**UNITED STATES**
**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

# Form 10-Q

(Mark One)

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

For the quarterly period ended September 30, 2008

or

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

For the transition period from ______________ to ______________

Commission File Number **000-52492**

**INDIEMV MEDIA GROUP, INC.**

(Exact name of registrant as specified in its charter)

| | |
|---|---|
| **Nevada** | **98-0461476** |
| (State or other jurisdiction of incorporation or organization) | (IRS Employer Identification No.) |
| **Suite 302, 1275 Hamilton Street** | **V6B 1E2** |
| (Address of principal executive offices) | (Zip Code) |

**(778) 737-8228**

(Registrant's telephone number, including area code)

**N/A**

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

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

[X] YES [ ] NO

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

| | | | | |
|---|---|---|---|---|
| Large accelerated filer | [ ] | | Accelerated filer | [ ] |
| Non-accelerated filer | [ ] | (Do not check if a smaller reporting company) | Smaller reporting company | [X] |

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

[ ] YES [X] NO

**APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY PROCEEDINGS DURING THE PRECEDING FIVE YEARS**

Check whether the registrant has filed all documents and reports required to be filed by Sections 12, 13 or 15(d) of the Exchange Act after the distribution of securities under a plan confirmed by a court.

[ ] YES [ ] NO

**APPLICABLE ONLY TO CORPORATE ISSUERS**

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

51,005,654 common shares issued and outstanding as of November 18, 2008

## PART I - FINANCIAL INFORMATION

### Item 1. Financial Statements.

Our unaudited interim consolidated financial statements for the three month period ended September 30, 2008 form part of this quarterly report. They are stated in United States Dollars (US$) and are prepared in accordance with United States generally accepted accounting principles.

**INDIEMV MEDIA GROUP, INC.**

(A Development Stage Company)

INTERIM CONSOLIDATED FINANCIAL STATEMENTS

September 30, 2008

(Stated in US Dollars)

(Unaudited)

**INDIEMV MEDIA GROUP, INC.**
(A Development Stage Company)
INTERIM CONSOLIDATED BALANCE SHEETS
(Stated in US Dollars)
(Unaudited)

| | September 30, 2008 | June 30, 2008 |
|---|---|---|
| **ASSETS** | | |
| Current | | |
| GST receivable | $ 10,998 | $ 44,570 |
| Deposits and prepaid expenses | - | 1,521 |
| | 10,998 | 46,091 |
| Web-site development | 346,380 | 361,497 |
| Equipment | 8,619 | 10,279 |
| | $ 365,997 | $ 417,867 |
| **LIABILITIES** | | |
| Current | | |
| Bank indebtedness | $ 421 | $ 60 |
| Accounts payable and accrued liabilities – Note 4 | 292,879 | 129,135 |
| Loans payable – Note 3 | 510,333 | 491,332 |
| | 803,633 | 620,527 |
| **STOCKHOLDERS' DEFICIENCY** | | |
| Common stock | | |
| Authorized: | | |
| 750,000,000 common shares at $0.001 par value | | |
| Issued and outstanding: | | |
| 51,005,654 common shares (June 30, 2008 – 50,005,654) | 51,006 | 50,006 |
| Additional paid-in capital | 6,742,348 | 6,433,348 |
| Deficit accumulated during the development stage | (7,224,410) | (6,667,245) |
| Accumulated other comprehensive loss | (6,580) | (18,769) |
| | (437,636) | (202,660) |
| | $ 365,997 | $ 417,867 |

SEE ACCOMPANYING NOTES

**INDIEMV MEDIA GROUP, INC.**
(A Development Stage Company)
INTERIM CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS
(Stated in US Dollars)
(Unaudited)

| | Three months ended September 30, 2008 | Three months ended September 30, 2007 | Cumulative August 2, 2006 (Date of Inception) to September 30, 2008 |
|---|---|---|---|
| Operating expenses | | | |
| Accounting and audit fees | $ 39,371 | $ 11,324 | $ 124,182 |
| Bank charges and interest | 422 | 727 | 3,753 |
| Consulting fees | - | 13,202 | 160,903 |
| Depreciation | 1,258 | 1,076 | 6,429 |
| Finance charges – Note 5 | 317,626 | - | 317,626 |
| Insurance | - | 1,667 | 2,376 |
| Interest on loans payable | 12,447 | 7,136 | 61,345 |
| Legal fees | 11,773 | 5,401 | 51,116 |
| Management fees – Note 4 | 140,678 | 87,551 | 654,885 |
| Marketing fees – Note 4 | 350 | 53,998 | 238,450 |
| Office and administration | 10,260 | (1,184) | 47,010 |
| Rent | - | 4,101 | 28,260 |
| Salaries and wages | 7,854 | 40,071 | 254,010 |
| Telephone | 1,408 | 55 | 11,519 |
| Travel and entertainment | 563 | 24,193 | 156,528 |
| Web-site costs | 11,667 | (17) | 210,039 |
| Net loss before other items | (555,677) | (250,021) | (2,328,431) |
| Other items: | | | |
| Write off of deposits and prepaid expenses | 1,488 | - | 1,488 |
| Loss on debt settlement – Note 3 | - | - | (4,894,491) |
| Net loss for the period | (557,165) | (250,021) | (7,224,410) |
| Other comprehensive income (loss): | | | |
| Foreign currency translation adjustment | 12,189 | (10,816) | (6,580) |
| Comprehensive loss for the period | $ (544,976) | $ (260,837) | $ (7,230,990) |
| Basic and diluted loss per share | $ (0.01) | $ (0.01) | |
| Weighted average number of shares outstanding | 50,538,263 | 25,220,000 | |

SEE ACCOMPANYING NOTES

**INDIEMV MEDIA GROUP, INC.**
(A Development Stage Company)
INTERIM CONSOLIDATED STATEMENTS OF CASH FLOWS
(Stated in US Dollars)
(Unaudited)

| | Three months ended September 30, 2008 | Three months ended September 30, 2007 | Cumulative August 2, 2006 (Date of Inception) to September 30, 2008 |
|---|---|---|---|
| Operating Activities | | | |
| Net loss for the period | $ (557,165) | $ (250,021) | $ (7,224,410) |
| Add items not involving cash: | | | |
| Depreciation | 1,258 | 1,076 | 6,429 |
| Issuance of common shares for services | 317,626 | - | 422,443 |
| Interest expense | 11,136 | 7,136 | 24,858 |
| Loss on debt settlement | - | - | 4,894,491 |
| Write-off of deposits and prepaid expenses | 1,488 | - | 1,488 |
| Changes in non-cash working capital balances related to operations | | | |
| GST receivable | 32,403 | (6,611) | (11,531) |
| Deposits and prepaid expenses | - | - | (1,426) |
| Accounts payable and accrued liabilities | 169,842 | (18,438) | 294,219 |
| Cash used in operating activities | (23,412) | (266,858) | (1,593,439) |
| Investing activities | | | |
| Purchase of equipment | - | (12,942) | (15,450) |
| Web-site development costs | - | (186,715) | (361,497) |
| Cash used in investing activities | - | (199,657) | (376,947) |
| Financing activities | | | |
| Bank indebtedness | 361 | - | 421 |
| Common stock issued for cash | - | - | 231,826 |
| Loans payable | 18,793 | 551,762 | 1,748,623 |
| Cash provided by financing activities | 19,154 | 551,762 | 1,980,870 |
| Effect of foreign currency translation on cash | 4,258 | (10,816) | (10,484) |
| Increase in cash during the period | - | 74,431 | - |
| Cash at the beginning of the period | - | 4,881 | - |
| Cash at the end of the period | $ - | $ 79,312 | $ - |

Non-cash Transactions – Note 6

SEE ACCOMPANYING NOTES

**INDIEMV MEDIA GROUP, INC.**
(A Development Stage Company)
INTERIM CONSOLIDATED STATEMENTS OF STOCKHOLDERS' DEFICIENCY
for the period August 2, 2006 (Date of Inception) to September 30, 2008
(Stated in US Dollars)
(Unaudited)

| | Common Stock | | Additional | Deficit Accumulated During the | Accumulated Other | |
|---|---|---|---|---|---|---|
| | Issued Shares | Amount | Paid-in Capital | Development Stage | Comprehensive Loss | Total |
| Common stock issued for cash | | | | | | |
| Pursuant to subscription agreements - at $0.0001 | 20,000,000 | $ 2,000 | $ - | $ - | $ - | $ 2,000 |
| - at $0.0944 | 2,060,000 | 194,526 | - | - | - | 194,526 |
| - at $0.1412 | 250,000 | 35,300 | - | - | - | 35,300 |
| Common stock issued for services | | | | | | |
| Pursuant to subscription agreements - at $0.0944 | 910,000 | 85,931 | - | - | - | 85,931 |
| - at $0.0094 | 2,000,000 | 18,886 | - | - | - | 18,886 |
| Net loss for the period | - | - | - | (348,390) | - | (348,390) |
| Foreign currency translation adjustment | - | - | - | - | (23,990) | (23,990) |
| Balance, June 30, 2007 | 25,220,000 | 336,643 | - | (348,390) | (23,990) | (35,737) |
| Adjustment to the number of common shares outstanding as a result of the acquisition of IndieMV Media Group, Inc. | | | | | | |
| IndieMVMedia Group, Inc. | (25,220,000) | (336,643) | - | 348,390 | 23,990 | 35,737 |
| Jake's Trucking International, Inc. | 26,400,000 | 26,400 | 158,703 | (348,390) | (23,990) | (187,277) |
| Common shares issued in connection with the acquisition of IndieMVMedia Group, Inc. | 17,600,000 | 17,600 | 133,940 | - | - | 151,540 |
| Common shares issued to extinguish debt - at $1.01 | 6,005,654 | 6,006 | 6,059,705 | - | - | 6,065,711 |
| Shareholder's contributions upon settlement of debts | - | - | 81,000 | | | 81,000 |
| Net loss for the period | - | - | - | (6,318,855) | - | (6,318,855) |
| Foreign currency translation adjustment | - | - | - | - | 5,221 | 5,221 |
| Balance, June 30, 2008 | 50,005,654 | $ 50,006 | $ 6,433,348 | $ (6,667,245) | $ (18,769) | $ (202,660) |
| Common stock issued for finder's fees - at $0.31 | 1,000,000 | 1,000 | 309,000 | - | - | 310,000 |
| Net loss for the period | - | - | - | (557,165) | - | (557,165) |
| Foreign currency translation adjustment | - | - | - | - | 12,189 | 12,189 |
| Balance, September 30, 2008 | 51,005,654 | $ 51,006 | $ 6,742,348 | $ (7,224,410) | $ (6,580) | $ (437,636) |

SEE ACCOMPANYING NOTES

**INDIEMV MEDIA GROUP, INC.**
(A Development Stage Company)
NOTES TO THE INTERIM CONSOLIDATED FINANCIAL STATEMENTS
September 30, 2008
(Stated in US Dollars)
(Unaudited)

Note 1 Interim Consolidated Financial Statement

While the information presented in the accompanying September 30, 2008 interim consolidated financial statements is unaudited, it includes all adjustments which are, in the opinion of management, necessary to present fairly the financial position, results of operations and cash flows for the interim period presented in accordance with the accounting principles generally accepted in the United States of America. In the opinion of management, all adjustments considered necessary for a fair presentation of the results of operations and financial position have been included and all such adjustments are of a normal recurring nature. Operating results for the three months ended September 30, 2008 are not necessarily indicative of the results that can be expected for the year ending June 30, 2009.

These consolidated financial statements should be read in conjunction with the Company's June 30, 2008 audited financial statements.

Note 2 Nature of Operations and Ability to Continue as a Going Concern

The Company ("IndieMV Media Group, Inc.", formerly Jake's Trucking International, Inc.) was incorporated in the State of Nevada on May 27, 2005. The Company changed its name from Jake's Trucking International, Inc. to IndieMV Media Group, Inc. effective February 19, 2008.

The Company's principal business is the preparation of a web site and music download service for independent and small record label artists that are not serviced by the major download sites.

These consolidated financial statements have been prepared in accordance with generally accepted accounting principles applicable to a going concern, which assumes that the Company will be able to meet its obligations and continue its operations for its next twelve months. Realization values may be substantially different from carrying values as shown and these consolidated financial statements do not give effect to adjustments that would be necessary to the carrying values and classification of assets and liabilities should the Company be unable to continue as a going concern. At September 30, 2008, the Company had not yet achieved profitable operations, has accumulated losses of $7,224,410 since its inception, has a working capital deficiency of $792,635 and expects to incur further losses in the development of its business, all of which casts substantial doubt about the Company's ability to continue as a going concern. The Company's ability to continue as a going concern is dependent upon its ability to generate future profitable operations and/or to obtain the necessary financing to meet its obligations and repay its liabilities arising from normal business operations when they come due. Management has no formal plan in place to address this concern but considers that the Company will be able to obtain additional funds by equity financing and/or related party advances, however there is no assurance of additional funding being available.

Note 3 Loans Payable – Note 7

| | September 30, 2008 | June 30, 2008 |
|---|---|---|
| Promissory note repayable in Canadian dollars (CDN$10,000), unsecured, bears interest at 10% per annum and is due December 31, 2008. | $ 9,397 | $ 9,807 |
| Loans repayable in Canadian dollars (CDN$10,000) to directors of the Company, unsecured, bears interest of $100 per month and is due December 31, 2008. | 9,397 | - |
| Advances from a director of the Company, unsecured and bears no specific terms of interest and is payable on demand. | 3,007 | 3,138 |
| The Company entered into an agreement whereby it would periodically receive cash advances, to be repaid in the currency the advance was received (at September 30, 2008: CDN $333,844 and US $149,970 and at June 30, 2008: CDN $323,844 and US $149,970) within 12 months of such an advance at 10% interest, unsecured. | 463,674 | 464,665 |
| | 485,475 | 477,610 |
| Interest accrual | 24,858 | 13,722 |
| Total loans payable | $ 510,333 | $ 491,332 |

The Company entered into an agreement whereby it would periodically receive cash advances, to be repaid in Canadian dollars within 12 months. During the year end, June 30, 2008, these advances totalled $1,171,562 (CDN$1,196,081). This balance and the accrued interest of $30,640 (CDN$31,281), totalling $1,202,202 (CDN$1,227,362) were paid during the year ended June 30, 2008 by the issuance of 6,005,654 common shares of the Company at approximately $0.20 (CDN$0.20) per share. The Company recorded a loss on debt settlement of $4,863,509 representing the difference between the fair value of shares issued of $6,065,711 and the actual amount of the debt $1,202,202 (CDN$1,227,362).

(Stated in US Dollars)

Note 4 Related Party Transactions – Note 3

The Company incurred the following charges with directors and significant shareholders of the Company and companies with common directors during the three months ended September 30, 2008 and 2007:

| | September 30, 2008 | September 30, 2007 |
|---|---|---|
| Management fees | $ 140,623 | $ 51,100 |
| Marketing fees | - | 24,881 |
| | $ 140,623 | $ 76,091 |

As at September 30, 2008, included in accounts payable is $207,935 (June 30 2008: $78,454) owing to a director and officers of the Company with respect to unpaid management fees.

Note 5 Commitments

By a finder's fee agreement dated July 31, 2008, the Company issued 1,000,000 common shares in consideration for services rendered to date and agreed to pay a finder's fee in connection with a financing consummated by the Company with any financier introduced to the Company by the finder on or before July 31, 2009. The Company recorded $317,626 as a finance charge for the issuance of 1,000,000 common shares during the three months ended September 30, 2008. The finance charge is calculated using the market value of the shares on the share issuance date. The finder's fee is calculated as 10% of any amounts received by the Company in cash and stock purchase warrants equaling 10% of the number of shares issued in the financing. These warrants will bear the same terms as any warrants or options issued in the financing and will expire in two years from the issue date. Upon closing of a financing for gross proceeds of $2,000,000, the Company will enter into a consulting agreement with the finder for a one year term and will pay a monthly fee of $8,000.

The Company also agreed that with respect to mergers and acquisitions introduced to the Company by the finder, the finder will receive 10% of the booked value of that merger or acquisition, to be paid in restricted stock issued by the Company. In the event that the Company completes on a merger or acquisition that has investment capital attached and has been introduced by the finder, the finder will receive a percentage-based cash bonus as defined below:

Note 5 Commitments – (cont'd)

a) If investment capital is less than $1 million, the finder will receive 8% of attached investment capital;
b) If investment capital is $1 million or more, but less than $2 million, the finder will receive 7% of attached investment capital;
c) If investment capital is $2 million or more, but less than $5 million, the finder will receive ``6% of attached investment capital;
d) If investment capital is $5 million or more, but less than $10 million, the finder will receive 5% of attached investment capital;
e) If investment capital is $10 million or more, the finder will receive 4% of attached investment capital.

The Company agreed that with respect to a joint venture, strategic alliance or business combination entered into by the Company and introduced by the finder, provided that the finder introduced the party to the Company during the term of the agreement or the term of the consulting agreement, the finder will be entitled to receive a commission payment of 5% of the first $1,950,000 of net revenues in excess of $50,000, generated by the Company as a result of aforementioned joint venture, strategic alliance or business combination.

Note 6 Non-Cash Transactions

Investing and financing activities that do not have a direct impact on the current cash flow are excluded from the statement of cash flows.

During the year ended June 30, 2008, the Company completed the acquisition of IndieMV and issued 17,600,000 common shares recorded as the fair value of the assets of the Company at the recapitalization date which approximated the carrying value of $151,540.

On January 14, 2008, the Company disposed of its wholly owned subsidiary Jake's Trucking International Inc. ("Jake's") in effect for the cancellation of 48,600,000 common shares, recorded at the carrying value of Jake's, $151,540.

During the year ended June 30, 2008, the Company repaid loans with principle balances of $1,171,562 (CDN$1,196,081) together with accrued interest of $30,640 (CDN$31,281) by issuing 6,005,654 common shares to the lenders.

These transactions were excluded from the statements of cash flows.

Note 7 Subsequent Event

The Company received cash advances totaling $24,902 (CDN$26,500) from lenders pursuant to existing agreements. The advances bear 10% interest and are to be repaid within 12 months of the date of the advances.

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

## FORWARD-LOOKING STATEMENTS

This quarterly report contains forward-looking statements as that term is defined in the Private Securities Litigation Reform Act of 1995. These statements relate to future events or our future financial performance. In some cases, you can identify forward-looking statements by terminology such as "may", "should", "expects", "plans", "anticipates", "believes", "estimates", "predicts", "potential" or "continue" or the negative of these terms or other comparable terminology. These statements are only predictions and involve known and unknown risks, uncertainties and other factors, including the risks in the section entitled "Risk Factors" that may cause our or our industry's actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by these forward-looking statements.

Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, levels of activity, performance or achievements. Except as required by applicable law, including the securities laws of the United States, we do not intend to update any of the forward-looking statements to conform these statements to actual results.

Our unaudited interim consolidated financial statements are stated in United States dollars and are prepared in accordance with United States generally accepted accounting principles. The following discussion should be read in conjunction with our company's audited consolidated financial statements and 10KSB for the year ended June 30, 2008 and unaudited interim consolidated financial statements and the related notes that appear elsewhere in this quarterly report

In this quarterly report, unless otherwise specified, all references to "common shares" refer to common shares in the capital of our company and the terms "we", "us" and "our" mean IndieMV Media Group, Inc. and our subsidiary.

**General Overview**

We were incorporated in the State of Nevada on May 27, 2005 under the name "Jake's Trucking International, Inc.". We were initially in the truck rental and trucking service business transporting gravel to construction sites throughout the lower mainland in British Columbia, Canada.

The address of our principal executive office is Suite 302, 1275 Hamilton Street, Vancouver, British Columbia, Canada V6B 1E2. Our telephone number is (778) 737-8228. We have one subsidiary, IndieMV Media Group Inc., a British Columbia corporation.

Our common shares became listed on the OTC Bulletin Board on March 16, 2007, under the symbol “JAKT”. Prior to this date, there was no public market for our common shares.

On September 28, 2007 we effected a forward stock split on a one (1) old for 10 new basis. In connection with the forward stock split, our stock symbol changed to “JKTI”.

On February 19, 2008, the Secretary of State of Nevada effected a change of name of our company from “Jakes Trucking International, Inc.” to “IndieMV Media Group, Inc.”, as approved by our shareholders. The name change became effective with the Over-the-Counter Bulletin Board at the opening for trading on February 15, 2008 under the new stock symbol “IDMV”.

Other than as set out herein, we have not been involved in any bankruptcy, receivership or similar proceedings, nor have we been a party to any material reclassification, merger, consolidation or purchase or sale of a significant amount of assets not in the ordinary course of our business.

Effective February 19, 2008, we changed our name from Jake's Trucking International, Inc. to IndieMV Media Group, Inc. to better reflect the direction of our business.

In September, 2007, we contracted with IndieMV Media Group, Inc., a British Columbia corporation ("Indie BC"), to acquire 100% of their company in exchange for 17,600,000 of our common shares. We effected a 10 for 1 forward split in our stock and closed the acquisition of Indie BC on December 24, 2007. Pursuant to the terms of this transaction, we were contractually bound to sell our BC Trucking Subsidiary, Jake's Trucking International, Inc., a British Columbia corporation to former CEO Michael Quesnel in consideration for the rescission of his 48,600,000 common shares in the Company. We sold Mr. Quesnel our trucking subsidiary on January 31, 2008 and the rescission of Mr. Quesnel's shares was completed at that time.

Subsequent to the acquisition of Indie BC, we became primarily engaged in the business of developing our on-line social networking community centered around independent music.

Effective February 15, 2008 we changed our fiscal year end from September 30 to June 30.

Our online offering provides a community for anyone interested in independent music, from artists and fans to independent producers, to connect, collaborate and consume. Our offering combines the community and self-propagating growth engine of social networking with the viral marketing potential and explosive demand for on-line streaming video content. Commerce in this environment takes place at the exact moment when users are ready, allowing them to seamlessly make purchases of downloadable video and music content. Our growing relationships with digital content providers, independent artists, telecommunications companies and others allows us to maximize choices available to consumers and to provide a wide range of viewing, content, download and purchase options. We intend to derive revenue through multiple sources that include advertising driven by our social networking services, fees for direct downloads of featured music videos through our online store, and our anticipated mobile phone partners that will be distributing our content to their established userbase.

During our fiscal year ended June 30, 2008, we were able to achieve several milestones. The continued website development of our web property www.indieMV.com has resulted in a more stable web experience and multiple new social networking features including IP (internet Protocol) sensitive user content. This means that our website can now instantly populate its Homepage with regional Marketplace and Events listings to match the visitor’s locale. Also in this latest version, Events and Marketplace listings are being enriched with additional data being imported to the site from Craigslist, a centralized network of online communities featuring free classified advertisements, and Eventful, a web-based events and venues database to which anyone may add information about events, venues, and performers.

Additional development and enhancements also include:

- An enhancement of the relevance of its advertising messaging by evolving to the use of Google-driven banner advertising which is also automatically regionalized to the user’s geographic location.

- New MP3 Uploading Features for Artists and Player Options for Consumers

- The ability for artists and record labels can create albums, upload album art, and upload tracks for each album automatically in addition to the ability to let artists tag their tracks so that fans can find them more easily.

- A new player that features include music and video tabbing capabilities, the ability to create a video and music playlist, and an enhanced function enabling user to scroll through their music playlist and their videos using a three-dimensional graphical user interface much like the Cover Flow UI made familiar by iTunes, the Macintosh Finder, and other Apple Inc. products for visually examining through files and digital media libraries via cover artwork.

- Featuring an overall new look and feel, the IndieMV.com Home Page now features drop-down menus giving visitors the option of checking the music scene in other countries and cities around the world. The Events and Marketplace Views, now on the Home Page as well, automatically repopulate to reflect the ‘scene’ chosen by the visitor. New, prominently positioned, and easily navigable UploadVideo and Upload Track buttons have been incorporated as well. From the Music Page, members can browse tracks and add tracks to their playlist.

- A more streamlined Registration process has also been innovated on IndieMV in this latest version. With the new process the artist/label/member selection process and options are more intuitive; important features and images are highlighted on the registration page and new text and images appear on the profile pages after the registration process is complete.

Other milestones and achievements achieved during our year ended include:

- The announcement of an Industry first revenue model (100% net Proceeds to artist or label in addition to an Ad Revenue Component)

- Content distribution agreement with Red Eye Distribution - this agreement adds 20,000 tracks from over 200 labels, including Redeye Distributions' own in-house labels such as Yep Roc Records, Eleven Thirty, and Bonfire Redeye Distribution was built with the goal of providing the best possible service to its customers and its distributed labels (GSL, eenie meenie, Flameshovel, Friendly Fire, Luaka Bop, Daptone & Warp) and artists (Public Enemy, Over the Rhine, The Donnas, Greg Brown, Lisa Loeb) offering a diverse but selective catalog of quality music and a knowledgeable staff passionate about getting music into the marketplace.

- Content distribution agreement with Triple Vision

- The targeting of several acquisition targets – that if completed will grow the IndieMV community in viewership and revenue

- A showcased launch of the www.IndieMV.com website and new features at the South by Southwest Music and Media Conference in Austin, Texas.

**Plan of Operations**

Over the next 12 months we intend to:

Expand our web operations by:

- Signing additional artists and music labels to be added to the IndieMV on-line catalog;

- Developing our mobile offering, including concluding agreements with wireless carriers and/or mobile partners;

- Acquiring complimentary websites which can substantially grow the IndieMV community in viewership and revenue;

- Continue Site developments and enhancements;

- Complete on acquisitions that make sense to the continued company development and growth that would grow the www.IndieMV.com viewership, userbase and revenue;

- Focus on improving efficiency and utilizing creative and aggressive marketing initiatives; and

- We will continue our marketing activities through such innovative partnerships as the one with UNICEF and the Unite Against AIDS concert in addition to maintaining a presence at events such as the South by Southwest Music Festival that was held in Austin, Texas last quarter.

Additionally, we intend to continue to make efforts to increase our unique users to more than 1,000,000. Over the next twelve months we expect that our number of employees will increase. We will especially require employees in the areas of technology and web development, marketing and business development. We cannot predict with certainty what revenues we can expect during the next twelve months, though we do anticipate having revenues but we believe that we will not have enough revenue to pay our operating and development expenses for the next twelve months and will need to raise additional funds.  There are no assurances that we will be able to obtain further funds required for our continued operations.  There can be no assurance that additional financing will be available to us when needed or, if available, that it can be obtained on commercially reasonable terms.  If we are not able to obtain the additional financing on a timely basis, we will be unable to conduct our operations as planned, and we will not be able to meet our other obligations as they become due.  In such event, we will be forced to scale down or perhaps even cease our operations.

*Employees*

As of September 30, 2008, we have 3 full-time employees and no part-time employees. Of those employees, none are covered by collective bargaining agreements.

As of September 30, 2008, we have employment agreements, through our wholly owned subsidiary, with Ricardo Khayatte, Jr., Ricardo Khayatte, Sr. and Tim Flanagan.

**Results of Operations**

*Three month Summary ending September 30, 2008 and 2007*

| | Three Months Ended September 30 | | | |
|---|---|---|---|---|
| | | 2008 | | 2007 |
| Revenue | $ | Nil | $ | Nil |
| Operating Expenses | $ | 555,677 | $ | 250,021 |
| Net Loss | $ | 544,976 | $ | 260,837 |

**Expenses**

During the three months ended September 30, 2008, we incurred operating expenses in the amount of $555,677 compared to operating expenses of $250,021 incurred during the same period in 2007. These operating expenses were comprised of accounting and audit fees of $39,371 (2007: $11,324), consulting fees of $Nil (2007: $13,202), depreciation of $1,258 (2007: $1,076), finance charges of $317,626 (2007: $Nil), insurance of $Nil (2007: $1,667), management fees of $140,678 (2007: $87,551), legal fees of $11,773 (2007: $5,401), bank charges and interest of $422 (2007: $727), interest on loan payable of $12,447 (2007: $7,136), marketing fees of $350 (2007: $53,998), office and administration of $10,260 (2007: $(1,184)), rent of $Nil (2007: $4,101), salaries and wages of $7,854 (2007: $40,071), telephone of $1,408 (2007: $55), travel and entertainment of $563 (2007: $24,193) and website costs of $11,667 (2007: $(17)).

In addition to the operating losses, we have incurred losses from write off of deposits and prepaid expenses $1,488 and incurred gain foreign currency translation adjustment of $12,189.

**Revenue**

We have no revenues from operations, have experienced losses since inception, have been issued a going concern opinion by our auditors and rely upon the sale of our securities to fund operations.

**Equity Compensation**

We currently do not have any stock option or equity compensation plans or arrangements.

**Liquidity and Financial Condition**

At September 30, 2008, we had a working capital deficit of $792,635 compared to a deficit of $574,436 for the three months ended September 30, 2007. This was mainly due to a decrease in GST receivable.

At September 30, 2008, our total assets were $365,997, of which $Nil consisted of cash, $10,998 consisted of GST receivable, $Nil consisted of deposits and prepaid expenses, $346,380 consisted of web-site development and $8,619 consisted of equipment.

At September 30, 2008, our total liabilities were $803,633, of which $421 consisted of bank indebtedness, $292,879 consisted of accounts payable and accrued liabilities and $510,333 consisted of loans payable.

**Contractual Obligations**

As a “smaller reporting company”, we are not required to provide tabular disclosure obligations.

**Going Concern**

We have suffered recurring losses from operations. The continuation of our company as a going concern is dependent upon our company attaining and maintaining profitable operations and raising additional capital. The financial statements do not include any adjustment relating to the recovery and classification of recorded asset amounts or the amount and classification of liabilities that might be necessary should our company discontinue operations. Due to the uncertainty of our ability to meet our current operating expenses and the capital expenses noted above, in their report on the annual consolidated financial statements for the period ended June 30, 2008, our independent auditors included an explanatory paragraph regarding concerns about our ability to continue as a going concern. Our financial statements contain additional note disclosures describing the circumstances that lead to this disclosure by our independent auditors.

The continuation of our business is dependent upon us raising additional financial support. The issuance of additional equity securities by us could result in a significant dilution in the equity interests of our current stockholders. Obtaining commercial loans, assuming those loans would be available, will increase our liabilities and future cash commitments.

There are no assurances that we will be able to secure further funds required for our continued operations. As noted herein, we are pursuing various financing alternatives to meet our immediate and long-term financial requirements. There can be no assurance that additional financing will be available to us when needed or, if available, that it can be obtained on commercially reasonable terms. If we are not able to obtain the additional financing on a timely basis, we will be unable to conduct our operations as planned, and we will not be able to meet our other obligations as they become due. In such event, we will be forced to scale down or perhaps even cease our operations.

**Off-Balance Sheet Arrangements**

We have no off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that is material to stockholders.

**Critical Accounting Policies**

The discussion and analysis of our financial condition and results of operations are based upon our consolidated financial statements, which have been prepared in accordance with the accounting principles generally accepted in the United States of America. Preparing financial statements requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue, and expenses. These estimates and assumptions are affected by management’s application of accounting policies. We believe that understanding the basis and nature of the estimates and assumptions involved with the following aspects of our financial statements is critical to an understanding of our financial statements.

*Development Stage*

The Company is a development stage company as defined in the Financial Accounting Standards Board (“FASB”) Statement of Financial Accounting Standards (“SFAS”) No. 7 as it is devoting substantially all of its efforts to establish a new business and planned principal operations have not commenced. All losses accumulated since inception have been considered as part of the Company’s development stage activities.

*Foreign Currency Translation*

The Company's functional currency is in Canadian dollars as substantially all of the Company's operations are in Canada and funds raised are denominated in Canadian dollars. The Company used the United States dollar as its reporting currency for consistency with registrants of the Securities and Exchange Commission ("SEC") and in accordance with the SFAS No. 52 "Foreign Currency Translation" statement.

Foreign assets and liabilities that are denominated in a foreign currency are translated at the exchange rate in effect at the period end and capital accounts are translated at historical rates. Income statement accounts are translated at the average rates of exchange prevailing during the period. Translation adjustments from the use of different exchange rates from period to period are included in the Comprehensive Income account in Stockholder's Equity, if applicable.

Transactions undertaken in currencies other than the functional currency of the entity are translated using the exchange rate in effect as of the transaction date. Any exchange gains and losses are included in operating expenses on the Statement of Operations.

*Cash and Cash Equivalents*

For the purposes of statement of cash flows, the Company considers all cash on hand and in banks, certificates of deposit and other highly-liquid investments with maturities of three months or less, when purchased, to be cash and cash equivalents.

*Web Site Costs*

The Company accounts for web site costs in accordance with the Statement of Position ("SOP") No. 98-1 "Accounting for Costs of Computer Software Developed or Obtained for Internal Use" and EITF 00-2, "Accounting for Web Site Development Costs". Accordingly, web site development costs that are incurred during the web site application and infrastructure development stage and the graphic and content development stages are capitalized.

The Company's management has also determined that it is probable the project will be completed and the software will be used as intended. The capitalized costs of web site development meet the criteria as long-lived assets and will be amortized over the assets expected economic life. Amortization will begin when the computer software is ready for its operations.

Web site costs incurred during the planning stage and pre-operation stage are expensed as incurred as well as operating stage expenses, once operations are achieved.

*Equipment*

Equipment is recorded at cost. Major additions are capitalized. Minor replacements, maintenance and repairs that do not increase the useful life of the assets are expensed as incurred. Depreciation of equipment is determined using the straight-line method over the expected useful life of the asset. The expected useful life of computer equipment is three years.

*Impairment of Long-lived Assets*

Long-lived assets are reviewed for impairment in accordance with SFAS No 144, "Accounting for the Impairment or Disposal of Long-lived Assets". Under SFAS No. 144, these assets are tested for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. An impairment charge is recognized for the amount, if any, which the carrying value of the asset exceeds the fair value.

*Income Taxes*

The Company uses the assets and liability method of accounting for income taxes pursuant to SFAS No. 109 "Accounting for Income Taxes". Under the assets and liability method of SFAS No. 109, deferred tax assets and liabilities are recognized for the future tax consequences attributable to temporary differences between the financial statements carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled.

In June 2006, the FASB issued FASB Interpretation No. 48, "Accounting for Uncertainty in Income Taxes ("FIN 48"). The interpretation clarifies the accounting for uncertainty in income taxes recognized in a company's financial statements in accordance with SFAS No. 109, "Accounting for Income Taxes". Specifically, the pronouncement prescribes a recognition threshold and a measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. The interpretation also provides guidance on the related derecognition, classification, interest and penalties, accounting for interim periods, disclosure and transition of uncertain tax positions. The interpretation is effective for fiscal years beginning after December 15, 2006. The adoption of FIN 48 did not have a material impact on the Company's financial position, results of operations or cash flows.

*Earnings (Loss) per Share*

The Company reports basic loss per share in accordance with SFAS No. 128, "Earnings Per Share". Basic earnings (loss) per share is computed by dividing the net income (loss) available to common shareholders by the weighted-average number of common shares outstanding during the respective period presented in our accompanying financial statements. Diluted earnings (loss) per share gives effect to all dilutive potential common shares outstanding during the period. Common stock equivalents represent the dilutive effect of the assumed exercise of the outstanding stock options and warrants, using the treasury stock method, at either the beginning of the respective period presented or the date of issuance, whichever is later, and only if the common stock equivalents are considered dilutive based upon the Company's net income (loss) position at the calculation date. At June 30, 2008 and 2007, the Company had no outstanding common stock equivalents.

*Comprehensive Loss*

The Company has adopted SFAS No. 130 "Reporting Comprehensive Income". Comprehensive loss is comprised of net loss and foreign currency translation adjustments.

*Financial Instruments*

The carrying value of the Company's financial instruments consisting of cash, bank indebtedness, accounts payable and accrued liabilities and loans payable approximate their fair value due to the short-term maturity of such instruments. Loan payable is carried at cost plus accrued interest and the carrying value is equal to the fair value. Unless otherwise noted, it is management's opinion that the Company is not exposed to significant interest, currency or credit risks arising from these financial instruments.

**Recently Issued Accounting Standards**

In September 2006, the FASB issued SFAS No. 157, "Fair Value Measurements". This Statement defines fair value as used in numerous accounting pronouncements, establishes a framework for measuring fair value in generally accepted accounting principles and expands disclosure related to the use of fair value measures in financial statements. The Statement is to be particularly effective for the Company's financial statements issued for its fiscal year beginning July 1, 2008. The Company is currently evaluating the timing of adoption and the impact that adoption might have on its consolidated financial position or results of operations.

On February 15, 2007, the FASB issued SFAS No. 159 "The Fair Value Option for Financial Assets and Financial Liabilities". This Statement establishes presentation and disclosure requirements designed to facilitate comparisons between companies that choose different measurement attributes for similar types of assets and liabilities. SFAS No. 159 is effective for the Company's financial statements issued for its fiscal year beginning July 1, 2008. The Company is currently evaluating the impact that the adoption of SFAS No. 159 might have on its consolidated financial position or results of operations.

In December 2007, the FASB issued SFAS No. 141R "Business combinations" which is effective for fiscal years beginning after December 15, 2008. SFAS No. 141R, which will replace SFAS No. 141, is applicable to business combinations consummated after the effective date of December 15, 2008. The Company is currently evaluating the impact that the adoption of SFAS No. 141R might have on its financial position or results of operations.

In December 2007, the FASB issued SFAS No. 160, “Noncontrolling Interests in Consolidated Financial Statements”. The standard requires all entities to report noncontrolling (minority) interests as equity in consolidated financial statements. SFAS No. 160 eliminates the diversity that currently exists in accounting for transactions between an entity and noncontrolling interests by requiring they be treated as equity transactions. The Company is currently reviewing the guidance, which is effective for fiscal years beginning after December 15, 2008, to determine the potential impact, if any, on its consolidated financial statements.

In March 2008, the FASB issued SFAS No. 161 “Disclosures about Derivative Instruments and Hedging Activities – An Amendment of FASB Statement No. 133” (“SFAS 161”). SFAS 161 requires enhanced qualitative disclosures about objectives and strategies for using derivatives, quantitative disclosures about fair value amounts of and gains and losses on derivative instruments, and disclosures about credit-risk-related contingent features in derivative agreements. SFAS 161 is effective for financial statements issued for fiscal years and interim periods beginning after November 15, 2008. The Company is currently evaluating the impact of SFAS 161 on its consolidated financial statements.

## Item 3. Quantitative Disclosures About Market Risks

As a “smaller reporting company”, we are not required to provide the information required by this Item.

## Item 4. Controls and Procedures.

### *Management’s Report on Disclosure Controls and Procedures*

We maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed in our reports filed under the *Securities Exchange Act of 1934*, as amended, is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms, and that such information is accumulated and communicated to our management, including our president and chief executive officer (our principal executive officer) and our chief financial officer (our principal financial officer and principle accounting officer) to allow for timely decisions regarding required disclosure.

As of September 30, 2008, the end of our quarter covered by this report, we carried out an evaluation, under the supervision and with the participation of our president and chief executive officer (our principal executive officer) and our chief financial officer (our principal financial officer and principle accounting officer), of the effectiveness of the design and operation of our disclosure controls and procedures. Based on the foregoing, our president and chief executive officer (our principal executive officer) and our chief financial officer (our principal financial officer and principle accounting officer) concluded that our disclosure controls and procedures were effective as of the end of the period covered by this quarterly report.

### *Management’s Report on Internal Control over Financial Reporting*

Our management is responsible for establishing and maintaining adequate internal control over financial reporting. Responsibility, estimates and judgments by management are required to assess the expected benefits and related costs of control procedures. The objectives of internal control include providing management with reasonable, but not absolute, assurance that assets are safeguarded against loss from unauthorized use or disposition, and that transactions are executed in accordance with management’s authorization and recorded properly to permit the preparation of financial statements in conformity with accounting principles generally accepted in the United States. Our management assessed the effectiveness of our internal control over financial reporting as of September 30, 2008. In making this assessment, our management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (“COSO”) in *Internal Control-Integrated Framework*. Our management has concluded that, as of September 30, 2008, our internal control over financial reporting is effective in providing reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with US generally accepted accounting principles. Our management reviewed the results of their assessment with our Board of Directors.

***Inherent limitations on effectiveness of controls***

Internal control over financial reporting has inherent limitations which include but is not limited to the use of independent professionals for advice and guidance, interpretation of existing and/or changing rules and principles, segregation of management duties, scale of organization, and personnel factors. Internal control over financial reporting is a process which involves human diligence and compliance and is subject to lapses in judgment and breakdowns resulting from human failures. Internal control over financial reporting also can be circumvented by collusion or improper management override. Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements on a timely basis, however these inherent limitations are known features of the financial reporting process and it is possible to design into the process safeguards to reduce, though not eliminate, this risk. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation. Projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

***Changes in Internal Control over Financial Reporting***

There have been no significant changes in our internal controls over financial reporting that occurred during our quarter ended September 30, 2008 that have materially or are reasonably likely to materially affect, our internal controls over financial reporting.

## PART II - OTHER INFORMATION

### Item 1. Legal Proceedings.

We know of no material, existing or pending legal proceedings against our company, nor are we involved as a plaintiff in any material proceeding or pending litigation. There are no proceedings in which any of our directors, officers or affiliates, or any registered or beneficial shareholder, is an adverse party or has a material interest adverse to our interest.

### Item 1A. Risk Factors

Our business operations are subject to a number of risks and uncertainties, including, but not limited to those set forth below:

**Risks Related To Our Business and Industry**

***We have a history of losses and have negative cash flows from operations, which raises substantial doubt about our ability to continue as a going concern.***

We have not generated any revenues since our incorporation and we will continue to incur operating expenses without revenues until we are able to successfully market our technology. To date we have had negative cash flows from operations and we have been dependent on sales of our equity securities and debt financing to meet our cash requirements and have incurred net losses from inception to September 30, 2008 of $7,230,990. There is no assurance that actual cash requirements will not exceed our estimates. We cannot provide assurances that we will be able to successfully execute our business plan. These circumstances raise substantial doubt about our ability to continue as a going concern. If we are unable to continue as a going concern, investors will likely lose all of their investments in our company.

There is no assurance that we will operate profitably or will generate positive cash flow in the future. In addition, our operating results in the future may be subject to significant fluctuations due to many factors not within our control, such as the unpredictability of when customers will purchase our services, the size of customers' purchases, the demand for our services, and the level of competition and general economic conditions. If we cannot generate positive cash flows in the future, or raise sufficient financing to continue our normal operations, then we may be forced to scale down or even close our operations.

We will depend almost exclusively on outside capital to fund operations. Such outside capital may include the sale of additional stock and/or commercial borrowing. There is no guarantee that sufficient capital will continue to be available to meet these continuing costs or that it will be on terms acceptable to us. The issuance of additional equity securities by us would result in a significant dilution in the equity interests of our current stockholders. Obtaining commercial loans, assuming those loans would be available, will increase our liabilities and future cash commitments.

If we are unable to obtain financing in the amounts and on terms deemed acceptable to us, we may be unable to continue our business and as a result may be required to scale back or cease operations for our business, the result of which would be that our stockholders would lose some or all of their investment.

***We have a limited operating history, have experienced net losses to date and may not be able to become profitable or generate positive cash flow in the future.***

You should consider our business and prospects in light of the risks, expenses and difficulties encountered by companies in their early stage of development in a rapidly evolving industry. From inception to September 30, 2008, we have had no revenue. We have experienced net losses of approximately $7,230,990 from inception through September 30, 2008, and we have not yet been able to generate a positive cash flow from operations. In addition to the operating losses, we have incurred a loss of $6,580 due to foreign currency translation, a gain on the write off of deposits and prepaid expenses of $1,488 and loss on debt settlement of $4,894,491. We cannot be certain that we will be able to generate net income and positive cash flow from operations in the future.

***As a result of our limited operating history, we may fail to meet our forecasts or the expectations of securities analysts or investors, which could cause our stock price to decline.***

Our limited operating history and the rapidly evolving nature of our industry make forecasting quarterly and annual operating results difficult. We may not be able to quickly reduce spending if our revenue is lower than we project. Any significant increase in our expenses or shortfall in our revenue would be detrimental to our business, operating results and financial condition and could cause our results of operation to fall below the expectations of public market analysts and investors. As a result, you should not rely on our historical results as an indicator of our future performance.

***We have limited operating history in the processing, streaming and distribution of digital video content and we may not be able to successfully process, stream and market our video content.***

The approach we have taken to date in acquiring, processing and marketing music content may not be successful. We may not be able to secure a sufficient volume of content or attract a sufficient market to our video content to create meaningful revenue. We may not be able to process and stream music videos at scale and may not be able to cure this problem within our available resources.

***If the music content we provide to digital entertainment services does not appeal to consumers' tastes and preferences, we will fail.***

Our success depends on our ability to acquire and offer to consumers, music content that appeals to consumers' tastes and preferences. Consumers' tastes are subject to frequent, significant and sometimes unpredictable changes. We cannot accurately assess or control consumer demand for our music content. The content on IndieMV.com may not appeal to consumers. If consumers do not view our content in large numbers, we will fail.

***We face competition from companies seeking to acquire the digital rights to music and video content, which could negatively impact our ability to acquire additional digital rights.***

The market for acquiring digital rights from content owners is competitive, especially for the distribution of music catalogs owned by independent labels. The number of commercialized music and video recordings available for acquisition is large, but limited, and many of the more desirable music recordings are already subject to digital distribution agreements or have been directly placed with digital entertainment services. We face competition in our pursuit to acquire content, which may reduce the amount of music and video content that we are able to acquire or license, even amongst independent musicians. Our competitors may from time to time offer better terms of acquisition to content owners. Several of our competitors have longer operating histories, larger customer bases, greater brand recognition and greater financial, marketing and other resources than we do. Some of our competitors have adopted, and may continue to adopt, aggressive pricing policies and devote substantially more resources to acquiring digital rights to music and video recordings. In addition, our competitors may form strategic alliances with record labels and digital entertainment services that could result in increased competition for the acquisition of music recordings, service offerings or favorable terms with the digital entertainment services.

***Piracy is likely to continue to negatively impact our potential revenue.***

Our revenue will come from advertising, but a significant portion will come from the sale of digital content over the Internet and wireless, cable and mobile networks, which are subject to unauthorized consumer copying and widespread dissemination without an economic return to us. Global piracy is a significant threat to the entertainment industry generally and to us. Unauthorized copies and piracy have contributed to the decrease in the volume of legitimate sales of music and video content and have put pressure on the price of legitimate sales.

***If the Internet and portable digital music and video players and mobile phones cease to be the medium accepted by the mass market for digital music and video content, our business could be affected adversely.***

Our success depends to a substantial extent on the willingness of consumers to increase their use of digital entertainment services as a method of purchasing music and video content or viewing ad-supported content. The use of the Internet and wireless, cable and mobile networks to select and download purchased music and video content is growing rapidly but is still evolving, and offering ad-supported video content is in its infancy. It is uncertain whether these markets will achieve and sustain high levels of demand and market acceptance. If the use of the Internet and wireless, cable and mobile networks to select and purchase music and video content or view ad-supported content does not gain in popularity, our business could be affected adversely.

***We Are Exposed To Fluctuations In The Exchange Rate Between The U.S. Dollar And The Canadian Dollar.***

Substantially all our cash is denominated in U.S. Dollars while a substantial amount of our costs of operations on an ongoing basis are paid in Canadian Dollars. Over the past three years, the U.S. Dollar has depreciated against the Canadian Dollar by approximately one-third. Whether this trend will continue cannot be predicted. Our financial statements and the pro forma financial statements included herein are presented in U.S. dollars. We expect that once revenues begin to accrue, we will receive a substantial portion of our revenue in U.S. Dollars, although a substantial amount of our operating costs will be denominated in Canadian dollars. Continued fluctuations in exchange rates between the U.S. and Canadian dollar may give rise to foreign currency exposure, either favorable or unfavorable, creating another element of uncertainty.

**Risks Related To Our Common Stock**

***There Is No Established Trading Market For Our Common Stock Which May Impair Your Ability To Sell Your Shares.***

Our common stock is currently quoted on the Over-the-Counter Bulletin Board under the symbol "IDMV." There has been a limited established trading market for our common stock since June of 2007. The lack of an active market may make it difficult to obtain accurate quotations of the price of our common stock and impair your ability to sell your shares at the time you wish to sell them or at a price that you consider reasonable. The lack of an active market may also reduce the fair market value of your shares. An inactive market may also impair our ability to raise capital by selling shares of capital stock and may impair our ability to acquire other companies or technologies by using common stock as consideration.

***Penny stock rules will limit the ability of our stockholders to sell their stock.***

The Securities and Exchange Commission has adopted regulations which generally define "penny stock" to be any equity security that has a market price (as defined) less than $5.00 per share or an exercise price of less than $5.00 per share, subject to certain exceptions. Our securities are covered by the penny stock rules, which impose additional sales practice requirements on broker-dealers who sell to persons other than established customers and "accredited investors". The term "accredited investor" refers generally to institutions with assets in excess of $5,000,000 or individuals with a net worth in excess of $1,000,000 or annual income exceeding $200,000 or $300,000 jointly with their spouse. The penny stock rules require a broker-dealer, prior to a transaction in a penny stock not otherwise exempt from the rules, to deliver a standardized risk disclosure document in a form prepared by the Securities and Exchange Commission which provides information about penny stocks and the nature and level of risks in the penny stock market. The broker-dealer also must provide the customer with current bid and offer quotations for the penny stock, the compensation of the broker-dealer and its salesperson in the transaction and monthly account statements showing the market value of each penny stock held in the customer's account. The bid and offer quotations, and the broker-dealer and salesperson compensation information, must be given to the customer orally or in writing prior to effecting the transaction and must be given to the customer in writing before or with the customer's confirmation. In addition, the penny stock rules require that prior to a transaction in a penny stock not otherwise exempt from these rules, the broker-dealer must make a special written determination that the penny stock is a suitable investment for the purchaser and receive the purchaser's written agreement to the transaction. These disclosure requirements may have the effect of reducing the level of trading activity in the secondary market for the stock that is subject to these penny stock rules. Consequently, these penny stock rules may affect the ability of broker-dealers to trade our securities. We believe that the penny stock rules discourage investor interest in and limit the marketability of our common stock.

***The Financial Industry Regulatory Authority, or FINRA, has adopted sales practice requirements which may also limit a shareholder's ability to buy and sell our stock.***

In addition to the "penny stock" rules described above, FINRA has adopted rules that require that in recommending an investment to a customer, a broker-dealer must have reasonable grounds for believing that the investment is suitable for that customer. Prior to recommending speculative low priced securities to their non-institutional customers, broker-dealers must make reasonable efforts to obtain information about the customer's financial status, tax status, investment objectives and other information. Under interpretations of these rules, FINRA believes that there is a high probability that speculative low priced securities will not be suitable for at least some customers. FINRA requirements make it more difficult for broker-dealers to recommend that their customers buy our common stock, which may limit your ability to buy and sell our stock and have an adverse effect on the market.

***Trends, Risks and Uncertainties***

We have sought to identify what we believe to be the most significant risks to our business, but we cannot predict whether, or to what extent, any of such risks may be realized nor can we guarantee that we have identified all possible risks that might arise. Investors should carefully consider all of such risk factors before making an investment decision with respect to our common shares.

**Item 2. Unregistered Sales of Equity Securities and Use of Proceeds**

None.

**Item 3. Defaults Upon Senior Securities.**

None.

**Item 4. Submission of Matters to a Vote of Security Holders.**

None.

**Item 5. Other Information**

Effective May 29, 2008, we appointed Adrian J. Palmer and Sherwin John Y. Lim to our board of directors. Our board of directors now consists of Andrew Hamilton, Ricardo E. Khayatte, Jr., Adrian J. Palmer and Sherwin John Y. Lim.

**Item 6. Exhibits.**

*Exhibits required by Item 601 of Regulation S-K*

| Exhibit Number | Description |
| --- | --- |
| **(2)** | **Plan of Acquisition, Reorganization, Arrangement, Liquidation or Succession** |
| 2.1 | Agreement And Plan Of Merger, dated as of September 1, 2007, by and among Jake's Trucking International, Inc., a Nevada corporation ("JTI"), Jake's Acquisition Corp., a to-be-formed Nevada corporation and wholly-owned subsidiary of JTI, and Indie MV Media, Inc., a British Columbia corporation (incorporated by reference to our Current Report on Form 8-K filed on September 12, 2007) |
| **(3)** | **Articles of Incorporation/Bylaws** |
| | Articles of Incorporation dated May 27, 2005 (incorporated by reference to our Registration Statement on Form SB-2 filed on June 29, 2006) |
| | By-Laws (incorporated by reference to our Registration Statement on Form SB-2 filed on August 22, 2006) |
| **(4)** | **Instruments Defining the Rights of Security Holders, Including Indentures** |
| | Specimen ordinary share certificate 2005 (incorporated by reference to our Registration Statement on Form SB-2 filed on June 29, 2006) |
| **(14)** | **Code of Ethics** |
| 14.1 | Code of Ethics (incorporated by reference to our Annual Report on Form 10-KSB filed on December 20, 2007) |
| **(21)** | **Subsidiaries of the Registrant** |
| | IndieMV Media Group, Inc (a British Columbia corporation) |
| **(31)** | **Rule 13a-14(a)/15d-14(a) Certifications** |
| 31.1* | Section 302 Certification under Sarbanes-Oxley Act of 2002 of Ricardo E. Khayatte, Jr. |
| 31.2* | Section 302 Certification under Sarbanes-Oxley Act of 2002 of Tim Flanagan |
| **(32)** | **Section 1350 Certifications** |
| 32.1* | Section 906 Certification under Sarbanes-Oxley Act of 2002 of Ricardo E. Khayatte, Jr. |
| 32.2* | Section 906 Certification under Sarbanes-Oxley Act of 2002 of Tim Flanagan |

* Filed herewith

## SIGNATURES

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

**INDIEMV MEDIA GROUP, INC.**

By: Ricardo E. Khayatte, Jr., President, Chief Executive Officer,
and Director
(Principal Executive Officer)

Dated: November 19, 2008

By: Tim Flanagan, Chief Financial Officer
(Principal Financial Officer)

Dated: November 19, 2008

EXHIBIT 31.1

**CERTIFICATION PURSUANT TO**
**18 U.S.C. ss 1350, AS ADOPTED PURSUANT TO**
**SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Ricardo E. Khayatte, Jr., certify that:

1. I have reviewed this quarterly report on Form 10-Q of IndieMV Media Group, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(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.

Date: November 19, 2008

/s/ Ricardo E. Khayatte, Jr

Ricardo E. Khayatte, Jr.
Title: President, Chief Executive Officer and Director
Principal Executive Officer

EXHIBIT 31.2

**CERTIFICATION PURSUANT TO**
**18 U.S.C. ss 1350, AS ADOPTED PURSUANT TO**
**SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Tim Flanagan, certify that:

1. I have reviewed this quarterly report on Form 10-Q of IndieMV Media Group, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(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.

Date: November 19, 2008

/s/ Tim Flanagan

Tim Flanagan
Title: Chief Financial Officer
Principal Financial Officer and Principal Accounting Officer

EXHIBIT 32.1

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

I, Ricardo E. Khayatte, Jr., hereby 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 Quarterly Report on Form 10-Q of IndieMV Media Group, Inc. for the period ended September 30, 2008 (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 IndieMV Media Group, Inc.

Dated: November 19, 2008

/s/ Ricardo E. Khayatte, Jr
Ricardo E. Khayatte, Jr.
Title: President, Chief Executive Officer and Director
Principal Executive Officer
IndieMV Media Group, Inc.

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to IndieMV Media Group, Inc. and will be retained by IndieMV Media Group, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.

EXHIBIT 32.2

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

I, Tim Flanagan, hereby 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 Quarterly Report on Form 10-Q of IndieMV Media Group, Inc. for the period ended September 30, 2008 (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 IndieMV Media Group, Inc.

Dated: November 19, 2008

/s/ Tim Flanagan
Tim Flanagan
Chief Financial Officer
(Principal Financial Officer and Principal Accounting Officer)
IndieMV Media Group, Inc.

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to IndieMV Media Group, Inc. and will be retained by IndieMV Media Group, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.