance - December 31, 1998	1,030,200	66,164	-	(51,733)	14,431
Net Loss for Year	-	-	-	(17,940)	(17,940)
Balance - December 31, 1999	1,030,200	66,164	-	(69,673)	(3,509)
Issuance of stock for compensation	1,200,000	48,000	-	-	48,000
Net Loss for Year	-	-	-	(48,000)	(48,000)
Balance - December 31, 2000	2,230,200	114,164	-	(117,673)	(3,509)
Net Loss for Year	-	-	-	-	-
Balance - December 31, 2001	2,230,200	114,164	-	(117,673)	(3,509)
Net Loss for Year	-	-	-	-	-
Balance - December 31, 2002	2,230,200	114,164	-	(117,673)	(3,509)

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Net Loss for Year	-	-	-	(8,700)	(8,700)
Balance - December 31, 2003	2,230,200	114,164	-	(126,373)	(12,209)
Net Loss for Year	-	-	-	(13,865)	(13,865)
Balance - December 31, 2004	2,230,200	114,164	-	(140,238)	(26,074)
Issuance of stock for cash	200,000	30,000	-	-	30,000
Shares to be issued for services	-	-	85,200	-	85,200
Net Loss for Year	-	-	-	(29,442)	(29,442)
Balance - December 31, 2005	2,430,200	144,164	85,200	(169,680)	59,684
Issuance of stock for services	552,003	85,200	(85,200)	-	-
Issuance of stock for services	200,000	20	-	-	20
Issuance of stock for cash	33,334	5,000	-	-	5,000
Net Loss for Period	-	-	-	(30,887)	(30,887)
Balance - September 30, 2006	3,215,537	\$ 234,384	\$ -	(200,567)\$	33,817

See Accountants' Review Report

**BOULDER CAPITAL OPPORTUNITIES II, INC.**

(An Exploration Stage Company)

## Statements of Cash Flow

(Unaudited)

	For the Nine-Months Ended September 30, 2006		2005	August 6, 1996  (Inception) to September 30, 2006
<b>Cash Flows from Operating Activities:</b>				
Net (Loss)	\$	(30,887)	\$ (24,652)	\$ (200,567)
Stock issued for services		20	-	96,620
Amortization		-	2,600	28,400
Adjustments to reconcile net loss to cash used by operating activities				
(Increase) deposits		-	(2,500)	(2,500)
<b>Net Cash Used by Operating Activities</b>		<b>(30,867)</b>	<b>(24,552)</b>	<b>(78,047)</b>
<b>Cash Flows from Investing Activities:</b>				
Acquisition of Oil Leases				(20,000)
Acquisition of organizational services		-	-	(28,400)
<b>Net Cash Used for Investing Activities</b>		<b>-</b>	<b>-</b>	<b>(48,400)</b>
<b>Cash Flows from Financing Activities:</b>				
Proceeds from stock issuance for cash		5,000	30,000	137,764
<b>Net Cash Provided by Financing Activities</b>		<b>5,000</b>	<b>30,000</b>	<b>137,764</b>
<b>Net Increase in Cash &amp; Cash Equivalents</b>		<b>(25,867)</b>	<b>5,448</b>	<b>11,317</b>
<b>Beginning Cash &amp; Cash Equivalents</b>		<b>37,184</b>	<b>-</b>	<b>-</b>
<b>Ending Cash &amp; Cash Equivalents</b>	\$	<b>11,317</b>	\$ 5,448	\$ 11,317

**SUPPLEMENTAL DISCLOSURE OF CASH FLOW  
INFORMATION**

Cash paid for Interest	\$	-	\$	-	\$	-
Cash paid for Income Taxes	\$	-	\$	-	\$	-

**NON-CASH TRANSACTIONS**

Common stock issued for services	\$	20	\$	-	\$	96,620
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See Accountants' Review Report

**BOULDER CAPITAL OPPORTUNITIES II, INC.**

(An Exploration Stage Company)

Notes to Financial Statements

September 30, 2006

(Unaudited)

Note 1 - Presentation of Interim Information:

In the opinion of the management of Boulder Capital Opportunities II, Inc. the accompanying unaudited financial statements include all normal adjustments considered necessary to present fairly the financial position as of September 30, 2006 and the results of operations for the three and nine-months ended September 30, 2006 and 2005 and the period August 6, 1996 (inception) to September 30, 2006, and the related cash flows for the nine-months ended September 30, 2006 and 2005 and the period August 6, 1996 (inception) to September 30, 2006. Interim results are not necessarily indicative of results for a full year.

The financial statements and notes are presented as permitted by Form 10-QSB and do not contain certain information included in the Company's audited financial statements and notes for the fiscal year ended December 31, 2005.

Note 2 - Going Concern:

The Company's financial statements have been presented on the basis that it is a going concern, which contemplated the realization of assets and the satisfaction of liabilities in the normal course of business.

The Company has not earned any revenue from operations. The Company's ability to continue as a going concern is dependent upon its ability to develop additional sources of capital or locate a merger candidate and ultimately, achieve profitable operations. The accompanying financial statements do not include any adjustments that might result from the outcome of these uncertainties. Management is seeking new capital to revitalize the Company.

**PART II--OTHER INFORMATION**

Item 1. Legal Proceedings.

None

Item 2. Changes in Securities.

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 and Reports on Form 8-K.

(a) Exhibits

31.1 Certification of CEO and CFO pursuant to Sec. 302

32.1 Certification of CEO and CFO pursuant to Sec. 906

(b) Reports on Form 8-K

No reports on Form 8-K were filed during the quarter for which this report is filed.

**SIGNATURES**

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

Date: November 15, 2006

By:

**BOULDER CAPITAL OPPORTUNITIES, II,  
INC.**

/s/ Michael Delaney  
Director, Principal Executive Officer,  
and Principal Financial Officer

