QUARTERLY REPORT

FOR PERIOD ENDED

March 31, 2013

MARATHON GROUP CORPORATION

(a Wyoming Corporation)

443 Winthrop Street, Lower Level
Brooklyn, NY 11203

MARATHON GROUP CORPORATION.

March 31, 2013.

Information required for compliance with the provisions of the Pink Sheets, LLC,
Guidelines for Providing Adequate Current Information
(Version 9.7 -7-22-09)

This Quarterly Report contains certain "forward-looking statements" (as such term is defined in Section 2IE of the Securities Exchange Act of 1934, as amended). These statements reflect our current expectations regarding our possible future results of operations, performance, and achievements. These forward-looking statements are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995, regulations of the Securities and Exchange Commission, and common law.

Wherever possible, we have tried to identify these forward-looking statements by using words such as *"anticipate," "believe," "estimate," "expect," "plan," "project," "intend,"* and similar expressions. These statements reflect our current beliefs and are based on information currently available to us. Investors are cautioned not to place undue reliance on such forward-looking statements because they speak only of the Company's views as of the statement dates. Accordingly, these statements are subject to certain risks, uncertainties, and contingencies, which could cause our actual results, performance, or achievements to differ materially from those expressed in, or implied by, such statements. These risks, uncertainties and contingencies include, without limitation, the factors set forth under "Item IV Management's Discussion and Analysis or Plan of Operation." We have no obligation to update or revise any such forward- looking statements that may be made to reflect events or circumstances after the date of this Issuer Information Disclosure.

Item I
<u>The exact name of the issuer and address of the issuer's Principal executive offices.</u>

The exact name of the Issuer is Marathon Group Corporation (herein the "Issuer" or "Company") (formerly Pediatric Prosthetics Inc.) On December 31, 2009 the Company entered into a reverse merger and executed a Share Exchange Agreement with Marathon Health Care, Corp., a private Delaware corporation. Marathon Health Care Corp. and its affiliates are now the wholly subsidiaries of Marathon Group Corporation. Subsequently on May 19, 2011 Marathon Group Corporation re-domiciled to the state of Wyoming.

Other than listed above, the Issuer has used no other names in the past five years.

The address of the Issuer's principal executive offices is:

443 Winthrop Street,
Lower Level
Brooklyn, NY 11203
Phone: 646-354-1246
Fax: 718-243-2124

Website: http://www.marathonhcc.com

Item II Shares Outstanding.

Common Stock

	Quarter Ended	Year Ended
Period End Date	03-31-13	12-31-2012
Common Shares	49,830 000,000	49,830,000,000
Common Shares	190,279	190,279
Free Trading Common	152,223	152,223
Total Number of	349	349

Preferred Stock

	Fiscal Year End	Fiscal Year End
Period End Date	03-31-2013	12-31-2012
Preferred Shares Authorized	170 000,000	170,000,000
Preferred Shares Outstanding	3,000 001	3,000,001
Total Number of Shareholders	3	3

Item III Interim financial statements.

Attached hereto at the end of this Quarterly Update and incorporated by reference.

Item IV <u>Management's Discussion and Analysis or Plan of Operation.</u>

Forward Looking Statements

Some of the statements contained in this Quarterly Report that are not historical facts are "forward-looking statements" which can be identified by the use of terminology such as *"anticipate," "believe," "estimate," "expect," "plan," "project," "intend,"* or the negative or other variations, or by discussions of strategy that involve risks and uncertainties. We urge you to be cautious of the forward-looking statements, that such statements, which are contained in this Quarterly Report, reflect our current beliefs with respect to future events and involve known and unknown risks, uncertainties and other factors affecting our operations, market growth, services, products and licenses. No assurances can be given regarding the achievement of future results, as actual results may differ materially as a result of the risks we face, and actual events may differ from the assumptions underlying the statements that have been made regarding anticipated events. Factors that may cause actual results, our performance or achievements, or industry results, to differ materially from those contemplated by such forward-looking statements include without limitation:

- Our ability to attract and retain qualified management;
- Our ability to raise capital when needed and on acceptable terms and conditions;
- Our ability to successfully manufacture market and sell the Company's products;
- The intensity of competition and general economic conditions.

All written and oral forward-looking statements made in connection with this Quarterly Report that are attributable to us or persons acting on our behalf are expressly qualified in their entirety by these cautionary statements. Given the uncertainties that surround such statements, you are cautioned not to place undue reliance on such forward-looking statements.

The following discussion should be read in conjunction with our financial statements and the related notes contained elsewhere in this Quarterly Report and in our other Pink Sheets filings, including our Pink Sheets Initial Disclosure Report for the period ended March 31, 2013.

Results of Operations

During the three months ended March 31, 2013 the Company had revenues of $502,689 when compared to a total of $396,437 from the previous corresponding period ending March 31, 2012 representing growth of 26.8%.

During the three months ended March 31, 2013, the Company had net operating losses of $(19,904), compared to a total loss of $(173,275) from the previous corresponding 3 month period ending March 31, 2012.

Quarterly Review of Operations

Marathon Group Corporation through its subsidiaries Marathon Health Care, Corp. and Abundant Nursing Inc. are currently offering a range of nurse staffing services to hospitals, nursing homes and assisted living facilities in the New York metropolitan area as well as Lancaster County in Pennsylvania. The present focus of the business model is on three core segments:

a) Infusion Nursing which is a specific practice within Marathon Health Care, Corp. It primarily involves RNs dispensing medication, including intravenously administering medications on behalf of infusion clients in clients' homes;

b) Medical Staffing relates to providing necessary personnel and expertise to hospitals, nursing homes and other types of institutions;

c) Home Healthcare which involves providing general in-home patient care. Home Health Aides (HHAs) are employed for duties ranging from routine domestic matters to more complex care in the client's home. At the outset, this is notably the cornerstone of the Company's business and where the most significant growth within the company is anticipated.

Market Conditions:

Nurse staffing and home healthcare services are two very competitive industries. The Company’s biggest competitors in the New York metropolitan area include Bestcare Inc., VTA Management Services and Specialty Professional Services. The nurse staffing business in general however, is highly fragmented and is dominated either by these major operators, "mom and pop" operations, and/or small non-for-profit organizations. The Company believes the timing is appropriate for consolidation, and intends to capitalize on available acquisition opportunities. The Company's position in the industry can be considered to be an emerging, mid-sized operator, transitioning from a "mom and pop" operation and expanding into the Metropolitan market of New York City with the goal of eventually breaking the threshold as a major operator in this and other Northeast metropolitan markets.

Business Development:

Management believes that Marathon Group Corporation ("Marathon") is specifically positioned to take advantage of the market opportunities and growth avenues available. Our expansion strategy is based on our knowledge of the industry and the growing demands of the "baby boomers" to be pampered with service. Management has produced a three-prong approach that will assist in our capitalization of the current opportunities which ideally will result in profitability and ultimately reward our stakeholders.

Marathon will continue to conduct direct marketing to all short and long term care facilities that provide staffing in a cost effective method. Marathon will continue to directly market our homecare services to the existing markets and begin the creation of an expansion plan to establish low fixed cost operating centers in the northeast region of the country, within the next 36 months.

Marathon expects to extend their services from solely residential nurse and home health aides to incorporate in-home therapy and rehab services, transportation services for the elderly and disabled and various other goods and services based on growing demands. This expansion will require the acquisition of outside agencies which involves a $3.5 million private placement in cooperation with an outside investor. This requirement is currently being sought out by management.

Marathon believes a comprehensive approach of offering services and goods at home to the growing baby boomer population will elevate the public presence of the Company. Also incorporating the appropriate product mix of goods and services, will ideally enable Marathon to achieve sustained profitability.

The following statements are the potential risks directly affecting the expected results:

- Marathon Group's ability to raise capital to continue with its business operations;
- Marathon Group's ability to become profitable, maintain profitability or improve profit **margin;**
- Marathon Group's ability to compete in securing contracts and in prices in an intensive competitive industry;
- Marathon Group's ability to maintain the State Healthcare Licensure that enables the company to provide those services the license permits them to provide;
- Marathon Group's ability to gain and service more customers.

Liquidity and Capital Resources

As of March 31, 2013, the Company had current assets of $1,281,062 and total assets of $2,423,753. As of March 31, 2013, the Company had current liabilities of $3,221,929 and total liabilities of $4,331,164. The Company had a negative working capital of $(1,940,867) as of March 31, 2013. Because of this working capital deficiency, the Company's ability to continue to operate and its future remain in question as a going concern unless additional capital is contributed or until such time as it generates revenues and become cash flow positive.

The Company presently finances its growth by factoring out its receivables, and plans to use traditional bank financing sources as well as additional potential debt and equity private placements to sustain growth. There can be no assurance that financing sufficient to enable us to expand and grow our business will be available to us in the future. The failure to obtain future financing or to produce levels of revenue to meet our financial needs could result in our inability to operate, grow and expand our business.

Off-Balance Sheet Arrangements

We have not entered into 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 of operations, liquidity, capital expenditures or capital resources and would be considered material to investors. Certain officers and directors of the Company have pledged their securities as collateral to our various lenders as required for the extension of credit to the Company.

Item V **Legal Proceedings.**

We are not currently a party to any material litigation, and we are not aware of any pending or threatened litigation against us that we believe would adversely affect our business, operating results, financial condition or cash flows.

Item VI **Defaults Upon Senior Securities.**

None for the periods ended March 31, 2013

Item VII Other Information.

A. Entry into a material definitive agreement:

None for the periods ended March 31, 2013.

B. Termination of material definitive agreement:
None for the periods ended March 31, 2013.

C. Completion of acquisition or disposition of assets, including but not limited to merger:
None for the periods ended March 31, 2013.

D. Creation of a direct financial obligation or an obligation under an off-balance sheet arrangement of an Issuer:

None for the periods ended March 31, 2013.

E. Triggering events that accelerate or increase a direct financial obligation or an obligation under an off-balance sheet arrangement:

None for the periods ended March 31, 2013.

F. Costs associated with exit or disposal activities:
None for the periods ended March 31, 2013.

G. Material Impairments:
None for the periods ended March 31, 2013.

H. Sales of equity securities:
None for the periods ended March 31, 2013.

I. Material Modification of rights of security holders:

None for the periods ended March 31, 2013.

J. Changes in issuer's certifying accountant:

None for the periods ended March 31, 2013.

K. Non-reliance on previously issued financial statements or a related audit report or completed interim review:

None for the periods ended March 31, 2013.

L. Changes in control of issuer:

None for the periods ended March 31, 2013

M. Departure of directors or officers, election of directors, appointment of principal officers:

None for the periods ended March 31, 2013

N. Amendments Article of Incorporation or Bylaws; Change in Fiscal Year:

None for the periods ended March 31, 2013

O. Amendments to the Issuer's Code of Ethics or Waiver of a provision of the Code of Ethics:
None for the periods ended March 31, 2013.

Item VIII Exhibits.

Exhibit 1: See Interim Quarterly Financials

Item IX Issuers Certifications.

See Attached

MARATHON GROUP CORPORATION

Condensed Consolidated Balance Sheets
(Un-Audited)

	Period ended March 31, 2013	Period ended March 31, 2012
ASSETS		
CURRENT ASSETS		
Cash	$	
Accounts Receivable-net	1,144,026	272,311
Loan Receivable	124,499	100,000
Deferred Financing Cost- Current		
Deposits and Prepaid expenses	12,537	12,537
TOTAL CURRENT ASSETS	1,281,062	384,958
PROPERTY AND EQUIPMENT, at Cost, Less Accumulated Depreciation	0	0
OTHER ASSETS		
Goodwill & Start Up Costs @ NBV	1,142,691	1,142.691
TOTAL ASSETS	$ 2,423,753	$ 1,527,739
LIABILITIES AND STOCKHOLDER'S EQUITY		
CURRENT LIABILITIES		
Bank Overdraft	$ 1,508,462	116,884
Accounts Payable and Accrued liabilities	543,314	413,449
Note Payable	248,433	247,933
Short Term Loans	204,505	197,529
Client Deposits	2,517	2,517
Derivative Financial instrument	20,250	20,250
Income Tax Payable	694,449	613,665
TOTAL CURRENT LIABILITIES	3,221,929	1,612,217
Convertible Debt Less Discount	1,109,235	1,109,235
TOTAL LIABILITIES	4,331,164	2,721,452
STOCKHOLDER'S EQUITY		
Preferred Stock, 50,000,000 at par value $0.001 authorized 3,000,000 issued and outstanding	3,000	3,000
Common Stock, 49.83 billion at par value $0.000001 auth. Shares, issued and outstanding 190,279 shares	1	951
Paid In Capital	549,991	548,991
Accumulated Deficit:		
Total Stockholders' equity at1ributable to controlling interest	(2,193,512)	(1,595,799)
Non-Controlling interest in consolidated subsidiaries	(266,890)	(150,906)
TOTAL LIABILITIES AND STOCKHOLDER'S EQUITY	$ 2,423,753	1,527,739

See accompanying notes to condensed consolidated financial statements

MARATHON GROUP CORPORATION

Consolidated Condensed Statement of Operations
(Un-Audited)

	Quarter Ended March 31, 2013	Quarter Ended March 31, 2012
Revenues	502,689	396,437
Cost of sales	(404,511)	(337,002)
Gross profit	98,178	59,435
Operating expenses:		
Selling, general and administrative expenses	(118,082)	(232,710)
Depreciation & Amortization	(3,415)	(3,415)
Total operating expenses	(121,497)	(236, 125)
Gain (Loss) from operations	(33,319)	(176,690)
Other income (expenses):		
Other income	0	0
Interest Income		0
Interest expense	(18,998)	(18,925)
Change in value of derivative	0	6,350
Consolidated Net Income (Loss)	(52,317)	(189,265)
Less Net Loss (Income) attributable to the non-controlling **interests**	15,378	123,495
Retained Earnings, Beginning of Quarter/Year	(2.389,247)	(1,530,029)
Retained Earnings, (Loss) attributable to the Company	(2,475,781)	**(1,595,799)**

See accompanying notes to condensed consolidated financial statements

MARATHON GROUP CORPORATION

Consolidated Condensed Statement of Cash Flows
(Un-Audited)

	Quarter End 03/31/13	Year Ended 12/31/2012
CASH FLOW FROM OPERATING ACTIVITIES		
Net Income	$(57,695)	(299,642)
Adjustments to reconcile Net Income to Net Cash provided (used) by operating activities:		
Non-Controlling Interest (Income) Loss	15,378	(30,842)
Depreciation and amortization	3,415	99,050
Decrease (Increase) in Operating Assets		
Receivables	(256,117)	(80,082)
Loans Receivables	0	(96,500)
Deferred Costs & Other Assets	0	70,521
Non-Current Assets		(464,035)
Increase (Decrease) in Operating Liabilities		
Accounts Payable & Accrued Expenses	29,242	63,817
Income Tax Payable	24,232	355,368
NET CASH FLOWS FROM OPERATING ACTIVITIES	(241,545)	(1,001,405)
CASH FLOWS FROM INVESTING ACTIVITIES		
Investment in property and equipment	0	0
NET CASH FLOWS FROM INVESTING ACTIVITIES	0	0
CASH FLOWS FROM FINANCING ACTIVITIES		
Bank Overdraft	242,069	42,073
Notes Payables	0	98,598
Related Party Loans	0	(30,160)
Short-term Loans	(524)	10,451
Derivative Financial Instruments	0	199,000
Convertible Debt	0	611,528
Stock Purchase	0	
NET CASH PROVIDED (USED) BY FINANCING ACTIVITIES	241,545	931,490
NET INCREASE (DECREASE) IN CASH	0	(69,915)
CASH AT BEGINNING OF YEAR	0	78,198
CASH AT END OF YEAR	$ 0	8,283
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:		
Cash Paid During the Year for:		
Interest	$ 0	20,849

See accompanying notes to condensed consolidated financial statements.

MARATHON GROUP CORPORATION

Un-Audited Condensed Consolidated Statements of Changes in Stockholder's Equity
Period Ended March 31, 2103

	Preferred & Common Shares	Additional Paid-In Capital	Accumulated Deficit	Total Stockholders' Equity Attributable to the Controlling Interest	Non-Controlling Interests in Consolidated Subsidiaries	Total Stockholders' Equity
Balance, December 31, 2012	3,001	$549,991	$(2,389,247)	$(2,106,978)	$(282,269)	$(1,246,808)
Net loss			(42,317)	(57,695)	15,378	(42,317)
Balance March 31, 2013	3,001	$549,991	(2,431,564)	$ (2,164,673)	($266,890)	$(1,878,572)

See accompanying notes to condensed consolidated financial statements.

1. BASIS OF PRESENTATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Organization and Nature of Operations:

Marathon Group Corporation (formerly Pediatric Prosthetics, Inc.) (the "Company") formerly an Idaho corporation , consummated a reverse merger on December 31, 2009 with a private Delaware corporation Marathon Health Care Corp.("Marathon") with the shareholders of Marathon becoming the majority shareholders but Marathon remaining as a wholly-owned subsidiary. In addition the Company carried out a one for ten reverse stock split that was approved on April 16, 2010.The Company deemed to be the acquirer for accounting purposes changed its name to Marathon Group Corp. The operations of the Company are conducted primarily through its subsidiary Marathon Healthcare Corp. and its affiliate Abundant Nursing, Inc. These companies are nurse staff nursing and home health providers in Metropolitan New York and the state of Pennsylvania.

On May 19, 2011 the Company re-domiciled to the State of Wyoming. This was followed on July 25, 2011 with an amendment to the Articles of Incorporation and the Bylaws to increase the authorized shares to stock to 50,000,000,000 and to create four (4) classes of preferred stock (See Note 6). Subsequently on August 26, 2011 the Company authorized a one for 100 reverse stock split. In addition, on March, 2012 the Company authorized a one for 5,000 reverse stock split that was effective March 26, 2012.

Basis of Presentation:

The accompanying un-audited condensed consolidated financial statements include the accounts of those entities of which the Company owns the majority interest and of those variable interest entities of which the Company is the beneficiary. All significant intercompany transactions balances between the Companies are eliminated in the Condensed Consolidated Statements

These condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States ("GAAP") and include selected information and disclosures for the included interim period. Accordingly, they do not include all of the disclosures required by GAAP for complete financial statements. However, in the opinion of management, all adjustments necessary for a fair presentation of the results of financial interim periods ended March 31, 2013 have been included. Certain prior period amounts have been reclassified to conform to current period presentation, with no effect on net income or shareholder's equity.

Cash flows from operating activities are reported under the indirect method; cash equivalents include time deposits, certificates of deposits and all highly debt instruments with original maturities of three months or less.

Use of Estimates:

The un-audited financial statements are prepared in conformity with generally accepted accounting principles ("GAAP") in the United States. These principles require management to make estimates and assumptions that affect the reported amounts of assets and liabilities, revenues, expenses and disclosure of contingencies in the financial statements. Actual amounts realized may differ from these estimates.

Concentration of Credit Risk:

Cash and cash equivalents and accounts receivable are the primary financial instruments that subject the Company to concentrations of credit risk. The Company maintains its cash deposits with major financial institutions selected based upon management's assessment of the financial stability. Balances periodically exceed the $100,000 federal deposit insurance limit; however, the Company has not experienced any losses on deposits.

Accounts receivable arise for nursing staffing and private homecare services to organizations and individual customers located in primarily in the metropolitan New York and Lancaster county, Pennsylvania. The Company does not require collateral for credit granted, but periodically reviews accounts receivable for collectability and allocates an allowance for doubtful accounts based on it's review and industry practice.

Revenue Recognition:

Fees for individual contract clinical services are fixed upon execution of the contract and provide payment for all work performed. Pass- through costs that are paid directly by clients, and for which the Company does not bear the risk of performance, are excluded from revenue. The termination of a contract typically results in no material adjustments to the revenue or costs previously recognized.

Trade Receivables:

Trade Receivables have been adjusted for all known uncollectible accounts. An allowance for doubtful accounts is established when, in the opinion of management, collection of the account is doubtful. The allowance at March 31, 2013 was $94,181.

Property and Equipment:

Property and equipment is recorded at cost. The cost and related accumulated depreciation of assets sold, retired or otherwise disposed are removed from the respective accounts, and any resulting gains or losses are included in the results of operations. Depreciation is computed using the straight-line method over the estimated useful lives of the related assets (See Note 4). Repairs and maintenance costs are expensed as incurred.

Income Tax:

The Company uses the liability accounting method for income taxes. Under this method, deferred income tax assets and liabilities are determined based on differences between financial reporting and income tax carrying amounts of assets and liabilities and are measured using enacted tax laws and rates that will be in effect when the differences are expected to be reversed. A valuation allowance, if necessary, is provided against deferred assets based upon management's assessment as to their realization (See Note 7).

Derivative Financial Instruments:

Derivative financial instruments are initially measured at their fair value. For derivative financial instruments that are accounted for as liabilities, the derivative instrument is initially recorded at its fair value using the Black-Scholes option pricing model and is then revalued at each reporting date, with changes in the fair value reported as charges or credits to income. For option-based derivative financial instruments, the Company also uses the Black-Scholes option- pricing model to value the derivative instruments. To the extent that the initial fair values of the freestanding and or bifurcated derivative instrument liabilities exceed the total proceeds received, an immediate charge to income is recognized, in order to initially record the derivative instrument liabilities at their fair value.

The discount from the face value of the convertible debt or equity instruments resulting from allocating some or all of the proceeds to the derivative instruments, together with the stated interest on the instrument, is amortized over the life of the instrument through periodic charges to income, using the effective interest method. When the instrument is convertible preferred stock, the dividends payable are recognized as they accrue and, together with the periodic amortization of the discount, are charged directly to retained earnings.

The classification of derivative instruments, including whether such instruments should be recorded as liabilities or as equity, is reassessed periodically, including at the end of each reporting period. If re-classification is required, the fair value of the derivative instrument, as of the determination date, is re-classified. Any previous charges or credits to income for changes in the fair value of the derivative instrument are not reversed. Derivative instrument liabilities are classified in the balance sheet as current or non-current based on whether or not net-cash settlement of the derivative instrument could be required within twelve months of the balance sheet date.

New Accounting Pronouncements:

The following are summaries of recent accounting pronouncements that are relevant to the Company:

In December 2011, the Financial Accounting Standards Board ("FASB") issued updated guidance related to the presentation of offsetting (netting) assets and liabilities in the financial statements. The guidance requires the disclosure of both gross information and net information on instruments and transactions eligible for offset in the statement of financial position and instruments and transactions subject to an agreement similar to a master netting arrangement This scope would include derivatives, sale and repurchase agreements and reverse sale and repurchase agreements, and securities borrowing and securities lending arrangements. The updated guidance is effective for annual reporting periods beginning on or after January l, 2013, and interim periods within those annual periods. Management does not expect the adoption of this guidance to have a material impact on our consolidated financial statements.

In September 2011, the FASB issued updated guidance related to the testing of goodwill for impairment. The guidance provides that an entity has the option to first assess qualitative factors to determine whether the existence of events or circumstances leads to a determination that it is more likely than not that the fair value of a reporting unit is less than its carrying amount. If, after assessing the totality of events or circumstances, an entity determines it is more likely than not that the fair value of a reporting unit is less than its carrying amount, then performing the two-step impairment test is unnecessary. The updated guidance is effective for annual and interim goodwill impairment tests performed for fiscal years beginning after December 15, 2011. In connection with the preparation of the accompanying financial statements, management adopted this guidance and there was no impairment to Goodwill.

In June 2011, the FASB issued updated guidance related to the presentation of comprehensive income. The guidance provides that an entity has the option to present the total of comprehensive income, the components of net income, and the components of other comprehensive income either in a single continuous statement of comprehensive income or in two separate but consecutive statements. The updated guidance is effective for annual financial reporting periods beginning after December 15, 2011 and for interim periods within the fiscal year. The adoption of this guidance did not have a material impact on our consolidated financial statements.

In May 2011, the FASB issued updated guidance related to fair value measurements and disclosures. The update provides amendments to achieve common fair value measurements and disclosure requirements in GAAP and International Financial Reporting Standards. The amendments in this update explain how to measure fair value. They do not require additional fair value measurements and are not intended to establish valuation standards or affect valuation practices outside of financial reporting. The updated guidance is effective during interim and annual financial reporting periods beginning after December 15, 2011. The adoption of this guidance did not have a material impact on our consolidated financial statements.

In May 2009, the FASB issued SFAS 165 (ASC 855-10) entitled "Subsequent Events". Companies are now required to disclose the date through which subsequent events have been evaluated by management. Public entities (as defined) must conduct the evaluation as of the date the financial statements are issued, and provide disclosure that such date was used for this evaluation. SFAS 165 (ASC 855-10) provides that financial statements are considered "issued" when they are widely distributed for general use and reliance in a form and format that complies with GAAP. SFAS 165 (ASC 855-10) is effective for interim and annual periods ending after June 15, 2009 and must be applied prospectively. The adoption of SFAS 165 (ASC 855-10) during the year ended December 31, 2009 did not have a significant effect on the Company's financial statements as of that date.

2. REVERSE MERGER

On December 31, 2009, the Company completed a reverse merger transaction effective January 2010, in which Marathon Health Care Corp., a private Delaware Corporation ("Marathon") merged with and became a wholly-owned Delaware subsidiary of the Company, and the stockholders of Marathon obtained control of the Company. The Reverse Merger was consummated under Idaho corporate law pursuant to an agreement and Plan of Merger. These historical financial results of the Company reflect the reporting after the consummation of the Reverse Merger.

3. GOING CONCERN CONSIDERATIONS

Since its inception, the Company has suffered significant net losses and has been dependent on outside investors to provide the cash resources to sustain its operations. During the interim period ended March 31, 2013 the Company reported losses from operations of (53,758). Negative operating results have produced a stockholders' deficit of $(1,649,557) at March 31, 2013. The Company's negative financial results and its current financial position raise substantial doubt about the Company's ability to continue as a going concern. The financial statements do not reflect any adjustments relating to the recoverability and classification of recorded asset amounts or liability amounts that might be necessary should the Company be unable to continue in existence.

4. PROPERTY AND EQUIPMENT

Property and equipment, at March 31, 2013:

	Life	
Automobiles	1-5	40,801
Machinery and	2-7	5,143
Leasehold	3-5	25,231
Total		71,175
Less accumulated depreciation		(71,175)
Net property and equipment		$nil

5. DEBT

Following is a summary of convertible debt at March 31, 2013:

	March 31 2013
Convertible debentures under Purchase Agreement:	1,750,000
Less converted notes	(604,916)
Less un-amortized discounts	(35,800)
Net debt	1,109,235

Debt Issued Under Securities Purchase Agreement - In May 2006, we entered into a Securities Purchase Agreement with certain third parties to provide us $1,500,000 in convertible debt financing (the "Securities Purchase Agreement"). Pursuant to the Securities Purchase Agreement, we agreed to sell the investors $1,500,000 in Callable Secured

Convertible Notes ("Convertible Debentures"), initially due May 30, 2009, which have been paid in three tranches as The Company additionally entered into separate agreements for $150,000 on June 30, 2010 and $1,000,000 on December 31,2009 of which only $100,000 was funded.

1 $600,000 of Convertible Debentures and warrants to purchase 50,000,000 shares of our common stock upon signing the definitive agreements on May 30, 2006;

2 $400,000 of Convertible Debentures upon filing of a registration statement on February 16, 2007 to register shares of common stock which the Convertible Debentures are convertible into, as well as the shares of common stock issuable in connection with the Warrants (defined below);

3 $500,000 of Convertible Debentures upon the effectiveness of such registration statement, such date being July 27, 2007;

4 $150,000 of Convertible Debentures upon the effectiveness of registration statement, such date being June 28, 2008; and

5 $100,000 of Convertible Debentures upon the execution of the Reverse Merger agreement on December 31, 2009.

The Convertible Debentures are convertible into our common stock at a discount to the then trading value of our common stock. The Debentures are convertible into our common stock at a 50% discount to the average of the lowest three trading days over the most recent twenty (20) day trading period in which our common stock trades on the market or exchange, ending one day prior to the date a conversion notice is received (the "Trading Price"), and bear interest at the rate of six percent (6%) per annum, payable quarterly in arrears, provided that no interest shall be due and payable for any month in which the trading price of our common stock is greater than $0.10375 for each day that our common stock trades. Any amounts not paid under the Debentures when due bear interest at the rate of fifteen percent (15%) per annum until paid.

We also agreed to pay a finder's fee in connection with the funding in the amount of$100,000 and issued warrants to purchase up to 2,000,000 shares of our common stock at an exercise price of $0.10 per share. These warrants, which had a fair value of $166,000 on the grant date, were recorded as deferred financing cost, and expire if unexercised on or before May 30, 2013.

The proceeds from the Securities Purchase Agreement were allocated to the debt features and to the warrants based upon their fair values. After the latter allocations, the remaining value, if any, is allocated to the Convertible Debentures in the financial statements.

As consideration for receiving the Second Debenture distribution (Waiver) of $400,000, we issued warrants to purchase an additional 1,000,000 shares of our common stock. These warrants were valued using the Black-Scholes option pricing model utilizing. Also warrants were also issued pursuant to the Securities Purchase Agreement and the Second Waiver to purchase an aggregate of 51,000,000 shares of our common stock that have an exercise price of $0.10 per share. Pursuant to the purchase of agreement of June 2008, warrants were issued to purchase 20,000,000 shares that have an exercise price of $0.001 per share and expire June 2015. As of March 31, 2013 and the warrants had an aggregate value of $20,250 using the Black-Scholes option pricing model.

Derivative Liability Associated With the Debt Feature and Warrants **-** In accordance with Statement of Financial Accounting Standards No. 133, "Accounting for Derivative Instruments and Hedging Activities," as amended ("SFAS 133"), the debt conversion feature provision (the "Debt Feature") contained in the terms of the Notes is not clearly and closely related to the characteristics of the Convertible Debentures. Accordingly, the Debt Feature qualified as embedded derivative instrument at issuance and, because it does not qualify for any scope exception within SFAS 133, it was required by SFAS 133 to be accounted for separately from the debt instrument and recorded as a derivative financial instrument.

Pursuant to the terms of the Convertible Debentures, these notes are convertible at the option of the holder, at any time on or prior to maturity. The Debt Feature represents an embedded derivative that is required to be accounted for apart from the underlying Convertible Debentures. At issuance of the Convertible Debentures, the Debt Feature had an estimated initial fair value of $513,044.

The recorded value of the debt features related to the Convertible Debentures can fluctuate significantly based on fluctuations in the fair value of the Company's common stock, as well as in the volatility of the stock price during the term used for observation and the term remaining for the warrants. The significant fluctuations can create significant income and expense items on the financial statements of the Company.

In accordance with the provisions of SFAS No. 133, Accounting for Derivative Instruments, the Company is required to adjust the carrying value of the instrument to its fair value at each balance sheet date and recognize any change since the prior balance sheet date as a component of other income (expense). The recorded value of such warrants can fluctuate significantly based on fluctuations in the market value of the underlying securities of the issuer of the warrants, as well as in the volatility of the stock price during the term used for observation and the term remaining for the warrants.

6. STOCKHOLDERS EQUITY (DEFICIT)

On March 15, 2007, we filed an amendment to our Articles of Incorporation with the Secretary of State of Idaho to increase our authorized shares of common stock to 950,000,000 shares of Common Stock, $0.001 par value per share, and to re-authorize 10,000,000 shares of preferred stock, $0.001 par value per share (the "Amendment").

On April 16, 2010 the amount of authorized shares of common stock was decreased to 350,000,000 and the authorized amount of preferred stock was increased to 50,000,000 as a result of a I:I0 reverse stock split and reauthorization. The par value of the common and preferred stock is $0.001 per share. As of June 30, 2011 there was a retirement of 1,000,000 Preferred and re-issuance of 2,000,000 Preferred Series "A" stock and 1,000,000 Preferred Series "B" stock.

On July 25, 2011 the amount of the authorized shares of the stock of the Company was increased to 50,000,000,000 which authorized 49,830,000,000 shares of common stock and four (4) newly created classes of authorized 170,000,00 Preferred shares. The par value of the common stock was changed to $0.000001 per share. The Amendment authorized 10,000,000 shares of Preferred "A" Series, $0.000001 par value per share, with voting rights equal to four (4) times the total number of issued and outstanding common stock and Preferred "A" and Preferred "B" stock at the time of the vote. The Amendment also authorized 90,000,000 shares of Preferred B stock, $0.0001 par value per share, with ten (10) votes for any election or vote placed before shareholders. The third class authorized was 20,000,000 shares of Preferred "C" stock, $0.0001 par value per share, with one (I) vote per share. The fourth class authorized was 50,000,000 shares of Preferred "S" stock, par value $0.001 per share, with one (1) vote per share. The 2,000,000 Preferred Series "A" and 1,000,000 Preferred Series “B” were reissued as 3,000,000 Preferred "S" stock at par $0.001.

Subsequently on August 26, 2011 the Company affected a 1 for 100 reverse stock split. In addition, on March 26, 2012 the Company effected a 1 for 5,000 reverse split.

7. <u>INCOME TAXES</u>

Deferred Income tax assets and liabilities are determined using the liability (or balance sheet) method. Under this method, the net deferred tax asset or liability is determined based on the tax effects of temporary differences between book and tax basis of the various balance sheet assets and liabilities and gives current recognition to changes in tax rates and laws.

As of June 30, 2012 period ended September 30, 2012, the Company did not have a net liability for any unrecognized tax benefits. The Company recognizes interest and penalties, if any, related to unrecognized tax benefits as interest or general and administrative expenses in the statement of operations. For the periods ended March 31, 2013 the Company did incur interests and penalties which are included the Income tax liabilities of $632,996 and $653,893 respectfully.

8. SHORT TERM DEBT.

Line of Credit

On April 8, 2011 the Company entered into an agreement to carry a line of credit against its outstanding receivables that charges a monthly rate of 2.25% for the first 30 days on outstanding balances and then 1.125% every 15 days, thereafter. The credit limits on two (2) accounts total $200,000 .The outstanding loan balances as of March 31, 2013 was $200,000.

Note Payable

The Company received a loan of$250,000 that matured in September 2009 and subsequently it was extended to September 2011. Interest is payable monthly at a base rate of 15% per annum. This note is personally guaranteed by the Company's majority shareholder. At March 31, 2013 and the outstanding principal was $247,933.

9. COMMITMENTS

1n December 2008, the Company entered into a five-year non-cancelable operating lease for its principal facilities located in Brooklyn, New York. Annual future minimum payments under the Company's operating lease agreement as of March 31, 2013 are as follows:

2013 ------------- $44,470

On December 5, 2011 the Company entered into a 10 year non-cancelable operating lease for office space located at 127 Oak Ridge Drive, Mountville, Pennsylvania. Annual future minimum payments under the lease as of March 31, 2013 are as follows:

2013---------------	11,275
2014----------------	11,825
2015----------------	12,375
2016----------------	12,925

VARIABLE INTEREST EQUITY TRANSACTION

The Company is the primary beneficiary of a variable interest entity Abundant Nursing, Inc. The Company has guaranteed a note outstanding on the assets of the entity and its stockholders are the same as the Company and have personally guaranteed the debts of Abundant Nursing, Inc. The guarantees by the Company and its stockholders have been determined to be an implicit guarantee on the Company which requires consolidation under FIN 46 (R) which was amended by SFAS No. 167 and ASC 810. Abundant Nursing has assets of $247,437 and liabilities outstanding of $396,680 as of March 31, 2013

10. RELATED PARTY TRANSACTIONS
None for periods ended March 31, 2013.

MARATHON GROUP CORP.

Notes to Condensed Consolidated Financial Statements Period Ended March 31, 2013

(Un-Audited)

I, MacDonald Tudeme, Chief Executive Officer, certify that:

1. I have reviewed this Unaudited Financial Statement for periods ending March 31, 2013 for Marathon Group Corporation;

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 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 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: 6/3/2013

/s/MacDonald Tudeme

Chief Executive Officer