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UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM 10-Q

For the quarterly period ended March 31, 2011

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

Commission file number 0-3338

ORGANIC SALES AND MARKETING, INC.

(Exact Name of small business issuer as specified in its Charter)

 $\underline{\underline{Delaware}}$ (State or other Jurisdiction of Incorporation or Organization)

 $\frac{33\text{-}1069593}{\text{(IRS Employer Identification No.)}}$

114 Broadway, Raynham, MA 02767 (Address of Principal Executive Office)

(508) 823-1117

(Registrant's telephone number including area code)

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

Yes \boxtimes No \square

 $\begin{tabular}{l} Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller public company. \\ \hline \boxtimes Smaller Reporting Company \\ \end{tabular}$

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes □ No 🗵

The number of shares of outstanding of each of the issuer's classes of common equity, as of the latest practicable date was 13,860,722 shares of common stock, par value \$.0001, issued and outstanding as of May 12, 2011.

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Organic Sales and Marketing, Inc. Form 10-Q

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Part 1. Financial Information

Item 1. Financial Statements.

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ORGANIC SALES AND MARKETING, INC. Balance Sheets

	March 31, 2011 (Unaudited)	September 30, 2010
<u>ASSETS</u>		
CURRENT ASSETS		
Cash and cash equivalents Accounts receivable, net Inventories Prepaid expense Total Current Assets	\$ 142,877 39,005 108,570 	\$ 46,237 22,939 90,797 16,160 176,133
PROPERTY AND EQUIPMENT, NET	2,899	4,481
OTHER ASSETS Deposits	200	200
TOTAL ASSETS	\$ 293,551	\$ 180,814

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ORGANIC SALES AND MARKETING, INC. Balance Sheets (Continued)

	March 31, 2011 (Unaudited)		September 30, 2010	
LIABILITIES AND STOCKHOLDERS' DEFICIT	`	, i		
CURRENT LIABILITIES				
Accounts payable-trade	\$	640,915	\$	523,598
Accounts payable-related party	Ψ	28,113	Ψ	19,098
Customer deposits		87,740		-
Accrued expenses		7,983		5,444
Accrued interest payable		109,913		85,347
Line of credit		62,082		67,387
Notes payable - related parties		459,729		439,334
Total Current Liabilities		1,396,475		1,140,208
Total Liabilities		1,396,475		1,140,208
COMMITMENTS		-		-
STOCKHOLDERS' DEFICIT				
Common stock, \$0.0001 par value; 100,000,000 shares				
authorized, 13,839,494 and 13,709,494 shares issued and				
outstanding, respectively		1,386		1,371
Additional paid-in capital Accumulated Deficit		6,644,239		6,493,112
Accumulated Deficit		(7,748,549)		(7,453,877)
Total Stockholders' Deficit		(1,102,924)		(959,394)
Total Stockholders Deficit		(1,102,724)		(737,374)
TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT	\$	293,551	\$	180,814

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ORGANIC SALES AND MARKETING, INC. Statements of Operations

	Fo	For the Three Months Ended March 31,				For the Six Months End March 31,			
REVENUES		2011		2010		2011	2010		
Product sales, net Radio advertising	\$	135,549 4,500	\$	43,613 22,460	\$	162,480 9,000	\$	86,587 27,305	
Total Revenues		140,049		66,073		171,480		113,892	
COST OF SALES		120,725	_	35,757		146,850		75,014	
GROSS PROFIT	_	19,324		30,316		24,630		38,878	
OPERATING EXPENSES									
Advertising expense Payroll and compensation expense Selling expense General and administrative Legal and accounting	_	7,547 44,242 9,564 35,624 43,764		29,325 51,302 26,129 55,587 37,371		38,307 117,375 21,613 69,977 79,989		48,515 110,891 47,290 98,977 91,333	
Total Operating Expenses	_	140,741		199,714		327,261		397,006	
LOSS FROM OPERATIONS	_	(121,417)		(169,398)		(302,631)		(358,128)	
OTHER INCOME (EXPENSE)									
Interest income Interest expense Other income		30 (13,830) 21,088		280 (15,384)		37 (27,710) 36,088		557 (32,417)	
Total Other Income (Expense)		7,288	_	(15,104)	_	8,415	_	(31,860)	
NET LOSS BEFORE INCOME TAXES		(114,129)		(184,502)		(294,216)		(389,988)	
INCOME TAX EXPENSE	_	(456)		<u>-</u>	_	(456)	_	<u>-</u>	
NET LOSS	\$	(114,585)	\$	(184,502)	\$	(294,672)	\$	(389,988)	
LOSS PER SHARE- Basic and Diluted	\$	(0.01)	\$	(0.02)	\$	(0.02)	\$	(0.03)	
WEIGHTED AVERAGE NUMBER OF SHARES OUTSTANDING- Basic and Diluted		13,858,383		12,207,624		13,830,209		11,150,852	

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ORGANIC SALES AND MARKETING, INC. Statements of Cash Flows

For the Six Months Ended March 31,

	2011	2010
CASH FLOWS FROM OPERATING ACTIVITIES		
Net loss	\$ (294,672)	\$ (389,988)
Adjustments to reconcile net loss to		
net cash used in operating activities:		
Depreciation expense	1,582	2,451
Stock based compensation	136,142	120,482
Stock issued for accrued interest	-	18,000
Change in operating assets and liabilities:		
Accounts receivable, net	(16,066)	(30,630)
Inventories	(17,773)	
Prepaid expense	16,160	(2,286)
Accounts payable-trade	117,317	(15,106)
Accounts payable-related party	9,015	9,359
Customer deposits	87,740	-
Accrued expenses	2,539	(708)
Accrued interest payable	24,566	4,618
Net Cash Provided (Used) by Operating Activities	66,550	(272,488)
CASH FLOWS FROM INVESTING ACTIVITIES	<u></u>	
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from issuance of common stock	15,000	37,097
Proceeds from line of credit	3,000	10,000
Payments on line of credit	(8,305)	
Proceeds from notes payable - related party	23,215	240,800
Payments on notes payable - related party	(2,820)	(2,939)
Net Cash Provided by Financing Activities	30,090	277,751
NET INCREASE (DECREASE) IN CASH	96,640	5,263
CASH, BEGINNING OF PERIOD	46,237	24,547
CASH, END OF PERIOD	<u>\$ 142,877</u>	\$ 29,810
SUPPLEMENTAL DISCLOSURES:		
Cash paid for interest	\$ 7,776	\$ 7,776
Cash paid for taxes	\$ -	\$ -
NON-CASH INVESTING AND FINANCING ACTIVITIES:		
Stock issued for related party notes payable		368,000

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ORGANIC SALES AND MARKETING, INC. Notes to the Financial Statements March 31, 2011 (Unaudited)

Note 1 - Basis of Financial Statement Presentation

The accompanying unaudited financial statements have been prepared by the Company pursuant to the rules and regulations of the Securities and Exchange Commission. Certain information and footnote disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles have been condensed or omitted in accordance with such rules and regulations. The information furnished in the interim financial statements include normal recurring adjustments and reflects all adjustments, which in the opinion of management, are necessary for a fair presentation of such financial statements. Although management believes the disclosures and information presented are adequate to make the information not misleading, it is suggested that these interim financial statements be read in conjunction with the Company's audited financial statements and notes thereto included in its September 30, 2010 Form 10K filing. Operating results for the six months ended March 31, 2011 are not necessarily indicative of the results that may be expected for the fiscal year ending September 30, 2011.

Note 2 – Significant Transactions

Collaboration agreement

On March 10, 2011 the Company entered into an NDA (Non-disclosure Agreement) with a large Farm and Fleet distributor to enter into discussions concerning certain Company technologies, technology development, and other potential collaborative efforts relating to business matters and or technologies of mutual interest. The sole purpose of these discussions is for the evaluation of these Company technologies for use in commercial and companion retail markets preliminary to possible subsequent proposals and or agreements of mutual interest under terms to be established. As of the time of this document, no purchase orders have been placed.

Notes Payable - Related Party

Advances by the CEO to the Company of \$7,215 during quarter ending March 31, 2011 have been added to an outstanding promissory note. As of March 31, 2011 total principal owed on the note was \$259,977 and accrued interest owed was \$14,967.

Equity Transactions

On May 1, 2010 the Company commenced a private stock offering, whereby it authorized the issuance of 5,000,000 shares of its common stock for total proceeds of \$500,000. As of March 31, 2011 \$107,005 of the \$500,000 was raised and 1,070,050 shares of common stock were issued.

Stock Options

The Company has determined the estimated value of the stock options granted by using the Black-Scholes pricing model with the following assumptions: expected life of 4 or 10 years, a risk free interest rate of 2.38%, a dividend yield of 0% and volatility 205% in the current quarter.

During the quarter ended March 31, 2011 4,000 options were granted. Total outstanding common stock options as of March 31, 2011 were 2,337,145. Total exercisable were 2,245,050 at a weighted average exercise price of \$0.48.

Stock Option Expense is included in the Statements of Operations as follows:

	For the Three Months Ended March 31,			For the Six Months Ended March 31,				
	2011		2010		2011		2010	
Payroll and Compensation Expense	\$	20,766	\$	31,913	\$	69,124	\$	55,378
Legal and Accounting		33,522		32,687		67,018		65,105
	\$	54,288	\$	64,600	\$	136,142	\$	120,483

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Note 3 - Going Concern

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. The Company is poorly capitalized and has had recurring operating losses, negative cash flows from operations and recurring negative working capital for the past several years and is dependent upon financing to continue operations. The financial statements do not include any adjustments that might result from the outcome of this uncertainty. It is management's plan to continue to implement their strategy of acquiring new customers and accepting reorders from existing customers. As the Company's revenues become more established, management expects to report net income. With the expansion of sales, management believes that the Company will eventually generate positive cash flow from operations. In the interim, management believes that shortfalls in cash flow will be satisfied with funds raised from bridge loans, convertible debt and additional private stock offerings that are in compliance with Securities and Exchange Commission rules and regulations governing the same.

Note 4 – Subsequent Events

On May 3, 2011 the Company filed a Form 8-K with the SEC Item 4.01, Changes in Registrant's Certifying Accountant. The Registrant, as of May 3, 2011 has engaged the services of Stowe & Degon LLC, 95A Turnpike Road, Westborough, MA, to act as the Registrant's independent auditor to perform the audit for fiscal year 9/30/2011 (see exhibit).

Organic Sales and Marketing, Inc. has evaluated subsequent events for the period March 31, 2011 through the date that the financial statements were issued and concluded there were no other events or transactions occurring during this period that required recognition of disclosure in its financial statements.

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

Liquidity and Capital Resources

Cash was \$142,877 at March 31, 2011 compared to \$46,237 as of FYE September 30, 2010 or an increase of \$96,640. Net cash flows from operating activities increased by \$339,038 from the prior fiscal year end. The net loss of the Company of \$294,672 during the six months ended March 31, 2011 is offset, in part, by stock based compensation recognized during the period in the amount of \$136,142. Net Cash Provided by Financing Activities was \$30,090 during the six months ended March 31, 2011 compared to \$277,751 during the same period in the prior year or a decrease of \$247,661 or 89%. This is mainly due to a significant decrease in borrowings from related parties.

Results of Operations

Three and Six Months Ended March 31, 2011 Compared to the Three and Six Months Ended March 31, 2010

Products sales for the quarter totaled \$135,549 compared to \$43,613 for the same period in the prior year, with a year to date increase of 87.6%. This increase in sales is mainly due to the increase in the natural fertilizer sales as part of the joint venture with Land O'Lakes / Purina. These sales of Bradfield Organics and private label fertilizers are at lower margins than our other lines, which is why the gross profit margin decreased between periods.

Operating expenses decreased by 29.5% during the quarter and 17.6% year to date compared to the same periods in the prior year, primarily due to ongoing cost cutting measures in both selling expenses and general and administrative costs.

Other Income has increased by \$21,088 in the current quarter and \$36,088 year to date vs the same periods in the prior year. This is due to a sales and marketing agreement with a major vendor as discussed in the Company's 8-K filing dated February 8th 2011.

Interest expense decreased 10.1% for the quarter and 14.5% year to date, in primarily due to the Notes Payable - Related Party decreases as discussed in the footnotes to the Financial Statements included in this filing.

Forward Looking Statements

Please refer to Part II, Item 7 of Form 10K for the year ended September 30, 2010, which is incorporated by reference herein.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

We believe that there have been no significant changes in our market risk exposures for the three months ended March 31, 2011.

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Item 4. Controls and Procedures

We maintain disclosure controls and procedures, as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), that are designed to provide reasonable assurance that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC rules and forms, and that such information is accumulated and communicated to our management, including our principal executive officer and principal financial officer, as appropriate, to allow timely decisions regarding required financial disclosures. Because of inherent limitations, our disclosure controls and procedures, no matter how well designed and operated, can provide only reasonable, and not absolute, assurance that the objectives of such disclosure controls and procedures are met.

As of the end of the period covered by this Report we conducted an evaluation, under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, of the effectiveness of the design and operation of our disclosure controls and procedures pursuant to Exchange Act Rules 13a-15(b) and 15d-15(b). Based on this evaluation, our principal executive officer and principal financial officer concluded that our disclosure controls and procedures were ineffective as of March 31, 2011.

There was no change in our internal control over financial reporting during the three months ended March 31, 2011, that materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

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Part II - Other Information

Item 1. Legal Proceedings

The Company is the defendant in a lawsuit commenced by Entercom Boston LLC in Superior Court, Suffolk, MA. (CA 10-1652E) on May 17, 2010. Plaintiff alleges that Registrant owes approximately \$64,000 for advertising and air time. OSM has asserted a counterclaim, asserting breach of contract and other defenses.

The Company and Saga Communications of New England, LLC. d/b/a WZAN-AM Radio settled in an out of court settlement for the sum of \$3175.00 on Monday April 25, 2011.

Item 1A. Risk Factors.

Reliance on Investment Funds

We just recently started to receive meaningful cash flow from customer sales. We expect that for the short term future, we will still rely on external funding sources, primarily equity capital, to finance our operations. While we believe that increasing cash flow from customer sales will ultimately provide adequate funds to permit us to become self-sufficient, possibly, by the end of 2010; until then, we will continue to require additional capital from investors. If we were unable to obtain such funding from outside sources, we would likely be forced to reduce the level of our operations and business failure could become a real possibility.

• Trading Market

Our stock officially began trading on Monday, May 5, 2008 on the Over The Counter Electronic Bulletin Board under the trading symbol; OGSM. The Company is now listed on the Pink Sheets under the trading symbol; OGSM.PK. Even with our shares being traded publicly, there is a substantial "overhang" of outstanding shares that would be eligible for sale under Rule 144. Such sales, if they were to occur, could tend to suppress the market value of our shares for some time.

• Provisions of our Certificate of Incorporation, By-laws and Delaware Law

Provisions of our Certificate of Incorporation, By-laws and Delaware law may make it more difficult for someone to acquire control of us or for our stockholders to remove existing management, and might discourage a third party from offering to acquire us, even if a change in control or in management would be beneficial to our stockholders. For example, our Certificate of Incorporation allows us to issue different series of shares of common stock without any vote or further action by our stockholders and our Board of Directors has the authority to fix and determine the relative rights and preferences of such series of common stock. As a result, our Board of Directors could authorize the issuance of a series of common stock that would grant to holders the preferred right to our assets upon liquidation, the right to receive dividend payments before dividends are distributed to the holders of other common stock and the right to the redemption of the shares, together with a premium, prior to the redemption of other series of our common stock.

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Item 6. Exhibits

- 31.1 Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 from the Company's Chief Executive Officer.
- 31.2 Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 from the Company's Chief Financial Officer.
- 32.1 Certification pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 from the Company's Chief Executive Officer.
- 32.2 Certification pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 from the Company's Chief Financial Officer.

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SIGNATURES

In accordance with the requirements of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized

May 20, 2011
Date

SAMUEL F.H. JEFFRIES
CEO AND CHAIRMAN

May 20, 2011

CEO AND CHAIRMAN

SKEITH D. LOWEY
CHIEF FINANCIAL OFFICER

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EXHIBIT 31.1

Certifications pursuant to Securities and Exchange Act of 1934 Rule 13a-14 as adopted pursuant to Section 302 of Sarbanes-Oxley Act of 2002

- I, Samuel F.H. Jeffries, President and Chief Executive Officer of Organic Sales and Marketing, Inc. (the "Registrant"), certify that:
 - 1. I have reviewed this quarterly report on Form 10-Q of the Registrant;
 - 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 presented in this report;
 - 4. The Registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) 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. 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
 - c. 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 that has materially affected, or is reasonably likely to materially affect, the Registrant's internal control over financial reporting; and
 - 5. The Registrant's other certifying officer(s) and 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 involves management or other employees who have a significant role in the Registrant's internal control over financial reporting.

Bv:

Date: May 20, 2011

/s/ Samuel F.H. Jeffries

Samuel F.H. Jeffries

President and Chief Executive Officer

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EXHIBIT 31.2

Certifications pursuant to Securities and Exchange Act of 1934 Rule 13a-14 as adopted pursuant to Section 302 of Sarbanes-Oxley Act of 2002

- I, Keith D. Lowey, Chief Financial Officer of Organic Sales and Marketing, Inc. (the "Registrant"), certify that:
 - 1. I have reviewed this quarterly report on Form 10-Q of the Registrant;
 - 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 presented in this report;
 - 4. The Registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) 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. 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
 - c. 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 that has materially affected, or is reasonably likely to materially affect, the Registrant's internal control over financial reporting; and
 - 5. The Registrant's other certifying officer(s) and 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 involves management or other employees who have a significant role in the Registrant's internal control over financial reporting.

Date: May 20, 2011

By: /s/ Keith D. Lowey
Keith D. Lowey, CPA
Chief Financial Officer

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EXHIBIT 32.1

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 the Annual Report of Organic Sales and Marketing, Inc. (the "Company") on Form 10-Q for the quarter ended March 31, 2011 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Samuel F.H. Jeffries, President and Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

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

Date: May 20, 2011

/s/ Samuel F.H. Jeffries

Samuel F.H. Jeffries

President and Chief Executive Officer

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EXHIBIT 32.2

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 the Quarterly Report of Organic Sales and Marketing, Inc. (the "Company") on Form 10-Q for the quarter ended March 31, 2011 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Keith D. Lowey, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

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

Date: May 20, 2011

/s/ Keith D. Lowey Keith D. Lowey, CPA

Chief Financial Officer

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Fax Cover Sheet

 To:
 Steve Yakubov
 From:

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Client: ORGANIC SALES AND MARKETING, INC.

Comments: