AER Energy Resources, Inc.

(a Nevada corporation)

7150 East Camelback Road Suite 444
Scottsdale, Arizona 85251

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Phone: 480-477-8090
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E-mail: info@aerenergyresources.com

QUARTERLY REPORT

Quarterly Company Information and Updated Disclosure Statement June 30, 2012

REQUIRED TO CONFORM WITH THE PROVISIONS OF THE PINK SHEETS ISSUERS DISCLOSURE STATEMENT QUARTERLY UPDATES

August 15, 2012

Current Information Regarding

AER Energy Resources, Inc.

The following information is provided to assist securities brokerage firms and potential investors with "due diligence" compliance. The information set forth below as to the above named corporation follows the Quarterly Updates requirements of the Pink Sheets Issuers Disclosure Statement and generally follows the format set forth therein.

ITEM 1 THE EXACT NAME OF THE ISSUER AND THE ADDRESS OF THE PRINCIPAL EXECUTIVE OFFICE:

The exact name of the issuer is AER Energy Resources, Inc. ("we," "us," "our" or the "Company"). We were incorporated in the State of Nevada as a business combination related company on June 27, 2011 after having been originally incorporated on December 12, 1989 under the name of Aerobic Power Systems, Inc. in Georgia and changed our name to AER Energy Resources, Inc. in 1991.

THE ADDRESS OF THE ISSUER'S PRINCIPAL EXECUTIVE OFFICE:

AER Energy Resources, Inc.
7150 East Camelback Road Suite 444
Scottsdale, Arizona 85251
http://www.aerenergyresources.com
Phone: 480-477-8090
Fax: 877-276-7985
E-mail: info@aernenergy.com.com

ITEM 2 SHARES OUTSTANDING:

As of our most recent fiscal quarter ended June 30, 2012 we had 1,500,000,000 Common Shares authorized, 1,372,933,244 Common Shares issued and outstanding and 20,000,000 Preferred Shares authorized, with none outstanding

ITEM 3 INTERIM FINANCIAL STATEMENTS

The interim financial statements are attached at the end of this Quarterly Update.

ITEM 4 MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION:

This disclosure report contains a number of forward-looking statements, including statements about our financial conditions, results of operations, earnings outlook and prospects. Forward looking statements are typically identified by words such as "plan," "believe," "expect," "anticipate," "intend," "outlook," "estimate," "forecast," "project," "will," "seek" and other similar words and expressions. The forward-looking statements involve certain risks and uncertainties. Our ability to predict results or the actual effects of our plans and strategies is subject to inherent uncertainty. The execution of the company's business plans are predicated upon receipt of financing, which may never be obtained. Factors that may cause actual results or earnings to differ materially from such forward-looking statements include those set forth below in this disclosure statement under the heading "Risk Factors." Because these forward-looking statements are subject to assumptions and uncertainties, actual results may differ materially from those expressed or implied by these forward-looking statements. You are cautioned not to place undue reliance on these statements, which speak only as of the date of this disclosure statement.

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

AER Energy Resources, Inc., a Nevada corporation (hereinafter "AER" or the "Company") is primarily in the business of acquiring, managing and operating cash-flow producing oil and gas properties through its subsidiary, AER Petroleum, Inc. AER Petroleum owns 3 leases (Allie Wade, South Wade, & Copeland) with 6 Wells in Young & Archer County TX. AER Petroleum completely re-worked all 3 Texas leases. In addition, AER Petroleum owns 3 leases (Buttrey, Fletcher, & Waldon) in Osage County OK. There are currently no active Wells on these Oklahoma leases.

The Company also operates a petroleum marketing subsidiary, FTPM Resources, Inc., which is focused on the purchase and sale of fuel and petroleum products with a special emphasis on the recycling of used motor oil. The Company also operates a Real Estate division through our subsidiary, Global Wealth Group, Inc., that focuses on distressed and cash flowing RE nationwide.

The Company was redirected towards the oil and gas sector through the acquisition of FTPM Resources in April 2010. More recently the Company has chosen to evaluate the many cash-flow producing crude oil properties that are currently for sale and target those for acquisition which satisfy the criteria set by management which include stable production history, proven reserves and certified engineering reports attesting to values and longevity of production. Toward that end, the Company has identified specific assets for acquisition which suit the Company's requirements. We are a holding company that operates through our primary subsidiaries AER Petroleum, Inc., FTPM Resources, Inc. and Global Wealth Group, Inc. The company is a Nevada corporation with offices in Scottsdale, Arizona and Fort Worth, Texas.

Corporate Mission

The mission of AER is to grow steadily and become one of the premier independent junior oil and gas producers in the United States. Assuming the fulfillment of its projected working capital requirements, the Company's financial objective is to achieve on-going revenue per acquired asset after all costs have been recouped.

Our business strategy is to enhance the Company's value primarily through the acquisition, development and production of proved undeveloped natural gas and oil reserves in areas that have:

- a substantial existing infrastructure of oil and natural gas pipelines and production/processing platforms;
- geographic proximity to well-developed markets for natural gas and oil;
- a large number of properties that major oil companies, exploration-oriented independents and others consider non-strategic; and
- a relatively stable history of consistently applied governmental regulations for oil development and production.

We believe this strategy significantly reduces the risks associated with traditional natural gas and oil exploration. Unlike oil and gas companies that conduct exploration activities, our focus is to acquire properties that have been previously explored by others and found to contain current production as well as yet unexploited proven reserves. During the life span of these properties, they may become non-core or non-strategic to their original owners. Reasons that a property may become non-core or non-strategic are varied. For example, companies may elect to concentrate their efforts elsewhere, to reduce their capital spending for development, or to pursue exploration projects as opposed to development projects. Also, a lease expiration date may be approaching and the owner may be unwilling to complete a development program. The age of the owner may be a significant factor toward selling a given property.

Companies pursuing exploration success may discover hydrocarbons which may not provide an acceptable economic return for their purposes but, however, such a project may prove attractive to AER, because we are not engaging in capital-intensive exploration. If such a project were economically attractive, Management could complete an evaluation and make a determination whether to acquire the project. Each oil discovery by another company in our core area is a potential opportunity for the application of our approach.

AER focuses on developing projects in the shortest time possible between initial investment and first revenue generated in order to maximize our rate of return. The Company intends to operate the properties in which we acquire a majority working interest and begin a development program with proved reserves. The Company intends to initiate new development projects by simultaneously obtaining the various required components such as the pipeline as well as well completion equipment. This strategy, combined with our ability to rapidly evaluate and implement a project's requirements, allows us to complete the development project and commence production as quickly and efficiently as possible.

Managements Objectives

The objective of AER is to grow steadily and become one of the premier independent crude oil producers in the United States. Assuming the fulfillment of its projected working capital requirements, the Company's financial objective is to achieve on-going revenue per acquired asset after all costs have been recouped.

Acquisition Strategy

The Company believes that the domestic market for crude oil production will increase, especially in view of the on-going threat of international conflict in the middle-east. The Company intends to continue the acquisition of capital in order to acquire additional properties that have revenue generation promise. The Company intends to utilize strategies that have been successful in the industry in evaluation of potential properties for acquisition.

Our primary focus through our subsidiary AER Petroleum, Inc. is the acquisition, development and production of proved undeveloped natural gas and oil reserves and through our subsidiary FTPM is the purchase and sale of fuel and petroleum products with a special focus on the recycling of used motor oil. AER Petroleum owns 3 leases (Allie Wade, South Wade, & Copeland) with 6 Wells in Young & Archer County TX. Secondary recovery re-works are complete all 3 Texas leases. In addition, AER Petroleum owns 3 leases (Buttrey, Fletcher, & Waldon) in Osage County OK. There are currently no active Wells on these Oklahoma leases.

1. Full fiscal Years. Since acquiring FTPM in April 2010, we have experienced improved financial condition through the acquisition of Global Wealth Group, Inc. and oil leases in Texas and Oklahoma. We have also completed private placement offerings that have raised the Company operating equity capital. Our future financial condition is predicated on the ongoing revenue from producing oil wells on the leases we have acquired and potential fuel trading opportunities that are dependent on our ability to utilize a stand-by letter of credit that we have paid for to be arranged.

i. None.

ii. The Company recently completed a series of private placement investments as a means to improve and increase liquidity.

iii. The Company is committed to the formation of a joint venture with Riverton Energy that is conditioned on a capital expenditure of $1,500,000.

The Company expects to fund the above capital expenditures from an investment agreement with Fairhills Capital Offshore Ltd in reliance on the provisions of Regulation A of the Securities Act of 1933.

The Company is committed to the formation of a joint venture on a Nine Well Kansas O&G Secondary Recovery Drilling Program that is conditioned upon the success of oil show from current geology reports.

The Company is committed to the formation of a joint venture on a 30 Well Kansas O&G Secondary Recovery Drilling Program that is conditioned upon the success of oil show from current geology reports.

The Company through its subsidiary Global Wealth Group, Inc.(GWG) is committed to the formation of a joint venture of Gold operations in Lima, Peru with Avenill Ventures, LLC (AVL) that is conditioned upon the final approval of due-diligence and board approval.

iv. None.

v. None

vi. None

vii. None

2. Interim Periods.

Since the end of our last fiscal year and comparable period, the Company has seen its assets and revenues increase through the acquisition of Global Wealth Group, Inc.; the subsequent sale of RE assets and through Texas oil leases purchased from Texas Energy, Inc. and Rehoboth Oil & Gas, LLC. AER Petroleum owns 3 leases (Allie Wade, South Wade, & Copeland) with 6 Wells in Young & Archer County TX. We have completely re-worked all 3 Texas leases. We own 3 leases (Buttrey, Fletcher, & Waldon) in Osage County OK. There are currently no active Wells on these Oklahoma leases. FTPM UMO revenue decreased due to contract cancellations under quarterly price re-negotiation clauses but anticipates new revenue from its broker agreements with USA Recycling Industries, Inc. Since May 2011, the Company has actively sought new business in both fuel trading and through the acquisition, development and production of proved undeveloped natural gas and oil reserves in areas that have:

- a substantial existing infrastructure of oil and natural gas pipelines and production/processing platforms;
- geographic proximity to well-developed markets for natural gas and oil;

- a large number of properties that major oil companies, exploration-oriented independents and others consider non-strategic; and
- a relatively stable history of consistently applied governmental regulations for oil development and production.

The Company has secured numerous such oil and gas acquisition opportunities that have the potential to substantially increase revenues to the Company.

The company's business, financial condition, results of operations or prospects could be materially adversely affected by any of the risks and uncertainties described below. These risks may result in an adverse effect on your investments, including the loss of a material portion thereof.

As our contracts are entered into they may not be renewed and our existing relationships may not continue.

We operate in competitive markets, and there can be no certainty that we will maintain our current customers or attract new customers or that operating margins will not be impacted by competition.

Disruptions in the supply of feedstock could have an adverse effect on our business.

We are subject to numerous environmental and other laws and regulations and, to the extent we are found to be in violation of any such laws and regulations, our business could be materially and adversely affected.

Worsening economic conditions and trends and downturns in the business cycles of the industries we serves and which provide services to us would impact our business and operating results.

The company is subject to economic policy risks and uncertainties in the countries in which it operates. Any disruption of the economic environment and business climate in those countries may have a material adverse effect on the company's business, financial condition, results of operations or prospect.

The company is subject to the threat of future risk of litigation which could adversely affect its profitability.

The company's insurance coverage or lack thereof may prove inadequate to satisfy future claims against us.

C. Off-Balance Sheet Arrangements.

None

ITEM 5 LEGAL PROCEEDINGS:

There are no pending or threatened legal actions or proceedings.

ITEM 6 DEFAULTS UPON SENIOR SECURITIES:

There have been no defaults on senior securities.

ITEM 7 OTHER INFORMATION:

The following are responses that the Company would be required to include in a Current Update as Defined in Section Two: Issuers' Continuing Obligation Disclosures:

1. Entry into a Material Definitive Agreement.

On May 21, 2012, Company executed an Investment Agreement with Fairhills Capital Offshore Ltd for the investment of up to five million dollars ($5,000,000) in reliance on the provisions of Regulation A of the Securities Act of 1933.

On August 8, 2012, Company entered into an engagement letter to engage the law firm of Anslow+Jaclin with respect to the preparation and filing of a Regulation A Offering Statement.

8. Sales of Equity Securities

Since December 31, 2011, the Company has received $700,000 from a series of Reg D Securities Act Rule 504 subscriptions from Fairhills Capital Offshore, a Caymans corporation with offices in Delaware. January 12, 2012: 34,000,000 at a price of $75,000; January 26, 2012: 34,000,000 at a price of $75,000 and February 10, 2012: 37,300,000 at a price of $75,000; March 1, 2012: 40,000,000 at a price of $100,000; March 14, 2012: at a price of $100,000; April 9, 2012: 50,000,000 shares at a price of $85,000 and April 25, 2012: 60,000,000 shares at a price of $100,000; May 14, 2012: 30,000,000 shares at a price of $30,000; May 23,2012: 40,000,000 shares at a price of $28,000 and June 14, 2012: 53,300,000 shares at a price of $32,000. All shares were common stock issued without a restrictive legend.

ITEM 8 EXHIBITS:

Our unaudited financial statements for the latest quarter of June 30, 2012 are attached hereto as Exhibit A and incorporated herein by this reference and can be found as having been filed through OTC Disclosure and News Service.

ITEM 9 CERTIFICATIONS:

I, Stanley F. Wilson, certify that:

1. I have reviewed this initial annual disclosure statement of AER Energy Resources, 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 statement 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: August 15, 2012.

AER ENERGY RESOURCES, INC.

By: ______________________

Stanley F. Wilson, President

EXHIBITS

of

AER ENERGY RESOURCES, INC.

EXHIBIT	DOCUMENT APPENDED
A	Unaudited Quarterly financial statements for the period ending June 30, 2012.
B.	
C.	
D.	
E.	

AER ENERGY RESOURCES, INC
BALANCE SHEET
AS OF JUNE 30, 2012

		2012 UNAUDITED
ASSETS		
Current Assets:		
Cash And Cash Equivalents	$	43,612
Alle Wade Lease		164,872
Receivables		88,500
Total Current Assets		296,984
Fixed Assets		310,406
Other Assets		779,876
Total Assets	$	1,387,266
LIABILITIES AND SHAREHOLDER'S EQUITY		
Current Liabilities:		
Accounts Payable	$	
Due To A Related Party		-
Notes payables - Current		28,090
Total Current Liabilities		28,090
Total Long-Term Liabilities		350,370
Total liabilities		378,460
Stockholders' Equity:		
Common stock: 1,500,000,000 shares authorized,		$0.001 par value
1,372,933,164		1,372,933
Additional paid-in-capital		315,770
Accumulated deficits		(679,897)
Total Stockholders' Equity		1,008,806
Total Liabilities And Stockh	$	1,387,266
		-

ıccompanying notes to financial statements

AER ENERGY RESOURCES, INC.
STATEMENTS OF OPERATIONS
FOR THE THREE MONTHS ENDING JUNE 30, 2012
UNAUDITED

Net revenue	**$**	9,433
Cost of revenue		
Gross profit		9,433
Operating expenses		
Amortization and depreciation expenses		
General & administrative expens		293,528
Total operating expenses		293,528
Income (Loss) from operations		(284,095)
Other income (expense):		
Other income		
Other Expense		
Interest expense		2,381
Total other income (expense)		(2,381)
Income before income tax		(286,476)
Provision for income tax		-
Net profit (loss)	**$**	(286,476)

See accompanying notes to financial statements

AER ENERGY RESOURCES, INC
STATEMENTS OF CASH FLOWS
FOR THE THREE MONTHS TO DATE ENDED JUNE 30, 2012
UNAUDITED

Cash Flows From Operating Activities		
Net Income (l	**$**	(286,476)
Depreciation and amortization		
Stock issued for services		
(Increase) / decrease in assets:		
Accounts Receivable		11,500
Inventory		
Other Assets		(151,006)
Prepaid Expenses		-
Increase / (decrease) in liabilities:		
Commissions Payable		-
Accrued Expenses		-
Notes Payable		41,155
Accrued Interest		-
Accounts Payable		7,086
Net cash used in operating activiti		(377,741)
Cash Flows From Financing Activates		
Stock		257,300
From acquisition of FTPM		
Additional Paid I Capital		41,700
Net Cash Provided by Financing A		299,000
Net Increase (Decrease) During the Pe		(78,741)
Cash and cash equivalents, Beginning		122,353
Cash and cash (	**$**	43,612

See accompanying notes to financial statements

AER ENERGY RESOURCES, INC
Statement of Stockholders' Equity
For The Quarter Ended June 31, 2012

	UNAUDITED				UNAUDITED
	Common Stock		Additional Paid-in	Retained Earnings	Stockholders'
	Shares	Amount	Capital	(Deficit)	Equity (Deficit)
Balance, December 31, 2009	25,537,121	25,537		11,977	37,514
Acquired FTPM for stock	100,000,000	100,000			100,000
Balance May 31, 2010	125,537,121	125,537		11,977	137,514
Stock Reverse 100-1 6-8-10	1,255,371	1,255	124,282	11,977	137,514
Income or (loss) as of December 31 2010				(7,739)	(7,739)
Balance as of December 31, 20	1,255,371	1,255	124,282	4,238	129,775
Income as of March 31, 2011				(158)	(158)
Balance as of March 31, 2011	1,255,371	1,255	124,282	4,080	129,617
Sock Issurance June 2, 2011	260,000,000	260,000			260,000
Income as of June 30, 2011				3,272	3,272
Balance as of June 30, 2011	261,255,371	261,255	124,282	7,352	392,889
Debt Conversion July 2011	173,540,000	173,540	(74,374)		99,166
Debt Conversion July 2011	5,000,000	5,000			5,000
Income as of Sept 2011				-21,844	-21844
Balance as of Sept 2011	439,795,371	439,795	49,908	(14,492)	475,211
Stock Issuance 504 11-15-11	13,400,000	13,400	86,600		100,000
Stock Issuance 504 11-25-11	25,000,000	25,000	75,000		100,000
Stock Issuance 504 12-15-11	34,000,000	34,000	66,000		100,000
Income or (Loss) as of Dec 31				44,749	44,749
Balance as of Dec 31, 2011	512,195,371	512,195	277,508	30,257	819,960
Stock Issuance 504 1/5/2012	34,000,000	34,000	41,000		75,000
Stock Issuance 504 1/25/2012	34,000,000	34,000	41,000		75,000
Stock Issuance 2/9/2012 Stan	104,934,820	104,935	-104,935		0
Stock Issuance 2/9/2012 Globa	104,934,820	104,935	-104,935		0
Stock Issuance 2/9/2012 Globa	104,934,820	104,935	-104,935		0
Stock Issuance 2/9/2012 504	37,300,000	37,300	37,700		75,000
Stock Issuance 2/17/2012 50	33,333,333	33,333	41,667		75,000
Stock Issuance 3/5/2012 504	40,000,000	40,000	60,000		100,000
Stock Issuance 3/7/2012 Texa	60,000,000	60,000	40000		100,000
Stock Issuance 3/16/2012 504	50,000,000	50,000	50,000		100,000
Income or (loss) as of March 31				(423,678)	(423,678)
Balance as of March 31, 2012	1,115,633,164	1,115,633	274,070	(393,421)	996,282
Stock Issuance 4/9/2012	50,000,000	50,000	35,000		85,000
Stock Issuance 4/19/12	18,000,000	18,000			18,000
Stock Issuance 4/25,2012	60,000,000	60,000	40,000		100,000
Stock Issuance 4/23/12	1,000,000	1,000			1,000
Stock Issuance 5/14/2012	30,000,000	30,000	0		30,000
Stock Issuance 5/23/2012	40,000,000	40,000	(12,000)		28,000
Stock Issuance 6/14/2012	53,300,000	53,300	(21,300)		32,000
Stock Issuance 12/15/12	5,000,000	5,000			5,000
Roundng	80	0			
Income or (loss) as of June 30, 2012				(286,476)	(286,476)
Balance as of June 30, 2012	1,372,933,244	1,372,933	315,770	(679,897)	1,008,806

AER ENERGY RESOURCES, INC
Issuance History
For Twenty Four Months Ended June 30, 2012

Common Stock	shares	Type of Shares	Price per Share	Dollar Amount
Stock Issued for Acquisition	100,000,000	R	0.001	
Stock Issued for Acquisition 2-Jun-11	260,000,000	R	0.001	
Stock issued for Debt	173,540,000	F	0.001	99,166
Stock Issued for Debt	5,000,000	F	0.001	5,000
Stock Issued for 504 11-15-11	13,400,000	F	0.00746	100,000
Stock Issued for 504 11-25-11	25,000,000	F	0.004	100,000
Stock Issued for 504 12-15-11	34,000,000	F	0.00294	100,000
Stock Issuance 504 1/5/2012	34,000,000	F	0.00221	75,000
Stock Issuance 504 1/25/2012	34,000,000	F	0.00221	75,000
Stock Issuance 2/9/2012 Stan	104,934,820	R		0
Stock Issuance 2/9/2012 Global	104,934,820	R		0
Stock Issuance 2/9/2012 Global	104,934,820	R		0
Stock Issuance 2/9/2012 504	37,300,000	F	0.00201	75,000
Stock Issuance 2/17/2012 504	33,333,333	F	0.00225	75,000
Stock Issuance 3/5/2012 504	40,000,000	F	0.0025	100,000
Stock Issuance 3/7/2012 Texas	60,000,000	F	0.00167	100,000
Stock Issuance 3/16/2012 504	50,000,000	F	0.002	100,000
Stock Issuance 4/9/2012	50,000,000	F	0.0017	85,000
Stock Issuance 4/25,2012	60,000,000	F	0.00167	100,000
Stock Issuance 5/14/2012	30,000,000	F	0.001	30,000
Stock Issuance 5/23/2012	40,000,000	F	0.0007	28,000

Stock Issuance 6/14/2012	53,300,000	F	0.0006	32,000
Stock Issuance 12/15/2012	5,000,000	R	0	
Stock Issuance 4/23/2012	1,000,000	R	0	
Stock Issuance 4/19/2012	18,000,000	F	0.001	18,000

AER ENERGY RESOURCES, INC.

NOTES TO FINANCIAL STATEMENTS

FOR THE PERIOD FROM 1989 (INCEPTION)

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES:

ORGANIZATION:

AER Energy Resources, Inc. (the "Company" or "AER Energy") was incorporated in 1989 as Aerobic Power Systems, Inc. in Georgia and merged with Aerobic Power Systems, Inc. of Ohio as the surviving Georgia corporation in 1990 and changed its name to AER Energy Resources, Inc. in 1991. Since its S-1 filing in 1993 until 2003, AER Energy was engaged in the development and commercialization of high energy density zinc-air batteries. AER Energy's strategy as a research and development ("R&D") company was to focus on primary (disposable), rather than rechargeable, zinc-air battery technology and licensing their extensive patent portfolio to large established battery and original equipment manufacturers ("OEMs") with plans to commercialize the technology.

The Company was formed in 1989 to develop and commercialize high energy density zinc-air batteries using the technology licensed from Dreisbach Electromotive, Inc. ("DEMI"). DEMI was formed in 1982 to conduct research and development on electric vehicles and battery systems utilizing, among others, zinc-air technology. DEMI's zinc-air development programs included applications for electric vehicles and portable products. The Company and DEMI entered into a license agreement (the "DEMI License") in July 1989 whereby DEMI granted to the Company exclusive worldwide rights to DEMI's zinc-air battery patents and technology (including trade secrets) for all applications other than motor vehicles for so long as the Company wished to use such licensed rights. DEMI retained the rights to zinc-air technology for motor vehicle applications and to its other technologies for motor vehicle applications and batteries producing over 500 watts of continuous power output.

In November 1997, the Company was issued a United States patent for its "Diffusion Air Manager" technology. The Diffusion Air Manager could extend zinc-air battery storage life by isolating the cells in zinc-air batteries from exposure to air during periods when the battery is in storage or not in use. The result was a primary battery that can operate an electronic device 3 to 5 times longer than alkaline batteries and can be stored for up to two years and deliver most of its energy. Due to the simplicity, small size and enhanced storage life capability provided by the Diffusion Air Manager, this patented air manager technology allowed the Company to capitalize on the opportunities in hand-held electronic products like camcorders, cellular telephones, cordless telephones, digital cameras, and hand-held computers. This breakthrough air manager technology was used to seek to attract more large established battery and consumer electronic OEMs into alliances for joint product development, licensing, and commercialization of the Company's primary zinc-air battery technology.

In September 1998, the Company announced its TLAS Agreement with Duracell Inc., a subsidiary of The Gillette Company, making Duracell the first licensee of the Company's primary (disposable) zinc-air technology. Under the terms of the TLAS Agreement, the Company agreed to license certain of its primary zinc-air related battery technology and license the rights to its then existing patents to Duracell. In addition, Duracell agreed to fund certain joint product development projects with the Company during 1999.

In April 2001, the Company signed a License and Development Agreement with Rayovac Corporation. Under the agreement, the Company licensed its zinc-air battery technology to Rayovac and performing design and development work for Rayovac.

In September 2001, Rayovac Corporation received a new zinc-air development contract from the United States Army Communications and Electronics Command ("CECOM") in Fort Monmouth, New Jersey, and under the terms of the Rayovac License and Development Agreement with the Company, Rayovac subcontracted certain work from the development program to the Company.

In November 2003, the Company sold all of its assets, paid all of its creditors and liabilities and exited the battery development business.

In April 2010, the company acquired FTPM Resources, Inc., a used oil recycling company, as a wholly owned subsidiary and refocused its business operations in fuel trading and petroleum marketing with an emphasis in the recycling of used motor oil. This acquisition resulted in a change in control by means of the Share Exchange Agreement. In May of 2011 the company acquired Global Wealth Partners, Inc. as a wholly owned subsidiary and in November 2011, the company formed as a wholly owned subsidiary, AER Petroleum, Inc. that has acquired various oil and gas leases. These financial statements reflect the consolidated accounting of the Company and its operating subsidiaries for the year end December 31, 2011.

There have been zero (0) name changes and one stock split effective July 6, 2010 reversing the number of issued shares of common stock in a ratio of 100 to 1. The historical stock registrations included New Issue 7-93 2,500,000 shares at $7 by Prudential Securities, Inc. And the Latest Additional Issue 11-94 2,500,000 shares at $5.25 by Prudential Securities, Inc.

BASIS OF PRESENTATION:

PROPERTY AND EQUIPMENT AND DEPRECIATION:

Property and equipment are recorded at cost and are depreciated using the straight-line method over their estimated useful life as follows:

Furniture and equipment 5 - 10 years

When properties are retired or otherwise disposed of, the cost and related accumulated depreciation are removed from the accounts with any resulting gain or loss reflected in income. Maintenance and repairs are expensed in the year incurred.

INTANGIBLE ASSETS AND AMORTIZATON:

Any costs associated with the acquisition or maintaining of intangible assets if and when incurred will be amortized over 40 years on a straight-line basis.

INCOME TAXES:

Deferred income taxes are recognized for the tax consequences in future years of differences between the tax bases of assets and liabilities and their financial reporting amounts at each year end based on enacted tax laws and statutory tax rates applicable to the periods in which the differences are expected to affect taxable income. Valuation allowances are established when necessary to reduce deferred tax assets to the amount expected to be realized. Income tax benefit (expense) is the tax receivable (payable) for the period and the change during the period in deferred tax assets and liabilities.

ADVERTISING

The Company expenses advertising costs at the first time that advertising takes place.

ACCOUNTING ESTIMATES:

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and their reported amounts of revenues and expenses during the reporting periods. Actual results could differ from those estimates.

INCOME (LOSS) PER SHARE:

Basic and diluted earnings per share (EPS) are computed as net loss (gain) divided by the weighted average number of common shares outstanding for the period. The weighted average number of shares is the average daily number of shares outstanding for the period ended.

2. PROPERTY AND EQUIPMENT:

The components of property and equipment are as follows:

Equipment	$
Furniture and fixtures	

Less: accumulated depreciation	

$

3. OTHER ASSETS:

At December 31, 2010 other assets consist of the following:

Organizations Costs	$
Accumulated Amortization	

	$
	========

4. DUE TO RELATED PARTY:

None.

5. INCOME TAXES:

No benefit for federal or state income taxes has been recorded because the Company has incurred an operating loss for the combined periods.

6. COMMITMENTS:

Office lease:

The Company maintains a virtual office at 7135 East Camelback Road Suite 230, Scottsdale, Arizona under a lease from EOS-Executive Office Suites, LLC .

EMPLOYMENT AGREEMENTS:

The Company has entered into an employment agreement with one of its employees.

7. SHAREHOLDERS EQUITY:

On July 6, 2010 the Company completed a 100 to 1 reverse stock split that reduced the number of issued and outstanding shares of Company common stock to 1,255,371 shares.