

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 10-Q

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

For the quarterly period ended May 31, 2011

or

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

Commission File Number: 333-161943

SPORT ENDURANCE, INC.

(Exact name of registrant as specified in its charter)

Nevada

(State or other jurisdiction of incorporation or organization)

26-2754069

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

1890 South West Salt Lake City, Utah 84104

(Address of principal executive offices) (Zip Code)

(877) 255-9218

(Registrant's telephone number, including area code)

Not Applicable

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

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

Indicate by check mark whether the registrant 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 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. See definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Non-accelerated filer

(Do not check if a smaller reporting company)

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

APPLICABLE ONLY TO CORPORATE ISSUERS:

Indicate the number of shares outstanding of each of the issuer's classes of common stock as of the latest practicable date: 60,200,000 shares of \$0.001 par value common stock outstanding as of July 8, 2011.

SPORT ENDURANCE, INC.
FORM 10-Q
Quarterly Period Ended May 31, 2011

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EXPLANATORY NOTE

Unless otherwise noted, references in this registration statement to "Sport Endurance, Inc." the "Company," "we," "our" or "us" means Sport Endurance, Inc.

FORWARD-LOOKING STATEMENTS

This document contains "forward-looking statements". All statements other than statements of historical fact are "forward-looking statements" for purposes of federal and state securities laws, including, but not limited to, any projections of earnings, revenue or other financial items; any statements of the plans, strategies and objections of management for future operations; any statements concerning proposed new services or developments; any statements regarding future economic conditions or performance; any statements or belief; and any statements of assumptions underlying any of the foregoing.

Forward-looking statements may include the words "may," "could," "estimate," "intend," "continue," "believe," "expect" or "anticipate" or other similar words. These forward-looking statements present our estimates and assumptions only as of the date of this report. Accordingly, readers are cautioned not to place undue reliance on forward-looking statements, which speak only as of the dates on which they are made. Except for our ongoing securities laws, we do not intend, and undertake no obligation, to update any forward-looking statement. Additionally, the safe harbor provisions of the Private Securities Litigation Reform Act of 1995 most likely do not apply to our forward-looking statements as a result of being a penny stock issuer. You should, however, consult further disclosures we make in future filings of our Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q and Current Reports on Form 8-K.

Although we believe the expectations reflected in any of our forward-looking statements are reasonable, actual results could differ materially from those projected or assumed in any of our forward-looking statements. Our future financial condition and results of operations, as well as any forward-looking statements, are subject to change and inherent risks and uncertainties.

AVAILABLE INFORMATION

We file annual, quarterly and special reports and other information with the SEC that can be inspected and copied at the public reference facility maintained by the SEC at 100 F Street, N.E., Room 1580, Washington, D.C. 20549-0405. Information regarding the public reference facilities may be obtained from the SEC by telephoning 1-800-SEC-0330. The Company's filings are also available through the SEC's Electronic Data Gathering Analysis and Retrieval System which is publicly available through the SEC's website (www.sec.gov). Copies of such materials may also be obtained by mail from the public reference section of the SEC at 100 F Street, N.E., Room 1580, Washington, D.C. 20549-0405 at prescribed rates.

PART I – FINANCIAL INFORMATION

Item 1. Financial Statements.

SPORT ENDURANCE, INC.
(A DEVELOPMENT STAGE COMPANY)
BALANCE SHEETS

	May 31, 2011 (Unaudited)	August 31, 2010
ASSETS		
Current assets:		
Cash	\$ 322	\$ 59
Prepaid expenses	-	1,995
Total current assets	<u>322</u>	<u>2,054</u>
Equipment, net of accumulated depreciation	<u>18,004</u>	<u>21,148</u>
Total assets	<u>\$ 18,326</u>	<u>\$ 23,202</u>
LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)		
Current liabilities:		
Accounts payable	\$ 19,784	\$ 14,620
Accrued expenses	4,000	-
Accrued interest, related party	1,261	243
Due to related parties	21,585	7,440
Total current liabilities	<u>46,630</u>	<u>22,303</u>
Stockholders' equity (deficit):		
Preferred stock, \$0.001 par value, 20,000,000 shares authorized, 1,000,000 and 2,000,000 issued and outstanding at May 31, 2011 and August 31, 2010, respectively	1,000	2,000
Common stock, \$0.001 par value, 480,000,000 shares authorized, 60,200,000 and 57,200,000 shares issued and outstanding at May 31, 2011 and August 31, 2010, respectively	60,200	57,200
Additional paid-in capital	119,320	121,320
Deficit accumulated during the development stage	(208,824)	(179,621)
Total stockholders' equity (deficit)	<u>(28,304)</u>	<u>899</u>
Total liabilities and stockholders' equity (deficit)	<u>\$ 18,326</u>	<u>\$ 23,202</u>

See accompanying notes to these financial statements.

SPORT ENDURANCE, INC.
(A DEVELOPMENT STAGE COMPANY)
STATEMENTS OF OPERATIONS
(Unaudited)

	For the Three Months Ended May 31,		For the Nine Months Ended May 31,		January 3, 2001 (inception) to May 31, 2011
	2011	2010	2011	2010	2011
Revenue	\$ -	\$ -	\$ -	\$ -	\$ -
Operating expenses:					
General and administrative	742	-	7,316	1,458	26,002
Professional fees	8,000	2,693	17,725	15,500	161,225
Depreciation	1,048	1,048	3,144	3,144	7,336
Total operating expenses	<u>9,790</u>	<u>3,741</u>	<u>28,185</u>	<u>20,102</u>	<u>194,563</u>
Net operating loss	(9,790)	(3,741)	(28,185)	(20,102)	(194,563)
Other income (expense)					
Interest expense	(502)	(93)	(1,018)	(93)	(1,261)
Offering costs	-	-	-	-	(13,000)
Total operating expenses	<u>(502)</u>	<u>(93)</u>	<u>(1,018)</u>	<u>(93)</u>	<u>(14,261)</u>
Loss before provision for income taxes	(10,292)	(3,834)	(29,203)	(20,195)	(208,824)
Provision for income taxes	-	-	-	-	-
Net (loss)	<u>\$ (10,292)</u>	<u>\$ (3,834)</u>	<u>\$ (29,203)</u>	<u>\$ (20,195)</u>	<u>\$ (208,824)</u>
Weighted average number of common shares outstanding - basic and fully diluted	<u>60,200,000</u>	<u>57,200,000</u>	<u>59,979,487</u>	<u>57,200,000</u>	
Net (loss) per share - basic and fully diluted	<u>\$ (0.00)</u>	<u>\$ (0.00)</u>	<u>\$ (0.00)</u>	<u>\$ (0.00)</u>	

See accompanying notes to these financial statements.

SPORT ENDURANCE, INC.
(A DEVELOPMENT STAGE COMPANY)
STATEMENT OF STOCKHOLDERS' EQUITY (DEFICIT)
(Unaudited)

	Preferred Stock		Common Stock		Additional Paid-In Capital	Common Stock Subscriptions Receivable	Deficit Accumulated During Development Stage	Total Stockholders' Equity (Deficit)
	Shares	Amount	Shares	Amount				
Common stock issued to founder at \$0.001 per share, of which \$500 was paid in cash	-	\$ -	1,200,000	\$ 1,200	\$ -	\$ -	\$ -	\$ 1,200
Sale of common stock for cash	-	-	3,000,000	3,000	12,000	-	-	15,000
Net loss for the year ended August 31, 2001	-	-	-	-	-	-	(16,200)	(16,200)
Balance, August 31, 2001	-	-	4,200,000	4,200	12,000	-	(16,200)	-
Issuance of common stock for professional fees	-	-	25,000,000	25,000	100,000	-	-	125,000
Net loss for the year ended August 31, 2002	-	-	-	-	-	-	(125,000)	(125,000)
Balance, August 31, 2002	-	-	29,200,000	29,200	112,000	-	(141,200)	-
Net loss for the year ended August 31, 2003	-	-	-	-	-	-	-	-
Balance, August 31, 2003	-	-	29,200,000	29,200	112,000	-	(141,200)	-
Net loss for the year ended August 31, 2004	-	-	-	-	-	-	-	-
Balance, August 31, 2004	-	-	29,200,000	29,200	112,000	-	(141,200)	-
Net loss for the year ended August 31, 2005	-	-	-	-	-	-	-	-
Balance, August 31, 2005	-	-	29,200,000	29,200	112,000	-	(141,200)	-
Net loss for the year ended August 31, 2006	-	-	-	-	-	-	-	-
Balance, August 31, 2006	-	-	29,200,000	29,200	112,000	-	(141,200)	-
Net loss for the year ended August 31, 2007	-	-	-	-	-	-	-	-
Balance, August 31, 2007	-	-	29,200,000	29,200	112,000	-	(141,200)	-
Net loss for the year ended August 31, 2008	-	-	-	-	-	-	-	-
Balance, August 31, 2008	-	-	29,200,000	29,200	112,000	-	(141,200)	-
Issuance of convertible preferred stock for cash	2,000,000	2,000	-	-	3,000	-	-	5,000
Issuance of founder's shares in exchange for contributed equipment at \$0.001 per share	-	-	25,340,000	25,340	-	-	-	25,340
Common stock subscription receivable issued to founder at \$0.001 per share	-	-	8,980,000	8,980	-	(8,980)	-	-
Previously issued common stock cancelled	-	-	(6,320,000)	(6,320)	6,320	-	-	-
Net loss for the year ended August 31, 2009	-	-	-	-	-	-	-	-
Balance, August 31, 2009	2,000,000	2,000	57,200,000	57,200	121,320	(8,980)	(141,200)	30,340
Sale of common stock for cash	-	-	-	-	-	8,980	-	8,980
Net loss for the year ended August 31, 2010	-	-	-	-	-	-	(38,421)	(38,421)
Balance, August 31, 2010	2,000,000	2,000	57,200,000	57,200	121,320	-	(179,621)	899
Preferred stock conversion	(1,000,000)	(1,000)	3,000,000	3,000	(2,000)	-	-	-
Net loss for the nine months ended May 31, 2011	-	-	-	-	-	-	(29,203)	(29,203)
Balance, May 31, 2011	<u>1,000,000</u>	<u>\$ 1,000</u>	<u>60,200,000</u>	<u>\$ 60,200</u>	<u>\$ 119,320</u>	<u>\$ -</u>	<u>\$ (208,824)</u>	<u>\$ (28,304)</u>

See accompanying notes to these financial statements.

SPORT ENDURANCE, INC.
(A DEVELOPMENT STAGE COMPANY)
STATEMENTS OF CASH FLOWS
(Unaudited)

	For the Nine Months Ended May 31,		January 3, 2001 (inception) to May 31, 2011
	2011	2010	
CASH FLOWS FROM OPERATING ACTIVITIES			
Net loss	\$ (29,203)	\$ (20,195)	\$ (208,824)
Adjustments to reconcile net loss to net cash provided by (used in) operating activities:			
Depreciation	3,144	3,144	7,336
Shares issued for services	-	-	125,000
Changes in:			
Prepaid expenses	1,995	(195)	-
Accounts payable	5,164	649	19,784
Accrued expenses	4,000	93	4,000
Accrued interest, related party	1,018	-	1,261
Net cash provided by (used in) operating activities	<u>(13,882)</u>	<u>(16,504)</u>	<u>(51,443)</u>
CASH FLOWS FROM FINANCING ACTIVITIES			
Proceeds from sale of common and preferred stock	-	8,980	30,180
Proceeds from officer loans, related parties - net	14,145	7,415	21,585
Net cash provided by financing activities	<u>14,145</u>	<u>16,395</u>	<u>51,765</u>
NET CHANGE IN CASH	263	(109)	322
CASH AT BEGINNING OF PERIOD	<u>59</u>	<u>3,200</u>	<u>-</u>
CASH AT END OF PERIOD	<u>\$ 322</u>	<u>\$ 3,091</u>	<u>\$ 322</u>
SUPPLEMENTAL INFORMATION:			
Interest paid	\$ -	\$ -	\$ -
Income taxes paid	\$ -	\$ -	\$ -
Non-cash activities:			
Value of common stock issued for services	\$ -	\$ -	\$ 125,000
Value of common stock issued for equipment	\$ -	\$ -	\$ 25,340
Preferred stock conversion	\$ 3,000	\$ -	\$ 3,000

See accompanying notes to these financial statements.

Sport Endurance, Inc.
(A Development Stage Company)
Notes to Condensed Financial Statements
(Unaudited)

Note 1 – Nature of Business and Significant Accounting Policies

Nature of business

Sport Endurance, Inc. (“the Company”) was incorporated as Cayenne Construction, Inc. in the state of Nevada on January 3, 2001 (“Inception”). The Company was formed to be an independent service provider of ready-mix concrete, whereby management was to arrange purchases of ready-mixed concrete by small contractors and customers on a fee basis. The Company ceased operations in 2002 and was revived in 2009 with a name change to, “Sport Endurance, Inc.” on August 6, 2009. The Company intends to manufacture and distribute a line of sports energy drinks.

Basis of presentation

The unaudited condensed financial statements have been prepared in accordance with United States generally accepted accounting principles for interim financial information and with the instructions to Form 10-Q and reflect all adjustments which, in the opinion of management, are necessary for a fair presentation. All such adjustments are of a normal recurring nature. The results of operations for the interim period are not necessarily indicative of the results to be expected for the fiscal year ending August 31, 2011. It is suggested that these interim condensed financial statements be read in conjunction with the Form 10-K.

The Company has adopted a fiscal year end of August 31st.

Development Stage Company

The Company is considered to be in the development stage as defined by FASB ASC 915-10-05. This standard requires companies to report their operations, shareholders equity and cash flows from inception through the reporting date. The Company will continue to be reported as a development stage entity until, among other factors, revenues are generated from management’s intended operations. Management has provided financial data since inception (January 3, 2001).

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, and the 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.

Cash and Cash Equivalents

Cash and equivalents include investments with initial maturities of three months or less. The Company maintains its cash balances at credit-worthy financial institutions that are insured by the Federal Deposit Insurance Corporation (“FDIC”) up to \$250,000. Deposits with these banks may exceed the amount of insurance provided on such deposits; however, these deposits typically may be redeemed upon demand and, therefore, bear minimal risk. The Company did not have any cash equivalents at May 31, 2011.

Income Taxes

The Company accounts for income taxes using the asset and liability method, which requires the establishment of deferred tax assets and liabilities for the temporary differences between the financial reporting basis and the tax basis of the Company’s assets and liabilities at enacted tax rates expected to be in effect when such amounts are realized 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. A valuation allowance is provided to the extent deferred tax assets may not be recoverable after consideration of the future reversal of deferred tax liabilities, tax planning strategies, and projected future taxable income.

Fair Value of Financial Instruments

Under FASB ASC 820-10-05, the Financial Accounting Standards Board establishes a framework for measuring fair value in generally accepted accounting principles and expands disclosures about fair value measurements. This Statement reaffirms that fair value is the relevant measurement attribute. The adoption of this standard did not have a material effect on the Company’s financial statements as reflected herein. The carrying amounts of cash and accrued expenses reported on the balance sheet are estimated by management to approximate fair value primarily due to the short term nature of the instruments. The Company had no items that required fair value measurement on a recurring basis.

Sport Endurance, Inc.
(A Development Stage Company)
Notes to Condensed Financial Statements
(Unaudited)

Basic and Diluted Loss Per Share

The basic net loss per common share is computed by dividing the net loss by the weighted average number of common shares outstanding. Diluted net loss per common share is computed by dividing the net loss adjusted on an “as if converted” basis, by the weighted average number of common shares outstanding plus potential dilutive securities. For the periods presented, there were no outstanding potential common stock equivalents and therefore basic and diluted earnings per share result in the same figure.

Recently Issued Accounting Pronouncements

In December 2010, the FASB issued ASU 2010-29, “Business Combinations (Topic 805): Disclosure of supplementary pro forma information for business combinations.” This update changes the disclosure of pro forma information for business combinations. These changes clarify that if a public entity presents comparative financial statements, the entity should disclose revenue and earnings of the combined entity as though the business combination that occurred during the current year had occurred as of the beginning of the comparable prior annual reporting period only. Also, the existing supplemental pro forma disclosures were expanded to include a description of the nature and amount of material, nonrecurring pro forma adjustments directly attributable to the business combination included in the reported pro forma revenue and earnings. These changes become effective for the Company beginning January 1, 2011. The adoption of this update did not have an impact on the Company’s financial condition or results of operations.

In December 2010, the FASB issued ASU 2010-28, “Intangible –Goodwill and Other (Topic 350): When to perform Step 2 of the goodwill impairment test for reporting units with zero or negative carrying amounts.” This update requires an entity to perform all steps in the test for a reporting unit whose carrying value is zero or negative if it is more likely than not (more than 50%) that a goodwill impairment exists based on qualitative factors, resulting in the elimination of an entity’s ability to assert that such a reporting unit’s goodwill is not impaired and additional testing is not necessary despite the existence of qualitative factors that indicate otherwise. These changes become effective for the Company beginning January 1, 2011. The adoption of this ASU did not have a material impact on the Company’s financial statements.

In January 2010, the FASB issued ASU No. 2010-06 regarding fair value measurements and disclosures and improvement in the disclosure about fair value measurements. This ASU requires additional disclosures regarding significant transfers in and out of Levels 1 and 2 of fair value measurements, including a description of the reasons for the transfers. Further, this ASU requires additional disclosures for the activity in Level 3 fair value measurements, requiring presentation of information about purchases, sales, issuances, and settlements in the reconciliation for fair value measurements. This ASU is effective for fiscal years beginning after December 15, 2010, and for interim periods within those fiscal years. The adoption of this ASU did not have a material impact on the Company’s financial statements.

Sport Endurance, Inc.
(A Development Stage Company)
Notes to Condensed Financial Statements
(Unaudited)

Note 2 – Going Concern

As shown in the accompanying financial statements, the Company has incurred recurring net losses from operations resulting in an accumulated deficit of \$208,824, and a working capital deficit of \$46,308 as of May 31, 2011. These factors raise substantial doubt about the Company's ability to continue as a going concern. Management is actively pursuing new ventures to increase revenues. In addition, the Company is currently seeking additional sources of capital to fund short term operations. The Company, however, is dependent upon its ability to secure equity and/or debt financing and there are no assurances that the Company will be successful, therefore, without sufficient financing it would be unlikely for the Company to continue as a going concern.

The financial statements do not include any adjustments that might result from the outcome of any uncertainty as to the Company's ability to continue as a going concern. The financial statements also do not include any adjustments relating to the recoverability and classification of recorded asset amounts, or amounts and classifications of liabilities that might be necessary should the Company be unable to continue as a going concern.

Note 3 – Related Party

On April 8, 2011, the Company received an unsecured loan of \$2,500, due on demand, bearing interest at 10%, from the Company's CEO, Gerald Ricks.

On March 31, 2011, the Company received an unsecured loan of \$2,500, due on demand, bearing interest at 10%, from the Company's CEO, Gerald Ricks.

On December 15, 2010, the former CEO, Robert Timothy, resigned as from the Board of Directors and his position as CEO, and appointed Gerald Ricks as the Chairman of the Board of Directors and CEO.

On December 30, 2010, the Board of Directors dismissed Ronald Schuurman as Secretary and Treasurer and appointed Vincent Kelly to the Board and positions of Secretary and Treasurer.

On December 31, 2010, the Board of Directors appointed James Hughes to the Board of Directors.

On January 7, 2011, the Company received an unsecured loan of \$7,000, due on demand, bearing interest at 10%, from a major shareholder, BK Consulting, to fund operations.

On December 15, 2010, the Company received an unsecured loan of \$1,140, due on demand, bearing interest at 10%, from a major shareholder, BK Consulting, to fund operations.

On October 7, 2010 and October 15, 2010, the Company received loans of \$1,500, for total proceeds of \$3,000, from a major shareholder, BK Consulting, to fund operations.

From time to time the Company has received loans from the former CEO, Robert Timothy, to fund operations. The total outstanding balance of the unsecured, demand notes, bearing interest at 10% was \$5,445 and \$7,415 at May 31, 2011 and August 31, 2010, respectively. Accrued interest of \$677 and \$243 was outstanding as of May 31, 2011 and August 31, 2010, respectively.

On October 1, 2009, the Company entered into a five year, non-cancellable, commercial and industrial lease with the parents of the Company's CEO, Robert Timothy, Robert Timothy Sr. and DeVon Timothy, that calls for monthly lease payments of \$2,135, including monthly charges of \$140 for taxes and insurance. On October 1, 2009 the Company paid a \$1,995 deposit. The lease never commenced and was cancelled on December 15, 2010 with Robert Timothy's resignation as CEO, and the deposit was returned to the lessor.

Sport Endurance, Inc.
(A Development Stage Company)
Notes to Condensed Financial Statements
(Unaudited)

Note 4 – Due to Related Parties

From time to time the Company has received loans from a major shareholder, BK Consulting, to fund operations. The total outstanding balance of the unsecured, demand notes, bearing interest at 10% was \$11,140 and \$0- at May 31, 2011 and August 31, 2010, respectively. Accrued interest of \$500 and \$0- was outstanding as of May 31, 2011 and August 31, 2010, respectively.

From time to time the Company has received loans from the former CEO, Robert Timothy, to fund operations. The total outstanding balance of the unsecured, demand notes, bearing interest at 10% was \$5,445 and \$7,415 at May 31, 2011 and August 31, 2010, respectively. Accrued interest of \$677 and \$243 was outstanding as of May 31, 2011 and August 31, 2010, respectively.

On April 8, 2011, the Company received an unsecured loan of \$2,500, due on demand, bearing interest at 10%, from the Company's CEO, Gerald Ricks. Accrued interest of \$42 and \$0 was outstanding as of May 31, 2011 and August 31, 2010, respectively.

On March 31, 2011, the Company received an unsecured loan of \$2,500, due on demand, bearing interest at 10%, from the Company's CEO, Gerald Ricks. Accrued interest of \$42 and \$0 was outstanding as of May 31, 2011 and August 31, 2010, respectively.

Total amounts due to related parties were \$21,585 and \$7,440 at May 31, 2011 and August 31, 2010, respectively.

The Company has accrued interest of \$1,261 and \$243 to related parties as of May 31, 2011 and August 31, 2010, respectively.

Note 5 – Equipment

Equipment consists of the following:

	May 31, 2011	August 31, 2010
Computer equipment	\$ 10,000	\$ 10,000
Furniture and fixtures	15,340	15,340
	25,340	25,340
Less accumulated depreciation	(7,336)	(4,192)
	\$ 18,004	\$ 21,148

Depreciation expense totaled \$3,144 and \$3,144 for the nine months ended May 31, 2011 and 2010, respectively.

Note 6 – Stockholders' Equity

On June 7, 2010, the shareholders of the Company voted to increase the authorized common shares of the Company's common stock from 90,000,000 authorized shares of common stock to 480,000,000 authorized shares of common stock. Additionally, the shareholders voted to increase the authorized shares of the Company's preferred stock from 10,000,000 authorized shares to 20,000,000 authorized shares of preferred stock. As a result of this vote, the Company filed an amendment to its Articles of Incorporation to reflect this change.

Preferred stock

On August 15, 2009, the Company issued a total of 2,000,000 shares of preferred stock to two individual investors in a private placement under Rule 506 of the Securities Act of 1933 for \$5,000 in cash, or \$0.0025 per share.

Sport Endurance, Inc.
(A Development Stage Company)
Notes to Condensed Financial Statements
(Unaudited)

On October 12, 2010, a preferred stock shareholder elected to convert 1,000,000 shares of preferred stock in exchange for 3,000,000 shares of common stock.

Common stock

As noted above, on October 12, 2010, a preferred stock shareholder elected to convert 1,000,000 shares of preferred stock in exchange for 3,000,000 shares of common stock.

On August 20, 2009, the Company issued 8,980,000 founder's shares of common stock in exchange for a subscription receivable of \$8,980. The Company received proceeds of \$8,980 at various dates between September 15, 2009 and May 13, 2010.

On August 20, 2009, the Company issued 25,340,000 founder's shares of common stock in exchange for contributed equipment with a cost basis of \$25,340. The cost basis approximated the fair market value of the equipment.

On August 20, 2009, the Company cancelled and returned to treasury 6,320,000 shares of common stock previously issued to founders. No consideration was provided and the total par value of \$6,320 was recorded as additional paid-in capital.

On February 10, 2002, the Company issued 25,000,000 shares to the Company President for professional services rendered. The fair value of those shares was \$125,000 on the grant date.

The Company issued a total of 3,000,000 shares of its \$.001 par value common stock during May 2001 in a private placement under Rule 506 of the Securities Act of 1933 for \$15,000 in cash, or \$0.001 per share to a total of nineteen individual investors. Due to a lack of operations, management believes the purchase price of \$0.001 per share is representative of fair value.

On January 10, 2001 the Company issued 1,200,000 shares of common stock to the founder of the Company in exchange for proceeds of \$500. Since the par value of the Company's common stock is the legal minimum value, management recorded compensation for the difference between the amount paid of \$500 and the minimum value of \$1,200, or \$700 in the accompanying statement of operations.

Note 7 – Subsequent Events

There are no subsequent events to disclose through the date of this filing.

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

OVERVIEW AND OUTLOOK

Sport Endurance, Inc. ("Sport Endurance") is a Nevada corporation that intends to manufacture and distribute a line of sports energy drinks. Production and distribution has not yet commenced, as such, the Company is considered to be in the development stage.

For the three months ended May 31, 2011, we had a net loss of \$10,292 as compared to a net loss of \$3,834 for the three months ended May 31, 2010. Our accumulated deficit as of May 31, 2011 was \$208,824. These conditions raise substantial doubt about our ability to continue as a going concern over the next twelve months.

Results of Operations for the Three Months Ended May 31, 2011 and 2010

Revenues

The Company had no revenues during the three month periods ending May 31, 2011 and 2010.

General and administrative expenses

General and administrative expenses were \$742 for the three months ended May 31, 2011 compared to \$0 for the three months ended May 31, 2010, an increase of \$742. The increase in general and administrative expense for the three months ended May 31, 2011 compared to 2010 was due primarily to an increase in stock transfer agent expenses.

Professional fees

Professional fees were \$8,000 for the three months ended May 31, 2011 compared to \$2,693 for the three months ended May 31, 2010, an increase of \$5,307. The increase in professional fees for the three months ended May 31, 2011 compared to 2010 was due primarily to increased accounting and legal fees.

Depreciation

Depreciation expense for the three months ended May 31, 2011 totaled \$1,048 compared to \$1,048 for the three months ended May 31, 2010. We anticipate our quarterly depreciation expense to continue to be \$1,048 for the near term.

Interest expense

Interest expense for the three months ended May 31, 2011 was \$502 compared to \$93 for the three months ended May 31, 2010. The increase in interest expense is due to interest on loans from related parties that were not outstanding during the comparable previous period.

Net loss

The net loss for the three months ended May 31, 2011 was \$10,292 compared to \$3,834 for the three months ended May 31, 2010, an increase of \$6,458 or approximately 168%. Our net operating loss increased primarily as a result of professional fees related to maintaining our public entity that were not necessary in the comparative period in 2010.

Results of Operations for the Nine Months Ended May 31, 2011 and 2010**Revenues**

The Company had no revenues during the nine month periods ending May 31, 2011 and 2010.

General and administrative expenses

General and administrative expenses were \$7,316 for the nine months ended May 31, 2011 compared to \$1,458 for the nine months ended May 31, 2010, an increase of \$5,858. The increase in general and administrative expense for the nine months ended May 31, 2011 compared to 2010 was due primarily to increased transfer agent expenses related to maintaining our stock issuances to shareholders that was not necessary in the same period in 2010.

Professional fees

Professional fees were \$17,725 for the nine months ended May 31, 2011 compared to \$15,500 for the nine months ended May 31, 2010, an increase of \$2,225. The increase in professional fees for the nine months ended May 31, 2011 compared to 2010 was due primarily to legal and accounting fees.

Depreciation

Depreciation expense for the nine months ended May 31, 2011 totaled \$3,144 compared to \$3,144 for the nine months ended May 31, 2010. We anticipate our quarterly depreciation expense to continue to be \$1,048 for the near term.

Interest expense

Interest expense for the nine months ended May 31, 2011 was \$1,018 compared to \$93 for the nine months ended May 31, 2010. The increase in interest expense was due to interest on loans from related parties that were not outstanding during the comparable previous period.

Net loss

The net loss for the nine months ended May 31, 2011 was \$29,203 compared to \$20,195 for the nine months ended May 31, 2010, an increase of \$9,008 or approximately 45%. The increase was due primarily to increased transfer agent fees and legal and accounting expenses incurred during the nine months ended May 31, 2011 that were not incurred during the same period in 2010.

Liquidity and Capital Resources

The following table summarizes total current assets, liabilities and working capital at May 31, 2011 compared to August 31, 2010.

	May 31, 2011	August 31, 2010
Current Assets	\$ 322	\$ 2,054
Current Liabilities	\$ 46,630	\$ 22,303
Working Capital (Deficit)	\$ (46,308)	\$ (20,249)

While we have raised capital to meet our working capital and financing needs in the past, additional financing is required in order to meet our current and projected cash flow deficits from operations and development of alternative revenue sources. As of May 31, 2011, we had a working capital deficit of \$(46,308). Our poor financial condition raises substantial doubt about our ability to continue as a going concern and we have incurred losses since inception and may incur future losses. In the past, we have conducted private placements of equity shares and during the nine months ending May 31, 2011 we did not receive any proceeds from private placements. During nine months ended May 31, 2011, we received a total of \$14,145 in unsecured loans due on demand, bearing interest at 10%, from related parties. There is no guarantee that the related parties will be willing to commit any further loans to the Company at this time.

Should we not be able to continue to secure additional financing when needed, we may be required to slow down or suspend our growth or reduce the scope of our current operations, any of which would have a material adverse effect on our business.

Our future capital requirements will depend on many factors, including the development of our line of sport energy drinks; the cost and availability of third-party financing for development; and administrative and legal expenses.

We anticipate that we will incur operating losses in the next twelve months. Our prospects must be considered in light of the risks, expenses and difficulties frequently encountered by companies in their early stage of development. Such risks for us include, but are not limited to, an evolving and unpredictable business model; recognition of revenue sources; and the management of growth. To address these risks, we must, among other things, expand our customer base, implement and successfully execute our business and marketing strategy, respond to competitive developments, and attract, retain and motivate qualified personnel. There can be no assurance that we will be successful in addressing such risks, and the failure to do so could have a material adverse effect on our business prospects, financial condition and results of operations.

Satisfaction of our cash obligations for the next 12 months.

As of May 31, 2011, our cash balance was \$322. Our plan for satisfying our cash requirements for the next twelve months is through sales-generated income, sale of shares of our common stock, third party financing, and/or traditional bank financing. We anticipate sales-generated income during that same period of time, but do not anticipate generating sufficient amounts of revenues to meet our working capital requirements. Consequently, we intend to make appropriate plans to secure sources of additional capital in the future to fund growth and expansion through additional equity or debt financing or credit facilities.

Going concern.

Our financial statements are prepared using accounting principles generally accepted in the United States of America applicable to a going concern, which contemplate the realization of assets and liquidation of liabilities in the normal course of business. We have incurred continuous losses from operations, have an accumulated deficit of \$208,824 and a working capital deficit of \$46,308 at May 31, 2011, and have reported negative cash flows from operations since inception. In addition, we do not currently have the cash resources to meet our operating commitments for the next twelve months. The Company's ability to continue as a going concern must be considered in light of the problems, expenses, and complications frequently encountered by entrance into established markets and the competitive nature in which we operate.

Our ability to continue as a going concern is dependent on our ability to generate sufficient cash from operations to meet our cash needs and/or to raise funds to finance ongoing operations and repay debt. There can be no assurance, however, that we will be successful in our efforts to raise additional debt or equity capital and/or that our cash generated by our future operations will be adequate to meet our needs. These factors, among others, indicate that we may be unable to continue as a going concern for a reasonable period of time.

Summary of product and research and development that we will perform for the term of our plan.

We are not anticipating significant research and development expenditures in the near future.

Expected purchase or sale of plant and significant equipment.

We do not anticipate the purchase or sale of any plant or significant equipment as such items are not required by us at this time.

Significant changes in the number of employees.

As of May 31, 2011, we had no employees, other than our non-paid CEO, Gerald Ricks, who replaced Robert Timothy, who resigned on December 15, 2010. Currently, there are no organized labor agreements or union agreements and we do not anticipate any in the future.

Assuming we are able to pursue revenue through the commencement of sales of our sports energy drinks, we anticipate an increase of personnel and may need to hire employees. In the interim, we intend to use the services of independent consultants and contractors to perform various professional services when appropriate. We believe the use of third-party service providers may enhance our ability to control general and administrative expenses and operate efficiently.

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 or operations, liquidity, capital expenditures or capital resources that are material to investors.

Recently Issued Accounting Standards

In December 2010, the FASB issued ASU 2010-29, "Business Combinations (Topic 805): Disclosure of supplementary pro forma information for business combinations." This update changes the disclosure of pro forma information for business combinations. These changes clarify that if a public entity presents comparative financial statements, the entity should disclose revenue and earnings of the combined entity as though the business combination that occurred during the current year had occurred as of the beginning of the comparable prior annual reporting period only. Also, the existing supplemental pro forma disclosures were expanded to include a description of the nature and amount of material, nonrecurring pro forma adjustments directly attributable to the business combination included in the reported pro forma revenue and earnings. These changes become effective for the Company beginning January 1, 2011. The Company's adoption of this update did not have an impact on the Company's financial condition or results of operations.

In December 2010, the FASB issued ASU 2010-28, "Intangible –Goodwill and Other (Topic 350): When to perform Step 2 of the goodwill impairment test for reporting units with zero or negative carrying amounts." This update requires an entity to perform all steps in the test for a reporting unit whose carrying value is zero or negative if it is more likely than not (more than 50%) that a goodwill impairment exists based on qualitative factors, resulting in the elimination of an entity's ability to assert that such a reporting unit's goodwill is not impaired and additional testing is not necessary despite the existence of qualitative factors that indicate otherwise. These changes become effective for the Company beginning January 1, 2011. The adoption of this ASU did not have a material impact on our financial statements.

In January 2010, the FASB issued ASU No. 2010-06 regarding fair value measurements and disclosures and improvement in the disclosure about fair value measurements. This ASU requires additional disclosures regarding significant transfers in and out of Levels 1 and 2 of fair value measurements, including a description of the reasons for the transfers. Further, this ASU requires additional disclosures for the activity in Level 3 fair value measurements, requiring presentation of information about purchases, sales, issuances, and settlements in the reconciliation for fair value measurements. This ASU is effective for fiscal years beginning after December 15, 2010, and for interim periods within those fiscal years. The adoption of this ASU did not have a material impact on our financial statements.

Item 3. Quantitative and Qualitative Disclosure About Market Risk.

This item is not applicable as we are currently considered a smaller reporting company.

Item 4T. Controls and Procedures.

Evaluation of Disclosure Controls and Procedures

Our Chief Executive Officer and Chief Financial Officer, Gerald Ricks, has evaluated the effectiveness of our disclosure controls and procedures (as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934, as amended) as of the end of the period covered by this report. Based on the evaluation, Mr. Ricks concluded that our disclosure controls and procedures are not effective in timely alerting them to material information relating to us that is required to be included in our periodic SEC filings and ensuring that information required to be disclosed by us in the reports we file or submit under the Act is accumulated and communicated to our management, including our chief financial officer, or person performing similar functions, as appropriate to allow timely decisions regarding required disclosure, for the following reasons:

- The Company does not have an independent board of directors or audit committee or adequate segregation of duties;
- All of our financial reporting is carried out by our financial consultant;
- We do not have an independent body to oversee our internal controls over financial reporting and lack segregation of duties due to the limited nature and resources of the Company.

We plan to rectify these weaknesses by implementing an independent board of directors and hiring additional accounting personnel once we have additional resources to do so.

Changes in Internal Control Over Financial Reporting

There were no changes in our internal control over financial reporting that occurred during our most recent fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II – OTHER INFORMATION

Item 1. Legal Proceedings.

We know of no material pending legal proceedings to which our company or subsidiary is a party or of which any of their property is the subject. In addition, we do not know of any such proceedings contemplated by any governmental authorities.

We know of no material proceedings in which any director, officer or affiliate of our company, or any registered or beneficial stockholder of our company, or any associate of any such director, officer, affiliate, or stockholder is a party adverse to our company or subsidiary or has a material interest adverse to our company or subsidiary.

Item 1A. Risk Factors.

There has been no change in the Company's risk factors since the Company's Annual Report on Form 10-K filed with the SEC on December 14, 2010.

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

None.

Item 3. Defaults Upon Senior Securities.

None.

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

None.

Item 5. Other Information.

None.

Item 6. Exhibits.

Exhibit	Exhibit Description	Filed herewith	Incorporated by reference			
			Form	Period ending	Exhibit	Filing date
31.1	Certification by the Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act	X				
31.2	Certification by the Principal Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act	X				
32.1	Certification by the Chief Executive Officer and Principal Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act	X				

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.

SPORT ENDURANCE, INC.

Date: July 8, 2011

By: /s/ Gerald Ricks
Gerald Ricks
President, Chief Executive Officer, Director
(Principal Executive Officer, Principal Financial Officer,
and Principal Accounting Officer)

**CERTIFICATION BY THE CHIEF EXECUTIVE OFFICER
PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Gerald Ricks, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Sport Endurance, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer 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 for financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the 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 issuer 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 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 issuer's internal control over financial reporting that occurred during the issuer's most recent fiscal quarter (the issuer's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the issuer's internal control over financial reporting; and
5. The issuer's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the business issuer's auditors and the audit committee of the 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 issuer'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 issuer's internal control over financial reporting.

Date: July 8, 2011

/s/ Gerald Ricks

Gerald Ricks
Chief Executive Officer

**CERTIFICATION BY THE PRINCIPAL FINANCIAL OFFICER
PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Gerald Ricks, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Sport Endurance, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this report;
4. The issuer'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 for financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the 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 issuer 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 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 issuer's internal control over financial reporting that occurred during the issuer's most recent fiscal quarter (the issuer's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the issuer's internal control over financial reporting; and
5. The issuer's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the issuer's auditors and the audit committee of the 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 issuer'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 issuer's internal control over financial reporting.

Date: July 8, 2011

/s/ Gerald Ricks

Gerald Ricks
Principal Financial Officer

**Certification by the Chief Executive Officer and Principal Financial Officer Pursuant to 18 U.S.C. Section 1350,
as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002**

Pursuant to 18 U. S. C. Section 1350, I, Gerald Ricks, hereby certify that, to the best of my knowledge, the Quarterly Report on Form 10-Q of Sport Endurance, Inc for the fiscal quarter ended May 31, 2011 (the "Report") fully complies with the requirements of Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934, as amended, and that the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of Sport Endurance, Inc.

Date: July 8, 2011

/s/ Gerald Ricks

Gerald Ricks

Chief Executive Officer and Principal Financial Officer

This certification accompanies the Quarterly 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 Sport Endurance, Inc. for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Such certification will not be deemed to be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, except to the extent that Sport Endurance, Inc. specifically incorporates it by reference.