

# **DALIAN CAPITAL GROUP, INC.**

## **FORM 10-Q** (Quarterly Report)

Filed August 15, 2012 for the period ending 06/30/12

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CIK	0001368568
Fiscal Year	12/31

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

**FORM 10-Q**

(X) QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 for the quarter ended June 30, 2012.

OR

( ) TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 for the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number : 000-52185

**Dalian Capital Group, Inc.**

(Exact name of registrant as specified in its charter)

Delaware	N/A
(State or other jurisdiction of incorporation or organization)	(IRS Employer Identification No.)

850 West Hastings Street, Suite 900,  
Vancouver, BC Canada V6C 1E1  
(Address of principal executive offices,  
including zip code)

604-801-5022  
(Registrant's telephone number, including area code)

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 ( X )    No (   )

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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a not-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ( ) Accelerated filer ( )

Non-accelerated filer ( ) Smaller reporting company ( X )

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

Yes ( X ) No ( )

As of August 15, 2012, the Company had outstanding of 1,390,000 shares of Common Stock, \$0.0001 par value per share.

# **DALIAN CAPITAL GROUP, INC.**

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**Part 1. Item 1. Financial Statements**

**DALIAN CAPITAL GROUP, INC.**

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# **DALIAN CAPITAL GROUP, INC.**

(A Development Stage Company)

## **FINANCIAL STATEMENTS**

**June 30, 2012**

(Expressed in US Dollars)

(Unaudited)

**Dalian Capital Group, Inc.**  
**(A development stage company)**  
**Balance Sheets**

	<u>June 30, 2012</u> (Unaudited)	<u>December 31, 2011</u> (Audited)
<b>Assets</b>		
<b>Current Assets</b>		
Cash	\$ 918	\$ 517
<b>Total Assets</b>	<u>\$ 918</u>	<u>\$ 517</u>
<b>Liabilities</b>		
<b>Current Liabilities</b>		
Accounts Payable and accrued liabilities	\$ 750	\$ 5,000
Advances from related parties	<u>39,676</u>	<u>35,074</u>
<b>Total current liabilities</b>	<u>\$ 40,426</u>	<u>\$ 40,074</u>
<b>Stockholder's Deficit</b>		
Preferred Stock: \$0.0001 par value; 20,000,000 shares authorized; none issued or outstanding	-	-
Common stock: \$0.0001 par value; 100,000,000 shares authorized; 1,390,000 shares issued and outstanding	139	139
Deficit accumulated during the development stage	<u>(39,647)</u>	<u>(39,696)</u>
<b>Total stockholder's deficit</b>	<u>(39,508)</u>	<u>(39,557)</u>
<b>Total Liabilities and Stockholder's Deficit</b>	<u>\$ 918</u>	<u>\$ 517</u>

See accompanying notes to the financial statements.

**Dalian Capital Group, Inc.**  
**(A development stage company)**  
**Statement of Operations**  
**(Unaudited)**

	For the three months ended June 30, 2012	For the three months ended June 30, 2011	For the six months ended June 30, 2012	For the six months ended June 30, 2011	For the period from May 31, 2006 (Inception) through June 30, 2012
<b>Operating Expenses</b>					
Bank service charges	37	61	164	126	802
General and administrative	-	-	1,025	525	16,363
Professional fees (recovery)	-	1,000	(1,250)	10,500	22,450
	<u>37</u>	<u>1,061</u>	<u>(61)</u>	<u>11,151</u>	<u>39,615</u>
Total operating expenses (recovery)	<u>37</u>	<u>1,061</u>	<u>(61)</u>	<u>11,151</u>	<u>39,615</u>
Income (loss) from operations	(37)	(1,061)	61	(11,151)	(39,615)
<b>Other Expense</b>					
Foreign currency transaction loss	<u>15</u>	<u>-</u>	<u>12</u>	<u>-</u>	<u>32</u>
Total other income (loss)	<u>(15)</u>	<u>-</u>	<u>(12)</u>	<u>-</u>	<u>(32)</u>
Income (loss) before income tax	<u>(52)</u>	<u>(1,061)</u>	<u>49</u>	<u>(11,151)</u>	<u>(39,647)</u>
<b>Net income (loss)</b>	<u>\$ (52)</u>	<u>\$ (1,061)</u>	<u>\$ 49</u>	<u>\$ (11,151)</u>	<u>\$ (39,647)</u>
<b>Net income (loss) per common share</b>					
- Basic and Diluted	<u>\$ (0.00)</u>	<u>\$ (0.00)</u>	<u>\$ 0.00</u>	<u>\$ (0.01)</u>	
<b>Weighted average common shares</b>					
- Basic and Diluted	<u>1,390,000</u>	<u>1,390,000</u>	<u>1,390,000</u>	<u>1,390,000</u>	

See accompanying notes to the financial statements.



**Dalian Capital Group, Inc.**  
**(A development stage company)**  
**Statements of Stockholder's Deficit**  
**For the period from May 31, 2006 (Inception) through June 30, 2012**

	Common Stock, \$0.0001 Par Value		Deficit Accumulated during the Development Stage	Total Stockholder's Deficit
	<u>Shares</u>	<u>Amount</u>	<u>Stage</u>	<u>Deficit</u>
May 31, 2006 (Inception)	-	\$ -	\$ -	\$ -
Shares issued for incorporation expenses	1,390,000	139	-	139
Net loss	<u>-</u>	<u>-</u>	<u>(139)</u>	<u>(139)</u>
Balance December 31, 2006	1,390,000	139	(139)	-
Net loss	<u>-</u>	<u>-</u>	<u>(5,350)</u>	<u>(5,350)</u>
Balance December 31, 2007	1,390,000	139	(5,489)	(5,350)
Net loss	<u>-</u>	<u>-</u>	<u>(8,959)</u>	<u>(8,959)</u>
Balance December 31, 2008	1,390,000	139	(14,448)	(14,309)
Net loss	<u>-</u>	<u>-</u>	<u>(360)</u>	<u>(360)</u>
Balance December 31, 2009	1,390,000	139	(14,808)	(14,669)
Net loss	<u>-</u>	<u>-</u>	<u>(7,161)</u>	<u>(7,161)</u>
Balance December 31, 2010	1,390,000	139	(21,969)	(21,830)
Net loss	<u>-</u>	<u>-</u>	<u>(17,727)</u>	<u>(17,727)</u>
Balance December 31, 2011	1,390,000	139	(39,696)	(39,557)
Net income for the six months ended June 30, 2012	<u>-</u>	<u>-</u>	<u>49</u>	<u>49</u>
Balance June 30, 2012	<u>1,390,000</u>	<u>\$ 139</u>	<u>\$ (39,647)</u>	<u>\$ (39,508)</u>

See accompanying notes to the financial statements.

**Dalian Capital Group, Inc.**  
**(A development stage company)**  
**Statements of Cash Flows**  
**(Unaudited)**

	For the three months ended June 30, 2012	For the three months ended June 30, 2011	For the six months ended June 30, 2012	For the six months ended June 30, 2011	For the period from May 31, 2006 (inception) through June 30, 2012
<b>Cash Flows from Operating Activities</b>					
Net income (loss)	\$ (52)	\$ (1,061)	\$ 49	\$ (11,151)	\$ (39,647)
Adjustments to reconcile net income (loss) to net cash used in operating activities:					
Common shares issued for incorporating expenses	-	-	-	-	139
Change in non-cash working capital					
Increase (decrease) in accounts payable and accrued liabilities	(1,400)	-	(4,250)	-	750
<b>Net cash used in operating activities</b>	<b>(1,452)</b>	<b>(1,061)</b>	<b>(4,201)</b>	<b>(11,151)</b>	<b>(38,758)</b>
<b>Cash flows from financing activities</b>					
Advances from related parties	1,500	2,000	4,602	12,025	39,676
<b>Net cash provided by financing activities</b>	<b>1,500</b>	<b>2,000</b>	<b>4,602</b>	<b>12,025</b>	<b>39,676</b>
Net change in cash	48	939	401	874	918
<b>Cash - beginning of period</b>	<b>870</b>	<b>354</b>	<b>517</b>	<b>419</b>	<b>-</b>
<b>Cash - end of period</b>	<b>\$ 918</b>	<b>\$ 1,293</b>	<b>\$ 918</b>	<b>\$ 1,293</b>	<b>\$ 918</b>
Supplemental disclosure of cash flow information:					
Interest paid	\$ -	\$ -	\$ -	\$ -	\$ -
Income tax paid	\$ -	\$ -	\$ -	\$ -	\$ -

See accompanying notes to the financial statements.

Dalian Capital Group, Inc.  
(A Development Stage Company)  
June 30, 2012 and 2011  
Notes to the Financial Statements  
(Unaudited)

**NOTE 1 - ORGANIZATION AND OPERATIONS**

Dalian Capital Group, Inc., a development stage company, (the “Company”) was incorporated on May 31, 2006 under the laws of the State of Delaware.

The Company is organized as a vehicle to investigate and, if such investigation warrants, acquire a target company or business seeking the perceived advantages of being a publicly held corporation. The Company’s principal business objective for the next 12 months and beyond such time will be to achieve long-term growth potential through a combination with a business (“Business Combination”) rather than immediate, short-term earnings. The Company will not restrict its potential candidate target companies to any specific business, industry or geographical location and, thus, may acquire any type of business. The analysis of new business opportunities will be undertaken by or under the supervision of the officers and directors of the Company. As of June 30, 2012, the Company had not yet commenced any operations.

The Company is a “blank check” company based on its proposed business activities. The United States Securities and Exchange Commission (“SEC”) defines such a company as “a development stage company” that has no specific business plan or purpose, or has indicated that its business plan is to engage in a merger or acquisition with an unidentified company or companies, or other entity or person; and is issued ‘penny stock’ as defined in Rule 3a51-1 under the Securities Exchange Act of 1934. Many states have enacted statutes, rules and regulations limiting the sale of securities of “blank check” companies in their respective jurisdictions. Management does not intend to undertake any efforts to cause a market to develop in its securities, either debt or equity, until the Company concludes a Business Combination.

**NOTE 2 – GOING CONCERN**

As reflected in the accompanying financial statements, the Company had a deficit accumulated during the development stage of \$39,647 at June 30, 2012 (December 31 2011 - \$39,696) and had a net income (loss) of \$49 (2011 – (\$11,151)) for the six months ended June 30, 2012 and net cash used in operating activities of \$4,201 (2011 - \$11,151) for the six months then ended, respectively, with no revenues earned since inception.

While the Company is attempting to commence operations and generate revenues, the Company’s cash position may not be significant enough to support the Company’s daily operations. Management intends to raise additional funds by way of a public or private offering. Management believes that the actions presently being taken to further implement its business plan and generate revenues provide the opportunity for the Company to continue as a going concern. While the Company believes in the viability of its strategy to generate revenues and in its ability to raise additional funds, there can be no assurances to that effect. The ability of the Company to continue as a going concern is dependent upon the Company’s ability to further implement its business plan and generate revenues.

The financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.

**NOTE 3 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

*Basis of presentation*

The Company’s financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (“U.S. GAAP”).

*Reclassification*

Certain amounts in the prior period financial statements have been reclassified to conform to the current period presentation. These reclassifications had no effect on reported losses.

Dalian Capital Group, Inc.  
(A Development Stage Company)  
June 30, 2012 and 2011  
Notes to the Financial Statements  
(Unaudited)

Development stage company

The Company is a development stage company as defined in the Financial Accounting Standards Board (“FASB”) Accounting Standards Codification (“ASC”) 915-10, “Development Stage Entities”. The Company is still devoting substantially all of its efforts on establishing the business and its planned principal operations have not commenced. All losses accumulated since inception have been considered as part of the Company's development stage activities.

Use of estimates

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Due to the limited level of operations, the Company has not had to make material assumptions or estimates other than the assumption that the Company is a going concern.

Cash equivalents

The Company considers all highly liquid investments with a maturity of three months or less when purchased to be cash equivalents.

Fair value of financial instruments

A fair value hierarchy was established that prioritizes the inputs to valuation techniques used to measure fair value into three (3) broad levels. The fair value hierarchy gives the highest priority to quoted prices (unadjusted) in active markets for identical assets or liabilities and the lowest priority to the unobservable inputs.

The three (3) levels of fair value hierarchy are described below:

Level 1	Quoted market prices available in active markets for identical assets or liabilities as of the reporting date.
Level 2	Pricing inputs other than quoted prices in active markets included in Level 1, which are either directly or indirectly observable as of the reporting date.
Level 3	Pricing inputs that are generally observable inputs and not corroborated by market data.

The carrying amount of the Company's financial assets and liabilities, such as cash, accounts payable and advances from related parties, approximates its fair value because of the short maturity of the instrument.

The Company does not have any assets or liabilities measured at fair value on a recurring or a non-recurring basis, consequently, the Company did not have any fair value adjustments for assets and liabilities measured at fair value at June 30, 2012 or December 31, 2011; no gains or losses are reported in the statement of operations that are attributable to the change in unrealized gains or losses relating to those assets and liabilities still held at the reporting date for the interim period ended June 30, 2012 and 2011.

Dalian Capital Group, Inc.  
(A Development Stage Company)  
June 30, 2012 and 2011  
Notes to the Financial Statements  
(Unaudited)

Foreign currency transactions

The Company applies the guidelines as set out in ASC 830, “Foreign Currency Matters” for foreign currency transactions. Foreign currency transactions are transactions denominated in currencies other than U.S. Dollar, the Company’s reporting currency. Monetary assets and liabilities denominated in foreign currencies are translated using the exchange rate prevailing at the balance sheet date. Gains and losses arising on translation or settlement of foreign currency denominated transactions or balances are included in the determination of income.

Income taxes

The Company accounts for income taxes under ASC 740, “Accounting for Income Taxes”, which requires recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the financial statements or tax returns. Under this method, deferred tax assets and liabilities are based on the differences between the financial statement and tax bases of assets and liabilities using enacted tax rates in effect for the fiscal year in which the differences are expected to reverse. Deferred tax assets are reduced by a valuation allowance to the extent management concludes it is more likely than not that the assets will not be realized. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the fiscal years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in the Statements of Income and Comprehensive Income in the period that includes the enactment date.

Net income (loss) per common share

Net income (loss) per common share is computed pursuant to section 260-10-45 of the FASB Accounting Standards Codification. Basic net income (loss) per common share is computed by dividing net income (loss) by the weighted average number of shares of common stock outstanding during the period. Diluted net income (loss) per common share is computed by dividing net income (loss) by the weighted average number of shares of common stock and potentially outstanding shares of common stock during the period. There were no potentially dilutive shares outstanding as of June 30, 2012 or 2011.

Recently issued accounting pronouncements

In September 2011, the FASB issued Accounting Standard Update (“ASU”) 2011-08, “Intangibles – Goodwill and Other” which allows an entity to first assess qualitative factors to determine whether it is necessary to perform the two-step quantitative goodwill impairment test. Under these amendments, an entity would not be required to calculate the fair value of a reporting unit unless the entity determines, based on a qualitative assessment, that it is more likely than not that its fair value is less than its carrying amount. ASU 2011-08 will be effective for the Company in fiscal 2013, with early adoption permitted. The Company does not expect the adoption of this update will have a material effect on its interim financial statements.

**NOTE 4 – STOCKHOLDERS’ DEFICIT**

Common stock

The Company was incorporated on May 31, 2006 at which time 1,390,000 shares of common stock were issued to the Company’s founder at \$0.0001 per share, or \$139 for repayment of expenses associated with the incorporation of the Company.

**NOTE 5 – RELATED PARTY TRANSACTIONS**

Free office space

The Company has been provided office space by its Chief Executive Officer at no cost. The management determined that such cost is nominal and did not recognize the rent expense in its financial statements.

Dalian Capital Group, Inc.  
(A Development Stage Company)  
June 30, 2012 and 2011  
Notes to the Financial Statements  
(Unaudited)

Advances from related parties

Advances from related parties at June 30, 2012 and December 31, 2011, consisted of the following:

	June 30, 2012 Unaudited	December 31, 2011 Audited
Advances from related parties	\$ 39,676	\$ 35,074
	<u>\$ 39,676</u>	<u>\$ 35,074</u>

The advances from related parties are unsecured, bear no interest and are due on demand.

**NOTE 6 – SUBSEQUENT EVENTS**

The Company has evaluated all events that occurred after the balance sheet date through the date when the financial statements were issued to determine if they must be reported. The Management of the Company determined that there were no reportable subsequent events to be disclosed.

**NOTE 7 – INCOME TAXES**

Deferred tax assets

At June 30, 2012, the Company had net operating loss (“NOL”) carry-forwards for Federal income tax purposes of \$39,647 (December 31 - \$39,696) that may be offset against future taxable income through 2032. No tax benefit has been reported with respect to these net operating loss carry-forwards in the accompanying financial statements because the Company believes that the realization of the Company’s net deferred tax assets of approximately \$13,480 (December 31 - \$13,497) was not considered more likely than not and accordingly, the potential tax benefits of the net loss carry-forwards are fully offset by a valuation allowance of \$13,480 (December 31 - \$13,497).

Deferred tax assets consist primarily of the tax effect of NOL carry-forwards. The Company has provided a full valuation allowance on the deferred tax assets because of the uncertainty regarding its realizability.

Components of deferred tax assets at June 30, 2012 and December 31, 2011 are as follows:

	June 30, 2012 Unaudited	December 31, 2011 Audited
Net deferred tax assets – Non-current		
Expected income tax benefit from NOL carry-forwards	\$ 13,480	\$ 13,497
Less valuation allowance	<u>(13,480)</u>	<u>(13,497)</u>
Deferred tax assets, net of valuation allowance	<u>\$ -</u>	<u>\$ -</u>

Dalian Capital Group, Inc.  
(A Development Stage Company)  
June 30, 2012 and 2011  
Notes to the Financial Statements  
(Unaudited)

Income taxes in the statements of operations

A reconciliation of the federal statutory income tax rate and the effective income tax rate as a percentage of income before income taxes is as follows:

	For the Period Ended June 30, 2012 <u>(Unaudited)</u>	For the Period Ended June 30, 2011 <u>(Unaudited)</u>
Federal statutory income tax rate	34.0%	34.0%
Change in valuation allowance on net operating loss carry-forwards	<u>(34.0%)</u>	<u>(34.0%)</u>
Effective income tax rate	<u>0.0%</u>	<u>0.0%</u>

## PART I

This Interim Report on Form 10-Q contains forward-looking statements that have been made pursuant to the provisions of Section 27A of the Securities Act of 1933, Section 21E of the Securities Exchange Act of 1934, and the Private Securities Litigation Reform Act of 1995 and concern matters that involve risks and uncertainties that could cause actual results to differ materially from historical results or from those projected in the forward-looking statements. Discussions containing forward-looking statements may be found in the material set forth under "Business," "Management's Discussion and Analysis of Financial Condition and Results of Operations" and in other sections of this Form 10-Q. Words such as "may," "will," "should," "could," "expect," "plan," "anticipate," "believe," "estimate," "predict," "potential," "continue" or similar words are intended to identify forward-looking statements, although not all forward-looking statements contain these words. Although we believe that our opinions and expectations reflected in the forward-looking statements are reasonable as of the date of this Report, we cannot guarantee future results, levels of activity, performance or achievements, and our actual results may differ substantially from the views and expectations set forth in this Interim Report on Form 10-Q. We expressly disclaim any intent or obligation to update any forward-looking statements after the date hereof to conform such statements to actual results or to changes in our opinions or expectations.

Readers should carefully review and consider the various disclosures made by us in this Report, set forth in detail in Part I, under the heading "Risk Factors," as well as those additional risks described in other documents we file from time to time with the Securities and Exchange Commission, which attempt to advise interested parties of the risks, uncertainties, and other factors that affect our business. We undertake no obligation to publicly release the results of any revisions to any forward-looking statements to reflect anticipated or unanticipated events or circumstances occurring after the date of such statements.

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

#### **General**

The Company has been in the process of identifying and discussing a strategic merger or acquisitions but will need to raise substantial additional capital to fund this strategy.

The Company does not currently have any employees.



## **Operations**

The Company has not been active since 2006. The net income for the six month period ended June 30, 2012 was \$49 compared to the net loss of \$11,151 for the six month period ended June 30, 2011. The six month period ended June 30, 2012 results included professional fees recovery of \$1,250, whereas professional fees was \$10,500 in the corresponding period of the previous year.

## **Liquidity and Financial Resources**

The Company has minimal cash reserves and a working capital deficit of \$39,508 as of June 30, 2012. Accordingly, the Company's ability to sustain operations and pursue its plan of operations is contingent on the ability to obtain funding. The Company is seeking such additional funds through private equity or debt financing. Regardless, there can be no assurance that such funding will be available on acceptable terms.

The Company remains in the development stage. Operations were financed through advances and loans from directors and related parties. The directors and related parties have also advanced funds into the Company to cover cash flow deficiencies. These advances are unsecured, have no stated interest and are due on demand.

The Company's financial statements are presented on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. At June 30, 2012, the Company has been unsuccessful in its efforts to raise additional capital to meet management's plan of operations.

The Company's continued existence as a going concern is ultimately dependent upon its ability to secure additional funding.

## **Critical Accounting Policies**

The Company's discussion and analysis of its financial condition and results of operations are based upon the Company's financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America.

The preparation of the financial statements requires the Company to make estimates and judgments that affect the reported amount of assets, liabilities, and expenses, and related disclosures of contingent assets and liabilities. On an on-going basis, the Company evaluates its estimates, including those related to intangible assets, income taxes and contingencies and litigation. The Company bases its estimates on historical experience and on various assumptions that are

believed to be reasonable under the circumstances, the results of which form the basis for making judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions.

**Item 3. Quantitative and Qualitative Disclosures About Market Risk.**

The Company at present does not engage in any business activities thus will not be subjected to any quantitative or qualitative influences to market risk.

**Item 4T. Controls and Procedures.**

The Company's Chief Executive Officer and its Chief Financial Officer are primarily responsible for the accuracy of the financial information that is presented in this quarterly Report. These officers have as of the close of the period covered by this Quarterly Report, evaluated the Company's disclosure controls and procedures (as defined in Rules 13a-4c and 15d-14c promulgated under the Securities Exchange Act of 1934 and determined that such controls and procedures were not effective in ensuring that material information relating to the Company was made known to them during the period covered by this Quarterly Report.

There have been no changes in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) during the 2011 fiscal year that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

## **PART II**

### **Item 1. Legal Proceedings.**

None

### **Item 1A. Risk Factors**

Not applicable.

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

Not applicable.

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

Not Applicable.

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

Not Applicable.

### **Item 5. Other Information.**

None

### **Item 6. Exhibits**

31.1 Certification of the Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, filed herewith.

31.2 Certification of the Chief Accounting Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, filed herewith.

32.1 Certification of the Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, filed herewith.

32.2 Certification of the Chief Accounting Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, filed herewith.

## **SIGNATURES**

In accordance with the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Dated: August 15, 2012

Dalian Capital Group, Inc.

By: /S/ Erwin Liem

Erwin Liem,

Chief Executive Officer & Director

CERTIFICATION OF CHIEF EXECUTIVE OFFICER PURSUANT TO  
RULE 13A-14(A) OF THE SECURITIES EXCHANGE ACT AND  
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Erwin Liem, Director and Chief Executive Officer of  
Dalian Capital Group, Inc. certify that :

1. I have reviewed this Quarterly Report on Form 10-Q of  
Dalian Capital 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 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 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 purpose in accordance with general 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.

5. The registrant's other certifying officer 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, summarized 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.

Dated : August 15, 2012

Signature : /s/ Erwin Liem  
Erwin Liem

Director and Chief Executive Officer

Exhibit 31.02

CERTIFICATION OF CHIEF FINANCIAL OFFICER PURSUANT TO  
RULE 13A-14(A) OF THE SECURITIES EXCHANGE ACT AND  
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Ian Dewar, Chief Accounting Officer of Dalian Capital Group, Inc. certify that :

1. I have reviewed this Quarterly Report on Form 10-Q of Dalian Capital 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 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 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 purpose in accordance with general 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.

5. The registrant's other certifying officer 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, summarized 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.

Dated : August 15, 2012

Signature : /s/ Ian Dewar

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Ian Dewar

Chief Accounting Officer



EXHIBIT 32.01

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350 AS ADOPTED PURSUANT  
TO SECTION

906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Dalian Capital Group, Inc.  
(the "Registrant") on Form 10-Q for the quarter ended June 30, 2012,  
as filed with the Securities and Exchange Commission on the date  
hereof (the "Report"),

I, Erwin Liem, Director and Chief Executive Officer of the Company,  
certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to  
Section 906 of the Sarbanes-Oxley Act of 2002, that to the best of my  
knowledge:

(1) The Report fully complies with the requirements of  
section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly  
presents, in all material respects, the financial condition and  
result of operations of the Company.

/s/ Erwin Liem

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Erwin Liem

Director and Chief Executive Officer

August 15, 2012

EXHIBIT 32.02

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350 AS ADOPTED PURSUANT  
TO SECTION

906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Dalian Capital Group, Inc.  
(the "Registrant") on Form 10-Q for the quarter ended June 30, 2012,  
as filed with the Securities and Exchange Commission on the date  
hereof (the "Report"),

I, Ian Dewar, Chief Accounting Officer of the Company, certify,  
pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section  
906 of the Sarbanes-Oxley Act of 2002, that to the best of my  
knowledge:

(1) The Report fully complies with the requirements of  
section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly  
presents, in all material respects, the financial condition and  
result of operations of the Company.

/s/ Ian Dewar

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Ian Dewar

Chief Accounting Officer

August 15, 2012