

**SPORTSQUEST, INC.**  
**Company Information and Disclosure Statement**  
**A Delaware Corporation**

5224 West State Road 46  
Sanford, FL 32771  
Telephone: (407) 574-7182

Federal EIN: 13-3941069  
SIC Code: 6719

**2012 3rd Quarter Report – September 30, 2012**

**Common Stock**

\$0.0001 Par Value per Share  
4,000,000,000 Shares Authorized  
3,938,763,151 Shares Outstanding as of September, 2012  
OTC Markets Symbol: SPQS  
CUSIP No. 8492ON 10 0

**Preferred A Shares**

\$0.0001 Par Value Per Share  
1,200,000 Shares Authorized  
100,000 Shares Outstanding as of September 30, 2012

**Series B Convertible Shares**

\$0.0001 Par Value Per Share  
1,000,000 Shares Authorized  
1,000,000 Shares Outstanding as of September 30, 2012

**SportsQuest, Inc. is responsible for the content of this Quarterly. The securities described in this document are not registered with, and the information contained in this report has not been filed with, or approved by, the U.S. Securities and Exchange Commission.**

**June 30, 2012**  
**Quarterly Report**

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**SportsQuest, Inc**  
**(Formerly Air Brook Airport Express, Inc. until September 2007,**  
**Formerly Bay Head Ventures, Inc. to December 1988)**  
**A Delaware Corporation**

**Quarterly Report September 30, 2012**

**Cautionary Note Regarding Forward-Looking Statements**

Information set forth in this 2012 3rd Quarter Report (the “Quarterly Report”) contains forward-looking statements, which involve a number of risks and uncertainties that could cause our actual results to differ materially from those reflected in the forward-looking statements. Forward-looking statements can be identified by the use of the words “expect,” “project,” “may,” “might,” “potential,” and similar terms. SportsQuest, Inc. (“SportsQuest,” “we,” or the “Company”) cautions readers that any forward-looking information is not a guarantee of future performance and that actual results could differ materially from those contained in the forward-looking information. Forward-looking statements involve a number of risks, uncertainties or other factors beyond SportQuest's control. These factors include, but are not limited to, our ability to implement our strategic initiatives, economic, political and market conditions and price fluctuations, government and industry regulation, U.S. and global competition, and other factors. We undertake no obligation to revise or publicly release the results of any revision to these forward-looking statements. Given these risks and uncertainties, readers are cautioned not to place undue reliance on such forward-looking statements. We undertake no obligation to update any forward-looking statement, whether as a result of new information, future events or otherwise.

Item 1. Exact name of the issuer and the address of its principal executive offices.

SportsQuest, Inc. (Hereinafter referred to as “SportsQuest”, or the “Company”, or “We” or “Us”) Predecessors: Bay Head Ventures Inc. from April 3, 1986 to December 1988 and changed December 1988 to Air Brook Express. Air Brook Air Express from December 1988 to September 2007 and changed September 2007 to SportsQuest, Inc.

SportsQuest, Inc.  
5224 West State Road 46  
Sanford, FL 32771  
Telephone: (407) 574-7182

Contact: Jeffrey R. Burns

The Issuer has no website.

Item 2. Shares outstanding.

**Number of Common Shares Outstanding as of September 30, 2012**

Shares Authorized: Four Billion (4,000,000,000)

Shares Outstanding: Three Billion, Nine Hundred Thirty Eight Million, Seven Hundred Sixty Three Thousand, One Hundred Fifty One (3,938,763,151)

Public Float: Three Billion, One Hundred Thirty Eight Million, Seven Hundred Sixty Three Thousand, One Hundred Fifty One (3,138,763,151)

Total number of Beneficial Shareholders: 148

Total number of Shareholders of Record: 148

**Number of Preferred A Shares Outstanding as of September 30, 2012**

Shares Authorized: One Million, Two Hundred Thousand (1,200,000)

Shares Outstanding: One Hundred Thousand (100,000)

Public Float: N/A

Total number of Beneficial Shareholders: 1

Total number of Shareholders of Record: 1

**Number of Preferred B Shares Outstanding as of September 30, 2012**

Shares Authorized: One Million (1,000,000)

Shares Outstanding: One Million (1,000,000)

Public Float: N/A

Total number of Beneficial Shareholders: 1

Total number of Shareholders of Record: 1

Item 3. Interim financial statements.

The interim financial statements required are included below. These interim financial statements include Condensed Consolidated Balance Sheet, Condensed Consolidated Statement of Operations, Condensed, Consolidated Statement of Cash Flows, and accompanying Notes.

Item 4. Management's discussion and analysis or plan of operation.

**A. Plan of Operation**

1. The Issuer's plan of operation for the next twelve months.

i. The Issuer is in default of debt obligations and is currently insolvent. The Issuer will have to raise additional funds in the next twelve months;

ii. The Issuer does not intend to perform any product research and development that the issuer other than that performed by its subsidiary Zabo Foods, Inc.

iii. The Issuer does not expect to purchase or sell any plant or significant equipment. The Issuer

is attempting to re-negotiate its defaulted debt and may sell or terminate some of its subsidiaries or investments in connection with such re-negotiation; and

iv. The Issuer may make significant changes in the number of employees in connection with its renegotiation of its debt and any reorganization in connection with such transactions.

## **B. Management's Discussion and Analysis of Financial Condition and Results of Operations.**

1. Full fiscal years. Discuss the issuer's financial condition, changes in financial condition and results of operations for each of the last two fiscal years. This discussion should address the past and future financial condition and results of operation of the issuer, with particular emphasis on the prospects for the future. The discussion should also address those key variable and other qualitative and quantitative factors that are necessary to an understanding and evaluation of the issuer. If material, the issuer should disclose the following:

i. Any known trends, events or uncertainties that have or are reasonably likely to have a material impact on the issuer's short-term or long-term liquidity;

The Issuer is currently insolvent and is attempting to renegotiate its defaulted debt. There is no assurance that such debt and be successfully renegotiated.

ii. Internal and external sources of liquidity;

The Issuer has not material internal sources of liquidity. The Issuer may issue debt and equity securities to obtain liquidity but there is no assurance that such securities can be sold. The issuer is currently dependent upon its majority shareholder for support.

iii. Any material commitments for capital expenditures and the expected sources of funds for such expenditures;

The Issuer has no material commitments for capital expenditures and not expected sources of funds for such expenditures

iv. Any known trends, events or uncertainties that have had or that are reasonably expected to have a material impact on the net sales or revenues or income from continuing operations;

There are no known trends that have had or that are reasonably expected to have a material impact on the net sales or revenues or income from continuing operations. There is uncertainty about the Issuer's ability to renegotiate its defaulted debt and pay its other debt. See "Risk Factors – Risks Associated with our Business -- It is important to note that we are in default on loan obligations. There is no assurance that we will be able to re-negotiate these agreements."

v. Any significant elements of income or loss that do not arise from the issuer's continuing operations;

There no known elements of income or less that do not arise from the Issuers continuing operations.

vi. The causes for any material changes from period to period in one or more line items of the issuer's financial statements; and

The causes for any material changes from period to period in one or more line items of the issuer's financial statements are as follows:

vii. Any seasonal aspects that had a material effect on the financial condition or results of operation. There are no known seasonal aspects that have had a material effect on the financial condition or results of operation of the Issuer.

2. Interim Periods. Provide a comparable discussion that will enable the reader to assess material changes in financial condition and results of operations since the end of the last fiscal year and for the comparable interim period in the preceding year.

The Issuer expects that the material changes in financial condition and the results of operation since the end of the last fiscal year and for the comparable interim period in the preceding year are that the Issuer is attempting to renegotiate its defaulted debt. In that regard the Issuer may divest some of its subsidiaries and investments.

#### Item 5. Legal proceedings.

The company has been made aware of a potential debt outstanding with the AJW Group and is further evaluating this issue. Information on the level of the debt and other associated information is not available at this filing. There are no other current, pending or threatened legal proceedings or administrative actions either by or against SportsQuest, Inc. that could have a material effect on the Issuer's business, financial condition, or operations and no current, past or pending trading suspensions by a securities regulator.

#### Item 6. Defaults upon senior securities.

##### **A. Maize Pluss, Inc.**

The company acquired Maize Pluss in 2011 the company signed a promissory note for \$1,000,000 for the Maize Pluss and is currently in default of the note. Maize Pluss changed its name to Zabo Foods, Inc January 30, 2012. Zabo Foods, Inc is still an operating entity of SPQS and new terms are being negotiated. The company is currently in default on \$1,000,000 in principal debt with additional interest of \$102,707 in penalties for the debt associated with the Maize Pluss acquisition dating back to April 2011.

##### **B. Pops Liquid Sunshine, Inc.**

On March 31, 2011, the Issuer issued a \$1,000,000 promissory note to Pops Liquid Sunshine, Inc. with interest of 9%. All interest is due on the 15th day of April 2011, and the 15th day of each month

thereafter, with the last payment on March 31, 2015. Monthly payments of \$10,500 shall commence on March 31, 2011 and on the 15th of each month thereafter. In the event of default, the Lender may declare a default and may convert all or a portion of the unpaid indebtedness to the Issuer's Common Stock at \$0.005 per share. Events of default include the failure of the Issuer to pay, abide by the terms of the Note, the experience by the Issuer of negative net income in any two of the three preceding three consecutive calendar quarters, the Issuer incurring an EBITDA loss in excess of \$150,000 in any calendar quarter, or the Lender believing that the filing of bankruptcy or any other action seeking protection from creditors is imminent.

The note is in default and the Issuer is negotiating with the note holder.

### **C. Taking It Outside**

On April 5, 2011, Taking It Outside, Inc. entered into an Acquisition Agreement with Planet Eco Products, Inc. PEP acquired 28% of the ownership units of TIO for \$500,000. Closing was to take place after full payment was received and before September 30, 2011. Payments were to be made over a period extending from March 31, 2011 to September 16, 2011. Failure to make payments will result in forfeiture of all payments made.

The company entered into a strategic relationship with Taking it Outside, LLC in 2011 which allowed for SPQS to acquire 28% of the company to include their Fielding line of products. Both parties have defaulted on the contract. SPQS has presented Taking It Outside, LLC a hold harmless agreement and mutual separation agreement. There are no financials reported in regards to Taking It Outside. As of September 30, 2012 Taking it Outside, LLC has not signed the agreement.

### **D. Planet Eco Products, Inc.**

The Issuer acquired Planet Eco Products in 2010 which owns 45% of American Dream Communities, which owns two mobile home communities. The Company paid 1,500,000 in high-interest debt for this interest. Planet Eco Products is still an operating entity of the company. Planet Eco Products has no other assets and limited operations. The company is currently in default of \$1,270,000.00 in principal debt with additional interest of \$295,938 in penalties for the debt associated with Planet Eco Products acquisition dating back to January 2010. The Issuer's primary shareholder surrendered 1,800,000,000 shares. The Issuer sold Planet Eco Products to Allied Equity International for \$1,218,874 in debt assumption and \$360,000 debt conversion totaling 2,340,000 shares of common stock.

### **Item 7. Other information.**

In Accordance with Section 4(2) of the Securities Act of 1933 the Issuer issued 195,000,000 shares of common stock to SNC Consulting, LLC to discharge \$30,000 of debt.

Item 8. Exhibits.

See the attached for financial statements for the three months ended September 30, 2012, posted on the OTC Disclosure & News Service on November 14, 2012.

Item 9. Certifications.

I, Jeffrey Burns, certify that:

1. I have reviewed this quarterly disclosure statement of SportsQuest, Inc.
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of 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 all 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: November 14, 2012

/s/ Jeffrey R. Burns  
Jeffrey R. Burns  
Chief Executive Officer  
Chairman

**SPORTSQUEST, INC.**

**CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

**AS OF**

**DECEMBER 31, 2011 AND SEPTEMBER 30, 2012**

**(UNAUDITED)**

**SPORTSQUEST, INC.**

**CONDENSED CONSOLIDATED BALANCE SHEETS  
DECEMBER 31, 2011 AND SEPTEMBER 30, 2012  
(UNAUDITED)**

<b>ASSETS</b>	<b>December 31, 2011</b>	<b>September 30, 2012</b>
Current Assets:		
Cash and cash equivalents	\$ 4,615	\$ 340
Accounts receivable, net of allowance for bad debts	-	-
Prepaid expenses and other current assets	-	-
Total current assets	<u>4,615</u>	<u>340</u>
Intangible Asset - Allied / ECO	1,295,000	-
Accumulated Amortization - ECO	(620,000)	-
Investment in Zabo Foods, Inc.	1,000,000	1,000,000
Totals	<u>\$ 1,679,615</u>	<u>\$ 1,000,340</u>
 <b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current Liabilities:		
Current portion of long-term debt:		
Note Payable - PLS	\$ 94,500	\$ 126,000
Note Payable - EPIC	79,500	90,431
Note Payable - RS	2,125	5,600
Note Payable - Tucker	1,428,986	-
Note Payable - JB	6,000	25,250
Wells Fargo Loan	8,092	6,247
Total current liabilities	<u>1,619,203</u>	<u>253,528</u>
Long-term debt, net of current portion - PLS	995,500	964,000
Total liabilities	<u>2,614,703</u>	<u>1,217,528</u>
Commitments and contingencies		
Stockholders' equity:		
Common stock, \$.0001 par value; 4,000,000,000 Issued shares authorized; as of September 30, 2012; 3,938,763,151 Issued shares outstanding	339,876	393,876
Preferred A Stock, \$.0001 par value, 1,200,000 Issued shares authorized as of September 30, 2012; 100,000 Issued shares outstanding	10	10
Preferred B Stock, \$.0001 par value, 1,000,000 Issued shares authorized as of September 30, 2012; 1,000,000 Issued shares outstanding	100	100
Accumulated (deficit) earnings	(1,275,074)	(611,175)
Total stockholders' equity	<u>(935,088)</u>	<u>(217,189)</u>
Totals	<u>\$ 1,679,615</u>	<u>\$ 1,000,340</u>

The accompanying notes are an integral part of these financial statements.

**SPORTSQUEST, INC.**

**CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS  
DECEMBER 31, 2011 AND YTD SEPTEMBER 30, 2012  
(UNAUDITED)**

	<u>TWELVE MONTHS ENDED DECEMBER 31, 2011</u>	<u>9 MONTHS ENDED SEPTEMBER 30, 2012</u>
Revenue	\$ 81,058	\$ 621
Cost of goods sold	<u>26,491</u>	<u>-</u>
Gross profit	54,567	621
Selling, general and administrative expenses	<u>47,757</u>	<u>25,470</u>
Income (loss) from operations	<u>6,809</u>	<u>(24,849)</u>
Other income (expense):		
Interest and other income (expenses)	-	-
Interest expense	(304,416)	(69,431)
Impairment Loss	<u>(620,000)</u>	<u>-</u>
Total other income (expense):	<u>(924,416)</u>	<u>(69,431)</u>
Income before income tax provision	(917,607)	(94,280)
Income tax provision	<u>-</u>	<u>-</u>
Net income	<u>\$ (917,607)</u>	<u>\$ (94,280)</u>
Basic earnings (loss) per common share	<u>\$ (0.000270)</u>	<u>\$ (0.0000239)</u>
Diluted earnings (loss) per share	<u>\$ (0.0002700)</u>	<u>\$ (0.0000239)</u>

The accompanying notes are an integral part of these financial statements.

**SPORTSQUEST, INC.**

**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**TWELVE MONTHS ENDED DECEMBER 31, 2011, AND**  
**NINE MONTHS ENDED SEPTEMBER 30, 2012**  
**(UNAUDITED)**

	<u>DECEMBER 31,</u> <u>2011</u>	<u>SEPTEMBER 30,</u> <u>2012</u>
Operating activities		
Net income (loss)	\$ (917,607)	\$ (94,280)
Adjustments to reconcile net income (loss)		
to net cash provided by (used in) operating activities:		
Depreciation and amortization	-	-
Provision for doubtful accounts	-	-
Changes in operating assets and liabilities:		
Accounts receivable	-	-
Inventories	-	-
Gain on sale of equipment	-	-
Prepaid expenses and other current assets	-	-
Other assets	-	-
Accounts payable, Notes Payable and accrued expenses	1,619,202	121,505
Customer deposits	-	-
	<u>701,595</u>	<u>27,225</u>
Net cash provided by (used in) operating activities		
Investing activities		
Capital expenditures, net of writeoffs	<u>(1,675,000)</u>	<u>(31,500)</u>
Net cash (used in) investing activities	<u>(1,675,000)</u>	<u>(31,500)</u>
Financing activities		
Increase (decrease) in long-term debt, net	995,500	-
Proceeds from long-term debt	-	-
Loan payable - Borrowing from principal stockholder	-	-
Common stock issued	-	-
Purchase of Treasury stock	-	-
Additional paid in capital	<u>(17,480)</u>	<u>-</u>
Net cash provided by financing activities	<u>978,020</u>	<u>-</u>
Net increase (decrease) in cash and cash equivalents	4,615	(4,275)
Cash and cash equivalents, beginning of period	-	4,615
Cash and cash equivalents, end of period	<u>\$ 4,615</u>	<u>\$ 340</u>
Supplemental disclosure of cash flow information:		
Interest paid	<u>\$ -</u>	<u>\$ -</u>

The accompanying notes are an integral part of these financial statements.

**SPORTSQUEST, INC.**

**STATEMENTS OF CHANGES IN STOCKHOLDER'S EQUITY (DEFICIT)  
AS OF SEPTEMBER 30, 2012  
(UNAUDITED)**

	Preferred A Shares	Preferred A Stock	Preferred B Shares	Preferred B Stock	Common Shares	Common Stock	Additional Paid-in Capital	Retained Earnings (Deficit)	Total
Balance December 31, 2010	100,000	\$ 10	-	\$ -	3,763,151	\$ 376	\$ -	\$ (357,468)	\$ (357,081)
Preferred stock issued for assets	-	-	1,000,000	100	-	-	-	-	100
Common stock issued for asset contribution	-	-	-	-	2,600,000,000	260,000	-	-	260,000
Common stock issued for debt conversion	-	-	-	-	620,000,000	62,000	-	-	62,000
Common stock issued for debt conversion	-	-	-	-	175,000,000	17,500	-	-	17,500
Loss for the year ended December 31, 2011	-	-	-	-	-	-	-	(917,607)	(917,607)
<b>Balance December 31, 2011</b>	<b>100,000</b>	<b>10</b>	<b>1,000,000</b>	<b>100</b>	<b>3,398,763,151</b>	<b>339,876</b>	<b>-</b>	<b>(1,275,075)</b>	<b>(935,088)</b>
Common stock surrendered	-	-	-	-	(1,800,000,000)	(180,000)	-	-	(180,000)
Common stock issued for debt conversion	-	-	-	-	2,145,000,000	214,500	-	-	214,500
Common stock issued for debt conversion	-	-	-	-	195,000,000	19,500	-	-	19,500
Loss for nine months ended September 30, 2012	-	-	-	-	-	-	-	(94,280)	(94,280)
Adjustment to Accum. Deficit	-	-	-	-	-	-	-	758,179	758,179
<b>Balance September 30, 2012</b>	<b>100,000</b>	<b>\$ 10</b>	<b>1,000,000</b>	<b>\$ 100</b>	<b>3,938,763,151</b>	<b>\$ 393,876</b>	<b>\$ -</b>	<b>\$ (611,176)</b>	<b>\$ (217,189)</b>

The accompanying notes are an integral part of these financial statements.

**SPORTSQUEST, INC.**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
(Unaudited)

**NOTE 1: Nature of Business**

SportsQuest, Inc. ("SPQS") currently is a holding company focused on the acquisition of innovative products and services. The company has two operating entities Planet Eco Products and Zabo Foods, Inc.

The company acquired Planet Eco Products in 2010 which owns 45% of American Dream Communities, which owns two multi unit communities. The Company registered \$1,500,000 in debt along with the transaction which bears high interest. In the June 2012 the company reduced this debt by \$330,000 through the issuance of common stock. In the third quarter 2012, the company sold the investment in Planet Eco Products back to the original owner for the outstanding debt thus removing the carrying value.

The company ended a strategic relationship with Greens Worldwide Incorporated in August 2010 which led to the resignation of Gary Freeman as our CEO and Chairman of the Board of Directors and the instatement of Jeffery R Burns as our CEO and Chairman of the Board of Directors.

The company entered into a strategic relationship with Taking it Outside, LLC in 2011 which allowed for SPQS to acquire 28% of the company to include their Fielding line of products. Both parties have defaulted on the contract and are working on a hold harmless agreement to officially separate.

The company acquired Maize Pluss in 2011. The company signed a promissory note for \$1,000,000 for the Maize Pluss and is currently in default of the note. Maize Pluss changed its name to Zabo Foods, Inc January 30, 2012. Zabo Foods, Inc is still an operating entity of SPQS and new terms are being worked out.

The company is evaluating a change to its business focus and evaluating both operating entities.

**NOTE 2: 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.

**NOTE 3: 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.

**NOTE 4: Use of Estimates**

The preparation of financial statements, in conformity with generally accepted accounting principles 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.

**NOTE 5: 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.

**NOTE 6: 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.

**NOTE 7: 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.

**NOTE 8: Concentration of Credit Risk**

Financial instruments, which potentially subject the Company to concentrations of credit risk, consist of cash and cash equivalents. The Company places its cash with high quality financial institutions which at times does not exceed the FDIC \$250,000 insurance limit. Exposure to losses on receivables is principally non-existent since the company does not have any receivable. In necessary, the Company monitors its exposure for credit losses and if required will maintain allowances for anticipated losses, as required. If necessary, accounts are “written-off” when deemed uncollectible.

**NOTE 9: 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 twelve months ended December 31, 2011 and the nine months ended September 30, 2012, respectively.

**NOTE 10: New Accounting Pronouncements**

None that is applicable as of September 30, 2012 to company operations.

**NOTE 11: Related Party Transactions**

For the twelve months ended December 31, 2011 and the nine months ended September 30, 2012 there were no related party transactions.

The company borrows funds from officers and stockholders from time to time. Two individuals have advanced the Company money for general and administrative expenses: Jeffrey Burns, CEO and Richard Sitzer, President of Zabo Foods. Mr. Burns surrendered 1,800,000,000 shares of common stock.

As of December 31, 2011 and as of September 30, 2012, Mr. Burns is owed \$6,000 and \$25,250, respectively. As of December 31, 2011 and as of September 30, 2012 Mr. Sitzer is owed \$2,125 and \$5,600, respectively. Both are covered by promissory notes which include interest.

There is no repayment terms specified for these notes and as such, the company has classified the balance of the loans as other current liabilities.

**NOTE 12: Non-Cash Transactions**

The following non-cash investing and financing activities occurred during the period from January 1, 2011 through September 30, 2012:

In the quarter ended March 31, 2011 the Company issued 2,600,000,000 restricted shares for asset contributions. In the quarter ended June 30, 2011 the Company issued 1,000,000 Preferred "B" Shares for asset contributions, 620,000,000 common shares for \$155,000.00 in debt conversion. In the quarter ended September 30, 2011 the Company issued 175,000,000 common shares for \$30,000.00 in debt conversion. In the quarter ended June 30, 2012 the company issued 2,145,000,000 common shares for debt conversion of \$330,000 of the debt related to Planet Eco Products. Mr. Burns surrendered 1,800,000,000 shares of common stock to facilitate terms for debt associated with Planet Eco Products. In the quarter ended September 30, 2012 the company issued 195,000,000 common shares for debt conversion of \$30,000 of the debt related to Planet Eco Products.

**NOTE 13: 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 and no adjustments have been made for any other outcome.

The company has no comparative data for the three months ended September 30, 2011 since the company was not reporting financial results.

**NOTE 14: Legal**

As of December 31, 2011 and September 30, 2012, the company has not been made aware of any pending litigation and the company is currently not a party to any litigation.

**NOTE 15: Going Concern**

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.

The company is currently in negotiations with current debt holders to satisfy terms for delinquent debt and seeking financing to continue our current business model. As of the date of these financial statements the company has not been successful in finding financing. There is no assurance that the company will find financing to continue our projects.

As reflected in the accompanying consolidated financial statements, as of December 31, 2011 and September 30, 2012 the Company has a net loss from continuing operations of \$917,606 and \$94,280, respectively. As reflected in the accompanying consolidated financial statements, as of December 31, 2011 and September 30, 2012 the Company has a negative cash flow from operations. As reflected in the accompanying consolidated financial statements, as of December 31, 2011 and September 30, 2012 the Company has a capital deficiency of \$935,088 and \$217,189, respectively. The company is in default on various debts totaling \$2,614,703 as of December 31, 2011 and \$1,647,528 as of September 30, 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 and to satisfy current delinquent debt. 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. The company anticipates doing a reverse split of its common stock. Management believes that actions presently being taken to obtain additional funding provide the Company the opportunity to operate as a going concern.

**NOTE 16: Intangibles and Asset Impairment**

The company evaluates the 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.

The company recognized an impairment of the carrying value of Allied/ECO as of December 31, 2011 of \$620,000. In the third quarter 2012, the company sold the carrying value of Planet Eco Products back to the original owner and eliminated the carrying value and associated impairment.

**NOTE 17: Contingent Liabilities**

The Company assumed the debt of Planet Eco Products in January 2010 while the asset has depreciated in value the debt has continued to grow and as of December 31, 2011 the debt was \$1,487,180. In the third quarter of 2012, the company eliminated this debt due to the sale back of the carrying value of Planet Eco Products to the original owner.

The company acquired Maize Pluss in 2011 which initially showed signs of profitability but has struggled in the first nine months of 2012. The company currently owes \$1,090,000 associated with the Maize Pluss acquisition of which \$126,000 is delinquent as of September 30, 2012. The company is currently in negotiations with the debt holders for each of these liabilities to work out terms. The company is adjusting its current business model to fit these changes and also looking for a strategic change to capitalize on current world economic conditions.

**NOTE 18: Additional Disclosures**

The company has been made aware of a potential debt outstanding with the AJW Group and is further evaluating this issue. Information on the level of the debt and other associated information is not available at this filing.

**NOTE 19: Subsequent Events**

In Accordance with Section 4(2) of the Securities Act of 1933 the Issuer issued 195,000,000 shares of common stock to SNC Consulting LLC, Inc to discharge \$30,000 of debt. The stock was issued bearing a restrictive legend.