



Quarterly Report: Q1 2013

ATLAS TECHNOLOGY GROUP, INC.

DATED: May 10, 2013

CUSIP NUMBER: 283284107

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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

Physical Address: 38 Fieldstone Drive
Dover, NH 03820

Office: 603-285-0015

www.racinglimosamerica.com

Investor Relations Contact: James J. Albion

Mailing Address: PO Box 487
Dover, NH 03821-0487

Email: 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 March 31, 2013, the Company has two classes of capital stock consisting of 15,000,000,000 (15 billion) shares of Common Stock and 1 share of Preferred Stock. The Company's trading symbol is ATYG and CUSIP number is 283284107.

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 quarter ended March 31, 2013:

Common Stock Authorized: 15,000,000,000

Common Stock Outstanding: 6,030,705,874

Public Float: 5,269,348,854

Preferred Stock Authorized: 1

Preferred Stock Outstanding: 1

Number of Shareholders of Record: 125

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

***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™, currently in operation, franchises its locations. It operates race car themed stretch limousines and specializes in unique marketing partnerships, featuring advertising on the limos similar to advertising on 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, spinoff'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.

The Company is not and has never been a shell.

As of March 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.

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.



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
Hood: \$10,000 per month
Full Side: \$10,000 per month
Full Back: \$7,500 per month
Smaller ad space is available.

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 designates 70% of the fee for complete set up and first year training and support. Any “leftover” funds remain with the franchise.

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 is in a new 3-year lease, terminating December 31, 2015. The Company pays \$1,750 per month (incl. utilities, cleaning) in 2013; \$1,875 per month in 2014, and; \$2,000 per month in 2015.

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, President, 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 increased its revenues 468% in the 18 months following the 9/11/01 attacks.





In 2008, he was introduced to Racing Limos when he won the bid to build a website for Racing Limos of NH. The owners were struggling with the franchise, and they were about to close the business 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 March 31, 2013, Mr. Albion owns the one preferred share along with 650,625,000 shares of common stock of Atlas Technology Group, Inc. James Albion's compensation as CEO and Chairman in 2012 was \$1.00 and will be \$1.00 in 2013. Mr. Albion is otherwise compensated through his management company and ad agency, ZMJ Enterprises, Inc. dba ZMJ Advertising & Marketing. Stock bonuses from the Company are tendered to Mr. Albion personally.

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.otcm Markets.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.otcm Markets.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 without a waiver properly authorized by the Company. 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

Counsel: John T. Root, Jr., Esq.
120 Natalie Lane
Jacksonville, AR 72076
(501) 529-8567

Accountant Raiche and Company, CPA, PA
680 Central Avenue
Dover, NH 03820
Telephone (603) 742-8894



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

Item 16: Management's Discussion and Analysis or Plan of Operations

Managements Discussion and Analysis of Financial Condition and Results of Operations for past two fiscal years.

THE DISCUSSION IN THIS SECTION CONTAINS CERTAIN STATEMENTS OF A FORWARD-LOOKING NATURE RELATING TO FUTURE EVENTS OR OUR FUTURE PERFORMANCE. WORDS SUCH AS "ANTICIPATES," "BELIEVES," "EXPECTS," "INTENDS," "FUTURE," "MAY" AND SIMILAR EXPRESSIONS OR VARIATIONS OF SUCH WORDS ARE INTENDED TO IDENTIFY FORWARD-LOOKING STATEMENTS, BUT ARE NOT THE ONLY MEANS OF IDENTIFYING FORWARD-LOOKING STATEMENTS. SUCH STATEMENTS ARE ONLY PREDICTIONS AND ACTUAL EVENTS OR RESULTS MAY DIFFER MATERIALLY. IN EVALUATING SUCH STATEMENTS, YOU SHOULD SPECIFICALLY CONSIDER VARIOUS FACTORS IDENTIFIED IN THIS REPORT, INCLUDING THE MATTERS SET FORTH UNDER THE CAPTION "BUSINESS RISKS," WHICH COULD CAUSE ACTUAL RESULTS TO DIFFER MATERIALLY FROM THOSE INDICATED BY SUCH FORWARD-LOOKING STATEMENTS.

OVERVIEW

Atlas is a holding company, its primary asset being Racing Limos America, Inc. (RLA). RLA is structured as a corporation, and is a franchise operation. The company is an advertising & marketing business specializing in race car themed stretch limousines with advertising on the limos (like race cars). Marketing packages are multimedia, including though not limited to: outdoor advertising; internet advertising; product distribution; collateral material distribution, social media. Plans are based on millions of quality impressions monthly.

When most people look at limousines, it's all about the interior space and amenities. Racing Limos America™ is refreshingly different. To us, it's all about the exterior. We don't just see a comfortable limo. We see an interactive mobile marketing machine that makes a big impact wherever it goes, and we're taking that unique concept to savvy companies that want to make a U-turn from "boring." Using our industry-unique process, we wrap limousines with colorful, high impact advertising and graphics, and take them to high traffic locations: trade shows, store openings, sports or charity events - the possibilities are endless because there are so many ways Racing Limos America™ can help companies improve their marketing programs and brand loyalty.



We reported gross sales of \$120,370 in the fiscal year ended December 31, 2012. Our total sales increased 12.65% from sales of \$106,857 in our fiscal year ended December 31, 2011. Our sales increase was primarily attributable to the acceleration of the Miami franchise purchase. We anticipate our gross margins will increase substantially with the completed purchase of the Miami franchise, the likely purchases of at least two more franchise locations, and the completion of discussions (scheduled to close by end of third quarter) with a new national marketing partner.

As of December 31, 2012, we had an accumulated deficit of \$213,033 (up from \$152,792 on December 31, 2011).

We are reporting Q1 2013 revenues at \$68,961.23, about 57% of all revenues from 2012 and a 71.8% increase over the same quarter last year.

Defining and Explaining Accounting Policies

Intangible Assets

Intangible assets (in our case, intellectual property) are carried as fair market value and tested for impairment on an annual basis. The Company's intangible assets consist of patents, trademarks, and goodwill pertaining to the Racing Limos America™ brand.

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. Company property and equipment consists of desks, office furniture, and computer equipment. For book purposes, the Company depreciates these assets over a useful life of five (5) years.

Cash and Equivalents

Cash and equivalents consist of cash that is currently sitting in the company checking account and petty cash. There is a company securities account that, at this time, is not being utilized.

Accounts Payable

Accounts payable is money owed by the Company to third parties, i.e. vendors. Money owed includes any applicable finance charges and interest associated with these payables.

Long-Term Debt

Long-Term debt consists of consulting agreements, any applicable money still to pay on the Racing Limos business purchased by Racing Limos America, Inc. in April 2010, and money owed to terminated franchisees in good standing at the time of their termination, based on termination agreement documents from franchise agreements executed prior to April 15, 2010.

Part E: Convertible Note(s) Outstanding History Summary Ending March 31, 2013

Item 17: List of Notes Outstanding and Total Amounts of Notes

Business Consulting Note 1	\$250,000 Note of which \$190,000 remains
Business Consulting Note 2	\$250,000 Note of which \$210,000 remains
*Promissory Note	\$235,755.79 of which \$125,000 remains
Promissory Note	\$10,400 of which \$10,400 remains
Promissory Note	\$10,000 of which \$10,000 remains

*This Note is to finish paying the previous owner of Racing Limos for the company and its intellectual property (patents & trademarks). Once the Note is paid in full, Racing Limos America, Inc. will own the intellectual rights outright without encumbrance.

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.otcmarkets.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

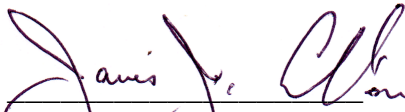
I, James J. Albion, certify that:

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: May 10, 2013

A handwritten signature in purple ink, appearing to read "James J. Albion", is written over a horizontal line.

Name: James J. Albion
Title: CEO/Chairman



**Atlas Technology Group
Consolidated Balance Sheet
For the Quarter ending March 31, 2013
UNAUDITED**

ASSETS

Current Assets	
Cash & equivalents	\$ 422
Accounts Receivable	<u>1,403</u>
Total current assets	1,825
 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>
 Total Assets	 <u>\$2,012,825</u>

LIABILITIES & STOCKHOLDERS' EQUITY

Current Liabilities	
Accounts Payable	\$ 76,475
Accounts Payable: ZMJ Enterprises, Inc.: Franchise Purchases	135,000
Accounts Payable: ZMJ Enterprises, Inc.: Consulting / Albion	469,725
Reserve – Termination Fees	418,050
Other current liabilities	<u>11,110</u>
Total current liabilities	<u>1,110,360</u>
Long term debt	
Notes payable	<u>545,400</u>
Total long term debt	<u>545,400</u>
 Total Liabilities	 1,655,760
Stockholders' equity	
Total stockholders' equity	<u>357,065</u>
 Total Liabilities & stockholders' equity	 <u>\$2,012,825</u>



**Atlas Technology Group
Consolidated Statement of Operations
For the Quarter ending March 31, 2013
UNAUDITED**

Revenues	\$ 68,961
Expenses	
Payroll	1
Rent expense	5,250
Depreciation expense	178
Professional fees	5,500
Administrative fees	395
Travel & entertainment	1,250
Consulting fees	25,000
Bank service charges	90
Advertising	2,120
Miscellaneous	<u>1,440</u>
Total expenses	41,224
 Net Gain	 \$ 27,737

**Atlas Technology Group, Inc.
Consolidated Statement of Changes in Shareholders' Equity
For the Quarter ending March 31, 2013
UNAUDITED**

Beginning Balance	\$2,446,713
Subtract: Decrease to Shareholders' Equity	(731,540)
Add: Net Gain	<u>27,737</u>
Ending Balance	\$1,742,910



**Atlas Technology Group, Inc.
Consolidated Statement of Cash Flows
For the Quarter Ending March 31, 2013
UNAUDITED**

CASH FLOWS PROVIDED BY (USED FOR) OPERATING ACTIVITIES

Net Gain	\$ 27,737
Adjustments to reconcile net gain to net cash	
Used in operations	
Depreciation	178
Increase in accounts payable	65,850
Increase in due to related parties	<u>0</u>
NEW CASH PROVIDED BY (USED FOR) OPERATING ACTIVITIES	(38,291)

CASH FLOWS PROVIDED BY (USED FOR) INVESTING ACTIVITIES

NET CASH USED FOR INVESTING ACTIVITIES	0
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CASH FLOWS PROVIDED BY (USED FOR) FINANCING ACTIVITIES

NET CASH PROVIDED BY FINANCING ACTIVITIES	0
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NET INCREASE (DECREASE) IN CASH RESOURCES	27,737
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BEGINNING CASH BALANCE	255
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ENDING CASH BALANCE	422
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