

ALL AMERICAN SPORTPARK INC
Form 10-Q
November 14, 2017

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

FORM 10-Q

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

For the quarterly period ended September 30, 2017

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

Commission file number 000-24970

ALL-AMERICAN SPORTPARK, INC.

(Exact name of registrant as specified in its charter)

Nevada

(State or other jurisdiction of incorporation or
organization)

88-0203976

(I.R.S. Employer Identification No.)

**6730 South Las Vegas Boulevard
Las Vegas, NV 89119**

(Address of principal executive offices)

(702) 798-7777

(Registrant's telephone number, including area code)

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 during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

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

Emerging growth company

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If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. []

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

The number of shares of Common Stock, \$0.001 par value, outstanding on November 1, 2017 was 5,658,123 shares.

ALL-AMERICAN SPORTPARK, INC.
FORM 10-Q
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PART 1 – FINANCIAL INFORMATION
ITEM 1 FINANCIAL STATEMENTS
ALL-AMERICAN SPORTPARK, INC.
CONDENSED BALANCE SHEETS

| | September 30, 2017 | December 31, 2016 |
|---|-----------------------------------|----------------------------------|
| | (Unaudited) | |
| Assets | | |
| Current assets: | | |
| Prepaid expenses and other current assets | \$ 32,076 | \$ 38 |
| Total current assets | 32,076 | 38 |
| Property and equipment, net | 97 | 306 |
| Total Assets | \$ 32,173 | \$ 344 |
| Liabilities and Deficit | | |
| Current liabilities: | | |
| Accounts payable and accrued expenses | \$ 30,435 | \$ 45,129 |
| Due to related party | 136,841 | 61,824 |
| Total current liabilities | 167,276 | 106,953 |
| Commitments and Contingencies | | |
| Stockholder's deficit: | | |
| Preferred stock, Series "B", \$0.001 par value, 10,000,000 shares authorized, no shares issued and outstanding as of September 30, 2017 and December 31, 2016, respectively | - | - |
| Common stock, \$0.001 par value, 50,000,000 shares authorized, 5,658,123 and 5,624,123 shares issued and outstanding as of September 30, 2017 and December 31, 2016, respectively | 5,658 | 5,624 |
| Additional paid-in capital | 28,719,129 | 28,685,503 |
| Accumulated deficit | (28,859,890) | (28,797,736) |
| Total stockholders' deficit | (135,103) | (106,609) |
| Total Liabilities and Stockholders' Deficit | \$ 32,173 | \$ 344 |
| The accompanying notes are an integral part of these unaudited condensed financial statements. | | |

ALL-AMERICAN SPORTPARK, INC.
CONDENSED STATEMENTS OF OPERATIONS
(Unaudited)

| | For the Three Months Ending September 30, 2017 | | For the Nine Months Ending September 30, 2017 | | 2016 | | 2016 | |
|--|---|-----------|--|-----------|-------------|-----------|-------------|-----------|
| Expenses: | | | | | | | | |
| General and administrative expenses | \$ | 19,930 | \$ | 81,214 | \$ | 61,945 | \$ | 254,864 |
| Depreciation and amortization | | 42 | | 206 | | 209 | | 889 |
| Total expenses | | 19,972 | | 81,420 | | 62,154 | | 255,753 |
| Net operating loss | | (19,972) | | (81,420) | | (62,154) | | (255,753) |
| Other expense: | | | | | | | | |
| Interest expense | | - | | (68,283) | | - | | (273,132) |
| Total other expense | | - | | (68,283) | | - | | (273,132) |
| Net loss before provision for income tax | | (19,972) | | (149,703) | | (62,154) | | (528,885) |
| Provision for income tax expense | | - | | - | | - | | - |
| Net loss from continued operations | | (19,972) | | (149,703) | | (62,154) | | (528,885) |
| Net (loss) income from discontinued operations | | - | | (63,080) | | - | | 71,454 |
| Net Loss | \$ | (19,972) | \$ | (212,783) | \$ | (62,154) | \$ | (457,431) |
| Net Income attributable to non-controlling interest | | - | | (30,909) | | - | | 35,012 |
| Net loss attributable to All-American SportPark, Inc. | \$ | (19,972) | \$ | (181,874) | \$ | (62,154) | \$ | (492,443) |
| Basic and diluted income (loss) per weighted average common share | | | | | | | | |
| Continuing Operations | \$ | (0.00) | \$ | (0.03) | \$ | (0.01) | \$ | (0.11) |
| Discontinued Operations | \$ | (0.00) | \$ | (0.01) | \$ | 0.00 | \$ | 0.02 |
| Total basic and diluted loss per weighted average common share | \$ | (0.00) | \$ | (0.04) | \$ | (0.01) | \$ | (0.10) |
| Weighted average number of common shares outstanding - basic and fully diluted | | 5,641,310 | | 4,624,123 | | 5,629,873 | | 4,624,123 |

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

ALL-AMERICAN SPORTPARK, INC.
CONDENSED STATEMENTS OF CASH FLOWS
(Unaudited)

| | For the Nine Months Ended September 30, | |
|---|--|------------------|
| | 2017 | 2016 |
| Cash flows from operating activities | | |
| Net loss from continued operations | \$ (62,154) | \$ (528,885) |
| Adjustment to reconcile net loss to net cash used in operating activities | | |
| Depreciation and amortization | 209 | 889 |
| Share-based compensation | 1,782 | 944 |
| Changes in operating assets and liabilities: | | |
| Prepaid expenses and other current assets | (160) | (181) |
| Accounts payable and accrued expenses | (2,194) | 8,620 |
| Deferred compensation | (12,500) | 45,000 |
| Accrued interest related parties | - | 227,111 |
| Net cash used in operating activities | (75,017) | (246,502) |
| Cash flows from financing activities | | |
| Proceeds from related parties | 75,017 | 245,502 |
| Net cash provided by financing activities | 75,017 | 245,502 |
| Cash flows from continued operations | - | - |
| Cash flow from discontinued operations | | |
| Cash flows operating activities | - | (64,679) |
| Cash flows financing activities | - | 64,679 |
| Net cash provided by discontinued operations | - | - |
| Net decrease in cash | - | - |
| Cash, beginning of period | - | - |
| Cash, end of period | \$ - | \$ - |
| Supplemental Disclosures: | | |
| Cash paid for interest | \$ - | \$ - |
| Cash paid for taxes | \$ - | \$ - |
| Non cash financing and investing activities: | | |
| Shares issued for services | \$ 33,660 | \$ - |

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

ALL-AMERICAN SPORTPARK, INC.
NOTES TO CONDENSED FINANCIAL STATEMENTS
(Unaudited)

Note 1. Organizational Structure and Basis of Presentation

a. ORGANIZATION

On October 18, 2016, All-American Sportpark, LLC (“AASP” or the “Company”) completed the closing of the Transfer Agreement for the sale and transfer of the Company’s 51% interest in All American Golf Center, Inc. (“AAGC”), which constituted substantially all of the Company’s assets. As a result of the closing of the Transfer Agreement, the Company now has no or nominal operations and no or nominal assets and is therefore considered to be a “Shell Company” as that term is defined in Rule 12b-2 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”).

b. BASIS OF PRESENTATION

The unaudited condensed interim financial statements included herein, presented in accordance with United States generally accepted accounting principles and stated in US dollars, have been prepared by All-American SportPark, Inc. (the “Company”), without audit, pursuant to the rules and regulations of the Securities and Exchange Commission. Certain information and footnote disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles have been condensed or omitted pursuant to such rules and regulations, although the Company believes that the disclosures are adequate to make the information presented not misleading.

These statements reflect all adjustments, consisting of normal recurring adjustments, which, in the opinion of management, are necessary for fair presentation of the information contained therein. It is suggested that these unaudited condensed interim financial statements be read in conjunction with the financial statements of the Company for the year ended December 31, 2016 and notes thereto included in the Company's Form 10-K. The Company follows the same accounting policies in the preparation of interim reports.

Results of operations for interim periods may not be indicative of annual results.

On June 10, 2016, the Company entered into a Transfer Agreement for the sale and transfer of the Company’s 51% interest in All American Golf Center, Inc. (“AAGC”), which constituted substantially all of the Company’s assets. On October 18, 2016, the Company completed the closing of the Transfer Agreement pursuant to which the Company transferred the 51% interest in AAGC to Ronald Boreta and John Boreta (the “Boretas”), and also issued to the Boretas 1,000,000 shares of the Company’s common stock, in exchange for the cancellation of promissory notes held by the Boretas and accrued interest of \$8,864,255.

In connection with the closing of the Transfer Agreement, AAGC assumed the obligation of the Company to pay Ronald Boreta for deferred salary of \$342,500. In addition, AAGC cancelled \$4,267,802 in advances previously made by it to the Company to fund its operations.

Also in connection with the closing of the Transfer Agreement, entities controlled by the Boretas cancelled \$1,286,702 owed to them by the Company. In addition, the Company cancelled \$24,523 of amounts due from entities controlled by the Boretas.

Also, as a result of the Transfer Agreement, on October 18, 2016, the Company derecognized the assets and liabilities of AAGC.

The sale and transfer of the Company's 51% interest in AAGC to the controlling shareholders of the Company is a common control transaction and recorded at book value. Any difference between the proceeds received by the Company and the book value of assets and liabilities of AAGC, cancellation of promissory notes and accrued interest, assumption of deferred salary, cancellation of amounts due to and due from entities controlled by the Boretas is recognized as a capital transaction with no gain or loss recorded.

The assets and liabilities transferred and debts cancelled and assumed are summarized below:

| | <u>AASP</u> | <u>AAGC</u> | <u>Total</u> |
|---|-------------|-------------|--------------|
| Accounts receivable | \$ - | \$ 23,080 | \$ 23,080 |
| Prepaid expenses and other current | - | 32,992 | 32,992 |
| Property and equipment, net | - | 443,775 | 443,775 |
| Cash in excess of available funds | - | (34,405) | (34,405) |
| Accounts payable and accrued expenses | - | (309,979) | (309,979) |
| Accounts payable and accrued expenses – related party | (342,500) | (214,063) | (556,563) |
| Deferred revenue | - | (171,345) | (171,345) |
| Notes payable – related party | (3,300,149) | (1,034,077) | (4,334,226) |
| Due to related party | (1,262,179) | (554,022) | (1,816,201) |
| Capital lease obligation | - | (41,381) | (41,381) |
| Accrued interest payable – related party | (5,600,502) | (946,513) | (6,547,015) |
| Intercompany account | (4,267,802) | 4,267,802 | - |
| Deferred rent liability | - | (525,778) | (525,778) |
| Issuance of 1,000,000 shares of common stock of the Company | 1,000 | - | 1,000 |
| Non-controlling interest | - | (441,187) | (441,187) |
| Increase in additional paid-in capital | 14,772,132 | (494,899) | 14,277,233 |
| | \$ - | \$ - | \$ - |

As a result of the closing of the Transfer Agreement, the Company now has no or nominal operations and no or nominal assets and is therefore considered to be a "Shell Company" as that term is defined in Rule 12b-2 of the Exchange Act.

c. BUSINESS ACTIVITIES

At this time, the Company's purpose is to seek, investigate and, if such investigation warrants, acquire an interest in business opportunities presented to the Company by persons or firms who or which desire to seek the perceived advantages of a corporation whose securities are registered pursuant to the Exchange Act. The Company will not restrict our search to any specific business or geographical location.

d. RECLASSIFICATIONS

Certain reclassifications have been made in prior periods' financial statements to conform to classifications used in the current period.

Note 2. Summary of Significant Accounting Policies

a. USE OF ESTIMATES

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, and the disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amount of revenues and expenses during the reporting period. Significant estimates and assumptions made by management include, but are not limited to, the determination of the provision for income taxes, and valuation of fixed assets. The Company bases the estimates on historical experience and on various other assumptions that are believed to be reasonable. Actual results could differ from those estimates.

b. CASH AND CASH EQUIVALENTS

All highly liquid investments with original maturities of three months or less are classified as cash and cash equivalents. The fair value of cash and cash equivalents approximates the amounts shown on the financial statements. Cash and cash equivalents consist of unrestricted cash in accounts maintained with major financial institutions.

c. INCOME TAXES

The Company accounts for income taxes under the asset and liability method, which requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the financial statements. Under this method, deferred tax assets and liabilities are determined based on the differences between the financial statements and tax basis of assets and liabilities using enacted tax rates in effect for the year in which the differences are expected to reverse. The effect of a change in tax rates on deferred tax assets and liabilities is recognized in income in the period that includes the enactment date. The Company records net deferred tax assets to the extent the Company believes these assets will more likely than not be realized. In making such determination, the Company considers all available positive and negative evidence, including future reversals of existing taxable temporary differences, projected future taxable income, tax planning strategies and recent financial operations. A valuation allowance is established against deferred tax assets that do not meet the criteria for recognition. In the event the Company were to determine that it would be able to realize deferred income tax assets in the future in excess of their net recorded amount, the Company would make an adjustment to the valuation allowance which would reduce the provision for income taxes.

The Company follows the accounting guidance which provides that a tax benefit from an uncertain tax position may be recognized when it is more likely than not that the position will be sustained upon examination, including resolutions of any related appeals or litigation processes, based on the technical merits. Income tax positions must meet a more-likely-than-not recognition threshold at the effective date to be recognized initially and in subsequent periods. Also included is guidance on measurement, de-recognition, classification, interest and penalties, accounting in interim periods, disclosure and transition.

d. STOCK-BASED COMPENSATION

The Company accounts for all compensation related to stock, options or warrants in accordance with ASC topic 718 “Compensation- stock compensation” which requires companies to recognize in the statement of operations using a fair value based method whereby compensation cost is measured at the grant date based on the value of the award and is recognized over the service period, which is usually the vesting period. The Company uses the Black-Scholes pricing model to calculate the fair value of options and warrants issued to both employees and non-employees. Stock issued for compensation is valued using the market price of the stock on the date of the related agreement.

e. ADVERTISING

The Company expenses advertising costs as incurred. The company incurred no advertising expenses for the three and nine months ended September 30, 2017 and 2016, respectively.

f. REVENUES

The Company earned no revenues for the three and nine months ended September 30, 2017 and 2016, respectively.

g. COST OF REVENUES

The Company incurred no costs of revenues for the three and nine months ended September 30, 2017 and 2016, respectively

h. GENERAL AND ADMINISTRATIVE EXPENSES

General and administrative expenses consisted principally of management, accounting and other administrative employee payroll and benefits, utilities, and other expenses (*e.g.*, office supplies, marketing/advertising, and professional fees, etc.).

i. IMPAIRMENT OF LONG-LIVED ASSETS

Long-lived assets, including property and equipment, are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of the long-lived asset may not be recoverable. If the long-lived asset or group of assets is considered to be impaired, an impairment charge is recognized for the amount by which the carrying amount of the asset or group of assets exceeds its fair value. Long-lived assets to be disposed of are reported at the lower of the carrying amount or fair value less cost to sell.

j. FAIR VALUE OF FINANCIAL INSTRUMENTS

The Company adopted the ASC-820 “Fair Value Measurement” related to fair value measurement at inception. The standard defines fair value, establishes a framework for measuring fair value and expands disclosure of fair value measurements. The standard applies under other accounting pronouncements that require or permit fair value measurements and, accordingly, does not require any new fair value measurements. The standard clarifies that fair value is an exit price, representing the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. As such, fair value is a market-based measurement that should be determined based on assumptions that market participants would use in pricing an asset or liability. The recorded values of long-term debt approximate their fair values, as interest approximates market rates. As a basis for considering such assumptions, the standard established a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value as follows:

- Level 1: Observable inputs such as quoted prices in active markets;
- Level 2: Inputs, other than quoted prices in active markets, that are observable either directly or indirectly; and
- Level 3: Unobservable inputs in which there is little or no market data, which require the reporting entity to develop its own assumptions.

At each of September 30, 2017 and December 31, 2016, the carrying amount of cash, notes payable, and accounts payable and accrued liabilities approximates fair value because of the short maturity of these instruments.

k. BASIS OF PRESENTATION

The financial statements of the Company have been prepared in accordance with the accounting principles generally accepted in the United States of America (“GAAP”).

l. EARNINGS (LOSS) PER SHARE

Basic earnings (loss) per share excludes any dilutive effects of options, warrants, and convertible securities. Basic earnings per share is computed using the weighted average number of shares of common stock and common stock equivalent shares outstanding during the period. Common stock equivalent shares are excluded from the computation if their effect is antidilutive. The Company did not have any stock equivalent shares for the periods ended September 30, 2017 and December 31, 2016.

Loss per share is computed by dividing reported net loss by the weighted average number of common shares outstanding during the period. The weighted-average number of common shares used in the calculation of basic loss per share was 5,629,837 and 4,624,123 for the nine months ended September 30, 2017 and 2016, respectively.

m. RECENT ACCOUNTING POLICIES

The Company believes there was no new accounting guidance adopted but not yet effective that either has not already been disclosed in prior reporting periods or is relevant to the readers of the Company’s financial statements.

The Company continually assesses any new accounting pronouncements to determine their applicability to the Company. Where it is determined that a new accounting pronouncement affects the Company's financial reporting, the Company undertakes a study to determine the consequence of the change to its financial statements and assures that there are proper controls in place to ascertain that the Company's financials properly reflect the change.

Note 3 – Going concern

As of September 30, 2017, we had an accumulated deficit of \$28,859,890. In addition, the Company's current liabilities exceed its current assets by \$135,200 as of September 30, 2017.

The Company's management believes that its operations may not be sufficient to fund operating cash needs and debt service requirements over at least the next 12 months. As described in Note 1, the Company's Board of Directors determined that it was in the best interests of the Company to enter into the Transfer Agreement with the Boretas. The closing of that agreement eliminated nearly all of the debt of the Company. However, the Company has no significant assets and continues to depend on affiliates to provide funds to pay its ongoing expenses. These factors raise substantial doubt about the company's ability to continue as a going concern within one year after the date that the financials are issued.

The financial statements do not include any adjustments relating to the recoverability and classification of asset carrying amounts or the amount and classification of liabilities that might result should the Company be unable to continue as a going concern.

Note 4 – Related party transactions

Due to related parties

Prior to October 18, 2016, the Company's employees provided administrative/accounting support for three golf retail stores named Saint Andrews Golf Shop ("SAGS"), Las Vegas Golf and Tennis ("Boca Store") and Las Vegas Golf and Tennis Superstore ("Westside 15 Store"), owned by Ronald Boreta, the Company's President, and his brother, John Boreta, a Director of the Company. The SAGS store is the retail tenant in the TMGE.

AAGC has advanced funds to pay certain expenses of the Company.

At September 30, 2017 and December 31, 2016, the total amounts owed to AAGC were \$136,841 and \$61,824, respectively.

Note 5 – Commitments

The Company had no commitments as of September 30, 2017.

Note 6 – Stockholders' deficit

PREFERRED STOCK

Preferred stock, Series "B", \$0.001 par value, 10,000,000 shares authorized, no shares issued and outstanding as of September 30, 2017 and December 31, 2016. The Company's Board of Directors shall determine the rights, preferences, privileges and restrictions of the preferred stock, including dividends rights, conversion rights, voting rights, terms of redemption, liquidation preferences, sinking fund terms and the number of shares constituting any series or the designation of any series.

COMMON STOCK

Common stock, \$0.001 par value, 50,000,000 shares authorized, 5,658,123 and 5,624,123 shares issued and outstanding as of September 30, 2017 and December 31, 2016, respectively.

SHARE-BASED COMPENSATION

On August 15, 2017, the Company granted 34,000 shares of restricted common stock to one employee for services. The restricted common stock granted to the employee was valued at \$33,660 and will vest as follows: 33% of the shares on January 1, 2018, an additional 33% of the shares on January 1, 2019, and the remaining 34% of the shares on January 1, 2020. The share-based compensation will be amortized ratably over the three year vesting period. The Company has recorded prepaid stock-based compensation of \$31,878 as of September 30, 2017. The Company recorded share-based compensation of \$0 and \$944 for three months ended September 30, 2017 and 2016, respectively. The Company recorded share-based compensation of \$1,782 and \$944 for nine months ended September 30, 2017 and 2016, respectively.

Note 7 – Subsequent Events

Management has evaluated all subsequent events through the date of the filing and determined that there were none.

ITEM 2. MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.

Forward-Looking Statements

This document contains “forward-looking statements.” All statements other than statements of historical fact are “forward-looking statements” for purposes of federal and state securities laws, including, but not limited to, any projections of earnings, revenue or other financial items; any statements of the plans, strategies and objections of management for future operations; any statements concerning proposed new services or developments; any statements regarding future economic conditions or performance; any statements or belief; and any statements of assumptions underlying any of the foregoing.

Forward-looking statements may include the words “may,” “could,” “estimate,” “intend,” “continue,” “believe,” “exp” “anticipate” or other similar words. These forward-looking statements present our estimates and assumptions only as of the date of this report. Accordingly, readers are cautioned not to place undue reliance on forward-looking statements, which speak only as of the dates on which they are made. We do not undertake to update forward-looking statements to reflect the impact of circumstances or events that arise after the dates they are made. You should, however, consult further disclosures we make in future filings of our Annual Report on Form 10-K, Quarterly Reports on Form 10-Q and Current Reports on Form 8-K.

Although we believe that the expectations reflected in any of our forward-looking statements are reasonable, actual results could differ materially from those projected or assumed in any of our forward-looking statements. Our future financial condition and results of operations, as well as any forward-looking statements, are subject to change and inherent risks and uncertainties. The factors affecting these risks and uncertainties include, but are not limited to, the risks and uncertainties detailed in this report.

Overview of Current Operations

On October 18, 2016 the Company completed the closing of the Transfer Agreement for the sale and transfer of the Company's 51% interest in All American Golf Center, Inc. ("AAGC"), which constituted substantially all of the Company's assets. As a result of the closing of the Transfer Agreement, the Company now has no or nominal operations and no or nominal assets and is therefore considered to be a "Shell Company" as that term is defined in Rule 12b-2 of the Securities Exchange Act of 1934, as amended (the "Exchange Act").

At this time, our purpose is to seek, investigate and, if such investigation warrants, acquire an interest in business opportunities presented to us by persons or firms who or which desire to seek the perceived advantages of a corporation whose securities are registered pursuant to the Exchange Act. We will not restrict our search to any specific business or geographical location.

This discussion of our proposed business is purposefully general and is not meant to be restrictive of our discretion to search for and enter into potential business opportunities.

Management anticipates that we may be able to participate in only one potential business venture because we have nominal assets and limited financial resources. This lack of diversification should be considered a substantial risk to our shareholders because it will not permit us to offset potential losses from one venture against gains from another.

We may seek a business opportunity with entities that have recently commenced operations, or that wish to utilize the public marketplace in order to raise additional capital in order to expand into new products or markets, to develop a new product or service, or for other corporate purposes. We may acquire assets and establish wholly-owned subsidiaries in various businesses or acquire existing businesses as subsidiaries.

The Company has not entered into any definitive or binding agreements and there are no assurances that such transactions will occur. Such a combination would normally take the form of a merger, stock-for-stock exchange or stock-for-assets exchange. The Company may determine to structure any business combination to be within the definition of a tax-free reorganization under Section 351 or Section 368 of the Internal Revenue Code of 1986, as amended.

It is anticipated that any securities issued in any such business combination would be issued in reliance upon an exemption from registration under applicable federal and state securities laws. In some circumstances, however, as a negotiated element of its transaction, the Company may agree to register all or a part of such securities immediately after the transaction is consummated or at specified times thereafter. If such registration occurs, it will be undertaken by the surviving entity after the Company has entered into an agreement for a business combination or has consummated a business combination. The issuance of additional securities and their potential sale into any trading market in the Company's securities may depress the market value of the Company's securities in the future.

Results of Operations for the three months ended September 30, 2017 and 2016 compared.

INCOME:

Revenue

There were no revenues from the continuing operations for the three months ended September 30, 2017 and 2016.

Cost of Sales/Gross Profit Percentage of Sales

There were no cost of sales from the continuing operations for the three months ended September 30, 2017 and 2016.

EXPENSES:

General and Administrative Expenses

General and administrative expenses for the three months ended September 30, 2017 were \$19,930, a decrease of \$61,284 or 75.5%, from \$81,214 for the three months ended September 30, 2016. Expenses were lower in 2017 due to the elimination of payroll as a result of the closing of the Transfer Agreement.

Depreciation and amortization expenses for the three months ended September 30, 2017 were \$42 a decrease of \$164, or 79.6% from \$206 for the three months ended September 30, 2016.

Interest Expenses

Interest expenses decreased from \$68,283 for the three months ended September 30, 2016 to \$0 in 2017. The decrease was due to the elimination of debt and accrued interest as a result of the closing of the Transfer Agreement.

Net Loss from Operations

We had a net loss from operations of \$19,972 for the three months ended September 30, 2017 as compared to net loss from operations of \$149,703 for the three months ended September 30, 2016, a decrease of \$129,731 or 87.0%. Discontinued operations provided a loss of \$0 and \$63,080 for the three months ended September 30, 2017 and 2016, respectively.

Results of Operations for the nine months ended September 30, 2017 and 2016 compared.

INCOME:

Revenue

There were no revenues from the continuing operations for the nine months ended September 30, 2017 and 2016.

Cost of Sales/Gross Profit Percentage of Sales

There were no cost of sales from the continuing operations for the nine months ended September 30, 2017 and 2016.

EXPENSES:**General and Administrative Expenses**

General and administrative expenses for the nine months ended September 30, 2017 were \$61,945 a decrease of \$192,919 or 75.7%, from \$254,864 for the nine months ended September 30, 2016. Expenses were lower in 2017 due to the elimination of payroll as a result of the closing of the Transfer Agreement.

Depreciation and amortization expenses for the nine months ended September 30, 2017 were \$209, a decrease of \$680, or 76.5% from \$889 for the nine months ended September 30, 2016.

Interest Expenses

Interest expenses decreased from \$273,132 for the nine months ended September 30, 2016 to \$0 in 2017. The decrease was due to the elimination of debt and accrued interest as a result of the closing of the Transfer Agreement.

Net Loss from Operations

We had a net loss from continued operations of \$62,154 for the nine months ended September 30, 2017 as compared to net loss from operations of \$528,885 for the nine months ended September 30, 2016, a decrease of \$466,731 or 88.2%. Discontinued operations provided \$0 and \$71,454 of income for the nine months ended September 30, 2017 and 2016, respectively.

Liquidity and Capital Resources

The following table summarizes our current assets, liabilities, and working capital at September 30, 2017 compared to December 31, 2016.

| | September 30, 2017 | December 31, 2016 | Increase / (Decrease) | |
|-------------------------|-------------------------------|--------------------------|------------------------------|----------|
| | | | \$ | % |
| Current Assets | \$32,076 | \$38 | 32,038 | 84310.1% |
| Current Liabilities | 167,276 | 106,953 | 60,323 | 56.4% |
| Working Capital Deficit | \$135,200 | \$106,915 | | |

Going Concern

The Company's management believes that its operations may not be sufficient to fund operating cash needs and debt service requirements over at least the next 12 months. As described in Note 1 to the financial statements, the Company's Board of Directors determined that it was in the best interests of the Company to enter into the Transfer Agreement with the Boretas. The closing of that agreement eliminated nearly all of the debt of the Company. However, the Company has no significant assets and continues to depend on affiliates to provide funds to pay its ongoing expenses. These factors raise substantial doubt about the Company's ability to continue as a going concern.

Off-Balance Sheet Arrangements

We do not have any 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 investors.

Critical Accounting Policies and Estimates

USE OF ESTIMATES

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, and the disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amount of revenues and expenses during the reporting period. Significant estimates and assumptions made by management include, but are not limited to, the determination of the provision for income taxes, and valuation of fixed assets. The Company bases the estimates on historical experience and on various other assumptions that are believed to be reasonable. Actual results could differ from those estimates.

Related party transactions: In accordance with accounting standards concerning related party transactions, there now are established requirements for related party disclosures and the policy provides guidance for the disclosures of transactions between related parties.

Recent Accounting Developments

The Company believes there are no new accounting standards adopted but not yet effective that are relevant to the readers of our financial statements.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.

Not applicable.

ITEM 4. CONTROLS AND PROCEDURES.

Evaluation of Disclosure Controls and Procedures

The Company maintains disclosure controls and procedures that are designed to ensure that information required to be disclosed in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to the Company's management, including its Chief Executive Officer and Principal Financial Officer to allow timely decisions regarding required financial disclosure.

As of the end of the period covered by this report, the Company's management carried out an evaluation, under the supervision of and with the participation of the Chief Executive Officer and Principal Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rules 13a-15 and 15d-15 under the Exchange Act). Based upon that evaluation, the Company's Chief Executive Officer and Principal Financial Officer concluded that our disclosure controls and procedures were not effective as of the end of the period covered by this report, to provide reasonable assurance that information required to be disclosed by the Company in reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported, completely and accurately, within the time periods specified in SEC rules and forms.

Changes in Internal Control over Financial Reporting

There were no changes in internal control over financial reporting that occurred during the quarter ended September 30, 2017 that have materially affected, or are reasonably likely to affect, the Company's internal control over financial reporting.

PART II--OTHER INFORMATION**ITEM 1. LEGAL PROCEEDINGS.**

There are no legal proceedings in which the Company is involved at this time.

ITEM 1A. RISK FACTORS.

Not required

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS.

On August 15, 2017, the Company granted 34,000 shares of restricted common stock to one employee pursuant to a restricted stock agreement. In accordance with the terms of the restricted stock agreements, the shares will vest as to 33% of the shares on January 1, 2018, an additional 33% of the shares on January 1, 2019, and the remaining 34% of the shares will vest on January 1, 2020. In connection with the issuance of shares under the grant made on August 15, 2017, the Company relied on the exemption from registration under Section 4(2) under the Securities Act of 1933.

We did not repurchase any of our equity securities during the quarter ended September 30, 2017.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES.

None.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

ITEM 5. OTHER INFORMATION.

None.

ITEM 6. EXHIBITS.

| Exhibit number | Exhibit description | Filed herewith | Incorporated by reference | |
|-------------------|---|-------------------|------------------------------|-------------------------------|
| | | | Period Form ending | Exhibit No. Filing date |
| <u>31</u> | <u>Certification of Chief Executive and Principal Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</u> | X | | |
| <u>32</u> | <u>Certification of Chief Executive and Principal Financial Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</u> | X | | |

SIGNATURES

In accordance with the requirements of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

ALL-AMERICAN SPORTPARK, INC.
(Registrant)

Company Name

Date: November 14, 2017

By: */s/ Ronald Boreta*
Ronald Boreta, President, Chief Executive Officer,
and Treasurer (On behalf of the Registrant and as
Principal Financial Officer)

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