

ROUNDER, INC.

**QUARTERLY REPORT
THREE MONTHS ENDED
MARCH 31, 2012**

Rounder, Inc.
Balance Sheet
(unaudited)

ASSETS			
		At	At
		March 31,	December
		2012	31, 2011
Current Assets			
Cash	\$	307	\$ -
Total Current Assets		307	-
Property and Equipment, net of accumulated depreciation			
		43,311	43,311
Other Assets			
Investment stock		2,061,500	1,245,000
Intangibles		100,004	100,004
Total Other Assets		2,161,504	1,345,004
TOTAL ASSETS	\$	2,205,122	\$ 1,388,315
LIABILITIES & STOCKHOLDERS' EQUITY (DEFICIT)			
Current Liabilities			
Accounts payable	\$	135,988	\$ 136,139
Accrued expenses		547,032	547,032
Current portion - notes payable		75,000	75,000
Total Current Liabilities		758,020	758,171
Long-Term Liabilities			
Notes Payable		881,393	1,170,000
Notes payable- related parties		84,950	84,850
Total Long-Term Liabilities		966,343	1,254,850
TOTAL LIABILITIES		1,724,363	2,013,021
Stockholders' Equity (Deficit)			
Preferred stock, 70,000,000 authorized, par value \$.001, 29,517 outstanding		29	29
Common stock, 500,000,000 and 200,000,000 authorized, par value \$.001, 369,193,715 and 150,192,216 issued and outstanding March, 31, 2012 and December 31, 2011, respectively		369,194	150,192
Paid in capital		22,203,862	21,279,256
Deferred compensation		(250,225)	(250,225)
Retained deficit		(21,842,101)	(21,803,958)
Total Stockholders' Equity (Deficit)		480,759	(624,706)
TOTAL LIABILITIES & STOCKHOLDERS' EQUITY (DEFICIT)	\$	2,205,122	\$ 1,388,315

Rounder, Inc.
Statement of Operations
(unaudited)

	Three Months	Three Months
	Ended	Ended
	March 31,	March 31,
	<u>2012</u>	<u>2011</u>
Revenues		
Sales	\$ -	\$ -
Total Revenue	-	-
Cost of Goods Sold		
Cost of Goods Sold	-	-
Gross Profit	\$ -	\$ -
Expenses		
Depreciation	-	-
Public company	5,680	-
Payroll	21,000	-
General and administrative	11,462	-
Total Expenses	38,142	-
Profit (Loss) from Operations	(38,142)	-
Other (Expenses)		
Interest expense	-	-
Total Other (Expense)		
Income (Loss) from Continuing Operations	(38,142)	-
(Loss) from Discontinued Operations	-	(88,198)
Net Income (Loss)	\$ (38,142)	\$ (88,198)
Earnings (Loss) Per Share, Basic and Diluted		
From Continuing Operations	(0.00)	(0.00)
From Discontinued Operations	(0.00)	(0.00)
Basic and diluted loss per share	\$ (0.00)	\$ (0.00)
Weighted average number of common shares – basic and diluted	274,081,502	13,012,216

Rounder, Inc.
Statement of Stockholders' Equity (Deficit)
(unaudited)

	Preferred Shares	Preferred Stock	Common Shares	Common Stock	Additional Paid-in Capital	Deferred Compensation	Retained Earnings (Deficit)	Total
Balance December 31, 2009	29,517	\$ 29	99,043,702	\$ 99,044	\$ 17,349,471	\$ -	\$ (18,214,835)	\$ (766,291)
Adjustment for 1:3,500 reverse stock split	-	-	(140,220,639)	(140,221)	140,221	-	-	-
Common stock issued for debt conversion pre reverse	-	-	19,484,619	19,485	242,173	-	-	261,658
Common stock issued for services pre reverse	-	-	21,734,534	21,734	112,266	-	-	134,000
Common stock issued for assets	-	-	1,000,000	1,000	99,000	-	-	100,000
Common stock def comp	-	-	10,100,000	10,100	999,900	(1,010,000)	-	-
Common stock issued for debt conversion post	-	-	1,200,000	1,200	91,300	-	-	92,500
Common stock issued for services post	-	-	150,000	150	4,850	-	-	5,000
Common stock issued for asset contribution	-	-	500,000	500	(500)	-	-	-
Loss for the year ended December 31, 2010	-	-	-	-	-	-	(1,416,857)	(1,416,857)
Balance December 31, 2010	29,517	29	12,992,216	12,992	19,038,681	(1,010,000)	(19,631,692)	(1,589,990)
Common stock returned	-	-	(2,750,000)	(2,750)	(247,475)	250,225	-	-
Common stock returned services	-	-	(150,000)	(150)	(4,850)	-	-	(5,000)
Officer resignation	-	-	-	-	-	509,550	-	509,550
Common stock issued for debt conversion	-	-	30,600,000	30,600	1,507,400	-	-	1,538,000
Stock issued for asset contribution	-	-	106,750,000	106,750	738,025	-	-	1,095,000
Loss for the year ended December, 31, 2011	-	-	-	-	-	-	(2,172,266)	(2,172,266)
Balance December 31, 2011	29,517	29	150,192,216	150,192	21,279,256	(250,225)	(21,803,958)	(624,706)
Adjustment	-	-	(1)	-	-	-	-	-
Common stock issued for acquisition	-	-	161,000,000	161,000	644,000	-	-	805,000
Common stock issued for debt conversion	-	-	58,001,500	58,002	280,606	-	-	338,608
Loss for the three months ended March 31, 2012	-	-	-	-	-	-	(38,142)	(38,142)
Balance March 31, 2012	29,517	\$ 29	369,193,715	\$ 369,194	\$ 22,203,862	\$ (250,225)	\$ (21,842,100)	\$ 480,760

Rounder, Inc.
Statement of Cash Flows
(unaudited)

	Three Months	Three Months
	Ended	Ended
	March 31,	March 31,
	2012	2011
CASH FLOWS FROM OPERATING ACTIVITIES		
Net income (loss)	\$ (38,142)	\$ -
Adjustments to reconcile net loss to net cash Provided by (used in) operating activities:		
Depreciation	-	-
Stock issued for services	-	-
Stock issued for interest	-	-
Changes in operating assets and liabilities:		
Increase (decrease) in accounts payable	(51)	-
Increase (decrease) in accrued expenses	-	-
Net cash used by operating activities	(38,193)	-
CASH FLOWS FROM INVESTING ACTIVITIES		
Acquisition of intangible property	(11,500)	-
Acquisition of property and equipment	-	-
Net cash (used) in investing activities	(11,500)	-
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from notes payable	50,000	-
Cash payments on notes payable	-	-
Net cash provided by financing activities	50,000	-
Net increase (decrease) in cash and cash equivalents	\$ 307	\$ -
Cash at beginning of period	\$ -	\$ -
Cash at end of period	\$ 307	\$ -
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION		
Interest paid	\$ -	\$ -
Income taxes paid	\$ -	\$ -

These financial statements present fairly, in all respects, the financial position of the company and the results of its operations and cash flows for the periods presented in conformity with GAAP in the United States consistently applied and hereby certified by John Stanton, CEO, Rounder, Inc..

See accompanying notes to financial statements

NOTE 1: Summary of Significant Accounting Policies, Nature of Operations and Use of Estimates:

Nature of Business and Basis of Presentation

On January 10, 2003, Home Services International, Inc. ("HSVI") was merged from a prior company. On January 2, 2004 HSVI merged with Internal Command International, Inc. ("ICI") which was accounted for as a reverse acquisition with ICI as the surviving entity. The company changed its name to Internal Hydro International, Inc. after the merger and on February 4, 2004 domiciled the merged entity in Florida. On February 20, 2007 the Company name was changed to Renewable Energy Resources, Inc. The Company again changed its name to New Green Technologies, Inc. on July 3, 2008. with a change in focus the Company changed its name to Spur Ranch, Inc. on August 10, 2010. After realizing that the business model needed an upgrade the company sought out opportunities and requested a change in its name to reflect its new business to Rounder, Inc. on November 28, 2011.

Rounder, Inc. is a development stage company launching the first publicly traded, United States based online gaming and gaming lifestyle organization.

Online gaming is only one piece of the puzzle that makes Rounder, Inc. an attractive business. The Company hosts traditional and online poker games and mega events while preparing for eventual passage of legalized online gaming for cash in the United States.

Further expansion will come from strategic alliances with media powers to share membership and marketing channels. TeamRounder professional tournaments and online sponsored poker stars promote further growth and brand awareness and the ability to market Rounder gear and our magazine with the assistance of our beautiful Rounder Girls and lifestyle promotions.

Additional subsidiaries are expected to be added during 2012 creating a versatile, dynamic and liquid company.

Basis of Presentation

The accompanying financial statements have been prepared in accordance with generally accepted accounting principles in the United States of America and pursuant to the rules and regulations of the United States Securities and Exchange Commission ("SEC").

The preparation of the financial statements requires management to make estimates and assumptions that affect the reported amounts in the financial statements, including the estimated useful lives of tangible and intangible assets. Management believes the estimates used in preparing the financial statements are reasonable and accurate. Actual results could differ from these estimates.

These statements reflect the 1:3,500 reverse split that was effective in August 2010.

The name change to Rounder, Inc. became effective in the State of Florida November 28, 2011 and for trading in February 2012.

Revenue Recognition

Revenue is recognized in accordance with SEC Staff Accounting Bulletin No. 101, "Revenue Recognition in Financial Statements". The Company recognizes revenue when the significant risks and rewards of ownership have been transferred to the customer pursuant to applicable laws and a

regulation, including factors such as when there is evidence of a sale arrangement, delivery has occurred, or service has been rendered, the price to the buyer is fixed or determinable, and collectability is reasonably assured.

Use of Estimates

The preparation of financial statements, in conformity with generally accepted accounting principals in the United States of America requires management to make estimates and assumptions, which affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period.

Cash and Cash Equivalents

Cash and Cash equivalents are considered to be highly liquid investments purchased with an initial maturity of three (3) months or less.

Income Taxes

The Company complies with the Provisions of SFAS No. 109 “Accounting for Income Taxes”. Deferred income tax assets and liabilities are computed for differences between the financial statement and tax bases of assets and liabilities that will result in future taxable or deductible amounts and are based on enacted tax laws and rates applicable to the periods in which the differences are expected to affect taxable income. Valuation allowances are established, when necessary, to reduce deferred income tax assets to the amount expected to be realized.

Income (Loss) Per Share

In accordance with SFAS No. 128, “Earnings Per Share”, the basic net loss per common share is computed by dividing net loss available to common stockholders by the weighted average number of common shares outstanding. Diluted net loss per common share is computed similar to basic net loss per common share except that the denominator is increased to include the number of additional common shares that would have been outstanding if the potential common shares had been issued and if the additional common shares were dilutive. As of the date of these financial statements, diluted net loss per share is equivalent to basic net loss per share as there were no dilutive securities outstanding and the Company net loss is deemed anti-dilutive.

Concentration of Credit Risk

Financial instruments, which potentially subject the Company to concentrations of credit risk, consist of cash and cash equivalents and accounts receivables. The Company places its cash with high quality financial institutions which at times may exceed the FDIC \$250,000 insurance limit. The Company extends credit based on an evaluation of the customer’s financial condition, generally without collateral. Exposure to losses on receivables is principally dependant on each customer’s financial condition. The Company monitors its exposure for credit losses and maintains allowances for anticipated losses, as required. Accounts are “written-off” when deemed uncollectible.

Stock Based Compensation

The Company is subject to the provisions of ASC 718 “Stock Compensation” which prescribes the recognition of compensation expense based on the fair value of options on the grant date. ASC 718

allows companies to continue applying APB 25 if certain pro forma disclosures are made assuming hypothetical fair value method, for which the Company uses the Black-Scholes option-pricing model. For non-employee stock based compensation, the Company recognizes an expense in accordance with ASC 718 and values the equity securities based on the fair value of the security on the date of grant unless a contract states otherwise. For stock-based awards the value is based on the market value for the stock on the date of grant and if the stock has restrictions as to transferability a discount is provided for lack of tradability. Stock option awards are valued using the Black-Scholes option-pricing model. The Company uses the fair value based method of accounting for its stock option plans. The Company expenses stock options and other share-based payments.

The Company recognized \$0 and \$0 of stock based compensation expenses for the three months ended March 31, 2012 and 2011.

New Accounting Pronouncements

None that is applicable in March 31, 2012 to company operations.

NOTE 2: RELATED PARTY TRANSACTIONS

For the three months ended March 31, 2012 and 2011 there were no related party transactions.

We borrow funds from officers and stockholders from time to time. Seven individuals have advanced the Company money for general and administrative expenses: Kenneth Brown, a Past President; James Baker, a former Director; James Thomas, a former Director; Andrew Stack, a former director and CEO; Michael O'Keefe; and John Stanton a current Director.

As of March 31, 2012, Mr. Thomas is owed a total of \$45,000 of which is covered by a promissory note, Mr. Baker is owed \$150,000 plus interest, Mr. O'Keefe is owed \$75,000, and Mr. Brown is owed \$2,500.

There are no repayment terms specified for these notes except for Mr. Baker's note which matures in full in 2012 and 20% annually if he so requests. The 20% portion for 2010 is shown as a current liability. As such, we have classified the balance of the loans as other liabilities.

NOTE 3: Non-Cash Transactions

The following non-cash investing and financing activities occurred during the period from January 1, 2011 through March 31, 2012:

In the quarter ended March 31, 2012, the Company issued 161,000,000 restricted common shares for asset contributions, 15,000,000 restricted common shares for debt conversions of \$75,000 and 43,001,500 free trading common shares for debt conversions of \$263,608.

In the quarter ended December 31, 2011, the Company issued 30,000,000 free trading shares for \$1,520,000 debt conversions and 109,500,000 restricted shares for asset contributions.

In the quarter ended March 31, 2011, the Company issued 600,000 free trading shares for \$18,000 in debt conversion.

NOTE 4: Management's Discussion and Analysis of Financial Condition and Results of Operations:

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern no adjustments have been made for any other outcome.

We have no comparative data for the three months ended March 31, 2011 as activities for that period are reported as discontinued operations.

We are currently seeking financing to continue the approval process for our products. As of the date of these financial statements we have not been successful in finding financing. There is no assurance that we will find financing to continue our projects.

NOTE 5: Legal

In March 2012, the Company was made aware that it was a named defendant in a civil suit in the U.S. Federal Court in Nevada titled Caldwell v. Compass Entertainment Group LLC, et al. We have not been served and therefore make no assertions relative to the litigation.

NOTE 6: Going Concern

As reflected in the accompanying consolidated financial statements, the Company has a net loss from continuing operations of \$38,142, a negative cash flow from operations of \$38,193, and a working capital deficiency of \$757,713 for the three months ended March 31, 2012. These conditions raise substantial doubt about its ability to continue as a going concern. The ability of the Company to continue as a going concern is dependent on the Company's ability to raise additional capital and expand its business. The financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.

The Company anticipates raising additional working capital through the issuance of debt and equity securities. Management believes that actions presently being taken to obtain additional funding provide the Company the opportunity to operate as a going concern.

NOTE 7: Intangibles and Asset Impairment

We evaluate our long-lived assets for indicators of possible impairment when events or changes in circumstances indicate the carrying amount of an asset may not be recoverable. Impairment exists if the carrying amount of such assets exceeds the estimates of future net undiscounted cash flows expected to be generated by such assets. Should impairment exist, the impairment loss would be measured based on the excess carrying value of the asset over the asset's estimated fair value.

NOTE 8: Contingent Liabilities

The Company signed a licensing agreement with Compass Entertainment Group LLC, that would cause \$56,000 to be due each month from November 14, 2011. The amount due would be \$280,000 at March 31, 2012. This amount has been deferred.

The Company purportedly has an employment agreement with Don Baruch, that if enforceable, would require payment of \$20,000 per month and a non-dilutable common share position of 10%. The amount of cash due would be \$99,000 and the common shares required to be issued at March 31,

2012 would be 21,919,371. The Company disputes these amounts and has not made any representation of them in the financial statements for the period ended March 31, 2012.

NOTE9: Additional Disclosures

John Stanton, a director of the company, has filed a petition for personal bankruptcy in the State of Florida and the petition has been converted to a Chapter 7 Liquidation by the U.S. Bankruptcy Court the final dissolution is pending.

NOTE 10: Subsequent Events

Don Baruch resigned from all positions held in Rounder, Inc. on May 11, 2012 for personal reasons.

Certifications

I, John Stanton, certify that:

1. I have reviewed this Interim Quarterly Report of Rounder, Inc. for the period ended March 31, 2012;
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.

May 15, 2012

/s/ John Stanton

John Stanton
Chief Executive Officer and Chief Financial Officer