

NEXT 1 INTERACTIVE, INC.

FORM 10-Q (Quarterly Report)

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

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

For the quarterly period ended: **May 31, 2014**

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

For the transition period from _____ to _____

Commission File No. **000-52669**

NEXT 1 INTERACTIVE, INC.

(Exact name of registrant as specified in its charter)

Nevada

(State or other jurisdiction of
incorporation or formation)

26-3509845

(I.R.S. Employer
Identification Number)

**2690 Weston Road, Suite 200
Weston, FL 33331**

(Address of principal executive offices)

(954) 888-9779

(Registrant's telephone number)

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

Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes No

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

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>

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

As of July 16, 2014, there were 20,458,347 shares outstanding of the registrant's common stock

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Next 1 Interactive, Inc. and Subsidiaries
Consolidated Balance Sheets

	May 31, 2014	February 28, 2014
	(Unaudited)	
Assets		
Current Assets		
Cash	\$ 59,110	\$ 117,818
Accounts receivable, net of allowance for doubtful accounts	52,445	61,635
Stock subscription receivable	-	48,380
Prepaid expenses and other current assets	83,837	101,691
Security deposits	26,662	26,662
Total current assets	<u>222,054</u>	<u>356,186</u>
Property and equipment, net	47,648	55,385
Website development costs and intangible assets, net	4,264,896	4,081,327
Total assets	<u>\$ 4,534,598</u>	<u>\$ 4,492,898</u>
Liabilities and Stockholders' Deficit		
Current Liabilities		
Accounts payable and accrued expenses	\$ 2,997,059	\$ 2,768,831
Other current liabilities	79,071	56,103
Derivative liabilities - convertible promissory notes	239,816	1,355,613
Convertible promissory notes, net of discount of \$1,007 and \$70,401, respectively	7,077,381	7,099,985
Convertible promissory notes - related party, net of discount of \$-0- and \$-0-, respectively	650,000	650,000
Convertible notes payable of subsidiary	280,000	280,000
Other advances	68,000	68,000
Other notes payable	146,549	145,000
Shareholder loans	379,000	379,000
Notes payable - current portion	1,094,122	1,103,450
Total current liabilities	<u>13,010,998</u>	<u>13,905,982</u>
Total liabilities	<u>-</u>	<u>-</u>
Total liabilities	<u>13,010,998</u>	<u>13,905,982</u>
Stockholders' Deficit		
Series A Preferred stock, \$.01 par value; 3,000,000 authorized; and 2,216,014 shares issued and outstanding at May 31, 2014 and February 28, 2014	22,160	22,160
Series B Preferred stock, \$.00001 par value; 3,000,000 authorized; 285,900 shares issued and outstanding at May 31, 2014 and February 28, 2014	3	3
Series C Preferred stock, \$.00001 par value; 3,000,000 authorized; 42,000 shares issued and outstanding at May 31, 2014 and February 28, 2014	-	-
Series D Preferred stock, \$.00001 par value; 3,000,000 authorized; 860,520 shares issued and outstanding at May 31, 2014 and February 28, 2014	9	9
Common stock, \$.00001 par value; 500,000,000 shares authorized; 20,219,280 shares issued and outstanding at May 31, 2014 and 17,579,280 shares issued and outstanding at February 28, 2014, respectively	202	176
Additional paid-in-capital	74,106,696	73,877,065
Stock subscription receivable	(5,000)	(5,000)
	<u>74,124,070</u>	<u>73,894,413</u>
Accumulated other comprehensive income	128,588	119,235
Accumulated deficit	(87,796,018)	(87,625,076)
Total Next 1 Interactive, Inc. stockholders' deficit	<u>(13,543,360)</u>	<u>(13,611,428)</u>
Noncontrolling interest	5,066,960	4,198,344
Total stockholders' deficit	<u>(8,476,400)</u>	<u>(9,413,084)</u>
Total liabilities and stockholders' deficit	<u>\$ 4,534,598</u>	<u>\$ 4,492,898</u>

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

Next 1 Interactive, Inc. and Subsidiaries
Consolidated Statements of Operations and Comprehensive Loss
(Unaudited)
For the three months ended

	<u>May 31,</u> <u>2014</u>	<u>May 31,</u> <u>2013</u>
Revenues		
Travel and commission revenues	\$ 90,156	\$ 174,933
Advertising revenues	254,801	320,508
Total revenues	<u>344,957</u>	<u>495,441</u>
Cost of revenues	<u>61,623</u>	<u>158,914</u>
Gross profit	283,334	336,527
Operating expenses		
Salaries and benefits	581,871	733,380
Selling and promotions expense	129,903	79,623
General and administrative	1,152,446	984,671
Total operating expenses	<u>1,864,220</u>	<u>1,797,674</u>
Operating loss	(1,580,886)	(1,461,147)
Other income (expense)		
Interest expense	(241,535)	(169,450)
Loss on settlement of debt	-	(22,797)
Gain on legal settlement	-	57,500
Gain on change in fair value of derivatives	1,115,797	195,133
Other income (expense)	160,336	(240)
Total other income (expense)	<u>1,034,598</u>	<u>60,146</u>
Net loss	(546,288)	(1,401,001)
Net loss attributable to the noncontrolling interest	<u>376,637</u>	<u>51,071</u>
Net loss attributable to Next 1 Interactive, Inc.	<u>\$ (169,651)</u>	<u>\$ (1,349,930)</u>
Preferred Stock Dividend	<u>(1,291)</u>	<u>(19,370)</u>
Net loss attributable to Common Shareholders	<u>\$ (170,942)</u>	<u>\$ (1,369,300)</u>
Weighted average number of shares outstanding	<u>19,777,758</u>	<u>13,245,290</u>
Basic and diluted net loss per share	<u>\$ (0.01)</u>	<u>\$ (0.10)</u>
Comprehensive loss:		
Unrealized loss on foreign currency translation adjustment	(9,353)	(19,574)
Comprehensive loss	<u>\$ (180,295)</u>	<u>\$ (1,388,874)</u>

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

Next 1 Interactive, Inc. and Subsidiaries
Consolidated Statements of Cash Flows
(Unaudited)
For the three months ended

	May 31, 2014	May 31, 2013
Cash flows from operating activities:		
Net loss attributable to Next 1 Interactive, Inc.	\$ (169,651)	\$ (1,349,930)
Adjustments to reconcile net loss to net cash from operating activities:		
Noncontrolling interest in loss of consolidated subsidiaries	(376,637)	(51,071)
Loss on conversion of debt	-	22,797
Gain on legal settlement of debt	-	(57,500)
Amortization and depreciation	449,466	361,403
Amortization of discount on notes payable	69,394	9,480
Stock based compensation and consulting fees	55,143	259,888
Gain on change in fair value of derivatives	(1,115,797)	(195,133)
Changes in operating assets and liabilities:		
Decrease (Increase) in accounts receivable	9,190	(13,178)
Decrease (Increase) in prepaid expenses and other current assets	17,854	(37,449)
Increase (decrease) in accounts payable and accrued expenses	226,938	(246,777)
Increase in other current liabilities	22,968	29,153
Net cash used in operating activities	<u>(811,132)</u>	<u>(1,268,317)</u>
Cash flows from investing activities:		
Payments related to website development costs	(24,122)	(19,097)
Payments for computer equipment	(1,176)	-
Net cash used in investing activities	<u>(25,298)</u>	<u>(19,097)</u>
Cash flows from financing activities:		
Proceeds from convertible promissory notes	25,000	-
Payments on convertible promissory notes	-	(50,000)
Principal payments of other notes payable	(37,779)	-
Principal payments of settlement agreements	-	(64,167)
Proceeds from shareholder loans	-	55,000
Principal payments on sundry notes payable	-	(10,000)
Proceeds from issuance of series D preferred shares	-	1,136,000
Proceeds from the collection of stock subscription receivable	48,380	100,000
Proceeds from exercise of common stock warrants	154,680	-
Proceeds received in advance for common stock subscriptions	200,000	-
Proceeds from issuance of common stock and warrants	378,088	227,500
Net cash provided by financing activities	<u>768,369</u>	<u>1,394,333</u>
Effect of exchange rate changes on cash	<u>9,353</u>	<u>19,574</u>
Net (decrease) increase in cash	(58,708)	126,493
Cash at beginning of period	<u>117,818</u>	<u>36,351</u>
Cash at end of period	<u>\$ 59,110</u>	<u>\$ 162,844</u>

	<u>May 31,</u> <u>2014</u>	<u>May 31,</u> <u>2013</u>
Supplemental disclosure:		
Cash paid for interest	\$ 70,298	\$ 100,000
Supplemental disclosure of non-cash investing and financing activity:		
Next 1 Interactive, Inc.:		
<u>Conversion of debt to equity instruments:</u>		
Common stock:		
Value of debt	\$ 7,000	\$ 6,335
Shares issued	700,000	618,000
Series D Preferred:		
Value of debt	\$ -	\$ 238,750
Shares issued	-	47,750
<u>Conversion of preferred stock converted into RealBiz Media Group, Inc. common stock:</u>		
Series B Preferred:		
Value of preferred stock	\$ 10,000	\$ -
Shares issued	2,000	-
<u>Convertible promissory note assignments to new third party investors</u>		
Value	\$ 30,000	\$ -
<u>Convertible promissory notes converted into RealBiz Media Group, Inc. common stock</u>		
Value	\$ 80,000	\$ -
RealBiz Media Group, Inc.:		
Preferred stock dividend	\$ 118,496	\$ 118,496
Purchase of Reachfactor Intangible Assets	\$ 300,000	\$ -
	2,000,000	-
Deferred stock compensation costs	\$ 300,000	\$ -
	2,000,000	-
Series A Preferred shares converted to common stock:		
Value of preferred stock	\$ -	\$ 299,512
Shares issued	-	5,990,238
Next 1 Interactive, Inc. Preferred Series B shares converted to common stock:		
Value of preferred stock	\$ 10,000	\$ 43,365
Shares issued	200,000	885,000
Next 1 Interactive, Inc. Preferred Series C shares converted to common stock:		
Value of preferred stock	\$ -	\$ 150,000
Shares issued	-	1,500,000
Next 1 Interactive, Inc. Preferred Series D shares converted to common stock:		
Value of preferred stock	\$ -	\$ 1,996,600
Shares issued	-	13,399,960
Next 1 Interactive, Inc. convertible promissory notes converted to common stock:		
Value	\$ 80,000	\$ 56,348
Shares issued	1,600,000	37,500

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

Note 1 - Summary of Business Operations and Significant Accounting Policies

Nature of Operations and Business Organization

Next 1 Interactive, Inc. (“Next 1” or the “Company”) is a media based company focusing directly on the travel segment and indirectly through our 58% ownership interest in RealBiz Media Group, Inc. a publicly traded real estate media company (“RealBiz”), on the real estate segment. The Company's and RealBiz's mission has been to both create and acquire travel and real estate video content that can be delivered on any screen (Television, web and mobile), all with interactive advertising and transactional shopping components that engage and enable viewers to request information, make purchases and get an in-depth look at products and services all through their device of choice.

Next 1 is a multi-faceted interactive media company whose key focus is around what we believe to be two of the most universal, yet powerful consumer-passion categories - real estate and travel. We are engaged in the business of providing digital media and marketing services for the travel industry and, indirectly through RealBiz, for the real estate industry. We plan to deliver targeted content via digital platforms including satellite, cable, broadcast, Broadband, Web, Print and Mobile. We currently generate revenue from commissions from (i) traditional sales of our travel products as well as advertising revenue from preferred suppliers and sponsors and referral fees; (ii) travel media services which include video monthly sponsorship packages, pre-roll advertising, commissions and referral fees; and (iii) revenue derived from the real estate operations of RealBiz. We have three divisions: (x) our Maupintour Extraordinary Vacations, which is one of the oldest luxury tour operator in the United States; (y) NextTrip.com/Voyage.tv a video and media website with thousands of hours of travel footage(z) TripProfessionals.com, a trip professional membership program which is an at home agency program allowing the consumer to customize and book travel while earning commission. In addition, RealBiz generates revenue from advertising revenues, real estate broker commissions and referral fees. RealBiz also has four divisions: (i) its fully licensed real estate division (formerly known as Webdigs, Inc.); (ii) Nestbuilder.com /Nestbuilder Agent its consumer and agent websites with over 1.6 million video listings and agent marketing platforms (iii) its Real Estate Virtual Tour, MicroVideo App and Media group and (iv) ReachFactor – its agent social media marketing division. The cornerstone of all four divisions is the proprietary technology which allows for an automated conversion of data (text and pictures of home listings) to a video with voice and music. At present the Company operates travel companies and travel media services, RealBiz Media Group Inc., operates the Home Tour Network. The Home Tour Network owns technology that allows it to create video from real estate agents home listings which can be featured on hundreds of relevant real estate related websites, You Tube and VOD Television Networks in 2 cities on the Cox Communications Network and Comcast Cable Network

RealBiz Media is engaged in the business of providing digital media and marketing services for the real estate industry. RealBiz Media currently generates revenue from advertising revenues and through real estate agent and broker service fees. RealBiz has positioned itself in the following three areas summarized here and explained in more detail below:

1. Real Estate ”Turn Key” social media and marketing services – We earn fees from creating agent personalized websites as well as offering ongoing services for marketing the agent through both our and other social media platforms like Facebook. Services include site design, site optimization, ad placements, key words, SEO strategies that cause awareness and lead generation for the agent. We charge between \$100 and \$10,000 per month dependent upon the level of marketing.
2. Website and Mobile Applications – We are developing a real estate web portal. This site is expected to be unique to the world of real estate search sites on multiple levels, from a consumer perspective the user experience is being designed to be completely visual and video centric, secondly, the site will provide local neighborhood information and allow for social interaction between home seekers and current residents who can provide an unbiased view of the selected neighborhood, and the content on the site will focus on the entire home ownership lifecycle from purchase through maintenance to home sale therefore giving the site a much deeper and more loyal audience over time.
3. Agent to Agent Interaction-From an industry perspective we believe the site will be revolutionary because it includes an agent only platform that is being designed to allow for agent to agent interaction, and “App Store” for relevant video content, community events, discount coupons, industry news and agent share programs. This site will completely empower the agent with content and assets that they can use to pursue prospects and generate leads at a fraction of the cost they're currently paying. This agent only site will interact with our Microvideo App (MVA) platform. The MVA was developed and implemented to allow agents to access specific video based product strategies that are designed specifically to increase the SEO rank and traffic credit to real estate franchise systems and/or their brokers. This solution gives those franchises and brokers a much needed tool to lower their cost of prospect acquisition.

Principles of Consolidation

The accompanying consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries. All material inter-company transactions and accounts have been eliminated in consolidation.

The Company owns an 85% interest in RealBiz Holdings, Inc. and a 58% interest in RealBiz Media and these entities' accounts are consolidated in the accompanying financial statements because we have control over operating and financial policies. All inter-company balances and transactions have been eliminated. The 42% non-controlling interest in RealBiz Media Group, Inc. is represented by 1,009,762 shares of Series A Preferred Stock with an annual dividend rate of 10% and 66,708,680 shares of RealBiz Media Group, Inc. common stock.

Noncontrolling Interests

The Company accounts for its less than 100% interest in consolidated subsidiaries in accordance with ASC Topic 810, Consolidation, and

accordingly the Company presents noncontrolling interests as a component of equity on its consolidated balance sheets and reports noncontrolling interest net loss under the heading “Net loss applicable to noncontrolling interest in consolidated subsidiary” in the consolidated statements of operations.

Use of Estimates

The Company’s significant estimates include allowance for doubtful accounts, valuation of intangible assets, stock based compensation, accrued expenses and derivative liabilities. These estimates and assumptions affect the reported amounts of assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. While the Company believes that such estimates are fair when considered in conjunction with the consolidated financial statements taken as a whole, the actual amounts of such estimates, when known, will vary from these estimates. If actual results significantly differ from the Company’s estimates, the Company’s financial condition and results of operations could be materially impacted.

Note 1 - Summary of Business Operations and Significant Accounting Policies (continued)

Nature of Operations and Business Organization (continued)

Cash and Cash Equivalents

For purposes of balance sheet presentation and reporting of cash flows, the Company considers all unrestricted demand deposits, money market funds and highly liquid debt instruments with an original maturity of less than 90 days to be cash and cash equivalents. The Company had no cash equivalents during the three months ended May 31, 2014 and 2013.

Accounts Receivable

The Company extends credit to its customers in the normal course of business. Further, the Company regularly reviews outstanding receivables, and provides for estimated losses through an allowance for doubtful accounts. In evaluating the level of established loss reserves, the Company makes judgments regarding its customers' ability to make required payments, economic events and other factors. As the financial condition of these parties change, circumstances develop or additional information becomes available, adjustments to the allowance for doubtful accounts may be required. The Company maintains reserves for potential credit losses, and such losses traditionally have been within its expectations.

Property and Equipment

All expenditures on the acquisition for property and equipment are recorded at cost and capitalized as incurred, provided the asset benefits the Company for a period of more than one year. Expenditures on routine repairs and maintenance of property and equipment are charged directly to operating expense. The property and equipment is depreciated based upon its estimated useful life after being placed in service. The estimated useful life of computer equipment is 3 years. When equipment is retired, sold or impaired, the resulting gain or loss is reflected in earnings. The Company incurred depreciation expense of \$8,913 and \$-0- for the three months ended May 31, 2014 and 2013 respectively.

Impairment of Long-Lived Assets

In accordance with Accounting Standards Codification 360-10, "Property, Plant and Equipment", the Company periodically reviews its long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying amount of the assets may not be fully recoverable. The Company recognizes an impairment loss when the sum of expected undiscounted future cash flows is less than the carrying amount of the asset. The amount of impairment is measured as the difference between the asset's estimated fair value and its book value. For the three months ended May 31, 2014 and 2013, the Company did not impair any long-lived assets.

Website Development Costs

The Company accounts for website development costs in accordance with Accounting Standards Codification 350-50 "Website Development Costs". Accordingly, all costs incurred in the planning stage are expensed as incurred, costs incurred in the website application and infrastructure development stage that meet specific criteria are capitalized and costs incurred in the day to day operation of the website are expensed as incurred.

The Company placed into service in June 2013 two websites, Maupintour.com and Nexttrip.com. Additionally, the Company placed into service in March 2014 the Nestbuilder website. All costs associated with these websites are subject to straight-line amortization over a three-year period.

Goodwill and Other Intangible Assets

In accordance with ASC 350-30-65 "Goodwill and Other Intangible Assets", the Company assesses the impairment of identifiable intangible assets whenever events or changes in circumstances indicate that the carrying value may not be recoverable. Factors the Company considers important, which could trigger an impairment review include the following:

1. Significant underperformance compared to historical or projected future operating results;
2. Significant changes in the manner or use of the acquired assets or the strategy for the overall business; and
3. Significant negative industry or economic trends.

Note 1 - Summary of Business Operations and Significant Accounting Policies (continued)

Goodwill and Other Intangible Assets (continued)

When the Company determines that the carrying value of an intangible asset may not be recoverable based upon the existence of one or more of the above indicators of impairment and the carrying value of the asset cannot be recovered from projected undiscounted cash flows, the Company records an impairment charge. The Company measures any impairment based on a projected discounted cash flow method using a discount rate determined by management to be commensurate with the risk inherent to the current business model. Significant management judgment is required in determining whether an indicator of impairment exists and in projecting cash flows.

Convertible Debt Instruments

The Company records debt net of debt discount for beneficial conversion features and warrants, on a relative fair value basis. Beneficial conversion features are recorded pursuant to the Beneficial Conversion and Debt Topics of the FASB Accounting Standards Codification. The amounts allocated to warrants and beneficial conversion rights are recorded as debt discount and as additional paid-in-capital. Debt discount is amortized to interest expense over the life of the debt.

Derivative Instruments

The Company enters into financing arrangements that consist of freestanding derivative instruments or are hybrid instruments that contain embedded derivative features. The Company accounts for these arrangements in accordance with Accounting Standards Codification topic 815, Accounting for Derivative Instruments and Hedging Activities (“ASC 815”) as well as related interpretation of this standard. In accordance with this standard, derivative instruments are recognized as either assets or liabilities in the balance sheet and are measured at fair values with gains or losses recognized in earnings. Embedded derivatives that are not clearly and closely related to the host contract are bifurcated and are recognized at fair value with changes in fair value recognized as either a gain or loss in earnings. The Company determines the fair value of derivative instruments and hybrid instruments based on available market data using appropriate valuation models, considering all of the rights and obligations of each instrument.

We estimate fair values of derivative financial instruments using various techniques (and combinations thereof) that are considered consistent with the objective measuring fair values. In selecting the appropriate technique, we consider, among other factors, the nature of the instrument, the market risks that it embodies and the expected means of settlement. For less complex derivative instruments, such as freestanding warrants, we generally use the Black-Scholes model, adjusted for the effect of dilution, because it embodies all of the requisite assumptions (including trading volatility, estimated terms, dilution and risk free rates) necessary to fair value these instruments. Estimating fair values of derivative financial instruments requires the development of significant and subjective estimates that may, and are likely to, change over the duration of the instrument with related changes in internal and external market factors. In addition, option-based techniques (such as Black-Scholes model) are highly volatile and sensitive to changes in the trading market price of our common stock. Since derivative financial instruments are initially and subsequently carried at fair values, our income (expense) going forward will reflect the volatility in these estimates and assumption changes. Under the terms of the new accounting standard, increases in the trading price of the Company’s common stock and increases in fair value during a given financial quarter result in the application of non-cash derivative expense. Conversely, decreases in the trading price of the Company’s common stock and decreases in trading fair value during a given financial quarter result in the application of non-cash derivative income.

Based upon ASC 815-25 the Company has adopted a sequencing approach regarding the application of ASC 815-40 to its outstanding convertible debentures. Pursuant to the sequencing approach, the Company evaluates its contracts based upon earliest issuance date.

Earnings per Share

Basic earnings per share are computed by dividing net income by the weighted average number of shares of common stock outstanding during the period. Diluted earnings per share is computed by dividing net income by the weighted average number of shares of common stock, common stock equivalents and potentially dilutive securities outstanding during each period. Diluted loss per common share is not presented because it is anti-dilutive.

Note 1 - Summary of Business Operations and Significant Accounting Policies (continued)

Earnings per Share(continued)

The Company's common stock equivalents include the following:

	May 31, 2014
Series A convertible preferred stock issued and outstanding	221,601,400
Series B convertible preferred stock issued and outstanding	285,900
Series C convertible preferred stock issued and outstanding	42,000
Series D convertible preferred stock issued and outstanding	860,520
Warrants to purchase common stock issued, outstanding and exercisable	8,009,245
Stock options issued, outstanding and exercisable	4,050
Shares on convertible promissory notes	7,255,598
	<u>238,058,713</u>

Revenue recognition

Travel

Gross travel tour revenues represent the total retail value of transactions booked for both agency and merchant transactions recorded at the time of booking, reflecting the total price due for travel by travelers, including taxes, fees and other charges, and are generally reduced for cancellations and refunds. We also generate revenue from paid cruise ship bookings in the form of commissions. Commission revenue is recognized at the date the price is fixed or determinable, the delivery is completed, no other significant obligations of the Company exist and collectability is reasonably assured. Payments received before all of the relevant criteria for revenue recognition are satisfied are recorded as unearned revenue.

Media

Through our subsidiary, RealBiz Media Group, Inc., marketing and promotional services are provided to agents or brokers via a web-based portal that allows for credit card payments. Customers may pay a monthly recurring fee or an annual fee. Some customers additionally pay a one-time set up fee. Monthly recurring fees are recognized in the month the service is rendered. Collection of one-time set up fees and annual services fees give rise to recognized monthly revenue in the then-current month as well as deferred revenue liabilities representing the collected fee for services yet to be delivered.

Under these policies, no revenue is recognized unless persuasive evidence of an arrangement exists, delivery has occurred, the fee is fixed or determinable, and collection is deemed reasonably assured. The Company considers an insertion order signed by the client or its agency to be evidence of an arrangement.

Cost of Revenues

Cost of revenues, for the travel segment, includes costs directly attributable to services sold and delivered. These costs include such items as amounts paid for airlines, hotels, excursions, sales commissions to business partners, industry conferences and public relations costs. Cost of revenues, for the media segment, include such items as credit card fees, sales commission to business partners, expenses related to our participation in industry conferences, and public relations expenses.

Sales and Promotion

Sales and marketing expenses consist primarily of advertising and promotional expenses, salary expenses associated with sales and marketing staff, expenses related to our participation in industry conferences, and public relations expenses. The goal of our advertising is to acquire new subscribers for our e-mail products, increase the traffic to our web sites, and increase brand awareness.

Advertising Expense

Advertising costs are charged to expense as incurred and are included in selling and promotions expense in the accompanying consolidated financial statements. Advertising expense for the three months ended May 31, 2014 and 2013, was \$129,903 and \$79,623.

Note 1 - Summary of Business Operations and Significant Accounting Policies (continued)

Share Based Compensation

The Company computes share based payments to employees in accordance with Accounting Standards Codification 718-10 "Compensation" (ASC 718-10). ASC 718-10 establishes standards for the accounting for transactions in which an entity exchanges its equity instruments for goods and services at fair value, focusing primarily on accounting for transactions in which an entity obtains employees services in share-based payment transactions. It also addresses transactions in which an entity incurs liabilities in exchange for goods and services that are based on the fair value of an entity's equity instruments or that may be settled by the issuance of those equity instruments. Equity instrument issued to non-employees for goods or services are accounted for at fair value and marked to market until service is complete or a performance commitment date is reached, whichever is earlier, in accordance with ASC 505-50.

In March 2005, the SEC issued SAB No. 107, Share-Based Payment ("SAB 107") which provides guidance regarding the interaction of ASC 718-10 and certain SEC rules and regulations. The Company has applied the provisions of SAB 107 in its adoption of ASC 718-10.

Income Taxes

The Company accounts for income taxes in accordance with ASC 740, Accounting for Income Taxes, as clarified by ASC 740-10, Accounting for Uncertainty in Income Taxes. Under this method, deferred income taxes are determined based on the estimated future tax effects of differences between the financial statement and tax basis of assets and liabilities given the provisions of enacted tax laws. Deferred income tax provisions and benefits are based on changes to the assets or liabilities from year to year. In providing for deferred taxes, the Company considers tax regulations of the jurisdictions in which the Company operates, estimates of future taxable income, and available tax planning strategies. If tax regulations, operating results or the ability to implement tax-planning strategies vary, adjustments to the carrying value of deferred tax assets and liabilities may be required. Valuation allowances are recorded related to deferred tax assets based on the "more likely than not" criteria of ASC 740.

ASC 740-10 requires that the Company recognize the financial statement benefit of a tax position only after determining that the relevant tax authority would more likely than not sustain the position following an audit. For tax positions meeting the "more-likely-than-not" threshold, the amount recognized in the consolidated financial statements is the largest benefit that has a greater than 50 percent likelihood of being realized upon ultimate settlement with the relevant tax authority.

Fair Value of Financial Instruments

The Company adopted ASC topic 820, "Fair Value Measurements and Disclosures" (ASC 820), formerly SFAS No. 157 "Fair Value Measurements," effective January 1, 2009. ASC 820 defines "fair value" as the price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. There was no impact relating to the adoption of ASC 820 to the Company's consolidated financial statements.

ASC 820 also describes three levels of inputs that may be used to measure fair value:

Level 1: Observable inputs that reflect unadjusted quoted prices for identical assets or liabilities traded in active markets.

Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3: Inputs that are generally unobservable. These inputs may be used with internally developed methodologies that result in management's best estimate of fair value.

Financial instruments consist principally of cash, accounts receivable, prepaid expenses, accounts payable, accrued liabilities and other current liabilities. The carrying amounts of such financial instruments in the accompanying balance sheets approximate their fair values due to their relatively short-term nature. The fair value of long-term debt is based on current rates at which the Company could borrow funds with similar remaining maturities. The carrying amounts approximate fair value. It is management's opinion that the Company is not exposed to any significant currency or credit risks arising from these financial instruments. See footnote 18 for fair value measurements.

Note 1 - Summary of Business Operations and Significant Accounting Policies (continued)

Foreign Currency and Other Comprehensive Income (Loss)

The functional currency of our foreign subsidiaries is the applicable local currency, the Canadian dollar. The translation from the respective foreign currencies to United States Dollars (U.S. Dollar) is performed for balance sheet accounts using current exchange rates in effect at the balance sheet date and for income statement accounts using a weighted average exchange rate during the period. Gains or losses resulting from such translation are included as a separate component of accumulated other comprehensive income. Gains or losses resulting from foreign currency transactions are included in foreign currency income or loss except for the effect of exchange rates on long-term inter-company transactions considered to be a long-term investment, which are accumulated and credited or charged to other comprehensive income.

Transaction gains and losses are recognized in our results of operations based on the difference between the foreign exchange rates on the transaction date and on the reporting date. We recognized net foreign exchange loss of \$16,583 and gain of \$489 for the three months ended May 31, 2014 and 2013 respectively. The foreign currency exchange gains and losses are included as a component of other (income) expense, net, in the accompanying Consolidated Statements of Operations. For the three months ended May 31, 2014 and 2013 the unrealized loss on foreign currency translation adjustment was \$9,353 and \$19,574 respectively.

The exchange rate adopted for the foreign exchange transactions are the rates of exchange as quoted on OANDA. Translation of amount from Canadian dollars into United States dollars was made at the following exchange rates for the respective periods:

- As of May 31, 2014 - Canadian dollar \$0.9225 to US \$1.00
- For the three months ended May 31, 2014 - Canadian dollar \$0.9048 to US \$1.00

Recent Accounting Pronouncements

In May 2014, the Financial Accounting Standards Board (“FASB”) issued an accounting standard update that amends the accounting guidance on revenue recognition. The amendments in this accounting standard update are intended to provide a more robust framework for addressing revenue issues, improve comparability of revenue recognition practices, and improve disclosure requirements. The amendments in this accounting standard update are effective for interim and annual reporting periods beginning after December 15, 2016. We are currently evaluating the impact of the provisions of the accounting standard update.

In April 2014, the FASB issued ASU 2014-08, “Presentation of Financial Statements and Property, Plant, and Equipment,” (ASU 2014-08). This ASU changes the threshold for reporting discontinued operations and adds new disclosures. The new guidance defines a discontinued operation as a disposal of a component or group of components that is disposed of or is classified as held for sale and “represents a strategic shift that has (or will have) a major effect on our operations and financial results.” For disposals of individually significant components that do not qualify as discontinued operations, we must disclose pre-tax earnings of the disposed component. This guidance is effective for us prospectively for all disposals (or classifications as held for sale) of components of an entity that occur within annual periods beginning on or after December 15, 2014, and interim periods within those years. Early adoption is permitted, but only for disposals (or classifications as held for sale) that have not been reported in financial statements previously issued or available for issuance. We do not expect the adoption of this guidance to have a material impact on our consolidated financial statements.

Note 2 - Going Concern

As reflected in the accompanying consolidated financial statements, the Company had an accumulated deficit of \$87,796,018 and a working capital deficit of \$12,788,944 at May 31, 2014, a net loss for the three months ended May 31, 2014 of \$546,288 and cash used in operations during the three months ended May 31, 2014 of \$811,132. While the Company is attempting to increase sales, the growth has yet to achieve significant levels to fully support its daily operations. These factors raise substantial doubt about the Company's ability to continue as a going concern. Management's plans with regard to this going concern are as follows: The Company will continue to raise funds with third parties by way of a public or private offering. Management and members of the Board are working aggressively to increase the viewership of our products by promoting it across other mediums which will increase value to advertisers and result in higher advertising rates and revenues.

While the Company believes in the viability of its strategy to improve sales volume and in its ability to raise additional funds, there can be no assurances to that effect. The Company's limited financial resources have prevented the Company from aggressively advertising its products and services to achieve consumer recognition. The ability of the Company to continue as a going concern is dependent on the Company's ability to further implement its business plan and generate greater revenues. The consolidated 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 the actions presently being taken to further implement its business plan and generate additional revenues provide the opportunity for the Company to continue as a going concern.

Note 3 – Property and Equipment

During the three months ended May 31, 2014, the Company recorded the purchase of \$1,176 of computer equipment that was placed into service. Additionally, the Company placed into service \$42,149 of computer equipment dedicated to the Nestbuilder website. All computer equipment is subject to depreciation using the straight line method over 3 year period. The Company has recorded \$8,913 and \$-0- of depreciation expense for the three months ended May 31, 2014 and 2013, respectively. The depreciable equipment has a weighted average remaining useful life of 2.2 years. There was no asset impairment recorded for the three months ended May 31, 2014 and 2013.

Note 4 – Website Development Costs and Intangible Assets

The following table sets forth the intangible assets, both acquired and developed, including accumulated amortization:

	Remaining Useful Life	May 31, 2014		
		Cost	Accumulated Amortization	Net Carrying Value
Sales/Marketing agreement	1.8 years	\$ 4,796,178	\$ 2,257,593	\$ 2,538,585
Website development costs	1.7 years	1,873,922	828,091	1,045,831
Website development costs (not placed in service)	3.0 years	80,480	-0-	80,480
Web platform/customer list - ReachFactor acquisition	3.0 years	600,000	-0-	600,000
		<u>\$ 7,350,580</u>	<u>\$ 3,085,684</u>	<u>\$ 4,264,896</u>

During the three months ended May 31, 2014, the Company incurred expenditures of \$23,642 for website development costs placed in service and \$480 which have not yet been placed in service. On May 24, 2014, RealBiz Media Group, Inc. (the "RBIZ") entered into an Asset Sale Agreement with ReachFactor, Inc. ("ReachFactor") and its two principals, Suresh Srinivasan and Arun Srinivasan pursuant to which the Company acquired substantially all of the assets of ReachFactor and the Company assumed certain liabilities of ReachFactor not to exceed \$25,000 in consideration of RBIZ's issuance to ReachFactor of 2,000,000 shares of RBIZ's common stock. The acquisition of the assets is subject to an unwind at the option of Suresh Srinivasan and Arun Srinivasan if on or prior to the date that is six months after the closing of the Asset Sale Agreement, the Company terminates the employment of either of Suresh Srinivasan and/ or Arun Srinivasan (each referred to as an "Executive") without cause or either Executive terminates his employment for Good Reason. In the event of an unwind the assets revert back to ReachFactor and the 2,000,000 shares of stock revert back to RBIZ. The value of the common stock was based on the fair value of the stock at the time of issuance which was \$0.15 per share and RBIZ capitalized \$300,000 as intangible assets to be amortized over a three year period beginning June 1, 2014. RBIZ capitalized an additional \$300,000, related to the acquisition, representing the value of an additional 2,000,000 shares of RBIZ's common stock that were issued on the acquisition date to an escrow account. This amount is considered to be additional purchase price compensation. The transaction represents an asset acquisition that is accounted for as a business combination under ASC 805. These additional shares are to be released to Suresh Srinivasan and Arun Srinivasan, at the rate of 500,000 shares every three months. Intangible assets are amortized on a straight-line basis over their expected useful lives, estimated to be 4 years, except for the website, which is 3 years. Amortization expense related to website development costs and intangible assets was \$440,553 and \$361,403, for three months ended May 31, 2014 and 2013, respectively.

Note 5 – Accounts Payable and Accrued Expenses

As of May 31, 2014, accounts payable and accrued expenses consist of the following:

	May 31, 2014
Trade accounts payable	\$1,500,076
Accrued interest	765,962
Deferred salary	390,209
Accrued expenses - other	340,812
	<u>\$2,997,059</u>

Note 6 – Notes Payable

The following table sets forth the notes payable as of May 31, 2014:

	<u>Principal</u> <u>5/31/14</u>
On September 6, 2011, the Company renegotiated the note, due to default, until February 1, 2013 for \$785,000. Beginning on October 1, 2011, the Company shall make payments of \$50,000 due on the first day of each month. The first \$185,000 in payments shall be in cash and the remaining \$600,000 shall be made in cash or common stock. On February 15, 2012, the noteholder assigned \$225,000 of its \$785,000 outstanding promissory note to a non-related third party investor and the Company issued a new convertible promissory note for the same value.	\$ 510,000
On August 16, 2004, the Company entered into a promissory note with an unrelated third party for \$500,000. The note bears interest at 7% per year and matures in March 2011 payable in quarterly installments of \$25,000.	137,942
In February 2009, the Company restructured note agreements with three existing noteholders. The collective balance at the time of the restructuring was \$250,000 plus accrued interest payable of \$158,000 which was consolidated into three new notes payable totaling \$408,000. The notes bear interest at 10% per year and matured on May 31, 2010, at which time the total amount of principle and accrued interest was due. In connection with the restructure of these notes the Company issued 150,000 detachable 3 year warrants to purchase common stock at an exercise price of \$3.00 per share. The warrant issuance was recorded as a discount and amortized monthly over the terms of the note. On July 30, 2010, the Company issued 535,000 shares of common stock to settle all of these note agreements except for \$25,000.	25,000
In connection with the acquisition of Brands on Demand, a five year lease agreement was entered into by an officer of the Company. Subsequent to terminating the officer, the Company entered into an early termination agreement with the lessor in the amount of \$30,000 secured by a promissory note to be paid in monthly installments of \$2,500, beginning June 1, 2009 and maturing June 1, 2010.	30,000
On December 5, 2011, the Company converted \$252,833 of accounts payable and executed a 8% promissory note to same vendor. Commencing on December 5, 2011 and continuing on the 1st day of each calendar month thereafter, the Company shall pay \$12,000 per month. All payments shall be applied first to payment in full of any costs incurred in the collection of any sum due under this note, including, without limitation, reasonable attorney's fee, then to payment in full of accrued and unpaid interest and finally to the reduction of the outstanding principal balance of the note.	221,130
	<u>924,072</u>
Interest charged to operations relating to the above notes was \$28,114 and \$8,603, respectively for the three months ended May 31, 2014 and 2013. As of May 31, 2014, the Company has not made payments on the above obligations, accrued interest is \$226,787 and the Company is in default of the above notes.	
<i>Notes and advances attributable to consolidated subsidiary</i>	
RealBiz Media Group, Inc., received \$35,000 in proceeds and signed a 19% promissory note with a maturity date of May 15, 2014. The Company is obligated to make twelve equal payments of \$3,225 beginning June 15, 2013.	50
RealBiz Media Group, Inc., received \$50,000 in proceeds from a non-related third party investor in a non-interest bearing advance. It is anticipated that this loan will be converted into either a debt or equity instrument. During the three months ended May 31, 2014, the Company made no payments towards the outstanding principal balance of this note.	50,000
RealBiz Media Group, Inc., incurred consulting fees in the amount of \$120,000 recorded as a non-interest bearing advance from a non-related third party investor. It is anticipated that this loan will be converted into either a debt or equity instrument. As of the date of this audit report its status has remained unchanged. During the three months ended May 31, 2014, the Company made no payments towards the outstanding principal balance of this note.	120,000
	<u>\$ 1,094,122</u>
Interest charged to operations relating to these notes was \$298 and \$-0-, respectively for the three months ended May 31, 2014 and 2013.	

Note 7 – Other Notes Payable

The following table sets forth the other notes payable as of May 31, 2014:

	Principal 5/31/14
<u>Related parties:</u>	
On August 21, 2012, the Company received \$50,000 in proceeds from a related-party investor and issued a bridge loan agreement with no maturity date. In lieu of interest, the Company issued 100,000 two (2) year warrants with an exercise price of \$0.05 per share valued at \$1,500 and charged to operations. The fair value of the warrants was estimated at the date of grant using the Black-Scholes option-pricing model with the following assumptions: risk-free interest rate of 0.29%, dividend yield of -0%, volatility factor of 384.11% and expected life of three months. On July 15, 2014, the Company received \$90,000 from the same related-party investor and converted the remaining balance of \$30,000 into a new convertible promissory note valued at \$120,000. The new note bears interest at 12% per annum until the maturity date of December 15, 2014 of which the annual interest rate is 18% per annum. Until such time of repayment of principal and interest, the holder of the new may convert, in whole or part, into Series A or Series B Preferred stock.	\$ 50,000
On May 31, 2014, an unrelated entity where a Company officer/director is president, executed a note assignment with one of the Company's convertible promissory note holders in the amount of \$30,000. For the three months ended May 31, 2014, the Company made \$28,451 of principal payments.	1,549
On January 23, 2014, the Company received \$75,000 in proceeds from a related-party investor and issued a 6 % promissory note maturing on April 30, 2014. The Company issued 375,000 one (1) year warrants with an exercise price of \$0.03 per share valued at \$5,213 and charged as interest expense to operations. The fair value of the warrants was estimated at the date of grant using the Black-Scholes option-pricing model with the following assumptions: risk-free interest rate of 0.15%, dividend yield of -0%, volatility factor of 354.79% and expected life of one (1) year.	25,000
<u>Non-related parties:</u>	
The Company has an existing promissory note, dated July 23, 2010, with a shareholder in the amount of \$100,000. The note is due and payable on July 23, 2012 and bears interest at a rate of 6% per annum. As consideration for the loan, the Company issued 200 warrants to the holder with a six year life and a fair value of approximately \$33,000 to purchase shares of the Company's common stock, \$0.00001 par value, per share, at an exercise price of \$500 per share. The fair value of the warrants were estimated at the date of grant using the Black-Scholes option-pricing model with the following assumptions: risk-free interest rate of .984%, dividend yield of -0%, volatility factor of 115.05% and an expected life of 1.5 years and has been fully amortized. On September 26, 2012, the noteholder assigned \$30,000 of its principal to a non-related third party investor and the Company issued a convertible promissory note for same value.	70,000
	<u>\$ 146,549</u>
Interest charged to operations relating to these notes was \$4,231 and \$1,890 respectively for the three months ended May 31, 2014 and 2013. As of May 31, 2014, the Company has not made payments on the above obligations, accrued interest as of May 31, 2014 is \$39,151 and the Company is in default of the above notes with the exception of \$50,000.	

Note 8 – Other Advances

Related Party

On April 13, 2011, the Company, as part of a shareholder loan conversion agreement, included \$98,000 of related party advances and issued 1,407,016 shares of common stock and 2,814,032 three (3) year warrants with an exercise price \$0.25 per share. On April 13, 2011, the Company converted \$70,000 of related party advances into a convertible promissory note. The Company incurred no activity during the three months ended May 31, 2014 and the remaining principal balance as of May 31, 2014 totaled \$18,000.

Non Related Party

Prior to the fiscal three months ended February 28, 2011, a non-related party made \$50,000 in payments to a vendor on behalf of the Company. The Company incurred no activity during the three months ended May 31, 2014 and the remaining principal balance as of May 31, 2014 totaled \$50,000.

Note 9 – Shareholder Loans

During the three months ended May 31, 2014, the Company had no advances, made no conversions or payments and the remaining balance as of May 31, 2014 totaled \$379,000.

Note 10 – Convertible Promissory Notes

The Company has convertible promissory notes with interest rates ranging from 6% to 12% per annum, maturity dates ranging from September 30, 2012 to December 1, 2014 and with a range of fixed and variable conversion features. During three months ended May 31, 2014 and 2013, the Company recognized interest expense of \$23,099 and \$149,477, respectively. The table below summarizes the convertible promissory notes as of May 31, 2014.

	5/31/14		
	Non Related Party	Related Party	Total
Principal			
Beginning balance	\$ 7,170,388	\$ 650,000	\$ 7,820,388
Additions:			
Proceeds received from note issuances	25,000		25,000
Assigned	-0-	-0-	-0-
	<u>25,000</u>	<u>-0-</u>	<u>25,000</u>
Subtractions:			
Conversion to common shares	7,000		7,000
Conversion to RealBiz common shares	80,000		80,000
Assigned to related party officer	30,000	-0-	30,000
	<u>117,000</u>	<u>-0-</u>	<u>117,000</u>
Ending balance	<u>\$ 7,078,388</u>	<u>\$ 650,000</u>	<u>\$ 7,728,388</u>
Debt Discount			
Beginning balance	\$ 70,401	\$ -0-	\$ 70,401
Additions:			
Incurred during the year			
Subtractions:			
Amortized during the year	69,394	-0-	69,394
Ending balance	<u>\$ 1,007</u>	<u>\$ -0-</u>	<u>\$ 1,007</u>
Carrying Value			
Total convertible promissory notes	\$ 7,077,381	\$ 650,000	\$ 7,727,381
Less: current portion	7,077,381	650,000	7,727,381
Long term portion	<u>\$ -0-</u>	<u>\$ -0-</u>	<u>\$ -0-</u>
Principal past due	<u>\$ 464,101</u>	<u>\$ -0-</u>	<u>\$ 464,101</u>

During the three months ended May 31, 2014, the Company:

- received \$25,000 in proceeds and issued a new convertible promissory note.
- negotiated an assignment of \$30,000 in principal owed to a note holder to a related party officer/director.
- issued 700,000 shares of common stock upon conversion of \$7,000 of principal held by a note holder.
- converted \$6,335 of outstanding principal based on its original terms and issued 618,000 shares of its common stock.

- executed a conversion of \$80,000 of principal into 1,600,000 shares of RealBiz Media's common stock.

Note 10 – Convertible Promissory Notes (continued)

Convertible debt modification - non related party

On February 24, 2014, the Company entered into a note amendment with a lender affecting several outstanding convertible promissory notes totaling \$6,012,526 in principal that is past due and \$62,377 in accrued interest as of November 30, 2013. The agreement extended the maturity date of all the notes held by the lender to December 1, 2014 and allows the lender the right to extend the maturity date of each of the notes to December 1, 2015, provided that all quarterly interest payment are made by the due dates of January 15th, April 15th, July 15 and October 15th. Additionally, the agreement changed the conversion feature of each note held by the lender from the variable conversion rate based on market price to a fixed conversion rate of \$0.50 per share. As part of the note amendment, the Company's subsidiary, RealBiz Media Group, Inc., issued 12,000,000 one (1) year warrants with an exercise price of \$0.50. During the three months ended May 31, 2014 and 2013, the Company recognized interest expense of \$90,633 and \$-0-, respectively.

On March 31, 2014, the Company entered into a note amendment with a lender affecting several outstanding convertible promissory notes totaling \$517,582 in principal that is currently due and \$24,566 in accrued interest. The agreement extended the maturity date of all the notes held by the lender to July 17, 2015. The Company applied the 10% cash flow test pursuant to Topic ASC 470-50-40-10 to calculate the difference between the present value of the new loan's cash flows and the present value of the old loan's remaining cash flow and concluded that the results didn't exceed the 10% factor, the debt modification is not considered substantially different and did not apply extinguishment accounting, rather accounting for the modification on a prospective basis pursuant to Topic ASC 470-60-55-10. The carrying amount of the convertible promissory notes is not adjusted and the effects of the changes are to be reflected in future periods. During the three months ended May 31, 2014 and 2013, the Company recognized interest expense of \$5,610 and \$-0-, respectively.

Convertible debt modification - related party

On May 14, 2014, the Company entered into a note amendment with a related-party lender affecting several outstanding convertible promissory notes totaling \$650,000 in principal that is past due and \$173,367 in accrued interest. The agreement extended the maturity date of all the notes held by the lender to July 31, 2014. Additionally, until July 31, 2014, the related-party lender shall have the opportunity to exchange the convertible promissory notes, in whole or in part, for Series A or Series B Preferred stock of the Company. The Company applied the 10% cash flow test pursuant to Topic ASC 470-50-40-10 to calculate the difference between the present value of the new loan's cash flows and the present value of the old loan's remaining cash flow and concluded that the results didn't exceed the 10% factor, the debt modification is not considered substantially different and did not apply extinguishment accounting, rather accounting for the modification on a prospective basis pursuant to Topic ASC 470-60-55-10. The carrying amount of the convertible promissory notes is not adjusted and the effects of the changes are to be reflected in future periods. During the three months ended May 31, 2014 and 2013, the Company recognized interest expense of \$20,402 and \$-0-, respectively.

Convertible promissory note attributable to consolidated subsidiary

During the three months ended May 31, 2014, RealBiz Media Group, Inc. incurred no activity and the remaining principal balance is \$280,000 at May 31, 2014.

Note 11 – Stockholders' Deficit

Preferred stock

The aggregate number of shares of preferred stock that the Company is authorized to issue is up to One Hundred Million (100,000,000), with a par value of \$0.0001 per share ("the Preferred Stock") with the exception of Series A Preferred shares having a \$0.01 par value. The Preferred Stock may be divided into and issued in series. The Board of Directors of the Company is authorized to divide the authorized shares of Preferred Stock into one or more series, each of which shall be so designated as to distinguish the shares thereof from the shares of all other series and classes. The Board of Directors of the Company is authorized, within any limitations prescribed by law and the articles of incorporation, to fix and determine the designations, rights, qualifications, preferences, limitations and terms of the shares of any series of Preferred Stock.

Note 11 – Stockholders’ Deficit (continued)

Series A Preferred Stock (continued)

The Company has authorized and designated 3,000,000 shares of Preferred Stock as Series A 10% Cumulative Convertible Preferred Stock, par value \$0.01 per share (the “Series A Preferred Stock”). The holders of record of shares of Series A Preferred Stock shall be entitled to vote on all matters submitted to a vote of the shareholders of the Company and shall be entitled to one hundred (100) votes for each share of Series A Preferred Stock.

Per the terms of the Amended and Restated Certificate of Designations, subject to the availability of authorized and unissued shares of Series A Preferred Stock, the holders of Series A Preferred Stock may, by written notice to the Company, elect to convert all or any part of such holder’s shares of Series A Preferred Stock into common stock at a conversion rate of the lower of (a) \$0.50 per share or (b) at the lowest price the Company has issued stock as part of a financing. Additionally, the holders of Series A Preferred Stock, may by written notice to the Company, convert all or part of such holder’s shares (excluding any shares issued pursuant to conversion of unpaid dividends) into debt obligations of the Company, secured by a security interest in all of the assets of the Company and its’ subsidiaries, at a rate of \$0.50 of debt for each share of Series A Preferred Stock. On July 9, 2013, the Company amended the Certificate of Designations for the Company’s Series A Preferred Stock to allow for conversion into Series C Preferred stock to grant to a holder of the Series A Preferred Stock the option to elect to convert all or any part of such holder’s shares of Series A Preferred Stock into shares of the Company’s Series C Convertible Preferred Stock, par value \$0.00001 per share (“Series C Preferred Stock”), at a conversion rate of five (5) shares of Series A Preferred Stock for every one (1) share of Series C Preferred Stock. Furthermore, the amendment allows for conversion into common stock at the lowest price the Company has issued stock as part of a financing to include all financing such as new debt and equity financing and stock issuances as well as existing debt conversions into stock. On February 28, 2014, the Company’s Preferred Series A shareholders have agreed to authorize a change to the Certificate of Designations of the Series A Preferred Stock in Nevada to lock the conversion price to a fixed price of \$0.01.

In the event of any liquidation, dissolution or winding up of this Company, either voluntary or involuntary (any of the foregoing, a “liquidation”), holders of Series A Preferred Stock shall be entitled to receive, prior and in preference to any distribution of any of the assets of this Company to the holders of the common Stock or any other series of Preferred Stock by reason of their ownership thereof an amount per share equal to \$1.00 for each share (as adjusted for any stock dividends, combinations or splits with respect to such shares) of Series A Preferred Stock held by each such holder, plus the amount of accrued and unpaid dividends thereon (whether or not declared) from the beginning of the dividend period in which the liquidation occurred to the date of liquidation.

During the three months ended May 31, 2014, the Company incurred no activity for Series A Preferred Stock.

Dividends in arrears on the outstanding preferred shares total \$485,053 as of May 31, 2014. The Company had 2,216,014 shares issued and outstanding as of May 31, 2014.

Series B Preferred Stock

The Company has authorized and designated 3,000,000 shares of Preferred Stock as Non-Voting Series B 10% Cumulative Convertible Preferred Stock with a par value of \$0.00001 per share (“the Series B Preferred Stock”). The holders of Series B Preferred Stock may elect to convert all or any part of such holder’s shares into the Company’s common stock at \$5 per share or into shares of RealBiz Media’s common stock at \$0.05 per share.

Upon any liquidation, dissolution or winding-up of the Company, whether voluntary or involuntary (a “liquidation”), the holders shall be entitled to receive out of the assets, whether capital or surplus, of the Company an amount equal to 100% of the stated value, plus any accrued and unpaid dividends thereon and any other fees or liquidated damages owing thereon, for each share of then outstanding Preferred Stock before any distribution or payment shall be made to the holders of any junior securities, and if the assets of the Company shall be insufficient to pay in full such amounts, then the entire assets to be distributed to the holders shall be ratably distributed among the holders in accordance with the respective amounts that would be payable on such shares if all amounts payable thereon were paid in full.

During the three months ended May 31, 2014, the Company:

- converted 2,000 shares of Series B Preferred stock into RealBiz Media Group, Inc., upon investor's request, issuing 200,000 shares of RealBiz Media Group, Inc. common stock with a total value of \$10,000.

Dividends in arrears on the outstanding preferred shares total \$369,488 as of May 31, 2014. The Company had 283,900 shares issued and outstanding as of May 31, 2014.

Note 11 – Stockholders’ Deficit (continued)

Series C Preferred Stock

The Company has authorized and designated 3,000,000 shares of Preferred Stock as Non-Voting Series C 10% Cumulative Convertible Preferred Stock with a par value of \$0.00001 per share (the “Series C Preferred Stock”). The holders of Series C Preferred Stock may elect to convert all or any part of such holder’s shares into the Company’s common stock at \$5 per share or into shares of RealBiz Media’s common stock at \$0.10 per share.

Upon any liquidation, dissolution or winding-up of the Company, whether voluntary or involuntary (a “liquidation”), the holders shall be entitled to receive out of the assets, whether capital or surplus, of the Company an amount equal to 100% of the stated value, plus any accrued and unpaid dividends thereon and any other fees or liquidated damages owing thereon, for each share of then outstanding Preferred Stock before any distribution or payment shall be made to the holders of any junior securities, and if the assets of the Company shall be insufficient to pay in full such amounts, then the entire assets to be distributed to the holders shall be ratably distributed among the holders in accordance with the respective amounts that would be payable on such shares if all amounts payable thereon were paid in full.

During the three months ended May 31, 2014, the Company incurred no activity for Series C Preferred Stock.

Dividends in arrears on the outstanding preferred shares total \$30,907 as of May 31, 2014. The Company had 42,000 shares issued and outstanding as of May 31, 2014.

Series D Preferred Stock

The Company has authorized and designated 3,000,000 shares of Preferred Stock as Non-Voting Series D 10% Cumulative Convertible Preferred Stock with a par value of \$0.00001 per share (the “Series D Preferred Stock”). The holders of Series D Preferred Stock may elect to convert all or any part of such holder’s shares into the Company’s common stock at \$5 per share or into shares of RealBiz Media’s common stock at \$0.15 per share.

Upon any liquidation, dissolution or winding-up of the Company, whether voluntary or involuntary (a “liquidation”), the holders shall be entitled to receive out of the assets, whether capital or surplus, of the Company an amount equal to 100% of the stated value, plus any accrued and unpaid dividends thereon and any other fees or liquidated damages owing thereon, for each share of then outstanding Preferred Stock before any distribution or payment shall be made to the holders of any junior securities, and if the assets of the Company shall be insufficient to pay in full such amounts, then the entire assets to be distributed to the holders shall be ratably distributed among the holders in accordance with the respective amounts that would be payable on such shares if all amounts payable thereon were paid in full.

During the three months ended May 31, 2014, the Company incurred no activity for Series D Preferred Stock.

Dividends in arrears on the outstanding preferred shares total \$871,832 as of May 31, 2014. The Company had 860,520 shares issued and outstanding as of May 31, 2014.

Common Stock

On October 28, 2011, the Board and the holders of a majority of the voting power of our shareholders approved an amendment to our articles of incorporation to increase our authorized shares of common stock from 200,000,000 to 500,000,000. On February 13, 2012, the Board and the holders of a majority of the voting power of our shareholders approved an amendment to our articles of incorporation to increase our authorized shares of common stock from 500,000,000 to 2,500,000,000. The increase in our authorized shares of common stock became effective upon the filing of the amendment(s) to our articles of incorporation with the Secretary of State of the State of Nevada.

On May 2, 2012, the Board consented to (i) effect a 500-to-1 reverse split of the Company’s common stock and (ii) reduce the number of authorized shares from 2,500,000,000 to 5,000,000. Such actions became effective upon the filing of the amendment(s) to our articles of incorporation with the Secretary of State of the State of Nevada. The consolidated financial statements have been retroactively adjusted to reflect this reverse stock split.

On June 26, 2012, the Board and the holders of a majority of the voting power of our shareholders have approved an amendment to our articles of incorporation to increase our authorized shares of common stock from 5,000,000 to 500,000,000.

Note 11 – Stockholders’ Deficit (continued)

Common Stock (continued)

During the three months ended May 31, 2014, the Company:

- issued 749,000 common shares and received cash proceeds of \$57,988.
- issued 1,191,000 common shares upon the exercise of 1,191,000 outstanding warrants and received \$41,280 in proceeds.
- issued 700,000 shares of common stock in a partial conversion of a convertible promissory note valued at \$7,000.

The Company had 20,219,280 shares issued and outstanding as of May 31, 2014.

Common Stock Warrants

At May 31, 2014, there were 8,009,245 warrants outstanding with a weighted average exercise price of \$0.34 and weighted average life of .90 years. During the three months ended May 31, 2014, the Company granted 3,930,336 warrants (all issued with RealBiz Media Group, Inc. stock subscriptions); 1,191,000 were exercised; 767,000 were cancelled; and 2,141,275 expired.

Common Stock Options

At May 31, 2014, there were 4,050 options outstanding with a weighted average exercise price of \$7.25 and weighted average life of 7.35 years. During the three months ended May 31, 2014, no options were granted or exercised.

Compensation expense relating to stock options granted during the three months ended May 31, 2014 and 2013, was \$-0- .

Our subsidiary, RealBiz Media Group, Inc.

During the three months ended May 31, 2014, there was a significant increase in the non-controlling interest due to the following issuances in our subsidiary:

- issued 1,731,668 shares of common stock and 781,278 one (1) year common stock warrants with exercise price between \$0.18 and \$1.25 and received \$320,100 in proceeds.
- issued 630,000 shares of common stock upon exercise of 630,000 common stock warrants and received \$113,400 in proceeds.
- issued 65,900 shares and 8,400 one (1) year common stock warrants with an exercise price of \$1 in exchange for services rendered, consisting of financing and consulting fees incurred in raising capital valued at \$55,143. The value of the common stock was based on the fair value of the stock at the time of issuance. The value of the warrants was estimated at date of grant using Black Scholes option pricing model with the following assumptions: risk free interest rate 0.13%, dividend yield of -0%, volatility factor of 326.14% and expected life of one (1) year.
- issued 200,000 shares of common stock upon conversion of Next 1 Interactive, Inc. Series B Preferred stock valued at \$10,000.
- issued 1,600,000 shares of common stock upon conversion of Next 1 Interactive, Inc. convertible promissory notes valued at \$80,000.
- issued 2,000,000 shares of common stock as part of employment agreements in place with executives valued at \$300,000. The value of the common stock was based on the fair value of the stock at the time of issuance.
- issued 2,000,000 shares of common stock upon execution of an Asset Sale Agreement with ReachFactor, Inc. pursuant to which the Company acquired substantially all of the assets of ReachFactor and the Company assumed certain liabilities of ReachFactor not to exceed \$25,000. The value of the common stock was based on the fair value of the stock at the time of issuance.

Note 11 – Stockholders’ Deficit (continued)

Our subsidiary, RealBiz Media Group, Inc. (continued)

- On May 5, 2014, the Company's board of directors authorized a special warrant exercise pricing available to warrant holders of record as of May 5, 2014. The Board agreed to reduce the pricing on the warrants to \$0.18 from their current level of \$1.00 to \$1.25 for the month of May 2014 only. The Company evaluated the incremental value of the modified warrants, as compared to the original warrant value, concluding that modification expense incurred was immaterial and the modification expense not recorded.

Note 12 - Commitments and Contingencies

The Company leases approximately 6,500 square feet of office space in Weston, Florida pursuant to a lease agreement, with Bedner Farms, Inc. of the building located at 2690 Weston Road, Weston, Florida 33331. In accordance with the terms of the lease agreement, the Company is renting the commercial office space, for a term of five years commencing January 1, 2011 through December 31, 2015. The rent for the three months ended May 31, 2014 and 2013 was \$34,618 and \$33,646, respectively. In September of 2011, the Company sublet a portion of its office space offsetting our rent expense by \$1,500 per month. In November 2012, the Company entered into another agreement to sublet a portion of its office space offsetting our rent expense by an additional \$2,500 per month, this tenant will pay \$2,750 as of January 2014. In January 2014, the total monthly rent sublet offset is \$4,250.

Our future minimum rental payments through February 28, 2015 is \$108,504 consisting of rent expenditure of \$135,281 offset by our tenant contribution of \$32,750. Our future minimum rental payments through February 28, 2016 is \$146,637 consisting of rent expenditure of \$163,637 offset by our tenant contribution of \$18,000.

The following schedule represents obligations under written commitments on the part of the Company that are not included in liabilities:

	<u>Current</u>	<u>Long Term</u>		
	<u>FY2015</u>	<u>FY2016</u>	<u>FY 2017 and beyond</u>	<u>Totals</u>
Consulting	\$ 3,750	\$ -0-	\$ -0-	\$ 3,750
Leases	110,505	148,638	-0-	259,142
Other	159,100	219,720	439,440	818,260
Totals	<u>\$ 273,355</u>	<u>\$ 368,358</u>	<u>\$ 439,440</u>	<u>\$ 1,081,152</u>

Legal Matters

The Company is otherwise involved, from time to time, in litigation, other legal claims and proceedings involving matters associated with or incidental to our business, including, among other things, matters involving breach of contract claims, intellectual property and other related claims employment issues, and vendor matters. The Company believes that the resolution of currently pending matters will not individually or in the aggregate have a material adverse effect on our financial condition or results of operations. However, assessment of the current litigation or other legal claims could change in light of the discovery of facts not presently known to the Company or by judges, juries or other finders of fact, which are not in accord with management’s evaluation of the possible liability or outcome of such litigation or claims.

There is currently a case pending whereby the Company’s Chief Executive Officer (the “Defendant”) is being sued for allegedly breaching a contract, which he signed in his role as CEO of Extraordinary Vacations Group, Inc. (“Extraordinary Vacations”). The case is being strongly contested. The Defendant filed a motion to dismiss plaintiff’s amended complaint with prejudice and such motion has been argued before the judge in the case. The Company is currently awaiting the judge’s ruling at this time.

The Company is a defendant in a lawsuit filed by Twelfth Child Entertainment in the Circuit Court for Palm Beach, Florida alleging that Next 1 owes 11,000 shares of Series D Preferred stock for a License Agreement. The case is being strongly contested and is in arbitration.

The Company is a defendant in a lawsuit filed by Lewis Global Partners in the Circuit Court for Broward County, Florida alleging that Next 1 owes 2,700 shares of Series B Preferred stock for a Consulting Agreement. The case is being strongly contested and is being sent to arbitration.

Note 13 – Segment Reporting

Accounting Standards Codification 280-16 “Segment Reporting”, established standards for reporting information about operating segments in annual consolidated financial statements and required selected information about operating segments in interim financial reports issued to stockholders. It also established standards for related disclosures about products, services, and geographic areas. Operating segments are defined as components of the enterprise about which separate financial information is available that is evaluated regularly by the chief operating decision maker, or decision-making group, in deciding how to allocate resources and in assessing performance.

The Company has two reportable operating segments: Media and Travel. The accounting policies of each segment are the same as those described in the summary of significant accounting policies. Each segment has its own product manager but the overall operations are managed and evaluated by the Company’s chief operating decision makers for the purpose of allocating the Company’s resources. The Company also has a corporate headquarters function, which does not meet the criteria of a reportable operating segment. Interest expense and corporate expenses are not allocated to the operating segments.

The tables below present information about reportable segments for the six months ended May 31, 2014 and 2013:

	<u>2014</u>	<u>2013</u>
Revenues:		
Media	\$ 254,805	\$ 320,508
Travel	90,152	174,933
Segment revenues	<u>\$ 344,957</u>	<u>\$ 495,441</u>
Operating expense:		
Media	\$ 1,356,673	\$ 1,100,035
Travel	479,895	600,439
Segment expense	<u>\$ 1,836,568</u>	<u>\$ 1,700,474</u>
Net income (loss):		
Media	\$ (1,101,867)	\$ (799,526)
Travel	(389,743)	(425,506)
Segment net loss	<u>\$ (1,491,610)</u>	<u>\$ (1,205,032)</u>

The Company did not generate any revenue outside the United States for the three months ended May 31, 2014 and 2013 and did not have any assets located outside the United States.

Note 14 – Fair Value Measurements

The Company has adopted new guidance under ASC Topic 820, effective January 1, 2009. New authoritative accounting guidance (ASC Topic 820-10-15) under ASC Topic 820, Fair Value Measurements and Disclosures, delayed the effective date of ASC Topic 820-10 for all nonfinancial assets and nonfinancial liabilities, except those that are recognized or disclosed at fair value in the financial statements on a recurring basis, until 2009.

ASC Topic 820 establishes a fair value hierarchy, giving the highest priority to quoted prices in active markets and the lowest priority to unobservable data and requires disclosures for assets and liabilities measured at fair value based on their level in the hierarchy. Further new authoritative accounting guidance (ASU No. 2009-05) under ASC Topic 820, provides clarification that in circumstances in which a quoted price in an active market for the identical liabilities is not available, a reporting entity is required to measure fair value using one or more of the techniques provided for in this update.

The standard describes a fair value hierarchy based on three levels of inputs, of which the first two are considered observable and the last unobservable, that may be used to measure fair value, which are the following:

- Level 1 - Quoted prices in active markets for identical assets or liabilities.
- Level 2 - Inputs other than Level 1 that are observable, either directly or indirectly, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.
- Level 3 - Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

Note 14 – Fair Value Measurements (continued)

Our assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment, and considers factors specific to the asset or liability.

The Company analyzes all financial instruments with features of both liabilities and equity under ASC 480, “Distinguishing Liabilities from Equity” and ASC 815, “Derivatives and Hedging”. Derivative liabilities are adjusted to reflect fair value at each period end, with any increase or decrease in the fair value being recorded in results of operations as adjustments to fair value of derivatives. The effects of interactions between embedded derivatives are calculated and accounted for in arriving at the overall fair value of the financial instruments. In addition, the fair values of freestanding derivative instruments such as warrant and option derivatives are valued using the Black-Scholes model.

The Company uses Level 3 inputs for its valuation methodology for the warrant derivative liabilities and embedded conversion option liabilities as their fair values were determined by using the Black-Scholes option-pricing model based on various assumptions. The Company’s derivative liabilities are adjusted to reflect fair value at each period end, with any increase or decrease in the fair value being recorded in results of operations as adjustments to fair value of derivatives.

The following table sets forth the liabilities as of May 31, 2014, which are recorded on the balance sheet at fair value on a recurring basis by level within the fair value hierarchy.

As required, they are classified based on the lowest level of input that is significant to the fair value measurement:

Description	May 31, 2014	Fair Value Measurements at Reporting Date Using		
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Convertible promissory note with embedded conversion option	\$ 239,816	\$ -0-	\$ -0-	\$ 239,816
Total	\$ 239,816	\$ -0-	\$ -0-	\$ 239,816

The following table sets forth a summary of changes in fair value of our derivative liabilities for the three months ended May 31, 2014:

	5/31/14
Beginning balance	\$ 1,355,613
Fair value of embedded conversion feature of:	
Preferred Series securities at issue date	-0-
Convertible promissory notes as issue date	-0-
Change in fair value of embedded conversion feature of:	
Preferred Series securities included in earnings	-0-
Convertible promissory notes included in earnings	(1,115,797)
Ending balance	\$ 239,816

Note 15 – Subsequent Events

The Company has evaluated subsequent events occurring after the balance sheet date and has identified the following:

Next 1 Interactive, Inc.

During June and July of 2014, the Company:

- received \$350,000 in proceeds and issued a convertible promissory note to a related-party lender with an annual interest rate of 12.0% with a maturity date of October 31, 2014. The holder of the note shall have the opportunity to exchange this note, in whole or in part, for Next 1 Series A Preferred Stock, Next 1 Series B Convertible Preferred Stock or a newly created RealBiz Series B Preferred stock.
- entered into a note amendment with a related-party lender affecting several outstanding convertible promissory notes totaling \$675,000 in principal extending the maturity date of all the notes held by the lender to October 31, 2014. Additionally extending the expiration date of 450,000 common stock warrants held by the same related-party lender to October 31, 2014.
- received \$6,000 in proceeds upon the exercise of 200,000 common stock warrants and issued 200,000 shares of common stock.

RealBiz Media Group, Inc.

During June and July of 2014, the Company:

- received \$235,968 in proceeds and issued 1,038,712 shares of common stock, issued 27,778 one (1) year warrants with an exercise price of \$0.18 and issued 55,556 one (1) year Next 1 Interactive, Inc. warrants with an exercise price of \$0.05.
- received \$344,720 in proceeds and issued 1,470,667 shares of common stock upon the exercise of 1,470,667 common stock warrants.

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

Forward Looking Statements

The following discussion should be read in conjunction with the attached consolidated unaudited financial statements and notes thereto, and our consolidated audited financial statements and related notes for our fiscal year ended February 28, 2014 found in our Annual Report on Form 10-K. In addition to historical information, the following discussion contains forward-looking statements that involve risks, uncertainties and assumptions. Where possible, we have tried to identify these forward looking statements by using words such as “anticipate,” “believe,” “intends,” or similar expressions. Our actual results could differ materially from those anticipated by the forward-looking statements due to important factors and risks including, but not limited to, those set forth in this Quarterly Report on Form 10-Q and our Annual Report on Form 10-K.

This Report contains statements that we believe are, or may be considered to be, “forward-looking statements”. All statements other than statements of historical fact included in this Report regarding the prospects of our industry or our prospects, plans, financial position or business strategy, may constitute forward-looking statements. In addition, forward-looking statements generally can be identified by the use of forward-looking words such as “may,” “will,” “expect,” “intend,” “estimate,” “foresee,” “project,” “anticipate,” “believe,” “plans,” “forecasts,” “continue” or “could” or the negatives of these terms or variations of them or similar terms. Furthermore, such forward-looking statements may be included in various filings that we make with the SEC or press releases or oral statements made by or with the approval of one of our authorized executive officers. Although we believe that the expectations reflected in these forward-looking statements are reasonable, we cannot assure you that these expectations will prove to be correct. These forward-looking statements are subject to certain known and unknown risks and uncertainties, as well as assumptions that could cause actual results to differ materially from those reflected in these forward-looking statements. Readers are cautioned not to place undue reliance on any forward-looking statements contained herein, which reflect management’s opinions only as of the date hereof. Except as required by law, we undertake no obligation to revise or publicly release the results of any revision to any forward-looking statements. You are advised, however, to consult any additional disclosures we make in our reports to the SEC. All subsequent written and oral forward-looking statements attributable to us or persons acting on our behalf are expressly qualified in their entirety by the cautionary statements contained in this Report.

Critical Accounting Policies and Estimates

The discussion and analysis of the Company’s financial condition and results of operations are based upon its consolidated unaudited financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America. The preparation of these unaudited financial statements requires management to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent liabilities. On an on-going basis, management evaluates past judgments and estimates, including those related to bad debts, accrued liabilities, convertible promissory notes and contingencies. Management bases its estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions. The accounting policies and related risks described in the Company’s annual report on Form 10-K as filed with the Securities and Exchange Commission on June 13, 2014 are those that depend most heavily on these judgments and estimates. As of May 31, 2014, there had been no material changes to any of the critical accounting policies contained therein.

Overview

Next 1 Interactive, Inc. (“Next 1” or the “Company”) is a media based company focusing directly on the travel segment and indirectly through our 58% ownership interest in RealBiz Media Group, Inc. a publicly traded real estate media company (“RealBiz”), on the real estate segment. The Company’s and RealBiz’s mission has been to both create and acquire travel and real estate video content that can be delivered on any screen (Television, web and mobile), all with interactive advertising and transactional shopping components that engage and enable viewers to request information, make purchases and get an in-depth look at products and services all through their device of choice.

Next 1 is a multi-faceted interactive media company whose key focus is around what we believe to be two of the most universal, yet powerful consumer-passion categories - real estate and travel. We are engaged in the business of providing digital media and marketing services for the travel industry and, indirectly through RealBiz, for the real estate industry. We plan to deliver targeted content via digital platforms including satellite, cable, broadcast, Broadband, Web, Print and Mobile. We currently generate revenue from commissions from (i) traditional sales of our travel products as well as advertising revenue from preferred suppliers and sponsors and referral fees; (ii) travel media services which include video monthly sponsorship packages, pre-roll advertising, commissions and referral fees; and (iii) revenue derived from the real estate operations of RealBiz. We have three divisions: (x) our Maupintour Extraordinary Vacations, which is one of the oldest luxury tour operator in the United States; (y) NextTrip.com/Voyage.tv a video and media website with thousands of hours of travel footage(z) TripProfessionals.com, a trip professional membership program which is an at home agency program allowing the consumer to customize and book travel while earning commission. In addition, RealBiz generates revenue from advertising revenues, real estate broker commissions and referral fees. RealBiz also has four divisions: (i) its fully licensed real estate division (formerly known as Webdigs, Inc.); (ii) Nestbuilder.com /Nestbuilder Agent its consumer and agent websites with over 1.6 million video listings and agent marketing platforms (iii) its Real Estate Virtual Tour, MicroVideo App and Media group and (iv) ReachFactor – its agent social media marketing division. The cornerstone of all four divisions is the proprietary technology which allows for an automated conversion of data (text and pictures of home listings) to a video with voice and music. At present the Company operates travel companies and travel media services, RealBiz Media Group Inc., operates the Home Tour Network. The Home Tour Network owns technology that allows it to create video from real estate agents home listings which can be featured on hundreds of relevant real estate related websites, You Tube and VOD Television Networks in 2 cities on the Cox Communications Network and Comcast Cable Network

We currently focus our travel segment on the following travel operations and travel media services.

1. Maupintour Extraordinary Vacations

Maupintour Extraordinary Vacations (“Maupintour”) is the oldest tour operator in North America having a history of over 65 years of creating and booking tours and activity-focused trips, from private tours of the Vatican to bicycling in the Alps to wine tasting in Italy. Maupintour books these trips and serves thousands of travel agents around the world. The Company has an active alumni that desires luxury vacations that includes private sightseeing, fine dining and 4 and 5 star accommodations. The Company previously ran group tours ranging from 10 to 25; however it has moved its model to customization of high end tours for families, small groups and individuals. The Company’s most popular destinations are Egypt, Israel, Europe, Africa, Asia and Peru. The Company’s peak season for this division is from February to July. Maupintour’s website is www.Maupintour.com.

2. NextTrip.com

NextTrip.com is being repositioned as an all-purpose travel site that includes 24/7 customer support, relevant social networking, and travel business showcases, with a primary emphasis on Video to targeted web users and a secondary promotion to TV viewers via VOD promotion. The site is scheduled for launch in the 2nd quarter of this fiscal year and will provide users with a diverse video experience that entertains, informs, and offers utility and savings. The travel information website offers users, free of charge, hundreds of destination videos and promotes worldwide vacation destinations. NextTrip.com plans to generate revenues through advertising, travel commission, referral fees, and its affiliate program. The travel fulfillment and services for the site are handled by Mark Travel. Mark Travel is the largest wholesaler of travel products in the United States. NextTrip.com, in conjunction with its Connex1 program and key media partners (including RealBiz Media, M80, WAYN and Fareportal) will look to serve relevant videos to travelers via four key elements: (i) television ads (ii) travel video on demand for web and TV (iii) broadband telecast (with the web player surrounded by interactive banner ads and/or discount travel coupons) and (iv) wireless access to the network on smart phones/devices. The Company is continuing to build out a targeted travel video with interactive advertising and transactional shopping components that engage and enable viewers to request information, make reservations and get an in-depth look at products and services all through their device of choice. The Company believes this approach will allow for multiple revenue streams and integrated media platforms that deliver measurable return on investment to its advertisers, sponsors and business partners.

Additionally, “on demand” travel solution allows users to access travel content via digital platforms including Web, Cable, Broadband and mobile. This delivery of travel information, services and entertainment to consumers will help the Company to capture multiple revenue streams including transactional commissions, referral fees, advertising and sponsorship. NextTrip.com was originally launched in July of 2008 as Nexttrip.com. Media and travel booking solutions are being restructured with fulfillment of Travel bookings being handled by Mark Travel. The Company is targeting completion of new booking engines and video content by July 2014. The website is www.NextTrip.com.

3. Trip Professionals.com

The Company operates a Trip Professional Membership Program. The program allows members to join for a \$199 annual fee and earn

80% of the commissions on travel products purchased through the member. At present the Company is working on a new booking engine whereby members can access wholesale pricing and set commissions and is currently being redesigned to allow its members access to vacations at wholesale pricing, view destination video and adjust commissions within acceptable limits.

RealBiz Media is a publicly traded real estate media company that is engaged in the business of providing digital media and marketing services for the real estate industry. RealBiz Media currently generates revenue from advertising revenues and through real estate agent and broker service fees. RealBiz has positioned itself in the following three areas summarized here and explained in more detail below:

1. Real Estate "Turn Key" social media and marketing services – RealBiz Media earns fees from creating agent personalized websites as well as offering ongoing services for marketing the agent through both our and other social media platforms like Facebook. Services include site design, site optimization, ad placements, key words, SEO strategies that cause awareness and lead generation for the agent. We charge between \$100 and \$10,000 per month dependent upon the level of marketing.
2. Website and Mobile Applications – RealBiz Media is developing a real estate web portal. This site is expected to be unique to the world of real estate search sites on multiple levels, from a consumer perspective the user experience is being designed to be completely visual and video centric, secondly, the site will provide local neighborhood information and allow for social interaction between home seekers and current residents who can provide an unbiased view of the selected neighborhood, and the content on the site will focus on the entire home ownership lifecycle from purchase through maintenance to home sale therefore giving the site a much deeper and more loyal audience over time.
3. Agent to Agent Interaction-From an industry perspective we believe the site will be revolutionary because it includes an agent only platform that is being designed to allow for agent to agent interaction, and "App Store" for relevant video content, community events, discount coupons, industry news and agent share programs. This site will completely empower the agent with content and assets that they can use to pursue prospects and generate leads at a fraction of the cost they're currently paying. This agent only site will interact with our Microvideo App (MVA) platform. The MVA was developed and implemented to allow agents to access specific video based product strategies that are designed specifically to increase the SEO rank and traffic credit to real estate franchise systems and/or their brokers. This solution gives those franchises and brokers a much needed tool to lower their cost of prospect acquisition.

Sufficiency of Cash Flows

Because current cash balances and our projected cash generated from operations are not sufficient to meet our cash needs for working capital and capital expenditures, management intends to seek additional equity or obtain additional credit facilities. However, there can be no assurance that we will be able to issue additional capital upon terms acceptable to us. The sale of additional equity could result in additional dilution to the our shareholders. A portion of our cash may be used to acquire or invest in complementary businesses or products or to obtain the right to use complementary technologies. From time to time, in the ordinary course of business, we evaluate potential acquisitions of such businesses, products or technologies.

RESULTS OF OPERATIONS

For the Three Months Ended May 31, 2014 Compared to the Three Months Ended May 31, 2013

Revenues

Our total revenues decreased 30% to \$344,957 for the three months ended May 31, 2014, compared to \$495,441 for the three months ended May 31, 2013, a decrease of \$150,484. This is due to a decrease in the marketing and sales efforts of the travel division and the shifting of paying customers in the virtual tour business to a free trial of new technology products being released by our subsidiary, RealBiz, real estate division.

Revenues from the travel segment decreased 48% to \$90,156 for the three months ended May 31, 2014, compared to \$174,933 for the three months ended May 31, 2013, a decrease of \$84,777. Travel revenue is generated from luxury tour operations which provide escorted and independent tours worldwide to upscale travelers.

Revenues from real estate media decreased 21% to \$254,801 for the three months ended May 31, 2014, compared to \$320,508 for the three months ended May 31, 2013, a decrease of \$65,707. The decrease was a result of efforts of our subsidiary, RealBiz Media Group, Inc., whereby we lost several single agent accounts and smaller brokers shifting from the legacy virtual tour business as the Company is now focused on the roll out of its new technology products and is offering agents a free trial period before charging fees for the use of these new products.

Cost of Revenue

Cost of revenues decreased 61% to \$61,623 for three months ended May 31, 2014, compared to \$158,914 for the three months ended May 31, 2013, a decrease of \$97,291. The decrease was directly associated with the marketing and sales efforts of the travel and the real estate division of our subsidiary RealBiz.

Operating Expenses

Our operating expenses include salaries and benefits, selling and promotion, general and administrative expenses increased 4% to \$1,864,220 for the three months ended May 31, 2014, compared to \$1,797,674 for the three months ended May 31, 2013, an increase of \$66,546. This increase was substantially due to an increase in website maintenance costs of our RealBiz product Nestbuilder of \$164,252 and to a lesser extent an increase in finance and consulting fees from raising capital of \$122,887, dues and subscriptions of \$100,392, legal and professional fees of \$61,344, selling and promotion of \$50,280 and technology and internet of \$24,047, partially offset by a reduction in investor relations of \$369,514 and to a lesser extent a reduction of salaries and benefits of \$151,509.

Other Expenses

Interest expense increased 43% to \$241,535 for three months ended May 31, 2014, compared to \$169,450 for three months ended May 31, 2013, an increase of \$72,085 due primarily to amortization of debt discount on convertible promissory notes. Loss on settlement of debt decreased 100% to \$-0- for the three months ended May 31, 2014, compared to \$22,797 for the three months ended May 31, 2013, a decrease of \$22,797 primarily due to the lack of settlement of debt during our first fiscal quarter. Gain on legal settlement decreased 100% to \$-0- for the three months ended May 31, 2014, compared to \$57,500 for the three months ended May 31, 2013, a decrease of \$57,500 due primarily to the lack of forgiveness of amounts due to accounts payable vendors. Gain on the change in fair value of derivatives increased 472% to \$1,115,797 for the three months ended May 31, 2014, compared to a gain of \$195,133 for the three months ended May 31, 2013, an increase of \$920,664 primarily due to the increase in share price to \$0.085 at May 31, 2014 compared to \$0.02 at May 31, 2013 used in the Black-Scholes calculation of the value of the derivative liabilities of the convertible promissory notes. Other income/expense increased to \$160,336 of other income, compared to other expense of \$240 for the three months ended May 31, 2013, an increase of \$160,576, primarily due to a net grant received from a grant program in Canada to encourage research and development.

Net Loss

We had a net loss of \$546,288 for the three months ended May 31, 2014, compared to net loss of \$1,401,001 for the three months ended May 31, 2013, a decrease of \$854,713.

The decrease in loss from 2013 to 2014 was primarily due to an increase of \$920,644 in the gain in the change in the fair value of derivatives, an increase of other income of \$160,576, a decrease in the loss of settlement of debt of \$22,797; offset by an increase in interest expense of \$72,085 and a decrease in gain on legal settlement of \$57,500. Included in the net loss for the three months ended May 31, 2014, is \$376,637 of net loss attributable to the noncontrolling interest in subsidiary.

Contractual Obligations

The following schedule represents obligations under written commitments on the part of the Company that are not included in liabilities:

	<u>Current</u>	<u>Long Term</u>		
	<u>FY2015</u>	<u>FY2016</u>	<u>FY 2017 and beyond</u>	<u>Totals</u>
Consulting	\$ 3,750	\$ -0-	\$ -0-	\$ 3,750
Leases	110,505	148,638	-0-	259,143
Other	159,100	219,720	439,440	818,260
Totals	<u>\$ 273,355</u>	<u>\$ 368,358</u>	<u>\$ 439,440</u>	<u>\$ 1,081,153</u>

Liquidity and Capital Resources

At May 31, 2014, we had \$59,110 cash on-hand, a decrease of \$58,708 from \$117,818 at the start of fiscal 2014. The decrease in cash was attributable to a decline in funds raised for subscription agreements.

Net cash used in operating activities was \$811,132 for the three months ended May 31, 2014, a decrease of \$457,185 from \$1,268,317 used during the three months ended May 31, 2013. This decrease was primarily due to an increase in the gain on change in fair value of derivatives, stock based compensation and the non-controlling interest in loss of consolidated subsidiaries; offset by increases in amortization of intangibles and debt discount.

Net cash used in investing activities increased to \$25,298 for the three months ended May 31, 2014, compared to \$19,097 for the three months ended May 31, 2013, an increase of \$6,201 primarily due to incurring website development costs and to a lesser extent the purchase of computer equipment.

Net cash provided by financing activities decreased by \$625,964 to \$768,369, for the three months ended May 31, 2014, compared to \$1,394,333 for the three months ended May 31, 2013. This decrease was primarily due to the net decrease of proceeds of the issuance of shares of preferred stock, common stock and the exercise of warrants in the amount of \$682,352, and an increase in payments to shareholder loans and other notes payable in the amount of \$18,612; offset by an increase in proceeds received from promissory notes in the amount of \$75,000.

The growth and development of our business will require a significant amount of additional working capital. We currently have limited financial resources and based on our current operating plan, we will need to raise additional capital in order to continue as a going concern. However, there can be no assurance that we will be able to raise additional capital upon terms that are acceptable to us. We currently do not have adequate cash to meet our short or long-term objectives. In the event additional capital is raised, it may have a dilutive effect on our existing stockholders.

We are a media company focusing on travel and real estate by utilizing multiple media platforms including the Internet, radio and television. As a company that has recently changed our business model and emerged from the development phase with a limited operating history, we are subject to all the substantial risks inherent in the development of a new business enterprise within an extremely competitive industry. We cannot assure you that the business will continue as a going concern or ever achieve profitability. Due to the absence of an operating history under the new business model and the emerging nature of the markets in which we compete, we anticipate operating losses until we can successfully implement our business strategy, which includes all associated revenue streams.

We will need to raise substantial additional capital to support the on-going operation and increased market penetration of our Video on Demand real estate and travel business including the development of national sales representation for national and global advertising and sponsorships, increases in operating costs resulting from additional staff and office space until such time as we generate revenues sufficient to support the business. We believe that in the aggregate, we will need approximately \$750,000 to \$1.5 million to repay debt obligations, provide capital expenditures for additional equipment and satisfy payment obligations, office space and systems required to manage the business, and cover other operating costs until our planned revenue streams from advertising, sponsorships, e-commerce, travel and real estate are fully-implemented and begin to offset our operating costs. There can be no assurances that we will be successful in raising the required capital to complete this portion of our business plan.

Since our inception, we have funded our operations with the proceeds from the private equity financings. We have issued these shares without registration under the Securities Act of 1933, as amended, afforded the Company under Section 4(a)(2) and Regulation D promulgated thereunder because the issuance did not involve a public offering of securities. The shares were sold solely to “accredited investors” as that term is defined in the Securities Act of 1933, as amended, and pursuant to the exemptions from the registration requirements of the Securities Act under Section 4(a)(2) and Regulation D thereunder. Currently, revenues provide less than 20% of the our cash requirements. The remaining cash need is derived from raising additional capital. The current monthly cash burn rate is approximately \$400,000, with the expectation of profitability by the third quarter of fiscal 2015.

Our multi-platform media revenue model is new and evolving, and we cannot be certain that it will be successful. The potential profitability of this business model is unproven and there can be no assurance that we can achieve profitable operations. Our ability to generate revenues depends, among other things, on our ability to operate our television network and create enough viewership to provide advertisers, sponsors, travelers and homebuyers value. Accordingly, we cannot assure you that our business model will be successful or that we can sustain revenue growth, or achieve or sustain profitability.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

Market Risk

This represents the risk of loss that may result from the potential change in value of a financial instrument because of fluctuations in interest rates and market prices. We do not currently have any trading derivatives nor do we expect to have any in the future. We have established policies and internal processes related to the management of market risks, which we use in the normal course of our business operations.

Item 4. Controls and Procedures.

(a) Evaluation of Disclosure Controls and Procedures

Our Principal Executive Officer and Principal Accounting Officer are responsible for establishing and maintaining adequate internal control over financial reporting (as defined in Rule 13a-15(f) under the Exchange Act). Our internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with accounting principles generally accepted in the United States.

Our Principal Executive Officer and Principal Accounting Officer evaluated the effectiveness of our disclosure controls and procedures as of May 31, 2014. Based on that evaluation, our Principal Executive Officer and Principal Accounting Officer have determined that our disclosure controls and procedures were not effective at the reasonable assurance level due to the lack of an independent audit committee or audit committee financial expert which represents a material weakness as reported in the Company’s Annual Report on Form 10-K, filed with the SEC on June 13, 2014. Due to liquidity issues, we have not been able to immediately take any action to remediate this material weakness. However, when conditions allow, we intend to expand our board of directors and establish an independent audit committee consisting of a minimum of three individuals with industry experience including a qualified financial expert. Notwithstanding the assessment that our disclosure controls and procedures were not effective and that there was a material weakness as identified herein, we believe that our consolidated financial statements contained herein fairly present our financial position, results of operations and cash flows for the periods covered thereby in all material respects.

(b) Changes in Internal Control over Financial Reporting.

During the three months ended May 31, 2014, there have been no changes in our internal control over financial reporting (as defined in Rule 13a-15(f) of the Act) that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II – OTHER INFORMATION

Item 1. Legal Proceedings.

There have been no material changes from the legal matters reported in our Annual Report on Form 10-K for the year ended February 28, 2014, as filed with the SEC on June 13, 2014.

Item 1A. Risk Factors.

There have been no changes that constitute material changes from the risk factors previously disclosed in our Annual Report on Form 10-K for the year ended February 28, 2014, as filed with the SEC on June 13, 2014.

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

During the three months ended May 31, 2014, the Company:

- issued 749,000 common shares and received proceeds of \$57,988.
- issued 1,191,000 common shares upon the exercise of 1,191,000 outstanding warrants and received \$41,280 in proceeds.
- issued 700,000 shares of common stock in a partial conversion of a convertible promissory note valued at \$7,000. The issuance was exempt from registration under Section 3(s)(9) of the Securities Act of 1933.
- received \$25,000 in proceeds and issued a new convertible promissory note.

Unless otherwise stated, the sales of the above securities were deemed to be exempt from registration under the Securities Act of 1933 in reliance upon Section 4(a)(2) of the Securities Act of 1933 as transactions by an issuer not involving any public offering. The recipients of the securities in each of these transactions represented their intentions to acquire the securities for investment only and not with a view to or for sale in connection with any distribution thereof, and appropriate legends were placed upon the stock certificates issued in these transactions.

Item 3. Defaults upon Senior Securities.

There were no defaults upon senior securities during the period ended May 31, 2014.

Item 4. Mine Safety Disclosures

Not applicable

Item 5. Other Information.

There is no other information required to be disclosed under this item, which was not previously disclosed.

Item 6. Exhibits.

Exhibit No.	Description
31.1	Certification of the Principal Executive Officer of Next 1 Interactive, Inc., pursuant to Rule 13a-14(a)/15d-14(a) of the Securities Exchange Act of 1934, as amended.
31.2	Certification of the Principal Accounting Officer of Next 1 Interactive, Inc., pursuant to Rule 13a-14(a)/15d-14(a) of the Securities Exchange Act of 1934, as amended.
32.1	Certification of the Principal Executive Officer of Next 1 Interactive, Inc., pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2	Certification of the Principal Accounting Officer of Next 1 Interactive, Inc., pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

NEXT 1 INTERACTIVE, INC.

Date: July 21, 2014

/s/ William Kerby

William Kerby
Chief Executive Officer
(Principal Executive Officer)

Date: July 21, 2014

/s/ Adam Friedman

Adam Friedman
Chief Financial Officer
(Principal Accounting Officer)

**CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, William Kerby, certify that:

1. I have reviewed this Form 10-Q of Next 1 Interactive, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods present in this report;
4. Along with the Principal Accounting Officer, I am responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involved management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: July 21, 2014

By: /s/ William Kerby
William Kerby
Principal Executive Officer
Next 1 Interactive, Inc.

**CERTIFICATION OF PRINCIPAL ACCOUNTING OFFICER PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Adam Friedman, certify that:

1. I have reviewed this Form 10-Q of Next 1 Interactive, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods present in this report;
4. Along with the Principal Executive Officer, I am responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13-a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financing reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involved management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: July 21, 2014

By: //s/ Adam Friedman
Adam Friedman
Principal Accounting Officer
Next 1 Interactive, Inc.

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

In connection with this Quarterly Report of Next 1 Interactive, Inc. (the "Company"), on Form 10-Q for the period ended May 31, 2014, as filed with the U.S. Securities and Exchange Commission on the date hereof, I, William Kerby, Principal Executive Officer of the Company, certify to the best of my knowledge, pursuant to 18 U.S.C. Sec. 1350, as adopted pursuant to Sec. 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) Such Quarterly Report on Form 10-Q for the period ended May 31, 2014, fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in such Quarterly Report on Form 10-Q for the period ended May 31, 2014, fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: July 21, 2014

By: /s/ William Kerby
William Kerby
Principal Executive Officer
Next 1 Interactive, Inc.

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

In connection with this Quarterly Report of Next 1 Interactive, Inc. (the "Company"), on Form 10-Q for the period ended May 31, 2014, as filed with the U.S. Securities and Exchange Commission on the date hereof, I, Adam Friedman, Principal Accounting Officer of the Company, certify to the best of my knowledge, pursuant to 18 U.S.C. Sec. 1350, as adopted pursuant to Sec. 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) Such Quarterly Report on Form 10-Q for the period ended May 31, 2014, fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in such Quarterly Report on Form 10-Q for the period ended May 31, 2014, fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: July 21, 2014

By: /s/ Adam Friedman
Adam Friedman
Principal Accounting Officer
Next 1 Interactive, Inc.
