

SECURITIES AND EXCHANGE COMMISSION

FORM S-1  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

REAL ESTATE RESTORATION AND RENTAL, INC.  
(Exact Name of Registrant in its Charter)

**Nevada**

(State or other Jurisdiction  
of Incorporation)

**6510**

(Primary Standard Industrial  
Classification Code)

**27-1488943**

(IRS Employer  
Identification No.)

**710 Wellingham Drive  
Durham, North Carolina 27713  
Tel.: (919) 656-8646**

(Address and Telephone Number of Registrant's Principal  
Executive Offices and Principal Place of Business)

**CSC Services of Nevada, Inc.  
502 East John Street  
Carson City, NV 89706  
(775) 883-3711**

(Name, Address and Telephone Number of Agent for Service)

Copies of communications to:

**Gregg E. Jaclin, Esq.  
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195 Route 9 South, Suite204  
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Approximate date of commencement of proposed sale to the public: As soon as practicable after this Registration Statement becomes effective. If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.  x

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act of 1933, please check the following box and list the Securities Act registration Statement number of the earlier effective registration statement for the same offering.  o

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act of 1933, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  o

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act of 1933, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  o

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box.  o

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 the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer  o Accelerated filer  o  
Non-accelerated filer  o Smaller reporting company  x

**CALCULATION OF REGISTRATION FEE**

<b>Title of Each Class Of Securities to be Registered</b>	<b>Amount to be Registered</b>	<b>Proposed Maximum Aggregate Offering Price per share</b>	<b>Proposed Maximum Aggregate Offering Price</b>	<b>Amount of Registration fee</b>
Common Stock, \$0.0001 par value per share.	1,802,500	\$ 0.10	\$ 180,250	\$ 12.85

(1) This Registration Statement covers the resale by our selling shareholders of up to 1,802,500 shares of our common stock, par value \$0.0001 per share, previously issued to such selling shareholders.

(2) The offering price has been estimated solely for the purpose of computing the amount of the registration fee in accordance with Rule 457(o). Our common stock is not traded on any national exchange and in accordance with Rule 457; the offering price was determined by the price of the shares that were sold to our shareholders in a private placement memorandum. The price of \$0.10 per share is a fixed price at which the selling security holders may sell their shares until our common stock is quoted on the OTCBB at which time the shares may be sold at prevailing market prices or privately negotiated prices. There can be no assurance that a market maker will agree to file the necessary documents with the Financial Industry Regulatory Authority, which operates the OTC Bulletin Board, nor can there be any assurance that such an application for quotation will be approved.

THE REGISTRANT HEREBY AMENDS THIS REGISTRATION STATEMENT ON SUCH DATE OR DATES AS MAY BE NECESSARY TO DELAY ITS EFFECTIVE DATE UNTIL THE REGISTRANT SHALL FILE A FURTHER AMENDMENT WHICH SPECIFICALLY STATES THAT THIS REGISTRATION STATEMENT SHALL THEREAFTER BECOME EFFECTIVE IN ACCORDANCE WITH SECTION 8(a) OF THE SECURITIES ACT OR UNTIL THE REGISTRATION STATEMENT SHALL BECOME EFFECTIVE ON SUCH DATE AS THE COMMISSION, ACTING PURSUANT TO SUCH SECTION 8(a), MAY DETERMINE.

The information in this preliminary prospectus is not complete and may be changed. These securities may not be sold until the registration statement filed with the U.S. Securities and Exchange Commission ("SEC") is effective. This preliminary prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any jurisdiction where the offer or sale is not permitted.

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**PRELIMINARY PROSPECTUS**  
*Subject to completion, dated \_\_\_\_\_, 2010*  
**REAL ESTATE RESTORATION AND RENTAL, INC.**  
**1,802,500 SHARES OF COMMON STOCK**

The selling security holders named in this prospectus are offering all of the shares of common stock offered through this prospectus. We will not receive any proceeds from the sale of the common stock covered by this prospectus.

Our common stock is presently not traded on any market or securities exchange. The selling security holders have not engaged any underwriter in connection with the sale of their shares of common stock. Common stock being registered in this registration statement may be sold by selling security holders at a fixed price of \$0.10 per share until our common stock is quoted on the OTC Bulletin Board ("OTCBB") and thereafter at a prevailing market prices or privately negotiated prices or in transactions that are not in the public market. There can be no assurance that a market maker will agree to file the necessary documents with the Financial Industry Regulatory Authority ("FINRA"), which operates the OTCBB, nor can there be any assurance that such an application for quotation will be approved. We have agreed to bear the expenses relating to the registration of the shares of the selling security holders.

**Investing in our common stock involves a high degree of risk. See "Risk Factors" beginning on page [●] to read about factors you should consider before buying shares of our common stock.**

**NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THESE SECURITIES OR DETERMINED IF THIS PROSPECTUS IS TRUTHFUL OR COMPLETE. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.**

The Date of This Prospectus is: \_\_\_\_\_, 2010

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Please read this prospectus carefully. It describes our business, our financial condition and results of operations. We have prepared this prospectus so that you will have the information necessary to make an informed investment decision.

You should rely only on information contained in this prospectus. We have not authorized any other person to provide you with different information. This prospectus is not an offer to sell, nor is it seeking an offer to buy, these securities in any state where the offer or sale is not permitted. The information in this prospectus is complete and accurate as of the date on the front cover, but the information may have changed since that date.

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## PROSPECTUS SUMMARY

*This summary highlights selected information contained elsewhere in this prospectus. This summary does not contain all the information that you should consider before investing in the common stock. You should carefully read the entire prospectus, including “Risk Factors,” “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and the Financial Statements, before making an investment decision. In this Prospectus, the terms “Real Estate Restoration and Rental,” “Company,” “we,” “us” and “our” refer to Real Estate Restoration and Rental, Inc.*

### **Overview**

We are a development stage company incorporated on December 15, 2009 under the laws of the State of Nevada. Our initial operations have included organization and incorporation, target market identification, marketing plans, and capital formation. A substantial portion of our activities to date have involved developing a business plan and establishing contacts and visibility in the marketplace. Our plan is to purchase foreclosed and distressed vacation and rental properties in North and South Carolina at below-market prices, complete any necessary renovation work, manage and rent the properties. We are also pursuing opportunities in green energy solutions by purchasing green energy companies for our portfolio of managed properties or by licensing green energy solutions from such companies. We are based in Durham, North Carolina.

### **Where You Can Find Us**

Our principal executive office is located at 710 Wellingham Drive, Durham, NC 27713, and our telephone number is (919) 656-8646.

## **The Offering**

**Common stock offered by selling security holders** 1,802,500 shares of common stock. This number represents 26.47% of our current outstanding common stock (1).

**Common stock outstanding before the offering** 6,802,500 common shares as of September 30, 2010.

**Common stock outstanding after the offering** 6,802,500 shares.

**Use of proceeds** We are not selling any shares of the common stock covered by this prospectus.

**Risk Factors** The common stock offered hereby involves a high degree of risk and should not be purchased by investors who cannot afford the loss of their entire investment. See “Risk Factors” beginning on page 7.

(1) Based on 6,802,500 shares of common stock outstanding as of September 30, 2010.

## SUMMARY OF FINANCIAL INFORMATION

The following summary financial data should be read in conjunction with “Management’s Discussion and Analysis,” “Plan of Operations” and the Financial Statements and Notes thereto, included elsewhere in this prospectus. The statement of operations and balance sheet data from inception, December 15, 2009 through June 30, 2010 are derived from our audited financial statements.

**For the Period  
from Inception  
(December 15, 2009)  
through  
June 30, 2010**

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### STATEMENT OF OPERATIONS

Revenues	\$	-
Total Operating Expenses		37,925
Professional Fees		24,725
General and Administrative Expenses		13,200
Net Loss		(37,925)

**As of  
June 30, 2010**

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### BALANCE SHEET DATA

Cash	\$	141,125
Total Assets		143,625
Total Liabilities		7,500
Total Stockholders’ Equity		136,125

## RISK FACTORS

*The shares of our common stock being offered for resale by the selling security holders are highly speculative in nature, involve a high degree of risk and should be purchased only by persons who can afford to lose the entire amount invested in the common stock. Before purchasing any of the shares of common stock, you should carefully consider the following factors relating to our business and prospects. If any of the following risks actually occurs, our business, financial condition or operating results could be materially adversely affected. In such case, you may lose all or part of your investment. You should carefully consider the risks described below and the other information in this process before investing in our common stock.*

### Risks Related to Our Business

#### **WE HAVE LIMITED OPERATING HISTORY AND FACE MANY OF THE RISKS AND DIFFICULTIES FREQUENTLY ENCOUNTERED BY DEVELOPMENT STAGE COMPANY; ACCUMULATED DEFICIT.**

There can be no assurance that management of the Company will be successful in completing the Company's business development with lenders, implementing the corporate infrastructure to support operations at the levels called for by the Company's business plan, conclude a successful purchasing plan to attain adequate real estate development or that the Company will generate sufficient revenues to meet its expenses or to achieve or maintain profitability.

We are a development stage company, and to date, our development efforts have been focused primarily on the development of our business model. We have limited operating history for investors to evaluate the potential of our business development. In addition, we also face many of the risks and difficulties inherent in introducing new products and services. These risks include the ability to:

- Develop effective business plan;
- Meet customer standards;
- Implement advertising and marketing plan;
- Maintain current strategic relationships and develop new strategic relationships;
- Respond effectively to competitive pressures;
- Continue to develop and upgrade our service; and
- Attract, retain and motivate qualified personnel.

Our future will depend on our ability to manage our properties properly, which requires careful planning of renovations to avoid incurring unnecessary cost and expense. Our operating results can also be affected by our ability to rent our properties or to adjust pricing to increase our competitive advantage.

#### **WE MAY FACE DIFFICULTIES IN FINDING SUITABLE PROPERTIES.**

The Company's principal business strategy is to purchase foreclosed properties from financial institutions (REOs) or distressed owners, renovate and rent them at substantial profit. The volume of below-market housing available for purchase is highly dependent on the condition of the mortgage industry and the Company will be expending a significant percentage of the proceeds of this Offering for business development efforts with lenders holding foreclosed properties or pre-foreclosed properties. The Company has few established business relations with targeted lenders, having expended only minimal amounts on such activities to date. There can be no assurance that the Company's initial business development activities will be successful in creating the desired access to REO properties.

#### **WE NEED ADDITIONAL CAPITAL TO DEVELOP OUR BUSINESS.**

The development of our operations will require the commitment of substantial resources to implement our business plan. In addition, substantial expenditures will be required to enable us to make future property acquisitions and necessary renovations. Currently, we have no established bank-financing arrangements. Therefore, it is likely we would need to seek additional financing through subsequent future private offering of our equity securities, or through strategic partnerships and other arrangements with corporate partners.



We cannot give you any assurance that any additional financing will be available to us, or if available, will be on terms favorable to us. The sale of additional equity securities will result in dilution to our stockholders. The occurrence of indebtedness would result in increased debt service obligations and could require us to agree to operating and financing covenants that would restrict our operations. If adequate additional financing is not available on acceptable terms, we may not be able to implement our business development plan or continue our business operations.

#### **FORECLOSURE LAWS IN NORTH AND SOUTH CAROLINA.**

The primary method of foreclosure in North Carolina involves what is known as non-judicial foreclosure. This type of foreclosure does not involve court action but requires notice commonly called a “sale under the power of sale.” When the mortgage is initially signed it will usually contain a provision called a “power of sale” clause, which upon default allows an attorney to foreclose on the property in order to satisfy the underlying defaulted loan, which is sometimes referred to as a bond. Because this is a non-judicial remedy there are very stringent notice requirements and the legal documents are required to contain the power of sale language in order to use this type of foreclosure method.

Foreclosures in North Carolina are handled through court proceedings. The typical foreclosure timeline is approximately six months.

There can be no assurance as to the content, timing or affect of future regulations on the federal, state or local levels or that such regulations would not have a material adverse effect on the Company’s business.

#### **UNCERTAINTY IN THE LENDING INDUSTRY.**

Lenders can choose to delay foreclosure proceedings, renegotiate interest rates or refinance mortgages for holders who face foreclosure. This could adversely affect the size of the Company’s business opportunity or reduce overall profit margins.

#### **UNCERTAINTY IN THE GOVERNMENTAL SECTOR.**

Politicians and governmental agencies are calling for intervention in the real estate foreclosure market to assist at-risk mortgage holders and thereby reduce the number of properties going into foreclosure. Interest rates could be adjusted downward or new programs could be instituted to provide financial relief and assistance to mortgage holders at risk of foreclosure. This could adversely affect the Company’s potential business opportunity or reduce overall profit margins.

#### **OUR FUTURE SUCCESS IS DEPENDENT, IN PART, ON THE PERFORMANCE AND CONTINUED SERVICE OF DEBORAH LOVIG, OUR PRESIDENT AND DIRECTOR. WITHOUT HER CONTINUED SERVICE, WE MAY BE FORCED TO INTERRUPT OR EVENTUALLY CEASE OUR OPERATIONS.**

The Company will be dependent on its key executive, President Deborah Lovig, for the foreseeable future. The loss of the services from Deborah Lovig could have a material adverse effect on the operations and prospects of the Company. At this time, the Company does not have an employment agreement with Deborah Lovig, though the Company may enter into such an agreement with its president on terms and conditions usual and customary for its industry. The Company does not currently have “key man” life insurance on Deborah Lovig.

**WE MAY INCUR SIGNIFICANT COSTS TO BE A PUBLIC COMPANY TO ENSURE COMPLIANCE WITH U.S. CORPORATE GOVERNANCE AND ACCOUNTING REQUIREMENTS AND WE MAY NOT BE ABLE TO ABSORB SUCH COSTS.**

We may incur significant costs associated with our public company reporting requirements, costs associated with newly applicable corporate governance requirements, including requirements under the Sarbanes-Oxley Act of 2002 and other rules implemented by the Securities and Exchange Commission. We expect all of these applicable rules and regulations to significantly increase our legal and financial compliance costs and to make some activities more time consuming and costly. We also expect that these applicable rules and regulations may make it more difficult and more expensive for us to obtain director and officer liability insurance and we may be required to accept reduced policy limits and coverage or incur substantially higher costs to obtain the same or similar coverage. As a result, it may be more difficult for us to attract and retain qualified individuals to serve on our board of directors or as executive officers. We are currently evaluating and monitoring developments with respect to these newly applicable rules, and we cannot predict or estimate the amount of additional costs we may incur or the timing of such costs. In addition, we may not be able to absorb these costs of being a public company which will negatively affect our business operations.

**WE WILL FACE INTENSE COMPETITION FOR PROPERTIES AND TENANTS.**

Foreclosure proceedings are of public record. Access to listings of foreclosed properties is readily available to any interested person or party. The media is covering the ARM and foreclosure issues on a daily basis and there are many web sites, businesses and consultants promoting these opportunities to the mass market. Many companies and individuals will be competing with the Company for the opportunity to purchase and resell REO properties. The Company believes that there are significant numbers of ARM holders facing foreclosure over the next few years, producing a large potential market for new competitors such as the Company to achieve substantial sales and profits. However, there can be no assurance that the Company's competitors will not be able to use financial and other advantages in competing in price to purchase REO properties or in marketing the properties more aggressively for higher profits, resulting in material adverse effects on the business of the Company.

**SOFTENING IN THE REAL ESTATE MARKET.**

While the Company believes that the strength of the real estate foreclosure market opportunity will be sustained by the large number of ARM holders who could face foreclosure in the next few years, there is a nation-wide softening of the real estate market. Home prices in many regions are stagnant or falling. This could result in material adverse effects on the business of the Company.

**THE LACK OF PUBLIC COMPANY EXPERIENCE OF OUR MANAGEMENT TEAM COULD ADVERSELY IMPACT OUR ABILITY TO COMPLY WITH THE REPORTING REQUIREMENTS OF U.S. SECURITIES LAWS.**

Our management team lacks public company experience, which could impair our ability to comply with legal and regulatory requirements such as those imposed by Sarbanes-Oxley Act of 2002. Our senior management has never had responsibility for managing a publicly traded company. Such responsibilities include complying with federal securities laws and making required disclosures on a timely basis. Our senior management may not be able to implement programs and policies in an effective and timely manner that adequately respond to such increased legal, regulatory compliance and reporting requirements, including the establishing and maintaining internal controls over financial reporting. Any such deficiencies, weaknesses or lack of compliance could have a materially adverse effect on our ability to comply with the reporting requirements of the Securities Exchange Act of 1934 which is necessary to maintain our public company status. If we were to fail to fulfill those obligations, our ability to continue as a U.S. public company would be in jeopardy in which event you could lose your entire investment in our company.

## **Risk Related To Our Capital Stock**

### **WE MAY NEVER PAY DIVIDENDS TO OUR SHAREHOLDERS.**

We have never declared or paid any cash dividends or distributions on our capital stock. We currently intend to retain our future earnings, if any, to support operations and to finance expansion and therefore we do not anticipate paying any cash dividends on our common stock in the foreseeable future.

The declaration, payment and amount of any future dividends will be made at the discretion of the board of directors, and will depend upon, among other things, the results of our operations, cash flows and financial condition, operating and capital requirements, and other factors as the board of directors considers relevant. There is no assurance that future dividends will be paid, and, if dividends are paid, there is no assurance with respect to the amount of any such dividend.

### **OUR ARTICLES OF INCORPORATION PROVIDE FOR INDEMNIFICATION OF OFFICERS AND DIRECTORS AT OUR EXPENSE AND LIMIT THEIR LIABILITY WHICH MAY RESULT IN A MAJOR COST TO US AND HURT THE INTERESTS OF OUR SHAREHOLDERS BECAUSE CORPORATE RESOURCES MAY BE EXPENDED FOR THE BENEFIT OF OFFICERS AND/OR DIRECTORS.**

The Company's Certificate of Incorporation and By-Laws include provisions that eliminate the personal liability of the directors of the Company for monetary damages to the fullest extent possible under the laws of the State of Nevada or other applicable law. These provisions eliminate the liability of directors to the Company and its stockholders for monetary damages arising out of any violation of a director of his fiduciary duty of due care. Under Nevada law, however, such provisions do not eliminate the personal liability of a director for (i) breach of the director's duty of loyalty, (ii) acts or omissions not in good faith or involving intentional misconduct or knowing violation of law, (iii) payment of dividends or repurchases of stock other than from lawfully available funds, or (iv) any transaction from which the director derived an improper benefit. These provisions do not affect a director's liabilities under the federal securities laws or the recovery of damages by third parties.

We have been advised that, in the opinion of the SEC, indemnification for liabilities arising under federal securities laws is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification for liabilities arising under federal securities laws, other than the payment by us of expenses incurred or paid by a director, officer or controlling person in the successful defense of any action, suit or proceeding, is asserted by a director, officer or controlling person in connection with the securities being registered, we will (unless in the opinion of our counsel, the matter has been settled by controlling precedent) submit to a court of appropriate jurisdiction, the question whether indemnification by us is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue. The legal process relating to this matter if it were to occur is likely to be very costly and may result in us receiving negative publicity, either of which factors is likely to materially reduce the market and price for our shares, if such a market ever develops.

### **THE OFFERING PRICE OF OUR COMMON STOCK WAS DETERMINED BASED ON THE PRICE OF OUR PRIVATE OFFERING, AND THEREFORE SHOULD NOT BE USED AS AN INDICATOR OF THE FUTURE MARKET PRICE OF THE SECURITIES. THEREFORE, THE OFFERING PRICE BEARS NO RELATIONSHIP TO OUR ACTUAL VALUE, AND MAY MAKE OUR SHARES DIFFICULT TO SELL.**

Since our shares are not listed or quoted on any exchange or quotation system, the offering price of \$0.10 per share for the shares of common stock was determined based on the price of our private offering. The facts considered in determining the offering price were our financial condition and prospects, our limited operating history and the general condition of the securities market. The offering price bears no relationship to the book value, assets or earnings of our company or any other recognized criteria of value. The offering price should not be regarded as an indicator of the future market price of the securities.

### **YOU WILL EXPERIENCE DILUTION OF YOUR OWNERSHIP INTEREST BECAUSE OF THE FUTURE ISSUANCE OF ADDITIONAL SHARES OF OUR COMMON STOCK AND OUR PREFERRED STOCK.**

In the future, we may issue our authorized but previously unissued equity securities, resulting in the dilution of the ownership interests of our present stockholders. We are currently authorized to issue 100,000,000 shares of common stock, par value \$0.0001 per share., and 10,000,000 shares of preferred stock, par value \$0.0001 per share.

We may also issue additional shares of our common stock or other securities that are convertible into or exercisable for common stock in connection with hiring or retaining employees or consultants, future acquisitions, future sales of our securities for capital raising purposes, or for other business purposes. The future issuance of any such additional shares of our common stock or other securities may create downward pressure on the trading price of our common stock. There can be no assurance that we will not be required to issue additional shares, warrants or other convertible securities in the future in conjunction with hiring or retaining employees or consultants, future acquisitions, future sales of our securities for capital raising purposes or for other business purposes, at a price (or exercise prices) below the price at which shares of our common stock are quoted on the OTCBB.

**OUR COMMON STOCK IS CONSIDERED A PENNY STOCK, WHICH MAY BE SUBJECT TO RESTRICTIONS ON MARKETABILITY, SO YOU MAY NOT BE ABLE TO SELL YOUR SHARES.**

If our common stock becomes tradable in the secondary market, we will be subject to the penny stock rules adopted by the Securities and Exchange Commission that require brokers to provide extensive disclosure to their customers prior to executing trades in penny stocks. These disclosure requirements may cause a reduction in the trading activity of our common stock, which in all likelihood would make it difficult for our shareholders to sell their securities.

Penny stocks generally are equity securities with a price of less than \$5.00 (other than securities registered on certain national securities exchanges or quoted on the NASDAQ system). Penny stock rules require a broker-dealer, prior to a transaction in a penny stock not otherwise exempt from the rules, to deliver a standardized risk disclosure document that provides information about penny stocks and the risks in the penny stock market. The broker-dealer also must provide the customer with current bid and offer quotations for the penny stock, the compensation of the broker-dealer and its salesperson in the transaction, and monthly account statements showing the market value of each penny stock held in the customer's account. The broker-dealer must also make a special written determination that the penny stock is a suitable investment for the purchaser and receive the purchaser's written agreement to the transaction. These requirements may have the effect of reducing the level of trading activity, if any, in the secondary market for a security that becomes subject to the penny stock rules. The additional burdens imposed upon broker-dealers by such requirements may discourage broker-dealers from effecting transactions in our securities, which could severely limit the market price and liquidity of our securities. These requirements may restrict the ability of broker-dealers to sell our common stock and may affect your ability to resell our common stock.

**WE CAN GIVE NO ASSURANCE THAT A LIQUID PUBLIC MARKET FOR OUR SECURITIES WILL DEVELOP OR THAT OUR COMMON STOCK WILL EVER TRADE ON A RECOGNIZED OR SENIOR EXCHANGE. THEREFORE, YOU MAY BE UNABLE TO LIQUIDATE YOUR INVESTMENT IN OUR COMMON STOCK.**

There is no established public trading market for our common stock. Our shares have not been listed or quoted on any exchange or quotation system. There can be no assurance that a market maker will agree to file the necessary documents with FINRA, which operates the OTCBB, nor can there be any assurance that such an application for quotation will be approved or that a regular trading market will develop or that if developed, will be sustained. In the absence of a trading market, an investor may be unable to liquidate their investment.

**SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS**

The information contained in this report, including in the documents incorporated by reference into this report, includes some statements that are not purely historical and that are "forward-looking statements." Such forward-looking statements include, but are not limited to, statements regarding our management's expectations, hopes, beliefs, intentions or strategies regarding the future, including our financial condition, results of operations, and financial performance. In addition, any statements that refer to projections, forecasts or other characterizations of future events or circumstances, including any underlying assumptions, are forward-looking statements. The words "anticipates," "believes," "continue," "could," "estimates," "expects," "intends," "may," "might," "plans," "possible," "potential," "predicts," "projects," "seeks," "should," "will," "would" and similar expressions, or the negatives of such terms, may identify forward-looking statements, but the absence of these words does not mean that a statement is not forward-looking.

The forward-looking statements contained in this report are based on current expectations and beliefs concerning future developments and the potential effects on the parties and the transaction. There can be no assurance that future developments actually affecting us will be those anticipated. These that may cause actual results or performance to be materially different from those expressed or implied by these forward-looking statements, including the following forward-looking statements involve a number of risks, uncertainties (some of which are beyond the parties' control) or other assumptions.

#### **USE OF PROCEEDS**

We will not receive any proceeds from the sale of common stock by the selling security holders. All of the net proceeds from the sale of our common stock will go to the selling security holders as described below in the sections entitled "Selling Security Holders" and "Plan of Distribution." We have agreed to bear the expenses relating to the registration of the common stock for the selling security holders.

#### **DETERMINATION OF OFFERING PRICE**

Since our common stock is not listed or quoted on any exchange or quotation system, the offering price of the shares of common stock was determined by the price of the common stock that was sold to our security holders pursuant to an exemption under Section 4(2) of the Securities Act of 1933 and Rule 506 of Regulation D promulgated under the Securities Act of 1933.

The offering price of the shares of our common stock does not necessarily bear any relationship to our book value, assets, past operating results, financial condition or any other established criteria of value. The facts considered in determining the offering price were our financial condition and prospects, our limited operating history and the general condition of the securities market.

Although our common stock is not listed on a public exchange, we will be filing to obtain a listing on the OTCBB concurrently with the filing of this prospectus. In order to be quoted on the OTCBB, a market maker must file an application on our behalf in order to make a market for our common stock. There can be no assurance that a market maker will agree to file the necessary documents with FINRA, which operates the OTC Bulletin Board, nor can there be any assurance that such an application for quotation will be approved.

In addition, there is no assurance that our common stock will trade at market prices in excess of the initial offering price as prices for the common stock in any public market which may develop will be determined in the marketplace and may be influenced by many factors, including the depth and liquidity.

#### **DILUTION**

The common stock to be sold by the selling shareholders are provided in Item 7 is common stock that is currently issued. Accordingly, there will be no dilution to our existing shareholders.

#### **SELLING SECURITY HOLDERS**

The common shares being offered for resale by the selling security holders consist of the 1,802,500 shares of our common stock held by 44 shareholders. Such shareholders include the holders of 1,802,500 shares sold in our private offering pursuant to Regulation D Rule 506 completed on September 2, 2010 at an offering price of \$0.10.

The following table sets forth the name of the selling security holders, the number of shares of common stock beneficially owned by each of the selling stockholders as of September 30, 2010 and the number of shares of common stock being offered by the selling stockholders. The shares being offered hereby are being registered to permit public secondary trading, and the selling stockholders may offer all or part of the shares for resale from time to time. However, the selling stockholders are under no obligation to sell all or any portion of such shares nor are the selling stockholders obligated to sell any shares immediately upon effectiveness of this prospectus. All information with respect to share ownership has been furnished by the selling stockholders.

Name	Shares of Common Stock Beneficially Owned Prior To Offering (1)	Maximum Number of Shares of Common Stock to be Offered	Number of Shares of Common Stock Beneficially Owned After Offering	Percent Ownership After Offering (2)
Alt, Ellen	2,500	2,500	0	0%
Alt, Jeffrey A. & Cheryl L.	5,000	5,000	0	0%
Bullins, Ronnie Ray	2,500	2,500	0	0%
Cline, John G. & Nina S.	50,000	50,000	0	0%
Coker, James (3)	95,000	95,000	0	0%
Coker, Peggy L.	150,000	150,000	0	0%
Crumpler, David	2,500	2,500	0	0%
Culhane, Marian	50,000	50,000	0	0%
Curley, Kenneth R.	2,500	2,500	0	0%
Dietz, Scott C.	50,000	50,000	0	0%
Dillon, Gregory & Lisa	50,000	50,000	0	0%
Falmlen, Scott	50,000	50,000	0	0%
Flora, Amanda & David	16,000	16,000	0	0%
Holbrook, Barbara K. & W. Paul	100,000	100,000	0	0%
Holbrook, Curtis L.	20,000	20,000	0	0%
Holbrook, Dan	20,000	20,000	0	0%
Jackson, Morgan C.	50,000	50,000	0	0%
Koplish, Daniel E.	50,000	50,000	0	0%
Lavery, Hugh	5,000	5,000	0	0%
Lopsonzski, Michael	10,000	10,000	0	0%
Lovig, Sally A. (4)	2,500	2,500	0	0%
Mann, Jennifer L.	50,000	50,000	0	0%
Monroe, John	12,000	12,000	0	0%
Monroe, Sarah	95,000	95,000	0	0%
Nowell, Matt	10,000	10,000	0	0%
Phoenix Associates, Inc.	250,000	250,000	0	0%
Reichard, Stephen H.	100,000	100,000	0	0%
Rivera, Daniel	150,000	150,000	0	0%
Shannonside, LLC	2,500	2,500	0	0%
Tejeda, Barbara	150,000	150,000	0	0%
Tejeda, Maria I.	100,000	100,000	0	0%
Thomas, Bettie H.	50,000	50,000	0	0%
Tobin, Laura & Michael A.	30,000	30,000	0	0%
Young, Michelle G.	2,500	2,500	0	0%
Zamborsky, David A. & Meghan	17,000	17,000	0	0%
<b>TOTAL</b>	<b>1,802,500</b>	<b>1,802,500</b>	<b>0</b>	<b>0%</b>

(1) Beneficial ownership is determined in accordance with the rules and regulations of the SEC. In computing the number of shares beneficially owned by a person and the percentage ownership of that person, securities that are currently convertible or exercisable into shares of our Common Stock, or convertible or exercisable into shares of our Common Stock within 60 days of the date hereof are deemed outstanding. Such shares, however, are not deemed outstanding for the purposes of computing the percentage ownership of any other person. Except as indicated in the footnotes below, each stockholder named in the table has sole voting and investment power with respect to the shares set forth opposite such stockholder's name.

(2) The percentage of beneficial ownership is based on 6,802,500 shares of Common Stock outstanding post-offering.

(3) James Coker is an Officer and Director of the Company.

(4) Sally A. Lovig is the mother of Deborah Lovig, our President, Chief Executive Officer, Chief Financial Officer, and Director.

To our knowledge, none of the selling shareholders, other than James Coker, our Secretary and Director:

- has had a material relationship with us other than as a shareholder at any time within the past three years;
- has ever been one of our officers or directors; or
- are broker-dealers or affiliated with broker-dealers.

#### PLAN OF DISTRIBUTION

The selling security holders may sell some or all of their shares at a fixed price of \$0.10 per share until our shares are quoted on the OTCBB and thereafter at prevailing market prices or privately negotiated prices. Prior to being quoted on the OTC Bulletin Board, shareholders may sell their shares in private transactions to other individuals. Although our common stock is not listed on a public exchange, we will be filing to obtain a listing on the OTCBB concurrently with the filing of this prospectus. In order to be quoted on the OTC Bulletin Board, a market maker must file an application on our behalf in order to make a market for our common stock. There can be no assurance that a market maker will agree to file the necessary documents with FINRA, which operates the OTC Bulletin Board, nor can there be any assurance that such an application for quotation will be approved. However, sales by selling security holders must be made at the fixed price of \$0.10 until a market develops for the stock.

Once a market has developed for our common stock, the shares may be sold or distributed from time to time by the selling stockholders, who may be deemed to be underwriters, directly to one or more purchasers or through brokers or dealers who act solely as agents, at market prices prevailing at the time of sale, at prices related to such prevailing market prices, at negotiated prices or at fixed prices, which may be changed. The distribution of the shares may be effected in one or more of the following methods:

- ordinary broker transactions, which may include long or short sales;
- transactions involving cross or block trades on any securities or market where our common stock is trading;
- through direct sales to purchasers or sales effected through agents;
- through transactions in options, swaps or other derivatives (whether exchange listed or otherwise);
- any combination of the foregoing.

In addition, the selling stockholders may enter into hedging transactions with broker-dealers who may engage in short sales, if short sales are permitted, of shares in the course of hedging the positions they assume with the selling stockholders. The selling stockholders may also enter into option or other transactions with broker-dealers that require the delivery by such broker-dealers of the shares, which shares may be resold thereafter pursuant to this prospectus. To our best knowledge, none of the selling security holders are broker-dealers or affiliates of broker dealers.

We will advise the selling security holders that the anti-manipulation rules of Regulation M under the Exchange Act may apply to sales of shares in the market and to the activities of the selling security holders and their affiliates. In addition, we will make copies of this prospectus (as it may be supplemented or amended from time to time) available to the selling security holders for the purpose of satisfying the prospectus delivery requirements of the Securities Act. The selling security holders may indemnify any broker-dealer that participates in transactions involving the sale of the shares against certain liabilities, including liabilities arising under the Securities Act.

Brokers, dealers, or agents participating in the distribution of the shares may receive compensation in the form of discounts, concessions or commissions from the selling stockholders and/or the purchasers of shares for whom such broker-dealers may act as agent or to whom they may sell as principal, or both (which compensation as to a particular broker-dealer may be in excess of customary commissions). Neither the selling stockholders nor we can presently estimate the amount of such compensation. We know of no existing arrangements between the selling stockholders and any other stockholder, broker, dealer or agent relating to the sale or distribution of the shares. We will not receive any proceeds from the sale of the shares of the selling security holders pursuant to this prospectus. We have agreed to bear the expenses of the registration of the shares, including legal and accounting fees, and such expenses are estimated to be approximately \$40,000.

Notwithstanding anything set forth herein, no FINRA member will charge commissions that exceed 8% of the total proceeds of the offering.

## DESCRIPTION OF SECURITIES TO BE REGISTERED

### General

We are authorized to issue an aggregate number of 110,000,000 shares of capital stock, of which 100,000,000 shares are common stock, \$0.0001 par value per share, and 10,000,000 shares are preferred stock, \$0.0001 par value per share.

### Common Stock

We are authorized to issue 100,000,000 shares of common stock, \$0.0001 par value per share. Currently, there are 6,802,500 shares of common stock issued and outstanding.

The holders of our common stock:

- have equal ratable rights to dividends from funds legally available if and when declared by our board of directors;
- are entitled to share ratably in all of our assets available for distribution to holders of common stock upon liquidation, dissolution or winding up of our affairs;
- do not have preemptive, subscription or conversion rights and there are no redemption or sinking fund provisions or rights; and
- are entitled to one non-cumulative vote per Share on all matters on which shareholders may vote.

### Preferred Stock

We are authorized to issue 10,000,000 shares of preferred stock, \$0.0001 par value per share. Currently, there are no shares of preferred stock issued and outstanding.

### Dividends

We have not paid any cash dividends to our shareholders. The declaration of any future cash dividends is at the discretion of our board of directors and depends upon our earnings, if any, our capital requirements and financial position, our general economic conditions, and other pertinent conditions. It is our present intention not to pay any cash dividends in the foreseeable future, but rather to reinvest earnings, if any, in our business operations.

### Warrants

There are no outstanding warrants to purchase our securities.

### Options

There are no outstanding options to purchase our securities.

### **Transfer Agent and Registrar**

Currently we do not have a stock transfer agent and we function as our own transfer agent. We intend to engage a stock transfer agent in the near future.

## INTERESTS OF NAMED EXPERTS AND COUNSEL

No expert or counsel named in this prospectus as having prepared or certified any part of this prospectus or having given an opinion upon the validity of the securities being registered or upon other legal matters in connection with the registration or offering of the common stock was employed on a contingency basis, or had, or is to receive, in connection with the offering, a substantial interest, direct or indirect, in the registrant or any of its parents or subsidiaries. Nor was any such person connected with the registrant or any of its parents or subsidiaries as a promoter, managing or principal underwriter, voting trustee, director, officer, or employee.



The financial statements included in this prospectus and the registration statement have been audited by Webb & Company, P.A. to the extent and for the periods set forth in their report appearing elsewhere herein, and are included in reliance upon such report given upon the authority of said firm as experts in auditing and accounting.

## DESCRIPTION OF BUSINESS

### The Company

The Company will focus primarily on foreclosed and distressed vacation rental properties in North and South Carolina. These properties become non-performing assets on the defaulted lender's balance sheet. Lenders are especially motivated to sell these properties to improve their own financial filings. Below-market value properties represent a significant business opportunity as a significant percentage of owners are being forced to sell these properties at bargain prices due to financial constraints and the softening of the real estate market in general.

The Company was formed in December 2009 to take advantage of the economic downturn and the resulting depression in the real estate market, especially the vacation home market in North and South Carolina.

Deborah Lovig started in December 2009 to launch the Company and initiate the first purchase and renovation of a vacation property, which will be managed by the Company.

While we have had some limited success finding distressed properties, it is finding the time necessary to bring deals to a close that takes much longer than first anticipated. As a result, we will also explore business opportunities in other fields. The Company will attempt to obtain green energy solutions for its portfolio of properties and possibly for resale to other property owners. Ms. Lovig has global-scale expertise in sustainability and energy efficiency solutions and the Company will attempt to install solutions such as LED lighting, solar power and solar heating for its properties. It may act as a reseller of these solutions to other property management firms. The Company will also seek to acquire access to commercial/industrial level solutions such as geothermal and Frigitek (fan speed controls for cooling condensers) that have potential to be repositioned or re-engineered for residential applications. These solutions would be obtained through a nonexclusive patent license agreement. The company is initially working with Madison Energy Group on an exclusive licensing agreement for the sale of Frigitek products.

We began operations in December of 2009. We maintain our principal offices at 710 Wellingham Drive, Durham, NC 27713, and our telephone number is (919) 656-8646.

### Business Overview

Real Estate Restoration and Rental, Inc. was established in December 2009 to purchase foreclosed and distressed vacation rental properties in North and South Carolina at below-market prices, complete necessary renovation work and then rent the properties on a seasonal basis at a profit.

Our business strategy is to take advantage of the significant increase in foreclosure activity that is occurring and expected to continue in the real estate market related to a large number of adjustable rate mortgages ("ARMs") that will be affected by significant interest rate resets in the next five years. Many ARM-financed properties are predicted to go into foreclosure, providing a significant opportunity to purchase properties at thirty percent (30%) or more below market value.

According to *CNNMoney.com*, foreclosure filings in the United States spiked by more than eighty-one percent (81%) in 2008, and are currently up 225 percent compared with 2006. Despite efforts on the part of both the government and banking/mortgage industry, defaults have continued to climb. The rapid growth in foreclosures is attributed in part to the large number of homeowners who are facing mortgage payment increases of 40 to 50 percent due to dramatic increases in their interest rates as their ARM mortgage rates reset.

Nearly 25 percent of U.S. mortgages — 10 million — carry adjustable interest rates, according to the Mortgage Bankers Association. Of the 7.7 million households that took out ARMs in the last two years, up to one million could lose their homes in foreclosure in the next five years, according to First American Real Estate Solutions. *Foreclosures.com* estimates that interest rates on \$900 billion or more in mortgages were to be reset in 2008. According to a recent *Washington Post* article, the share of homeowners delinquent on their mortgage or in foreclosure hit a new record during the third quarter of 2009, which also indicates that the problem is likely to worsen through 2010 as unemployment rates continue to rise. Real estate listing firm RealtyTrac ranked North Carolina 18<sup>th</sup> in 2007 and 27<sup>th</sup> in 2008 for foreclosure rates across the United States.

About 9.6 percent of borrowers were delinquent on their mortgage during the third quarter of 2009, according to the survey by the Mortgage Bankers Association, and 4.5 percent more were somewhere in the foreclosure process. Overall, about 14 percent of mortgage loans were delinquent or in the foreclosure process during the quarter, according to the group. This is the highest level ever recorded by the survey, which has been conducted since 1972.

We will focus primarily on Real Estate Owned (“REO”) properties at desirable North and South Carolina beaches. REO properties failed to sell at foreclosure auction and are therefore owned by the defaulted lender. These properties become non-performing assets on the defaulted lender’s balance sheet. As financial institutions, these lenders become especially motivated to sell these properties to strengthen their own financial profile. We find purchasing foreclosed properties from the lenders significantly more attractive than from individual owners. We can more easily inspect REO properties, and assure that all liens and mortgages have been cleared and we will be dealing with a professionally managed institution during the purchasing process. As a reference, one-quarter of the vacation homes sold recently in a 30-day period at Topsail Island, NC, were REO properties.

#### Employees

We currently have two employees: (1) Deborah Lovig, our President and Director, who works 30 hours per week as the general contractor; and (2) James Coker, our Secretary and Director. All repair and restoration work is completed with third-party contractors.

#### Business Development

We seek to develop mutually beneficial business relationships with lenders holding a relatively high percentage of foreclosed properties as non-performing assets. Our ability to fully implement this marketing program is dependent upon proper use of our financing proceeds. If we use our cash faster than originally planned, we may be required to substantially curtail our business development efforts as well as face higher costs for finding and purchasing foreclosed properties. See “USE OF PROCEEDS” for more information. The implementation of a scaled-back program would slow our revenue growth.

#### Marketing and Sales

Our initial marketing efforts are geared toward developing mutually beneficial business relationships with lenders holding relatively large numbers of non-performing real estate assets. The goal of these efforts is to facilitate easy access to REO properties and favorable terms of purchase.

## Competition

We face competition from many individuals and companies seeking to capitalize on the looming ARM-related foreclosure boom. See “RISK FACTORS” For more information. We believe, however, that the market for REO properties is growing rapidly enough to support the entry of numerous new players, including us.

## Regulation and Litigation in the Real Estate Industry

We cannot predict the outcome of legislative and regulatory initiatives in the future. Depending on these outcomes, there may be a materially adverse effect on the Company’s business prospects. See “RISK FACTORS” for more information.

## **DESCRIPTION OF PROPERTY**

Our principal executive office is located at 710 Wellingham Drive, Durham, NC 27713, and our telephone number is (919) 656-8646. Office space is provided by our President, Deborah Lovig, at no cost to us.

## **LEGAL PROCEEDINGS**

From time to time, we may become involved in various lawsuits and legal proceedings, which arise, in the ordinary course of business. However, litigation is subject to inherent uncertainties, and an adverse result in these or other matters may arise from time to time that may harm our business. We are currently not aware of any such legal proceedings or claims that we believe will have a material adverse effect on our business, financial condition or operating results.

## **MARKET FOR COMMON EQUITY AND RELATED STOCKHOLDER MATTERS**

There is presently no public market for our shares of common stock. We anticipate applying for quoting of our common stock on the OTCBB upon the effectiveness of the registration statement of which this prospectus forms apart. However, we can provide no assurance that our shares of common stock will be quoted on the OTCBB or, if quoted, that a public market will materialize.

## Holder of Capital Stock

As of the date of this registration statement, we had a total of 45 holders of our common stock.

## Rule 144 Shares

As of the date of this registration statement, we do not have any shares of our common stock that are currently available for sale to the public in accordance with the volume and trading limitations of Rule 144.

## Stock Option Grants

We do not have any stock option plans.

## Registration Rights

We have not granted registration rights to the selling shareholders or to any other persons.

**REAL ESTATE RESTORATION AND RENTAL, INC.  
(A DEVELOPMENT STAGE COMPANY)**

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PAGE	F-5	STATEMENT OF CASH FLOWS FOR THE PERIOD FROM DECEMBER 15, 2009 (INCEPTION) TO JUNE 30, 2010.
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**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Board of Directors of  
Real Estate Restoration and Rental, Inc.  
(A Development Stage Company)

We have audited the accompanying balance sheet of Real Estate Restoration and Rental, Inc. (a development stage company) (the "Company") as of June 30, 2010 and the related statements of operations, changes in stockholders' equity and cash flows for the period from December 15, 2009 (inception) to June 30, 2010. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly in all material respects, the financial position of Real Estate Restoration and Rental, Inc. (a development stage company) as of June 30, 2010 and the results of its operations and its cash flows for the period ending June 30, 2010 in conformity with accounting principles generally accepted in the United States of America.

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 5 to the financial statements, the Company is in the development stage with limited operations, a net loss of \$37,925 for the period ending June 30, 2010 and used cash in operations from inception of \$29,725. These factors raise substantial doubt about the Company's ability to continue as a going concern. Management's plans concerning these matters are also described in Note 5. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

WEBB & COMPANY, P.A.  
*Certified Public Accountants*

Boynton Beach, Florida  
September 24, 2010

**Real Estate Restoration and Rental, Inc.**  
**(A Development Stage Company)**  
**Balance Sheet**

**ASSETS**

**June 30, 2010**

**Current Assets**

Cash	\$ 141,125
Prepaid Expense	2,500
<b>Total Assets</b>	<b><u>\$ 143,625</u></b>

**LIABILITIES AND STOCKHOLDERS' EQUITY**

**Current Liabilities**

Accounts Payable	\$ 7,500
<b>Total Liabilities</b>	<b><u>7,500</u></b>

**Commitments and Contingencies**

**Stockholders' Equity**

Preferred stock, \$0.0001 par value; 10,000,000 shares authorized, none issued and outstanding	-
Common stock, \$0.0001 par value; 100,000,000 shares authorized, 6,782,500 shares issued and outstanding	678
Additional paid-in capital	173,372
Deficit accumulated during the development stage	(37,925)
<b>Total Stockholders' Equity</b>	<b><u>136,125</u></b>

<b>Total Liabilities and Stockholders' Equity</b>	<b><u>\$ 143,625</u></b>
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See accompanying notes to financial statements

**Real Estate Restoration and Rental, Inc.**  
**(A Development Stage Company)**  
**Statement of Operations**

	<b>For the period from December 15, 2009 (inception) to June 30, 2010</b>
<b>Operating Expenses</b>	
Professional fees	\$ 24,725
General and administrative	13,200
<b>Total Operating Expenses</b>	<u>37,925</u>
<b>LOSS FROM OPERATIONS BEFORE INCOME TAXES</b>	(37,925)
<b>Provision for Income Taxes</b>	<u>-</u>
<b>NET LOSS</b>	<u>\$ (37,925)</u>
<b>Net Loss Per Share - Basic and Diluted</b>	<u>\$ (0.01)</u>
<b>Weighted average number of shares outstanding during the period - Basic and Diluted</b>	<u>5,879,084</u>

See accompanying notes to financial statements

**Real Estate Restoration and Rental, Inc.**  
**(A Development Stage Company)**  
**Statement of Changes in Stockholders' Equity**  
**For the period from December 15, 2009 (Inception) to June 30, 2010**

	<u>Preferred Stock</u>		<u>Common stock</u>		<u>Additional paid-in capital</u>	<u>Deficit accumulated during the development stage</u>	<u>Total Stockholders' Equity</u>
	<u>Shares</u>	<u>Amount</u>	<u>Shares</u>	<u>Amount</u>			
Balance December 15, 2009	-	\$ -	-	\$ -	\$ -	\$ -	\$ -
Common stock issued for services to founder (\$0.0001 per share)	-	-	4,000,000	400	-	-	400
Common stock issued for cash to founder (\$0.0001 per share)			1,000,000	100	-	-	100
Common stock issued for cash (\$0.10/ per share)	-	-	1,782,500	178	178,072	-	178,250
Stock Offering Costs	-	-	-	-	(7,500)	-	(7,500)
In kind contribution of services	-	-	-	-	2,800	-	2,800
Net loss for the period December 15, 2009 (inception) to June 30, 2010	-	-	-	-	-	(37,925)	(37,925)
<b>Balance, June 30, 2010</b>	<b>-</b>	<b>\$ -</b>	<b>6,782,500</b>	<b>\$ 678</b>	<b>\$ 173,372</b>	<b>\$ (37,925)</b>	<b>\$ 136,125</b>

See accompanying notes to financial statements



**Real Estate Restoration and Rental, Inc.**  
**(A Development Stage Company)**  
**Statement of Cash Flows**

**For the period  
from December 15,  
2009  
(inception) to  
June 30, 2010**

**Cash Flows Used in Operating Activities:**

Net Loss	\$ (37,925)
Adjustments to reconcile net loss to net cash used in operations	
In-kind contribution of services	2,800
Shares issued to founder for services	400
Changes in operating assets and liabilities:	
(Increase)/Decrease in prepaid expenses	(2,500)
(Decrease) Increase in accounts payable and accrued expenses	7,500
<b>Net Cash Used In Operating Activities</b>	<b><u>(29,725)</u></b>

**Cash Flows From Financing Activities:**

Proceeds from issuance of common stock, net of offering costs	170,850
<b>Net Cash Provided by Financing Activities</b>	<b><u>170,850</u></b>

**Net Increase in Cash** 141,125

Cash at Beginning of Period -

**Cash at End of Period** **\$ 141,125**

**Supplemental disclosure of cash flow information:**

Cash paid for interest	<u>\$ -</u>
Cash paid for taxes	<u>\$ -</u>

See accompanying notes to financial statements

**REAL ESTATE RESTORATION AND RENTAL, INC.**  
**(A DEVELOPMENT STAGE COMPANY)**  
**NOTES TO FINANCIAL STATEMENTS**  
**AS OF JUNE 30, 2010**

**NOTE 1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND ORGANIZATION**

**(A) Organization**

Real Estate Restoration and Rental, Inc. (a development stage company) (the "Company") was incorporated under the laws of the State of Nevada on December 15, 2009. The Company will focus on purchasing foreclosed and distressed vacation rental properties in the North and South Carolina areas at below-market prices and rent them out for a profit. The Company will also seek to acquire access to commercial level solutions such as geothermal and Frigitek products that can be re-engineered for residential applications with the Company's nonexclusive patent license agreement.

Activities during the development stage include developing the business plan and raising capital.

**(B) Use of Estimates**

In preparing financial statements in conformity with generally accepted accounting principles, management is required 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 revenues and expenses during the reported period. Actual results could differ from those estimates.

**(C) Cash and Cash Equivalents**

The Company considers all highly liquid temporary cash investments with an original maturity of three months or less to be cash equivalents. At June 30, 2010, the Company had no cash equivalents.

**(D) Loss Per Share**

Basic and diluted net loss per common share is computed based upon the weighted average common shares outstanding as defined by FASB ASC No. 260, "Earnings Per Share." As of June 30, 2010 there were no common share equivalents outstanding.

**(E) Income Taxes**

The Company accounts for income taxes under FASB Codification Topic 740-10-25 ("ASC 740-10-25"). Under ASC 740-10-25, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. Under ASC 740-10-25, 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.

**REAL ESTATE RESTORATION AND RENTAL, INC.**  
**(A DEVELOPMENT STAGE COMPANY)**  
**NOTES TO FINANCIAL STATEMENTS**  
**AS OF JUNE 30, 2010**

As of June 30, 2010, the Company has a net operating loss carryforward of approximately \$34,725 available to offset future taxable income through June 30, 2030. The valuation allowance at June 30, 2010 was \$13,388. The net change in the valuation allowance for the year ended June 30, 2010 was an increase of \$13,388. The valuation allowance was established to reduce the deferred tax asset to the amount that will more likely than not be realized. This is necessary due to the Company's continued operating losses and the uncertainty of the Company's ability to utilize all of the net operating loss carryforwards before they will expire through the year 2030.

The net deferred tax liability in the accompanying balance sheet includes the following amounts of deferred tax assets and liabilities:

	<u>June 30, 2010</u>
Deferred tax liability:	\$ -
Deferred tax asset	
Net Operating Loss Carryforward	13,388
Valuation allowance	(13,388)
Net deferred tax asset	-
<b>Net deferred tax liability</b>	<b>\$ -</b>

The components of income tax expense related to continuing operations are as follows:

	<u>2010</u>
<b>Federal</b>	
Current	\$ -
Deferred	-
	<u>\$ -</u>
<b>State and Local</b>	
Current	\$ -
Deferred	-
	<u>\$ -</u>

**REAL ESTATE RESTORATION AND RENTAL, INC.**  
**(A DEVELOPMENT STAGE COMPANY)**  
**NOTES TO FINANCIAL STATEMENTS**  
**AS OF JUNE 30, 2010**

The Company's income tax expense differed from the statutory rates (federal 34% and state 4.55%) as follows:

	<b>For the Period Ended June 30, 2010</b>
Statutory rate applied to earnings before income taxes:	\$ (14,620)
Increase (decrease) in income taxes resulting from:	
State income taxes	-
Change in deferred tax asset valuation allowance	13,388
Non-deductible expenses	1,232
<b>Income Tax Expense</b>	<b>\$ -</b>

**(F) Business Segments**

The Company operates in one segment and therefore segment information is not presented.

**(G) Revenue Recognition**

The Company will recognize revenue on arrangements in accordance with FASB ASC No. 605, "Revenue Recognition". In all cases, revenue is recognized only when the price is fixed and determinable, persuasive evidence of an arrangement exists, the service is performed and collectability of the resulting receivable is reasonably assured. The Company recognizes rental revenue in accordance with FASB ASC No. 840-25. FASB ASC No. 840-25 requires that rental revenue be recognized on a straight line basis over the term of the lease for operating leases.

**NOTE 2 STOCKHOLDERS' EQUITY**

**(A) Common Stock Issued for Cash**

For the period ended June 30, 2010, the Company issued 1,782,500 shares of common stock for \$178,250(\$0.10/share) less stock offering costs of \$7,500. The Company also issued 1,000,000 shares of common stock to its founder for \$100 (\$0.0001 per share) (See note 4).

**REAL ESTATE RESTORATION AND RENTAL, INC.**  
**(A DEVELOPMENT STAGE COMPANY)**  
**NOTES TO FINANCIAL STATEMENTS**  
**AS OF JUNE 30, 2010**

***(B) In-Kind Contribution***

For the period ended June 30, 2010, a shareholder of the Company contributed services having a fair value of \$2,800 (See Note 4).

***(C) Stock Issued for Services***

On December 19, 2009, the Company issued 4,000,000 shares of common stock to its founder having a fair value of \$400 (\$0.0001/share) in exchange for services provided (See Note 4).

**NOTE 3 COMMITMENTS**

On February 16, 2010, the Company entered into a consulting agreement to receive administrative and other miscellaneous services. The Company is required to pay \$5,000 a month. The agreement is to remain in effect unless either party desired to cancel the agreement.

**NOTE 4 RELATED PARTY TRANSACTIONS**

For the period ended June 30, 2010, a shareholder of the Company contributed services having a fair value of \$2,800 (See Note 2(B)).

On December 19, 2009, the Company issued 5,000,000 shares of common stock to its founder having a fair value of \$500 (\$0.0001/share) in exchange for services and cash (See Note 2 (A) and 2 (C)).

**NOTE 5 GOING CONCERN**

As reflected in the accompanying financial statements, the Company is in the development stage with limited operations, used cash in operations of \$29,725 from inception and has a net loss since inception of \$37,925. This raises substantial doubt about its ability to continue as a going concern. The ability of the Company to continue as a going concern is dependent on the Company's ability to raise additional capital and implement its business plan. The financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.

Management believes that actions presently being taken to obtain additional funding and implement its strategic plans provide the opportunity for the Company to continue as a going concern.

**REAL ESTATE RESTORATION AND RENTAL, INC.**  
**(A DEVELOPMENT STAGE COMPANY)**  
**NOTES TO FINANCIAL STATEMENTS**  
**AS OF JUNE 30, 2010**

**NOTE 6**    **SUBSEQUENT EVENTS**

In preparing these financial statements, the Company has evaluated events and transactions for potential recognition or disclosure through September 24, 2010, the date the financial statements were issued.

On September 24, 2010, the Company entered into a 10 year patent license agreement for a product which reduces energy consumption and carbon emissions of commercial coolers. The fee for the license is \$30,000 and royalty payments of 14% of net sales.

## MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following plan of operation provides information which management believes is relevant to an assessment and understanding of our results of operations and financial condition. The discussion should be read along with our financial statements and notes thereto. This section includes a number of forward-looking statements that reflect our current views with respect to future events and financial performance. Forward-looking statements are often identified by words like believe, expect, estimate, anticipate, intend, project and similar expressions, or words which, by their nature, refer to future events. You should not place undue certainty on these forward-looking statements. These forward-looking statements are subject to certain risks and uncertainties that could cause actual results to differ materially from our predictions.

### Plan of Operations

Our company was established in December 2009 to purchase foreclosed and distressed vacation rental properties in North and South Carolina at below-market prices, complete necessary renovation work and then rent the properties on a seasonal basis at a profit.

Our business strategy is to take advantage of the significant increase in foreclosure activity that is predicted in the real estate market related to large numbers of adjustable rate mortgages (ARMs) that will come under adjustment in the next five years. Many ARM-financed properties are predicted to go into foreclosure, providing significant opportunity to purchase properties at 30 percent or more below market value.

While we have had some limited success finding distressed properties, it is finding the time necessary to bring deals to a close that takes much longer than first anticipated. As a result, we also plan to explore business opportunities in other fields. The Company will attempt to obtain green energy solutions for its portfolio of properties and possibly for resale to other property owners. Ms. Lovig has global-scale expertise in sustainability and energy efficiency solutions and the Company will attempt to install solutions such as LED lighting, solar power and solar heating for its properties. It may act as a reseller of these solutions to other property management firms. The Company will also seek to acquire access to commercial/industrial level solutions such as geothermal and Frigitek (fan speed controls for cooling condensers) that have potential to be repositioned or re-engineered for residential applications. These solutions would be obtained through a nonexclusive patent license agreement. The company is initially working with Madison Energy Group on an exclusive licensing agreement for the sale of Frigitek products.

### Limited Operating History

We have not previously demonstrated that we will be able to expand our business. We cannot guarantee that the expansion efforts described in this prospectus will be successful. Our business is subject to risks inherent in growing an enterprise, including limited capital resources and possible rejection of our renovation services offering.

If the proceeds of our private placement prove to be insufficient to generate additional profits, future financing may not be available to us on acceptable terms. If financing is not available on satisfactory terms, we may be unable to continue expanding our operations. Equity financing will result in a dilution to existing shareholders.

### Results of Operations

For the period from December 15, 2009 (inception), to June 30, 2010, we had \$0 in revenue. Expenses for the period totaled \$37,925 resulting in a net loss of \$37,925. Expenses for the period consisted of \$24,725 in professional fees and \$13,200 for general and administrative expenses.

## Capital Resources and Liquidity

We raised cash to grow our business through a private placement that was completed on June 8, 2010. If we determine that we need more money to build our business, we will seek alternative sources, like a second private placement of securities or loans from our officers or others. At the present time, we have not made any arrangements to raise additional cash. If we need additional cash and are unable to raise it, we will either have to suspend or cease our expansion plans entirely. Other than as described in this registration statement, we have no other financing plans.

We issued 5,000,000 Shares of common stock to Deborah Lovig pursuant to the exemption from registration set forth in section 4(2) of the Securities Act of 1933. Ms. Lovig, the founder of the Company, was issued 5,000,000 shares in exchange for \$100 in cash and \$400 worth of services which she provided to the Company.

We anticipate that depending on market conditions and our plan of operations, we may incur operating losses in the foreseeable future. Therefore, our auditors have raised substantial doubt about our ability to continue as a going concern.

## Off-Balance Sheet Arrangements

We have no off-balance sheet arrangements.

## CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

There have been no changes in or disagreements with accountants on accounting or financial disclosure matters.

## DIRECTORS, EXECUTIVE OFFICERS, PROMOTERS AND CONTROL PERSONS

The following table sets forth the name and age of officers and director as of September 30, 2010. Our executive officers are elected annually by our Board of Director. Our executive officers hold their offices until they resign, are removed by the Board, or his successor is elected and qualified.

<b>Name</b>	<b>Age</b>	<b>Position</b>
Deborah Lovig	49	President, Chief Executive Officer, Chief Financial Officer, and Director
James Coker	31	Secretary and Director

Set forth below is a brief description of the background and business experience of our executive officers and directors for the past five years.

### **Ms. Deborah Lovig, age 49, President, Chief Executive Officer, Chief Financial Officer, Director.**

Deborah Lovig is our President, Chief Executive Officer, Chief Financial Officer and Director. Ms. Lovig is a successful marketing executive and entrepreneur with 25 years experience working with companies and corporations of all sizes and stages across a broad range of industries. Deborah Lovig brings 25 her years of marketing and business development experience to her role as President. During the past six years she has served as a marketing manager for Cree, a world-leading manufacturer of light-emitting diodes (LEDs). She developed and implemented the launches and initial sales support programs for that company's first LED component products and went on to develop the municipal and higher education markets for LED lighting products. Ms. Lovig began her career as a journalist at two daily newspapers, later moving into marketing for major high-tech firms including Adaptec, Raytheon, Quark and AGFA in Silicon Valley and New York. She moved to the Research Triangle area in 1993 where she became a founding team member for two software companies, one of which was acquired by Seagate. Throughout her career, Ms. Lovig has helped develop business and marketing plans for a diverse group of companies seeking funding and rapid growth.



**Mr. James Coker, age 31, Secretary, Director.**

Mr. James Coker was appointed as our Secretary and Director on April 27, 2010. Mr. Coker has served as a Regional Sales Manager for Siemens Corporation for the past 5 years. He is in charge of selling diagnostic imaging equipment to hospitals and imaging centers in Ohio. His responsibilities include selling capital equipment (greater than \$1,000,000) and service contracts, developing extensive product knowledge, consulting on future trends in healthcare and the reimbursement landscape, as well as managing customer relationships. During his tenure in Ohio, Siemens has doubled its market share in the territory and managed to expand its presence despite a sluggish economy. Mr. Coker graduated from Boston College in 2001 with a B.A. in Marketing.

**Term of Office**

Our directors are appointed for a one-year term to hold office until the next annual general meeting of our shareholders or until removed from office in accordance with our bylaws. Our officers are appointed by our board of directors and hold office until removed by the board.

**EXECUTIVE COMPENSATION**

Other than the 4,000,000 shares of common stock issued to Deborah Lovig for services which she provided to the Company, we have not paid any form of compensation to our executives. The compensation discussed herein addresses all compensation awarded to, earned by, or paid to the named officer, including base salaries, bonus awards and number of stock options granted, and certain other compensation, if any.

The Company has no employment agreement with Ms. Lovig. Ms. Lovig received compensation of 4,000,000 shares of common stock in exchange for \$400 worth of services she provided to the Company during the period ended June 30, 2010. The Company has no employment agreement with Mr. Coker. Mr. Coker received no compensation during the period ended June 30, 2010.

There are no other stock option plans, retirement, pension or profit sharing plans for the benefits of our officers and directors other than as described herein.

The following summary compensation table sets forth all compensation awarded to, earned by, or paid to the named executive officers paid by us during the period ended June 30, 2010.

**Summary Compensation Table**

<b>Name and Principal Position</b>	<b>Year</b>	<b>Salary (\$)</b>	<b>Bonus (\$)</b>	<b>Stock Awards (\$)</b>	<b>Option Awards (\$)</b>	<b>Non-Equity Incentive Plan Compensation (\$)</b>	<b>Non-Qualified</b>	<b>All Other</b>	<b>Totals (\$)</b>
							<b>Compensation Earnings (\$)</b>	<b>Compensation (\$)</b>	
Deborah Lovig, President, Chief Executive Officer, Chief Financial Officer, Director	2010	\$ 0	0	400	0	0	0	\$0	\$ 400
James Coker, Secretary, Director	2010	\$ 0	0	0	0	0	0	\$0	\$ 0

Option Grants Table. There were no individual grants of stock options to purchase our common stock made to the executive officers named in the above Summary Compensation Table for the period from December 15, 2009 (inception) through June 30, 2010.

Aggregated Option Exercises and Fiscal Year-End Option Value. There were no stock options exercised during period from inception through June 30, 2010 by the executive officers named in the Summary Compensation Table.

Long-Term Incentive Plan (“LTIP”) Awards. There were no awards made to named executive officers in the last completed fiscal year under any LTIP.

#### Compensation of Directors

Directors are permitted to receive fixed fees and other compensation for their services as directors. The Board of Directors has the authority to fix the compensation of directors. No amounts have been paid to, or accrued to, directors in such capacity.

#### Employment Agreements

Currently, we do not have any employment agreements in place.

### **SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT**

The following table provides the names and addresses of each person known to us to own more than 5% of our outstanding shares of common stock as of September 30, 2010 and by the officers and directors, individually and as a group. Except as otherwise indicated, all shares are owned directly and the shareholders listed possesses sole voting and investment power with respect to the shares shown.

<u>Name</u>	<u>Number of Shares Beneficially Owned</u>	<u>Percent of Class (1)</u>
Deborah Lovig, President, CEO, CFO, Director 710 Wellingham Drive Durham, NC 27713	5,000,000	73.5%
James Coker, 258 Frankfort Square Columbus, OH 43206	95,000	1.4%
All Executive Officers and Directors as a group (1 person)	5,095,000	74.9%

(1) Based on 6,802,500 shares of common stock outstanding as of September 30, 2010

### **TRANSACTIONS WITH RELATED PERSONS, PROMOTERS AND CERTAIN CONTROL PERSONS**

Deborah Lovig, our President, Chief Executive Officer, Chief Financial Officer and Director, purchased 5,000,000 shares of our Common Stock on February 2, 2010 for \$100 in cash and \$400 worth of services which she provided to the Company.

James Coker, our Secretary and Director, purchased 80,000 share of our Common Stock on March 17, 2010 and an additional15,000 shares of our Common Stock on April 2, 2010, for a total of 95,000 shares, for \$9,500.

## WHERE YOU CAN FIND ADDITIONAL INFORMATION

We filed with the Securities and Exchange Commission a registration statement under the Securities Act of 1933 for the shares of common stock in this offering. This prospectus does not contain all of the information in the registration statement and the exhibits and schedule that were filed with the registration statement. For further information with respect to us and our common stock, we refer you to the registration statement and the exhibits and schedule that were filed with the registration statement. Statements contained in this prospectus about the contents of any contract or any other document that is filed as an exhibit to the registration statement are not necessarily complete, and we refer you to the full text of the contract or other document filed as an exhibit to the registration statement. A copy of the registration statement and the exhibits and schedules that were filed with the registration statement may be inspected without charge at the Public Reference Room maintained by the Securities and Exchange Commission at 100 F. Street, N.E., Washington, DC 20549-6010, and copies of all or any part of the registration statement may be obtained from the Securities and Exchange Commission upon payment of the prescribed fee. Information regarding the operation of the Public Reference Room may be obtained by calling the Securities and Exchange Commission at 1-800-SEC-0330. The Securities and Exchange Commission maintains a web site that contains reports, proxy and information statements, and other information regarding registrants that file electronically with the SEC. The address of the site is [www.sec.gov](http://www.sec.gov).

## DISCLOSURE OF COMMISSION POSITION ON INDEMNIFICATION OF SECURITIES ACT LIABILITIES.

The Company's Certificate of Incorporation and By-Laws include provisions that eliminate the personal liability of the directors of the Company for monetary damages to the fullest extent possible under the laws of the State of Nevada or other applicable law. These provisions eliminate the liability of directors to the Company and its stockholders for monetary damages arising out of any violation of a director of his fiduciary duty of due care. Under Nevada law, however, such provisions do not eliminate the personal liability of a director for (i) breach of the director's duty of loyalty, (ii) acts or omissions not in good faith or involving intentional misconduct or knowing violation of law, (iii) payment of dividends or repurchases of stock other than from lawfully available funds, or (iv) any transaction from which the director derived an improper benefit. These provisions do not affect a director's liabilities under the federal securities laws or the recovery of damages by third parties.

We have been advised that in the opinion of the Securities and Exchange Commission indemnification for liabilities arising under the Securities Act is against public policy as expressed in the Securities Act, and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities is asserted by one of our directors, officers, or controlling persons in connection with the securities being registered, we will, unless in the opinion of our legal counsel the matter has been settled by controlling precedent, submit the question of whether such indemnification is against public policy to a court of appropriate jurisdiction. We will then be governed by the court's decision.

**REAL ESTATE RESOTRATION AND RENTAL, INC.**

**1,802,500 SHARES OF COMMON STOCK**

**PROSPECTUS**

YOU SHOULD RELY ONLY ON THE INFORMATION CONTAINED IN THIS DOCUMENT OR THAT WE HAVE REFERRED YOU TO. WE HAVE NOT AUTHORIZED ANYONE TO PROVIDE YOU WITH INFORMATION THAT IS DIFFERENT. THIS PROSPECTUS IS NOT AN OFFER TO SELL COMMON STOCK AND IS NOT SOLICITING AN OFFER TO BUY COMMON STOCK IN ANY STATE WHERE THE OFFER OR SALE IS NOT PERMITTED.

Until \_\_\_\_\_, all dealers that effect transactions in these securities, whether or not participating in this offering, may be required to deliver a prospectus. This is in addition to a dealer's obligation to deliver a prospectus when acting as underwriter and with respect to their unsold allotments or subscriptions.

**The Date of This Prospectus is \_\_\_\_\_, 2010**

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**PART II: INFORMATION NOT REQUIRED IN THE PROSPECTUS****Item 13. Other Expenses of Issuance and Distribution.**

Securities and Exchange Commission registration fee	\$	12.85
Federal Taxes	\$	0
State Taxes and Fees	\$	0
Transfer Agent Fees	\$	0
Accounting fees and expenses	\$	5,000
Legal fees and expense	\$	35,000
Blue Sky fees and expenses	\$	1,500
Miscellaneous	\$	0
Total	\$	<u>41,512.85</u>

All amounts are estimates other than the Commission's registration fee. We are paying all expenses of the offering listed above. No portion of these expenses will be borne by the selling shareholders. The selling shareholders, however, will pay any other expenses incurred in selling their common stock, including any brokerage commissions or costs of sale.

**Item 14. Indemnification of Directors and Officers.**

Our Certificate of Incorporation and By-Laws include provisions that eliminate the personal liability of our directors for monetary damages to the fullest extent possible under the laws of the State of Nevada or other applicable law. These provisions eliminate the liability of directors to the us and our stockholders for monetary damages arising out of any violation of a director of his fiduciary duty of due care. Under Nevada law, however, such provisions do not eliminate the personal liability of a director for (i) breach of the director's duty of loyalty, (ii) acts or omissions not in good faith or involving intentional misconduct or knowing violation of law, (iii) payment of dividends or repurchases of stock other than from lawfully available funds, or (iv) any transaction from which the director derived an improper benefit. These provisions do not affect a director's liabilities under the federal securities laws or the recovery of damages by third parties.

We have been advised that in the opinion of the Securities and Exchange Commission indemnification for liabilities arising under the Securities Act is against public policy as expressed in the Securities Act, and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities is asserted by one of our directors, officers, or controlling persons in connection with the securities being registered, we will, unless in the opinion of our legal counsel the matter has been settled by controlling precedent, submit the question of whether such indemnification is against public policy to a court of appropriate jurisdiction. We will then be governed by the court's decision.

**Item 15. Recent Sales of Unregistered Securities.**

We were incorporated in the State of Nevada on December 15, 2009. At that time 5,000,000 shares of common stock were issued to Deborah Lovig for a cash payment of \$100 and \$400 worth of services which Ms. Lovig provided to the Company. These shares were issued in reliance on the exemption under Section 4(2) of the Securities Act of 1933, as amended (the "Act") and were issued as founder's shares. These shares of our common stock qualified for exemption under Section 4(2) of the Securities Act of 1933 since the issuance shares by us did not involve a public offering. The offering was not a "public offering" as defined in Section 4(2) due to the insubstantial number of persons involved in the deal, size of the offering, manner of the offering and number of shares offered. We did not undertake an offering in which we sold a high number of shares to a high number of investors. In addition, Ms. Lovig had the necessary investment intent as required by Section 4(2) since he agreed to and received share certificates bearing a legend stating that such shares are restricted pursuant to Rule 144 of the 1933 Securities Act. This restriction ensures that these shares would not be immediately redistributed into the market and therefore not be part of a "public offering." Based on an analysis of the above factors, we have met the requirements to qualify for exemption under Section 4(2) of the Securities Act of 1933 for this transaction.

We sold, through a Regulation D, Rule 506 private offering completed on September 2, 2010, a total of 1,802,500 shares of common stock to 44 investors, at a price of \$0.10 per share, for aggregate offering proceeds of \$180,250. The following sets forth the identity of persons to whom we sold these shares and the amount of shares owned by each shareholder:

<b>Name</b>	<b>Shares of Common Stock Beneficially Owned</b>
Alt, Ellen	2,500
Alt, Jeffrey A. & Cheryl L.	5,000
Bullins, Ronnie Ray	2,500
Cline, John G. & Nina S.	50,000
Coker, James (1)	95,000
Coker, Peggy L	150,000
Crumpler, David	2,500
Culhane, Marian	50,000
Curley, Kenneth R.	2,500
Dietz, Scott C.	50,000
Dillon, Gregory & Lisa	50,000
Falmlen, Scott	50,000
Flora, Amanda & David	16,000
Holbrook, Barbara K. & W. Paul	100,000
Holbrook, Curtis L.	20,000
Holbrook, Dan	20,000
Jackson, Morgan C.	50,000
Koplish, Daniel E.	50,000
Lavery, Hugh	5,000
Lopsonzski, Michael	10,000
Lovig, Sally A. (2)	2,500
Mann, Jennifer L.	50,000
Monroe, John	12,000
Monroe, Sarah	95,000
Nowell, Matt	10,000
Phoenix Associates, Inc.	250,000
Reichard, Stephen H.	100,000
Rivera, Daniel	150,000
Shannonside, LLC	2,500
Tejeda, Barbara	150,000
Tejeda, Maria I.	100,000
Thomas, Bettie H.	50,000
Tobin, Laura & Michael A.	30,000
Young, Michelle G.	2,500
Zamborsky, David A. & Meghan	17,000
<b>TOTAL</b>	<b>1,802,500</b>

(1) James Coker is an Officer and Director of the Company.

(2) Sally A. Lovig is the mother of Deborah Lovig, our President, Chief Executive Officer, Chief Financial Officer, and Director.

Please note that pursuant to Rule 506, all shares purchased in the Regulation D, Rule 506 offering were restricted in accordance with Rule 144 of the Securities Act of 1933. In addition, each of these shareholders were either “accredited investors” as defined in Rule 501 (a) of Regulation D promulgated under the Securities Act or “sophisticated investors” as defined in Rule 506(b)(2)(ii) of Regulation D promulgated under the Securities Act.

- (A) At the time of the offering we were not: (1) subject to the reporting requirements of Section 13 or 15 (d) of the Exchange Act; or (2) an “investment company” within the meaning of the federal securities laws.
- (B) Neither we, nor any of our predecessors, nor any of our directors, nor any beneficial owner of 10% or more of any class of our equity securities, nor any promoter currently connected with us in any capacity has been convicted within the past ten years of any felony in connection with the purchase or sale of any security.
- (C) The offers and sales of securities by us pursuant to the offerings were not attempts to evade any registration or resale requirements of the securities laws of the United States or any of its states.
- (D) None of the investors, other than (i) James Coker, our Secretary and Director, and (ii) Sally A. Lovig, the mother of Deborah Lovig, our President, Chief Executive Officer, Chief Financial Officer, and Director, are affiliated with any of our directors, officers or promoters or any beneficial owner of 10% or more of our securities.

We never utilized an underwriter for an offering of our securities. Other than the securities mentioned above, we have not issued or sold any securities.

**Item 16. Exhibits and Financial Statement Schedules.**

<b>EXHIBIT NUMBER</b>	<b>DESCRIPTION</b>
3.1	Articles of Incorporation
3.2	By-Laws
5.1	Opinion of Anslow & Jaclin, LLP
23.1	Consent of Webb& Company, P.A.
23.2	Consent of Counsel (included as Exhibit 5.1)

**Item 17. Undertakings.**

(A) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

i. To include any prospectus required by section 10(a)(3) of the Securities Act of 1933;

ii. To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement.

iii. To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(4) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

(5) Each prospectus filed pursuant to Rule 424(b) as part of a registration statement relating to an offering, other than registration statements relying on Rule 430B or other than prospectuses filed in reliance on Rule 430A, shall be deemed to be part of and included in the registration statement as of the date it is first used after effectiveness. Provided, however, that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such first use, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such date of first use.

(6) That, for the purpose of determining liability of the registrant under the Securities Act of 1933 to any purchaser in the initial distribution of the securities: The undersigned registrant undertakes that in a primary offering of securities of the undersigned registrant pursuant to this registration statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the undersigned registrant will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser:

- i. Any preliminary prospectus or prospectus of the undersigned registrant relating to the offering required to be filed pursuant to Rule 424;
- ii. Any free writing prospectus relating to the offering prepared by or on behalf of the undersigned registrant or used or referred to by the undersigned registrant;
- iii. The portion of any other free writing prospectus relating to the offering containing material information about the undersigned registrant or its securities provided by or on behalf of the undersigned registrant; and
- iv. Any other communication that is an offer in the offering made by the undersigned registrant to the purchaser.



## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Durham, State of North Carolina on October 13, 2010.

### REAL ESTATE RESTORATION AND RENTAL, INC.

By: /s/Deborah Lovig

Name: Deborah Lovig

Position: President, Chief Executive Officer,  
Chief Financial Officer, Director

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

By: /s/Deborah Lovig

Name: Deborah Lovig

Position: President, Chief Executive Officer,  
Chief Financial Officer, Director

## POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Anthony Barron and each of them, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities (including his capacity as a director and/or officer of Rapid Holdings, Inc.) to sign any or all amendments (including post-effective amendments) to this registration statement and any and all additional registration statements pursuant to rule 462(b) of the Securities Act of 1933, as amended, and to file the same, with all exhibits thereto, and all other documents in connection therewith, with the SEC, granting unto each said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

In accordance with the requirements of the Securities Act of 1933, as amended, this registration statement was signed below by the following persons in the capacities and on the dates stated.

By: /s/Deborah Lovig

Name: Deborah Lovig

Position: President, Chief Executive Officer,  
Chief Financial Officer, Director



ROSS MILLER  
 Secretary of State  
 204 North Carson Street, Suite 4  
 Carson City, Nevada 89701-4520  
 (775) 684-5708  
 Website: www.nvsos.gov

**Articles of Incorporation  
 (PURSUANT TO NRS CHAPTER 78)**

Filed in the office of /s/ Ross Miller Ross Miller Secretary of State State of Nevada	Document Number <b>20090859504-82</b>
	Filing Date and Time <b>12/15/2009 12:30 PM</b>
	Entity Number <b>E0640072009-4</b>

USE BLACK INK ONLY – DO NOT HIGHLIGHT

ABOVE SPACE FOR OFFICE USE ONLY

<b>1. Name of Corporation</b>	<b>REAL ESTATE RESTORATION AND RENTAL, INC.</b>				
<b>2. Registered Agent for Service of Process:</b> (check only one box)	<input checked="" type="checkbox"/> Commercial Registered Agent <b>CSC Services of Nevada, Inc.</b> <input type="checkbox"/> Noncommercial Registered Agent (name and address below) <b>OR</b> <input type="checkbox"/> Office or Position with Entity (name and address below) Name of Noncommercial Registered Agent <b>OR</b> Name of Title of Office or Other Position with Entity Street Address City Nevada Zip Code Mailing Address (If different from street address) City Nevada Zip code				
<b>3. Authorized Stock:</b> (number of shares corporation is authorized to issue)	Number of shares With par value:	<b>10,000,000 shares of blank check preferred 100,000,000 shares of common</b>	Par value Per share:	<b>\$0.0001</b>	
<b>4. Name and Addresses of the Board of Directors/Trustees:</b> (each Director/Trustee must be a natural person at least 18 years of age; attach additional page if more than two directors/trustees)	1.	<b>Deborah Lovig</b>			
		Name			
		<b>710 Wellingham Drive</b>	<b>Durham</b>	<b>NC</b>	<b>27713</b>
		Street Address	City	State	Zip Code
	2.				
		Name			
		Street Address	City	State	Zip Code
<b>5. Purpose:</b> (optional –see Instructions)	The purpose of this corporation shall be: To engage in any lawful act or activity for which a corporation may be organized under Chapter 78 of NRS.				
<b>6. Name, Address And Signature of Incorporator:</b> (attach additional pages if more than one Incorporator)	<b>Corporation Service Company</b>		<input checked="" type="checkbox"/> By: /s/ <b>Elizabeth R. Koniesczny</b>		
	Name		Incorporator Signature: Elizabeth R. Koniesczny		
	<b>502 EAST JOHN STREET</b>	<b>CARSON CITY</b>	<b>NV</b>	<b>89706</b>	
	Address	City	State	Zip Code	
<b>7. Certificate of Acceptance of Appointment of Resident Agent</b>	I hereby accept appointment as Resident Agent for the above named Entity.				
	<input checked="" type="checkbox"/> By: /s/ <b>Elizabeth R. Koniesczny</b>		12/15/2009		
	Authorized Signature or Registrant Agent or on Behalf of Registered Agent Entity			Date	

# SECRETARY OF STATE



## CORPORATE CHARTER

I, ROSS MILLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that **REAL ESTATE RESTORATION AND RENTAL, INC.**, did on December 15, 2009, file in this office the original Articles of Incorporation; that said Articles of Incorporation are now on file and of record in the office of the Secretary of State of the State of Nevada, and further, that said Articles contain all the provisions required by the law of said State of Nevada.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on December 16, 2009.

/s/ Ross Miller  
Ross Miller  
Secretary of State

Certified By: Kathleen Perusse  
Certificate Number: C20091215-2092  
You may verify this certificate  
online at <http://www.nvsos.gov/>

**BYLAWS  
OF  
REAL ESTATE RESTORATION AND RENTAL, INC.**

**A Nevada Corporation  
As of December 15, 2009**

**ARTICLE I  
Meetings of Stockholders**

Section 1.1 Time and Place. Any meeting of the stockholders may be held at such time and such place, either within or without the State of Nevada, as shall be designated from time to time by resolution of the board of directors or as shall be stated in a duly authorized notice of the meeting.

Section 1.2 Annual Meeting. The annual meeting of the stockholders shall be held on the date and at the time fixed, from time to time, by the board of directors. The annual meeting shall be for the purpose of electing a board of directors and transacting such other business as may properly be brought before the meeting.

Section 1.3 Special Meetings. Special meetings of the stockholders, for any purpose or purposes, unless otherwise prescribed by statute or by the articles of incorporation, may be called by the president and shall be called by the president or secretary if requested in writing by the holders of not less than one-tenth (1/10) of all the shares entitled to vote at the meeting. Such request shall state the purpose or purposes of the proposed meeting.

Section 1.4 Notices. Written notice stating the place, date and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be given not less than ten nor more than sixty days before the date of the meeting, except as otherwise required by statute or the articles of incorporation, either personally, by mail or by a form of electronic transmission consented to by the stockholder, to each stockholder of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be given when deposited in the official government mail of the United States or any other country, postage prepaid, addressed to the stockholder at his address as it appears on the stock records of the Corporation. If given personally or otherwise than by mail, such notice shall be deemed to be given when either handed to the stockholder or delivered to the stockholder's address as it appears on the records of the Corporation.

Section 1.5 Record Date. In order that the Corporation may determine the stockholders entitled to notice of or to vote at any meeting, or at any adjournment of a meeting, of stockholders; or entitled to receive payment of any dividend or other distribution or allotment of any rights; or entitled to exercise any rights in respect of any change, conversion, or exchange of stock; or for the purpose of any other lawful action; the board of directors may fix, in advance, a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted by the board of directors. The record date for determining the stockholders entitled to notice of or to vote at any meeting of the stockholders or any adjournment thereof shall not be more than sixty nor less than ten days before the date of such meeting. The record date for determining the stockholders entitled to consent to corporate action in writing without a meeting shall not be more than ten days after the date upon which the resolution fixing the record date is adopted by the board of directors. The record date for any other action shall not be more than sixty days prior to such action. If no record date is fixed, (i) the record date for determining stockholders entitled to notice of or to vote at any meeting shall be at the close of business on the day next preceding the day on which notice is given or, if notice is waived by all stockholders, at the close of business on the day next preceding the day on which the meeting is held; (ii) the record date for determining stockholders entitled to express consent to corporate action in writing without a meeting, when no prior action by the board of directors is required, shall be the first date on which a signed written consent setting forth the action taken or to be taken is delivered to the Corporation and, when prior action by the board of directors is required, shall be at the close of business on the day on which the board of directors adopts the resolution taking such prior action; and (iii) the record date for determining stockholders for any other purpose shall be at the close of business on the day on which the board of directors adopts the resolution relating to such other purpose. A determination of stockholders of record entitled to notice of or to vote at a meeting of stockholders shall apply to any adjournment of the meeting; provided, however, that the board of directors may fix a new record date for the adjourned meeting.

Section 1.6 Voting List. If the Corporation shall have more than five (5) shareholders, the secretary shall prepare and make, at least ten days before every meeting of stockholders, a complete list of the stockholders entitled to vote at the meeting, arranged in alphabetical order and showing the address and the number of shares registered in the name of each stockholder. Such list shall be open to the examination of any stockholder, for any purpose germane to the meeting, during ordinary business hours, for a period of at least ten days prior to the meeting, at the Corporation's principal offices. The list shall be produced and kept at the place of the meeting during the whole time thereof and may be inspected by any stockholder who is present.

Section 1.7 Quorum. The holders of a majority of the stock issued and outstanding and entitled to vote at the meeting, present in person or represented by proxy, shall constitute a quorum at all meetings of the stockholders for the transaction of business, except as otherwise provided by statute or by the articles of incorporation. If, however, such a quorum shall not be present at any meeting of stockholders, the stockholders entitled to vote, present in person or represented by proxy, shall have the power to adjourn the meeting from time to time, without notice if the time and place are announced at the meeting, until a quorum shall be present. At such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the original meeting. If the adjournment is for more than thirty days or if after the adjournment a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each stockholder of record entitled to vote at the meeting.

Section 1.8 Voting and Proxies. At every meeting of the stockholders, each stockholder shall be entitled to one vote, in person or by proxy, for each share of the capital stock having voting power held by such stockholder, but no proxy shall be voted on after six months from its date unless the proxy provides for a longer period, which may not exceed seven years. When a specified item of business is required to be voted on by a class or series of stock, the holders of a majority of the shares of such class or series shall constitute a quorum for the transaction of such item of business by that class or series. If a quorum is present at a properly held meeting of the shareholders, the affirmative vote of the holders of a majority of the shares represented in person or by proxy and entitled to vote on the subject matter under consideration, shall be the act of the shareholders, unless the vote of a greater number or voting by classes (i) is required by the articles of incorporation, or (ii) has been provided for in an agreement among all shareholders entered into pursuant to and enforceable under Nevada Revised Statutes §78.365.

Section 1.9 Waiver. Attendance of a stockholder of the Corporation, either in person or by proxy, at any meeting, whether annual or special, shall constitute a waiver of notice of such meeting, except where a stockholder attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened. A written waiver of notice of any such meeting signed by a stockholder or stockholders entitled to such notice, whether before, at or after the time for notice or the time of the meeting, shall be equivalent to notice. Neither the business to be transacted at, nor the purpose of, any meeting need be specified in any written waiver of notice.

Section 1.10 Stockholder Action Without a Meeting. Except as may otherwise be provided by any applicable provision of the Nevada Revised Statutes, any action required or permitted to be taken at a meeting of the stockholders may be taken without a meeting if, before or after the action, a written consent thereto is signed by stockholders holding at least a majority of the voting power; provided that if a different proportion of voting power is required for such an action at a meeting, then that proportion of written consents is required. In no instance where action is authorized by written consent need a meeting of stockholders be called or noticed.

**ARTICLE II**  
**Directors**

Section 2.1 Number. The number of directors shall be one or more, as fixed from time to time by resolution of the board of directors; provided, however, that the number of directors shall not be reduced so as to shorten the tenure of any director at the time in office.

Section 2.2 Elections. Except as provided in Section 2.3 of this Article II, the board of directors shall be elected at the annual meeting of the stockholders or at a special meeting called for that purpose. Each director shall hold such office until his successor is elected and qualified or until his earlier resignation or removal.

Section 2.3 Vacancies. Any vacancy occurring on the board of directors and any directorship to be filled by reason of an increase in the board of directors may be filled by the affirmative vote of a majority of the remaining directors, although less than a quorum, or by a sole remaining director. Such newly elected director shall hold such office until his successor is elected and qualified or until his earlier resignation or removal.

Section 2.4 Meetings. The board of directors may, by resolution, establish a place and time for regular meetings which may be held without call or notice.

Section 2.5 Notice of Special Meetings. Special meetings may be called by the chairman, the president or any two members of the board of directors. Notice of special meetings shall be given to each member of the board of directors: (i) by mail by the secretary, the chairman or the members of the board calling the meeting by depositing the same in the official government mail of the United States or any other country, postage prepaid, at least seven days before the meeting, addressed to the director at the last address he has furnished to the Corporation for this purpose, and any notice so mailed shall be deemed to have been given at the time when mailed; or (ii) in person, by telephone or by electronic transmission addressed as stated above at least forty-eight hours before the meeting, and such notice shall be deemed to have been given when such personal or telephone conversation occurs or at the time when such electronic transmission is delivered to such address.

Section 2.6 Quorum. At all meetings of the board, a majority of the total number of directors shall constitute a quorum for the transaction of business, and the act of a majority of the directors present at any meeting at which a quorum is present shall be the act of the board of directors, except as otherwise specifically required by statute, the articles of incorporation or these bylaws. If less than a quorum is present, the director or directors present may adjourn the meeting from time to time without further notice. Voting by proxy is not permitted at meetings of the board of directors.

Section 2.7 Waiver. Attendance of a director at a meeting of the board of directors shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened. A written waiver of notice signed by a director or directors entitled to such notice, whether before, at or after the time for notice or the time of the meeting, shall be equivalent to the giving of such notice.

Section 2.8 Action Without Meeting. Any action required or permitted to be taken at a meeting of the board of directors may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the directors and filed with the minutes of proceedings of the board of directors. Any such consent may be in counterparts and shall be effective on the date of the last signature thereon unless otherwise provided therein.

Section 2.9 Attendance by Telephone. Members of the board of directors may participate in a meeting of such board by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and such participation in a meeting shall constitute presence in person at such meeting.

### **ARTICLE III** ***Officers***

Section 3.1 Election. The Corporation shall have such officers, with such titles and duties, as the board of directors may determine by resolution, which must include a chairman of the board, a president, a secretary and a treasurer and may include one or more vice presidents and one or more assistants to such officers. The officers shall in any event have such titles and duties as shall enable the Corporation to sign instruments and stock certificates complying with Section 6.1 of these bylaws, and one of the officers shall have the duty to record the proceedings of the stockholders and the directors in a book to be kept for that purpose. The officers shall be elected by the board of directors; provided, however, that the chairman may appoint one or more assistant secretaries and assistant treasurers and such other subordinate officers as he deems necessary, who shall hold their offices for such terms and shall exercise such powers and perform such duties as are prescribed in the bylaws or as may be determined from time to time by the board of directors or the chairman. Any two or more offices may be held by the same person.

Section 3.2 Removal and Resignation. Any officer elected or appointed by the board of directors may be removed at any time by the affirmative vote of a majority of the board of directors. Any officer appointed by the chairman may be removed at any time by the board of directors or the chairman. Any officer may resign at any time by giving written notice of his resignation to the chairman or to the secretary, and acceptance of such resignation shall not be necessary to make it effective unless the notice so provides. Any vacancy occurring in any office of chairman of the board, president, vice president, secretary or treasurer shall be filled by the board of directors. Any vacancy occurring in any other office may be filled by the chairman.

Section 3.3 Chairman of the Board. The chairman of the board shall preside at all meetings of shareholders and of the board of directors, and shall have the powers and perform the duties usually pertaining to such office, and shall have such other powers and perform such other duties as may be from time to time prescribed by the board of directors..

Section 3.4 President. The president shall be the chief executive officer of the Corporation, and shall have general and active management of the business and affairs of the Corporation, under the direction of the board of directors. Unless the board of directors has appointed another presiding officer, the president shall preside at all meetings of the shareholders.

Section 3.5 Vice President. The vice president or, if there is more than one, the vice presidents in the order determined by the board of directors or, in lieu of such determination, in the order determined by the president, shall be the officer or officers next in seniority after the president. Each vice president shall also perform such duties and exercise such powers as are appropriate and such as are prescribed by the board of directors or, in lieu of or in addition to such prescription, such as are prescribed by the president from time to time. Upon the death, absence or disability of the president, the vice president or, if there is more than one, the vice presidents in the order determined by the board of directors or, in lieu of such determination, in the order determined by the president, or, in lieu of such determination, in the order determined by the chairman, shall be the officer or officers next in seniority after the president. in the order determined by the and shall perform the duties and exercise the powers of the president.

Section 3.6 Assistant Vice President. The assistant vice president, if any, or, if there is more than one, the assistant vice presidents shall, under the supervision of the president or a vice president, perform such duties and have such powers as are prescribed by the board of directors, the president or a vice president from time to time.

Section 3.7 Secretary. The secretary shall give, or cause to be given, notice of all meetings of the stockholders and special meetings of the board of directors, keep the minutes of such meetings, have charge of the corporate seal and stock records, be responsible for the maintenance of all corporate files and records and the preparation and filing of reports to governmental agencies (other than tax returns), have authority to affix the corporate seal to any instrument requiring it (and, when so affixed, attest it by his signature), and perform such other duties and have such other powers as are appropriate and such as are prescribed by the board of directors or the president from time to time.

Section 3.8 Assistant Secretary. The assistant secretary, if any, or, if there is more than one, the assistant secretaries in the order determined by the board of directors or, in lieu of such determination, by the president or the secretary shall, in the absence or disability of the secretary or in case such duties are specifically delegated to him by the board of directors, the chairman, or the secretary, perform the duties and exercise the powers of the secretary and shall, under the supervision of the secretary, perform such other duties and have such other powers as are prescribed by the board of directors, the chairman, or the secretary from time to time.

Section 3.9 Treasurer. The treasurer shall have control of the funds and the care and custody of all the stocks, bonds and other securities of the Corporation and shall be responsible for the preparation and filing of tax returns. He shall receive all moneys paid to the Corporation and shall have authority to give receipts and vouchers, to sign and endorse checks and warrants in its name and on its behalf, and give full discharge for the same. He shall also have charge of the disbursement of the funds of the Corporation and shall keep full and accurate records of the receipts and disbursements. He shall deposit all moneys and other valuable effects in the name and to the credit of the Corporation in such depositories as shall be designated by the board of directors and shall perform such other duties and have such other powers as are appropriate and such as are prescribed by the board of directors or the president from time to time.

Section 3.10 Assistant Treasurer. The assistant treasurer, if any, or, if there is more than one, the assistant treasurers in the order determined by the board of directors or, in lieu of such determination, by the chairman or the treasurer shall, in the absence or disability of the treasurer or in case such duties are specifically delegated to him by the board of directors, the chairman or the treasurer, perform the duties and exercise the powers of the treasurer and shall, under the supervision of the treasurer, perform such other duties and have such other powers as are prescribed by the board of directors, the president or the treasurer from time to time.

Section 3.11 Compensation. Officers shall receive such compensation, if any, for their services as may be authorized or ratified by the board of directors. Election or appointment as an officer shall not of itself create a right to compensation for services performed as such officer.

#### **ARTICLE IV** ***Committees***

Section 4.1 Designation of Committees. The board of directors may establish committees for the performance of delegated or designated functions to the extent permitted by law, each committee to consist of one or more directors of the Corporation, and if the board of directors so determines, one or more persons who are not directors of the Corporation. In the absence or disqualification of a member of a committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another member of the board of directors to act at the meeting in the place of such absent or disqualified member.



Section 4.2 Committee Powers and Authority. The board of directors may provide, by resolution or by amendment to these bylaws, for an Executive Committee to consist of one or more directors of the Corporation (but no persons who are not directors of the Corporation) that may exercise all the power and authority of the board of directors in the management of the business and affairs of the Corporation, and may authorize the seal of the Corporation to be affixed to all papers which may require it; provided, however, that an Executive Committee may not exercise the power or authority of the board of directors in reference to amending the articles of incorporation (except that an Executive Committee may, to the extent authorized in the resolution or resolutions providing for the issuance of shares of stock adopted by the board of directors, pursuant to Article 3(3) of the articles of incorporation, fix the designations and any of the preferences or rights of shares of preferred stock relating to dividends, redemption, dissolution, any distribution of property or assets of the Corporation, or the conversion into, or the exchange of shares for, shares of any other class or classes or any other series of the same or any other class or classes of stock of the Corporation or fix the number of shares of any series of stock or authorize the increase or decrease of the shares of any series), adopting an agreement of merger or consolidation, recommending to the stockholders the sale, lease, or exchange of all or substantially all of the Corporation's property and assets, recommending to the stockholders a dissolution of the Corporation or a revocation of a dissolution, or amending these bylaws; and, unless the resolution expressly so provides, no an Executive Committee shall have the power or authority to declare a dividend or to authorize the issuance of stock.

Section 4.3 Committee Procedures. To the extent the board of directors or the committee does not establish other procedures for the committee, each committee shall be governed by the procedures established in Section 2.4 (except as they relate to an annual meeting of the board of directors) and Sections 2.5, 2.6, 2.7, 2.8 and 2.9 of these bylaws, as if the committee were the board of directors.

## **ARTICLE V**

### ***Indemnification***

Section 5.1 Expenses for Actions Other Than By or In the Right of the Corporation. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he is or was a director or officer of the Corporation, or, while a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, association or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with which action, suit or proceeding, if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation and, with respect to any criminal action or proceeding, that he had reasonable cause to believe that his conduct was unlawful.

Section 5.2 Expenses for Actions By or In the Right of the Corporation. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was a director or officer of the Corporation, or, while a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, association or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit, if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the Corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

Section 5.3 Successful Defense. To the extent that any person referred to in the preceding two sections of this Article V has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in such sections, or in defense of any claim issue, or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

Section 5.4 Determination to Indemnify. Any indemnification under the first two sections of this Article V (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director or officer is proper in the circumstances because he has met the applicable standard of conduct set forth therein. Such determination shall be made (i) by the stockholders, (ii) by the board of directors by majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (iii) if such quorum is not obtainable or, if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.

Section 5.5 Expense Advances. Expenses incurred by an officer or director in defending any civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the director or officer to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the Corporation as authorized in this Article V.

Section 5.6 Provisions Nonexclusive. The indemnification and advancement of expenses provided by, or granted pursuant to, the other sections of this Article V shall not be deemed exclusive of any other rights to which any person seeking indemnification or advancement of expenses may be entitled under the articles of incorporation or under any other bylaw, agreement, insurance policy, vote of stockholders or disinterested directors, statute or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office.

Section 5.7 Insurance. By action of the board of directors, notwithstanding any interest of the directors in the action, the Corporation shall have power to purchase and maintain insurance, in such amounts as the board of directors deems appropriate, on behalf of any person who is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, association or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not he is indemnified against such liability or expense under the provisions of this Article V and whether or not the Corporation would have the power or would be required to indemnify him against such liability under the provisions of this Article V or of the Nevada Revised Statutes §78.7502; §78.751 or §78.752 or by any other applicable law.

Section 5.8 Surviving Corporation. The board of directors may provide by resolution that references to "the Corporation" in this Article V shall include, in addition to this Corporation, all constituent corporations absorbed in a merger with this Corporation so that any person who was a director or officer of such a constituent corporation or is or was serving at the request of such constituent corporation as a director, employee or agent of another corporation, partnership, joint venture, trust, association or other entity shall stand in the same position under the provisions of this Article V with respect to this Corporation as he would if he had served this Corporation in the same capacity or is or was so serving such other entity at the request of this Corporation, as the case may be.

Section 5.9 Inurement. The indemnification and advancement of expenses provided by, or granted pursuant to, this Article V shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors, and administrators of such person.

Section 5.10 Employees and Agents. To the same extent as it may do for a director or officer, the Corporation may indemnify and advance expenses to a person who is not and was not a director or officer of the Corporation but who is or was an employee or agent of the Corporation or who is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, association or other enterprise.

**ARTICLE VI**  
**Stock**

Section 6.1 Certificates. Every holder of stock in the Corporation represented by certificates and, upon request, every holder of uncertificated shares shall be entitled to have a certificate, signed by or in the name of the Corporation by the President or chairman of the board of directors, or a vice president, and by the secretary or an assistant secretary, or the treasurer or an assistant treasurer of the Corporation, certifying the number of shares owned by him in the Corporation.

Section 6.2 Facsimile Signatures. Where a certificate of stock is countersigned (i) by a transfer agent other than the Corporation or its employee or (ii) by a registrar other than the Corporation or its employee, any other signature on the certificate may be facsimile. In case any officer, transfer agent or registrar who has signed, or whose facsimile signature or signatures have been placed upon, any such certificate shall cease to be such officer, transfer agent or registrar, whether because of death, resignation or otherwise, before such certificate is issued, the certificate may nevertheless be issued by the Corporation with the same effect as if he were such officer, transfer agent or registrar at the date of issue.

Section 6.3 Transfer of Stock. Transfers of shares of stock of the Corporation shall be made on the books of the Corporation only upon presentation of the certificate or certificates representing such shares properly endorsed or accompanied by a proper instrument of assignment, except as may otherwise be expressly provided by the laws of the State of Nevada or by order by a court of competent jurisdiction. The officers or transfer agents of the Corporation may, in their discretion, require a signature guaranty before making any transfer.

Section 6.4 Lost Certificates. The board of directors may direct that a new certificate of stock be issued in place of any certificate issued by the Corporation that is alleged to have been lost, stolen or destroyed, upon the making of an affidavit of that fact by the person claiming the certificate to be lost, stolen, or destroyed. When authorizing such issue of a new certificate, the board of directors may, in its discretion and as a condition precedent to the issuance of a new certificate, require the owner of such lost, stolen, or destroyed certificate, or his legal representative, to give the Corporation a bond in such sum as it may reasonably direct as indemnity against any claim that may be made against the Corporation on account of the alleged loss, theft or destruction of any such certificate or the issuance of such new certificate.

**ARTICLE VII**  
**Seal**

The board of directors may, but are not required to, adopt and provide a common seal or stamp which, when adopted, shall constitute the corporate seal of the Corporation. The seal may be used by causing it or a facsimile thereof to be impressed or affixed or manually reproduced.

**ARTICLE VIII**  
**Fiscal Year**

The board of directors, by resolution, may adopt a fiscal year for the Corporation.

**ARTICLE IX**  
**Amendment**

These bylaws may at any time and from time to time be amended, altered or repealed exclusively by the board of directors, as provided in the articles of incorporation.



October 13, 2010

Real Estate Restoration & Rental, Inc.  
710 Wellingham Drive  
Durham, North Carolina 27713

Gentlemen:

You have requested our opinion, as counsel for Real Estate Restoration and Rental, Inc., a Nevada corporation (the "Company"), in connection with the registration statement on Form S-1 (the "Registration Statement"), under the Securities Act of 1933 (the "Act"), filed by the Company with the Securities and Exchange Commission.

The Registration Statement relates to an offering of 1,802,500 shares of the Company's common stock.

We have examined such records and documents and made such examination of laws as we have deemed relevant in connection with this opinion. It is our opinion that the shares of common stock to be sold by the selling shareholders have been duly authorized and are legally issued, fully paid and non-assessable.

No opinion is expressed herein as to any laws other than the State of Nevada of the United States. This opinion opines upon Nevada law including the statutory provisions, all applicable provisions of the Nevada Constitution and reported judicial decisions interpreting those laws.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the reference to our firm under the caption "Experts" in the Registration Statement. In so doing, we do not admit that we are in the category of persons whose consent is required under Section 7 of the Act and the rules and regulations of the Securities and Exchange Commission promulgated thereunder.

Very truly yours,

**ANSLOW & JACLIN, LLP**

By: /s/ Gregg E. Jaclin  
Gregg E. Jaclin, Partner  
ANSLOW & JACLIN, LLP

195 Route 9 South, Suite 204, Manalapan, New Jersey 07726  
Tel: (732) 409-1212 Fax: (732) 577-1188

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We hereby consent to the use in this Registration Statement on Form S-1 of our report dated September 24, 2010 relating to the June 30, 2010 financial statements of Real Estate Restoration and Rental, Inc.

We also consent to the reference to our Firm under the caption "Experts" in the Registration Statement.

WEBB & COMPANY, P.A.  
*Certified Public Accountants*

Boynton Beach, Florida  
October 13, 2010

