

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

FORM 10-Q

(Mark One)

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

For the quarterly period ended September 30, 2011

TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission File Number 001-12885

ALPHA-EN CORPORATION

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation or Organization)

95-4622429
(I.R.S. Employer
Identification No.)

120 White Plains Road, Tarrytown, New York
(Address of Principal Executive Offices)

10591
(Zip Code)

(914) 631-5265
(Registrant's Telephone Number, Including Area Code)

Indicate by check mark whether the registrant (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 has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

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 November 18, 2011, there were 28,121,030 shares of the issuer's common stock outstanding.

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ITEM 1. Financial Statements

**ALPHA-EN CORPORATION
CONSOLIDATED BALANCE SHEET**

| | <u>September 30, 2011</u> (Unaudited) | <u>December 31, 2010</u> |
|---|--|--------------------------|
| ASSETS | | |
| Current assets | | |
| Cash | \$ 217 | \$ 804 |
| Prepaid expenses | <u>7,694</u> | <u>3,127</u> |
| Total current assets | 7,911 | 3,931 |
| Intangible assets | <u>250,000</u> | <u>250,000</u> |
| TOTAL ASSETS | <u>\$ 257,911</u> | <u>\$ 253,931</u> |
| LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT) | | |
| Current liabilities | | |
| Accounts payable and accrued expenses | \$ 161,242 | 100,818 |
| Loan payable - stockholder/officer | 114,837 | 56,506 |
| Note payable | 5,426 | - |
| Due to related party | <u>1,519</u> | <u>1,993</u> |
| TOTAL LIABILITIES | <u>283,024</u> | <u>159,317</u> |
| STOCKHOLDERS' EQUITY (DEFICIT) | | |
| Preferred stock, \$.01 par value, 2,000,000 shares authorized; none issued | | |
| Class B common stock, no par value, 1,000,000 shares authorized; none issued | | |
| Common stock, \$.01 par value, 35,000,000 shares authorized; 27,821,030 shares issued and outstanding as of September 30, 2011 and December 31, 2010, respectively | 278,210 | 278,210 |
| Additional paid-in capital | 7,788,103 | 7,718,103 |
| Accumulated deficit | (8,022,043) | (7,832,316) |
| Treasury stock, at cost (798,918 shares of common stock) | <u>(69,383)</u> | <u>(69,383)</u> |
| TOTAL STOCKHOLDERS' EQUITY (DEFICIT) | <u>(25,113)</u> | <u>94,614</u> |
| TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT) | <u>\$ 257,911</u> | <u>\$ 253,931</u> |

See notes to consolidated financial statements

ALPHA-EN CORPORATION
CONSOLIDATED STATEMENT OF OPERATIONS
(Unaudited)

| | Three Months Ended | | Nine Months Ended | |
|--|--------------------|--------------------|---------------------|--------------------|
| | September 30, | | September 30, | |
| | <u>2011</u> | <u>2010</u> | <u>2011</u> | <u>2010</u> |
| Revenues | \$ 8 | \$ 60 | \$ 474 | \$ 1,082 |
| Research and development expenses | - | - | (70,000) | - |
| General and administrative expenses | (45,819) | (21,822) | (151,701) | (81,837) |
| Cancellation of consulting agreement | - | - | 31,500 | - |
| Net loss | <u>\$ (45,811)</u> | <u>\$ (21,762)</u> | <u>\$ (189,727)</u> | <u>\$ (80,755)</u> |
| Net loss per share - basic and diluted | <u>\$ *</u> | <u>\$ *</u> | <u>\$ (0.01)</u> | <u>\$ *</u> |
| Weighted average common shares outstanding - basic and diluted | <u>27,821,030</u> | <u>27,821,030</u> | <u>27,821,030</u> | <u>26,758,759</u> |

* Less than \$.01 per share

See notes to consolidated financial statements

ALPHA-EN CORPORATION
CONSOLIDATED STATEMENT OF CASH FLOWS
(Unaudited)

| | Nine Months Ended | |
|---|-------------------|-----------------|
| | September 30, | |
| | <u>2011</u> | <u>2010</u> |
| Cash Flows From Operations | | |
| Net loss | \$ (189,727) | \$ (80,755) |
| Adjustments to reconcile net loss to net cash used in operating activities: | | |
| Option granted for research and development | 70,000 | - |
| Amortization | 13,500 | - |
| Changes in operating assets and liabilities: | | |
| Prepaid expenses | (18,066) | 9,783 |
| Accounts payable and accrued expenses | 60,423 | 29,630 |
| Net cash used in operating activities | <u>(63,870)</u> | <u>(41,342)</u> |
| Cash Flows From Financing Activities | | |
| Increase (decrease) in note payable | 5,426 | (11,162) |
| Increase in loan payable - stockholder/officer | 58,331 | 51,591 |
| Decrease in due to related party | (474) | (1,083) |
| Net cash provided by financing activities | <u>63,283</u> | <u>39,346</u> |
| Decrease in cash | (587) | (1,996) |
| Cash - Beginning of period | <u>804</u> | <u>2,175</u> |
| Cash - End of period | <u>\$ 217</u> | <u>\$ 179</u> |
| Noncash Transaction: | | |
| Payment of loan payable - stockholder/officer for issuance of common stock | <u>\$ 160,000</u> | |

See notes to consolidated financial statements.

Alpha-En Corporation
Notes to Consolidated Financial Statements (Unaudited)

1. Organization and Operations

Alpha-En Corporation (Company) was incorporated in Delaware on March 7, 1997 and had operated through its wholly-owned subsidiaries, Avenue Pictures, Inc. and its subsidiaries and Wombat Productions, Inc., through May 2, 2006.

From May 2, 2006, through February 24, 2009, the Company had been inactive.

On February 25, 2009, the Company was granted a license for an exclusive, worldwide, transferable, perpetual license to use certain proprietary technology for the processing of lithium for use in batteries and other fields.

Commencing in October 2010, working through a third party, the Company conducted a series of tests to determine if the process works and, based on the results, believes that the process is workable and commercially feasible (Note 6).

2. Summary of Significant Accounting Policies

Basis of presentation

The accompanying unaudited financial statements and related notes have been prepared in accordance with accounting principles generally accepted in the United States for interim financial statements and with the rules and regulations under Regulation S-X of the Securities and Exchange Commission for Form 10-Q. Accordingly, they do not include all of the information and footnotes required by accounting principles generally accepted in the United States for complete financial statements presentation. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary to present fairly the financial position, results of operations and cash flows for interim financial statements have been included. These financial statements should be read in conjunction with the financial statements of the Company together with the Company's management discussion and analysis in Item 2 of this report and in the Company's Form 10-K for the year ended December 31, 2010. Interim results are not necessarily indicative of the results for a full year.

Consolidated Financial Statements

The Company's consolidated financial statements include all the accounts of the Company and its wholly-owned subsidiaries. All material intercompany accounts and transactions have been eliminated.

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

Intangible Assets

Intangible assets are recorded at fair value and, as they have an indefinite life, will not be amortized. The carrying value of the intangible assets will be evaluated by management for impairment at least annually or upon the occurrence of an event which may indicate that the carrying amount may be greater than its fair value. If impaired, the Company will write down such impairment. In addition, the useful life of the intangible assets will be evaluated by management at least annually or upon the occurrence of an event which may indicate that the useful life may be definitive and the Company will commence amortization over such useful life.

Research and Development Expense

Research and development costs are expensed as incurred. Research and development expenses consist of stock-based compensation paid to consultants and outside service providers for development costs relating to the design, development and testing of the processing of lithium for use in batteries and other fields.

Share-Based Compensation

The Company recognizes compensation expense for all share-based payment awards made to employees, directors and others based on the estimated fair values on the date of the grant. Common stock equivalents are valued using the Black-Scholes Option-Pricing Model using the market price of our common stock on the date of valuation, an expected dividend yield of zero, the remaining period or maturity date of the common stock equivalent and the expected volatility of our common stock.

Recent Accounting Pronouncements

In September 2011, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2011-08: "Intangibles—Goodwill and Other (Topic 350) Testing Goodwill for Impairment". The amendments in this update are intended to reduce complexity and costs by allowing the reporting entity the option to make a qualitative evaluation about the likelihood of goodwill impairment to determine whether it should calculate the fair value of a reporting unit. The update includes examples of events and circumstances that an entity should consider in evaluating whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount. ASU 2011-08 is effective for annual and interim goodwill impairment tests performed for fiscal years beginning after December 15, 2011. Early adoption is permitted for annual and interim goodwill impairment tests performed as of a date prior to September 15, 2011 if the entity's financial statements for the most recent annual or interim period have not yet been issued.

In June 2011, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2011-05, Comprehensive Income (Topic 220): Presentation of Comprehensive Income. ASU 2011-05: (1) eliminates the option to present components of other comprehensive income ("OCI") as part of the statement of changes in stockholders' equity, (2) requires presentation of each component of net income and each component of OCI (and their respective totals) either in a single continuous statement or in two separate (but consecutive) statements, and (3) requires presentation of reclassification adjustments on the face of the statement. The amendment is effective for fiscal years and interim periods within those years, beginning after December 15, 2011. The Company does not expect the adoption of ASU 2011-05 to have a significant impact on the Company's consolidated financial statements.

In May 2011, the FASB issued ASU 2011-04, Fair Value Measurement (Topic 820): "Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs". The new guidance results in a consistent definition of fair value and common requirements for measurement of and disclosure about fair value between U.S. Generally Accepted Accounting Principles (GAAP) and International Financial Reporting Standards. While many of the amendments to U.S. GAAP are not expected to have a significant effect on practice, the new guidance changes some fair value measurement principles and disclosure requirements. Adoption of ASU 2011-04 is effective for annual periods beginning after December 15, 2011 and is not expected to have a significant impact on the Company's consolidated financial statements.

Management does not believe that any other recently issued, but not yet effective accounting pronouncements, if adopted, would have a material effect on the accompanying financial statements.

3. Going Concern and Management's Plans

The accompanying consolidated financial statements have been prepared assuming that Company will continue as a going concern, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. The Company had incurred operating losses, has negative working capital and no operating cash flow and future losses are anticipated.

The Company's plan is to raise equity financing, which even if successful, may not result in cash flow sufficient to finance and expand its business and generate sales from the License (Note 4). These factors raise substantial doubt about the Company's ability to continue as a going concern. Realization of assets is dependent upon future operations of the Company, which in turn is dependent upon management's plans to meet its financing requirements and the success of its future operations. These financial statements do not include any adjustments related to the recoverability and classification of asset amounts or the amounts and classification of liabilities that might be necessary should the Company be unable to continue existence.

4. Intangible Assets

On February 25, 2009, the Company was granted an exclusive, worldwide, transferable, perpetual license (License) to use certain proprietary technology for the processing of lithium for use in batteries and other fields. A patent application relating to the licensed technology is pending.

In exchange for the License, the Company:

- (1) issued 1,000,000 shares of common stock of the Company;
- (2) issued an additional 2,000,000 shares of common stock of the Company, which are restricted and subject to forfeiture if there has not been at least \$1,000,000 in total commercial sales of licensed products within three years (Threshold);
- (3) will pay royalties of \$1.00 per kilogram, of lithium products manufactured and sold, payable quarterly;
- (4) will pay royalties of \$.01 per kilogram, of excess products manufactured and sold, payable quarterly;
- (5) will grant options to purchase up to a total of 19% (inclusive of previously issued shares) of the issued and outstanding shares of the Company upon the issuance of any additional shares after the date of the License. These options are exercisable at the same prices as the shares sold or values received for five years from each grant date. These grants are only issuable if the Threshold is met.

Upon a transfer of the entire License, the Company shall pay the licensor a fee equal to 19% of all compensation received on the transfer.

The License has been recorded at its fair value of \$250,000 based on the management's projected net cash flows to be realized from sales of products under the License.

5. Notes Payable

On May 11, 2011, in connection with the purchase of directors and officers liability insurance, the Company borrowed \$12,171 payable in eight equal monthly installments of \$1,613.93, including interest of 11.04%, per annum, through January 2012.

6. Option Agreement

On February 23, 2011, the Company entered into an Option Agreement ("Option") with a company, owned 25% by a stockholder/officer, which had been conducting research and development in connection with the commercial manufacture of lithium metal for use in batteries and other applications under the Company's proprietary license.

In exchange for the rights to the research and development of and to further develop the lithium process, the Company granted an option to purchase 1,000,000 shares of its common stock exercisable at \$.11 per share, for five years from the date of grant. The option was valued at \$70,000 using the Black-Scholes Option-Pricing Model using the market price of our common stock on the date of valuation of \$.011, an expected dividend yield of zero, a term of five years, an annual risk-free interest rate of 2.21% and an expected volatility of 80.75%.

The option is immediately exercisable and is subject to adjustment by the Company in the event there are any changes in the stock of the Company by reason of stock dividends, stock splits, reorganizations, mergers, consolidations, combinations, exchanges of shares or if the number and price of shares available under the Option should be equitably adjusted by the Company.

7. Common Stock

On February 25, 2011, the Company entered into a one year agreement for investor relation consulting services in exchange for 300,000 shares of common stock valued at \$126,000, \$0.42 per share, the fair value of the shares on the date of issuance.

During the quarter ended June 30, 2011, the consulting agreement was mutually cancelled and 300,000 shares of common stock were cancelled, resulting in a gain of \$31,500, net of the unamortized prepaid consulting expense.

8. Related Party Transactions

As of September 30, 2011, loan payable – stockholder/officer was \$114,837, payable on demand, with interest at 5%, per annum.

In October and November 2011, the Company borrowed an additional \$2,000 and, \$8,500, respectively, from the stockholder/officer.

An officer of the Company provides administrative space without rent.

9. Income Taxes

As of September 30, 2011, management has evaluated and concluded that there are no significant uncertain tax positions required recognition in the Company's consolidated financial statements.

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

This Management's Discussion and Analysis of Financial Condition and Results of Operations section and other parts of this report contain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the "Securities Act"), and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), which statements involve risks and uncertainties. These statements relate to our future plans, objectives, expectations and intentions. These statements may be identified by the use of words such as "may", "could", "would", "should", "will", "expects", "anticipates", "intends", "plans", "believes", "estimates", and similar expressions. Our actual results and the timing of certain events may differ significantly from the results and timing described in the forward-looking statements. Factors that could cause or contribute to such differences include, but are not limited to, those factors discussed or referred to in the annual report on Form 10-K for the year ended December 31, 2010 and in subsequent period reports filed with the U.S. Securities and Exchange Commission, including this report. The following discussion and analysis of our financial condition and results of operations should be read in light of those factors and in conjunction with our accompanying financial statements, including the notes thereto.

Overview

For the last two years, we have been focused exclusively on efforts to develop a business centered around our metallic lithium battery technology.

On February 25, 2009, we entered into a Technology License Agreement with the Amendola Family Trust, a trust created by Steven Amendola. Pursuant to the License Agreement, we acquired an exclusive, worldwide, perpetual license to use certain proprietary technology for manufacturing metallic lithium for use in batteries and other applications. We believe this technology allows for the manufacture of metallic lithium more efficiently and more inexpensively than current methods.

Commencing in October 2010, working through a third party, we conducted a series of tests in a production environment to determine if the process covered by the Amendola patent works. The testing involved feeding lithium carbonate solution into an electrolysis tank containing a liquid metal cathode and an anode suspended in the lithium carbonate solution. Based on the results of this preliminary testing, we believe that the process is workable and can be scaled-up to a commercially feasible level.

On February 23, 2011, we entered into an Option Agreement with MXL Leasing, LP to prepare for the commercial manufacture of lithium metal and, subject to the terms of a definitive agreement, commence commercial manufacturing of lithium metal.

Results of Operations

Three Months Ended September 30, 2011 Compared to Three Months Ended September 30, 2010

Operations for the three months ended September 30, 2011 and 2010 consisted principally of research and development and maintaining our public company status.

Net loss for the three months ended September 30, 2011 was \$45,811, compared to a loss of \$21,762 for the three-month period ended September 30, 2010. We had no operations during either period and expenses consisted primarily of legal and accounting fees.

Nine Months Ended September 30, 2011 Compared to Nine Months Ended September 30, 2010

Operations for the nine months ended September 30, 2011 and 2010 consisted principally of research and development and maintaining our public company status.

Net loss for the nine months ended September 30, 2011 was \$189,727, compared to a loss of \$80,755 for the nine-month period ended September 30, 2010. We had no operations during either period and expenses consisted primarily of legal and accounting fees, other than an increase in research and development expenses of \$70,000 for the nine months ended September 30, 2011 as compared to no research and development expenses for the nine months ended September 30, 2010.

Liquidity and Capital Resources

As of September 30, 2011, we had negative working capital of \$275,113, compared to negative working capital of \$130,714, at September 30, 2010.

We do not have sufficient funds to continue our operating activities. Future operating activities are expected to be funded by loans from officers, directors and major shareholders, until we begin to raise capital from non-officers or non-directors or generate cash flows from operations.

Off-Balance Sheet Arrangements

As of the date of this report, we have not entered into any transactions with unconsolidated entities in which we have financial guarantees, subordinated retained interests, derivative instruments or other contingent arrangements that expose us to material continuing risks, contingent liabilities or any other obligations under a variable interest in an unconsolidated entity that provides us with financing, liquidity, market risk or credit risk support.

Impact of Inflation

We believe that inflation has not had a material impact on our results of operations for the nine months ended September 30, 2011. We cannot assure you that future inflation will not have an adverse impact on our operating results and financial condition.

Application of Critical Accounting Policies and Estimates

The significant accounting policies that we believe are the most critical to aid in fully understanding and evaluating our reported financial results are as follows:

Consolidated Financial Statements

Our consolidated financial statements include the accounts our company and our wholly-owned subsidiaries. All material intercompany accounts and transactions have been eliminated.

Fair Value of Financial Instruments

Our carrying values of cash, accounts payable and accrued expenses, loan payable, note payable and due to related party approximate their fair values because of the short-term maturity of these instruments.

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Significant estimates had included those had related to valuation of accounts receivable, film costs and accrued expenses.

Intangible Assets

Intangible assets, consisting of a license for an exclusive, worldwide, transferable, perpetual license to use certain proprietary technology for the processing of lithium for use in batteries and other fields, have been recorded at fair value and, as they have an indefinite life, will not be amortized. The carrying value of the intangible assets will be evaluated by us for impairment at least annually or upon the occurrence of an event which may indicate that the carrying amount may be greater than its fair value. If impaired, we will write down such impairment. In addition, the useful life of the intangible assets will be evaluated by us at least annually or upon the occurrence of an event which may indicate that the useful life may be definitive and we will commence amortization over such useful life.

We have evaluated the fair value of our intangible assets and determined that it exceeds the carrying value based on our knowledge of the potential use of the lithium that we plan to produce in the existing market. Although we are at an early stage of bringing the lithium process to produce revenues and cannot forecast revenues, we believe that the net cash flow to be derived from the lithium will exceed the carrying value.

Research and Development Expense

Research and development costs are expensed as incurred. Research and development expenses consist of stock-based compensation paid to consultants and outside service providers for development costs relating to the design, development and testing of the processing of lithium for use in batteries and other fields.

Income (Loss) per Common Share

Basic net income (loss) per share was computed by dividing the net income (loss) for the period by the basic weighted average number of shares outstanding during the period. Diluted net income (loss) per share was computed by dividing the net income (loss) for the period by the weighted average number and any potentially dilutive securities outstanding during the period.

Share-Based Compensation

We recognize compensation expense for all share-based payment awards made to employees, directors and others based on the estimated fair values on the date of the grant. Options are valued using the Black-Scholes Option-Pricing Model using the market price of our common stock on the date of valuation, an expected dividend yield of zero, the remaining period or maturity date of the warrants and the expected volatility of our common stock.

Deferred Income Taxes

Deferred income taxes are provided for temporary differences between financial statement and income tax reporting under the liability method, using expected tax rates and laws that are expected to be in effect when the differences are expected to reverse. A valuation allowance is provided when it is more likely than not, that the deferred tax assets will not be realized.

New Accounting Pronouncements

We do not believe that any recently issued, but not yet effective accounting pronouncements, if adopted, would have a material effect on the accompanying consolidated financial statements.

ITEM 3. Quantitative and Qualitative Disclosures About Market Risk

Not required.

ITEM 4. Controls and Procedures**Evaluation of Disclosure Controls and Procedures**

We carried out an evaluation, under the supervision and with the participation of our management, including our Chief Executive Officer and our Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures, as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act. Based upon that evaluation, our Chief Executive Officer and the Chief Financial Officer have concluded that our disclosure controls and procedures were not effective as of September 30, 2011, based on their evaluation of these controls and procedures. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by an issuer in reports it files or submits under the Exchange Act is accumulated and communicated to management, including its principal executive officer or officers and principal financial officer or officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure.

We have identified certain matters that constitute material weakness (as defined under the Public Company Accounting Oversight Board Auditing Standard No. 2) in our internal controls over financial reporting. The material weaknesses that we have identified relate to the fact that that our overall financial reporting structure, internal accounting information systems and current staffing levels are not sufficient to support our financial reporting requirements. We are working to remedy our deficiency.

Changes in Internal Control over Financial Reporting

There were no changes in our internal controls over financial reporting identified in connection with the evaluation of such internal controls that occurred during our last fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal controls over financial reporting.

PART II. OTHER INFORMATION

ITEM 1. Legal Proceedings

None

ITEM 1A. Risk Factors

There are no material changes in the risk factors previously disclosed in our annual report on Form 10-K for the year ended December 31, 2010.

ITEM 2. Unregistered Sales of Equity Securities and Use of Proceeds

There were no sales of unregistered securities during the three months ended September 30, 2011.

ITEM 3. Defaults upon Senior Securities

None

ITEM 4. Reserved

ITEM 5. Other Information

None

ITEM 6. Exhibits

The exhibits listed in the following Exhibit Index are filed as part of this quarterly report.

Exhibit Number and Description

| | |
|----------|---|
| 3.1 | Restated Certificate of Incorporation. (1) |
| 3.2 | Certificate of Amendment of the Restated Certificate of Incorporation. (2) |
| 3.3 | By-Laws. (1) |
| 31.1 | Certification of Chief Executive Officer and Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act. |
| 32.1 | Certification of Chief Executive Officer and Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act. |
| 101.INS* | XBRL Instance Document |
| 101.SCH* | XBRL Taxonomy Extension Schema |
| 101.CAL* | XBRL Taxonomy Extension Calculation Linkbase |
| 101.LAB* | XBRL Taxonomy Extension Label Linkbase |
| 101.PRE* | XBRL Taxonomy Extension Presentation Linkbase |
| 101.DEF* | XBRL Taxonomy Extension Definition Document |

* Furnished Herewith

- (1) Incorporated by reference to the exhibits included with registration of securities on Form 10-SB, filed with the U.S. Securities and Exchange Commission on April 10, 1997.
- (2) Incorporated by reference to the exhibits included with quarterly report on Form 10-Q, filed with the U.S. Securities and Exchange Commission on August 14, 2008.

SIGNATURES

In accordance with Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Dated: November 21, 2011

ALPHA-EN CORPORATION

By: /s/ Jerome I. Feldman

Jerome I. Feldman
Chairman, Chief Executive Officer, Chief
Financial Officer and Treasurer
(principal executive officer and principal
financial and accounting officer)

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EX-31.1 2 v241088_ex31-1.htm EXHIBIT 31.1

Exhibit 31.1

CERTIFICATION OF C.E.O. AND C.F.O. PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

The undersigned, in the capacity and date indicated below, hereby certifies that:

1. I have reviewed this quarterly report on Form 10-Q of alpha-En Corporation.
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(s) 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(s) 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.

November 21, 2011

/s/ Jerome I. Feldman

CERTIFICATE PURSUANT TO 18 U.S.C. SECTION 1350, SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of alpha-En Corporation (the "Company") on Form 10-Q for the quarter ended September 30, 2011, as filed with the Securities and Exchange Commission (the "Report"), I, Jerome I. Feldman, Chairman, Chief Executive Officer, Chief Financial Officer and Treasurer, certify, 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.

November 21, 2011

/s/ Jerome I. Feldman
Jerome I. Feldman
Chairman, Chief Executive Officer, Chief Financial Officer
and Treasurer

EX-101.INS 5 alpe-20110930.xml XBRL INSTANCE DOCUMENT 28121030 179 69383 -8022043 257911 2000000 7911 114837 7694 1519 7788103 161242 257911 0 -25113 0.01 283024 798918 5426 250000 217 278210 27821030 0.01 27821030 35000000 0 0 1000000 2175 69383 -7832316 253931 2000000 3931 56506 3127 1993 7718103 100818 253931 0 94614 0.01 159317 798918 250000 804 278210 27821030 0.01 27821030 35000000 0 0 1000000 -11162 51591 1082 -41342 -9783 29630 -80755 1083 -1996 81837 39346 26758759 Q3 ALPE ALPHA-EN CORPORATION false Smaller Reporting Company 2011 10-Q 2011-09-30 0001023298 --12-31 160000 5426 58331 <div> <div style="TEXT-INDENT: 0pt; DISPLAY: block; MARGIN-LEFT: 0pt; MARGIN-RIGHT: 0pt" align="left"> 7. Common Stock</div> <div style="TEXT-INDENT: 0pt; DISPLAY: block; MARGIN-LEFT: 0pt; MARGIN-RIGHT: 0pt" align="justify"> </div> <div style="TEXT-INDENT: 0pt; DISPLAY: block; MARGIN-LEFT: 0pt; MARGIN-RIGHT: 0pt" align="left">On February 25, 2011, the Company entered into a one year agreement for investor relation consulting services in exchange for 300,000 shares of common stock valued at \$126,000, \$0.42 per share, the fair value of the shares on the date of issuance.</div> <div style="TEXT-INDENT: 0pt; DISPLAY: block; MARGIN-LEFT: 0pt; MARGIN-RIGHT: 0pt" align="justify"> </div> <div style="TEXT-INDENT: 0pt; DISPLAY: block; MARGIN-LEFT: 0pt; MARGIN-RIGHT: 0pt" align="left">During the quarter ended June 30, 2011, the consulting agreement was mutually cancelled and 300,000 shares of common stock were cancelled, resulting in a gain of \$31,500, net of the unamortized prepaid consulting expense.</div> </div> 474 <div> <div style="TEXT-INDENT: 0pt; DISPLAY: block; MARGIN-LEFT: 0pt; MARGIN-RIGHT: 0pt" align="justify"> 5. Notes Payable</div> <div style="TEXT-INDENT: 0pt; DISPLAY: block; MARGIN-LEFT: 0pt; MARGIN-RIGHT: 0pt" align="justify"> </div> <div style="TEXT-INDENT: 0pt; DISPLAY: block; MARGIN-LEFT: 0pt; MARGIN-RIGHT: 0pt" align="justify">On May 11, 2011, in connection with the purchase of directors and officers liability insurance, the Company borrowed \$12,171 payable in eight equal monthly installments of \$1,613.93, including interest of 11.04%, per annum, through January 2012.</div> </div> -63870 18066 60423 70000 -189727 70000 <div> <div style="TEXT-INDENT: 0pt; DISPLAY: block; MARGIN-LEFT: 0pt; MARGIN-RIGHT: 0pt" align="left"> 2. Summary of Significant Accounting Policies</div> <div style="TEXT-INDENT: 0pt; DISPLAY: block; MARGIN-LEFT: 0pt; MARGIN-RIGHT: 0pt" align="justify"> </div> <div style="TEXT-INDENT: 0pt; DISPLAY: block; MARGIN-LEFT: 0pt; MARGIN-RIGHT: 0pt" align="left"> Basis of presentation</div> <div style="TEXT-INDENT: 0pt; DISPLAY: block">
</div> <div style="TEXT-INDENT: 0pt; DISPLAY: block; MARGIN-LEFT: 0pt; MARGIN-RIGHT: 0pt" align="justify">The accompanying unaudited financial statements and related notes have been prepared in accordance with accounting principles generally accepted in the United States for interim financial statements and with the rules and regulations under Regulation S-X of the Securities and Exchange Commission for Form 10-Q. Accordingly, they do not include all of the information and footnotes required by accounting principles generally accepted in the United States for complete financial statements presentation. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary to present fairly the financial position, results of operations and cash flows for interim financial statements have been included. These financial statements should be read in conjunction with the financial statements of the Company together with the Company's management discussion and

analysis in Item 2 of this report and in the Company's Form 10-K for the year ended December 31, 2010. Interim results are not necessarily indicative of the results for a full year.

Consolidated Financial Statements

The Company's consolidated financial statements include all the accounts of the Company and its wholly-owned subsidiaries. All material intercompany accounts and transactions have been eliminated.

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

Intangible Assets

Intangible assets are recorded at fair value and, as they have an indefinite life, will not be amortized. The carrying value of the intangible assets will be evaluated by management for impairment at least annually or upon the occurrence of an event which may indicate that the carrying amount may be greater than its fair value. If impaired, the Company will write down such impairment. In addition, the useful life of the intangible assets will be evaluated by management at least annually or upon the occurrence of an event which may indicate that the useful life may be definitive and the Company will commence amortization over such useful life.

Research and Development Expense

Research and development costs are expensed as incurred. Research and development expenses consist of stock-based compensation paid to consultants and outside service providers for development costs relating to the design, development and testing of the processing of lithium for use in batteries and other fields.

Share-Based Compensation

The Company recognizes compensation expense for all share-based payment awards made to employees, directors and others based on the estimated fair values on the date of the grant. Common stock equivalents are valued using the Black-Scholes Option-Pricing Model using the market price of our common stock on the date of valuation, an expected dividend yield of zero, the remaining period or maturity date of the common stock equivalent and the expected volatility of our common stock.

Recent Accounting Pronouncements

In September 2011, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2011-08: Intangibles and Goodwill and Other (Topic 350) Testing Goodwill for Impairment. The amendments in this update are intended to reduce complexity and costs by allowing the reporting entity the option to make a qualitative evaluation about the likelihood of goodwill impairment to determine whether it should calculate the fair value of a reporting unit. The update includes examples of events and circumstances that an entity should consider in evaluating whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount. ASU 2011-08 is effective for annual and interim goodwill impairment tests performed for fiscal years beginning after December 15, 2011. Early adoption is permitted for annual and interim goodwill impairment tests performed as of a date prior to September 15, 2011 if the entity's financial statements for the most recent annual or interim period have not yet been issued.

In June 2011, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2011-05, Comprehensive Income (Topic 220): Presentation of Comprehensive Income. ASU 2011-05: (1) eliminates the option to present components of other comprehensive income (OCI) as part of the statement of changes in stockholders' equity, (2) requires presentation of each component of net income and each component of OCI (and their respective totals) either in a single continuous statement or in two separate (but consecutive) statements, and (3) requires presentation of reclassification adjustments on the face of the statement.

amendment is effective for fiscal years and interim periods within those years, beginning after December 15, 2011. The Company does not expect the adoption of ASU 2011-05 to have a significant impact on the Company's consolidated financial statements.

In May 2011, the FASB issued ASU 2011-04, Fair Value Measurement (Topic 820): Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs. The new guidance results in a consistent definition of fair value and common requirements for measurement of and disclosure about fair value between U.S. Generally Accepted Accounting Principles (GAAP) and International Financial Reporting Standards. While many of the amendments to U.S. GAAP are not expected to have a significant effect on practice, the new guidance changes some fair value measurement principles and disclosure requirements. Adoption of ASU 2011-04 is effective for annual periods beginning after December 15, 2011 and is not expected to have a significant impact on the Company's consolidated financial statements.

Management does not believe that any other recently issued, but not yet effective accounting pronouncements, if adopted, would have a material effect on the accompanying financial statements.

1. Organization and Operations

Alpha-En Corporation (Company) was incorporated in Delaware on March 7, 1997 and had operated through its wholly-owned subsidiaries, Avenue Pictures, Inc. and its subsidiaries and Wombat Productions, Inc., through May 2, 2006.

From May 2, 2006, through February 24, 2009, the Company had been inactive.

On February 25, 2009, the Company was granted a license for an exclusive, worldwide, transferable, perpetual license to use certain proprietary technology for the processing of lithium for use in batteries and other fields.

Commencing in October 2010, working through a third party, the Company conducted a series of tests to determine if the process works and, based on the results, believes that the process is workable and commercially feasible (Note 6).

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9. Income Taxes

As of September 30, 2011, management has evaluated and concluded that there are no significant uncertain tax positions required recognition in the Company's consolidated financial statements.

6. Option Agreement

On February 23, 2011, the Company entered into an Option Agreement (with a company, owned 25% by a stockholder/officer, which had been conducting research and development in connection with the commercial manufacture of lithium metal for use in batteries and other applications under the Company's proprietary license.

In exchange for the rights to the research and development of and to further develop the lithium process, the Company granted an option to purchase 1,000,000 shares of its common stock exercisable at \$.11 per share, for five years from the date of grant. The option was valued at \$70,000 using the Black-Scholes Option-Pricing Model using the market price of our common stock on the date of valuation of \$.011, an expected dividend yield of zero, a term of five years, an annual risk-free interest rate of 2.21% and an expected volatility of 80.75%.

The option is immediately exercisable and is subject to adjustment by the Company in the event there are any changes in the stock of the Company by reason of stock dividends, stock splits, reorganizations, mergers, consolidations, combinations, exchanges of shares or if the number and price of shares available under the Option should be equitably adjusted by the Company.

4. Intangible Assets

On February 25, 2009, the Company was granted an exclusive, worldwide, transferable, perpetual license (License) to use certain proprietary technology for the processing of lithium for use in batteries and other fields. A patent application relating to the licensed technology is pending.

In exchange for the License, the Company:

(1) issued 1,000,000 shares of common stock of the Company;

(2) issued an additional 2,000,000 shares of common stock of the Company, which are restricted and subject to forfeiture if there has not been at least \$1,000,000 in total commercial sales of licensed products within three years (Threshold);

(3) will pay royalties of \$1.00 per kilogram, of lithium products manufactured and sold, payable quarterly;

(4) will pay royalties of \$.01 per kilogram, of excess products manufactured and sold, payable quarterly;

(5) will grant options to purchase up to a total of 19% (inclusive of previously issued shares) of the issued and outstanding shares of the Company upon the issuance of any additional shares after the date of the License. These options are exercisable at the same prices as the shares sold or values received for five years from each grant date. These grants are only issuable if the Threshold is met.

Upon a transfer of the entire License, the Company shall pay the licensor a fee equal to 19% of all compensation received on the transfer.

The License has been recorded at its fair value of \$250,000 based on the management's projected net cash flows to be realized from sales of products under the License.

8. Related Party Transactions

As of September 30, 2011, loan payable; stockholder/officer was \$114,837, payable on demand, with interest at 5%, per annum.

In October and November 2011, the Company borrowed an additional \$2,000 and, \$8,500, respectively, from the stockholder/officer.

An officer of the Company provides administrative space without rent.

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Going Concern and Management's Plans

The accompanying consolidated financial statements have been prepared assuming that Company will continue as a going concern, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. The Company had incurred operating losses, has negative working capital and no operating cash flow and future losses are anticipated.

The Company's plan is to raise equity financing, which even if successful, may not result in cash flow sufficient to finance and expand its business and generate sales from the License (Note 4). These factors raise substantial doubt about the Company's ability to continue as a going concern. Realization of assets is dependent upon future operations of the Company, which in turn is dependent upon management's plans to meet its financing requirements and the success of its future operations. These financial statements do not include any adjustments related to the recoverability and classification of asset amounts or the amounts and classification of liabilities that might be necessary should the Company be unable to continue existence.

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TAXONOMY EXTENSION SCHEMA 101 - Document - Document and Entity Information link:calculationLink link:presentationLink link:definitionLink
103 - Statement - CONSOLIDATED BALANCE SHEET link:calculationLink link:presentationLink link:definitionLink 104 - Statement - CONSOLIDATED

BALANCE SHEET (Parenthetical) link:calculationLink link:presentationLink link:definitionLink 105 - Statement - CONSOLIDATED STATEMENT OF OPERATIONS link:calculationLink link:presentationLink link:definitionLink 106 - Statement - CONSOLIDATED STATEMENT OF CASH FLOWS link:calculationLink link:presentationLink link:definitionLink 107 - Disclosure - Organization and Operations link:calculationLink link:presentationLink link:definitionLink 108 - Disclosure - Summary of Significant Accounting Policies link:calculationLink link:presentationLink link:definitionLink 109 - Disclosure - Going Concern and Management's Plans link:calculationLink link:presentationLink link:definitionLink 110 - Disclosure - Intangible Assets link:calculationLink link:presentationLink link:definitionLink 111 - Disclosure - Notes Payable link:calculationLink link:presentationLink link:definitionLink 112 - Disclosure - Option Agreement link:calculationLink link:presentationLink link:definitionLink 113 - Disclosure - Common Stock link:calculationLink link:presentationLink link:definitionLink 114 - Disclosure - Related Party Transactions link:calculationLink link:presentationLink link:definitionLink 115 - Disclosure - Income Taxes link:calculationLink link:presentationLink link:definitionLink EX-101.CAL 7 alpe-20110930_cal.xml XBRL TAXONOMY EXTENSION CALCULATION LINKBASE EX-101.DEF 8 alpe-20110930_def.xml XBRL TAXONOMY EXTENSION DEFINITION LINKBASE EX-101.LAB 9 alpe-20110930_lab.xml XBRL TAXONOMY EXTENSION LABEL LINKBASE Accounts Payable and Accrued Liabilities, Current Accounts payable and accrued expenses Additional paid-in capital Option granted for research and development Adjustments to reconcile net loss to net cash used in operating activities: Amendment Flag Amortization TOTAL ASSETS TOTAL ASSETS ASSETS Total current assets Total current assets Current assets Cash Cash - End of period Cash - Beginning of period Decrease in cash Decrease in cash Class of Stock [Domain] Class B common stock Common stock Common stock, par value Common stock, shares authorized Common stock, issued Common stock, shares outstanding Common stock value Current Fiscal Year End Date Notes Payable Option Agreement Document - Document and Entity Information [Abstract] Document - Document and Entity Information [Abstract] Document Fiscal Period Focus Document Fiscal Year Focus Document Information [Line Items] Document Period End Date Document Type Loan payable - stockholder/officer Due to related party Net loss per share - basic and diluted Entities [Table] Entity Central Index Key Entity Common Stock, Shares Outstanding Entity [Domain] Entity Filer Category Entity Registrant Name Cancellation of consulting agreement General and administrative expenses General and administrative expenses Going Concern Disclosure [Text Block] Going Concern and Management's Plans Income Statement [Abstract] Income Taxes Increase (Decrease) in Accounts Payable and Accrued Liabilities Accounts payable and accrued expenses Changes in operating assets and liabilities: Increase (Decrease) in Prepaid Expense Prepaid expenses Intangible Assets Disclosure [Text Block] Intangible Assets Intangible Assets, Net (Excluding Goodwill) Intangible assets Legal Entity [Axis] TOTAL LIABILITIES TOTAL LIABILITIES TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT) TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT) LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT) Current liabilities Organization and Operations Net cash provided by financing activities Net cash provided by financing activities Cash Flows From Financing Activities Net cash used in operating activities Net cash used in operating activities Cash Flows From Operations Net loss Net loss Note payable Notes to Financial Statements [Abstract] Notes to Financial Statements [Abstract] Preferred stock, par value Preferred stock, shares authorized Preferred stock, issued Preferred stock, \$.01 par value, 2,000,000 shares authorized; none issued Prepaid expenses Increase in loan payable - stockholder/officer Increase (decrease) in note payable Related Party Transactions Decrease in due to related party Decrease in due to related party Research and development expenses Research and development expenses Accumulated deficit Revenues Summary of Significant Accounting Policies Class of Stock [Axis] Statement [Line Items] Statement of Cash Flows [Abstract] Statement of Financial Position [Abstract] Statement [Table] TOTAL STOCKHOLDERS' EQUITY (DEFICIT) TOTAL STOCKHOLDERS' EQUITY (DEFICIT) STOCKHOLDERS' EQUITY (DEFICIT) Stockholders' Equity Note Disclosure [Text Block] Common Stock Payment of loan payable - stockholder/officer for issuance of common stock Noncash Transaction: Trading Symbol Treasury stock, shares Treasury stock, at cost (798,918 shares of common stock) Treasury stock, at cost (798,918 shares of common stock) Weighted Average Number of Shares Outstanding where Basic and Diluted are the same and reported as a single line Weighted average common shares outstanding - basic and diluted EX-101.PRE 10 alpe-20110930_pre.xml XBRL TAXONOMY EXTENSION PRESENTATION LINKBASE XML 11 report.css IDEA: XBRL DOCUMENT /* Updated 2009-11-04 */ v2.2.0.24 /* DefRef Styles */ ..report table.authRefData { background-color: #def; 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text-align: left; } ..report .pl { text-align: left; vertical-align: top; white-space: normal; width: 200px; word-wrap: break-word; } ..report td.pl a a { cursor: pointer; display: block; width: 200px; } ..report td.pl div.a { width: 200px; } ..report td.pl a:hover { background-color: #ffc; } /* Header rows... */ ..report tr.rh { background-color: #acf; color: black; font-weight: bold; } /* Calendars... */ ..report .rc { background-color: #f0f0f0; } /* Even rows... */ ..report .re, .report .reu { background-color: #def; } ..report .reu td { border-bottom: 1px solid black; } /* Odd rows... */ ..report .ro, .report .rou { background-color: white; } ..report .rou td { border-bottom: 1px solid black; } ..report .rou table td, .report .reu table td { border-bottom: 0px solid black; } /* styles for footnote marker */ ..report .fn { white-space: nowrap; } /* styles for numeric types */ ..report .num, .report .nump { text-align: right; white-space: nowrap; } ..report .nump { padding-left: 2em; } ..report .nump { padding: 0px 0.4em 0px 2em; } /* styles for text types */ ..report .text { text-align: left; white-space: normal; } ..report .text.big { margin-bottom: 1em; width: 17em; } ..report .text.more { display: none; } ..report .text.note { font-style: italic; font-weight: bold; } ..report .text.small { width: 10em; } ..report sup { font-style: italic; } ..report .outerFootnotes { font-size: 1em; } XML 12 R9.htm IDEA: XBRL DOCUMENT

Intangible Assets

9 Months Ended

Sep. 30, 2011

[Intangible Assets](#)

4. Intangible Assets

On February 25, 2009, the Company was granted an exclusive, worldwide, transferable, perpetual license (License) to use certain proprietary technology for the processing of lithium for use in batteries and other fields. A patent

VUA;CL@1D].5"U325I%.B'Q,!T)SY#;VUM96YC:6YG#0II M;B!;8W1O8F5R#(P,3'L(=O0T*8V]N9'5C=&5D(&\$@2!F96%\$S:6)L92'H3F]T92'V*2X\ M+V9O;G0^/"]D:78^#0H+V1I=CX'0O:F%V87-C3X-"B'@('"\=;&%B;&4@8VQA2!O9B!3:6=N:69I8V%N="!!8V-O=6YT:6YG(%!O;&EC:65S/&)R M/CPO'0^/&1I=CX-"CQD:78@6QE/3-\$)U1%6%0M24Y\$14Y4.B'P<0[(S1)4U!,05DZ(&L;V-K.R!- M05)'24XM3\$5&5#H@,!T.R!- 05)'24XM4DE'2%0Z(#!P="<@86QI9VX],T1J=M969T/CQF;VYT('T>6QE/3-\$)T1)4U!,05DZ(&EN;&EN93L@1D].5"U&04U) M3%DZ(%!I;65S(\$YE=R12;VUA;CL@1D].5"U325I%.B'Q,!T.R!&3TY4+5=% M24=(5#H@8F]L9"<^#0I"87- I6QE/3-\$)U1%6%0M24Y\$14Y4.B'P<0[(S1)4U!,05DZ M(&L;V-K)SX\8G(@+SX\+V1I=CX-"CQD:78@0T*86-C;W5N=&EN9R!P2!A8V-E<1E9"!!; B!T:&4@56YI=&5D(%-T871E7-I M2!I M;F!H8V%T:79E(&]F('1H92!R97-U;'1S(&9O65A6QE/3-\$)U1%6%0M24Y\$14Y4.B'P<0[(S1) M4U!,05DZ(&L;V- K.R!-05)'24XM3\$5&5#H@,!T.R!-05)'24XM4DE'2%0Z M(#!P="<@86QI9VX],T1J=7-T:69Y/B8C>\$SP.SPO9&EV/@T*/&1I=B!S=EL M93TS1"=415A4+4E.1\$5.5#H@,!T.R!\$25-03\$%9.B!B;&]C:SL@34%21TE. 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M+5)1TA4.B'P<0G(&%L:6=N/3-\$:G5S=& EF>3X\9F]N="!S=EL93TS1"=\$ M25-03\$%9.B!;FQI;F4[(S9/3E0M1D%-24Q9.B!4:6UE6QE/3-\$)U1%6%0M M24Y\$14Y4.B'P<0[(S1)4U!,05DZ(&L;V- K.R!-05)'24XM3\$5&5#H@,!T.M.R!-05)'24XM4DE'2%0Z(#!P="<@86QI9VX],T1J=7-T:69Y/B8C>\$SP.SPO M9&EV/@T* /&1I=B!S=EL93TS1"=415A4+4E.1\$5.5#H@,!T.R!\$25-03\$%9.M.B!B;&]C:SL@34%21TE.+4Q%1E0Z(#!P=#L@34%21TE.+5)1TA4.B'P<0G M(&%L:6=N/3-\$:G5S=&EF>3X\9F]N="!S=EL93TS1"=\$25-03\$%9.B!;FQI M;F4[(S9/3E0M1D%-24Q9.B!4:6UE2!H879E(&%N(&EN9&5F:6YI=& 4-"FQI9F4L M("I;&P@;F]T(&E(&%M;W)T:7IE9"XF(WA!,#LFWA!,#M4:&4@8V%R2!M86YA9V5M96YT(&9O2!B92!G\$SP.R8C M>\$SP.TEF(&EM<&%I2!W:6QL(=R:71E(&1O=VX@ M6QE/3-\$)U1%6%0M24Y\$14Y4 M.B'P<0[(S1)4U!,05DZ(&L;V- K.R!-05)'24XM3\$5&5#H@,!T.R!-05)' M24XM4DE'2%0Z(#!P="<@86QI9VX],T1J=7-T:69Y/CQF;VYT('T>6QE/3-\$ M)T1)4U!,05DZ(&EN;&EN93L@1D].5"U&04U)3%DZ(%!I;65S(\$YE=R12;VUA M;CL@1D].5"U325I%.B'Q,!T)SY297- E87)C:'T*86YD(&1E=F5L;W!M M96YT(&-O!E;G-E9"!A!E;G-E3XF(WA!,#L+V1I=CX-"CQD:78@6QE/3-\$)U1% M6%0M24Y\$14Y4.B'P<0[(S1)4U!,05DZ(&L;V-K.R!-05)'24XM3\$5&5#H@ M,!T.R!-05)'24XM4DE'2%0Z(#!P="<@86QI9VX],T1J=7-T:69Y/CQF;VYT M('T>6QE/3-\$)T1)4U!,05DZ(&EN;&EN93L@1D].5"U&04U)3%DZ(%!I;65S M(\$YE=R12;VUA;CL@1D].5"U325I%.B'Q,!T)SY4:&4-"D-O; 7!A;GD@6UE;G0-"F%W87)D65E\$SP.R8C>\$SP.T-O M;6UO;@T*3XF(WA!,#L+V1I=CX-"CQD:78@3XF(WA!,#L+V1I=CX-"CQD:78@# (P,4.[26YT86YG:6)L97,F(W@R,#\$T M.T=O;V1W:6QL(&%N9"!!/=AE#(P,40[+B8C>\$SP.R8C>\$SP.U1H92!A M;65N9&UE;G1S(&EN('H:7-"G5P9&%T92!A2!T:&4@;W!T:6]N('O(&UA:V4@82!Q=6%L:71A=&EV M92!E=F%L=6%T:6]N(&%B;W5T#0IT:& 4@;&EK96QI:&]O9"!!O9B!G;V]D=VEL M;"!!;7!A:7)M96YT('O(&1E=&5R;6EN92!W:&5T:&5R(&ET#0IS:&]J;&0@ M8V%L8W5L871E('1H92!F86ER('9A;5E(&]F(&\$@2!S:&]J;&0-"F-O;G-I9&5R M(&EN(&5V86QU871I;F<@=VAE=&AE2!T:&%N M(&YO="!T:&%T('1H90T*9F%165A M2!A9&]P=&EO;B!I2=S(&9!F%N8VEA;"!S=&%T96UE;G1S(&9O3XF M(WA!,#L+V1I=CX-"CQD:78@\$\$P.S\$U+" R.#\$Q+B!4:&4@0V]M<&%N>2!D;V5S(&YO="!E">!E8W0@=&AE M(&D;W!T:6]N(&]F#01!4U4@/C'Q,2TP-2!T;R!H879E(&]F@6QE/3-\$ M)U1%6%0M24Y\$14Y4.B'P<0[(S1)4U!,05DZ(&L;V-K.R!-05)'24XM3\$5& M5#H@,!T.R!-05)'24XM4DE'2%0Z(#!P="<@86QI9VX],T1J=7-T:69Y/B8C M>\$SP.SPO9&EV/@T*/&1I=B!S=EL93TS1"=415A4+4E.1\$5.5#H@,!T.R!\$ M25-03\$%9.B!B;&]C:SL@34%21TE.+4Q%1E0Z(#!P=#L@34%21TE.+5)1TA4 M.B'P<0G(&%L:6=N/3-\$:G5S=& EF>3X\9F]N="!S=EL93TS1"=\$25-03\$%9 M.B!;FQI;F4[(S9/3E0M1D%-24Q9.B!4:6UE2' R,#\$Q+"!T:&4@1D%30B!6QE/3-\$ M)U1%6%0M24Y\$14Y4.B'P<0[(S1)4U!,05DZ(&L;V-K.R!-05)'24XM3\$5& M5#H@,!T.R!-05)'24XM4DE'2%0Z(#!P="<@86QI9VX],T1J=7-T:69Y/CQF M;VYT('T>6QE/3-\$)T1)4U!,05DZ(&EN;&EN93L@1D].5"U&04U)3%DZ(%!I M;65S(\$YE=R12;VUA;CL@1D].5"U325I%.B'Q,!T)SY- 86YA9V5M96YT#0ID M;V5S(&YO="!B96QI979E('1H870@86Y Y(&]T:&5R('E8V5N=&QY(&ES'0O:F%V87-C3X-"B'@('"\=;&%B;&4@8VQA M'0^/&1I=CX-"CQD:78@6QE/3-\$)U1%6%0M24Y\$14Y4.B'P<0[(S1) M4U!,05DZ(&L;V-K.R!-05)'24XM3\$5&5#H@,!T.R!-05)'24XM4DE'2%0Z M(#!P="<@86QI9VX],T1J=7-T:69Y/B8C>\$SP.SPO9&EV/@T*/&1I=B!S=EL M93TS1"=415A4+4E.1\$5.5#H@,!T.R!\$25-03\$%9.B!B;&]C:SL@34%21TE. 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M5#H@,!T.R!\$25-03\$%9.B!B;&]C:SL@34%21TE.+4Q%1E0Z(!P=#L@34%2 M1TE.+5))1TA4.B'P<0G(&%L:6=N/3-\$:G5S=&EF>3X9F]N="!S=EL93TS M1"=\$25-03\$%9.B!;FQI;F4[(9/3E0M1D%-24Q9.B!4:6UE2!W87,@9W)A;G1E9"!A;B!E>-L-7-I=F4L(=O2!T96-H;F]L;V=Y(&9O6QE/3-\$)U1%6%0M24Y\$14Y4.B'P<0[(1)4U!,05DZ M(&L;V-K.R!-05)24XM3\$5&5#H@,!T.R!-05)24XM4DE'2%0Z(!P="<@M86Q19VX],T1J=7-T:69Y/CQF;VYT('T>6QE/3-\$)T1)4U!,05DZ(&EN;&EN M93L@1D].5"U&04U)3%DZ(%I;65S(\$YE=R12;VUA;CL@1D].5"U3251%.B'Q M,!T)SY);@T*97AC:&%N9V4@9F]R('H92!;-6-E;G-E+!T:&4@0V]M<&%N M>3H+V9O;G0^"JD:78^#0H9&EV('T>6QE/3-\$)U1%6%0M24Y\$14Y4.B'P M<0[(1)4U!,05DZ(&L;V-K.R!-05)24XM3\$5&5#H@,!T.R!-05)24XM M4DE'2%0Z(!P="<@86Q19VX],T1J=7-T:69Y/B8C>\$P.SPO9&EV/@T*/&I1 M=B!S=EL93TS1"=415A4+4E.1\$5.5#H@,!T.R!\$25-03\$%9.B!B;&]C:SL@M34%21TE.+4Q%1E0Z(!P=#L@34%21TE.+5))1TA4.B'P<0G(&%L:6=N/3-\$ M:G5S=&EF>3X9F]N="!S=EL93TS1"=\$25-03\$%9.B!;FQI;F4[(9/3E0M1D%-24Q9.B!4:6UE6QE/3-\$)U1%6%0M24Y\$14Y4.B'P<0[(1)4U!, M05DZ(&L;V-K.R!-05)24XM3\$5&5#H@,3AP=#L@34%21TE.+5))1TA4.B'P M<0G(&%L:6=N/3-\$:G5S=&EF>3X9F]N="!S=EL93TS1"=\$25-03\$%9.B! 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**Going Concern and Management's
Plans**

**9 Months Ended
Sep. 30, 2011**

Going Concern and Management's
Plans

3. Going Concern and Management's Plans

The accompanying consolidated financial statements have been prepared assuming that Company will continue as a going concern, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. The Company had incurred operating losses, has negative working capital and no operating cash flow and future losses are anticipated.

The Company's plan is to raise equity financing, which even if successful, may not result in cash flow sufficient to finance and expand its business and generate sales from the License (Note 4). These factors raise substantial doubt about the Company's ability to continue as a going concern. Realization of assets is dependent upon future operations of the Company, which in turn is dependent upon management's plans to meet its financing requirements and the success of its future operations. These financial statements do not include any adjustments related to the recoverability and classification of asset amounts or the amounts and classification of liabilities that might be necessary should the Company be unable to continue existence.

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M#NV8H>\$62#EC).?>GB9L!K%(E5/Y*9Q]UG2/_RBK5KM@5RM?HAS*<[ZOI5/D7H7*^7DQX((1/1%)(1 M!./('6'XB\1S]J%J[.#IOM3AW_V\$!O_9
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M"17V8!ZK;3*G3V>O9WE59;B<6U<_LM]+6NTE%O:5TFI+V]U72:L]P='U MI]56.5N+JWAQ\SQ7TQ=K'<3@UX^+?H4+4]1ODR@O=;]-
'?>EO78?E:A)\ZXP31J M*CXIO6:ZEN]3J<@4=G*B]J8&9F-F@]0T\$*_Y-DW'\+P&E*Y2Z>R?K(2)3 MMP>#;C%O#D**>C2.]X8/>>B@?
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M"-OL]CK]7F?P^X\$!+NE%_>V3*7'!Z<EO] M,N!(SL5>JU6R'HLKCC'=9HUBQ,N'@OXER,2;?\"(1/5]?P_)_&]8]3/C^
MZ?G9Z?GP(OCT)'_OH;A.1L40N.\$21SR^NFRDRX]'#(19KS#CXG:/I">?"3#9
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M]P_Q@/J.;KX5KO\$4N]6CRLJVOF>/LPH%EOQ2?T/0E27X3_MK/7GBY5NYB M,)M?>^/1Z_[-*5Y=EV)
>ZK];S8]7ZY!7=W*+C*1T%XA(H_N#F.?)YD] M^,Z5-S'-PW'52OP#T^\$<[P=>OYV63^3@N=QCUBQ'QPZ.+X^?^]QZYQ MU7?L\#
>X_%)=/A43(B_N3^./?S\$=;C'MR[+_?L0HW),U<41T)LLDTXJ MZ4KO.W9T>G)9/QI^OX\$U]**8^\$W+SM64^_&W%?_?=QC-BU)'_QZ:%8\$
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U.;6.D28+?5[UG?86UCI8BL;W6]WWE8Z570UCMYJ.UFM5K&T,7S0-J MQ^GH5QY@3DI_Q^+T@%PE87.>N>L6P>3F^OF6%9B6]L
>N#7K[+^-\$2C09T M[DPP70T>W5,SW-4F!^!82LA'G@N08(R!W]SP@7?*4Z(#H_%,8-)>#<M;#+:#1%P!>=(EG&2):SPZ*1C1
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>DQ!9A"U.G+FP<-C4_>TYD2%F(7F882#7WRB M@OJQ-#)#T!P7BAC)^RB_EL\$ MO-*IZ=F69Q_I%1H&!@ FI7(M60#A3!OGSB M>8"1N"
(X\$36:#1#E:S/,(^\$^54SJK9E2=>DR2:05BN#0/\$\$D7,-A^/ M/5;D(IJ172[*]V,A#,\$[?0.AU.75S37J+NP"-
E)WDZF16GP38S1UC05.#6*T(3TZ!1J#U&ZKL'PAV?C&] MKD,0,SR%-TU;IZ89;&GPSS#]>5"42E%KIE'+<84PK."5:;^5=8
M721G3'K%M8ZF,Z-/X82#+QZ-A!/&3A&],ZXR3?0:EC97]?9+Y=(PI_-%L8 MEUB,(%P>ZA:*3P5%DIL#(14GUD70E)0&9<,) >
MXEVL\$Z5NWR&DYSK8>!&@9K'MK.(_=H]]U4J>L)AWL>Q(DB7W/C.P M3H^+@/@:28K=Y@UV<0!WIM]L]&M;%0)FI[.+>H9W&
F_NTPUF.RS[YC8@4P M2X]QCM*Q_8Y1\$,(#--04!Z5!&PSC84&KA:*PPE2R'2 MW!V5Z[&W4FL">? 1X,N)C*:T"%@/(A-7
,3P,L)BK)9(RD)]PW;=1NT.V- M^@>2H?V<#+T=POJ3.P3LQC[@,5W4WUC93?X3W"XURL6*K=8@XFX8&+027H M,VBGF,X-

P/D*7#FO-^&]XKT\`YT3^> M#=#LBF_ .]U!\LTL1A:-D+#1G/7Q\V:2NJ!?.V`HG\$^NBOKI#G?ZG/CF[JF M.^=\0%E)/LYY:K0Y_0
/*4_+17U4BS>DFB@KW.?!=7BJ>L]TF!jO3/:_D*3'K M2)>/@5E8#;C`Y_Q2*-7E+<&U)Z^`1E0'A^?7+DPD*UC8TWC`CA(PDQ=X2,0
MJK2,+1K75FD\UFA963<%/9T7QL!i*Z8)&3MK>`K0#0W1=#VX`R9&9DIG6SM;
MQPZ+.^!AZG;\`PVVK`GSEA\$C&ZAF+@UPFR<\$O5Q>RWJM1TM9Y#QX MWMGQ:+=53IO1?OD(M97S*7^`2D\!_4FD).;\$/K/D-
_KF0UR#OJ)?J#W,J6SDE M\$@BIZ;_1\$)K\$*KE@GL8G6\G6.9(KP&F,=:9GBA!HP_1OQNF2%`4[YP:2(#H\ MS\IOZDF`K1K;#]
[]Q?W<#1^I6Y5_CM\PB7KD6A93E\$=-M]K!`GD+ M\8,/#+2C:=;4\@=YNF\WDZPO+U/6Q9ZU%]EVL6&W\W4`?0UQHR\QV#>(.;^!
M8-]@K_L6@7W#F^=:`/8-<]H;_7N'<\>W[O>-3_[WY?<-^2;ON>\;]LS7U5/!
MGCQ\R19^^`]02P,\$%``````@`DWEU/Q<385C3#0``BO````4`''!A;!E+3(P
M,3\$P.3,P7V1E9BYX;6Q55`D`[:PRDZVL,I.=7@+`\$\$)0X````0Y`0``[5U;
M<]LV%G[O3/\#5WW9G:FL2YIL[(G;D24[HUG']MA*F]V7#\$1",C84H1*D8_77 M+T!2HB@2)"B1`JC%3"=-R'.`P`@N>\$`^O#;
Z(\V7J!+\$`8N6[VS;LN`CHDM MY,PO6Y^?VH.GX7C<^NW7`W_X\+=VV[@>?1P\&O>.C1QHC-N?H.>B5^.+`6WH
M`@:;\$`*_`;Q8&2,X0P[R:*O&+7*^30&!/QOL3\N@C[Y83Q[WO*B
MT_G^_?L9M.;`;>.@[3,3+SI&N[WN]_0P@OCW5FO?_9^Z\TC]AWKPNAO/1JZ
M\$`0]6U0D^JK;Z[79?^>3?O?BEW<7_>Y_MJGQX+M,ZBENP(I\$`TR&7K2U`4HP?`^S)N]UOGRZ?3*X0*TD4,\X)@)1M98%FOO_/R\\${S=
MIJ9R6-Z&?%NLMYWP94A-T`4)`KS%9C`0`G`,+@7[5WM-UF:/VKU^^TWO[]58 MK5]9AQ]
<;,-.#,"B2^`U1)>M@A:#+W8BIX]NW!VV0+V\$@:3TSU_TV7\XVP
M2^@XZW_#QSKVO&OMQH[,\`PN`NE;!FO_\`X`:-+1[?;?];_?Q^L-2]:N!U& MVQ%JMG.H\
(^4^N31Q]!UZ`X)E8S^R6S+G2RR1X(2C5?-Z(G-?`H M8C6!XPU,DYHNCQK;!VPC\$U\$.^I=V=C\5BE*P2[K1OX1TVZ`F!HPUQDA8MJ8
MT,&O!W)17W5C'.3+,4=3&PX(@1ZI&Z](?W5C`L&I5S=-.7A^U8]OT2;4@7BRA MOP)]\OAM2F(-,:&?V3,U/U?,P7T`JX`KIC\$X4);:-
9Q>WG&MD4]]NL_?>HS M,=JZ5X9XKW7CC^:!.B/>:N("CMF8%KJ`H\$R_:=O_YAO0V/!^A5?3D<12N"):
MHD`Y,BZ3`&N6A75\$]0*>[;<S9 M\&VOG`1I]N/(BA<`.7N+&G+7*6G00WL!%U/HEA0SP5JCC,^T"=?TI[]&9ER MDF8U\$,EK;7(X+
(63D)`9-"Q6%P:/F5-51Q>:0)*>BWG.C:9DD)[&:.5X`2 MO/-LCE\Z%0D=IK787P+UU>[VHKS#3_31UP`MVF+=W]A@OF[.!E-
H7[;2[SNU MRS/T71;`WE!5!NQ_0^!>.:]:(KH,T;BD]4NYGK.P[P?H(FS=T&3P9MY8]_=+@F%JW/\$\$SR8\G;
3B/_ ,6937<\^2:TV1RQ@M?U2Q,H M-!9A@ZF=)4[R_9`D60WI`+C`E/= _?HON.+)E:([FGQXL(T-7E
M>`=@P?TT=LGJE^X6SH\$=]CUX15D*>)>B?IEH),=6\=-J,<5VAD3]QMY8L]JM
MX`8EHV[?NIG(`Q0+7B*>F8L7`L9HW27.TG4&=FF8?MGJ=;0,3>Q2ZL"IO6`1 M'+0N6Y[KP_@A=CSJ;5[;0<1'064X9W]I&
4MJ75PZ\$Y>M?LOP`<6!ETP*4-LX M[,0#AXQ(TE:M!^2,^LS=AB/;\:IC:/W&0^,X0#`\$-R<#,>4UQR!_.3&0B1`F MAOFV\3!W;\$/<,
[5WCH64[\$C`"?YX(PI2['D-\WWB(_`Q`C/*\`2@S_?-\$-P%[W M1`#F!VXQ7DD.3F:=! =U9LB^AIF*#N)%*FL.4XGT74`#YUD
M?KCFG+&@.=/>\$=D,D&DPS#YISF%8AF\$9M#VR?K(;GT6/OT95%>0!K-C"&3@6 M?4)#&.L6@2FR@R45Z;J="&Z?@:/.0]`:\$DHG
/L`@*RQ,P1+Y('=>+2(6HKD M03T\$3]#PI3RY!E/FOIC<99\$DDB=GP>I-T\$B74FA0=VEE2,WJZ3A"!J^DR,0T
MZ?TLL..9&W`VSRU8\$`HS0\6T4RA48YA`%4]A3V`W=BL,[Z%V_FK;/W/V/&%O?D!`\$&&7@V6OZMGWL#M53"]5^E3"D" ?V;04U
M3!7(FU6HPR&2(Z>@957\$EI:VGHK9RXD+`?`5=:RSB`^?M(^Z/\$\$KX%N9(X MOZ_>EHLX.+&P9(.UK)[N2]F]W\$;C70&
(4()N&U28\$XLAJ5[=R]UD3% ;9P`Q["O,"7Y6KTRK&KG:= M6A5@`ZA5+E^K>*(Y63B5*]O\$W2GYU7*`X#
(IS&20A9&=Z8,ZA.,>5M\$?)S-('GLH-R"[, :WT MJL#*D(F;[ABS](^SL!(R/S&J;CED!
<`\$5%<\$LZ]RM%3.=2XE`P9@07USZB\$H)R?F7C0BQG\$I9<`W2 M'*2-3ZND-QEOE51C@LSR<0DJLP(F57#DJK0+
M*)M1I'I`TNINPMW]X\$8JTO?STC;/;`!M8A5)E50UU=Y1"E#5%I[-/Y3]2`6F M5.](5KMO)^J+Z%`\:;!:\$2^]`65`^R=-^`%-
J`820YGIUS6A[\$<,GE#`KPGE M/Z7AYGV:ZA[1V!-FZKM4`%ZL`R\$V[#XL7052916(O-W[,_,24@^K`L1UBK[
M"A!D#AQKA&S?X^;5BKB42G!+2>I\!W?8KHVG2\$V@LWT"707R(E^]C)S5B/-Y
MI*`#G2!S>JW+2I[<*4G6ZG1B2D>C@E(NO=T0CM,=)]\$("P"=:Y)&CEG`^FD M*OR9?=[P! =IXR=17_@K(YY&#X@Z/C>SNGFM\$^LJ)-;
3/VO&GGS]`])>(& 6X(7JESF\YDK&-B>R/^4[17OVTH3\$IL*]>@Z!U9MI!(KK2;LF(ABRC4G\G=/ MJ@):#N=3N:RP-
D]G<3ECL=V.KG*PC`M^7G+O3T(Z3E,53)"E(EZ=^WEW+5 M]G])XH4"_0%<N,6Y"/[SUHWV`V"[@LRN0&&
(+.*\37HA%VL)4Z4B:R84+5 M33";@0<7OR`ZG5>KS]3_&COW=%D"]I/U`Y,:MO"(7<\$-SW5T)67,%MCUT%^!
M@6.90.3=1CST`4SZHNNXX`7?`^BJ8`MH<3#`^=(RF`0BFKH7=I)/+%G(?N>8NB\$DG>`-1ZF8J
MR1WP?!>SR)3@AVR?PV>6K4U)U:WD)XGSN9HFE#O8M6\BZ4SN,\$&\$KEKI7)V&A.?SJ;@7IB=G6JH[[%0]2ME(6X=1665ME
M;96U5:XQ[A528-HXJV:<63%JI09Y?V7`\$R5;Z_&H3^5"&UXM>`5AE<;WL(! MX:I-;6R5,
[::;J?#?&"G8D+]NVCTR%#3#RROIZ/'18)3X_(-V MJHV\+O+:R&LC_]CY`]5P]H94,T9".K&G[%-Q2??_I49D9[PLEQ;>P::^R.
M?3N/T&?!@R#*KTVY-N4R`L3\$%[@VVJH9[>U["8NH%Z8&13:]/=\$+=-9@*S M#4R9%K1CHJ-
P; ;I/QG274A[:>*MFO, +9B;@]82M]4\$7SO-')ULKY[]HCT/; M8VV/M3VNM>8L3V5I`PWP!\ZK(LI(#^XW]02P,\$%``````@`DWEU
/U3Y?:FN M\$0``)-X`^!4`''!A;!E+3(P,3\$P.3,P7VQA8BYX;6Q55`D`[:PRDZVL,I. M=7@+`\$\$)0X````0Y`0``W9UY<]NX%
<#_WYG]#JC;F?`_2W[K[]Z\X=;!UU=ONO= MHB&-(TI00_>9\$GT@`X.2\$P2G!\$TQ@^,LODC&N`)B5,TB.BO\$YR2YT(C&R)&
MT<_GMP/TX0@4H;LL6YQUNU^^#DFX0PG`2;+/0]8O(LZG:+. `Y5U9`B[X],7 MQZ]*W]RR)0W/T(O21Q<)P1F71B\$WAW]UCU^`*-;
(9JB6Y*2Y)Z\$QWE<>XDXK&D MZ=NCDE\DR0^9LFLR\M^V2T\$C[]^BGALX5F(GW9`_C!8!7=DCCL1
M33-,@XJB*Q.]?3UZ]`=^:V23J.S5)8R8(\$,C8.12"LA?NL48AWQ4>?T1>?E MZ?%#&AY]+RI\D["8W)(IDC:<98
\>08HC>:F!SEG]TE9%IO19PD7:'?I63& M\$QB*&EYU">6JAC_F`Q\A(??QMK\J19:P3+O+M#/#>*\$*B06\$15%`766>_%!P
M63&0/&2\$AJ]D]:GO-P1*%2]B+`L5Q;*@4F`LHLV26I=E65.<3F2!AC3DGR1+\$@XB/(GB*(M(>K%, \$D*S MHGKI]-
NC74KHKCP4951\3\$C*EDE`&@5-E/)TLS['\$U`*/.9EB*Z*T,[`T`W M10DH+P)A&J*\$%0JY3G*RWFC#-JOC[P_G;"4#/RXNBBYBG-
7R<."T)2D=>[U MDBJI.`D*(`_F/%O]RB6[`>`>TR#J5=\$X3-M\LL,@MGN\$NA`M,0PCT:7B`^`9` M89]>X\$6486W.-=(^6UB]`3K\$5M(&
E_LTVS. MD1U.?)@CG?[\2_)>QFR8B/*J*`I-K<.2E[I&:(D0S&02`P?>@YX=6@I]JEXK\R*>O@`H*CHK!VM90]P

MQZOVUL?>=J2^]JOB]9(K,SK[F%-!):..`F<+''*'[H^?VR[7G&/W^.=^KI M`UCRH33T'/8+':!SB\`\$N>\$@BV?S+=]TEQIV]Z;
WO.@X*.K_!X'^QB[VWF#`^`K,N2G1L(:;MV9SN\K5SB^F(I82:B%O&%L)9;#QQYTDVH?#\$JPNRYI2!3]/LB&-%QENW[GF:HE5LZ7;4+K
M1^BS91`ZUX!X;`VAS`< .YD&X;E]!1D.0"()\$P2;PK",=FQP[9XTJEV]4^TPX
M5*3V[O&RLPZ@;TY>!A(@BL9M(R]1T[,JME32,3-*G=E2YFO%D=O043B+=#7=N M5%GM1-
(].EBP_:EV0JET6#3%\$G.X9#MXE3A^FG4-\@ (= *J: /5L,FOV@FJ%7F MBE4BS&GZDX[BMFS\ZI`G7`Y*8G:(0ZT@7C;GDQH^J
M`14F]B9@57:OJH&5V2=.=*MXTFTWW'F[/@G.(O`GU"]8;RM%WD^X5=3SV\$3N
M^UQ^+4Q4Z%WWO]?2NZYFH6SJ:F(?.)V3,CZ;M(3=*U9!ISJ,RE1-9U2M`D MB5?0EHU,'HOA\$VWXTCU`\$AX=+-=?6+)A1-
')QV'@O[#]XJ_DO18CR910`L&8 MTD!>^UA:"1J5A>I#9K1/&D\7TK!U) M+;M@SE(WM>\4VQ_KBMZI?;U8-9RYBV,
[TD+D`\$K%7MJ1'E(9<- \$KVHJ\&D I` M,^GDLG#>X)LT15C)EO"9\$N8;`FU-LVRW[UKP"-?;>O%N!+0)\$]]PKY`:`^
M,(!65DJ7./;N=OW\$&K[%[.WS1M@+I]5G2.;(B[#F6O5XC*-H(`>),#EV=X. M4R2\]9:/U/AH^`A`2:EFKM3A+JOZ[2L])(FDS8Y(9)
\[Z\$_,XK%;7*89%*_0"X2!TO5C`_M7(4XN`#7;Y!_AHZ MPU5LY%K_ P74CQ3Z#1#^N2#ZB?)G1M,
MGB!Y1;]0JY,LW,SG"E:J47[FV<:>C5R86@:>,>^!IX)?\$>O.R^4O%#IC[WX! M.5OP9D.;<8;H!&K);?)U--
6(S>:8^ .BO<-CSP&_ZOC\$1^N)'YE]}*9T^#QK3 M*OK*&QNK?& ,?7L'HOP6Z"@JB:/JVZ<:>S'TDXN#N+I6I@7L]L@6'2<-*JM8B9.OW; .
\I;`>.M_ ,%=RXY*CY16QUT\XHJ M*2R"HLWL#";*2/9+81&SUCI]-`ZRB!:_BA;1,]=T`->"!JEDO:%6FZ(-*)C
ML%BXH9V`N^K=C<^:E@T-R=*-7JA<8[PG?5N.7+RL`==>2`^#VU`N<"4W#YY&V(U30W90=(0_HHFXP7TH[T M@#HLLNW#M.-XWV\$L4>S-
91(&=)N`#V/\$*`/3!J"9JDNJP?3I/)[5#ZU>|CH M];#2=AR)/-C@D8Y79PY0:O8Z2J?3[3&B5.8+>^\$O7`8RUZVV&']1WH#^`=Z;*
M6BCG?M0JMEB\$!F;-5\$7BWP>Y'R/L;I-KCU`!XM(1V4S`W54&W3!ID-[3],4 M;TN8A%N5T57;_W*EZE*B!_.(P1O.,U]=FK/N-
W@\$_(/!^&I,T[- '= M\XW5RMC3+!LJVT`^E(NLX%\$.@8J'D&"24+;4V;FO>=?;|-!WA5-QX&M\$8XK] MW)RYJ&7G:0U-:~6Y*/&
[]X1F`IHB&WA^O&N)O-D#=#I&-6`G6ZB6;CO\ P7.: P M7.9OP0WD1I9@#98K;#B/X3R*KBJ&\^1`Y21G!<.#%`2E,0_ZA`FR%_9L2+PK
M1&T74;`M2!`^K)IACB':905;<2L%<3,\$!A#8`R!J4A@Y.9,0UL4!*4Q;=D` M[*\$9=3G4#0/E1LI?561*^M)C2(\>#
/8;TZ\$A2*LV@&ZCS7DFPYMTXTW\0,U! MN=+N,[U(E?P17R2MR_U@EA,93FOXD5(+A>%\$N9Q(.&^&)"H`3F,NM!>#>=
MX3F_M`%4(#%` / ,+4I2L;/R/EYXNB`< .<9T`5!:=QHSUH-AS(1V?/GAE;_V5ZG! M<\$83?U)TD3&L2O#%YPKS@XDU*0A*8VX4W3#Z#-
XU)D-[?39.;]W\9:6PB`%T M;2!TANX8NF/HSJYTIWC.-/Q&05!'X#[RU": "0_>7_4\$#L#!!0`^`(`)-Y
M=3^EZ.]8<8`^#XK`^`1`!P`86QP92TR,#\$Q,#DS,"YXO_NY8N+7QP`=X_M(:HSQGE M!'6=6Z(E7:(O'F%\$8DW0&`\%XL5&
GESLL"OT00KXB/!T9>K80_5RE6\$YEH` M3==>|@H\$W^&I2,L7=D3"QKM;*Q,]OQ%ROXEJB:~v)%B# M-?(A"NBj5*N.^=<8URK--
^?~6N7/I+4(5I+ .YAK]YKT`X\J98Q` [V;U&7>Z5 M48LQ-#2F"@V)(O*>^.6(2=D4\$120J\2M(JN`>EG(F'ON\5?+?;6]=BM++VAM
MVUQ.)*,["-.28^HNY4IC[I\$#!"+ZEHPW;:222<'D"BL:J/1<UOPCI4S@SC
M8&,_Q6IBK:, .SU:T4G7JU5V47@5\$I<)L3SH.LX#LA%:14E5J]5KCK1T%!E1I MU"L)"!>@-+500,77] &G>F5`E-
1T%` .H+R>Z)T.FC=MX_36,Z(OL,+H@+LY2`\ /- ,+ MPO6-D(MK,L4A`Z`?0\SHE!*_A+&9W\2:K)C\$`MR30#M`0!
MY5,1W4*#&8Q-*1@9@QK(7`P:=K/BU-%KQC6V[K7P0A-I_!=SO,,UU:LN>)S+ MZ[N\$J`]9RF6YB2N.S"=3RJG-
H%JI(@?%`.0E4*\$U%TJ07;C[#/OD(;P^_R= MO28P\T)F@3VXC"1118PD/!NXXH`M\:=:W35ZK7NVAAT
M`MCIC`B/5N\`99@,B>:OGF.5M*BGY#S36XYT6\[T;PZR9M/7I@`B05I,4TD
MARSN2;J.AV;9PIUE`3<:PY_;SMT8]6]0?]`9ML=Z#])ED^R-E;S&R8>5)?[M5!)/ITMV:)8MV7ENR=JMT4=TT^M_/DF6)=F=T\$2-
Q>85N"FNNL,ZE*0[0=F M807!J82\$1\&R)?W=S&H\IA0` (2;OIQA3O):KZ; ,I&9+=9*RD)OC.N/P.?,P
MURW/K@9@<3T0C`H4\$&2IKYCPON62-R=5MN10]R4?A8L%BELDIBCA`&T]H-C%
M:004&@E\$?!2Q+6!)+_FV\L=)_Q1`MN:-?65^_*C1@^/2\
M%U2[:]:5,SI AI`44T:JHXGEX,E605O95WU*B->=)XD(27Y.).+BKK8]AL*:O[M4EH':
(!7&-0^R5A,ODU!82XL%@'ARN8V)%`=XK>%@D_N'!:~5^97;*BU11TI
M]S-]9`^+VL'T+;~3M]9,\$NO_#*`S=DTU`XNF\$^DZGP/J5X9VZ*'/?`ZV;+7K
M^VK#@%J`VI;_I`0AI:/G<("E7HTES'JP9Q<[1;4^AB];[3?[:D?4R`*C)/E)
M^X(S-? .3U1@OBT_1,@BRU3T[G]L9+K.#^K]89YG_S);ED\$R1W8ULFJVXRY*
MBX"14M2&I6?PV?N8;B!%0*2&!>IV)S0B.\$#0;IS:`;)7ORBjF&\$NR?2R9+8L
MG7A["L@RLL%BTTTU<9+>\N##)%ZC3!C)??`S7Q7QAR)`R`E>L-S4^2-,3 MPG*F#+8I*?<,PT^2?YCGB-
I@*0D/4@0I>5^X2:W=N%N=^OW`E(74B.>NA7] MR!D(M#YFT1.>)[8"%/+&.3U M'0.,T[-<[C*/:CSFUKI,
/10B\$J;5ALO9_D;KO_,V\$OW/7S#I=_ M`U!+`0(>`Q0`~~~~))-Y=3^*B&(P\$R(``,3=``1`!@`~~~~`\$``~`"D@0`~
M`!A;'!E+3(P,3\$P.3,P+GAM;85410`#MK#*3G5X" P`!!"4.````\$.\$0\$`~%1+ M`0(>`Q0`~~~~))-Y=3^C!6"),0<`~(1-
````5`!e`~~~~`\$``~`"D@5XB`!A M;'!E+3(P,3\$P.3,P7V-A;"YX;6Q55`4`~`[ :PRDYU>`L`00E#`!`#D!`!!0  
M2P\$`'e,4`~~~~`"3>74`%Q-A6-,``~`\*\`~~~~`%0`8`~~~~~`!`~~~~`I('>\*0`~  
M86QP92TR,#\$Q,#DS,%)D968N>&UL550%`.VL,I.=7@+`\$\$)0X`~`~`~`OY`~`~` M4\$L!`AX#%`~~~~`@`DWEU/U3Y?:FN\$0`~`)-  
X`~`14`&`~~~~~`0`~~~~`\*2!`#@` M`&L<&4M,C^Q,3`Y,S!?;&B+GAM;85410`#MK#\*3G5X" P`!!"4.````\$.\$0\$`~  
M`%1+`0(>`Q0`~~~~) )-Y=3^BX%!: \$PX`~`~`~`~`<`\$0`5`!@`~~~~`\$``~`"D@?U)  
M`!A;'!E+3(P,3\$P.3,P7W!R92YX;6Q55`4`~`[ :PRDYU>`L`00E#`!`#D!  
M`!02P\$`'e,4`~~~~`"3>74`I>CO6`'&~~~~`^P`~`\$0`8`~~~~~`!`~~~~`I(? M6`~`~`~`86QP92TR,#\$Q,#DS,"YX`L`00E#`!`#D!`!!0  
52P4&`~~~~~`8`!@:~`@`&E\`~~~~~` end XML 16 R2.htm IDEA: XBRL DOCUMENT

**CONSOLIDATED BALANCE SHEET (USD \$)**

**Sep. 30, 2011 Dec. 31, 2010**

**Current assets**

Cash

\$ 217                      \$ 804





revenues and expenses during the reporting period. Actual results could differ from those estimates.

#### Intangible Assets

Intangible assets are recorded at fair value and, as they have an indefinite life, will not be amortized. The carrying value of the intangible assets will be evaluated by management for impairment at least annually or upon the occurrence of an event which may indicate that the carrying amount may be greater than its fair value. If impaired, the Company will write down such impairment. In addition, the useful life of the intangible assets will be evaluated by management at least annually or upon the occurrence of an event which may indicate that the useful life may be definitive and the Company will commence amortization over such useful life.

#### Research and Development Expense

Research and development costs are expensed as incurred. Research and development expenses consist of stock-based compensation paid to consultants and outside service providers for development costs relating to the design, development and testing of the processing of lithium for use in batteries and other fields.

#### Share-Based Compensation

The Company recognizes compensation expense for all share-based payment awards made to employees, directors and others based on the estimated fair values on the date of the grant. Common stock equivalents are valued using the Black-Scholes Option-Pricing Model using the market price of our common stock on the date of valuation, an expected dividend yield of zero, the remaining period or maturity date of the common stock equivalent and the expected volatility of our common stock.

#### Recent Accounting Pronouncements

In September 2011, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2011-08: "Intangibles—Goodwill and Other (Topic 350) Testing Goodwill for Impairment". The amendments in this update are intended to reduce complexity and costs by allowing the reporting entity the option to make a qualitative evaluation about the likelihood of goodwill impairment to determine whether it should calculate the fair value of a reporting unit. The update includes examples of events and circumstances that an entity should consider in evaluating whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount. ASU 2011-08 is effective for annual and interim goodwill impairment tests performed for fiscal years beginning after December 15, 2011. Early adoption is permitted for annual and interim goodwill impairment tests performed as of a date prior to September 15, 2011 if the entity's financial statements for the most recent annual or interim period have not yet been issued.

In June 2011, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2011-05, Comprehensive Income (Topic 220): Presentation of Comprehensive Income. ASU 2011-05: (1) eliminates the option to present components of other comprehensive income ("OCI") as part of the statement of changes in stockholders' equity, (2) requires presentation of each component of net income and each component of OCI (and their respective totals) either in a single continuous statement or in two separate (but consecutive) statements, and (3) requires presentation of reclassification adjustments on the face of the statement. The amendment is effective for fiscal years and interim periods within those years, beginning after December 15, 2011. The Company does not expect the adoption of ASU 2011-05 to have a significant impact on the Company's consolidated financial statements.

In May 2011, the FASB issued ASU 2011-04, Fair Value Measurement (Topic 820): "Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs". The new guidance results in a consistent definition of fair value and common requirements for measurement of and disclosure about fair value between U.S. Generally Accepted Accounting Principles (GAAP) and International Financial Reporting Standards. While many of the amendments to U.S. GAAP are not expected to have a significant effect on practice, the new guidance changes some fair value measurement principles and disclosure requirements. Adoption of ASU 2011-04 is effective for annual periods beginning after December 15, 2011 and is not expected to have a significant impact on the Company's consolidated financial statements.

Management does not believe that any other recently issued, but not yet effective accounting pronouncements, if adopted, would have a material effect on the accompanying financial statements.

XML 20 R3.htm IDEA: XBRL DOCUMENT

| <b>CONSOLIDATED BALANCE SHEET (Parenthetical)<br/>(USD \$)</b> | <b>Sep. 30, 2011</b> | <b>Dec. 31, 2010</b> |
|----------------------------------------------------------------|----------------------|----------------------|
| <a href="#"><u>Preferred stock, par value</u></a>              | \$ 0.01              | \$ 0.01              |
| <a href="#"><u>Preferred stock, shares authorized</u></a>      | 2,000,000            | 2,000,000            |
| <a href="#"><u>Preferred stock, issued</u></a>                 | 0                    | 0                    |
| <a href="#"><u>Treasury stock, shares</u></a>                  | 798,918              | 798,918              |
| Class B common stock                                           |                      |                      |



|                                                  |            |            |
|--------------------------------------------------|------------|------------|
| <a href="#">Common stock, par value</a>          | \$ 0       | \$ 0       |
| <a href="#">Common stock, shares authorized</a>  | 1,000,000  | 1,000,000  |
| <a href="#">Common stock, issued</a>             | 0          | 0          |
| Common stock                                     |            |            |
| <a href="#">Common stock, par value</a>          | \$ 0.01    | \$ 0.01    |
| <a href="#">Common stock, shares authorized</a>  | 35,000,000 | 35,000,000 |
| <a href="#">Common stock, issued</a>             | 27,821,030 | 27,821,030 |
| <a href="#">Common stock, shares outstanding</a> | 27,821,030 | 27,821,030 |

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| <b>Document and Entity Information</b>                  | <b>9 Months Ended</b>     |                      |
|---------------------------------------------------------|---------------------------|----------------------|
|                                                         | <b>Sep. 30, 2011</b>      | <b>Nov. 18, 2011</b> |
| <b>Document Information [Line Items]</b>                |                           |                      |
| <a href="#">Document Type</a>                           | 10-Q                      |                      |
| <a href="#">Amendment Flag</a>                          | false                     |                      |
| <a href="#">Document Period End Date</a>                | Sep. 30, 2011             |                      |
| <a href="#">Document Fiscal Year Focus</a>              | 2011                      |                      |
| <a href="#">Document Fiscal Period Focus</a>            | Q3                        |                      |
| <a href="#">Trading Symbol</a>                          | ALPE                      |                      |
| <a href="#">Entity Registrant Name</a>                  | ALPHA-EN CORPORATION      |                      |
| <a href="#">Entity Central Index Key</a>                | 0001023298                |                      |
| <a href="#">Current Fiscal Year End Date</a>            | --12-31                   |                      |
| <a href="#">Entity Filer Category</a>                   | Smaller Reporting Company |                      |
| <a href="#">Entity Common Stock, Shares Outstanding</a> |                           | 28,121,030           |

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| <b>CONSOLIDATED STATEMENT OF OPERATIONS (USD \$)</b>                           | <b>3 Months Ended</b> |                      | <b>9 Months Ended</b> |                      |
|--------------------------------------------------------------------------------|-----------------------|----------------------|-----------------------|----------------------|
|                                                                                | <b>Sep. 30, 2011</b>  | <b>Sep. 30, 2010</b> | <b>Sep. 30, 2011</b>  | <b>Sep. 30, 2010</b> |
| <a href="#">Revenues</a>                                                       | \$ 8                  | \$ 60                | \$ 474                | \$ 1,082             |
| <a href="#">Research and development expenses</a>                              |                       |                      | (70,000)              |                      |
| <a href="#">General and administrative expenses</a>                            | (45,819)              | (21,822)             | (151,701)             | (81,837)             |
| <a href="#">Cancellation of consulting agreement</a>                           |                       |                      | 31,500                |                      |
| <a href="#">Net loss</a>                                                       | \$ (45,811)           | \$ (21,762)          | \$ (189,727)          | \$ (80,755)          |
| <a href="#">Net loss per share - basic and diluted</a>                         |                       | [1]                  | [1] \$ (0.01)         | [1]                  |
| <a href="#">Weighted average common shares outstanding - basic and diluted</a> | 27,821,030            | 27,821,030           | 27,821,030            | 26,758,759           |

[1] Less than \$.01 per share

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| <b>Common Stock</b>          | <b>9 Months Ended</b>  |
|------------------------------|------------------------|
|                              | <b>Sep. 30, 2011</b>   |
| <a href="#">Common Stock</a> | <b>7. Common Stock</b> |

On February 25, 2011, the Company entered into a one year agreement for investor relation consulting services in exchange for 300,000 shares of common stock valued at \$126,000, \$0.42 per share, the fair value of the shares on the date of issuance.

During the quarter ended June 30, 2011, the consulting agreement was mutually cancelled and 300,000 shares of common stock were cancelled, resulting in a gain of \$31,500, net of the unamortized prepaid consulting expense.

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| <b>Option Agreement</b>          | <b>9 Months Ended</b>      |
|----------------------------------|----------------------------|
|                                  | <b>Sep. 30, 2011</b>       |
| <a href="#">Option Agreement</a> | <b>6. Option Agreement</b> |

On February 23, 2011, the Company entered into an Option Agreement ("Option") with a company, owned 25% by a stockholder/officer, which had been conducting research and development in connection with the commercial manufacture of lithium metal for use in batteries and other applications under the Company's proprietary license.

In exchange for the rights to the research and development of and to further develop the lithium process, the Company granted an option to purchase 1,000,000 shares of its common stock exercisable at \$.11 per share, for five years from the date of grant. The option was valued at \$70,000 using the Black-Scholes Option-Pricing Model using the market price of our common stock on the date of valuation of \$.011, an expected dividend yield of zero, a term of five years, an annual risk-free interest rate of 2.21% and an expected volatility of 80.75%.

The option is immediately exercisable and is subject to adjustment by the Company in the event there are any changes in the stock of the Company by reason of stock dividends, stock splits, reorganizations, mergers, consolidations, combinations, exchanges of shares or if the number and price of shares available under the Option should be equitably adjusted by the Company.

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**Related Party Transactions**  
[Related Party Transactions](#)

**9 Months Ended  
Sep. 30, 2011**

**8. Related Party Transactions**

As of September 30, 2011, loan payable – stockholder/officer was \$114,837, payable on demand, with interest at 5%, per annum.

In October and November 2011, the Company borrowed an additional \$2,000 and, \$8,500, respectively, from the stockholder/officer.

An officer of the Company provides administrative space without rent.

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**Income Taxes**  
[Income Taxes](#)

**9 Months Ended  
Sep. 30, 2011**

**9. Income Taxes**

As of September 30, 2011, management has evaluated and concluded that there are no significant uncertain tax positions required recognition in the Company's consolidated financial statements.

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**CONSOLIDATED STATEMENT OF  
CASH FLOWS (USD \$)**

**9 Months Ended  
Sep. 30, 2011 Sep. 30, 2010**

**Cash Flows From Operations**

Net loss \$ (189,727) \$ (80,755)

**Adjustments to reconcile net loss to net cash used in operating activities:**

Option granted for research and development 70,000

Amortization 13,500

**Changes in operating assets and liabilities:**

Prepaid expenses (18,066) 9,783

Accounts payable and accrued expenses 60,423 29,630

Net cash used in operating activities (63,870) (41,342)

**Cash Flows From Financing Activities**

Increase (decrease) in note payable 5,426 (11,162)

Increase in loan payable – stockholder/officer 58,331 51,591

Decrease in due to related party (474) (1,083)

Net cash provided by financing activities 63,283 39,346

Decrease in cash (587) (1,996)

Cash – Beginning of period 804 2,175

Cash – End of period 217 179

**Noncash Transaction:**

Payment of loan payable – stockholder/officer for issuance of common stock \$ 160,000

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**Notes Payable**  
[Notes Payable](#)

**9 Months Ended  
Sep. 30, 2011**

**5. Notes Payable**

On May 11, 2011, in connection with the purchase of directors and officers liability insurance, the Company borrowed \$12,171 payable in eight equal monthly installments of \$1,613.93, including interest of 11.04%, per annum, through January 2012.

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- Document - Document and Entity Information Sheet http://www.0001023298.com/taxonomy

/role/DocumentandEntityInformationDocumentandEntityInformationfalsefalseR2.htm103-

Statement - CONSOLIDATED BALANCE SHEET Sheet http://www.0001023298.com/taxonomy

/role/StatementOfFinancialPositionClassifiedCONSOLIDATEDBALANCESHEETfalsefalseR3.htm104-

Statement - CONSOLIDATED BALANCE SHEET (Parenthetical) Sheet http://www.0001023298.com/taxonomy

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false R4.htm 105 - Statement - CONSOLIDATED STATEMENT OF OPERATIONS Sheet <http://www.0001023298.com/taxonomy/role/StatementOfIncomeAlternative> CONSOLIDATED STATEMENT OF OPERATIONS false false R5.htm 106 - Statement - CONSOLIDATED STATEMENT OF CASH FLOWS Sheet <http://www.0001023298.com/taxonomy/role/StatementOfCashFlowsIndirect> CONSOLIDATED STATEMENT OF CASH FLOWS false false R6.htm 107 - Disclosure - Organization and Operations Sheet <http://www.0001023298.com/taxonomy/role/NotesToFinancialStatementsNatureOfOperations> Organization and Operations false false R7.htm 108 - Disclosure - Summary of Significant Accounting Policies Sheet <http://www.0001023298.com/taxonomy/role/NotesToFinancialStatementsSignificantAccountingPoliciesTextBlock> Summary of Significant Accounting Policies false false R8.htm 109 - Disclosure - Going Concern and Management's Plans Sheet <http://www.0001023298.com/taxonomy/role/NotesToFinancialStatementsGoingConcernDisclosureTextBlock> Going Concern and Management's Plans false false R9.htm 110 - Disclosure - Intangible Assets Sheet <http://www.0001023298.com/taxonomy/role/NotesToFinancialStatementsIntangibleAssetsDisclosureTextBlock> Intangible Assets false false R10.htm 111 - Disclosure - Notes Payable Notes <http://www.0001023298.com/taxonomy/role/NotesToFinancialStatementsDebtDisclosureTextBlock> Notes Payable false false R11.htm 112 - Disclosure - Option Agreement Sheet <http://www.0001023298.com/taxonomy/role/NotesToFinancialStatementsDisclosureOfCompensationRelatedCostsShareBasedPaymentsTextBlock> Option Agreement false false R12.htm 113 - Disclosure - Common Stock Sheet <http://www.0001023298.com/taxonomy/role/NotesToFinancialStatementsStockholdersEquityNoteDisclosureTextBlock> Common Stock false false R13.htm 114 - Disclosure - Related Party Transactions Sheet <http://www.0001023298.com/taxonomy/role/NotesToFinancialStatementsRelatedPartyTransactionsDisclosureTextBlock> Related Party Transactions false false R14.htm 115 - Disclosure - Income Taxes Sheet <http://www.0001023298.com/taxonomy/role/NotesToFinancialStatementsIncomeTaxDisclosureTextBlock> Income Taxes false false All Reports Book All Reports Element us-gaap\_CommonStockParOrStatedValuePerShare had a mix of decimals attribute values: 2 0. Process Flow-Through: 103 - Statement - CONSOLIDATED BALANCE SHEET Process Flow-Through: Removing column 'Sep. 30, 2010' Process Flow-Through: Removing column 'Dec. 31, 2009' Process Flow-Through: 104 - Statement - CONSOLIDATED BALANCE SHEET (Parenthetical) Process Flow-Through: 105 - Statement - CONSOLIDATED STATEMENT OF OPERATIONS Process Flow-Through: 106 - Statement - CONSOLIDATED STATEMENT OF CASH FLOWS alpe-20110930.xml alpe-20110930.xsd alpe-20110930\_cal.xml alpe-20110930\_def.xml alpe-20110930\_lab.xml alpe-20110930\_pre.xml true true