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 **March 31, 2011**.

☐ 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: **000-52936**

INFRASTRUCTURE DEVELOPMENTS CORP.

(Exact name of registrant as specified in its charter)

Nevada	**27-1034540**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

299 S. Main Street, 13th Floor, Salt Lake City, Utah 84111
(Address of principal executive offices) (Zip Code)

(801) 488-2006
(Registrant's telephone number, including area code)

n/a
(Former name, former address and former fiscal year, if changes since last report)

Indicate by check mark whether the registrant: (1) filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the past 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days: Yes ☑ No ☐.

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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company as defined by Rule 12b-2 of the Exchange Act:
Large accelerated filer ☐ Accelerated filer ☐ Non-accelerated filer ☐ Smaller reporting company ☑

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act): Yes ☐ No ☑

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date. The number of shares outstanding of the issuer's common stock, $0.001 par value (the only class of voting stock), at May 23, 2011, was 120,000,000.

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PART I – FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

As used herein, the terms "Company," "we," "our," and "us" refer to Infrastructure Developments Corp., a Nevada corporation, and our subsidiaries and predecessors, unless otherwise indicated. In the opinion of management, the accompanying unaudited financial statements included in this Form 10-Q reflect all adjustments (consisting only of normal recurring accruals) necessary for a fair presentation of the results of operations for the periods presented. The results of operations for the periods presented are not necessarily indicative of the results to be expected for the full year.

Infrastructure Developments Corp.
Consolidated Balance Sheets

ASSETS	**As of March 31, 2011 (Unaudited)**	**As of June 30, 2010 (Audited)**
CURRENT ASSETS		
Cash	$ 101,416	$ 55,939
Receivables, net	93,571	577,471
Inventories	594,481	2,231,449
Prepaid expenses	141,887	177,391
Other current assets	134,300	218,971
Total current assets	1,065,655	3,261,221
FIXED ASSETS, Net	1,244,703	2,986,340
TOTAL ASSETS	**$ 2,310,359**	**$ 6,247,561**
LIABILITIES AND STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES		
Notes Payable	$ 289,968	$ 2,434,002
Accounts payable	48,707	598,379
Accrued expenses	228,300	258,543
Total current liabilities	566,976	3,290,924
LONG TERM DEBT	2,442,003	-
TOTAL LIABILITIES	3,008,979	3,290,924
STOCKHOLDERS' EQUITY		
Common Stock		
Authorized: 500,000,000 common shares with $0.001 par value		
Issued: 120,000,000	30,379	30,379
Additional paid-in capital	5,946,396	5,946,396
Retained loss	(6,675,395)	(3,020,138)
Total Stockholders' Equity	(698,620)	2,956,637
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	**$ 2,310,359**	**$ 6,247,561**

The accompanying notes are an integral part of these consolidated financial statements

Infrastructure Developments Corp.
Consolidated Statements of Operations

	Three Months Ended March 31, 2011 (Unaudited)	Three Months Ended March 31, 2010 (Unaudited)	Nine Months Ended March 31, 2011 (Unaudited)	Nine Months Ended March 31, 2010 (Unaudited)
Net revenues:				
Contract Income	$ -	$ -	$ 300,492	$ -
Equipment Rental	-	-	-	491,132
Project Management	189,469	1,482,064	199,699	2,388,252
Total net revenues	**189,469**	**1,482,064**	**500,191**	**2,879,384**
Cost of Goods Sold	**208,552**	**1,473,621**	**749,705**	**2,463,587**
Gross profit (Loss)	**(19,083)**	**8,443**	**(249,514)**	**415,797**
Operating expenses:				
General, selling and administrative expenses	517,689	46,399	672,113	216,189
Salaries and wages	92,694	73,662	233,694	207,174
Provision for slow moving inventory	1,387,123	-	1,387,123	-
Bad debt expense	357,321	-	357,321	-
Depreciation and amortization expense	-	14,018	-	42,055
Total operating expenses	**2,354,827**	**134,079**	**2,650,251**	**465,418**
Loss from operations	**(2,373,909)**	**(125,636)**	**(2,899,765)**	**(49,621)**
Other income (expense):				
Loss from sale of fixed asset	(1,091,071)	-	(1,091,071)	-
Other income (expense)	335,715	141,856	335,546	103,585
Total other income (expense)	**(755,356)**	141,856	(755,526)	103,585
Income (loss) before income tax	(3,129,266)	16,220	(3,655,290)	53,964
Provision for income taxes	-	-	-	-
Net Income (Loss)	**$ (3,129,266)**	**$ 16,220**	**$ (3,655,290)**	**$ 53,964**
Basic income (loss) per share	$ (0.03)	$ 0.00	$ (0.03)	$ 0.00
Fully diluted income (loss) per share	$ (0.03)	$ 0.00	$ (0.03)	$ 0.00
Basic weighted average number of shares outstanding	120,000,000	14,000,000	120,000,000	14,000,000
Fully diluted weighted average number of shares outstanding	120,000,000	14,000,000	120,000,000	14,000,000

The accompanying notes are an integral part of these consolidated financial statements

Infrastructure Developments Corp.
Consolidated Statements of Cash Flows

	Nine Months Ended March 31, 2011 (Unaudited)	Nine Months Ended March 31, 2010 (Unaudited)
CASH FLOWS FROM OPERATING ACTIVITIES		
Net income (loss)	$ (3,655,290)	$ 53,961
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	238,117	240,140
Loss on disposition of assets	1,091,071	38,500
Changes in operating Assets and Liabilities:		
Decrease (increase) in:		
Accounts receivable	483,900	(179,766)
Inventories	1,636,967	130,000
Prepaid expenses	35,504	(80,679)
Other current assets	84,705	24,893
Increase (decrease) in:		
Notes payable	(2,144,034)	44,593
Accounts payable	(549,671)	562,505
Accrued liabilities	(30,243)	227,748
Net Cash Provided (Used) in Operating Activities	**(2,808,974)**	**1,061,896**
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of property and equipment	-	(1,220,649)
Proceeds from sale of Fixed Assets	412,446	-
Net Cash Provided (Used) by Investing Activities	**412,446**	**(1,220,649)**
CASH FLOWS FROM FINANCING ACTIVITIES		
Stock Subscription	-	384,244
Increase in long Term Debt	2,442,003	-
Net Cash Provided by Financing Activities	**2,442,003**	**384,244**
NET INCREASE IN CASH	45,477	225,491
CASH AT BEGINNING OF PERIOD	55,939	126,164
CASH AT END OF PERIOD	**$ 101,416**	**$ 351,655**

The accompanying notes are an integral part of these financial statements

NOTE 1 - ORGANIZATION AND HISTORY

Infrastructure Developments Corp., formerly 1st Home Buy and Sell Ltd., was incorporated under the laws of the state of Nevada on August 10, 2006, and changed its name to "Infrastructure Developments Corp." on March 1, 2010. As used to herein, the term "Company" refers to Infrastructure Developments Corp., and its subsidiaries.

The Company conducts its business through its wholly-owned subsidiaries focusing on project management in Southeast Asia, Africa, and Middle East. The Company aims to fill an underserved niche in the global project spectrum. It targets specialized projects and subcontracts that are too small to attract the attention of the giant multinational firms but which still require world class engineering expertise.

On April 14, 2010, the Company and Intelspec International Inc. ("Intelspec"), a Nevada corporation engaged in engineering, construction, and project management executed a stock exchange agreement, whereby the Company agreed to acquire 100% of the issued and outstanding shares of Intelspec in exchange for 14,000,000 shares of the Company's common stock. Since the owners of Intelspec became the principal shareholders of the Company through the merger, Intelspec is considered the acquirer for accounting purposes and this merger is accounted for as a reverse acquisition or recapitalization of Intelspec.

NOTE 2 – SIGNIFICANT ACCOUNTING POLICIES

a. Principles of Consolidation

The consolidated financial statements herein include the operations of Intelspec and the consolidated operations of the Company and its wholly-owned subsidiaries. All intercompany transactions and balances have been eliminated in consolidation.

b. Cash and Cash Equivalents

The Company considers all highly liquid investments with original maturities to the Company of three months or less to be cash equivalents.

c. Accounts Receivable

Accounts receivable are carried at original invoice amount less an estimate made for doubtful receivables based on a review of all outstanding amounts on a monthly basis. Specific reserves are estimated by management based on certain assumptions and variables, including the customer's financial condition, age of the customer's receivables, and changes in payment histories. Trade receivables are written off when deemed uncollectible. Recoveries of trade receivables previously written off are recorded when received.

A trade receivable is considered to be past due if any portion of the receivable balance has not been received by the contractual pay date. Interest is not charged on trade receivables that are past due.

NOTE 2 – SIGNIFICANT ACCOUNTING POLICIES (Continued)

d. Inventory

Inventories consist of limestone quarry run/feed stock/aggregate to be sold, stated at the lower of cost or market. The cost is determined by specific identification method. Cost includes processing costs and other incidental expenses incurred in bringing inventories to their present location and condition. The Company records a reserve if the fair value of inventory is determined to be less than the cost.

e. Property and Equipment

Property and equipment are recorded at cost, less accumulated depreciation. Depreciation and amortization on capital leases and property and equipment are determined using the straight line method over the estimated useful lives (usually ten years) of the assets or terms of the leases. Expenditures for maintenance and repairs are expensed when incurred and betterments are capitalized. Gains and losses on the sale of property and equipment are reflected in operations.

f. Revenue Recognition

Revenues from Sales and services consist of revenues earned in the Company's activity as project & construction equipment management & operations, sale of quarry run, aggregate, equipment rental income and miscellaneous services provided. All sales/service revenue is recognized when the sale/service is complete and the Company has determined that the sale/service proceeds are collectible.

g. Stock Based Compensation

The Company adopted SFAS No. 123-R effective January 1, 2006 using the modified prospective method. Under this transition method, stock compensation expense includes compensation expense for all stock-based compensation awards granted on or after January 1, 2006, based on the grant-date fair value estimated in accordance with the provisions of SFAS No. 123-R.

The Company issued no compensatory options to its employees during the period.

h. Foreign Exchange

The Company's reporting currency is the United States dollar. The Company's functional currency is also the U.S. Dollar ("USD"). Transactions denominated in foreign currencies are translated into USD and recorded at the foreign exchange rate prevailing at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies, which are stated at historical cost, are translated into USD at the foreign exchange rates prevailing at the balance sheet date. Realized and unrealized foreign exchange differences arising on translation are recognized in the income statement.

NOTE 2 – SIGNIFICANT ACCOUNTING POLICIES (Continued)

i. Advertising

The Company expenses the cost of advertising as incurred. For the three and nine months ended March 31, 2011, the Company had no advertising expenses totaled. Advertising expenses are included in direct costs and general and administrative expense in the accompanying statements of income.

j. Income Taxes

The Company accounts for income taxes using the asset and liability method. Under the asset and liability method, deferred tax assets and liabilities are recognized for future tax consequences attributable to differences between the financial statement 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. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date.

k. Income per Common Share

The computation of basic earnings per common share is based on the weighted average number of shares outstanding during each year. The computation of diluted earnings per common share is based on the weighted average number of shares outstanding during the year, plus the common stock equivalents that would arise from the exercise of stock options and warrants outstanding, using the treasury stock method and the average market price per share during the year.

l. Impairment of Long-Lived Assets

The Company reviews long-lived assets such as property, equipment, investments and definite-lived intangibles for impairment annually and whenever events or changes in circumstances indicate that the carrying value of an asset may not be recoverable. As required by Statement of Financial Accounting Standards No. 144, the Company uses an estimate of the future undiscounted net cash flows of the related asset or group of assets over their remaining economic useful lives in measuring whether the assets are recoverable. If the carrying amount of an asset exceeds its estimated future cash flows, an impairment charge is recognized for the amount by which the carrying amount exceeds the estimated fair value of the asset. Impairment of long-lived assets is assessed at the lowest levels for which there are identifiable cash flows that are independent of other groups of assets.

Assets to be disposed of are reported at the lower of the carrying amount or fair value, less the estimated costs to sell. In addition, depreciation of the asset ceases. During the three and nine months ended March 31, 2011, no impairment of long-lived assets was recorded.

NOTE 2 – SIGNIFICANT ACCOUNTING POLICIES (Continued)

m. Concentration of Credit Risk and Significant Customers

Financial instruments, which potentially subject the Company to concentration of credit risk, consist primarily of receivables and notes receivable. In the normal course of business, the Company provides credit terms to its customers. Accordingly, the Company performs ongoing credit evaluations of its customers and maintains allowances for possible losses which, when realized, have been within the range of management's expectations.

The Company maintains its cash in bank deposit accounts, which, at times, may exceed federally insured limits. The Company has not experienced any losses in such accounts and believes it is not exposed to any significant credit risk on cash and cash equivalents.

NOTE 3 – ESTIMATES

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect certain reported amounts. Accordingly, actual results could differ from those estimates.

NOTE 4 – SHORT-TERM NOTES PAYABLE AND LINES OF CREDIT

The Company has from time to time short-term borrowings from various unrelated and related entities. These advances are non-interest bearing, unsecured and due upon demand. Due to the short-term nature of the notes the Company has not imputed an interest rate.

NOTE 5 – REVERSE ACQUISITION

On April 14, 2010, the Company, Intelspec and those shareholders of Intelspec holding a majority of its outstanding shares closed a transaction pursuant to a Share Exchange Agreement, whereby the Company acquired up to 100% of the outstanding shares of Intelspec’s common stock from the Intelspec shareholders in exchange for an aggregate of 14,000,000 shares of common stock. As a result of closing the transaction the former Intelspec shareholders held approximately 70% of the Company’s issued and outstanding common stock on closing of the transaction.

NOTE 6 – LITIGATION

The Company may become or is subject to investigations, claims or lawsuits ensuing out of the conduct of its business. The Company is currently not aware of any such items, which it believes could have a material effect on its financial position.

NOTE 7 – RELATED PARTY TRANSACTIONS

The Company had a non-current note payable with a related party of $2,442,003 as of March 31, 2011. Pursuant to an oral agreement the payable had an interest rate of 6%, was unsecured, and was due in five years. Subsequent to the end of the period the due date of the payable was committed to writing with the issuance of a promissory note (see *Note 10*).

NOTE 8 – FAIR VALUE OF FINANCIAL INSTRUMENTS

The Company's financial instruments consist of cash, investments, receivables, payables, and notes payable. The carrying amount of cash, investments, receivables, and payables approximates fair value because of the short-term nature of these items. The carrying amount of long-term notes payable approximates fair value as the individual borrowings bear interest at market interest rates.

NOTE 9 – RECENT ACCOUNTING PRONOUNCEMENTS

In January 2010, the Financial Accounting Standards Board (FASB) issued amended standards that require additional fair value disclosures. These amended standards require disclosures about inputs and valuation techniques used to measure fair value, as well as disclosures about significant transfers, beginning in the first quarter of 2010. Additionally, these amended standards require presentation of disaggregated activity within the reconciliation for fair value measurements using significant unobservable inputs (Level 3), beginning in the first quarter of 2011.

In April 2010, new accounting guidance was issued for the milestone method of revenue recognition. Under the new guidance, an entity can recognize revenue from consideration that is contingent upon achievement of a milestone in the period in which the milestone is achieved only if the milestone meets all criteria to be considered substantive. This guidance is effective prospectively for milestones achieved in fiscal years, and interim period within those years, beginning on or after June 15, 2010. Early adoption is permitted, and if this update is adopted early in other than the first quarter of an entity's fiscal year, then it must be applied retrospectively to the beginning of that fiscal year. The Company is currently assessing the impact of the adoption on its consolidated financial statements. The Company does not expect the new guidance to significantly impact its Consolidated Financial Statements

In December 2010, the FASB updated its guidance related to when to perform step two of the goodwill impairment test for reporting units with zero or negative carrying amounts. The updated guidance requires that for any reporting unit with a zero or negative carrying amount, an entity is required to perform Step 2 of the goodwill impairment test if it is more likely than not that a goodwill impairment exists. In determining whether it is more likely than not that goodwill impairment exists, an entity should consider whether there are any adverse qualitative factors indicating that impairment may exist. The updated guidance is effective for fiscal years, and interim periods within those years, beginning after December 15, 2010. IDVC's adoption did not have a material impact on its consolidated results of operations or financial condition.

In December 2010, the FASB updated its guidance related to disclosure of supplementary pro forma information for business combinations. The updated guidance requires that if comparative financial statements are presented, the pro forma revenue and earnings of the combined entity for the comparable prior reporting period should be reported as though the acquisition date for all business combinations that occurred during the current year had been as of the beginning of the comparable prior annual reporting period only. The updated guidance is effective prospectively for business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after December 15, 2010, with early adoption permitted. IDVC's adoption did not have an impact on its consolidated results of operations as the updated guidance only affects disclosures related to future business combinations.

NOTE 10 – SUBSEQUENT EVENTS

In accordance with Accounting Standards Codification (ASC) topic 855-10 "Subsequent Events", the Company has evaluated subsequent events through the date which the financial statements were available to be issued. The Company has determined that the following such event warrants disclosure or recognition in the financial statements:

- On May 17, 2011 the Company provided WWA Group with a promissory note (the "Note") to commit an oral agreement to writing for the repayment of debt. The Note is for $2,442,000 at an interest rate of six percent (6%) per annum to be paid in full by May 17, 2016. The Note includes a provision by which a nominee of WWA Group may hold one seat on the Company's board of directors (the Note is attached hereto as *Exhibit 10.7*).

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

This *Management's Discussion and Analysis of Financial Condition and Results of Operations* and other parts of this quarterly report contain forward-looking statements that involve risks and uncertainties. Forward-looking statements can be identified by words such as "anticipates," "expects," "believes," "plans," "predicts," and similar terms. Forward-looking statements are not guarantees of future performance and our actual results may differ significantly from the results discussed in the forward-looking statements. Factors that might cause such differences include but are not limited to those discussed in the subsection entitled *Forward-Looking Statements and Factors That May Affect Future Results and Financial Condition* below. The following discussion should be read in conjunction with our financial statements and notes thereto included in this report. All information presented herein is based on our quarterly period ended March 31, 2011. Our fiscal year end is June 30.

DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION

The Company is focused on engineering and project management opportunities in Southeast Asia, the Middle East, and the African continent. We serve an underserved niche in the global project spectrum by targeting specialized projects and subcontracts that are too small to attract multinational firms but still require world class engineering expertise. Our business seeks out small to mid-size contracts and subcontracts in the $1 million to $10 million range.

The Company conducts business through its wholly-owned subsidiaries, Intelspec International, Inc. ("Intelspec") a Nevada corporation, and Intelspec's subsidiaries: (i) Intelspec International LLC, a Thai registered foreign branch, (ii) Intelspec LLC, a Delaware limited liability, and (iii) Power Track Projects FZE ("Power Track"), a United Arab Emirates registered Free Zone Enterprise.

RESULTS OF OPERATION

For the three month period ended March 31, 2011:

(i) The Company broke ground on the construction of the design / build contract for the U.S. Navy's Lido Phase II Project in Indonesia that was awarded to us in September 2010; the project includes building a two-storey barrack, dining facilities, a mess hall, a kitchen, roads, parking areas, and site utilities; the project began generating revenue for us at the end of March 2011 and will be completed by August 2011; we also began discussions with the client to prepare for bids on subsequent phases of the Lido project on the same site.

(ii) The Company signed a memorandum of understanding with a local developer and an international consultant to manage the development of a 9,000 unit pre-fabricated housing program for the government of Angola; the Angolan government is in the early stages of a $50 billion program to build one million pre-fabricated and system-built affordable homes across the country; we expect to be involved in this program over the next several years, in cooperation with established local companies and international consultants.

(iii) The Company began contact with major US construction firms to establish strategic partnerships for domestic US military construction projects; in addition, along with our current partner, the American Security and Operations Group, we are able to bid and work on facilities of a classified nature in the United States, a separate and highly specialized market.

(iv) Power Track wrote off 70% of its processed material inventory and sold over half of its equipment assets at a substantial loss; at this time it is unlikely to be economically feasible for Power Track to resume quarry operations.

(v) The Company identified and began the bidding process for additional projects in Thailand, East Timor, Cambodia, and Africa.

(vi) The Company is in the process of evaluating potential joint venture partners and upcoming projects in the new Republic of South Sudan (which is expected to become an independent state by July 2011).

Net Losses/Income

Net loss for the three months ended March 31, 2011 was $3,129,266 as compared to net income of $16,219 for the three months ended March 31, 2010. Net loss for the nine months ended March 31, 2011 was $3,655,290 as compared to net income of $53,961 for the nine months ended March 31, 2010. The transition to net losses over the comparable periods is primarily due to the winding down of our quarry operations. During the current three and nine month periods Power Track wrote-off bad debts, wrote down 70% of its processed material inventory, incurred a large royalty expense and realized losses on the sale of its property and equipment. The Company is confident that it is moving past losses associated with Power Track and that it will transition back to net income in the next twelve months based on the successful completion of project management contracts.

Net Revenues

Net revenues for the three months ended March 31, 2011 decreased to $189,469 from $1,482,064 for the three months ended March 31, 2010, a decrease of 87%. Net revenues for the nine months ended March 31, 2011 decreased to $500,191 from $2,879,384 for the nine months ended March 31, 2010, a decrease of 83%. The decrease in net revenues over the comparable periods can be attributed to a decrease in project management contract revenues as well as a lack of equipment rentals in the current periods due to Power Track's suspension of quarry operations.

The decrease in project management contract revenues is due to a gap in management contract operations after narrowly losing several bids. The Company remains in competition for several project management contracts and will realize project management contract revenue from the Lido Phase II project through August 2011. Project management contract revenues are expected to increase as a result of the Lido Phase II project and the anticipated successful award of additional contracts over the next twelve months.

We believe that the suspension of quarry operations is now permanent. Local political issues and leadership changes, and continued lack of demand from smaller quarries for materials that were in demand during the UAE building boom of 2000 to 2008, required the Company to suspend operations and take necessary market losses on inventory and equipment. Of the approximately 150 quarries operating in Ras al Khaimah (the location of Power Track's quarry) in 2007, only five remain operational today. Most quarries remain suspended and have blocked access to the projects and equipment due to unpaid government royalties. Additionally, recent news about Qatar's possible loss of the 2022 World Cup have resulted in a major drop in orders from the exporting quarries who have been relying on Qatar in the last several months as their primary market.

Gross Losses/Profit

Gross loss for the three months ended March 31, 2011 was $19,083, as compared to a gross profit of $8,443 for the three months ended March 31, 2010. Gross loss for the nine months ended March 31, 2011, was $249,514 as compared to a gross profit of $415,797 for the nine months ended March 31, 2010. The transition to gross loss in the current periods is due, in part, to the state of our current project which was in its initial revenue phase at the end of the period. We expect to transition to back to gross profit over the next twelve months in step with our expectation of an increase in revenues.

Operating Expenses

Operating expenses for the three months ended March 31, 2011 increased to $2,354,827 from $134,080 for the three months ended March 31, 2010. Operating expenses for the nine months ended March 31, 2011, increased to $2,650,251 from $465,420 for the nine months ended March 31, 2010. Operating expenses are from general, selling and administrative expenses, salaries and wages, a provision for slow moving inventory, bad debt expense, and depreciation and amortization expense. The increase in operating expenses over the comparable periods can be attributed to a write-off of 70% of Power Track's inventory in the current periods totaling $1,387,123, Power Track's bad debt expense of $357,321, and Power Track's sizable royalty expense. We expect operating expenses to decrease in the near term as we do not expect further write downs or provisions for bad debt.

Depreciation and amortization expenses for the three month periods ended March 31, 2011 and 2010 were $0 and $14,018, respectively. Depreciation and amortization expenses for the nine month periods ended March 31, 2011 and 2010 were $0 and $42,055, respectively.

Other Income/Expenses

Other expenses for the three months ended March 31, 2011 were $755,356 and other income for the three months ended March 31, 2010 was $141,856. Other expenses for the nine months ended March 31, 2011 were $755,356 and other income for the nine months ended March 31, 2010 was $103,585. The transition to expenses from income over the comparative periods is due to a loss of $1,091,071 on the sale of Power Track's fixed assets in the current period.

LIQUIDITY AND CAPITAL RESOURCES

The Company's financial statements have been prepared assuming that we will continue as a going concern and, accordingly, do not include adjustments relating to the recoverability and realization of assets and classification of liabilities that might be necessary should we be unable to continue operations.

As of March 31, 2011, the Company had a working surplus of $498,679. The Company's current assets were $1,065,655 consisting of cash, receivables, inventories (mainly Power Track's processed limestone), prepaid expenses and other current assets. The Company's total assets were $2,310,359 consisting of current assets as well as fixed assets (crushing and mobile earthmoving equipment, a mobile labor camp, trucks, generators, and compressors for use in Power Track's mining operations). The Company's current liabilities were $566,976 consisting of notes payable, accounts payable and accrued expenses. The Company's total liabilities were $3,008,979 consisting of current liabilities as well as long-term debt equal to $2,442,003. Stockholders deficit in the Company was $698,620 as of March 31, 2011.

During the period we reached an oral agreement to convert a current debt obligation of $2,442,003 due to WWA Group, Inc., a beneficial owner of our common stock, into long-term debt. On May 17, 2011 the Company provided WWA Group, Inc., with a note pursuant to the oral agreement for the amount bearing interest at 6% and due on May 17, 2016.

Cash flows used in operating activities for the nine months ending March 31, 2011 were $2,808,974 compared to cash flows provided by operating activities of $1,061,894 for the nine months ending March 31, 2010. Cash flow used in operating activities in the current period is primarily due to net losses from Power Track's operations and an adjustment from the decrease in current debt due to its conversion into long-term debt. The Company expects to transition to cash flow provided by operations in the near term with anticipated decreases in losses and increases in revenue.

Cash flows provided by investing activities for the nine months ending March 31, 2011 were $412,446 as compared to cash flows used in investing activities $1,220,652 for the nine months ending March 31, 2010. Cash flows provided in the current period are attributable to the sale of property and equipment related to Power Track's operations. The Company expects to use cash flow in investing activities in future periods in connection with the expansion of its business or the acquisition of other related businesses.

Cash flows provided by financing activities for the nine months ending March 31, 2011 were $2,442,003 as compared to $384,244 for the nine months ending March 31, 2010. Cash flows provided in the current period are attributable to the conversion of current debt into long-term debt. The Company expects to realize cash flows provided by financing activities in the near term in connection with debt or equity financings.

Our current assets are insufficient to meet our business objectives over the next twelve (12) months. We need a minimum of $1,000,000 in debt or equity financing to finance the expansion of our business. However, we have no commitments or arrangements for the requisite financing, though our shareholders are the most likely source of loans or equity placements in the near term. Our inability to obtain additional financing would have a material adverse affect on our business operations.

During the period the Company issued two promissory notes for an aggregate of $135,000 to an unrelated party at an interest rate of 8%, with a nine month term and an option to convert the outstanding balance into shares of the Company's common stock at a 40% discount to the market price at the time of conversion. The notes have a re-payment option, with a penalty due if repaid. The Company will evaluate the notes at the end of its fiscal year on June 30, 2011, to determine if a common stock reserve or repayment allowance is to be made.

We have no lines of credit or other bank financing arrangements in place.

We have no commitments for future capital expenditures that were material at the end of the period.

We have no defined benefit plan though we do have contractual commitment with our chief executive officer.

We have no current plans for the purchase or sale of any plant or equipment.

We have no current plans to make any changes in the number of employees.

We do not expect to pay cash dividends in the foreseeable future.

Future Company Financings

We may continue to rely on debt or equity sales to continue to fund our business operations even though the issuance of additional shares will result in dilution to our existing stockholders.

Company Reporting Obligations

The Company does not anticipate any contingency upon which it would voluntarily cease filing reports with the Securities and Exchange Commission. It is in the compelling interest of the Company to report its affairs quarterly, annually and currently, as the case may be, generally to provide accessible public information to interested parties.

OFF-BALANCE SHEET ARRANGEMENTS

We do not have any 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 are material to investors.

INTEREST RATES

Interest rates are generally controlled. The majority of our debt is owed to a related party at a fixed interest rate so fluctuations in interest rates do not impact our result of operations at this time. However, we may need to rely on bank financing or other debt instruments in the future in which case fluctuations in interest rates could have a negative impact on our results of operations.

FORWARD LOOKING STATEMENTS AND FACTORS THAT MAY AFFECT FUTURE RESULTS AND FINANCIAL CONDITION

The statements contained in the section titled *Management's Discussion and Analysis of Financial Condition and Results of Operations*, with the exception of historical facts, are forward looking statements. A safe-harbor provision may not be applicable to the forward-looking statements made in this current report. Forward-looking statements reflect our current expectations and beliefs regarding our future results of operations, performance, and achievements. These statements are subject to risks and uncertainties and are based upon assumptions and beliefs that may or may not materialize. These statements include, but are not limited to, statements concerning:

- our financial performance;
- the sufficiency of existing capital resources;
- our ability to fund cash requirements for future operations;
- uncertainties related to the growth of our business and the acceptance of our services;
- our ability to achieve and maintain an adequate customer base to generate sufficient revenues to maintain and expand operations;
- the volatility of the stock market; and
- general economic conditions.

We wish to caution readers that our operating results are subject to various risks and uncertainties that could cause our actual results to differ materially from those discussed or anticipated, including the factors set forth in the section entitled *Risk Factors* included elsewhere in this report. We also wish to advise readers not to place any undue reliance on the forward looking statements contained in this report, which reflect our beliefs and expectations only as of the date of this report. We assume no obligation to update or revise these forward-looking statements to reflect new events or circumstances or any changes in our beliefs or expectations, other than is required by law.

RECENT ACCOUNTING PRONOUNCEMENTS

Please see Note 9 to our consolidated financial statements for recent accounting pronouncements.

STOCK-BASED COMPENSATION

We have adopted Accounting Standards Codification Topic ("ASC") 718, Share-Based Payment, which addresses the accounting for stock-based payment transactions in which an enterprise receives employee services in exchange for (a) equity instruments of the enterprise or (b) liabilities that are based on the fair value of the enterprise's equity instruments or that may be settled by the issuance of such equity instruments.

We account for equity instruments issued in exchange for the receipt of goods or services from other than employees in accordance with ASC 505. Costs are measured at the estimated fair market value of the consideration received or the estimated fair value of the equity instruments issued, whichever is more reliably measurable. The value of equity instruments issued for consideration other than employee services is determined on the earliest of a performance commitment or completion of performance by the provider of goods or services.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Not required.

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

In connection with the preparation of this report on Form 10-Q, an evaluation was carried out by the Company's management, with the participation of the chief executive officer and the chief financial officer, of the effectiveness of the Company's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934 ("Exchange Act")). Disclosure controls and procedures are designed to ensure that information required to be disclosed in reports filed or submitted under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in the Commission's rules and forms and that such information is accumulated and communicated to management, including the chief executive officer and the chief financial officer, to allow timely decisions regarding required disclosures.

Based on that evaluation, the Company's management concluded, as of the end of the period covered by this report, that the Company's disclosure controls and procedures were effective in recording, processing, summarizing, and reporting information required to be disclosed, within the time periods specified in the Commission's rules and forms, and that such information was accumulated and communicated to management, including the chief executive officer and the chief financial officer, to allow timely decisions regarding required disclosures.

Changes in Internal Control over Financial Reporting

There have been no changes in internal control over financial reporting (as defined in Rule 13a-15(f) of the Exchange Act) during the period ended March 31, 2011, that materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

PART II – OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

None.

ITEM 1A. RISK FACTORS

The Company's operations and securities are subject to a number of risks. Below we have identified and discussed the material risks that we are likely to face. Should any of the following risks occur, they will adversely affect our operations, business, financial condition and/or operating results as well as the future trading price and/or the value of our securities.

RISK FACTORS RELATING TO OUR BUSINESS

Our scope of business is currently limited to small and mid-sized private and government contracts.

The Company is a global engineering and project management service provider; however a substantial economic slowdown in these markets has led the Company to focus primarily on US government contracts and subcontracts. If we cannot continue to attain new government contracts and/or new subcontracts from some larger engineering contractors, our business could be adversely affected. Furthermore, if the demand engineering and project management continues to slowdown within our market, the Company could be adversely affected.

From time to time we may be required to suspend services to commercial and private customers to meet the priority demands of governmental military contractors, which may adversely impact our marketing to commercial and private customers.

The priority needs of governmental military contractors may require that we suspend services to some or all of our contracts from the commercial and private sector. The size and level of priority of services from governmental agencies are irregular and unpredictable, and from time to time in the past, we have had to delay fulfilling contracts from our commercial and private customers until priority governmental contracts have been fulfilled. This may damage our reputation among the commercial and private sector and potential future contracts and, in turn, adversely impact our marketing to such customers and potential customers in the commercial sector.

We depend on the recruitment and retention of qualified personnel, and our failure to attract and retain such personnel could seriously harm our business.

Due to the specialized nature of our businesses, our future performance is highly dependent upon the continued services of our key engineering personnel and executive officers, the development of additional management personnel, and the recruitment and retention of new qualified engineering, manufacturing, marketing, sales, and management personnel for our operations. Competition for personnel is intense, and we may not be successful in attracting or retaining qualified personnel. In addition, key personnel may be required to receive security clearances and substantial training in order to work on government sponsored programs or perform related tasks. The loss of key employees, our inability to attract new qualified employees or adequately train employees, or the delay in hiring key personnel could impair our ability to prepare bids for new projects, fill orders, or develop new products.

Our activities are affected by the level of US defense spending, and a reduction in current defense budget expenditures or changing governmental priorities could significantly reduce sales under governmental contracts.

Our revenues from the US government largely result from contracts awarded by military purchasers under various defense programs. The funding of defense programs is subject to the overall US governmental budget and appropriation decisions and processes, and our programs must compete for funding with non-defense programs and other defense programs in which we are not involved. US governmental budget decisions, including defense spending, are based on changing governmental priorities and objectives, which are driven by numerous factors, including national and international geopolitical events and economic conditions, and are beyond our control. In recent years, the overall level of US defense spending has increased for numerous reasons, including increases in funding of operations in Iraq and Afghanistan and the US Department of Defense's military transformation initiatives. We cannot assure that US defense spending will continue to grow, particularly in view of the recent changes in the controlling political party in Congress. Significant changes to US defense spending could have long-term consequences for the market of our services. In addition, as a result of changing governmental priorities and requirements, defense spending could shift away from the current importance of military force and facility construction into new areas, and the timing of funding of force and facility construction could change. Shifts or reductions in defense spending or changes in timing could result in the reduction or elimination of, or the delay in, funding of one or more of our defense programs, which could negatively impact our results of operations and financial condition.

A large scope of our business is governed by US governmental contracts, which are subject to continued appropriations by Congress and termination.

We supply engineering and project management either directly or as a subcontractor for various US governmental civilian and military programs, all of which are generally subject to congressional appropriations. Congress generally appropriates funds on a fiscal year basis even though a program may extend for several years. Consequently, programs are often only partially funded initially, and additional funds are committed only as Congress makes further appropriations. US governmental contracts and subcontracts under a program are subject to termination or adjustment if appropriations for such program are not available or change. In addition, US governmental contracts generally contain provisions permitting partial or total termination, without prior notice, at the US government's convenience as well as termination for default based on performance. Upon termination for convenience, we generally will be entitled to compensation only for services rendered and commitments completed at the time of termination. A termination arising out of our default could expose us to liability and have a negative impact on our ability to obtain future contracts and orders.

Our financial performance is highly dependent on our procurement, performance, and payment under our US governmental contracts. The termination of one or more large contracts, whether due to lack of funding, for convenience, or otherwise, could materially adversely affect our business. In such an event, our losses would likely increase as we would continue to incur operating costs as we sought to procure new US government contracts to offset the revenues lost as a result of any termination of our contracts. Among the factors that could materially adversely affect our federal governmental contracting business are:

- budgetary constraints affecting federal government spending generally, or defense and intelligence spending in particular, and annual changes in fiscal policies or available funding;
- changes in federal governmental programs, priorities, procurement policies, or requirements;
- new legislation, regulations, or governmental union pressures on the nature and amount of services the government may obtain from private contractors;
- federal governmental shutdowns (such as during the government's 1996 fiscal year) and other potential delays in the governmental appropriations process; and
- delays in the payment of our invoices by governmental payment offices due to problems with, or upgrades to, governmental information systems, or for other reasons.

These or other factors could cause federal governmental agencies, or prime contractors when we are acting as a subcontractor, to reduce their purchases under contracts, to exercise their right to terminate contracts, or to not exercise options to renew contracts, any of which could reduce sales, including our sales backlog, while costs continued as are sought to develop sales have a materially adverse effect on our business, financial condition, and results of operations.

We enter into fixed-price contracts that could subject us to losses in the event that we have cost overruns.

Many of our contracts are entered into on a fixed-price basis. This allows us to benefit from cost savings, but we carry the financial risk of cost overruns. If our initial estimates on project completion are incorrect, we can lose money on these contracts. In addition, some of our contracts have provisions relating to cost controls and audit rights, and if we fail to meet the terms specified in those contracts, then we may not realize their full benefits. Lower earnings caused by cost overruns and cost controls would reduce or eliminate the gross margins under our contracts.

We could be suspended or barred from contracting with the federal government.

We could be suspended or barred from contracting with the federal government generally or any significant agency in the intelligence community or Department of Defense for, among other things, actions or omissions that are deemed by the government to be so serious or compelling that they affect our contractual responsibilities. For example, we could be debarred for committing a fraud or criminal offense in connection with obtaining, attempting to obtain, or performing a contract or for embezzlement, fraud, forgery, falsification, or other causes identified in applicable federal acquisition regulations. In addition, our reputation or relationship with the governmental agencies could be impaired. If we were suspended or debarred, or if our relationship or reputation were impaired, our sales opportunities and revenues would be reduced and our operating loss would increase.

International and political events may adversely affect our operations.

Our revenue is derived entirely from non-United States operations, which exposes us to risks inherent in doing business in each of the countries in which we transact business. The occurrence of any of the risks described below could have a material adverse effect on our results of operations and financial condition.

Operations in countries other than the United States are subject to various risks peculiar to each country. With respect to any particular country, these risks may include:

- expropriation and nationalization of our assets in that country;
- political and economic instability;
- civil unrest, acts of terrorism, force majeure, war, or other armed conflict;
- natural disasters, including those related to earthquakes and flooding;
- inflation;
- currency fluctuations, devaluations, and conversion restrictions;
- confiscatory taxation or other adverse tax policies;
- governmental activities that limit or disrupt markets, restrict payments, or limit the movement of funds;
- governmental activities that may result in the deprivation of contract rights; and
- governmental activities that may result in the inability to obtain or retain licenses required for operation.

Due to the unsettled political conditions in many oil-producing countries and countries in which we provide governmental logistical support, our revenue and profits are subject to the adverse consequences of war, the effects of terrorism, civil unrest, strikes, currency controls, and governmental actions.

We work in international locations where there are high security risks, which could result in harm to our employees and contractors or substantial costs.

Some of our services are performed in high-risk locations where the country or location is suffering from political, social or economic issues, or war or civil unrest. In those locations where we have employees or operations, we may incur substantial costs to maintain the safety of our personnel. Despite these precautions, the safety of our personnel in these locations may continue to be at risk, and we have in the past and may in the future suffer the loss of employees and contractors.

We are subject to significant foreign exchange and currency risks that could adversely affect our operations and our ability to reinvest earnings from operations, and our ability to limit our foreign exchange risk through hedging transactions may be limited.

A sizable portion of our consolidated revenue and consolidated operating expenses are in foreign currencies. As a result, we are subject to significant risks, including:

- foreign exchange risks resulting from changes in foreign exchange rates and the implementation of exchange controls; and
- limitations on our ability to reinvest earnings from operations in one country to fund the capital needs of our operations in other countries.

In particular, we conduct business in countries that have non-traded or "soft" currencies which, because of their restricted or limited trading markets, may be difficult to exchange for "hard" currencies. The national governments in some of these countries are often able to establish the exchange rates for the local currency. As a result, it may not be possible for us to engage in hedging transactions to mitigate the risks associated with fluctuations of the particular currency. We are often required to pay all or a portion of our costs associated with a project in the local soft currency. As a result, we generally attempt to negotiate contract terms with our customer, who is often affiliated with the local government, to provide that we are paid in the local currency in amounts that match our local expenses. If we are unable to match our costs with matching revenue in the local currency, we would be exposed to the risk of an adverse change in currency exchange rates.

RISKS RELATING TO THE COMMON STOCK

***The Company's stock price may be volatile*.**

The market price of the Company's common stock is likely to be highly volatile and could fluctuate widely in price in response to various factors, many of which are beyond the Company's control, including the following:

- services by the Company or its competitors;
- additions or departures of key personnel;
- the Company's ability to execute its business plan;
- operating results that fall below expectations;
- loss of any strategic relationship;
- industry developments;
- economic and other external factors; and
- period-to-period fluctuations in the Company's financial results.

In addition, the securities markets have from time to time experienced significant price and volume fluctuations that are unrelated to the operating performance of particular companies. These market fluctuations may also materially and adversely affect the market price of the Company's common stock.

FINRA sales practice requirements may limit a stockholder's ability to buy and sell our stock.

The Financial Industry Regulatory Authority ("FINRA") has adopted rules that relate to the application of the Commission's penny stock rules in trading our securities and require that a broker/dealer have reasonable grounds for believing that the investment is suitable for that customer, prior to recommending the investment. 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, the FINRA believes that there is a high probability that speculative, low priced securities will not be suitable for at least some customers. The FINRA requirements make it more difficult for broker/dealers to recommend that their customers buy our common stock, which may have the effect of reducing the level of trading activity and liquidity of our common stock. Further, many brokers charge higher transactional fees for penny stock transactions. As a result, fewer broker/dealers may be willing to make a market in our common stock, reducing a shareholder's ability to resell shares of our common stock.

We incur significant expenses as a result of the Sarbanes-Oxley Act of 2002, which expenses may continue to negatively impact our financial performance.

We incur significant legal, accounting and other expenses as a result of the Sarbanes-Oxley Act of 2002, as well as related rules implemented by the Commission, which control the corporate governance practices of public companies. Compliance with these laws, rules and regulations, including compliance with Section 404 of the Sarbanes-Oxley Act of 2002, as discussed in the following risk factor, has substantially increased our expenses, including legal and accounting costs, and made some activities more time-consuming and costly.

Our internal controls over financial reporting may not be considered effective in the future, which could result in a loss of investor confidence in our financial reports and in turn have an adverse effect on our stock price.

Pursuant to Section 404 of the Sarbanes-Oxley Act of 2002 we are required to furnish a report by our management on our internal controls over financial reporting. Such report must contain, among other matters, an assessment of the effectiveness of our internal controls over financial reporting as of the end of the year, including a statement as to whether or not our internal controls over financial reporting are effective. This assessment must include disclosure of any material weaknesses in our internal controls over financial reporting identified by management. If we are unable to continue to assert that our internal controls are effective, our shareholders could lose confidence in the accuracy and completeness of our financial reports, which in turn could cause our stock price to decline.

The Company's common stock is currently deemed to be "penny stock", which makes it more difficult for investors to sell their shares*.*

The Company's common stock is and will be subject to the "penny stock" rules adopted under section 15(g) of the Exchange Act. The penny stock rules apply to companies whose common stock is not listed on the NASDAQ Stock Market or other national securities exchange and trades at less than $5.00 per share or that have tangible net worth of less than $5,000,000 ($2,000,000 if the company has been operating for three or more years). These rules require, among other things, that brokers who trade penny stock to persons other than "established customers" complete certain documentation, make suitability inquiries of investors and provide investors with certain information concerning trading in the security, including a risk disclosure document and quote information under certain circumstances. Many brokers have decided not to trade penny stocks because of the requirements of the penny stock rules and, as a result, the number of broker-dealers willing to act as market makers in such securities is limited. If the Company remains subject to the penny stock rules for any significant period, it could have an adverse effect on the market, if any, for the Company's securities. If the Company's securities are subject to the penny stock rules, investors will find it more difficult to dispose of the Company's securities.

The elimination of monetary liability against the Company's directors, officers and employees under Nevada law and the existence of indemnification rights to the Company's directors, officers and employees may result in substantial expenditures by the Company and may discourage lawsuits against the Company's directors, officers and employees.

The Company's certificate of incorporation contains a specific provision that eliminates the liability of directors for monetary damages to the Company and the Company's stockholders; further, the Company is prepared to give such indemnification to its directors and officers to the extent provided by Nevada law. The Company may also have contractual indemnification obligations under its employment agreements with its executive officers. The foregoing indemnification obligations could result in the Company incurring substantial expenditures to cover the cost of settlement or damage awards against directors and officers, which the Company may be unable to recoup. These provisions and resultant costs may also discourage the Company from bringing a lawsuit against directors and officers for breaches of their fiduciary duties and may similarly discourage the filing of derivative litigation by the Company's stockholders against the Company's directors and officers even though such actions, if successful, might otherwise benefit the Company and its stockholders.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

On January 27, 2011, and on March 15, 2011, the Company issued promissory notes in the amounts of $75,000 and $60,000, respectively, to Asher Enterprises, Inc., an unrelated party, at an interest rate of 8%, with a nine month term, and an option to convert the outstanding balance into shares of the Company's common stock at a 40% discount off the market price at the time of conversion, pursuant to the exemptions from registration provided by Section 4 (2) and Regulation D of the Securities Act.

ITEM 3. DEFAULTS ON SENIOR SECURITIES

None.

ITEM 4. (REMOVED AND RESERVED)

Removed and reserved

ITEM 5. OTHER INFORMATION

Entry into a Material Agreement

During the period the Company reached and oral agreement to convert a current debt obligation of $2,442,003 due to WWA Group, Inc. ("WWA Group"), a beneficial owner of the Company's common stock, into long-term debt. On May 17, 2011 the Company provided WWA Group with a note (the "Note") to commit the oral agreement to writing. The Note is for $2,442,000 at an interest rate of six percent (6%) per annum to be paid in full by May 17, 2016. The Note includes a provision by which a nominee of WWA Group may hold one seat on the Company's board of directors (the Note is attached hereto as *Exhibit 10.7*).

Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers

Effective May 17, 2011, the Company's board of directors appointed Eric Montandon to serve as a director.

Mr. Montandon graduated from Arizona State University in 1988 with a Bachelor's Degree in Business Finance. After graduation he worked for Winius-Montandon, Inc., as a commercial real estate consultant and appraiser in Phoenix, Arizona until 1992. He was involved in forming Momentum Asia, Inc., a design and printing operation in Subic Bay, Philippines in 1994. Mr. Montandon operated this company as its chief executive office until the middle of 2000. Mr. Montandon joined the board of directors in of Asia8, Inc. (now a holding company with a significant interest in WWA Group) in February 2000 and became director of WWA Group (a beneficial owner of the Company's common stock) in 2003. Since then he has expanding his roles in both Asia8, Inc. and WWA Group to include all areas of finance, operations and administration.

During the last five years Mr. Montandon has been an officer and director of three public companies: WWA Group (from 2003 to present) (chief executive officer and director), Asia8, Inc. (from 2000 to present) (chief executive officer, chief financial officer and director), and Net Telecommunications, Inc., formerly a telecommunications service provider (from 2000 to present) (director).

The Company has not at this time determined if Mr. Montandon will serve on any standing committee.

Mr. Montandon's appointment to the Company's board of directors was in connection with his nomination pursuant to the Note with WWA Group. Mr. Montandon has not entered into any other agreement, arrangement or understanding with the Company or any other persons in connection with his appointment to the Company's board of directors.

Mr. Montandon is not related to any members of the Company's board of directors.

ITEM 6. EXHIBITS

Exhibits required to be attached by Item 601 of Regulation S-K are listed in the Index to Exhibits on page 28 of this Form 10-Q, and are incorporated herein by this reference.

SIGNATURES

Pursuant to the requirements 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.

Infrastructure Developments Corp.	***Date***
/s/ Thomas Morgan By: Thomas Morgan Its: Chief Executive Officer, Chief Financial Officer, Principal Accounting Officer and Director	May 23, 2011

INDEX TO EXHIBITS

Number	*Description*
3.1(a)*	Articles of Incorporation filed with the Nevada Secretary of State on August 10, 2006. Incorporated by reference as Exhibits to the Form SB-1 filed on May 11, 2007.
3.1(b)*	Certificate of Amendment to the Articles of Incorporation filed with the Nevada Secretary of State on April 23, 2007. Incorporated by reference to the Company's Registration Statement on Form SB-1 filed with the Commission on May 11, 2007.
3.1(c)*	The Certificate of Amendment to the Company's Articles of Incorporation was filed with the Secretary of State of the Nevada on March 1, 2010. Incorporated by reference to the Company's Definitive Information Statement on Schedule 14C as filed with the Commission on February 2, 2010.
3.1(d)*	The Certificate of Amendment to the Company's Articles of Incorporation was filed with the Secretary of State of the Nevada on April 9, 2010. Incorporated by reference to the Company's current Report on Form 8-K as filed with the Commission on April 14, 2010.
3.2*	Bylaws. Incorporated by reference to the Company's Registration Statement on Form SB-1 filed with the Commission on May 11, 2007.
10.1*	Asset Purchase Agreement, dated July 1, 2008, between 1st Home Buy & Sell, Ltd. and DK Group N.A. N.V. Incorporated by reference to the Company's current Report on Form 8-K as filed with the Commission on July 3, 2008.
10.2*	Securities Purchase Agreement, dated July 1, 2008, between Intelspec, Intelspec LLC and Tom Morgan. Incorporated by reference to the Company's current Report on Form 8-K as filed with the Commission on April 26, 2010.
10.3*	Employment Agreement, dated August 1, 2008, between Intelspec and Tom Morgan. Incorporated by reference to the Company's current Report on Form 8-K as filed with the Commission on April 26, 2010.
10.4*	Share Exchange Agreement, dated September 2, 2008, between Intelspec and Power Track Projects, FZE. Incorporated by reference to the Company's current Report on Form 8-K as filed with the Commission on April 26, 2010.
10.5*	Split-Off Agreement, dated September 5, 2008, between 1st Home Buy & Sell, Ltd. and Pacific Coast Development Corp. Incorporated by reference to the Company's current Report on Form 8-K as filed with the Commission on September 9, 2008.
10.6*	Share Exchange Agreement dated April 1, 2010, between the Company and Intelspec. Incorporated by reference to the Company's current Report on Form 8-K as filed with the Commission on April 8, 2010.
10.7	Promissory Note with WWA Group, Inc., dated May 17, 2011.
21*	Subsidiaries. Incorporated by reference to the Company's current Report on Form 8-K as filed with the Commission on April 26, 2010.
31	Certification of the Chief Executive Officer and Chief Financial Officer pursuant to Rule 13a-14 of the Securities and Exchange Act of 1934, as amended, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (attached).
32	Certification of the Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (attached).

* Incorporated by reference to previous filings of the Company.

NOTICE: THIS NOTE HAS NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED, NOR UNDER ANY STATE SECURITIES LAW AND MAY NOT BE PLEDGED, SOLD, ASSIGNED OR TRANSFERRED UNLESS (I) A REGISTRATION STATEMENT WITH RESPECT THERETO IS EFFECTIVE UNDER THE SECURITIES ACT OF 1933, AS AMENDED, AND ANY APPLICABLE STATE SECURITIES LAW REQUIREMENTS HAVE BEEN MET OR (II) EXEMPTIONS FROM THE REGISTRATION REQUIREMENTS UNDER THE SECURITIES ACT OF 1933, AS AMENDED, AND THE REGISTRATION OR QUALIFICATION REQUIREMENTS OF APPLICABLE STATE SECURITIES LAWS ARE AVAILABLE.

PROMISSORY NOTE

US$2,442,000 May 17, 2011

FOR VALUE RECEIVED, the undersigned, **Infrastructure Developments Corp.**, a Nevada corporation, with offices located at 299 S. Main Street, 13th Floor, Salt Lake City, Utah, 84111 (the "**Maker**"), unconditionally promises to pay to the order of **WWA Group, Inc.**, a Nevada company, with offices at 404 W. Powell Lane, Suite 303-304, Austin, Texas, 78753 (the "**Payee**"), the Maker's indebted amount in the principal sum of two million, four hundred and forty two thousand U.S. Dollars (**U.S. $2,442,000**), together with interest on such principal amount as provided (this "**Note**").

1. Interest. The unpaid principal balance of this Note shall bear interest from the date of this Note until this Note shall have been paid in full at the lower of (i) six percent (6%) per annum, or (ii) the maximum non-usurious rate of interest permissible under applicable law; provided, however, that any amount not paid when due in accordance with the terms of this Note shall bear interest from the date such payment was due until paid at the lower of (i) twelve percent (12%) per annum or (ii) the maximum non-usurious rate of interest permissible under applicable law.

2. Payment of Principal and Interest. Principal and accrued interest under this Note shall be paid in full by May 17, 2016 (the "**Maturity Date**"). Interest on this Note shall be computed on the basis of a year of 365 days for the actual number of days elapsed.

3. Currency; Place of Payment. Principal and all accrued interest is payable in lawful money of the United States of America and in immediately available funds, at 404 W. Powell Lane, Suite 303-304, Austin, Texas, 78753, or at such other address as the Payee may from time to time designate in writing.

4. Prepayment. Maker may, but shall not be required to, pre-pay principal and interest on this Note in whole or in part at any time. Should Maker elect to pre-pay a portion of this Note, Maker shall receive a pre-payment discount on the paid amount (to encourage early payment on the Note) according to the following table:

Payment Discount Period	*Payment Discount Percentage*
May 18, 2011 - May 17, 2012	20.0%
May 18, 2012 - May 17, 2013	15.0%
May 18, 2013 - May 17, 2014	10.0%
May 18, 2014 - May 17, 2015	5.0%
May 18, 2015 - May 17, 2016	2.5%

5. No Set-Off. Other than as stipulated in Item 4 with respect to pre-payment, payment of principal and interest on this Note shall be made without any deductions whatsoever, including but not limited to any deduction for any set-off, recoupment or counterclaim. Unless the Payee otherwise agrees, all payments on this Note shall be applied first to accrued and unpaid interest and then to unpaid principal.

6. **Board of Directors Appointment.** The Payee shall have the right to hold one seat on the Maker's board of directors. The Payee may nominate its member for the Maker's board of directors at any time and the Maker's board of directors shall appoint such nominated member as soon as practicable thereafter.

7. Severability. Any provision of this Note that is prohibited or unenforceable in any jurisdiction shall, as to such jurisdiction, be ineffective to the extent of such prohibition or unenforceability without invalidating the remaining portions of this Note in such jurisdiction, and any such prohibition or unenforceability in any such jurisdiction shall not invalidate or render unenforceable such provision in any other jurisdiction.

8. No Waiver; Cumulative Remedies.

a. The Payee shall not, by any act (except by a written instrument executed and delivered in accordance with subparagraph (b) below), delay, indulgence, omission or otherwise be deemed to have waived any right, remedy or other power under this Note or to have acquiesced in any default under this Note. The rights, remedies and powers provided to the Payee under this Note are cumulative, may be exercised singly or concurrently, and are not exclusive of and shall be in addition to all other rights, remedies, or powers provided by applicable law. The Payee may exercise any or all rights, remedies and powers at any time(s) in any order which the Payee chooses in its discretion.

b. No waiver, amendment, supplement or other modification of any of the terms or provisions of this Note shall be effective unless set forth in a writing executed and delivered by the party sought to be charged.

9. Events of Default; Acceleration. An "**Event of Default**" shall exist under this Note if any one of the following occurs:

a. Maker shall fail to make any payment when due under this Note (including any payment due by reason of acceleration) and such failure shall continue for a period of five days after the Payee shall have given the Maker written notice of such failure.

b. Maker shall fail to appoint the Payee's nominee to the board of directors as stipulated in Item 6 within 14 days of the Payee's notice of nomination to the board of directors.

c. Dissolution, liquidation, business failure of the Maker or any guarantor of this Note, appointment of a liquidator or receiver for any of the property of the Maker or any guarantor of this Note, assignment for the benefit of creditors by the Maker or any guarantor of this Note, or the commencement of any case or proceeding under any bankruptcy or insolvency laws by or against the Maker or any guarantor of this Note, or failure of the Maker or any guarantor generally to pay its debts when they become due.

Upon the occurrence and at any time during the continuance of any Event of Default, the Payee, by written notice to the Maker, may declare the entire unpaid principal balance of this Note and all accrued and unpaid interest on this Note to be due and payable immediately, and upon any such declaration the entire unpaid principal balance of this Note and all accrued and unpaid interest on this Note shall become immediately due and payable, without the need for presentment, demand for payment, protest, notice of dishonor or protest or any other notice of any kind, all of which are expressly waived by the Maker.

10. Collection Expenses. If this Note is placed in the hands of an attorney for collection, or is collected in whole or in part by suit or through bankruptcy proceedings or other legal proceedings of any kind, the Maker agrees to pay, in addition to all other sums payable under this Note, all costs and expenses of collection and enforcement, including, but not limited to, reasonable attorneys' fees.

11. Usury. It is the intent of the Payee in accepting this Note and the Maker in the execution of this Note to contract in strict compliance with applicable usury law. In furtherance of that intent, the Payee, by accepting this Note, and the Maker stipulate and agree that none of the terms and provisions contained in this Note, or in any other agreement by the Maker in favor of the Payee, shall ever be construed to create a contract to pay for the use, forbearance or detention of money, or interest, at a rate in excess of the maximum non-usurious interest rate permitted to be charged by applicable law.

Neither the Maker nor any guarantors, endorsers or other parties now or in the future becoming liable for payment of this Note shall be required to pay interest on the Note, or on any other agreement by the Maker in favor of the Payee, at a rate in excess of the maximum non-usurious interest that may lawfully be charged under applicable law, and the provisions of this Item 11 shall control over all other provisions of this Note or any other agreement which may be in apparent conflict with Item 11.

The Payee, by its acceptance of this Note, expressly disavows any intention to charge or collect excessive unearned interest or finance charges in the event the maturity of this Note is accelerated. If the Payee shall collect monies and/or any other thing of value deemed to constitute interest that would increase the effective interest rate on this Note to a rate in excess of the maximum non-usurious rate of interest permitted to be charged by applicable law (whether as a result of acceleration of this Note, pre-payment, or otherwise), an amount equal to interest in excess of the lawful rate shall, upon such determination, at the option of the Payee, be either immediately returned to the Maker or credited against the principal balance of this Note then outstanding, in which event any and all penalties of any kind under applicable law as a result of such excess interest shall be inapplicable.

By execution of this Note, the Maker acknowledges that it believes the indebtedness evidenced by this Note (and interest on such indebtedness) to be non-usurious and agrees that if, at any time, the Maker should have reason to believe the same is in fact usurious, it will give the Payee notice of such condition and the Maker agrees that the Payee shall have 90 days after receipt of such notice in which to make appropriate refund or other adjustment in order to correct such condition if in fact such condition exists.

The term “applicable law” as used in this Item 11 shall mean the internal laws of the State of Utah or the laws of the United States, whichever laws provide for the lowest maximum non-usurious rate of interest applicable to indebtedness similar to that represented by this Note, as such laws now exist or may be changed or amended or come into effect in the future.

12. Certain Waivers. The Maker and any guarantor, endorser or other surety with respect to this Note (collectively, the "**Obligors**") and each of them (i) waive(s) presentment, diligence, protest, demand, notice of demand, notice of acceptance or reliance, notice of non-payment, notice of dishonor, notice of protest and all other notices to parties in connection with the delivery, acceptance, performance, default or enforcement of this Note, or any endorsement or guaranty of this Note; (ii) consent(s) to any and all delays, extensions, renewals or other modifications of this Note or the debt evidenced by this Note, any waivers of any term of this Note, any subordination of the debt evidenced by this Note, and any failure to act by the Payee or any other forbearance or indulgence shown by the Payee, from time to time and in one or more instances (without notice to or assent from any of the Obligors) and agree(s) that none of the foregoing shall release, discharge or otherwise impair any of their liabilities; (iii) agree(s) that the full or partial release or discharge of any Obligor shall not release, discharge or otherwise impair the liabilities of any other Obligor(s); and (iv) waive(s) any defenses based on surety-ship.

13. Governing Law. THIS NOTE SHALL BE GOVERNED BY AND CONSTRUED AND INTERPRETED IN ACCORDANCE WITH THE LAWS OF THE STATE OF UTAH, WITHOUT REGARD TO ITS RULES PERTAINING TO CONFLICTS OF LAWS.

IN WITNESS WHEREOF, the Maker has executed and delivered this Note as of the date set forth above.

Maker:

Infrastructure Developments Corp.

By: /s/ Thomas R. Morgan
Thomas R. Morgan, Chief Executive Officer

Accepted by Payee:

WWA Group, Inc.

By: /s/ Eric Montandon
Eric Montandon, Chief Executive Officer

Exhibit 31

CERTIFICATION OF CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER PURSUANT TO RULE 13a-14 OF THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED, AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Thomas Morgan, certify that:

1. I have reviewed this report on Form 10-Q of Infrastructure Developments Corp.;

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 the 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 controls 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 controls over financial reporting.

Date: May 23, 2011

/s/ Thomas Morgan
Thomas Morgan
Chief Executive Officer and Chief Financial Officer

Exhibit 32

CERTIFICATION OF CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER 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 report on Form 10-Q of Infrastructure Developments Corp., for the quarterly period ended March 31, 2011 as filed with the Securities and Exchange Commission on the date hereof, I, Thomas Morgan, do hereby certify, pursuant to 18 U.S.C. §1350, as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge and belief:

(1) This 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 this report fairly presents, in all material respects, the financial condition of the registrant at the end of the period covered by this report and results of operations of the registrant for the period covered by this report.

Date: May 23, 2011

/s/ Thomas Morgan

Thomas Morgan
Chief Executive Officer and Chief Financial Officer

This certification accompanies this report pursuant to §906 of the Sarbanes-Oxley Act of 2002 and shall not, except to the extent required by the Sarbanes-Oxley Act of 2002, be deemed filed by the registrant for the purposes of §18 of the Securities Exchange Act of 1934, as amended. This certification shall not be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended (whether made before or after the date of this report), irrespective of any general incorporation language contained in such filing.

A signed original of this written statement required by §906 has been provided to the registrant and will be retained by the registrant and furnished to the Securities and Exchange Commission or its staff upon request.