

**SPORTSQUEST, INC.**  
**Company Information and Disclosure Statement**  
**A Delaware Corporation**

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Federal EIN: 13-3941069  
SIC Code: 6719

**2012 1<sup>st</sup> Quarter Report -- March 31, 2012**

**Common Stock**

\$0.0001 Par Value per Share  
4,000,000 Shares Authorized  
3,398,763,151 Shares Outstanding as of March 31, 2012  
OTC Markets Symbol: SPQS  
CUSIP No. 8492ON 10 0

**Preferred A Shares**

\$0.0001 Par Value Per Share  
1,200,000 Shares Authorized  
100,000 Shares Outstanding as of March 31, 2012

**Series B Convertible Shares**

\$0.0001 Par Value Per Share  
1,000,000 Shares Authorized  
1,000,000 Shares Outstanding as of March 31, 2012

**SportsQuest, Inc. is responsible for the content of this Quarterly. The securities described in this document are not registered with, and the information contained in this report has not been filed with, or approved by, the U.S. Securities and Exchange Commission.**

**March 31, 2012  
Quarterly Report**

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**SportsQuest, Inc**  
**(formerly Air Brook Airport Express, Inc. until September 2007,**  
**formerly Bay Head Ventures, Inc. to December 1988)**  
**A Delaware Corporation**

**Quarterly Report March 31, 2012**

**Cautionary Note Regarding Forward-Looking Statements**

Information set forth in this 2012 1<sup>st</sup> Quarter Report (the “Quarterly Report”) contains forward-looking statements, which involve a number of risks and uncertainties that could cause our actual results to differ materially from those reflected in the forward-looking statements. Forward-looking statements can be identified by the use of the words “expect,” “project,” “may,” “might,” “potential,” and similar terms. SportsQuest, Inc. (“SportsQuest,” “we,” or the “Company”) cautions readers that any forward-looking information is not a guarantee of future performance and that actual results could differ materially from those contained in the forward-looking information. Forward-looking statements involve a number of risks, uncertainties or other factors beyond SportQuest's control. These factors include, but are not limited to, our ability to implement our strategic initiatives, economic, political and market conditions and price fluctuations, government and industry regulation, U.S. and global competition, and other factors. We undertake no obligation to revise or publicly release the results of any revision to these forward-looking statements. Given these risks and uncertainties, readers are cautioned not to place undue reliance on such forward-looking statements. We undertake no obligation to update any forward-looking statement, whether as a result of new information, future events or otherwise.

**Item 1. Exact name of the issuer and the address of its principal executive offices.**

SportsQuest, Inc. (Hereinafter referred to as “SportsQuest”, or the “Company”, or “We” or “Us”) Predecessors: Bay Head Ventures Inc. from April 3, 1986 to December 1988 and changed December 1988 to Air Brook Express. Air Brook Air Express from December 1988 to September 2007 and changed September 2007 to SportsQuest, Inc.

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Contact: Jeffrey R. Burns

The Issuer has no website.

## **Item 2. Shares outstanding.**

### **Number of Common Shares Outstanding as of March 31, 2012**

Shares Authorized: Four Billion (4,000,000,000)

Shares Outstanding: Three Billion, Three Hundred Ninety Eight Million, Seven Hundred Sixty Three Thousand, One Hundred Fifty One (3,398,763,151)

Public Float: Seven Hundred Ninety Eight Million, Seven Hundred Sixty Three Thousand, One Hundred Fifty One (798,763,151)

Total number of Beneficial Shareholders: 136

Total number of Shareholders of Record: 136

### **Number of Preferred A Shares Outstanding as of March 31, 2012**

Shares Authorized: One Million, Two Hundred Thousand (1,200,000)

Shares Outstanding: One Hundred Thousand (100,000)

Public Float: N/A

Total number of Beneficial Shareholders: 1

Total number of Shareholders of Record: 1

### **Number of Preferred B Shares Outstanding as of March 31, 2012**

Shares Authorized: One Million (1,000,000)

Shares Outstanding: One Million (1,000,000)

Public Float: N/A

Total number of Beneficial Shareholders: 1

Total number of Shareholders of Record: 1

## **Item 3. Interim financial statements.**

The interim financial statements required by this Item 3 are included in the Quarterly Report for the 1<sup>st</sup> Quarter of 2012, financial statements for the three months ended March 31, 2012, posted on the OTC Disclosure & News Service on June 13, 2012. These interim financial statements include Condensed Consolidated Balance Sheet, Condensed Consolidated Statement of Operations, Condensed, Consolidated Statement of Cash Flows, and accompanying Notes.

## **Item 4. Management's discussion and analysis or plan of operation.**

### **A. Plan of Operation**

1. The Issuer's plan of operation for the next twelve months.
  - i. The Issuer is in default of several debt obligations and is insolvent. If the Issuer cannot re-negotiate such obligations, the Issuer will have to cease operations. The Issuer will have to raise additional funds in the next twelve months;

ii. the Issuer does not intend to perform any product research and development that the issuer other than that performed by its subsidiary Zabo Foods, Inc.

iii. The Issuer does not expect to purchase or sell any plant or significant equipment. The Issuer is attempting to re-negotiate its defaulted debt and may sell or terminate some of its subsidiaries or investments in connection with such re-negotiation; and

iv. The Issuer may make significant changes in the number of employees in connection with its renegotiation of its debt and any reorganization in connection with such transactions.

## **B. Management's Discussion and Analysis of Financial Condition and Results of Operations.**

1. Full fiscal years. Discuss the issuer's financial condition, changes in financial condition and results of operations for each of the last two fiscal years. This discussion should address the past and future financial condition and results of operation of the issuer, with particular emphasis on the prospects for the future. The discussion should also address those key variable and other qualitative and quantitative factors that are necessary to an understanding and evaluation of the issuer. If material, the issuer should disclose the following:

i. Any known trends, events or uncertainties that have or are reasonably likely to have a material impact on the issuer's short-term or long-term liquidity;

The Issuer is currently insolvent and is attempting to renegotiate its defaulted debt. There is no assurance that such debt and be successfully renegotiated.

ii. Internal and external sources of liquidity;

The Issuer has not material internal sources of liquidity. The Issuer may issue debt and equity securities to obtain liquidity but there is no assurance that such securities can be sold. The issuer is currently dependent upon its majority shareholder for support.

iii. Any material commitments for capital expenditures and the expected sources of funds for such expenditures;

The Issuer has no material commitments for capital expenditures and not expected sources of funds for such expenditures

iv. Any known trends, events or uncertainties that have had or that are reasonably expected to have a material impact on the net sales or revenues or income from continuing operations;

There are no known trends that have had or that are reasonably expected to have a material impact on the net sales or revenues or income from continuing operations. There is uncertainty about the Issuer's ability to renegotiate its defaulted debt and pay its other debt. See "Risk Factors – Risks Associated with our Business -- It is important to note that we are in default on several loan obligations. There is no assurance that we will be able to re-negotiate these

agreements.”

v. Any significant elements of income or loss that do not arise from the issuer's continuing operations;

There no known elements of income or less that do not arise from the Issuers continuing operations.

vi. The causes for any material changes from period to period in one or more line items of the issuer's financial statements; and

The causes for any material changes from period to period in one or more line items of the issuer's financial statements are as follows:

vii. Any seasonal aspects that had a material effect on the financial condition or results of operation.

There are no known seasonal aspects that have had a material effect on the financial condition or results of operation of the Issuer.

2. Interim Periods. Provide a comparable discussion that will enable the reader to assess material changes in financial condition and results of operations since the end of the last fiscal year and for the comparable interim period in the preceding year.

The Issuer expects that the material changes in financial condition and the results of operation since the end of the last fiscal year and for the comparable interim period in the preceding year are that the Issuer is attempting to renegotiate its defaulted debt. In that regard the Issuer may divest some of its subsidiaries and investments.

## **Item 5. Legal proceedings.**

There are no current, pending or threatened legal proceedings or administrative actions either by or against SportsQuest, Inc. that could have a material effect on the Issuer's business, financial condition, or operations and no current, past or pending trading suspensions by a securities regulator.

## **Item 6. Defaults upon senior securities.**

### **A. Maize Pluss, Inc.**

The company acquired Maize Pluss in 2011 the company signed a promissory note for \$1,000,000 for the Maize Pluss and is currently in default of the note. Maize Pluss changed its name to Zabo Foods, Inc January 30, 2012. Zabo Foods, Inc is still an operating entity of SPQS and new terms are being negotiated. The company is currently in default on \$1,000,000 in principal debt with additional interest

of \$102,707 in penalties for the debt associated with the Maize Plus acquisition dating back to April 2011.

### **B. Pops Liquid Sunshine, Inc.**

On March 31, 2011, the Issuer issued a \$1,000,000 promissory note to Pops Liquid Sunshine, Inc. with interest of 9%. All interest is due on the 15th day of April 2011, and the 15th day of each month thereafter, with the last payment on March 31, 2015. Monthly payments of \$10,500 shall commence on March 31, 2011 and on the 15th of each month thereafter. In the event of default, the Lender may declare a default and may convert all or a portion of the unpaid indebtedness to the Issuer's Common Stock at \$0.005 per share. Events of default include the failure of the Issuer to pay, abide by the terms of the Note, the experience by the Issuer of negative net income in any two of the three preceding three consecutive calendar quarters, the Issuer incurring an EBITDA loss in excess of \$150,000 in any calendar quarter, or the Lender believing that the filing of bankruptcy or any other action seeking protection from creditors is imminent.

The note is in default and the Issuer is negotiating with the noteholder.

### **C. Taking It Outside**

On April 5, 2011, Taking It Outside, Inc. entered into an Acquisition Agreement with Planet Eco Products, Inc. PEP acquired 28% of the ownership units of TIO for \$500,000. Closing was to take place after full payment was received and before September 30, 2011. Payments were to be made over a period extending from March 31, 2011 to September 16, 2011. Failure to make payments will result in forfeiture of all payments made.

The company entered into a strategic relationship with Taking it Outside, LLC in 2011 which allowed for SPQS to acquire 28% of the company to include their Fielding line of products. Both parties have defaulted on the contract where as Taking it Outside would report on the sales with the Fielding line and the company would secure financing for the Fielding line. The company is working on a mutual release hold harmless agreement. Taking it Outside, LLC has not reported to the Company and is not included in the financials.

The company entered into a strategic relationship with Taking it Outside, LLC in 2011 which allowed for SPQS to acquire 28% of the company to include their Fielding line of products. Both parties have defaulted on the contract. SPQS is working on a hold harmless agreement and mutual separation agreement. There are no financials reported in regards to Taking It Outside.

### **D. Planet Eco Products, Inc.**

The Issuer acquired Planet Eco Products in 2010 which owns 45% of American Dream Communities, which owns two mobile home communities. The Company paid 1,500,000 in high-interest debt for this interest. Planet Eco Products is still an operating entity of the company. Planet Eco Products has no other assets and limited operations. The company is currently in default of \$1,270,000.00 in principal debt with additional interest of \$295,938 in penalties for the debt associated with Planet Eco Products

acquisition dating back to January 2010. The Issuer is negotiating with Planet Eco Products to resolve this matter.

**Item 7. Other information.**

See information posted on the OTC Disclosure & News Service, including the Quarterly Report for the 1<sup>st</sup> Quarter of 2012, dated March 31, 2012 and posted June 13, 2012, and the Annual Report for 2011, posted June 13, 2012 and dated December 31, 2011.

**Item 8. Exhibits.**

See the Quarterly Report for the 1<sup>st</sup> Quarter of 2012 for financial statements for the three months ended March 31, 2012, posted on the OTC Disclosure & News Service on June 13, 2012.

**Item 9. Certifications.**

I, Jeffrey Burns, certify that:

1. I have reviewed this quarterly disclosure statement of SportsQuest, Inc.
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of 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 disclosure statement; and
3. Based on my knowledge, the financial statements, and all other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

Date: June 19, 2012

/s/ Jeffrey R. Burns  
Jeffrey R. Burns  
Chief Executive Officer  
Chairman