



**Quarterly Report
for the Period Ending
June 30, 2017**

FORWARD LOOKING INFORMATION

The information in this Information and Disclosure Statement and accompanying Annual Report includes certain forward-looking statements that are based upon assumptions that in the future may prove not to have been accurate and are subject to significant risks and uncertainties, including statements related to the future financial performance of the Company. Although the Company believes that the expectations reflected in the forward-looking statements are reasonable, it can give no assurance that such expectations or any of its forward-looking statements will prove to be correct. Factors that could cause results to differ include, but are not limited to, successful execution of growth strategies, product development and acceptance, the impact of competitive services and pricing, general economic conditions, and other risks and uncertainties described in the Company's periodic filings with the OTC Markets.

All information contained in this Information and Disclosure Statement has been compiled to fulfill the disclosure requirements of 15c2-11(a) (5) promulgated by Securities and Exchange Act of 1934, as amended. However, it is important to note that this company was previously a shell company. Therefore the exemption offered pursuant to Rule 144 is not available. Anyone who has acquired stock directly or indirectly in a transaction or a chain or transactions not involving a public offering cannot rely on Rule 144 for an exemption from Registration under the Securities Act of 1933.

Item 1. THE EXACT NAME OF ISSUER AND ITS PREDECESSORS (IF ANY):

The name of the company is American Seniors Association Holding Group, Inc. During the past five years the company has had the following names

January 28, 2010 to Present American Seniors Association Holding Group, Inc.

Item 2. ADDRESS OF THE ISSUER'S PRINCIPAL EXECUTIVE OFFICES

American Seniors Association Holding Group, Inc.
353 6th Avenue West
Bradenton, FL 34205
Phone 800.951.0017
Fax 941-216-3802
Website www.americanseniors.org

Investor Relations Contact: Paul Cornell, CEO

Item 3. JURISDICTION AND STATE OF INCORPORATION:

The company became a Georgia Corporation in January of 2010

Item 4. EXACT TITLE AND CLASS OF SECURITIES OUTSTANDING: Common Stock

TRADING SYMBOL: AMSA

CUSIP: Common Stock- 029578200

Item 5. PAR OR STATED VALUE: Common Stock par value \$0.001 per share

Item 6. TOTAL SHARES OUTSTANDING AND AUTHORIZED FOR EACH CLASS:

Common Stock – 950,000,000 shares authorized

Total shares outstanding as of date of June 30, 2017 Common Stock – 48,572,377 shares*

*See material event regarding Stock Issuances and Splits

Preferred Stock – 20,000,000 shares authorized
Total shares outstanding as of June 30, 2017 – 0

Item 7. TRANSFER AGENT

Vstock Transfer LLC
18 Lafayette Place
Woodmere, NY 11598
Ph. 212.828.8436
Fax. 646.536.3179

Is the Transfer Agent registered under the Exchange Act? -

YES List any restrictions on the transfer of security:

We were previously a shell company, therefore the exemption offered pursuant to Rule 144 is not available. Anyone who purchased securities (“Restricted Securities”) directly or indirectly from us or any of our affiliates in a transaction or chain of transactions not involving a public offering cannot rely on Rule 144 for an exemption from registration under the Securities Act of 1933.

Under certain circumstances an exemption for the public sale of our securities may be available under Section 4(1) of the Securities Act of 1933.

Shares of common stock held by original purchasers and by persons who have purchased from them directly or indirectly in a transaction or series of transactions not involving a sale in public securities markets are “restricted securities” as defined in Rule 144 and are subject to the restrictions on public resale provided in the Rule, unless registered under the Securities act of 1933.

Describe any trading suspension orders issued by the SEC in the past 12

months: None

List any stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization either currently anticipated or that occurred within the past 12 months:

On October 11, 2016, the shareholders of the Company voted to affect a 1 for 5 reverse split of the Company’s common stock. The split went effective as of January 19, 2017.

ITEM 8. Issuance History

List below any events, in chronological order, that resulted in changes in total shares outstanding by the issuer in the past two fiscal years and any interim period. The list shall include all offerings of equity securities, including debt convertible into equity securities, whether private or public, and all shares or any other securities or options to acquire such securities issued for services, describing (1) the securities, (2) the persons or entities to whom such securities were issued and (3) the services provided by such persons or entities. The list shall indicate:

On January 7, 2015 104,066,666 shares were issued. 3,666,666 shares were issued as compensation to the board of directors. 100,000,000 shares were purchased by Market Giant, IBC a Belize company for \$100,000.00 in a subscription receivable. The remaining 400,000 were issued to James Ryan as compensation for his employment agreement.

On May 5, 2015 100,000,000 shares were returned to the Treasury of the company by Market Giant, IBC and the \$100,000.00 subscription receivable was cancelled.

On May 5, 2015 80,000,000 shares of common stock were purchased by ASA Partners, Inc., a Florida Corporation, for \$0.005 per share. These proceeds were used by the company to settle a lawsuit with the company’s former CEO, Jim Ryan.

On May 5, 2015 the Company issued 25,000,000 shares of stock to Paul Cornell in exchange for his personal guarantee of certain debt obligations, including the settlement of the lawsuit with Mr. Jim Ryan.

On December 31st 2015, the Company authorized the issuance of 8,000,000 shares of common stock to Clay and Julie Edwards in exchange for forgiveness of \$174,972 of accrued interest on the defaulted Senior Note dated May 1, 2012. Concurrent to this transaction the original \$300,000 note was cancelled and a new Senior Obligation was issued in the same amount.

On August 3, 2016 the company issued 5,000,000 shares of Company common stock to Robbe Morris as compensation per his Consulting Agreement..

On August 18, 2016 the Company issued 4,000,000 shares of Company Common stock to Chris Polk as part of the settlement agreement agreed to by the Parties involved in his lawsuit against the Company.

On October 26, 2016 the following shares of Company common stock were issued –

5,000,000 shares to Kaufman & Foreman PC for legal services.

6,000,000 shares of Company common stock to Mark Wingate in lieu of compensation for serving as the Company’s President and Board Member.

3,000,000 shares of Company common stock were issued to Paul Cornell as additional compensation for serving as CEO and Chairman of the Company.

2,000,000 shares of Company common stock were issued to Carlos Ryerson in lieu of compensation for serving as the Company’s Corporate Secretary and Board member.

1,000,000 shares of Company common stock were issued to John Lux Esq. as compensation for legal services provided to the Company.

The share amounts stated above do not reflect the 1 for 5 reverse split.

The following shares reflect the 5 for 1 split effective January 19,2017.

On January 27th 2017 the Company issued 500,000 shares of stock to Robbe Morris as compensation per his consulting agreement with the Company.

On March 6th 2017 the Company issued 500,000 shares of stock to Robbe Morris as compensation per his consulting agreement with the Company.

The shares were issued in reliance on exemption from registration contained in Section 4(2) of the Securities Act of 1933. B. The shares were not registered or qualified in any jurisdiction. C. The number of shares offered in each case was the number of shares offered. D. The number of shares sold in each case was the number of shares offered. E. The prices at which the shares were sold were related to the quotation of the shares immediately prior to the issued date. F. The shares are “restricted securities” under Rule 144. G. The certificates representing the shares carry a customary “restricted stock legend”. The shares were issued for the purposes as indicated.

ITEM 9. Describe the Issuer’s Business, Products and Services

American Seniors Association Holding Group, Inc. “AMSA” “The Company” was organized under the laws of the State of Florida in 1997. Prior to 2010 the Company was known as the ASF Group, Inc. (“ASF Group”). In January 2010, the Company completed a merger, whereby Another Chance for Seniors, Inc. acquired the controlled stock of ASF Group. The resulting merged entity changed its name to American Seniors Association Holding Group, Inc. and then changed its state of incorporation from Florida to Georgia.

Prior to the merger, the Company's business focus was the development of two start up restaurant ventures: Kiosk Food Solutions, Inc. and Eddy Chan's Inc. After the merger, these ventures were distributed to a shareholder of record. Since the merger, the Company's primary business has been a national for-profit membership services organization which provides information and discounts to senior citizens.

AMSA is the owner of the American Seniors Association, a national for profit membership services organization which provides information and discounts to senior citizens. The company distinguishes itself in the marketplace by playing an active role with certain political issues. By publicizing its positions on these issues through various media outlets, AMSA can seek to recruit like-minded individuals. Specifically, we have identified ourselves as "a conservative alternative to AARP" in an attempt to entice members from other competitors. Additionally, we have loosely affiliated ourselves with other larger membership-based politically motivated organizations in order to increase our name recognition.

The principal products we sell are memberships at a price of \$15, \$25 and \$35 for one, two and three year terms respectively. The main thrust of our benefits and discounted services are insurance of nature and vary from Medicare products to property and casualty. We offer discounted roadside assistant programs, ASA travel services, discounted prices on various products, credit cards through first National Bank of Omaha, and more.

Our distribution methods are through the vendors themselves. We incur no cost associated with this but it is accomplished through direct mail, telephone and emails

The primary competitor of the company is AARP which is a well-established not-for-profit firm with government funding that AMSA does not share. AMSA's competition is established through direct mail campaigns, email campaigns and word of mouth advertising. Other than licensing requirements which AMSA must meet to conduct its business, the company does not require any government approval of the products and services it offers.

ITEM 10. Describe the Issuer's Facilities

American Seniors Association Holding Group Inc. presently occupies an office facility of approximately 900 square feet located at 353 6th Avenue West, Bradenton, FL 34205. Due to the nature of the business, no warehouse space is required

ITEM 11. Officers, Directors, and Control Persons

Paul Cornell – *Chief Executive Officer and Chairman*

Paul Cornell is a securities industry consultant with 30 years of experience. He began his career as a financial advisor in 1985 and quickly rose to branch manager holding multiple licenses including manager and compliance officer. In the late 1990's, after getting a taste of the IPO and mergers and acquisitions markets, he left to form American Financial Media, Inc, a successful consulting business serving public and private companies.

Robbe Morris – *Chief Technology Officer and Board Member*

Mr. Morris has over 25 years of software development and management experience. He began his career managing outbound telemarketing call centers and later transitioned into the Information Technology arena. Robbe has lead software engineers for Sprint, Gartner, Alinean, and APAC Teleservices. He specializes in the Microsoft enterprise technology stack including .NET, SQL Server, Windows Server, and various web development platforms.

Legal/Disciplinary History

1. None of our management or control persons has been subject to conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);
2. None of our management or control persons has been subject to entry of an order, judgment, or decree 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. None of our management or control persons has been subject to a finding or a 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 a federal or state securities or commodities law; or
4. None of our management or control persons has been subject to the entry of an order by a self-regulatory organization that permanently or temporarily barred suspended or otherwise limited his/her involvement in any type of business or securities activities.

ITEM 12. Third Party Providers:

Legal Firm to be disclosed separately.

ITEM 13. Issuer Certification

I, Paul Cornell certify that:

1. I have reviewed this Quartely Report of American Seniors Association Holding 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 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.

/s/ Paul Cornell
Chief Executive Officer

American Seniors Association Holding Group, Inc.					
Condensed Statement of Operations (unaudited)					
		For the six months ended		For the three months ended	
		June 30, 2017	June 30, 2016	June 30, 2017	June 30, 2016
Revenues					
Advertising Income		5,750	-	750	-
Commissions		51,631	25,240	28,313	13,327
List Rental		11,261	-	6,704	
Membership Dues		14,711	9,375	5,884	6,158
Royalties		53,979	102,769	31,418	57,014
Total revenues		137,332	137,384	73,069	76,499
Cost of Goods Sold					
Credit Card - Merchant Fees		2,313	2,368	964	1,627
Total Cost of Goods Sold		2,313	2,368	964	1,627
Gross Profit		135,019	135,016	72,105	74,872
General and Administrative Expenses					
Advertising		1,614	5,142	(35)	5,142
Amortization		-	-	-	-
Bad Debt		-	-	-	-
Bank Service Charges		126	48	57	9
Communications		1,227	1,613	473	740
Database Maintenance		4,124	-	2,801	-
Dues		695	300	695	-
Insurance - Other		59	543	59	430
Interest Expense		6,076	5,000	7,247	3,000
License and Permits		596	200	164	150
Marketing		5,758	38,637	3,807	15,728
Miscellaneous		39	143	39	143
Office Supplies		3,960	3,025	2,775	1,487
Payroll - Officer Wages		19,500	19,500	8,750	9,750
Payroll - Salaries		8,704	10,943	4,836	4,258
Payroll Taxes		2,455	2,723	1,412	1,421
Professional - Accounting		-	-	-	-
Professional - Consulting		7,800	4,000	6,100	1,872
Professional - Other		640	-	840	-
Professional - Lawsuit Settlement		(40,000)	-	(40,000)	-
Professional - Legal		6,660	32,354	4,660	27,118
Rent		4,313	4,313	1,350	2,157
Stock Market Fees		9,630	3,963	3,771	3,765
Travel & Entertainment		7,766	13,715	4,157	6,811
Website Fees		3,145	10,300	1,760	3,900
Total General and Administrative Expenses		54,887	156,462	15,718	87,881
Total Expenses		54,887	156,462	15,718	87,881
Net Income (Loss)		80,132	(21,446)	56,387	(13,009)
Other income (losses)					
Other income(losses)		-	-	-	1
Other income (losses)		-	-	-	1
Net Income (Loss)		80,132	(21,446)	56,387	(13,008)

American Seniors Association Holding Group, Inc.

Balance Sheet (unaudited)

	Period Ended	
	June 30, 2017	June 30, 2016
Assets		
Current assets		
Cash and cash equivalents	8,968	52,446
Total Current Assets	8,968	52,446
Fixed Assets		
Furniture & fixtures	2,460	2,460
Customer List \$ 462,167 net of accumulated amortization of \$462,167	-	-
Total Fixed Assets	2,460	2,460
Other assets		
Prepaid Expense	-	-
Security Deposit	675	675
Total other assets	675	675
Total assets	11,833	55,581
Liabilities and Shareholder Capital		
Current liabilities		
Accounts payable	38,459	33,254
Accrued payroll taxes	1,132	4,280
Accrued interest payable	3,999	-
Total current liabilities	43,590	37,534
Long term debt		
Notes Payable Edwards	300,000	300,000
Note Payable Jim Ryan	33,344	39,596
Note Payable Urbana Holdings	8,384	17,384
Note Payable Chris Polk	5,000	-
Note Payable Metro Tech	42,000	-
Note Payable Kaufman & Forman	60,000	-
Note Payable Cornell	35,000	-
Total long term debt	483,728	356,980
Total Liabilities	527,318	394,514
Equity		
Common stock	328,842	328,842
Additional Paid in Capital	1,069,130	1,069,130
Retained earnings	(1,913,456)	(1,736,905)
Total equity	(515,485)	(338,933)
Total liabilities and equity	11,833	55,581

American Seniors Association Holding Group, Inc.

Condensed Statement of Cash Flows

(unaudited)

Period Ending

	March 31, 2017	March 31, 2016
Cash flows from operating activities		
Net Income before Other Income (losses)	79,132	(21,446)
Other Income (losses)		
Adjustments to reconcile net income to net cash provided by operating activities		
Depreciation and amortization	-	-
Changes in assets and liabilities	79,132	(21,446)
(Increase) decrease in:		-
Prepaid Expense	919	
Security Deposit	675	675
Increase (decrease) in:		
Accounts payable	(39,459)	(33,254)
Accrued payroll taxes	1,132	(4,280)
Net cash provided by operating activities	(36,733)	(36,859)
Cash flows from investing activities		
Capital Expenditures	-	-
Impairment of fixed assets	-	-
Cash provided by (used in) investing activities	-	-
Cash flows from financing activities		
Borrowings under notes payable	(487,726)	(356,980)
Payments under notes payable	-	-
Stockholder Equity Adjustments	328,842	328,842
Cash provided by (used in) financing activities	158,884)	(28,138)
Net increase (decrease) in cash and cash equivalents	(801)	(32,197)
Cash and cash equivalents at the beginning of the period	8,895	84,643
Cash and cash equivalents at the end of the period	8,698	52,446
	-	-

Notes to the Financial Statements

Basis of Presentation

The accompanying consolidated financial statements and related notes have been prepared in accordance with accounting principles that are generally accepted in the United States of America (“GAAP”). The consolidated financial statements include the accounts of the Company at June 30, 2016 and June 30, 2017 respectively. **These financials have not been audited, or reviewed by an auditor.**

The Company operates in one segment. Operational information is tracked by geographic area and by age demographic; however, financial performance is assessed as a single enterprise. The consolidated financial statements include the accounts of the Company and its subsidiaries after eliminating all significant intercompany balances and transactions. Certain reclassifications and restatements (as explained in Management Discussion and Analysis) have been made to prior year statements to conform with GAAP requirements. These reclassifications and restatements have impacted prior periods net income (loss) and accumulated earnings.

Use of Estimates

The preparation of financial statements in accordance with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of any contingent assets and liabilities at the date of the financial statements as well as the reported amount of revenues and expenses reported during the period. Actual results may differ from these estimates.

Fiscal Year End

The Company has elected to maintain December 31st as its fiscal year end.

Accounts Receivable and Revenue

The Company will follow *ASC 605-10 “Revenue Recognition”* to recognize revenue on an accrual basis as operations permit. The Company shall recognize revenue when earned or when persuasive evidence of an arrangement exists. As such, membership dues are recognized when received. Royalties from third parties are recognized when received unless a reporting arrangement exists whereby the company can recognize the income in the month of occurrence rather than the month of receipt.

Notes Receivable

NONE

Furniture and Fixtures

All furniture was disposed of during the move from Atlanta, GA to Houston, TX. Should the company purchase new furniture of material value, it will be disclosed in the current reporting period.

Security Deposits

The company currently has a security deposit of \$675 held by Nelco Realty Holdings, Inc. in Bradenton, FL.

Membership Dues

The Company extended all memberships to December 31, 2016 at the beginning of the 2016 fiscal year. This was primarily due to the restructuring effort by current management. Consequently, there was no membership renewal revenue during the 2016 fiscal year.

Intangible Assets

In September 2010 AMSA entered into an exclusive alliance with 60 Plus Association, Inc. (60 Plus) providing the company with exclusive access to the membership list of more than 5 million households. The company provided each member of 60 Plus with a one year complimentary membership. The company made subsequent payments to 60 Plus under this agreement.

The accounting for a recognized asset such as a customer list is based on the useful life of that list or a period not to exceed three years in accordance with FASB 350-35-30 Accounting for Business Combinations, Goodwill, and Other Intangible Assets.

The customer list purchased in 2010 and 2011 has been fully amortized as of December 2015.

Customer List Valuation

Gross Value	462,167
Accumulated Amort.	<u>462,167</u>
Net Value	<u>0</u>

Accounts Payable

As of June 30, 2017, the Accounts Payable of the Company was \$35,389 Of this balance 100% was for unpaid legal services.

Legal Accounts Payable

Kaufman & Foreman PC	30,057.88	
Fried & Bonder	8,401.43	
Total Accounts Payable	<u>33,459.31</u>	100%

Other Accounts Payable

<u>0</u>	0%
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Notes Payable

In September of 2011, the Company received a loan of \$300,000 from Julie and Clay Edwards. The note was to pay \$4,166.00 in interest per month. In May of 2012, Julie and Clay Edwards received one interest payment of \$33,328.00 for the interest that had accrued on the note through that date. On December 31, 2015, the accrued interest of \$173,972 on the defaulted note was converted to shares of common stock, the original note was cancelled and a new note in the amount of the original \$300,000 was issued. The newly issued note bears interest at 4% per annum and is payable by monthly interest only payments and quarterly principal payments as a percentage of revenue.

The Company's previous landlord, Urbana Holdings, LLC filed a civil suit against the Company for unpaid rents and default of lease terms in Fulton County, Georgia and on April 21, 2015 received a judgement of \$26,783.66. Urbana has agreed to accept payment terms of \$1,000 per month until the debt is paid in full. The current remaining balance as of June 30, 2017 is \$8,384.

In May of 2015, as a result of the lawsuit settlement with former CEO Jim Ryan, the company incurred a note of \$57,732 which is to be paid on monthly and has a balance of \$33,344 as of June 30, 2017. **Correction: the December 31, 2016 financial statement stated the balance of the note to Mr Ryan was \$51,302 which was inaccurate. The balance of the note to Mr. Ryan at that time should have been stated as \$35,428**

In April of 2015, a former Executive of the Company, Christopher Polk under the company name of Optima Consulting, LLC filed suit against American Seniors for alleged unpaid consulting fees. The lawsuit was settled on August 1st 2016 with Mr. Polk receiving a combination of cash and stock in the settlement. The balance of the note was \$5,000 as of June 30, 2017.

On November 4, 2016, the company entered in to a Promissory Note in the amount of \$60,000 to the Company's legal Counsel, Kaufman and Forman, PC. The Note is payable in full by November 1, 2017.

On June 30, 2016, Metropolitan Technologies, a company owned by former ASA Director Brad Merkl filed suit against the Company claiming unpaid printing and other services. On December 16, 2016, the company signed a Settlement agreement for \$150,000 to Metropolitan which is payable in monthly payments. Under the terms of the agreement, the Company was able to meet certain payment guidelines which reduced the Settlement amount by \$40,000. The balance of the Metropolitan note payable as of June,2017 was \$42,000.

On June 27th, 2017 the Company's CEO Paul Cornell lent \$35,000 to the Company so that the Company could meet the pre-payment trigger of the Metropolitan Settlement. The \$35,000 was applied directly to the Metropolitan debt and triggered an additional \$40,000 reduction in principal per the original settlement. Mr Cornell was issued a Convertible Promissory Note in return for the loan of the funds. The note bears interest at 8% annually and is convertible into Company common stock.

Income Taxes

The Company accounts for income taxes under *ASC 740-10 "Income Taxes"*. A deferred tax asset and/or liability are created when a more-likely-than-not recognition criterion creates a certain tax position. As the Company has sustained material losses from a tax perspective for more than the last 5 years, it would be inappropriate to compute a deferred tax asset at this time.

Legal Fees

Segment Reporting

The Company reports as one operating segment with the Chief Executive Officer ("CEO") acting as the Company's chief operating decision maker. The Company's CEO reviews financial information presented on a consolidated basis for purposes of allocating resources and evaluating financial performance. The Company has a single reporting unit and there are no segment managers who are held accountable for operations, operating results, or components below the consolidated unit level.

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Management Discussion and Analysis

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This report, including the following Management’s Discussion and Analysis of Financial Condition and Results of Operations, contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934 that are based upon the company’s current expectations. These forward- looking statements include statements related to the company’s business strategy and plans, the seasonality of and growth of AMSA’s business, the impact on us of general economic conditions, trends in key metrics such as total number of customers, total number of orders, and average order value, our capital expenditures, the sufficiency of our cash and cash equivalents and cash generated from operations for the next 12 months, our operating expenses remaining a consistent percentage of AMSA’s net revenues, manufacturing capabilities, effective tax rates, as well as other statements regarding future operations, financial condition and prospects and business strategies. In some cases, you can identify forward-looking statements by terminology such as “believe,” “anticipate,” “expect,” “estimate,” “intend,” “seek,” “continue,” “should,” “would,” “could,” “will,” or “may,” or the negative of these terms or other comparable terminology. Forward-looking statements involve risks and uncertainties. The company’s actual results and the timing of events could differ materially from those anticipated in the company’s forward-looking statements as a result of many factors, including but not limited to, economic downturns and the general state of the economy; changes in consumer discretionary spending as a result of the macroeconomic environment; competition, the ability to expand AMSA’s customer base, increase sales to existing customers and meet production requirements; AMSA’s ability to retain and hire necessary employees, including seasonal personnel, and appropriately staff our operations; the impact of seasonality on our business; our ability to develop innovative, new products and services on a timely and cost-effective basis, as well as consumer acceptance of products, features and services; AMSA’s ability to successfully acquire businesses and technologies and to successfully integrate and operate these acquired businesses and technologies; our ability to achieve and maintain expected benefits of our partnerships; unforeseen changes in expense levels; and AMSA’s ability to timely upgrade and develop our infrastructure and facilities. Given these risks and uncertainties, readers are cautioned not to place undue reliance on such forward-looking statements. We assume no obligation to update any of the forward-looking statements after the date of this report or to compare these forward-looking statements to actual results.

Liquidity

The Company continues to replenish Its financial position which was challenged by the 2016 defense and settlement of two lawsuits with a former Officer and a former Director of the Company respectively.

Capital Resources

Current liabilities for the period were \$43,590 for the period. Long term debt was \$483,728 and total liabilities for the period were \$527,318 which is a reduction of \$53,782 from the prior period.

Overview of Issuer’s Business, Products and Services

American Seniors Association Holding Group, Inc. “AMSA” “The Company” was organized under the laws of the State of Florida in 1997. Prior to 2010 the Company was known as the ASF Group, Inc. (“ASF Group”). In January 2010, the Company completed a merger, whereby Another Chance for Seniors, Inc. acquired the controlled stock of ASF Group. The resulting merged entity changed its name to American Seniors Association Holding Group, Inc. and then changed its state of incorporation from Florida to Georgia.

Prior to the merger, the Company’s business focus was the development of two start up restaurant ventures: Kiosk Food Solutions, Inc. and Eddy Chan’s Inc. After the merger, these ventures were distributed to a shareholder of record. Since the merger, the Company’s primary business has been a national for-profit membership services organization which provides information and discounts to senior citizens.

AMSA is a national for profit membership services organization which provides information and discounts to

senior citizens. The company distinguishes itself in the marketplace by playing an active role with certain political issues. By publicizing its positions on these issues through various media outlets, AMSA can seek to recruit like-minded individuals. Specifically, we have identified ourselves as “a conservative alternative to AARP” in an attempt to entice members from other competitors. Additionally, we have loosely affiliated ourselves with other larger membership-based politically motivated organizations in order to increase our name recognition.

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Issuer’s Primary and Secondary SIC Codes:

Primary SIC Code: 6719 – Holding Company

The Issuer’s Facilities

Prior to May, 2015 the Company’s offices were located in Houston, TX in a general office facility of 1,000 square feet. In May of 2015, the company relocated to 353 6th Avenue West Bradenton, FL 34205 where it is presently headquartered.

Officers, Directors and Control Persons

Paul Cornell – Chief Executive Officer and Chairman

Paul Cornell is a securities industry consultant with 30 years of experience. He began his career as a financial advisor in 1985 and quickly rose to branch manager holding multiple licenses, including compliance officer. In the late 1990’s, after getting a taste of the IPO and mergers and acquisitions markets, he left to form American Financial Media, Inc. (AMF), a successful consulting business serving public and private companies.

Robbe Morris- *Chief Technology Officer and Board member*

Mr. Morris has over 25 years of software development and management experience. He began his career managing outbound telemarketing call centers and later transitioned into the Information Technology arena. Robbe has lead software engineers for Sprint, Gartner, Alinean, and APAC Teleservices. He specializes in the Microsoft enterprise technology stack including .NET, SQL Server, Windows Server, and various web development platforms.

Shareholders owning more than 5% of the Stock and Directors and Officers:

Name of Shareholder of Record and Address	Shares Owned**	Percent Owned
ASA Partners, Inc. 353 6th Ave West, Bradenton FL 34205	10,000,000	20.8%*
Paul and Margaret Cornell JTWROS 353 6th Ave West, Bradenton FL 34205	5,600,000	11.6%

Mark Wingate 1180 Greatwood Manor, Alpharetta GA 30005	7,200,000	14.9%
21st Century Alliance Trust 1651 Lighthouse Circle, Greensboro GA 30642	2,610,000	5.4%
Robbe Morris 353 6th Ave West, Bradenton FL 34205	2,000,000	4.2%

***ASA Partners is controlled by the Company's CEO and Chairman, Paul Cornell. Mr. Cornell is the Registered Agent of ASA Partners, Inc.**

****The shares amounts have been adjusted to reflect the 1 for 5 reverse split.**

Material Events and Material Events Not Previously Disclosed

In April of 2015, Christopher Polk under the company name of Optima Consulting, LLC filed suit against American Seniors for alleged unpaid consulting fees. On August 1, 2016, the Company signed a settlement agreement with Mr. Polk for the above-mentioned lawsuit. Per the agreement the Company issued Mr. Polk 4,000,000 pre-split shares of common stock and agreed to pay him \$50,000 in cash.

On June 30, 2016 Metropolitan Technologies, Inc filed suit against the company claiming non payment for goods and services. Metropolitan technologies is owned by a former Director of the Company, Brad Merkl. The lawsuit was settled by the Company on December 16, 2016 for the sum of \$150,000. The Company has exercised an option under the Settlement Agreement which has reduced the original Settlement amount to \$110,000.

On October 11, 2016 the majority shareholders of the Company voted to amend the Articles of Incorporation of the Company to reflect a 1 for 5 reverse split of the Company's common stock. The split was approved by FINRA and went affective on January 19, 2016.

The Company is in the process of filing documentation for the sale of up to \$5,000,000 of the Company's common stock under SEC Rule 506(C). We are currently soliciting interested funding sources.

On January 26th 2017 the Shareholders voted to remove Carlos Ryerson and Mark Wingate from their respective positions with the Company.

On February 15, 2017 by a vote of the Shareholders, Messrs. Wingate and Ryerson were reinstated to their previous positions.

On April 19, 2017, Company Board Members Mark Wingate and Carlos Ryerson held a Board meeting without the knowledge of Board Chairman Paul Cornell and voted to amend the Company's Bylaws to require a majority vote of the shareholders for any action to pass at the Annual Meeting.

The Company's Annual Meeting of shareholders was held on April 20, 2017 in Bradenton, FL. The only business at the meeting was the election of the Company's Board of Directors. The nominees to the Board were- Paul Cornell, Mark Wingate, Carlos Ryerson and Robbe Morris. Messrs. Cornell and Morris received a majority vote of the shareholders and were elected to serve one year terms and Messrs. Wingate and Ryerson did not receive a majority vote of the shareholders and were not re-elected to serve.

On April 25, 2017 the newly elected Board voted to reverse the vote taken on April 19, 2017 by Messrs. Ryerson and Wingate.

On April 24, 2017 Mark Wingate resigned as President of the Company and Carlos Ryerson resigned as Secretary.