

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

Form 10-Q

(Mark One)

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

For the quarterly period ended December 31, 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) 317-1383

(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.

☒ 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 ☒

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

☐ YES ☒ 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.

37,048,478 common shares issued and outstanding as of February 16, 2008

PART I - FINANCIAL INFORMATION

Item 1. Financial Statements.

Our unaudited interim consolidated financial statements for the six month period ended December 31, 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

December 31, 2008

(Stated in US Dollars)

(Unaudited)

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

<u>ASSETS</u>	December 31, <u>2008</u>	June 30, <u>2008</u>
Current		
GST receivable	\$ 4,578	\$ 44,570
Deposits and prepaid expenses	-	1,521
	<hr/>	<hr/>
	4,578	46,091
Web-site development	301,640	361,497
Equipment	-	10,279
	<hr/>	<hr/>
	\$ 306,218	\$ 417,867
	<hr/>	<hr/>
<u>LIABILITIES</u>		
Current		
Bank indebtedness	\$ 665	\$ 60
Accounts payable and accrued liabilities – Note 5	53,460	129,135
Loans payable – Note 4	500,103	491,332
	<hr/>	<hr/>
	\$ 554,228	620,527
	<hr/>	<hr/>
<u>STOCKHOLDERS' DEFICIENCY</u>		
Common stock		
Authorized:		
750,000,000 common shares at \$0.001 par value		
Issued and outstanding:		
37,048,478 common shares (June 30, 2008 – 50,005,654)	37,049	50,006
Additional paid-in capital	7,039,397	6,433,348
Deficit accumulated during the development stage	(7,347,047)	(6,667,245)
Accumulated other comprehensive loss	22,591	(18,769)
	<hr/>	<hr/>
	(248,010)	(202,660)
	<hr/>	<hr/>
	\$ 306,218	\$ 417,867
	<hr/>	<hr/>

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 December 31,		Six months ended December 31,		Cumulative August 2, 2006 (Date of Inception of the Development Stage) to December 31,
	<u>2008</u>	<u>2007</u>	<u>2008</u>	<u>2007</u>	<u>2008</u>
Operating expenses					
Accounting and audit fees	\$ 2,089	\$ 30,555	\$ 41,460	\$ 41,879	\$ 126,271
Bank charges and interest	377	467	799	1,194	4,130
Consulting fees	-	10,095	-	23,297	160,903
Depreciation	1,086	1,099	2,344	2,175	7,515
Finance charges – Note 6	-	-	317,626	-	317,626
Insurance	-	259	-	1,926	2,376
Interest on loans payable	14,819	23,690	27,266	30,826	76,164
Legal fees	3,133	21,538	14,906	26,939	54,249
Management fees – Note 5	95,657	76,144	234,335	163,695	748,542
Marketing fees - Note 5	-	138,060	350	192,058	238,450
Office and administration	958	17,045	11,218	15,861	47,968
Rent	-	8,343	-	12,444	28,260
Salaries and wages	-	113,837	7,854	153,908	254,010
Telephone	-	909	1,408	964	11,519
Travel and entertainment	-	37,908	563	62,821	156,528
Web-site costs	-	544	11,667	527	210,039
Net loss for the period	(118,119)	(480,493)	(671,796)	(730,514)	(2,444,550)
Other items:					
Loss on disposal of equipment	(6,518)	-	(6,518)	-	(6,518)
Loss on debt settlements	-	-	-	-	(4,894,491)
Write off of deposits and prepaids	-	-	(1,488)	-	(1,488)
Net loss for the period	(124,637)	(480,493)	(679,802)	(730,514)	(7,347,047)
Other comprehensive income (loss)					
Foreign currency translation adjustment	29,171	(1,359)	41,360	(12,175)	22,591
Comprehensive loss for the period	\$ (95,466)	\$ (481,852)	\$ (638,442)	\$ (742,689)	\$ (7,324,456)
Basic and diluted loss per share	\$ (0.00)	\$ (0.02)	\$ (0.01)	\$ (0.03)	
Weighted average number of shares outstanding	51,005,654	26,356,923	50,841,720	25,785,355	

SEE ACCOMPANYING NOTES

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

	Six months ended December 31,		Cumulative August 2, 2006 (Date of Inception) to December 31, 2008
	<u>2008</u>	<u>2007</u>	<u>2008</u>
Operating Activities			
Net loss for the period	\$ (679,802)	\$ (730,514)	\$ (7,347,047)
Add items not involving cash:			
Depreciation	2,344	2,175	7,515
Finance charges	317,626	-	317,626
Interest expense	27,2	30,826	40,988
Issuance of common shares for services	-	-	104,817
Loss on debt settlement	-	-	4,894,491
Loss on disposal of equipment	6,518	-	6,518
Management fees	275,466	-	275,466
Write-off of deposits and prepaid expenses	1,488	-	1,488
GST receivable	44,363	(7,045)	429
Deposits and prepaid expenses	-	(2,490)	(1,426)
Accounts payable and accrued liabilities	(73,313)	40,982	51,064
Cash used in operating activities	<u>(78,044)</u>	<u>(666,066)</u>	<u>(1,648,071)</u>
Investing activities			
Purchases of equipment	-	(12,931)	(15,450)
Web-site development costs	-	(256,695)	(361,497)
Cash used in investing activities	<u>-</u>	<u>(269,626)</u>	<u>(376,947)</u>
Financing activities			
Bank indebtedness	605	-	665
Common stock issued for cash	-	-	231,826
Proceeds of loans payable	44,652	963,197	1,774,482
Cash provided by financing activities	<u>45,257</u>	<u>963,197</u>	<u>2,006,973</u>
Effect of foreign currency translation on cash	<u>32,787</u>	<u>(12,175)</u>	<u>18,045</u>
Increase in cash during the period	-	15,330	-
Cash at the beginning of the period	-	4,881	-
Cash at the end of the period	<u>\$ -</u>	<u>\$ 20,211</u>	<u>\$ -</u>
Supplementary Information			
Interest paid	\$ -	\$ -	\$ -
Taxes paid	\$ -	\$ -	\$ -
Non-cash Transactions – Note 7			

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 December 31, 2008
(Stated in US Dollars)
(Unaudited)

	Common Stock		Additional	Deficit	Accumulated	Accumulated	
	Issued		Paid-in	During the	Other		
	<u>Shares</u>	<u>Amount</u>	<u>Capital</u>	<u>Development</u>	<u>Comprehensive</u>	<u>Loss</u>	<u>Total</u>
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	316,665	-	-	-	317,665
Net loss for the period	-	-	-	(679,802)	-	-	(679,802)
Foreign currency translation adjustment	-	-	-	-	41,360	-	41,360
Share cancellation – Note 8	(13,957,176)	(13,957)	13,957	-	-	-	-
Service contribution – Note 8	-	-	275,427	-	-	-	275,427
Balance, December 31, 2008	37,048,478	\$ 37,049	\$ 7,039,397	\$ (7,347,047)	\$ 22,591	\$ -	\$ (248,010)

SEE ACCOMPANYING NOTES

INDIEMV MEDIA GROUP, INC.
(A Development Stage Company)
NOTES TO THE INTERIM CONSOLIDATED FINANCIAL STATEMENTS
December 31, 2008
(Stated in US Dollars)
(Unaudited)

Note 1 Interim Consolidated Financial Statement

While the information presented in the accompanying December 31, 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 December 31, 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 New Accounting Standards

In December 2008, the FASB issued FSP FAS140-4 and FIN 46(R)-8, "Disclosures by Public Entities (Enterprises) about Transfers of Financial Assets and Interests in Variable Interest Entities." This disclosure-only FSP improves the transparency of transfers of financial assets and an enterprise's involvement with variable interest entities, including qualifying special-purpose entities. This FSP is effective for the first reporting period (interim or annual) ending after December 15, 2008, with earlier application encouraged. The Company does not expect the adoption of the FSP will have any impact on its results of operations.

In June 2008, the FASB ratified EITF Issue No. 07-5, Determining Whether an Instrument (or an Embedded Feature) is Indexed to an Entity's Own Stock ("EITF07-5"). EITF07-5 provides that an entity should use a two step approach to evaluate whether an equity-linked financial instrument (or embedded feature) is indexed to its own stock, including evaluating the instrument's contingent exercise and settlement provisions. It also clarifies on the impact of foreign currency denominated strike prices and market-based employee stock option valuation instruments on the evaluation. EITF07-5 is effective for fiscal years beginning after December 15, 2008. The Company is currently assessing the impact, if any, on its consolidated financial position and results of operations.

In March 2008, the FASB issued Statement of Financial Accounting Standards ("SFAS") No. 161, "Disclosures about Derivative Instruments and Hedging Activities", an amendment of FASB Statement No. 133, which requires additional disclosures about the objectives of the derivative instruments and hedging activities, the method of accounting for such instruments under SFAS No. 133 and its related interpretations, and a tabular disclosure of the effects of such instruments and related hedged items on our financial position, financial performance, and cash flows. SFAS No. 161 is effective for fiscal years and interim periods beginning after November 15, 2008. The adoption of SFAS 161 should have no effect on the financial position and results of operations of the Company.

Note 2 New Accounting Standards – (cont'd)

In January 2008, Staff Accounting Bulletin (“SAB”) 110, “Share-Based Payment” was issued. Registrants may continue, under certain circumstances, to use the simplified method in developing estimates of the expected term of share options as initially allowed by SAB 107, “Share-Based Payment”. The adoption of SAB 110 should have no effect on the financial position and results of operations of the Company.

In December 2007, the FASB issued SFAS No. 141 (Revised) “Business Combinations”. SFAS 141 (Revised) establishes principles and requirements for how the acquirer of a business recognizes and measures in its financial statements the identifiable assets acquired, the liabilities assumed, and any noncontrolling interest in the acquired. The statement also provides guidance for recognizing and measuring the goodwill acquired in the business combination and determines what information to disclose to enable users of the financial statements to evaluate the nature and financial effects of the business combination. The guidance will become effective for the first fiscal year beginning after December 15, 2008. Management is in the process of evaluating the impact SFAS 141 (Revised) will have on the Company’s financial statements upon adoption.

In December 2007, the FASB issued SFAS No. 160 “Noncontrolling Interests in Consolidated Financial Statements—an amendment of ARB No. 51”. SFAS 160 establishes accounting and reporting standards for the noncontrolling interest in a subsidiary and for the deconsolidation of a subsidiary. The guidance will become effective for the first fiscal year beginning after December 15, 2008. Management is in the process of evaluating the impact SFAS 160 will have on the Company’s financial statements upon adoption.

In September 2006, the FASB issued SFAS No. 157, “Fair Value Measurements” (“SFAS No. 157”). SFAS No. 157 defines fair value, establishes a framework for measuring fair value in accordance with generally accepted accounting principles, and expands disclosures about fair value measurements. The provisions of SFAS 157 are effective for fiscal years beginning after November 15, 2007. There was no impact on the Company’s quarterly financial statements resulting from adoption of this new standard.

In February 2007, FASB issued FASB Statement No. 159, "The Fair Value Option for Financial Assets and Financial Liabilities". FASB 159 is effective for fiscal years beginning after November 15, 2007. FASB 159 allows entities to choose, at specified election dates, to measure eligible financial assets and liabilities at fair value that are not otherwise required to be measured at fair value. If a company elects the fair value option for an eligible item, changes in that item's fair value in subsequent reporting periods must be recognized in current earnings. There is no impact on the Company’s quarterly financial statements resulting from adoption of this new standard.

Note 3 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. on February 19, 2008.

Note 3 Nature of Operations and Ability to Continue as a Going Concern – (cont'd)

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 December 31, 2008, the Company had not yet achieved profitable operations, has accumulated losses of \$7,347,461 since its inception, has a working capital deficiency of \$549,650 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 4 Loans Payable

	December 31, <u>2008</u>	June 30, <u>2008</u>
Promissory note repayable in Canadian dollars (CDN\$10,000), unsecured, bears interest at 10% per annum and is due December 31, 2008.	\$ 8,183	\$ 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.	8,183	-
Advances from a director of the Company, unsecured and bears no specific terms of interest and is payable on demand.	2,619	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 December 31, 2008: CDN \$383,544 and US \$149,970 and at June 30, 2008: CDN \$483,814 within 12 months of such an advance at 10% interest, unsecured.	444,839	464,665
	463,824	477,610
Interest accrual	36,279	13,722
Total loans payable	<u>\$ 500,103</u>	<u>\$ 491,332</u>

Note 4 Loans Payable – (cont'd)

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).

Note 5 Related Party Transactions

The Company incurred the following charges with directors and significant shareholders of the Company and companies with common directors during the three months ended December 31, 2008 and 2007:

	December 31,	
	<u>2008</u>	<u>2007</u>
Management fees	\$ 234,335	\$ 163,695
Marketing fees	350	75,691
	<u>\$ 234,685</u>	<u>\$ 239,386</u>

As at December 31, 2008, included in accounts payable is \$Nil (June 30 2008: \$78,454) owing to a director and officers of the Company with respect to unpaid management fees.

Note 6 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 six-months ended December 31, 2008. The finance charge is calculated using the market value of the shares on the share issuance date. The finder's fee will be calculated as 10% of any amounts received by the Company in cash and stock purchase warrants. 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 a merger or acquisition that has investment capital attached and has

Note 6 Commitments – (cont'd)

been introduced by the finder, the finder will receive a percentage-based cash bonus as defined below:

- 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 the aforementioned joint venture, strategic alliance or business combination.

Note 7 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 six-month period ended December 31, 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.

Since inception, the Company repaid loans with principal 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 8 Share Cancellation

During the period ended December 31, 2008 the Company reached a Settlement and Release Agreement with the former management of the Company. The transaction involved the return of 13,957,176 common shares of the Company and the discharge of all amounts owing to the parties. The share cancellation has decreased the par value of common shares by \$13,957 and increased Additional Paid in Capital by the same amount.

The discharge of amounts owing to the former management resulted in a \$275,428 increase to Additional Paid in Capital with the balance being relieved from accounts payables.

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 "the Company", "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) 317-1383. 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.

On December 22, 2008, Mr. Adrian J. Palmer resigned as a director of our company and on December 30, 2008, Mr. Sherwin Lim resigned as a director of our company.

Effective December 30, 2008, we entered into a release and settlement agreement between our company, South American Business Development Corporation, Ricardo Khayatte and Ricardo Khayatte, Jr., wherein South America Business Development, Ricardo Khayatte and Ricardo Khayatte, Jr. have agreed to the cancellation of an aggregate of 13,957,176 shares of common stock of our company and the termination of all agreements with our company. Additionally, pursuant to the terms of the release and settlement agreement, Ricardo Khayatte, Jr. has resigned as a director and officer of our company.

Effective December 30, 2008, Ricardo Khayatte, Jr. has resigned as president, chief executive officer, treasurer, secretary and a director of our company and Andrew Hamilton has been appointed interim president, chief executive officer, treasurer and secretary.

Effective February 2, 2009, we entered into a release and settlement agreement between our company and Tim Flanagan, our chief financial officer, wherein Tim Flanagan has agreed to the termination of all agreements with our company. Additionally, pursuant to the terms of the release and settlement agreement, Tim Flanagan has resigned as the chief financial officer of our company.

Our Current Business

Until recently we were primarily engaged in the business of developing our on-line social networking community centered around independent music. During the quarter ended December 31, 2008, our management decided to re-work our revenue sharing model and make alterations to our website. As a result of this decision, we temporarily took our website off line. In order to make the necessary changes to our revenue sharing model and our website, we will require debt financing or equity financing from the sale of our common stock.

Upon receipt of additional financing, management will review our business plan. In the interim management is investigating additional opportunities for our company in all industry sectors.

Until recently, our online offering provided a community for anyone interested in independent music, from artists and fans to independent producers, to connect, collaborate and consume. Our offering combined 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 relationships with digital content providers, independent artists, telecommunications companies and others allowed us to maximize choices available to consumers and to provide a wide range of viewing, content, download and purchase options. We intended 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.

Employees

As of December 31, 2008, the Company had two (2) full-time employee and no part-time employees. Of those employees, none are covered by collective bargaining agreements.

As of December 31, 2008, the Company had one (1) employment agreement between the Company and Tim Flanagan, our chief financial officer; however, this agreement was terminated on February 2, 2009.

Results of Operations

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.

Three month Summary ending December 31, 2008 and 2007

	Three Months Ended December 31	
	2008	2007
Revenue	\$ -	\$ -
Operating Expenses	\$ 118,119	\$ 480,493
Net Loss	\$ 124,637	\$ 480,493

Expenses

During the three months ended December 31, 2008, we incurred operating expenses in the amount of \$118,119 compared to operating expenses of \$480,493 incurred during the same period in 2007. Generally all of the expenses have been reduced during this quarter as the Company decided to rework the revenue sharing model. The website was temporarily offline.

In addition to the operating losses, we have incurred a loss from the disposal of equipment of \$6,518 and incurred a gain on foreign currency translation adjustments of \$29,171.

Six month Summary ending December 31, 2008 and 2007

	Six Months Ended December 31	
	2008	2007
Revenue	\$ -	\$ -
Operating Expenses	\$ 671,796	\$ 730,514
Net Loss	\$ 679,802	\$ 730,514

Expenses

During the six months ended December 31, 2008, we incurred operating expenses in the amount of \$671,796 compared to operating expenses of \$730,514 incurred during the same period in 2007. Generally all of the expenses have been reduced during the six month period ended December 31, 2008 as the Company decided to rework the revenue sharing model. The website was temporarily offline. Finance fees increased during this period due to the one time finance charge with respect to the finder's fee agreement dated July 31, 2008. Finally management fees were greater during the six months ended December 31, 2008 as the rate was increased in December, 2007.

In addition to the operating losses, we have incurred losses from write off of deposits and prepaid expenses \$1,488, incurred a loss from disposal of equipment of \$6,518 and incurred a gain on foreign currency translation adjustments of \$41,360.

Equity Compensation

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

Liquidity and Financial Condition

At December 31, 2008, we had a working capital deficit of \$549,650 compared to a working capital deficit of \$1,016,105 at December 31, 2007. This charge was mainly due to the repayment of loans outstanding at December 31, 2007.

At December 31, 2008, our total assets were \$306,218, of which \$4,578 consisted of GST receivable and \$301,640 consisted of web-site development.

At December 31, 2008, our total liabilities were \$554,228, of which \$665 consisted of bank indebtedness, \$53,460 consisted of accounts payable and accrued liabilities and \$500,103 consisted of loans payable.

During the quarter ended December 31, 2008, our management decided to re-work our revenue sharing model and make alterations to our website. As a result of this decision, we temporarily took our website off line. In order to make the necessary changes to our revenue sharing model and our website, we will require debt financing or equity financing from the sale of our common stock.

Upon receipt of additional financing, management will review our business plan. In the interim management is investigating additional opportunities for the Company in all industry sectors.

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 December 31, 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 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 December 2008, the FASB issued FSP FAS140-4 and FIN 46(R)-8, “Disclosures by Public Entities (Enterprises) about Transfers of Financial Assets and Interests in Variable Interest Entities.” This disclosure-only FSP improves the transparency of transfers of financial assets and an enterprise’s involvement with variable interest entities, including qualifying special-purpose entities. This FSP is effective for the first reporting period (interim or annual) ending after December 15, 2008, with earlier application encouraged. The Company does not expect the adoption of the FSP will have any impact on its results of operations.

In June 2008, the FASB ratified EITF Issue No. 07-5, Determining Whether an Instrument (or an Embedded Feature) is Indexed to an Entity’s Own Stock (“EITF07-5”). EITF07-5 provides that an entity should use a two step approach to evaluate whether an equity-linked financial instrument (or embedded feature) is indexed to its own stock, including evaluating the instrument’s contingent exercise and settlement provisions. It also clarifies on the impact of foreign currency denominated strike prices and market-based employee stock option valuation instruments on the evaluation. EITF07-5 is effective for fiscal years beginning after December 15, 2008. The Company is currently assessing the impact, if any, on its consolidated financial position and results of operations.

In March 2008, the FASB issued Statement of Financial Accounting Standards (“SFAS”) No. 161, “Disclosures about Derivative Instruments and Hedging Activities”, an amendment of FASB Statement No. 133, which requires additional disclosures about the objectives of the derivative instruments and hedging activities, the method of accounting for such instruments under SFAS No. 133 and its related interpretations, and a tabular disclosure of the effects of such instruments and related hedged items on our financial position, financial performance, and cash flows. SFAS No. 161 is effective for fiscal years and interim periods beginning after November 15, 2008. The adoption of SFAS 161 should have no effect on the financial position and results of operations of the Company.

In January 2008, Staff Accounting Bulletin (“SAB”) 110, “Share-Based Payment” was issued. Registrants may continue, under certain circumstances, to use the simplified method in developing estimates of the expected term of share options as initially allowed by SAB 107, “Share-Based Payment”. The adoption of SAB 110 should have no effect on the financial position and results of operations of the Company.

In December 2007, the FASB issued SFAS No. 141 (Revised) “Business Combinations”. SFAS 141 (Revised) establishes principles and requirements for how the acquirer of a business recognizes and measures in its financial statements the identifiable assets acquired, the liabilities assumed, and any noncontrolling interest in the acquired. The statement also provides guidance for recognizing and measuring the goodwill acquired in the business combination and determines what information to disclose to enable users of the financial statements to evaluate the nature and financial effects of the business combination. The guidance will become effective for the first fiscal year beginning after December 15, 2008. Management is in the process of evaluating the impact SFAS 141 (Revised) will have on the Company’s financial statements upon adoption.

In December 2007, the FASB issued SFAS No. 160 "Noncontrolling Interests in Consolidated Financial Statements-an amendment of ARB No. 51". SFAS 160 establishes accounting and reporting standards for the noncontrolling interest in a subsidiary and for the deconsolidation of a subsidiary. The guidance will become effective for the first fiscal year beginning after December 15, 2008. Management is in the process of evaluating the impact SFAS 160 will have on the Company's financial statements upon adoption.

In September 2006, the FASB issued SFAS No. 157, "Fair Value Measurements" ("SFAS No. 157"). SFAS No. 157 defines fair value, establishes a framework for measuring fair value in accordance with generally accepted accounting principles, and expands disclosures about fair value measurements. The provisions of SFAS 157 are effective for fiscal years beginning after November 15, 2007. There was no impact on the Company's quarterly financial statements resulting from adoption of this new standard.

In February 2007, FASB issued FASB Statement No. 159, "The Fair Value Option for Financial Assets and Financial Liabilities". FASB 159 is effective for fiscal years beginning after November 15, 2007. FASB 159 allows entities to choose, at specified election dates, to measure eligible financial assets and liabilities at fair value that are not otherwise required to be measured at fair value. If a company elects the fair value option for an eligible item, changes in that item's fair value in subsequent reporting periods must be recognized in current earnings. There is no impact on the Company's quarterly financial statements resulting from adoption of this new standard.

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, chief executive officer and chief financial officer (our principal executive officer, principal financial officer and principle accounting officer) to allow for timely decisions regarding required disclosure.

As of December 31, 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, chief executive officer and chief financial officer (our principal executive officer, 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, chief executive officer and chief financial officer (our principal executive officer, 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.

Changes in Internal Control over Financial Reporting

There have been no changes in our internal controls over financial reporting that occurred during our quarter ended December 31, 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 December 31, 2008 of \$7,347,047. 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.

If we are unable to raise additional funding we will not be able to execute our business plan.

We anticipate that additional funding will be required in the form of equity financing from the sale of our common stock if we are to be able to restart operations, execute our business plan and continue to further develop our website. In the event that we are unable to obtain additional financing, we will not be able to proceed with our business plan.

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 December 31, 2008, we have had no revenue. We have experienced net losses of approximately \$7,347,047 from inception through December 31, 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 accumulated other comprehensive losses of \$22,591 due to foreign currency translation 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.

In the event that we restart operations, our success will depend 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. 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.

In the event that we restart operations, 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.

In the event that we restart operations, 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

During the quarter ended December 31, 2008, our management decided to re-work our revenue sharing model and make alterations to our website. As a result of this decision, we temporarily took our website off line. In order to make the necessary changes to our revenue sharing model and our website, we will require equity financing from the sale of our common stock.

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. Khayat, 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. Khayat, 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: Andrew Hamilton, President, Chief Executive Officer,
Interim Chief Financial Officer and Director
(Principal Executive Officer, Principal Financial Officer
and Principal Accounting Officer)

Dated: February 16, 2009

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

I, Andrew Hamilton, 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: February 16, 2009

/s/ Andrew Hamilton

Andrew Hamilton
Title: President and Director
Principal Executive Officer

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

I, Andrew Hamilton, 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 December 31, 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: February 16, 2009

/s/ Andrew Hamilton

Andrew Hamilton

Title: President 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.