

Genesis Fluid Solutions Holdings, Inc.  
Form 10-Q/A  
March 26, 2010

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 10-Q/A AMENDMENT NO. 3**

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

**For the quarterly period ended June 30, 2009  
OR**

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

**For the transition period from \_\_\_\_\_ to \_\_\_\_\_  
Commission file number 333-148346  
GENESIS FLUID SOLUTIONS HOLDINGS, INC.  
(f/k/a Cherry Tankers, Inc.)**

**A Delaware Corporation**

**I.R.S. Employer No. 98-0531496**

830 Tender Foot Hill Road  
#301  
Colorado Springs, CO 80906  
Phone: (719) 332-7447

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 past 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company   
(Do not check if a smaller reporting company)

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

As of July 9, 2009, 13,705,000 shares of Common Stock, par value \$0.0001 per share, were outstanding.

### EXPLANATORY NOTE

We are filing this Amendment to our Form 10-Q for the quarterly period ended June 30, 2009 ( Original Quarterly Report ), in response to certain comments made by the staff of the SEC (the Staff ). In response to the first comment, we have filed a new Section 302 certification (Exhibit 31.1) that is executed by our current principal executive and principal financial officer. This Amendment is also being filed for the purpose of restating the disclosure in Item 4T, Controls and Procedures, to respond to the SEC's comments thereto, as to the lack of effectiveness of our disclosure controls and procedures and the Company's internal control over financial reporting as of the end of the period covered by the Original Quarterly Report. We have also had this Amendment signed by a duly authorized representative. Except as described above, the remainder of the Original Quarterly Report is unchanged and does not reflect events occurring after the filing of the Original Quarterly Report with the SEC on July 14, 2009. Accordingly, this Amendment should be read in conjunction with the Original Quarterly Report.

#### Item 4T. Controls and Procedures

##### Evaluation of Disclosure Controls and Procedures

Our principal executive officer and principal financial officer carried out an evaluation of our disclosure controls and procedures (as defined in Rule 13a-15(e) and 15(d)-15(e) under the Securities Exchange Act of 1934, as amended (the Exchange Act ). Our disclosure controls and procedures are designed to ensure that information required to be disclosed in reports that we file or submit under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the United States Securities and Exchange Commission. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by an issuer in the reports that it files or submits under the Exchange Act is accumulated and communicated to the issuer's management, including its principal executive and principal financial officers, or person performing similar functions, as appropriate to allow timely decisions regarding required disclosure. Based on our evaluation, our chief executive officer and chief financial officer concluded that our disclosure controls and procedures were not effective, as of the end of the period covered by this report, in ensuring that material information that we are required to disclose in reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission rules and forms.

##### Changes in Internal Control

There have been no changes in the Company's internal control over financial reporting during the last quarterly period covered by this report that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

#### Item 6. Exhibits

Exhibit Number	Description
31.1	Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this quarterly report on Form 10-Q/A to be signed on its behalf by the undersigned thereunto duly authorized.

GENESIS FLUID SOLUTIONS HOLDINGS,  
INC.  
(f/k/a Cherry Tankers, Inc.)

Date: March 26, 2010

By: */s/ Michael Hodges*  
Name: Michael Hodges  
Title: Chairman  
(Principal Executive Officer  
and Principal Financial Officer)