

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: June 30, 2009

Or

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

Commission File No. 333-144082

MARVIN'S PLACE, INC.

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

Nevada

(State or other jurisdiction of incorporation or organization)

20-8758875

(I.R.S. Employer Identification No.)

8860 Greenlawn St., Riverside, California 92508

(Address of Principal Executive Offices)

(951) 902-2022

(Issuer's telephone number)

None

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

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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a small reporting company.

☐ Large accelerated filer

☐ Accelerated filer

☐ Non-accelerated filer

☒ Small 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 ☐

State the number of shares outstanding of each of the issuer's classes of common equity, as of June 30, 2009:

Class
Common Stock, \$0.001 par value

Outstanding shares as of June 30, 2009
3,500,000

INDEX

Page

<u>PART I-FINANCIAL INFORMATION</u>	2
Item 1. Financial Statements	F-1
Balance Sheets as of June 30, 2009 (unaudited) and December 31, 2008	
Statements of Operations (unaudited) for the six months ended June 30, 2009 and June 30, 2008 and the period from inception (April 11, 2007) to June 30, 2009	F-2
Statements of Cash Flows (unaudited) for the six months ended June 30, 2009 and June 30, 2008 and the period from inception (April 11, 2007) to June 30, 2009	F-2
Statement of Stockholders Equity (Deficit) for the six months ended June 30, 2009 and the period from inception (April 11, 2007) to June 30, 2009	F-3
Notes to Financial Statements	F-4
Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations	3
Item 3. Quantitative and Qualitative Disclosures about Market Risk	4
Item 4. Control and Procedures	4
<u>PART II-OTHER INFORMATION</u>	
Item 1. Legal Proceedings	5
Item 1A. Risk Factors	5
Item 2. Unregistered Sales of Equity Securities and Use of Proceeds	7
Item 6. Exhibits	7
<u>SIGNATURES</u>	8

PART I - FINANCIAL INFORMATION

Item 1. Financial Statements

**MARVIN'S PLACE, INC.
(A Development Stage Company)
BALANCE SHEET
(Unaudited)**

ASSETS

	June 30, 2009 (unaudited)	December 31, 2008
CURRENT ASSETS		
Cash	\$ 635	\$ 2,887
Total Current Assets	<u>635</u>	<u>2,887</u>
TOTAL ASSETS	<u><u>\$ 635</u></u>	<u><u>\$ 2,887</u></u>
LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)		
CURRENT LIABILITIES		
Accounts payable	\$ 120	\$ 1,000
Advances from related parties	<u>12,266</u>	<u>-</u>
Total Current Liabilities	<u>12,386</u>	<u>1,000</u>
STOCKHOLDERS' EQUITY (DEFICIT)		
Preferred stock, 5,000,000 shares authorized at par value of \$0.001, no shares issued and outstanding	-	-
Common stock, 70,000,000 shares authorized at par value of \$0.001 per share, 3,500,000 shares issued and outstanding	3,500	3,500
Additional paid-in capital	76,500	76,500
Deficit accumulated during the development stage	<u>(91,751)</u>	<u>(78,113)</u>
Total Stockholders' Equity (Deficit)	<u>(11,751)</u>	<u>1,887</u>
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)	<u><u>\$ 635</u></u>	<u><u>\$ 2,887</u></u>

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

MARVIN'S PLACE, INC.
(A Development Stage Company)
INTERIM STATEMENTS OF OPERATIONS
(Unaudited)

	For the Three Months Ended		For the Six Months Ended		From
	June 30,		June 30,		Inception on
	2009	2008	2009	2008	April 11,
					2007
					Through
					June 30,
					2009
REVENUES	\$ -	\$ -	\$ -	\$ -	\$ -
COST OF SALES	-	-	-	-	-
GROSS MARGIN	-	-	-	-	-
OPERATING EXPENSES					
General and administrative	9,698	2,329	13,638	9,394	91,751
Total Operating Expenses	9,698	2,329	13,638	9,394	91,751
INCOME (LOSS) FROM					
OPERATIONS	(9,698)	(2,329)	(13,638)	(9,394)	(91,751)
OTHER EXPENSES					
Interest expense	-	-	-	-	-
Total Other Expenses	-	-	-	-	-
NET LOSS BEFORE INCOME TAXES	(9,698)	(2,329)	(13,638)	(9,394)	(91,751)
INCOME TAX EXPENSE	-	-	-	-	-
NET LOSS	<u>\$ (9,698)</u>	<u>\$ (2,329)</u>	<u>\$ (13,638)</u>	<u>\$ (9,394)</u>	<u>\$ (91,751)</u>
BASIC LOSS PER SHARE					
	<u>\$ (0.00)</u>	<u>\$ (0.00)</u>	<u>\$ (0.00)</u>	<u>\$ (0.00)</u>	
WEIGHTED AVERAGE NUMBER					
OF SHARES OUTSTANDING	<u>3,500,000</u>	<u>3,500,000</u>	<u>3,500,000</u>	<u>3,500,000</u>	

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

MARVIN'S PLACE, INC.
(A Development Stage Company)
STATEMENTS OF CASH FLOW
(Unaudited)

	For the Six Months Ended June 30,		From Inception on April 11, 2007 Through June 30, 2009
	2009	2008	2009
OPERATING ACTIVITIES			
Net loss	\$ (13,638)	\$ (9,394)	\$ (91,751)
Adjustments to reconcile net loss to net cash used by operating activities:			
Common stock issued for services	-	-	-
Changes in operating assets and liabilities:			
Increase (decrease) in accounts payable	(880)	(54,450)	120
Net Cash Used in Operating Activities	(14,518)	(63,844)	(91,631)
INVESTING ACTIVITIES			
	-	-	-
FINANCING ACTIVITIES			
Proceeds from common stock issued	-	-	80,000
Increase (decrease) in advances from related parties	12,266	(400)	12,266
Net Cash Provided by Financing Activities	12,266	(400)	92,266
NET DECREASE IN CASH	(2,252)	(64,244)	635
CASH AT BEGINNING OF PERIOD	2,887	76,965	-
CASH AT END OF PERIOD	\$ 635	\$ 12,721	\$ 635
SUPPLEMENTAL CASH FLOW INFORMATION:			
CASH PAID FOR:			
Interest	\$ -	\$ -	\$ -
Income taxes	\$ -	\$ -	\$ -

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

MARVIN'S PLACE, INC.
(A Development Stage Company)
STATEMENTS OF STOCKHOLDERS' EQUITY (DEFICIT)
(Unaudited)

	Common Stock		Additional Paid-in Capital	Deficit Accumulated During the Development Stage	Total
	Shares	Amount			
Balance on April 11, 2007	-	\$ -	\$ -	\$ -	\$ -
Common stock issued for cash at \$0.004 per share	2,000,000	2,000	3,000	-	5,000
Common stock issued for cash at \$0.05 per share	1,500,000	1,500	73,500	-	75,000
Net loss for the year ended December 31, 2007	-	-	-	(60,185)	(60,185)
Balance, December 31, 2007	3,500,000	3,500	76,500	(60,185)	19,815
Net loss for the year ended December 31, 2008	-	-	-	(17,928)	(17,928)
Balance, December 31, 2008	3,500,000	3,500	76,500	(78,113)	1,887
Net loss for the six months ended June 30, 2009 (unaudited)	-	-	-	(13,638)	(13,638)
Balance, June 30, 2009 (unaudited)	<u>3,500,000</u>	<u>\$ 3,500</u>	<u>\$ 76,500</u>	<u>\$ (91,751)</u>	<u>\$ (11,751)</u>

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

NOTE 1 - CONDENSED FINANCIAL STATEMENTS

The accompanying financial statements have been prepared by the Company without audit. In the opinion of management, all adjustments (which include only normal recurring adjustments) necessary to present fairly the financial position, results of operations, and cash flows at June 30, 2009, and for all periods presented herein, have been made.

Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted. It is suggested that these condensed financial statements be read in conjunction with the financial statements and notes thereto included in the Company's December 31, 2008 audited financial statements. The results of operations for the periods ended June 30, 2009 and 2008 are not necessarily indicative of the operating results for the full years.

NOTE 2 - GOING CONCERN

The Company's financial statements are prepared using generally accepted accounting principles in the United States of America applicable to a going concern which contemplates the realization of assets and liquidation of liabilities in the normal course of business. The Company has not yet established an ongoing source of revenues sufficient to cover its operating costs and allow it to continue as a going concern. The ability of the Company to continue as a going concern is dependent on the Company obtaining adequate capital to fund operating losses until it becomes profitable. If the Company is unable to obtain adequate capital, it could be forced to cease operations.

In order to continue as a going concern, the Company will need, among other things, additional capital resources. Management's plan is to obtain such resources for the Company by obtaining capital from management and significant shareholders sufficient to meet its minimal operating expenses and seeking equity and/or debt financing. However management cannot provide any assurances that the Company will be successful in accomplishing any of its plans.

The ability of the Company to continue as a going concern is dependent upon its ability to successfully accomplish the plans described in the preceding paragraph and eventually secure other sources of financing and attain profitable operations. The accompanying financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.

NOTE 3 – SIGNIFICANT ACCOUNTING POLICIES

Use of Estimates

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

Recent Accounting Pronouncements

In May 2009, the FASB issued FAS 165, "Subsequent Events". This pronouncement establishes standards for accounting for and disclosing subsequent events (events which occur after the balance sheet date but before financial statements are issued or are available to be issued). FAS 165 requires an entity to disclose the date subsequent events were evaluated and whether that evaluation took place on the date financial statements were issued or were available to be issued. It is effective for interim and annual periods ending after June 15, 2009. The adoption of FAS 165 did not have a material impact on the Company's financial condition or results of operation.

In June 2009, the FASB issued FAS 166, "Accounting for Transfers of Financial Assets" an amendment of FAS 140. FAS 140 is intended to improve the relevance, representational faithfulness, and comparability of the information that a reporting entity provides in its financial statements about a transfer of financial assets: the effects of a transfer on its financial position, financial performance, and cash flows; and a transferor's continuing involvement, if any, in transferred financial assets. This statement must be applied as of the beginning of each reporting entity's first annual reporting period that begins after November 15, 2009. The Company does not expect the adoption of FAS 166 to have an impact on the Company's results of operations, financial condition or cash flows.

In June 2009, the FASB issued FAS 167, "Amendments to FASB Interpretation No. 46(R)". FAS 167 is intended to (1) address the effects on certain provisions of FASB Interpretation No. 46 (revised December 2003), *Consolidation of Variable Interest Entities*, as a result of the elimination of the qualifying special-purpose entity concept in FAS 166, and (2) constituent concerns about the application of certain key provisions of Interpretation 46(R), including those in which the accounting and disclosures under the Interpretation do not always provide timely and useful information about an enterprise's involvement in a variable interest entity. This statement must be applied as of the beginning of each reporting entity's first annual reporting period that begins after November 15, 2009. The Company does not expect the adoption of FAS 167 to have an impact on the Company's results of operations, financial condition or cash flows.

In June 2009, the FASB issued FAS 168, "The FASB Accounting Standards Codification and the Hierarchy of Generally Accepted Accounting Principles". FAS 168 will become the source of authoritative U.S. generally accepted accounting principles (GAAP) recognized by the FASB to be applied by nongovernmental entities. Rules and interpretive releases of the Securities and Exchange Commission (SEC) under authority of federal securities laws are also sources of authoritative GAAP for SEC registrants. On the effective date of this Statement, the Codification will supersede all then-existing non-SEC accounting and reporting standards. All other nongrandfathered non-SEC accounting literature not included in the Codification will become nonauthoritative. This statement is effective for financial statements issued for interim and annual periods ending after September 15, 2009. The Company does not expect the adoption of FAS 168 to have an impact on the Company's results of operations, financial condition or cash flows.

Item 2. Management's Discussion and Analysis and Plan of Operations

FORWARD LOOKING STATEMENTS

The following discussion of our financial condition and results of operations should be read in conjunction with our financial statements and the related notes, and the other financial information included in this report.

Forward-Looking Statements

This report contains "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995 with respect to the financial condition, results of operations, business strategies, operating efficiencies or synergies, competitive positions, growth opportunities for existing products, plans and objectives of management, markets for stock of Marvin's Place, Inc., and other matters. Statements in this report that are not historical facts are "forward-looking statements" for the purpose of the safe harbor provided by Section 21E of the Exchange Act and Section 27A of the Securities Act. Such forward-looking statements, including, without limitation, those relating to the future business prospects, revenues, and income of Marvin's Place, Inc., wherever they occur, are necessarily estimates reflecting the best judgment of the senior management of Marvin's Place, Inc. on the date on which they were made, or if no date is stated, as of the date of this report. These forward-looking statements are subject to risks, uncertainties and assumptions, including those described in the "Risk Factors" described below, that may affect the operations, performance, development, and results of our business. Because the factors discussed in this report could cause actual results or outcomes to differ materially from those expressed in any forward-looking statements made by us or on our behalf, you should not place undue reliance on any such forward-looking statements. New factors emerge from time to time, and it is not possible for us to predict which factors will arise. In addition, we cannot assess the impact of each factor on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements.

This section must be read in conjunction with the unaudited Financial Statements included in this report.

A. Management's Discussion

Marvin's Place, Inc. ("Marvin" or the "Company"), incorporated in the State of Nevada on April 4, 2007, is a development stage company with the principal business objective of becoming a premier franchisor of retail shipping, postal, courier and business service centers by providing a wide range of convenient, value-added business services to consumers, mobile and traveling professionals and the small office/home office market.

The Company was founded based on the need of individuals and companies to have dependable, consistent and professional business service centers where they can obtain a wide variety of benefits such as packaging, shipping, copy and print assistance, mailbox locations, email retrieval, delivery and messenger couriers and convenient office supplies. It is our goal to become the most dependable, consistent and professional business service center available to the public. We will recognize that each customer we will serve has different needs, requirements and concerns pertinent to their business. Our primary customer service goal is to tailor specific solutions to suit each particular customer's needs and concerns.

We are a small, start-up company that has not generated any revenues and lacks a stable customer base. Since our inception to the present, we have not generated any significant revenues and have incurred a cumulative net loss as indicated in our financial statements. We believe that the funds expected to be received from the maximum sale of our common equity will be sufficient to finance our efforts to become fully operational and carry us through the next twelve (12) months, of which there can be no guarantee. We believe that the recurring revenues from sales of services will be sufficient to support ongoing operations. Unfortunately, there can be no assurance that the actual expenses incurred will not materially exceed our estimates or that cash flows from sales of services will be adequate to maintain our business. As a result, our independent auditors have expressed substantial doubt about our ability to continue as a going concern. If we do not produce sufficient cash flow to support our operations over the next 12 months, we may need to raise additional capital by issuing capital stock in exchange for cash in order to continue as a going concern. There are no formal or informal agreements to attain such financing. We cannot assure you that any financing can be obtained or, if obtained, that it will be on reasonable terms. Without realization of additional capital, it would be unlikely for us to stay in business.

In the initial approximately twenty-six month operating period from April 11, 2007 (inception) to June 30, 2009, the Company generated no revenues while incurring \$91,751 in general and administrative expenses. This resulted in a cumulative net loss of \$91,751 for the period then ended from inception, which is equivalent to \$(0.00) per share.

During the six months ended June 30, 2009, the Company generated \$0 in revenues while incurring \$9,698 in general and administrative expenses. This resulted in a net loss for the quarter ended June 30, 2009 of \$9,698. The net loss for both periods is attributable primarily to the continuing costs of start-up operations.

Liquidity and Capital Resources

As of June 30, 2009, the Company had \$635 in working capital. The Company's current assets as of June 30, 2009 consisted of \$635 in cash.

B. Plan of Operation

Marvin's Place, Inc. was incorporated on April 11, 2007. As of the date of this document, we have generated no revenues and substantial expenses. This resulted in a net loss of since inception, which is attributable to general and administrative expenses.

Since incorporation, we have financed our operations through minimal initial capitalization and nominal business activity.

To date we have not implemented fully planned principal operations. Our ability to commence operations is entirely dependent upon the proceeds to be raised in this offering. If we do not raise at least the minimum offering amount, we will be unable to establish a base of operations, without which it will be unable to begin to generate any revenues. The realization of sales revenues in the next 12 months is important in the execution of the plan of operations. However, we cannot guarantee that it will generate such growth. If we do not produce sufficient cash flow to support our operations over the next 12 months, we may need to raise additional capital by issuing capital stock in exchange for cash in order to continue as a going concern. There are no formal or informal agreements to attain such financing. We cannot assure any investor that, if needed, sufficient financing can be obtained or, if obtained, that it will be on reasonable terms. Without realization of additional capital, it would be unlikely for operations to continue.

Marvin's Place, Inc.'s management does not expect to conduct any research and development.

Marvin's Place, Inc. currently does not own any significant plant or equipment that it would seek to purchase or sell in the near future.

Our management does not anticipate any significant changes in the number of employees in the next 12 months. Currently, we believe the services provided by our sole officer and director appears sufficient at this time.

We have not paid for expenses on behalf of any director. Additionally, we believe that this practice will not materially change.

We have no current plans to seek a business combination with another entity.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We have not entered into, and do not expect to enter into, financial instruments for trading or hedging purposes.

ITEM 4. CONTROLS AND PROCEDURES

(a) Evaluation of disclosure controls and procedures.

Our management is responsible for establishing and maintaining adequate internal control over financial reporting for the Company. Internal control over financial reporting is defined in Rule 13a-15(f) or 15d-15(f) promulgated under the Securities Exchange Act of 1934 (Exchange Act) as a process designed by or under the supervision of, our principal executive and principal financial officers and effected by our Board of Directors, management and other personnel, 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 and includes those policies and procedures that:

Pertain to the maintenance of records that is in reasonable detail accurately and fairly reflect the transactions and dispositions of our assets

Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of our management and directors: and

Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Management assessed the effectiveness of the Company's Internal Control over financial reporting as of June 30, 2009. In making this assessment, management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission in this Internal Control-Integrated Framework.

Based on our assessment, we believe that, as of June 30, 2009 our internal control over financial reporting was ineffective.

Evaluation of Disclosure Controls and Procedures

We maintain disclosure controls and procedures (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) that are designed to ensure that information required to be disclosed in the reports we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to our management, including our chief executive officer and chief financial officer, as appropriate to allow timely decisions regarding disclosure. In designing and evaluating the disclosure controls and procedures, management recognized that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and management necessarily was required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

Our management, with the participation of our chief executive officer and chief financial officer, has evaluated the effectiveness of our disclosure controls and procedures as of June 30, 2009. Based on their evaluation, our chief executive officer and chief financial officer have concluded that, as of June 30, 2009, our disclosure controls and procedures were ineffective.

(b) *Changes in internal controls.*

There have not been any changes in the Company's internal control over financial reporting (as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) during the quarter ended June 30, 2009 that have 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

Any investment in our shares of common stock involves a high degree of risk. You should carefully consider the following information about these risks, together with the other information contained in this Quarterly Report before you decide to invest in our common stock. Each of the following risks may materially and adversely affect our business objective, plan of operation and financial condition. These risks may cause the market price of our common stock to decline, which may cause you to lose all or a part of the money you invested in our common stock. We provide the following cautionary discussion of risks, uncertainties and possible inaccurate assumptions relevant to our business plan. In addition to other information included in this Quarterly Report, the following factors should be considered in evaluating the Company's business and future prospects.

RISKS RELATING TO OUR BUSINESS

THE COMPANY HAS A LIMITED OPERATING HISTORY AND VERY LIMITED RESOURCES

The Company has limited resources and there is significant competition in the target market we intend to enter.

We expect to encounter intense competition from other entities having a business objective similar to the Company's. Many of these entities are well established, have extensive experience, possess greater technical, human and other resources than the Company does and the Company's financial resources are limited when contrasted with those of many of these competitors.

The Company may be unable to obtain the additional financing that will be required to implement its business strategy.

To the extent that additional financing proves to be unavailable on terms we deem to be acceptable, we may be unable to become an operating business despite the strategic relationships we created at a cost of substantial dilution to our stockholders. The failure to secure adequate additional financing could also have a material adverse effect on the continued development or growth of our target business. Neither Management nor our significant stockholders are required to provide any financing to us.

Broad discretion of Management

Any person who invests in our common stock will do so dependent on the broad discretion and judgment of Management in connection with the implementation of our business strategy. There can be no assurance that determinations made by Management will permit us to achieve the Company's business objectives.

If the Company is deemed to be an investment company, we may be required to institute burdensome compliance requirements and our activities may be restricted, which may make it difficult for us to consummate our business objective.

If we are deemed to be an investment company, we would be:

- restricted in the nature of our investments; and
- restricted in the issuance of securities, which may make it difficult for us to consummate our business strategy.

In addition, we may have imposed upon us burdensome requirements, including:

- registration as an investment company;
- adoption of a specific form of corporate structure; and
- reporting, record keeping, voting, proxy and disclosure requirements and other rules and regulations.

We do not believe that the Company's is subject it to the Investment Company Act of 1940.

RISKS RELATED TO OUR COMMON STOCK

The Company's shares of common stock are subject to quotation on the OTCBB, which limits the liquidity and price of the Company's common stock.

The Company's shares of common stock are subject to quotation on the OTCBB. Quotation of the Company's securities on the OTCBB limits the liquidity and price of the Company's common stock more than if the Company's shares of common stock were listed on The Nasdaq Stock Market or a national exchange. There is currently only a limited trading market in the Company's common stock. In the event that an active trading market commences, there can be no assurance as to the market price of the Company's shares of common stock, whether any trading market will provide liquidity to investors, or whether any trading market will be sustained.

Our common stock is subject to the Penny Stock Rules of the SEC and the trading market in our common stock is limited, which makes transactions in our stock cumbersome and may reduce the value of an investment in our common stock.

The Securities and Exchange Commission has adopted Rule 3a51-1 which establishes the definition of a "penny stock," for the purposes relevant to us, as any equity security that has a market price of less than \$5.00 per share or with an exercise price of less than \$5.00 per share, subject to certain exceptions. For any transaction involving a penny stock, unless exempt, Rule 15c-9 requires:

- that a broker or dealer approve a person's account for transactions in penny stocks; and
- the broker or dealer receives from the investor a written agreement to the transaction, setting forth the identity and quantity of the penny stock to be purchased.

In order to approve a person's account for transactions in penny stocks, the broker or dealer must:

- obtain financial information and investment experience objectives of the person; and
- make a reasonable determination that the transactions in penny stocks are suitable for that person and the person has sufficient knowledge and experience in financial matters to be capable of evaluating the risks of transactions in penny stocks.

The broker or dealer must also deliver, prior to any transaction in a penny stock, a disclosure schedule prescribed by the SEC relating to the penny stock market, which, in highlight form:

- sets forth the basis on which the broker or dealer made the suitability determination; and
- that the broker or dealer received a signed, written agreement from the investor prior to the transaction.

Generally, brokers may be less willing to execute transactions in securities subject to the "penny stock" rules. This may make it more difficult for investors to dispose of our common stock and cause a decline in the market value of our stock.

Disclosure also has to be made about the risks of investing in penny stocks in both public offerings and in secondary trading and about the commissions payable to both the broker-dealer and the registered representative, current quotations for the securities and the rights and remedies available to an investor in cases of fraud in penny stock transactions. Finally, monthly statements have to be sent disclosing recent price information for the penny stock held in the account and information on the limited market in penny stocks.

State blue sky registration; potential limitations on resale of the Company's common stock

The holders of the Company's shares of common stock registered under the Exchange Act and those persons who desire to purchase them in any trading market that may develop in the future, should be aware that there may be state blue-sky law restrictions upon the ability of investors to resell the Company's securities. Accordingly, investors should consider the secondary market for the Registrant's securities to be limited.

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

For the six months ended June 30, 2009, we did not have unregistered sales of equity securities or use of proceeds from registered securities.

ITEM 6. EXHIBITS

(a) The following documents are filed as exhibits to this report on Form 10-Q or incorporated by reference herein. Any document incorporated by reference is identified by a parenthetical reference to the SEC filing that included such document

No.	Description of Exhibit
31.1	Certification of Principal Executive Officer/Principal Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1	Certification of Principal Executive Officer and Principal Financial Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

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 hereunto duly authorized.

Marvin's Place, Inc.

Date: August 11, 2009
Georgette Mathers
Chief Executive Officer

By: /s/ Georgette Mathers

Pursuant to the requirements of the Securities and Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated:

<u>Signature</u>	<u>Title(s)</u>	<u>Date</u>
<u>/s/ Georgette Mathers</u> Georgette Mathers	Chief Executive Officer and Director (Principal Executive Officer)	August 11, 2009
<u>/s/ Georgette Mathers</u> Georgette Mathers	Chief Financial Officer and Director (Principal Financial and Accounting Officer)	August 11, 2009

I, Georgette Mathers, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Marvin's Place, Inc. (the "report");
2. Based on our 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. This paragraph is intentionally omitted because financial statements and other financial information not included in this report;
4. The small business issuer's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15 and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the small business issuer 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 small business issuer, 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 small business issuer'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 small business issuer's internal control over financial reporting that occurred during the small business issuer's most recent fiscal quarter (the small business issuer's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the small business issuer's internal control over financial reporting; and
5. I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the small business issuer's auditors and the audit committee of the small business issuer's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the small business issuer's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involved management or other employees who have a significant role in the small business issuer's internal control over financial reporting.

Dated: August 11, 2009

MARVIN'S PLACE, INC.

By: /s/ Georgette Mathers
Georgette Mathers
Chief Executive Officer
Chief Financial Officer

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

In connection with this quarterly report on Form 10-Q of Marvin's Place, Inc. (the "Company") for the quarter ended June 30, 2009, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Georgette Mathers, Chief Executive Officer of the Company, do hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of our knowledge:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the report fairly presents, in all material respects, the financial condition and results of operations of the Company.

By: /s/Georgette Mathers
Georgette Mathers
Chief Executive Officer
Chief Financial Officer

Dated: August 11, 2009

This certification accompanies this report on Form 10-Q pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and shall not, except to the extent required by such Act, be deemed filed by the Company for purpose of Section 18 of the Securities Exchange Act of 1934, as amended.

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