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

FORM 10-K

☒ **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the Fiscal Year Ended December 31, 2012
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	**86-0490034**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification No.)**
3887 Pacific Street	
Las Vegas, Nevada	**89121**
(Address of principal executive offices)	**(Zip Code)**

(702) 650-3000
(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act: None

Securities registered pursuant to Section 12(g) of the Act:

Title of each class:	**Name of each exchange on which registered:**
Common Stock, $.001 par value	**Over-the-Counter**

Indicate by check mark if a registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☐ No ☒

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ☐ No ☒

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 if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ☐

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

Large accelerated filer ☐	Accelerated filer ☐
Non-accelerated filer ☒ (Do not check if a smaller reporting company)	Smaller reporting company ☐

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

The approximate aggregate market value of the voting and non-voting common equity held by non-affiliates of the registrant was $501,293 as of June 30, 2012 (the last business day of the registrant's most recently completed second fiscal quarter).

As of March 23, 2013, the registrant had 167,097,874 shares of Common Stock outstanding.

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PART I

ITEM 1. 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 recently divested its interest in its sole investment, Canyon Shadows Apartments and continues to operate looking for new potential investments. The Company has started a subsidiary Pipeline Nutrition USA, Inc. in the second quarter of 2013. With a target market for endurance sports liquid nutritional supplements, the company has created its own unique brand to capture its share of the 3 billion dollar a year nutritional supplement market. Additionally the company is actively seeking new business opportunities to invest in that are cash flow positive and could benefit from exposure to the Companies public markets.

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. The services of Corporate Strategy Consultants have been retained as well, to aid the Board in development and implementation of growth prospects The Company is currently incorporating these new investment opportunities as subsidiaries which can grow under the public parent and eventually be spun off as their own independently traded public companies . This is all with the aim of conservative growth during slow economic times - through slightly-levered transactions built on a strong equity base.

The Company also 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 their portfolio interests as they are acquired. 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 will depend upon a 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. This investment was sold during the first quarter of 2012.

Pipeline Nutrition USA, Inc.

This start up subsidiary in the sports and nutritional product supplements market and has managed to generate sales in year one, while developing its own proprietary formulas for use in their products. The company has developed a working inventory and continues to expand its distribution network for future growth.

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 $14,259,936 as of December 31, 2012. 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, 2012, we had cash and cash equivalents of $107,627.

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, 2012 and December 31, 2011. 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.

W e 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. DESCRIPTION OF PROPERTY

The Company's principal executive and administrative offices are located at 3887 Pacific Street, Las Vegas, Nevada 89121, where the Company occupies approximately 500 square feet of leased office space. The Company currently does not have to pay rent through a non binding month to month agreement with its current interim president Mike King.

ITEM 3. 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 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

The Company did not submit any matters to a vote of its security holders during the fiscal years covered by this report.

PART II

ITEM 5. MARKET FOR COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND SMALL BUSINESS ISSUER PURCHASES OF EQUITY SECURITIES

The common stock of the Company is quoted on the OTC Bulletin Board. The following table sets forth the range of high and low bid prices during each quarter for the years ended December 31, 2012 through December 31, 2011. The over-the- counter market quotations may reflect inter-dealer prices, without retail market-up, markdown or commission and may not represent actual transactions. The market information was obtained from Allstock.com (BigCharts) and from Standard & Poors Comstock.

	Year Ended December 31, 2011	
	High	Low
Quarter 1	0.016	0.001
Quarter 2	0.005	0.001
Quarter 3	0.010	0.001
Quarter 4	0.009	0.004

	Year Ended December 31, 2012	
	High	Low
Quarter 1	0.008	0.002
Quarter 2	0.008	0.002
Quarter 3	0.005	0.001
Quarter 4	0.005	0.000

RECORD HOLDERS

There is only one class of common stock. As of December 31, 2012, there were approximately 3,500 shareholders of record for the Company's common stock and a total of 167,097,874 shares of common stock issued and outstanding as of March 23, 2013.

The holders of common stock are entitled to one vote per share of common stock on all matters to be vote on by the stockholders. There are no cumulative voting rights. Subject to preferences that may be applicable to any outstanding preferred stock, the holders of common stock are entitled to receive dividends, if any, as may be declared by the board of directors out of funds legally available for dividends. In the event of a liquidation, dissolution or winding up, the holders of common stock are entitled to share ratably in the net assets remaining after payment in full of all liabilities, subject to the prior rights of preferred stock, if any, then outstanding. There are no redemption or sinking fund provisions applicable to the common stock.

DIVIDENDS

The Company has never paid cash dividends on its common stock. The declaration and payment of dividends is within the discretion of the Company's board of directors and will depend, among other factors, on earnings and debt service requirements as well as the operating and financial condition of the Company. At the present time, the Company's anticipated working capital requirements are such that it intends to follow a policy of retaining earnings in order to finance the development of its business. Accordingly, the Company does not expect to pay a cash dividend within the foreseeable future.

RECENT SALES OF UNREGISTERED SECURITIES

The following is a description of unregistered securities sold by the Company from January 1, 2012 through December 31 2012 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.

- On March 2, 2012 we issued 6,052,949 shares of common stock to Upton Development Corp. as interest payments in lieu of cash on notes owed by the Company. This issuance was intended to be exempt from the registration requirements pursuant to Section 4(2) of the Securities Act of 1933 and Rule 506 promulgated under Regulation D.
- On March 12, 2012 we issued 5,000,000 shares of common stock to Steven R. Peacock as interest payments in lieu of cash on notes owed by the Company. This issuance was intended to be exempt from the registration requirements pursuant to Section 4(2) of the Securities Act of 1933 and Rule 506 promulgated under Regulation D.
- On March 12, 2012 we issued 6,000,000 shares of common stock to Virginia L. Roberts Trust as interest payments in lieu of cash on notes owed by the Company. This issuance was intended to be exempt from the registration requirements pursuant to Section 4(2) of the Securities Act of 1933 and Rule 506 promulgated under Regulation D.
- On March 12, 2012 we issued 5,625,000 shares of common stock to Donna Steward as financial consulting compensation for her non board services. This issuance was intended to be exempt from the registration requirements pursuant to Section 4(2) of the Securities Act of 1933 and Rule 506 promulgated under Regulation D.

ITEM 7. 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-K.

Plan of Operation

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 years ended 12/31/2012	12/31/2011
	Revenues	$ 31,744	$ 7,600
1)	Cost of Sales	24,471	0
2)	Officer Wages	9,000	9,000
	Wages	0	0
3)	Professional Fees	94,531	24,000
4)	Administrative	104,926	20,777
	Royalties	2,754	0
	Interest expense	(9,690)	(38,576)
5)	Debt Forgiveness	138,238	0
6)	Realized Gain on Investment	927,318	0
	Other Income(Expense)	0	17
	NET INCOME	$ 851,928	$ (84,736)

1) Cost of product sold through it's start up subsidiary Pipeline Nutritian
2) Salaries, Wages & Personnel Costs are for the principal executive officers as noted above.
3) 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. Additional Consulting fees on reviewing potential merger candidates.
4) All Other expenses include travel, entertainment, supplies, postage and other General & Administrative expenses incurred in the day to day operations of the Company.
5) Settlement of old liabilities dating back to 2004.
6) Realized gain on sale of Canyon Shadows limited partnership.

Results of Operations 2012-2011

Analysis of the calendar years ended December 31, 2012 through calendar years ended December 31, 2011.

Revenues

For the year ended December 31, 2012, revenues were approximately $31,744 compared to $7,600 for the year ended December 31, 2011, increasing by $21,114. During this time investment income stopped as a result of the sale of the Canyon Shadows investment and the Company started recording sales from its subsidiary Pipeline Nutrition USA, Inc. which was $20,696 of the total revenues in 2012. There were no Pipeline Nutrition USA, Inc. revenues in 2011.

Cost of Goods Sold

Cost of goods sold increased to $24,471 for the year ended December 31, 2012 from $0 for the year ended December 31, 2011, an increase of $24,471. This is solely the result of the startup subsidiary Pipeline Nutrition USA, Inc. and the cost associated with its products. Cost of goods sold were 83% of total net sales. There were no costs of goods sold during 2011.

G & A Expenses

G&A expense increased to $230,391 for the year ended December 31, 2012 from $53,777 for the year ended December 31, 2011, an increase of $176,614. The increases in G&A were caused by heavy start up expenses for the start up subsidiary Pipeline Nutrition USA, Inc. which totaled $46,749 in 2012 and were zero in 2011. Additionally the company recorded increased professional fees of $70,531 from due diligence cost associated with reviewing potential investments during the period. The remainder of the expenses was all considered normal small business operating expenses associated with operations.

Other income and expenses

Other items increased to a net income of $1,075,046 for the year ended December 31, 2012 from a net expense of $38,559 for the year ended December 31, 2011, resulting in a total net item increase of $1,113,605. The gain on the sale of the Canyon Shadows investment was $927,318 and there were liabilities settled creating additional debt forgiveness income of $138,238. Interest expense also decreased during the year 2012 to $9,490 from $38,576 for the year ended December 31. 2011. This was due to the pay down of debt with the proceeds from the sale of the Canyon Shadows investment.

Net income (loss)

Net Income increased to $851,928 for the year ended December 31, 2012 from a net loss of $84,736 for the year ended December 31, 2011, an increase of $936,664. The increase was mostly related to a realized gain on investment and debt forgiveness income noted above. The increased consulting in G&A expense and the Pipeline Nutrition USA, Inc. subsidiary G&A were the only significant expense increases offsetting the additional income summarizes in net income for this period.

Liquidity and Capital Resources 2012-2011

Analysis of the calendar years ended December 31, 2012 through calendar years ended December 31, 2011.

On December 31, 2012 the Company had total assets of $151,205 compared to $36,924 on December 31, 2011 an increase of $114,281. The Company had total liabilities of $102,536 on December 31, 2012 compared to $1,082,409 on December 31, 2011 a decrease of $979,873. The Company had a total stockholders' equity of $48,669 on December 31, 2012 compared to a stockholders' deficit of $1,045,085 on December 31, 2011 an increase of $1,093,754. The Company’s small increase in assets resulted from the cash held for operations after the sale of their investment generated enough profit and cash flow to pay off the bulk of their 2011 liabilities and increase the shareholder accounts from a deficit to a small equity. The Company has also incurred some new liabilities to cover the review of new opportunities to reposition its current investments as possible down payments on new income opportunities to be used in conjunction with the Net Tax Operating Losses to provide a stable cash flow and operating base. Additional investment avenues are also being reviewed as alternatives to cover the remaining debt structure of the Company. The Company feels it can maintain its current operating levels out of remaining cash until new joint venture opportunities can be found without seeking dilutive additional funding.

RECENT ACCOUNTING PRONOUNCEMENTS

See Note 2 to the consolidated financial statements in Part 1 of this Annual Report on Form 10-K for information related to new accounting pronouncements.

OFF-BALANCE SHEET ARRANGEMENTS

We do not have any off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that are material to our investors.

I TEM 8. FINANCIAL STATEMENTS

As used herein, the term "Company" refers to Broadleaf Capital Partners, Inc., a Nevada corporation, and its subsidiaries and predecessors unless otherwise indicated. Consolidated, audited, condensed financial statements including a balance sheet for the Company as of the years ended December 31, 2012 and December 31, 2011 and audited statements of income, cash flows and changes in shareholders' equity up to the date of such balance sheets and the comparable period of the preceding year are attached hereto as Pages 13 through 32 and are incorporated herein by this reference.

John Scrudato CPA
7 Valley View Drive
Califon, New Jersey 07830
908-534-0008

Report of Independent Registered Public Accounting Firm

Board of Directors and Stockholders
Broadleaf Capital Partners, Inc.

We have audited the accompanying balance sheet of Broadleaf Capital Partners, Inc. and subsidiaries ("the Company") as of December31, 2012 and 2011, and the related statements of operations, stockholders' equity, and cash flows for the years ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Company is not required to have, nor were we engaged to perform, an audit of its internal controls over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a
test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion based on our audit, the financial statements referred to above present fairly, in all material respects, the financial position of Broadleaf Capital Partners,, Inc. and subsidiaries as of December 31, 2012 and 2011, and the results of its operations and its cash flows for the periods then ended, in conformity with accounting principles generally accepted in the United States.

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 3, the Company has incurred significant losses since inception of $14,259,936 and has a working capital of $48,669. These factors raise substantial doubt about the Company's ability to continue as a going concern. Management's plans in regard to these matters are also discussed in Note 3. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

/s/ John Scrudato CPA
Califon, New Jersey
March 23, 2013

BROADLEAF CAPITAL PARTNERS, INC. AND SUBSIDIARIES
Consolidated Balance Sheets

ASSETS	12/31/2012	12/31/2011
	Audited	Audited
CURRENT ASSETS		
Cash	$ 107,627	$ 11,957
Inventory	37,900	0
Other current assets	5,678	0
TOTAL CURRENT ASSETS	151,205	11,957
FIXED ASSETS, NET	0	0
OTHER ASSETS - Investments in limited partnerships -	0	24,967
TOTAL ASSETS	$ 151,205	$ 36,924
LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)		
CURRENT LIABILITIES		
Accounts payable and accrued expenses	$ 55,665	$ 169,287
Accrued interest	16,488	212,949
Judgments payable	0	39,372
Notes payable - current portion	30,383	660,801
TOTAL CURRENT LIABILITIES	102,536	1,082,409
LONG-TERM DEBT - Notes payable - long term	0	0
TOTAL LIABILITIES	102,536	1,082,409
COMMITMENTS AND CONTINGENCIES		
STOCKHOLDERS' EQUITY (DEFICIT)		
Common Stock 250,000,000 authorized at $0.001 par value;		
shares issued and outstanding 12/31/2012 167,097,874		
shares issued and outstanding 12/31/2011 144,419,925		
Total Common Shares issued and outstanding, respectively	167,098	144,420
Additional paid-in capital	14,141,507	13,921,959
Accumulated deficit	(14,259,936)	(15,111,864)
TOTAL STOCKHOLDERS' EQUITY (DEFICIT)	48,669	(1,045,485)
TOTAL LIABILITIES, AND STOCKHOLDERS' EQUITY (DEFICIT)	$ 151,205	$ 36,924

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

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

Other Assets Company	Business	Number Shares Owned or %	Original Cost	12/31/2012	12/31/2011
				Audited	Audited
Canyon Shadows	Real Estate	1%	$ 1,131,961(a)	$ 0	$ 24,967
TOTAL INVESTMENTS				$ 0	$ 24,967

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 Years Ended 12/31/2012 Audited	12/31/2011 Audited
SALES	$ 31,744	$ 0
COST OF SALES	24,471	0
GROSS PROFIT	7,273	7,600
OTHER EXPENSES		
Selling, General and administrative	230,391	53,777
TOTAL OTHER EXPENSES	230,391	53,777
NET INVESTMENT INCOME(LOSS)	(223,118)	(46,177)
OTHER INCOME (EXPENSE)		
Interest income	0	17
Realized Gain on Sale of Investment	927,318	0
Debt Forgiveness	138,238	0
Interest expense	(9,490)	(38,576)
TOTAL OTHER INCOME (EXPENSE)	1,075,046	(38,559)
INCOME (LOSS) FROM CONTINUING OPERARION BEFORE INCOME TAXES	851,928	(84,736)
Income taxes	0	0
NET INCOME (LOSS)	851,928	(84,736)
BASIC AND DILUTED INCOME (LOSS) PER SHARE		
Basic and Diluted Income (Loss) Per Share	0.005	(0.001)
WEIGHTED AVERAGE NUMBER OF SHARES OUTSTANDING BASIC AND DILUTED	163,318,216	139,567,292

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

	For the Years Ended 2012 Audited	For the Years Ended 2011 Audited
CASH FLOWS FROM OPERATING ACTIVITIES		
Net income (loss) from continuing operations	$ 851,928	$ (84,736)
Adjustments to reconcile net loss to net cash		
used by operating activities:		
Common stock issued for services	42,000	0
Gain on sale of investment	(927,318)	20,017
Forgiveness of debt	(138,238)	0
(Increase) decrease in inventory	(37,900)	0
(Increase) decrease in other current assets	(5,678)	0
Increase (decrease) in accounts payable /accrued expeses	(60,566)	5,196
Increase (decrease) in accrued interest	6,587	0
Increase (decrease) in judgments payable	0	0
NET CASH USED IN OPERATING ACTIVITIES	(269,185)	(59,523)
CASH FLOWS FROM INVESTING ACTIVITIES		
Proceeds from sale of investment	952,285	0
NET CASH PROVIDED (USED) IN INVESTING ACTIVITIES	952,285	0
CASH FLOWS FROM FINANCING ACTIVITIES		
Payments on notes payable	(587,430)	0
Reclassification of note payable	0	20,000
Common stock issued for services	0	10,000
NET CASH PROVIDED BY FINANCING ACTIVITIES	$ (587,430)	$ 30,000
NET DECREASE IN CASH	$ 95,670	$ (29,523)
CASH, BEGINNING OF PERIOD	11,957	41,480
CASH, END OF PERIOD	$ 107,627	$ 11,957

"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 Years Ended	
	2012 Audited	2011 Audited
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION		
Interest paid	$ 2,459	$ 0
Income taxes paid	$ 0	$ 0
SUPPLEMENTAL DISCLOSURE OF NON-CASH ACTIVITIES		
Common stock issued in conversion of debts and accrued interest and judgements	$ 180,964	$ 0
Common stock issued for services	$ 42,000	$ 10,000
Foregiveness of debts included as income	$ 138,238	$ 0
Common stock issued for judgement settlements	$ 19,262	$ 0

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

BROADLEAF CAPITAL PARTNERS, INC. AND SUBSIDIARIES
Consolidated Statements of Stockholders' Equity (Deficit)
December 31, 2012 through 2011
Audited

		Common Stock Shares	Amount	Additional Paid in Capital	Subscriptions (Receivable) Payable	Accumulated Deficit	Total
Balance	31-Dec-10	142,419,925	$ 142,420	$ 13,913,959	$ 0	$ (15,027,128)	$ (970,749)
Common Stock Issued for services		2,000,000	2,000	8,000	0	0	10,000
Net income for the year ended December 31, 2011		0	0	0	0	(84,736)	(84,736)
Balance	31-Dec-11	144,419,925	$ 144,420	$ 13,921,959	$ 0	$ (15,111,864)	$ (1,045,485)
Common Stock Issued for services		4,500,000	4,500	37,500	0	0	42,000
Common Stock Issued Debt Settlements		18,177,949	18,178	182,048	0	0	200,226
Net income for the year ended December 31, 2012		0	0	0	0	851,928	851,928
Balance	31-Dec-12	167,097,874	$ 167,098	$ 14,141,507	$ 0	$ (14,259,936)	$ 48,669

"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 June 2011, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (ASU) 2011-05, an amendment to the accounting guidance for presentation of comprehensive income. Under the amended guidance, an entity may present the total of comprehensive income, the components of net income, and the components of other comprehensive income either in a single continuous statement of comprehensive income or in two separate but consecutive statements. In either case, an entity is required to present each component of net income along with total net income, each component of other comprehensive income along with a total for other comprehensive income, and a total amount for comprehensive income. For public companies, the amendment is effective for fiscal years, and interim periods within those years, beginning after December 15, 2011, and shall be applied retrospectively. Early adoption is permitted. We elected not to early adopt. Other than a change in presentation, the implementation of this accounting pronouncement is not expected to have

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

a material impact on our financial statements when implemented.

In December 2011, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update (ASU) No. 2011-11, an amendment to the accounting guidance for disclosure of offsetting assets and liabilities and related arrangements. The amendment expands the disclosure requirements in that entities will be required to disclose both gross information and net information about both instruments and transactions eligible for offset in the statement of financial position and instruments and transactions subject to an agreement similar to a master netting arrangement. The amendment is effective for fiscal years, and interim periods within those years, beginning on or after January 1, 2013, and shall be applied retrospectively. We do not expect the adoption of this accounting pronouncement to have a material effect on our financial statements when implemented.

In May 2012, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update (ASU) 820 Fair Value Measurement and Disclosure Requirements in US GAAP. The amendments in this Update result in common fair value measurement and disclosure requirements in U.S. GAAP and IFRSs. Consequently, the amendments change the wording used to describe many of the requirements in U.S. GAAP for measuring fair value and for disclosing information about fair value measurements. For many of the requirements, the Board does not intend for the amendments in this Update to result in a change in the application of the requirements in Topic 820. Some of the amendments clarify the Board's intent about the application of existing fair value measurement requirements. Other amendments change a particular principle or requirement for measuring fair value or for disclosing information about fair value measurements. We do not expect the adoption of this accounting pronouncement to have a material effect on our financial statements when implemented.

In October 2012, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update (ASU) 805 Business Combinations. The amendments in this Update affect all entities that recognize an indemnification asset (in accordance with Subtopic 805-20, Business Combinations—Identifiable Assets and Liabilities, and Any Noncontrolling Interest) as a result of a government-assisted acquisition of a financial institution. When a reporting entity recognizes an indemnification asset (in accordance with Subtopic 805-20) as a result of a government-assisted acquisition of a financial institution and subsequently a change in the cash flows expected to be collected on the indemnification asset occurs (as a result of a change in cash flows expected to be collected on the assets subject to indemnification), the reporting entity should subsequently account for the change in the measurement of the indemnification asset on the same basis as the change in the assets subject to indemnification. Any amortization of changes in value should be limited to the contractual term of the indemnification agreement (that is, the lesser of the term of the indemnification agreement and the remaining life of the indemnified assets). We do not expect the adoption of this accounting pronouncement to have a material effect on our financial statements when implemented.

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:

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

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

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 years ended December 31 2012 and 2011:

	12/31/2012	12/31/2011
Net Income (Loss)	$ 851,928	$ (84,736)
Weighted-average common shares outstanding basic:		
Weighted-average common stock	163,318,216	144,086,592
Equivalents		
Stock options	-	-
Warrants	-	-
Convertible Notes	-	-
Weighted-average common shares outstanding- Basic & Diluted	163,318,216	144,086,592

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 $14,316,623 as of December 31, 2011 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 2011 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 it's 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

	12/31/2012	12/31/2011
Deferred tax assets:		
Beginning NOL Carryover	14,401,359	14,316,623
Adjusted Taxable Income(loss)	851,928	(84,736)
Valuation allowance	0	0
Ending NOL Carryover	13,549,431	14,401,359
Tax Benefit Carryforward	4,606,807	5,040,476
Valuation allowance	(4,606,807)	(5,040,476)
Net deferred tax asset	0	0
Net Valuation Allowance	(4,606,807)	4,981,160

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 $5,040,476 at December 31, 2011 and $5,007,353 at December 31, 2010. The allowance is calculated as equal to the full potential tax benefit of the December 31, 2011 NOL value of $14,401,359.

NOTE 3 - GOING CONCERN

As reported in the consolidated financial statements, the Company has an accumulated deficit of $15,111,864 as of December 31, 2011. The Company also has certain debts that have been in default since December 31, 2003 although the creditors have not pursued collection proceedings. The Company's stockholders' deficit at December 31, 2011 was $1,045,485, and its current liabilities exceeded its current assets by $1,070,452. These trends have been consistent for the past few years, 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.

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,

NOTE 4 - INVESTMENTS IN LIMITED PARTNERSHIPS (Continued)

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. The investment was sold during the first quarter of 2012 generating a profit of $927,318 which was used predominantly to pay down old corporate debt.

NOTE 5 - FIXED ASSETS

Fixed assets consist of the following:

For the Periods Ended,	12/31/2012	12/31/2011
Furniture and fixtures	$ 0	$ 0
Computers and software	3,500	3,500
Other equipment	400	400
	3,900	3,900
Accumulated depreciation	3,900	3,900
Current depreciation expense	0	0
	3,900	3,900
Net fixed assets	$ 0	$ 0

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. This note was paid in full during 2012. 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;	12/31/2012	12/31/2011
Peacock Settlement Note of 2008 resettled three existing notesas stated on November 26, 2008 with a simple interest rate with a simple interest rate of 3% per annum. Note holderhas right on 30 days written notice to demand stock totaling no more than 9.9% of total outstanding shares current andnot allowing cumulative total to exceed 30% adjusting with new issuance for dilutive purposes.	$ 0	$ 357,430
Debentures at 10%, unsecured, were to be convertible intocommon shares at the option of the holder, all debentures are currently in default.	10,383	10,383
Convertible note from a related party dated June 28, 2004 with astated rate of 10% per annum payable quarterly. The holder has the right to convert upon written request at 80% of marketof the five previous trading days of the conversion request.	0	30,000
Convertible note payable, accrues with an interest at a Rateof 6.0% per annum, two-year term. Currently in default.	0	42,988
Short term unsecured working capital demand notes, withstated interest rate of 10%. Reclassified back into notes payable after the Company confirmed status during the lastfiscal audit of the 2010 year-end.	20,000	0
Virginia Roberts investment was originally stated as MinorityInterest investment in 2003 financials, was reclassed in 2004 to secured demand note against Canyon Shadows Investmentand entitled note holder to 21% if Investment distributions at no less than $5,000 per quarter.	0	200,000
Total Notes Payable	30,383	640,801
Less Current Portion	30,383	640,801
Long Term Notes Payable	$ 0	$ 0

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:	$ 16,488	$ 212,949

NOTE 8 - COMMITMENTS AND CONTINGENCIES

The company current has no commitments or contingencies that require reporting.

NOTE 9 – SUBSEQUENT EVENTS

During the first quarter of 2012 the Company sold its interest in its only investment Canyon Shadows Properties. While this currently was the Companies only source of income, the proceeds from the distribution provided for the paying off of the judgments payable and notes payable of $357,430 to the Steve Peacock note, $200,000 to the Virginia Roberts note, and $30,000 to the Donna Steward note. The Company also set up of a cash reserve for any unknown or disputed liabilities. In addition to this, the sale proceeds also provide enough cash to fund current operations and allow for a down payment into a new project or merger. The Company expects the projected capital gain of $947,427 to be offset by the current Net Operating Loss carryforward.

NOTE 10 – FINANCIAL HIGHLIGHTS

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

	12/31/2012	9/30/2011
Net Income(Loss)	$ 851,928	$ (84,736)
Net Investment Value End of Period	$ 48,669	$ (1,045,485)
Weighted-average common shares outstanding basic:	163,318,216	144,086,592
Beginning of period Net Asset Value	(0.009)	(0.008)
Income from Net Investment operations Income(Loss)	0.000	0.000
Net Income(Loss) Investments (realized & unrealized)	0.009	-
Total from investment operations	0.000	0.000
Other Increases(Decreases)	0.000	(0.001)
End of period Net Asset Value	0.000	(0.009)

I TEM 8. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURES

None.

ITEM 9A(T). 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 December 31, 2012. Based upon this evaluation, the President and Chief Financial Officer concluded that, as of December 31, 2012, 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 Rue 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 not effective as of December 31, 2012 based on such criteria.

The Company has resolved a number of prior material deficiencies recorded in prior years and has appointed Donna Steward as its full time financial officer in December of 2012 to increase the separation of control functions within the Company and allow for greater financial statement management. During the course of our audit we noted the following significant deficiencies.

Because of the Company's small number of people and its inherent limitations, internal control over financial reporting still may not prevent or detect misstatements. Therefore, even those systems determined to be effective can provide only reasonable assurance of achieving their control objectives.

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.

A significant deficiency is a deficiency, or a combination of deficiencies, in internal control over financial reporting that is less severe than a material weakness, yet important enough to merit attention by those responsible for oversight of the company’s financial reporting 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 III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

Directors and Officers

The following sets forth the names and ages of all of our directors and executive officers as of the date of this annual report. Also provided herein is a brief description of the business experience of each director and executive officer during the past five years and an indication of directorships held by each director in other companies subject to the reporting requirements under the Federal securities laws. All of the directors will serve until the next annual meeting of shareholders and until their successors are elected and qualified, or until their earlier death, retirement, resignation or removal. There are no arrangements or understandings between any director or executive officer and any other person pursuant to which the director or executive officer was selected.

The following persons constitute all of the Company's Executive Officers and Directors:

NAME	AGE	POSITION
J. Michael King	74	Interim President
Donna Steward	70	Director/ CFO
Charles Snipes	90	Director

The Company's Bylaws currently authorize up to 13 directors. Each director is elected for one year at the annual meeting of stockholders and serves until the next annual meeting or until a successor is duly elected and qualified. Executive officers serve at the discretion of our board of directors. There are no family relationships among any of the directors and executive officers.

J. Michael "Mike" King

Mike and his company Princeton Research, specialize in the creation, development, and promotion of business ventures that serve either a social or economic purpose. A 1960 graduate of the Wharton School of the University of Pennsylvania, Michael has spent nearly 30 years on Wall Street as broker, trader, and principle of his own companies. Before New York, he co-founded the Imperial Battery Company in Lynchburg, Virginia and worked for Amco-Teledyne where he engineered the design and operation of industrial plants for companies such as International Shoe. Michael has always maintained a progressive vision for the future, evidenced by his founding of the Tuskegee Mills textile factory in Tuskegee, Alabama where he was the first business owner in the American South to hire black women.

A former member of the New York Mercantile Exchange and the Chicago Board of Trade, Michael founded his own firm, King Commodity Services, before managing several high-profile accounts on Wall Street, including the Bunker Hunt account, while working for the likes of E.F. Hutton, Shearson Lehman, and Anglo American. After placing 2nd and 5th respectively in the 1990 and 1991 United States Investing Championship, he became a partner at ZimLev, Inc., a company which generated $90 million in equity, managed $1 billion in assets, and was a top ten performer between 1992 and 1995.

In 1997 Michael moved to Las Vegas and founded Princeton Research, Inc., registering soon after with Morgan Fuller Capital of San Francisco. Since 1999 Michael and Princeton have published a daily, and now weekly market letter providing on-point analysis of fundamental economic data and investment advice to an extensive network of analysts, investors, and traders across the world.

Donna M. Steward

Donna M. Steward has over 37 years of experience in the banking industry in credit management and managing operations both domestic and international. Having worked in various management positions within that industry. She has maintained a long working relationship with her clients with that "extra attention" to achieve success. Ms. Steward has her own Mortgage Company since1995, consulting and negotiating with banks. Ms. Steward is a licensed real estate broker and insurance broker in the State of California. Ms Steward is very active in the local community and serves on several boards. Currently she is on the board of Storage Suites America (SSUA-OTC) as well as a number of privately held companies.

Charles Snipes

Born in Arizona, raised in Southern California, product of the local school system. Graduated from UCLA in Business and Accounting. Spent 5 years in the Navy during World War II. Involved in various business firms as employee, manager, and owner for 25 years. From 1973 to 1993, when he sold the business, President of an internal oil service company, with offices in 20 states and 16 foreign countries. Since 1993, he has been involved in various aspects of the self-storage business, as well as serving on several Boards in a consulting capacity.

Code of Ethics

As revised in August 2011, the Board of Directors adopted a Code of Ethics for Senior Financial Officers. The Code of Ethics was adopted pursuant to the requirements of the Sarbanes-Oxley Act of 2002 and the rules and regulations of the Securities and Exchange Commission there under. A copy of the Code of Ethics will be made available upon request at no charge. Requests should be directed in writing to the Company at 3887 Pacific Street, Las Vegas, Nevada 89121.

Compliance with Section 16(a) of the Exchange Act

Section 16(a) of the Securities Exchange Act of 1934, as amended, requires each of the Company's directors and executive officers, and any beneficial owner of more than 10 percent of the Company's common stock, to file reports with the SEC. These include initial reports and reports of changes in the individual's beneficial ownership of the Company's common stock. Such persons are also required by SEC regulations to furnish the Company with copies of such reports.

The Company's Director, Donna Steward, failed to file a report on Form 5 covering the issuance and status to her by the Company for the periods of January 1, 2004 through the filing of this report dated March 28, 2013.

The Company's Director, Charles Snipes, failed to file a report on Form 5 covering the issuance and status to him by the Company for the periods of January 1, 2004 through the filing of this report dated March 28, 2013.

The Company's Interim president, J. Michael King, has filed a report on Form 3 covering the issuance and status to him by the Company for shares obtained since September 22, 2003 filed with the SEC on September 30, 2011 and filed form 4 statement of changes in beneficial ownership with the SEC May 7, 2012, October 26, 2012 and December 4, 2012.

Audit Committee and Audit Committee Financial Expert

The Company does not have a separately-designated standing audit committee established in accordance with Section 3(a)(58)(A) of the Exchange Act, or a committee performing similar functions. The board of directors has determined that the Company does not have an audit committee financial expert serving on the board. The Company does not have an audit committee financial expert because it has been unable to attract and compensate an individual with the necessary skills to serve in such role. The Company intends to identify and appoint a financial expert when possible.

ITEM 11. EXECUTIVE COMPENSATION

SUMMARY COMPENSATION TABLE

NAME AND PRINCIPAL POSITION	YEAR	ANNUAL COMPENSATION	LONG TERM COMPENSATION
J. Michael King	2012	$ 9,000	Interim President/CFO

Narrative Disclosure to Summary Compensation Table
Salary described in the Summary Compensation Table consists of cash payments and accrued amounts owed to such named executive officers as of December 31, 2011. The Company does not have any other forms of compensation arrangements nor has the Company paid such named executive officers any additional compensation. There are no bonus plans, stock awards, option awards, non-equity incentive plans, non-qualified deferred compensation plans or other compensation programs, and there are no outstanding unexercised options, unvested stocks or equity incentive plan awards as of December 31, 2011.

Employment Agreements
The Company does not have any employment agreements with its executive officers. Our executive officers are employees-at-will and, therefore, may be terminated at any time, with or without cause, and with no severance award owed to them.

Director Compensation
The Company's directors do not receive cash compensation for their services on the board of directors. There is a fee payable of $500 per meeting plus non-employee directors are reimbursed for out-of-pocket expenses associated with attending Company meetings and otherwise fulfilling their duties as directors. All unpaid fees have been accrued by the company through December 31, 2012.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS & MANAGEMENT AND RELATED STOCKHOLDER MATTERS.

The following table sets forth, as of December 31, 2012, the number and percentage of outstanding shares of common stock which, according to the information supplied to us, were beneficially owned by (i) each current director, (ii) each current executive officer, (iii) all current directors and executive officers as a group, and (iv) each person who, to our knowledge, is the beneficial owner of more than 5% of our outstanding common stock. Except as otherwise indicated, the persons named in the table below have sole voting and dispositive power with respect to all shares beneficially owned, subject to community property laws (where applicable).

TITLE OF CLASS	NAME AND ADDRESS OF BENEFICIAL OWNER	AMOUNT OF BENEFICIAL OWNERSHIP	PERCENT OF CLASS
Common Stock	J. Michael King 3887 Pacific Street Las Vegas, NV 89121	15,100,000	9.04%
Common Stock	Donna Steward 3887 Pacific Street Las Vegas, NV 89146	7,925,000	4.74%
Common Stock	Charles Snipes 3887 Pacific Street Las Vegas, NV 89146	1,800,000	*
Common Stock (all officers and directors as a group-3 persons)		24,825,000	14.85%

* Less than one percent

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

Certain Relationships and Related Transactions
When the Company is contemplating entering into any transaction in which any executive officer, director, nominee or any family member of the foregoing would have any direct or indirect interest, regardless of the amount involved, the terms of such transaction have to be presented to the full board of directors (other than any interested director) for approval. The board has not adopted a written policy for related party transaction review but when presented with such transaction, they are discussed by the full board of directors and documented in the board minutes.

During the fiscal years ended December 31, 2012 and December 31, 2011, the Company engaged in the following transactions with a related person:

Director Independence
Our board of directors affirmatively determines the independence of each director and nominee for election as a director in accordance with guidelines it has adopted, which include all elements of independence set forth in NASDAQ Rule 4200(a)(15). Based on this standard, the board of directors has determined that it currently has no members who qualify as "independent."

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

Audit Fees

The aggregate fees billed for each of the last three fiscal years for professional services rendered by the principal accountant for our audit of annual consolidated financial statements and reviews of our interim consolidated financial statements included in our Form 10-Q and Form 10-K or services that are normally provided by the accountant in connection with statutory and regulatory filings or engagements for those fiscal years was:

2011 $8,000

2012 $14,000

Audit-Related Fees
None.

Tax Fees
None.

All Other Fees
None.

Audit Committee Policies and Procedures
As of the date of this Annual Report, the Company does not have an established audit committee. The appointment of John Scrudato CPA was approved by the Board of Directors as the principal auditors for the Company. There are no board members that are considered to have significant financial experience. When independent directors with the appropriate financial background join the board, the board plans to establish an audit committee, which will then adopt an appropriate charter and pre-approval policies and procedures in connection with services to be rendered by the independent auditors.

ITEM 15. 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:

March 9, 2012 Item 3.02, Unregistered Sales of Equity Securities

EXHIBIT NO.		DESCRIPTION
		ARTICLES OF INCORPORATION AND BY-LAWS
3(i)	*	Articles of Incorporation as amended
3(vi)	*	Bylaws
21		Subsidiaries
		CERTIFICATIONS
31.1		Rule 13a-14(a) Sarbanes-Oxley Sec. 302 certifications of Principal Executive Officer and Chief Financial Officer
31.2		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
32.2		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 causedthis report to be signed on its behalf by the undersigned, hereunto dulyauthorized, this 26 day of March, 2013.

Broadleaf Capital Partners, Inc.

/s/ J. Michael King
President

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

Signature	Title	Date
/s/ J. Michael King J. Michael King	President	March 26, 2013
/s/ Donna Steward Donna Steward	Director/CFO	March 26, 2013

Exhibit 32.2
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 Annual Report on Form 10-K of the Company for the year ended December 31, 2012 (the "Report") 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 ofoperations of the Company.

Dated: March 27, 2013

/s/ Donna Steward
Donna Steward
Chief Financial Officer

The certifications set forth above are being furnished as an exhibit solely pursuant to Section 906 of the Sarbanes-Oxley Actof 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 orotherwise 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.

Exhibit 32.1
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 Annual Report on Form 10-K of the Company for the year ended December 31, 2012 (the "Report") 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: March 27, 2013

/s/ J. Michael King
J. Michael King
President

EXHIBIT 31.2
PRINCIPAL EXECUTIVE OFFICER
CERTIFICATION PURSUANT TO SECTION 302
OF THE SARBANES-OXLEY ACT OF 2002

I, Donna Steward, certify that:

1. I have reviewed this annual report on Form 10-K of Broadleaf Capital Partners, Inc. for the twelve months ended December 31, 2012;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material factnecessary 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 allmaterial 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 oursupervision, 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 designedunder 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 conclusionsabout 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 theregistrant'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 overfinancial 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'sinternal control over financial reporting.

By: /s/ Donna Steward
Donna Steward
Chief Financial Officer
Date: March 27, 2013

EXHIBIT 31.1
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 annual report on Form 10-K of Broadleaf Capital Partners, Inc. for the twelve months ended December 31, 2012;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material factnecessary 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 allmaterial 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 oursupervision, 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 designedunder 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 conclusionsabout 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 theregistrant'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 overfinancial 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'sinternal control over financial reporting.

By: /s/ J. Michael King
J. Michael King
President
Date: March 27, 2013

EXHIBIT 21

Name of Subsidiary	Jurisdiction of Incorporation
Pipeline Nutrition USA. Inc.	Florida

In accordance with Item 601(b)(21) of regulation S-K the registrant has omitted the names ofparticular subsidiaries because the unnamed subsidiaries, considered in the aggregate as a single subsidiary , would not have constituted a significant subsidiary as of December 31, 2012.