

FREESTONE RESOURCES, INC.

Form 10-Q

November 12, 2013

U.S. 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 September 30, 2013

OR

TRANSITION REPORT UNDER SECTION 13 OF 15(d) OF THE EXCHANGE ACT OF 1934

Commission File Number 000-28753

FREESTONE RESOURCES, INC.

(Exact name of small business issuer as specified in its charter)

Nevada 90-0514308
(State or other jurisdiction of incorporation) (IRS Employer Identification No.)

Republic Center, Suite 1350

325 N. St. Paul Street Dallas, TX 75201

(Address of principal executive offices)

(214) 880-4870

(Issuer's telephone number)

(Former name, former address and former fiscal year, if changed 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 is a large accredited filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accredited filer", "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act:

Large Accredited Filer Accelerated Filer
Non-Accredited 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 by check mark whether the registrant has submitted electronically and posted on its website, if any, every Interactive File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (SS325.405 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

As of November 5, 2013 there were 68,943,177 shares of Common Stock of the issuer outstanding.

Freestone Resources, Inc.**(A Development Stage Company)****Consolidated Balance Sheets****As of September 30, 2013 and June 30, 2013**

Assets

	(Unaudited) September 30, 2013	(Audited) June 30, 2013
Current Assets:		
Cash	\$ 181,006	\$ 205,767
Accounts receivable	—	—
Deposits and other assets	—	—
Total Current Assets	181,006	205,767
Oil and gas properties used for research and development	20,000	20,000
Fixed assets, net of accumulated depreciation of \$67,967 and \$61,093	41,015	47,889
Total fixed assets, net	61,015	67,889
Investment in Aqueous Services, LLC	101,406	109,763
Other assets	8,910	8,910
Total Assets	\$ 352,337	\$ 392,329

Liabilities and Stockholders' Equity

Current Liabilities:		
Accounts payable	\$ 1,280	\$ 5,452
Accrued expenses	6,239	5,784
Notes payable-related parties	—	—
Derivative Liability	279,625	279,625
Stock to be issued	—	—
Total Current Liabilities	287,144	290,861
Long-term Liabilities:		
Asset retirement obligations	40,497	40,497
Total Liabilities	327,641	331,358

Stockholders' Equity (Deficit):

Common stock, \$.001 par value, 100,000,000 shares		
Authorized 68,943,177 and 68,318,177 shares issued	68,943	68,318
and outstanding, respectively		
Additional paid in capital	18,166,486	18,117,111
Accumulated deficit	(18,210,733)	(18,124,458)
Stockholders' Equity	24,696	60,971
Total Liabilities and Stockholders' Equity	\$352,337	\$392,329

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

Freestone Resources, Inc.**(A Development Stage Company)****Consolidated Statements of Operations****For the Three Months Ended September 30, 2013 and 2012****(Unaudited)**

	Three Months Ended September 30, 2013	Three Months Ended September 30, 2012	Since Reentering the Development Stage (July 1, 2010 to September 30, 2013
Revenue:			
Oil and gas revenues resulting from research activities	\$—	\$—	\$55,552
Other oil and gas related revenues	6,460	—	6,460
Total revenue from oil and gas activities	6,460	—	62,012
Operating expenses:			
Cost of Revenue	2,925	—	2,925
Lease operating costs	56	6,513	62,598
Depreciation	6,874	5,252	64,181
Stock based compensation	—	—	1,690,500
General and administrative	75,359	73,953	910,303
Total operating expenses	85,214	85,718	2,730,507
Operating loss	(78,754)	(85,718)	(2,668,495)
Other income (expense):			
Interest income (expense)	—	—	(2,294)
Other income related to the settlement of the EOS litigation	—	—	1,665,834
Other income	836	—	1,024
Warrant expense	—	—	(279,625)
Revision to ARO estimate	—	—	(5,639)
Loss on Equity Method Investment	(8,357)	(22)	(25,572)
Gain on sale of asset	—	—	17,541
Total other income (expense)	(7,521)	(22)	1,371,269
Net income (loss)	\$(86,275)	\$(85,740)	\$(1,297,226)

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Basic and diluted loss per share	\$ (0.00)	\$ (0.00)
Weighted average shares outstanding:				
Basic and diluted	68,820,894		58,364,010	

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

Freestone Resources, Inc.**(A Development Stage Company)****Consolidated Statement of Stockholders' Equity****For the Period Since Reentering the Development Stage (July 1, 2010 to September 30, 2013)****And the Three Months Ended September 30, 2013****(Unaudited)**

	Common Stock		Additional	Accumulated	Total
	Shares	Amount	Paid in Capital	Deficit	
Balance, June 30, 2010	71,718,994	\$71,719	\$16,299,789	\$(16,913,507)	\$(541,999)
Common stock issued for cash	3,712,500	3,713	440,787	—	444,500
Common stock issued for Demo equipment	100,000	100	58,485	—	58,585
Common stock issued for services	5,300,000	5,300	948,700	—	954,000
Common stock issued for warrants	500,000	500	23,500	—	24,000
Common stock returned for EOS acquisition	(28,818,734)	(28,819)	(1,232,545)	—	(1,261,364)
Net loss	—	—	—	421,391	421,391
Balance, June 30, 2011	52,512,760	\$52,513	\$16,538,716	\$(16,492,116)	\$99,113
Common stock issued for cash	3,701,250	3,701	310,399	—	314,100
Common stock issued for services	2,450,000	2,450	188,650	—	191,100
Common stock cancelled for Hydrex agreement	(300,000)	(300)	300	—	—
Net loss	—	—	—	(497,258)	(497,258)
Balance, June 30, 2012	58,364,010	\$58,364	\$17,038,065	\$(16,989,374)	\$107,055
Common stock issued for cash	6,654,167	6,654	535,346	—	542,000
Common stock issued for services	2,700,000	2,700	375,300	—	378,000
Common stock issued for Warrants	600,000	600	168,400	—	169,000
Net loss	—	—	—	(1,135,084)	(1,135,084)
Balance, June 30, 2013	68,318,177	\$68,318	\$18,117,111	\$(18,124,458)	\$60,971
Common stock issued for cash	625,000	625	49,375	—	50,000
Net loss	—	—	—	(86,275)	(86,275)

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Balance, September 30, 2013	68,943,177	\$68,943	\$18,166,486	\$(18,210,733)	\$24,696
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The accompanying notes are an integral part of these consolidated financial statements.

Freestone Resources, Inc.
(A Development Stage Company)
Consolidated Statements of Cash Flows
Three Months Ended September 30, 2013 and 2012
(Unaudited)

	Three Months Ended September 30, 2013	Three Months Ended September 30, 2012	Since Reentering Developing Stage (July 1, 2010 to September 30, 2013)
CASH FLOWS FROM OPERATING ACTIVITIES:			
Net loss	\$(86,275)	\$(85,740)	\$(1,297,226)
Adjustments to reconcile net loss to net cash provided by (used in) operating activities:			
Depreciation and amortization	6,874	5,252	64,181
Shares issued for demonstration equipment	—	—	58,585
(Gain) loss on equity method investment	8,357	—	13,594
(Gain) on sale of investment asset	—	—	(17,541)
Stock based compensation	—	—	1,523,100
Decrease in revision of ARO estimate	—	—	5,639
Shares issued for warrants	—	—	193,000
Changes in operating assets and liabilities:			
Write-off in note receivable	—	—	—
Change in account receivable	—	—	22,029
Change in inventory of Petrozene	—	—	—
Change in other assets	—	—	(6,123)
Change in accounts payable	(4,172)	6,000	(249,489)
Change in accounts payable – related party	—	—	(150,010)
Change in accrued expenses	455	702	(6,320)
Net cash provided by (used in) operating activities	(74,761)	(73,786)	153,419
CASH FLOWS FROM INVESTING ACTIVITIES:			
Investment in Freestone Water Solutions	—	(11,978)	(115,000)
Sale of investment asset	—	—	30,000
Purchase of fixed assets	—	—	(100,015)
Net cash used in investing activities	—	(11,978)	(185,015)
CASH FLOWS FROM FINANCING ACTIVITIES:			
Payments on note payable	—	—	—
Payments on note payables – related party	—	(6,691)	(34,321)
Proceeds from sale of stock	50,000	—	1,350,600
Stock returned upon settlement of litigation	—	—	(1,261,364)
Derivative liability	—	—	279,625
Stock to be issued	—	284,000	(150,000)

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Net cash provided by (used in) financing activities	50,000	277,309	184,540
NET CHANGE IN CASH	(24,761)	191,545	152,944
CASH AT BEGINNING OF PERIOD	205,767	147,635	28,062
CASH AT END OF PERIOD	\$ 181,006	339,180	\$ 181,006
Supplemental cash flow information:			
Cash paid for interest	\$—	\$94	\$358
Non-cash investing activities:			
Stock returned upon settlement of litigation	\$—	\$—	\$(1,261,364)
Stock based compensation	\$	\$	\$1,523,100

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

Freestone Resources, Inc.

(A Development Stage Company)

Notes to Consolidated Financial Statements

September 30, 2013

(Unaudited)

NOTE 1 – NATURE OF ACTIVITIES AND SIGNIFICANT ACCOUNTING POLICIES

Nature of Activities, History and Organization:

Freestone Resources, Inc. (the “Company” or “Freestone”) is an oil and gas technology development company that is actively developing and marketing technologies and solvents designed to benefit various sectors in the oil and gas industry. The Company has re-launched its Petrozene solvent after months of working with manufactures to develop a new and improved formula. Petrozene is predominantly used for paraffin buildup. Petrozene can be used for pipelines, oil storage tanks, oil sludge build up, de-emulsification, well treatment, as a corrosion inhibitor and as a catalyst in opening up formations thereby aiding in oil production.

On November 16, 2012 the Company entered into a Company Agreement of Aqueous Services, LLC (“Aqueous”), a Texas limited liability company, with International Aqueous Investments, LLC and Pajarito W&M, LP. Aqueous is a joint venture between the Company and the two aforementioned parties, whereas the Company owns a 33.33% interest in Aqueous. Aqueous is a full water management company with access to a fresh water well that has been permitted to up to one thousand five hundred acre-feet of water per annum. A facility has been constructed that is owned and operated by Aqueous for the purpose of providing water for oil and gas activities in the Eagle Ford. This site includes a designated location for the recycling frac water and produced water.

Development Stage Company

The Company is a development-stage company as defined in FASB Accounting Standards Codification (“ASC”) 915 “*Development Stage Enterprises*”. As of July 1, 2010 the Company reentered the development stage entity because it is devoting substantially all of its efforts to raising capital and establishing its business and principal operations, and no sales have been derived to date from its principal operations. The Company reentered the development stage due

to management's decision to cease any operations of the oil separation technology licensed by Earth Oil Services, Inc. Instead, the Company began development of its own oil separation technology. The development of the aforesaid technology resulted in the need to raise additional capital for the construction and development of a prototype Oil Recovery Unit.

Unaudited Interim Financial Statements:

The accompanying unaudited interim consolidated financial statements of the Company have been prepared in accordance with accounting principles generally accepted in the United States of America and the rules of the Securities and Exchange Commission. These financial statements are unaudited and, in the opinion of management, include all adjustments (consisting of normal recurring accruals) necessary to present fairly the balance sheet, statement of operations, statement of stockholders' equity and statement of cash flows for the periods presented in accordance with accounting principles generally accepted in the United States. Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States have been condensed or omitted pursuant to SEC rules and regulations. It is presumed that users of this interim financial information have read or have access to the audited financial statements and footnote disclosure for the preceding fiscal year contained in the Company's Annual Report on Form 10-K. The results of operations for the three months ended September 30, 2013 are not necessarily indicative of the results of operations for the full year or any other interim period. The information included in this Form 10-Q should be read in conjunction with Management's Discussion and Analysis and Financial Statements and notes thereto included in the Company's June 30, 2013 Form 10-K.

Significant Accounting Policies:

The Company's management selects accounting principles generally accepted in the United States of America and adopts methods for their application. The application of accounting principles requires the estimating, matching and timing of revenue and expense. It is also necessary for management to determine, measure and allocate resources and obligations within the financial process according to those principles. The accounting policies used conform to generally accepted accounting principles which have been consistently applied in the preparation of these financial statements.

The financial statements and notes are representations of the Company's management which is responsible for their integrity and objectivity. Management further acknowledges that it is solely responsible for adopting sound accounting practices, establishing and maintaining a system of internal accounting control and preventing and detecting fraud. The Company's system of internal accounting control is designed to assure, among other items, that 1) recorded transactions are valid; 2) valid transactions are recorded; and 3) transactions are recorded in the proper period in a timely manner to produce financial statements which present fairly the financial condition, results of operations and cash flows of the Company for the respective periods being presented.

Basis of Presentation

The Company prepares its financial statements on the accrual basis of accounting. All intercompany balances and transactions are eliminated. Investments in subsidiaries, where the Company has a controlling interest, are reported using the equity method. For those businesses that the Company does not have a controlling interest, they are accounted through the Noncontrolling Interest method. Management believes that all adjustments necessary for a fair presentation of the results of the three months ended September 30, 2013 and 2012 have been made.

The Company consolidates its subsidiaries in accordance with ASC 810, "*Business Combinations*", and specifically ASC 810-10-15-8 which states, "The usual condition for a controlling financial interest is ownership of a majority voting interest, and, therefore, as a general rule ownership by one reporting entity, directly or indirectly, or over 50% of the outstanding voting shares of another entity is a condition pointing toward consolidation."

Use of Estimates:

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

Recently Issued Accounting Pronouncements:

The Company does not expect the adoption of recently issued accounting pronouncements to have a significant impact on the Company's results of operations, financial position or cash flow.

Cash and Cash Equivalents:

Cash and cash equivalents includes cash in banks with original maturities of three months or less and are stated at cost which approximates market value, which in the opinion of management, are subject to an insignificant risk of loss in value.

Revenue Recognition:

The Company recognizes revenue from the sale of products in accordance with ASC 605-15 “Revenue Recognition”. Revenue will be recognized only when all of the following criteria have been met:

1. Persuasive evidence of an arrangement exists;
2. Ownership and all risks of loss have been transferred to buyer, which is generally upon shipment;
3. The price is fixed and determinable; and
4. Collectability is reasonably assured.

Revenue is recorded net any of sales taxes charged to customers.

Income Taxes:

The Company has adopted ASC 740-10 “*Income Taxes*”, which requires the use of the liability method in the computation of income tax expense and the current and deferred income taxes payable.

Equipment:

Equipment is carried at the cost of acquisition or construction and depreciated over the estimated useful lives of the assets. Costs associated with repair and maintenance are expensed as incurred. Costs associated with improvements which extend the life, increase the capacity or improve the efficiency of our property and equipment are capitalized and depreciated over the remaining life of the related asset. Gains and losses on dispositions of equipment are reflected in operations. Depreciation and amortization are provided using the straight-line method over the estimated useful lives of the assets, which are 3 to 30 years. Oil and gas properties were purchased primarily for product testing and are depreciated over their estimated useful lives of 3 years but not reduced below estimated salvage value.

Earnings per Share:

Basic earnings (loss) per share are computed by dividing net income (loss) by the weighted average number of common shares outstanding for the period. Diluted earnings (loss) per share include the effects of any outstanding options, warrants and other potentially dilutive securities. For the periods presented, there were no potentially dilutive securities outstanding, therefore basic earnings per share equals diluted earnings per share.

Fair Value Measurements:

ASC Topic 820, “*Fair Value Measurements and Disclosures*”, defines fair value, establishes a framework for measuring fair value in generally accepted accounting principles, and requires certain disclosures about fair value measurements. In general, fair value of financial instruments are based upon quoted market prices, where available. If such quoted market prices are not available, fair value is based upon internally developed models that primarily use, as inputs, observable market based parameters. Valuation adjustments may be made to ensure that financial instruments are recorded at fair value. These adjustments may include amounts to reflect counterparty credit quality and the Corporation’s credit worthiness, among other things, as well as unobservable parameters. Any such valuation adjustments are applied consistently over time.

Accounts Receivable:

Accounts Receivable are carried at their face amount, less an allowance for doubtful accounts. On a periodic basis, the Company evaluates accounts receivable and establishes the allowance for doubtful accounts based on a combination of specific customer circumstances and credit conditions, based on a history of write offs and collections. The Company’s policy is generally not to charge interest on trade receivables after the invoice becomes past due. A receivable is considered past due if payments have not been received within agreed upon invoice terms. Write offs are recorded at a time when a customer receivable is deemed uncollectible. The Company had no bad debt accruals at September 30, 2013 and June 30, 2013.

Oil and Gas Properties:

Freestone is actively purchasing marginal oil and gas properties and leasing properties that will be used in the further research and development of its oil enhancement technologies. This research focuses on the types of formations that will benefit the most from the use of the solvent, as well as the various applications from production and storage to end cycle refinement.

Impairment of Long Lived Assets

The Company evaluates, on a periodic basis, long-lived assets to be held and used for impairment in accordance with the reporting requirements of ASC 360-10, “*Accounting for the Impairment or Disposal of Long-Lived Assets*”. The evaluation is based on certain impairment indicators, such as the nature of the assets, the future economic benefit of the assets, any historical or future profitability measurements, as well as other external market conditions or factors

that may be present. If these impairment indicators are present or other factors exist that indicate that the carrying amount of the asset may not be recoverable, then an estimate of the discounted value of expected future operating cash flows is used to determine whether the asset is recoverable and the amount of any impairment is measured as the difference between the carrying amount of the asset and its estimated fair value. The fair value is estimated using valuation techniques such as market prices for similar assets or discounted future operating cash flows.

Asset Retirement Obligation:

The Company records the fair value of a liability for asset retirement obligations (“ARO”) in the period in which an obligation is incurred and records a corresponding increase in the carrying amount of the related long-lived asset. For Freestone Resources, asset retirement obligations primarily relate to the abandonment of oil and gas properties. The present value of the estimated asset retirement cost is capitalized as part of the carrying amount of oil and gas properties. The settlement date fair value is discounted at Freestone Resource’s credit adjusted risk-free rate in determining the abandonment liability. The abandonment liability is accreted with the passage of time to its expected settlement fair value. Revisions to such estimates are recorded as adjustments to ARO and capitalized asset retirement costs and are charged to operations in the period in which they become known. At the time the abandonment cost is incurred, Freestone Resources is required to recognize a gain or loss if the actual costs do not equal the estimated costs included in ARO.

The amounts recognized for ARO are based upon numerous estimates and assumptions, including future abandonment costs, future recoverable quantities of oil and gas, future inflation rates, and the credit adjusted risk free interest rate.

NOTE 2 – FIXED ASSETS

Fixed assets at September 30, 2013 and June 30, 2013 are as follows:

	September 30, 2013	June 30, 2013
Computers & office furniture	\$108,982	\$108,982
Oil and gas research and development equipment	20,000	20,000
Total fixed assets	128,982	128,982
Less: Accumulated depreciation	(67,967)	(61,093)
Total fixed assets, net of accumulated depreciation	\$61,015	\$67,889

Depreciation expense was \$6,874 for the quarter ended September 30, 2013 and \$5,252 for the quarter ended September 30, 2012.

NOTE 3 – NOTES PAYABLE - RELATED PARTIES

The Company had a related party receivable of \$15,000 from Freestone Water Solutions, (“FWS”) a joint venture between MEA Solutions, LLC and Freestone Resources, Inc., which was created in September of 2011. Freestone did not have a controlling equity position in FWS nor did Freestone control the board or management of FWS. FWS was in the business of recycling flow back water and produced water for subsequent reuse in the fracking process. MEA and Freestone advanced FWS certain short-term, start-up cash. Profits and losses from FWS will be accounted for under the equity method and reflected as an Investment in Freestone Water Solutions on the balance sheet. As discussed in Note 14 of our June 30, 2012, 10-K, on September 4, 2012, FWS was dissolved. The receivable was written off to bad debt expense in fiscal year 2012, as it was uncollectible. On August 13, 2012 the Company advanced FWS an additional \$12,000. This was written off as of September 4, 2012. As of June 30, 2012 the Company had a liability of \$11,978 related to its negative equity investment in FWS. On September 4, 2012 the Company wrote-off this liability against the \$12,000 advance resulting in a net \$22,000 of write-offs.

NOTE 4 – INCOME TAXES

The Company has adopted ASC 740-10, “*Income Taxes*”, which requires the use of the liability method in the computation of income tax expense and the current and deferred income taxes payable (deferred tax liability) or benefit (deferred tax asset). Valuation allowances are established when necessary to reduce deferred tax assets to the amount expected to be realized.

During the three months ended September 30, 2013 the Company had a net loss of \$86,275, increasing the deferred tax asset approximately \$29,334 at the statutory tax rate of 34%. Deferred tax assets at September 30, 2013 and June 30, 2013 consisted of the following:

Deferred tax asset related to:

	September 30, 2013	June 30, 2013
Prior Year	\$1,694,684	\$1,308,755
Tax Benefit (Expense) for Current Period	29,334	385,929
Net Operating Loss Carryforward	\$1,724,018	\$1,694,684
Less: Valuation Allowance	(1,724,018)	(1,694,684)
Net Deferred Tax Asset	\$0	\$0

The net deferred tax asset generated by the loss carryforward has been fully reserved and will expire in the years 2019 through 2031. The realization of deferred tax benefits is contingent upon future earnings and is fully reserved at September 30, 2013 and June 30, 2013.

NOTE 5 – ASSET RETIREMENT OBLIGATION

The Company's asset retirement obligation ("ARO") primarily represents the estimated present value of the amount Freestone Resources will incur to plug, abandon and remediate sites producing properties at the end of their productive lives, in accordance with applicable state laws. Freestone Resources determines the ARO on its oil and gas properties by calculating the present value of estimated cash flows related to the liability. At September 30, 2013, the liability for ARO was \$40,497, all of which is considered long term. The asset retirement obligations are recorded as current or non-current liabilities based on the estimated timing of the anticipated cash flows. During 2014, the Company has not recognized accretion expense, as the oil and gas properties are recorded at salvage value.

NOTE 6 – COMMITMENTS AND CONTINGENCIES

The Company leases office space under a non-cancelable operating lease that expires in July 2014. The lease requires fixed escalations and payment of electricity costs. Rent expense, included in general and administrative expenses, totaled approximately \$7,303 and \$7,120 for the three months ended September 30, 2013 and 2012 respectively.

NOTE 7 – EQUITY TRANSACTIONS

The Company is authorized to issue 100,000,000 common shares at a par value of \$0.001 per share. These shares have full voting rights. At September 30, 2013 and June 30, 2013, respectively, there were 68,943,177 and 68,318,177, common shares outstanding. During the three months ended September 30, 2013 the Company sold 625,000 shares.

As part of the agreement to form Aqueous Service, LLC. the Company sold 300,000 shares of common stock to each partner at par value of .001 a share. The Company treated the difference between the selling price and the fair market value of the stock as consulting expense resulting in a \$168,400 expense in the second quarter of 2013

Stock Warrant and Derivative Liability:

The Company also sold each of the JV partners 500,000 warrants to purchase shares of common stock at 80% of the closing price on the exercise date. The warrants vest immediately and have a three year term from the issuance date. These warrants expire August 15, 2015. The Company accounted for the transaction using the Black-Scholes option pricing model and given the variable settlement price and cash settlement terms recorded an expense of \$278,273 in the second quarter and \$1,352 in the fourth quarter resulting in a derivative liability. All of the derivative instruments will be accounted for under the fair value method and changes in fair value will be reflected in earnings. There was no change in the derivative liability for the quarter ended September 30, 2013.

NOTE 8 – FREESTONE TECHNOLOGIES, LLC

On October 24, 2008. Freestone established Freestone Technologies, LLC (the “Subsidiary”) in the state of Texas. The Subsidiary is wholly owned by Freestone and has certain assets and liabilities relating to the purchase of oil wells. These wells were purchased as additional test wells for Petrozene and research and development for subsequent technologies. The assets and liabilities of the Subsidiary are included in the consolidated financial statements of Freestone.

NOTE 9 – INVESTMENT IN AQUEOUS SERVICES, LLC.

On November 16, 2012 the Company formed Aqueous Services, LLC (“Aqueous”), a Texas limited liability company, with International Aqueous Investments, LLC and Pajarito W&M, LP. The Company made an initial capital contribution of \$100,000 in exchange for a 33.33% interest in the joint venture. Aqueous is a full water management company with access to a fresh water well that has been permitted to extract up to one thousand five hundred acre-feet (approximately 500 million gallons) of water per annum. Aqueous constructed and operates a facility to provide fresh water for oil and gas activities in the Eagle Ford. This site also includes a designated location for the recycling frac and production water.

The joint venture is accounted for under the equity method as follows:

	September 30, 2013	June 30, 2013
Beginning Balance	\$ 109,673	\$ 0
Capital Contributions	0	115,000
Equity in Loss of JV	8,357	(5,327)
Period End Balance	\$ 101,406	\$ 109,673

NOTE 10 – GOING CONCERN

As reflected in the accompanying consolidated financial statements, Freestone incurred operating losses, and has a negative working capital position as of September 30, 2013. The above factors raise substantial doubt about Freestone's ability to continue as a going concern. Freestone's continued existence is dependent on its ability to obtain additional equity and/or debt financing to fund its operations. Freestone plans to raise additional financing and to increase sales volume. There is no assurance that Freestone will obtain additional financing or achieve profitable operations or cash inflows. The consolidated financial statements do not include any adjustments relating to the recoverability or classification of recorded asset amounts or the amount and classification of liabilities that might be necessary as a result of this uncertainty.

NOTE 11 – FAIR VALUE MEASUREMENTS

Cash, accounts receivable, accounts payable and other accrued expenses and other current assets and liabilities are carried at amounts which reasonably approximate their fair values because of the relatively short maturity of those instruments.

Accounting Standards Codification (“ASC”) Topic 820, “*Fair Value Measurements and Disclosures*”, establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under ASC 820 are described as follows:

Level 1 - Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Company has the ability to access.

Level 2 - Inputs to the valuation methodology include:

- quoted prices for similar assets or liabilities in active markets;
- quoted prices for identical or similar assets or liabilities in inactive markets;
- inputs other than quoted prices that are observable for the asset or liability;

-inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

Level 3 - Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

Asset retirement obligations are recorded based on the present value of the estimated cost to retire the oil and gas properties and are depleted over the useful life of the asset. The settlement date fair value is discounted at the Company's credit adjusted risk-free rate in determining the abandonment liability.

The preceding method described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Company believes its valuation method is appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date. The Company's liabilities all valued at Level 3, at fair value as of September 30, 2013 and June 30, 2013 were \$320,572 and \$320,572, respectively.

NOTE 12 – SUBSEQUENT EVENTS

There were no reportable subsequent events that occurred as of the filing date.

NOTE 13- SUPPLEMENTAL OIL AND GAS DATA (UNAUDITED)

The following tables set forth supplementary disclosures for oil and gas producing activities in accordance with FASB ASC Topic 932, *Extractive Activities - Oil and Gas* (“ASC 932”). The Company generates revenue from the disposal of oil that is extracted during their research and development activities. Currently, as the Company is in the development stage, 100% of their revenue is generated from the revenue associated with the disposal. The properties were purchased as test properties for the various technologies the Company is developing or would analyze for potential development. In order to get the most accurate data of the testing, the Company was required to purchase and own the wells so the data could be verified as accurate by the Company without the fear of third-party variables. The wells are marginally to poorly producing wells and it is not economically feasible to perform the work necessary to bring them up to the condition in order for them to effectively produce. As the wells are not economically feasible to operate in a capacity other than research and development, and the Company has no intentions to develop the wells, no proved reserves have been estimated. As the wells are not economically feasible, there is no value assigned to the oil and gas leaseholds and the equipment is recorded at salvage value.

Costs Incurred

A summary of costs incurred in oil and gas property acquisition, development, and exploration activities (both capitalized and charged to expense) for the three months ended September 30, 2013 and 2012, as follows:

	2013	2012
Acquisition of proved properties	\$0	\$0
Acquisition of unproved properties	\$0	\$0
Exploration costs	\$0	\$0

Results of Operations for Producing Activities

The following table presents the results of operations for the Company’s oil and gas producing activities for the three months ended September 30, 2013 and 2012:

	2013	2012
Revenues	\$6,460	\$0
Production costs	(2,981)	(6,513)
Depletion, depreciation, accretion and valuation provisions	0	0
Exploration costs	0	0
	3,479	(6,513)

Income tax expense	0	0
Results of operations for producing activities (excluding corporate overhead and interest costs)	\$3,479	\$(6,513)

Reserve Quantity Information

The following table presents the Company's estimate of its proved oil and gas reserves all of which are located in the United States. The Company emphasizes that reserve estimates are inherently imprecise and that estimates of reserves related to new discoveries are more imprecise than those for producing oil and gas properties. Accordingly, the estimates are expected to change as future information becomes available. Oil reserves, which include condensate and natural gas liquids, are stated in barrels and gas reserves are stated in thousands of cubic feet.

	Oil	Gas
	(Bbls)	(mcf)
Proved developed and undeveloped reserves:		
Balance at June 30, 2013	0	0
Production	0	0
Revisions of previous estimates	0	0
Balance at September 30, 2013	0	0

Proved developed reserves:		
June 30, 2012	0	0
June 30, 2013	0	0
September 30, 2013	0	0

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS

This report contains forward looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended and Section 21E of the Securities Exchange Act of 1934, as amended. The Company's actual results could differ materially from those set forth on the forward looking statements as a result of the risks set forth in the Company's filings with the Securities and Exchange Commission, general economic conditions, and changes in the assumptions used in making such forward looking statements.

General

On August 22, 2007, the Company changed its name to Freestone Resources, Inc. in anticipation of going into the oil and gas technology development business. Since that time Freestone has been actively engaged in the development of technologies that can enhance oil and gas production in an environmentally responsible way. The Company currently markets and sells Petrozene, which is a solvent derived from recycled hydrocarbons. Petrozene can cost effectively decrease paraffin buildup in oil and gas wells, and can be utilized to clean oil storage facilities. Furthermore, Petrozene has been shown to reduce bottom sediment and water in oil storage tanks and act as a de-emulsification agent.

Results of Operations

Three months ended September 30, 2013 compared to three months ended September 30, 2012

Revenue - Our revenue for the three months ended September 30, 2013 was \$6,460, compared to \$0 for the same period in 2012. Revenue increased due to sales of Petrozene that were not realized in 2012.

Cost of Revenue – Cost of revenues (Petrozene) were \$2,925 for the three months ended September 30, 2013 versus \$0 for the same period in 2012. This is the cost related to purchasing and transporting the product.

Lease Operating Expense - Lease operating expense for the three months ended September 30, 2013 was \$56 compared to \$6,513 for the same period in 2012. The decrease in lease operating expenses is due to maintenance of \$4,200 on one of the leases in 2012.

Operating Expense – Depreciation expense for the three months ended September 30, 2013 and 2012 was \$6,874 and \$5,252, respectively. Total operating expenses for the three months ended September 30, 2013 and 2012 were \$75,359 and \$73,953 respectively. The increased costs of \$1,406 in the three months ended September 30, 2013 were related to increased professional services..

Net Income (Loss) - Net loss for the three months ended September 30, 2013 was \$86,275 compared to net loss of \$85,740 for the same period in 2012. The change in loss in the three month period ended September 30, 2012 is related to the items discussed above.

Liquidity and Capital Resources

As of September 30, 2013 we have adequate cash reserves due to sale of stock versus cash provided by operations. The decrease in net cash was \$24,761 for the three months ended September 30, 2013 compared to an increase of cash of \$191,545 for the same period in 2012. We continue to explore working capital options and in the short-term rely on our line-of-credit and advances/loans from shareholders. During the three months ended September 30, 2013, our cash and cash equivalent decreased by \$24,761 to \$181,006 as a result of continuing operating losses offset by the sale of 650,000 of common shares.

Employees

As of September 30, 2013, Freestone had two employees.

Need for Additional Financing

No commitments to provide additional funds have been made by management or other stockholders. Our independent auditors included a going concern explanatory paragraph in their report included in our annual report on Form 10-K for the year ended June 30, 2013, which raises substantial doubt about our ability to continue as a going concern.

ITEM 3: QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Not applicable.

ITEM 4T: CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

We carried out an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) as of September 30, 2013. This evaluation was accomplished under the supervision and with the participation of our chief executive officer /principal executive officer, and chief financial officer/principal financial officer who concluded that our disclosure controls and procedures are not effective.

Based upon an evaluation conducted for the period ended September 30, 2013, our Chief Executive and Chief Financial Officer as of September 30, 2013 and as of the date of this Report, has concluded that as of the end of the periods covered by this report, we have identified the following material weakness of our internal controls:

Lack of sufficient accounting staff which results in a lack of segregation of duties necessary for a good system of internal control and financial statement presentation and reliance upon independent financial reporting consultants for review of critical accounting areas, disclosures and material non-standard transactions.

Changes in Internal Controls over Financial Reporting

We have not yet made any changes in our internal controls over financial reporting that occurred during the period covered by this report on Form 10-Q that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II

Items No. 1, 3, 4, 5 - Not Applicable.

Item 6 - Exhibits and Reports on Form 8-K

(a) During the three months ended September 30, 2013 the Company filed no Form 8-Ks.

(b) Exhibits

Exhibit Number

31.1 Certification of Chief Executive Officer, pursuant to Rule 13a-14(a) of the Exchange Act, as enacted by Section 302 of the Sarbanes-Oxley Act of 2002.

31.2 Certification of Chief Financial Officer, pursuant to Rule 13a-14(a) of the Exchange Act, as enacted by Section 302 of the Sarbanes-Oxley Act of 2002.

32.1 Certification of Chief Executive Officer and Chief Financial Officer, pursuant to 18 United States Code Section 1350, as enacted by Section 906 of the Sarbanes-Oxley Act of 2002.

SIGNATURES

In accordance with 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.

FREESTONE RESOURCES, INC.

By /s/ Clayton Carter

Clayton Carter, CEO

Date: November 9, 2013

