

ALL AMERICAN SPORTPARK INC  
Form 10-Q  
November 05, 2014

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

**FORM 10-Q**

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

For the quarterly period ended September 30, 2014

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

Commission files 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

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

The number of shares of Common Stock, \$0.001 par value, outstanding on October 31, 2014 was 4,624,123 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 Consolidated Balance Sheets**

(Unaudited)

	September 30, 2014	December 31, 2013
Assets		
Current assets:		
Cash	\$ -	\$ -
Accounts receivable	1,666	961
Prepaid expenses and other current assets	12,362	3,671
Total current assets	14,028	4,632
Property and equipment,		
net of accumulated depreciation of \$701,053 and		
\$615,091, as of September 30, 2014 and December 31, 2013,		
respectively	633,051	663,569
Total Assets	\$ 647,079	\$ 668,201
Liabilities and Stockholders' Deficit		
Current liabilities:		
Cash in excess of available funds	\$ 30,685	\$ 20,756
Accounts payable and accrued expenses	518,888	417,802
Current portion of deferred revenue	100,000	100,000
Current portion of notes payable - related parties	4,348,495	4,409,495
Current portion due to related parties	1,582,142	1,539,045
Current portion of capital lease obligation	36,545	35,564
Accrued interest payable - related party	5,721,341	5,400,781
Total current liabilities	12,338,096	11,923,443
Long-term liabilities:		
Long-term portion of capital lease obligation	72,141	96,327
Deferred revenue	100,000	25,000
Deferred rent liability	615,164	647,999

Total long-term liabilities	787,305	769,326
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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, 2014 and December 31, 2013,  
respectively

Common stock, \$0.001 par value, 50,000,000 shares

authorized, 4,624,123 and 4,624,123 shares issued and outstanding as of

September 30, 2014 and December 31, 2013, respectively

	4,624	4,624
Prepaid equity-based compensation	(6,043)	(10,294)
Additional paid-in capital	14,408,270	14,408,270
Accumulated deficit	(27,276,618)	(26,744,979)
Total All-American SportPark, Inc. stockholders' deficit	(12,869,767)	(12,342,379)
Non-controlling interest in net assets of subsidiary	391,444	317,811
Total stockholders' deficit	(12,478,322)	(12,024,568)

Total Liabilities and Stockholders' Deficit	\$	647,079	\$	668,201
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The accompanying unaudited notes are an integral part of these condensed consolidated financial statements.

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

	<b>For the Three Months Ending September 30,</b>		<b>For the Nine Months Ending September 30,</b>	
	<b>2014</b>	<b>2013</b>	<b>2014</b>	<b>2013</b>
Revenue	\$ 433,317	\$ 454,412	\$ 1,535,961	\$ 1,531,550
Revenue - related party	40,950	40,951	122,850	122,850
Total revenue	474,267	495,363	1,658,811	1,654,400
Cost of revenue	171,615	169,581	536,142	539,477
Gross profit	302,652	325,782	1,122,669	1,114,923
Expenses:				
General and administrative expenses	391,422	388,406	1,094,917	1,126,142
Depreciation and amortization	27,234	28,508	85,963	84,504
Total expenses	418,656	416,914	1,180,880	1,210,646
Net operating loss	(116,004)	(91,132)	(58,211)	(95,723)
Other income (expense):				
Interest expense	(133,164)	(131,312)	(399,795)	(397,801)
Other income (expense)	-	-	-	-
Total other expense	(133,164)	(131,312)	(399,795)	(397,801)
Net loss before provision for income tax	(249,168)	(222,444)	(458,006)	(493,524)
Provision for income tax expense	-	-	-	-
Net loss	(249,168)	(222,444)	(458,006)	(493,524)
Net income (loss) attributable to non-controlling interest	(19,567)	65,920	73,633	65,920
Net loss attributable to All-American SportPark, Inc.	\$ (268,735)	\$ (288,364)	\$ (531,639)	\$ (559,444)
Net loss per share - basic and fully diluted	\$ (0.06) 4,624,123	\$ (0.06) 4,624,123	\$ (0.10) 4,624,123	\$ (0.12) 4,579,288
Weighted average number of common shares outstanding - basic and				



fully diluted

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

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

	<b>For the Nine Months Ended September 30,</b>	
	<b>2014</b>	<b>2013</b>
<b>Cash flows from operating activities</b>		
Net loss	\$ (458,006)	\$ (493,524)
Adjustments to reconcile net loss to net cash provided		
by operating activities:		
Depreciation and amortization expense	85,963	84,504
Share based compensation	4,252	6,800
Amortization of prepaid stock-based	-	1,943
compensation		
Changes in operating assets and liabilities:		
Accounts receivable	(705)	3,647
Prepaid expenses and other	(8,691)	562
Cash issued in excess of available funds	9,929	(2,400)
Accounts payable and accrued expenses	101,086	17,887
Deferred revenue	75,000	150,000
Deferred rent liability	(32,835)	(32,836)
Accrued interest payable - related party	320,560	316,706
Net cash provided by operating activities	96,553	53,289
<b>Cash flows from investing activities</b>		
Purchase of property and equipment	(55,445)	(26,361)
Net cash used in investing activities	(55,445)	(26,361)
<b>Cash flows from financing activities</b>		
Proceeds from related parties	43,097	124,398
Payment on capital lease obligation	(23,205)	(25,928)
Proceeds from note payable – related parties	34,000	-
Payments on notes payable – related parties	(95,000)	(114,670)
Net cash used in financing activities	(41,108)	(16,200)
Net increase in cash	-	10,728
Cash - beginning	-	5,500
Cash - ending	\$ -	\$ 16,228

Supplemental disclosures:

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Interest paid	\$	198	\$	1,242
Income taxes paid	\$	-	\$	-

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

**All-American Sportpark, Inc.**

**Notes to Consolidated Financial Statements**

(Unaudited)

**Note 1 – Basis of presentation**

The condensed consolidated 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 condensed consolidated interim financial statements be read in conjunction with the consolidated financial statements of the Company for the year ended December 31, 2013 and notes thereto included in the Company's Form 10-K. The Company follows the same accounting policies in the preparation of consolidated interim reports.

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

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

**Note 2 – Going concern**

As of September 30, 2014, we had an accumulated deficit of \$27,276,618. In addition, the Company's current liabilities exceed its current assets by \$12,324,068 as of September 30, 2014.

The Company's management believes that its continuing operations may not be sufficient to fund operating cash needs and debt service requirements over at least the next 12 months. As such, management plans on seeking other sources of funding including the restructuring of current debt as needed, which may include Company officers or directors

and/or other related parties. In addition, management continues to analyze all operational and administrative costs of the Company and has made and will continue to make the necessary cost reductions as appropriate. The inability to build attendance to profitable levels beyond a 12-month period may require the Company to seek additional debt, restructure existing debt or equity financing to meet its obligations as they come due. There is no assurance that the Company would be successful in securing such debt or equity financing in amounts or with terms acceptable to the Company.

Nevertheless, management continues to seek out financing to help fund working capital needs of the Company. In this regard, management believes that additional borrowings against the TMGE could be arranged although there can be no assurance that the Company would be successful in securing such financing or with terms acceptable to the Company. Among its alternative courses of action, management of the Company may seek out and pursue a business combination transaction with an existing private business enterprise that might have a desire to take advantage of the Company's status as a public corporation. There is no assurance that the Company will acquire a favorable business opportunity through a business combination. In addition, even if the Company becomes involved in such a business opportunity, there is no assurance that it would generate revenues or profits, or that the market price of the Company's common stock would be increased thereby.

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 3 – Recent accounting policies**

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

### **Note 4 – Non-controlling interest**

Non-controlling interest represents the minority stockholders' proportionate share of the equity of All-American Golf Center ("AAGC") which is a 51% owned subsidiary of the Company. At September 30, 2014, we owned 51% of AAGC's capital stock, representing voting control and a majority interest. Our controlling ownership interest requires that AAGC's operations be included in the Condensed Consolidated Financial Statements contained herein. The 49% equity interest that is not owned by us is shown as "Non-controlling interest in consolidated subsidiary" in the Condensed Consolidated Statements of Operations and Condensed Consolidated Balance Sheets. As of September 30, 2014, St. Andrews Golf Shop, our minority interest partner and a related party, held a \$391,444 interest in the net asset value of our subsidiary AAGC and a \$73,633 interest in the net income from operations of AAGC.

### **Note 5 – Related party transactions**

#### *Due to related parties*

The Company's employees provide administrative/accounting support for (a) 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.

Administrative/accounting payroll and employee benefits expenses are allocated based on an annual review of the personnel time expended for each entity. Amounts allocated to these related parties by the Company approximated \$36,914 and \$26,058 for the nine months ended September 30, 2014 and 2013, respectively. The Company records

this allocation by reducing the related expenses and allocating them to the related parties.

In addition to the administrative/accounting support provided by the Company to the above stores, the Company received funding for operations from these and various other stores owned by the Company's President and his brother, and the former Chairman. These funds helped pay for office supplies, phone charges, postages, and salaries. The net amount due to these stores totaled \$1,582,142 and \$1,539,045 as of September 30, 2014 and December 31, 2013, respectively. The amounts are non-interest bearing and due out of available cash flows of the Company. Additionally, the Company has the right to offset the administrative/accounting support against the funds received from these stores.

Both Ronald Boreta and John Boreta have continued to defer half of their monthly salaries until the Company is in a more positive financial state. The amounts deferred for the nine months ending September 30, 2014 and 2013 were \$357,500 and \$260,000 respectively.

*Notes and Interest Payable to Related Parties:*

The Company has various notes and interest payable to the following entities as of September 30, 2014, and December 31, 2013, respectively:

	2014	2013
Various notes payable to Vaso Boreta bearing 10% per annum and due on demand (1)	\$ 3,200,149	\$ 3,200,149
Note payable to BE Holdings 1, LLC bearing 10% per annum and due on demand (2)	100,000	100,000
Various notes payable to SAGS, bearing 10% per annum and due on demand (3)	813,846	833,846
Notes payable to Ron and John Boreta personally (4)	-	75,000
Notes payable to Westside, 15, LLC	34,000	-
Note payable to BE, III bearing 10% per annum and due on demand (5)	200,500	200,500
Total	\$ 4,348,495	\$ 4,409,495

- (1) Vaso Boreta is the former Chairman of the Board of the Company who passed away in October 2013.
- (2) BE Holdings 1, LLC is owned by Vaso Boreta.
- (3) Saint Andrews is owned by Ronald Boreta and John Boreta.
- (4) The Notes were in the principal amount of \$37,500 each.
- (5) BE III, LLC is owned by Ronald Boreta and John Boreta.

All maturities of related party notes payable and the related accrued interest payable as of September 30, 2014 are due and payable upon demand. At September 30, 2014, the Company has no loans or other obligations with restrictive debt or similar covenants.





On June 15, 2009, the Company entered into a “Stock Transfer Agreement” with St. Andrews Golf, Ltd. a Nevada limited liability company, which is wholly-owned by Ronald Boreta, our chief executive officer and John Boreta, a principal shareholder and now a Director of the Company. Pursuant to this agreement, we agreed to transfer a 49% interest in our wholly owned subsidiary, AAGC as a partial principal payment in the amount of \$600,000 on the Company’s outstanding loan due to St. Andrews Golf Shop, Ltd. In March 2009, the Company engaged the services of an independent third party business valuation firm, Houlihan Valuation Advisors, to determine the fair value of the business and the corresponding minority interest. Based on the Minority Value Estimate presented in connection with this appraisal, which included valuations utilizing the income, market and transaction approaches in its valuation methodology, the fair value of a 49% interest totaled \$ 600,000.

As of September 30, 2014 and December 31, 2013, accrued interest payable - related parties related to the notes payable – related parties totaled \$5,721,341 and \$5,400,781 respectively.

*Lease to SAGS*

The Company subleases space in the clubhouse to SAGS. Base rent includes \$13,104 per month through July 2013 with a 5% increase for each of two 5-year options to extend in July 2013 and July 2017. For the nine months ending September 30, 2014 and 2013, the Company recognized rental income totaling \$122,850 and \$122,850, respectively.

**Note 6 – Commitments**

*Lease agreements*

The land underlying the TMGE is leased under an operating lease that was to initially expire in 2013 and had two five-year renewal options. In March 2006, the Company exercised the first of two options, extending the lease to 2018. Also, the lease has a provision for contingent rent to be paid by AAGC upon reaching certain levels of gross revenues. The Company recognizes the minimum rental expense on a straight-line basis over the term of the lease, which includes the two five year renewal options.

At September 30, 2014, minimum future lease payments under non-cancelable operating leases are as follows:

2014	\$ 132,460
2015	529,840
2016	529,840
2017	397,380
Thereafter	2,914,123
	\$ 4,503,643

Total rent expense for this operating lease was \$397,380 and \$397,380 for the nine months ended September 30, 2014 and 2013.

*Capital Lease*

The Company entered into a capital lease for new Club Car gas powered golf carts. The lease is 48 months in length and started on December 8, 2013. The Company pays \$2,887 a month in principal and interest expense related to the lease.

The Company entered into a capital lease for a new telephone system during the third quarter of 2011. The lease is 36 months in length and started in July of 2011. The Company pays \$642 a month in principal and interest expense related to the lease. This lease expired in July 2014.

The following is a schedule by year of future minimum payments required under these lease agreements.

	Golf Cart	Total
2014	\$ 8,661	\$ 8,661
2015	34,644	34,644
2016	34,644	34,644
2017	34,644	34,644
Total payments	112,593	112,593
Less interest	3,907	3,907
Total principal	108,686	108,686
Less current portion	36,545	36,545
Long-term portion	\$ 72,141	\$ 72,141

Accumulated depreciation for the capital leases as of September 30, 2014 and December 31, 2013 was \$41,592 and \$14,070, respectively.

*Customer Agreement*

On June 19, 2009, AAGC entered into a Customer Agreement with Callaway Golf Company ("Callaway") and Saint Andrews pursuant to which Callaway has agreed to make certain cash payments and other consideration to AAGC and Saint Andrews in exchange for an exclusive marketing arrangement for the golf center operated by AAGC. Callaway is a major golf equipment manufacturer and supplier.

On March 9, 2013, AAGC entered into an amendment to its Customer Agreement with Callaway (the "Amendment"). The Amendment provided that AAGC was to use all reasonable efforts to negotiate and enter into a non-exclusive written contract with an alternative retail branding partner. In the event that AAGC was successful in executing a written contract with an alternative retail branding partner, the Customer Agreement would terminate on June 30,

2013.

Pursuant to the terms of the Amendment, Callaway was not required to pay any marketing funds or other fees or expenses required under the Customer Agreement during the first two quarters of 2013. The Amendment also provided that Callaway could, at its option, continue to feature its products in a second position at the golf center, of which they have chosen to do, after termination of the Customer Agreement, under certain terms and conditions.

*Sponsorship Agreement*

On March 27, 2013, AAGC entered into a Golf Center Sponsorship Agreement (“Sponsorship Agreement”) with Taylor Made Golf Company, Inc., doing business as TaylorMade-adidas Golf Company (“TMaG”) pursuant to which the golf center operated by AAGC was to be rebranded using TaylorMade® and other TMaG trademarks.

As part of the Sponsorship Agreement, TMaG agreed to reimburse AAGC for the reasonable costs associated with the rebranding efforts, including the costs associated with the build-out of the golf center and a new performance lab (described below), up to a specified maximum amount. In addition AAGC received a payment of \$200,000 upon execution of the Sponsorship Agreement and, so long as AAGC continues to operate the golf center and comply with the terms and conditions of the Sponsorship Agreement TMaG is to make additional payments to AAGC on each of March 26, 2014 and March 26, 2015. Their second payment was made April 3, 2014.

The Sponsorship Agreement provides that TMaG would install a performance lab at AAGC's facility that would include one nine-camera motion analysis system and one putting lab, and would provide additional services, equipment, supplies and resources for the golf center. The performance lab was installed in 2013. Phase I of the remodeling of the golf center included the entire golf shop, activities area/golf check-in and restaurant area and was completed in the first quarter of 2014. Phase II is expected to begin in the first quarter of 2015 and will involve remodeling the driving range area. Brief construction took place in September to fix a few areas of the shop the could be utilized better for the customer.

The Sponsorship Agreement includes provisions concerning the display of TMaG merchandise, payment terms, retail sales targets and other related matters. Also, Saint Andrews Golf Shop, a tenant of AAGC which is owned by Ronald Boreta, the Company's President, and John Boreta, a Director of the Company, will receive a quarterly rebate based on the wholesale price of the TMaG merchandise purchased at the golf center. In addition, provided that the Las Vegas Golf and Tennis stores owned by Ronald Boreta and John Boreta maintain TMaG as their premier vendor at its locations, TMaG will pay such stores a quarterly rebate based on the wholesale price of the TMaG merchandise purchased at those locations.

The initial term of the Sponsorship Agreement is for five years. AAGC and TMaG may mutually agree in writing to extend the Sponsorship Agreement for an additional four year period; provided that the option to renew the Agreement shall be determined by the parties not later than ninety (90) days prior to the end of the initial term and shall be consistent with the AAGC's lease on its golf center property.

**Note 7 – Stockholders' deficit**

*Preferred stock*

As of September 30, 2014, we had no preferred shares issued and outstanding.

*Common stock*

As of September 30, 2014, we had 4,624,123 shares of our \$0.001 par value common stock issued and outstanding.

*Equity-based compensation*

On May 24, 2013, the Company granted 68,000 shares of restricted common stock to one director and one employee for services. In accordance with the terms of the grant, the shares will vest in full at the end of two years from the date of grant for the director. The restricted common stock granted to the employee will vest in full at the end of three years from the date of grant. The Company has recorded prepaid stock-based compensation of \$6,043 representing the estimated fair value on the date of grant, and will amortize the fair market value of the shares to compensation expense ratably over the two and three year vesting periods.

Also on May 24, 2013, the Company granted 34,000 shares of common stock to a director for past services. These shares are fully vested. The fair value on the date of grant of \$6,800 was recorded as stock-based compensation.

**Note 8 – Subsequent Events**

After a review of all business dealings, the company determined they had no subsequent events to disclose.





## **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,” “expect” or “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:

- increased competitive pressures from existing competitors and new entrants;
- deterioration in general or regional economic conditions;
- adverse state or federal legislation or regulation that increases the costs of compliance, or adverse findings by a regulator with respect to existing operations;
- loss of customers or sales weakness;
- inability to achieve future sales levels or other operating results;
- the inability of management to effectively implement our strategies and business plans; and
- the other risks and uncertainties detailed in this report.



## Overview of Current Operations

On June 19, 2009, AAGC entered into a Customer Agreement with Callaway Golf Company (“Callaway”) and Saint Andrews pursuant to which Callaway agreed to make certain cash payments and other consideration to AAGC and Saint Andrews in exchange for an exclusive marketing arrangement for the Callaway Golf Center operated by AAGC. Callaway is a major golf equipment manufacturer and supplier. Saint Andrews subleases space at the Callaway Golf Center and operates a golf equipment store at the Callaway Golf Center.

The Customer Agreement with Callaway provided that Callaway would provide Saint Andrews with \$250,000 annual advertising contribution in the form of golf related products. In addition, Saint Andrews was given an opportunity to earn additional credits upon reaching a sales threshold.

In connection with the signing of the Customer Agreement, AAGC received several concessions to help in the operation of the business, upgrading certain areas, and remodel of some portions of the AAGC facility. Callaway also provided staff uniforms, range golf balls and rental golf equipment for AAGC’s use at the Callaway Golf Center. Both AAGC and Saint Andrews agreed to exclusively sell only Callaway golf products at the Callaway Golf Center for the term of the Customer Agreement.

On March 9, 2013, AAGC entered into an amendment to its Customer Agreement with Callaway (the “Amendment”). The effective date of the Amendment was January 20, 2013. The Amendment provided that AAGC was to use all reasonable efforts to negotiate and enter into a non-exclusive written contract with an alternate retail branding partner. In the event that AAGC was successful in executing a written contract with an alternative retail branding partner, the Customer Agreement was to terminate on June 30, 2013. In the event that an agreement with an alternative retailed branding partner was not entered into by June 30, 2013, the Customer Agreement was to terminate on that date but AAGC would have the right to continue to feature its products in a second position at the TaylorMade Golf Experience after termination of Customer Agreement, under certain terms and conditions.

On March 27, 2013, AAGC entered into a Golf Center Sponsorship Agreement with Taylor Made Golf Company, Inc., doing business as TaylorMade-Adidas Golf Company (“TMaG”) pursuant to which the golf center operated by AAGC will be rebranded using TaylorMade® and other TMaG trademarks.

As part of the Sponsorship Agreement, TMaG has agreed to reimburse AAGC for the reasonable costs associated with the rebranding efforts, including the costs associated with the build-out of the golf center and a new performance lab (described below), up to a specified maximum amount. In addition, AAGC received a payment of \$200,000 within a few days of signing the Sponsorship Agreement and, so long as AAGC continues to operate the golf center and comply with the terms and conditions of the Agreement TMaG will make additional payments to AAGC on each of March 26, 2014 and March 26, 2015. The second payment in the amount of \$150,000 was received on April 3, 2014. The Company will recognize these payments as revenue on a straight-line basis over the term of the agreement. Their second payment was made April 3, 2014.

The Sponsorship Agreement provides that TMaG would install a performance lab at AAGC's facility that would include one nine-camera motion analysis system and one putting lab, and would provide additional services, equipment, supplies and resources for the golf center. The performance lab was installed in 2013. Phase I of the remodeling of the golf center included the entire golf shop, activities area/golf check-in and restaurant area and was completed in the first quarter of 2014. Phase II is expected to begin in the second or third quarter of 2014 and will involve remodeling the driving range area and additional construction in the golf shop.

The Sponsorship Agreement includes provisions concerning the display of TMaG merchandise, payment terms, retail sales targets and other related matters. Also, Saint Andrews Golf Shop, a tenant of AAGC which is owned by Ronald Boreta, the Company's President, and John Boreta, a Director of the Company, will receive a quarterly rebate based on the wholesale price of the TMaG merchandise purchased at the golf center. In addition, provided that the Las Vegas Golf and Tennis stores owned by Ronald Boreta and John Boreta maintain TMaG as its premier vendor at its locations, TMaG will pay such stores a quarterly rebate based on the wholesale price of the TMaG Merchandise purchased at those locations.

The initial term of the Sponsorship Agreement is for five years. AAGC and TMaG may mutually agree in writing to extend the Agreement for an additional four year period; provided that the option to renew the Sponsorship Agreement shall be determined by the parties not later than ninety (90) days prior to the end of the initial term and shall be consistent with the AAGC's lease on its golf center property.

On January 25, 2011, The 305 Group leased the restaurant at the TaylorMade Golf Experience. They renamed the restaurant The Upper Deck Grill and Sports Lounge. The tenant remodeled the entire restaurant space and opened to the public on April 28, 2011. They offer fresh made foods for the restaurant and bar. In 2014 the restaurant was unable to make appropriate lease payments and the lease was terminated and a new lease was entered into effective March 1, 2014 that places the restaurant on a month to month lease at a rate of \$3,320 a month plus percentage rent when certain sale amounts are reached.

### **Results of Operations for the three months ended September 30, 2014 and 2013 compared.**

#### **INCOME:**

##### **Revenue**

Our revenue for the three months ended September 30, 2014 was \$433,317 compared to \$454,412 in the three months ended September 30, 2013, a decrease of \$21,095, or 4.64%. The decrease in revenues has been attributed to a downward turn in the golf industry nationally. Our business in all areas of the golf course is down, including the driving range, special events and leagues.

Revenue - related party for the three months ended September 30, 2014 was \$40,950, compared to \$40,951 in 2013.



### **Cost of Sales/Gross Profit Percentage of Sales**

Cost of sales currently consists mainly of payroll and benefits expenses of the AAGC staff, and operating supplies. Our cost of sales for the three months ended September 30, 2014 was \$171,615, an increase of \$2,034 or 1.20% from \$169,581 for the three month period ended September 30, 2013. The slight increase was related to the regular cost of living increases given to staff, as well as banking and credit card fee increases.

Gross profit as a percentage of sales decreased to 63.81%, for the three months ended September 30, 2014. Gross profit as a percentage of sales was 65.77% for the three months ended September 30, 2013. This decrease is due to the factors discussed above.

### **EXPENSES:**

#### **General and Administrative Expenses**

General and administrative expenses for the three months ended September 30, 2014 were \$391,421, an increase of \$3,015 or 0.78%, from \$388,406 for the three months ended September 30, 2013. Expenses were slightly up during this period in utility expenditures, which are attributed to increases imposed by providers and the hot summer experienced in Las Vegas.

Depreciation and amortization expenses for the three months ended September 30, 2014 were \$27,234 a decrease of \$1,274, or 4.47% from \$28,508 for the three months ended September 30, 2013. As a result of the final payment on the Company's telephone lease, monthly depreciation has slightly decreased.

#### **Total Expenses**

Our overall operating expenses increased \$1,714 or 0.42% from \$416,914 in 2013 to \$418,655 for the three months ended September 30, 2014. This slight increase is due to cost of living and other increases passed on from third-party vendors outside of our control.

**Net Income (Loss) from Operations**

We had net loss from operations of \$116,004 three months ended September 30, 2014 as compared to net loss from operations of \$91,132 for the three months ended September 30, 2013 an increase of \$24,872 or 27.29%. The increase in net loss from operations was due to the decrease in golf rounds and driving range buckets that resulted in decreased revenue for the three months ended September 30, 2014.

**Interest Expense**

Our interest expense increased by only \$1,297 or 0.98% from \$131,867 for three months ended September 30, 2013 to \$133,164 for three months ended September 30, 2014.

## **Net Loss**

The net loss before non-controlling interest for the three months ended September 30, 2014 was \$249,168 as compared to \$222,444 for the same period in 2013. The increase of \$26,724 or 12.01% is due to the decrease in revenue.

The net loss attributable to non-controlling interest for the third quarter of 2014 was \$19,567 as compared to net income attributable to non-controlling interest of \$65,920 for the same period in 2013. That resulted in net loss attributable to All-American Sport Park of \$268,735 for 2014 as compared to \$288,364 for 2013

## **Results of Operations for the nine months ended September 30, 2014 and 2013 compared.**

### **INCOME:**

#### **Revenue**

Our revenue for the nine months ended September 30, 2014 was \$1,535,961 as compared to \$1,531,550 for the nine months ended September 30, 2013, an increase of \$4,411, or 0.29%. The slight revenue increase is due to the fact that revenue in the first six months of 2014 was up overall.

Revenue - related party for the nine months ended September 30, 2014 was \$122,850, compared to \$122,850 for the nine months ended September 30, 2013.

#### **Cost of Sales/Gross Profit Percentage of Sales**

Cost of sales currently consists mainly of payroll and benefits expenses of the AAGC staff, and operating supplies. Our cost of sales for the nine months ended September 30, 2014 was \$536,142, a decrease of \$3,335 or 0.62% from \$539,477 for the nine month period ended September 30, 2013. The slight decrease was related to a decrease in payroll expenses as our management consciously tried to reduce expenses due to the downturn in the golf industry for the nine months ending September 2014.



Gross profit as a percentage of sales was 67.68% for the nine months ended September 30, 2014 and 67.39% for the nine months ended September 30, 2013. The Gross profit was virtually unchanged in the third quarter from 2014 to 2013.

## **EXPENSES**

### **General and Administrative Expenses**

General and administrative expenses for the nine months ended September 30, 2014 were \$1,094,917, a decrease of \$31,225 or 2.77%, from \$1,126,142 for the nine months ended September 30, 2013. During the first six months of 2014 the general expenses were down overall, but had a slight increase in the third quarter, giving a down trend overall.

Depreciation and amortization expenses for the nine months ended September 30, 2014 were \$85,963 an increase of \$1,459, or 1.73% from \$84,504 for the nine months ended September 30, 2013. The purchase of a new range ball picker and the golf carts caused a slight increase in depreciation. This was partially offset by the elimination of a telephone lease that was paid off in the third quarter of 2014.

### **Total Expenses**

Our overall operating expenses decreased \$29,766 or 2.46% from \$1,210,646 in 2013 to \$1,180,880 for the nine months ended September 30, 2014. This was due to the conscious efforts by management to lower expenses during the downturn in the golf industry that started at the beginning of this year.

### **Net Income (Loss) from Operations**

We had net loss from operations of \$58,211 for the nine months ended September 30, 2014 a decrease of \$37,512 or 39.19% over the same period in 2013 of \$95,723. The increase in net loss from operations was due to an overall increase in revenue over the first six months and a decrease in expenses for the nine months ended September 2014

### **Interest Expense**

Our interest expense increased by 0.05% or \$1,994 from \$397,801 for the nine months ended September 30, 2013 to \$399,795 for the nine months ended September 30, 2014.

### **Net Loss**

The net loss before non-controlling interest for the nine months ended September 30, 2014 was \$458,006 as compared to \$493,524 for the same period in 2013. The decrease of \$35,518 or 7.20% is due to an increase in revenue and a decrease in expenses for the nine months ended September 30, 2014.

The net income attributable to non-controlling interest for the second quarter of 2014 was \$73,633 as compared to \$65,920 for the same period in 2013. That resulted in net loss attributable to All-American Sport Park of \$531,639 for

2014 as compared to \$559,444 for 2013.

### **Liquidity and Capital Resources**

A critical component of our operating plan impacting our continued existence is the ability to obtain additional capital through additional equity and/or debt financing. We have partnered with TaylorMade/adidas Golf Company ("TMaG") to create an updated facility with a new name and brand. This is expected to help us in generating positive internal operating cash flow.

The following table summarizes our current assets, liabilities, and working capital at September 30, 2014 compared to December 31, 2013.

	<b>September 30,</b>		<b>Increase / (Decrease)</b>	
	<b>2014</b>	<b>December 31, 2013</b>	<b>\$</b>	<b>%</b>
Current Assets	\$14,028	\$4,632	\$9,396	202.85%
Current Liabilities	12,338,096	11,923,443	414,653	3.48%
Working Capital Deficit	\$12,324,068	\$11,918,811		

#### ***Internal and External Sources of Liquidity***

*Cash Flow.* Since inception, we have primarily financed our cash flow requirements through related party debt transactions. If that source of funding is eliminated it may have a material, adverse effect on our operations. We are currently operating at a loss but with positive cash flow because of deferring related party payables and interest payments. Though this has allowed us to currently minimize the deferral of our payables, we continue to depend on this source of financing. Should we lose our ability to defer those payables, without a return to profitability, our cash resources will be limited.

#### ***Satisfaction of our cash obligations for the next 12 months.***

As of September 30, 2014, our cash balance was \$0. Our plan for satisfying our cash requirements for the next twelve months is to use the payment to be received from TMaG in late March 2015 for working capital. So long as AAGC continues to operate the golf center and comply with the terms and conditions of the Agreement TMaG will make an additional payment to AAGC on March 26, 2015.

Given our operating history, predictions of future operating results are difficult to make. Thus, our prospects must be considered in light of the risks, expenses and difficulties frequently encountered by companies in their various stages of commercial viability. Such risks include, but are not limited to, an evolving business model and the management of growth. To address these risks we, among other things, plan to continue to modify our business plan, implement and execute our marketing strategy, develop and upgrade our facilities in a response to our competitor's developments.

***Going Concern***

The financial statements included in this filing have been prepared in conformity with generally accepted accounting principles that contemplate the continuance of the Company as a going concern. Management intends to use borrowings and security sales to mitigate the effects of its cash position, however no assurance can be given that debt or equity financing, if and when required will be available. The financial statements do not include any adjustments relating to the recoverability and classification of recorded assets and classification of liabilities that might be necessary should the Company be unable to continue existence.

*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 or operations, liquidity, capital expenditures or capital resources that is material to investors.

*Critical Accounting Policies and Estimates*

**Stock-based Compensation:** In accordance with accounting standards concerning Stock-based Compensation, the Company accounts for all compensation related to stock, options or warrants using a fair value based method in which compensation cost is measured at the grant date based on the value of the award and is recognized over the service period. Stock issued for compensation is valued on the date of the related agreement and using the market price of the stock.

**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.

**Subsequent events:** In accordance with accounting standards concerning subsequent events, states that a company is not required to disclose the date through which subsequent events have been evaluated. The adoption of this ASU did not have a material impact on our consolidated financial statements.

*Recent Accounting Developments*

The Company believes there are no additional new accounting guidance adopted but not yet effective that is 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 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 third quarter of the fiscal year covered by this report 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.**

We did not have any unregistered sales of equity securities during the quarter ended September 30, 2014.

We did not repurchase any of our equity securities during the quarter ended September 30, 2014.

**ITEM 3. DEFAULTS UPON SENIOR SECURITIES.**

None.

**ITEM 4. MINE SAFETY DISCLOSURES**

Not applicable.

**ITEM 5. OTHER INFORMATION.**

On October 1, 2013, Vaso Boreta, a Director of the Company and a former Chairman and President of the Company, passed away. The Board of Directors has not yet determined whether it will elect a new Director to fill the vacancy.

**ITEM 6. EXHIBITS.**

Exhibit number	Exhibit description	Filed herewith	Form	Incorporated by reference		
				Period ending	Exhibit No.	Filing date
31.1	Certification of Chief Executive and Principal Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	X				
32.1	Certification of Chief Executive and Principal Financial Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002	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)

Date: November 5, 2014

Boreta

Officer,

and as

By: /s/ Ronald

Ronald Boreta, President, Chief Executive

and Treasurer (On behalf of the Registrant

Principal Financial Officer)