

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 periods ended March 31, June 30, and September 30, 2008

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 814-00175

**BROADLEAF CAPITAL PARTNERS, INC.**  
(Exact name of Registrant as specified in its charter)

Nevada

(State or other jurisdiction of  
incorporation or organization)

88-0490034

(I.R.S. Employer  
Identification Number)

3887 Pacific Street  
Las Vegas, Nevada

(Address of principal executive offices)

89121

(Zip Code)

(702) 650-3000

(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 definition of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer   
Non-accelerated filer

Accelerated filer   
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

As of August 29, 2011 the registrant had 144,419,925 shares of common stock outstanding.

**Broadleaf Capital Partners, Inc.**  
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BROADLEAF CAPITAL PARTNERS, INC. AND SUBSIDIARIES  
Consolidated Balance Sheets

ASSETS

	09/30/08 Unaudited	06/30/08 Unaudited	03/31/08 Unaudited	12/31/07 Audited
<b>CURRENT ASSETS</b>				
Cash	\$ 1,259	\$ 393	\$ 727	\$ 111
Total Current Assets	<u>1,259</u>	<u>393</u>	<u>727</u>	<u>111</u>
FIXED ASSETS, NET (Note2, 5)	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>
OTHER ASSETS - Investments in limited partnerships - (Note 2,4,8,9)	<u>121,785</u>	<u>121,785</u>	<u>121,785</u>	<u>121,785</u>
<b>TOTAL ASSETS</b>	<u>\$ 123,044</u>	<u>\$ 122,178</u>	<u>\$ 122,512</u>	<u>\$ 121,896</u>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)</b>				
<b>CURRENT LIABILITIES</b>				
Accounts payable	\$ 41,010	\$ 41,010	\$ 30,590	\$ 30,590
Accrued expenses	169,608	169,608	169,608	\$ 169,608
Accrued interest	118,473	112,009	105,545	99,081
Judgments payable	39,372	39,372	39,375	39,372
Notes payable - current portion (Note 7)	<u>1,047,954</u>	<u>1,047,954</u>	<u>1,047,954</u>	<u>1,047,954</u>
Total Current Liabilities	<u>1,416,417</u>	<u>1,409,953</u>	<u>1,393,072</u>	<u>1,386,605</u>
LONG-TERM DEBT - Notes payable - long term (Note 7)	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>
Total Liabilities	<u>1,416,417</u>	<u>1,409,953</u>	<u>1,393,072</u>	<u>1,386,605</u>
<b>COMMITMENTS AND CONTINGENCIES (Note 8)</b>				
<b>STOCKHOLDERS' EQUITY (DEFICIT)</b>				
Common Stock authorized at \$0.001 par value; shares issued and outstanding 140,473,605				
Total Common Shares issued and outstanding, respectively	140,474	140,474	140,474	140,474
Additional paid-in capital	13,875,209	13,875,209	13,875,209	13,875,209
Stock Subscriptions	(10,304)	(10,304)	(10,304)	(10,304)
Accumulated deficit	<u>(15,298,752)</u>	<u>(15,293,154)</u>	<u>(15,275,936)</u>	<u>(15,270,088)</u>
Total Stockholders' Equity (Deficit)	<u>(1,293,373)</u>	<u>(1,287,775)</u>	<u>(1,270,557)</u>	<u>(1,264,709)</u>
<b>TOTAL LIABILITIES, AND STOCKHOLDERS' EQUITY (DEFICIT)</b>	<u>\$ 123,044</u>	<u>\$ 122,178</u>	<u>\$ 122,515</u>	<u>\$ 121,896</u>

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

BROADLEAF CAPITAL PARTNERS, INC. AND SUBSIDIARIES  
Consolidated Schedule of Investments

<u>Company</u>	<u>Business</u>	<u>Number Shares Owned or %</u>	<u>Original Cost</u>		<u>09/30/08</u>	<u>06/30/08</u>	<u>03/31/08</u>	<u>12/31/07</u>
Canyon Shadows	Real Estate	1%	\$ 1,131,961	(a)	\$ 121,785	\$ 121,785	\$ 121,785	\$121,785
<b>TOTAL INVESTMENTS</b>					<u>\$ 121,785</u>	<u>\$ 121,785</u>	<u>\$ 121,785</u>	<u>\$121,785</u>

**Schedule of Investments - Descriptions**

a) The Company's Investment Committee has valued this investment at cost, less cash distributions to the Company from Canyon Shadows.

BROADLEAF CAPITAL PARTNERS, INC. AND SUBSIDIARIES  
Consolidated Statements of Operations

	For the Nine Months Ended		For the Six Months Ended	
	<u>09/30/08</u>	<u>09/30/07</u>	<u>06/30/08</u>	<u>06/30/07</u>
	Unaudited	Unaudited	Unaudited	Unaudited
REVENUES	\$ 5,697	\$ 5,700	\$ 3,798	\$ 3,800
EXPENSES				
General and administrative	14,969	8,169	13,936	890
Depreciation (Note 5)	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>
Total Expenses	<u>14,969</u>	<u>8,169</u>	<u>13,936</u>	<u>890</u>
NET INVESTMENT INCOME (LOSS)	<u>(9,272)</u>	<u>(2,469)</u>	<u>(10,138)</u>	<u>2,910</u>
OTHER INCOME (EXPENSE)				
Interest expense	<u>(19,392)</u>	<u>(19,392)</u>	<u>(12,928)</u>	<u>(12,928)</u>
Total Other Income (Expense)	<u>(19,392)</u>	<u>(19,392)</u>	<u>(12,928)</u>	<u>(12,928)</u>
INCOME (LOSS) FROM CONTINUING OPERATION BEFORE INCOME TAXES	(28,664)	(21,861)	(23,066)	(10,018)
Income taxes (Note 2)	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>
NET INCOME (LOSS)	<u><u>(28,664)</u></u>	<u><u>(21,861)</u></u>	<u><u>(23,066)</u></u>	<u><u>(10,018)</u></u>
BASIC INCOME (LOSS) PER SHARE				
Basic Income (Loss) Per Share (Note 2)	<u><u>(0.000)</u></u>	<u><u>(0.000)</u></u>	<u><u>(0.000)</u></u>	<u><u>(0.000)</u></u>
WEIGHTED AVERAGE NUMBER OF SHARES OUTSTANDING	<u>140,473,605</u>	<u>140,473,605</u>	<u>140,473,605</u>	<u>140,473,605</u>

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

BROADLEAF CAPITAL PARTNERS, INC. AND SUBSIDIARIES  
Consolidated Statements of Operations

	For the Three Months Ended,					
	<u>09/30/08</u>	<u>09/30/07</u>	<u>06/30/08</u>	<u>06/30/07</u>	<u>03/31/08</u>	<u>03/31/07</u>
	Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Unaudited
REVENUES	\$ 1,899	\$ 1,900	\$ 1,899	\$ 1,900	\$ 1,899	\$ 1,900
<b>EXPENSES</b>						
General and administrative	<u>1,033</u>	<u>7,279</u>	<u>12,653</u>	<u>445</u>	<u>1,283</u>	<u>445</u>
Total Expenses	<u>1,033</u>	<u>7,279</u>	<u>12,653</u>	<u>445</u>	<u>1,283</u>	<u>445</u>
NET INVESTMENT INCOME (LOSS)	<u>866</u>	<u>(5,379)</u>	<u>(10,754)</u>	<u>1,455</u>	<u>616</u>	<u>1,455</u>
<b>OTHER INCOME (EXPENSE)</b>						
Interest expense	<u>(6,464)</u>	<u>(6,464)</u>	<u>(6,464)</u>	<u>(6,464)</u>	<u>(6,464)</u>	<u>(6,464)</u>
Total Other Income (Expense)	<u>(6,464)</u>	<u>(6,464)</u>	<u>(6,464)</u>	<u>(6,464)</u>	<u>(6,464)</u>	<u>(6,464)</u>
INCOME (LOSS) FROM CONTINUING OPERATION BEFORE INCOME TAXES	(5,598)	(11,843)	(17,218)	(5,009)	(5,848)	(5,009)
Income taxes (Note 2)	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>
NET INCOME (LOSS)	<u>(5,598)</u>	<u>(11,843)</u>	<u>(17,218)</u>	<u>(5,009)</u>	<u>(5,848)</u>	<u>(5,009)</u>
<b>BASIC INCOME (LOSS) PER SHARE</b>						
Basic Income (Loss) Per Share (Note 2)	<u>(0.000)</u>	<u>(0.000)</u>	<u>(0.000)</u>	<u>(0.000)</u>	<u>(0.000)</u>	<u>(0.000)</u>
WEIGHTED AVERAGE NUMBER OF SHARES OUTSTANDING	<u>140,473,605</u>	<u>140,473,605</u>	<u>140,473,605</u>	<u>140,473,605</u>	<u>140,473,605</u>	<u>140,473,605</u>

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

BROADLEAF CAPITAL PARTNERS, INC. AND SUBSIDIARIES  
Consolidated Statements of Cash Flows

For the Nine, Six, and Three Months Ended,

	<u>09/30/08</u> Unaudited	<u>09/30/07</u> Unaudited	<u>06/30/08</u> Unaudited	<u>06/30/07</u> Unaudited	<u>03/31/08</u> Unaudited	<u>03/31/07</u> Unaudited
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>						
Net income (loss) from continuing operations	\$ (28,664)	\$ (21,861)	\$ (23,066)	\$ (10,018)	\$ (5,848)	\$ (5,009)
Adjustments to reconcile net loss to net cash used by operating activities:						
Common stock issued for services	0	0	0	0	0	0
(Increase) decrease in other assets	0	0	0	0	0	0
(Increase) decrease in accounts receivable	0	0	0	0	0	0
Increase (decrease) in accounts payable	10,420	0	10,420	0	0	0
Increase (decrease) in Accrued Expenses	19,392	19,392	12,928	12,928	6,464	6,464
Increase (decrease) in Judgements Payable	0	0	0	0	0	0
Net Cash Used in Operating Activities	<u>1,148</u>	<u>(2,469)</u>	<u>282</u>	<u>2,910</u>	<u>616</u>	<u>1,455</u>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>						
Funds received from common stock investments and note conversions to stock	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>
Net Cash Provided (Used) in Investing Activities	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>						
Repayment of notes payable	0	0	0	0	0	0
Net Proceeds from borrowings	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>
Net Cash Provided by Financing Activities	<u>\$ 0</u>	<u>\$ 0</u>	<u>\$ 0</u>	<u>\$ 0</u>	<u>\$ 0</u>	<u>\$ 0</u>
NET DECREASE IN CASH	\$ 1,148	\$ (2,469)	\$ 282	\$ 2,910	\$ 616	\$ 1,455
CASH, BEGINNING OF PERIOD	<u>111</u>	<u>1,535</u>	<u>111</u>	<u>1,535</u>	<u>111</u>	<u>1,535</u>
CASH, END OF PERIOD	<u>\$ 1,259</u>	<u>\$ (934)</u>	<u>\$ 393</u>	<u>\$ 4,445</u>	<u>\$ 727</u>	<u>\$ 2,990</u>

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



BROADLEAF CAPITAL PARTNERS, INC. AND SUBSIDIARIES  
 Consolidated Statements of Cash Flows (Continued)  
 For the Nine, Six, and Three Months Ended,

	<u>09/30/08</u> Unaudited	<u>09/30/07</u> Unaudited	<u>06/30/08</u> Unaudited	<u>06/30/07</u> Unaudited	<u>03/31/08</u> Unaudited	<u>03/31/07</u> Unaudited
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SUPPLEMENTAL DISCLOSURE OF  
 CASH  
 FLOW INFORMATION

Interest paid	\$ <u>0</u>	\$ <u>0</u>	\$ <u>0</u>	\$ <u>0</u>	\$ <u>0</u>	\$ <u>0</u>
Income taxes paid	\$ <u>0</u>	\$ <u>0</u>	\$ <u>0</u>	\$ <u>0</u>	\$ <u>0</u>	\$ <u>0</u>

SUPPLEMENTAL DISCLOSURE OF  
 NON-CASH ACTIVITIES

Common stock issued in conversion of debts and interest	\$ <u>0</u>	\$ <u>0</u>	\$ <u>0</u>	\$ <u>0</u>	\$ <u>0</u>	\$ <u>0</u>
Common stock issued for services	\$ <u>0</u>	\$ <u>0</u>	\$ <u>0</u>	\$ <u>0</u>	\$ <u>0</u>	\$ <u>0</u>
Common Stock Issued on debt conversions	\$ <u>0</u>	\$ <u>0</u>	\$ <u>0</u>	\$ <u>0</u>	\$ <u>0</u>	\$ <u>0</u>
Common stock issued for subscriptions	\$ <u>0</u>	\$ <u>0</u>	\$ <u>0</u>	\$ <u>0</u>	\$ <u>0</u>	\$ <u>0</u>
Common stock issued for settlements	\$ <u>0</u>	\$ <u>0</u>	\$ <u>0</u>	\$ <u>0</u>	\$ <u>0</u>	\$ <u>0</u>

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

## NOTE 1 -COMPANY BACKGROUND

The consolidated financial statements include those of Broadleaf Capital Partners, Inc., a Nevada company, (Broadleaf), and its wholly owned subsidiaries, Peacock Real Estate Development Corporation (PREDC), Peacock International Corporation (PIC), DotCom Ventures, LLC (DotCom), Peacock Sports, Inc. (PSI), Broadleaf Asset Management (BAM), Broadleaf Financial Services (BFS), Silverleaf Venture Fund, LLC (SVF) and Brand Asset Management (Brand). The consolidated financial statements also include its majority-owned subsidiaries, Bay Area Soccer Development Corporation (Bay Area) (70%), Orange County Soccer Development Corporation (Orange) (70%), Riverside County Soccer Development Corporation (Riverside) (53%), and iNetPartners, Inc. (iNet) (51%). Collectively, they are referred to herein as "the Company".

PREDC, a wholly-owned subsidiary, was originally formed on July 29, 1993. On October 22, 1999, the name was changed from Peacock Financial Corporation (California) to Peacock Real Estate Development Corporation. PREDC has had no significant operations since inception.

PIC, a wholly-owned subsidiary, was formed on December 8, 1997. It has had no operations to date, but was formed to invest and trade in securities on an international basis.

DotCom was organized on July 23, 1999. Peacock acquired its initial 50% ownership with an initial investment of \$112,203. On January 5, 2000, the Company acquired the remaining 50% ownership by granting options to acquire a total of 500,000 restricted common shares of the Company at \$0.10 per share. DotCom was organized for the purposes of conducting an internet production company and to consult start-up and emerging growth companies with their internet strategies. DotCom had no operations since 2003.

PSI was incorporated in January 2000 to hold and manage investments in professional sports. During the years ended December 31, 2003, 2002, and 2001, PSI had no significant operations.

In January 2000, the Company acquired an 85% ownership interest for \$50,000 cash in Orange County Soccer Development Corporation (Orange). The investment was recorded as a purchase. Orange discontinued operations effective December 31, 2000.

In February 2000, the Company acquired an 85% ownership interest for \$100,000 cash in Bay Area Soccer Development Corporation (Bay Area). The investment was recorded as a purchase. Effective December 31, 2000, Bay Area discontinued its operations.

In February 2000, the Company acquired a 53% ownership interest in Riverside County Soccer Development Corporation (Riverside) for \$6,000. The investment was recorded as a purchase. Effective December 31, 2000, Riverside discontinued its operations.

Broadleaf holds a 51% interest in iNet as of December 31, 2001. iNet was organized under the laws of the State of California on December 15, 1999 with the intent to develop Internet e-commerce applications for both the new and used automotive markets. Effective December 31, 2000, iNet had no significant operations.

On May 23, 2002 Storage Suites America was formed as a wholly owned subsidiary to take advantage of the growing self storage trend. During 2002 it was decided Broadleaf could not provide the capital and management support needed by Storage Suites America to implement their business plan. During March 2003 the Storage Suites America entity was sold by Broadleaf.

Silverleaf Venture Fund, LLC was formed on July 29, 2003 as a wholly owned subsidiary. The company had a limited history and briefly acquired shares in small micro cap companies during 2003 and 2004. However, due the lack of liquidity and markets available willing to buy these investments, they were written down to zero market value based on management recommendations and has had no significant operations since 2004.

Broadleaf's remaining subsidiaries, BAM, BFS, and Brand, were all incorporated in 2001. These subsidiaries have had no operations to date, and management is currently evaluating its alternatives for these companies.

## NOTE 1 - COMPANY BACKGROUND (Continued)

On September 15, 1998, the Company filed with the Securities and Exchange Commission to become a Business Development Corporation as defined under the Investment Act of 1940. Simultaneously, the Company registered an offering circular with the SEC for 13,000,000 shares of common stock under Regulation E of the Investment Act to raise capital and to make investments in real estate and in eligible portfolio companies. The Company participates in the formation of, and invests in, emerging or early-stage companies in various fields of business by arranging for and contributing capital and providing management assistance. During 2004 the Company had failed to comply with Business Development Company requirements while trying to maintain business operations and the Business Development License has been rescinded by the SEC.

From December 2000 through 2006 the Company did not have a permanent President but was run by interim President Robert A. Braner who was also Chairman of the Board during the same time. The Company has since hired a permanent President and restored its normal management structure.

The Company currently continues operations of its active holdings, all in the parent Company structure and not its subsidiaries which are currently inactive and being held for future ventures. Also, the Company is actively looking for opportunities to utilize its tax assets.

## NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

### Basis of Presentation.

Broadleaf Capital Partners, Inc. (the Company) is a closed-end management investment company organized as a Nevada corporation. Although these types of company's should prepare their financial statements in conformity with accounting principles generally accepted in the United States of America, and are subject to audit as are other investment companies, the statement presentation of some companies may need to be tailored to present the information in a manner most meaningful to their particular group of investors. Since debt is a significant item, the Company concluded that a balance sheet would be more appropriate than a statement of net assets. Also, the Company believes Article 5 of Regulation S-X applies.

### FASB Codification:

In June 2009, the FASB issued ASC 105, *Generally Accepted Accounting Principles*, ("Codification") effective for interim and annual reporting periods ending after September 15, 2009. This statement establishes the Codification as the source of authoritative accounting principles used in the preparation of financial statements in conformity with generally accepted accounting principles. The Codification does not replace or affect guidance issued by the SEC or its staff. As a result of the Codification, the references to authoritative accounting pronouncements included herein in this Annual Report now refer to the Codification topic section rather than a specific accounting rule as was past practice.

### Principles of Consolidation:

The consolidated financial statements include those of Broadleaf Capital Partners, Inc., a Nevada corporation, and its wholly-owned subsidiaries, Peacock Real Estate Development Corporation (California) (PREDC), Peacock International Corporation (Bahamas) (PIC), DotCom Ventures, LLC (DotCom), Peacock Sports, Inc. (PSI), Silverleaf Venture Fund, LLC (SVF), Broadleaf Asset Management (BAM), Broadleaf Financial Services (BFS), and Brand Asset Management (Brand). They also include the majority owned subsidiaries, Bay Area Soccer Development Corporation (Bay Area) (80%), Orange County Soccer Development Corporation (Orange) (85%), Riverside County Soccer Development Corporation (Riverside) (53%), and iNet Partners, Inc. (iNet) (51%). All significant intercompany accounts and transactions have been eliminated.

## NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### Use of Estimates:

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

### Risk and Uncertainties:

Our future results of operations and financial condition will be impacted by the following factors, among others: our lack of capital resources, dependence on third-party management to operate the companies in which we invest and dependence on the successful development and marketing of any new products in new and existing markets. Generally, we are unable to predict the future status of these areas of risk and uncertainty. However, negative trends or conditions in these areas could have an adverse affect on our business.

### Cash and Cash Equivalents:

For financial statement presentation purposes, short-term, highly liquid investments with original maturities of three months or less are considered to be cash equivalents. The Company maintains its cash accounts at all times at levels that do not exceed the insurable FDIC limit, but management believes that there is little risk of loss.

### Fair Value of Financial Instruments:

In September 2006, the Financial Accounting Standards Board (FASB) introduced a framework for measuring fair value and expanded required disclosure about fair value measurements of assets and liabilities. The Company adopted the standard for those financial assets and liabilities as of the beginning of the 2008 fiscal year and the impact of adoption was not significant. FASB Accounting Standards Codification (ASC) 820 "*Fair Value Measurements and Disclosures*" (ASC 820) 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. ASC 820 also 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 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 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.
- Level 3—Inputs that are both significant to the fair value measurement and unobservable.

The respective carrying value of certain on-balance-sheet financial instruments approximated their fair values due to the short-term nature of these instruments. These financial instruments include investments in available-for-sale securities and accounts payable and accrued expenses. The Company has also applied ASC 820 for all non-financial assets and liabilities measured at fair value on a non-recurring basis. The adoption of ASC 820 for non-financial assets and liabilities did not have a significant impact on the Company's financial statements.

## NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### Investments:

The Company's loans, net of participations and any unearned discount, are considered investments under the 1940 Act and are recorded at fair value. Since no ready market exists for these loans, the fair value is determined in good faith by the Board of Directors. In determining the fair value, the Company and Board of Directors consider factors such as the financial condition of the borrower, the adequacy of the collateral and individual credit risks.

Investments in equity securities are recorded at fair value, represented as cost, plus or minus unrealized appreciation or depreciation, respectively. The carrying values of investments that have no readily-determinable market values are determined by the Board of Directors, based upon its analysis of the assets and revenues of the underlying invested companies.

Because of the inherent uncertainty of valuations, the Board of Directors' estimates of the values of the investments may differ significantly from the values that would have been used had a ready market for the investments existed and the differences could be material.

### Comprehensive Income:

ASC Topic 220 (SFAS No. 130) establishes standards for reporting comprehensive income and its components. Comprehensive income is defined as the change in equity during a period from transactions and other events from non-owner sources. Per the consolidated financial statements, the Company has purchased available-for-sale securities that are subject to this reporting.

### Other-Than-Temporary Impairment:

All of our non-marketable and other investments are subject to a periodic impairment review. Investments are considered to be impaired when a decline in fair value is judged to be other-than-temporary. The indicators that we use to identify those events and circumstances include:

- the investee's revenue and earnings trends relative to predefined milestones and overall business prospects;
  - When events or changes in circumstances indicate that long-lived assets other than goodwill may be impaired, an evaluation is performed to determine if a write-down to fair value is required. When an asset is classified as held for sale, the asset's book value is evaluated and adjusted to the lower of its carrying amount or fair value less cost to sell. In addition, depreciation and amortization ceases while it is classified as held for sale.
  - the general market conditions in the investee's industry or geographic area, including regulatory or economic changes;
  - factors related to the investee's ability to remain in business, such as the investee's liquidity, debt ratios, and the rate at which the investee is using its cash;
- and
- the investee's receipt of additional funding at a lower valuation. If an investee obtains additional funding at a valuation lower than our carrying amount or a new round of equity funding is required for the investee to remain in business, and the new round of equity does not appear imminent, it is presumed that the investment is other than temporarily impaired, unless specific facts and circumstances indicate otherwise.

### Recently Issued Accounting Pronouncements:

In May 2009, the FASB issued SFAS No. 165, *Subsequent Events* ("SFAS 165" or ASC 855). SFAS 165 (ASC 855) establishes general standards of accounting for and disclosure of events that occur after the balance sheet date but before financial statements are issued or are available to be issued. SFAS 165 (ASC 855) sets forth (1) The period after the balance sheet date during which management of a reporting entity should evaluate events or transactions that may occur for potential recognition or disclosure in the financial statements, (2) The circumstances

under which an entity should recognize events or transactions occurring after the balance sheet date in its financial statements and (3) The disclosures that an entity should make about events or transactions that

**NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)**

occurred after the balance sheet date. SFAS 165 (ASC 855) was effective for interim or annual financial periods ending after June 15, 2009.

In June 2009, the FASB issued SFAS No. 168, *The FASB Accounting Standards Codification and the Hierarchy of Generally Accepted Accounting Principles—a replacement of FASB Statement No. 162* (“SFAS 168” or ASC 105-10). The FASB Accounting Standards Codification (“Codification”) will be the single source of authoritative

Non-governmental U.S. generally accepted accounting principles. Rules and interpretive releases of the SEC under authority of federal securities laws are also sources of authoritative GAAP for SEC registrants. SFAS 168 (ASC 105-10) was effective for interim and annual periods ending after September 15, 2009. All existing accounting standards are superseded as described in SFAS 168. All other accounting literature not included in the Codification is non-authoritative. Existing GAAP was not intended to be changed as a result of the Codification, and accordingly the change did not impact our financial statements. The ASC does change the way the guidance is organized and presented.

In October 2009, the FASB issued Accounting Standard Update (“ASU”) No. 2009-13, *Multiple-Deliverable Revenue Arrangements* (“ASU 2009-13. This standard updates FASB ASC 605, *Revenue Recognition* (“ASC 605”). The amendments to ASC 605 requires entities to allocate revenue in an arrangement using estimated selling prices of the delivered goods and services based on a selling price hierarchy. These amendments to ASC 605 should be applied on a prospective basis for revenue arrangements entered into or materially modified in fiscal years beginning on or after June 15, 2010, with early adoption permitted. The Company adopted these amendments on January 1, 2010. Management does not believe that the adoption of this standard will have any impact on the Company’s financial statements.

In January 2010, the FASB issued ASU No. 2010-06, *Fair Value Measurements and Disclosures* (“ASU 2010-06”). This standard updates FASB ASC 820, *Fair Value Measurements* (“ASC 820”). ASU 2010-06 requires additional disclosures about fair value measurements including transfers in and out of Levels 1 and 2 and separate disclosures about purchases, sales, issuances, and settlements relating to Level 3 measurements. It also clarifies existing fair value disclosures about the level of desegregations and about inputs and valuation techniques used to measure fair value. The standard is effective for interim and annual reporting periods beginning after December 15, 2009 except for the disclosures about purchases, sales, issuances and settlements which is effective for fiscal years beginning after December 15, 2010 and for interim periods within those fiscal years. The Company adopted ASU 2010-06 on January 1, 2010, which had no material impact on the financial statements. Other recent accounting pronouncements issued by the FASB (including its EITF), the AICPA, and the SEC did not or are not believed by management to have a material impact on the Company’s present or future financial statements.

**Revenue and Cost Recognition:**

The Company applies paragraph 605-10-S99-1 of the FASB Accounting Standards Codification for revenue recognition. The Company recognizes revenue when it is realized or realizable and earned. The Company considers revenue realized or realizable and earned when all of the following criteria are met: (i) persuasive evidence of an arrangement exists, (ii) the product has been shipped or the services have been rendered to the customer, (iii) the sales price is fixed or determinable, and (iv) collectability is reasonably assured. The Company also receives shares in certain companies for providing capital and investment services. Therefore when this type of income is recognized, the Company records it as management consulting income based on the fair value of the shares received.

**Fixed Assets:**

Fixed assets are recorded at cost. Major additions and improvement are capitalized. The cost and related accumulated depreciation of equipment retired or sold are removed from the accounts and any differences between the undepreciated amount and the proceeds from the sale are recorded as gain or loss on sale of assets. Depreciation is computed using the straight-line method over the estimated useful life of the assets as follows:

Description	Estimated Useful Life
Furniture and fixtures	5 to 7 years
Computers and software	5 years
Automobiles	5 years

**NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)**

Most of the fixed assets of the company have been retired during the 2005 fiscal year and, the related costs and accumulated depreciation have been removed from the accounts and any gain or loss was recognized during that period.

## Reclassifications:

Certain reclassifications have been made to prior year balances to conform to the current year presentation.

## Net Income (Loss) Per Share:

In addition to Net Asset Values the Company reports basic and diluted earnings per share (EPS) according to the provisions of ASC Topic 260, which requires the presentation of basic EPS and, for companies with complex capital structures, diluted EPS. Basic EPS excludes dilution and is computed by dividing net income (loss) available to common stockholders by the weighted average number of common shares outstanding during the period. Diluted EPS is computed by dividing net income (loss) available to common stockholders, adjusted by other changes in income or loss that would result from the assumed conversion of those potential common shares, by the weighted number of common shares and common share equivalents (unless their effect is antidilutive) outstanding. Common stock equivalents are not included in the computation of diluted earnings per share when the Company reports a loss because to do so would be antidilutive. Thus, these equivalents are not included in the calculation of diluted loss per share, resulting in basic and diluted loss per share being equal. The following is a reconciliation of the computation for basic and diluted EPS for the quarters ended September 30, 2008 through March 31, 2008:

	<u>09/30/08</u>	<u>06/30/08</u>	<u>03/31/08</u>
Net Income (Loss)	\$ (28,664)	\$ (23,066)	\$ (5,848)
Weighted-average common shares outstanding basic:			
Weighted-average common stock	<u>140,473,605</u>	<u>140,473,605</u>	<u>140,473,605</u>
Equivalents			
Stock options	-	-	-
Warrants	-	-	-
Convertible Notes	<u>-</u>	<u>-</u>	<u>-</u>
Weighted-average common shares outstanding- diluted	<u>140,473,605</u>	<u>140,473,605</u>	<u>140,473,605</u>

**NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)**

## Income Taxes:

The Company, a C-corporation, accounts for income taxes under ASC Topic 740 (SFAS No. 109) Under this method, deferred tax assets and liabilities are determined based on differences between the financial reporting and tax bases of assets and liabilities and are measured using the enacted tax rates and laws that will be in effect when the differences are expected to reverse. Valuation allowances are established when necessary to reduce deferred tax assets to the amount expected to be realized.

The Company adopted the provisions of FASB ASC 740-10 “*Uncertainty in Income Taxes*” (ASC 740-10), on January 1, 2007. The Company has not recognized a liability as a result of the implementation of ASC 740-10. A reconciliation of the beginning and ending amount of unrecognized tax benefits has not been provided since there is no unrecognized benefit since the date of adoption. The Company has not recognized interest expense or penalties as a result of the implementation of ASC 740-10. If there were an unrecognized tax benefit, the Company would recognize interest accrued related to unrecognized tax benefits in interest expense and penalties in operating expenses.

Currently the Company has projected \$14,816,828 as of December 31, 2007 in Net Loss Operating Loss carryforwards available. The benefits of the potential tax savings will be recognized in the financial statements upon the acquisition or development of revenue source to apply against these losses. The company recognizes that the Internal Revenue Service has the final determination of the NOL available going forward and that amount may be significantly different from that recorded to date.

The net operating loss carry forwards for federal income tax purposes will expire between 2010 and 2019. Generally, these can be carried forward and applied against future taxable income at the tax rate applicable at that time. We are currently using a 35% effective tax rate for our projected available net operating loss carryforward. However, as a result of potential stock offerings and stock issuance in connection with potential acquisitions, as well as the possibility of the Company not realizing its business plan objectives and having future taxable income to offset, the Company’s use of these NOLs may be limited under the provisions of Section 382 of the Internal Revenue Code of 1986, as amended. The Company is in the process of evaluating the implications of Section 382 on its ability to utilize some or all of its NOLs.

Components of Net Operating Loss and Valuation allowance are as follows:

Net deferred tax assets consist of the following components as of

	<u>09/30/08</u>	<u>06/30/08</u>	<u>03/31/08</u>
Deferred tax assets:			
Beginning NOL Carryover	14,787,914	14,810,980	14,816,828
Adjusted Taxable Income	(28,664)	(23,066)	(5,848)
Valuation allowance	<u>0</u>	<u>0</u>	<u>0</u>
Ending NOL Carryover	14,759,250	14,787,914	14,810,980
Tax Benefit Carryforward	5,165,738	5,175,770	5,183,843
Valuation allowance	(5,165,738)	(5,175,770)	(5,183,843)
Net deferred tax asset	<u>0</u>	<u>0</u>	<u>0</u>
Net Allowance	5,165,738	5,175,770	5,183,843



## **NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)**

In accordance with FASB ASC 740 "Income Taxes", valuation allowances are provided against deferred tax assets, if based on the weight of available evidence, some or all of the deferred tax assets may or will not be realized. The Company has evaluated its ability to realize some or all of the deferred tax assets on its balance sheet and has established a valuation allowance in the amount of \$5,220,563 at December 31, 2007 and estimated changes to the valuation allowance by the projected profit of loss for each period included in these financial statements in the table above. The allowance is calculated for each period as equal to the full potential tax benefits of the any NOL tax carryforwards.

## **NOTE 3 - GOING CONCERN**

As reported in the consolidated financial statements, the Company has an accumulated deficits of \$15,298,752 as of September 31, 2008, \$15,293,154 as of June 30, 2008, and \$15,275,936 as of March 31, 2008. The Company also has certain debts that have been in default during these periods although the creditors have not pursued collection proceedings. The Company's stockholders' deficit at September 30, 2008 was \$1,293,373, at June 30, 2008 was \$1,287,775, at March 31, 2008 was \$1,270,557 and its current liabilities exceeded its current assets by \$1,293,373 on September 30, 2008 and by \$1,287,775 on June 30, 2008 and by \$1,270,560, on March 31, 2008. These trends have been consistent right up through the most current 10K filed for the year ended December 31, 2010, respectively.

These factors create uncertainty about the Company's ability to continue as a going concern. The ability of the Company to continue as a going concern is dependent on the Company obtaining adequate capital to fund operating losses until it becomes profitable. If the Company is unable to obtain adequate capital it could be forced to cease operations.

In order to continue as a going concern, develop and generate revenues and achieve a profitable level of operations, the Company will need, among other things, additional capital resources. Management's plans to obtain such resources for the Company include (1) raising additional capital through sales of common stock, (2) converting promissory notes into common stock and (3) entering into acquisition agreements with profitable entities with significant operations. In addition, management is continually seeking to streamline its operations and expand the business through a variety of industries, including real estate and financial management. However, management cannot provide any assurances that the Company will be successful in accomplishing any of its plans.

The ability of the Company to continue as a going concern is dependent upon its ability to successfully accomplish the plans described in the preceding paragraph and eventually secure other sources of financing and attain profitable operations. The accompanying consolidated financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.

## **NOTE 4 - INVESTMENTS IN LIMITED PARTNERSHIPS**

During 1995, the Company received a \$975,000 loan that converted to a grant from the City of Riverside to acquire and rehabilitate a 120-unit apartment complex (see Note 9). During April 1996, the Company was awarded \$2,400,000 in Federal tax credits relating to this project. During December 1996, the Company sold the completed project to a tax credit partnership named Canyon Shadows, L.P., retaining a 1% interest as general partner, and receiving a \$905,000 capital account in the partnership. During 1999, a \$70,000 note held by the Company was transferred to Canyon Shadows, L.P., which was recorded as a capital distribution to the Company (see Note 9). Additional costs were incurred by the Company on behalf of the partnership resulting in a total investment in Canyon Shadows, L.P. of \$1,131,961 at December 31, 2000. The Company's Board of Directors determined that the value of this investment approximated the current interest in the partnership. The valuation was based upon projected future occupancy of the apartment unit. In 2002, Canyon Shadows distributed \$101,422 to the Company, leaving a balance of \$937,424 at December 31, 2002. During the year ended December 31, 2003, Canyon Shadows distributed an additional \$134,176 to the Company, while the Company invested an additional \$12,734 into the Investment.

**NOTE 4 - INVESTMENTS IN LIMITED PARTNERSHIPS (Continued)**

On May 26, 2003 the Company entered into a Memorandum of Understanding with an individual whereby the Company is to organize a subsidiary and sell a 21% interest in the subsidiary to the individual for \$200,000. Immediately thereafter, the Company would transfer the control of the Canyon Shadows LP to the new subsidiary. Thereafter, the individual is to be entitled to 21% of the quarterly distributions from Canyon Shadows LP or \$5,000 whichever is greater. As of December 31, 2004, the individual had their investment reclassified as a note payable secured against the property with the same income provisions. The Company has been accruing payments to the individual totaling 21% of the Company's monthly distribution from the Canyon Shadows investment.

**NOTE 5 - FIXED ASSETS**

Fixed assets consist of the following:

For the Periods Ended,	<u>09/30/08</u>	<u>06/30/08</u>	<u>03/31/08</u>
Furniture and fixtures	\$ 0	\$ 0	\$ 0
Computers and software	3,500	3,500	3,500
Other equipment	400	400	400
	<u>3,900</u>	<u>3,900</u>	<u>3,900</u>
Accumulated depreciation	3,900	3,900	3,900
Current depreciation expense	0	0	0
	<u>3,900</u>	<u>3,900</u>	<u>3,900</u>
Net fixed assets	<u>\$ 0</u>	<u>\$ 0</u>	<u>\$ 0</u>

Most Fixed Assets were retired during the reduction of operations in 2005

**NOTE 6 - RELATED PARTY TRANSACTIONS**

The Company is a partner in several limited partnerships (Note 4). The Company occasionally pays for operating expenses of the partnerships and is reimbursed as funds become available to the partnerships. The Company received a \$30,000 loan from director Donna Steward in 2004 as stated in note 7. Additionally, the Company uses 500 square feet of office space from its Interim President rent free. There are no commitments attached to this space.

**NOTE 7 – NOTES PAYABLE**

Notes payable consist of the following for the periods ended;

	<u>09/30/08</u>	<u>06/30/08</u>	<u>03/31/08</u>	<u>12/31/07</u>
Note payable at 5%, secured by an assignment of partnership cash, interest payable quarterly, principal due January 1, 2007, convertible to common stock. Resettled as part of the Peacock Note in 2008.	\$ 500,000	\$ 500,000	\$ 500,000	\$ 500,000
Debentures at 10%, unsecured, were to be convertible into common shares at the option of the holder, all debentures were resettled as part of the Peacock note in 2008.	139,583	139,583	139,583	139,583
Debentures at 10%, unsecured, were to be convertible into common shares at the option of the holder, all debentures are currently in default.	10,383	10,383	10,383	10,383
Peacock Family Trust debentures issued during 2004 with a stated interest rate of 10% per annum. all debentures were resettled as part of the Peacock note in 2008.	125,000	125,000	125,000	125,000
Convertible note from a related party dated June 28, 2004 with a stated rate of 10% per annum payable quarterly. The holder has the right to convert upon written request at 80% of market of the five previous trading days of the conversion request.	30,000	30,000	30,000	30,000
Convertible note payable, accrues with an interest at a Rate of 6.0% per annum, two-year term. Currently in default.	42,988	42,988	42,988	42,988
Virginia Roberts investment was originally stated as Minority Interest investment in 2003 financials, was reclassified in 2004 to secured demand note against Canyon Shadows Investment and entitled note holder to 21% if Investment distributions at no less than \$5,000 per quarter.	<u>200,000</u>	<u>200,000</u>	<u>200,000</u>	<u>200,000</u>
<b>Total Notes Payable</b>	<b>1,047,954</b>	<b>1,047,954</b>	<b>1,047,954</b>	<b>1,047,954</b>
<b>Less Current Portion</b>	<b><u>1,047,954</u></b>	<b><u>1,047,954</u></b>	<b><u>1,047,954</u></b>	<b><u>1,047,954</u></b>
<b>Long Term Notes Payable</b>	<b><u>\$ 0</u></b>	<b><u>\$ 0</u></b>	<b><u>\$ 0</u></b>	<b><u>\$ 0</u></b>
The aggregate principal maturities of notes payable are as follows: All are classified as short term by the Company.				
During these periods, the Company was in default on two notes payable. The note holders have not taken any legal action against the Company as permitted by the agreements. Accrued interest on these notes totaled:				
	<u>\$ 118,473</u>	<u>\$ 112,009</u>	<u>\$ 105,545</u>	<u>\$ 99,081</u>

## NOTE 8 - COMMITMENTS AND CONTINGENCIES

### a. General Partner Obligations

The Company serves as general partner in several real estate development partnerships until 2005 when they reduced their position to one partnership (Canyon Shadows) of which they became a limited partner during the 2005 refinance of the project. The Company may still be held liable for certain liabilities, although because the amounts are minimal and the entities are limited liability companies, management does not feel that the potential liabilities will have a material impact on the Company.

### b. Housing Grant

In April 1995, the Company acquired a 120-unit apartment complex using a \$975,000 loan that was converted to a grant from the City of Riverside, California. The loan was a non-recourse and was secured by a second trust deed on the property. After the Company met certain requirements pertaining to the complex, which have been stipulated by the city, the loan was forgiven by the City of Riverside on January 31, 2005 before the refinance of the Canyon Shadows project.

### a. Stock Escrow and Security Agreement

In 2004 and 2005, the Company entered into a Stock Escrow and Security Agreement with Angus Holdings, LLC ("Angus") and Douglas Morgan whereby the Company borrowed funds under the terms of a convertible promissory note. The Company still has \$53,371 outstanding on its books as of December 31, 2009. Although the Company has not had request to convert these loans in many years and feels the statute of limitations has passed, they have kept the liabilities open in the event some settlement is eventually reached. Currently, there is no stock being held in escrow.

### d. Litigation

At December 31, 2009, the Company was party to certain legal proceedings, resulting in judgments and settlements since the 2003 audited calendar year. The following is a summary of those payables:

In 2002, a former employee received a legal judgment against the Company totaling \$20,110. At December 31, 2003, this liability is recorded at the settled amount plus accrued interest imputed at 8% annually for a total liability of \$23,021. This amount was adjusted for another judgment which was then being recorded as accounts payable of December 31, 2004. During 2007, there was a partial payment of the settlement of the combined balance and \$39,372 is still recorded as a judgment payable at December 31, 2009.

## NOTE 9 - INVESTMENTS AND INVESTMENT VALUATION

On September 15, 1998, the Company filed with the Securities and Exchange Commission to become a Business Development Corporation (BDC) as defined under the Investment Act of 1940 in order to invest in real estate and eligible portfolio companies. This resulted in the Company becoming a specialized type of Investment Company. Due to the administrative burdens the Company rescinded its Business Development license during 2005 and for comparative purposes all information presented here including the year ended December 31, 2010 and December 31, 2009 is presented as an Investment company and not a BDC. adopted in 2008 FASB Accounting Standards Codification (ASC) 820 "Fair Value Measurements and Disclosures" (ASC 820) for valuation purposes. Previously, as required by ASR 118, the investment committee of the company is required to assign a fair value to all investments. To comply with Section 2(a)(41) of the Investment Company Act and Rule 2a-4 under the Investment Company Act, it is incumbent upon the board of directors to satisfy themselves that all appropriate factors relevant to the value of investments for which market quotations are not readily available have been considered and to determine the method of arriving at the fair value of each such security. To the extent considered necessary, when determining fair value, the Company will consider whether factors exist that indicate a significant decrease in the volume and level of activity for an asset or liability by comparing those levels to normal levels of market activity. Those factors may include, but are not limited to whether:

- There are few recent transactions.
- Price quotations are not based on current information.
- Price quotations vary substantially either over time or among market makers (for example, some brokered markets).
- Indexes that previously were highly correlated with the fair values of the asset or liability are demonstrably uncorrelated with recent indications of fair value for that asset or liability.
- There is a significant increase in implied liquidity risk premiums, yields, or performance indicators (such as delinquency rates or loss severities) for observed transactions or quoted prices when compared with the reporting fund's estimate of expected cash flows, considering all available market data about credit and other nonperformance risk for the asset or liability.
- There is a wide bid-ask spread or significant increase in the bid-ask spread.
- There is a significant decline or absence of a market for new issuances (that is, a primary market) for the asset or liability or similar assets or liabilities.
- Little information is released publicly (for example, a principal to- principal market).

Significant judgment may be required from time to time to determine whether there has been a significant decrease in the volume and level of activity for the asset or liability based on the weight of the evidence. When the market has become less active or is no longer active, there is an increased likelihood of distressed or forced transactions underlying market transactions. Therefore, quoted prices become less reliable indicators of fair value. In circumstances where there has been a significant decrease in the volume and level of activity for an asset or a liability in relation to normal market activity, additional steps should be taken by the Company to determine whether other valuation techniques and inputs are needed to meet the objective of a fair value measurement. However, in many cases, our availability of relevant observable inputs to determine the fair value of a liability may be limited or unavailable. In such cases the Company will employ any valuation method which provides a suitable market value as determined by the Company which may include;

- a. Cost - The cost method is based on the original cost to the Company, adjusted for amortization of original issue discounts and accrued interest for certain capitalized expenditures of the corporation. Such method is to be applied in the early stages of an investee's development until significant positive or adverse events subsequent to the date of the original investment require a change to another method.
- b. Private market - The private market method uses actual or proposed third party transactions in the investee's securities as a basis for valuation, utilizing actual firm offers as well as historical transactions, provided that any offer used is seriously considered and well documented by the investee.
- b. Appraisal - The appraisal method is used to value an investment position after analysis of the best available outside information where there is no established public or private market method which have restrictions as to their resale as denoted in the schedule of investments are also considered to be restricted securities.

The Company feels all current investments that are not liquid are currently represented at values that are not materially different from fair market value.

**NOTE 10 – SUBSEQUENT EVENTS**

In August 2011 the company issued two forms 8K for events pertaining to the fiscal years included in these financial statements. They are referenced in this report. In addition the company is continuing to bring current all of its filing requirements required by SEC regulations and to reestablish its quotation on the OTC Bulletin Board. Currently all form 10K's have since been filed through December 31, 2010.

**NOTE 11 – FINANCIAL HIGHLIGHTS**

The following schedule presents financial highlights for a share of the Fund outstanding throughout the periods indicated.

	<u>09/30/08</u>	<u>06/30/08</u>	<u>03/31/08</u>
Net Income(Loss)	\$ (28,664)	\$ (23,066)	\$ (5,848)
Net Investment Value End of Period	\$ (1,293,373)	\$ (1,287,775)	\$ (1,270,560)
Weighted-average common shares outstanding basic:	<u>140,473,605</u>	<u>140,473,605</u>	<u>140,473,605</u>
Beginning of period Net Asset Value	(0.009)	(0.009)	(0.009)
Income from Net Investment operations Income(Loss)	(0.000)	0.000	0.000
Net Losses Securities (realized & unrealized)	<u>-</u>	<u>-</u>	<u>-</u>
Total from investment operations	(0.000)	0.000	0.000
Other Increases(Decreases)	<u>(0.000)</u>	<u>(0.000)</u>	<u>(0.000)</u>
End of period Net Asset Value	<u>(0.009)</u>	<u>(0.009)</u>	<u>(0.009)</u>

## PART I

### ITEM 2. DESCRIPTION OF BUSINESS

#### *OVERVIEW*

Broadleaf Capital Partners, Inc., a Nevada corporation (the Company), incorporated February 1984, has continued with its restructuring and plans expansion through the ongoing development of its available operations, and other business opportunities. The Company is a publicly traded diversified investment holding company that currently maintains its interest in its sole investment, Canyon Shadows Apartments and continues to operate looking for new potential investments.

#### *BUSINESS STRATEGY*

The Company continually seeks and evaluates investment opportunities that have the potential of earning reasonable returns. The Company has in the past, and may again in the future, raise capital specifically for the purpose of permitting it to make an investment that the company believes is attractive. Management has committed resources for the update of all financial reporting with the SEC. The services of Corporate Strategy Consultants have been retained as well, to aid the Board in development and implementation of growth prospects. The Company's current investment focus is centered on real estate and finance and it has substantial net operating losses to possibly reduce the net tax effects of these potential investments. This is all with the aim of conservative growth during slow economic times - through slightly-levered transactions built on a strong equity base — to significantly improve sales and operating profits.

The Company continues to look to create shareholder value through joint-ventures with for one or more members of the Private Equity or Venture Capital Communities or a Merchant Bank. in the creation of liquid exit strategies for one or more of their portfolio interests. Identifying and developing each new business opportunity may require the Company to dedicate certain amounts of financial resources, management attention, and personnel, with no assurance that these expenditures will be recouped. Similarly, the selection of companies and the determination of whether a company offers a viable business plan, an acceptable likelihood of success, and future profitability involves inherent risk and uncertainty.

#### *INVESTMENT HISTORY*

##### Canyon Shadows Apartments

The Company acquired a 120-unit apartment complex in April 1995 for \$875,000. The Company received a \$975,000 loan that converted to a grant from the City of Riverside for the purpose of acquisition and rehabilitation and, in 1996, the Company was awarded \$2,200,000 in Federal Tax Credits for the project. In December 1996, the project was sold to a tax credit partnership in which the Company retained a \$905,000 capital account, as well as a 1% interest as a general partner for which it is entitled to receive a management fee and 75.9% of the project cash flow. During 2005 during a refinancing of the project the Company received distributions used to reduce debts and changed its interest from developer general partner to limited partner reducing both income and liability exposure.

#### **MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.**

The following is a discussion of certain factors affecting Registrant's results of operations, liquidity and capital resources. You should read the following discussion and analysis in conjunction with the Registrant's consolidated financial statements and related notes that are included herein under Item 7 below.

#### ***CAUTIONARY STATEMENTS FOR PURPOSES OF THE SAFE HARBOR PROVISIONS OF THE PRIVATE SECURITIES LITIGATION REFORM ACT OF 1995.***

The statements contained in the section captioned Management's Discussion and Analysis of Financial Condition and Results of Operations which are historical are "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. These forward-looking statements represent the Registrant's present expectations or beliefs concerning future events. The Registrant cautions that such forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Registrant to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Such factors include, among other things, the uncertainty as to the Registrant's future profitability; the uncertainty as to the demand for Registrant's services; increasing competition in the markets that Registrant conducts business; the Registrant's ability to hire, train and retain sufficient qualified personnel; the Registrant's ability to obtain financing on acceptable terms to finance its growth strategy; and the Registrant's ability to develop and implement operational and financial systems to manage its growth.

The following discussion and analysis should be read in conjunction with the audited financial statements and notes thereto appearing elsewhere in this annual report on Form 10-Q.

*Results of Operations*

The Company intends to operate its business primarily through its parent company, as described above, as well as entities that may be formed or acquired in the future.

	For the Three Months Ended					
	09/30/08	09/30/07	06/30/08	06/30/07	03/31/08	03/31/07
Revenues	\$ 1,899	\$ 1,900	\$ 1,899	\$ 1,900	\$ 1,899	\$ 1,900
1) Officer Wages	0	0	4,450	0	0	0
Wages	0	0	0	0	0	0
Professional						
2) Fees	0	0	0	0	0	0
3) Administrative	1,283	445	8,203	445	1,033	7,279
Interest expense	(6,464)	(6,464)	(6,464)	(6,464)	(6,464)	(6,464)
4) Other Income(Expense)	0	0	0	0	0	0
<b>NET INCOME</b>	<b>\$ (5,848)</b>	<b>\$ (5,009)</b>	<b>\$ (17,218)</b>	<b>\$ (5,009)</b>	<b>\$ (5,598)</b>	<b>\$ (11,843)</b>

	For the Nine Months Ended		For the Six Months Ended	
	09/30/08	09/30/07	06/30/08	06/30/07
Revenues	\$ 5,697	\$ 5,700	\$ 3,798	\$ 3,800
1) Officer Wages	0	0	0	0
Wages	0	0	0	0
Professional				
2) Fees	0	0	0	0
3) Administrative	14,969	8,169	13,936	890
Interest expense	(19,392)	(19,392)	(12,928)	(12,928)
4) Other Income(Expense)	0	0	0	0
<b>NET INCOME</b>	<b>\$ (28,664)</b>	<b>\$ (21,861)</b>	<b>\$ (23,066)</b>	<b>\$ (10,018)</b>

- 1) Salaries, Wages & Personnel Costs are for the principal executive officers as noted above.
- 2) Professional Fees include bookkeeping, accounting, auditing and legal fees incurred in conjunction with the Company's public filings processes as well for occasional external help with day-to-day operations, as the Company has not hired its permanent accounting or legal staff.
- 3) All Other expenses include travel, entertainment, supplies, postage and other General & Administrative expenses incurred in the day to day operations of the Company.
- 4) Realized losses on investments



*Results of Operations 2008-2007*

*Analysis of the calendar quarters ended September 30, 2008 and 2007, June 30, 2008 and 2007, and March 31, 2008 and 2007.*

**For the nine months ended September 30, 2008 and 2007;**

For the nine months ended September 30, 2008, revenues were approximately \$5,697 compared to \$5,700 for the nine months ended September 30, 2007, resulting in a decrease of \$3. There were no material changes here as all of the income resulted from distributions from our investment assets.

G&A expense decreased to \$14,969 for the nine months ended September 30, 2008 from \$8,169 for the nine months ended September 30, 2007, an increase of \$6,800. The increase was due to administrative wage cost incurred with strategic planning and some write off expenses occurring in the 2008 period mostly incurred during the second quarter of the fiscal year offset by some one time expenses from record storage rental cost and associated storage setup fees in the 2007 period.

Other expenses remained the same at \$19,392 for the nine months ended September 30, 2008 from \$19,392 for the nine months ended September 30, 2007, resulting from a consistent level of debt over the periods provided with the previous periods.

Net Losses increased to \$28,664 for the nine months ended September 30, 2008 from \$21,861 for the nine months ended September 30, 2007, an increase of \$6,803. The increase reflected G&A cost increases detailed above. Revenues and other income and expense items remained constant during the nine months ended September 30, 2008 and 2007.

**For the six months ended June 30, 2008 and 2007;**

For the six months ended June 30, 2008, revenues were approximately \$3,798 compared to \$3,800 for the six months ended June 30, 2007, resulting in a decrease of \$2. There were no material changes here as all of the income resulted from distributions from our investment assets.

G&A expense increased to \$13,936 for the six months ended June 30, 2008 from \$890 for the six months ended June 30, 2007, an increase of \$13,046. The increase in G&A was due to administrative wage cost incurred with strategic planning and some write off expenses both occurring in the 2008 period mostly incurred during the second quarter of the fiscal year.

Other expenses remained the same at \$16,928 for the six months ended June 30, 2008 from \$16,928 for the six months ended June 30, 2007, resulting from a consistent level of debt over the periods provided with the previous periods.

Net Losses increased to \$23,066 for the six months ended June 30, 2008 from \$10,018 for the six months ended June 30, 2007, an increase of \$13,048. This was mostly the result of our G & A cost increase as the Company was trying to reposition itself and plan for the future during this time.

**For the three months ended September 30, 2008 and 2007;**

For the calendar quarter ended September 30, 2008, revenues were approximately \$1,899 compared to \$1,900 for the calendar quarter ended September 30, 2007, resulting in a decrease of \$1. There were no material changes here as all of the income resulted from distributions from our investment assets.

G&A expense decreased to \$1,033 for the calendar quarter ended September 30, 2008 from \$7,279 for the calendar quarter ended September 30, 2007, a decrease of \$6,246. The decrease in G&A was due to a one time expenses from record storage rental cost and associated storage setup fees in the 2007 period.

Other expenses remained the same at \$6,464 for the calendar quarter ended September 30, 2008 from \$6,464 for the calendar quarter ended September 30, 2007, resulting from a consistent level of debt over the periods provided with the previous periods.

Net Losses decreased to \$5,598 for the calendar quarter ended September 30, 2008 from \$11,843 for the calendar quarter ended September 30, 2007, a decrease of \$6,245. The decrease reflected in this period was the result of the one time G & A cost described above with a consistent level of activity in all other areas year over year.

**For the three months ended June 30, 2008 and 2007;**

For the calendar quarter ended June 30, 2008, revenues were approximately \$1,899 compared to \$1,900 for the calendar quarter ended June 30, 2007, resulting in a decrease of \$1. There were no material changes here as all of the income resulted from distributions from our investment assets.

G&A expense increased to \$12,653 for the calendar quarter ended June 30, 2008 from \$445 for the calendar quarter ended June 30, 2007, an increase of \$12,208. The increase in G&A was administrative wage cost incurred with strategic planning and some write off expenses occurring in the 2008 period.

Other expenses remained the same at \$6,464 for the calendar quarter ended June 30, 2008 from \$6,464 for the calendar quarter ended June 30, 2007, resulting from a consistent level of debt over the periods provided with the previous periods.

Net Losses increased to \$17,218 for the calendar quarter ended June 30, 2008 from \$5,009 for the calendar quarter ended June 30, 2007, an increase of \$12,209. This was mostly the result of our G & A cost increase as the Company was trying to reposition itself and plan for the future during this time.

**For the three months ended March 31, 2008 and 2007;**

For the calendar quarter ended March 31, 2008, revenues were approximately \$1,899 compared to \$1,900 for the calendar quarter ended March 31, 2007, resulting in a decrease of \$1. There were no material changes here as all of the income resulted from distributions from our investment assets.

G&A expense decreased to \$1,283 for the calendar quarter ended March 31, 2008 from \$445 for the calendar quarter ended March 31, 2007, an increase of \$838. The increase in G&A was due small administrative cost increases contained in the period.

Other expenses remained the same at \$6,464 for the calendar quarter ended March 31, 2008 from \$6,464 for the calendar quarter ended March 31, 2007, resulting from a consistent level of debt over the periods provided with the previous periods.

Net Losses decreased to \$5,848 for the calendar quarter ended March 31, 2008 from \$5,700 for the calendar quarter ended September 30, 2007, an increase of \$839. This was relatively consistent with the prior period and represented no material items.

**Liquidity and Capital Resources**

On September 30, 2008 we had cash and cash equivalents totaling \$1,239, on June 30, 2008 we had cash and cash equivalents totaling \$393, and on March 31, 2008 we had cash and cash equivalents totaling \$727. At these times, those balances were not sufficient to fund our operations.

During this period the cash used for operations was raised through the sale of common stock and debt conversions. This was done at a pace to match our cash outflows for the period. The company also used distributions from its main investment asset to restructure debt as the balance was continually restructured during the 2004 through 2010 time period. The subsequent operations of the Company today is now at a level that can be funded from its investment distributions.

We anticipate seeking additional opportunities through potential acquisitions or investments. Such acquisitions or investments may consume cash reserves or require additional cash or equity. Our working capital and additional funding requirements will depend upon numerous factors to be determined on a case by case basis as these opportunities arise.

**Critical Accounting Policies and Estimates**

Our significant accounting policies are more fully described in Note 3 to our consolidated financial statements. In preparing our financial statements in accordance with accounting principles generally accepted in the United States of America, management is required to make estimates and assumptions that, among other things, affect the reported amounts of assets and liabilities and reported amounts of revenues and expenses. These estimates are most significant in connection with our critical accounting policies, namely those of our accounting policies that are most important to the portrayal of our financial condition and results and require management's most difficult, subjective or complex judgments. These judgments often result from the need to make estimates about the effects of matters that are inherently uncertain. Actual results may differ from those estimates under different assumptions or conditions. We believe that the following represents our critical accounting policies:

*Going concern.* Our recurring losses from operations and negative cash flows from operations raise substantial doubt about our ability to continue as a going concern and as a result, our independent registered public accounting firm included an explanatory paragraph in their report on our consolidated financial statements for the year ended December 31, 2005 with respect to this uncertainty. We have prepared our financial statements on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities and commitments in the normal course of business. The financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts or amounts of liabilities that might be necessary should we be unable to continue in existence.

### ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Our carrying values of cash, marketable securities, accounts payable, accrued expenses and debt are a reasonable approximation of their fair value. The estimated fair values of financial instruments have been determined by us using available market information and appropriate valuation methodologies. We have not entered into and do not expect to enter into, financial instruments for trading or hedging purposes. We do not currently anticipate entering into interest rate swaps and/or similar instruments.

Our primary market risk exposure with regard to financial instruments is to changes in interest rates, which would impact interest income earned on such instruments. We have no material currency exchange or interest rate risk exposure as of March 31, 2008, June 30, 2008, and September 30, 2008. Therefore, there will be no ongoing exposure to a potential material adverse effect on our business, financial condition or results of operation for sensitivity to changes in interest rates or to changes in currency exchange rates.

### ITEM 4 CONTROLS AND PROCEDURES

#### Disclosure Controls and Procedures

The Company's management, consisting of its Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of the design and operation of the Company's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act")) as of March 31, 2008, June 30, 2008 and September 30, 2008. Based upon this evaluation, the Interim President and Chief Financial Officer concluded that, as of March 31, 2008, June 30, 2008 and September 30, 2008, the Company's disclosure controls and procedures were not effective in providing reasonable assurance that information required to be disclosed in the reports that the Company files or submits under the Exchange Act, are timely recorded, processed, summarized and reported as required by the Exchange Act.

#### Management's Annual Report on Internal Control over Financial Reporting

The Company's management is responsible for establishing and maintaining adequate internal control over financial reporting (as defined in Rule 13a-15(f) under the Exchange Act). Internal control over financial reporting is a process, including policies and procedures, designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external reporting purposes in accordance with U.S. generally accepted accounting principles. Based on the results of this assessment, management concluded that the Company's internal control over financial reporting was ineffective as of December 31, 2006 based on such criteria.

Management did not use a formal framework to conduct the required evaluation of the effectiveness of the Company's disclosure controls and procedures or the Company's internal control over financial reporting since, in the view of management, comparison with a formal framework was unwarranted because of (1) the small size of the Company's current operations and (2) the Company's executive management structure (consisting of only the Company's principal executive officer and principal financial officer) which enables management to be aware of all transactions. The Company has limited resources and as a result, a material weakness in financial reporting currently exists, because of our limited resources and personnel, including those described below.

- The Company lacks personnel with the experience to properly analyze and record complex transactions in accordance with GAAP.
- The Company has in insufficient quantity of dedicated resources and experienced personnel involved in reviewing and designing internal controls. As a result, a material misstatement of the interim and annual financial statements could occur and not be prevented or detected on a timely basis.
- The Company has not achieved the optimal level of segregation of duties relative to key financial reporting functions.
- The Company does not have an audit committee or an independent audit committee financial expert. While not being legally obligated to have an audit committee or independent audit committee financial expert, it is the management's view that to have an audit committee, comprised of independent board members, and an independent audit committee financial expert is an important entity-level control over the Company's financial statements.
- The Company has not achieved an optimal segregation of duties for executive officers of the Company.

A material weakness is a deficiency (within the meaning of the Public Company Accounting Oversight Board (PCAOB) auditing standard 5) or combination of deficiencies in internal control over financial reporting such that there is a reasonable possibility that a material misstatement of the Company's annual or interim financial statements will not be prevented or detected on a timely basis. Management has determined that a material weakness exists due to the items stated above, resulting from the Company's limited resources and personnel.

#### Changes in Internal Control over Financial Reporting

Except as described above, there has been no change in the Company's internal control over financial reporting identified in connection with the evaluation made by management required by paragraph (d) of Section 240.13a-15 or Section 240.15d-15 under the Exchange Act that occurred during the Company's fourth fiscal quarter that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

#### Auditor's Report on Internal Control over Financial Reporting

This annual report does not include an attestation report of the Company's independent registered public accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation by the Company's registered public accounting firm pursuant to temporary rules of the Securities and Exchange Commission that permit the Company to provide only management's report in this annual report.

## PART II

### ITEM 1. LEGAL PROCEEDINGS

The Company currently has no open or pending legal proceedings. In addition management is unaware of any pending situations that could eventually lead to legal proceedings. All prior legal proceedings have been settled and the Company currently still has two liabilities outstanding with the total amounts due recorded as liabilities in the included financial statements.

### ITEM 1A. RISK FACTORS

An investment in our Common Stock is highly speculative, involves a high degree of risk and should be considered only by those persons who are able to afford a loss of their entire investment. In evaluating our business, prospective investors should carefully consider the following risk factors in addition to the other information included in this Annual Report.

#### *RISKS RELATED TO OUR BUSINESS DURING SLOW ECONOMIC ACTIVITY*

Our business environment including potential real estate projects are running at an extremely slow economic pace and may continue to do so for the foreseeable future. Our prospects must be considered within that framework and in light of the risks, expenses, delays, problems and difficulties frequently encountered in the re-establishment of a business. As such, we face risks and uncertainties relating to our ability to successfully implement our business plan.

#### *WE HAVE AN ACCUMULATED DEFICIT AND MAY CONTINUE TO HAVE LOSSES IN THE FUTURE, WHICH COULD HAVE A NEGATIVE IMPACT ON OUR OPERATIONS*

Since inception, we have generated an accumulated deficit of \$15,027,128 as of December 31, 2010. We are increasing development, growth and acquisition activity which will result in increased expenses which could result in additional losses in the next 12 months. These losses could continue until such time, as we are able to generate sufficient revenues to finance our operations and the costs of continuing expansion. As of December 31, 2010, we had cash and cash equivalents of \$41,480.

#### *OUR AUDITORS ISSUED A GOING CONCERN OPINION WHICH MEANS WE MAY NOT BE ABLE TO ACHIEVE OUR OBJECTIVES AND MAY HAVE TO SUSPEND OR CEASE OPERATIONS.*

Our auditors issued a going concern opinion for the fiscal years ended December 30, 2010 and December 31, 2009. This means that there is substantial doubt that we can continue as an ongoing business without additional financing and/or generating profits. If we cannot raise additional capital or generate sufficient revenues to operate profitably, we may have to suspend or cease operations. If that occurs, you will lose your investment.

#### *WE MAY NEED TO RAISE ADDITIONAL FUNDS IN THE FUTURE FOR OUR OPERATIONS AND IF WE ARE UNABLE TO SECURE SUCH FINANCING, WE MAY NOT BE ABLE TO SUPPORT OPERATIONS.*

Future events, including the problems, delays, expenses and difficulties frequently encountered by growing companies, may lead to cost and expense increases that could make our revenues insufficient to support our operations and business plans. We may seek additional capital, including an offering of our equity securities, an offering of debt securities or obtaining financing through a bank or other entity. We have not established a limit as to the amount of debt we may incur nor have we adopted a ratio of our equity to a debt allowance. If we need to obtain additional financing, there is no assurance that financing will be available from any source, that it will be available on terms acceptable to us, or that any future offering of securities will be successful.

We may seek additional financing which may result in the issuance of additional shares of our common stock and/or rights to acquire additional shares of our common stock. The issuance of our common stock in connection with such financing may result in substantial dilution to the existing holders of our common stock who do not have anti-dilution rights. Those additional issuances of our common stock would result in a reduction of an existing holder's percentage interest in Broadleaf Capital Partners, Inc.. Our business, financial condition and results of operations could suffer adverse consequences if we are unable to obtain additional capital when needed.

*OUR COMMON STOCK MAY BE AFFECTED BY LIMITED TRADING VOLUME AND MAY FLUCTUATE SIGNIFICANTLY.*

There has been a limited public market for our common stock, and an active trading market for our common stock may not develop. As a result, this could reduce our shareholders' ability to sell our common stock in short time periods, or possibly at all. Our common stock has experienced, and is likely to experience in the future, significant price and volume fluctuations which could reduce the market price of our common stock without regard to our operating performance. In addition, we believe that factors such as quarterly fluctuations in our financial results and changes in the overall economy or the condition of the financial markets could cause the price of our common stock to fluctuate substantially.

*OUR COMMON STOCK IS DEEMED A "PENNY STOCK," WHICH MAY MAKE IT MORE DIFFICULT FOR INVESTORS TO RESELL THEIR SHARES DUE TO SUITABILITY REQUIREMENTS.*

The Securities and Exchange Commission or SEC has adopted regulations which generally define "penny stock" to be an equity security that has a market price of less than \$5.00 per share, subject to specific exemptions. The market price of our common stock on the Bulletin Board has been substantially less than \$5.00 per share and therefore we are currently considered a "penny stock" according to SEC rules. This designation requires any broker-dealer selling these securities to disclose certain information concerning the transaction, obtain a written agreement from the purchaser and determine that the purchaser is reasonably suitable to purchase the securities. These rules limit the ability of broker-dealers to solicit purchases of our common stock and therefore reduce the liquidity of the public market for our shares.

*NEVADA LAW AND OUR CERTIFICATE OF INCORPORATION MAY PROTECT OUR DIRECTORS FROM CERTAIN TYPES OF LAWSUITS WHICH COULD RESULT IN LIABILITY FOR INFE AND NEGATIVELY IMPACT OUR LIQUIDITY OR OPERATIONS.*

Nevada law provides that our officers and directors will not be liable to us or our stockholders for monetary damages for all but certain types of conduct as officers and directors. Our Bylaws permit us broad indemnification powers to all persons against all damages incurred in connection with our business to the fullest extent provided or allowed by law. These exculpation provisions may have the effect of preventing stockholders from recovering damages against our officers and directors caused by their negligence, poor judgment or other circumstances. The indemnification provisions may require us to use our limited assets to defend our officers and directors against claims, including claims arising out of their negligence, poor judgment, or other circumstances.

*SINCE WE HAVE NOT PAID ANY DIVIDENDS ON OUR COMMON STOCK AND DO NOT INTEND TO DO SO IN THE FORESEEABLE FUTURE, A PURCHASER OF OUR COMMON STOCK WILL ONLY REALIZE AN ECONOMIC GAIN ON HIS OR HER INVESTMENT FROM AN APPRECIATION, IF ANY, IN THE MARKET PRICE OF OUR COMMON STOCK.*

We have never paid, and have no intentions in the foreseeable future to pay, any cash dividends on our common stock. Therefore an investor in our common stock, in all likelihood, will only realize a profit on his investment if the market price of our common stock increases in value.

*IF WE FAIL TO MAINTAIN AN EFFECTIVE SYSTEM OF INTERNAL CONTROLS, WE MAY NOT BE ABLE TO ACCURATELY REPORT OUR FINANCIAL RESULTS. AS A RESULT, CURRENT AND POTENTIAL STOCKHOLDERS COULD LOSE CONFIDENCE IN OUR FINANCIAL REPORTING, WHICH COULD HARM OUR BUSINESS AND THE TRADING PRICE OF OUR COMMON STOCK.*

We are subject to reporting obligations under the U.S. securities laws. The Securities and Exchange Commission as required by Section 404 of the Sarbanes-Oxley Act of 2002, adopted rules requiring every public company to include a management report on such company's internal controls over financial reporting in its annual report, which contains management's assessment of the effectiveness of the company's internal controls over financial reporting. In addition, an independent registered public accounting firm must attest to and report on management's assessment of the effectiveness of the company's internal controls over financial reporting. These requirements may first apply to our annual report on Form 10-KSB for the fiscal year ending December 31, 2002. Our management may conclude that our internal controls over our financial reporting are not effective. Moreover, even if our management concludes that our internal controls over financial reporting are effective, our independent registered public accounting firm may still decline to attest to our management's assessment or may issue a report that is qualified if they are not satisfied with our controls or the level at which our controls are documented, designed, operated or reviewed, or if it interprets the relevant requirements differently from us.

Our reporting obligations as a public company will place a significant strain on our management, operational and financial resources and systems for the foreseeable future. If we fail to timely achieve and maintain the adequacy of our internal controls, we may not be able to conclude that we have effective internal controls over financial reporting at a reasonable assurance level. Moreover, effective internal controls over financial reporting are necessary for us to produce reliable financial reports and are important to help prevent fraud. As a result, our failure to achieve and maintain effective internal controls over financial reporting could result in the loss of investor confidence in the reliability of our financial statements, which in turn could harm our business and negatively impact the trading price of our common stock. Furthermore, we anticipate that we will incur considerable costs and use significant management time and other resources in an effort to comply with Section 404 and other requirements of the Sarbanes-Oxley Act. As of the date of this prospectus we do not have an estimate of the costs to the company of compliance with the Act.

We are preparing for compliance with Section 404 by strengthening, assessing and testing our system of internal controls to provide the basis for our report. The process of strengthening our internal controls and complying with Section 404 is expensive and time consuming, and requires significant management attention. We cannot be certain that these measures will ensure that we will maintain adequate controls over our financial processes and reporting in the future. Furthermore, as we rapidly grow our business, our internal controls will become more complex and will require significantly more resources to ensure our internal controls overall remain effective. Failure to implement required new or improved controls, or difficulties encountered in their implementation, could harm our operating results or cause us to fail to meet our reporting obligations. If we or our auditors discover a material weakness, the disclosure of that fact, even if quickly remedied, could reduce the market's confidence in our financial statements and harm our stock price.

*INVESTORS IN OUR SECURITIES MAY SUFFER DILUTION.*

The issuance of shares of our common stock, or shares of our common stock underlying warrants, options or preferred stock will dilute the equity interest of existing stockholders who do not have anti-dilution rights and could have a significant adverse effect on the market price of our common stock. The sale of our common stock acquired at a discount could have a negative impact on the market price of our common stock and could increase the volatility in the market price of our common stock. We may seek additional financing which may result in the issuance of additional shares of our common stock and/or rights to acquire additional shares of our common stock. The issuance of our common stock in connection with such financing may result in substantial dilution to the existing holders of our common stock who do not have anti-dilution rights. Those additional issuances of our common stock would result in a reduction of an existing holder's percentage interest in Broadleaf Capital Partners, Inc.. Our business, financial condition and results of operations could suffer adverse consequences if we are unable to obtain additional capital when needed.

**ITEM 2. RECENT SALES OF UNREGISTERED SECURITIES**

There were no unregistered securities sold by the Company from January 1, 2008 through December 31 2008 including the date sold, the title of the securities, the amount sold, the identity of the person who purchased the securities, the price or other consideration paid for the securities, and the section of the Securities Act of 1933 under which the sale was exempt from registration as well as the factual basis for claiming such exemption.

**ITEM 6. EXHIBITS, REPORTS ON FORM 8-K AND FINANCIAL STATEMENT SCHEDULES**

(a) Exhibits

Exhibits required to be attached by Item 601 of Regulation S-B are listed in the Index to Exhibits and are incorporated herein by this reference.

(b) Reports on Form 8-K.

The following reports on Form 8-K were filed during the period covered by this Form 10-KSB:

July 22, 2011 Item 4. Change in Registrants Certifying Accountant  
Item 8. Other Items  
Item 9. Financial Statements and Exhibits

August 4, 2011 Item 5. Terminations of Registrant's Directors

EXHIBIT

NO. DESCRIPTION

ARTICLES OF INCORPORATION AND BY-LAWS

3(i) \* Articles of Incorporation as amended

3(vi) \* Bylaws

CERTIFICATIONS

31.1 Rule 13a-14(a) Sarbanes-Oxley Sec. 302 certifications of Principal Executive Officer and Chief Financial Officer

32.1 Certifications of Principal Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350

\* Incorporated herein by reference from filings previously made by the Company



**SIGNATURES**

In accordance with the requirements of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, hereunto duly authorized, this 19 day of September 2011.

Broadleaf Capital Partners, Inc.

/s/ J. Michael King

-----  
Interim President/CFO

In accordance with the Exchange Act, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Signature	Title	Date
/s/ J. Michael King ----- J. Michael King	Interim President/ CFO,	September 19, 2011
/s/Donna Steward ----- Donna Steward	Director	September 19, 2011
/s/ Charles Snipes ----- Charles Snipes	Director	September 19, 2011
/s/ Robert McCoy ----- Robert McCoy	Director	September 19, 2011



**PRINCIPAL EXECUTIVE OFFICER  
CERTIFICATION PURSUANT TO SECTION 302  
OF THE SARBANES-OXLEY ACT OF 2002**

I, Michael King, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Broadleaf Capital Partners, Inc. (the "registrant");
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, 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;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

By: /s/ J. Michael King  
J. Michael King, Interim President/CFO  
Date: September 19, 2011

**CERTIFICATION OF THE PRINCIPAL EXECUTIVE OFFICER  
PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002  
(18 U.S.C. SECTION 1350)**

Pursuant to 18 U.S.C. Section 1350, as created by Section 906 of the Sarbanes-Oxley Act of 2002, the undersigned Chief Executive Officer of Broadleaf Capital Partners, Inc. (the "Company") does hereby certify, to the best of such officer's knowledge, that:

1. The Quarterly Report on Form 10-Q of Broadleaf Capital Partners, Inc. (the Company) fully complies with the requirements of Section 13(a) or Section 15(d), as applicable, of the Securities Exchange Act of 1934, as amended; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: September 19, 2011

/s/ J. Michael King  
J. Michael King,  
Interim President/CFO

The certifications set forth above are being furnished as an exhibit solely pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, and shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, nor shall they be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended.

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to Broadleaf Capital Partners, Inc. and will be retained by Broadleaf Capital Partners, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.