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

FORM 10-Q

☒ QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the quarterly period ended September 30, 2013

☐ TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Commission file number 000-24970

[redacted]
(Exact name of registrant as specified in its charter)

Nevada	**88-0203976**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

[redacted]
(Address of principal executive offices)

[redacted]
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

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

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

Large accelerated filer ☐ Accelerated filer ☐

Non-accelerated filer ☐ (Do not check if a smaller reporting company) 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 ☒·

The number of shares of Common Stock, $0.001 par value, outstanding on October 31, 2013 was 4,624,123 shares.

[redacted]

FORM 10-Q
INDEX

PART 1 – FINANCIAL INFORMATION
ITEM 1 FINANCIAL STATEMENTS

[redacted]

CONSOLIDATED BALANCE SHEETS

	September 30, 2013	December 31, 2012
	(Unaudited)	
Assets		
Current assets:		
Cash	$ 16,228	$ 5,500
Accounts receivable	2,295	5,942
Prepaid expenses and other current assets	5,171	5,733
Total current assets	23,694	17,175
Property and equipment, net of accumulated depreciation of $786,991 and $675,343, as of 2013 and 2012, respectively	611,298	669,441
Total Assets	$ 634,992	$ 686,616
Liabilities and Stockholders' Deficit		
Current liabilities:		
Cash in excess of available funds	$ 3,194	$ 5,594
Accounts payable and accrued expenses	377,793	359,907
Current portion of deferred revenue	100,000	-
Current portion of notes payable - related parties	4,214,826	4,329,495
Current portion due to related parties	1,541,241	1,416,843
Current portion of capital lease obligation	15,721	35,120
Accrued interest payable - related party	5,295,041	4,978,335
Total current liabilities	11,547,816	11,125,294
Long-term liabilities:		
Long-term portion of capital lease obligation	-	6,529
Deferred revenue	50,000	-
Deferred rent liability	658,944	691,780
Total long-term liabilities	708,944	698,309
Commitments and Contingencies		
Stockholder’s deficit:		

Preferred stock, Series "B", $0.001 par value, 10,000,000 shares authorized, no shares issued and outstanding as of September 30, 2013 and December 31, 2012, respectively	-	-
Common stock, $0.001 par value, 50,000,000 sharesauthorized, 4,624,123 and 4,522,123 shares issued and outstanding as of September 30, 2013 and December 31, 2012, respectively	4,624	4,522

Prepaid equity-based compensation	(11,657)	-
Additional paid-in capital	14,408,270	14,387,972
Accumulated deficit	(26,437,308)	(25,877,864)
Total [redacted] stockholders' deficit	(12,036,071)	(11,485,370)
Non-controlling interest in net assets of subsidiary	414,303	348,383
Total stockholders' deficit	(11,621,768)	(11,136,987)
Total Liabilities and Stockholders' Deficit	$ 634,992	$ 686,616

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

[redacted]

Consolidated Statements of Operations
(Unaudited)

	For the Three Months Ending September 30,				For the Nine Months Ending September 30,			
	2013		2012		2013		2012	
Revenue	$	454,412	$	435,968	$	1,531,550	$	1,571,626
Revenue - Related Party		40,951		40,446		122,850		119,070
Total Revenue		495,363		476,414		1,654,400		1,690,696
Cost of revenue		169,581		194,662		539,477		573,350
Gross profit		325,782		281,752		1,114,923		1,117,346
Expenses:								
General and administrative expenses		388,406		408,331		1,126,142		1,121,065
Depreciation and amortization		28,508		25,612		84,504		81,525
Total expenses		416,914		433,943		1,210,646		1,202,590
Net operating loss		(91,132)		(152,191)		(95,723)		(85,244)
Other income (expense):								
Interest expense		(131,312)		(135,000)		(397,801)		(405,705)
Gain on property and equipment		-		(2,436)		-		(60,881)
Other income (expense)		-		(2,482)		-		(2,482)
Total other income (expense)		(131,312)		(139,918)		(397,801)		(469,068)
Net loss before provision for income tax		(222,444)		(292,109)		(493,524)		(554,312)
Provision for income tax expense		-		-		-		-
Net loss		(222,444)		(292,109)		(493,524)		(554,312)
Net income (loss) attributable to non-controlling interest		65,920		(44,365)		65,920		40,321
Net loss attributable to [redacted]	$	(288,364)	$	(247,744)	$	(559,444)	$	(594,3122)

Net loss per share - basic and

fully diluted	$ (0.06)	$ (0.06)	$ (0.12)	$ (0.12)
Weighted average number of common shares outstanding - basic and fully diluted	4,624,123	4,522,123	4,579,288	4,522,123

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

[redacted]

CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

	For the Nine Months Ended September 30,	
	2013	2012
Cash flows from operating activities		
Net loss	$ (493,524)	$ (554,312)
Adjustments to reconcile net loss to net cash provided by operating activities:		
Depreciation and amortization expense	84,504	81,525
Gain on disposal of property and equipment	-	60,881
Stock-based compensation	6,800	
Amortization of prepaid stock-based compensation	1,943	-
Changes in operating assets and liabilities:		-
Accounts receivable	3,647	2,639
Prepaid expenses and other current assets	562	10,814
Cash issued in excess of available funds	(2,400)	(22,557)
Accounts payable and accrued expenses	17,887	148,424
Deferred revenue	150,000	-
Deferred rent liability	(32,836)	2,467
Accrued interest payable - related party	316,706	320,500
Net cash provided by operating activities	53,289	50,381
Cash flows from investing activities		
Proceeds from sale on property and equipment	-	-
Purchase of property and equipment	(26,361)	(48,671)
Net cash used in investing activities	(26,361)	(48,671)
Cash flows from financing activities		
Proceeds from related parties	124,398	(69,336)
Payment on capital lease obligation	(25,928)	(22,908)
Proceeds from note payable – related parties	-	95,001
Payments on notes payable – related party	(114,670)	-
Net cash (used in) provided by financing activities	(16,200)	2,757
Net increase in cash	10,728	4,467
Cash - beginning	5,500	1,900
Cash - ending	$ 16,228	$ 6,367

Supplemental disclosures:		
Interest paid	$ 1,242	$ -
Income taxes paid	$ -	-
Supplemental disclosure of non-cash investing activities		
Cash payment for equipment in prior year	$ -	$ 90,000

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

[redacted]

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

Note 1 – Basis of presentation

The consolidated interim financial statements included herein, presented in accordance with United States generally accepted accounting principles and stated in US dollars, have been prepared by [redacted] (the “Company”), without audit, 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 pursuant to such rules and regulations, although the Company believes that the disclosures are adequate to make the information presented not misleading.

These statements reflect all adjustments, consisting of normal recurring adjustments, which, in the opinion of management, are necessary for fair presentation of the information contained therein. It is suggested that these consolidated interim financial statements be read in conjunction with the consolidated financial statements of the Company for the year ended December 31, 2012 and notes thereto included in the Company's Form 10-K. The Company follows the same accounting policies in the preparation of consolidated interim reports.

Results of operations for interim periods may not be indicative of annual results.

Certain reclassifications have been made in prior periods’ financial statements to conform to classifications used in the current period.

Note 2 – Going concern

As of September 30, 2013, we had an accumulated deficit of $26,437,308. In addition, the Company’s current liabilities exceed its current assets by $11,524,122 as of September 30, 2013. These conditions have raised substantial doubt about the Company's ability to continue as a going concern. Although our recent growth has greatly improved cash flows, we nonetheless need to obtain additional financing to fund payment of obligations and to provide working capital for operations. Management is seeking additional financing, and is now looking for a merger or acquisition candidate. It is management’s objective to review the acquisition of interests in various business opportunities, which in their opinion will provide a profit to the Company. Management believes these efforts will generate sufficient cash flows from future operations to pay the Company's obligations and working capital needs. There is no assurance any of these transactions will occur. The financial statements do not include any adjustments relating to the recoverability and classification of asset carrying amounts or the amount and classification of liabilities that might result should the Company be unable to continue as a going concern.

Note 3 – Recent accounting Policies

In April 2013, the Financial Accounting and Standards Board (FASB) issued Accounting Standards Update ("ASU") ASU 2013-07, Presentation of Financial Statements (Topic 205): Liquidation Basis of Accounting. The ASU requires entities to prepare its financial statements using he liquidation basis of accounting when liquidation is imminent. The Company adopted this ASU in the period ended September 30, 2013, without significant impact to financial condition, results of operations, cash flows, or disclosures to its consolidated financial statements.

In July 2013, the FASB issued ASU No. 2013-10, Derivatives and Hedging (Topic 815): Inclusion of the Fed Funds Effective Swap Rat (or Overnight Index Swap Rate) as a Benchmark Interest Rate for Hedge Accounting Purposes. The ASU permits the Fed Funds Effective Swap Rate or Overnight Index Swap Rate (OIS) to be used as a U. S. benchmark interest rate for hedge accounting purposes in addition to interest rate on U.S. Treasury obligations (UST) and London Interbank Offered Rate (LIBOR). The ASU is effective prospectively for qualifying hedging relationships entered into on or after July 17, 2013. Since the Company does not currently engage in these types of relationships, the Company does not anticipate significant impact to financial condition, results of operations, cash flows, or disclosures to its consolidated financial statements.

In July 2013, the FASB issued ASU No. 2013-11, Income Taxes (Topic 740): Presentation of an Unrecognized Tax Benefit When a Net Operating Loss (NOL) Carryforward, a Similar Tax Loss, or a Tax Credit Carryforward Exists. The ASU's objective is to eliminate diversity in practice of treating of unrecognized tax benefit when NOL exists as either a reduction to a deferred tax asset or as a liability. The ASU clarifies that the unrecognized tax benefit or a portion of an unrecognized tax benefit should be presented in the financial statements as a reduction to the deferred tax asset for a NOL carrryforward, a similar tax loss, or a tax credit forward with an exception. The exception is to the extent a NOL carryforward, a similar tax loss, or a tax credit forward is not available at the reporting date under the tax law of the applicable jurisdiction does not require the entity to use, and the entity does not intend to use, the deferred tax asset for such purpose, the unrecognized tax benefit should instead be presented as a liability. This ASU is effective for fiscal year, and interim periods, beginning after December 15, 2013. The Company is currently evaluating the impact if any of adoption of this [redacted] on financial condition, results of operations, cash flows, and disclosures to its consolidated financial statements.

The Company believes there are no additional new accounting pronouncements adopted but not yet effective that is relevant to the readers of our financial statements.

Note 4 – Non controlling interest

Non-controlling interest represents the minority stockholders' proportionate share of the equity of [redacted] which is a 51% owned subsidiary of the Company. At

September 30, 2013, we owned 51% of [redacted]s capital stock, representing voting control and a majority interest. Our controlling ownership interest requires that [redacted] operations be included in the Condensed Consolidated Financial Statements contained herein. The 49% equity interest that is not owned by us is shown as “Non-controlling interest in consolidated subsidiary” in the Condensed Consolidated Statements of Operations and Condensed Consolidated Balance Sheets. As of September 30, 2013, [redacted] our minority interest partner and a related party held a $414,303 interest in the net asset value of our subsidiary [redacted] and a $65,920 interest in the net income from operations of [redacted].

Note 5 – Related party transactions

Due to related parties

The Company's employees provide administrative/accounting support for (a) three golf retail stores, one of which is named [redacted] and [redacted] owned by the Company's President and his brother. The [redacted] store is the retail tenant in the [redacted].

Administrative/accounting payroll and employee benefits expenses are allocated based on an annual review of the personnel time expended for each entity. Amounts allocated to these related parties by the Company approximated $26,058 and $63,459 for the nine months ended September 30, 2013 and 2012, respectively. The Company records this allocation by reducing the related expenses and allocating them to the related parties.

In addition to the administrative/accounting support provided by the Company to the above stores, the Company received funding for operations from these and various other stores owned by the Company's President, his brother, and Chairman. These funds helped pay for office supplies, phone charges, postages, and salaries. The net amount due to these stores totaled $1,551,241 and $1,416,843 as of September 30, 2013 and December 31, 2012, respectively. The amounts are non-interest bearing and due out of available cash flows of the Company. Additionally, the Company has the right to offset the administrative/accounting support against the funds received from these stores.

Both the Company's President and his brother have continued to defer half of their monthly salaries until the Company is in a more positive financial state. The amounts deferred for the first nine months of 2013 and 2012 were $260,000 and $162,500, respectively.

Notes and Interest Payable to Related Parties:

The Company has various notes and interest payable to the following entities as of September 30, 2013, and December 31, 2012, respectively:

		2013		2012
Various notes payable to the [redacted] bearing 10% per annum and due on demand	$	3,200,149	$	3,200,149
Note payable to [redacted] owned by the chairman of the board, bearing 10% per annum and due on demand		100,000		100,000
Various notes payable to [redacted], bearing 10% per annum and due on demand		714,177		743,846
Various notes payable to the District Store, bearing 10% per annum and due on demand		-		85,000
Note payable to [redacted], III bearing 10% per annum and due on demand		200,500		200,500
Total	$	4,214,826	$	4,329,495

All maturities of related party notes payable and the related accrued interest payable as of September 30, 2013 are due and payable upon demand. At September 30, 2013, the Company has no loans or other obligations with restrictive debt or similar covenants.

On June 15, 2009, the Company entered into a "Stock Transfer Agreement" with [redacted]. a Nevada limited liability company, which is wholly-owned by [redacted], our chief executive officer and [redacted], a principal shareholder of the Company. Pursuant to this agreement, we agreed to transfer a 49% interest in our wholly owned subsidiary, AAGC as a partial principal payment in the amount of $600,000 on the Company's outstanding loan due to [redacted], Ltd. In March 2009, the Company engaged the services of an independent third party business valuation firm, [redacted], to determine the fair value of the business and the corresponding minority interest. Based on the Minority Value Estimate presented in connection with this appraisal, which included valuations utilizing the income, market and transaction approaches in its valuation methodology, the fair value of a 49% interest totaled $ 600,000.

As of September 30, 2013 and December 31, 2012, accrued interest payable - related parties related to the notes payable – related parties totaled $5,295,041 and $4,978,335 respectively.

Lease to [redacted]

The Company subleases space in the clubhouse to [redacted]. Base rent includes $13,104 per month through July 2012 with a 5% increase for each of two 5-year options to extend in July 2012 and July 2017. For the nine months ending September 30, 2013 and 2012, the Company recognized rental income totaling $122,850 and $119,070, respectively.

Note 6 – Commitments

Lease agreements

The land underlying the [redacted] is leased under an operating lease that was to initially expire in 2012 and had two five-year renewal options. In March 2006, the Company exercised the first of two options, extending the lease to 2018. Also, the lease has a provision for contingent rent to be paid by [redacted] upon reaching certain levels of gross revenues. The Company recognizes the minimum rental expense on a straight-line basis over the term of the lease, which includes the two five year renewal options.

At September 30, 2013, minimum future lease payments under non-cancelable operating leases are as follows:

2013	$397,380
2014	529,840
2015	529,840
2016	529,840
Thereafter	3,311,505
	$5,298,405

Total rent expense for this operating lease was $397,380 and $363,722 for the nine months ended September 30, 2013 and 2012.

Capital Lease

The Company entered into a capital lease for new Club Car gas powered golf carts. The lease is 47 months in length and started on March 1, 2010. The Company pays $2,612 a month in principal and interest expense related to the lease.

The Company entered into a capital lease for a new telephone system during the third quarter of 2011. The lease is 36 months in length and started in July of 2011. The Company pays $642 a month in principal and interest expense related to the lease.

The following is a schedule by year of future minimum payments required under these lease agreements.

2013	$9,618
2014	6,767
Total payments	16,385
Less interest	(664)
Total principal	15,721
Less current portion	(15,721)
Long-term portion	$0

Accumulated depreciation for the capital leases as of September 30, 2013 and December 31, 2012 was $103,238 and $56,880, respectively.

Customer Agreement

On June 19, 2009, [redacted] entered into a Customer Agreement with [redacted] Golf Company [redacted] pursuant to which [redacted] agreed to make certain cash payments and other consideration to [redacted] in exchange for an exclusive marketing arrangement for the [redacted] Golf Center operated by [redacted]. [redacted] is a major golf equipment manufacturer and supplier. [redacted] subleases space at the [redacted] Golf Center and operates a golf equipment store at the [redacted] Golf Center.

The Customer Agreement with [redacted] provided that [redacted] would provide [redacted] with $250,000 annual advertising contribution in the form of golf related products. In addition, [redacted] was given an opportunity to earn additional credits upon reaching a sales threshold.

In connection with the signing of the Customer Agreement, [redacted] received several concessions to help in the operation of the business, upgrading certain areas, and remodel of some portions of the [redacted] facility. [redacted] also provided staff uniforms, range golf balls and rental golf equipment for [redacted] use at the [redacted] Golf Center. Both [redacted] and [redacted] agreed to exclusively sell only [redacted] golf products at the [redacted] Golf Center for the term of the Customer Agreement.

On March 9, 2013, [redacted] entered into an amendment to its Customer Agreement with [redacted] (the "Amendment"). The effective date of the Amendment was January 20, 2013. The Amendment provided that [redacted] was to use all reasonable efforts to negotiate and enter into a non-exclusive written contract with an alternate retail branding partner. In the event that [redacted] was successful in executing a written contract with an alternative retail branding partner, the Customer Agreement was to terminate on June 30, 2013. In the event that an agreement with an alternative retailed branding partner was not entered into by June 30, 2013, the Customer Agreement was to terminate on that date but [redacted] would have the right to continue to feature its products in a second position at the [redacted] Golf Center after termination of Customer Agreement, under certain terms and conditions.

On March 27, 2013, [redacted] entered into a Golf Center Sponsorship Agreement with [redacted] Golf Company, Inc., doing business as [redacted] pursuant to which the golf center operated by [redacted] will be rebranded using [redacted] and other [redacted] trademarks.

As part of the Agreement, [redacted] has agreed to reimburse [redacted] for the reasonable costs associated with the rebranding efforts, including the costs associated with the build-out of the golf center and a new performance lab (described below), up to a specified maximum amount. In addition, [redacted] received a payment of $200,000 within a few days of signing the Agreement and, so long as [redacted] continues to operate the golf center and comply with the terms and conditions of the Agreement [redacted] will make additional payments to [redacted] on each of March 26, 2014 and March 26, 2015. The Company will recognize these payments as revenue on a straight-line basis over the term of the agreement.

The Agreement provides that [redacted] will install a performance lab at [redacted] facility, as well as many other upgrades. Currently the golf center, now called [redacted] Golf Experience is under construction for a comprehensive remodel including the entire golf shop, activities area/golf check-in and restaurant area.

The Agreement includes provisions concerning the display of [redacted] merchandise, payment terms, retail sales targets and other related matters. Also, [redacted] Golf Shop, a tenant of [redacted] which is owned by [redacted], the Company's President, and [redacted], a Director of the Company, will receive a quarterly rebate based on the wholesale price of the [redacted] merchandise purchased at the golf center. In addition, provided that the Las Vegas Golf and Tennis stores owned by [redacted] and [redacted] as its premier vendor at its locations, [redacted] will pay such stores a quarterly rebate based on the wholesale price of the [redacted] Merchandise purchased at those locations.

The initial term of the Agreement is for five years. [redacted] may mutually agree in writing to extend the Agreement for an additional four year period; provided that the option to renew the Agreement shall be determined by the parties not later than ninety (90) days prior to the end of the initial term and shall be consistent with the [redacted] lease on its golf center property.

Note 7 – Stockholders' deficit

Preferred stock

As of September 30, 2013, we had no preferred shares issued and outstanding.

Common stock

As of September 30, 2013, we had 4,624,123 shares of our $0.001 par value common stock issued and outstanding.

Equity-based compensation

On May 24, 2013, the Company granted 68,000 shares of restricted common stock to one director and one employee for services. In accordance with the terms of the grant, the shares will vest in full at the end of two years from the date of grant for the director. The restricted common stock granted to the employee will vest in full at the end of three years from the date of grant. The Company has recorded prepaid stock-based compensation of $13,128 representing the estimated fair value on the date of grant, and will amortize the fair market value of the shares to compensation expense ratably over the two and three year vesting periods.

Also on May 24, 2013, the Company granted 34,000 shares of common stock to a director for past services. These shares are fully vested. The fair value on the date of grant of $6,800 was recorded as stock-based compensation.

Note 8 – Subsequent Events

Upon our evaluation of events and transactions that have occurred subsequent to the balance sheet date, there are no subsequent events that have taken place.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.

Forward-Looking Statements

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

Forward-looking statements may include the words "may," "could," "estimate," "intend," "continue," "believe," "expect" or "anticipate" or other similar words. These forward-looking statements present our estimates and assumptions only as of the date of this report. Accordingly, readers are cautioned not to place undue reliance on forward-looking statements, which speak only as of the dates on which they are made. We do not undertake to update forward-looking statements to reflect the impact of circumstances or events that arise after the dates they are made. You should, however, consult further disclosures we make in future filings of our Annual Report on Form 10-K, Quarterly Reports on Form 10-Q and Current Reports on Form 8-K.

Although we believe that the expectations reflected in any of our forward-looking statements are reasonable, actual results could differ materially from those projected or assumed in any of our forward-looking statements. Our future financial condition and results of operations, as well as any forward-looking statements, are subject to change and inherent risks and uncertainties. The factors affecting these risks and uncertainties include, but are not limited to:

- increased competitive pressures from existing competitors and new entrants;
- deterioration in general or regional economic conditions;
- adverse state or federal legislation or regulation that increases the costs of compliance, or adverse findings by a regulator with respect to existing operations;
- loss of customers or sales weakness;
- inability to achieve future sales levels or other operating results;
- the inability of management to effectively implement our strategies and business plans; and
- the other risks and uncertainties detailed in this report.

Overview of Current Operations

On June 19, 2009, [redacted] entered into a Customer Agreement with [redacted] Golf Company ("[redacted]") and [redacted] pursuant to which [redacted] agreed to make certain cash payments and other consideration to [redacted] and [redacted] in exchange for an exclusive marketing arrangement for the [redacted] Golf Center operated by [redacted]. [redacted] is a major golf equipment manufacturer and supplier. [redacted] subleases space at the [redacted] Golf Center and operates a golf equipment store at the [redacted] Golf Center.

The Customer Agreement with [redacted] provided that [redacted] would provide [redacted] with $250,000 annual advertising contribution in the form of golf related products. In addition, [redacted] was given an opportunity to earn additional credits upon reaching a sales threshold.

In connection with the signing of the Customer Agreement, [redacted] received several concessions to help in the operation of the business, upgrading certain areas, and remodel of some portions of the [redacted] facility. [redacted] also provided staff uniforms, range golf balls and rental golf equipment for [redacted] use at the [redacted] Golf Center. Both [redacted] and [redacted] agreed to exclusively sell only [redacted] golf products at the [redacted] Golf Center for the term of the Customer Agreement.

On March 9, 2013, [redacted] entered into an amendment to its Customer Agreement with [redacted] (the "Amendment"). The effective date of the Amendment was January 20, 2013. The Amendment provided that [redacted] was to use all reasonable efforts to negotiate and enter into a non-exclusive written contract with an alternate retail branding partner. In the event that [redacted] was successful in executing a written contract with an alternative retail branding partner, the Customer Agreement was to terminate on June 30, 2013. In the event that an agreement with an alternative retailed branding partner was not entered into by June 30, 2013, the Customer Agreement was to terminate on that date but [redacted] would have the right to continue to feature its products in a second position at the [redacted] Golf Center after termination of Customer Agreement, under certain terms and conditions.

On March 27, 2013, [redacted] entered into a Golf Center Sponsorship Agreement with [redacted] Golf Company, Inc., doing business as [redacted] Golf Company ("[redacted]") pursuant to which the golf center operated by [redacted] will be rebranded using [redacted]® and other [redacted] trademarks.

As part of the Agreement, [redacted] has agreed to reimburse [redacted] for the reasonable costs associated with the rebranding efforts, including the costs associated with the build-out of the golf center and a new performance lab (described below), up to a specified maximum amount. In addition, [redacted] received a payment of $200,000 within a few days of signing the Agreement and, so long as [redacted] continues to operate the golf center and comply with the terms and conditions of the Agreement [redacted] will make additional payments to [redacted] on each of

March 26, 2014 and March 26, 2015. The Company will recognize these payments as revenue on a straight-line basis over the term of the agreement.

The Agreement provides that [redacted] will install a performance lab at [redacted] facility, as well as many other upgrades. Currently the golf center, now called [redacted] Golf Experience is under construction for a comprehensive remodel including the entire golf shop, activities area/golf check-in and restaurant area.

The Agreement includes provisions concerning the display of [redacted] merchandise, payment terms, retail sales targets and other related matters. Also, [redacted] Golf Shop, a tenant of [redacted] which is owned by [redacted], the Company's President, and [redacted], a Director of the Company, will receive a quarterly rebate based on the wholesale price of the [redacted] merchandise purchased at the golf center. In addition, provided that the Las Vegas Golf and Tennis stores owned by [redacted] and [redacted] maintain T[redacted] as its premier vendor at its locations, [redacted] will pay such stores a quarterly rebate based on the wholesale price of the [redacted] Merchandise purchased at those locations.

The initial term of the Agreement is for five years. [redacted] may mutually agree in writing to extend the Agreement for an additional four year period; provided that the option to renew the Agreement shall be determined by the parties not later than ninety (90) days prior to the end of the initial term and shall be consistent with the [redacted] lease on its golf center property.

On January 25, 2011, The 305 Group leased the restaurant at the [redacted] Golf Center. They renamed the restaurant The [redacted]. The tenant remodeled the entire restaurant space and opened to the public on April 28, 2011. They now offer fresh made foods for the restaurant and bar. The tenant is paying $4,000 a month in rent increasing by 4% each month and potential percentage rent could be paid if the tenant's sales reach certain levels.

Because of the remodeling construction that commenced on July 22, 2013 on the facility and an adjustment of space that will belong to the restaurant, the restaurant lease was amended to provide a rebate of $2,000 a month towards their rent to help with any loss of business due to construction. Once construction is complete, the restaurant will receive a $1,000 rebate per month towards their rent to compensate for a loss of space to their business.

Results of Operations for the three months ended September 30, 2013 and 2012 compared.

The following tables summarize selected items from the statement of operations for the three months ended September 30, 2013 compared to the three months ended September 30, 2012.

INCOME:

	For the three months ended September 30,		Increase (Decrea	
	2013	**2012**	**$**	
Revenue	$ 454,412	$ 435,968	$ 18,444	
Revenue – Related Party	40,951	40,446	505	
Cost of Sales	169,581	194,662	(25,081)	(
Gross Profit	$ 325,782	$ 281,752	$ 44,030	
Gross Profit Percentage of Sales	65.77%	59.14%		

Revenue

Our revenue for the three months ended September 30, 2013 was $454,412 compared to $435,968 in the three months ended September 30, 2012, an increase of $18,444, or 4.23%. The increase in revenues was related to the new special events program we started in March 2013 which offers group events to take place at our facility with special group pricing.

Revenue-Related Party for the three months ended September 30, 2013 was $40,951, compared to $40,446 in 2012, an increase of $505 or 1.25%. Revenue – Related Party increased slightly as rent increased in July of 2012.

Cost of Sales/Gross Profit Percentage of Sales

Cost of sales currently consists mainly of payroll and benefits expenses of the [redacted] staff, and operating supplies. Our cost of sales for the three months ended September 30, 2013 was $169,581, a decrease of $25,081 or 12.88% from $194,662 for the three month period ended September 30, 2012. The decrease is associated to a lower overall payroll due to the remodeling taking place in our facility. This remodeling has us operating our store and activities counter for the golf center out of a tent. Because of the “close quarters” inside the tent, we have been able to decrease our staffing.

Gross profit as a percentage of sales decreased to 65.77%, for the three months ended September 30, 2013. Gross profit as a percentage of sales was 59.14% for the three months ended September 30, 2012. This increase is due to the factors discussed above.

EXPENSES:

	For the Three Months Ending September 30,				Increase (Decrease	
		2013 Amount		2012 Amount	$	%
Expenses:						
General and administrative expense	$	388,406	$	408,331	(19,925)	(4.8
Depreciation and amortization		28,508		25,612	2,896	11.3
Total expenses		416,914		433,943	(17,029)	(3.9
Net operating income		(91,132)		(152,191)	61,059	40.1
Other income (expenses)						
Interest expense		(131,312)		(135,000)	3,688	2.7
Gain on property and equipment		-		(2,436)	2,436	10
Other income (expense)		-		(2,482)	2,482	10
Total other income (expense)		(131,312)		(139,918)	8,606	6.1
Net (loss) before provision for income tax		(222,444)		(292,109)	69,665	23.8
Provision for income tax expense		-		-	-	
Net (loss)		(222,444)		(292,109)	69,665	
Net income (loss) attributable to non-controlling interest		65,920		(44,365)	110,285	248.5
Net (loss) attributable to [redacted].	$	(288,364)	$	(247,744)	(40,620)	(16.4

General and Administrative Expenses

General and administrative expenses for the three months ended September 30, 2013 were $388,406, a decrease of $19,925 or 4.88%, from $408,331 for the three months ended September 30, 2012. Expenses were down during this period because we have upgraded several of our landscape maintenance items and the upkeep and repairs are costing the Company less as a result.

Depreciation and amortization expenses for the three months ended September 30, 2013 were $28,508 an increase of $2,896, or 11.31% from $25,612 for the three months ended September 30, 2012. As we have purchased equipment and other fixed assets, our depreciation expense increases.

Total Expenses

Our overall operating expenses decreased to $416,914 for the three months ended September 30, 2013 as compared to $433,943 for the three months ended September 30, 2012. The decrease in total expenses was $17,029 or 3.92 %. This is due to an upgrade to several of our landscape maintenance items and the upkeep and repairs are costing the Company less as a result.

Net Loss from Operations

We had net loss from operations of $91,132 for the three months ended September 30, 2013 as compared to net loss from operations of $152,191 for the three months ended September 30, 2012 a decrease of $61,059 or 40.12%. The decrease in net loss from operations was due to a slight increase in revenue, as well as a slight decrease in expenses due to landscape equipment upgrade.

Interest Expense

Our interest expense decreased by 2.73% or $3,688 from $135,000 for the three months ended September 30, 2012 to $131,312 for the three months ended September 30, 2013. Interest expense decreased due to the payment of related party note payable last quarter.

Net Loss

The net loss before non-controlling interest for the three months ended September 30, 2013 was $222,444 as compared to $292,109 for the same period in 2012. The decrease of $69,665 or 23.85% is due to a decrease in expenses, increase in revenue and decrease in other expenses.

The net loss attributable to non-controlling interest for the second quarter of 2013 was $65,920 as compared to $44,365 for the same period in 2012. That resulted in net loss attributable to [redacted] of $288,364 for 2013 as compared to $247,744 for 2012 an increase of $40,620 or 16.40%.

Results of Operations for the nine months ended September 30, 2013 and 2012 compared.

The following tables summarize selected items from the statement of operations for the nine months ended September 30, 2013 compared to the nine months ended September 30, 2012.

INCOME:

	For the Nine Months Ended September 30,		Increase (Decrease)	
	2013	**2012**	**$**	**%**
Revenue	$ 1,531,550	$ 1,571,626	$ (40,076)	(2.55)%
Revenue – Related Party	122,850	119,070	3,780	3.17%
Cost of Sales	539,477	573,350	(33,873)	(5.91)%
Gross Profit	$ 1,114,93	$ 1,117,346	$ (2,423)	(0.22)%
Gross Profit Percentage of Sales	67.39%	66.09%		

Revenue

Our revenue for the nine months ended September 30, 2013 was $1,531,550 compared to $1,571,626 in the nine months ended June 30, 2012, a decrease of $40,076, or 2.55%. The decrease in revenues was directly related to weather issues that Las Vegas has been experiencing the first half of this year, including a much colder than normal January and February, as well as an extremely hot end of May and first part of June. Both of these issues kept golfers away from courses.

Revenue-Related Party for the nine months ended September 30, 2013 was $122,850, compared to $119,070 in 2012, an increase of $3,780 or 3.17%. Revenue – Related Party increased because of an increase in rent in July 2012.

Cost of Sales/Gross Profit Percentage of Sales

Cost of sales currently consists mainly of payroll and benefits expenses of the [redacted] staff, and operating supplies. Our cost of sales for the nine months ended September 30, 2013 was $539,477, a decrease of $33,873 or 5.91% from $573,350 for the nine month period ended September 30, 2012. The decrease is related to the fact that no large expenditures were made in the first nine months of 2013 as compared to 2012.

Gross profit as a percentage of sales increased to 67.39%, for the nine months ended September 30, 2013. Gross profit as a percentage of sales was 66.09% for the nine months ended September 30, 2012. This decrease is due to the factors discussed above.

EXPENSES:

	For the Nine Months Ending September 30,		Increase (De
	2013 Amount	**2012 Amount**	**$**
Expenses:			
General and administrative expense	$ 1,126,142	$ 1,121,065	5,077
Depreciation and amortization	84,504	81,525	2,979
Total expenses	1,210,646	1,202,590	8,056
Net operating (loss) income	(95,723)	(85,244)	(10,479)
Other income (expenses)			
Interest expense	(397,801)	(405,705)	7,904
Gain on property and equipment	-	(60,881)	60,881
Other income	-	(2,482)	2,482
Total other income (expense)	(397,801)	(469,068)	71,267
Net (loss) before provision for income tax	(493,524)	(554,312)	60,788

Provision for income tax expense	-	-	-
Net loss	(493,524)	(554,312)	60,788
Net income attributable to non-controlling interest	65,920	40,321	25,599
Net loss attributable to [redacted].	$ (559,444)	$ (594,633)	35,189

General and Administrative Expenses

General and administrative expenses for the nine months ended September 30, 2013 were $1,126,142, an increase of $5,077 or 0.45%, from $1,121,065 for the nine months ended September 30, 2012 due to equipment repairs that were needed in order for the grounds keeping staff to perform their duties during the first six months of the year.

Depreciation and amortization expenses for the nine months ended September 30, 2013 were $84,504, an increase of $2,979, or 3.65% from $81,525 for the nine months ended September 30, 2012. Depreciation and amortization were virtually unchanged in 2013 from 2012.

Total Expenses

Our overall operating expenses increased to $1,210,646 for the nine months ended September 30, 2013 as compared to $1,202,590 for the nine months ended September 30, 2012. The increase in total expenses was $8,056 or .067 %. This was due to the equipment repairs necessary in order for the grounds keeping staff to perform their duties during the first six months of the year.

Net Loss from Operations

We had a net loss from operations of $95,723 for the nine months ended September 30, 2013 as compared to net loss of $85,244 for the nine months ended September 30, 2012 an increase of $10,479 or 12.29%. The increased net loss from operations was directly related to weather issues that Las Vegas experienced during the first six months of the year, including a much colder than normal January and February, as well as an extremely hot end of May and first part of June. These issues kept golfers away from golf courses.

Interest Expense

Our interest expense decreased by 1.95% or $7,904 from $405,705 for the nine months ended September 30, 2012 to $397,801 for the nine months ended September 30, 2013. The slight decrease in interest expense has to do with the related party payments made in the second quarter, which decreased the overall interest.

Net Loss

The net loss before non-controlling interest for the nine months ended September 30, 2013 was $493,524 as compared to $554,312 for the same period in 2012. The decrease of $60,788 or 10.97% is attributed to the decreased expenses in the third quarter because of purchases made for grounds keeping/landscaping in the first half of 2013.

The net loss attributable to non-controlling interest for the first quarter of 2012 was $40,321 as compared to $65,920 for the same period in 2013. That resulted in net loss attributable to [redacted]

[redacted] of $559,444 for 2013 as compared to $594,633 for 2012 a decrease of $35,189 or 5.92%.

Liquidity and Capital Resources

A critical component of our operating plan impacting our continued existence is the ability to obtain additional capital through additional equity and/or debt financing. We have partnered with [redacted] to create an updated facility with a new name and brand. This is expected to help us in generating positive internal operating cash flow.

The following table summarizes our current assets, liabilities, and working capital at September 30, 2013 compared to December 31, 2012.

	September 30, 2013	December 31, 2012	Increase / (Decrease) $	%
Current Assets	$23,694	$17,175	$6,519	1.38%
Current Liabilities	11,547,816	11,125,294	422,522	1.04%
Working Capital Deficit	$11,524,122	$11,108,119		

Internal and External Sources of Liquidity

Cash Flow. Since inception, we have primarily financed our cash flow requirements through related party debt transactions. If that source of funding is eliminated it may have a material, adverse effect on our operations. We are currently operating at a loss but with positive cash flow because of deferring related party payables and interest payments. Though this has allowed us to currently minimize the deferral of our payables, we continue to depend on this source of financing. Should we lose our ability to defer those payables, without a return to profitability, our cash resources will be limited.

Satisfaction of our cash obligations for the next 12 months.

As of September 30, 2013, our cash balance was $16,228. Our plan for satisfying our cash requirements for the next twelve months is to use the $200,000 received from [redacted] in early April 2013 for working capital. So long as [redacted] continues to operate the golf center and comply with the terms and conditions of the Agreement [redacted] will make additional payments to [redacted] on each of March 26, 2014 and March 26, 2015.

Given our operating history, predictions of future operating results are difficult to make. Thus, our prospects must be considered in light of the risks, expenses and difficulties frequently encountered by companies in their various stages of commercial viability. Such risks include, but are not limited to, an evolving business model and the management of growth. To address these risks we, among other things, plan to continue to modify our business plan, implement and execute our marketing strategy, develop and upgrade our facilities in a response to our competitor’s developments.

Going Concern

The financial statements included in this filing have been prepared in conformity with generally accepted accounting principles that contemplate the continuance of the Company as a going concern. Management intends to use borrowings and security sales to mitigate the effects of its cash position, however no assurance can be given that debt or equity financing, if and when required will be available. The financial statements do not include any adjustments relating to the recoverability and classification of recorded assets and classification of liabilities that might be necessary should the Company be unable to continue existence.

Off-Balance Sheet Arrangements

We do not have any off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results or operations, liquidity, capital expenditures or capital resources that is material to investors.

Critical Accounting Policies and Estimates

Stock-based Compensation: In accordance with accounting standards concerning Stock-based Compensation, the Company accounts for all compensation related to stock, options or warrants using a fair value based method in which compensation cost is measured at the grant date based on the value of the award and is recognized over the service period. Stock issued for compensation is valued on the date of the related agreement and using the market price of the stock.

Related party transactions: In accordance with accounting standards concerning related party transactions, there now are established requirements for related party disclosures and the policy provides guidance for the disclosures of transactions between related parties.

Subsequent events: In accordance with accounting standards concerning subsequent events, states that a company is not required to disclose the date through with subsequent events have been evaluated. The adoption of this ASU did not have a material impact on our consolidated financial statements.

Recent Accounting Developments

In April 2013, the Financial Accounting and Standards Board (FASB) issued Accounting Standards Update ("ASU") ASU 2013-07, Presentation of Financial Statements (Topic 205): Liquidation Basis of Accounting. The ASU requires entities to prepare its financial statements using he liquidation basis of accounting when liquidation is imminent. The Company adopted this ASU in the period ended September 30, 2013, without significant impact to financial condition, results of operations, cash flows, or disclosures to its consolidated financial statements.

In July 2013, the FASB issued ASU No. 2013-10, Derivatives and Hedging (Topic 815): Inclusion of the Fed Funds Effective Swap Rat (or Overnight Index Swap Rate) as a Benchmark Interest Rate for Hedge Accounting Purposes. The ASU permits the Fed Funds Effective Swap Rate or Overnight Index Swap Rate (OIS) to be used as a U. S. benchmark interest rate for hedge accounting purposes in addition to interest rate on U.S. Treasury obligations (UST) and London Interbank Offered Rate (LIBOR). The ASU is effective prospectively for qualifying hedging relationships entered into on or after July 17, 2013. Since the Company does not currently engage in these types of relationships, the Company does not anticipate significant impact to financial condition, results of operations, cash flows, or disclosures to its consolidated financial statements.

In July 2013, the FASB issued ASU No. 2013-11, Income Taxes (Topic 740): Presentation of an Unrecognized Tax Benefit When a Net Operating Loss (NOL) Carryforward, a Similar Tax Loss, or a Tax Credit Carryforward Exists. The ASU's objective is to eliminate diversity in practice of treating of unrecognized tax benefit when NOL exists as either a reduction to a deferred tax asset or as a liability. The ASU clarifies that the unrecognized tax benefit or a portion of an unrecognized tax benefit should be presented in the financial statements as a reduction to the deferred tax asset for a NOL carrryforward, a similar tax loss, or a tax credit forward with an exception. The exception is to the extent a NOL carryforward, a similar tax loss, or a tax credit forward is not available at the reporting date under the tax law of the applicable jurisdiction does not require the entity to use, and the entity does not intend to use, the deferred tax asset for such purpose, the unrecognized tax benefit should instead be presented as a liability. This ASU is effective for fiscal year, and interim periods, beginning after December 15, 2013. The Company is currently evaluating the impact if any of adoption of this [redacted] on financial condition, results of operations, cash flows, and disclosures to its consolidated financial statements.

The Company believes there are no additional new accounting guidance adopted but not yet effective that is relevant to the readers of our financial statements.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.

Not applicable.

ITEM 4. CONTROLS AND PROCEDURES.

Evaluation of Disclosure Controls and Procedures

The Company maintains disclosure controls and procedures that are designed to ensure that information required to be disclosed 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's rules and forms, and that such information is accumulated and communicated to the Company's management, including its Chief Executive Officer and Principal Financial Officer to allow timely decisions regarding required financial disclosure.

As of the end of the period covered by this report, the Company's management carried out an evaluation, under the supervision of and with the participation of the Chief Executive Officer and Principal Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rules 13a-15 and 15d-15 under the Exchange Act). Based upon that evaluation, the Company's Chief Executive Officer and Principal Financial Officer concluded that our disclosure controls and procedures were effective as of the end of the period covered by this report, to provide reasonable assurance that information required to be disclosed by the Company in reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported, completely and accurately, within the time periods specified in SEC rules and forms.

Changes in Internal Control over Financial Reporting

There were no changes in internal control over financial reporting that occurred during the third quarter of the fiscal year covered by this report that have materially affected, or are reasonably likely to affect, the Company's internal control over financial reporting.

PART II--OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS.

There are no legal proceedings in which the Company is involved at this time.

ITEM 1A. RISK FACTORS.

Not required

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS.

We did not have any unregistered sales of equity securities during the quarter ended September 30, 2013 that have not been reported in a Current Report on Form 8-K.

We did not repurchase any of our equity securities during the quarter ended September 30, 2013.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES.

None.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

ITEM 5. OTHER INFORMATION.

On October 1, 2013, [redacted], a Director of the Company and a former Chairman and President of the Company, passed away. The Board of Directors has not yet determined whether it will elect a new Director to fill the vacancy.

ITEM 6. EXHIBITS.

			Incorporated by reference			
Exhibit number	**Exhibit description**	**Filed herewith**	**Form**	**Period ending**	**Exhibit No.**	**Filing date**
31.1	Certification of Chief Executive and PrincipalFinancial Officer Pursuant to	X				

	Section 302 of theSarbanes-Oxley Act of 2002	
32.1	Certification of Chief Executive and PrincipalFinancial Officer Pursuant to Section 906 of theSarbanes-Oxley Act of 2002	X

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.

[redacted].
(Registrant)

Date: November 12, 2013

By: /s/ [redacted]

[redacted]

Chief Executive Officer,

the Registrant and as

[redacted], President,

and Treasurer (On behalf of

Principal Financial Officer)