



## **2012 ANNUAL REPORT**

**ATLAS TECHNOLOGY GROUP, INC.**

**DATED: March 15, 2013**

**CUSIP NUMBER: 283284107**

## Part A General Company Information

### Item 1: **The exact name of the issuer and its predecessor (if any)**

The Company's name is Atlas Technology Group, Inc. The issuer's predecessor name was Tribeworks, Inc. The Company changed its name from Tribeworks, Inc. to its current name in August, 2007.

### Item 2: **The address of the issuer's principal executive offices**

38 Fieldstone Drive  
Dover, NH 03820  
Office: 603-285-0015  
[www.racinglimosamerica.com](http://www.racinglimosamerica.com)  
Investor Relations Contact: James J. Albion  
Phone: 603-285-0015  
Mailing Address: PO Box 487  
Dover, NH 03821  
Email: [Investorrelations@atyg.net](mailto:Investorrelations@atyg.net)

### Item 3: **The jurisdiction(s) and date of the issuers' incorporation or organization**

The Company was organized under the laws of the State of Nevada on August 19, 1996. In November 1999, the Company changed its State of Incorporation from Nevada to Delaware.

## Part B Share Structure

### Item 4: **The exact title and class of securities outstanding**

As of December 31, 2012, the Company has two classes of capital stock consisting of 2,000,000,000 shares of Common Stock and 1 share of Preferred Stock. The Company's trading symbol is ATYG and CUSIP number is 049432107.

### Item 5: **Par or stated value and description of the security**

The Common Stock has a par value of \$.0001 and the Preferred Stock has no par value. The Common Stock has a one share one vote right with no other rights. The Preferred stock consists of a single share, granting the owner of that share 61% of the voting rights of the common stock.

There are no provisions in the articles of incorporation, articles of amendment, or bylaws, which would delay or prevent a change of control.

**Item 6:**      **The number of shares or total amount of the securities outstanding for each class of securities authorized.**

As of the fiscal year ended December 31, 2012:

Common Stock Authorized: 2,000,000,000

Common Stock Outstanding: 1,834,275,375

Public Float: 1,722,914,966

Preferred Stock Authorized: 1

Preferred Stock Outstanding: 1

Number of Shareholders of Record: 104

As of the fiscal year ended December 31, 2011:

Common Stock Authorized: 850,000,000

Common Stock Outstanding: 693,425,856

Public Float: 175,559,265

Preferred Stock Authorized: 1

Preferred Stock Outstanding: 1

Number of Shareholders of Record: 126

**Part C**      **Business Information**

**Item 7:**      **The name and address of the transfer agent**

Signature Stock Transfer Inc.

2632 Coachlight Court

Plano, TX, 75093

Telephone: 972-612-4120

Our transfer agent is registered under the Exchange Act and is regulated by the Securities and Exchange Commission.

**Item 8:**      **The nature of the issuer's business**

A. Business Development. Atlas Technology Group, Inc. is a holding company. It's primary asset is Racing Limos America, Inc. Racing Limos America is currently in operations and is a company which franchises race car themed stretch limousines and specializes in unique marketing partnerships, featuring advertising on the limos similar to race cars.

1. The form of organization of the issuer (e.g., corporation, partnership, limited liability company, etc.):

The organizational form of the issuer is a Corporation.

2. The year the issuer (or any predecessor) was organized

The issuer was organized in 1996.

3. The issuer's fiscal year end date

The issuers' fiscal year end date is 12/31.

4. Whether the issuer has been in bankruptcy, receivership or any similar proceeding

The issuer has never been in bankruptcy, receivership or any similar proceeding.

5. Any material reclassification, merger, consolidation, or purchase or sale of a significant amount of assets

The Company acquired Atlas Technology Group Holdings Ltd, a Malta Corporation that was established in September 2004, to provide external Information Technology ("IT") application support services for organizations with IT functions, as a wholly owned subsidiary on January 20, 2006. The services previously offered by the Company that were transferred into the Tribeworks Development Corporation ("TDC") were sold on September 14, 2006.

On January 26, 2007, the Company acquired all of the assets and customers of BLive Networks, Inc., further expanding the Company's capability of delivering high quality outsourced support into the annual IT Support market.

At the annual general meeting of the Company on July 12, 2007, the name of the Company was changed from Tribeworks, Inc. to Atlas Technology Group, Inc.

On November 10, 2010, the Company acquired all of the assets and customers of Racing Limos, Inc., further expanding the Company into the mobile marketing sector.

Following the acquisition of Racing Limos America on November 10, 2010, the services performed by Racing Limos America have been considered our new operating business and the company will no longer focus on the IT Support market.

6. Any default of the terms of any note, loan, lease, or other indebtedness or financing arrangements requiring the issuers to make payments

There has not been any default of any note, loan, lease, or other indebtedness or financing arrangement requiring the issuer to make payments.

7. Any change of control

In November 2010, James J. Albion was appointed CEO and sole Director of the Company. Prior to that, Jose Lithario was CEO from May 2009 to November 2010 and Frank Meuse was CEO from July 2008 to April 2009. During each one of these changes in CEO position, more than 50% of voting stock changed hands.

8. Any increase of 10% or more of the same class of outstanding equity securities?

The Company increased the authorized common shares from 2 billion to 15 billion common shares in January 2013.

9. Any past, pending or anticipated stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization

The Company was originally organized as a Nevada corporation on August 19, 1996 under the name Pan World Corp.

In June 1999, shares increased by a 2 for 1 split.

In November 1999, the Company changed its State of Incorporation from Nevada changed to Delaware.

The Company changed its name in December, 1999 to Tribeworks, Inc.

In June 2004, shares decreased by a 1 for 4 split

In September 2005, shares decreased by a 1 for 3 split.

The Company changed its name in August, 2007 to Atlas Technology Group, Inc.

The Company has no anticipated stock splits, stock dividends, recapitalizations, mergers, spin-off's, or reorganizations. The Company is presently reviewing several acquisitions and additions to its holding family.

10. Any delisting of the issuers securities by any securities exchange or deletion from the OTC Bulletin Board

On November 12, 2010, The Company filed SEC Form 15-12g "Certification and notice of termination of registration under section 12(g) of the Securities

Exchange Act of 1934 or suspension of duty to file reports under sections 13 and 15(d) of the Securities Exchange Act of 1934”.

There has not been any delisting of the issuers securities by any securities exchange.

11. Any current, past, pending or threatened legal proceedings or administrative actions either by or against the issuer that could have a material effect on the issuer’s business, financial condition, or operations and any current, past or pending trading suspensions by a securities regulator. State the names of the principal’s parties, the nature and current status of the matter, and the amounts involved

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

B. Business of Issuer.

Racing Limos America is a franchise business of racecar themed stretch limousines with mobile advertising. The Company has and will continue to sell franchise locations throughout the U.S. The Company’s objective for the future of this company is to create more emphasis on the advertising and mobile marketing partnerships. At this time we have 1 full time employee and our primary SIC code is 7312.

The Company is not and has never been a shell.

As of December 31, 2012, the legal name of the Corporation was Atlas Technology Group, Inc., a Delaware Corporation. The Company trades on the OTC Pink sheets with the stock Symbol, “ATYG”.

In January 2013, the Company voted to, and changed the name with the State of Delaware from Atlas Technology Group, Inc. to Racing Limos International Holdings, Inc. The Company is still in the process of making this name change with FINRA.

The Company is also doing business under the name “Racing Limos America” which is its current focus.

**Item 9:            The nature of the products and services offered**

Our primary products & services encompass advertising revenue from our wholly owned Racing Limo Businesses as well as franchise fees from our franchisees.

**Our Advertising Fees** are currently as follows:

Full Vehicle Wrap: \$35,000.00 per month

**Our Franchise Fees** are currently as follows:

SUPER PRIME DMA; includes 6 limos to start, largest promotional and branding packages, etc. \$2,000,000

PRIME DMA; includes 4 limos to start, largest promotional and branding packages, etc. \$1,000,000

SECONDARY DMA; includes 3 limos to start, mid-size promo package, etc. \$675,000

TERTIARY DMA; Includes 2 limo to start, mid-size promo package, etc. \$350,000

OTHER DMA; Includes 1 limo to start, starter promo package, etc. \$200,000

The Company plans to put aside about 50% of the fee for complete set up and first year training and support (typically, first year is the highest costs).

**Item 10:        The nature and Extent of the Issuer's Facilities**

The business is based in Dover, New Hampshire and is operated from an office located at 38 Fieldstone Drive. The office is approximately 1,600 square feet. The Company paid \$1,500 per month for the office, and is in a new 3-year commencing January 1, 2013. The Company pays \$1,750 per month (incl. utilities, cleaning) in year one; \$1,875 per month in year two, and; \$2,000 per month in year three. The lease term is 3 years ending December 2016.

**Part D            Management Structure and Financial Information**

**Item 11:        A. The name of the chief executive officer, members of the board of directors, as well as control persons**

James Albion – Chief Executive Officer and Chairman of the Board of the Directors.

James Albion has been an entrepreneur most of his adult life. He comes from a family of entrepreneurs, and was raised with the philosophy that the American dream is all about taking control of your own destiny, that thinking outside the box is the way to success, and to pursue what you love and the money will follow.

Albion started his own ad agency, ZMJ Advertising, in 1992, and has owned and operated it ever since. ZMJ Advertising's belief in transparency has made it the only ad agency in the region which offers an "open auditing" policy.

Mr. Albion often heard complaints from prospective clients about their experiences in being double-billed or over-billed and decided on the "open audit policy" because his philosophy is "the truth comes out 100% of the time, so be fair with your clients, and they will be fair with you".

Albion's persistence shone brightly when his agency was one of only two local area marketing agencies to survive after 9/11. Not only did ZMJ survive, but also increased its revenues upwards of 468% in the 18 months following 9/11.

In 2008, he was introduced to Racing Limos when he won the bid to build a website for Racing Limos of NH. The current management was struggling with the franchise, and was about to close, when Albion considered buying into the business.

The opportunity spurred serendipity when Mr. Albion realized he could utilize his current contacts within the industry to expand the scope of the Racing Limos brand.

After purchasing Racing Limos of NH, he soon thereafter purchased the Fort Myers, FL and Boston territories as well.

By mid 2010, and was encouraged to consider purchasing the entire franchise system, which he did in mid 2010.

As of December 31, 2012, Mr. Albion owns the one preferred share along with 675,000 shares of common stock of Atlas Technology Group, Inc. James Albion's compensation as CEO and Chairman in 2012 was \$1.00. Mr. Albion is compensated through his management company and ad agency, ZMJ Enterprises, Inc. dba ZMJ Advertising & Marketing. Stock bonuses are tendered to Mr. Albion from the company personally.

Atlas Technology Group, Inc.  
38 Fieldstone Drive  
Dover, NH 03820

#### B. Legal/Disciplinary History.

None of the foregoing persons have, in the last five years, been the subject of:



1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);
2. The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities;
3. A finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated; or
4. The entry of an order by a self-regulatory organization that permanently or temporarily barred, suspended or otherwise limited such person's involvement in any type of business or securities activities.

There are no family relationships in the company and there have been no related party transactions.

**Item 12: Financial information for the issuer's most recent fiscal year**

All financial statements for the Issuer are uploaded to, and can be retrieved at [www.otcmarkets.com/stock/ATYG/financials](http://www.otcmarkets.com/stock/ATYG/financials)

**Item 13: Similar financial information for such part of the two preceding fiscal years as the issuer or its predecessor has been in existence.**

The financial statements for the previous two years were uploaded to [www.otcmarkets.com/stock/ATYG/financials](http://www.otcmarkets.com/stock/ATYG/financials)

**Item 14: Beneficial Owners**

There are no shareholders known to the Company who beneficially own more than five percent (5%) of any class of the Company's Common Stock. There are no shareholders known to the Company who beneficially own more than five percent (5%) of any class of the Company's Preferred Stock, other than James Albion, Chief Executive Officer and Chairman of the Board of Directors, who owns 100% of the total outstanding Preferred stock.

**Item 15: The name, address, telephone number, and email address of each of the following outside providers that advise the issuer on matters relating to the operations, business development and disclosure.**

Counsel – Jonathan D. Leinwand, Esq.  
20801 Biscayne Blvd. #403  
Aventura, FL 33180  
(954) 903-7856

Accountant – Pink Accounting  
478 Albany Avenue  
Brooklyn, NY 11203  
Telephone (212) 994-9644

Investor Relations – James J. Albion  
P.O. Box 487  
Dover, NH 03821  
(603)-285-0015

**Item 16: Management’s Discussion and Analysis of Financial Condition and Results of Operations**

From 12/31/11 to 12/31/12 total assets decreased approximately \$2 million. This decrease is primarily attributable to a decrease in present market value of the intellectual property. This value will increase and is expected to surpass its original value as the company expands in the U.S. and internationally.

**Item 17: List of securities offerings and shares issued for services in the past two years**

NONE

**Item 18: Material Contracts**

The Company has no material contracts that will be required of or performed by them that are not in the normal course of business.

**Item 19: Articles of Incorporation and Bylaws**

The Articles of Incorporation & Bylaws for Atlas Technology Group, Inc. were uploaded to [www.otcm Markets.com](http://www.otcm Markets.com) on April 7, 2011.

**Item 20: Purchase of Equity Securities by the Issuer and Affiliated Purchasers**

Neither the Company nor any “Affiliated Purchasers” made any purchases of the Company’s equity securities aside from James Albion, CEO, who purchased 625,000 shares of the Company’s common stock.

**Item 21: Issuers Certifications**

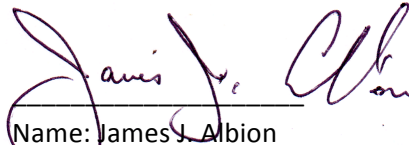
I, James J. Albion, certify that:

1. I have reviewed this Amended Issuer Information and Disclosure Statement of Atlas Technology Group, Inc.

2. Based on my knowledge, this disclosure statement 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 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 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: March 15, 2013



Name: James J. Albion  
Title: CEO/Chairman

**Atlas Technology Group**  
**Consolidated Balance Sheet**  
**For the Year ending December 31, 2012**  
**UNAUDITED**

ASSETS

Current Assets	
Cash & equivalents	\$ 255
Accounts Receivable	<u>796,250</u>
Total current assets	796,505
 Property and equipment – net	 3,500
Other Assets	
Intangible assets	2,000,000
Other assets	<u>7,500</u>
Total other assets	<u>2,007,500</u>
 <b>Total Assets</b>	 <b><u>\$2,807,505</u></b>

**LIABILITIES & STOCKHOLDERS' EQUITY**

Current Liabilities	
Accounts Payable	\$ 615,350
Accrued salary expense	0
Reserve – Termination Fees	443,050
Other current liabilities	<u>0</u>
Total current liabilities	<u>1,058,400</u>
 Long term debt	
Notes payable	<u>660,500</u>
Total long term debt	<u>660,500</u>
 Total Liabilities	 1,718,900
Stockholders' equity	
Total stockholders' equity	<u>1,088,605</u>
 <b>Total Liabilities &amp; stockholders' equity</b>	 <b><u>\$2,807,505</u></b>

**Atlas Technology Group**  
**Consolidated Statement of Operations**  
**For the Year ending December 31, 2012**  
**UNAUDITED**

Revenues	\$ 120,370
Expenses	
Payroll	5,405
Rent expense	16,500
Depreciation expense	177
Professional fees	17,465
Administrative fees	6,377
Travel & entertainment	5,490
Consulting fees	248,135
Bank service charges	1,622
Advertising	17,447
Miscellaneous	<u>14,785</u>
Total expenses	333,403
<b>Net loss</b>	<b>(\$213,033)</b>

**Atlas Technology Group, Inc.**  
**Consolidated Statement of Changes in Shareholders' Equity**  
**For the Year ending December 31, 2012**  
**UNAUDITED**

<b>Beginning Balance</b>	\$2,544,941
Add: Increases to Shareholders' Equity	114,805
Less: Net Loss	<u>(213,033)</u>
<b>Ending Balance</b>	<b>\$2,446,713</b>

**Atlas Technology Group, Inc.**  
**Consolidated Statement of Cash Flows**  
**For the Year Ending December 31, 2012**  
**UNAUDITED**

**CASH FLOWS PROVIDED BY (USED FOR) OPERATING ACTIVITIES**

Net (Loss)	\$ (213,033)
Adjustments to reconcile net loss to net cash	
Used in operations	
Depreciation	177
Decrease in accounts payable	0
Increase in due to related parties	<u>0</u>
NEW CASH PROVIDED BY (USED FOR) OPERATING ACTIVITIES	(213,210)

**CASH FLOWS PROVIDED BY (USED FOR) INVESTING ACTIVITIES**

NET CASH USED FOR INVESTING ACTIVITIES	<u>0</u>
--	----------

**CASH FLOWS PROVIDED BY (USED FOR) FINANCING ACTIVITIES**

NET CASH PROVIDED BY FINANCING ACTIVITIES	<u>0</u>
---	----------

NET INCREASE (DECREASE) IN CASH RESOURCES	(20,837)
---	----------

BEGINNING BALANCE	<u>177</u>
-------------------	------------

ENDING CASH BALANCE	255
---------------------	-----

**ATLAS TECHNOLOGY GROUP, INC.**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED DECEMBER 31, 2012**  
**UNAUDITED**

**1. SIGNIFICANT ACCOUNTING POLICIES AND GENERAL INFORMATION**

**Nature of Business**

Atlas is a holding company, holding its primary asset, Racing Limos America, Inc. Racing Limos America is a company of franchises made up of stretch limousines with a race car theme, specializing in marketing partnerships, featuring advertising on the limos (like race cars). Marketing packages include marketing & advertising on the internet, in social media, and other conventional shared advertising. The Company is organized in the state of Delaware and is a publically traded pink sheets, company traded under the symbol OTC PINK: ATYG.

**Significant Accounting Policies**

Intangible Assets

Intangible Assets are carried on the books at fair market value and tested for impairment on a quarterly basis.

Property and equipment

Property and equipment are stated at cost less accumulated depreciation. Depreciation is recorded at rates designed to depreciate the cost of capital assets over their estimated useful lives.

**2. CASH & EQUIVALENTS**

Cash & Equivalents consists of cash which is currently sitting in the company checking account and petty cash. There are currently no money market accounts however the Company is considering opening a money market account to earn more interest on its cash.

**3. PROPERTY AND EQUIPMENT**

Property and equipment consist of desks, office furniture and computer equipment. For book purposes, The Company depreciates these assets over a useful life of 5 years.

**4. INTANGIBLE ASSETS**

Intangible Assets consists of patents, trademarks, and goodwill pertaining to the Racing Limos America brand.



**ATLAS TECHNOLOGY GROUP, INC.**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED DECEMBER 31, 2012**  
**UNAUDITED**

**5. ACCOUNTS PAYABLE**

Accounts Payable is monies owed by the company to third parties. There are currently no finance charges or interest associated with these amounts.

**6. RESERVE-TERMINATION FEES**

Reserve-Termination Fees consists of a potential liability the company incurred from the previous ownership in the event any existing, “grandfathered” franchises are terminated. The Company entered into termination agreements whereby half of the original franchise fee would be returned to the franchisee, should any respective franchises be resold.

**7. LONG-TERM DEBT**

The Notes Payable under long-term debt pertains to consulting fees incurred by the Company.