

KORE NUTRITION, INC.  
Form 10-Q  
November 15, 2010

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**FORM 10-Q**

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE  
ACT OF 1934

For the quarterly period ended **September 30, 2010**

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE  
ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number **000-54057**

**KORE NUTRITION INCORPORATED**

(Exact name of registrant as specified in its charter)

**Nevada**

(State or other jurisdiction of incorporation or  
organization)

**N/A**

(IRS Employer Identification No.)

**2831 St. Rose Parkway, Suite 330, Henderson, Nevada, 89052**

(Address of principal executive offices) (zip code)

**702.589.4626**

(Registrant's telephone number, including area code)

**Not Applicable**

(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§229.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files) Yes  No  (**Not currently applicable to the Registrant**)

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer, and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer [  ]

Accelerated filer [  ]

Non-accelerated filer [  ] (Do not check if a smaller reporting company)

Smaller reporting company [  ]

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Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).  
Yes [ ] No [x]

**APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY PROCEEDINGS DURING THE PRECEDING FIVE YEARS:**

Indicate by check mark whether the registrant has filed all documents and reports required to be filed by Sections 12, 13 or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court. Yes [ ] No [ ]

**APPLICABLE ONLY TO CORPORATE ISSUERS**

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date

**64,241,432 common shares issued and outstanding as of November 15, 2010.**

**PART I - FINANCIAL INFORMATION**

**Item 1. Financial Statements.**

Our interim financial statements are stated in United States dollars and are prepared in accordance with United States generally accepted accounting principles.

While the information presented in the accompanying interim financial statements for the quarter ended September 30, 2010 is unaudited, it includes all adjustments which are, in the opinion of management, necessary to present fairly the financial position, results of operations and cash flows for the interim period. These interim financial statements follow the same accounting policies and methods of their application as our December 31, 2009 annual audited financial statements. All adjustments are of a normal recurring nature. It is suggested that these interim financial statements be read in conjunction with our December 31, 2009 annual audited financial statements.

**KORE NUTRITION INCORPORATED**  
**(A DEVELOPMENT STAGE COMPANY)**

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**KORE NUTRITION INCORPORATED**  
**(A DEVELOPMENT STAGE COMPANY)**  
**CONSOLIDATED BALANCE SHEETS**

	September 30, 2010 (Unaudited)	December 31, 2009 (Audited)
<b>Current Assets</b>		
Cash	\$ 1,161	\$ 328
Trade accounts receivables, net	906	906
Inventory (Note 7)	135,767	-
<b>Total Current Assets</b>	<b>137,834</b>	<b>1,234</b>
<b>Total Assets</b>	<b>\$ 137,834</b>	<b>\$ 1,234</b>
<b>Current Liabilities</b>		
Bank indebtedness	\$ 366	\$ -
Accounts payable	301,774	153,232
Interest payable	19,272	40,176
Notes payable - related parties	54,322	117,000
Accrued interest on convertible note (Note 4)	2,281	-
Current portion long-term debt	-	112,589
<b>Total Current Liabilities</b>	<b>378,015</b>	<b>422,997</b>
<b>Long-Term Debt</b>		
Convertible note (Note 4)	75,000	-
Note payable, net of current portion - related party	-	387,411
<b>Total Liabilities</b>	<b>453,015</b>	<b>810,408</b>
<b>Stockholders Equity (Deficit)</b>		
Preferred stock - \$.001 par value, 50,000,000 shares authorized, no shares issued and outstanding at September 30, 2010 and December 31, 2009, respectively	-	-
Common stock - \$.001 par value, 150,000,000 shares authorized, 64,241,432 shares and 51,661,563 shares issued and outstanding at September 30, 2010 and December 31, 2009, respectively	64,242	51,661
Common stock payable	4,738	4,738
Additional paid-in capital	12,104,273	10,695,471
Deficit accumulated during the development stage	(12,488,434)	(11,561,044)
<b>Total Stockholders Equity (Deficit)</b>	<b>(315,181)</b>	<b>(809,174)</b>
<b>Total Liabilities and Stockholders Equity (Deficit)</b>	<b>\$ 137,834</b>	<b>\$ 1,234</b>

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

**KORE NUTRITION INCORPORATED**  
**(A DEVELOPMENT STAGE COMPANY)**  
**CONSOLIDATED STATEMENTS OF OPERATIONS**  
**(unaudited)**

	Three Months Ended September 30, 2010	Three Months Ended September 30, 2009	Nine Months Ended September 30, 2010	Nine Months Ended September 30, 2009	Cumulative for the period May 24, 2007 (inception) through September 30, 2010
<b>Revenues</b>					
Revenues, \$	-	\$ 578	\$ -	\$ 3,013	\$ 362,877
net					
<b>Total</b>	-	578	-	3,013	362,877
<b>Revenues</b>					
<b>Cost of Goods Sold</b>					
Product purchases and production costs	218,645	-	230,122	-	345,831
Shipping and fulfillment costs	-	-	-	275	186,495
<b>Total Cost of Goods Sold</b>	218,645	-	230,122	275	532,326
<b>Gross Profit</b>	(218,645)	578	(230,122)	2,738	(169,449)
<b>Operating Expenses</b>					
Business development	190,912	6,578,575	400,362	6,578,575	7,671,426
Office expenses	21,072	4,588	42,302	7,420	172,471
Marketing and sales expense	1,474	22,437	84,420	52,187	2,379,870
Outsource personnel	-	30,867	-	142,867	219,168
Professional fees	40,394	134,863	158,715	200,640	819,320
<b>Total Operating Expenses</b>	253,852	6,771,330	685,799	6,981,689	11,262,255
<b>Other Income (Expense)</b>					

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Interest income	-	-	-	1	4,857
Interest expense	(1,890)	(144,198)	(16,377)	(144,198)	(236,728)
Write off of inventory	-	-	-	-	(85,769)
Extinguishments of debt	-	-	-	-	(695,665)
Impairment of trademark	-	-	-	-	(48,333)
Gain on Fx Transaction	4,334	-	4,908	-	4,908
<b>Total Other Income (Expense)</b>	<b>2,444</b>	<b>(144,198)</b>	<b>(11,397)</b>	<b>(144,197)</b>	<b>(1,056,730)</b>
<b>Net Loss</b>	<b>\$ (470,053)</b>	<b>\$ (6,914,950)</b>	<b>\$ (927,390)</b>	<b>\$ (7,123,148)</b>	<b>\$ (12,488,434)</b>
<b>Basic and Diluted Loss Per Common Share</b>	<b>\$ (0.01)</b>	<b>\$ (0.18)</b>	<b>\$ (0.02)</b>	<b>\$ (0.21)</b>	
<b>Weighted Average Number Common Shares Outstanding</b>	<b>64,206,000</b>	<b>38,261,000</b>	<b>59,911,000</b>	<b>33,676,000</b>	

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

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**KORE NUTRITION INCORPORATED**  
**(A DEVELOPMENT STAGE COMPANY)**  
**STATEMENT OF STOCKHOLDERS' EQUITY (DEFICIT)**

	Common Stock		Common Stock Payable	APIC	Deficit Accumulated During the Development Stage	Total Stockholders Equity (Deficit)
	Units	Dollars				
<b>Balance at December 31, 2008</b>	30,687,124	\$ 30,687	\$ 4,738	\$ 3,438,982	\$ (3,569,548)	\$ (95,141)
Conversion of debt	3,144,617	3,145	-	801,530	-	804,675
Shares for services	17,829,821	17,830	-	6,342,959	-	6,360,789
Discount on note payable	-	-	-	112,000	-	112,000
Net loss	-	-	-	-	(7,991,496)	(7,991,496)
<b>Balance at December 31, 2009</b>	51,661,563	\$ 51,661	\$ 4,738	\$ 10,695,471	\$ (11,561,044)	\$ (809,174)
Stock issued for cash	1,925,000	1,925	-	948,075	-	950,000
Debt conversion	1,200,000	1,200	-	598,800	-	600,000
Effect of reverse merger	9,454,869	9,456	-	(138,073)	-	(128,617)
Net loss	-	-	-	-	(927,390)	(927,390)
<b>Balance at September 30, 2010 (unaudited)</b>	64,241,432	\$ 64,242	\$ 4,738	\$ 12,104,273	\$ (12,488,434)	\$ (315,181)

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

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**KORE NUTRITION INCORPORATED**  
**(A DEVELOPMENT STAGE COMPANY)**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**(unaudited)**

	<b>Nine Months Ended September 30, 2010</b>	<b>Nine Months Ended September 30, 2009</b>	<b>Cumulative for the period May 24, 2007 (inception) through September 30, 2010</b>
<b>Operating Activities</b>			
Net loss	\$ (927,390)	\$ (7,123,148)	\$ (12,488,434)
Adjustments to reconcile net loss to cash flows provided (used) by operating activities:			
Amortization	-	-	50,000
Write down of inventory	-	-	11,549
Stock option expense	-	112,000	112,000
Stock issued for services	-	6,360,788	6,949,779
Loss on conversion of payables	-	-	695,665
Imputed interest on notes payable	-	-	68,175
Change in assets and liabilities:			
Accounts receivable	-	43	(907)
Inventory	(135,767)	-	(147,316)
Accounts payable	160,290	97,922	958,760
Accrued expenses	(18,623)	32,197	397,101
<b>Cash Flows Used in Operating Activities</b>	<b>(921,490)</b>	<b>(520,198)</b>	<b>(3,393,628)</b>
<b>Investing Activities</b>			
Cash paid for purchase of trademark	-	-	(50,000)
<b>Cash Flows Used in Investing Activities</b>	<b>-</b>	<b>-</b>	<b>(50,000)</b>
<b>Financing Activities</b>			
Proceeds from sale of common stock	950,000	-	2,000,000
Proceeds from debt issuances	158,867	-	1,854,834
Principal payments on debt	(146,544)	617,000	(370,045)
Payments to cancel shares	(40,000)	-	(40,000)
<b>Cash Flows From Financing Activities</b>	<b>922,323</b>	<b>617,000</b>	<b>3,444,789</b>
<b>Net Increase in Cash and Cash Equivalents</b>	<b>833</b>	<b>96,802</b>	<b>1,161</b>
Cash at Beginning of Period	328	17,117	-
<b>Cash at End of Period</b>	<b>\$ 1,161</b>	<b>\$ 113,919</b>	<b>\$ 1,161</b>

<b>Cash Paid for Interest</b>	\$ 35,000	\$ -	\$ 35,000
<b>Cash Paid for Income Taxes</b>	\$ -	\$ -	\$ -

**Non Cash Transactions**

Notes Converted	\$ 600,000	\$ -	\$ 1,680,487
Accounts Payable Converted	\$ -	\$ 34,260	\$ 7,043,275
Accrued Liabilities Converted	\$ -	\$ -	\$ 375,548

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

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**KORE NUTRITION INCORPORATED**  
**(A DEVELOPMENT STAGE COMPANY)**  
**NOTES TO FINANCIAL STATEMENTS**  
**(unaudited)**

**1. Summary of Significant Accounting Policies**

Nature of Operations

Kore Nutrition Incorporated ( Kore ) was incorporated under the laws of the State of Nevada on October 13, 2006, and registered as an extra-provincial corporation in the province of British Columbia, Canada on January 3, 2007. The business model was initially to develop niche snack products to cater to a broad spectrum of health conscious consumers.

On February 16, 2010, Kore filed a Certificate of Amendment with the Secretary of State of the State of Nevada, amending the articles of incorporation by increasing its authorized capital to 200,000,000, of which 150,000,000 shares are common stock with a par value of \$0.001 and 50,000,000 shares are preferred stock with a par value of \$0.001 per share. The Board of Directors is authorized to prescribe the series and the number of shares of each series of preferred stock and the voting powers, designations, preferences, limitations, restrictions, relative rights or other variations of the shares of each class or series within each class of the preferred stock.

Effective March 4, 2010, Kore declared a 9.2 for 1 forward split, payable by way of a stock dividend whereby Kore issued an additional 8.2 shares for each share outstanding to stockholders of record as of February 25, 2010.

Go All In, LLC was organized under the laws of the state of Delaware on May 24, 2007 as a Limited Liability Company. As such, the members were personally responsible for liabilities arising in the normal course of business only to the extent that they had investments in Go All In, LLC. That is, to the extent that Go All In, LLC had liabilities arising in the ordinary course of business that exceeded Go All In, LLC's assets, the members were not personally liable.

On December 18, 2008, Go All In, LLC converted to a C corporation and registered with the Secretary of State in Nevada as Go All In, Inc ( Go All In ). At the time of conversion, there were 63,888 Class A Common units issued and all Class A common units were converted, in their respective ownership percentages, to 24,750,001 shares of common stock in Go All In.

Effective March 31, 2010, Kore closed a share exchange agreement with Go All In and the shareholders of Go All In whereby Kore acquired all of the issued and outstanding shares of Go All In. For financial statement reporting purposes, the share exchange was treated as a reverse acquisition, with Go All In deemed the accounting acquirer and Kore deemed the accounting acquiree under the purchase method of accounting in accordance with Accounting Standards Codification ( ASC ) 805-10-40, Business Combinations Reverse Acquisitions . The reverse merger is deemed a recapitalization and the consolidated financial statements represent the continuation of the financial statements of Go All In (the accounting acquirer/legal subsidiary) except for its capital structure, and the consolidated financial statements reflect the assets and liabilities of Go All In recognized and measured at their carrying value before the combination and the assets and liabilities of Kore (the legal acquiree/legal parent). The equity structure reflects the equity structure of Kore, the legal parent, and the equity structure of Go All In, the accounting acquirer, as restated using the exchange ratios established in the share exchange agreement to reflect the number of shares of the legal parent. References to the Company in these notes refer to Kore and its wholly-owned subsidiary, Go All In. See Note 7 Bridge Loan and Share Exchange Agreement.



**KORE NUTRITION INCORPORATED**  
**(A DEVELOPMENT STAGE COMPANY)**  
**NOTES TO FINANCIAL STATEMENTS**

**1. Summary of Significant Accounting Policies (continued)**

The Company was organized to distribute and market an energy drink and bottled water via the Internet and other retail channels. The Company is a development stage company, as defined by Financial Accounting Standards Board ( FASB ) guidelines, in the business of developing and providing energy drinks and bottled water.

The accompanying financial statements have been prepared by the Company without audit. In the opinion of management, all adjustments (which include only normal recurring adjustments) necessary to present fairly the financial position, results of operations, and cash flows at September 30, 2010, and for all periods presented herein, have been made.

Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted. It is suggested that these condensed financial statements be read in conjunction with the financial statements and notes thereto included in the Company's December 31, 2009 audited financial statements. The results of operations for the period ended September 30, 2010 is not necessarily indicative of the operating results for the full year.

Accounting Method

The Company maintains its financial statements on the accrual basis of accounting and conforms to generally accepted accounting principles in the United States.

Cash and Cash Equivalents

Cash includes currency on hand and demand deposits with banks and other financial institutions. Cash equivalents are comprised of certain highly liquid investments with original maturities of less than three months. No such investments existed at September 30, 2010 or December 31, 2009.

Allowance for Doubtful Accounts

Trade accounts receivable are recorded at the amount the Company expects to collect on balances outstanding at year-end. The allowances for doubtful accounts at September 30, 2010 and December 31, 2009 were \$(4,001) and \$(6,701), respectively.

Development Stage

The Company complies with ASC 915-10 for its characterization of the Company as development stage.

Income Taxes

The Company accounts for income taxes using the asset and liability method in accordance with ASC 740, Income Taxes. The asset and liability method provides that deferred tax assets and liabilities are recognized for the expected future tax consequences of temporary differences between the financial reporting and tax bases of assets and liabilities, and for operating loss and tax credit carryforwards. Deferred tax assets and liabilities are measured using the currently enacted tax rates and laws that will be in effect when the differences are expected to reverse. The Company records a valuation allowance to reduce deferred tax assets to the amount that is believed more likely than not to be realized.



**KORE NUTRITION INCORPORATED**  
**(A DEVELOPMENT STAGE COMPANY)**  
**NOTES TO FINANCIAL STATEMENTS**

**1. Summary of Significant Accounting Policies (continued)**

Use of 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, 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. Actual results could differ from those estimates.

Revenue Recognition

Revenue is recognized when persuasive evidence of an arrangement exists, delivery of products has occurred, the sales price charged is fixed or determinable, and collectability is reasonably assured. This generally means that Company recognizes revenue when title for product is transferred to the purchaser. In particular, title usually transfers upon shipment to or receipt at a customer's location, as determined by the specific sales term of the transaction. The Company's policies do not allow for a right of return except for matters related to any manufacturing defects on the Company's part or when the wrong product is delivered.

Inventories

Inventories are valued at the lower of cost or market and consist solely of finished goods using the first in, first out (FIFO) method. The requirements for any provisions of estimated losses for obsolete, excess, or slow-moving inventories are reviewed periodically. Management has determined that no allowance for obsolete or excess inventory is necessary at September 30, 2010 and December 31, 2009.

Fair Value of Financial Instruments

On January 1, 2008, the Company adopted ASC No. 820-10, *Fair Value Measurements*. ASC 820-10 relates to financial assets and financial liabilities.

ASC 820-10 defines fair value, establishes a framework for measuring fair value in accounting principles generally accepted in the United States of America (GAAP), and expands disclosures about fair value measurements. The provisions of this standard apply to other accounting pronouncements that require or permit fair value measurements and are to be applied prospectively with limited exceptions.

ASC 820-10 defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. This standard is now the single source in GAAP for the definition of fair value, except for the fair value of leased property as defined in SFAS 13. ASC 820-10 establishes a fair value hierarchy that distinguishes between (1) market participant assumptions developed based on market data obtained from independent sources (observable inputs) and (2) an entity's own assumptions, about market participant assumptions, that are developed based on the best information available in the circumstances (unobservable inputs). The fair value hierarchy consists of three broad levels, which gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy under ASC 820-10 are described below:

- Level 1 Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities.



- Level 2 Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly, including quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in markets that are not active; inputs other than quoted prices that are observable for the asset or liability (e.g., interest rates); and inputs that are derived principally from or corroborated by observable market data by correlation or other means.

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**1. Summary of Significant Accounting Policies (continued)**

Fair Value of Financial Instruments (continued)

- Level 3 Inputs that are both significant to the fair value measurement and unobservable. These inputs rely on management's own assumptions about the assumptions that market participants would use in pricing the asset or liability. (The unobservable inputs are developed based on the best information available in the circumstances and may include the Company's own data.)

The following presents the Company's fair value hierarchy for those assets and liabilities measured at fair value on a non-recurring basis as of September 30, 2010 and December 31, 2009:

Level 1: None

Level 2: None

Level 3: None

Total Gain (Losses): None

Share-based Compensation

The Company records share based compensation in accordance ASC 505-50, *Equity-Based Payments to Non-Employees* which requires the measurement and recognition of compensation expense, based on estimated fair values, for all unit-based awards, made to employees and directors, including unit options. ASC 505-50 requires companies to estimate the fair value of unit-based awards on the date of grant using an option-pricing model.

The Company uses the Black-Scholes option-pricing model as its method of determining fair value. This model is affected by the Company's unit price as well as assumptions regarding a number of subjective variables. These subjective variables include, but are not limited to the Company's expected unit price volatility over the term of the awards, and actual and projected employee stock option exercise behaviors. The value of the portion of the award that is ultimately expected to vest is recognized as an expense in the Statement of Operations over the requisite service period. All transactions in which goods or services are the consideration received for the issuance of equity instruments are accounted for based on the fair value of the consideration received or the fair value of the equity instrument issued, whichever is more reliably measurable in accordance with the provisions of EITF 96-18.

Reclassifications

Certain accounts in the prior-year (audited) financial statements have been reclassified for comparative purposes to conform with the presentation in the current-year (unaudited) financial statements.

## 1. Summary of Significant Accounting Policies (continued)

### Recently Adopted Accounting Pronouncements

In August 2009, FASB issued an amendment to the accounting standards related to the measurement of liabilities that are recognized or disclosed at fair value on a recurring basis. This standard clarifies how a company should measure the fair value of liabilities and that restrictions preventing the transfer of a liability should not be considered as a factor in the measurement of liabilities within the scope of this standard. This standard is effective for the Company on October 1, 2009. The adoption of this amendment did not have a material effect on the Company's financial statements.

In October 2009, FASB issued an amendment to the accounting standards related to the accounting for revenue in arrangements with multiple deliverables including how the arrangement consideration is allocated among delivered and undelivered items of the arrangement. Among the amendments, this standard eliminated the use of the residual method for allocating arrangement considerations and requires an entity to allocate the overall consideration to each deliverable based on an estimated selling price of each individual deliverable in the arrangement in the absence of having vendor-specific objective evidence or other third party evidence of fair value of the undelivered items. This standard also provides further guidance on how to determine a separate unit of accounting in a multiple-deliverable revenue arrangement and expands the disclosure requirements about the judgments made in applying the estimated selling price method and how those judgments affect the timing or amount of revenue recognition. This standard, for which the Company is currently assessing the impact, will become effective on January 1, 2011.

In October 2009, the FASB issued an amendment to the accounting standards related to certain revenue arrangements that include software elements. This standard clarifies the existing accounting guidance such that tangible products that contain both software and non-software components that function together to deliver the product's essential functionality, shall be excluded from the scope of the software revenue recognition accounting standards. Accordingly, sales of these products may fall within the scope of other revenue recognition standards or may now be within the scope of this standard and may require an allocation of the arrangement consideration for each element of the arrangement. This standard will become effective on January 1, 2011 and the Company does not expect it to have a material effect on the financial position, results of operations or cash flows of the Company.

In March 2010, the FASB (Financial Accounting Standards Board) issued Accounting Standards Update 2010-11 (ASU 2010-11), *Derivatives and Hedging (Topic 815): Scope Exception Related to Embedded Credit Derivatives*. The amendments in this Update are effective for each reporting entity at the beginning of its first fiscal quarter beginning after June 15, 2010. Early adoption is permitted at the beginning of each entity's first fiscal quarter beginning after issuance of this Update. The Company's adoption of the provisions of ASU 2010-11 did not have a material effect on the financial position, results of operations or cash flows of the Company.

In February 2010, the FASB Accounting Standards Update 2010-10 (ASU 2010-10), *Consolidation (Topic 810): Amendments for Certain Investment Funds*. The amendments in this Update are effective as of the beginning of a reporting entity's first annual period that begins after November 15, 2009 and for interim periods within that first reporting period. Early application is not permitted. The Company's adoption of the provisions of ASU 2010-10 did not have a material effect on the financial position, results of operations or cash flows.

In February 2010, the FASB issued ASU No. 2010-09 *Subsequent Events (ASC Topic 855) Amendments to Certain Recognition and Disclosure Requirements* (ASU No. 2010-09). ASU No. 2010-09 requires an entity that is an SEC filer to evaluate subsequent events through the date that the financial statements are issued and removes the requirement for an SEC filer to disclose a date, in both issued and revised financial statements, through which the filer had evaluated subsequent events. The adoption did not have an impact on the Company's financial position and results of operations.



**1. Summary of Significant Accounting Policies  
(continued)**

Recently Adopted Accounting Pronouncements  
(continued)

In January 2010, the Financial Accounting Standards Board ( FASB ) issued Accounting Standards Update ( ASU ) No. 2010-06, *Improving Disclosures about Fair Value Measurements*. ASU No. 2010-06 amends FASB Accounting Standards Codification ( ASC ) 820 and clarifies and provides additional disclosure requirements related to recurring and non-recurring fair value measurements and employers' disclosures about postretirement benefit plan assets. This ASU is effective for interim and annual reporting periods beginning after December 15, 2009. The adoption of ASU 2010-06 did not have a material impact on the Company's financial statements.

The Company has implemented all new accounting pronouncements that are in effect and that may impact its financial statements and does not believe that there are any other new accounting pronouncements that have been issued that might have a material impact on its financial position or results of operations.

**2. Stockholders' Equity (Deficit)**

Effective February 16, 2010, the Company amended its articles of incorporation by increasing the authorized capital to 200,000,000 of which 150,000,000 shares are common stock with a par value of \$0.001 and 50,000,000 shares are preferred stock with a par value of \$0.001 per share.

Effective March 4, 2010, the Company declared a 9.2 for 1 forward split, payable by way of a stock dividend whereby the Company issued an additional 8.2 shares for each share outstanding to stockholders of record as of February 25, 2010. This stock split is not presented retroactively in the accompanying financial statements.

In connection with the closing of the share exchange agreement, on March 31, 2010, the Company completed a non-brokered private placement, pursuant to which the Company issued 1,280,000 units at a price of \$0.50 per unit for gross proceeds of \$640,000. Each unit consisted of one share of the Company's common stock and one share purchase warrant, with each warrant entitling the holder thereof to purchase one share of the Company's common stock at the exercise price of \$0.60 per share until March 31, 2012. The relative fair market value of the warrants is \$278,978.

On March 31, 2010, the Company issued 1,000,000 shares of common stock, at the conversion price of \$0.50 per share, in connection with the settlement of \$500,000 in debt owing to Venturex Global Investment Corp (Note 3).

On March 31, 2010, the Company paid \$40,000 to two former directors and officers of the Company in connection with the cancellation of 101,080,000 restricted shares of the Company's common stock (Note 3 and Note 6).

On March 31, 2010, the Company issued 200,000 shares of common stock, at the conversion price of \$0.50 per share, in connection with the settlement of a \$100,000 convertible promissory note (Note 6).

On June 7, 2010, the Company issued 520,000 units at a price of \$0.50 per unit for gross proceeds of \$260,000. Each unit consisted of one share of the Company's common stock and one share purchase warrant, with each warrant entitling the holder thereof to purchase one share of the Company's common stock at the exercise price of \$0.60 per share until June 7, 2012. The relative fair market value of the warrants is \$116,016.

On July 26, 2010, the Company issued 125,000 shares of common stock at a price of \$0.40 per share for gross proceeds of \$50,000.

### **3. Related Party Transactions**

During 2009, Jon Chan advanced \$102,000 to the Company and a former director of Go All In advanced \$10,000 to the Company. These two notes are interest bearing at 20% and are payable on demand. During the period ended September 30, 2010, the Company repaid Jon Chan \$102,000 in principal repayments and \$35,000 in accrued interest.

During 2009, a former director of Go All In advanced the Company \$5,000 and there is no stated interest rate on the note and is payable on demand. The imputed interest amount is immaterial.

During 2009, Venturex Global Investment Corp. advanced the Company \$500,000. The Venturex Global Investment Corp. note had a stated interest rate of 12% and was to start to accrue on June 30, 2010 with payments on the note to commence with the quarter ended September 30, 2010 and to continue every quarter thereafter with payments for accrued interest at the note rate paid on the last day of each quarter. The maturity date of the note was June 21, 2014. Effective March 31, 2010, the entire principal amount of the note was converted into 1,000,000 shares of common stock of the Company, at a conversion rate of \$0.50 per share, in connection with the closing of the share exchange agreement with Go All In. No interest had accrued on the note as of that date and, as such, there was no interest payable.

In 2010, Complete Advantage, a company owned by Jeffrey Todd, Chief Executive Officer and a director of the Company, advanced the Company \$5,455 which is payable on demand.

In 2010, the Chief Executive Officer of the Company advanced the Company \$3,000 which is payable on demand.

In connection with the closing of the share exchange agreement, on March 31, 2010, the Company paid a former director and officer of the Company \$22,500 in complete satisfaction of all debt owed by the Company to that former director and officer, including shareholder loans and accrued salaries.

Further, in connection with the closing of the share exchange agreement, effective March 31, 2010, two former directors and officers of the Company agreed to return an aggregate of 101,080,000 restricted shares of the Company's common stock to treasury for cancellation in exchange for the aggregate payment by the Company to the former directors and officers of \$40,000.

### **4. Debt**

During 2009, Jon Chan advanced \$102,000 to the Company and a former director of Go All In advanced \$10,000 to the Company. These two notes are interest bearing at 20% and are payable on demand. During the period ended September 30, 2010, the Company repaid Jon Chan \$102,000 in principal repayments and \$35,000 in accrued interest.

We evaluated the terms of the notes in accordance with the new standard issued by the FASB related to the disclosure of derivative instruments and hedging activities. The Company determined that the conversion feature did not meet the definition of a liability and therefore did not bifurcate the conversion feature and account for it as a separate derivative liability. We evaluated the conversion feature for a beneficial conversion feature. The effective conversion price was compared to the market price on the date of the notes and was deemed to be less than the market value of our common stock at the inception of the note. A beneficial conversion feature was recognized and gave rise to a debt discount of \$112,000, which is amortized immediately due to the note being due on demand.

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During 2009, a former director of Go All In advanced the Company \$5,000 and there is no stated interest rate on the note and it is payable on demand. The imputed interest amount is immaterial.

During 2009, Venturex Global Investment Corp. advanced the Company \$500,000. The Venturex Global Investment Corp. note had a stated interest rate of 12% and was to start to accrue on June 30, 2010 with payments on the note to commence with the quarter ended September 30, 2010 and to continue every quarter thereafter with payments for accrued interest at the note rate paid on the last day of each quarter. The maturity date of the note was June 21, 2014. During the period ended September 30, 2010, the note was converted into 1,000,000 common shares of the Company.

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**4. Debt (continued)**

On February 22, 2010, the Company issued a demand promissory note in the principal amount of \$50,000, which is unsecured, bears interest at the rate of 5% per annum, and is repayable in full on demand. During the period ended September 30, 2010, the Company repaid \$50,000 in principal repayments.

The Company evaluated the terms of the note in accordance with the new standard issued by the FASB related to the disclosure of derivative instruments and hedging activities. The Company determined that the conversion feature did not meet the definition of a liability and therefore did not bifurcate the conversion feature and account for it as a separate derivative liability. The Company evaluated the conversion feature for a beneficial conversion feature. The effective conversion price was compared to the market price on the date of the notes and was deemed to be more than the market value of our common stock at the inception of the note and therefore no beneficial conversion feature exists.

Effective March 31, 2010, the entire principal amount of the note was converted into 1,000,000 shares of common stock of the Company, at a conversion rate of \$0.50 per share, in connection with the closing of the share exchange agreement with Go All In. No interest had accrued on the note as of that date and, as such, there was no interest payable.

On June 11, 2010, the Company issued a callable secured convertible note in the principal amount of \$75,000 with 8% interest rate, 22% interest rate upon default and a maturity date of October 11, 2011 (the Note ). The note is not convertible until 120 days after the date of issuance and, thereafter, is convertible into shares of common stock at 61% of the average of the lowest three closing prices for the Company's shares of common stock during the ten trading day period ending one trading day prior to the date the conversion notice is sent by the investor to the borrower.

The Company has entered into two amendments to the terms of the note, on July 12, 2010 and October 5, 2010. These amendments allow the Company to pre-pay the principal amount of the note, and accrued interest thereon, prior to the note-holder converting such amounts into shares of the Company's common stock. Pursuant to the October 5, 2010 amendment, until 180 days from June 9, 2010, the Company has the right to prepay the outstanding amount, upon compliance with certain notice procedures, by paying an amount in cash equal to 175% multiplied by the sum of the outstanding principal amount plus any accrued interest thereon plus any default interest, if any, plus any additional amounts that may be payable to accordance with the terms of the convertible note. As of the date of this Form 10-Q, the Company has not repaid any amounts owing under the note.

As at September 30, 2010, the carrying values of the convertible note and accrued interest payable thereon were \$75,000 and \$2,281, respectively.

	September 30, <u>2010</u>	December 31, <u>2009</u>
Long-term debt consists of the following:		
Callable secured convertible note in the principal amount of \$75,000 with 8% interest rate, 22% interest rate upon default and a maturity date of October 11, 2011.	\$ 75,000	\$ -
Related party note payable, bearing interest at 12% payable in quarterly installments including interest beginning September 30, 2010. Interest on the note begins accruing on June 30, 2010. The note matures June 21, 2014.	-	500,000

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Total	75,000	500,000
Less amount due within one year	-	(112,589)
Long-term debt	\$ 75,000	\$ 387,411
Maturities of long-term debt for the twelve months ending December 31,		
2010	-	112,589
2011	75,000	78,966
2012	-	88,877
2013	-	100,031
2014	-	119,537
<b>Total</b>	<b>\$ 75,000</b>	<b>\$ 500,000</b>

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## 5. Going Concern

For the nine months ended September 30, 2010, the Company incurred net losses of \$927,390 and has incurred cumulative losses of \$12,488,434 since inception. This raises 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 implement its business plan. The financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern. Management believes that actions presently being taken to obtain additional funding and implement its strategic plans provide the opportunity for the Company to continue as a going concern.

## 6. Bridge Loan and Share Exchange Agreement

On February 26, 2010, the Company entered into a share exchange agreement with Go All In. The closing of the agreement occurred on March 31, 2010. Pursuant to the terms of the agreement, the Company agreed to acquire all of the issued and outstanding common shares of Go All In from the shareholders of Go All In, Inc. in exchange for the issuance by the Company to the shareholders of Go All In of an aggregate of 35,425,000 shares of the common stock, on a pro rata basis, of which 30,687,124 shares of common stock were issued effective March 31, 2010.

After the issuance of 35,425,000 shares to the shareholders of Go All In and 1,000,000 shares to Venturex Global Investment Corp, the former shareholders of Go All In own approximately 53.0% of the Company's issued and outstanding common shares. As a result of the closing of the share exchange agreement, Go All In became a wholly-owned subsidiary of the Company.

On February 22, 2010, the Company borrowed (i) \$50,000 by way of the issuance of a demand promissory note, and (ii) \$100,000 by way of the issuance of a convertible promissory note, which note was convertible into shares of the Company's common stock at the conversion price of \$0.50 per share. The convertible promissory note was converted into 200,000 shares of the Company's common stock at the conversion price of \$0.50 per share effective March 31, 2010.

In connection with the entry into the share exchange agreement with Go All In, on February 26, 2010, the Company loaned to Go All In \$150,000 by way of a bridge loan pursuant to the terms of a promissory note which bore interest at the rate of 7.5% per month and was to be repayable on September 1, 2010. The Company derived the funds to provide this loan from the issuance of the promissory note and convertible promissory note described in the preceding paragraph. The Company determined that Go All In's obligation to repay the bridge loan was satisfied by the settlement of the promissory note and the convertible promissory note in connection with the closing of the share exchange agreement.

As stated above, the share exchange agreement closed on March 31, 2010 whereby Go All In became a wholly-owned subsidiary of the Company.

Upon the closing of the share exchange agreement, the Company's board of directors appointed Messrs. Jason Chan, Jeffrey Todd, Larry Lucas, and Paul Taylor as directors of the Company. Effective as of the closing of the share exchange agreement, Katherine Rodgers resigned as an officer and director of the Company and the Company's board of directors appointed Jason Chan as the secretary of the Company.

Further, in connection with the closing of the share exchange agreement, Deanna Embury and Katherine Rodgers agreed to return an aggregate of 101,080,000 restricted shares of the Company's common stock to treasury for cancellation in exchange for the aggregate payment by the Company to Deanna Embury and Katherine Rodgers of \$40,000.

Further, in connection with the closing of the share exchange agreement, on March 31, 2010, the Company completed a non-brokered private placement, pursuant to which the Company issued 1,280,000 units at a price of \$0.50 per unit for gross proceeds of \$640,000. Each unit consisted of one share of the Company's common stock and one share purchase warrant, with each warrant entitling the holder thereof to purchase one share of the Company's common stock at the exercise price of \$0.60 per share until March 31, 2012.

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**6. Bridge Loan and Share Exchange Agreement (continued)**

Pursuant to the terms of the share exchange agreement, on March 31, 2010, the Company issued 1,000,000 shares of the Company's common stock to Venturex Global Investment Corp., at a deemed price of \$0.50 per share, in full and final settlement of a promissory note in the principal amount of \$500,000 issued by Go All In to Venturex, which was assigned to the Company in connection with the closing of the share exchange agreement.

In connection with the closing of the share exchange agreement, on March 31, 2010, the Company paid Deanna Embury \$22,500 in complete satisfaction of all debt owed by the Company to Deanna Embury, including shareholder loans and accrued salaries.

**7. Inventory**

On April 15, 2010, the Company entered into a consulting agreement with a vendor to create and package drinks in several flavours in consideration for a fixed fee of \$5,000 for the first three formulas and a negotiated price for each additional formulation. During the nine months ended September 30, 2010, the Company purchased additional product and packaging from the vendor in consideration for \$135,767.

**8. Commitments**

On June 1, 2007, the Company entered into an agreement to acquire the All N Trademark, as registered for use in conjunction with clothing and energy drinks, in consideration for \$50,000 upon execution of the agreement. The Company also agreed to pay a royalty of 1% on all gross sales of the trademarked energy drinks, clothing and related products sold by the Company until a total amount of \$175,000 has been reached. During the period from June 1, 2007 to September 30, 2010, the Company has paid or accrued royalties of \$4,048. As at September 30, 2010, the Company owes \$676 which is included in accounts payable.

**9. Subsequent Events**

On November 9, 2010, the Company granted stock options to directors, officers, employees and consultants of the Company to acquire up to 2,105,000 common shares at \$0.13 per share exercisable until November 9, 2015.

On October 5, 2010, the Company entered into an amendment of the \$75,000 note referred to in Note 4. Pursuant to the amendment, until 180 days from June 9, 2010, the Company has the right to prepay the outstanding amount, upon compliance with certain notice procedures, by paying an amount in cash equal to 175% multiplied by the sum of the outstanding principal amount plus any accrued interest thereon plus any default interest, if any, plus any additional amounts that may be payable in accordance with the terms of the convertible note. As of the date of this Form 10-Q, the Company has not repaid any amounts owing under the note.



were not successful at developing a product line prior to the entry into the share exchange agreement and had no source of revenue from our business plan, we determined to seek out a new business opportunity to increase value for our shareholders.

On February 16, 2010, we filed a Certificate of Amendment with the Secretary of State of the State of Nevada, amending our articles of incorporation by increasing our authorized capital to 200,000,000, of which 150,000,000 shares are common stock with a par value of \$0.001 and 50,000,000 shares are preferred stock with a par value of \$0.001 per share. The Board of Directors is authorized to prescribe the series and the number of shares of each series of preferred stock and the voting powers, designations, preferences, limitations, restrictions, relative rights or other variations of the shares of each class or series within each class of the preferred stock.

Effective March 4, 2010, we declared a 9.2 for 1 forward split, payable by way of a stock dividend whereby we issued an additional 8.2 shares for each share outstanding to stockholders of record as of February 25, 2010.

On February 26, 2010, we entered into a share exchange agreement with All In. The closing of the agreement occurred on March 31, 2010. Pursuant to the terms of the agreement, we agreed to acquire all of the issued and outstanding common shares of All In from the shareholders of All In in exchange for the issuance by us to the shareholders of All In of an aggregate of 35,425,000 shares of our common stock, on a pro rata basis, of which 30,687,124 shares of common stock were issued effective March 31, 2010. Assuming the issuance of 35,425,000 shares to the shareholders of Go All In, Inc. and 1,000,000 shares to Venturex Global Investment Corp, the former shareholders of All In own approximately 53.0% of our issued and outstanding common shares. As a result of the closing of the share exchange agreement, All In became a wholly-owned subsidiary of our company.

In connection with the closing of the agreement, Deanna Embury and Katherine Rodgers agreed to return an aggregate of 101,080,000 restricted shares of our common stock to treasury for cancellation in exchange for the aggregate payment by our company to Deanna Embury and Katherine Rodgers of \$40,000.

Because we are the successor business to All In, and because the operations and assets of All In represent our entire business and operations as of the closing date of the share exchange agreement, our management's discussion and analysis is based on All In's operations. All In was incorporated on May 24, 2007.

### *Current Business*

As of the closing of the share exchange agreement, we are engaged in the business of developing, producing, and selling non-alcoholic beverages. Specifically, we have developed and are currently selling bottled water and three energy drinks. Production, storage, and shipping of our products have been contracted out to independent beverage production companies, known as co-packers, which produce our products to our specifications. We intend to expand our production, sales and distribution capacity in the next twelve months.

We associate our products with professional poker, and sports endurance events overall, by securing the endorsements of professional poker players, sponsoring poker tournaments, and hosting our own branded poker tournament. We intend to continue this strategy of brand association with professional poker.

### **Plan of Operation**

#### *Product Development*

We intend to continue the development and refinement of new products over the coming twelve months. We intend to work closely with Beverage Science to develop new products in such a way that the final products will compete effectively in the marketplace due to their appealing flavors and branding relative to similar products in the marketplace. Our management will also investigate the possibility of acquiring other companies who have developed a single product. We will also seek out companies who are willing to license complementary products, which we could produce and sell.



We intend to develop our products by mixing our base energy formula with flavor agents procured from a flavor company. Such companies supply flavors to the food and beverage industries in both large and small quantities. We will also seek assistance from Beverage Science in evaluating the product quality of various brands, which we may consider acquiring or licensing.

*Growth*

We plan to significantly increase the production, sales, and distribution of our products over the next twelve months. We anticipate we will develop or acquire new products, increase production with Beverage Science and Fitness Water, build a standing inventory with UFS, and increase our marketing efforts, including endorsements, sponsorships, tournaments, and website development and promotion. We hope that our marketing efforts will result in an increased demand for our products by consumers. We intend to be able to meet that increased demand immediately by increasing our production rate ahead of our anticipated increase in demand. Beverage Science and Fitness Water have indicated that they have sufficient capacity to increase output of our products according to current and future demand profiles. By increasing production and building a standing inventory with UFS, our fulfillment house, we are attempting to ensure that consumers will not have to wait to obtain our products.

**Results of Operations**

The following discussion of our financial condition and results of operations should be read together with the unaudited interim financial statements and the notes to the unaudited interim financial statements included in this quarterly report. This discussion contains forward-looking statements that reflect our plans, estimates and beliefs. Our actual results may differ materially from those anticipated in these forward-looking statements.

Our operating results for the three and nine month periods ended September 30, 2010 and September 30, 2009 are summarized as follows:

	<b>Three Month Period Ended September 30, 2010 (\$)</b>	<b>Three Month Period Ended September 30, 2009 (\$)</b>	<b>Nine Month Period Ended September 30, 2010 (\$)</b>	<b>Nine Month Period Ended September 30, 2009 (\$)</b>
Revenue	-	578	-	3,013
Cost of goods sold	218,645	-	230,122	-
Shipping and fulfillment costs	-	-	-	275
Operating Expenses	253,852	6,771,330	685,799	6,981,689
Other Income (Expenses)	2,444	(144,198)	(11,397)	(144,197)
Net Loss	(470,053)	(6,914,950)	(927,390)	(7,123,148)

Revenue

We had no revenues in the three and nine month periods ended September 30, 2010 and we generated \$578 and \$3,013 in revenue for the three and nine month periods ended September 30, 2009, respectively. We did not generate revenue during the three and nine month periods ended September 30, 2010 due to the fact that, in the nine month period ended September 30, 2010, we were focused primarily on the production, marketing and development of our products.

Cost of goods sold is comprised of product purchases and production costs and shipping and fulfillment costs. Product purchases and production costs were \$218,645 during the three months ended September 30, 2010 compared to \$Nil during the three months ended September 30, 2009. Product purchases and production costs were \$230,122 during the

nine months ended September 30, 2010 compared to \$Nil during the nine months ended September 30, 2009. Shipping and fulfillment costs were \$Nil during the three months ended September 30, 2010 and September 30, 2009. Shipping and fulfillment costs were \$Nil during the nine months ended September 30, 2010 as compared to \$275 during the nine months ended September 30, 2009. These shipping and fulfillment costs were attributable to the website sales.

Expenses

Some of our primary operating expenses for the three and nine month periods ended September 30, 2010 and September 30, 2009 are summarized as follows:

	<b>Three Month Period Ended September 30, 2010 (\$)</b>	<b>Three Month Period Ended September 30, 2009 (\$)</b>	<b>Nine Month Period Ended September 30, 2010 (\$)</b>	<b>Nine Month Period Ended September 30, 2009 (\$)</b>
Business development	190,912	6,578,575	400,362	6,578,575
Office expenses	21,072	4,588	42,302	7,420
Marketing and sales expense	1,474	22,437	84,420	52,187
Outsource personnel	-	30,867	-	142,867
Professional fees	40,394	134,863	158,715	200,640
<b>Total Operating Expenses</b>	<b>253,842</b>	<b>6,771,330</b>	<b>685,799</b>	<b>6,981,689</b>

Our operating expenses in the three month period ended September 30, 2010 totaled \$253,852 as compared to \$6,771,330 in the three month period ended September 30, 2009. This decrease was due to our significantly reducing business development expenses from \$6,578,575 in the three months ended September 30, 2009 to \$190,912 in the three months ended September 30, 2010. We also had reduced professional fees (2010: \$40,394, 2009: \$134,863), marketing and sales expenses (2010: \$22,437, 2009: \$798) and outsource personnel expenses (2010: \$30,867, 2009: \$nil) in the three months ended September 30, 2010 as compared to the three months ended September 30, 2009. As of September 30, 2010, significant production of our products had not yet commenced and, as a result, we did not have expense outlays for expenses such as marketing and sales and business development. Our marketing and sales expenses and business development expenses incurred in the three months ended September 30, 2010 were related to raising brand awareness in connection with the launch of our products.

Our operating expenses in the nine month period ended September 30, 2010 totaled \$685,799 as compared to \$6,981,689 in the nine month period ended September 30, 2009. This decrease was due to our significantly reducing business development expenses from \$6,578,575 in the nine months ended September 30, 2009 to \$400,362 in the nine months ended September 30, 2010. As of September 30, 2010, significant production of our products had not yet commenced and, as a result, we did not have expense outlays for expenses such as marketing and sales and business development. We incurred marketing and sales expenses of \$84,420 and business development expenses of \$400,362 in the nine months ended September 30, 2010 in connection with raising brand awareness in connection with the launch of our products.

**Liquidity and Capital Resources***Working Capital*

Our working capital results as at September 30, 2010 and December 31, 2009 are summarized as follows:

	<b>As at September</b>	<b>As at December 31,</b>

	<b>30, 2010</b> <b>(\$)</b>	<b>2009</b> <b>(\$)</b>
Current assets	137,834	1,234
Current liabilities	378,015	422,997
Working capital (deficiency)	(240,181)	(421,763)

Current Assets

The increase in our current assets was primarily due to an increase in inventory from \$nil as at December 31, 2009 to \$135,767 as at September 30, 2010 and a slight increase in cash from \$328 as at December 31, 2009 to \$795 as at

September 30, 2010.

### Current Liabilities

Current liabilities at September 30, 2010 decreased to \$378,015 from \$422,997 as at December 31, 2009. This decrease was primarily due to the repayment of debt in the amount of \$120,000 owed to a related party of the company and the settlement of certain long-term debt.

### *Cash Flow*

Our cash flow for the nine month periods ended September 30, 2010 and September 30, 2009 is summarized as follows:

	<b>Nine Month Period Ended September 30, 2010 (\$)</b>	<b>Nine Month Period Ended September 30, 2009 (\$)</b>
Cash used in Operating Activities	(921,490)	(520,198)
Cash provided by Investing Activities	-	-
Cash provided by Financing Activities	922,322	617,000
Net increase (decrease) in cash and cash equivalents	833	96,802

### Cash Flow Used in Operating Activities

The increase in cash used in operating activities during the nine months ended September 30, 2010 as compared to the nine months ended September 30, 2009 was related to increased expenses in connection with our focus on the development and launch of our products in the first, second and third quarter of 2010.

### Cash Flow Provided by Investing Activities

No cash was provided by investing activities in the nine months ended September 30, 2010 or 2009.

### Cash Flow Provided by Financing Activities

The increase in cash flow provided by financing activities was primarily related to an increase in proceeds from sale of common stock of \$950,000 in the nine months ended September 30, 2010 as compared to \$Nil in the nine months ended September 30, 2009 and an increase in proceeds from debt issuances of \$158,867 in the nine months ended September 30, 2010 as compared to \$Nil in the nine months ended September 30, 2009.

On June 7, 2010, we completed a private placement whereby we issued 520,000 units at a price of \$0.50 per unit to two subscribers for total proceeds of \$260,000. Each unit consists of one common share in our company and one share purchase warrant, with each warrant entitling the holder to acquire one common share at any time within two years from the date of issuance of the warrant at a price of \$0.60 per share.

On June 11, 2010, we issued to Asher Enterprises, Inc. one 8% convertible promissory note, dated effective June 9, 2010, in the principal amount of \$75,000, payable in full on October 11, 2011. The note bears interest at the rate of

8% and a 22% interest rate upon default. Since June 11, 2010, we have entered into two amendments, on July 12, 2010 and October 5, 2010, respectively, to the terms of this note, and the subscription agreement related thereto. These amendments allow our company to pre-pay the principal amount of the note, and accrued interest thereon, prior to Asher being able to convert such amounts into our common shares. Pursuant to the October 5, 2010 amendment, until the date that is 180 days from June 9, 2010, we have the right to prepay the outstanding amount, upon compliance with certain notice procedures, by paying to Asher an amount in cash equal to 175% multiplied by the sum of the outstanding principal amount plus any accrued interest thereon plus any default interest, if any, plus

any additional amounts that may be payable to Asher in accordance with the terms of the convertible note, if any. As of the date of this Form 10-Q, we have not repaid any amounts owing under the note.

On July 26, 2010, we completed a private placement whereby we issued 125,000 shares at a price of \$0.40 per share to three subscribers for total proceeds of \$50,000.

#### *Future Financing*

As at September 30, 2010, we had a cumulative deficit of \$12,488,434 and expect to incur further losses during the remainder of our fiscal year ending December 31, 2010. We do not anticipate generating positive internal operating cash flow until we can generate substantial revenues from the commercial sale of our drink products. We intend to raise the majority of our cash requirements for the next 12 months through equity financings.

As noted above, the financial requirements of our company for the next twelve months will depend on our ability to raise the money we require through debt financing and private placements associated with the issuance of additional equity securities of our company to our current shareholders and/or new shareholders. The issuance of additional equity securities by us may result in a significant dilution in the equity interests of our current shareholders. There is no assurance that we will be able to obtain further funds required for our continued operations or that additional financing will be available to us when needed or, if available, that it can be obtained on commercially reasonable terms. If we are not able to obtain the additional financing on a timely basis, we will not be able to meet our other obligations as they become due and we will be forced to scale down or perhaps even cease our operations.

#### *Going Concern*

As at September 30, 2010, we had incurred a net loss of \$12,488,434 since our inception. In their report on the annual financial statements for the year ended December 31, 2009, our independent auditors included an explanatory paragraph regarding concerns about our ability to continue as a going concern.

There is substantial doubt about our ability to continue as a going concern as the continuation of our business is dependent upon the continued support of our shareholders to aid in financing our operations. The issuance of additional equity securities by us could result in a significant dilution in the equity interests of our current shareholders. Obtaining commercial loans, assuming those loans would be available, will increase our liabilities and future cash commitments.

#### **Off-Balance Sheet Arrangements**

We have no significant off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that is material to shareholders.

#### **Item 3. Quantitative and Qualitative Disclosures About Market Risk.**

Not Applicable.

#### **Item 4T. Controls and Procedures.**

##### **Disclosure Controls and Procedures**

Disclosure controls and procedures are controls and other procedures that are designed to ensure that information required to be disclosed in our reports filed or submitted under the Securities Exchange Act of 1934 (the Exchange Act ) is recorded, processed, summarized and reported, within the time periods specified in the Securities and



Exchange Commission's rules and forms. Disclosure controls and procedures include controls and procedures designed to ensure that information required to be disclosed in our reports filed or submitted under the Exchange Act is accumulated and communicated to management to allow timely decisions regarding required disclosure.

As required by paragraph (b) of Rules 13a-15 or 15d-15 under the Exchange Act, our management, with the participation of our chief executive officer (being our principal executive officer, principal financial officer and principal accounting officer) evaluated the effectiveness of our disclosure controls and procedures as of the end of the period covered by this report, being September 30, 2010. Our chief executive officer evaluated our company's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) of the Exchange Act) as of September 30, 2010.

Based on this evaluation, our chief executive officer concluded that, as of September 30, 2010, these disclosure controls and procedures were not effective to ensure that the information required to be disclosed by our company in reports we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the Securities Exchange Commission. The conclusion that our disclosure controls and procedures were not effective was due to the presence of material weaknesses in internal control over financial reporting. The term "internal control over financial reporting" is defined as a process designed by, or under the supervision of, the registrant's principal executive officer, or persons performing similar functions, and effected by the registrant's board of directors, management and other personnel, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles and includes those policies and procedures that:

- (1) pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of the assets of the registrant;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the registrant are being made only in accordance with authorizations of management and directors of the registrant; and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, or use or disposition of the registrant's assets that could have a material effect on the financial statements.

Under the supervision of our chief executive officer we conducted an evaluation of the effectiveness of our internal control over financial reporting as of September 30, 2010 using the criteria established in Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). This evaluation included review of the documentation of controls, evaluation of the design effectiveness of controls, testing of the operating effectiveness of controls and a conclusion on this evaluation. Based on this evaluation, our management concluded our internal control over financial reporting was not effective as at September 30, 2010.

A material weakness is a deficiency, or combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of our company's annual or interim financial statements will not be prevented or detected on a timely basis. In our assessment of the effectiveness of our internal control over financial reporting as of September 30, 2010, we determined that there were control deficiencies that constituted material weaknesses which are indicative of many small companies with small staff, such as:

- (1) inadequate segregation of duties and effective risk assessment;
- (2) insufficient written policies and procedures for accounting and financial reporting with respect to the requirements and application of both US GAAP and SEC guidelines; and
- (3) inadequate security and restricted access to computers, including insufficient disaster recovery plans.

These control deficiencies resulted in a reasonable possibility that a material misstatement of the annual or interim financial statements could not have been prevented or detected on a timely basis. As a result of the material weaknesses described above, we concluded that we did not maintain effective internal control over financial reporting as of September 30, 2010 based on criteria established in *Internal Control - Integrated Framework* issued by COSO.

Our new management, board of directors and newly appointed audit committee are currently evaluating remediation plans for the above deficiencies. During the period covered by this quarterly report on Form 10-Q, we

have not been able to remediate the weaknesses described above. However, we plan to take steps to enhance and improve the design of our internal control over financial reporting. We anticipate that our disclosure controls and procedures will not be effective until the material weaknesses are remediated.

Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues, if any, within our company have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty and that breakdowns can occur because of simple error or mistake.

### **Changes in Internal Controls**

As discussed above, we conducted an evaluation of the effectiveness of our internal control over financial reporting during our most recent fiscal quarter ending September 30, 2010 using the criteria established in Internal Control Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Based on our evaluation using the criteria established, our management concluded that our internal control over financial reporting was not effective as of September 30, 2010.

## **PART II - OTHER INFORMATION**

### **Item 1. Legal Proceedings.**

We know of no material, existing or pending legal proceedings against our company, nor are we involved as a plaintiff in any material proceeding or pending litigation. There are no proceedings in which any of our directors, officers or affiliates, or any registered or beneficial shareholder, is an adverse party or has a material interest adverse to our interest.

### **Item 1A. Risk Factors.**

In addition to other information in this quarterly report, the following risk factors should be carefully considered in evaluating our business because such factors may have a significant impact on our business, operating results, liquidity and financial condition. As a result of the risk factors set forth below, actual results could differ materially from those projected in any forward-looking statements. Additional risks and uncertainties not presently known to us, or that we currently consider to be immaterial, may also impact our business, operating results, liquidity and financial condition. If any such risks occur, our business, operating results, liquidity and financial condition could be materially affected in an adverse manner. Under such circumstances, the trading price of our securities could decline, and you may lose all or part of your investment.

### **Risks Related To Our Business**

*We have been the subject of a going concern opinion by our independent auditors who have expressed substantial doubt as to our ability to continue as a going concern.*

Our Independent Registered Public Accounting Firm has added an explanatory paragraph to their audit report issued in connection with our financial statements which states that our recurring losses from operations and the need to raise additional financing in order to execute our business plan raise substantial doubt about our ability to continue as a going concern. Our financial statements do not include any adjustment that might result from the outcome of this uncertainty. Assurances cannot be given that adequate financing can be obtained to meet our capital requirements. If we are unable to generate profits and unable to continue to obtain financing to meet our working capital requirements, we may have to curtail our business sharply or cease operations altogether. Our continuation as a going concern is dependent upon our ability to generate sufficient cash flow to meet our obligations on a timely basis to retain our current financing, to obtain additional financing, and, ultimately, to attain profitability. Should any of these events not occur, we will be adversely affected and we may have to cease operations.



***Because we have a limited operating history, our ability to fully and successfully develop our business is unknown.***

We have only recently begun producing and distributing energy drinks and bottled water, and do not have a significant operating history with which investors can evaluate our business. Our ability to successfully develop and market our products and organize poker tournaments, and to realize consistent, meaningful revenues and profit has not been established and cannot be assured.

For us to achieve success, our products must receive broad market acceptance by consumers. Without this market acceptance, we will not be able to generate sufficient revenue to continue our business operation. In addition, we believe that the acceptance and success of our product by poker players and at poker tournaments is integral to the success of our products. Poker players and poker tournaments are our primary marketing tool for the sale of our products. If our products are not widely accepted by the market, our business may fail.

***Because we rely heavily on our manufacturers and distributors, our ability to successfully conduct business operations is dependent upon their ability to remain operational.***

We have arrangements with Beverage Science to develop, produce, and can our energy drinks, and with Fitness Water to produce and bottle our water product. We also have an arrangement with United Fulfillment Solutions whereby it distributes all of our products both nationally and internationally. However, we have not entered into formal agreements with any of these third-party contractors, although we rely heavily on these third-party contractors to supply and distribute our products. Should one or more of them cease operations, dispute our arrangement with them, file for bankruptcy, unilaterally change the terms or pricing of our arrangement, or terminate their relationship with us, we may have significant difficulty replacing them in a timely manner or at all. Our business operations and name brand would likely suffer, and our financial condition could be materially adversely affected.

***Changes in the non-alcoholic beverages business environment could impact our financial results.***

The non-alcoholic beverages business environment is rapidly evolving as a result of, among other things, changes in consumer preferences, including changes based on health and nutrition considerations and obesity concerns; shifting consumer tastes and needs; changes in consumer lifestyles; and competitive product and pricing pressures. If we are unable to successfully adapt to this rapidly changing environment, our business could be negatively affected.

***If energy drinks, bottled water, or poker experience a decline in popularity, our financial condition may materially suffer.***

Currently, both energy drinks and poker are enjoying a great deal of popularity. Our strategy has been to capitalize on the popularity of these markets by utilizing poker as a marketing vehicle to sell our products. The bulk of our marketing efforts have focused and will continue to focus on sponsoring and/or hosting poker tournaments, obtaining poker celebrity endorsements, and branding our products with poker. If poker should suffer a decline in popularity, the return on our marketing efforts will be significantly less than we have anticipated. Similarly, if energy drinks, or bottled water in general, decline in popularity with consumers, particularly with our target market, our sales will likely decline. In either event, our financial condition will be materially adversely affected.

***Unfavorable general economic conditions in the United States or in other major markets could negatively impact our financial performance.***

Unfavorable general economic conditions, such as a recession or economic slowdown in the United States or in one or more of our other major markets, could negatively affect the affordability of, and consumer demand for, some of our beverages. Under difficult economic conditions, consumers may seek to reduce discretionary spending by forgoing purchases of our products or by shifting away from our beverages to lower-priced products offered by other companies. Softer consumer demand for our beverages in the United States or in other major markets may negatively

affect our financial performance.

***If we are not able to successfully and profitably organize and host a poker tournament, our business may fail.***

Although we are not intending to host a poker tournament this year, we have previously generated product sales through the bidding process as poker players purchase products through our website, hoping to win a seat in our tournament. If we decide to host another poker tournament, we may not generate enough revenue in sales to cover the prize money and other costs of the tournament and, as a result, our financial condition would be significantly negatively impacted. Further, we may announce that we are hosting a poker tournament but be unable to host the tournament for various reasons, including not being able to find a suitable venue or not having the resources required to host such a tournament. If we are unable to host an announced tournament, we may have to refund our customers for any products they have purchased and we may be sued for failing to host the tournament. The net effect of such events would likely be the loss of value of our brand name and the failure of our business.

***If we are not able to acquire or develop, and successfully integrate additional products in the future, our growth strategy will be negatively impacted.***

We intend to grow our business primarily through the development of our products as well as acquisitions of other brands. If we have the working capital necessary to do so, we expect to acquire additional brands in the future. There can be no assurance that we will be able to develop or acquire additional products or assimilate all of the products we do develop or acquire into our business or product mix. Acquisitions can be accompanied by risks such as potential exposure to unknown liabilities relating to the acquired product or business. We may enter into joint ventures, which may also carry risks of liability to third parties.

***Because we compete in an industry characterized by rapid changes in consumer preferences, our ability to continue developing new products to satisfy our consumers changing preferences will determine our long-term success.***

Our short-term market distribution and penetration will be limited as compared with the potential market and so our initial views as to customer acceptance of a particular brand can be erroneous, and there can be no assurance that true market acceptance will ultimately be achieved. In addition, customer preferences are also affected by factors other than taste. If we do not adjust to and respond to these and other changes in customer preferences, our sales may be adversely affected.

***If our business is unsuccessful, our shareholders may lose their entire investment.***

Although shareholders will not be bound by or be personally liable for our expenses, liabilities or obligations beyond their total original capital contributions, should we suffer a deficiency in funds with which to meet our obligations, the shareholders as a whole may lose their entire investment in our company.

***Our board of directors may change our operating policies and strategies without prior notice or shareholder approval and such changes could harm our business and results of operations and the value of our stock.***

Our board of directors has the authority to modify or waive certain of our current operating policies and strategies without prior notice and without shareholder approval. We cannot predict the effect any changes to our current operating policies and strategies would have on our business, operating results and value of our stock. However, such changes could have a material adverse effect on our financial position or otherwise.

***Because executive management is free to devote time to other ventures, shareholders may not agree with their allocation of time.***

Our executive officers and directors will devote only that portion of their time, which, in their judgment and experience, is reasonably required for the management and operation of our business. Management may have conflicts



of interest in allocating management time, services and functions among us and any present and future ventures which are or may be organized by our officers or directors and/or their affiliates. Management will not be required to direct us as their sole and exclusive function, and they may have other business interests and engage in

other activities in addition to those relating to us. This includes rendering advice or services of any kind to other investors and creating or managing other businesses.

***Changes in laws and regulations relating to beverage containers and packaging could increase our costs and reduce demand for our products.***

We and our bottlers currently offer non-refillable, recyclable containers in the United States. Legal requirements have been enacted in various jurisdictions in the United States and overseas requiring that deposits or certain ecotaxes or fees be charged for the sale, marketing and use of certain non-refillable beverage containers. Other proposals relating to beverage container deposits, recycling, ecotax and/or product stewardship have been introduced in various jurisdictions in the United States and overseas, and we anticipate that similar legislation or regulations may be proposed in the future at local, state and federal levels, both in the United States and elsewhere. Consumers' increased concerns and changing attitudes about solid waste streams and environmental responsibility and related publicity could result in the adoption of such legislation or regulations. If these types of requirements are adopted and implemented on a large scale in any of the markets in which we operate, they could affect our costs or require changes in our distribution model, which could negatively impact our financial condition. In addition, container-deposit laws, or regulations that impose additional burdens on retailers, could cause a shift away from our products to retailer-proprietary brands, which could impact the demand for our products in the affected markets.

***Significant additional labeling or warning requirements may inhibit sales of affected products.***

Various jurisdictions may seek to adopt significant additional product labeling or warning requirements relating to the content or perceived adverse health consequences of certain of our products. If these types of requirements become applicable to one or more of our major products under current or future environmental or health laws or regulations, they may inhibit sales of such products. One such law, which is in effect in California, requires that a specific warning appear on any product that contains a substance listed by the state as having been found to cause cancer or birth defects. This law exposes all food and beverage producers to the possibility of having to provide warnings on their products because it does not recognize any generally applicable quantitative thresholds below which a warning is not required. Consequently, the detection of even a trace amount of a listed substance can subject an affected product to the requirement of a warning label. We are not currently required to display warnings under this law on any of our beverages produced for sale in California. In the future, however, caffeine and other substances detectable in our products may be added to the list pursuant to this law and the related regulations as they currently exist or as they may be amended. If a substance found in one of our products is added to the list, or if the increasing sensitivity of detection methodology results in the detection of an infinitesimal quantity of a listed substance in one of our beverages produced for sale in California, the resulting warning requirements or adverse publicity could negatively affect our sales.

***Because our business is subject to many regulations and noncompliance is costly, any failure on our part to comply may negatively impact our business.***

The production, marketing and sale of our non-alcoholic beverages, including contents, labels, caps and containers, are subject to the rules and regulations of various federal, state and local health agencies. If a regulatory authority finds that a current or future product or production run is not in compliance with any of these regulations, we may be fined, or production may be stopped, thus adversely affecting our financial conditions and operations. Similarly, any adverse publicity associated with any noncompliance may damage our reputation and our ability to successfully market our products. Furthermore, rules and regulations are subject to change from time to time and while we monitor developments in this area, the fact that we have limited staff makes it difficult for us to keep up to date and we have no way of anticipating whether changes in these rules and regulations will impact our business adversely. Additional or revised regulatory requirements, whether regarding labeling, the environment, taxes or otherwise, could have a material adverse effect on our financial condition and results of operations. We depend, to a large degree, upon the third parties with whom we have contracted to produce our products to maintain compliance. However, any failure on

their part could have a significant impact on our business.

***If we are not able to effectively protect our intellectual property, our business may suffer a material negative impact and may fail.***

We believe that our brand is important to our success and our competitive position, however we currently have only secured one trademark. If we are unable to secure trademark protection for our intellectual property in the future or that protection is inadequate for future products, our business may be materially adversely affected. Further, we cannot be sure that our activities do not and will not infringe on the intellectual property rights of others. If we are compelled to prosecute infringing parties, defend our intellectual property or defend ourselves from intellectual property claims made by others, we may face significant expenses and liability as well as the diversion of management's attention from our business, any of which could negatively impact our business or financial condition.

#### **Risk Related to our Stock**

***Because we can issue additional shares of common stock, purchasers of our common stock may incur immediate dilution and may experience further dilution.***

We are authorized to issue up to 150,000,000 shares of common stock, of which, as of November 12, 2010, 62,241,432 shares are issued and outstanding and 50,000,000 shares of preferred stock, of which none are issued and outstanding. Our board of directors has the authority to cause us to issue additional shares of common stock, and to determine the rights, preferences and privileges of such shares, without consent of any of our shareholders. Consequently, the shareholders may experience more dilution in their ownership of our stock in the future.

***Trading on the OTC Bulletin Board may be volatile and sporadic, which could depress the market price of our common stock and make it difficult for our shareholders to resell their shares.***

Our common stock is quoted on the OTC Bulletin Board. Trading in stock quoted on the OTC Bulletin Board is often thin and characterized by wide fluctuations in trading prices, due to many factors that may have little to do with our operations or business prospects. This volatility could depress the market price of our common stock for reasons unrelated to operating performance. Moreover, the OTC Bulletin Board is not a stock exchange, and trading of securities on the OTC Bulletin Board is often more sporadic than the trading of securities listed on a quotation system like NASDAQ a stock exchange like the NYSE AMEX. Accordingly, shareholders may have difficulty reselling any of the shares.

***A decline in the price of our common stock could affect our ability to raise further working capital, it may adversely impact our ability to continue operations and we may go out of business.***

A prolonged decline in the price of our common stock could result in a reduction in the liquidity of our common stock and a reduction in our ability to raise capital. Because we may attempt to acquire a significant portion of the funds we need in order to conduct our planned operations through the sale of equity securities, a decline in the price of our common stock could be detrimental to our liquidity and our operations because the decline may cause investors to not choose to invest in our stock. If we are unable to raise the funds we require for all our planned operations, we may be forced to reallocate funds from other planned uses and may suffer a significant negative effect on our business plan and operations, including our ability to develop new products and continue our current operations. As a result, our business may suffer, and not be successful and we may go out of business. We also might not be able to meet our financial obligations if we cannot raise enough funds through the sale of our common stock and we may be forced to go out of business.

***Because we do not intend to pay any cash dividends on our shares of common stock in the near future, our shareholders will not be able to receive a return on their shares unless they sell them.***

We intend to retain any future earnings to finance the development and expansion of our business. We do not anticipate paying any cash dividends on our common stock in the near future. The declaration, payment and amount of any future dividends will be made at the discretion of the board of directors, and will depend upon, among other things, the results of operations, cash flows and financial condition, operating and capital requirements, and other

factors as the board of directors considers relevant. There is no assurance that future dividends will be paid, and if dividends are paid, there is no assurance with respect to the amount of any such dividend. Unless we pay dividends, our shareholders will not be able to receive a return on their shares unless they sell them.

***Our stock is a penny stock. Trading of our stock may be restricted by the SEC's penny stock regulations which may limit a shareholder's ability to buy and sell our stock.***

Our stock is a penny stock. The Securities and Exchange Commission has adopted Rule 15c-9 which generally defines penny stock to be any equity security that has a market price (as defined) less than \$5.00 per share or an exercise price of less than \$5.00 per share, subject to certain exceptions. Our securities are covered by the penny stock rules, which impose additional sales practice requirements on broker-dealers who sell to persons other than established customers and accredited investors. The term accredited investor refers generally to institutions with assets in excess of \$5,000,000 or individuals with a net worth in excess of \$1,000,000 or annual income exceeding \$200,000 or \$300,000 jointly with their spouse. The penny stock rules require a broker-dealer, prior to a transaction in a penny stock not otherwise exempt from the rules, to deliver a standardized risk disclosure document in a form prepared by the SEC which provides information about penny stocks and the nature and level of risks in the penny stock market. The broker-dealer also must provide the customer with current bid and offer quotations for the penny stock, the compensation of the broker-dealer and its salesperson in the transaction and monthly account statements showing the market value of each penny stock held in the customer's account. The bid and offer quotations, and the broker-dealer and salesperson compensation information, must be given to the customer orally or in writing prior to effecting the transaction and must be given to the customer in writing before or with the customer's confirmation. In addition, the penny stock rules require that prior to a transaction in a penny stock not otherwise exempt from these rules; the broker-dealer must make a special written determination that the penny stock is a suitable investment for the purchaser and receive the purchaser's written agreement to the transaction. These disclosure requirements may have the effect of reducing the level of trading activity in the secondary market for the stock that is subject to these penny stock rules. Consequently, these penny stock rules may affect the ability of broker-dealers to trade our securities. We believe that the penny stock rules discourage investor interest in and limit the marketability of our common stock.

***FINRA sales practice requirements may also limit a shareholder's ability to buy and sell our stock.***

In addition to the penny stock rules promulgated by the Securities and Exchange Commission, the Financial Industry Regulatory Authority (FINRA) has adopted rules that require that in recommending an investment to a customer, a broker-dealer must have reasonable grounds for believing that the investment is suitable for that customer. Prior to recommending speculative low priced securities to their non-institutional customers, broker-dealers must make reasonable efforts to obtain information about the customer's financial status, tax status, investment objectives and other information. Under interpretations of these rules, the FINRA believes that there is a high probability that speculative low priced securities will not be suitable for at least some customers. The FINRA requirements make it more difficult for broker-dealers to recommend that their customers buy our common stock, which may limit your ability to buy and sell our stock.

## **Trends, Risks and Uncertainties**

We have sought to identify what we believe to be the most significant risks to our business, but we cannot predict whether, or to what extent, any of such risks may be realized nor can we guarantee that we have identified all possible risks that might arise. Investors should carefully consider all of such risk factors before making an investment decision with respect to our common stock.

## **Item 2. Unregistered Sales of Equity Securities and Use of Proceeds**

None.

**Item 3. Defaults Upon Senior Securities.**

None.

**Item 4. [Removed and Reserved]****Item 5. Other Information**

Effective July 27, 2010, our company's board of directors adopted the 2010 Stock Option Plan. The purpose of the 2010 Stock Option Plan is to enhance long-term value for our shareholders by offering opportunities to directors, officers, employees and eligible consultants of our company to acquire and maintain stock ownership in our company in order to give these persons the opportunity to participate in our company's growth and success, and to encourage them to remain in the service of our company. A total of 3,212,000 shares of common stock are available for issuance under the 2010 Stock Option Plan.

The 2010 Stock Option Plan provides for the grant of incentive stock options and non-qualified stock options. Incentive stock options granted under the 2010 Stock Option Plan are those that may qualify as "incentive stock options" as defined under Section 422 of the Internal Revenue Code. However, in order to qualify as "incentive stock options" under Section 422 of the Internal Revenue Code, the 2010 Stock Option Plan must be approved by the shareholders of our company within 12 months of its adoption and certain other conditions must be complied with by the optionee. The 2010 Stock Option Plan has not been approved by our shareholders. Non-qualified stock options granted under the 2010 Stock Option Plan are option grants that do not qualify as incentive stock options under Section 422 of the Internal Revenue Code.

*The above description of the 2010 Stock Option Plan is qualified in its entirety by reference to the full text of the 2010 Stock Option Plan, which is attached as Exhibit 10.6 to this Quarterly Report on Form 10-Q and is incorporated herein by reference.*

On November 9, 2010, we granted stock options to directors, officers, employees and consultants of the Company to acquire up to 2,105,000 common shares at \$0.13 per share exercisable until November 9, 2015. The grants are subject to the execution of stock option agreements by the optionees and the terms of our 2010 Stock Option Plan. Five of the optionees are not U.S. persons (as that term is defined in Regulation S of the Securities Act of 1933, as amended), and we issued 850,000 of these options in to these five grantees in offshore transactions relying on the registration exemption provided by Regulation S and/or Section 4(2) of the Securities Act of 1933, as amended. Nine of these optionees are U.S. person and we issued 1,255,000 options to them relying on the registration exemption provided by Section 4(2) of the Securities Act of 1933, as amended.

There were no material changes to the procedures by which our shareholders may recommend nominees to our board of directors in the three months ended September 30, 2010.

**Item 6. Exhibits.**

<b>Exhibit Number</b>	<b>Description of Exhibit</b>
3.1	Articles of Incorporation (incorporated by reference from our Form S-1 Registration Statement, filed on August 29, 2008)
3.2	Bylaws (incorporated by reference from our Form S-1 Registration Statement, filed on August 29, 2008)
3.3	Certificate of Amendment to Articles of Incorporation filed with the Secretary of State of the State of Nevada on February 16, 2010 (incorporated by reference from our Current Report on Form 8-K, filed on February 23, 2010)
3.4	Amended Bylaws (incorporated by reference from our Quarterly Report on Form 10-Q, filed on August 16, 2010)



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10.1	Convertible Promissory Note with Asher Enterprises Inc. dated June 9, 2010 (incorporated by reference from our Quarterly Report on Form 10-Q, filed on August 16, 2010)
10.2	Amendment No. 1 to Convertible Promissory Note with Asher Enterprises Inc. dated July 12, 2010 (incorporated by reference from our Quarterly Report on Form 10-Q, filed on August 16, 2010)

<u>10.3*</u>	<u>Amendment No. 2 to Convertible Promissory Note with Asher Enterprises Inc. dated October 5, 2010</u>
10.4	Subscription Agreement with Asher Enterprises Inc. dated July 12, 2010 (incorporated by reference from our Quarterly Report on Form 10-Q, filed on August 16, 2010)
10.5	Amendment No. 1 to Subscription Agreement with Asher Enterprises Inc. dated July 12, 2010 (incorporated by reference from our Quarterly Report on Form 10-Q, filed on August 16, 2010)
<u>10.6*</u>	<u>2010 Stock Option Plan</u>
<u>10.7*</u>	<u>Form of U.S. Stock Option Agreement</u>
<u>10.8*</u>	<u>Form of Non-U.S. Stock Option Agreement</u>
<u>31.1*</u>	<u>Certification of Principal Executive Officer, Principal Financial Officer and Principal Accounting Officer filed pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</u>
<u>32.1*</u>	<u>Certification of Principal Executive Officer, Principal Financial Officer and Principal Accounting Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</u>

\* Filed herewith.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**KORE NUTRITION INCORPORATED**

*/s/ Jeffrey Todd*

By: Jeffrey Todd

(Principal Executive Officer, Principal Financial Officer  
and Principal Accounting Officer)

Dated: November 15, 2010