United States
Securities and Exchange Commission
Washington, DC 20549
FORM 10-QSB
Quarterly Report Under Section 13 or 15(d) of the Securities Exchange Act of 1934

For the Quarter Ended
September 30, 2006

Commission File Number 333-119234

THE FLOORING ZONE, INC.
(Exact name of registrant as specified in its charter)
NEVADA
(State or other jurisdiction of incorporation or organization
20-0019425
(I.R.S. Employer Identification No.)

3219 Glynn Avenue, Brunswick, Georgia 31520
(Address of principal executive offices)
(912) 264-0505
(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12 (b) of the Act: None.
Securities registered pursuant to section $12(\mathrm{~g})$ of the Exchange Act: Common, $\$ 0.001$ par value

Check whether the Issuer 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 report(s) Yes [X] No [ ]

Check whether the Issuer has been subject to such filing requirements for the past 90 days. Yes [X] No [ ]

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

As of November 9, 2006 we had $19,569,750$ shares of our $\$ 0.001$ par value, common stock outstanding.

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## PART I FINANCIAL INFORMATION

Item 1. Financial Statements
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The Flooring Zone, Inc.
Condensed Consolidated Balance Sheet
September 30, 2006
(Unaudited)

ASSETS

Current assets:

| <S> | <C> |  |
| :---: | :---: | :---: |
| Cash | \$ | 32,137 |
| Accounts receivable, net |  | 142,639 |
| Inventory |  | 303,164 |
| Prepaid expense |  | 4,230 |
| Total current assets |  | 482,170 |
| Property \& equipment, net |  | 224,964 |
| Other assets: |  |  |
| Intangible assets, net |  | 5,158 |
| Deposits |  | 6,031 |
| Total other assets |  | 11,189 |
| TOTAL ASSETS | \$ | 718,323 |

See accompanying notes to financial statements
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## <CAPTION>

The Flooring Zone, Inc.
Condensed Consolidated Balance Sheet-[continued]
September 30, 2006
(Unaudited)
LIABILITIES AND STOCKHOLDERS' DEFICIT

| Current liabilities: |  |  |  |  |  |
| :--- | :--- | :--- | :--- | :---: | :---: |
| <S> | <C> |  |  |  |  |
| Accounts payable |  | $\$$ | 255,008 |  |  |
| Related party loans |  |  | $1,604,925$ |  |  |
| Customer deposits |  |  | 42,366 |  |  |
| Accrued liabilities |  | 11,415 |  |  |  |

Current portion long-term debt

Long-term liabilities:

| Note payable-related party | 71,928 |
| :--- | :---: |
| Long-term debt | 474,133 |
| Current portion long-term debt | $(102,259)$ |
| Total long-term liabilities | ------------------143,802 |
| Total liabilities | $2,459,775$ |

Stockholders' deficit:-Note 2
Preferred Stock, 10,000,000 shares authorized \$.001 par value value: No shares issued and outstanding

Common stock, 100,000,000 shares authorized $\$ .001$ par value; 19,569,750 shares issued and outstanding 19,570

Additional paid in capital

Accumulated deficit
$(2,388,279)$

Total stockholders' deficit

$$
(1,741,452)
$$

## TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT <br> 718,323

See accompanying notes to financial statements
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</TABLE>
$<$ TABLE $>$
$<$ CAPTION $>$

The Flooring Zone, Inc. Condensed Consolidated Statements of Operations For the three month and nine month periods ended September 30, 2006 and 2005.
(Unaudited)


Other income (expense):
Interest expense
$(55,755)$
$(18,712) \quad(143,048)$
$(62,592)$


## See accompanying notes to financial statements

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The Flooring Zone, Inc.
Condensed Consolidated Statements of Cash Flows
For the nine month periods ended September 30, 2006 and 2005
(Unaudited)

|  | 9/30/2006 | 9/30/2005 |  |  |
| :---: | :---: | :---: | :---: | :---: |
| CASH FLOWS FROM OPERATING ACTIVITIES |  |  |  |  |
| <S> | $<\mathrm{C}>$ | <C> |  |  |
| Net income (loss) | \$ | $(216,992)$ | \$ | $(200,113)$ |
| Adjustments to reconcile net income (loss) to net cash used in operating activities: |  |  |  |  |
| Depreciation and amortization |  | 17,87 |  | 32,070 |
| Decrease (increase) in accounts receivable |  |  | (331) | 1,381 |
| Decrease (increase) in inventories |  | $(72,55$ |  | $(242,971)$ |
| Decrease (increase) in prepaid expenses |  |  | - | 65,571 |
| Increase (decrease) in accounts payable |  |  | 466) | $(17,143)$ |
| Increase (decrease) in accrued liabilities |  | $(4,20)$ |  | (295) |
| Increase (decrease) in customer deposits |  |  | 694) | 18,052 |
| Net cash used in operating activities |  | (363,4 |  | $(343,448)$ |
| CASH FLOWS FROM INVESTING ACTIVITIES |  |  |  |  |
| Purchase of property and equipment |  |  |  | $(7,748)$ |
| Net cash used in investing activities |  | - |  | $(7,748)$ |

## CASH FLOWS FROM FINANCING ACTIVITIES



## SUPPLEMENTAL DISCLOSURES

Cash paid for interest \$ 143,103 \$ 58,589
Cash paid for income taxes

The Flooring Zone, Inc.
Notes to Condensed Consolidated Financial Statements September 30, 2006

## Note 1 ORGANIZATION AND INTERIM FINANCIAL STATEMENTS

Organization-The Flooring Zone, Inc. (the "Company") is a corporation organized under the laws of the State of Nevada on May 5, 2003. The company's business operations provide for full-service retail floor covering products and services.

Interim financial statements-The accompanying condensed consolidated financial statements are unaudited and have been prepared in accordance with generally accepted accounting principles for interim financial information. Accordingly, they do not include all of the information and footnotes required by accounting principles for complete financial statements generally accepted in the United States of America. In the opinion of management, the accompanying consolidated financial statements contain all adjustments, consisting of normal recurring accruals, necessary for a fair presentation of our financial position as of September 30, 2006. There has not been any change in the significant accounting policies of The Flooring Zone, Inc. for the periods presented. The results of operations for the three months and nine months ended September 30, 2006 and 2005 are not necessarily indicative of the results for a full-year period. It is suggested that these unaudited condensed consolidated financial statements be read in conjunction with the consolidated financial statements and the notes thereto included in the Company's Annual Report on Form 10-KSB for the fiscal year ended December 31, 2005 filed with the Securities and Exchange Commission (the "SEC").

Stock based compensation- On January 1, 2006, the Company adopted the fair value recognition provisions of Statement of Financial Accounting Standards (SFAS) No. 123R, "Share-Based Payment," using the modified prospective method. However, for the three and nine months ended June 30, 2006, the Company's results of operations do not reflect any compensation expense because the Company had no new stock options granted under its stock incentive plans during the first nine months of fiscal year 2006 and no previous stock option grants which vested during the first nine months of fiscal year 2006.

Prior to the first quarter of fiscal year 2006, the Company accounted for its stock-based employee compensation arrangements in accordance with the provisions and related interpretations of Accounting Principles Board Opinion No. 25, "Accounting for Stock Issued to Employees." Had compensation cost for stock-based compensation been determined consistent with SFAS No. 123R, the net loss and net loss per share for the nine months ended September 30, 2005 would have been adjusted to the following pro forma amounts:

9/30/2005

Net income, as reported
$\$(200,113)$
Compensation cost under fair value-based accounting
method, net of tax $\qquad$
Net income, pro forma
\$ $(200,113)$
Net income per share-basic and diluted:

| As reported | $\$$ | $(0.01)$ |
| :--- | ---: | ---: |
| Pro forma | $\$$ | $(0.01)$ |

The Flooring Zone, Inc.
Notes to Condensed Consolidated Financial Statements
September 30, 2006
(Unaudited)

## Note 2 INVENTORY

Inventories are stated at lower of cost or market and consist of the following:

## 9/30/06



Note 3 GOING CONCERN
The accompanying financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. As shown in the financial statements, the Company has an accumulated deficit of $\$ 2,388,279$, and a negative working capital of $\$ 1,533,803$. These factors raise substantial doubt about the Company's ability to continue as a going concern.

Management plans include obtaining additional debt financing to cover the shortfalls in revenue and allowing the Company to begin purchasing inventory at a discount, and making changes in operations to reduce expenses. The Company may also seek additional equity financing through the sale of its shares, although the Company currently has no commitments for additional equity financing and there is no guarantee that the Company can obtain equity financing on acceptable terms or at all. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

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

This discussion summarizes the significant factors affecting our consolidated operating results, financial condition, liquidity and capital resources during the three and nine months ended September 30, 2006 and 2005. This discussion should be read in conjunction with the financial statements and financial statement footnotes included in this registration statement.

## Forward-Looking Statements

Certain statements of our expectations contained herein, including, but not limited to statements regarding sales growth, increases in comparable store sales, commodity price, inflation and deflation, and capital expenditures constitute "forward-looking statements." Such statements are based on currently available operating, financial and competitive information and are subject to various risks and uncertainties that could cause actual results to differ
materially from our historical experience and our present expectations. These risks and uncertainties include but are not limited to, fluctuations in and the overall condition of the U.S. economy, stability of costs and availability of sourcing channels, consumer confidence, our ability to negotiate favorable terms with suppliers, unanticipated weather conditions and the impact of competition. Undue reliance should not be placed on such forward-looking statements, as such statements speak only as of the date on which they are made.

2003, to operate full service retail floorcovering stores. We have a wholly-owned subsidiary, The Flooring Zone of Georgia, Inc. The Georgia corporation was formed in 2000, by the founders of The Flooring Zone, Inc., and was established to develop our business concept in the retail floorcovering industry. Through our subsidiary we operate two retail stores. We have stores in Brunswick, Georgia and Yulee, Florida. We also maintain administrative offices and warehouse facilities in Brunswick, Georgia.

## Results of Operations

Comparison of the three months ended September 30, 2006 and 2005.
During the three months ended September 30, 2006, we realized a net loss of $\$ 43,002$, or $\$ 0.01$ per share compared to a net loss of $\$ 210,281$, or $\$ 0.01$ per share during the three months ended September 30, 2005.

## Revenues

We generate revenue primarily from the sale of flooring products. We sell flooring products to two groups - retail customers and contractors. Retail customers generally pay higher prices for product than contractors. Historically, about $60 \%$ to $70 \%$ of our product sales have been to retail customers. In the current fiscal year we have experienced a shift in our traditional customer mix. To date this year, contractors have accounted for approximately $50 \%$ of our product sales. We believe this shift in our customer mix is, at least, partially due to Mr. Carroll taking a more active role in the day-to-day operations of the Company following his appointment as CEO. Mr. Carroll has been involved in the construction industry in Georgia for a number of years and we believe the increase in product sales to contractors has resulted from his relationships within the industry. While we realize smaller margins on products sold to contractors, we believe such decreases in net revenue are being partially offset by decreases in other expenses, including advertising and display costs. Unlike most retail customers, contractors represent routine repeat business. Contractors buy product often and in larger quantities than do retail customers. As our customer mix shifts to a higher percentage of contractor sales we have and may continue to decrease our advertising and display expenses as we decrease our need to constantly drive new retail customers to our stores.

During the three months ended September 30, 2006 average retail product prices were fairly constant, although prices for supplies such as carpet pad, glue, etc., are approximately $10 \%$ higher as compared to the same quarter of 2005. Despite higher retail prices for supplies, overall we realized a $19 \%$ decrease in revenue from product sales. This decrease in revenue from product sales in the three months ended September 30, 2006 is primarily the result of the closing of our St. Mary's store. As discussed above, another contributing factor to our decreased revenue from sales is the shift in our customer mix

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because contractors typically pay lower prices for product than do retail customers. We expect that revenue from product sales will continue to be lower throughout the rest of the 2006 fiscal year as compared to the 2005 fiscal year because of the closing of the St. Mary's store.

## Gross Profit

Our gross profit is directly affected by our costs of sales. Cost of sales includes all direct costs of floor coverings, materials used in installation and installation labor. As with revenues, our cost of sales and gross profit are directly affected by changes in the percentage of products sold to retail customers versus contractors. It is also affected by fluctuations in the prices we pay for the floor covering products we sell. As discussed above, the prices we can charge contractors are lower than the prices we can charge retail customers therefore our profit margin on product sales to retail customers is greater. Moreover, we often realize profit from providing installation services to retail customers. Contractors, on the other hand, typically use their own subcontractors to install the floor covering products they purchase. These subcontractors provide the materials used in installation and the installation labor.

Gross profit during the third fiscal quarter of 2006 , was $\$ 221,748$, an $86 \%$ increase compared to the third fiscal quarter of 2005 . As discussed above,
during the three months ended September 30, 2006 we realized a $19 \%$ decrease in revenues compared to the three months ended September 30, 2007. During the same time frame, we reduced costs of sales nearly $38 \%$. The decrease in revenue we realized in the current fiscal year was more than offset by the reduction in cost of sales. Cost of sales as a percentage of net revenues decreased from $85 \%$ during the third quarter 2005 to $65 \%$ during the third quarter 2006. This decrease in cost of sales is attributable to several factors. During the current fiscal year, we have made a conscious effort to hire better subcontractors who install with fewer problems and more efficiently. We have sought to improve our relationships with vendors and to reduce our accounts payable to obtain better pricing for inventory. We have limited the discounts given to customers. Finally, we have realized some reduction in cost of sales resulting from decreasing fuel prices

## General and Administrative Expenses

General and administrative expenses for the three months ended September 30, 2006, decreased $\$ 101,861$, or $33 \%$ to $\$ 208,995$ compared to the three months ended September 30, 2005. As a percentage of sales revenue general and administrative expenses decreased to $33 \%$ during the quarter ended September 30, 2006, compared to $39 \%$ during the quarter ended September, 30, 2005. During the three months ended September 30, 2006 and 2005, general and administrative costs consisted of:


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The $34 \%$ reduction in salaries and benefits costs in the three months ended September 30, 2006 compared to the same three month period 2005 is primarily the result of a reduction in our work force. This reduction in our work force resulted from the closing of our St. Mary's store and a reduction in our retails sales and accounts payable departments. In anticipation of expansion, we had hired more retail sales and accounts payable personnel than we needed to operate our current locations. With the decision not to expand at the current time, we laid off several persons. We do not expect significant additional changes salaries and benefits throughout the balance of 2006.

During the quarter ended September 30, 2006, advertising and display costs decreased by $90 \%$ compared to the same period of 2005. As explained above, this decrease is primarily attributable to the closing of our St. Mary's store. We anticipate the advertising and display costs will continue at lower rates during the balance of the 2006 fiscal year as a result of closing of the St. Mary's store and as a result of reduced marketing costs as we focus more attention on product sales to contractors rather than retail buyers

Occupancy costs and utilities during the second quarter 2006 compared to the same quarter 2005, decreased $7 \%$ as a result of the closing of the St. Mary's store. We had an increase in waste services because in previous periods we shared these costs with a neighbor. This arrangement no longer exists. We expect these costs to remain constant in the upcoming quarters.

Legal and accounting costs remained relatively constant during the three months ended September 30, 2006 and the three months ended September 30, 2005. We anticipate legal and accounting costs to continue at levels consistent with or higher than the third quarter 2006 as we begin to incur legal and accounting costs in connection with our ongoing public reporting obligations.

Other costs decreased 45\% during the quarter ended September 30, 2006 as compared to the quarter ending September 30, 2005 as we continued our efforts to control expenses. We anticipate other costs will to remain fairly constant in upcoming quarters.

For the reasons discussed above, we realize net income from operations during the three months ended September 30, 2006 of $\$ 12,753$ compared to a net loss from operations during the three months ended September 30, 2005 of $\$ 191,569$. We believe that if product sales remain constant or improve and we are able to continue to reduce costs and expenses we will continue to realize net income from operations.

## Interest Expense

As a result of carrying additional debt due to prior year losses and in an effort to improve its relationships with its vendors and to take advantage of vendor discounts, the Company carried more debt during the quarter ended September 30, 2006 than during the quarter ended September 30, 2005. During the third fiscal quarter 2006, the Company recognized interest expense of $\$ 55,755$, which represents a $198 \%$ increase in interest expense compared to the third fiscal quarter 2005.

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For the nine months ended September 30, 2006 and 2005
We incurred a net loss of $\$ 216,992$, or $\$ 0.01$ per share through the nine months ended September 30, 2006, compared to a net loss of $\$ 200,113$, or $\$ 0.01$ per share during the nine months ended September 30, 2005.

## Revenues

During the first nine months of fiscal 2006 average retail product prices were fairly constant, although we increased prices for supplies such as carpet pad, glue, etc., approximately $10 \%$ higher as compared to the same period of 2005. Despite higher retail prices for supplies, overall we have realized a $21 \%$ decrease in revenue from product sales. This decrease in revenue from product sales in the first three quarters of 2006 is primarily the result of the closing of our St. Mary's store. As discussed above, another contributing factor to our decreased revenue from sales is the shift in our customer mix because contractors typically pay lower prices for product than do retail customers. We expect that revenue from product sales will continue to be lower throughout the rest of the 2006 fiscal year as compared to the 2005 fiscal year because of the closing of the St. Mary's store.

## Gross Profit

Gross profit during the first nine months of 2006 was $\$ 513,231,37 \%$ lower than the $\$ 814,639$ gross profits realized during the first nine months of 2005. During the first nine months of 2006 , we realized a $21 \%$ decrease in net revenue. We also realized a $14 \%$ decrease in cost of sales during the first nine months of 2006 compared to the first nine months of 2005. Through the first nine months of fiscal 2006, cost of sales as a percentage of net revenues increased to $75 \%$. By comparison, during the nine months ended September 30, 2005, cost of sales as a percentage of net revenue was $68 \%$. While we have made efforts to control costs in hopes of offsetting some of the reduction in net revenue during the nine months ended September 30, 2006, decreases in cost of sales were insufficient to offset the decrease in net revenue. As discussed above, we have made a conscious effort to hire better subcontractors who install product with fewer problems and more efficiently. We have sought to improve our relationships with vendors and to reduce our accounts payable to obtain better pricing for inventory. We have limited the discounts given to customers, and we have realized some reduction in cost of sales resulting from decreasing fuel prices. We will continue this course of action as we seek to realize a gross profit in future periods.

## General and Administrative Expenses

General and administrative expenses for the nine months ended September 30 , 2006, decreased $\$ 364,985$, or $38 \%$ to $\$ 587,175$ compared to the nine months ended September 30, 2005, and as a percentage of sales revenue it decreased from $37 \%$ during the nine months ended September 30, 2005 to $29 \%$ for the nine months ended September 30, 2005. During the nine months ended September 30, 2006 and 2005, general and administrative costs consisted of:


The $39 \%$ reduction in salaries and benefits costs in the nine months ended September 30, 2006 compared to 2005 is the result of a reduction in our work force. This reduction in our work force resulted from the closing of our St. Mary's store and a reduction in our retails sales and accounts payable departments. In anticipation of expansion, we had hired more retail sales and accounts payable personnel than we needed to operate our current locations. With the decision not to expand at the current time, we laid off several persons. We do not expect significant additional changes salaries and benefits throughout the balance of 2006 .

During the nine months ended September 30, 2006 we decreased our advertising and display costs by $75 \%$ compared to the same period of 2005 . As explained above, this decrease is primarily attributable to the closing of our St. Mary's store and a reduction in advertising as our traditional customer mix continues to shift to focus more attention on product sales to contractors rather than retail buyers.

Occupancy costs and utilities during the nine months ended September 30,2006 compared to the same period of 2005 , decreased by $10 \%$. This decrease was the result of a decrease in occupancy and utility costs as a result of the closing of the St. Mary's store, which decreases were partially offset by increased waste services costs because in previous periods we shared these costs with a neighbor. We expect occupancy and utilities costs to remain relatively constant in the upcoming quarters.

Legal and accounting costs decreased $29 \%$ to $\$ 29,505$ during the nine month period ended September 30, 2006 compared to the nine month period ended September 30, 2005. We believe this decrease in legal and accounting costs is more an issue of timing than a reflection of any long-term reduction in legal and accounting costs and we expect legal and accounting costs to continue at levels consistent with or higher than the amounts incurred during the prior fiscal year.

Other costs decreased $58 \%$ to $\$ 91,733$ during the nine month period ended September 30, 2006 compared to the nine month period ended September 30, 2005 as we continued our efforts to control expenses. We anticipate other costs will to remain fairly consistent with those experienced in the current fiscal year in upcoming quarters.

## Net Loss from Operations

For the reasons disclosed above, during the nine months ended September 30,2006 we realized a net loss from operations of $\$ 73,944$ compared to a net loss of $\$ 137,521$ during the first nine months of 2005 . While we expect net losses to decrease in upcoming quarters, we do expect to continue to realize net losses through the balance of the current fiscal year.

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## Interest Expense

As a result of the Company carrying more debt during the nine months ended September 30, 2006, the Company recognized interest expense of $\$ 143,048$, which represents a $129 \%$ increase in interest expense compared to the nine months ended Septembers 30, 2005.

Liquidity and Capital Resources
Our capital resources have consisted of revenues from operations, funds
raised through the sale of our common stock and debt. During the fourth quarter 2005 we completed a public offering of our securities pursuant to an effective SB-2 registration statement. The funds raised in the SB-2 have since been used to fund our operations. As shown in our financial statements, we have an accumulated deficit of $\$ 2,388,279$, and negative working capital of $\$ 1,533,803$. These factors raise substantial doubt about our ability to continue as a going concern.

During the current fiscal quarter we realized net income from operations before interest payments. As noted above, we have also been making changes in operations to reduce expenses and improve our margins. We have been working to obtain additional debt financing to help cover shortfalls in revenue. We may also seek additional equity financing through the sale of our shares as we deem appropriate, although we currently have no commitments for additional equity financing and there is no guarantee that we can obtain equity financing on acceptable terms or at all.

During the first nine months of 2006 and 2005 cash was primarily used to fund operations. See below for additional discussion and analysis of cash flow.

Nine Months Ended
September 30, 2006 September 30, 2005

| Net cash used in operating activities | $(\$ 363,475)$ | $(\$ 343,448)$ |
| :--- | :---: | :---: |
| Net cash used in investing activities | - | $(\$ 7,748)$ |
| Net cash provided by financing activities | $\$ 331,330$ | $\$ 284,131$ |

NET INCREASE (DECREASE) IN CASH \$ 32,137 \$23,027

As discussed herein, during the nine months ended September 30, 2006 compared to the nine months ended September 30, 2005 product sales decreased leading to a reduction in net income of $\$ 16,879$, from a net loss of $\$ 200,113$. In addition to the reduction in cash from operating activities resulting from the net loss of $\$ 216,992$, we also realized decreases in accounts payable, accrued liabilities and customer deposits and an in increase in accounts receivable. These factors resulted in an increase in net cash used in operating activities of $\$ 20,027$ during the nine months ended September 30, 2006 as compared to the nine months ended September 30, 2005.

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We used $\$ 0$ net cash in investing activities during the nine months ended September 30, 3006. By comparison, we spent $\$ 7,748$ to acquire equipment during the first nine months of 2005 .

Net cash provided from financing activities was $\$ 331,330$ during the nine months ended September 30, 2006 compared to $\$ 284,131$ during the nine months ended September 30, 2005, a $17 \%$ increase. During the current year we have borrowed $\$ 399,200$ from a related party, through the first nine months of fiscal 2005, we had borrowed $\$ 210,361$. During the nine months ended September 30, 2006 we repaid $\$ 67,870$ in long term debt compared to $\$ 127,823$ during the first nine months of 2005. During the first nine months of $2005 \$ 201,593$ of the cash provided from financing activities came from the sale of our equity securities. By contrast, during the nine months ended September 30, 2006, cash flow from financing activities was the result of borrowing on a line of credit extended by a related party.

At September 30, 2006 and 2005, we had cash on hand of $\$ 32,137$ and $\$ 23,027$, respectively.

Summary of Material Contractual Commitments
The following table lists our significant commitments as of September 30, 2006.
<TABLE>
<CAPTION>

|  | Payments Due by Fiscal Year |  |  |  |  |  |
| :--- | :---: | :--- | :--- | :--- | :--- | :--- | :--- |
| Contractual Commitments | Total | 2006 | 2007 | 2008 | 2009 | Thereafter |


</TABLE $>$
Off-Balance Sheet Financing Arrangements
As of September 30, 2006 we had no off-balance sheet financing arrangements.

Critical Accounting Policies
Revenue Recognition
We recognize revenues in accordance with the Securities and Exchange Commission, Staff Accounting Bulletin (SAB) number 104, "Revenue Recognition in Financial Statements." SAB 104 clarifies application of U. S. generally accepted accounting principles to revenue transactions. Accordingly, revenue is recognized when an order has been received, the price is fixed and determinable,

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the order is shipped and installed, collection is reasonably assured and we have no significant obligations remaining. Licensing fees are royalties paid to us for licensing the use of the name The Flooring Zone. The royalties range from $1-2 \%$ of the licensee's commercial sales volume.

We record accounts receivable for sales which have been delivered but for which money has not been collected. An allowance for doubtful accounts is provided for accounts deemed potentially uncollectible based on analysis and aging of accounts. For customer purchases or deposits paid in advance, we record a liability until products are shipped or installed.

## Merchandise Inventory

We record inventory at the lower of cost or market, cost being determined on a first-in, first-out method. We do not believe our merchandise inventories are subject to significant risk of obsolescence in the near-term, and we have the ability to adjust purchasing practices based on anticipated sales trends and general economic conditions.

## Vendor Funds

We receive funds from vendors in the normal course of business for purchase-volume-related rebates. Our accounting treatment for these vendor-provided funds is consistent with Emerging Issues Task Force (EITF) 02-16 "Accounting by a Customer (Including a Reseller) for Certain Consideration Received From a Vendor." Under EITF 02-16, purchase volume rebates should be treated as a reduction of inventory cost, unless they represent a reimbursement of specific, incremental and identifiable costs incurred by the customer to sell the vendor's product. The purchase volume rebates that we receive do not meet the specific, incremental and identifiable criteria in EITF 02-16. Therefore, they are treated as a reduction in the cost of inventory and we recognize these funds as a reduction of cost of sales when the inventory is sold.

## Item 3. Controls and Procedures

## Evaluation of Disclosure Controls and Procedures

Our principal executive officers and our principal financial officer (the "Certifying Officers") are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e). Such officers have concluded (based upon their evaluations of these controls and procedures as of the end of the period covered by this report) that our disclosure controls and procedures are effective to ensure that information required to be disclosed by it in this report is accumulated and communicated to management, including the Certifying Officers as appropriate, to
allow timely decisions regarding required disclosure. Based on this evaluation, our Certifying Officers have concluded that our disclosure controls and procedures are effective as of September 30, 2006.

Changes in Internal Control over Financial Reporting
There were no changes in our internal controls over financial reporting during the quarter ended September 30, 2006 that materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

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## PART II - OTHER INFORMATION

Item 6. Exhibits
Exhibits. The following exhibits are included as part of this report:
Exhibit 31.1 Certification of Principal Executive Officer
Pursuant to Section 302 of the
Sarbanes-Oxley Act of 2002
Exhibit 31.2 Certification of Principal Financial Officer
Pursuant to Section 302 of the
Sarbanes-Oxley Act of 2002
Exhibit 32.1 Certification of Principal Executive Officer
Pursuant to Section 906 of the
Sarbanes-Oxley Act of 2002
Exhibit 32.2 Certification of Principal Executive Officer
Pursuant to Section 906 of the
Sarbanes-Oxley Act of 2002

## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this to be signed on its behalf by the undersigned thereunto duly authorized.

THE FLOORING ZONE, INC.

November 13, 2006
/s/ Michael Carroll

Michael Carroll, Chief Executive Officer

November 13, 2006
/s/ Michael Carroll
Michael Carroll, Chief Financial Officer

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CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER

I, Michael Carroll, certify that:
(1) I have reviewed this Quarterly Report on Form 10-QSB of The Flooring Zone, Inc. (the "Company");
(2) Based on my knowledge, this Quarterly 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 Quarterly Report;
(3) Based on my knowledge, the financial statements, and other financial information included in this Quarterly Report, fairly present in all material respects the financial condition, results of operations and cash flows of the Company as of, and for, the periods presented in this Quarterly Report;
(4) The Company's other certifying officers 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)) for the Company 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 Company, including its consolidated subsidiary, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;
(b) Evaluated the effectiveness of the Company'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 Quarterly Report based on such evaluation; and
(c) Disclosed in this Quarterly Report any change in the Company's internal controls over financial reporting that occurred during the Company's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the Company's internal controls over financial reporting; and
(5) The Company's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Company's auditors and the audit committee of the Company's board of directors (or persons fulfilling the equivalent function):
(a) All significant deficiencies and material weaknesses in the design or operation of internal controls over financial reporting which are reasonably likely to adversely affect the Company'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 Company's internal controls over financial reporting.

CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER

I, Michael Carroll, certify that:
(1) I have reviewed this Quarterly Report on Form 10-QSB of The Flooring Zone, Inc. (the "Company");
(2) Based on my knowledge, this Quarterly 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 Quarterly Report;
(3) Based on my knowledge, the financial statements, and other financial information included in this Quarterly Report, fairly present in all material respects the financial condition, results of operations and cash flows of the Company as of, and for, the periods presented in this Quarterly Report;
(4) The Company's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Company 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 Company, including its consolidated subsidiary, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;
(b) Evaluated the effectiveness of the Company'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 Quarterly Report based on such evaluation; and
(c) Disclosed in this Quarterly Report any change in the Company's internal controls over financial reporting that occurred during the Company's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the Company's internal controls over financial reporting; and
(5) The Company's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Company's auditors and the audit committee of the Company's board of directors (or persons fulfilling the equivalent function):
(a) All significant deficiencies and material weaknesses in the design or operation of internal controls over financial reporting which are reasonably likely to adversely affect the Company'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 Company's internal controls over financial reporting.

# CERTIFICATION OF PRINCIPAL <br> EXECUTIVE OFFICER PURSUANT TO <br> 18 U.S.C. SECTION 1350, <br> AS ADOPTED PURSUANT BY <br> SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002 

In connection with the Quarterly Report of The Flooring Zone, Inc. on Form 10-QSB for the quarter ended September 30, 2006 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned, Jimmy Lee, Principal Executive Officer of the Company, certify, pursuant to 18 U.S.C. ss.1350, as adopted pursuant to ss. 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 result of operations of the Company.

Michael Carroll
Principal Executive Officer

# CERTIFICATION OF PRINCIPAL <br> FINANCIAL OFFICER PURSUANT TO <br> 18 U.S.C. SECTION 1350, <br> AS ADOPTED PURSUANT BY <br> SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002 

In connection with the Quarterly Report of The Flooring Zone, Inc. on Form 10-QSB for the quarter ended September 30, 2006, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned, Michael Carroll, Principal Financial Officer of the Company, certify, pursuant to 18 U.S.C. ss.1350, as adopted pursuant to ss. 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 result of operations of the Company.

Date: November 13, 2006
/s/ Michael Carroll
Michael Carroll
Principal Financial Officer

